

BATMAN: THE FRIGHTENING

by

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Batman created by Bob Kane

Darkness. The roar of violent rain. A commanding flash of lightning introduces us to-

EXT. ROAD - NIGHT

Two lights in the far distance penetrate the rain as they hover closer. A rickety white van crawls up a makeshift muddy road to the security gate. With recognition the guard in the booth waves the driver in as the gates slide open. The storm engulfs the asylum in the distance. The massive building rests between three guard towers each throwing searchlights across the compound. A rusty sign, embedded into the dark stone wall, indicating Arkham Asylum.

EXT. ARKHAM ASYLUM - CONTINUOUS

The headlights cast light on the stone steps leading to the former mansion. The van squeals to a stop and two muscular guards step out, sinking into the mud and pounded by the storm. They both wade to the rear and while one fumbles for the keys, the other readies his cattle prod. The back doors swing open and a third guard shoves the cuffed patient who flies face first into the mud. The patient raises his head gasping for a breath but is met with a thick boot forcing his face back into the mud. The other two roughly force his body into a straight jacket. The guards jerk him onto his feet. A large yellow smile is all that is visible through the black mud covering his face and hair. He lets out a familiar high pitched laugh.

INT. ARKHAM ASYLUM

Through the entry way, down the stairs, and past the double gates is a long row of cells. Water drips from the ceiling onto the stone floor creating silver puddles scattered down the hall. Screams, moans, and incomprehensible yelling fill the chamber. The squealing of the rusty cart attracts the attention of the patients. A doctor and an orderly both in white coats saunter down the row looking straight ahead, deliberately ignoring the patients in each cell. Arms hang out the first cell they pass, a crazed man lunges for the doctor, narrowly missing his arm. One cell is completely incased in glass and the floor is covered with snow.

DOCTOR

What is his status?

The orderly avoids the grasp of a quick hand.

ORDERLY

Won't eat, won't talk, won't let  
anyone close enough to test him.

The men stop at the final cell and look in through the tiny glass window.

INT. CELL

Pitch black. A flash of lightning through the barred windows briefly reveals the contents of the cell. A large man is curled up in the corner. His face covered in a tight red mask and his body is bound by a straight jacket.

ORDERLY (V.O.) (CONT'D)  
He stopped screaming last night, I  
guess the hallucinations have  
stopped, now he just growls, like  
he's part animal or something.

DOCTOR  
Or something.

EXT. CELL

DOCTOR  
I will examine him now, sedate the  
patient.

ORDERLY  
He's too weak to try anything.

The doctor shoots the orderly a commanding glance, who takes the hint and whistles to another orderly who is poking a patient with his baton.

INT. CELL

The door creaks open letting a crack of light onto the patient huddled in the corner. He continues to rock back and forth oblivious to the men entering. The two orderlies enter first. One orderly cautiously steps over and pulls him to his feet. The patient's head sags to his chest. The other orderly prepares a needle from the cart.

ORDERLY  
Take it easy big guy, you won't  
even feel it.

The orderly quickly inserts the needle into the patient's needle scarred wrist and injects the amber liquid. The doctor follows in, slamming the door behind, and stands face to face with the patient.

DOCTOR  
I am told we are feeling better  
today.

The patient just mumbles to himself, still seemingly unaware of his surroundings. The doctor steps closer to the patient, whispering in his ear.

DOCTOR (CONT'D)  
You'll never leave here, not after  
what you've done to Gotham. You  
will not kill again.

The patient drools and grunts.

DOCTOR (CONT'D)  
If you don't cooperate, we'd be  
happy to change your  
accommodations. A thirty day  
stretch in the rubber room may be  
the perfect treatment.

The patient mumbles angrily.

DOCTOR (CONT'D)  
Another month it is. Throw him in  
with our newest guest.

The doctor starts to leave, but as he turns he notices the patient's arm is a dark purple. He then notices a tourniquet around his elbow, he glances up at the man, who flashes a menacing smile. Supporting himself on the orderlies he kicks off the doctor's chest, and while kicking him across the face he back flips out of the grasp of the orderlies and continues the flip sliding down between the two bringing them crashing to the floor. He sweeps the cart scattering the needles through the air. With remarkable speed the patient is on his feet catching three of the needles in a flash of the hand, darting a needle into each man's neck. He takes another needle from the ground, injects himself in the wrist, then removes the tourniquet. A small mirror towards the bottom of the cell gives view to the clock at the end of the hall. It reads:

11:59:57..58..59..12:00:00.

He snaps the rubber tubing attached to the top and bottom door locks. A spoon jams between each lock and he slides the door open.

EXT. CELL

The patient sprints down the length of the hall towards the guard booth.

## INT. GUARD BOOTH

The guard looks up from his magazine and sees the masked man charging him. He stands, hits the alarm, and grabs the shotgun. As he turns the man is already flying through the window head first and tackling him. Within a second the patient disables the guard, grabs his keys, and unlocks the closet. The loud wailing of the alarm hastens his pace. He unlocks and opens an electrical box revealing rows of marked switches. He flips the row marked "Electric GTS Perimeter". He pulls a lever on the wall and the gates swing open.

## INT. ASYLUM ENTRY

The man lugs up the stairs and into the entry way. Several armed guards led by Head of Security LYLE BOLTON, an intimidating man in his forties, file out from the second floor.

LYLE

Take out this legs.

The guards unleash a flurry of bullets. The man rolls out of the way of the fire and bursts out the front doors into the raging storm.

## EXT. ASYLUM

The scream of the alarm echoes through the compound. He stumbles a bit still bewildered from the injections, he hurls his body across the stairs and lands in front of the van. The guards burst out of the asylum and rush the patient. A helicopter appears overhead with its searchlight centered directly on him. He searches through the blinding light for the source of the voice:

LYLE (CONT'D)

Drop to the ground or you will be killed.

He turns to run, but the light blinds his direction.

LYLE (CONT'D)

You try it, your dead, get down, now.

The man reluctantly does as ordered and drops into the mud.

LYLE (CONT'D)

Put your hands behind your head.

Again, the patient does as ordered bringing his muddy hands to his neck.

Lyle rushes the patient and slams the butt of his rifle into his stomach. He then proceeds to kick him relentlessly. A low hum is barely audible above the roaring of the rain and thunder. As the man is being beat the hum comes closer, closer, until it is a loud shriek. Lyle stops the beating to look around for the source of the sound. He looks down at the ground and in the searchlight is a large shadow... in the shape of a bat. Lyle looks up to see the Batwing hovering five feet above. Taking advantage of the distraction, the man hits Lyle with both fists in his thigh, throwing his prosthetic leg. Lyle falls and the patient catches him over his shoulder.

GUARD

Hold your fire! He's got Lyle.

The patient sprints across the courtyard with Lyle in tow. The Batwing is in pursuit.

EXT. PERIMETER FENCE

The patient runs straight at the closed gate and then hurls Lyle onto the barb wire. He screams out in pain, uselessly fighting to escape the razor wire, kicking away with his one leg. The patient jumps over the fence, using Lyle's body to avoid the barb wire, falling to safety on the other side. Three military trucks speed across the compound and through the perimeter gate, one stops next to Lyle to pick him up. The helicopter follows above keeping the searchlight on the escapee.

INT. TRUCK

Lyle hops into the passenger side and the driver hands him his leg. Lyle snatches the leg from him angrily.

EXT. COMPOUND

The trucks near the patient. One truck ramps up a pothole launching it into the air. Looking up the patient sees it flying over his head. The truck crashes down on its side, almost crushing the patient, and then slides past him.

INT. TRUCK

Lyle pulls the handset from the dash-radio and grabs the walkie-talkie.

LYLE

All units, corner him at the cliff.

## EXT. TRUCKS

The front truck accelerates as if to ram him. The patient glances back to see the bumper inches away. Suddenly he jumps over the unseen cliff and disappears into the abyss. The 3 vans hit the brakes and slide through the thick mud to the cliff's edge. One van slides too far and teeters over the edge.

## INT. FALLING TRUCK

The guards are motionless, terrified. The men are staring straight down into the dark canyon.

## INT. 2ND TRUCK

LYLE

Hold it steady boys, we're coming  
for you.

The driver hops out and runs to the winch on the truck's front bumper.

## INT. FALLING TRUCK

The men are frozen, with horrified looks staring down into the black abyss. The truck gives a little more, and begins a slow slide.

## EXT. 2ND TRUCK

The driver unreels the winch quickly, it stops suddenly. He tugs it harder, jammed.

## INT. FALLING TRUCK

A radiant light suddenly appears through the windshield.

## EXT. CLIFF

The Batwing hovers in front of the van. The patient pulls the red mask from his face revealing BRUCE WAYNE, looking tired and haggard after weeks of torment we can only imagine. He sits behind the pilot: ALFRED, an elderly butler in his seventies. The truck falls. The Batwing fires two harpoons through the truck's windshield, which continue through the back windows and towards the other trucks. The guard at the winch ducks as the spear narrowly impales his head, and punctures the grill. The other harpoon scores through the other truck's windshield. The truck on the cliff is now supported by the weight of the other trucks.

INT. BATWING

ALFRED

I hate to interrupt your vacation  
master Bruce, perhaps in the future  
you'll choose a more hospitable  
location.

He puts his hand on Alfred's shoulder.

BRUCE

Let's go home, Alfred.

EXT. BATWING

The canopy closes. The Batwing tilts backwards and rockets straight up narrowly missing the helicopter. The guards stand in a circle staring up at the sky, the white straight jacket and red mask float to the ground between them. The red glow of the Batwing exhaust disappears into the night.

FADE OUT.

INT. WAYNE MANOR - BRUCE'S BEDROOM

A fire blazes in the massive fireplace. Bruce stares out the massive window onto Gotham below. His eyes are black and his skin a pasty white. The litter surrounding the Christmas tree in the corner indicates he's been here for days. Alfred enters with a tray of food.

ALFRED

Master Bruce, would you please eat  
at least one meal.

Bruce doesn't respond. Alfred proceeds to place the tray on the desk and then turn on the television. GRACE SUMMERS, an attractive redhead in her early thirties, is reporting.

GRACE

... funeral. Gordon's family was  
unable to comment but a statement  
was released by Gordon's  
replacement: James Noose.

JAMES NOOSE

The murder of Commissioner Gordon  
will not go unpunished. We will  
find the man known as Batman and he  
will stand trial.

He walks toward the door then turns back to Bruce.

ALFRED

Mr. Wayne, if I may be so bold, I am your butler, but also your friend, if you feel the time is right, I would like to hear what happened.

BRUCE

Thank you, Alfred.

Alfred hesitates at the door, then turns and leaves. Bruce stares blankly at the TV, Grace Burn continues her report.

BRUCE (CONT'D)

Gordon...

FADE TO:

EXT. APARTMENT - STREET -NIGHT

A crowd of people is being pushed back behind the police blockade. A police cruiser arrives. COMMISSIONER GORDON, an athletic man for his fifties, steps out of the car and looks up to the 30 story apartment.

INT. HALLWAY - NIGHT

Gordon makes his way from the stairs. Two children, one dressed as a princess, the other a fireman cry in their mother's grasp.

MOTHER

It's alright, we can still go trick or treating, we'll still go.

GORDON

Excuse me.

Gordon wedges by them and ducks under the police tape into the apartment.

INT. APARTMENT -NIGHT

The traffic of a police and detective squad busily works the crime scene. A quiet murmur fills the apartment. In the middle of all the flashing cameras and cop banter a man's body lay face down on the floor. His head is literally smashed through the broken floor. Pumpkin shards are scattered across the scene, burn marks in the carpet. Gordon walks into the apartment like one who has done this time and time again. BULLOCK, a gruff donut eater in his thirties, jumps up from the body and waddles over to where Gordon is observing the scene.

BULLOCK

No ID on the victim yet, but the apartment belongs to a Dr. Susan Penchky and we've got an APB out for her arrest now.

Gordon crouches next to the body noticing the head hanging down through the floor.

BULLOCK (CONT'D)

Ouch, eh? Some real sick people, man. They always come out on Halloween.

GORDON

Someone heard this, what did you turn up?

BULLOCK

Neighbors down the hall reported a bunch of loud thuds about an hour ago. No eye witnesses.

Bullock takes a piece of gum from its wrapper and begins chewing it. Gordon shoots him a disappointed glance.

GORDON

Was that from his pocket?

BULLOCK

Yea.

GORDON

Is it evidence?

Bullock sheepishly spits it back into the wrapper. Gordon strolls out the glass doors and looks up into the black sky.

GORDON (CONT'D)

How'd the killer get in?

Bullock just shrugs. Gordon walks back into the room as two officers block off the balcony doors with crime scene tape.

GORDON (CONT'D)

Prints? Weapon?

BULLOCK

Nothing, it was a clean job, real professional like.

GORDON

There's always something detective.  
Tell your men to take a break.

BULLOCK

Sir?

GORDON

Go eat a donut, Detective.

BULLOCK

Alright, boys, let's give the scene  
some air, let's go.

The men file out of the room leaving Gordon alone staring  
down at the body. A swish of air.

BATMAN

No weapon was used. His head was  
stomped into the ground.

Gordon swiftly turns but only sees a brief shadow. A blue  
ultraviolet light fills the room.

BATMAN (CONT'D)

He was raised to the wall....

The light points to the indicated wall then darts around the  
room revealing various splotches and smears.

BATMAN (CONT'D)

They drug him across the carpet  
here. Based on the spreading of  
the blood, he was here awhile.  
They questioned him.

The light reveals a myriad of footprints.

BATMAN (CONT'D)

Look at the gait and stance depth,  
all five were very large men.

GORDON

I only see four sets.

The light flies across the room and hovers on the victim, a  
fifth set of footprints on the victim's back and neck.

GORDON (CONT'D)

I see... and how did they get in?

BATMAN

Same way I did.

Gordon pulls out his note pad and tries to keep up. The blue light turns off, a glimpse of a gloved hand hitting the answering machine.

MAN ON ANSWERING MACHINE

Hey babe, it's Jack, I've gotta run  
back to the plaza for the tickets  
and I'll be by at 11:00, see you  
then.

Gordon glances at his watch, 12:10.

GORDON

Those Jack-O-Lantern shards, we'll  
send those to the labs see if we  
can lift a print or two.

BATMAN

Don't bother.

A gloved hand wipes across the coffee table.

BATMAN (CONT'D)

Latex powder. They took their  
gloves off when they left.

GORDON

And I suppose you've figured out  
the motive.

BATMAN

Wrong place, right time. They  
weren't after him, they needed the  
woman.

GORDON

Woman?

BATMAN

The lipstick on his cheek.

Gordon looks down at the head which can't be seen through the floor. He gives Batman a curious glance.

BATMAN (CONT'D)

I was just downstairs.

Gordon shrugs in appreciation.

BATMAN (CONT'D)

Were the Plaza tickets on the body?

GORDON

Just keys and chewing gum.

BATMAN

Get your men to Gotham Plaza  
immediately. We may still have  
time to save her.

Gordon squints into the darkness and sees that Batman is gone, the tape still untouched.

EXT. GOTHAM PLAZA

A large upper-class hotel. The street and sidewalks are vacant. Smoke billows from the entry of the hotel. The fiery faces of Jack-o'-lanterns line the sidewalk. The Batmobile roars onto the scene, the hatch slides open. Batman slams to the ground with authority. Silence. Batman takes a few steps forward scanning the scene. He hears a man yelling and looks around for the source. Coins bounce off a nearby car. The screaming comes closer and closer and closer... A bodybuilder slams onto the parked car 10 feet from Batman, caving in the roof. Batman stares in disbelief then walks towards the car as the bodybuilder, DEVIL, regains his senses and jumps to his feet, blood drips from the devil mask covering his face.

DEVIL

Wow.

Batman looks up to the top of a 5 story building where four other masked bodybuilders are about to jump. One of them swan dives towards the Batmobile. Batman speaks into his wrist/microphone.

BATMAN

Shields.

In seconds the car shells over. TROLL slams into the car but it doesn't give. He lays in pain a few seconds, then is electrocuted by the hood of the car, he rolls to the ground, smoking. The yelling of a jumping bodybuilder, ALIEN, alerts Batman into action. He grabs Devil from the car and points the grappling gun at his chest. Devil giggles.

DEVIL

Whoa boy, easy now.

Batman fires the gun and a grappling hooks shoots through Devil's coat and continues towards Alien. The hook grapples the helm of his pants. The rope catches over the top of a street light and jerks Devil off his feet as Alien slows down and stops 10 feet from the ground, creating a human balance. Two others jump. Batman checks his belt. Empty.

He clicks a button on his wrist, a grappling gun fires from the side of the Batmobile across the street towards Batman. In one swift motion Batman catches the gun, turns, and fires it up towards the falling men. The hook fires up and in between them. They look up as it sinks into the roof above, then look back down to see the other end of the rope coming up at them. At the last second the ball bursts open and a net spreads out capturing them both, suspending them a few feet above the street. The bodybuilders struggle free of the rope. They encircle Batman.

DEVIL

Do you mind if we kick your face  
in?

BATMAN

Sure. And please, don't wait your  
turns.

Devil charges Batman head on. Batman sidesteps and trips Devil into another kick. Devil gets back up completely unphased and charges Batman again. Batman sidesteps tripping Devil through a store window. Troll pulls out a ball and chain and begins swinging above his head. Batman stands, waiting patiently. Troll swings it at him with incredible force, Batman rocks his head back and the momentum of the missed swing sends Troll twirling around. Batman grabs the spiked ball and swings Troll around, slamming him through a water truck. Batman turns just in time to see the other two men holding a small car above their heads, ready to throw. As he spins Batman sends two Batarangs flying, each hitting a bodybuilder in the face. They drop the car on their heads and hit the ground. Devil steps out of the gun store window firing a shotgun. Batman stands easy. The Batmobile releases a flock of twenty Batarangs narrowly flying past Batman and rip through Devil hurling him back into the store. Troll takes two water jugs from the water truck and charges Batman. Batman hits his stance, dodging the swinging water jugs. In a quick spin he lands a kick across Troll's jaw sending him flying into the broken jugs. A line of police cruisers arrive at the perimeter with lights and sirens blazing. They form a perimeter around Batman and the five bodybuilders. Commissioner Gordon stands behind his car door with a megaphone.

GORDON

All of you get down on your knees  
and put your hands on your head.

Without hesitation Devil charges Gordon. Gordon steps back but is pinned by another car. Before Devil can breach the police line a batarang wraps his legs and he slams face first into the pavement. Batman begins dragging Devil back with the rope, when Troll and Alien charge him.

Batman charges straight at them then dives to the left, clotheslines them both with the rope. Before they can stand Batman ties both of their arms and legs. The remaining two bodybuilders charge the police line. Gordon brings up his gun.

GORDON

Freeze! We will fire.

The bodybuilders only speed up, screaming their battle cry. Batman drops down in front of one of them with his cape off like a matador. He throws it over his face, and then wraps around him with the rope throwing him to the ground. While holding the man in a choke hold he puts a small tranquilizer into his neck. Batman looks up to see the second bodybuilder be riddled with bullets.

BATMAN

NO! DON'T SHOOT!

His yelling inaudible over the gunfire. The bodybuilder slows but continues to charge, only to be shot several more times, he falls to his knees, then onto his face. Dead. Batman angrily stands lifting the 300 pound bodybuilder onto his feet. He walks over to the dead man and searches his pockets. He finds a two Plaza tickets and a matchbook with two addresses hand-written in the opening flap.

OFFICER

We are going to need that as evidence, Batman.

BATMAN

Alright.

Batman tosses the sedated bodybuilder onto the officer while ripping the cape off. Gordon approaches Batman.

BATMAN (CONT'D)

No sign of her. They dropped her off before the checkpoint.

GORDON

Batman, my men, they had no choice-

BATMAN

There was no reason.

Batman looks over at a pile of broken ropes, Troll escaped. Batman turns to Bullock and rushes him. Bullock turns away in anticipation of the blow, but looks back and he is gone.

INT. BATCAVE

The Batmobile rolls into place at the edge of the cave. Batman jumps out and walks up the stairs to the research area, Alfred awaits with a towel and dinner.

ALFRED  
Early night, sir?

Batman doesn't respond, but walks into the closet.

ALFRED (CONT'D)  
Is something the matter, sir?

Bruce walks out of the closet in a black tank top and pants.

BRUCE  
No, Alfred, we're going to need  
access to the police computers.  
Bring 'em up, will ya?

Alfred nods and walks over to the main console, typing expertly.

ALFRED  
Sir, we're in, what is it you  
wanted to see?

BRUCE  
Three men were brought in tonight,  
I'd like to see their profiles.

Alfred types away like a veteran hacker. The information comes up with the mug shots.

ALFRED  
No previous records. All are  
members of the Gotham University  
power lifting team... I'm afraid  
there isn't much here, Master  
Bruce.

BRUCE  
Bank accounts...

Alfred types away furiously. Bruce begins reading off the results.

BRUCE (CONT'D)  
Food, food, food, car payment,  
food...

ALFRED

What is it you're getting at, sir?

BRUCE

Those men, they were... unnaturally fearless, feeling no pain.

Bruce tosses the matchbook and flips it open.

BRUCE (CONT'D)

This first address is Shenksy's.  
Look up this other address, I think  
it's their next mark.

ALFRED

Mark, sir?

BRUCE

It won't stop tonight.

Bruce walks to the edge of the platform and looks into the abyss of the canyons.

INT. LECTURE HALL - DAY

DR. JONATHAN CRANE, a tall lanky man in his thirties, paces back and forth lecturing to himself.

CRANE

I must not fear. Fear is the mind-killer. Fear is the little-death that brings total obliteration. I will face my fear. I will permit it to pass over me and through me. And when it has gone past I will turn the inner eye to see its path. Where the fear has gone there will be nothing. Only I will remain...

STUDENT

Dr. Crane, I don't think anyone in this room knows what the hell you're talking about.

Crane stops suddenly and looks around, realizing he is in front of a full lecture hall. Crane pauses, then smiles.

CRANE

Very well, Mr. Snow. What is your greatest fear?

SNOW

Fear itself?

CRANE

Nonsense, Mr. Snow. If fear is inevitable, controllable, then why can it not be our ally as well?

Blank stares.

CRANE (CONT'D)

Mr. Snow, I could talk all day about the extent of fear on the placement of society, how about I show you instead?

Crane walks behind the lab table and pulls out a large aquarium. Behind the glass is a large black cat. The class leans forward. Crane reaches back behind the table and pulls out a small white mouse. He holds the mouse by the tail and waves it in front of the glass. The cat begins to hiss and claw at the glass.

CRANE (CONT'D)

Conflict is dictated by fear, nature, by definition, is the balance of that fear. The cat knows the mouse is afraid and therefore knows he's in control, but what happens when...

Crane places a cover on the aquarium, and then turns the valve on a small canister connected to the cover. A red gas leaks into the aquarium, but the cat seems unaffected. Crane takes away the cover and picks up the mouse. Crane drops the mouse into the aquarium. The mouse immediately runs to the corner, and the cat drops low and prowls forward. Suddenly the mouse turns and squeals, the cat quickly retracts with its fur and back spiked and begins ramming into the glass on the opposite side desperate to escape. Crane reaches in to pull out the cat, but the cat sinks its claws into Crane's wrist. Crane pulls back holding his hand and glares at the cat. Crane then takes a syringe and presses a small drop of amber liquid onto the mouse's neck. The mouse pauses, then stands up on its legs, it hisses and charges the cat's throat. After a minute of squealing and hissing the white mouse is soaked in red, and the cat is dead. Crane looks through the other side of the glass smiling widely.

INT. GOTHAM UNIVERSITY WEIGHT ROOM

A long hall filled with various machines and weight lifting equipment, overlooks the university pool. On the far end of the weight room a large pack of bruised bodybuilders are working out together.

INT. SQUAT RACK

A bruised and beaten BROCK, a CROSS TATTOO on his forearm, encourages his workout partner.

BROCK

C'mon, hit it again, you got it,  
it's all you baby, one more, push,  
c'mon... FIVE. Alright.

CHRIS finishes his squat set, racks the weight, and is rewarded by pats on the butt from his workout partners. Bruce, a little shorter and a little smaller in build walks into the group wearing full training gear.

BRUCE

You boys mind if I work in?

The group turns and stares at him. Bruce continues to wipe down the bar with his towel, and then positions himself under the massive amount of weight. Brock stops the bar.

BROCK

Are you gonna do a warm up set, old man?

BRUCE

Yeah. This is it.

Brock smirks and steps back. Bruce quickly knocks out eight perfect reps and racks the weight. The group stares in disbelief.

INT. LOCKER ROOM

The bodybuilders walk into the shower room. Everyone taking a shower sees the group, grabs their towels, and runs out. The group begins pushing each other around and the usual locker room horseplay. CHRIS shoves Brock back who slips on the wet tile, but is caught on his way down by BRUCE.

BROCK

You again, eh, man?

BRUCE

Nasty look you've got there.

Brock feels his face.

BROCK

Feels fine. What's your name?

BRUCE  
Bruce. You?

BROCK  
Brock. This is Chris, Ethan, Buck,  
and Crown. We're the GU weight  
lifting team, or what's left of it.

BRUCE  
How do you mean?

BROCK  
A few of our boys were arrested  
last night, one was killed.

Crown slams his fist into the shower wall.

BRUCE  
Sorry to hear that.

Chris walks to the other shower besides Bruce.

CHRIS  
So what you using man?

BRUCE  
Using?

CHRIS  
It's cool man, 'ol Ethan has used  
every roid in the book.

Bruce turns and looks at ETHAN, a bald, yellow skinned 20  
year old.

BRUCE  
I don't juice.

CHRIS  
No one can push that much weight  
without a cycle or two.

BRUCE  
I suppose if the price were  
reasonable...

Chris doesn't say anything, grabs his towel, and walks over  
to his locker.

INT. LOCKER AREA

Bruce walks over and Chris hands him a small carton.

CHRIS

You've got two cycles there, going  
rate is four Gs.

BRUCE

Where did you get it?

CHRIS

Hey, you wanna ask questions or get  
heeyooge.

Bruce pulls out his wallet and hands him the money.

CHRIS (CONT'D)

Whoa, ho, ho, money man, pleasure  
doing business with you.

EXT. PLAYGROUND - DAY

A class of children covers the playground. Crane sits off to the side on a bench staring blankly. A boy on the swings is sitting with his leg crossed just like Crane, and is reading The Legend of Sleepy Hollow. A group of boys comes up behind him.

BULLY

Hey, Ichabod, you want to swing,  
eh?

Before the young Crane can get off the swing, two of the bullies begin pushing him back and forth.

YOUNG CRANE

No! Let me down! Stop!

Crane looks up from his grading and notices the boy.

BULLY

Are you scared Ethiopian boy?

They push the swing higher and higher.

YOUNG CRANE

Stop! Please, stop! Let me down!  
Please!

Young Crane starts to cry, but the bullies just push harder. Crane runs to the fence, fighting with it, screaming at the boys, but he is mute. The book flies free of Young Crane's hands, and the pages break free, raining down onto the playground.

BULLY

Skin and bones is scared.

The bullies laugh and push him even harder, Young Crane breaks free of the swing and flies sprawling onto the ground.

YOUNG CRANE

My leg, you broke my leg! Somebody  
help me, please!

The bullies run away as the teacher comes running. The pages of the book rain down dreamily over him. Crane is still yelling at the fence but now it is audible.

CRANE

Leave him alone, stop it, leave me  
alone! Please, stop it!

Crane realizes there is no one at the swing, and everyone around is now staring at him. He fixes his hair and slowly walks back to the bench, his face and shirt are drenched in sweat.

INT. BATCAVE

Bruce walks down a level and turns on a giant computer screen. He pulls out the syringe he bought from David and swabs out the liquid. He begins to examine the substance under the microscope seen on the screen. The screen shows the processing then displays the results.

BRUCE

(reading the screen)  
Traces of hydroxyandrost,  
testosterone. A simple steroid...

Bruce walks up and looks closer at the screen.

BRUCE (CONT'D)

This isn't possible. It's  
unstable. It would kill the  
recipient immediately.

Bruce types away, zooming onto the cell.

BRUCE (CONT'D)

The exterior of the steroid  
molecules are coated with  
something. Computer, analyze the  
epidermis of regents 2b and 4f.

The computer processes.

BRUCE (CONT'D)  
Unknown substance.

Bruce walks back up the stairs to the computer level.

INT. BOARD ROOM

Crane, covered in sweat and hair a mess, walks into the room carefully, looking around as if unsure of the location.

GROMLEY  
Jonathan, thank you for coming, we  
know it's short notice.

ASHTON GROMLEY and THADDEUS EGGINS, two proud deans in their forties, both with ridiculous mustaches, stare behind thick suits at the frail and nervous Crane before them.

CRANE  
I've got nothing but time I assure  
you.

GROMLEY  
Take a seat, please.

Crane slowly sinks into the chair.

EGGINS  
I suppose you know why you're here,  
so we may as well get straight to  
the point. The extra funding you  
requested-

CRANE  
I got it?

EGGINS  
You're fired.

Crane stops suddenly.

CRANE  
What?

GROMLEY  
You're fired.

CRANE  
What are you talking about?

EGGINS

Well, I'd be lying if I said it was a difficult choice, quite frankly, Crane, this day has been a long way coming.

CRANE

Why?

EGGINS

Your experiments, your irrational methods, your request for human test subjects, the dead cats-

CRANE

Fools! You can't do this to me, what, who, Dr. Shensky, she made you do this.

GROMLEY

She was the only one vocal about the situation, but we feel the same way.

EGGINS

Bye, Crane.

Crane speaks under his breath.

CRANE

No, you will see me again, before you die, you will know true fear.

GROMLEY

See. I heard that. That's the exact kind of freakishness we're talking about. Get some help.

EXT. WAYNE ENTERPRISES

The Rolls pulls up to the front of the classic skyscraper and Alfred steps out, walks to the rear, and opens the door for Bruce.

BRUCE

How's your day looking, Alfred?

ALFRED

Well the antiques need shining sir, and I'm going to start on the wood-

BRUCE

Alfred.

ALFRED

Yes sir?

BRUCE

Look at this day, take it off, go do... whatever it is you do.

ALFRED

Very well, sir. We did need some new mops.

BRUCE

See you later.

INT. WAYNE ENTERPRISES -LOBBY

Bruce strides confidently across the vast lobby greeting each employee by name. He steps through a group of custodians who are cleaning up an elaborate mess.

BRUCE

Susie, how are things with the dog, what's it's name?

SUSIE

Tom? Great, just found out about his other girlfriend.

Bruce chuckles and continues to the elevator. JOSH, a security guard, is checking ID's at the counter.

JOSH

Mr. Wayne, how are things this morning?

BRUCE

So far so good, Josh. You?

JOSH

Going great.

BRUCE

Where's Lyle?

JOSH

Mr. Bolton is still recovering from surgery. He'll be in later today.

BRUCE

Send him up when he comes in, OK?

JOSH

Will do, sir.

INT. BRUCE'S OFFICE

Bruce strolls casually to his desk and then stands at the window.

BRUCE  
Hey, Dolly.

DOLLY  
(over speaker)  
Yes, Mr. Wayne?

BRUCE  
Are we still giving that chemical  
research plant, what's the name-

DOLLY  
(over speaker)  
Fountain Chemicals, and yes, sir,  
we're still donating 3 million  
every quarter.

BRUCE  
Well that should get us something,  
get them on the phone, would ya?

Bruce eases into the chair, playing with knick knacks while waiting for the call. Someone knocks at the door.

BRUCE (CONT'D)  
Come in.

Lyle Bolton steps in, and limps to the desk. Bruce stands.

BRUCE (CONT'D)  
Ah, Lyle, how'd it go?

Lyle knocks on his plastic leg.

BRUCE (CONT'D)  
I'm really sorry to hear that Lyle,  
really, here-

Bruce walks around the side of the desk and helps him ease into the chair.

LYLE  
I got it, sir, but thanks.

Bruce sits on the edge of the desk.

BRUCE  
So how are you? Considering.

LYLE

Doing OK, I don't mind the fake leg too much, there's really no difference.

BRUCE

Good, good.

LYLE

Look, about what-

DOLLY

(over speaker)

Mr. Wayne, Ryan Flemming from the chemical factory is on the line.

BRUCE

Put him through, Dolly.

(beat)

This will just take a second, Lyle.

RYAN

(over speaker)

Hello? Mr. Wayne?

BRUCE

Hello, Mr. Flemming is it?

RYAN

(over speaker)

That's right, but call me Ryan, Mr. Wayne. I insist. After everything you've done for us I feel like the little French boy or something.

BRUCE

No, don't think of it, you and your people do great work.

RYAN

(over speaker)

Well, thank you, sir. Your money isn't going to waste. We've invented several new compounds that we're very excited about, so what can I do for you?

BRUCE

Actually, Ryan, that is exactly why I'm calling. I'd like to take a look at what you've created, and your clientele list if it's at all possible.

RYAN

Well, you're more than welcome to our files, they're public record-

BRUCE

I'm more interested in your private accounts.

RYAN

Well, Mr. Wayne, we assure all of our clients their privacy.

Lyle squirms, irritated.

BRUCE

I can certainly understand that, I assure you I wouldn't ask if it weren't absolutely important.

RYAN

Mr. Wayne, I really wish I could, but its part of our contract I mean-

BRUCE

Ryan, I don't mean to imply that I've paid you off, but the donations I've made-

RYAN

Sir, the money is great, but I really can't-

Lyle jumps up from his chair and leans over the speaker.

LYLE

Listen you sleazy little weasel, screw the contract and your clientele! Your business is Wayne's business!

Bruce gently pushes back on Lyle's shoulder for him to sit down. Lyle violently pushes Bruce's hand away and keeps yelling.

INT. FOUNTAIN CHEMICALS

The screaming of Lyle is audible throughout the office. Ryan is holding the phone away from his ear.

LYLE

Tell him what he wants to know or I'll personally be down there to rip your-

Ryan slams down the phone.

INT. BRUCE'S OFFICE

Both men sit in silence for a moment.

BRUCE  
You have kind of a temper, don't  
you?

LYLE  
Yea, I guess I do.

BRUCE  
That's actually why I wanted to see  
you...

Bruce gestures to the balcony.

EXT. WAYNE ENTERPRISES - BALCONY

The men stand overlooking the city.

BRUCE  
I'd like for you to take some time  
off.

LYLE  
Sir?

BRUCE  
I'm putting you on an anger  
management program, I'm getting you  
the best doctors.

LYLE  
Sir I can't-

BRUCE  
On me of course.

LYLE  
Sir, I've got to work, security is  
all I know, no one will take a  
basket-case.

BRUCE  
I've given plenty of money to  
Arkham, I'll make a call for you,  
you can work there until you finish  
your program, we'll be waiting for  
you here.

LYLE

Well, thank you, sir, but that's a different place than here, what about...

Lyle knocks on his fake leg.

BRUCE

I don't think it will interfere in any way.

INT. GOTHAM UNIVERSITY - EGGINS OFFICE - NIGHT

Eggins works through the clock grading papers at his desk. The sound of approaching footsteps.

EGGINS

Hello? Who's there?

Eggins gets up from his desk rushing to the hall.

EGGINS (CONT'D)

These premises are off limits after-

INT. HALLWAY

Empty. Eggins looks around and goes back in his office. Thinking twice he closes the door.

INT. OFFICE

Eggins settles back into his seat, resumes grading. A furious pounding at the door. Eggins jumps in his seat. He nervously adjusts his glasses.

EGGINS

Hello? Who's there?

Eggins slowly gets up from his seat and walks to the door. He opens it quickly, and looks into the hall, nothing. He runs back into his office and grabs the phone, dead. He runs out into the hall.

INT. HALLWAY

Eggins walks down the dimly lit hall, checking each open door for a phone. A reflection of someone in a window, he turns, no one. He rounds a corner, a red gas permeating from a locker. He coughs a bit, then keeps running. As he runs he looks down at his skin, leeches cover every inch of his body.

EGGINS

My God, get off, get them off!

Eggins sprints through the hall screaming. He rushes through the history department and slams into a glass case, a SCYTHE, hits the floor, echoing through the halls. The leeches are moving up his face, he screams out loudly as he runs through the doors, into-

INT. AQUATIC CENTER

Eggins sprints towards the Olympic sized pool and dives in. He resurfaces moments later with a sense of relief, the leeches are gone. He wades to the edge of the pool. Two feet are waiting. He slowly looks up to the shadowy face.

EGGINS

Crane, what are you-

Crane slams the scythe down into his back. Crane turns to leave, thinks better of it, then turns back. He picks up the scythe and slams it down again and again, his face, he is enjoying it.

EXT. CEMETERY - MORNING

A sea of black umbrellas shelter the funeral procession from the heavy morning rain. A coffin rests above the freshly plowed plot, and a preacher speaks to the large gathering.

PREACHER

He served his city, but served his  
family first. Gotham will forever  
be indebted to the service of James  
Gordon.

In the front of the group is BARBARA GORDON, a red haired college student, crying profusely. Barbara steps to the front and takes the preacher's place. She begins to speak in between sobs. Bruce stands behind the group by a tree and without an umbrella. He looks awful. His hair is soaked to his forehead and his eyes are bloodshot surrounded by black circles. He walks forward into the rain and towards the congregation. He stops suddenly, and then looks on. The congregation forms a line at the casket. The group passes the coffin in a line and then scatters back to their cars. Barbara stays behind to talk to her father. Bruce begins to approach her, then steps back into the cover of the trees. Barbara finishes and slowly makes her way to the car. Bruce sloshes through the grass and stops at the coffin. He pulls a SMALL POLICE BADGE out of his trench coat and places it on the gravestone. He looks back and sees Alfred, under umbrella, waiting by the limousine. He turns back to the coffin and places his hands on the lid.

BRUCE

James...I, you should have never trusted me. They told you to stay away from me, you should have listened, Gordon, why didn't you listen. I'm sorry...

GORDON (V.O.)

Don't be...

INT. GORDON'S OFFICE -NIGHT

GORDON

Like you're going to use the door?

Batman is standing in the shadows of the corner by an open window. Jazz plays softly in the background.

GORDON (CONT'D)

Another one last night. Eggins. Found pin cushioned in the Gotham University swimming pool. Someone with a soft spot for GU Deans?

Gordon tosses pictures of Eggins floating in the pool.

BATMAN

Expect another murder. I think this is their next mark, Jonathan Crane.

Batman tosses the matchbook on Gordon's desk.

GORDON

Good, we'll start 24-hour protective surveillance of the residence immediately.

BATMAN

Those men you brought in the other night, it doesn't stop with them.

GORDON

Talk to me.

BATMAN

They were on something - some sort of steroid that hasn't been registered.

Batman tosses a packet of printouts onto the desk.

BATMAN (CONT'D)

It blocks the section of the brain responsible for pain, and nullifies the section of fear.

GORDON

Messy.

BATMAN

I haven't been able to duplicate the composition, it stays dormant in the body until it is triggered.

GORDON

Triggered by what?

BATMAN

Their psyche is totally altered, it may be related to that.

Gordon walks over to the computer and begins pulling up data.

GORDON

We'll bring in outside help to bring along your theory. Batman?

Gordon turns and Batman is gone, a breeze blows in through the windows.

GORDON (CONT'D)

I hate it when he does that.

BATMAN

Who did you have in mind?

Gordon is startled and turns to see Batman looking over his shoulder at the monitor. Gordon turns back and begins typing. A profile for Ashton Gromley appears on the screen.

GORDON

Dr. Ashton Gromley, the dean of the Chemistry department at Gotham U, specializing in temperament altering substances.

The printer starts up and Gordon walks over to get the printout.

GORDON (CONT'D)

We'll let you know what he thinks about your analysis, here's a copy of his profile.

Gordon rips off the printout and throws it to Batman, who is no longer there. Gordon chuckles.

INT. GROMLEY'S APARTMENT

Brock and Chris are wrapping the struggling Gromley in a bear skin rug, when the phone begins to ring. The answering machine picks up.

ANSWERING MACHINE

Heya, Mr. Gromley, this is  
Commissioner Gordon down at Gotham  
PD.

Brock strains to hear the message over Gromley's muffled moaning. Brock slams his fist into the bear's head. Gromley stops.

ANSWERING MACHINE (CONT'D)

We need you to stop by some time  
tomorrow. We have a few questions  
for you. Just tying up a few loose  
ends. Thanks.

BROCK

Better tell the boss.

INT. CRANE'S LIBRARY - NIGHT

Crane stumbles into his house drunk, with a near empty bottle of liquor in his hand.

CRANE

Your experiments, your irrational  
methods, your request for human  
test subjects....

Crane shatters the glass bottle over the table.

INT. TEST CORRIDOR -CONTINUOUS

Horrific screams fill the chamber. Crane opens a fake rock section that reveals a LARGE BLUE SAFE. He turns the dial and opens the thick door revealing row after row of various chemicals and syringes. They are marked Versions 1, 2, 3, and 4. Crane walks past the first cell and inside a man is screaming and clawing at his skin.

SPIDER MAN

Get them off of me, please, they'll  
kill me, please, get them off of  
me!

In the next cell a man is laying on the ground with his legs together and his arms crossed on his chest, like he is in an invisible coffin. In the last cell is a woman screaming like a banshee, it is Dr. Susan Penchky.

CRANE

Susan, thank, God, I found you.  
Let me get you out of this  
horrible, awful place.

Crane pretends to fumble for his keys.

CRANE (CONT'D)

Actually, come to find out, you're  
somewhat of an endangered species  
Doctor, I'm afraid both of your  
colleagues were viciously  
slaughtered, probably for their  
horns.

Susan crawls to the glass wall.

SUSAN

You are insane, what do you want  
with me?

CRANE

You see Doctor, you didn't see the  
relevance of my research, so I  
thought I might give it to you  
first hand.

A door slams upstairs. Crane rushes down the corridor and up the stairs.

INT. CRANE'S KITCHEN - CONTINUOUS

Crane rounds the corner. Chris jumps out in front of him.

CHRIS

Boo!

Crane jumps back startled. Chris laughs hysterically. Crane gathers himself and hatefully shoves past Chris. Brock is helping himself to the food in Crane's refrigerator. Crane barks away.

CRANE

What are you doing here, where is  
Gromley?

Brock raises up from the fridge with a turkey leg in his mouth.

BROCK  
(mumbling)  
In the car.

Crane walks over to Brock and rips the drumstick from his mouth.

CRANE  
And why? Why is he in the car?

BROCK  
Cause boss, we had to tell you something.

Crane waits.

CHRIS  
Tell him.

BROCK  
No, you, I told him about the taillight.

CRANE  
Taillight?

BROCK  
Nothing.

CHRIS  
The cops called over to Gromley's place.

CRANE  
Why?

CHRIS  
We dunno, he's supposed to call the Commissioner.

Crane looks out the window and notices the squad car parked across the street.

CRANE  
You brought the cops here? You fools!

CHRIS  
Nah, boss, they was already there.

CRANE

The police are parked across the street and you have a kidnapped person in your trunk-

CHRIS

Well, technically speaking, to be a bit more precise, in a manner of words, he's not in the trunk.

Crane looks out the window and sees a gagged Gromley covered in a bear skin rug, the bear head on top of his, in the back of the car fighting the ropes trying to get the cops attention.

CRANE

Get out there and take him to the location, I'll take care of the police, and remember tonight...

INT. SQUAD CAR

Officers JERET and DERET are filling their mouths with pastries. They take no notice of the two bodybuilders leaving Crane's house and pulling away.

JERET

If the precinct can reimburse for gas, they should reimburse for donuts too.

DERET

Agreed. Hey, look at the cute dog waving at us.

They look over to Gromley in the backseat of the car.

JERET

Hi, doggy. Cute dog. I want a dog.

INT. BUZZ'S CAR

Gromley is fighting the gag violently waving at the cops to get their attention, but the bear skin covers him.

EXT. CHEMICAL FACTORY - NIGHT

A large warehouse overlooks the Gotham river. A dim light races underwater towards the factory.

## INT. RIVER UNDERWATER- CONTINUOUS

The Batboat stops in front of the grill and shuts down. The canopy opens and the cockpit immediately floods with water. Batman puts a small breather in his mouth and swims to the tunnel hatch. He takes a tiny torch from his belt and begins melting through the grate.

## INT. CHEMICAL FACTORY -CONTINUOUS

There are huge vats of various liquids, powders, and rocks covering the warehouse floor. Various machinery gauges each vat making for a very sterile technological factory. A reactor is suspended from the ceiling, directly above the emergency water pool that runs to the river. The torch-light fills the pool, and then suddenly goes out.

## INT. POOL

Batman slowly raises his head from the water, looking around carefully before leaping out of the pool and onto the deck. His suit instantly dries. He drops the water inhaler and clicks a button on his belt that turns on the small flashlight at his waist.

## INT. CHEMICAL FACTORY

He scans the warehouse until he sees the office on the second level.

## INT. OFFICE

The main door opens without incident. The small beam of light darts quickly around the room, until it stops at the filing cabinet. Taking a pick from his utility belt, he unlocks the cabinet in seconds and begins rifling through the files. He finds the right file and flips through it.

BATMAN

12 liters of hydrosestine to Gotham  
University...

He keeps reading until he finds the chemical makeup for hydrosestine. He flips over his wrist and talks to his watch.

BATMAN (CONT'D)

Alfred, I'm sending you something.

ALFRED

(on watch)

Yes sir.

He pulls a hand sized scanner from his belt and runs it over several pages. A loud crash from outside stops him.

INT. CHEMICAL FACTORY

A tanker crashes through the metal warehouse walls and rolls to the middle of the factory floor. Chris and Brock jump out. Brock runs to the back of the tanker and begins connecting a firehose to the tanks. Chris takes the other end of the hose and throws it into one of the vats.

CHRIS  
Alright, start pumping.

Brock pulls down a lever and the tanker begins sucking up the liquid from the vat. Chris yells towards Brock, but is barely audible over the loud pump.

CHRIS (CONT'D)  
How much did he want?

BROCK  
Not sure, I forgot what he said,  
just get as much as it can hold.

Brock pulls out a cigarette and lights it, leaning on a "Highly Flammable" sign. They both laugh at the absurd gesture. Two more tankers pull in through the hole in the warehouse wall. Two bodybuilders jump out of each one and go through the same setup process, each pumping the hydrosestine from their own vats.

CHRIS  
What is he going to do with this  
much?

BROCK  
Don't know man, as long as we keep  
getting the juice, I don't ask  
questions.

CHRIS  
True. True.

Brock walks off to the side to finish his smoke.

BATMAN  
You don't happen to have a light do  
you?

BROCK  
Sure.

Brock turns and flicks the lighter. Out of the shadow a flying fist connects with his face. The sound of the motors covers the smack and grunt of pain. Crown pulls out a syringe and flicks at the needle. He pulls down the back of the pants and holds the syringe out to Corb.

CROWN

I can never do it to myself, you  
mind man?

Corb takes the needle, but is suddenly yanked up to the air. Crown is squinting his eyes waiting for the needle. Suddenly he feels the poke, and is relieved.

BILL

Ah man, thanks a lo-

He suddenly passes out and hits the floor. Batman is holding a tranquilizer dart.

CHRIS

Batman!

Without even turning Batman leaps out of sight, the shotgun blast nearly misses him and hits a vat. The vat bursts into pieces and the liquid rushes out over the floor. The three bodybuilders pump their shotguns and look around nervously. In the darkness there is a sudden scream then a shot, then another vat explodes. Another scream, another shot, and then one of the tankers explodes.

CHRIS (CONT'D)

Anyone get him?

ETHAN

I think I hit him.

CHRIS

Where is he?

Another blast, and this time it shatters a massive glass wall housing a boiling liquid. The chemicals burst through the vat capsizing two of the tankers. Chris and Ethan are knocked off their feet. The factory is waist deep in liquid chemicals. Batman is on top of one of the tipped tankers looking over Crown.

BROCK

Batman!

Batman freezes, Brock is directly behind him. Brock pumps the shotgun.

BROCK (CONT'D)  
Don't move. Ethan, Crown, Chris,  
get over here.

They surround Batman with their guns aimed directly at him.

BROCK (CONT'D)  
I'm sick of this guy man, I'm gonna  
waste him right here and now.

Batman raises his arms to his head. He presses a button on his wrist.

EXT. FACTORY

The Batboat rests under the water on the riverbed. Suddenly it roars to life, the console lights up, and the canopy closes.

INT. FACTORY

Batman turns and looks straight at Brock.

BATMAN  
Shields.

A quick flash in the water and all six drop their guns and scream out in pain from the electrocution. Batman takes the opportunity and dives into the water. Another vat gives under the pressure and immediately reacts with the other chemicals. The entire surface of the water is engulfed in flames. Batman looks up in the water and sees the fire just feet above. He swims faster through the pool and into the river.

EXT. RIVER

The Batboat fires out of the river and races across the surface.

INT. FACTORY

The men slowly get to their feet and look around.

CHRIS  
What's that on your leg?

Brock raises his leg and its just a black rope.

BROCK  
Looks like a rope.

CHRIS  
Weird, I got one too.

All of the others look down and see the rope around their legs as well. Brock looks down at the rope and notices the slack is quickly being taken up. Brock is suddenly jerked underwater, and is drug through the emergency pool. The other men just look at each other. Chris gets pulled under next, then Orf. Bill works the rope off his leg, but the rope pulls tight on his wrist yanking him under.

EXT. RIVER

The Batboat speeds away pulling the men through the water. Brock pops to the surface and gasps for air, followed by the others.

INT. FACTORY

Batman pops back up out of the water, and wades over to the trucks.

INT. TRUCK

Batman rips the door open and searches the glove box, under the seat, visor, pack of cigarettes. On the back of the pack is a recipe, involving hydrosestine.

INT. CRANE'S LAB

Typical science lab: test tubes, beakers, long tables, messy. The far wall is covered with caged animals screaming wildly.

CRANE

Shut-up, you little beasts, shut-up!

Crane is cutting into Gromley's ID and inserting his own picture. Crane's black cat, STEENWYCK, jumps onto the table and rubs against his arms for attention.

CRANE (CONT'D)

Not now, Steenwyck.

Crane stops for a moment.

CRANE (CONT'D)

Actually maybe you can help me with the new mixture.

Crane picks up the cat and carries him to a table. He puts a syringe into a boiling red liquid and fills it.

CRANE (CONT'D)

Easy now...

The cat crouches and Crane quickly sticks him in the neck. Crane steps back and waits a moment.

CRANE (CONT'D)  
You're a special one aren't you,  
nothing works on you.

Crane is mixing various chemicals, the door slams open. All of the bodybuilders file into the lab, their hair is bleached.

CRANE (CONT'D)  
Glad you all had time to stop by a  
parlor, did you get it?

BROCK  
Well that depends on what you mean  
by 'get it'.

Crane slams down the beaker shattering it over the room.

CRANE  
What happened?

BROCK  
Batman, he fights dirty boss.

CRANE  
I don't have time to deal with  
this. You didn't leave anything did  
you?

Blank stares.

CRANE (CONT'D)  
What did you leave?

BROCK  
Nothing...

CRANE  
We'll have to take him out of the  
picture for our little experiment.  
We'll need, Gromley.

Crane rushes over to the fake ID and examines it. Steenwyck walks over and rubs against Crane's arm. Crane glues on a cheesy mustache similar to Gromley's.

CRANE (CONT'D)  
(impersonating Gromley)  
You're fired. You're fired.

Brock makes a face at Steenwyck, who spikes up and bites Crane's wrist.

CRANE (CONT'D)  
You stupid fat.. When I get back...

INT. POLICE LABS -DAY

Commissioner Gordon leads Crane through the sterile labs.

GORDON  
We appreciate the time you're giving our investigation Mr. Gromley. Our technicians are looking at a type of steroid that isn't on record. We need someone with a little more specialization in this field and your name is on a very short list.

Crane seems very twitchy. He checks his mustache.

CRANE  
Yea, um, sure, uh, officer Gordon. I'm glad to help.

Gordon shoots him a questioning glance and then leads him into one of the labs.

INT. LAB

Gordon gestures to a microscope and a monitor off to the side showing what the scope sees. Crane steps up tentatively and looks into the scope, quickly back at Gordon, then back into the scope. His odd behavior does not go unnoticed by Gordon.

GORDON  
The office said that with your background in chemistry and psychiatry you might have something relevant to add about how it may effect the psyche.

Crane looks up from the microscope.

CRANE  
Where did you get this?

GORDON  
Sorry, privileged information. We think it might have been manufactured locally.  
(MORE)

GORDON (cont'd)  
Any idea where something of this  
sort could be made?

CRANE  
No, it wasn't made around here, it  
um, probably was made, somewhere  
else.

Crane dabs at his nose, its bleeding. His face fills with  
horror, he's been infected, How? He looks down at his wrist,  
at the cut. Steenwyck.

GORDON  
So, what do you make of it?

Gordon takes a step towards him.

GORDON (CONT'D)  
You feeling OK, Dr. Gromley?

Crane gasps and takes a step back.

CRANE  
Stay away, I don't know you, keep  
away from me.

GORDON  
Doctor?

CRANE  
Somebody help me! He's trying to  
kill me!

Crane grapples a beaker, breaks it over the counter, and  
pathetically swings it at Gordon, missing by two feet and  
falling wildly to the floor, knocking him out.

INT. HOSPITAL ROOM - NIGHT

Crane wakes up with a gasp and looks around the room. He has  
a bandage around his head, and several tubes coming in and  
out of his body connected to various monitors. He rips the  
tubes from his wrist and stands, still very weak. He looks  
down to see he is wearing a white hospital gown. He nears the  
door and hears an inaudible conversation directly outside. He  
then hears the static and crackle of a police radio.

CRANE  
The police? What do they want with  
me? They know, how do they know?  
Why am I talking to myself?

He sees a chart at the foot of his bed and races to it, he flips through the sheets. The name on the chart is Ashton Gromley.

CRANE (CONT'D)  
(reading)  
Chemical imbalance, unknown  
substance found in blood sample....

Crane slams the clipboard down.

CRANE (CONT'D)  
They know. Shut-up, fool.

Crane looks under the bed and finds a basket with his pants. He pulls out a small inhaler. He walks to the door and puts the inhaler to the crack at the bottom. He sprays the gas into the hall. Within seconds he hears the screams of two men. He opens the door and looks into the hall.

INT. HALL

The two guards are both tumbling around on the ground. One has a large python wrapped around him and squeezing. The python flashes in and out of existence. The other guard is on fire. The fire as wells flashes in and out of existence. Crane sprints across the hall and down the flight of stairs.

INT. LOBBY

Crane sprints around a corner and slams into a man. He falls back and looks up. He is falling towards Crane, grabbing at him.

CRANE  
Back, you devil!

It lightly falls onto him. He gets up and looks closer and it is a large scarecrow decoration in the children's section. Crane quickly grabs the large hat and puts it on to cover his bandage. He then grabs the large trench coat and throws it over his hospital gown, then runs out the main doors into the night.

INT. BATCAVE

Bruce steps out of the shower and Alfred tosses him a towel.

ALFRED  
Sir, you still need to RSVP for the  
opera tonight. Shall I make a  
reservation for two?

BRUCE  
I'm flattered, Alfred, didn't think  
you liked the opera.

ALFRED  
Very funny, sir. I was thinking  
more along the lines of that  
redhead you met last weekend at the  
Barnivilles.

BRUCE  
Shana?

ALFRED  
No, the tall one.

BRUCE  
Oh, right, Laura.

ALFRED  
No, the one from the city.

BRUCE  
Sara?

Alfred pauses, useless.

BRUCE (CONT'D)  
Not tonight, Alfred.

ALFRED  
Then perhaps I'll give her a call.

BRUCE  
Not you either, we've got work  
tonight.

ALFRED  
Very well, sir.

Bruce dries his hair with the towel and adjusts the robe.

BRUCE  
Let's bring up the PD computers, I  
want to know if there's been any  
escapes from the prison.

ALFRED  
What of it, sir?

BRUCE  
Whoever is behind this, is using  
someone from the university,  
possibly blackmail.

ALFRED  
And Arkham?

BRUCE  
I'm going to find out for myself.

INT. ARKHAM ASYLUM - DAY

Bruce walks with Lyle Bolton.

LYLE  
Good to see you again, sir.

BRUCE  
Good to see you, Lyle. Glad to see  
you're fitting in.

LYLE  
Can't complain. A lot of patients  
to take out my aggression on.

Bruce shoots him a look.

LYLE (CONT'D)  
Kidding.

BRUCE  
I see my funding is going to good  
use. And the security upgrades?

LYLE  
Top notch, things were pretty  
shabby until you came along. Did  
you approve the schematics?

BRUCE  
Yes, and made a few alterations,  
everything seems to be working  
fine, too bad the mansion isn't  
getting the same face-lift.

LYLE  
Yea, its a shame really, tearing  
the whole thing down then starting  
back again.

BRUCE  
Really, so much history.

LYLE

Demolition starts at the end of the year.

The electronic gate slides aside and they enter another corridor.

LYLE (CONT'D)

We'll start with the reconstruction on the second floor, we have an entirely new network of card scan-

BRUCE

If it's all the same, could we start with the patients facilities instead?

LYLE

I don't know if that's a good idea Mr. Wayne, the patients are usually a little restless before they get lunch.

Bruce flashes a quick smile.

BRUCE

I'm fine with that.

Lyle shrugs and leads him up the stairs. They reach a gate and he slides his card leading Wayne into the patient's corridor.

INT. PATIENT'S CORRIDOR

They walk briskly past the cells. Bruce slows and walks by each one taking a mental inventory. In one of the cells the patient is huddled up under blankets. Bruce steps up to the bars and peers in. The blankets fly off the patient and he rushes the bars and is face to face with Bruce.

PATIENT

Ashes ashes-

LYLE

Careful, Mr. Wayne.

Lyle slams his baton across the patients knuckles. The patient screams wildly then runs around the cell.

PATIENT

We all fall down!

The patient slams to the floor, asleep.

BRUCE  
No, it's fine, I'm fine.

Lyle composes himself.

BRUCE (CONT'D)  
Nothing to worry about gentlemen,  
great to see the money in action.

Bruce points to the four locks on each corner of the door.

LYLE  
We're still having a problem with  
the timing fluke.

BRUCE  
Fluke?

LYLE  
Twice a day, at noon and midnight  
the locks stutter, we've got  
someone coming by in two weeks to  
have it checked out.

BRUCE  
Probably doesn't matter, I see  
everything is doubled up.

LYLE  
At any rate, those plans you  
requested were sent on over to your  
place, should be there within the  
week.

Bruce thinks.

BRUCE  
Must have been my secretary.

LYLE  
That all for this level?

BRUCE  
No, this is fine. Tell me, what  
kind of outside correspondence do  
the patients receive?

LYLE  
None, they're cutoff. They can't  
send or receive any letters or  
packages.

BRUCE

And have there been any patients released in the last couple months?

LYLE

I'd have to check the charts for the exact dates, but I can tell you right now there hasn't been a release in over a year.

BRUCE

Escapes?

LYLE

No way. We've had a team of consultants rub this place left and right, there is no feasible way someone could get off the premises.

BRUCE

I see.

INT. GORDON'S OFFICE - NIGHT

Gordon stands in a tuxedo checking himself over in the mirror. Bullock enters.

BULLOCK

Something that may interest you, boss.

GORDON

What is it?

BULLOCK

The day of Eggins murder, he fired a Jonathan Crane, that guy we're supposed to be protecting.

GORDON

Interesting, that's certainly a motive, any word on Gromley?

BULLOCK

None, he's gone, clean escape.

GORDON

They may be working together, find Gromley, we already have a stakeout at Crane's place.

INT. POLICE CRUISER

Jeret is asleep in the passenger side and Deret is flipping through a magazine. Deret looks up from the magazine when Steenwyck jumps onto the hood.

DERET

Whoa!

Jeret groggily wakes up.

JERET

What is it?

DERET

A cat, just a cat.

Bullock closes his eyes and Deret looks out the window. Steenwyck claws Deret across the face. Deret pulls back fiercely.

DERET (CONT'D)

Son of a- that cat man.

JERET

Man, I'm trying to sleep. Cat? Cat?  
I'll get the cat.

Jeret jumps out of the car. Deret shakes a bit as the infection takes over.

JERET (V.O.) (CONT'D)

Here kitty, kitty, here, c'mere  
cat, so I can-

Jeret grunts violently, silence.

DERET

John, what's up man? You, ok?  
Listen, I think I'm sick or  
something.

Deret steps out of the car.

EXT. CAR

DERET

Jeret? Where you at? No games man  
c'mon, we've gotta work, the  
Commish will kill us.

He turns back to the car and it is covered by several cats, all black, all Steenwycks.

He turns back around and the entire street is covered by hundreds of cats. They rear up hissing.

DERET (CONT'D)

What-

He looks up and sees two eyes peering down on him from the shadow.

DERET (CONT'D)

What is this?

In a quick flash The Scarecrow slings his scythe and slashes Deret under the jaw. Deret grabs his neck as the blood gushes out. Deret tries to support himself on the cruiser, but slips on his own blood and hits the ground. Steenwyck and The Scarecrow stare down at him, unmoving. Deret opens his eyes just long enough as the cats rush him clawing violently. He fades out.

INT. WAYNE MANOR DINING ROOM -NIGHT

Bruce watches the fire in the massive fireplace, and glances up to the portrait of his parents.

BRUCE

It's someone new.

ALFRED

And what do you intend to do?

BRUCE

Find him before he gets bored, we can't just wait for him to do something else.

ALFRED

May I recommend, sir, starting with a drink?

Bruce manages a smile and walks to the door.

BRUCE

Thanks, Alfred.

He swings open the door and walks into a party in full swing.

INT. BALLROOM

Bruce is immediately surrounded by women. Grace Summers, the reporter, wedges through.

GRACE

So, Bruce, tell us about your business trip to Japan, again.

BRUCE

Well, it's such a boring-

WOMAN

Or, why you're such a bachelor, Bruce. Shouldn't you be tied down?

BRUCE

Well, I'm tied down now.

Bruce makes his way to Gordon.

GORDON

Mr. Wayne, thank you for having me. Great party.

BRUCE

Oh, Commissioner, my pleasure. I'm glad you could find it in your time to come.

GORDON

Well, time is something I seem to have less and less of.

BRUCE

Tell me about it.

GORDON

Now, Bruce, you know that's confidential.

Alfred approaches Bruce with a plate full of drinks.

ALFRED

Mr. Wayne, a gentlemen is here to see you.

BRUCE

Who's that?

ALFRED

A Mr. Tassell, sir. He said you were expecting him. He's in the library.

Bruce takes a drink from the tray and slips out of the room.

INT. LIBRARY

Crane is sitting on the couch on the far side of the room, flipping through a book. Bruce enters. Crane gestures to the book he has open.

CRANE

Original Edition, very rare, very expensive.

He places the book back on the table.

BRUCE

Sleepy Hollow scared the hell out of me when I was a kid, headless horseman and all.

Crane closes the book and walks to the window, looking up at the full moon.

CRANE

The sun, the moon and the stars would have disappeared long ago... had they happened to be within the reach of predatory human hands.

BRUCE

I couldn't disagree more.

CRANE

Good, its not my quote.

Crane chuckles and gets serious.

CRANE (CONT'D)

To get to why I am here...

BRUCE

Do I know you?

CRANE

Only indirectly. You funded my research, for my department at the university.

BRUCE

I fund most of the departments at GU.

CRANE

Of course. I'm with Psychology,  
we've really enjoyed your donations  
so far, our research has reached  
heights it normally wouldn't-

Bruce is obviously annoyed, but hides it under a smile.

BRUCE

Of course, I am sorry for the  
losses of your department.

CRANE

Thank you, Mr. Wayne, we're fine,  
though.

BRUCE

And what is it you wish to speak to  
me about?

CRANE

Well, our donation for the year has  
run thin, and we're so close-

BRUCE

To needing more money?

Crane gives a frustrated smirk.

BRUCE (CONT'D)

Well, Mr. Tassell-

Alfred cracks the door and pokes his head in.

ALFRED

Mr. Wayne, Commissioner Gordon  
wishes to say goodbye before he  
leaves.

Crane suddenly looks uncomfortable, Bruce eyes Crane  
suspiciously.

BRUCE

Alright, we're just finishing up,  
could you show Mr. Tassell to the  
door?

Crane looks angrily at Bruce, but then covers it with a  
smile.

BRUCE (CONT'D)  
I'll send a check to the  
university, Mr. Tassell. I'll put  
it to your name.

CRANE  
No!

Alfred and Bruce stare at him. Bruce is not surprised by his  
reaction.

CRANE (CONT'D)  
Just to the department would be  
fine.

BRUCE  
Of course, of course. You should  
get it Monday.

CRANE  
Actually, I was hoping to have it  
tonight.

The three walk into the hall.

INT. HALL

GORDON  
Bruce.

Gordon is walking up the hall towards the three. Crane  
becomes very squeamish and walks towards the stairs.

BRUCE  
Commissioner, its early, do you  
really have to go?

GORDON  
Yes, I'm afraid so, Bruce. We had  
a breakout and two of our men were  
just discovered dead.

BRUCE  
Where?

GORDON  
I really can't discuss it, I must  
go.

Two officers walk up to Gordon and whisper in his ear.

GORDON (CONT'D)  
Alright, I'm coming.

As Gordon turns he sees the back of Crane's head. Gordon stops and stares as Bruce turns and talks to Crane.

OFFICER

Sir!

Gordon ignores Officer and walks towards Bruce.

OFFICER (CONT'D)

Sir, they just caught, Gromley.

GORDON

What?

OFFICER

They just found Gromley, he's pinned down at the aquarium. Gordon turns back and runs out of the hall.

BRUCE

I'm sorry, I don't have the money available to give you a donation now. I will on Monday-

Bruce looks down at the white rug, two blood drops.

CRANE

Monday will be too late, I must have it now!

Crane wipes the blood from his nose.

BRUCE

Well, it's impossible. Alfred.

Bruce pats Crane on the shoulder, leaving a small circuit on his coat.

ALFRED

This way, sir.

Crane jerks his arm away and storms out of the manor. Bruce smiles quickly then turns to business. He walks back into the library and picks up the copy of Sleepy Hollow. He reaches out the window, towards the moon in the sky. He grabs the moon, and turns it back and forth like a rotary lock. The moon glows brighter and the window opens to reveal a small closet with the fake sky. Bruce steps in, and then disappears through the floor.

INT. BATCAVE

Bruce gets off the elevator and walks to the forensics table. He tosses his tie and overcoat onto the chair. He flips on the blue light and the fingerprints become visible on the book. He powders down the book and lifts the print, then slides it into the computer port. The computer goes wild searching ID's for a match. Alfred enters behind, Bruce senses him.

BRUCE

Did you escort our guest out?

ALFRED

Sir.

Alfred notices the computer scan and realizes what is going on.

BRUCE

Hit the scanner please.

Alfred types on the computer and the police blotter comes cackling through the speakers.

GORDON

(on radio)

Alright, guys, no one goes in until  
I give the signal. No one takes  
Gromley until we get in range.

Bruce and Alfred watch the monitor cycle through the pictures.

ALFRED

Were we keeping bad company, sir?

BRUCE

I just want to make sure, there was  
something about him.

OFFICER

(on radio)

Commissioner, we've got the suspect  
pinned down, we're ready to go on  
your mark

GORDON

(on radio)

Not yet. We're two blocks away,  
get the snipers in position and  
hold up.

The computer continues to process.

GORDON (CONT'D)  
Alright, men, on my mark, we'll go  
in with heavies then smoke him out.

The computer stops, it found a match. Jonathan Crane.

ALFRED  
Sir, we've got a match.

Bruce walks up and sees the name.

BRUCE  
Gordon.

EXT. GOTHAM AQUARIUM - NIGHT

Patrol cruisers surround the three story aquarium. The second and third stories are solid glass walls filled with water and various marine life. Gordon stands in the middle of the barricade shouting orders into the handset. The SWAT leader approaches.

SWAT LEADER  
Sir, our men are good to go at all  
three entrances.

GORDON  
Alright, on my mark.  
(on walkie)  
Snipers, do you have the suspect in  
sight?

EXT. CLOCKTOWER

Three snipers are perched behind the gargoyles next to the massive town clock.

SNIPER  
Yes, sir, we'll take him down on  
your mark.

SNIPER POV

Through the lime-green of the night vision we can distinguish a figure pacing through the water filled walls.

## INT. BATCAVE - LAUNCH TUNNEL

The Batmobile roars through the tunnel, picking up speed. The tunnel bends upward into a glass housing, water and sea life surround the car.

## EXT. BATCAVE -NIGHT

Forrest, rocky cliff. A small pond at the mouth of the road. The Batmobile launches out of the pond, and lands gracefully on the gravel road, it speeds into the night.

## EXT. AQUARIUM

GORDON  
(on radio)  
On my order.

SWAT LEADER  
We're ready.

GORDON  
Send them in.

## INT. AQUARIUM - FIRST FLOOR

The first floor donuts around the five story tank. The tank is filled with various sharks and marine life, and casts a blue light over the level. The three doors on each side of the aquarium burst open and three teams of four file in, covering each other's backs, guns ready.

SWAT LEADER  
Group two be steady for backup,  
group three, follow to the top  
floor.

The two groups quickly ascend the winding staircase in pro SWAT fashion. They reach the second floor and one of the men looks up into the tank. On the top floor, a man is looking over the tank above.

SWAT MEMBER  
Sir!

SWAT LEADER  
What is it?

The SWAT member points up and the other men notice the man standing above. The SWAT Leader nods and the men proceed slowly.

INT. AQUARIUM TOP FLOOR

Gromley is walking back and forth impatiently. His hands are cuffed to a thick chain which runs across the floor and into the massive shark tank. He's chanting quickly.

GROMLEY

Go back go back go back go back go  
back...

EXT. AQUARIUM

GORDON

Sergeant, bring him down carefully,  
no telling what this guy is capable  
of.

(BEAT)

Snipers, take your shot only if the  
suspect shoots first.

INT. AQUARIUM

The SWAT team surrounds the fifth level and waits outside the interior doors. The leader enters the room and rushes Gromley.

SWAT LEADER

Get down on your knees, and put  
your hands to your head.

GROMLEY

It's not me you want-

SWAT LEADER

Get down now!

GROMLEY

I can't, please-

SWAT LEADER

Do it!

The leader rushes him and shoves him to the ground. As soon as Gromley hits the ground- A soft clanging from above. The SWAT Leader signals his men to halt. The sound is coming closer, like marbles bouncing down the metal stairs. The shadows bounce closer. The SWAT Leader looks around the corner in time to see- Three grenades ricocheting off the walls and stairs flying towards them.

SWAT LEADER (CONT'D)

Move!

The team turns back and rushes down the stairs, but the grenades are moving faster. The SWAT Leader sees the grenades gaining, he stops, looks back at his men, hesitates... The grenades fly at him and he dives, catches two, then reaches up for the third. He cradles his body around them. They go off. No explosion. Red gas sprays out of each one, he gets a faceful, and tosses them away.

SWAT MEMBER

It's a gas, everyone back, everyone move.

A thick chain pulls Gromley across the floor towards the tank. Two SWAT members dive and grab hold of Gromley, but the chain is too strong, pulling them all three towards the tank.

EXT. CLOCKTOWER

The snipers are watching the action through the green eyes of night vision.

SNIPER

Sir, we don't know what's going on in there. We lost the mark, looks like a gun fight.

SNIPER POV

The SWAT members are in chaos, suddenly a bright figure enters the scope, washing out the night vision

EXT. CLOCKTOWER

The sniper glances up and sees a dark figure swinging into the frame. He glances back into his scope and the night vision is blaring out from the figure. The sniper looks over at his partners, who are tinkering with their scopes unsure of the problem.

INT. AQUARIUM TOP FLOOR

The SWAT leader is crazily firing in all directions, a few more of the others are now exposed and acting accordingly. Batman swings through the shattered glass wall and lands with a roll, releasing the grappling hook. Several Batarangs fly across the room knocking the guns from a few hands. The entire team turns and fires in his direction.

SWAT POV

Batman's suit is washing out their night vision.

INT. AQUARIUM TOP FLOOR

Batman continues out of his roll and dives right at them, knocking two out of his way as he jumps for the tank. Bullets dance around him as he dives into the water.

INT. TANK - FLOOR

Gromley gives his last exhalation, his eyes slowly close. Batman sinks like a torpedo, ignoring the sharks. He reaches Gromley and pulls out the small torch, cutting into the massive chain.

INT. AQUARIUM TOP FLOOR

The SWAT team continues to fire at the walls, the fire cuts the chains in the ceiling, sending a massive concrete slab sinking into the tank.

INT. AQUARIUM - BOTTOM FLOOR

The chain gives but the massive concrete slab falls onto Batman, pinning him between the tank floor and the slab of concrete. Gromley is free, but unconscious. He manages to finger the grappling hook from his belt. He pulls it free and aims it towards the fifth floor.

INT. AQUARIUM TOP FLOOR

The men all stand back and watch as the SWAT member falls to the ground and begins to scream.

SWAT MEMBER

I swear, get back, clear the room.

From the SWAT members perspective we see that his team appears to be charging and firing at him. He turns and sees the sharks and fish in the aquarium walls. The sharks are coming at him, the eels are wrapping around him.

SWAT MEMBER (CONT'D)

Get back!

He grabs a grenade and throws it at his team. The team rushes back but a couple of the men are too late, the grenade blast propels them through the aquarium walls and onto the street below. The sharks are coming straight at him.

SWAT LEADER

Holy-

Suddenly the hook flies from the tank and connects to a beam above their heads.

SWAT LEADER (CONT'D)

Ready...

The crazed SWAT Team aims their weapons towards the tank, waiting. The rope is taut, and shaking back and forth, the men hungrily wait for their shot. Suddenly Gromley breaks free of the water is pulled up to the beam. The men all stand back and watch as the SWAT member falls to the ground and begins to scream.

SWAT MEMBER

I swear, get back, clear the room.

He turns and sees the sharks and fish in the aquarium walls. The sharks are coming at him, the eels are wrapping around him.

SWAT MEMBER (CONT'D)

Get back!

INT. AQUARIUM - FLOOR

Batman squirms uselessly under the concrete slab.

INT. AQUARIUM -STAIRS

The SWAT teams rushes down the stairs as a wave of water, sharks, and fish rushes after them. A man trips and a shark lands on top of him, crushing him against the stairs. The men reach the bottom floor.

INT. TANK

Batman slowly quits fighting the slab, and lays motionless. His dreary eyes look through the thick glass walls at the SWAT members escaping the aquarium.

INT. BATCAVE

Alfred is working on the engine of the Batboat, when suddenly a flashing red light strobes the cave during a blaring siren. He rushes to the computer terminal where it shows all of Batman's vital stats. His heart line is almost flat lined On another screen is Batman's POV, Alfred studies it quickly figuring out the scene. He turns to another console and brings up a view from the alley.

EXT. ALLEY

A massive stack of boxes and trash bags. Headlights flare on from inside them. The boxes and bags flicker, a hologram. It turns off revealing the Batmobile hidden inside.

INT. BATCAVE

The monitor shows the POV of the Batmobile as it speeds down the alley towards the scene, Alfred navigates via keyboard.

EXT. AQUARIUM

The police look on as the Batmobile speeds between the broken barricade full speed ahead towards the building. It ramps off the sidewalk, flying through the air into the aquarium.

INT. AQUARIUM -TANK

Batman's eyes close. Darkness. A dim light in the distance. The light at the end of the tunnel? It comes closer, closer... The Batmobile rams into the glass wall of the tank, immediately shattering it. The water floods out onto the street, the water level lowers past Batman. He's not breathing.

INT. BATCAVE

Alfred types away on the terminal showing Batman's stats, he is adjusting the suit parameters.

INT. AQUARIUM -BROKEN TANK

The suit is contracting, giving him CPR, Batman coughs up the water and rolls to his side. He gasps for a clean breath of air. His eyes open. He stands a bit bewildered, the Batmobile waits aside like a loyal dog.

EXT. AQUARIUM

Batman sluggishly pulls himself into the Batmobile.

BATMAN

Alfred?

ALFRED

Bruce, thank, God!

BATMAN

No, thank you. Where is he?

ALFRED

The Gotham Coliseum.

EXT. GOTHAM PARADE - NIGHT

Thousands of party goers cover the town square. Confetti fills the air as lasers and fireworks illuminate the sky.

Far above the city at the top of the tallest skyscraper, a catwalk extends from the roof. The Scarecrow stands in the middle overlooking the people below.

THE SCARECROW

Enjoy yourselves you self-centered  
fools. Tonight will be the last  
you feel such candy coated joy.

Brock and Chris drop a crate and then run back to opposing sides of the catwalk to stand guard. The Scarecrow opens the crate and begins assembling a device. The lights fire on. The roar of the crowd startles the Scarecrow for a second but he immediately gets back to work. The singing begins below, the crowd is on their feet oblivious to The Scarecrow above. The pump is assembled and a cable connects to a remote. The Scarecrow pulls away a section of the roof and climbs out.

EXT. SKYSCRAPER

He pulls himself up the fire escape and looks up to see black boots.

BATMAN

Crane.

The Scarecrow stands and looks at Batman face to face. Crane's eye's are all that is visible behind the large hat and tall trench coat collar.

THE SCARECROW

No. No longer. I am The  
Scarecrow.

BATMAN

It's over Scarecrow.

THE SCARECROW

You are the one making this  
difficult, Batman. Keep to your  
own affairs and I to my own, what I  
do does not concern you.

Crane raises the remote. Batman starts forward. Crane gives him a warning glance. The crowd roars with applause.

THE SCARECROW (CONT'D)

You hear them Batman? Your precious  
citizens. You've spoiled them,  
because of you they will never know  
true fear. Allow me to open their  
eyes.

The Scarecrow gasps quickly and leans over. He stands back up trying to mask his weakness. The Scarecrow turns back towards the edge. He hesitates.

THE SCARECROW (CONT'D)  
Heights....

BATMAN  
I know that you've been infected, I  
can help you.

THE SCARECROW  
Arrogance, Batman, there is no  
cure. It is not your concern.

BATMAN  
I'm making it my concern.

THE SCARECROW  
No.

The Scarecrow raises the remote.

THE SCARECROW (CONT'D)  
I am.

He presses the button.

BATMAN  
No!

Batman dives past the Scarecrow through the hatch and onto the catwalk. The catwalk gives under his weight and the pump free falls towards the crowd, the red gas trailing after. Batman whips out his grappling hook, firing down at the pump. The hook wraps the pump suspending it thirty feet above, the people takes notice and look up. Silence. Brock and Corb rush Batman from opposite sides of the catwalk. Batman is pulling up the pump with both hands when they sandwich him from both sides, slamming him to the ground. Rather than fight back, he holds the rope. Brock, stomps Batman's wrists, Batman screams out but retains his grip on the rope. The rope gives a little, the heavy pump drops ten feet. The crowd screams out. Corb stands on the railing, and then jumps down onto Batman's back. The catwalk gives under the sudden weight. Batman let's loose the rope, he lunges for it as Brock crushes down on top of him, he watches as it slowly drifts into the crowd.

BATMAN (CONT'D)  
No.

The pump slams concrete, a red cloud expands at an amazing rate over the people.

The crowd goes silent, the gas is taking them over. The red fumes raise to skyscraper Brock stands to crush Batman, but he is gone.

INT. BATCAVE

Bruce lays face down on a table while Alfred stitches up his shoulder.

ALFRED

You know, sir, I'm finding it more and more useless to stitch you up when you go right back out and rip yourself open again.

BRUCE

Send the bill to The Scarecrow.

ALFRED

The Scarecrow? Well it's about time you had something to occupy your time, I do believe you were getting rather boring with that playboy lifestyle.

ALFRED (CONT'D)

This isn't your first run-in with a madman, no one knows why they do what they do.

BRUCE

He's not a madman, I've stared him in the eyes, he wants something.

Bruce walks over to the forensics table, he reviews the data from the compound.

ALFRED

You've protected them this long, you will help them again.

Bruce walks over to the forensics table. A box marked: 'Police Evidence' sits unopened. Pictures of Eggins, Deret, Bullock, and a few other of Crane's victims hang on a wire. Bruce reads through Crane's journal.

BRUCE

Say what you will about Jonathan Crane, but the man loves his cat.

ALFRED

Cat?

BRUCE

Yea, Steenwyck, treats him like a pin cushion. Nature prevails, the stuff won't work on him. I don't know about this guy, Alfred. Maybe we've got him figured all wrong.

He drops the journal and picks up the murder file. Pictures of Crane's various slayings scatter over the table. He scans over them quickly, then stops, something catches his eye.

BRUCE (CONT'D)

Alfred?

ALFRED

Yes, sir?

BRUCE

Do you still have the forensics reports from the murders?

Alfred flips through a file then brings Bruce a stack of copy. Bruce flips through quickly, then stops at the description. He looks at the description, then back at the photos of the bodies, then back at the description.

BRUCE (CONT'D)

This is impossible.

INT. MORGUE -NIGHT

A sterile room extended. The floor is packed with table after table of covered bodies. A shadow drops in the corner. A small light flashes around the scene. Batman walks through the row of bodies, looking for a particular one. He checks the tag on the toe. He unzips the body bag at the head. Batman falls back a step. The corpse's face. It's stretched beyond recognition, the jaw locked, the eyes still open wide. The look of genuine horror. Batman regains himself and steps forward. He brings up a camera the size of the battery and snaps several pictures. He takes the man's chart and scans it with his handheld scanner. A side by side comparison of the original autopsy photo, and the state of the corpse now, shows the corpse has decayed at an enormous rate.

BATMAN

It's killing him.

He opens the body bag a little more revealing thick stitches down the length of the chest. He take a scalpel and pops the stitches, the chest opens easily. He cuts a sample, puts it in a small tube, then zips the bag.

INT. BATCAVE

The three samples sit in a rack while red lasers scan over them. Bruce watches as the stats come up.

BRUCE  
Figures.

ALFRED  
What of it?

BRUCE  
The compound, he's changing it.  
Look, he's moving up the table.

ALFRED  
I'm afraid I don't follow, sir.

BRUCE  
It's why the gas has different  
effects on different people. In  
some versions he can have more  
control on the hallucinations,  
making them see what he wants them  
to see.

ALFRED  
And the bodies?

BRUCE  
Certain compounds can only be  
joined by certain elements, as it  
is, this compound is lethally  
unstable, only certain elements can  
be used, he's moving up the table,  
there's only one last cell he can  
use.

ALFRED  
What does that tell us?

BRUCE  
Where he'll go next.

INT. GORDON'S OFFICE

Gordon stares out the window into the night. His face is grim. His secretary, DARLA, comes over the speaker.

DARLA  
(on speaker)  
Commissioner, the mayor is on the  
line.

He turns to the speaker.

GORDON  
I'll call him back.

Gordon turns back to the window and is face to face with Batman. Gordon stutters, startled.

GORDON (CONT'D)  
Batman...

Gordon walks over to his desk.

GORDON (CONT'D)  
Any leads on a cure?

BATMAN  
There may be no cure, Gordon. I am working on it around the clock.

GORDON  
What does this guy want? Who else is this madman pissed at?

BATMAN  
It's no longer about vengeance. Crane got his revenge, now The Scarecrow has his own agenda. He's planning something, he didn't gas half the city without intention.

GORDON  
How could this happen?

BATMAN  
I'm sorry, Commissioner, it was my- we'll figure out something, we always do. I know where he'll be tonight.

Gordon looks up from his desk.

EXT. GOTHAM UNIVERSITY - NIGHT

A dense fog covers the city.

INT. GOTHAM UNIVERSITY

The Scarecrow unrolls blueprints over a lab table.

THE SCARECROW

Look here, we need to get them up  
this reservoir by tonight. Follow  
the path.

EXT. GU

The blue and red lights cut through the fog speeding through  
the streets towards the factory.

INT. GU

BROCK

Boss, the cops.

THE SCARECROW

We're ready, lets go.

The trucks are full of vats and two of the men pull The  
Scarecrow's BLUE SAFE from out of the back.

THE SCARECROW (CONT'D)

Make sure its contents cannot be  
found.

The men nod and carry the safe over to one of the acid vats.

THE SCARECROW (CONT'D)

The antidote cannot be destroyed  
that way, there.

The Scarecrow points to a cement truck. Two men stand on top  
of crates looking out the front windows.

EXT. GU

The cruisers skid into place turning to create a barrier  
preventing access to the main street.

INT. GU

MAN AT WINDOW

They're here.

THE SCARECROW

Good.

The two bodybuilders push the safe through the hole of the  
cement truck's tank. The safe sloshes into the cement and  
then bangs around inside as the tank turns.

THE SCARECROW (CONT'D)  
Alright boys, we're out of here.  
Joe and Joe, open the door for us.

The men at the windows nod and then aim their grenade launchers out the windows.

EXT. GU

The grenades fly with a red trail into the midst of the patrol cars. Before the officers can respond the gas has taken effect and they are on their knees.

INT. GU

The men are joyously firing away. A batarang disarms them both, they turn to see Batman's shadow on the far side of the factory.

THE SCARECROW  
Batman, so excellent to see you,  
you know I never got around to  
thanking you for your assistance  
last night.

The Scarecrow smiles when he pokes his head back into the truck.

THE SCARECROW (CONT'D)  
Let's go.

EXT. CHEMICAL FACTORY

The officers are still on their hands and knees coughing from the smoke, none of them seem to be experiencing fear from the gas. They suddenly hear a loud roar. Then several roars, like a herd of wild beasts. The entire wall of the Factory suddenly rips open as a herd of black rhinos stampedes out of the factory and towards the police line.

GORDON  
Move! Get out of the way.

Some of the cruisers pull away in time, the others are rammed by the Rhinos/trucks.

INT. TRUCK

The Scarecrow is laughing hysterically, completely in love with himself at the sight of the entire Gotham Police Department fleeing in his wake.

BROCK

Sir, The Batman! What about The Batman?

THE SCARECROW

It's Batman, just Batman, no The, not The Great, not The King, just Batman.

The factory explodes into a spectacular fireball.

THE SCARECROW (CONT'D)

I suppose that would make it moot.

The Scarecrow slaps his knee. The street is impossible to see through the thick fog. In the distance two headlights are coming straight at The Scarecrow's convoy.

THE SCARECROW (CONT'D)

Clear the rode!

A man in each truck pops up through the sun roof with rocket launchers, in unison they fire the screamers into the fog. A second later the rockets explode in the distance, the lights are still coming. The convey splits in half as the Batmobile rushes straight between them, and then continues on towards the burning factory. The Scarecrow is slamming the stick of his scythe on the dashboard in frustration.

EXT. FACTORY

The Batmobile flies through the debris and into the fiery building. Batman walks through the fire to his car.

INT. BATMOBILE

As Batman drives through the shattered police barricade, he sees various dead cops scattered over the scene, blood, cops holding the wounded. A flash of Gordon wedged under a car, eyes closed, dead. Batman grits his teeth and punches the throttle.

INT. TRUCK

The driver is listening to his headset.

DRIVER

There is a torch vigil taking up the escape route several miles ahead.

THE SCARECROW  
Then take the bridge, and run the  
cement truck into the river.

DRIVER  
Sir!

THE SCARECROW  
What?

DRIVER  
Look! The Batmobile has already  
gained on them, and is flying  
through the street.

THE SCARECROW  
Blow him up!

The men pop back out of the sunroofs and fire their rockets  
in quick succession.

INT. BATMOBILE

Batman swerves as the rockets appear from the fog, their  
smoke trails leading past his windows.

BROCK  
Turn on the heat seekers.

The men bring up a grid on the rocket launchers, then fire  
again.

INT. BATMOBILE

The console indicates the rocket lock. He flips a switch and  
the afterburner turns off. The rockets fly right by with  
ease.

INT. TRUCK

THE SCARECROW  
He will not die. Why will he not  
die?

INT. BATMOBILE

Batman flips the afterburner back on. The missiles regain  
their lock and turn around coming straight back for him.

EXT. CARS

The Scarecrow's convey, led by the cement truck, reach the  
bridge.

Just a quarter of a mile behind is the Batmobile quickly gaining, and a quarter later are the two missiles corkscrewing through the air gaining at an incredible speed.

INT. BATMOBILE

Batman pushes the throttle all the way forward and the car lurches forward. With the thick fog Batman is flying blind.

INT. TRUCK

The Scarecrow looks back to see the Batmobile splitting between the two trailing trucks and gaining on him. The burn of the rockets quickly becomes visible through the fog.

EXT. CARS

MEN IN SUN ROOF

No!

Each rocket scores on each truck. The two trucks flip up together blowing into several large pieces. The Batmobile swerves around the debris as it rains down over the street. The Batmobile flies past The Scarecrow's truck and pulls right behind the cement truck. Brock draws his revolver and fires six rounds uselessly into the Batmobile's armor. The Scarecrow gives him a blank stare.

THE SCARECROW

Fun?

Brock sheepishly drops the revolver.

INT. CEMENT TRUCK

The driver sees the Batmobile, jams the pedal, and jumps out the door rolling onto the pavement.

INT. BATMOBILE

The cement truck is swerving wildly into the oncoming lanes. Batman opens the canopy and puts the Batmobile on autopilot.

EXT. BATMOBILE

The cement truck steadies a bit, and Batman braces himself on the hood of the car. Batman leaps and manages to grab hold of dispenser extending from the tank. Under the sudden weight the dispenser unfolds, throwing Batman inches from the ground. The dispenser swings back and forth widely, Batman grips the tube as his head swings inches above the speeding pavement. The cement truck swerves and Batman loses his grip, and hangs wildly with one hand. He regains his composure and pulls himself into the tank of the cement truck.

INT. CEMENT TANK

Batman lands in the cement sinking into the depth of it. He manages to stand but the spinning of the tank flips him crashing onto the safe.

INT. TRUCK

BROCK

He's going to get the antidote.

The Scarecrow looks at Brock sarcastically.

THE SCARECROW

There is no antidote.

The Batmobile moves to be right alongside the cement truck.

INT. CEMENT TANK

Batman manages to brace himself while the tank spins. He pulls out an ear piece and puts his head to the side of the safe, and begins spinning the dial.

INT. TRUCK

Brock fires a machine gun at the cement truck.

INT. CEMENT TRUCK

Bullets rip through the tank narrowly missing Batman. He seems not to notice as he continues to crack the safe. Batman checks his wrist monitor and it shows the view of the Batmobile.

EXT. CARS

The cement truck continues to fly into the fog, the Batmobile continues to keep perfectly in step. The Scarecrow's truck follows.

INT. CEMENT TANK

The tank keeps spinning and the safe flips over Batman, narrowly crushing his head.

INT. TRUCK

BROCK

Sir, the split is coming up. Do we exit?

THE SCARECROW  
Yes, get off here, first...

INT. CEMENT TANK

He looks down at his wrist screen and sees the split coming up. The cement truck is aimed head on for the wall dividing the two roads. Batman presses a button on his watch.

EXT. CARS

The Batmobile immediately responds. It slams into the side of the truck pushing it off to the side towards the road on the left. The cement truck moves to the side very slowly and the Batmobile pushes harder. The cement truck barely careens off in time and narrowly misses the wall. The Batmobile sacrifices and slams directly into it, exploding in a ball of fire.

INT. TRUCK

Brock turns onto the road on the right as he pulls up several grenades and smiles. Brock speeds up near the cement truck and flings the three grenades into the hole of the tank.

INT. CEMENT TANK

The three grenades bounce around inside before disappearing into the cement. Batman dips into the thick cement to find them.

EXT. CEMENT TRUCK

The tank explodes, launching the entire back end of the truck off the road and flipping it over into an endo. The truck skates on its grill for a few seconds before exploding again, knocking it over to slide on its back, a third explosion, sends it flying all over the freeway in a shower of debris.

INT. TRUCK

The Scarecrow is crazily laughing and flailing his hands.

EXT. BRIDGE

The Scarecrow's truck disappears into the fog. The truck stops sliding about a block away from the crowds of people meeting for the torch vigil. Balls of fire dance through the fog as the crowd nears to the scene. The sound of scraping metal, like a sled on the street. The safe is still sliding down the freeway to the end of the overpass and out of the fire. It stops. The door of the safe flies open. Batman slowly arises from inside.

A group of police cruisers is speeding across the bridge with light and sirens. Batman steps out of the safe and falls to the ground. His face and suit are covered in glass, blood, and needles. He pulls a needle from his neck.

BULLOCK

Get him up.

Two officers carefully approach him and then pull him to his feet. Bullock reaches for his mask.

BATMAN

What is it? What is it?

Bullock takes a step back in surprise while Batman tries to break free. Another officer comes over and restrains him. Bullock reaches up and pulls down the mask. A tighter red mask is underneath. One of the officers reaches up to take it off. Bullock blocks his arm with his baton.

BULLOCK

Leave it, let him keep his identity.

They continue to strip off his costume. Bullock cuffs him and places him in the car.

BULLOCK (CONT'D)

He always trusted you, I told him to drop you but he trusted you.

Bullock closes the door, and gets in the driver seat. The crowd parts as the cruiser slowly drives through the vigil. Batman looks up through the window, the people stare in as the car crawls through. They stare down at their fallen hero.

INT. NOWHERE

A flash of roses falling. A flash of a gun. Bruce's parents being killed. Killed again. Killed again. Over and over from different points of view. The killing is relentless, as soon as its over, it starts again, a nightmarish loop.

INT. ASYLUM CELL

Batman sits in a corner with his head swirling. He could have been here hours, or days. Time fades slowly. A quick glimpse of Batman clawing at his skin.

BATMAN

The gun, get away, run!

He rolls around, yelling out, trying to warn his parents.

FADE TO:

A van squeaks to a halt outside. He slowly pulls himself up to the bars and peers down to the van below. The Joker is being beaten by the guards while his jacket is put on. The laugh echoes up to Batman's cell. Batman slams to the stone floor holding his ears. A dish of food slides under the crack of the door. He slurps up the sledge and slams the tray down. He pauses a moment, regaining himself, then goes to work on the dish, ripping off the sides and flattening the metal. The bottom of the plate makes a mirror. He jumps up to the barred window and uses the mirror to reflect the lightning flashes into Morse code. He wedges the mirror in between the bars and angled for a view of the clock down the hall. He takes the spoons and puts one by each lock. One on top, one on the bottom. The switch on the toilet is pulled out, to reveal a long pipe that runs to the plumbing that connects to a longer rubber pipe. He takes the 8 foot piece of tubing and connects it to each spoon rig by the lock. He stops when he hears someone talking. He then rips the elastic from his underwear and situates it around his needle bruised arm, a tourniquet. He looks in the mirror and sees the doctor and orderly coming to his cell, he hurriedly puts the straight jacket back on. They're coming.

INT. BATCAVE

Bruce slowly descends the staircase into his lair. He looks even worse than he was at the funeral. He stands in the center of the cave, looking around at the computer equipment, weapons case, souvenirs, Batboat. He turns to the suit case and looks at his reflection in the glass. His reflection overlays the suit giving the illusion of Batman standing in front of him.

BRUCE

Was it worth it?

He slams his hands down on the computer console.

BRUCE WAYNE

Was your revenge, worth the life of  
a friend?

He hangs his head. A bat flies overhead.

BRUCE

No more...

Bruce goes berserk. He shoves the 8 foot computer console, it rocks, then he shoves it again until it breaks free and falls down into the abyss of the cave. Bruce swings around and charges the other computer console, hitting it hard with his shoulder and knocking it free into the pit below.

BRUCE (CONT'D)

No more!

He sprints to the weapons case and rips it out of the ground and smashing the glass sending his array of weapons scattered across the floor. He runs to the costumes case and rips the Batman insignia off the chest of the suit. Bruce stops from fatigue, and falls to his knees.

BRUCE WAYNE

No more...

Alfred walks slowly down the staircase and takes in the scene before him. Bruce senses him and stands back up. He walks up the stairs past Alfred, not even looking him in the eye.

BRUCE

Lock it up, Alfred. Lock it up and never speak of this life again.

EXT. GOTHAM CITY

Fires blaze from the sides of stores, a gang of people breaks free from a store with handfuls of clothes. Gotham is being looted. The fearful wallow in the streets and are easily taken advantage of by the criminals. The cops are pinned down behind their cars in turf wars with the local gang.

INT. BREAKFAST NOOK

Bruce sits at the table in his robe. Alfred sets down the paper in front of him.

ALFRED

Last night. An article with a picture of Gotham being looted. Flames spout from cars, people running in and out of stores. Chaos.

BRUCE

There's no cure.

ALFRED

The Scarecrow-

BRUCE

The Scarecrow is dead, he was infected before I was, it would have killed him by now.

ALFRED

I do not think it is wise to assume.

Bruce rages.

BRUCE

I think I would know better than you what is and isn't a wise assumption.

Alfred quietly cleans the dishes from the table.

INT. WAYNE MANOR - LIVING ROOM

Alfred decorates the Christmas tree slowly, a dire look on his face, oblivious to the joy of the season. Bruce stumbles into the room.

ALFRED

Master Bruce!

Alfred rushes over to support him.

BRUCE

No Alfred, I'm fine, really, how are you?

ALFRED

You really must see a doctor, I fear your condition has worsened over the past few weeks.

BRUCE

No, I'll manage, I'm fine.

Bruce settles onto the couch, noticing the Christmas tree.

BRUCE (CONT'D)

I've forgotten.

ALFRED

It was your favorite time when you were a boy. You and your Father both, always decorated the tree.

BRUCE

I remember.

Bruce stands to help Alfred with the decorating.

ALFRED

Sir-

BRUCE

Alfred, I'm fine trust-

He suddenly falls to his knees, blood spraying from his nose.

ALFRED

Sir!

Alfred rushes over and holds his cleaning cloth to Bruce's nose. Alfred helps him to settle to the floor. Blood fires from his ears, Bruce huddles into a ball.

ALFRED (CONT'D)

Master Bruce, please, Bruce...

INT. WAYNE MANOR - BRUCE'S BEDROOM

Bruce is on his knees looking up at the picture of his parents. His face is pathetic. Alfred enters.

ALFRED

The death of two saved the lives of countless others.

BRUCE

Alfred it was...to be sane in that place, and to be with those-

ALFRED

It's ok, sir.

BRUCE WAYNE

No, I... Jack

ALFRED

Jack?

BRUCE

Jack Napier, he was there, I saw him, that laugh.

ALFRED

Jack Napier? The Joker?

BRUCE

He was laughing, at me...

ALFRED  
Excuse me?

BATMAN (V.O.)  
Excuse me.

ALFRED  
Sir?

Bruce falls to his knees, remembering.

BATMAN (V.O.)  
Have you ever danced with the devil  
by the pale moon light?

INT. CATHEDRAL - NIGHT

Batman's fist slams into The Joker's face.

INT. WAYNE MANOR - BRUCE'S BEDROOM

Alfred rushes over to support Bruce.

ALFRED  
Sir, what is it?

EXT. CATHEDRAL - NIGHT

The Joker hangs from the helicopter rope ladder, the rope around his ankle attached to the gargoyle, Batman looking up at him.

INT. WAYNE MANOR - BRUCE'S BEDROOM

BRUCE  
I, he fell-

EXT. CATHEDRAL - NIGHT

The Joker falls, he lays in the cracked cement looking up, looking up at-

INT. WAYNE MANOR - BRUCE'S BEDROOM

Bruce looks down at the floor, down at his fallen foe.

ALFRED  
Sir, I don't understand.

INT. ARKHAM ASYLUM - BATMAN'S CELL

Batman watches through the thick iron bars at the scene below, he recognizes The Joker.

EXT. ARKHAM ASYLUM

The Joker's face raises from the mud, laughing. The guard raises him up, a CROSS TATTOO on his forearm, Brock. Back to The Joker, his face changes, Bruce's head clears, it is-

INT. BRUCE'S BEDROOM

BRUCE  
The Scarecrow.

ALFRED  
Sir?

BRUCE  
At Arkham, he was there with me,  
but he wasn't there, he wasn't  
captured.

ALFRED  
Sir, I'm not making any sense of-

BRUCE  
How long have I been out, where has  
he been?

ALFRED  
A month maybe, no one has heard  
from him since.

BRUCE  
That's why, that's the hurry, he's  
taken it over.

A moment of realization.

BRUCE (CONT'D)  
He's been playing me from the  
start.

ALFRED  
Sir?

BRUCE  
The blueprints that were ordered to  
my house, suddenly missing.  
Distracting the PD at the Aquarium  
to infect Gotham.

ALFRED  
And the Asylum?

BRUCE

He set me up to be infected, he wanted me at Arkham, he needed my escape as a means to take it over, you look one way, the way you anticipate he'll be, and he strikes you another.

Bruce thinks it over a moment.

ALFRED

It still doesn't explain what he wants with Arkham.

BRUCE

What happens when you take 435 men, without morale stability, the sense of right and wrong, and make them fearless?

ALFRED

It wouldn't last, they won't-

BRUCE

It's the cat and mouse, you infect the masses with fear, and just a pin prick of fearlessness fails the mighty giant. He's planning an invasion.

ALFRED

What do you intend to do about it?

BRUCE

Nothing.

EXT. ALLEY - NIGHT

Rain sprinkles over the slick stone road as a red trail of blood washes into the gutter. The flash of cameras. Two bodies lay side by side covered by blankets as police scavenge the scene. Police cruisers line the alley covering the scene with strobing red and blue lights. Off to the side, almost out of sight, a small boy, Bruce Wayne, stands somberly wearing a blanket, ignored by the legs busy around him. Officer Gordon, without the grey and wrinkles, steps over to the two bodies, shakes his head sadly, then locks eyes with Bruce. Gordon walks over and kneels in front of Bruce.

GORDON

What's your name?

BRUCE

Bruce.

The ambulance arrives, the bodies are lifted into the ambulance, Bruce's eyes do not leave his parents.

GORDON

Bruce, I'm James, James Gordon,  
it's good to meet you.

Gordon turns to where Bruce is looking, then turns back.

GORDON (CONT'D)

Do you have any brothers or  
sisters? A grandmother that lives  
nearby?

Bruce shakes his head. Gordon turns and sees the social services van pull up.

GORDON (CONT'D)

I was just about to go out for a  
hotdog, care to join me Bruce?

Bruce nods.

GORDON (CONT'D)

Tell you what, I'll buy your  
hotdog, but you'll need to do  
something for me.

Gordon pulls out a SMALL POLICE BADGE and pins it to Bruce's shirt.

GORDON (CONT'D)

You'll have to be my deputy.

Bruce manages a smile, the two squeeze past the police line and walk into the night.

INT. WAYNE MANOR/LIVING ROOM

Alfred busily dusts the room, Bruce storms through the front door.

BRUCE

If I'm going to die, Gordon's death  
will not be unanswered.

ALFRED

Sir, in your condition-

BRUCE  
I'll make it.

ALFRED  
Even still, Arkham loaded, you may  
as well be ambushing a military  
compound.

BRUCE  
I'm dead either way, Gordon didn't  
have a choice.

ALFRED  
But, sir, you, everything was  
destroyed.

BRUCE  
I always keep a spare.

Bruce clicks on a remote and a brilliant light shines through  
the fourth floor window, the Batwing.

ALFRED  
Where are you going?

BRUCE  
Back.

EXT. GOTHAM

Snow extends from the fringe of Gotham and out into the  
hills. Past the hills, over the dunes, is Arkham, nestled  
behind massive walls of snow. A small black dot races over  
the white landscape.

EXT. SNOW DUNES

The Batwing flies just feet above the snow, out of radar. The  
snow melts in the wake of the exhaust.

INT. BATWING

The windshield goes red as infrared finds the Asylum 3 miles  
off. The heat signatures of several men can be seen behind  
the walls. Infrared shows a grid extending from the Asylum,  
radar. Batman pulls a lever.

EXT. BATWING

The wings break free of the main body, and the Batski falls  
to the snow, landing at full throttle.

INT. BATSKI

Batman lounges back watching the HUD as the ski cuts through the snow. He pushes down on the throttle and the ski takes a dive into the dune, it is now cutting swiftly through the snow, out of sight.

BATMAN

Alfred, I'm going in low, send me the schematics.

ALFRED

(on screen)

Yes, sir.

The HUD becomes a flurry of images as the schematics are downloaded. The map shows an underground sewer system.

EXT. BATSKI

The ski flies out of a mound and through the air. An iced over lake looms ten stories below.

INT. BATSKI

Batman hesitates, and then shoves the throttle down, turning the ski into an inverted dive for the ice.

EXT. BATSKI

The ski cuts through the ice like a drill and into the water below.

INT. LAKE

Batman navigates down through the water towards the floor. The boat swims down through and into a sewer opening. Batman punches it and the boat fires through the water.

INT. BOILER ROOM

A massive boiler stands in the center of the room with various pipes running in and out of it. Clank. Clank. Something is inside. The boiler splits down the bolts as the Batski breaks free and crashes onto the stone floor. Batman climbs out un-phased. He notices the a box in the corner, marked: Gotham Deconstruction. The explosives. He turns to the empty corridor and sprints down the hall.

INT. HALL

The hall ends as several massive metal fans blow up from the floor.

The spinning blades fill the corridor with a violent wind. Batman runs straight for them. He jumps off the edge and is immediately pushed up from the force of the fans. He spins wildly down the corridor narrowly missing the spinning blades and landing on the far end. He runs.

INT. STAIRWELL

A tight room with a winding staircase extending six floors to the ceiling. A grill overhead gives view to a patient's cell.

INT. CELL

Lyle Bolton lay beaten on the ground. Two patients mercilessly kick at him, laughing hysterically. Lyle peers down through the grill and sees two eyes glowing looking up at them. He's kicked across the face. He spits blood. He gathers up what little strength he has and lurches to his feet swinging. His fist is caught, by Batman. Both patients are laying on the ground knocked out.

LYLE

You.

Batman sees the cuts on Lyle's hands and face.

LYLE (CONT'D)

You.

Lyle falls back to the floor, he is beaten within an inch of his life.

LYLE (CONT'D)

I'll stop them, I'll kill them all.

Batman leans over Lyle and lifts his head.

LYLE (CONT'D)

You stupid-

Lyle starts to shake.

BATMAN

Where is he?

Lyle begins to nod off.

BATMAN (CONT'D)

Lyle.

Lyle falls back staring at the wall. Batman bows his head in respect, then slowly raises to his feet. His nose is bleeding. It's starting again.

## INT. ARKHAM ASYLUM - SCARECROW'S NEST

Brock lay wide eyed staring at the ceiling, unmoving. Blood cakes over his ears and nostrils, he's dead. The Scarecrow hovers over him. He pulls his collar down to reveal a grey skinned fragile figure. His skin is pulled taut and his bony features protrude past his face.

THE SCARECROW

I'm sorry.

He pulls the blanket over his face and stops, closes his eyes. He clinches his fist angrily.

## INT. ARKHAM ASYLUM - COMMAND CENTER

Men in patient uniforms man the controls. The Scarecrow limps in weakly, the collar covering his face.

THE SCARECROW

We go in the morning.

PATIENT

No way, the roads are impassible  
for at least another two weeks.

The Scarecrow puts his bony fingers on Patient's shoulder.

THE SCARECROW

That's why we have the hover-  
crafts.

The Scarecrow points to the dozen hover-crafts outside the perimeter.

THE SCARECROW (CONT'D)

Besides, you'll be dead by then.

A blip appears on the monitor.

PATIENT

We've got company.

## EXT. ARKHAM ASYLUM - COURTYARD

A dark figure darts through the open courtyard towards The Scarecrow's command center. Suddenly a dozen patients explode from the deep snow tackling him. He fights them off quickly, but they keep coming at him, they're fearless. They're faces smashed, they're bones broken, they keep coming relentlessly. The infection overcomes him, fatigue sets in, the patients overpower him and tackle him into the snow. They beat him mercilessly, then stop suddenly.

They rip him out of the snow and to his feet, his head sags, Lyle, he looks up to see The Scarecrow coming towards him.

THE SCARECROW  
Security man, you foolishly waste  
my time.

Lyle drops to his knees in the snow, barely able to hold himself up. The Scarecrow stops for a moment, something isn't right.

THE SCARECROW (CONT'D)  
Why sacrifice yourself needlessly?

One of the inmates tosses The Scarecrow his scythe.

SCARECROW  
I'll figure it out later.

In the distance a series of explosions. Lyle runs to the top of the tower and sees each hovercraft exploding individually.

THE SCARECROW  
Batman!

The Scarecrow turns back angrily towards Lyle.

THE SCARECROW (CONT'D)  
I'm really going to enjoy this.

Lyle fidgets with something in his belt.

LYLE  
There's one thing you didn't  
consider, Scarecrow.

SCARECROW  
And what might that be?

Without hesitation The Scarecrow spins and impales Lyle through the chest. The point penetrating through his chest and out his back. Lyle's face fills with horror. The Scarecrow looks on happily. Lyle falls back in the snow, a red ripple extending from his body and slowly saturates the white snow. Lyle is dead.

THE SCARECROW  
Get rid of him.

EXT. ARKHAM ASYLUM - TOWER

The tower overlooks the cliff edge, and far below is Arkham Mansion. The Scarecrow peers over the edge, then back at the patients holding Lyle's body.

THE SCARECROW  
Get it over with.

One man grabs the arms, the other the legs. They swing him back and forth.

PATIENT  
One... Two.... Three...

They toss him over, but the second patient still holds the foot.

PATIENT (CONT'D)  
I said three.

PATIENT 2  
I thought you meant go after three,  
not on-

The Scarecrow turns towards muffled sounds. He is blind in the raging blizzard.

THE SCARECROW  
Just can't stay away can you?

The two patients fly past him and over the side of the building. Before The Scarecrow can react a black fist penetrates the thick snow and slams him in the face. He steps back to regain his feet, and is slammed again, and again. He teeters over the edge of the building. Two black boots swing through the blizzard slamming him in the chest, he flies back and falls. He falls several stories, but is blinded as to where he is falling. He slams into glass, it shatters, he falls more, and slams into marble floor. He is knocked out.

INT. ASYLUM - BALLROOM

The Scarecrow comes to, he looks around unsure of his surroundings. A black shadow floats down from the ceiling. The Scarecrow frantically runs across the marble floor. A batarang wraps his legs and trips him.

BATMAN  
It's over, Scarecrow.

THE SCARECROW  
And if it is, what of it?

BATMAN  
Crane, Jonathan, help me find a  
cure, you don't have to die.

THE SCARECROW

No, no. There is no cure. We are dead, your precious people of Gotham are dead.

BATMAN

We don't have to die.

THE SCARECROW

Speak for yourself.

An explosion from far off. The ballroom floor begins to crack down the center. The entire room rips in half. Batman grabs his head.

BATMAN

Not now! Not now!

The massive chandelier falls nearly impaling Batman as he dives for safety. Batman's side of the room begins to slide back, the ceiling rips open letting in an avalanche between them. Batman glances out the window to see the canyon below. The asylum is breaking up, and sliding off the cliff. Batman clears his head, runs, and dives over the chasm to The Scarecrow's side. He looks up in time to see The Scarecrow slamming his scythe down at his head. Batman moves and it impales the floor.

THE SCARECROW

Bad dreams, Batman?

The Scarecrow sprints out of the room and into the hall. Batman gathers his strength, raises himself, and follows. The room collapses just as he exits. As Batman runs, the building is collapsing in his wake, it is ripping itself apart. The floor rips up, launching Batman forward and sending him sliding across the floor. As he lands, the planks pop up, catapulting him back towards the crevice. He flips into composure and whips out the gun, and grapples to the staircase. He swings through the hall narrowly dodging falling columns and debris. The other side is ripping, and tilts down flipping the entire side at an angle. Batman slides down the floor and towards the main window. Through the window he sees the canyon bottom a mile below. He grabs the stair banister as he slides past. He looks up to see The Scarecrow race up the stairs. He pulls himself up, but just as he stands, an avalanche is tearing through the hall above. It slams into Batman immediately and throws him to the massive window as it shatters. Batman grabs hold of the window sill as the violent snow rushes past him. He hangs by one hand over the canyon. Without his grappling hook he shimmyes across the balcony banister to the other balcony. He jumps through and climbs back inside.

INT. ARKHAM MANSION - ARMOR ROOM

The house is steady for the moment. Batman sluggishly sprints through the tilted armor room as the swords and armor clash around him.

EXT. ARKHAM MANSION

The mansion is ripped in two, one half hangs over the cliff edge, while the other half supports it. The Scarecrow climbs out the side window and stands on the side of the house, over looking the cliff. He turns, a black shadow in front of him.

THE SCARECROW

Back you, back.

The Scarecrow stands on the edge of the mansion, about to jump.

BATMAN

Don't do it, Crane! Don't!

Crane takes one more step back and steps into a window, he falls through and free falls through the entry way, dining room, ball room, and then slams into the other side of the mansion directly over the cliff. Batman dives after him, free falling through the house in pursuit. Crane's wall gives, he falls, a black glove catches his hand.

BATMAN (CONT'D)

I came here to kill you.

THE SCARECROW

You should have.

BATMAN

It's not real.

Batman's boots slide.

BATMAN (CONT'D)

I can't hold on, pull yourself up.

THE SCARECROW

It's all in your head Batman, none of this is real.

BATMAN

It's either you or both of us, give me your other hand.

The Scarecrow slips a bit.

THE SCARECROW  
You've made your choice.

Batman boots slide completely off, they both fall, disappearing into the blizzard abyss.

EXT. CLIFF EDGE.

Batman lay facedown in snow. He's not moving. Slowly he comes to, he looks around, no direction, nothingness. A hand pulls him to his feet. Batman glances up with weary eyes. Lyle. Batman's head sags as he's carried through the snow.

EXT. BROKEN ASYLUM

He stumbles upon debris, a cell, he lunges in. He looks up to see Lyle fade away. Batman drops into the snow, the gas has taken its toll, he lays back, and sleeps. Darkness.

FADE OUT.

INT. CELL - DAY

Darkness. A flash of light. Darkness. The sound of voices. Indistinguishable. The sound is coming closer.

VOICE  
There's something over here, look.

Batman slowly opens his eyes, the blood is caked to his face. He tries to stand, fails, tries again, but drops back onto the stone. He is back in the cell. He looks around, he puts his hands to his face. His suit is gone, he is only wearing the red mask. Is he still in the Asylum? Did he ever leave? The bars screech open. The officers enter with blinding flashlights.

EXT. ASYLUM

Batman supports his weight on the officers as they help him out to the ambulance. A voice comes over the radio of one of the officers.

OFFICER  
(on radio)  
We've searched Crane's place, this was the last of it, nothing, no cure.

Batman lifts his head in recognition.

BATMAN  
Steenwyck.

OFFICER 2  
What was that?

BATMAN  
Steenwyck.

OFFICER  
He's delirious, get him to the  
hospital.

The paramedic nods, rolls Batman inside, then slams the doors.

INT. AMBULANCE

BATMAN  
Where are you taking me?

The paramedic turns and takes off his hat. It is Alfred.

ALFRED  
Home, Master Bruce. We're going  
home.

EXT. ARKHAM ASYLUM

The ambulance lights flare on as the ambulance slowly escapes the scene through the morning snow. In the background the remaining half of the Asylum rests, as the roof caves in and it rains debris over the snow.

INT. CRANE'S LAB

The doors are kicked in from all sides. Windows crash as an entire SWAT team swarms the lab. Lights penetrate the darkness as they search.

SWAT LEADER  
We take him alive.

SWAT MEMBER  
Sir!

Another door, the team surrounds it. SWAT Leader counts down from three on his fingers. They kick in the door then file in. They charge the room then surround their mark. Steenwyck stares back at them unmoving.

STEENWYCK  
Meow.

## INT. BATCAVE

Bruce slowly descends the staircase into the destroyed cave. He wears a bathrobe and seems to be back to full health. He reaches the main platform and turns around, taking in the scene. Alfred walks down the stairs with a tray in hand.

ALFRED

Alright, Master Bruce, don't be difficult this time, this is the final shot, as long as you behave yourself.

Bruce turns to him. Alfred flicks at the needle.

BRUCE

Needles.

Bruce looks down at his needle torn arms.

ALFRED

To think, the cure, this whole time, in a cat. Gotham owes you a debt even if they don't realize it.

BRUCE

Thank you, Alfred.

ALFRED

Thank me in a moment, now come on with it, don't be embarrassed, you forget I changed your diapers.

Bruce lowers the back of his pants.

BRUCE

No, really, thank you.

Alfred smiles.

BRUCE (CONT'D)

Now not so deep this time, I've got a date tonight you know.

ALFRED

Very good, sir, very good.

## EXT. CITY STREETS - NIGHT

Bruce walks with Grace down the sidewalk, they are happily whispering back and forth to each other. A light fills the sky. Bruce looks up to the Batsymbol illuminating the black night.

EXT. ROOFTOP - CONTINUOUS

A giant projector rotates back and forth casting light across the roof. Batman lands on the roof and looks around. No one. As he turns he sees a MAN IN SHADOW on the far end of the roof. The light glances across the roof, illuminating the man. Gordon turns and smiles. They walk toward each other as we:

FADE TO BLACK.