

BATMAN

HOME VIDEO

"Masks"

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BATMAN

HOME VIDEO

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FADE IN:

EXT. GOTHAM CITY - THE SHADY LADY CASINO - NIGHT

Above the entrance a seventy-foot, neon Rita Hayworth lookalike seductively posed with one hand on her hip, the other behind her head, winks at the traffic below. You can almost hear, "Put the blame on Mame, boys..."

ON "RITA'S" HEAD

BATMAN circles behind her head on a bat glider and lands silently on the roof.

ON ROOFTOP

He steps from the glider and looks around, making sure no one is up there with him. He moves to a certain spot and pulls out a device which he aims at the roof. It fires a dart into the roof with a THWUMP. The portion sticking out of the roof looks like a small antenna.

CLOSE ON BATMAN

Batman pulls an earphone from his belt which he puts to his ear. We hear FILTERED VOICES from below...

CHUCKIE (V.O.)

(filtered)

Take a good look, boys...

INT. THE SUITE BELOW - CONTINUOUS

It's a plush garish HOTEL SUITE. Marble fountain, gold lame wallpaper...the room they give Sinatra. A fifty-ish, squat racketeer, CHUCKIE SOL (Joe Pesci in a good suit) is showing off a suitcase full of counterfeit one-hundred dollar bills to his GOONS. One of the Goons holds it up to a light and squints.

GOON #1

Geez, Mr. Sol, I can't tell the difference.

CHUCKIE

You'd need one of them neutron microscopes. It's identical down to Ben Franklin's stubble.

Chuckie plucks it from the Goon's hand.

ON CHUCKIE

As he steps over to the suitcase and places the bill back with the stacks of other bills.

CHUCKIE

I want it laundered through the casino at a half mil a week. Three-quarter mil by March. Anybody got a problem with that?

ON WINDOW

Just then the Dark Knight CRASHES through the window. Glass flies like a bomb just hit.

ON THE GOONS AND CHUCKIE

Reacting. The bad guys are already pulling guns.

GOONS

Hey! / What? / The Bat!

No sooner does the first two goons have their pistols out than two batarangs HIT it and the guns go flying.

GOONS #1&2

(cries of pain)

ON BATMAN

(NOTE: Quickly timed, almost faster than the eye can follow.) Another Goon takes a swipe at him from the side. Batman decks him with a left. Another from behind, Batman brings up his elbow to the fellow's jaw. A third Goon literally jumps on his back (APPROPRIATE SFX).

GOON #3

(battle cry)

Batman flips him over into...

GOON #1

who has retrieved his gun and is about to fire just as Goon #3 comes CRASHING IN. The gun GOES OFF harmlessly as they demolish a glass display of bric-a-brac. SFX: BREAKING GLASS.

ON CHUCKIE

as the FIGHTING CONTINUES O.S. he sweeps up the briefcase and bolts out the door.

CUT TO:

EXT. OPEN-AIR MOVING SIDEWALK

The sidewalk is about 200 feet long, several stories above the ground, connecting the hotel to a parking structure. As Chuckie rushes across we PULL BACK to see that we're looking over someone's shoulder, someone standing inside the structure. The shadowy stranger moves OFF.

INSIDE THE PARKING STRUCTURE

Chuckie rushes in, looking over his shoulder. Suddenly he stops in his tracks as he sees what's before him.

CHUCKIE

(gasps)

REVERSE ANGLE - ON DARK FIGURE

The figure is about a hundred yards away and approaching, surrounded by swirls of smoky mist.

DARK FIGURE (ELECTRONIC FILTER)

(throaty and harmonized)

Chuckie Sol...

ON CHUCKIE

who immediately pulls out a gun.

CHUCKIE

Batman!

He starts FIRING.

ON THE DARK FIGURE

almost appearing as if he's gliding on the mist. Chuckie continues FIRING but the bullets have no affect. As the figure gets closer we see that this is clearly not the Batman, but a ghoulish looking character with a Death's Head face mask. We'll call him PHANTASM.

PHANTASM

Your angel of death awaits.

ON CHUCKIE

as he runs out of bullets (SFX: CLICK-CLICK) he realizes this ain't no Batman.

CHUCKIE

You ain't the Bat!

At that instant Phantasm glides in and knocks the gun from his hand. He then BACKHANDS the gangster, sending him flying.

CHUCKIE

(impact cry)

ON CHUCKIE

as he CRASHES against one of the pylons. The valise goes flying from his hands. He falls to the ground, feeling his lip. A trickle of blood is at the corner. Phantasm glides in.

CHUCKIE

Who-who are you? Whaddaya want?

Phantasm grabs him by the lapels and lifts him into the air, SMASHING his back against the pylon.

CHUCKIE

Oof!

Phantasm comes nose-to-nose with Chuckie.

PHANTASM

I want you, Chuckie-boy.

And with a mighty heave he throws Chuckie O.S.

CHUCKIE

(scream of terror)

ON PARKED CARS

As Chuckie tumbles over the hoods of a couple of cars parked next to each other. He smashes into the wall behind them. APPROPRIATE SFX.

CHUCKIE (CONT'D)

(big impact grunts)

ON PHANTASM

stepping toward Chuckie again. Just then he hears the sound of WHEELS SQUEALING. He turns toward the noise.

ON CHUCKIE

Looking horrified, he also turns in that direction.

WIDE ON PHANTASM

who steps back into the shadows as a car comes turning around the corner, heading downstairs to the exit. As soon as it passes Phantasm steps forward again and suddenly sees...

REVERSE ANGLE ON FLOOR

turns.

ON CHUCKIE

heading up the stairwell, the valise under one arm. He looks frantic. His heart rate must be hitting two-hundred.

CUT TO:

EXT. TOP FLOOR OF PARKING STRUCTURE

Open air. Very few cars. Chuckie reaches the top of the stairs. He gasps for air for a second, then moves on.

CHUCKIE
(a couple of gasps)

DOWNSHOT ON STAIRWELL - ON PHANTASM

Following, looking up as he climbs. Face heading TOWARD CAMERA. Should feel like a ghost rising on mist.

ON CAR

Chuckie opens the driver's door and heaves the valise into the back seat.

ON BACK SEAT

The case lands next to a thermos-size canister planted on the floor. We hear the car door SLAM.

ON CHUCKIE

sitting in the front seat, sweating bullets. He turns the ignition. The motor CHURNS, not turning over.

ON THE STAIRWELL

Phantasm rises from the stairwell on a cloud of mist and heads for the car.

INSIDE CAR - BACK ON CHUCKIE

The car finally STARTS, to his relief. He looks at the approaching Phantasm as he puts his car in gear.

CHUCKIE

This time I got you, you son
of a ...

EXT. CAR

With a SQUEAL of tires, the car takes off.

ON PHANTASM

who stops in the center of the parking lot as the lights from Chuckie's car bear down. With a wave of his arms Phantasm completely envelops himself in mist once again.

WIDER

a split second later Chuckie plows right through the mist, missing Phantasm entirely.

ON CHUCKIE

looking back through the rear view mirror with a how-in-the-hell-did-I-miss-him expression.

BACK ON THE MIST

There's still a section of mist intact and from it Phantasm appears, pointing his hand at the vehicle and PRESSING a small device (SFX).

INT. BACK SEAT OF CAR

At that instant the canister in Chuckie's back seat EXPLODES with the black mist, which fills the car.

ON CHUCKIE

who is suddenly engulfed, completely blinded. He hits the BRAKES.

CHUCKIE

Wha-a-a-t?!

EXT. WIDE ON THE CAR

The car SKIDS, swerving toward a low wall and railing.

CUT TO:

EXT. ELEVATED SIDEWALK

As Batman runs out onto the walk, presumably after Chuckie, he hears the BURNING TIRES and looks up.

TOP FLOOR - PARKING STRUCTURE - UPSHOT

The car CRASHES through the wall of the structure right over the sidewalk.

ON BATMAN

reacting. As chunks of concrete fall, he dives from the elevated walk.

WIDE

The car flies through the air, spiraling in a slow corkscrew, until it SMASHES into the side of the hotel. The car's horn BLARES, stuck, as the smoke from the canister pours out of the car.

ON BATMAN

swinging onto the ground. Already the counterfeit money is drifting over the scene like oversized snowflakes. Batman spots something at his feet and reaches for it.

INSERT ON CANISTER

A small curved fragment of the exploded container. CAMERA FOLLOWS Batman's hand as he lifts UP the shard and looks at it.

ON THE SIDELINES

A CASINO GUARD and MAN IN TUX step out to see the sight.

CASINO GUARD
Good lord!

The man spots Batman and points.

MAN IN TUX
Hey, it's him!

ON BATMAN

looking back at them. Suddenly something catches his eye. He

looks up as he fits the canister piece into a belt compartment.

THE HOLE IN THE WALL ABOVE - ON PHANTASM - BATMAN'S POV

The silhouetted form of Phantasm is glancing down. He steps back out of sight almost immediately.

ON BATMAN

who quickly SHOOTS his grappling hook skyward.

ANGLE ON THE TOP

even as the hook IMBEDS into the concrete, Phantasm has turned and is walking away, becoming enveloped in mist once again.

CLOSE ON WALL

as Batman is pulled up to the wall. He climbs over and looks around.

ON FAINT WISPS OF VAPOR

blowing away as if Phantasm disappeared with the mist.

WIDE ON SCENE

Batman alone, looking puzzled. All is quiet.

CUT TO:

INT. TV STUDIO - CLOSE ON ARTHUR REEVES

We don't know where we are, and won't for a few beats. COUNCILMAN ARTHUR REEVES, a handsome, thirty-something, hot-headed slick politico, is throwing a fit.

REEVES

I'm telling you, friends, it's
vigilantism at its deadliest.

ANGLE WIDENS TO INCLUDE COMMISSIONER GORDON, sitting near Reeves, looking uncomfortable.

REEVES (CONT'D)

(turning to Gordon)

How many times are we going to
let this happen? How many times
are we going to let Batman cross
the line?

GORDON

I'm sorry, Councilman, you can't blame Batman for what happened to Chuckie Sol.

REEVES

Why not?!

FAVOR REEVES

He grabs up a newspaper from O.S., holds it up. There's a picture of the car sticking out of the hotel. The headline reads: **GANGSTER SLAIN.**

REEVES (CONT'D)

He was there. He was after him. He's a loose cannon, Commissioner.

WIDEN

to show that Reeves is speaking to a studio audience on the set of "GOTHAM INSIDER." SUMMER GLEESON stands nearby.

REEVES (CONT'D)

It's not just my opinion. A lot of people -- including cops, I might add -- think Batman's as unstable as the crooks he brings in.

CLOSE ON REEVES

selling it to the audience.

REEVES (CONT'D)

What kind of city are we running when we depend on the support of a potential madman?

AUDIENCE (O.S.)

(cheers, hisses, etc.)

PULL BACK TO INCLUDE INT. BATCAVE

to show we are watching this on the TV monitor. ALFRED, who has the bat costume and belt draped over one arm, CLICKS off the broadcast. As he turns:

ALFRED

Such rot, sir. Why, you're the very model of sanity.

ALFRED (CONT'D)

(beat; deadpan)

Oh, by the way, I've pressed
your tights and put away your
exploding gas balls.

WIDEN TO INCLUDE BRUCE WAYNE, bent over his lab table, studying
the charred remains of the gas canister.

BRUCE

Thank you, Alfred.

ANOTHER ANGLE

Alfred leans over Bruce's shoulder and raises an eyebrow at the
canister.

ALFRED

Might one inquire what this
is?

FAVOR BRUCE

He looks at it, rubs his chin thoughtfully.

BRUCE

Part of a canister. I found it
at the scene of the accident.
There's a chemical residue baked
onto it -- some kind of dense
long-chain polymer.

ALFRED

(humoring him)

Of course.

He EXITS SHOT as Bruce continues to stare at the puzzle.

WIPE TO:

EXT. SKY - ON CLOUDS - DAY

At first the clouds are such that we might think we're looking at
Phantasm's smoky mist. But just when we suspect he might appear,
a wide-body plane BURSTS through.

OVERHEAD SHOT OF THE PLANE

We follow the plane as it flies over the cityscape.

ANDREA (V.O.)

I should be landing any minute.

CUT TO:

INT. PLANE - ON ANDREA BEAUMONT - CONTINUOUS

She sits in her seat talking on the plane's phone. She's a striking, smartly-dressed, brunette-haired woman who wears a locket hanging from a necklace. She gazes out the window as she speaks.

ANDREA
It'll be good to see you again,
Arthur.

REEVES (V.O.)
(filtered)
You, too.

CUT TO:

INT. ARTHUR REEVES'S OFFICE

He's sitting in his chair in his plush city office, checking himself in a desk mirror.

REEVES
And don't worry about a thing.
We'll clear up these old family
finances. Don't forget, you've
got a big time city councilman
on your side.

INT. PLANE - ON ANDREA

ANDREA (V.O.)
Can't believe it's been ten
years.

REEVES ((V.O. CONT'D))
(filtered)
Thinking of looking up some old
friends?

She frowns a bit as she glances at her lap.

ON ANDREA'S LAP

There's a copy of **FORTUNE** with Bruce Wayne's picture on it along the words: **PROFILE: BRUCE WAYNE**. She touches his picture gently with her finger tips.

ON ANDREA

She lies when she says...

ANDREA

Oh, Arthur, don't start that
again. He's ancient history.

INT. REEVES'S OFFICE

He smiles like a cobra.

REEVES

That's encouraging.
(beat)
Then I'll see you soon.

ON ANDREA

Suddenly she hears...

FLIGHT ATTENDANT (MALE OR FEMALE) (V.O.)

(filtered)

Ladies and gentlemen, please
fasten your seat belts.

CUT TO:

EXT. PLANE - CONTINUOUS

It begins to descend from the SCREEN, leaving only the wide blue
sky.

FLIGHT ATTENDANT (V.O. CONT'D)

We're about to make our descent
into Gotham City.

DISSOLVE TO:

EXT. STARRY NIGHT SKY

We hear PARTY AMBIENCE as we PAN DOWN to the Wayne mansion where
cars are pulling up. All the lights are on.

CUT TO:

INT. MANSION - CONTINUOUS

Bruce is throwing one of his usual get-togethers. All that's
missing is Hef. The CAMERA PANS over the smartly dressed guests
to three lovely BEAUTIES hanging onto Bruce.

BEAUTY #1

Come on, Bruce. All alone in
this big mansion. Haven't you
ever thought about marriage,
even once?

Beauty #2 playfully cups Bruce's ears.

BEAUTY #2
Oh, never say the "M" word in
front of Bruce. It makes him
nervous.

BEAUTY #3
(slight Judy Holiday)
What about the "I" word?

Bruce looks at her quizzically.

BRUCE
The "I" word?

As she flashes those long lashes ...

BEAUTY #3
In-gagement.

ANOTHER ANGLE

As Bruce is reacting a FOURTH BEAUTY, equally attractive but in a
severe dark dress, steps forward holding a drink, smiling
sardonically.

BEAUTY #4
(a bit tipsy)
I'd watch out for Brucie if
I were you, girls.

She stands in front of him and looks him in the eye.

BEAUTY #4 (CONT'D)
First he wines and dines you,
makes you think you're the only
woman he's ever been interested
in, and just when you're wondering
where to register the china...
(pointed, mean eyes)
...he forgets your phone number.
That's Bruce Wayne's style.

Her smile disappears and she throws the drink in his face. SFX:
SPLASH.

BEAUTIES #1-2-3
(assorted gasps)

ON BRUCE

who wipes his eyes, stonefaced.

BRUCE
(to the other girls)
Excuse me.

He heads away.

ANOTHER ANGLE - BRUCE

is stopped by someone dangling a handkerchief in front of his face.

REEVES (O.S.)
A friend in need?

Bruce takes the handkerchief and wipes his face.

BRUCE
Councilman. So how goes the
bat bashing?

REEVES
Better than your love life.
(glancing toward
the girls)
Really, Bruce, it's almost as
if you pick them because you
know there's no chance for a
serious relationship.

CLOSE ON REEVES

Picking a drink off of Alfred's tray as the butler passes by.

REEVES (CONT'D)
At least since that one girl...
(feigned forgetfulness)
What was her name?

ON BRUCE

who stops wiping and freezes with a sullen look. This is a sensitive area for him to be kidded about.

REEVES (O.S. CONT'D)
Anne...Andi...Andrea. Yes.

ON THEM BOTH

As Reeves cocks a wiseguy eye at Bruce.

REEVES (CONT'D)
Andrea Beaumont. Now there was
a sweet number. How'd you let
her get loose?

Bruce looks at him wryly as he folds up the handkerchief. He's not going to get into this with him.

BRUCE

Thanks for the handkerchief,
Arthur. You know where you can
stick it.

And Bruce jabs the hankie down Reeves's breast pocket. He walks away. Reeves cracks a grin, happy to get Bruce's goat.

CUT TO:

THE STUDY - ON BRUCE

who has stepped in to get away from it all. He shuts the door, muting the PARTY NOISE. He looks up sullenly.

ON PORTRAIT OF HIS PARENTS

The portrait hangs over a lit fireplace. The faces are stern, unsmiling, Victorian.

ON THE FIREPLACE

Bruce steps IN and places an outstretched arm on the mantle as he looks up at his parents. Then he looks toward the fire. The flickering light plays against him as he thinks back and we...

SEGUE TO:

EXT. CEMETERY - FRESHMAN BRUCE - TEN YEARS AGO - DAY

It's autumn. Young Bruce is posed the same way -- one arm leaning against the marble monument of his parents. He looks a little disheveled with his collar askew.

CLOSER

He places two flowers in a vase attached to the monument. A solemn moment. Suddenly he hears a voice.

ANDREA (O.S.)

(distant, unintelligible)
That's right. And if Daddy gets
any more protective, I might as
well join the young Republicans...

ANGLE ON YOUNG ANDREA

standing among the headstones on the other side of the Wayne monument. She appears to be talking to thin air. Her hair is long, flowing.

ANDREA

It's times like this I wish you
were around to...

Suddenly she senses his presence and turns to see him.

ANDREA (CONT'D)

Yes?

BRUCE

(uncertain)

Excuse me. I thought you were
saying something. To me, I mean.

ANDREA

No.

Bruce looks around curiously, then steps back.

BRUCE

O-kay.

No sooner does he turn away than Andrea turns around excitedly,
again talking to the air.

ANDREA

Know who that was? Bruce
Wayne. You know. Wayne
Enterprises? I've seen him
on campus. Very moody. Cute,
though.

ANOTHER ANGLE

Just then Bruce steps back IN, looking at her strangely again.

ANDREA

Yes?

Bruce glances around as if looking for someone else.

BRUCE

I heard my name. I thought...
(has to ask)
Who are you talking to?

She gestures toward the grave in front of her.

ANDREA

My mother.

INSERT - ON HEADSTONE

It reads: **VICTORIA BEAUMONT**. Flowers cover the years.

ON BRUCE

looking at the grave and then up at Andrea. He seems a little befuddled.

BRUCE

Oh. I didn't mean to...

She picks up her bag.

ANDREA

That's okay. We're done. Mom doesn't have much to say today.

ANOTHER ANGLE - BRUCE

still looking puzzled. As she passes by him she pauses to tell him...

ANDREA

Hey, I'm not the only one who talks to their loved ones, y'know.

And she continues on. Bruce calls after as he follows.

BRUCE

I didn't say anything.

ON THE TWO OF THEM WALKING

ANDREA

It's just that when I talk to her out loud, I can imagine how she'd reply. I can hear her. Like she's right there.

FAVOR BRUCE

trying to keep up. He nods, thoughtfully: He sort of understands what she's saying.

BRUCE

I talked to my parents. Once.

ANDREA

What did you say?

ON GATE

Bruce opens a gate that leads them out of the cemetery.

BRUCE

I made a vow.

ANDREA

What vow?

BRUCE

A secret one.

She feigns great interest.

ANDREA

Oooh, a man of mystery. Have you kept your vow?

BRUCE

So far.

EXT. STREET

By now they've come upon a motorcycle parked at the curb. She stops and regards him with renewed interest. She extends her hand.

ANDREA

Andrea Beaumont.

Bruce shakes her hand.

BRUCE WAYNE

Bruce Wayne.

ON ANDREA - OVER BRUCE'S SHOULDER

She smiles at him wryly.

ANDREA

I know. The boy billionaire. So, tell me...

She straightens his disheveled collar.

ANDREA

With all that money and power, how come you always look like you want to jump off a cliff?

ON BRUCE

who smiles in spite of himself.

BRUCE

Why should you care?

FAVORING ANDREA

as she gets on her motorcycle.

ANDREA

I don't.
(big smile)
My mother was asking.

That said, she KICK-STARTS the engine.

ON THE TWO OF THEM

As she takes off, Bruce watches her. He's intrigued. Just then a HOWLING autumn breeze blows, RUSTLING leaves. A shadow falls over Bruce as if the clouds were covering the sun.

DISSOLVE TO:

EXT. NIGHT - ON MOON (FLASHBACK CONTINUES)

All moons should be this full, this bright. The WHISTLE OF WINDS BRIDGE the DISSOLVE as wisps of clouds move past the glowing orb, followed by a trio of bats.

PAN DOWN to the Gotham Mall. The toy store has the facade of a big clown face; the floral shoppe, a big bouquet, etc... Near the giant top hat and white gloves of the Gotham Men's Wear outlet a FIGURE IN BLACK swings onto the roof.

CLOSER

shows that it's young Bruce dressed in a black turtle neck with a makeshift utility belt. He looks around to make sure no one has seen him and moves on.

ON THE SIDE OF THE BUILDING

We hear a CRASHING NOISE O.S. as Bruce steps over to the edge and looks down.

BURGLAR #1 (O.S.)

Hey, dummy.

EXT. BACK ALLEY - AT A DEPARTMENT STORE LOADING DOCK

A semi-truck has been backed into the loading dock. Two BURLY BURGLARS are carrying store items to the truck's van. One of them, carrying a stack of VCR's, has apparently just dropped the top one. He's looking down at the fallen VCR as Burglar 1 steps up to him carrying a box of watches and jewelry.

BURGLAR #1 (CONT'D)

Whatsa matter with you? This
is expensive merchandise.

Burglar #1 KICKS the VCR out of his way and continues toward the

van. Burglar #2 follows with a scowl.

INSIDE THE DOCK'S DOORWAY

An African-American FEMALE NIGHT GUARD is tied up on the ground, mouth taped, watching helplessly. A THIRD BURGLAR steps over her, carrying lamps under his arm. She cringes.

BURGLAR #3
Comin' through.

BACK ON BRUCE

Looking down anxiously. He pulls a mask from his belt and ties it on, making him look very Ninja-like. He takes a deep breath.

BRUCE
(under his breath)
Here goes...

And he detaches a loop of rope from his belt.

CLOSER ON BURGLARS - AT THE REAR OF THE TRUCK

As #3 shoves the lamps into the truck, Burglar 1 pulls out a walkie-talkie.

BURGLAR #1
Okay, Skaz. We're done shoppin'.

EXT. END OF ALLEY - ON SKAZ

SKAZ - we could call him Burglar #4, but we're tired of typing numbers - is a mean-looking fellow in a cap and scarf, which conceal a headset and phone mike. He's the lookout at the alley leading out of the loading dock. He glances this way and that, bringing the mike up to his lips.

SKAZ
All clear here.

BACK AT THE LOADING DOCK

As #1 flattens the antenna on his walkie-talkie.

BURGLAR #1
Let's blow this popstand.

But just as the swing the doors closed, they suddenly hear...

BRUCE
(big Ninja cry)

ON BRUCE

who swings IN, making a dramatic leap to the ground. (His Ninja cry carries into this shot.) When he springs up there are two Ninja stars in his hand.

ON THE GUARD

Even she looks astonished.

ON THE BURGLARS

The men look at him and look at each other.

BURGLAR #1
Who's this clown?

CLOSE ON BRUCE

He points to the ground.

BRUCE
(a teenager doing
Clint Eastwood)
On your stomachs. Arms spread.

ON THE BURGLARS

They look at him like he was the man with two heads. #1 turns to the girl guard.

BURGLAR #1
You know this guy?

ON THE GUARD

She shakes her head, also looking incredulous.

GUARD
("no" mumbles)

ON BRUCE

BRUCE
You heard me.

ON THE BURGLARS

Burglar #1 feigns deference.

BURGLAR #1
Yeah, you heard him, boys.

And as if on cue, the two guys flanking him begin to spread out.

ON BRUCE

Now looking a little worried. He glances from one side to another.

BURGLAR #1 (O.S. CONT'D)
You heard Mr. Kung Fu.

WIDER

As Bruce finds himself in the middle of a triangle.

BURGLAR #2
Yeah, I'm shakin'.

CLOSE ON BURGLAR #1

who steps back, yelling...

BURGLAR #1
Now!

ON BURGLAR #3

Quick shot as he pulls out his gun.

ON BURGLAR #2

also pulling out his gun.

ON BRUCE

who reacts, and spins around sending one star flying left and one flying right. (APPROPRIATE SFX).

ON BURGLAR #2

who has the gun knocked out of his hand as the star STRIKES it (SFX).

BURGLAR #2
(cry of pain)

ON BURGLAR #3

His arm is KNOCKED back. The gun flies from his hand, FIRING.

ON BURGLAR #1

He sees immediately what's happened and shouts:

BURGLAR 1
Get him!

And he lunges forward at Bruce.

ON BRUCE

As #1 comes in Bruce KICKS him in the crotch.

BURGLAR #1
(impact cry)

The guy doubles over, Bruce pulls his jacket over his head, then brings his knee up to rearrange his facial cartilage. SFX: CRUNCH.

BURGLAR #1
(bigger impact cry)

As #1 flies back, #2 grabs Bruce in a mean bear hug from behind, just as #3 comes from the front. Instead of struggling, Bruce thrusts his head back, STRIKING the back of his head against #2's forehead.

BURGLAR #2
(impact grunt)

#2's grip loosens, allowing Bruce to duck as #3 lets loose with a roundhouse punch, HITTING #2 right in the kisser.

BURGLAR #2
(impact grunt)

ON THE GUARD

who is now sitting up in wide-eyed surprise as she watches Burglar #2 land in front of her, knocked out cold.

BACK ON BRUCE

as #3 pulls out a switchblade. Bruce jumps back as he starts swinging away - SWISH, SWISH - at one point cutting Bruce's shirt at the stomach. But on his next thrust, Bruce grabs #3 by the wrist, brings his leg up to KICK the fellow under the armpit twice.

BURGLAR #3
(two impact cries)

Then, with the grace of a Baryshnikov, Bruce pirouettes and swings his heel into the man's esophagus...

BURGLAR #3
("ugh" sound)

ON A NEARBY DUMPSTER

with its top propped open. #3 HITS it hard, his body arching back. The heavy metal top comes down, striking him face first with a terrible TWANG. He slides to ground, knocked out.

BURGLAR #3
(pained moan)

FULL ON BRUCE

Breathing hard, in a Bruce Lee pose, ready for anything else.

BRUCE
(fast breaths)

WIDE ANGLE

But as he looks around we see his opponents knocked out on the ground. He realizes he did it. He looks excited.

BRUCE
(to himself)
Yes!

Just then he hears:

GUARD (V.O.)
(urgent mumbles)

He looks over.

ON GUARD

now standing, gesturing with her head as if to say, "Over there."

GUARD
("Over There" mumbles)

ON BRUCE

who looks puzzled at first, until he turns toward the truck. At that instant a SHOT is fired. Bruce manages to leap out of the way just in time.

ON SKAZ

who has his gun out and continues SHOOTING. He's covering himself as he gets to the cab and opens the door.

ON BRUCE

now ducking behind the dumpster. Another bullet STRIKES the metal. Just then the shooting stops as the cab door SLAMS shut

and the truck REVS UP.

ON THE CAB

as a determined looking Skaz slips the clutch into first and GUNS it.

ON THE REAR OF THE TRUCK

As it lurches forward, the unlocked doors swing back open and loose boxes and items start spilling out. (APPROPRIATE SFX).

FAVORING BRUCE

He looks toward the guard apologetically...

BRUCE

Excuse me.

ON THE GUARD

craning her neck to watch him. This guy's not for real.

ON THE TRUCK

As it continues, it strikes speed bumps which cause more stuff to fall out. (APPROPRIATE SFX).

ON BRUCE

running as fast as he can, trying to catch up. He dodges and leaps over lamps, VCR's, boxes and whatnot that continue to fall out (SFX).

ON THE ALLEY EXIT

as the truck comes barreling out. Bruce is getting closer.

ON THE CAB

as Skaz puts the engine into a higher gear and ACCELERATES.

ON BRUCE

who is almost there. With a flying leap he manages to grab onto the end of the truck, but just barely.

BRUCE

(grunt of effort)

ON ROAD

As the semi swings from the parking lot onto the road, we see

Bruce dangling on the end of the truck, his feet sliding along the ground (SFX).

ON BRUCE

using every ounce of energy to pull himself on.

BRUCE
(straining sounds)

At one point the truck hits a bump causing the box of jewelry to fall all over him (SFX). Nevertheless, he seems to be getting on. As he does...

DEEPER IN THE VAN

We see that nearly half the contents have spilled out and what remains are mainly heavy duty items, including a couple of refrigerators, held back by rope. But not for long. The van HITS another bump and the rope SNAPS; just as...

ON THE ROAD

showing the semi going up an incline.

ON BRUCE

Just as he stands up, he hears a ROLLING NOISE and looks up to see...

TWO REFRIGERATORS - BRUCE'S POV

ON BRUCE

as he is struck by the refrigerators and is thrown out of the van (SFX).

BRUCE
(cry of surprise)

ON THE REAR OF THE VAN

as Bruce manages to hang onto the door handle, swinging out as the refrigerators CRASH into the street. (Bruce's SHOUT should bridge into this SHOT.)

ON THE SIDE OF THE TRUCK

as the door swings wide showing Bruce.

ON SKAZ

driving. He glances at the outside mirror.

ON THE OUTSIDE MIRROR - SKAZ'S POV

Bruce hanging on for dear life.

BACK ON SKAZ

who reacts in surprise, then gets that "we'll-see-about-this" look and swiftly turns the wheel.

ON THE SEMI

as it veers sharply, WHEELS SKIDDING.

ON BRUCE

trying to hang on as the scenery behind him WHIZZES BY.

ANOTHER ANGLE

as the door BANGS into a lamp post, almost causing Bruce to lose his grip.

ON SKAZ

who glances into the mirror.

IN THE MIRROR - SKAZ'S POV

Bruce doesn't appear to be hanging on any longer.

ON SKAZ

who cracks a smile. Could he have gotten rid of the little bugga?

ON TOP OF THE VAN

Apparently not, for suddenly we see that Bruce is on the roof, crouching in Ninja fashion as he makes his way toward the front.

ON SKAZ

something catches his attention again.

ON THE ROUND SECTION OF HIS OUTSIDE MIRROR

he sees Bruce peering over the front of the van.

ON BRUCE

as he climbs down the front of the van, placing one foot on the roof of the cab to steady himself.

ON SKAZ

with a determined look he suddenly HITS the brakes.

ON BRUCE

BRAKES SQUEAL as he is suddenly thrust forward, falling over the top of the cab, tumbling over the hood.

BRUCE
(cry of surprise)

ON THE FRONT OF THE CAB

Bruce manages to break his fall by grabbing onto the front grillwork.

ON SKAZ'S FEET

as he takes his foot off the brake and hits the gas again. SFX: ENGINE.

ON THE WHEELS

ON BRUCE

propping himself up on the bumper and wondering what the heck he's got himself into now. He tries to climb onto the hood.

FAVORING SKAZ

now holding the pistol outside the window in his left hand. He drives with his right hand, while FIRING with his left. The bullets hit the front edge of the hood, causing Bruce to duck back down for cover (SFX).

ON BRUCE

Now looking more anxious than ever.

ON SKAZ

who spots something ahead and veers the wheel.

ON THE CAB

as it goes up the curve, riding on half the sidewalk. SFX: SQUEALING TIRES.

ON BRUCE

looking ahead. Suddenly he sees what he's in for.

ON GARBAGE CANS

set on the street for pick-up.

ON BRUCE

bracing himself.

ON THE CAB

as it plows through the cans, sending them flying (SFX).

ON SKAZ

cracking an evil grin.

ON BRUCE

As the front of the cab strikes a speed sign, flattening it instantly (SFX).

BRUCE
(impact grunt)

Followed by more garbage cans (SFX).

CLOSER ON BRUCE

looking battered as hell. Just then he realizes something. He pulls a pouch from his belt.

CLOSE ON POUCH

It must contain at least a half-dozen stars.

ON BRUCE

who starts shaking them out so that they are dropping in line with the tires on the driver's side.

ON THE FIRST TIRES

which suddenly BLOW.

FRONT VIEW OF SKAZ

as the cab lurches on a tilt. SFX: SQUEALING TIRES.

ON THE OTHER TIRES

which also BLOW, right in a row, causing the entire van to tilt toward the driver's side.

INSIDE THE VAN

as the remaining contents -- TV's, other heavy appliances -- all shift to the tilted side. (APPROPRIATE SFX).

WIDE ON SEMI

as it slowly but inexorably SLAMS onto its side, SKIDDING along the street.

ON BRUCE

now hanging on the grill upside down as the cab is SKIDDING toward CAMERA. He looks ahead of him in alarm.

WHAT BRUCE SEES

The wall of a building, heading straight for him.

WIDER

Bruce cringes as the front of the cab SLIDES within a foot or so of a building and comes to a halt. Bruce slumps in relief.

BRUCE
(exhausted sigh)

INSIDE THE CAB - ON SKAZ

crumpled in a corner, looking bruised and battered. He lifts an eye up as a shadow comes over him.

SKAZ
(groan)

ON BRUCE

standing in front of the cab, looking triumphant.

ALFRED (V.O.)
I read about your anonymous
exploits this morning and I
must say...

DISSOLVE TO:

EXT. REAR OF THE WAYNE ESTATE - THE FOLLOWING DAY

Alfred is holding a newspaper as Bruce is practicing jujitsu moves in his kimono togs. He has a bandage on his forehead and some facial scratches.

ALFRED (CONT'D)
...are you sure you won't
reconsider rugby?

ON BRUCE

posing and throwing punches. He frowns.

BRUCE
Sorry, Alfred, but "the plan" is
working.
(grunt)
I had the edge. I could feel it.
(bigger grunt)
There was only one thing wrong.
(frowning)
They weren't afraid of me. I've
got to strike fear in them from
the start.
(grunt)

Just then Alfred notices something O.S.

ALFRED
Pardon, Master Bruce, but we may
want to postpone the "shop talk"
as it were. I believe you have
a visitor.

And as Alfred moves away, Bruce cranes his neck to see, not easy
to do on one foot with arms extended.

BRUCE'S POV - ANDREA

Andrea is heading their way.

ANDREA
Hi.

ON BRUCE

as she walks up she notices the bandage.

ANDREA (CONT'D)
Hey, what happened to you?
Trip over some loose cash?

He continues doing his moves as she looks around, getting a lay of
the land.

BRUCE
What are you doing here?

ANDREA

It's been three days since we met and still no calls. I figured you must be dead or something.

ANOTHER ANGLE

Bruce turns, continuing his moves.

BRUCE

You expect every guy you meet to call you up?

She glances at him, a wry smile.

ANDREA

Only the ones that are smart enough to dial a phone.

He almost loses his balance on that one. He quickly recovers, scowling, and throws a punch.

BRUCE

(grunt)

ANDREA

What is that?

BRUCE

(on thrusting grunt)
Jujitsu.

ANDREA

Gesundheit.

ON BRUCE

He looks annoyed. Turns the other way.

ANDREA

That was a joke.

BRUCE

Jujitsu is no joke. It takes years to master.

And he thrusts out his fist.

BRUCE (CONT'D)

(grunt)

ANOTHER ANGLE

But as his fist shoots out, she comes out of nowhere to block it with one hand and twist his arm.

BRUCE
(wincing)
Hey...

ANDREA
Gotta few moves of my own.

And in one swift move, she throws Bruce for a loop.

BRUCE
(cry of surprise)

ON BRUCE

He's on his back, trying to prop himself up. She steps into foreground, looking down at him.

ANDREA
Miss Hovey's self-defense
class for girls.

CLOSE ON BRUCE

Looking up at her. He cracks a smile and starts chuckling.

BRUCE
(chuckling)

ON ANDREA

looking at him in mock astonish.

ANDREA
He laughs!

WIDER

Suddenly he sweeps his feet, tripping her onto her back (SFX).

ANDREA
(cry of surprise)

CLOSE ON ANDREA

Flat on her back. Before she can blink, Bruce is suddenly has her pinned down, nose-to-nose. She looks up at him as they both break out in playful smiles.

ANDREA

Nice footwork. Can you
dance, too?

ON MANSION'S REAR DOOR

Just then Alfred steps out of the mansion with a tray of refreshments. He sees the two of them on the ground and makes an abrupt U-turn, heading right back in the house again.

BACK ON BRUCE AND ANDREA

Smiling, looking into each other's eyes, wondering what's going to happen next as we

SEGUE TO:

INT. MANSION - PRESENT TIME - BACK AT THE PARTY - ON BRUCE

The adult Bruce back at his fireplace in the den. Just then he hears the door OPEN along with distant off-key PLUNKS of a piano. Alfred steps IN.

ALFRED

Pardon, sir, but Miss Bambi
is dancing on the piano.

BAMBI (O.S.)

Brucie...! Where are you?

Bruce's eyes roll in a pained expression. As he heads toward Alfred, we...

DISSOLVE TO:

EXT. CEMETERY - THAT SAME NIGHT

The CAMERA catches an owl as it PANS over the spooky grounds. The owl's eyes sparkle as he HOOS and takes wing, flying O.S. Leaves are blown across the road as a limousine pulls up.

CLOSE ON THE DOOR

It opens. Another gangster, BUZZ BRONSKI, gets out. Though sixty-something, the guy's a brick wall. He holds up a flashlight which he flashes around. Doesn't see anyone or anything. He reaches back to pull out a black wreath. He glances at...

THE FRONT SEAT

where his TWO BODYGUARDS -- driver and passenger -- are looking at him.

BUZZ

You guys wait here.

PASSENGER BODYGUARD

Whatever you say, Mr. Bronski.

The gangster heads O.S.

INSIDE THE CAR

The Passenger Bodyguard looks a little nervous, eyes darting as another owl HOOTS.

DRIVER

They say the Bat iced this
guy.

PASSENGER

I know.

CHUCKIE SOL'S GRAVESITE

The flashlight beam hits the gravestone. It reads: **CHUCKIE SOL, 1943-19--**. The beam doesn't hit the last two numbers.

BUZZ

(tsk tsk)
Chuckie, Chuckie...

The wreath is tossed down.

ON BUZZ

looking down with distaste.

BUZZ

You always were a loser.

Just then he hears...

PHANTASM (V.O.)

Buzz...

He looks around.

PHANTASM (V.O. CONT'D)

Buzz Bronski.

BUZZ

Who's there?

ANOTHER ANGLE

Just then Phantasm's death's head emerges from behind a grave

stone as if rising from the underworld.

PHANTASM

Your angel of death awaits.

The head moves forward as if floating on the mist.

ON BUZZ

pointing his flashlight at him.

BUZZ

Who the heck...?!

He starts moving back fearfully.

BUZZ (CONT'D)

Get away from me, you freak!

WIDER

as he bumps into a wheelbarrow with digging tools, including a digging fork (shovel size). He drops the flashlight and picks up the fork (APPROPRIATE SFX).

ON PHANTASM

who backs into the mist as Buzz slices the fork through the mist. It connects with nothing. Suddenly from behind he hears...

PHANTASM (O.S.)

Time to pay for your sins, Mr.
Bronski...

Bronski turns to see Phantasm behind him. Again he swings, but Phantasm is too quick, ducking back into the mist.

PHANTASM (O.S.)

Over here...

ON PHANTASM

Backing up, leaving a trail of mist in his wake. Buzz charges forward, ready to throw the fork like a javelin.

BUZZ

All right, creep, catch
this!

But just as he's about to throw it, he falls into the mist as if the earth had swallowed him up.

BUZZ (CONT'D)

(cry of surprise)

ON BODYGUARDS

Still in the car. They're already looking in the direction of Buzz's voice.

BUZZ (O.S. CONT'D)
(distant cry)

Suddenly they hear a MUFFLED O.S. CRASH.

PASSENGER
C'mon!

They rush out of the car.

ON BUZZ

Who is COUGHING as the mist dissipates.

BUZZ
(coughing)

He suddenly realizes that he's lying at the bottom of a deeply-dug grave. A rope hangs down the side of the pit.

ON PHANTASM - BUZZ'S POV

Looking down at him from the foot of the pit.

PHANTASM
Goodbye, Mr. Bronski.

And he steps back O.S.

ON BUZZ

looking up angrily. He sees the rope, grabs hold and starts to climb out.

ON OTHER END OF ROPE

It's tied to a lever of some sort. We're not sure for what yet, although as the rope is tugged the lever RACHETS into another gear and we suddenly hear a GRINDING NOISE.

WIDER

to show that the lever is on a dump truck piled high with dirt, It's parked almost flush to the side of the grave. Buzz has just pulled the lever that is causing the rear to upend, SPILLING the dirt into the grave.

ON BUZZ

pushed back down by the dirt (SFX). He suddenly realizes he's in big trouble.

BUZZ

No! Stop! Help!

By now the dirt is up to his waist and still POURING in. He claws at the sides.

ON BODYGUARDS

As they approach, guns in hand. The Driver leads.

DRIVER/PASSENGER BODYGUARDS

(calling out)

Boss? Boss?

ANOTHER ANGLE

The GRINDING abruptly stops a split second before the Bodyguards step INTO FRAME. They look ahead in shock.

DRIVER

Boss --!

ON DUMP TRUCK

Now empty. PAN DOWN to show that the pit has been covered in an enormous mound of dirt. Atop the mound is the black wreath intended for Chuckie's grave. Sprouting from within it like a grotesque flower is Buzz's contorted hand.

BACK ON THE BODYGUARDS

taking in the sight when suddenly they hear FOOTSTEPS. They spin around to see...

ATOP A CREST - PHANTASM

Silhouetted by the moon behind him. He turns to take one last look back. From the flow of the cape you'd swear it was Batman.

BACK ON THE BODYGUARDS

reacting.

PASSENGER

It's the Bat. It's the
stinkin' Bat!

And he starts FIRING like crazy.

BACK ON PHANTASM

who swirls his cape and disappears behind the ridge.

DISSOLVE TO:

EXT. OLD BROWNSTONE - THE FOLLOWING DAY

The windows are covered with wrought iron. Even in the morning light the place looks dark and foreboding.

INT. OLD BROWNSTONE - STUDY

An old, skull-faced man is seated at a tray in a large shadowy den, sipping his tea. This, as we are to learn, is SALVATORE VALESTRA, ex-mob boss.

CLOSE ON VALESTRA

When he opens the paper next to his tray he reacts in shock, dropping his forkful of grapefruit wedges.

VALESTRA
(intake gasp)

INSERT - MAJOR HEADLINE

It reads: **SECOND GANGSTER SLAIN.**

INSERT - SUB HEAD

It reads: **HAS 'BATS' GONE BATS?**

ON VALESTRA

He becomes so agitated that he starts to wheeze.

VALESTRA
No!
(going into a
wheezing fit)
No!

He throws down the paper in disgust and horror, then fumbles around his tray and the sides of his chair trying to find something. He pulls out a portable oxygen inhaler and brings the mask up to cover his nose and mouth. He starts taking big gulps as he lays his head back against his chair, the picture of a troubled spirit (SFX).

VALESTRA
(big gulps of air)

CUT TO:

INT. COMMISSIONER GORDON'S OFFICE - HIGH SHOT - SUNSET

Gordon sits at his desk as Reeves points a dramatic accusing finger at him.

REEVES
What do you mean you won't?
You have to go after him!

GORDON
He didn't do it.

ANOTHER ANGLE - REVEALING HIGH LEVEL COPS STANDING IN B.G.

Reeves is starting to get his dander up.

REEVES
You've got two eyewitnesses,
Commissioner Gordon...

Reeves reaches over and grabs polygraph papers from DETECTIVE BULLOCK. He flings it at Gordon dramatically.

REEVES (CONT'D)
And their polygraphs. What
more do you need?

Gordon rises, trying to restrain his fury. He swipes the paper off his desk.

GORDON
It's garbage, Mr. Reeves.

EXT. GORDON'S WINDOW SILL

Batman is crouched down, eavesdropping. He ain't happy.

GORDON (O.S. CONT'D)
The Batman does not kill.
Period.

INT. GORDON'S OFFICE

Gordon's at his door, about to leave.

GORDON (CONT'D)
You want him -- you get him.
I'll have no part of it.

And he opens the door.

ON REEVES AND THE OTHER COPS

looking in Gordon's direction. The door SLAMS, causing a couple of the cops to flinch. Not Reeves, though. Gordon's impertinence only serves to bolster his misbegotten resolve. He turns to the cops.

REEVES
Well, gentlemen. Any ideas?

CUT TO:

EXT. OVERCAST NIGHT SKY - MINUTES LATER

Suddenly the Bat Signal flashes in the sky. Hold for a BEAT.

POLICE ROOFTOP - ON THE BAT SIGNAL SPOTLIGHT

The police we saw below are looking in all directions for Batman's arrival. This includes Reeves who smiles wryly as Bullock checks his watch.

CUT TO:

ON BAT SIGNAL - REFLECTED IN THE BATMOBILE'S OUTSIDE MIRROR

PULL BACK to include...

EXT. ROAD

as the Batmobile barrels TOWARD CAMERA, away from the city and the Bat Signal shining above (SFX).

WIPE TO:

EXT. CEMETERY - AN HOUR LATER

The scene of Buzz Bronski's demise, now surrounded by yellow police tape. The slab has been propped up by chains on a crane-like vehicle. PAN OVER to Batman on bended knee. We hear him talking before we see him.

BATMAN (PARTIALLY O.S.)
There appears to be some chemical
residue on the lawn.

CLOSER ON BATMAN

We see that he is speaking into a mike wired to his utility belt. He picks up a tuft of grass as he speaks. It has some grayish specks on it.

BATMAN (CONT'D)

Could match the traces I found
in the canister. Not much, but
it's been that kind of day.

As Batman CLICKS off the mike and slips it back into his belt he
notices something O.S.

THE WAYNE MONUMENT - BATMAN'S POV

softly lit by moonlight.

ON BATMAN

as he rises and steps toward it.

ON THE MONUMENT

as Batman steps up to it. He touches the marble softly. A solemn
moment, broken by...

ANDREA (O.S.)

You think they could afford a
weed eater.

ANGLE AT VICTORIA BEAUMONT'S GRAVE

Andrea is kneeling, tearing weeds from around her mother's
tombstone.

ANDREA (CONT'D)

Sorry, Mom, but the whole world's
going to seed.

At that moment, Batman's shadow moves IN. She looks up with a
start.

ANDREA

(big gasp)

CLOSE ON BATMAN

You can read the surprise and anguish in his face. He steps back.

ON ANDREA

rising with a similar look of stunned surprise. The weeds fall
from her hands.

ANDREA

(as in "No, it can't
be.")

No...

ON BATMAN

Still backing up. He finally turns and bolts, disappearing into the darkness.

CLOSE ON ANDREA

He's gone, but she keeps looking, wide-eyed, stunned. She realizes intuitively that he must be, has to be...

ANDREA
(softly)
Bruce...

DISSOLVE TO:

EXT. THE GOTHAM SHERIDAN HOTEL - NIGHT

A brand-new luxury hotel. Andrea is staying here. PAN VERTICALLY UP to the top floor where we SEE a restaurant whose picture windows offer a panoramic view of the city.

INT. RESTAURANT - NIGHT (CONTINUOUS)

In the main dining room, the MAITRE D' leads Andrea and Arthur Reeves to their elegantly-set table. Reeves follows close behind Andrea, who isn't paying any attention to him as:

REEVES
...so I'm having the banker
cut through some red tape. He
says he can roll your money
into a higher-yield account.

ANGLE ON THEIR TABLE

The Maitre d' holds Andrea's chair away from the table as she sits. She looks at Reeves with a bewildered expression as she "comes to".

ANDREA
Amount? What amount?

REEVES
I said "account."

The Maitre d' exits as Andrea forces a sheepish smile.

ANDREA
I'm sorry. I was just
reminiscing.

BACK TO PREVIOUS ANGLE

As a WAITER steps IN beside the table, hands Andrea a menu. Reeves smiles indulgently.

REEVES
Hey, that's okay. You must
have a lot on your mind.

HARD CUT TO:

EXT. A CATHEDRAL ACROSS THE STREET - CONTINUOUS - ON BATMAN

Batman is perched atop a buttress, partly concealed by a gargoyle. From this WINDSWEPT perch (SFX), Batman is spying on Andrea and Reeves through his miniature binoculars. LIGHTNING streaks the sky behind him. THUNDER ROLLS (SFX).

BACK TO ANDREA AND REEVES

REEVES
Remember this place?

ANDREA
Sure. You, me and Daddy used
to come here all the time.

FAVOR REEVES

He turns from the waiter back to Andrea, nods understandingly as the waiter EXITS in b.g.

REEVES
How is the old guy? You're
still close, aren't you?

FAVOR ANDREA

She smiles warmly.

ANDREA
Closer than ever.

FAVOR REEVES

He flashes a grin at Andrea. It makes him seem insincere as:

REEVES
I'm sorry he couldn't make
it into town this time.

He reaches across the table, places his hands on hers.

REEVES (CONT'D)

But then...I've always wished
I could have some time alone
with you.

FAVOR ANDREA

who looks up, half smiling. It's hard to read her, though she
doesn't pull away.

ANDREA

Well...who knows what the
future might bring?

BACK ON BATMAN

We SEE a reflection of their clasped hands in the binocular
lenses. Batman's head moves back from the binoculars. PUSH IN on
his face, sad, if not in despair. THUNDER RUMBLES in the distance
as we continue PUSHING IN. And it keeps RUMBLING, louder and
louder as we...

SEGUE TO:

BRUCE'S AND ANDREA'S HANDS (FLASHBACK RESUMES)

We don't know where we are yet, but it's outdoors. Daylight.
The RUMBLING CONTINUES. TRUCK OUT to REVEAL that the clasped
hands belong to the 20-year-old Bruce and Andrea. Above them is a
monorail track. Suddenly a MONORAIL RUMBLES by. They look up at
it and at each other, smiling happily.

SERIES OF SHOTS (MONTAGE) - BRUCE AND ANDREA

TRACKING WITH them as they stroll over the Gotham World's Fair
Grounds -- Gotham's version of the 1939 New York World's Fair.
An H.V. Kaltenborn-style voice resonates through the P.A. system:

ANNOUNCER (V.O.)

Welcome to a dream of the future.
A bright tomorrow filled with hope
and promise for all mankind. This
is a vision of the shimmering utopia
where we all shall spend the rest of
our lives.

We FOLLOW them, holding hands and exchanging loving glances, as
they visit the Main Plaza, where we see a beautiful globe of the
moon next to an Art Deco Buck Rogers-style spaceship poised on
three scalloped fins next to the moon. This is Gotham's version
of the trylon and perisphere of the New York Fair.

ANGLE ON THE "FORWARD TO THE FUTURE" RIDE

The younger Bruce and Andrea hurry into a gaily-colored ride Pavilion. A sign reads: **FORWARD TO THE FUTURE Presented by CYBERTRON.** CAMERA FOLLOWS as Bruce and Andrea scramble into a car which takes them past a fanciful diorama of "It's a Small World" style doll children all SINGING about the glories of life in the future set in a model city of the future. Some of the "children" are riding in autogyros (one-man whirlybirds).

DOLL SINGERS

(brightly)

Forward, forward, to the future,
Our dreams are shining bright.
Glory and wonder surround us,
A new tomorrow is in sight.

CLOSER ON BRUCE

looking as if he'd rather be any place else right now. This is definitely too cute for him. Andrea looks at Bruce and makes a face, showing that she doesn't like the ride either. They hold their ears and grin.

DOLL SINGERS (V.O. CONT'D)

With heart and hope to light
the way...

ANGLE ON RIDE

The car passes by an ultra-modern Gotham apartment of the future. A life-like android HOUSEWIFE chops plastic vegetables in her kitchenette while her android HUSBAND reclines on the couch next to his android DOG. The husband looks up from his paper to wave to the riders.

DOLL SINGERS (V.O. CONT'D)

We'll welcome in a brand new
day! Forward, forward to the
future, the future starts today!

CUT TO:

INT. HALL OF TRANSPORTATION

A vast, high-ceilinged pavilion, open at the sides (columns supporting the roof), through which the fair's monorail track passes. Over the visitors' heads, models of one-man autogyros flutter about the transportation exhibit (SFX).

CLOSER - BRUCE AND ANDREA

Bruce and the younger Andrea stand before the track, holding hands as they look up in awe at the MONORAIL TRAIN ZOOMING by (SFX).

ANDREA

Do you think we'll really
see any of this in our
lifetime?

Even as she speaks something catches Bruce's eye and he steps
away. She turns to him.

ANDREA

Bruce?

A PROTOTYPE FOR A JET-POWERED CAR - QUICK CUT

It's mounted on a pedestal. A sign identifies it as **THE CAR OF
THE FUTURE**. Bruce steps up to it, drawn by the rear jet thruster.
Shades of the Batmobile. Andrea steps IN behind him.

ANDREA (CONT'D)

Bruce...? Bruce, I'm talking
to you.

CLOSER ANGLE - FAVORING BRUCE

He is jolted out of his reverie --

BRUCE

Huh?

-- then turns to face Andrea, sheepish.

BRUCE (CONT'D)

Oh. I'm sorry, Andi. My mind
was on...something else...

TRACKING WITH BRUCE AND ANDREA

as they turn and head out of the exhibit. They move across the
midway, passing under a huge Deco archway emblazoned with the
words **ENTER THE WORLD OF THE FUTURE**.

ANDREA

Like what?

BRUCE

Oh, just... You know...
(off sign on
archway, pointing)
The future.

TRACKING WITH ANDREA

She smiles playfully.

ANDREA

Anyone's in particular...?
Or just the generic brand?

HIGH ANGLE - FAIR GROUND EXIT

FOLLOW Andrea and Bruce as, hand-in-hand, they pass through the turnstile and exit into the parking lot, where we SEE Bruce's limo waiting, conspicuous among more modest passenger cars.

BRUCE (V.O.)

You know...

ANDREA (V.O.)

No, I don't. When was the last time you talked to me about your plans?

ON BRUCE'S LIMO

Andrea and Bruce step INTO SHOT, approaching it. We SEE the Alfred standing at attention beside the driver's-side door.

ANDREA (CONT'D)

Y'know, Dad's been wanting to meet you.

Bruce looks pained, but catches himself.

BRUCE

Oh, yeah?

She looks at him out of the corner of her eye as she says this little number:

ANDREA

But I told him you're not up to it yet.

BRUCE

(with a shrug of wariness)

I can meet him.

ANDREA

(jumping on it)

Great! I'll call him right now.

And she heads O.S. toward the limo, leaving Bruce standing nonplussed.

ON LIMO

She is seated inside the open back door, dialing a number on the limo phone. She looks up at him as she puts the receiver to her ear.

ANDREA
You sure about this?

ON BRUCE

Feigning a smile. What's a guy to say?

BRUCE
Sure I'm sure.

Alfred steps IN beside him.

BRUCE
(aside)
What the heck am I doing,
Alfred? This isn't part of
the plan!

ALFRED
(gently)
Plans change, Master Bruce.

Bruce shakes his head in confusion.

BRUCE
I must be going nuts.

ALFRED
If I may make so bold, sir --
I'd say quite the reverse.

DISSOLVE TO:

EXT. CARL BEAUMONT'S OFFICE BUILDING - ESTABLISHING - DAY
(FLASHBACK CONTINUES)

Beaumont's office is in a tall building on a wide avenue in Gotham's riverside financial district. An auto-and-pedestrian bridge can be seen behind and to one side of the building.

INT. BEAUMONT'S OFFICE - ANGLE ON BEAUMONT AND YOUNGER REEVES

CARL BEAUMONT, an imposing-looking businessman in his early fifties, sits behind his dark mahogany desk and looks over some papers. A YOUNGER ARTHUR REEVES stands to one side of Beaumont and offers him another file.

REEVES

Sir, if you could just go
over these...

ANDREA (O.S.)

Knock, knock...

ANOTHER ANGLE

Beaumont glances up and instantly brightens as he sees his O.S. daughter. He adjusts his tie with one hand and pushes his work aside with the other as he makes ready to stand. Reeves looks slightly honked at being so easily ignored.

BEAUMONT

Well, this is a most pleasant
interruption.

ON ANDREA AND BRUCE

Andrea beams at her O.S. dad as she stands arm in arm with a nervous-looking Bruce. Beaumont walks INTO SHOT and Andrea gently nudges Bruce forward.

BEAUMONT

At last I meet the elusive
Bruce Wayne.

Bruce awkwardly takes Beaumont's offered hand.

BRUCE

Nice to meet you, sir.

CLOSER ON BEAUMONT

He cocks an eyebrow at Bruce in mock-reproach.

BEAUMONT

"Sir"? Don't be so formal,
Bruce. Andrea's told me so
much about you, I feel like
we're practically family.

FAVOR ANDREA

She shoots a disapproving glance at her father.

ANDREA

(Watch it, Dad.)
Daddy...

ON REEVES

He deliberately clears his throat as he gathers up his papers.

REEVES
(clears throat)
Don't mind me, I was just
leaving.

WIDER

As Reeves walks by Andrea, Bruce and Beaumont; the latter nods toward him.

BEAUMONT
Oh, I'm sorry. This is Arthur
Reeves, one of the hot young
turks from my legal department.

Reeves shakes Bruce's hand.

BEAUMONT
He's someone you should get
to know.

CUT TO:

EXT. BEAUMONT'S OFFICE BUILDING - CONTINUOUS

A black sedan pulls up to the door.

ON DRIVER - THROUGH FRONT WINDOW

looking up at the building. He is a lanky, fastidious character in a slouch hat. We'll refer to him as the TALL MAN. He turns to look back at the man he is driving.

ON BACK PASSENGER WINDOW

The window slides down to show a smoky interior. The smoke quickly dissipates, revealing a YOUNGER (by a decade) SAL VALESTRA with a cigar clenched in his maw and an ascot tucked into his overcoat. He is the picture of a gangster Buddah. The Tall Man's hand reaches in to open the door for him...

CUT TO:

INT. BEAUMONT'S OFFICE

Bruce is seated in front of the father, who looms over him as he half sits on the edge of his desk. Andrea is off to the side.

BRUCE
I hope we're not interrupting
anything.

BEAUMONT

Not at all. I'm never too busy
for my Andi and her friends.

During the following he takes Andrea's hand and looks at her fondly.

BEAUMONT

I tell you, Bruce, I do a lot
of financial planning. When it
comes to money you can't take the
future for granted. But all the
money in the world means little
if you don't have loved ones to
share it with. Nothing's more
important than family.

BRUCE

Yes, Mr. Beaumont.

BEAUMONT

(call me...)

Carl.

Just then we hear a BUZZ from his speaker phone.

SECRETARY (V.O.)

(female, O.S.)

Excuse me, sir...

ON BEAUMONT

On the word "Valestra," Beaumont turns sharply away from Andrea with an almost fearful expression:

SECRETARY (V.O. CONT'D)

...but there's a Mister Valestra
here to see you.

BACK ON DOORWAY

Through the following Valestra steps IN.

SECRETARY (V.O. CONT'D)

He says he has an appointment.

Without waiting for an invitation, Valestra swaggers in like he owns the place. Beaumont's attitude is subdued, almost cowed, a complete about-face.

BEAUMONT

(clears throat, then)

If Mr. Valestra says he has an
appointment, Virginia...

ON VALESTRA

He grins a sickening predatory grin. Enough to freeze your blood.

BEAUMONT (O.S.) (CONT'D)
...then Mr. Valestra has an
appointment.

VALESTRA
(to Andrea)
That's what I like about your
pop, kiddo --

WIDE - THE SCENE

Valestra sits on the edge of Beaumont's desk and helps himself to a cigar. He grins knowingly at Andrea, who is clearly appalled.

VALESTRA (CONT'D)
-- he knows his priorities.

FAST DISSOLVE TO:

EXT. BEAUMONT'S BUILDING - TRACKING WITH BRUCE AND ANDREA
(FLASHBACK CONTINUES)

They emerge from the lobby and start down the sidewalk in the direction of the intersection where the street feeds into the bridge.

BRUCE
Is my shirt too big, or is
that my flesh crawling?

ANGLE ON SIDEWALK UP AHEAD - VALESTRA'S BLACK SEDAN

parked at the curb. Bruce and Andrea move past it. We SEE The Tall Man standing outside the sedan now, bent forward to get a close look at his reflection in the passenger-side mirror as he brushes the corner of his mouth with his finger.

ANDREA
I hear Mr. Valestra has that
effect on people sometimes.

ON THE TALL MAN - QUICK CUT

still fingering his mouth as he notices Andrea behind him in the rear-view mirror. His eyes widen.

WIDER

The Tall Man straightens up and gives Andrea a provocative leer.

TALL MAN
(wolf whistle)

BACK ON ANDREA AND BRUCE - TRACKING

Andrea keeps her eyes straight ahead as if she hasn't heard a thing. Bruce, however, turns to look OFF in The Tall Man's direction like he'd like to give the guy a pitchfork enema.

THE TALL MAN

glares back, no love lost.

TRACKING WITH BRUCE AND ANDREA

as they continue walking, Bruce still glaring OFF. Noticing this, she reacts.

ANDREA
C'mon, Bruce. Dad just counts their money. They don't tell him where it comes from.

BRUCE
It's not your father, Andi, it's...it's everything.

Just then they hear:

FIRST BIKER (O.S.)
I said, hand over the cash-box, man!

THEIR POV - BRIDGE GUARDHOUSE

A few feet away. There in the shadow of the guardhouse we SEE a STREET VENDOR -- a guy selling hand-crafted jewelry off a black velvet-draped card table. He is being harassed by three burly leather-clad Hell's Angels types.

The FIRST BIKER is on his feet, bike parked in b.g. He has grabbed the vendor's metal cash box and he and the vendor are playing tug-of-war with it. The other two Bikers remain astride their hogs, watching. ON THE CUT he Second Biker dismounts, then kick-stands the bike and starts toward the vendor menacingly, as:

FIRST BIKER (CONT'D)
Gimme! -- or so help me, I'll mess up your face so bad you'll be breathin' outta the part in your hair!

RESUME BRUCE AND ANDREA

Bruce starts loosening his tie, his other hand clenching into a fist.

BRUCE
Stay put. This could get serious.

Andrea reacts, alarmed, as he starts forward, but she stops him, clutching at his arm.

ANDREA
Bruce, no! -- don't!

He pulls away, staring at her incredulously.

BRUCE
What do you expect me to do, just stand here?

She relents, letting go.

ANDREA
(anxious)
Just come back to me in one piece. Please.

He runs OFF. She looks after worriedly.

BACK ON THE VENDOR

By now the Second Biker has come up behind him with a blackjack and SMACKS him across the back of the head (SFX). The vendor lets go of the cash box --

VENDOR
(fainting moan)

-- and the First Biker is able to take it from him easily.

NEW ANGLE

The vendor falls, CRASHING into his card table (SFX). The table COLLAPSES, flattening and scattering the vendor's wares O.S. The vendor rolls OFF as Bruce comes running INTO the fray.

ON FIRST BIKER, BRUCE

The First Biker turns to find himself face to face with Bruce, who runs headlong into him, leading with his shoulder like a charging linebacker (SFX).

BRUCE / FIRST BIKER
(impact groans)

The First Biker drops the cash box. It goes CRASHING to the pavement, but does not break open.

NEW ANGLE

Bruce grabs The First Biker and judo-flips him OFF.

HIGH ANGLE - THE RIVER

The first Biker plummets into the drink (APPROPRIATE SFX).

FIRST BIKER
(trailing cry)

WIDE ANGLE - BRUCE AND BIKERS

The other two Bikers dismount their bikes and face Bruce.

ON BRUCE

He settles into a fighting stance.

CLOSE ON BRUCE

His expression hardens, eyes straight ahead, as he puts himself totally into the now of the task. DIAL DOWN MUSIC AND SFX; all we hear is his HEARTBEAT: steady, not racing. His brow is smooth, his expression serene. He is the water wearing away the boulder drop by drop, the bird carrying away the mountain pebble by pebble. His entire being is focused on his foes; be there three or a thousand, it makes no difference.

Except --

His eyes flicker and glance to one side. RACK FOCUS to show Andrea some distance behind him, watching anxiously. He can't see her, but he knows she's there.

ANDREA (V.O.)
(memory reverb)
Just come back to me in one
piece.

REFIELD ON Bruce; his brow now furrowed, his concentration no longer pure.

ANOTHER ANGLE

The two Bikers approach menacingly. One swings a tire chain -- the other SNAPS open a switchblade.

SECOND BIKER
Better have your insurance
paid up, sucker!

INTERCUT ANDREA - REACTION

Watching from a distance, horrified. Jamming her knuckles into her mouth to keep from screaming.

ON BRUCE

He delivers a high pinwheeling roundhouse kick, KICKING the blade out of the Second Biker's hand. The knife goes SKITTERING O.S. But before Bruce can regain his balance the Third Biker leaps up in a clumsy but effective flying side kick that HITS Bruce in the midsection.

BRUCE
(impact groan)

ON WALL OF GUARDHOUSE

Bruce SLAMS into it, taking the impact across his shoulderblades.

ON SECOND AND THIRD BIKER

They beat a hasty retreat, the Second Biker snatching up the cash box.

ON BRUCE

He gets to his feet, somewhat woozily, and charges O.S.

ANGLE INCLUDES BIKES

The Bikers leap onto their bikes and KICKSTART them. Bruce runs INTO SHOT.

ANOTHER ANGLE

Bruce leaps for one of them, just misses him. The two Bikers ROAR OFF.

SECOND BIKER
(mocking laughter,
hooting)

ON BRUCE

A concerned-looking Andrea steps IN, drops to one knee beside him as he sits up.

ANDREA

Thank god you're all right.
I was so frightened...!

CLOSER - BRUCE, ANDREA

Bruce is seething, clearly angry at himself. Andrea tries to touch his face.

ANDREA (CONT'D)

C'mon, let me have a look at you...

But Bruce annoyedly brushes her hand away.

BRUCE

Andrea, please...

He scrambles to his feet and moves OFF. HOLD a beat on the startled Andrea, looking after...then...

DISSOLVE TO:

INT. WAYNE MANOR - NIGHT - BRUCE'S STUDY (FLASHBACK CONTINUES)

Bruce sits with a sketch pad, doodling for a beat. Then he stops, looks up out the window, brooding.

OTS BRUCE - TO SKETCH-PAD PAGE - BRUCE'S DRAWING

It's a figure study of a man in a skin-tight uniform with a long, flowing cape pinned at the shoulders -- basically the Batman costume, but without any of the bat-like touches: no scalloped bat-wing effect on the hem of the cape; no fins on the gloves; no bat-eared cowl, etc.

BACK TO BRUCE

He stares down at his drawing a beat, then his brow furrows with disgust. He RIPS the drawing out of the pad and CRUMPLES it up (SFX).

BRUCE

(under his breath)
What am I still doing this for?

ANGLE - PAST BRUCE TO DOORWAY BEHIND HIM

Bruce tosses the wad of paper into the blazing fireplace. Simultaneously Alfred APPEARS in the doorway behind him, silently. Bruce doesn't yet realize he's there. Now Alfred listens as if he knows exactly what Bruce is talking about. Bruce POUNDS the arm of his chair as he speaks:

BRUCE

It's gotta be one or the other. I can't have it both ways. I can't put myself on the line as long as there's someone waiting for me to come home.

Bruce reacts, startled by Alfred as:

ALFRED

Miss Beaumont would be glad to know you feel that way, Master Bruce.

NEW ANGLE

Bruce turns to regard Alfred incredulously as the butler picks up the telephone extension on an endtable (its pick-up button is FLASHING -- Andrea's call is on hold).

ALFRED (CONT'D)

She's holding on line one, sir.

Alfred holds out the phone to him. Bruce leaps up, recoiling as if the butler were holding out a handful of snakes.

BRUCE

Alfred, I can't. Not now.

Bruce grabs a jacket hanging from a doorknob in b.g.

ON ALFRED

He looks on as Bruce, wearing a troubled expression, moves past him.

ALFRED

What shall I say?

BRUCE

I don't know. I just don't know!

And Bruce EXITS, SLAMMING the door behind him. Alfred reacts, startled, then recovers. He looks after a beat, clearly disappointed. Off which...

WIPE TO:

CLOSE-UP - BRUCE - NIGHT

Somewhere else. Can't tell where yet. But it's outside. The

b.g. is dark. Distant THUNDER CLAPS are heard (SFX) and LIGHTNING FLASHES illuminate Bruce's face in staccato bursts as:

BRUCE

(softly)

It doesn't mean I don't care
any more. I don't want to
let you down -- honest. But
...but...

It begins to RAIN. We PULL BACK SLOWLY, REVEALING BRUCE in the jacket we saw him don in the previous scene. Huddling against the cold. Addressing someone O.S.

BRUCE (CONT'D)

...it just doesn't hurt so bad
any more. You can understand
that, can't you?

We continue pulling back, REVEALING that we're in:

EXT. CEMETERY - NIGHT - THE WAYNE PLOT

Bruce is standing before the monument to Thomas and Martha Wayne. He gestures in supplication as if pleading a case to them, trying to persuade them:

BRUCE (CONT'D)

Look, I can give money to the
city; they can hire more cops.
Let someone else take the risks.
It's different now.

CLOSE - BRUCE

A wet rivulet running down one cheek. The rain? Or is he letting himself feel?

BRUCE (CONT'D)

Please. I need it to be different
now.

RESUME SCENE

He drops to his knees, clasps his hands in his lap.

BRUCE (CONT'D)

I know I made a promise, but I
didn't see this coming. I didn't
count on being happy.

ON BRUCE

He leans forward, clutching the large grave-marker like he's

gripping a man's shoulders.

BRUCE (CONT'D)
Please. Tell me that it's okay.

A beat. Silence. Then:

ANDREA (O.S.)
Maybe they already have.

Bruce reacts, eyes widening...and whirls to see

ANDREA

standing a few feet away, near her mother's grave. Holding an umbrella as she steps forward out of the shadows toward him, and we TRUCK OUT TO INCLUDE BRUCE...

ANDREA (CONT'D)
Maybe they sent me.

BRUCE

rises, just stares at her a beat...then...

NEW ANGLE - BRUCE, ANDREA

They embrace. TIGHTEN ON BRUCE as his eyes squeeze shut, and a single tear streams down his cheek.

MATCH-DISSOLVE TO:

EXT. CATHEDRAL - PRESENT - CLOSE ON BATMAN

still perched here. RAIN is now pouring down, dripping off his face and cowl like tears. DIAL UP BLIMP MOTOR (SFX) from above. It catches his attention; he looks up O.S., toward the source of a light that is spilling INTO FRAME.

LOW ANGLE - POLICE BLIMP OVERHEAD - QUICK CUT

It drifts lazily between sheets of rain, sweeping the area below with searchlights.

BACK ON CATHEDRAL GARGOYLE

The searchlight beam stabs INTO SHOT, sweeping the spot where Batman had been perched...but now he is gone.

FAST WIPE TO:

EXT. GOTHAM STREET - DAY (NEXT MORNING)

Arthur Reeves is walking briskly along the sidewalk, overtaking

other pedestrians and avoiding puddles from the night before.

HIGH ANGLE - TRACKING WITH REEVES

FOLLOW him a beat. Suddenly, he stops dead as a black limo SCREECHES INTO VIEW right in front of him, emerging from an alley (SFX) and cutting him off.

ON LIMO

A rear window SLIDES down to REVEAL a much older-looking Sal Valestra, beckoning to him. No cigar smoke this time. Reeves steps INTO SHOT, approaching the car.

VALESTRA

Get in.

NEW ANGLE - FAVORING REEVES - QUICK CUT

He looks around to make sure that no one is watching, then...

INT. LIMO

Reeves crawls inside warily and sits beside Valestra, as the unseen driver pulls away from the curb (SFX).

VALESTRA (CONT'D)

All I want to know is, is it true? Is the Batman really hitting our people?

ON REEVES

With a grim expression, he nods.

REEVES

There are eyewitnesses.

ON VALESTRA

His features contort into a mask of fury.

VALESTRA

(building anger)
Beautiful. That's just beautiful. Why? He never leaned on us before. I'm too old for this!

FAVOR REEVES

He gives Valestra a withering look.

REEVES

I suppose you could demand
police protection.

FAVOR VALESTRA

Through the following he begins to GASP, spittle forming at the
corners of his mouth.

VALESTRA

What are you, a comedian? This
is the Batman we're talking
about here! A freak job --
he'll crucify me --
(breaks down into
wheezing, racking
coughs)

WIDER

to INCLUDE a portable oxygen tank leaning against the seat back.
Valestra lunges forward and grabs the mask, clutching it to his
face as he frantically plucks at the valve, CRANKING it up full.
(SFX: BELLOWS EFFECT as oxygen is pumped).

VALESTRA

(hungry, wheezing
gasps)

Reeves leans forward toward the partition separating the back seat
from the driver, KNOCKS (SFX).

REEVES

(to driver)
Pull over.

CLOSE - REEVES

giving the O.S. Valestra a sidelong glance, clearly unnerved.

REEVES (CONT'D)

It's not very healthy in here.

WIPE TO:

INT. BATCAVE - MAIN COMPUTER STATION - EXTREME LONG SHOT

Batman sits at a keyboard, INPUTTING data (SFX). Then:

BATMAN

(reading screen)
O'Neil Funding Corp...Adams
Tool and Die...

BATMAN (CONT'D)

(beat)

I should've known.

ALFRED (O.S.)

Sir?

CLOSER - ON BATMAN

BATMAN

(re: screen)

Chuckie Sol and Buzz Bronski...
they have some history together.

ON ALFRED

In the weapons area. He is polishing the fencing foils with an oilcloth. He looks up, cocking an eyebrow in keen interest.

BATMAN (O.S. CONT'D)

They were partners in dummy
corporations set up over ten
years ago.

WIDER - TO INCLUDE BATMAN

As Alfred steps toward him. During the following, the screen shows a database with a highlight moving down a list of names to HOLD on the name VALESTRA, SALVATORE.

BATMAN (CONT'D)

The third director was one
Salvatore Valestra.

The name gives him pause. In his expression we see a flicker of recognition.

NEW ANGLE - BATMAN, ALFRED

Batman rises, turns to go. ANGLE ADJUSTS to include the Batmobile, waiting on its turntable.

BATMAN (CONT'D)

(rising)

Sal's having company tonight.
Don't wait up.

Batman strides toward the Batmobile, and Alfred -- still with the foil in hand -- steps back into the weapons area.

ALFRED

(hopeful)

Meaning, I trust, that once
you're done with him, you'll
be seeing her?

WITH BATMAN

He steps up to the car, then stops, turns to shoot Alfred a sharp
look.

BATMAN

(defiant)

You think you know everything
about me, don't you?

BACK ON ALFRED

He gives the foil one more wipe with the cloth, then, on the word
"Sir," JAMS it into the sword rack with an irritated scowl:

ALFRED

(grumbling)

I diapered your bottom, I
bloody well ought to. Sir.

ON BATMOBILE COCKPIT

Batman leaps in and without sliding the canopy closed, floors the
gas pedal.

BATMAN

Well, you're wrong.

REAR OF BATMOBILE (STOCK)

The afterburner FLARES (SFX: ROCKET ROAR) and the car starts OFF.

ALFRED

disappointedly watches it go.

WIPE TO:

EXT. VALESTRA'S TOWNHOUSE - TO ESTABLISH - DUSK

START on the Batmobile parked in semi-concealment in an alley
behind the building...then PAN over to FRAME a fire-escape outside
an upper-floor window of the townhouse. A beat...then we SEE the
bat-shadow inside, moving across a window.

CUT TO:

INT. VALESTRA'S TOWNHOUSE - STUDY - ON DESKTOP

HOLD a beat on various papers -- personal documents -- strewn over the blotter. Blue-black gloves are thumbing through them.

BATMAN

looks up, scans the room. WIDEN as he grabs the goose-necked desk lamp, tilts the light up toward

THE WALL

START on a single photo: Valestra and a nightclub singer, spotlighted in the pool of light from the O.S. desk lamp. HOLD a beat, then PAN over the wall, the lamplight REVEALING, in turn, lots more photos of Valestra: Valestra and MAYOR HILL... Valestra and union chiefs...and finally we HOLD on one more picture, REVEALING Valestra and Chuckie Sol and Buzz Bronski and Carl Beaumont, all seated together at a restaurant, all smiles, pouring and toasting champagne. A fifth figure -- the Tall Man -- is a shadowy shape at the picture's edge.

BACK ON BATMAN

Reacting with widening eye-slits. You can almost see his ears twitch.

BACK TO WALL PHOTOS

We PUSH IN to FRAME the smiling Carl Beaumont, his white teeth FILLING FRAME, which lightens and whitens as the following FADES UP:

ANDREA (REVERB)

(mid-sentence; fading up)

...you know how much I've always
wanted to see Europe, Bruce. And
Dad has business there next week...

And when we PULL BACK, the white dulls to the slate-gray of an overcast sky and we see that we've gone back ten years again, as we

SEGUE TO:

EXT. REAR OF THE WAYNE ESTATE - SUNSET (FLASHBACK RESUMES)

A rocky promontory far to the rear of Wayne Manor. We see Bruce and Andrea, in silhouette, strolling along. The SURF POUNDS below (SFX).

ANDREA (V.O. CONT'D)

It's some sort of hush-hush deal.
He won't tell me a thing.

CLOSER - ANDREA AND BRUCE

Bruce stops, reacts, clearly dismayed.

ANDREA (CONT'D)
He can't even say when we'd be
coming back.

BRUCE
(turning to her)
Will you at least let me try to
talk you out of it?

Bruce puts an arm around her shoulders, steers her toward a rock
near a crevice...

ANDREA
Bruce...

BRUCE
Wait. Please.

FAVOR BRUCE

He looks down at her blankly for a beat, as if trying to figure
out what to say. Silence. Then:

BRUCE
Oh, never mind, I'm no good
at this.

He rummages in a pocket, then pulls out a velvet box, crouches to
hand it to her, as:

BRUCE (CONT'D)
Here. You'll get the idea.

FAVOR ANDREA

She opens the box, and inside it is an engagement ring, with a
glittering diamond big enough to choke the proverbial horse.

ANDREA
(admiring gasp)

She seems tongue-tied, but it's only the shock of the moment.

BRUCE
What do you say?

ANGLE ADJUSTS TO INCLUDE the beaming BRUCE, as she looks up at him
lovingly, eyes puddling up.

ANDREA

Of course I will.

THROUGH THE FOLLOWING, we hear WHAT SOUNDS LIKE SEAGULLS CHIRPING (SFX), at first softly, but increasing in intensity. As Bruce holds the box for her, she takes the ring from it and slips it on, then admires it a beat.

ANDREA

I never thought this would happen. I always felt like ...like I'd thrown you a curve ball, like you never knew what to do with me, 'cause I wasn't in The Plan.

CLOSE TWO - ON BRUCE AND ANDREA

They embrace...

BRUCE

You are now. I'm changing the plan.

They're about to kiss. By now the O.S. "CHIRPING" is more clearly a SCREECHING sound and has grown DEAFENING...

WIDER

ON THE CUT, the crevice suddenly ERUPTS with an explosion of bats, forcing Bruce and Andrea to stagger back. (SFX: MAD SCREECHING of dozens of bats.) Bruce throws a protective arm over his intended as they look up in awe at the bats that keep coming, swirling in a great vortex, blanketing the darkening sky. It's as if Hell had blown open. The crazily-fluttering bats FILL FRAME, BLACKENING it. A beat, then...

FADE IN ON:

EXT. ON GOTHAM SUBURBAN STREET - ON A MANSION - NIGHT -
(FLASHBACK CONTINUES)

The home of the obviously well-to-do Beaumonts. The Wayne limo pulls into the long driveway and makes its way up to the circular drive before the front door. As the limo pulls up, we SEE that there are already two cars out front.

INT. BRUCE WAYNE'S LIMO - CONTINUOUS - MOVING

Andrea and Bruce sit behind the liveried Alfred. Andrea notices something O.S., reacts with puzzlement.

ANDREA

Uh-oh.

INT. BACK SEAT OF LIMO - FAVOR ANDREA

She points up and OFF.

ANDREA (CONT'D)

Looks like he's got company --

WHERE SHE POINTS - WINDOW OF BEAUMONT'S STUDY

From the silhouettes on the curtains, we can see that Carl Beaumont has clients in there. He's conferring with them across the desk.

ANDREA (V.O. CONT'D)

-- business-type company.

INT. REAR OF LIMO

Andrea turns to Bruce, puzzled. He senses her unease.

ANDREA

He doesn't usually see clients here. At least not at this hour.

She bites her lower lip.

EXT. LIMO

The right rear door opens, REVEALING Bruce and Andrea. He leans forward to hold the door open for her, DURING:

ANDREA (CONT'D)

Maybe we should wait till tomorrow before we give him the good news.

BRUCE

Maybe.

(beat)

Goodnight, baby.

She turns back, gives him a kiss.

ANDREA

Goodnight, Bruce... Alfred...

ON FRONT DOOR

We SEE The Tall Man, in a fedora, leaning against a column. He is using a cuticle remover. Andrea passes THROUGH FRAME on her way into the house. She ignores The Tall Man as she passes him. He gives her an admiring leer.

TALL MAN
(sexual come-on
growl)

INT. LIMO - MOVING

down the drive as Alfred pulls away. TIGHTEN ON BRUCE, staring back hostilely at

THE TALL MAN

He senses Bruce's hot stare. He looks back in the O.S. Bruce's direction and sneers. Off which...

WIPE TO:

EXT. REAR OF ESTATE - ON CREVICE - NEXT MORNING (FLASHBACK CONTINUES)

We're on the crevice from which the bats burst earlier. There is a painter's ladder propped against the side of the shaft. ON THE CUT, a flashlight beam plays over the ladder...then Bruce, dressed in sweatshirt and jeans, and holding the flashlight, rises INTO VIEW, calling out as he climbs the ladder:

BRUCE
It's another cave, all right.
Could be as big as the house...

BRUCE'S POV - ALFRED'S FEET

standing at the edge of the pit. START on them, then TILT UP, simulating Bruce's rising POV, up to Alfred's face. His brow is furrowed; the expression clearly one of sadness and dismay. In his hand he holds a small package wrapped in brown paper.

BRUCE (V.O. CONT'D)
...judging from the number of bats
that came out of it.
(beat; off Alfred's
expression)
Alfred, what's wrong?

NEW ANGLE - FAVORING ALFRED

Bruce rises INTO SHOT beside him, alarmed. Alfred hands Bruce the package.

ALFRED
(subdued)
This just arrived, sir.

BRUCE

takes the package, stares at it a beat. His puzzled expression seems to say, "What the hell does this mean?" Then he TEARS the package open (SFX).

OTS BRUCE - TO PACKAGE IN HIS HANDS

as the paper falls away to REVEAL the ring box. With a "Dear Bruce" letter taped to it.

RESUME BRUCE

who can't believe his eyes as he scans the note.

BRUCE
(aghast; muttering/
reading)
"...left with Dad...too young...
need time...forget about me..."?!

The note slips from his slackening hand and FLUTTERS OFF as his face contorts in sudden sorrow.

EXTREME HIGH ANGLE

as Bruce throws back his head and howls -- a classical-Greek theater "Earth cry."

BRUCE (CONT'D)
(from the depths)
NOOOO--!

HARD CUT TO:

INT. BRUCE'S STUDY - CLOSE ON THE PORTRAIT OF THE WAYNES
(FLASHBACK CONTINUES)

Bruce's parents stare out at us, stiff, formal, unsmiling. We PAN AWAY to FRAME a window...then PUSH IN and

DISSOLVE THROUGH TO:

EXT. PROMONTORY - ON THE CREVICE - CONTINUOUS

The CAMERA DESCENDS into the hellhole, turning and twisting around rock formations, becoming lost in the darkness.

DISSOLVE TO:

INT. MAIN CAVERN (THE FUTURE BATCAVE) - CONTINUOUS

The CAMERA continues PANNING down stalactites, dripping limestone tears, as if this were all ONE SHOT. END PAN on the bat cowl draped over a dressmaker's form in the foreground. Alfred steps IN to pick it up, and ANGLE ADJUSTS as he turns to hold it out to Bruce, who stands in the shadows wearing the rest of the costume. He takes the cowl.

NEW ANGLE - BRUCE

His back to us as he puts on the cowl. Then he turns around, eyes glowing, demonic...and even the imperturbable butler is taken aback.

ALFRED

(barely a whisper)

My God...

His master solemnly moves past him. He is now someone else..."a creature dark and terrible"...

DISSOLVE TO:

INT. VALESTRA'S STUDY - ON BATMAN - THE PRESENT

Batman takes Beaumont's photo from the wall, slips it under his cloak. He moves to the open window, and in a swirl of his cape, he is gone.

WIPE TO:

EXT. GOTHAM WORLD'S FAIR GROUNDS - DUSK - CLOSE ON GLOBE

The once beautiful globe of the moon, the glistening centerpiece of the fair, is now a rusted hulk, a white-stained roosting place for pigeons. CAMERA TILT-PANS DOWN across the now-abandoned and rotting fair exhibits and picks up another antique -- Sal Valestra pulling up in his dark sedan. The car stops in front of the now-dilapidated "World of the Future" exhibit. A few saw horse barriers have been arranged in front to keep people out.

CLOSER ON SEDAN

The door opens and Valestra, wearing a top coat and slouch hat, warily steps out. In one hand he carries a briefcase. In the other he holds his small oxygen tank and takes a deep breath from it to bolster himself.

VALESTRA

(oxygen breath)

Valestra lowers the mask and looks nervously toward the exhibit.

VALESTRA

(nervous)

Geez, if there was just some
other way...

Valestra moves O.S.

WIDER ON VALESTRA

The old mobster edges around the barrier and hobbles into the exhibit.

ANGLE ON PHANTASM

Watching cautiously from a nearby vantage point. He melts back into the mist around him.

INT. WORLD OF THE FUTURE EXHIBIT - DARK

Valestra makes his way hesitantly through the darkened exhibit. All around him strange, gnomish shapes are seen clumped together in the shadows. Valestra pulls his collar tighter and takes a few steps forward. Suddenly the lights flash on revealing the old mobster standing in the midst of the "World of the Future" ride. Only now the doll-like audio-animatronic puppets have taken on a freakish look thanks to rust and decay. The dolls spasmodically jerk to life as a quavering, badly-pitched tape of the ride's formerly peppy theme song is heard.

RIDE SINGERS (V.O.)

(slurred)

Forward, forward to the future,
our dreams are shining bright.
Glory and wonder --

Suddenly MACHINE GUN FIRE shatters one of the smiling dolls to Valestra's right.

VALESTRA

(terrified gasp)

Valestra leaps away in horror as the long, uninterrupted GUNFIRE rips the doll to bits. All is silent as the GUNFIRE ENDS (the song has long since cut off) but the O.S. gunman comically pumps one last SHOT into the broken pile of junk for good measure. Very shaken, Valestra looks toward the source of the gunfire.

VALESTRA

(frightened wheezes)

VALESTRA'S POV - ANGLE ON THE JOKER

The malevolent clown is first seen only as a tall, thin shape in the shadows. Just his eyes, grin, and the smoke rising from his

uzi are visible. Then THE JOKER steps into the light as he tosses the gun away.

JOKER
I hate that song.

Suddenly the Joker brightens with mock-joy as he recognizes Valestra.

JOKER
Gasp! Can it be? Old Sallie
"The Wheezer" Valestra!

ON VALESTRA

He forces a nervous smile as the Joker hurries in to over-enthusiastically pump his hand and slap him roughly on the back.

JOKER
Welcome, Pisan'! It's been
a dog's age!

VALESTRA
Hello, Joker. Didn't mean to
drop by unannounced.

The Joker grandly waves away Valestra's apology as he gives him a mock-comradely hug.

JOKER
Oh, Sal-va-tore! Why so formal?
Mi casa nostra es su casa nostra.

ANGLE ON AUTOGYROS

Suddenly a flock of small autogyros streak (SFX) out of the tunnel. CAMERA FOLLOWS the small flying models as they whirl around the surprised Valestra. The Joker looks at them nonchalantly.

JOKER
Oh, don't mind my home security
system.

ON JOKER

As he removes a small remote from his pocket and activates it. SFX: BEEP.

JOKER
Can't be too careful with all
those weirdos around.

ON AUTOGYROS

They pause and streak (SFX) back into the darkness.

BACK TO JOKER AND VALESTRA

The Joker shoots Valestra a suspicious grin.

JOKER

So, what's an old-timer like
you want with a two-timer like
me?

VALESTRA

Business. I got...

JOKER

(interrupting)

Ooh! Business. Sounds like
fun. Come...

ON DILAPIDATED TRAM CAR

As Joker escorts Valestra to it.

JOKER (CONT'D)

We'll repair to more comfortable
environs. Let's see...

(acting like a tour
guide)

You must be at least this tall...

The Joker holds one hand up high over his head to indicate the
height.

JOKER (CONT'D)

...to go on this attraction.

He then yanks Valestra up by his collar with his other hand.

VALESTRA

(pained gasp)

The Joker looks between his hand and Valestra.

JOKER

Close enough!

ON VALESTRA

Joker lets Valestra drop into the seat.

VALESTRA

(cry of surprise)

The Joker SLAMS the safety bar down on Valestra's lap so hard that the old gangster recoils.

JOKER
(leaning in)
Now hold onto those hats and
glasses!

The Joker slides down next to Valestra.

JOKER (CONT'D)
(normal voice, casual)
There's a teensy little bit of
a jump at first.

ANOTHER ANGLE

The Joker pulls a lever and BAM! The car shoots away like greased lightning.

JOKER (CONT'D)
(overlapping Valestra)
Wheeee!

VALESTRA
(overlapping Joker)
Auuuuugh!

WIDER ON RIDE

They streak past darkened dioramas of wondrous devices, now decaying with age. We see space-age designed refrigerators, bubble cars, personal robots, etc.

ON JOKER'S CRAFT

It zooms into a well-lit diorama showing an ultra-modern home of the future. This diorama has definitely seen better times, having a particularly moth-eaten look to it. An android HOUSEWIFE, (the Joker calls her HAZEL) her head askew and half-rusting away, stands at a kitchen counter and mindlessly chops with a rusted knife. Nearby a decaying robot dog wags his exposed-wire "tail" as he lays on a couch. The car SHUDDERS to a stop. The Joker jumps out and loudly proclaims:

JOKER
Honey, I'm home!

Valestra crawls out of the ride, gasping painfully and fumbling for the oxygen.

VALESTRA
(gasps)

CLOSER ON HOUSEWIFE ANDROID

Mindlessly fixing dinner on her perpetual cycle. The Joker sidles up to her and looks at the nonexistent food.

JOKER

(kidding)

What, meatloaf again? Aww,
I had it for lunch.

The Joker gently pinches her cheek as he flashes a big, playful smile at the O.S. Valestra.

JOKER (CONT'D)

Isn't Hazel here a cutie?
True, she's a real homebody,
but you can't help who you fall
in love with.

Part of Hazel's face RIPS off in the Joker's fingers, but he just casually tucks it in his pocket and moves OFF.

ON VALESTRA

Standing uncertainly by the couch. The Joker walks in and knocks the robot dog off the couch with a vicious backhand swipe (SFX).

JOKER

Down, Rusty.
(to Valestra)
Have a seat, Sal. Tell me
what's on your so-called mind.

The Joker flops down comfortably in a modern-styled Eames chair as Valestra perches nervously on the couch.

VALESTRA

It's Batman. He's gone nuts.

CLOSER ON VALESTRA

A bundle of paranoia as he tells his story.

VALESTRA

First he whacked Chuckie Sol,
then Buzz, and now he's after
me. I know it! Couple days
ago I saw him spyin' on me
from the roofs.
(starts to gasp)

Valestra takes another hit from his oxygen tank (SFX).

VALESTRA (CONT'D)
(oxygen gasp)

ON JOKER

Reclining in the chair with his arms behind his head.

JOKER
(thoughtful)
Y'know, I've been reading
lately how ol' Guano Man is
wound tight enough to snap.

An insane, animated expression flashes into the Joker's eyes and he gleefully rubs his hands.

JOKER
Wouldn't it be great if I've
finally driven him off the
deep end?!
(excited squeal
of delight)

ON VALESTRA

Starting to look desperate. He stands and begins to nervously limp/pace.

VALESTRA
This isn't a joke! Batman's
knockin' us off and you're the
only one who can take him down.

ANOTHER ANGLE

Valestra grabs up his suitcase and opens it for the Joker to see. The case is filled with cash. As Valestra talks, Joker stands, takes out a stack of bills, smells them like a fine cigar, and finally uses them as a fan as he mimes a yawn.

VALESTRA
Look. Five million up front
with whatever you want to
finish him off.

The Joker raises a contemptuous eyebrow as he tosses the bills back into the case.

JOKER
What do I look like, pest
control?
(smug chuckle)

ON VALESTRA

All control gone, Valestra tosses the case down.

VALESTRA

Think, you fool! Once he gets
me, how long 'till he gets you?

Valestra frantically grabs the Joker by the lapels. The Joker's grin instantly turns into a hateful, murderous scowl.

VALESTRA (CONT'D)

You know what I'm talkin' about!
Your hands are just as dirty!
Dirtier!

FAVOR JOKER

The Joker savagely SMACKS Valestra's hands off his lapels, grabs Valestra by the back of his hair and thrusts his face close to the shaking mobster.

JOKER

(murderous hiss)

Don't touch me, old man.

Suddenly the Joker breaks into a big smile.

JOKER (CONT'D)

(lighter)

I don't know where you've been.
(good-natured laugh)

WIDE ANGLE

The Joker releases Valestra and places a friendly arm around his shoulders. The clown shakes his head and rolls his eyes as Valestra smiles hesitantly.

JOKER

Oh, Sal. No one could take a
joke like you. Of course I'll
help you out.

VALESTRA

Really?

ANGLE ON HAZEL

Still chopping away in the f.g. in the b.g. we see the silhouettes of the Joker and Valestra.

JOKER

Certainment! No way is anybody gonna hurt my ol' pal, Sal.

ON JOKER AND VALESTRA

Valestra starts to hesitantly smile and the Joker points to him with delight.

JOKER

That's it! That's what I want to see...

CLOSER ON JOKER

He now points to his own grinning face.

JOKER (CONT'D)

A nice big smile.

CUT TO:

EXT. GOTHAM CITY - NIGHT - CLOSE ON SPINNING COPTER BLADES

The blades of a police helicopter spin down AWAY FROM CAMERA. The copter passes by the roof of a fancy hotel. After the copter passes, Batman rises up from the shadows. He moves to the edge of the roof and vanishes over the side.

INT. HOTEL SUITE - CONTINUING - DARK

Batman's silhouetted form lands on the balcony outside the suite's bedroom. He works the door's lock and it swings open. Batman steps into the suite and closes the door behind him just as the outer door opens. Batman quickly leaps into the shadows as voices are heard O.S.:

ANDREA

I'm exhausted. Thanks for dinner, Artie.

Arthur Reeves follows her to the door.

REEVES

You know, it's not good to go to bed on a full stomach.

Reeves's hand strays down to stroke against Andrea's hand on the door handle.

REEVES (CONT'D)

We could stay up, talk for awhile...or something.

ON ANDREA

Her eyes dart around, looking for a graceful way out.

ANDREA

Oh, Artie. I've got a killer
day tomorrow. The banks, the
attorney...

Andrea's eyes catch some movement in the back of the room.

ANDREA'S POV - BATMAN

A form in the shadows, but more than an indication to Andrea that he is there.

BACK TO ANDREA AND REEVES

Andrea gives Reeves a friendly smile and takes his arm.

ANDREA

But call me, okay?

Reeves is pleasantly surprised as Andrea gives him a kiss on the lips.

ON BATMAN

Watching, impassive, from his place in the shadows.

ON ANDREA

She waves to Reeves, who is on his way out the outer door.

ANDREA

Good night.

REEVES

'Night.

He goes. Andrea closes her bedroom door, leans against it crossly and snaps on the light.

ANDREA

Don't you ever knock?

ON BATMAN

He steps forward and takes the photo of Beaumont and the gangsters from his belt.

BATMAN

Have you ever seen this?

Andrea takes the photo, looks at it and shakes her head.

ANDREA

No.

BATMAN

But that's your father. He's
the one who set up their
corporate partnership.

ANOTHER ANGLE

Andrea shrugs and moves away from Batman.

ANDREA

So? That's his job.

BATMAN

He was the one element that
tied these gangsters together.
Where's your father now?

ON ANDREA

She moves to a small bar, uses ice tongs to fill a glass and pours
a drink from an elegant glass pitcher.

ANDREA

Haven't a clue. He's a world
traveler, remember? Why don't
you try Madagascar?

Before she can drink, Batman's hand enters and pushes her hand
down, SLAMMING the glass onto the bar. Batman glares at her.

BATMAN

That's not what you told Reeves.
You told him you were closer
than ever to your father.

Andrea flashes Batman an ugly smile.

ANDREA

You had me bugged, is that it?

BATMAN

I can read lips.

ANDREA

Then read them now. Get out.

ANOTHER ANGLE

A tense moment as they both stare at each other, neither one giving quarter. Then Batman silently withdraws and turns to pause at the window.

BATMAN

Why won't you tell me where
he is? Are you still following
his orders?

ON ANDREA

He holds up her drink and swirls around the ice, looking at it thoughtfully.

ANDREA

The way I see it, the only
one in this room controlled
by their parents is you.

She looks coldly over the rim of her glass at Batman as she takes a drink.

ON BATMAN

Silhouetted against the window. His eyes narrow; then he vanishes through the French doors.

ON ANDREA

Taking another drink, she walks slowly and deliberately over to the doors, closes them and locks them tight. She turns and the glass falls from her hand. She slumps weeping into a nearby chair.

ANDREA

(quiet sobs)

DISSOLVE TO:

EXT. GOTHAM - NIGHT - CLOSE ON SWIRLING MIST

Phantasm's death-head rises out of the mist. ANGLE WIDENS to show Phantasm moving silently across rooftops, his mist following after him like a long gaseous cape. He pauses as he spots Sal Valestra's townhouse on the other side of the street.

ANGLE ON VALESTRA'S WINDOW

Phantasm leaps onto the windowsill and starts to PRY the window open. His mist swirls around him, and when it clears we see Phantasm is gone and the window is open.

INT. VALESTRA'S TOWNHOUSE - CONTINUING

Phantasm makes his way cautiously through the halls, aware of distant LAUGHTER gradually growing louder.

VALESTRA (O.S.)
(wheezing laugh)

ANGLE ON DEN DOORS

Phantasm's hand enters and pushes open the big wooden den doors. Sal Valestra, wearing a robe and slippers, can be seen sitting in an easy chair. He is holding up a copy of the color comics section, which obscures his face.

VALESTRA (O.S. CONT'D)
(wheezing laugh)

CAMERA TRUCKS IN fast on Valestra as Phantasm's hand ENTERS to rip the paper away from his face. Valestra is dead, his face stretched into a hideous grin by the Joker's nerve toxin. A small Bag O' Laughs on Valestra's lap is making the giggles. Rigged onto Valestra's chest is a small two-way radio-camera device. A green light on the device is blinking, indicating that it is transmitting.

JOKER (V.O.)
Whoops! Guess the joke is on me! You're not Batman after all. Looks like there's a new face in Gotham...

ON PHANTASM

Warily looking at the corpse and device.

JOKER (V.O. CONT'D)
And soon his name will be all over town. To say nothing...

INT. HALLWAY

Phantasm suddenly bolts through the den door and dashes down the hallway, headed for the window.

JOKER (V.O. CONT'D)
Of his legs, and feet and head and...

EXT. WINDOW

Phantasm dives through the window (SFX: BREAKING GLASS) just as the top floor of Valestra's townhouse EXPLODES.

CUT TO:

EXT. ON STREETS - COP CAR

Their car is parked on the street. They are in the midst of sipping coffee from styrofoam cups when the EXPLOSION illuminates them. Bullock is in the passenger seat and nearly gags on his cruller as he says:

BULLOCK

That's Sal Valestra's place!

The other cop points.

DRIVER COP

Look!

CUT TO:

COP'S POV - PHANTASM

Or to be precise, Phantasm's outline, seen running inside a cloud of mist atop a nearby building. Again, it could be the Dark Knight.

ON PHANTASM

as he stops in the middle of the roof to get his bearings. Already SIRENS are heard in the b.g. As Phantasm looks around he suddenly sees...

OVER PHANTASM'S SHOULDER - BATMAN

In the distance atop an adjacent building. Phantasm heads O.S.

CLOSER ON BATMAN

He SHOOTS his grappling line and swings off after the fleeing figure.

ON PHANTASM CLOUD

Batman swings down into the mist and KNOCKS Phantasm out of the cloud.

BATMAN

Your killing spree's over.

Batman fires a mighty blow at Phantasm's head but the wraith ducks and kicks Batman in the gut. (APPROPRIATE SFX).

BATMAN

(impact grunt)

Batman drops down and spins around, tripping Phantasm. Batman grabs his enemy by the cloak and hauls him up. Just then a police helicopter is heard approaching (SFX). Batman and Phantasm both look toward the sound.

CLOSE ON PHANTASM

He activates his mist screen and PUNCHES Batman, causing the Dark Knight to drop him.

BATMAN
(impact grunt)

WIDER

Phantasm quickly vanishes back into his mist as the helicopter thunders overhead. A spotlight stabs down, picking out Batman.

HELICOPTER COP (O.S.)
(over bullhorn)
Batman! Stay where you are!

Batman bolts for the edge of the building.

ON POLICE COPTER

The cop with the bullhorn turns to the pilot.

HELICOPTER COP
Stay on him!

The pilot nods and the copter peels off after Batman (SFX).

ON BATMAN

He races over the rooftops, jumping, dodging and swinging off flagpoles as the helicopter tries to stay with him. Batman dives for a fire escape ladder which lowers downward. The helicopter has to veer off, back up into the sky. APPROPRIATE SFX.

ANOTHER ANGLE ON BATMAN

CAMERA FOLLOWS Batman as the ladder lowers him into an alley, then WIDENS to show Bullock and a number of cops, Swat officers and squad cars waiting for him.

BULLOCK
Freeze!

Batman SHOOTS his grapple and swings away just as the cops run forward.

ON BATMAN

He swings up over the rim of a huge stone gargoyle and runs to the edge of the building. He leaps off and lands within the structure of a half-built apartment complex.

WIDER ON APARTMENT STRUCTURE

A canister of tear gas is SHOT up into the structure (SFX).

ON BATMAN

The canister EXPLODES almost beneath his feet (SFX). He leaps back, COUGHING.

BATMAN
(gasps, coughs)

ON SWAT TEAM LEADER

One of the Swat Team Officers reacts to Batman's O.S. COUGH.

SWAT LEADER
I hear him!

He squeezes off a round of MACHINE GUN FIRE as Bullock runs to stop him.

BULLOCK
Wait!

ON BATMAN

He reaches for his gas mask as the volley of GUNFIRE from the street SPLINTERS the half-finished ceiling above his head. It falls on him and CRASHES through the floor. Batman and the debris fall to a floor below. (APPROPRIATE SFX).

BATMAN
(cry of pain)

ON BULLOCK

He shouts an order to his men.

BULLOCK
Get a light up there!

WIDER ON UNFINISHED APARTMENTS

Showing the gas still billowing out of one of the floors. There is a terrific amount of damage. A spotlight starts to play over the building.

ANGLE ON BATMAN

In complete darkness. He starts to slowly push his way out of the wreckage.

BATMAN
(pained gasps)

As the light sweeps through the building, we see that Batman's cowl has been torn open and he is bleeding. He touches his head and sees the blood on his glove. SFX: HELICOPTER ENGINE. Batman looks toward the sound.

BATMAN'S POV - HELICOPTER

The police helicopter has circled around for another pass, but as we are seeing it through Batman's dazed eyes it looks fuzzy, unfocused.

BATMAN (O.S.)
(dazed groans)

ON BATMAN

He starts to painfully pull his grappling gun from his belt.

ON HELICOPTER COP

Leaning out the door of the copter. He shouts back to the pilot:

HELICOPTER PILOT
I think I see movement. Circle
back.

Suddenly the cop REACTS with surprise as the clamp of Batman's grapple shoots IN, attaching itself to the copter's skid (SFX).

COPTER COP'S POV - BATMAN

Seen in silhouette, swinging beneath the copter.

HELICOPTER PILOT (O.S.)
He's climbing on!

ON COPTER PILOT

He pulls his gun and FIRES at the figure.

ON SWAT LEADER

The leader pulls his piece and points to the copter.

SWAT LEADER
Fire!

The Swat Officers pull their weapons and start FIRING at Batman.

ON BATMAN'S SILHOUETTE

The bullets from the copter cop and the Swat team rip into Batman. He is bounced around wildly by the GUNFIRE. Suddenly the ripped-to-shreds cape falls away, revealing a saw horse attached to the line beneath.

ON SWAT LEADER AND COPS

They realize they've been had.

SWAT LEADER

Quick! Around the back!

ON BRUCE

Without his cape and cowl, still bleeding from his head injury. He slides down a hanging construction cable to the street. He falls the last few inches and wearily tries to stagger back to his feet. He looks around as he hears cops approaching (SFX).

COPS (O.S.)

This way!

BRUCE'S POV - COPS AND BULLOCK

Distant, blurry shapes running toward him through the darkness.

BULLOCK

You! Stop!

ON BRUCE

He lurches forward, trying to escape.

ON FENCE

Bruce scrambles over a fence at the end of the alley and starts to run across a street.

ANOTHER ANGLE

Suddenly a small two-seater convertible (with the top up) skids to a stop next to him (SFX). The door opens and Andrea gestures for him to get in.

BRUCE

(groans)

Andrea...

ANDREA

Hurry!

Bruce leaps in the car and it shoots away just as the cops are scrambling over the fence.

DISSOLVE TO:

EXT. MANSION - NIGHT

PUSH IN as we hear:

ALFRED (V.O.)

There are certain advantages to having a sturdy cranium, Master Bruce...

INT. MANSION - BRUCE'S BEDROOM

Bruce is sitting on the edge of the bed, shirt off, his lower body still clad in gray tights. There could be a few small bandages on his torso in addition to the skull wrapping around his head. Andrea sits on the bed beside him, and Alfred stands nearby.

ALFRED (CONT'D)

But, then, hard-headedness was always your virtue.

She puts a hand on his arm. Alfred notices this.

FAVOR ALFRED

He arches an eyebrow slightly.

ALFRED

Well. I'm sure I have things to do elsewhere...

He EXITS SHOT discretely.

ON BRUCE AND ANDREA

He puts his hand on hers.

BRUCE

You have an excellent sense of timing.

ANDREA

It was all over TV -- I had to do something. Good thing my hotel wasn't too far away...

FAVOR BRUCE

He raises his hand to her face, touches her cheek. She turns away slightly, as if to say, "Don't." A beat, then:

BRUCE

I'm grateful, of course.

(beat)

But I still need to know why you're not telling me the truth about your father.

FAVOR ANDREA

She hesitates for a moment. Then shrugs slightly and reaches for her purse. She takes out a tissue, dabs Bruce's forehead. The photo Batman gave her earlier falls out. Bruce picks it up, looks at it.

ANDREA

(sighs)

Well, I suppose the world's greatest detective will find out eventually.

(beat)

You remember Daddy was having a meeting that night with his "partners"...

SEGUE TO:

EXT. BEAUMONT HOUSE - NIGHT (FLASHBACK)

As young Andrea leaves Bruce's limo and heads for the house.

ON THE TALL MAN

As before, he leers at her as she passes.

TALL MAN

(sexual come-on growl)

CUT TO:

INT. FOYER

As she enters the house she pauses when she hears:

CHUCKIE SOL (O.S.)

(faint)

It ain't right, Carl. You're a businessman, you know that.

BRONSKI (O.S.)

(faint)

You've taken what's ours. You're going to pay, one way or another.

Andrea reacts to this and runs inside.

INT. STUDY - WIDE ANGLE

Beaumont, looking pale and trapped, faces the three gangsters. Andrea rushes IN, takes in the situation.

ANDREA

Leave him alone!

FAVOR VALESTRA

He turns his head slowly, a sinister homunculus, and regards her through a cloud of cigar smoke.

VALESTRA

I'm sorry you had to see this, Ms. Beaumont.

ON ANDREA

As Bronski grabs her in an armlock. Andrea struggles to use her judo skills, but Bronski has her pinned.

ANDREA

(gasps)

FAVOR BEAUMONT AND CHUCKIE

Beaumont looking toward his daughter in horror.

BEAUMONT

Let her go!

Beaumont raises a hand toward Bronski when Chuckie Sol suddenly lunges forward like a striking asp and forces him back.

CHUCKIE

Watch it, Pops.

Chuckie casually smooths back his hair and steps aside as Valestra walks up.

BEAUMONT

Please, Sal -- give me one more day! I swear I'll get the money!

ANOTHER ANGLE

Valestra looks at Beaumont.

VALESTRA
Convince me.

FAVOR BEAUMONT

Groveling. As he speaks, REFIELD TO FAVOR Andrea, who stares at her father in incredulous shock.

BEAUMONT
This time tomorrow. On my mother's grave. As soon as the European banks open I'll have the whole amount wired to you.

FAVOR VALESTRA

With Bronski and Sol on either side. Valestra leans back, glances at the other two for confirmation. A beat, then:

VALESTRA
Twenty-four hours. This time tomorrow, we'll have the money -- or I'll have your heart in my hand.
(beat)
Let's go, boys.

ON ANDREA AND BRONSKI

As Bronski lets her go with a little shove.

WIDE ANGLE

Bronski and Sol EXIT, followed by Valestra. Beaumont and Andrea watch them go.

ANOTHER ANGLE

Andrea turns to him.

ANDREA
Dad -- are you all right?

CLOSER ON THEM

Beaumont stands and says:

BEAUMONT
(intensely)
Pack a suitcase. We've got
to get to the airport now.

Andrea stares at him in disbelief.

ANDREA
What?! But you said you'd
have the money --

ANOTHER ANGLE

Beaumont starts shoving papers into his briefcase.

BEAUMONT
It's not that simple. The
money's tied up in investments.
Could take weeks to free it up.

ON ANDREA

She's never seen her father like this before. She rushes to him,
SLAMS the file drawer shut, forcing him to face her.

ANDREA
But I can't leave! Bruce
proposed to me -- we're going
to get married!

ANGLE INCLUDES WINDOW

Beaumont grabs Andrea by the shoulders before she can finish and
shakes her.

BEAUMONT
Listen to me! I just used up
the last shred of pity Sal
Valestra has! If I don't pay
him back in twenty-four hours
they'll find us and they will
kill us both!

He drags her to the window, pulls open the blinds a tiny fraction.

BEAUMONT (CONT'D)
Look!

CLOSER ON WINDOW

Andrea leans forward to peer through the crack in the blinds.

HER POV - STREET - NIGHT

We can barely see the Tall Man seated in the parked car.

BEAUMONT (V.O. CONT'D)

You see? One way or another,
they'll get what they want.

BACK TO SHOT

Andrea pulls away from the window, looks at her father. Tears
in her eyes.

ANDREA

(verge of tears)

How -- why did you do this,
Dad? Why'd you get involved
with those people...?

ANOTHER ANGLE

Beaumont puts his arms around her.

BEAUMONT

(brokenly)

I'm sorry, Andi. I -- just
wanted a chance for you -- I --

(beat)

I'll get you out of this.
Somehow we'll be free of those
guys, whatever it takes. That's
a promise.

CLOSE ON ANDREA

Looking up at him, tearful, hurt and betrayed -- but trusting.

CUT TO:

EXT. BEAUMONT HOUSE - NIGHT

The Tall Man sits in the car before the house, shuffling a deck of
playing cards. The night wind WHISTLES outside.

EXT. REAR OF HOUSE - NIGHT

We SEE two shadowy figures moving quickly and furtively from the
of the house into the woods beyond. Each carries a suitcase.
this we hear:

ANDREA (V.O.)

We hid all over Europe. Eventually
settled on the Mediterranean coast.
Dad was able to parlay the money he

ANDREA (V.O. CONT'D)
embezzled into a fortune.

DISSOLVE TO:

INT. BRUCE'S BEDROOM (PRESENT)

Andrea and Bruce sitting on the bed as we left them. Andrea stares at the floor as she finishes her story.

ANDREA (CONT'D)
Finally he had enough to pay
them back -- or so he thought.

She looks at him.

ANDREA (CONT'D)
But when he contacted them, it
turned out it wasn't enough.
It would never be enough. They
wanted interest compounded in
blood.

(beat)
He had to find another way.

FAVOR BRUCE

He reacts grimly.

BRUCE
The man in the costume --
your father?

ANDREA
He said he'd get them, somehow.
When I heard about Chuckie Sol...
well, I had to come back. To
find him. To stop him.

ANOTHER ANGLE

She stands, looks down at him.

ANDREA (CONT'D)
I'm sorry, Bruce. That's twice
now I've come into your life and
screwed it up.

She starts for the door. Bruce stands, takes her arm, pulls her to him.

CLOSER ON THEM

They gaze into each other's eyes, and then kiss the kind of kiss

that Max Steiner wrote scores for.

ANGLE INCLUDES DOOR

Alfred walks in with a tea tray, sees them, turns without missing a beat and walks out again. They don't even notice.

DISSOLVE TO:

EXT. WAYNE MANOR - PATIO - DAY

The following morning. The sun shines down more brightly than we've ever seen in Gotham.

CLOSER

Andrea walks out sipping a cup of coffee, wearing one of Bruce's pajama shirts, a look of tranquility on her face. As a morning breeze whips around her, Bruce (still bandaged and wearing pajama pants) steps in from behind, puts his arms around her and draws her close. She smiles, placing the cup on a patio table and turns to face him, putting her arms around his neck.

ANDREA

Can we make it work this time?

BRUCE

I want to say yes. But you know it's going to come down between me and your father.

CLOSER

Andrea rests her head on Bruce's chest.

ANDREA

Daddy doesn't matter anymore.

CUT TO:

EXT. WAYNE MANOR DRIVEWAY - DAY

Andrea is in her now top down convertible. Bruce is leaning over the car, giving his girl a good-bye kiss.

ANDREA

I'll see you tonight.

BRUCE

I'll be here.

She gives him a wave and drives OFF.

ANGLE ON BRUCE

Watching her go. Alfred steps cheerfully out of the main doors.

ALFRED

It's so good to see you and
Miss Beaumont together again.

(beat)

Might one ask what this bodes
for your alter ego?

ON BRUCE

Deeply troubled.

BRUCE

I'm not sure, Alfred. So much
has changed --

Alfred raises an eyebrow as Bruce walks back into the house.

ALFRED

You still love each other. That
much, at least, has not changed.

He follows Bruce inside.

INT. WAYNE MANOR - BEDROOM - CLOSE ON TABLE

On it rests the photo of Beaumont and the gangsters, next to a
small framed reproduction of the portrait of Thomas and Martha
Wayne that hangs in the den. PULL BACK TO INCLUDE Bruce and
Alfred as they ENTER. Bruce is in the throes of indecision.

BRUCE (O.S.)

(off Alfred's line)

It's true -- I love her. Maybe...
after this is settled...

He picks up the picture of his parents, looks at it.

BRUCE (CONT'D)

...maybe then...

ANOTHER ANGLE

including Alfred, who is very happy indeed to hear this.

ALFRED

(softly)

I'm sure they would have
wanted you to be happy, sir.

ON BRUCE

Bruce nods, sets the picture down. As he does so, he notices the photo lying beside it. He picks it up, studies it, frowns.

ALFRED
Is something wrong?

ON PHOTO

We can see the shadowy shape of the Tall Man near the others. CAMERA PUSHES IN on the Tall Man as Bruce says...

BRUCE (O.S.)
Maybe...

CUT TO:

INT. BATCAVE - CLOSE ON COMPUTER, BRUCE, ALFRED

Bruce, wearing a robe over the pajama trousers, sits behind the computer with Alfred standing nearby. Bruce places the photo on a scanner.

ANGLE ON COMPUTER

As Bruce talks, the photo is enlarged onto the computer's main screen.

BRUCE
Computer -- isolate image
and enlarge.

ON COMPUTER SCREEN

The area around the Tall Man is instantly blacked out and his facial image is enlarged several times, filling in a good portion of the screen.

BRUCE (O.S.)
Render an accurate likeness
based on visible features.

The photo now vanishes completely, leaving only computer generated lines suggesting the visible parts of the Tall Man's face. The computer starts "sketching out" his face.

ON BRUCE

His eyes widen with realization.

BRUCE
(whisper of dread)
Oh, no...

TRUCK IN on Bruce's face, growing angry and hard.

RIPPLE DISSOLVE TO:

INT. CHEMICAL PLANT - SURREAL SEQUENCE

A freakish, surreal reinterpretation of the Chemical Plant where Batman and The Joker first met. We see The Tall Man bolting back in fear as a looming, silhouetted Batman looms over him.

The Tall Man falls into an impossibly wide vat of green chemicals. The chemicals SWIRL and BOIL, filling the screen. Suddenly it turns into a swirling surrealistic jumble of purple and green colors, out of which erupt various objects of Joker-related imagery -- playing cards, chatter teeth, Harley, laughing fish, murderous robot clown toys, and finally a gigantic image of The Joker himself, evil as sin and LAUGHING to bust a gut.

JOKER
(shrieking laugh)

The green liquid fills the screen, then FREEZES and CAMERA PULLS BACK to show the image of the Joker. The image DISSOLVES BACK to the Tall Man on the bat computer screen, now completely drawn. Police finger print blotches appear next to his face. Lettering underneath pops on: JACK NAPIER.

ON BRUCE

looking at the image with cold hatred:

BRUCE
Joker.

CUT TO:

EXT. GOTHAM CITY HALL - DAY

Through the window of his office we see Councilman Reeves on the phone. Reeves is pacing as he speaks, waving his free arm in rage.

REEVES
You're telling me there were
four precincts on Batman's
boot heels and he still got
away?!

INT. REEVES OFFICE

Reeves SLAMS the phone down and glares at it.

REEVES (CONT'D)
Unbelievable!

JOKER (O.S.)
Tsk! Tsk! And to think our
tax money goes to pay those
jerks!

Reeves turns, surprised by the voice. CAMERA PANS to the Joker,
dressed in his top coat and hat, leaning against the doorway of a
back room.

REEVES
(horrified)
You!

Reeves quickly starts to hurry toward the other door.

JOKER
(smug laugh)
That's right, Artie. Bring
in the press, why don'tcha?

ANGLE ON JOKER

Mugging as if for imaginary photographers.

JOKER (CONT'D)
Whatta photo op. The councilman
and his wacky pal.

ON REEVES

He hesitates by the door.

REEVES
You're no friend of mine.

ON JOKER

He looks mock-wounded.

JOKER
Oh, Artie! I'm crushed!
How the high and mighty
forget.

The Joker moves casually toward Reeves' desk and sits down in the
chair.

JOKER (CONT'D)
Don'tcha remember? You, me,
Sallie and the gang.

ANOTHER ANGLE

The Joker props his legs up on Reeves' desk as the councilman moves closer, protesting.

REEVES

I never met them or you. I worked for Beaumont. I didn't know what he was doing.

ON JOKER

He playfully picks up a letter opener and mimes picking his gloved fingernails.

JOKER

Oh, but you knew about it afterwards...

The Joker uses the letter opener to tilt up the brim of his hat and then grins conspiratorially at Reeves.

JOKER (CONT'D)

And put it to good use, eh?
(evil chuckle)

ON REEVES AND JOKER

Reeves feels trapped but still tries to hold a brave front.

REEVES

What do you want?

The Joker STABS the letter opener into the desk for emphasis.

JOKER

To find out who's iced the old gang.

REEVES

Haven't you read the papers?
It's Batman.

ON JOKER

He playfully holds up his palm, showing a joy buzzer in it. He buzzes it with his thumb. SFX: BUZZ.

JOKER

Ennnnh! Wrong! It ain't the 'Bat. Nope, nope, nope. I've seen the guy. He looks more like the Ghost of Christmas Past. Nowhere near as cute as Bat-boy.

CLOSE ON REEVES

He looks honestly surprised at this.

REEVES

You're saying it's someone
else?

The Joker leans in to look him squarely in the face.

JOKER

Yeah. Someone who wouldn't
mind seeing our old pals out
of the way.

The Joker's lower lip quivers in mock-sadness.

JOKER (CONT'D)

Maybe -- gulp, sob -- me, too.

The Joker's faked sorrow instantly vanishes as he glares at
Reeves.

JOKER (CONT'D)

That's when I thought about you,
Arturo. An important upstanding
guy like you could find it awkward
if certain secrets were revealed
about his past.

WIDER ON REEVES

Protesting his innocence as the Joker rises and stalks forward.

REEVES

Wait, you're not saying that I...

Just then Reeves's desk phone SFX: BUZZES.

SECRETARY (V.O.)

Mr. Reeves? Miss Beaumont on
the line.

The Joker looks at the phone curiously.

JOKER

Beaumont? Not the babe?

The Joker flashes Reeves a sly look.

JOKER (CONT'D)

Oh, you devil, you.

ANGLE INCLUDES PHONE

The Joker hits the speaker button. Andrea's voice is heard.

ANDREA (V.O.)

Arthur?

Forced to take the call, Reeves leans forward to pick up the phone but the Joker holds him back, indicating that he wants to listen too.

REEVES

Hello, Andrea. We're still
on for lunch, right?

CUT TO:

INT. ANDREA'S CAR - TRAVELING

Andrea speaks on her car phone.

ANDREA

I'm sorry, I got hung up.
I'll explain everything
tonight, okay?

CUT TO:

ON JOKER AND REEVES

Reeves looks at the Joker nervously as he concludes the call.

REEVES

All right. I'll see you
then.

With a flourish the Joker presses the speaker button as the call ends. He flashes Reeves a big cat-who-swallowed-the-canary smile and casually saunters around to position himself between Reeves and the door.

JOKER

Now ain't that a co-inky-
dink? We're talkin' about
the old man, and the spawn
of his loins just happens
to call.

(Smug, sighing
laugh)

Haa, makes you want to laugh,
doesn't it, Artie?

ON REEVES

Boxed in by the Joker, frantically looking for a way around him. There is none. The Joker's laughing shadow falls over the frightened counselor.

JOKER (O.S.)
(rising maniacal
laughter)

CUT TO:

EXT. GOTHAM HOSPITAL - NIGHT

TRUCK IN on a lit window in the upper reaches of the hospital. LAUGHTER is coming from the room.

REEVES (O.S.)
(wild gasping
laughter)

DISSOLVE THROUGH TO:

INT. HOSPITAL - CONTINUOUS

Councilman Reeves, dressed in a hospital robe, is twitching back and forth on the bed, laughing uncontrollably. His face is twisted almost completely into the Joker's rictus grin.

REEVES
(gasping laugh)

A DOCTOR and a tray-bearing NURSE stand nearby, trying to administer to Reeves, but he is moving too much for the Doctor to give him an injection.

DOCTOR
Councilman, please! You've
got to control yourself!

REEVES
(through laughing
gasps)
I'm trying, for God's sake!

ANOTHER ANGLE

Reeves's arms flail wildly, knocking the tray out of the Nurse's hands (SFX). The Nurse holds Reeves down and the Doctor gives him the shot. Reeves's LAUGHTER subsides and he sags back onto the bed.

REEVES
(weakened laughs)

DOCTOR

There. That should relax you
enough for the toxin to run
its course. Try to stay calm.

REEVES

(gasps)
Okay, okay.

DOCTOR

You're a lucky man. If your
secretary hadn't found you ...

The Doctor and Nurse EXIT. CAMERA PANS over to the window to show
Batman's silhouetted form ENTERING.

ON REEVES

He turns and sees Batman O.S. The ominous bat shadow falls over
him.

REEVES

(weak giggle)
Oh, n-no...

ON BATMAN

A dark shape looming over the bed.

BATMAN

Why did the Joker meet with
you?

ON REEVES

He just shakes his head, his mouth stretching out into a panicked
grin, tears forming at the edges of his eyes.

REEVES

(rising giggle)

ON BATMAN

He looms threateningly over the bed.

BATMAN

It has to do with the gangster
murders, doesn't it? He thinks
you're involved. Why?

CLOSE ON REEVES

Tears stream out of Reeves' eyes as he tries to keep himself from
laughing.

REEVES
(fighting giggles)
I d-don't know.

Batman's hand reaches IN and yanks Reeves up by the front of his gown. CAMERA FOLLOWS Reeves up as he stares into Batman's narrow-slitted eyes.

BATMAN
That's not the answer I want.

Terrified, Reeves starts to babble.

REEVES
(gasping for breath)
B-Beaumont needed me to help
him and Andrea get out of town.
He kept in touch.

BATMAN
When was the last time you
spoke to him?

ANOTHER ANGLE

Reeves swallows hard, and the ugly truth finally comes out.

REEVES
Years ago. My first election
campaign. I was running out of
money and asked Beaumont for
help. He said no.

Batman scowls grimly, getting the picture.

BATMAN
So you sold him to the mob.

Reeves starts to GIGGLE uncontrollably again.

REEVES
(through giggles)
I was broke! Desperate! They
said all they wanted was their
money back!
(bursts into gales
of laughter)

ON BATMAN AND REEVES

Scowling with disgust, Batman tosses the now-ROARING Reeves back onto the bed. He sweeps back out through the window a second before the Doctor and Nurse run in and try to calm down Reeves.

REEVES (CONT'D)
(hysterical laughter)

DISSOLVE TO:

INT. ANDREA'S HOTEL ROOM

Looking out at the balcony and the night. A batwinged shape drops down from O.S., steps into the dark room.

ANOTHER ANGLE

Batman moves about the room, a shadow among shadows. He opens the closet cautiously, glances into it, then approaches the desk.

ON DESK

Andrea's locket lies there, illuminated by a sliver of moonlight. Batman reaches INTO SHOT and picks it up. His hand brings it CLOSE TO CAMERA and his thumb trips the release catch. The locket springs open, revealing side-by-side pictures of a younger Bruce and Andrea.

REVERSE ANGLE - BATMAN

His face is set in stone. He SNAPS the locket shut, and drops it back on the desk. The chain runs through his fingers like water.

WIDE ANGLE

He turns toward the door and is about to leave when the PHONE RINGS. He turns toward it.

ON PHONE

Batman picks it up, holds it to his ear and listens.

JOKER (V.O.)
Hell-ooo...anybody home?
(laughs)

ANGLE INCLUDES WINDOW

With the moon shining through it. We can SEE three black dots hovering against the lunar disk, growing gradually larger. Over this next scene GRADUALLY DIAL UP MOTOR SFX. Batman has his back to the window as he listens to the phone.

JOKER (V.O. CONT'D)
Listen, boopsie -- even though
you never call and never write,
I still got a soft spot for you.
So I'm sending you a few gifts
-- air mail.

The MOTOR SFX are now loud enough for Batman to notice. He wheels toward the window. The approaching dots are now recognizable as the small autogyros from the Gotham World's Fair. Each has the Joker's grinning face on them, and each is sporting enough plastique to orbit Kate Smith.

JOKER (V.O. CONT'D)

Oh, by the way -- I wouldn't recommend jumping out the window this time. Ta-ta, Toots.

(crazy laughter)

ANOTHER ANGLE

The JOKER'S LAUGHTER continues as Batman drops the phone receiver.

ANGLE INCLUDES WINDOW

The first autogyro is about to cross the balcony as the Dark Knight whips out his grappling gun and FIRES the grappling hook toward the approaching menace.

EXT. HOTEL ROOM - ON BALCONY

The grappling hook shoots IN and strikes the first autogyro, driving it back into the next one, which is likewise driven backwards into the third (SFX). PULL BACK as the three EXPLODE like a chain of firecrackers (really big firecrackers), doing severe damage to the outside of the building wall.

INT. ROOM - BATMAN - CONTINUOUS

Batman dives for cover behind the couch as shrapnel from the EXPLOSIONS PULVERIZE the French windows, sending shards of broken glass sleeting across the room.

ANOTHER ANGLE

Smoke wreathes the room. Batman rises cautiously and approaches the balcony, a batarang in one hand, ready to fend off any autogyros that might have avoided the chain reaction. But all is silent save for the JOKER LAUGHING his head off on the other end of the line.

JOKER

(crazy laughter)

CUT TO:

INT. FUTURE HOME - CONTINUOUS

The Joker playfully fidgets with the phone.

JOKER

Hello? Hello? Operator, I
believe my party's been
disconnected!

(gales of laughter)

He hangs up the phone, turns toward Hazel in b.g.

JOKER (CONT'D)

Ah, I gotta tell ya -- I just
kill me sometimes! When I'm not
killing other people!

(loud laughter)

He presses a button on a remote control console nearby and Hazel
begins LAUGHING -- creaky ELECTRONIC LAUGHTER -- as well.

CUT TO:

EXT. ELSEWHERE IN THE FAIRGROUNDS - NIGHT - ANDREA

Medium close, from the shoulders up, dressed in black. Haunted
eyes. She hears the O.S. LAUGHTER, which begins to REVERB as we

DISSOLVE TO:

EXT. MEDITERRANEAN VILLA - LATE AFTERNOON (FLASHBACK)

A remote, pastoral scene overlooking an unbelievably blue sea.
Andrea carries groceries in cloth sacks up the steps. The late
sun casts long shadows.

CLOSER

As she reaches for the door it is suddenly pulled open from within
and the Tall Man steps out. Andrea stares at him in shock.

ANDREA

You?! But he paid you --
(realizing)

Dad --!!

ANOTHER ANGLE

She hurls herself past him into the villa, dropping the sacks of
groceries (SFX). The Tall Man grins, uses his handkerchief to
wipe his prints from the doorknob. He stuffs it back in his
breast pocket, fixing it just so.

WIDE ANGLE

The Tall Man starts down the steps, glancing at the spilled
produce.

TALL MAN

Hope you didn't buy him dinner
too...

ANDREA (O.S.)

(screams, then muffled
sobs)

TALL MAN

(laughs)

The LAUGHTER builds as he continues down the steps. It's the same LAUGHTER we heard from the Joker, and it REVERBS the same way to bring us back to:

EXT. FAIRGROUNDS - NIGHT - ANDREA - AS BEFORE

Her face bleak. PULL BACK to see her dressed in the Phantasm costume. She raises the death's head mask and dons it, stands framed against the decaying remnants of the future.

CUT TO:

INT. FUTURE HOME - CONTINUOUS

The Joker's reclining on the decaying Eames chair. A big-screen TV is on, displaying STATIC. The Joker aims his remote, channel-surfing. The screen CLICKS from one channel to another, all showing nothing but STATIC.

JOKER

Lookathis, Hazel. Same boring
thing on every channel. I tell
ya, television just keeps getting
worse.

He stands and hurls the remote into the screen.

ON SCREEN

It SHATTERS and SHOWERS SPARKS.

ANOTHER ANGLE- JOKER

Walking about, scratching his sides as he stretches.

JOKER

(yawn)

Well, Haze, guess it's time to
call it a night.

EXT. FUTURE HOME - NIGHT

The door opens and the Joker BOOTS the electronic dog out.

JOKER

Out, Rusty!

The robot animal SHATTERS on a broken concrete pylon.

EXT. HOME - ANGLE ON ENTRANCE

A black figure, wreathed in smoke, steals toward the doors.

INT. HOUSE - JOKER

The Joker turns out the light and places an arm around his honey's waist.

JOKER

Whaddaya say, hon? Feeling
the ol' electricity tonight?
(chuckles)

ANOTHER ANGLE

He turns, sees the curtains rustling in the breeze. The patio doors are open. The Joker raises his eyebrows.

JOKER

Tsk. Ain't that always the
way? Y'get in the mood and
company shows up.

WIDE ANGLE

The darkness before the Joker seems to solidify into a column of thick black smoke. Phantasm steps from the smoke, glaring at the Joker like Hell made flesh.

PHANTASM

Jack Napier -- your angel of
death awaits.

FAVOR JOKER

He's surprised.

JOKER

I'm impressed, lady. You're
harder to kill than a cockroach
on steroids.

ON PHANTASM

She hesitates a beat, then pulls the mask off.

ANDREA

So you figured it out.

ON JOKER

Smug.

JOKER

Gotta hand it to you -- nice scheme. Costume's a bit theatrical, but hey, who am I to talk?

ANOTHER ANGLE

He suddenly hurls a punch at her. Andrea sidesteps nimbly, raises an arm toward the Joker.

CLOSER

The black smoke seems to ripple from it like a living thing, enveloping the Joker's head. The Joker staggers backwards, waving his hands frantically.

JOKER

(coughs, gags)

ANGLE INCLUDES WALL

The Joker SLAMS back against the wall as the tenebrous mist finally dissipates, letting him see again. He glares at Andrea.

JOKER

Cute, very cute.
(soft menace)
But I can blow smoke too,
Toots.

Gas HISSES from the flower in his lapel in a narrow stream toward Andrea.

FAVOR ANDREA

She once again disappears in smoke. The Joker's gas stream passes harmlessly through the thick black fog.

FAVOR JOKER

Looking about in vain for his antagonist.

JOKER

Nice trick, sweetheart. You could teach ol' Batsy a thing or two about disappearing.

ANOTHER ANGLE

Andrea suddenly appears behind the Joker and sends him flying ass over teakettle with a well-placed karate KICK.

JOKER
(cry of pain and
surprise)

FAVOR ANDREA

She grabs the Joker, pulls him to his feet, then BELTS him again.

JOKER
Oof!!

WIDE ANGLE

Andrea stalks toward the Joker, who backs away from her on his hands and knees.

ANDREA
You're not laughing any more.
I thought you found death
amusing.

FOLLOW JOKER

As he pushes pieces of furniture aside in a desperate attempt to get away from her.

JOKER
Oh, I do, I do.

CLOSER

He backs up against the control panel for the robot. His hand crawls like a frantic spider over the buttons.

JOKER (CONT'D)
But what I enjoy most is --

CLOSE ON HIS HAND

His finger pushes the button he pushed earlier.

JOKER (O.S. CONT'D)
-- a good laugh!

WIDE ANGLE

Hazel the robot suddenly begins LAUGHING, jerking her arms spasmodically. Phantasm whips about in anticipation of an attack

from behind.

ON JOKER

He seizes a futuristic food processor and hurls it O.S.

JOKER
Made you look!

ON ANDREA

She starts to turn back, but the piece of equipment STRIKES her, dropping her to her knees.

ANDREA
(stunned groan)

ANGLE INCLUDES REAR GLASS DOORS

The Joker turns and runs away from the dazed Andrea. He CRASHES through the doors and dashes into the night.

JOKER
(fading laughter)

ON ANDREA

She jerks herself to her feet, defeating the pain by sheer force of will. She charges after the Joker.

CUT TO:

INT. TRANSPORTATION EXHIBIT - ESTABLISHING - NIGHT

Considerably atrophied from when we last saw it in flashback. A giant automobile tire advertising Regal Tires has seen better days. Other exhibits include a huge car battery and a giant turbine prop.

ANOTHER ANGLE

Andrea ENTERS SHOT cautiously, half enveloped in mist. She reacts as she hears:

JOKER (O.S.)
Well, if it isn't Smoky the
Babe -- just in time to meet
her biggest fan!

ANGLE INCLUDES TURBINE PROP

Which suddenly begins to TURN. It CRANKS UP RAPIDLY, quickly producing an intake suction of hurricane proportions (SFX).
(NOTE: The air is blown out a wind tunnel behind the prop.)

ON ANDREA

Bracing herself against the RISING GALE. Dust and small debris BLOW THROUGH SHOT. The WIND strips away her concealing fog, revealing her form-fitting costume.

ON JOKER

Crouching in the shadows of what was once a concession stand, behind the turbine, holding a portable control mechanism. He twists a dial on it.

JOKER

How 'bout a little pick-
me-up!

(laughs)

ON ANDREA

Andrea is lifted from the floor by the WIND. She grabs one of the wires of the giant car battery to keep from being blown O.S. into the prop.

CLOSER ON HER

The WIND TEARS at her, RIPPING her cape from her. Debris PUMMELS her, causing her grip to slip until she's barely hanging onto the cable's end.

CLOSE ON HER HANDS

They lose their grip. REFIELD as she's blown several yards closer to the prop, only to STOP her FLIGHT by grabbing the fin of the jet car (seen in flashback).

ON ANDREA

As she tries to grip the fin, but it's too smooth. Her fingers slide along the edge of the fin, until she's hanging onto the end. All the while we hear...

JOKER (O.S.)

(rising laughter)

ON BATMAN

who suddenly appears in the far entrance. He sees...

ANDREA

barely holding on. Suddenly she loses her grip and flies through the air toward the turbine.

ON BATMAN

He SHOOTS his grappling gun.

ON THE TURBINE

As she is about to be sucked into the turbine, the grappling hook latches onto her belt and stops her in mid-air. APPROPRIATE SFX.

ON JOKER

looking at Batman in anger.

JOKER

What?!

ON BATMAN

bracing himself as he holds onto the grappling gun.

CLOSE ON GRAPPLING GUN

which begins to turn, drawing in the cable.

ON ANDREA

as she is pulled away from the turbine.

ON JOKER

Angry beyond words, he cranks the power to the max.

WIDE

As the turbine spins to a HIGHER PITCH. The pull is so strong that Andrea's body is doubled over by the wind.

ON BATMAN

Who is literally sliding on his feet toward the WIND as he tries to hold on.

ON JOKER

Smiling maliciously. He may kill two birds with one stone.

ON BATMAN

As he slides up to a building support pillar, he steps around it to use it to help brace himself. The WIND is blowing furiously at him now.

CLOSE ON BATMAN

Using all his strength, he holds onto the grappling device with one hand, while he pulls out a batarang with another.

ON THE BATARANG

It's red, folded in half. With a flip of his hand he opens it to reveal that it has tiny rocket thrusters.

ON BATMAN

looking over, he throws the jet-powered batarang.

ON THE BATARANG

which BURSTS into jet-powered flight the second it's thrown and zooms O.S.

ON BATMAN

Andrea is reeled INTO SHOT; Batman grabs her up and leaps O.S.

ON GIANT TIRE

The batarang jets INTO SHOT against the WIND and EXPLODES at the base of the tire. The tire is jolted free of its anchorage and begins to ROLL O.S.

ON JOKER

He reacts to this, turns and takes to his heels.

WIDE ANGLE

The huge tire, aided by the turbine suction, rolls into the huge turbine, which shatters and EXPLODES.

ON BATMAN AND ANDREA

As the final pieces of debris fall down (SFX), they both rise, regaining their bearing.

CLOSER

They regard each other against an apocalyptic flaming b.g.

BATMAN

Your father's dead, isn't he?
You came into town early to
get Chuckie Sol so you could
shift the blame to your father
if you had to.

ANDREA

They took everything, Bruce.
My Dad. My life. You.

(beat)

I'm not saying it's right, or
even sane, but it's all I've
got left. So either help me
or get out of the way.

ANOTHER ANGLE

Batman takes a few steps toward her.

BATMAN

You know I can't do that.

ANDREA

(anguished cry)

Look what they did to us! What
we could have had! They had to
pay!

FAVOR BATMAN

Torn, hurting. He takes her by the shoulders tenderly.

BATMAN

But, Andi -- what will vengeance
solve?

She looks at him, eyes dry and empty.

ANDREA

If anyone knows the answer to
that, Bruce -- it's you.

Stung, he lets go of her. The sadness deepens if possible.

BATMAN

Leave, Andi. Now. Please.

She looks at him hard for a beat, then steps back.

WIDER

As she backs into the shadows, Batman turns away. Mustering up
whatever resolve he has left, he heads for the Joker.

CUT TO:

EXT. CENTER OF FAIRGROUNDS - NIGHT

The Joker's near the main exposition area of the fair. He runs to
a set of lockers and yanks one open. Inside is a large,

cumbersome jet pack harness; we're talking Bell Labs here, rather than the Rocketeer.

ANOTHER ANGLE

He straps it on, then steps over to a power pole and opens a circuit cabinet on it.

CLOSER

Inside is a large knife switch. The Joker throws it. There's a CRACKLE OF ELECTRICITY. As the Joker steps back, a batarang whirls INTO SHOT and SMASHES the circuit cabinet, which ERUPTS SPARKS.

ANGLE INCLUDES BATMAN

Approaching.

BATMAN

(a curse)

Joker.

FAVOR JOKER

He grins sardonically.

JOKER

You're too late, Batman. There are twenty miles of tunnels under this place -- and they're all filled with high explosives!

(beat)

In five minutes, everything goes up in the biggest blast since the Arkham Christmas party.

(laughs)

WIDE ANGLE

The Joker FIRES UP the rocket pack and rises into the air on a column of flame. APPROPRIATE SFX.

JOKER (CONT'D)

(mad laughter)

ON BATMAN - TRAVELING

Running, leaping over debris. He whips out his grappling gun and FIRES it up O.S.

ON GRAPPLING HOOK - TRAVELING

Shooting up against a blurred b.g., the hook's tines opening. It

runs out of cable, stops just short of the Joker's leg and falls back O.S.

REACTION SHOT - BATMAN

Tight-lipped with fury. He tosses the grappling gun aside, not waiting for the cable to rewind, and dashes O.S.

LONG SHOT - BATMAN

Running, hurdling over broken remnants of railings. He leaps onto a semi-demolished building that was once a giant computer display, climbs it like a cat.

CLOSER - ON TOP OF BUILDING

Batman climbs to the top, stands silhouetted against the moon. He hurls a batarang with line attached up O.S.

ON JOKER - MOVING

PAN DOWN to his leg, where the batarang wraps about it.

RESUME JOKER

He reacts, looks down.

JOKER

Huh?

ON BATMAN

He leaps into the air and begins to climb the cable.

ON JOKER

He loses some altitude as Batman's weight is added to his.

JOKER

You just don't know when
to quit, do you?

HIS POV - BATMAN

Climbing doggedly up the rope. He can only go so far, however, because the ROCKET EXHAUST is between him and the Joker.

ON JOKER

He glances to one side O.S., works the controls and veers in that direction.

TRAVELING SHOT - JOKER AND BATMAN

Batman dangling beneath the Joker as they move over the dismantled fairgrounds.

WIDE ANGLE

The Joker approaches the center of the fair, where the starship and moon structures tower over everything else.

ON BATMAN - MOVING

He's dragged brutally across the rough cratered surface of the moon (APPROPRIATE SFX). His costume is ripped in a dozen places. Blood streaks the lunar face.

ANOTHER ANGLE

The Joker ROCKETS up the side of the spaceship structure, pulling Batman with him.

ON OBSERVATION DECK

A narrow railed ring that surrounds the spaceship just below the needle nose. The Joker rises up past it.

CLOSER

As Batman is dragged up he manages to hook one leg around the railing, stopping his upward flight.

ON JOKER

His movement comes to an abrupt halt. He looks down O.S., reacts.

HIS POV - BATMAN

Anchored to the railing, pulling on the rope.

WIDE ANGLE

The Joker has drifted somewhat, so he and the rope are now at a slight angle to the vertical thrust of the ROCKET EXHAUST -- which means Batman can reel him in without winding up barbequed. The Joker reacts in horror to this.

JOKER

What are you doing?!

ANOTHER ANGLE

The Joker frantically maneuvers, trying to aim the EXHAUST so as to fry Batman. This is not easy, since he has to keep himself upright so as to remain aloft.

FAVOR BATMAN

He dodges the FLAMES, doggedly pulling the Joker closer and closer.

JOKER

In another minute this whole place will be toast!

ANOTHER ANGLE

Batman has pulled the Joker as close as he can without being roasted by the ROCKET EXHAUST. Now he climbs onto the railing and leaps for the Joker.

DRAMATIC ANGLE

Batman grabs the Joker, ripping at the latter's rocket harness as the two weave above the fairgrounds far below, drifting away from the spaceship sculpture. The Joker fights back, trying to push Batman off.

JOKER

You're crazy! I'm your only chance to get out of here! Let me go or we'll both die!

BATMAN

Then I'll see you in hell!

CLOSER

He manages to KICK one of the twin jets of the rocket pack, causing it to go askew and FIRE at an angle, causing the Joker to go into a spin.

JOKER

(cry of fear)

ANOTHER ANGLE

The Joker goes into a nose dive, spiraling down spectacularly as Batman leaps from him for the railing.

JOKER

(trailing cry)

ON BATMAN

He barely manages to grab the railing. He looks down O.S.

ON JOKER - FALLING

As he plummets, he manages to free himself of the out-of-control

rocket, which JETS OFF at an angle.

ON MOON STRUCTURE

The Joker falls and HITS the rusted arc of the moon structure, BREAKING through it.

JOKER
(cry of pain)

Most of the covering CRACKS and falls in with him, revealing the skeletal frame of the structure.

ON BASE OF SPACESHIP STRUCTURE

The rocket pack HITS the base of the structure and EXPLODES.

LONG SHOT - SPACESHIP STRUCTURE

For an instant it looks like we have ignition as FLAMES BILLOW from the base of the spaceship structure. But the structure, instead of rising, begins to COLLAPSE as the weakened fins give way.

ON OBSERVATION DECK - BATMAN

The Dark Knight leaps from the deck once again as the structure COLLAPSES.

LONG SHOT - SPACESHIP AND MOON

The spaceship topples onto the moon structure, CRUSHING it.

ON BATMAN - FALLING

Out of batarangs and grappling guns. He grabs the protruding horizontal spire of another sculpture and swings around it, partially breaking the force of his fall.

ANOTHER ANGLE

It's still a punishing drop to the pavement. He lands hard, twisting one leg beneath him.

BATMAN
(cry of pain)

ON JOKER

Still alive, but trapped beneath the rubble. He shields himself as best he can as more wreckage RAINS INTO SHOT.

ANOTHER ANGLE

Batman staggers INTO SHOT not far from where the Joker lies, presumably with multiple injuries. Batman's not looking much better himself: Costume torn and ragged, blood streaking his face and body, one leg injured or broken. He limps forward. The Joker looks up and sees him. He grins, a ghastly rictus.

JOKER
(chuckling)
Okay. I give up.

FAVOR BATMAN

He hobbles toward the Joker; whether to help or finish it is hard to say at this point. Pieces of FLAMING RUBBLE are still FALLING from the spaceship structure.

ANGLE INCLUDES JOKER

As Andrea suddenly materializes out of the night beside him. He reacts, looks up at her.

JOKER
Too late. I surrendered.
Tell her, Batman.

ON BATMAN

He starts forward, surprise and fear on his face.

BATMAN
Andrea! You've got to get
out of here! The place is
wired to explode!

As if to underscore his words, a SERIES OF EXPLOSIONS begin in the distance, growing closer.

ANGLE INCLUDES ANDREA AND JOKER

A large piece of the structure CRASHES down between them, the FLAMES driving Batman back. Through the dancing heat we can see Andrea. She is calm as only one who embraces death can be. If there is an emotion in her face and voice, it is sadness. During the next few shots we can hear the STRING OF EXPLOSIONS GROWING LOUDER, even see them in the distance.

ANDREA
No. One way or another, it
ends tonight.

CLOSER ON HER

She holds up one of the gas canisters.

ANDREA (CONT'D)
Goodbye, my love.

ON JOKER

Squirming. Trying to pull himself out.

JOKER
(as he struggles)
For once I'm stuck without
a punchline.
(weak laughter)

WIDE ANGLE

Andrea TRIGGERS the canister. Black mist obliterates our view of her and the Joker.

JOKER (O.S.)
(laughter grows
stronger, more manic)

ON BATMAN

He realizes what she plans to do. He tries to reach her.

BATMAN
(primal anguish)
NOOO --!!!

ANOTHER ANGLE

An EXPLOSION close by hurls him O.S.

ON STREET

Batman is hurled INTO SHOT next to a grating that is partially askew. FLAMING DEBRIS RAINS down around him. He can barely move, but he tries to crawl back through the flames to the only woman he ever really loved. If he can't save her, at least he can die with her.

JOKER (O.S.)
(crazy laughter)

ANOTHER ANGLE

Another O.S. EXPLOSION -- really close -- causes the street to COLLAPSE beneath him. Batman tumbles into the abyss.

BATMAN
(startled cry)

INT. SEWER

Batman, along with a SHOWER OF DEBRIS, falls into the swiftly RUNNING WATER and is carried into darkness. A moment later another EXPLOSION causes the street to completely COLLAPSE, burying the sewer.

CUT TO:

PANORAMIC ANGLE - THE FAIRGROUNDS

The whole place is going UP IN FLAMES as the EXPLOSIONS tear the grounds apart.. The Joker's WILD LAUGHTER CONTINUES.

JOKER (O.S.)
(mad laughter)

In the center, at the base of the moon structure, is a small blot of black mist. But not for long -- the MOTHER OF ALL EXPLOSIONS turns the blackness white hot, CUTTING OFF the Joker's LAUGHTER at its peak, and we...

CUT TO:

EXT. AQUEDUCT - NIGHT

Batman, battered and broken, pulls himself from the drainage pipe. He climbs onto the aqueduct and stares back at the CONFLAGRATION. His shoulders sag in a defeat unbearable.

DISSOLVE TO:

INT. THE BATCAVE - ON THRONE CHAIR

Batman sits, shell-shocked. His costume is ripped and blackened -- we can see bandages beneath it. His cowl is pushed back. One leg is in a splint where his legging has been ripped away. Alfred steps IN with a tray of bandages and medicinals.

FAVOR BRUCE

He looks at his fist, clinches it, then lets it fall limply. He looks up at Alfred.

BRUCE
I couldn't save her, Alfred.

ALFRED
(gently)
I don't think she wanted to be saved, sir.

FAVOR ALFRED

He hurts for him. He puts a hand on Bruce's shoulder.

ALFRED (CONT'D)

Vengeance blackens the soul,
Bruce. I always feared you
would become that which you
fought against. You walk the
edge of that abyss every night,
but you haven't fallen in. And
I thank heaven for that.

(beat)

But Andrea fell into that pit
years ago. And no one -- not
even you -- could have pulled
her back.

FAVOR BRUCE

He knows the truth of what Alfred says, but it's of small comfort.
As he looks away in sad reflection...

CLOSE ON BRUCE

A sparkle of light cast from O.S. dances on his eye, interrupting
him. He looks O.S. to find the source.

ANOTHER ANGLE

He stands, walks forward. Alfred watches him, puzzled.

ALFRED

What is it, Master Bruce?

ON STALACTITE

A limestone fang descending from the ceiling, narrowing to a point
in f.g. Bruce steps up to it. RACK FOCUS to show Andrea's locket
hanging from the tip of the formation.

ON BRUCE

He lifts the dangling trinket gently in his hand, as though afraid
of bursting it like a bubble. His face is filled with wonder.

DISSOLVE TO:

EXT. GOTHAM HARBOR - CRUISE SHIP - NIGHT

A cruise ship leaves the harbor. The city's skyline blazes in the
b.g. The ship is passing under the Gotham Bay Bridge; the prow is
already in shadow.

CLOSER - PROMENADE DECK

PARTY NOISES can be heard in b.g. A WOMAN IN BLACK, whom we see from the back with a scarf around her head, steps up to the rail to gaze at the city she's leaving behind.

ANOTHER ANGLE

Still not showing us the Woman's face. A lively MIDDLE-AGED PASSENGER, (think Ned Beatty) not unlike the salesman we met in the plane, crosses behind her with a drink in his hand. He sees the Woman and sidles up to the rail beside her.

PASSENGER

Hey, you're missing the party.
(re: the skyline)
Quite a sight.

WOMAN

(distantly)
Yes.

FAVOR PASSENGER

It percolates through the haze of several drinks that she's not happy. He takes in the basic black garb, says:

PASSENGER

I'm sorry.
(awkwardly)
Have you -- lost someone?

ON WOMAN

Except for her wistful eyes, her face is in shadows.

WOMAN

...Yes.

HOLD ON HER for a beat. The bridge's shadow engulfs her, plunging her into darkness.

CUT TO:

EXT. GOTHAM CITY SKYLINE - NIGHT

PANNING SLOWLY the Dark Deco metropolis, until we come to the Dark Knight, standing on a concrete precipice, overlooking the city. It's all he has now -- perhaps all he ever had.

CLOSE ON BATMAN

The eternal guardian. Without love, without pity.

DRAMATIC ANGLE

The Bat Signal suddenly lights up the sky behind him. Batman turns, FIRES his grappling gun and swings, cape flaring dramatically, toward the light.

FADE OUT

THE END