

Knightfall

by
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Based on the novel by
Dennis O'Neil

FADE IN

Darkness. High-pitched SCREAMS echo of absolute anguish, locked away in memory. We hear an electrical HUM. A lone steady BEEP rises in volume above the other sounds - it is a heart monitor.

INT. LAB - NIGHT

Blurry human-like forms. The following scene is seen through the...

POV PATIENT

He looks up at the ceiling from the operating table. The humanoids focus -- eerie green light silhouettes the SCIENTISTS and SURGEONS who peer at him behind surgical masks. One speaks.

SURGEON

Heart rate steady.

SCIENTIST

Vitals ready. Commence feed.

Intricate wires surround the table, connected to space age machinery. Very foreboding. It looks like something from the lair of a futuristic Frankenstein. One apparatus hisses. It drains a greenish liquid into the patient's IV.

VOICE (O.S.)

Last chance to get it right,
gentlemen.

Red veins appear in the patients eyes and cloud his and our vision. He's ready to burst with blood. The heart monitor increases speed. His hands shake as he moans.

SCIENTIST

Is he awake?

SURGEON

Impossible.

VOICE (O.S.)

What's he doing?

Patient rips his arms from his straps.

SCIENTIST

Security!

Chaos ensues. SHOUTS from outside. We hear the doors fly open with a BANG! A shadowy MAN runs in and throws the surgeons aside.

MAN (O.S.)

This has gone far enough, Nomoz!

NOMOZ (O.S)

Get away from him!

GUNFIRE. A woman screams. We still watch through the patient's point-of-view - his arm has swelled into a pulsating riptide of muscle. The inky venom in his blood vessels bursts through the skin. He rips off the other clamps that hold him down. No one dares stop him - the venom surges through his body.

NOMOZ (O.S) (CONT'D)

No! You can't!

The patient punches right through the machines. Sparks fly. Fires ignite and climb the walls. A small, DWARFISH FIGURE flees from the lab. The patient pursues until he sees the Man lying dead on the ground, shot twice to the chest.

The unseen patient cries in anguish over the Man. He runs for the nearest window and dives through the glass. It SHATTERS around him. He falls. Wind WHIPS through his gown. Below is the ocean. Dark waves rush up to engulf him...

FADE TO:

EXT. RESTAURANT - NIGHT

A five star cuisine restaurant that no one but the super rich could afford. The glamorous skyline of GOTHAM CITY towers in the background.

SUPER: "AUTUMN"

INT. RESTAURANT - CONTINUOUS

Rockefeller would have loved this place. Its patrons are multi-millionaires in tuxedos and gowns. Government officials mix in with the crowd. A live orchestra plays a STRAUSS WALTZ.

Close in on a table in the corner, not far from the high window. Two occupants sit there. One is a beautiful woman in her 30s with raven-black hair and a violet evening gown. This is SELINA KYLE. The man, broad-shouldered and clean cut, is none other than BRUCE WAYNE.

A WAITER brings them two champagnes. Selina offers a toast.

SELINA

To exceptional taste. I wasn't sure what to expect when you called, but it wasn't this nice.

Bruce toasts her and drinks. He gazes out the window. His blue eyes bear the brunt of some secret.

SELINA (CONT'D)

Something wrong?

Her deep green eyes are very inquisitive.

BRUCE

No, nothing. Why?

EXT. RESTAURANT - CONTINUOUS

The street. Several POLICE CARS park along the curb. UNIFORMED OFFICERS emerge and wait. From one car steps the police commissioner himself, JAMES GORDON. His stalwart mustache shows signs of gray. He adjusts his glasses as he looks at his watch.

INT. RESTAURANT - CONTINUOUS

Bruce glances at his watch.

SELINA

If you have somewhere else you'd rather be, I understand.

BRUCE

I wouldn't dream of it.

SELINA

Then tell me why I'm sitting here and talking to myself when you were the one who so desperately needed to see me.

Under the table, Bruce secretly pulls out his cell phone and presses "send."

EXT. RESTAURANT - CONTINUOUS

Gordon feels his pocket for his vibrating phone. He checks the caller ID.

GORDON

Let's go.

The police follow him into the restaurant.

INT. RESTAURANT - CONTINUOUS

Selina glances over Bruce's shoulder and sees Gordon enter with his squad. The other patrons step out of the way and whisper among themselves. Bruce's face is stone.

SELINA

Now there's a surprise.

Two OFFICERS approach her.

OFFICER

Selina Kyle, could you come with us please?

SELINA

We haven't ordered yet.

OFFICER

Ma'am.

She gracefully takes her handbag and follows. After a few steps, she has an after-thought and returns to Bruce.

SLAP! She backhands him across the jaw. He doesn't flinch. She follows the officers out the door.

EXT. RESTAURANT - NIGHT

An Officer frisks Selina against the squad car. He chuckles to himself as he gropes her legs and ass. She frowns. The officer places her in handcuffs and opens the squad car door...

Wham! Her elbow catches him right under the nose. She kicks another cop with her high heels into his partner and they both hit the curb. Then she kicks off her heels and flees barefoot down the street.

GORDON

All available units! Suspect is escaping on foot!

INT. RESTAURANT - CONTINUOUS

Bruce listens over an earpiece. His phone rings.

BRUCE
(answering)
Jason?

JASON (O.S.)
I got her.

EXT. RESTAURANT - CONTINUOUS

The cops start their sirens and gun their engines.

BUILDING ACROSS THE STREET

On the roof crouches JASON TODD, 18 years old. He is dressed in a dark red equipment vest with a letter "R" to one side. Stereoscopic binoculars cover his eyes. A black cloak helps conceal him in the shadows.

JASON
Southbound on Sprang Ave. I'll
send you the tracer's frequency.
But you gotta move now.

EXT. STREETS - NIGHT

Pedestrians don't notice Selina until she knocks them over. Others dart out of her path. She ducks inside a convenience store.

ALLEY

Selina emerges from the rear door and heads for an open street. A SQUAD CAR blocks her path. She doubles back and grabs for a fire escape. Climbs

It's tough going with her hands in cuffs. She manages to grab each rung with two hands and hoist herself up to the roof.

EXT. ROOF TOPS - NIGHT

Selina sees the river in the distance, past the roof's edge. She runs for it...

A massive black shadow drops right in front of her. The familiar cowl and cape are ridged like the ears and wings of a giant bat. Selina stops. The shape steps into the light and reveals the BATMAN.

SLAP! Selina backhands the other side of his face.

SELINA
Champagne and caviar. That's a new tactic.

BATMAN
Selina-

She swings at him, trying to get past. He blocks her every move. A complicated but rhythmic fight follows. Wherever she tries to strike, he knows two blocks ahead, and vice-versa. These are two rivals who combat each other as if it's routine.

BATMAN (CONT'D)
The job you pulled the other night. Who hired you?

SELINA
I respect-
(grunts)
-client confidentiality.

She gains a clear path and leaps to the adjoining roof. He pulls a GAPPLE GUN. Fires. A PUFF of smoke and the line shoots across to the rails above. He swings down and tackles Selina.

SELINA (CONT'D)
Nice of you to pick on little girls.

She elbows his face and gets up to run, but a POLICE CHOPPER swings up in front of her. The blinding spotlight hurts her eyes. She tries to flee, but Batman is on top of her again.

SELINA (CONT'D)
Get off me, you lying son of a-

BATMAN
Enough!

He reaches in his belt and pulls a device -- a scanner. He practically shoves it in her face.

BATMAN (CONT'D)
Selina! Selina, look.

She does.

INSERT: SCANNER SCREEN

The scanner shows several photos of children. Young girls, barely six years old. Each has the tag "MISSING" in the corner, with a date of abduction.

END INSERT

Selina calms down. She's confused.

BATMAN (CONT'D)

That job you pulled the other night. The men that hired you steal passport information so they could smuggle these girls out of the country.

He releases her. She shivers in the cold air. A look of something we haven't seen crosses her face -- shame.

BATMAN (CONT'D)

They're slave traffickers. They're leaving tonight and we need to know where to find them. Selina, I'm trying to save little girls.

INT. TRAFFICKERS LAIR - NIGHT

The door bursts open with a BANG! Five ASIAN TRAFFICKERS jump up in shock. Small pellets bounce along the ground and BURST with smoke. They cough and pull guns. Little good it will do...

The Batman strikes. He flies at the first and batters him unconscious on the ground before he launches several BATARANGS. They find their marks - in the assailants' hands. One SCREAMS. Batman attacks two more and takes them down. One of the last two fires three times into the smoke. Batman kicks his gun away and back flips him into the nearest table. The Screaming Trafficker WAILS at the top of his lungs -- and is silenced.

The smoke clears. All five men lie on the ground, bound and gagged.

GORDON rushes in with his men. They pick up what's left of the traffickers and take them out. Gordon searches the room. He finds a storage closet door. Peeks inside with his gun drawn.

STORAGE CLOSET

His flashlight shines in the darkness. He sees CAGES. Hears Young Girls' WHIMPERING. He rushes to the locks.

GORDON

It's okay. You're gonna be okay.

EXT. TRAFFICKER'S LAIR - MOMENTS LATER

COPS frisk the Traffickers against the car. Selina watches as she stands beside Batman in a nearby alley.

SELINA

Any chance of early parole?

BATMAN

Not likely.

SELINA

I was talking about me.

BATMAN

So was I.

SELINA

There's a surprise. Don't you have a breaking point?

BATMAN

No.

SELINA

Everybody's got a breaking point. Even you.

The police grab her and lead her back to the squad car. Batman fires the grapple again and flies up to the rooftops.

EXT. ROOF TOPS - CONTINUOUS

Batman lands on the roof. He watches Selina get taken away.

VOICE(O.S.)

I finally know how to beat you.

Batman turns. He doesn't see anyone at first. Just the shadows that surround him. The voice has a Latino accent.

VOICE(O.S.) (CONT'D)

I have studied you. When each of your foes attack you, they fall. They fight like fools. But what if I attack your city? What do you do to save them? How far will you push yourself?

Batman crouches. He sees a man - if it can be called a man - high on an overhead ledge. It is a monstrous brute, at least seven feet tall and built like a machine. His face is concealed. This is BANE.

BATMAN

Who are you?

BANE

You will soon know my name. Then you will scream mercy.

BATMAN

What do you want?

Bane steps into the light. A black wrestling mask conceals his face.

BANE

I want to see you fall.

Bane leaps up over the ledge and disappears. Batman fires the grapple and swings up. He lands on the ledge. He looks down in every direction, but Bane has disappeared.

EXT. WAYNE MANOR - DAY

Bruce's home. The pinnacle of luxury. Almost cathedral-like in appearance, surrounded by gardens. A wrought iron gate guards the entrance.

INT. LIBRARY, WAYNE MANOR - LATER

Books line many shelves that surround a comfortable library. We focus in on a GRANDFATHER CLOCK in the corner. Something CLICKS. It POPS out of its frame. The clock swings wide and BRUCE emerges, buttoning his shirt.

ALFRED (O.S.)

Would you like breakfast this morning, sir?

At the library door stands ALFRED PENNYWORTH (62), standing at attention as always.

BRUCE
I'll get it myself. Thanks.

Alfred exits. JASON bursts into the room, still in his Robin gear, and throws his motorcycle helmet at Bruce's feet.

JASON
I'm in on the next one.

BRUCE
No.

Bruce continues dressing.

JASON
I'm sick of pulling recon like it's some look-out Mission Impossible crap. You promised me some action.

BRUCE
When you're ready.

JASON
I'm ready. I'm twice as ready as Grayson ever was.

BRUCE
Jason, the very fact we're having this conversation proves to me you're not.

JASON
What's that supposed to mean?

Bruce throws on a jacket and exits the library. Jason follows him into the...

INT. HALLWAYS, WAYNE MANOR - DAY

The head for the kitchen.

JASON
Nothing? I forgot silence is your strongest argument. Bruce. Hey Bruce! Will you listen for one second--

He spins Bruce around.

JASON (CONT'D)
Remember what you told me? You promised me something better. I'm still waiting.

BRUCE
You're indispensable --

JASON
I don't want indispensable. I want
what you have. I wanna be the
Batman someday.

BRUCE
With the way things are going,
Batman won't be needed much longer.

JASON
You serious?

INT. STUDY, WANE MANOR - DAY

Close up on a COMPUTER SCREEN. A fast slideshow flips by --
CRIMINAL MUGSHOTS of the infamous Rogues Gallery. Over each
is the word "Apprehended."

BRUCE
The major players, locked away.

Bruce hits a series of keystrokes. The screen highlights a
map of Gotham City. "Tri-Corner." "East End." "Diamond
District." "Crime Alley." Several COLORED BORDERS around
key areas dissolve to nothing.

BRUCE (CONT'D)
The gangs at a ceasefire. The mob
neutralized. This is the day we've
been waiting for. Fighting for.
You should be glad.

He closes the laptop.

JASON
Are you glad?

Bruce avoids an answer. He stares out the window.

JASON (CONT'D)
Seriously, are you?

INT. PRISON CAR - DAY

SELINA is handcuffed to a row of other INMATES. All wear
orange jump suits. She looks out the car's narrow window
slit as they approach their destination.

INSERT: SELINA'S POV

Out the window stands ARKHAM ASYLUM. Tall, formidable. A cancerous blot on a deserted hill that rises high like a malignant sore. Prison walls surround the clinic.

END INSERT

Selina shivers.

EXT. ARKHAM ASYLUM - DAY

The GUARDS withdraw the padlocks and open the front gates. The prison car drives through into the courtyard.

PSYCH WARDEN (V.O.)
Selina Kyle, also known as the
Catwoman. Wondered when you'd join
the party.

INT. WARDEN OFFICE - DAY

The PSYCH WARDEN, an older uniformed grunt with stringy hair, stares at her from behind his metal desk.

PSYCH WARDEN
If I'm not mistake, this is your
first visit to Arkham. What took
so long?

SELINA
They double booked the honeymoon
suite at Blackgate prison.
Batman's done his duty well.

PSYCH WARDEN
Batman. Don't make me laugh.
(looks out office window
to the holding cells
below)
That freak is the reason half these
psychos exist. They were decent
people once. Then ol' Bats shows
up and they feel they gotta prove
something. You never know the next
crazy fool what's gonna try to make
a name for himself by besting the
Bat. Never know who's gonna make
good on it, either.

He leers at her, lustfully. She ignores it.

PSYCH WARDEN (CONT'D)
I hope you enjoy your stay.

INT. CELL HALLWAY, ARKHAM ASYLUM - LATER

Selina carries bed sheets down the hall as two GUARDS escort her. She passes by cell doors on either side. A large door looms ahead -- "MAXIMUM SECURITY."

SELINA

Dear God.

The guards lead her through the door. The light is dim. Bare bulbs overhead cast ugly shadows under her eyes. She sees faces staring at her in the cells...

...a man's face, half-scarred from acid. TWO-FACE, former district attorney Harvey Dent. In the next cell over, a course and leathery face that belongs to Waylon Jones, the KILLER CROC. Beside him, VICTOR ZSASZ, who has tally marks carved into his neck. On down the row - Edward Nygma, THE RIDDLER. Pamela Isley, or POISON IVY. Arnold Wesker, or THE VENTRILOQUIST. Jarvis Tech, aka the MAD HATTER. Jonathan Crane, better known as the SCARECROW. And the ghoulish smile of the JOKER, identity unknown. Each person cat calls and mocks Selina as she passes -- "What have we here?" "Stop in for a visit, pussycat!" "Get comfy, baby!" Pernicious laughter.

The guards force Selina into a cell and slam the door shut.

INT. SELINA'S CELL - DAY

Selina composes herself. She arranges the covers on the bed to look as if a body is lying on top. Then she crawls under the bed and curls up. Her resolution hides a true fear -- she's trapped in a forsaken place.

EXT. WAYNE ENTERPRISES - NIGHT

Leaves swirl up in a gust of wind. Pedestrians shield themselves from the autumn air. LUCIUS FOX emerges from the lobby of Wayne Enterprises as he speaks to the BOARD OF DIRECTORS.

FOX

Mr. Wayne will tell you as soon as
he's made his decision.

BRUCE emerges. He flirts with TWO SECRETARIES -- he is putting on his oafish act.

FOX (CONT'D)
Until then, we'll be at the Four
Seasons.

EXT. ROOFTOP - CONTINUOUS

A small SNIPER hunches behind the edge of the roof. He unpacks a RIFLE and sets it on a mobile stand.

INSERT: SNIPER POV

Through the sniper sight, we see the crosshairs aim at Bruce's face.

END INSERT

The Sniper pulls a radio.

SNIPER
Ready when you are, Magic.

INT. SELINA'S CELL - NIGHT

Selina sleeps. The door CREAKS open. She opens her eyes. FOOTSTEPS approach the bed. Someone rips off the covers.

PSYCH WARDEN (O.S.)
What?

Selina chops out at his ankles. CRACK! He cries out and falls. She slides out from the bed and jumps on top of him.

SELINA
I don't like your party.

He sticks her with a SEDATIVE. She screams and leaps away. He grabs her feet and holds her down.

PSYCH WARDEN
You don't have to like it.

He holds her mouth so she can't scream. She struggles, but the sedative pulls her under. Selina's eyes roll back...

The Psych Warden sniffs her hair...

KABOOM! An explosion in the outer hall. He jumps up. KABOOM! A second one knocks him back to him to the ground. Selina rolls over and kicks his jaw. The ALARM wails. She crawls out into the hall...

INT. CELL HALLWAY, ARKHAM ASYLUM - CONTINUOUS

...and stops. Towering over her stands the massive giant BANE. He pushes a dial on his left forearm - something GURGLES. A tube extends from his forearm to his mask. Greenish liquid pumps through it.

Bane lunges for the cell wall and PUNCHES RIGHT THROUGH IT. Cement cracks. GUARDS SHOUT and raise their guns. He tears off a chunk of the wall and throws it right at them. CRUNCH!

Bane finds the cable he's searching for. Rips it apart.

INT. CELLS, ARKHAM ASYLUM - CONTINUOUS

The doors fly open. All across the asylum. Patients and criminals peek into the hall. The Joker is one of the many to step out of the darkness. His low, ominous chuckle builds to a crescendo. They're free.

EXT. WAYNE ENTERPRISES - NIGHT

A LIMOUSINE waits for Bruce. He leads his secretaries to the rear door. Opens the window...

The window SHATTERS from a gunshot. He immediately throws the girls out of the way. Security escorts grab Bruce and duck him down. He gauges the area. Sees nothing.

EXT. ROOFTOP - CONTINUOUS

The Sniper pulls a homemade detonator. Presses the trigger.

INT. WAYNE ENTERPRISES - CONTINUOUS

The Guards have Bruce back through the front glass doors when the limousine outside EXPLODES in a fire ball.

WAYNE SECURITY
Get Mr. Wayne inside!

He futilely fights them as they push him back behind the lobby desk. He hits the ground.

WAYNE SECURITY (CONT'D)
Call the police!

The RECEPTIONIST dials. On the TV set on the desk, Bruce notices a newsflash.

INSERT: TV SCREEN

Helicopter shot over the asylum. Fire and smoke billows from a hole in the outer wall. A news caption scroll reads "Riot at Arkham."

END INSERT

BRUCE

No...

INT. CELLS, ARKHAM ASYLUM - NIGHT

INMATES overpower the hopelessly outnumbered GUARDS. A stream of orange jumpsuits races for the hole that's been blown out the side of the wall.

Selina hides behind rubble. Still groggy from the drugs, she watches as the shadows of the inmates pass by...

...and then silence. She musters her strength and runs in the opposite direction.

EXT. ARKAM ASYLUM - NIGHT

POLICE CRUISERS pull up to the gates. Sirens BLARING. Lieutenant HARVEY BULLOCK and Sergeant RENEE MONTOYA hop out of one car.

MONTOYA

Where's our SWAT back-up?

An unmarked helicopter ROARS overhead. SPOTLIGHT hits the walls of the asylum, as inmates pour out like angry ants.

Bullock draws his gun and fires. Other cops follow his lead.

MONTOYA (CONT'D)

Bullock!

BULLOCK

You got any better ideas?

He aims at their feet, sending them back behind the nearest grove of trees. The helicopter banks in close.

EXT. COURTYARD, ARKHAM ASYLUM - NIGHT

Selina reaches the front courtyard. She hides when she sees the rampage.

GUARDS SHOUT. Bane stands in the thick of an onslaught. He throws them aside. GUNFIRE. RICOCHET of bullets off his arms. He bleeds, but nothing stops him.

BANE
(into walkie-talkie)
Drop the payload.

EXT. ARKHAM ASYLUM - NIGHT

The unmarked helicopter drops several wooden crates. They land with a THUD! and break open. The prisoners blink in surprise. AUTOMATIC RIFLES and GRENADE LAUNCHERS. AMMUNITION. Its their ticket past the cops.

Joker grabs the first machine gun and fires. Others start grabbing them all up.

Above, the criminal helicopter circles and hovers in front of the NEWS CHOPPER. A missile fires. The news chopper explodes.

INT. LOBBY, WAYNE ENTERPRISES - NIGHT

Bruce sees the TV go blank. He bolts for the door.

SECURITY
Mr. Wayne!

Steel reinforcement clangs shut on all the windows and doors. Bruce halts. He is helplessly trapped in his own building.

EXT. ARKHAM ASYLUM - NIGHT

Bullock squints. His jaw drops - the toothpick in his teeth falls to the ground.

BULLOCK
Hey Montoya. Let's move.

MONTOYA
What?

A squad car behind them explodes. Montoya flees with Bullock. Other cops fire to keep the prisoners at bay, but it's no use. Retreat.

The armed inmates charge the police barricade. Others scatter in many directions. It is pure chaos.

EXT. COURTYARD, ARKHAM ASYLUM - NIGHT

Bane shatters the Psych Warden's ribs and then lifts him up off the ground.

BANE
You know who I am?

The Psych Warden chokes on his collar. Can't answer.

BANE (CONT'D)
I am Bane. I will be king of
Gotham City.

He snaps the Warden's neck. Drops him. Bane tosses two grenades at the gate. It blows off its hinges and sends guards flying. He marches out like he owns the place.

Selina wastes no time. She limps out of the gate and disappears as fast as she can into the woods.

The helicopter touches down for a landing. Bane hops up into the cabin before it takes off again.

He rips off his mask -- we finally see his face. Bane's head is shaved. Dark features. Deepset, haunting eyes. His smile spreads across his face.

INSERT: BANE'S POV

From a bird's eye view, he sees fire and smoke consume the asylum.

BANE (CONT'D)
How far will you push yourself?

EXT. WAYNE MANOR - NIGHT

The same gate to the manor we've seen before, only now TWO BLACK SECURITY SEDANS are parked in front. Security forces patrol the house. Bomb-sniffing dogs. It's a tight fortress.

A car pulls up to the gate. Inside sits the DRIVER and a BLOND-HAIRED MAN riding shotgun. The guards stop them.

WAYNE MANOR GUARD
I.D. please.

Both men present it. The Guard waves them through as the gate opens.

INT. FOYER, WAYNE MANOR - MOMENTS LATER

The Blond-Haired Man enters the front door with the driver. He sees a myriad of PERSONAL SECURITY and POLICE PATROLMEN. They MURMER. Hushed CHATTER. Some size up the Blond-Haired Man. He ignores their stares.

He walks through the hallways and eventually finds Fox.

FOX

You're here. Follow me.

Fox leads him down a hallway into the rear of the mansion.

INT. STUDY, WAYNE MANOR - CONTINUOUS

Fox and the Blond-Haired Man enter the study. Bruce Wayne paces back and forth with a martini glass in his hand. Alfred hovers nearby.

BRUCE

(acting drunk)

Lucius, we need to call this off.

FOX

I'm sorry Mr. Wayne.

BRUCE

And I'm flattered, but really...

He throws open the curtain. A squad of men patrol the grounds outside.

BRUCE (CONT'D)

...enough's enough.

A SPOTLIGHT shines through the window, as if this were a cell in a prison.

FOX

When my company's owner and initial trustee is a target for murder, there's no such thing as enough.

ALFRED

Quite.

BRUCE

I did have plans.

FOX

Plans? Was she blond or brunette?

BRUCE

A red-head. You don't know her.

He tries to walk out the door. The Blond-Haired Man pushes him back.

BRUCE (CONT'D)

Are you my babysitter?

FOX

No. This is your bodyguard. Bruce Wayne, Jean Paul Valley.

Jean Paul nods politely. He is eye to eye with Bruce.

BRUCE

You got to be kidding me. What's gonna happen at my own house?

FOX

We hope nothing.

(to Jean Paul)

And you make sure nothing does happen.

BRUCE

Are you some sort of specialist?

JEAN PAUL

Actually, a private investigator. I'm aiding the police.

BRUCE

I thought you looked like a dick.

FOX

Bruce, please. Jean Paul's one of the best. He's been assigned to watch you, twenty-four seven.

Bruce and Alfred exchange glance that the other men do not see.

FOX (CONT'D)

He was hired at the request of the board. You have been known to proliferate with some unsavory characters.

BRUCE

You don't know the half of it.

(to Jean Paul)

So what's the plan? Are you going to follow me?

JEAN PAUL
You're not going anywhere, Mr.
Wayne. Not tonight.

BRUCE
Or else what?

JEAN PAUL
I'll stop you.

BRUCE
You'll try.

ALFRED
Master Wayne will oblige you
gentlemen this evening.

BRUCE
No he won't.

ALFRED
He'll try.

Fox nods and exits, leaving Jean Paul behind.

BRUCE
I don't like private dicks. I
don't like you baby-sitting me. I
don't even like the way you're
looking at me right now.

JEAN PAUL
You don't have to like anything,
Mr. Wayne. But I'm going to do my
job.

BRUCE
Does that mean I have to look at
your ugly face all night, or can I
have a moment of privacy?

Jean Paul heads for the door.

JEAN PAUL
(sotto)
Rich prick.

He shuts the door and locks it. Bruce throws down the
martini glass and tries it, to no avail.

ALFRED
A little harsh with the man.

BRUCE

Got him out, didn't I? Who's in the library?

ALFRED

There are men in every room, sir. And on the grounds. And on the road. You wouldn't get far, even in the car.

BRUCE

You've got to call them off.

ALFRED

With all due respect, sir, perhaps it would be best to stay under protection tonight.

BRUCE

With Arkham running loose?

ALFRED

Someone definitely wants to kill Bruce Wayne.

BRUCE

No he doesn't. He had the perfect opportunity to blow the car after I got in. That shot to the window was a giveaway. He wanted me under lock down.

ALFRED

Why would he want that?

Bruce lowers his voice.

BRUCE

Because he didn't want Batman to reach the asylum.

Alfred closes the window drapes.

ALFRED

You think the assassin knows?

BRUCE

He does know. No other explanation.

ALFRED

Then this is worse. The man behind this definitely wants to kill the Batman. And he's drafted every rogue you know to help him.

BRUCE

Which is why I've got to stop him.

ALFRED

How will you find him? Do you know who it is?

BRUCE

I have a hunch.

INT. HIDEOUT - NIGHT

PHOTOS. Surveillance shots. Polaroids. Newspaper clippings. They lie around the table and floor. All feature the Batman in action.

A TV in the corner plays shaky footage taken from a camcorder on the night Batman took down the child traffickers. BANE sits backwards in a chair, studying the footage.

A door OPENS. FOOTSTEPS.

BANE

Where do they have him?

VOICE (O.S.)

At home. Locked away. You may have spoiled your chance to reach him.

The unseen man lays the sniper rifle in its case and stores it in the corner - he was the Sniper on the roof. He sits at the table with a sandwich. Now we see him...

He is a dwarf. Bright-red hair on his head and a van dyke goatee on his chin. Dark glasses. He wears a blue blazer over dark clothes.

BANE

I have spoiled nothing, Bird.

BIRD

You keepin' an eye on the news?

Bane turns on a second TV.

INSERT: TV SCREEN

An ANCHORWOMAN sits at the newsdesk.

ANCHORWOMAN

- when the lunar eclipse happens
later tonight.

(she addresses a piece of
paper)

This just in. Breaking News.
Sources confirm an inmate from the
Arkham riot earlier this evening
has hijacked a metro bus on the
East End.

Helicopter footage shows an out-of-control bus.

ANCHORWOMAN (CONT'D)

Gotham police have not confirmed
the number of hostages. Police are
in hot pursuit, though they seem at
a loss as how to stop the vehicle.

The bus crashes through a squad car barricade.

END INSERT

Bane turns the TV volume low as the story continues.

BANE

This is just the beginning.

BIRD

(wipes his mouth)
What's the next plan?

BANE

No plan. We wait.

BIRD

What for?

BANE

He will escape and run to the
rescue. It will be too much for
him, and when he passes the
breaking point, I will strike.

BIRD

So until then?

BANE

We wait. And watch. Tell the others to stay at their posts.

BIRD

Sure thing.

Bird gets up and goes into the other room. Bane rewinds the tape and watches Batman fight.

INSERT: TV SCREEN

On the TV, the black scalloped cape swirls amidst the smoke. The flashes of gunfire. It all blurs to static...

INT. SANTA PRISCA PRISON - NIGHT

BATS. Shrieking overhead against the cold cement ceiling. A young boy, BANE at twelve years old, covers his shaved head and screams. His MOTHER grabs him and holds him close.

SANTA PRISCA GUARD

¡Silencio!

The guard rushes in and beats Bane with a club.

SANTA PRISCA GUARD (CONT'D)

No hables. Usted se calla!
(You do not speak. You will be silent)

Bane's Mother throws the guard off him. The guard whips his club at her. Bane jumps on his back and bites him on the neck. Blood flows. The guard SCREAMS and kicks him back. He runs back outside and SLAMS shut the door.

SANTA PRISCA GUARD (CONT'D)

¡Doctor! ¡Doctor! Madre de Dios! Es una pesadilla!
(Doctor! Doctor! Mother of God! He is a bane!)

Bane's Mother cradles him again.

BANE'S MOTHER

Mi niño, mi niño, usted será fuerte.
(My child, my child, you will be strong)

Another bat swoops at them. Bane leaps to his feet, grabs it and crushes it underfoot. He sneers at the creatures. They CHIRP and fly out the window.

BANE'S MOTHER (CONT'D)

Usted puede encontrar su palacio.
 Usted será un rey fuerte. Ya lo verá.
 (You will find your palace. You will be a strong king. You will see)

INT. HIDEOUT - NIGHT

Bane awakes. The TV is still static. He shuts it off.

BANE

Yo le rompen, a mi madre. Su hijo será el rey.
 (I will break him, my mother. Your son will be king)

EXT. GOTHAM STREET - NIGHT

Police cruisers rush down the street. High in the sky, a familiar floodlight shines on the clouds -- THE BAT SIGNAL.

GUNFIRE. Women run SCREAMING. A car races around the corner and drive right INTO A DEPARTMENT STORE WINDOW.

INT. DEPARTMENT STORE - CONTINUOUS

Shoppers duck out of the way of the car. Hanging out the side window is the JOKER, laughing and firing off a machine gun.

HARLEY QUINN, wearing her face make up but not her trademark red and black outfit, is at the wheel.

QUINN

Faster, puddin'? No sweat!

She guns the engine.

EXT. NIGHTCLUB - NIGHT

People run SCREAMING out of the nightclub door. The man chasing them is Killer Croc. He roars and kicks over a hydrant, sending water spraying and cars skidding off the road.

INT. APARTMENT - NIGHT

A man, DR. HAVISH, enters his luxurious apartment and sets his keys down on the coffee table. A light suddenly comes on.

DR. HAVISH
What in blazes?

Standing in a corner is Arnold Wesker, the Ventriloquist. He has a sock puppet on one hand.

VENTRILLOQUIST
Dr. Havish, Mr. Socko has agreed to help me find Mr. Scarface. Where have you put hidden Mr. Scarface?

DR. HAVISH
Arnold? Let me call an ambulance.

Arnold moves the sock puppet's mouth and speaks in a higher voice.

VENTRILLOQUIST
(different voice through Socko)
He won't talk.
(as himself)
Give him a chance, Mr. Socko.
(as Socko)
I'll give him three chances.

Wesker pulls a gun with the sock puppet hand. Dr. Havish steps back.

VENTRILLOQUIST (CONT'D)
(Socko)
One, two, three--

BANG!

EXT. WAYNE MANOR - NIGHT

A motorcycle pulls up to the gate. JASON pulls off his red motorcycle helmet.

SECURITY
I.D. please.

Jason flashes a license. The guard waves him through.

INT. WAYNE MANOR - NIGHT

Jason enters through the front door and into the fray of security forces.

JASON
Alfred! Alfred! Mr. Fox!

He grabs a security guard.

JASON (CONT'D)
Hey. Where's Mr. Wayne?

The guard points to Jean Paul Valley. Jason approaches.

JASON (CONT'D)
Where's Mr. Wayne?

JEAN PAUL
In the study.

JASON
I need to see him right now.

JEAN PAUL
I'm sorry...

JASON
Jason.

JEAN PAUL
Jason Todd. Follow me.

Jean Paul leads him through the rich oak crusted hallways to the back of the house. They pass by a BOMB SQUAD with detection dogs sniffing the walls and furniture. Jason dodges around others who tap a phone line. It's an obstacle course.

JASON
Jeez. Nice party.

JEAN PAUL
You'll forgive our precautions.

Two Guards stand in front of the door to the study.

JEAN PAUL (CONT'D)
Gentlemen.

He unlocks the door and leads Jason inside...

INT. STUDY, WAYNE MANOR - CONTINUOUS

They pause in the middle of the room. The TICKING clock accentuates the silence. Alfred lies asleep on the couch. Bruce is GONE.

JASON
Where'd he go?

JEAN PAUL
Security!

Jean Paul shakes Alfred awake.

JEAN PAUL (CONT'D)
Mr. Pennyworth. Sir.

ALFRED
Oh dear. Did I doze off?

JEAN PAUL
Mr. Wayne.

ALFRED
He didn't... oh dear.

Jean Paul checks the window. It easily opens. He scans the yard outside, then yells to some guards.

JEAN PAUL
You! Has anyone come through this window?

OUTSIDE GUARD
No sir!

JEAN PAUL
He couldn't have gone far. Maybe still in the house.

Jean Paul runs out into the...

INT. HALLWAYS, WAYNE MANOR - CONTINUOUS

He rounds up several security.

JEAN PAUL
You and you. Follow me. Send the party in the foyer outside to watch the gate. Two groups upstairs. Bruce Wayne is gone!

A flurry of activity. Several GUNS are drawn. Fifteen men barrel out the front door.

JEAN PAUL (CONT'D)

Stay here.

He leaves a guard at the front door.

INT. STUDY, WAYNE MANOR - NIGHT

Alfred checks the hallway outside of the door. Coast is clear. He knocks twice on the SUIT OF ARMOR standing by the door. It steps down and removes its helmet, revealing BRUCE.

JASON

Classy.

BRUCE

Help me with this.

Jason helps him shed his armor over the following dialogue.

JASON

I tried to call when I heard, but nothing was getting through.

BRUCE

They took my phone. The others are tapped.

JASON

Been able to get any leads on the break out?

BRUCE

There's time for that. The inmates are a bigger matter.

JASON

Most are on the north side. They haven't made attempts to flee the city.

Bruce pauses. He holds his head. Something isn't right -- a brief dizziness hits him.

JASON (CONT'D)

What's wrong?

BRUCE

(hiding it)
Nothing.

ALFRED
You may want these.

Alfred hands them each a COMMUNICATOR. Bruce tests it.

JASON
Check? One, two?

BRUCE
Loud and clear.

JASON
Ready to rock 'n roll?

BRUCE
We're not out of the mansion yet.

INT. LIBRARY - NIGHT

Two guards stand at the window in the library. Bruce and Jason peek through the door and spy them.

BRUCE
Damn.

JASON
We can take 'em.

BRUCE
But we couldn't explain it.

His focus is on the GRANDFATHER CLOCK beside the guards.

BRUCE (CONT'D)
Okay. Plan B.

EXT. WAYNE MANOR - NIGHT

Jason drops silently from the window and lands beside Bruce. They crouch behind the shrubs. Bruce leads him along the wall side.

They hear dogs BARK. Bruce freezes. The feet of two guards run past. He waits a second. Continues to the edge of the house.

Jason peeks over his shoulder. Straight ahead, beyond the lawn, is a garden with small bridge and greenhouse. Bruce looks to the right and left. He darts ahead to the green house and sneaks around it. Jason crouches and runs across the open yard.

Jean Paul rounds the corner and sees Jason. He pulls his walkie-talkie and gun.

Jason creeps around the corner of the green house and sees Bruce clearing some foliage away from the ground.

JASON

What is that?

BRUCE

Something I found a long time ago.

He clears away an opening - a DRY WELL in the ground.

Jean Paul hides behind a bush and watches. He CLICKS on his radio, but stops. What follows is a curious sight to him. He watches Bruce and Jason drop down into a hole. They disappear.

A moment passes. Neither of them emerge. He crawls out from hiding and approaches it. He stares down into inky blackness.

JEAN PAUL

Mr. Wayne?

No reply. He picks up a stick and drops it down. PLOP! A drop of little more than twelve feet. Jean Paul lowers himself down.

INT. CAVERN - NIGHT

Jean Paul pulls out a pen light and scans around. He looks ahead to a narrow tunnel barely large enough for a man to crawl through. He frowns. Listens. Faint SCUFFLING further ahead in the tunnel. Jean Paul removes his coat, rolls up his sleeves, and starts to crawl.

BRUCE AND JASON

crawl on their hands and knees through the tunnel. Bruce keeps a strong pace. Jason struggles over miniature stalagmites and bumps his head on the rock overhead.

JASON

If this... is... easier, in your opinion... I question your sanity.

JEAN PAUL

crawls forward. Grunts and scuffles over the hard surface.

It's stifling. Closing in on every side. Jean Paul pulls himself forward, but suddenly he drops his pen light. Darkness.

JEAN PAUL

Damn.

No answer. He feels his way forward blindly.

JEAN PAUL (CONT'D)

Mr. Wayne?

He stops and presses against the wall. Listens. A low HUM can be heard further up in the tunnel. He continues.

A faint light is ahead. Jean Paul eagerly scuffles for it like a man struggling to reach the surface of the sea.

INT. BATCAVE - NIGHT

Jean Paul falls forward out of a tunnel and onto a slanted rock slope. He cries out as he slides forward off the edge, flips in mid-air, and lands on his back on a metal grating. MOANS.

The TRICKLE of water. The electrical HUM of a massive generator. Jean Paul staggers to his feet and takes in his surroundings...

It is enormous. He stands on a metal platform overlooking a vast cavern, made up of many ledges and chasms. Each ledge is connected via bridge. One ledge above has gym equipment. One below has a forensics lab. SCREECHING BATS fill the air, up out of sight on the invisible roof.

He walks forward, wide-eyed. To his left and two stories down is the main area - a wide open floor with a five-screen supercomputer. Trophies of past criminal cases behind glass. A giant penny, a giant playing card, and an allosaurus. This is the BATCAVE, the secret lair of the Batman.

CUT TO:

THE SAME - MOMENTS LATER

Jean Paul steps down a metal staircase and finds himself in the main area. Not knowing what to think...

CAR ENGINE. Jean Paul ducks out of sight. Behind him, a large garage door opens and a sleek black BATMOBILE roars out of its parking space. He watches it follow a wide cliff side path carved into the wall.

A motorcycle soon follows. Jason rides it in Robin gear, black cloak, and a helmet.

INT. BATMOBILE - CONTINUOUS

Bruce, now disguised again as the Batman, switches on the comlink.

BATMAN

Financial district first. It's closest to Arkham and anyone fleeing the city will need cash.

INT. BATCAVE - CONTINUOUS

The Batmobile accelerates up to a tunnel and disappears into darkness. The motorcycle follows it out.

Jean Paul rises. He darts back up the metal staircase.

EXT. WAYNE MANOR - NIGHT

Jean Paul emerges from the dry well, coat in hand. He wipes dirt off his shirt and shakes dirt out from his coat. Puts it on.

Off in the distance, he sees the lights of Gotham City twinkle like stars caught in a twisted web of skyscrapers. Over them flashes a bright beacon, that iconic symbol of hope in darkest night -- the BATSIGNAL. Wind whips through Jean Paul's blonde hair as disbelief grips him. Bruce Wayne is...

He knows this will be a night unlike any other.

EXT. ROAD - NIGHT

ANOTHER CAR, a silver sleek Maserati, winds around the country road.

INT. MASERATI - NIGHT

Alfred is at the wheel. He checks his watch. Nods approvingly that he is on schedule.

EXT. ROAD - NIGHT

The headlights of the car round a curve and fall upon a BODY lying by the roadside.

INT. MASERATI - CONTINUOUS

Alfred sees it. He pulls over. Gets out to investigate.

EXT. ROAD - NIGHT

Alfred bends over and feels the pulse. It's warm. He brushes the long black hair out of the way...

It's Selina Kyle. Groggy from the sedative. Her hands cut and bleeding. Alfred gets alarmed.

ALFRED

Miss Kyle!

INT. MASERATI - MOMENTS LATER

Alfred drives back the way he came. Selina lies stretched across the backseat. She mumbles incoherently.

ALFRED

It's all right. Everything's going to be fine.

INT. POLICE HQ - NIGHT

The department is utter chaos. Phones ringing off the hook. Cops and deskies running back and forth to get police files in the right hands. SGT. MONTOYA struggles to hear anything over the phone. COMMISSIONER GORDON passes and she drops the phone.

MONTOYA

Chief!

She tries to keep up as he ducks through the bedlam.

MONTOYA (CONT'D)

We got three suspect inmates sighted down in-

GORDON

I wanna know when we nail our priority targets. That's Dent, Crane, Croc, and the Joker. And their associates. What happened to Victor Zsasz?

MONTOYA

He disappeared in the palisades.

GORDON
Find him. Add him to our top
targets.

BULLOCK cuts them off.

BULLOCK
Commish. You're needed.

GORDON
Let it wait, Bullock.

BULLOCK
It's Krol. He's in your office.

Gordon sighs.

GORDON
Start an East End sweep. Dockside,
industrial sights, warehouse
district. Last known whereabouts
and storehouses.

Montoya nods. Gordon follows Bullock out.

INT. GORDON'S OFFICE, POLICE HQ - NIGHT

MAYOR KROL, a dark-haired, narrow-faced politician, paces the
floor while Gordon sits on his desk.

KROL
My office is flooded with calls
demanding what we're going to do
about this. What are we going to
do about this, Gordon?

GORDON
We're making ground.

KROL
Ground? I want names. I want
arrests. I want you to take down
every crazy running around out
there. Who sprung them?

GORDON
We're investigating suspects.

KROL
Fine. After you're done
"investigating," you can wipe up
whatever's left of this city.

GORDON
 We're following procedure, Mr.
 Mayor.

Mayor Krol sits on the edge of the desk and stares Gordon in the eyes.

KROL
 I will say this once, Jim. And you didn't hear me say it. Procedure can wait. Gotham's finest will do whatever's necessary before its necessary.

GORDON
 Sir?

KROL
 I'm telling your department, if they so much as see one of those loonies, they shoot to kill.

GORDON
 You can't be serious.

KROL
 Try me. Or maybe you're not suited for the job anymore?

Gordon says nothing. Bullock bursts in through the door.

BULLOCK
 Mr. Mayor. Commish, we got one. He's cornered at a hundred 'n seventeenth.

KROL
 Who?

BULLOCK
 It's Dent.

EXT. CONSTRUCTION SITE, FINANCIAL DISTRICT - NIGHT

Close up of a ROLL OF POLICE TAPE being unwound by a police officer. The camera rises up - the flashing cruiser lights come into view. Five squad cars are parked in front of a construction sight - twenty stories of high beams criss-cross on patch of ground covered in stray bulldozers and cement pipes.

Police officers stand in the wedge of the car doors, guns drawn.

POLICE OFFICER
(through megaphone)
This is the Gotham Police! You are
surrounded!

TWO-FACE

hides in the shadows, still brandishing an automatic rifle from the Arkham breakout. He peaks around the metal beam and reveals the left side of face -- burnt and blackened flesh, charred hair, a wide open eye socket that can never close. The results of an assassination attempt, years ago, that has driven him mad.

Dent sees the cops. Not knowing what to do, he searches for any object he can find on the ground. He finds a BULLET CASING. Picks it up and flips it in the air -- his only option without his famous two-headed coin.

The casing lands in the dirt open end up. Dent turns and fires at the cops.

POLICE OFFICER (CONT'D)
Get down!

They dive into their cars. Bullets shatter the front windshields.

WAREHOUSE ACROSS THE STREET

Batman and Robin (Jason) land on top of the nearby warehouse. Batman flips to nightvision

INSERT: BATMAN'S POV

Green night vision picks up dent firing from behind a beam on the opposite side of the construction sight.

END INSERT

Robin pulls his grapple. Batman halts him.

BATMAN
Stay perimeter.

ROBIN
Not now.

BATMAN
I need eyes up top.

ROBIN
You need me. Down there.

BATMAN
Jason.

Robin relents. Batman switches on his comlink.

BATMAN (CONT'D)
Go infrared.

Batman fires his grappling hook and swoops down over the heads of the police officers. Robin fumes on the warehouse, where he pulls out INFRARED GOGGLES and adjusts them.

TWO-FACE

notices the black shape in the sky descending upon the structure over him. He ducks back further and searches the rafters above. He fires.

BATMAN

leaps from a beam and dodges a hail of gunfire.

TWO-FACE

fires off the last rounds, then clicks the trigger. Empty magazine. He throws the gun down and hides.

BATMAN

searches below. Harvey is gone.

BATMAN (CONT'D)
Robin.

ROBIN
He's still there.

It's a cat-and-mouse game. Batman drops two small pellets to the ground. PFFF! They explode. Blinding smoke. He waits...

Sees no one. Confused. Harvey couldn't have fled already...

ROBIN (CONT'D)
Batman!

WHAM! Batman gets hit on the head and falls to the beam. Two-Face is right behind him, brandishing a small .45. He cocks it and lifts it to Batman's temple...

...but does nothing. Batman waits. Two-Face's eyes are searching around for something, anything to flip. He is lost without blind chance.

BATMAN

Need this?

Batman lifts a simple quarter to view. Two-Face reaches out to grab it-

BAM! Batman knocks the gun away into darkness. Two-Face runs back into a FREIGHT ELEVATOR and slides the grate shut. He presses the buttons to go up.

Batman throws a rope over the bottom of the elevator. It hoists him into the air. Three stories, then four, five, all the way to the top. He climbs up to catch the elevator car. It halts. He grabs the edge of the nearest beam and flips up.

Batman crouches on the top beam. He waits. Two-Face stands ahead of him, looking out over squad cars below.

TWO-FACE

It'd be good for the cops if I just jumped, wouldn't it? But it'd be bad for me. I don't know how to flip that coin. There's too many sides.

BATMAN

Harvey...

Batman approaches warily. He touches Dent's shoulder. Two-Face thrashes out, but Batman is ready. He locks his arms and pins him to the ground. Pulls cuffs.

TWO-FACE

It'd be bad for you too, wouldn't it Bats? Either way.

BATMAN

Shut up, Harvey. We have- we-

He can't go on. Something's wrong. Batman steps back and clutches his head.

INSERT: BATMAN'S POV

Two-Face's head is spinning. A vertigo sensation. The ground below swirls and everything turns cloudy.

END INSERT

Two-Face stands and smiles.

TWO-FACE
Well, what do you know?

He throws a solid punch to Batman's face. Batman flies sideways off the beam. At the last second, he catches himself. Two-Face stands over him, a cat grinning over his canary.

WAREHOUSE ACROSS THE STREET

Robin throws off the infrared goggles.

ROBIN
Screw this.

BATMAN

tries to hoist himself up. Sweat drips off his chin. Dent stomps on his hands. Batman releases one.

TWO-FACE
It'd be good for me if you fell.
Hell, might be good for you too.

He stomps again. Batman gasps in pain.

TWO-FACE (CONT'D)
We'd get to see what you're really
made of.

ROBIN (O.S.)
You first.

Robin tackles TWO-FACE off the beam. They land on a loose beam hanging by a rope crane.

BATMAN
No!

Robin and Two-Face stand up on opposite ends. Their counterweight keeps them in balance, although it wobbles under their feet. Robin charges and punches Two-Face across the face. He falls back, out into open space. Robin loses his balance and falls too.

Batman reacts instantly. He leaps off into the air and falls after Two-Face. Catches him. He fires a grapple up at the nearest rafter and it catches. He swings down to the ground to safety.

He instantly looks up to find Robin, who dangles on a rope with a smile on his face.

ROBIN
Dynamic duo.

CUT TO:

THE SAME - LATER

An Officer crams Two-Face into the nearest squad car. It pulls away.

EXT. ALLEY - NIGHT

Batman and Jason are alone in an alley.

BATMAN
You're done. Go home until I return.

JASON
What?!

BATMAN
I said go home! You disobeyed a direct order.

Jason stops him from stumbling away.

JASON
I saved your ass. What happened up there?

BATMAN
Nothing.

JASON
That's a lie and you know it. You froze.

BATMAN
Stop wasting my time.

JASON
Oh, you're gonna work alone. Just
like always, huh?

Batman slams him against the wall.

BATMAN
These are dangerous men. They are
out for blood. And someone new is
pulling the strings behind all
this. So until I find him, and
until I stop this madness, I do not
have time for the reckless thrill-
seeking of a spoiled brat. Go.
Home.

He releases him and trudges back to the car.

JASON
You're glad all this happened,
aren't you? Admit it. You can't
give up being Batman. That's all
you are!

Batman ignores him and gets in the car. Jason stares up at
the night sky. He sees a FALCON fly overhead.

INSERT: BINOCULAR'S POV

Binocular vision. The Batmobile pulls out of the alley.
Jason gets on his motorcycle and rides off.

END INSERT

EXT. HOTEL - CONTINUOUS

The falcon flies in circles, and then approaches an open
window in the hotel. It comes to land on a man's shoulder -
BIRD, Bane's dwarfish friend. He smiles and picks up his
walkie-talkie.

BIRD
Bane? Good news. He's alone.

INT. BEDROOM, WAYNE MANOR - NIGHT

Darkness. Selina Kyle stirs on the bed. She is still wearing her prison clothes. She jumps awake, then notices her surroundings. Looks at her hands. The wounds have been cleaned and bandaged.

The door CREAKS open. Selina ducks down. Alfred enters with a tray of food and drinks. Selina can't see his face - only a silhouette. He sets the tray down on the bed before she leaps up and grabs him from behind.

ALFRED

Miss Kyle!

SELINA

Alfred? Where am I?

ALFRED

It's all right. You're in the house. I found you not an hour ago on the side of the road.

SELINA

Where is everyone?

ALFRED

An armed guard was here tonight. They left to search for Master Wayne.

SELINA

And where is he?

ALFRED

I'm sure you can imagine.

She relaxes and releases him before she rests again on the bed.

SELINA

Promise me this isn't a sting operation.

ALFRED

I can assure you. Are you hungry?

She grabs some salami and cheese and bites into it.

ALFRED (CONT'D)

What happened to you?

SELINA
(between bites)
In a word? Bruce.

ALFRED
I'm sorry?

SELINA
He left me to rot in that hell
hole.

ALFRED
I'm sure that wasn't his intention.

SELINA
Oh yeah? I'm a thief. That makes
me one of the bad guys. No matter
what I do, to him I'll always be
one of them.

ALFRED
As opposed to what?

SELINA
I thought things had changed. I
hoped...

ALFRED
What?

Selina pushes the food away. She unbuttons her shirt.

SELINA
I hoped I could get a shower.

She takes off her shirt. Alfred turns away for the sake of
modesty.

ALFRED
The master bath connects over
there.

She heads in and closes the door. Second later, she peaks
out.

SELINA
Alfred, how do you live with
someone like Bruce?

ALFRED
Miss Kyle, I suspect you will find
out for yourself.

She smiles and closes the door.

EXT. POLICE HQ - NIGHT

Police cars race down the street. Sirens blaring. The Batsignal glimmers off clouds up above.

INT. SUBWAY STATION - NIGHT

The subway car pulls into the station. COMMUTERS gather from the vending machines and news stands to the yellow line by the train doors. The doors open--

A man flies out and knocks several people down. Killer Croc emerges from the subway car and ROARS. A woman SCREAMS. Everyone scatters.

EXT. SUBWAY STATION - NIGHT

The Batmobile pulls up to the entrance to the subway. Batman jumps out. He hears ECHOING SCREAMS.

INT. SUBWAY STATION - NIGHT

CROC races through the train depot. He swings his tail and knocks over news vendors' stands. He jumps through a glass window and lands inside a sub shop. Customers dash out.

Croc charges at the SUB SHOP EMPLOYEE, who ducks and covers himself. But instead of attacking him, Croc grabs fistfuls of roast beef and shoved them down his throat. He ducks his head into a tubo of tuna.

A WHIRLING WHISTLE slices the air. Croc looks up. A pair of BOLA BALLS snags him around the mouth and wraps his mouth shut before the momentum knocks him over.

Batman leaps to the counter. He grabs the Employee, who is frozen stiff and pushes him to the door before he turns again to attack.

Croc stands and tears off the muzzle around his mouth. He roars. Rows of mutated, sharp teeth glisten with yellow drool. His lizard tongue lashes. Batman crouches.

Croc charges. Batman leaps out of the way and throws a blinding FLASH BOMB. Croc recoils. He blindly slashes the air before the Bat comes down with a kick from behind. Croc doubles forward and crashes through the other window.

Croc staggers up. Three SMOKE PELLETS land at his feet and explode blinding gas. He hacks and coughs. He races away back to the subway car. Batman chases.

INT. SEWERS - NIGHT

Croc SPLASHES down into the tunnel. Batman dives and tackles him to the ground. Croc grabs Batman's head. He opens wide and chomps down on Batman's mask. The Kevlar holds against the teeth, but the pressure relentlessly bites into him. Batman howls. He pulls a Batarang and plunges into Croc's leg just above the knee. Croc releases him and reels. His tail whips Batman in head and throws him into the wall.

Batman stumbles. He holds his head. His vision blurs. Dizziness is returning.

BATMAN

No. No.

Croc sees his chance. He slashes with claws out and catches the Caped Crusader in the shoulder. Batman can hardly cry before Croc throws two more punches. Before Batman hits the ground, Croc pounces like a tiger and let's him have it.

Blood spurts from Batman's mouth, hit after hit. He swings in a desperate bid but misses. Croc pins Batman's arms under a knee. His hand envelope Batman's neck. He starts to squeeze. Batman grits his teeth, trying to break free. Trying not to black out. Croc starts to laugh...

BOOM! The tunnel wall cracks. Croc releases Batman and spins around. CRASH! The wall caves. A huge, bare arm breaks through the chasm and throws a chunk away. In steps Bane, wearing his familiar black mask.

BANE

He is mine!

Croc lunges. Bane is ready.

Batman coughs and catches his breath. He lies back in the water, unable to stand. We stay on him while the vicious SNARLS and CRUNCHES of the Croc and Bane fight resound off the sewer walls. SNAP! Croc HOWLS. Their shadows fall across Batman's face. It is a showdown of beasts, a fight to rival the infamous showdown between King Kong and the Tyranosaur.

Batman cracks open his eyes. He recognizes Bane. He tries to get up. Croc gives on last final GROWL before Bane is on top of him. Just like that Kong battle, Bane snaps Croc's jaw. Croc SHRIEKS and silences.

Bane flees down the tunnel.

BATMAN

Wait. Stop!

Batman rises to his feet. Groggy. He sees the mighty Killer Croc lying as if dead on the ground. Twisted unnaturally. A bad foretaste of things to come.

He checks Croc's pulse. Heartbeat steady. Batman cuffs him.

EXT. SEWER - NIGHT

A loose IRON GATE stands at the end of the sewer tunnel. Batman wearily pushes it open with a CREAK and drags Croc's body through. They stand in a dry cement river bed.

Batman coughs again. Not from choking. He wheezes like a sick man. He falls back against the gate, trying to keep balance. He steadies himself, stands upright again, and then faints to the ground.

EXT. SUBWAY STATION - NIGHT

Robin pulls up on his motorcycle and kills the engine. He puts the helmet down and peeks around the corner. He sees the Batmobile by the deserted subway station. Just before he can grab his COMMUNICATOR from his belt, he hears footsteps and ducks down.

Bane emerges from the station. POLICE SIRENS approach from a distance. He runs off in the opposite direction.

Robin replaces the communicator. He hops back on his bike and starts it up.

EXT. ELEVATED TRAIN STATION - NIGHT

Bane drops down onto the speeding train and grabs hold. It carries him away on the rails.

Robin leaps from a perch onto the last car. He hugs it close and stays low. His eyes stay locked onto Bane, six cars in front of him. The predator is now the prey.

EXT. CLINIC - NIGHT

An empty seven-story medical clinic looms on the bank of the Gotham river. The smog encrusted, plaque-white sign over the front door still has a red cross visible. The lights are off.

Robin lies behind a chain-link fence. He watches as Bane enters the clinic. A light turns on in the fourth story window. Robin heaves himself up and over the fence. He crouches and darts around the side of the clinic.

PUFF! A grapple gun fires. The grapple catches on the roof. Robin climbs up to a dark window on the fourth floor.

INT. CLINIC - NIGHT

Robin silently drops to the floor and shuts the window. He pulls a pen light and searches

INT. SURGICAL ROOM, CLINIC - NIGHT

Robin enters a room and shuts the door as quietly as possible. He shines his light to see his surroundings.

Within the shadows, several instruments stand out - X-ray charts on the wall...a chair in the middle, like a rusted, devilish dentist's chair...several tubes run from the neck piece down to what appear to be gaseous tanks on the floor...thick vials of a greenish liquid contained in several metallic canisters...surgical equipment encrusted in dry blood...

Robin examines the X-rays closer. They appear to highlight dark plates attached to the bones and skull

He hears a CREAK of the door opening behind him. He ducks. In shuffles the short figure of Bird. He flips on a lamp and walks over to collect two more vials of the liquid.

Robin pounces. He muffles Bird's mouth and brandishes a batarang up to his throat.

ROBIN

Speak one word and you'll never
speak again.

Bird is wide-eyed. He nods agreement. Robin pushes him out the door they came in.

INT. HALLWAYS, WAYNE MANOR - NIGHT

Jean Paul heads down the hallway towards the master bedroom.

INT. BEDROOM, WAYNE MANOR - NIGHT

Selina, dressed in civilian clothes, eats her dinner while Alfred entertains her with stories. They hear a KNOCKING.

JEAN PAUL (O.S.)
Mr. Pennyworth?

Selina ducks to the space behind the door. Alfred takes her tray and turns it toward himself.

ALFRED
Come in

Jean Paul enters.

JEAN PAUL
It seems you haven't been quite honest with me.

ALFRED
I'm sorry. You must understand. The man pays me to assist him in any and all trysts he deems worthwhile.

JEAN PAUL
He left the cave some time ago.

And now Alfred's face falls. Selina tenses behind the door.

ALFRED
I beg your pardon?

JEAN PAUL
There is a cave below this house that is filled with surveillance and weapon tech far more advanced than I've ever seen. How exactly do you plan to keep this quiet?

Alfred stammers. Selina suddenly kicks the door shut. Before Jean Paul realizes it, she grabs a knife from the tray and turns on him.

ALFRED
Miss Kyle!

JEAN PAUL
Easy miss.

She swings at him. He ducks her attacks. He grabs a loose bed sheet and uses it to parry her thrusts. He whips it around her wrists and flicks the knife away.

JEAN PAUL (CONT'D)

Let's be civil.

Too late. He ducks down to avoid a barrage of kicks. Selina grabs his head and flips him over her shoulders. Surprisingly, he lands on his feet. She is visibly frustrated.

Alfred dodges aside as she picks up the tray and throws it at Jean Paul. He twists aside. It misses and clatters against the wood wall. Selina digs her hands into the carpet, and swings her legs in a wide arc kick and catches Jean Paul in the ankles. He falls to the ground. She's on top of him in a pounce. Her legs pin his arms to his chest, and she grabs hold of his throat to show she means business.

SELINA

Civil enough?

ALFRED

Miss Kyle, please!

SELINA

Who are you?

JEAN PAUL

A friend. Trust me.

She tightens her grip. He gasps.

SELINA

What do you want?

JEAN PAUL

Nothing.

SELINA

Why don't I believe you?

Alfred tries to pull her off.

ALFRED

Miss Kyle! He's an employee.

SELINA

All the more reason.

ALFRED

What would Master Wayne say?

She considers Alfred's words. Her grip loosens, but she stays on top of Jean Paul to keep him down.

SELINA

Who are you?

JEAN PAUL

My name is Jean Paul Valley.

ALFRED

He is Master Wayne's bodyguard.

SELINA

Bodyguard? Seems unnecessary.

JEAN PAUL

As I've discovered. Wayne left through a secret passage that I assume connects to the main road. I searched for his car but found nothing.

ALFRED

That's because he went into the city to track down the men behind the breakout.

SELINA

The--? Oh no.

She jumps up in a flash. Runs to the closet and grabs the nearest black trench coat.

ALFRED

What's wrong?

SELINA

I was at the breakout. I saw the guy.

ALFRED

Who is it?

SELINA

I don't know, but Bruce can't take him alone. We have to find him.

JEAN PAUL

Now wait a minute. I'm in charge of Wayne's safety. I need to know what this is all about.

SELINA

I'll catch you up to speed. Come on, bodyguard.

JEAN PAUL

What?

She grabs him by the sleeve and drags him toward the door.

JEAN PAUL (CONT'D)

Who are you people?

SELINA

You're on the clock, right? Earn a living.

He looks to Alfred for help.

ALFRED

Mr. Valley, you've just joined the crusade.

Selina and Jean Paul are out the door.

ALFRED (CONT'D)

Be careful!

EXT. ROBINSON PARK - NIGHT

An elevated train passes over the park entrance. Robin's motorcycle races underneath it and onto the walking path that circumvents the park.

He brakes. Bird sits strapped in behind him, blindfolded. Robin unstraps him, then forcefully leads him to a boathouse down by a large man made pond.

INT. BOATHOUSE - NIGHT

Robin locks them into the boat house.

BIRD

What now?

Robin opens a hidden panel from the wall. He pulls it. A motor CRANKS to life.

INT. SAFEHOUSE - NIGHT

An elevator lowers them into a bunker storehouse, filled with weapons, medical supplies, and a walk-in pantry of food. This is the underground cave away from the cave - an emergency storehouse in case of need. The elevator SCREECHES to a halt.

CUT TO:

THE SAME - MOMENTS LATER

Robin rips off the blindfold. Bird sneers at him from under a hot light..

ROBIN

Who are you working for?

BIRD

You got anything to drink down here? I'm thirsty.

Robin grabs a bottle of water and drops it at Bird's feet. Bird shuffles in his bonds. He can't reach it.

ROBIN

Who do you work for? What's his name?

BIRD

Who?

ROBIN

The big guy. On the el-train.

BIRD

Him? He's the magic man. He's got what it takes.

ROBIN

Who is he?

BIRD

The boss man.

Robin unrolls several CRUDE SURGICAL TOOLS from a cloth in his belt. They are the ones he saw in the surgical room at the abandoned hospital.

ROBIN

What are these for?

BIRD
Surgery, bright boy. You know
about surgery?

Robin slaps him across the face twice. He points a scalpel
right at Bird's artery.

ROBIN
I don't know a thing about it, but
that won't stop me trying.

He pushes the scalpel in. Bird sweats. A drop of BLOOD
pricks and flows from his neck.

BIRD
All right! All right.

Robin unlatches the handcuffs and tosses him a rag to hold
against his neck. He then does something Bird doesn't see --
he turns on his COMMUNICATOR and sets it on the closest metal
table. He pulls up a chair.

ROBIN
Start.

EXT. SEWER - NIGHT

Batman regains consciousness when he hears a sharp CRACKLE.
He rolls over in a puddle of water. No one else is around.
He inhales deeply, and tries to get his bearings. He finds
his communicator and unlatches it from his belt.

BATMAN
Alfred?

BIRD (O.S.)
We surgically attached the poly-
plastic tube from the skull to the
dosage control on the wrist.

ROBIN (O.S.)
Who's wrist? Your boss?

BIRD (O.S.)
It feeds directly into the
bloodstream. That was the most
effective way we found to deliver
the venom derivative into the body
without it losing potency.

Batman rises. He listens intently while he makes his way up to the city street.

INTER-CUT WITH:

INT. SAFEHOUSE - NIGHT

Robin listens to Bird.

ROBIN

What's the venom derivative? What are you talking about?

BIRD

I'm talking about Bane.

ROBIN

Who's Bane?

BIRD

He's the magic man. The man from Santa Prisca.

ROBIN

Where?

FLASHBACK MONTAGE - BANE'S ORIGIN

INT. CELL, SANTA PRISCA - NIGHT

Young Bane, who we see again as a child, is held tightly by his Mother in their cell.

BIRD (V.O.)

He has no name. No home. His father was a revolutionary who overthrew the government, but he was betrayed by his advisers. He fled the country before they could imprison him. So they sentenced his son.

INT. MESS HALL, SANTA PRISCA - NIGHT

Young Bane hunches over his bowl of soup. He greedily eyes a nearby PRISONER'S bread.

BIRD (V.O.)
 Born into prison. Fighting for
 survival everyday of his life. A
 victim of the system. Law run
 amok.

Young Bane reaches for the bread. The PRISONER rips him from his seat, throws him to the ground, and pummels him mercilessly.

ROBIN (V.O.)
 Why is he here?

BIRD (V.O.)
 You could say it started when his
 mother died.

EXT. SANTA PRISCA - DAY

A WHITE SHEET covers the woman's dead body. Young Bane stands beside the SANTA PRISCAN WARDEN and other SANTA PRISCA GUARDS.

BIRD (V.O.)
 When she could no longer protect
 him, he dreamed of escape.

The Warden bends over. His hot breath makes Young Bane cringe as he whispers into his ear.

WARDEN
 (subtitled)
 ¿Sabes lo que pasa con ella? Ella
 nada con tiburones.
 (Do you know what happen to her
 now? She swims with sharks)

A PRIEST finishes the rites. Her body is dumped over a cliff into the ocean. Young Bane ignores the tear falling from his eye. He sees that no guards are watching him, so he bends down and grabs a small rock.

INT. CELL, SANTA PRISCA - NIGHT

Young Bane sharpens the edges of the rock into a crude shiv against the bars of his cell.

INT. MESS HALL - DAY

Young Bane makes his way through the crowded mess hall, past other prisoners, to the PRISONER who beat him for stealing his bread. The Prisoner laughs and eats with his wicked looking men.

BIRD (V.O.)
Escape and power.

Quickly, without flinching, Bane sticks the rock shiv up into the Prisoner's heart. The Prisoner gasps on his food and topples to the ground.

INT. COOLER - NIGHT

The guards throw Young Bane into the dank solitary cell, half-filled with water and not tall enough for a full grown man to stand. They slam the door shut.

BIRD (V.O.)
And that's how it was. Year...

A quick succession of cuts shows Bane getting thrown into solitary over and over again.

BIRD (V.O.) (CONT'D)
...after year, after year.

END MONTAGE

INT. SAFEHOUSE - NIGHT

Robin secretly checks the communicator out the corner of his eye.

ROBIN
What's the venom derivative?

BIRD
That's how we met.

FLASHBACK

INT. COOLER - DAY

The GUARD throws open the door. Bane, now an adult and looking as we recognize him without his mask, blinks in the glaring light.

GUARD

You are needed in the sick bay.
Hurry.

Two other guards grab him.

INT. SICK BAY - DAY

Bane is thrown onto a table. His head has been shaved. Electrical equipment and different crude machines surround him. Tubing. Scalpels. Heart monitors. Artificial lungs. Most everything looks out of place in the dank corridors of a third world prison.

Bird appears, a short man in operating scrubs. A FALCON flits from his shoulder up to a high window and calls. Bird applies the breathing mask to Bane, who falls asleep.

BIRD (V.O.)

They picked him because the first two test subjects didn't survive. But he was different. He was a fighter. Had been one every day of his life.

Bird raises the knife and makes the first cut.

MONTAGE - BANE'S TRANSFORMATION

SURGEONS insert metal plates into Bane's body... X-ray charts display several BLACK spaces over the skeleton... A tube of GREENISH LIQUID is lifted from a canister and placed in a firing mechanism... Bane's eyes twitch... The liquid pumps into his veins as they turn dark... Latin America Generals with large brass medals watch from an overhead catwalk... Bird removes his surgical mask and smiles.

BIRD (CONT'D)

I'll be damned.

END MONTAGE

EXT. SEWER - NIGHT

Batman runs down the street and reaches a corner. He hears a CAR MOTOR and turns. The BATMOBILE rolls up right behind him before it brakes to a halt.

He opens the cockpit and climbs in.

INT. SAFEHOUSE - NIGHT

Bird takes a swig of water.

BIRD

He came back the next day and the next. Never saw such resilience. Over the next several weeks, he grew stronger.

ROBIN

What was all this for?

BIRD

Secret South American government black ops soldier stuff. Who cares? They were paying millions for a prototype. And they wanted it kept quiet. No better testing ground than Santa Prisca. Nothing gets out of there. Well, nothing did...

FLASHBACK

INT. SICK BAY - NIGHT

Bane's eyes are closed. He rests on the table. The heart monitor BEEPS steadily. Bird is the only person checking his vitals.

BANE

Where is your bird?

BIRD

You speak English? She's roaming outside the prison. She'll be back.

BANE

I envy her. To be high over everyone and everything. To be king.

Bird rips off his gloves and scrubs.

BIRD

You rest. You've been taking minor doses of the derivative. Tomorrow you're getting your first full flush of it. I need you ready.

BIRD hops down from his step ladder and throws on his blue blazer.

BANE

Bird?

BIRD

You talking to me?

BANE

What would you need to make more venom?

Bird pats the canister of viles.

BIRD

Only what I got here.

Bird exits. Bane lies and thinks. His face is resolute. In his mind, he forms a plan.

INT. SICK BAY - DAY

Latin American generals gather around the catwalk observation deck. Surgeons prep the table. Bird stands in the center, and Bane is in his place.

BIRD

My most-distinguished guests, today you see the beginning of unlimited strength and power. Without any ado, this is venom.

He sticks two viles of the greenish liquid into the injection mechanism, a small contraption not unlike the one Bane will later wear on his arm. He presses the button. A GURGLING. The liquid shoots into Bane's veins...

END FLASHBACK

INT. SAFEHOUSE - NIGHT

Bird wipes sweat from his face.

BIRD

Only a fool would not have seen what he was planning. But I went ahead with it, just the same. I liked him.

ROBIN

Why?

BIRD

Does a god not care for his
creation?

FLASHBACK

INT. SICK BAY - DAY

Bane howls like Kong. He breaks his restraints. Pandemonium ensues. The surgeons flee. Two guards open fire. PING! PING! Their bullet's pierce Bane's flesh but ricochet off the metal plates underneath his torso. He grabs one guard and throws him up into the peanut gallery, knocking several dignitaries over the rail.

Bane turns up the venom dosage. He charges the walls. His fist revs back. He throws a punch and the brick cracks...

END FLASHBACK

INT. BATMOBILE - NIGHT

A STATIC-LACED monitor shows security footage of the lab escape. Bane punches through the wall. Another guard tries to stop him, and Bane snaps his neck. The next punch collapses the wall.

Batman watches the footage feed silently.

FLASHBACK

EXT. SANTA PRISCA - DAY

Bane races over the rough island terrain, stripped down and naked. MACHINE GUN FIRE ricochets behind him. He nears the edge of the cliff.

Bane leaps. The ocean is a hundred feet below. He plummets just like his mother's body. SPLASH!

The guards look over the edge. The water laps over the rocks below and tosses without pity. They glance at each other and shake their heads. He's gone.

CUT TO:

THE SAME - NIGHT

Prison lights of the Santa Prisca patrol the perimeter. All is quiet.

INT. WARDEN'S OFFICE - NIGHT

The Santa Prisca Warden, who was present at the burial of Bane's mother, stumbles into a dark office. He turns on a lamp and falls into a chair. He takes a swig from his flask and oozes into drunkenness...

The overhead light flicks on. He jumps up. Blinks as he looks around for the intruder. His eyes stop on his desk--

On the desktop lies a GUTTED TIGER SHARK. Its entrails hang out of the exposed ribcage bones. Black eyes stare lifeless.

The Warden is about to scream when a huge hand muffles his mouth. Bane stands behind him, holding a shark rib to his throat. The Warden is trapped.

BANE

Usted me va a ayudar.
(You're going to help me)

INT. SAFEHOUSE - NIGHT

Bird relishes the memory of it.

BIRD

Everybody always says it's important that you make an entrance. He really knew how to make an exit.

EXT. SANTA PRISCA - NIGHT

FLAMES. Soaring to the sky in a horrendous bonfire of stone. The prison burns to the ground.

BIRD (V.O.)

Three people made it out of there alive.

Bane drags the Warden to the cliff. Bird carries a venom canister and tries to keep up. A HELICOPTER waits for them, the same unmarked one Bane uses at Arkham.

BIRD (V.O.) (CONT'D)
He made the warden radio for the
chopper.

Bane pushes the Warden into the helicopter. Bird follows.
In a moment, they lift off up over the prison. Flames lick
the bottom of the helicopter. It steadies and heads north.

INT. HELICOPTER - CONTINUOUS

Bane grabs the Warden by the arm. He forces him to look down
at the pitch black ocean.

BANE
¿Sabes lo que pasa ahora? Usted
nadar con los tiburones.
(Do you know what happens now? You
swim with the sharks)

He pushes the Warden out of the chopper.

END FLASHBACK

INT. BATMOBILE - NIGHT

Batman sits back. He is visibly shaken. The monitor in
front of him shows only STATIC.

ROBIN (O.S.)
Why are you in Gotham?

Batman reaches for the comm device.

BATMAN
Robin. Location.

INT. SAFEHOUSE - NIGHT

Robin grabs his comm device.

ROBIN
Point fifty-two.

BATMAN (O.S.)
Stay put. I'll be ten minutes.

BIRD
Is that him?

ROBIN

Roger.

(to Bird, quite pleased)
You're in for it now.

Bird only smirks.

ROBIN (CONT'D)

What does Bane have against us?
Why is he in Gotham?

BIRD

Why don't you ask him?

Robin is puzzled. A SCUFFLE comes from behind. In an instant, the horrible truth dawns on him--

He spins around. Bane is already upon him, as he grabs Robin and throws him back against the wall. CRASH!

INT. BATMOBILE - CONTINUOUS

Batman is about to start the engine when he hears the tinny sound of the fight over the comm. GRUNTS. PUNCHES. He guns the engine and roars off.

INT. SAFEHOUSE - NIGHT

Robin grabs the nearest batarang and throws it at Bane. It lodges in his forearm and hits a metal plate. He rips it out and thrusts it into Robin's side.

Robin howls. He drops to the floor and tries to crawl away. Bane hoist him up and hooks his arm around Robin's neck. Squeezes. Robin fights for air. Gasping. Choking. Bane holds firm. Robin's eyes roll back. He passes out.

EXT. ROBINSON PARK - NIGHT

The Batmobile races into the park. Screeches and stops. Batman leaps out and races to the boathouse by the lake.

INT. SAFEHOUSE - NIGHT

Red lights flash. Batman drops down through a fire escape hatch.

BATMAN

Robin! Robin! Jason!

He throws a table aside and stops. Looking down at the ground, all he finds is the Robin mask.

BANE (O.S.)
Now I have the boy.

Batman stops. He picks up his communicator.

BANE (O.S.) (CONT'D)
I asked how far you were willing to go. You've disappointed me. You're getting weak.

BATMAN
What do you want?

BANE (O.S.)
I will break you. One way or another.

BATMAN
Why? Why Arkham? Why Gotham? What's in it for you?

BANE (O.S.)
I knew you in the belly of hell. Your face was etched in the face of every guard and prisoner. I saw your shadow every night as I rotted alive. As I watched my mother rot. And die.

Batman listens. Fear starts to grow on his face.

BANE (O.S.) (CONT'D)
You punish the guilty and abandon the innocent. You leave the forsaken to die in prison. You use terror to reign over your kingdom. You are the law. But you will be broken, and they will see you fall. They will see you in pieces on the streets of your city and know the name of the one who broke you. Then they will know terror.

BATMAN
Give me Robin. You don't want him.

BANE(O.S.)
No.

BATMAN

In exchange for me.

BANE (O.S.)

You will just have to find him,
before it's too late.

The comm link shuts off. Batman smashes it against the floor.

EXT. ROBINSON PARK - NIGHT

Batman runs to the Batmobile. He hears POLICE SIRENS and looks to the sky. High above, the batsignal shines.

BATMAN

Not now. Not now.

He hops in the car. Guns the engine. With another switch he flicks on the POLICE SCANNER.

POLICE SCANNER OFFICER (O.S.)

Car 19, what's your twenty, over?

CAR 19 (O.S.)

Roger. En route to palisades.
Prep school. Number of hostages
unknown. Suspect's name is Victor
Zsasz. He has between fifteen to
twenty students. Two teachers
dead, over.

Batman hears the call.

POLICE SCANNER OFFICER (O.S.)

Roger, Car 19. No back-up
available. Use precaution.

CAR 19 (O.S.)

Roger.

BATMAN

Zsasz.

He looks down at the mask in his hand, and then back up to the signal in the sky.

BATMAN (CONT'D)

Damn it.

The turbo engine fires. The Batmobile swerves out of the park and northward to the palisades. THUNDER RUMBLES.

EXT. BATES PREP SCHOOL - NIGHT

Drenching rain HAMMERS on the branches of trees. Lightning flashes in the night sky, illuminating angry clouds over a dead landscape. We are far removed from the city, deep in the isolated palisades. It could make you feel lost in a Gothic fairy tale...

There is a clearing. A lonely road leads up to a cathedral-like prep school. Obviously built around the same time period as Arkham Asylum in the late nineteenth century. It's unclear why anyone would want to attend class here. It is as foreboding as a Victorian slaughterhouse.

Five POLICE CRUISERS sit on the front drive of the main hall, their red and blue lights reflecting off the slick wet bricks of the school. Officers wear yellow plastic rain ponchos over their uniforms. Three have rifles drawn, pointed at the windows.

INT. POLICE CRUISER - CONTINUOUS

Bullock sits in the driver's seat. He taps his walkie-talkie on the steering wheel in agitation. Officer MONTROYA is on the radio.

MONTROYA

He's threatening to kill one of them every half hour unless we meet his demands.

The radio clicks. Gordon's voice comes from the other end.

GORDON (O.S.)

Tactical units won't be another forty minutes.

MONTROYA

That's too long.

GORDON (O.S.)

The bridge is blocked. Traffic is bottle-necking at the tunnel.

A walkie-talkie SQAWKS to life. Bullock is on it in a second.

BULLOCK

Position.

A WHISPERING VOICE comes over the walkie. This is BENSON, another cop.

BENSON (O.S.)
I found a way in.

INTER-CUT WITH:

EXT. BATES PREP SCHOOL - NIGHT

Benson is pushing forty, but his face is a hardened and honest one. He nudges open an unlocked window on the first floor.

BENSON
First floor on the northeast side.
I'll make my way to the chapel.

BULLOCK
Check. We'll maintain radio
silence.

BENSON
Roger. I'll send two clicks every
two minutes.

He pulls his gun.

BENSON (CONT'D)
Going in.

INT. SQUAD CAR - CONTINUOUS

Bullock switches off the radio.

BULLOCK
Hell of a night.

MONTOYA
I don't like waiting.

BULLOCK
Just be glad Zsasz is the only
crazy in there.

MONTOYA
Harv, Mr. Zsasz is a psychotic
monster. He slashes tally marks
into his own flesh to keep count
how many men and women he's
killed. Why should I be glad he's
the only "crazy" in there?

Bullock nervously eyes the second story window.

BULLOCK
How far away was tactical?

MONTOYA
Forty minutes.

BULLOCK
That's too long.

INT. HALLWAY, BATES PREP SCHOOL - NIGHT

It is dark. Benson crouches low along the wall and shuffles forward as silently as he can. His wet shoes SQUEAK on the polished wood floor. He unties the laces and leaves them behind, continuing in stocking feet.

He rounds a corner. His finger CLICKS his walkie button twice and continues. A BLACK FORM is huddled against the wall. Benson hears SNIFFLING, like tears.

He aims his gun and creeps closer. Lightning flashes from outside the near window. In the brief light, he sees the form is an OLD SCHOOLMASTER in her nightgown. He rushes over.

BENSON
Let's get you out of here.

He tries to pull her to her feet. Her head flops back and she slumps dead against the wall. A line of BLOOD across her throat shows where the killer struck.

Benson instantly leaps back. He hears the SNIFFLING again, but can't pinpoint the location. He nervously looks around in the dark, unable to see anything, and aiming wildly.

Lightning flashes. In the brief moment, we see what Benson does not -- behind him is ZSASZ, a pale ghoulish man with black eyes and a knife pointed right at Benson's neck...

INT. SQUAD CAR - NIGHT

Montoya jumps when a knuckle raps on her window. She rolls it down. LT. KITCH stands under an umbrella.

KITCH
When Benson finds them, I'm giving the charge.

MONTOYA
We can't risk it with the hostages.

KITCH

Half the city's burning. I don't have time to wait for them to die one by one.

BULLOCK

Lieutenant, Benson knows what he's doing. He'll be out in no time.

SMASH! The front windshield shatters in a spider-web of glass. A dead body has just fallen from three stories. Montoya and Bullock scramble out of the car.

EXT. BATES SCHOOL - CONTINUOUS

Benson lies dead on their front hood. His neck drips blood that mixes with the rainwater and mud.

The nearby sharpshooters fire at the open window from which he was thrown -- third floor, left of the main entrance. It's too late. Zsasz has disappeared back inside before anyone can see him.

KITCH

You were saying?

INT. CHAPEL, BATES PREP SCHOOL - NIGHT

The chapel is huge. High walls and gothic arches hide in the shadows overhead. Wooden pews. Stain glass windows show the stations of the cross.

The library door flies open. Zsasz saunters in and faces his FIFTEEN TEENAGE HOSTAGES. They huddle in the middle aisle.

ZSASZ

That's one.

He takes his knife and slashes a quick cut in a bare spot on his forearm. Blood flows out. He closes his eyes and relishes the delight of it.

ZSASZ (CONT'D)

Just one of many.

He unbuttons his inmate jump suit and sheds it to the floor. Left in his boxers, his pale body reveals its horrible disfigurement -- SLASH TALLIES have been carved into his naked torso and legs, like a mad tattoo artist in a circus. He displays the scars proudly for all to see.

The girls GASP.

ZSASZ (CONT'D)
 How many more will join us? How
 many more indeed?

EXT. BATES PREP SCHOOL - NIGHT

Lt. Kitch barks into his walkie-talkie.

KITCH
 We're a go on my mark!

MONTOYA
 What about the girls?

KITCH
 He can't kill them all.

MONTOYA
 Lieutenant!

The surrounding cops pull their firearms. CLICK and lock the safety off.

BATMAN (O.S.)
 Give me five minutes.

The cops turn. They see the Batman's silhouette perched on a cop car.

BATMAN (CONT'D)
 Tell your men to stand down.

KITCH
 What makes you think-?

Batman doesn't wait to argue. He leaps off the car and runs toward the school. The rain envelopes him.

INT. HALLWAY, BATES PREP SCHOOL - NIGHT

All is dark. Lightning flashes. In a blink, we see the Batman crouched at the end of a long hallway. Darkness again. Thunder RUMBLES. Rain POUNDS against window glass. After a moment, lightning flashes again- the Batman is suddenly right in our face. He has quickly moved across the hall without a sound. He darts off.

INT. CHAPEL - NIGHT

Zsasz grabs a teenager from the crowd - LISA, a timid chubby girl. He clenches her hair as she shrieks. His knife draws close to her throat, amid the folds of her neck. His hand muffles her cries.

ZSASZ

Don't scream. You'll thank me later.

Batman kicks the door open and crouches to the ground, ready for attack.

BATMAN

Zsasz.

Zsasz turns. He stands between Batman and the hostages.

ZSASZ

Go ahead. You wanna risk a death twitch?

BATMAN

Let her go.

ZSASZ

I'm about to. I'll free her from the zombies.

Lisa is wide-eyed and petrified. Another student, RHODA, cries out from the crowd.

RHODA

Batman, don't! It's a-

Zsasz glares at her. She silences. Zsasz whispers into Lisa's ear.

ZSASZ

He can't help you, honey. He's just like me. He's a predator.

BATMAN

Shut up.

ZSASZ

You like it too, don't you? The thrill of the hunt. Why else would you do it?

BATMAN

Put her down, or...

ZSASZ

Or what? You'll kill me? No, you wouldn't do that.

Zsasz side-steps away from the hostages, with his human shield in tow. Batman counters, turning his back to the door.

ZSASZ (CONT'D)

That's why they let you go on. Night after night. A slave to the cause of justice. But you're a madman, too. Just like me.

BATMAN

I'm not like you.

ZSASZ

Of course you are. The only question is, how long will it be before you're the one holding the knife?

RHODA

Batman -!

ZSASZ

Quiet!

Zsasz glances away for a second. It's all Batman needs - quick as a whip, he heaves back the batarang he was concealing under his cape and hurls it at Zsasz's arm. It finds its target right below the wrist. Zsasz howls and drops the knife. Lisa scurries away. Batman leaps and body kicks Zsasz right into a row of pews. Bibles topple on top of him.

Batman rips the batarang out of Zsasz's forearm. He punches him across the face. Zsasz spits out teeth and blood.

ZSASZ (CONT'D)

You fool. Did you really think I was alone?

CLICK. A HUM reverbrates from behind. Batman recognizes the sound and tries to leap aside, but it's too late-

A BLUE LASER BLAST cuts through the air like electricity. SCHEENG! It catches Batman in the arm. He lands on his back. His arm is ENCASED IN ICE.

Victor Fries, or MR. FREEZE to the police, stands in the doorway. He is fully suited in his cryogenic armor, a battle suit fitted with coolant canisters and a glass dome helmet. His freeze blaster aims at Batman.

BATMAN

Perfect.

He leaps up as another blast of ice hits the ground. Batman grabs a reflective communion dish. Freeze fires. Batman shields himself with the dish. Rays of blue reflect onto the walls and floor, like light reflecting off a swimming pool. A frost forms over the floor and walls. The stained glass windows frost over. The hostages duck for cover. Snow flurries swirl. Batman shivers. The bowl ices a little, but deflects the brunt of the ray. Batman pushes forward through it-

He swings his iced fist out and clocks Fries in the helmet. The ice shatters. Mr. Freeze stumbles back to the ground as the freezing gun skitters across the floor.

Batman kicks the gun away, but before he can grab Fries-

SCARFACE (O.S.)

Hey, Gatman!

Batman looks up and sees SCARFACE poking his ugly mug from behind a pew. This is not an normal thing - Scarface isn't human. He's a VENTRILOQUIST DUMMY, carved to resemble John Dillinger with a pin-striped suit and a scar running down the left cheek.

SCARFACE (CONT'D)

He levels a miniature tommy gun. Batman ducks. Scarface fires. RAT-A-TAT-TAT-TAT! The hostages cover their ears. Tiny bullets the size of BBs graze past Batman. Pow! Pow! Two hit him in the side. He ducks behind the altar pulpit.

EXT. BATES PREP SCHOOL - NIGHT

Kitch turns in surprise at the gunfire. Clicks on his walkie-talkie.

KITCH

Who opened fire?

OFFICER (O.S.)

Nobody, sir.

INT. CHAPEL, BATES PREP SCHOOL - NIGHT

Arnold Wesker, the Ventriloquist, emerges from behind the pew holding Scarface on his hand.

SCARFACE

Hey, Dummy! I need to reload.

VENTRILLOQUIST

Yes, Mr. Scarface. It's good to have back Mr. Scarface.

He reveals the sock puppet, Socko, still on his other hand.

SOCKO

That's your opinion.

SCARFACE

Shut up, you pile of yarn. Dummy!

VENTRILLOQUIST

Yes sir.

It is easy to forget this is all one man's voice and delusion. He reloads the mini tommy gun with his sock puppet hand and opens fire again.

Wood splinters into the air. Batman removes two bola balls. He stands and hurls them at Scarface.

The dummy gets knocked out of Wesker's hands.

VENTRILLOQUIST (CONT'D)

Mr. Scarface!

Batman charges Wesker.

SOCKO

Oh no you don't!

The Ventriloquist stuffs Socko into Batman's mouth to suffocate him. Batman rips the hand out and throws him aside.

SCHEENG! Another ice blast hammers Batman in the back and throws him to the ground. His torso is encased by a jagged sheath of ice. He falls over.

Mr. Freeze is up again. The Ventriloquist also gets back on his feet. They are joined by a third man, but it is not Zsasz - this man still wears his asylum strait-jacket with a straw hat and burlap mask. It is Jonathan Crane, the SCARECROW.

SCARECROW

Don't be afraid. We've been waiting so long for this.

He pulls a small aerosol weapon, designed to resemble a skull.

SCARECROW (CONT'D)

Have fun.

He sprays Batman right in the face. Batman coughs and gags.

INSERT: POV BATMAN

Hallucinations. Like acid dreams dripping through the air like oil. The faces of Freeze, Ventriloquist and Scarecrow grow and envelope his vision like fever dreams. The Rogues gallery surrounds him. Joker's maniacal laughter...Two-Face's horrendous scars...Poison Ivy... Mad Hatter... Jason Todd suddenly appears... a masked figure strangles him to death... the figure turns...

It is Batman himself, with blood on his hands...

END INSERT

Batman screams. Mr. Freeze and Ventriloquist smile.

SCARECROW (CONT'D)

Zsasz, if you would please.

Scarecrow stands aside. Mr. Freeze and Ventriloquist stand Batman up. He can't move - he is trapped in the ice and drugged with fear.

Zsasz limps toward them. He gleefully licks the blade of his knife.

Batman's head hangs limp. Zsasz hoists it back, his knife ready to strike...

BANG! BANG! Zsasz drops the knife. He reels back and drops to the floor. BANG! BANG! BANG! BANG! Six bullet wounds are in his back. He's dead.

The villains turn to the door.

A smoking .45 is in the hands of Jean Paul Valley.

JEAN PAUL

Anyone else?

Ventriloquist raises Scarface's gun.

JEAN PAUL (CONT'D)

Fine by me.

He ducks. Selina Kyle vaults over his head and takes out Ventriloquist with one missile kick.

SELINA

Get the kids!

She throws a roundhouse kick at Scarecrow and sends him flying. Mr. Freeze fires at her. She leaps out of the way of the beam.

Jean Paul grabs Lisa and Rhoda by the hands.

JEAN PAUL

Come on!

The other students follow him out the door. Freeze turns and aims at them, but a book flies through the air and smacks against his helmet. Selina lands behind him and kicks her heel up at his face. It pierces the glass. HISS. Gas escapes. She pulls her foot out, but the heel stays in. Freeze stumbles back.

Selina rips a fire extinguisher from the wall and smacks at the ice encasing Batman. He fidgets and tries to scream, still in a delirium.

SELINA

Stop struggling.

The ice cracks. She throws the fire extinguisher aside.

SELINA (CONT'D)

Come on.

RAT-A-TAT-TAT! Selina pulls Batman over for cover against Scarface's gun fire. SCHEENG! Another ice blast barely misses them.

INT. HALLWAY, BATES PREP SCHOOL - NIGHT

Jean Paul runs with the students in tow.

EXT. BATES PREP SCHOOL - NIGHT

Kitch turns in surprise at the sound of SCREAMING. The students pour out of the entrance into the rain. The other cops, including Bullock and Montoya, flock to them and cover the entrance.

Jean Paul stays at the door. When the last hostage flees, he runs back upstairs.

INT. LIBRARY, BATES PREP SCHOOL - NIGHT

Selina and Batman hide behind a wooden support at the side of the chapel.

SELINA

Don't move.

She sprints toward the window. Freeze chases after her, firing his ray just inches over her head.

She dives out the window. CRASH! He jumps out after her.

EXT. BATES PREP SCHOOL - NIGHT

Freeze lands in the mud. He fires a ray of electrical ice at Selina. Rain drops crystallize in the path of the beam. They hang mid-air, then fall to the ground and shatter like glass.

She kick flips off the wall to avoid the ice beam. Her feet hit the ground again. She sprints full speed at Freeze, and then she slides into the mud. It splashes up on him and slathers all over his helmet.

His vision is completely blotted. He fires blindly in all directions.

Selina crawls around behind him and kicks out a canister tube. More escaping gas. Freeze screams and grabs for it, trying to plug it back in. BEEPS signal alarms in his armor. Too much heat leaks in. He collapses to the ground and passes out.

Selina grabs her heel from his cracked glass helmet and puts it back on.

INT. CHAPEL, BATES PREP SCHOOL - NIGHT

Batman cowers behind the pew. The Scarecrow rises up over him.

SCARECROW

Enough.

He lifts up the skull to spray another dose of toxin.

INSERT: POV BATMAN

To Batman, the skull has glowing eyes and a snake-like tongue. It laughs horribly, then the face morphs into the face of Bane...

END INSERT

Batman clenches.

BATMAN

No!

He leaps up and tackles the Scarecrow. They roll down the central aisle.

Ventriloquist points Scarface and the mini tommy gun at them, but can't get a clear shot.

Batman rolls up on top of Scarecrow. He rips the burlap sack from his face to reveal the frightened face of Crane.

BATMAN (CONT'D)

No! No! No!

He digs his hands into Crane's throat. Ventriloquist aims the gun.

SCARFACE

Gye gye, gatman!

Jean Paul gets the drop on the Ventriloquist. He pulls the gun away and pistol whips the Scarface dummy over the head with it. The dummy's head flies off.

VENTRILOQUIST

Mr. Scarface! Mr. Scarface!

Wesker cradles the broken head and whimpers. Jean Paul lifts up the gun to strike again, but he realizes Wesker is neutralized and helpless.

Selina crawls through the window. She sees Batman strangling Crane and runs to grab him.

SELINA

Hey! Hey!

Batman won't let go. She pries his fingers off.

SELINA (CONT'D)
Hey! Bodyguard!

Jean Paul joins in to peel Batman's fingers off of Crane's neck. Crane chokes. His eyes roll back.

BATMAN
I'm not like you! I'm not!

SELINA
Look at me. Look at me.

She twists Batman's head to face her.

SELINA (CONT'D)
Calm down. It's okay. You're okay.

Their eyes meet and lock. She holds him steady. Batman's eyes are wild. He releases his grip on Crane's throat. Crane slumps back. Batman collapses onto Jean Paul, who catches him.

SHOUTS in the hallway. The police are coming.

JEAN PAUL
We need to go.

They lift Batman by the shoulders and carry him to the door.

INT. GARAGE - NIGHT

A row of ICE CREAM TRUCKS sit in a line. White U-Haul shaped vehicles plastered with advertisements for Nestle and Good Humor. All is dark - it is after hours. A SECURITY GUARD meanders up the row of trucks, checking off the license plate numbers one by one. He WHISTLES a tune - "Make 'em Laugh."

He reaches the end of the row and stops whistling. Silence. Suddenly, someone else continues WHISTLING his song. His head snaps up. It comes from behind a truck.

He draws a club. His feet inch closer. A moment passes. He looks around the back of the truck-

Nothing. Just the back of the truck. He frowns. Turns around-

The Joker is right in front of him. He WHISTLES the end of the song and fires a gun point blank.

INT. ICE CREAM TRUCK - MOMENTS LATER

Harley Quinn hops in the driver's seat and starts the ignition.

HARLEY

Where to next?

Joker sits beside her. They pull forward out of the line of cars. She flips the headlights on. The truck guns forward and around the corner to the exit of the vehicle garage. The big elephant door is visible straight ahead. They can see rain falling outside-

A man steps in their path. It is Bane. Harley hits the brakes. SCREECH. She climbs out in a huff.

INT. GARAGE - NIGHT

Harley aims a revolver at Bane.

HARLEY

You wanna make some room, Mr. Shoulders?

Bane steps forward out of the rain and grabs the gun from her. It twists like a spoon in his hand. Harley backs off. Bane snaps his fingers. Bird approaches from around the exit and shoves Jason, bound and gagged, at her feet.

BANE

Do you what you like.

Lightning flashes and thunder RUMBLES. Joker's eyes turn maniacally bright. He chuckles. It grows into a CACKLE which echoes off the walls and sends shivers down the spine.

INT. BATCAVE - NIGHT

Bruce lies on a surgeon's table. Stripped to the waist. His cowl lies beside him. He squirms as if in a bad dream. Alfred addresses the wounds to his side with a pair of tongs. Selina and Jean Paul watch over Alfred's shoulder.

ALFRED

That's it.

He pulls out a small bullet and tosses it in a nearby bowl.

Alfred sticks a hyperdermic needle into Bruce's arm.

JEAN PAUL
What's that?

ALFRED
It counteracts Crane's toxin.
Could you please- ?

JEAN PAUL
Yes.

Jean Paul unwraps gauze and helps Alfred bandage Bruce's wounds.

CUT TO:

THE SAME - LATER

Bruce sits upright on the table with a blanket wrapped around his shoulders. The others surround him. His attention is on Jean Paul. He turns to Selina.

BRUCE
You told him?

SELINA
He found out.

BRUCE
Damn it.

Bruce stands up, but groans.

JEAN PAUL
Take it easy.

BRUCE
I'm fine.

He removes the blanket. Selina stares at his back. It is covered in SCAR TISSUE from past wounds and BRUISES. Almost as if Bruce had been flogged and beaten.

SELINA
Whatever you say.

Bruce turns to Jean Paul.

BRUCE
You shouldn't have killed him.

SELINA
Bruce-

JEAN PAUL
I didn't have time to-

BRUCE
But I'm glad you did.

Alfred and Selina share a glance. Something is wrong.

BRUCE (CONT'D)
God help me. I'm glad you did.

He trudges up the metal stairs to a higher gangplank. His straggling form soon disappears around a rocky wall. Selina goes after him.

Jean Paul begins to follow, but Alfred holds him back.

ALFRED
Let it be, Mr. Valley.

JEAN PAUL
I had no choice.

ALFRED
Master Wayne honors a strict moral code. I think you just called that into question. Indeed, I'd be surprised after tonight if everything isn't called into question.

GANGPLANK

Bruce leans against the rail of a gangplank bridge, high over a deep gorge. He stares at a waterfall which drains from a tunnel above and GURGLES into blackness below.

Selina comes beside him.

BRUCE
Why are you helping me?

SELINA
You need it.

BRUCE
And what about Jean Paul?

SELINA
Very stubborn man. He's determined to protect innocent people, not matter what happens to him. Can you imagine anyone so stubborn?

Bruce smirks.

SELINA (CONT'D)

A smile? You could have used one of those at dinner.

He steps away.

BRUCE

If you're trying to get even with me, there are safer ways.

SELINA

If I wanted to play it safe, I would never have even gone. Bruce, I knew the cops would be there.

He is surprised.

SELINA (CONT'D)

I'm not stupid. A crime fighter asks out a criminal with whom he has - a complicated history. There are few reasons for that.

BRUCE

Then why'd you show up?

SELINA

A girl can dream.

He turns away.

BRUCE

I need you to do something for me. I need you to take Alfred and get as far away from Gotham as you can.

SELINA

What are you talking about?

BRUCE

Bane knows my identity. He could strike at the house anytime.

SELINA

And you're going to stop him alone? Are you going to stop all of them? Be reasonable, Bruce.

BRUCE

I can't get any of you mixed up in this.

SELINA
You need help.

BRUCE
Listen to me. You-

He turns too fast. His vision blurs. He stumbles back and shakes.

SELINA
Are you all right? Bruce?

BRUCE
It's nothing.

SELINA
Like hell it's nothing.

She helps him up and leads him back to a rock alcove, where he sits on stone.

SELINA (CONT'D)
Don't lie to me. Are you okay?

She crosses her arms and waits.

BRUCE
Something's wrong. My reflexes are slowing down. Vision's blurring.

SELINA
Are you sick?

BRUCE
The symptoms feel like vertigo. Dizzy spells. Difficulty breathing. Fainting.

She bends down to feel his forehead with the back of her hand.

SELINA
You're burning up. You need a doctor.

BRUCE
There's no time.

SELINA
Do you want to kill yourself?

BRUCE

No. I want you to get as far away
from me as possible.

He gets up to leave. She grabs him and pins him to the wall.

SELINA

And I want you to shut up and
listen. I've seen this guy. He's
not messing around. When it's down
to just him and you, when your last
ounce of strength is gone, when
you're too broken to fight or even
stand anymore, do you really expect
to beat him alone?

BRUCE

I have to.

They are face to face. Both breathing deep.

SELINA

That's not true. You have us.

She leans in and kisses him. Her hand caresses his wounds.
He gives in and embraces her. The waterfall cascades down
through the air.

They part lips.

BRUCE

He's got Jason.

SELINA

What?

BRUCE

He kidnapped Jason and the trail
went cold. I need to find him.

She nods in concern.

SELINA

Okay.

MAIN COMPUTER

Bruce slides into the chair. He wears a fresh new costume,
with the cowl hanging back like a hood. Selina stands beside
him.

He pulls up a map of Robinson Park on screen.

BRUCE

Their last position was the Robinson Park storehouse. This is the radius of how far they could get on foot.

A circle encloses the map of the park.

BRUCE (CONT'D)

And with a vehicle.

A larger circle shows more possible streets in the surrounding blocks.

SELINA

What else?

BRUCE

The man he was questioning. He said something about surgery. Surgical equipment.

SELINA

Hospitals?

BRUCE

Maybe.

He brings up a database of city businesses. Jean Paul runs up to them.

JEAN PAUL

What is it?

SELINA

Jason's been kidnapped.

JEAN PAUL

The boy?

The screen narrows to a shorter list. A paper printout spews from under the console. Bruce grabs it and gives it to Selina.

BRUCE

These are area clinics either out of practice or renovated. Start with them.

SELINA

What are you going to do?

BRUCE
Find the rest of the escaped
inmates.

SELINA
Bruce-

BRUCE
If they were in on the breakout,
then they may know where Bane is
hiding. And where he has Jason.

SELINA
Then let me help you.

BRUCE
Start with these.

SELINA
But-

Bruce runs down the metal stairs.

SELINA (CONT'D)
Fine.

She follows him. Jean Paul is left alone at the computer.

JEAN PAUL
What about me?

They stop and turn to him.

BRUCE
Stay with Alfred.

Alfred waits by the ready Batmobile, dressed in his hat and
coat.

ALFRED
I would rather assist the search,
sir.

Bruce is losing, and he knows it.

BRUCE
This isn't your fight.

JEAN PAUL

Mister Wayne, I should remind you that I am still your active bodyguard. Anything that happens to you is going to leave a pretty wicked stain on my resume, don't you think?

Selina smiles at Bruce.

SELINA

Stubborn.

INT. BATMOBILE - MOMENTS LATER

Bruce, now the Batman, sits in the driver's seat. Jean Paul sits in the passenger seat and pulls on a black ski mask.

BATMAN

I can't watch your back.

JEAN PAUL

You won't have to.

Batman ignites the turbines.

EXT. ROAD - NIGHT

The Batmobile roars out of the cave onto a dirt strip that runs through the woods. The tires kick up mud.

EXT. WAYNE MANOR - NIGHT

The rain has stopped. Alfred's car rolls down the hill to the gate. Two Armed Guards with Doberman's stop it.

Alfred shows his ID and face. They let him out of the gate.

INT. CAR - NIGHT

Selina pops up in the back seat. She holds the list of possible hideouts.

SELINA

We'll try uptown first.

She glances out the window.

INSERT: SELINA'S POV

The rain clouds in the dark sky break apart. Stars begin to twinkle once more. The moon casts a blue glow over all-

There is a shadow obscuring the corner of the moon. The dark beginnings of a LUNAR ECLIPSE. Like a vampire bite that is spreading to devour the entire celestial orb.

MONTAGE - THE SEARCH FOR JASON

EXT. GOTHAM HARBOR - NIGHT

The moon hangs high over the dockside warehouse on the wharf.

INT. WAREHOUSE - NIGHT

Batman and a masked Jean Paul fend off five inmates. Edward Nygma, the Riddler himself, tries to escape out the side door. Batman fires a grappling hook and ropes his legs together, causing him to fall on his face.

Batman grabs Nygma by the collar.

BATMAN

Where's Bane?

RIDDLER

Who?

One of the inmates hits him over the head with a two-by-four. Batman collapses. Jean Paul grabs the two-by-four and launches the inmate into a pile of crates.

EXT. GREENHOUSE - NIGHT

A dilapidated greenhouse on the roof of a skyscraper. Broken glass windows. However, the lights inside are on.

INT. GREENHOUSE - NIGHT

A mad disarray of plants and foliage. Like a jungle. Batman fights against the THORNED VINES which entangle him. He slashes with his batarang. Another vine grabs the batarang and pulls it to the floor.

Two vines wrap around Jean Paul's neck and try to strangle him. The thorns cut into his flesh.

POISON IVY cackles as she watches her mutated plants cripple her assailants.

Jean Paul tears the vines in two. He picks up the batarang and slashes at the vines holding Batman. Batman drops to the ground and rushes Ivy.

BATMAN
Where's Bane?

EXT. CHILDREN'S HOSPITAL - NIGHT

The moon is a half eclipsed.

Alfred waits in the car with the engine idling. He is parked across the street from a small children's clinic, now closed for business.

Selina emerges from the front door and shakes her head "No."

INT. CLUB - NIGHT

Flashing lights and rave music. A crowd of dancers bounce in darkness on the floor.

FIRE. A flame-thrower shoots an inferno at the bar and burns the liquor bottles. A woman SCREAMS. The crowd disperses to reveal FIREFLY, an inmate dressed in flame-retardant gear with a flame thrower attached to his back. He burns the tables and chairs.

Batman swoops down and kicks him in the back to the ground. Firefly quickly spins and shoots flame. Batman shields himself as best he can with his cape and ducks for cover.

Batman kneels behind the table. Suddenly, a RAZOR-BRIMMED DERBY hat flies by and strikes the table right by Batman's head. He jumps up and finds himself in the -

INT. COSTUME SHOP - NIGHT

-where we are instantly taken to another fight inside a costume shop. Period clothes and hats.

The Mad Hatter, Jarvis Tech, takes his specialty hats off the wall and launches them at Batman. A top hat sprouts sickle blades in mid-air. They catch him right across the chest. He staggers back, bleeding-

INT. NIGHTCLUB - NIGHT

- and Batman falls back on a table. It collapses under his weight. The patrons of the swank nightclub flee in terror.

We are again taken to a different fight. SOLOMON GRUNDY, a brute with dead gray skin and tattered suit, picks up Batman and throws him into the orchestra pit. He crashes against the empty chairs and instruments.

Grundy picks up a defenseless lady to grab her necklace. Jean Paul jumps up and kicks him in the head, taking him down.

Batman rises from the pit. GUNFIRE. He leaps up-

EXT. AUTO PLANT - NIGHT

-onto a walkway and dashes across it to get away from the gunfire. Below is HUSH, a trench-coated figure with bandages over his face and two Glock 9mm guns.

He fires and hits Batman in the shoulder. Batman topples off and lands on the hood of a car.

Hush turns and fires at Jean Paul. Jean Paul throws a trash can lid and clocks Hush in the head. He charges him-

INT. BANK - NIGHT

- and Jean Paul throws a roundhouse kick to an inmate, then he thrusts his palm into the nose of another.

They fight in the lobby of a bank. The inmate grabs his broken nose in pain, which gives Jean Paul a chance to throw another punch to his side and break two of the inmate's ribs. He collapses in pain.

Batman clunks two inmates other heads' together. One slumps unconscious to the floor. Batman hoists the other one up. He grimaces like Dirty Harry.

BATMAN
Where's Bane?

He is tired and exhausted from the gauntlet of foes. Bane's plan is working perfectly.

END MONTAGE

EXT. CLINIC - NIGHT

Selina and Alfred pull up to the clinic where Jason was earlier. Where Bird and Bane were hiding out. The windows are dark.

Alfred and Selina emerge.

ALFRED

I don't know about this one.

SELINA

I'll be fine. Keep the engine running.

She hops the fence and goes around the corner.

Selina stops and tries to peak in the windows. Too much dirt blocks her view. She attempts to wipe some away. Her hand hits a rope she didn't notice before. She looks up.

It is Jason's grappling hook. Still clasped onto a high window.

SELINA (CONT'D)

Bingo.

INT. ICEBERG LOUNGE - NIGHT

The back office of the Iceberg lounge boasts a polar bear rug, wall aquarium, and exotic ice sculptures of birds. Batman towers over the desk of the proprietor of the establishment - a rotund little oddball with a beak-like nose and a monocle. He is sharply dressed in a silk tuxedo. This is OSWALD CHESTERFIELD COBBLEPOT, also known as The Penguin.

COBBLEPOT

How should I know? I don't deal with dirty business anymore.

BATMAN

Because the Arkham inmates had a crate full of arms and ammunition left for them as they escaped the asylum. If there's one man who knows where to find fire power, and how to get it, it's you.

COBBLEPOT

You flatter me. But please, the last thing I want would be those psychopaths running around loose.

BATMAN
Who paid you?

COBBLEPOT
This is absurd. I'm going back to
dinner.

Jean Paul picks up Cobblepot and carries him over to a fish
bowl. He dunks his head in the water and holds him under.

BATMAN
Who paid for the guns? Was it
Bane?

Jean Paul pulls him out.

COBBLEPOT
(gargling)
You're ruining the silk.

BATMAN
Who was it?

COBBLEPOT
(gasping)
He didn't say who he was.

BATMAN
Who?

COBBLEPOT
Are you deaf? He didn't say!

Batman nods. Jean Paul dunks Cobblepot down for another few
seconds, and whips his head up again.

BATMAN
Who?

COBBLEPOT
Short guy. Red hair. He had a
falcon with him. The big guy
called him "Bird."

BATMAN
Big guy?

COBBLEPOT
The gorilla. Had a mask and a tube
of some sort.

BATMAN
Where was the shipment sent?

COBBLEPOT
Um...a PO box number?

Jean Paul dunks him under again. Pulls him up.

COBBLEPOT (CONT'D)
Giordano Drive. 3287 Giordano
Drive.

Jean Paul hoists him up and sits him down on the couch. Batman hands Cobblepot his top hat and monocle. Cobblepot, soaking wet, collects his dignity and haughtily puts them on.

BATMAN
The next time you do anything, I'll
shut you down. Count on it.

COBBLEPOT
You're welcome.

EXT. ICEBERG LOUNGE - NIGHT

Batman and Jean Paul reach the Batmobile. Batman flips on his communicator.

BATMAN
Alfred, get an address for me.

ALFRED
Would that be 3287 Giordano Drive?

He and Jean Paul exchange glances.

ALFRED (CONT'D)
We found Master Todd's things.

EXT. TUNNEL - NIGHT

The road leads up to the GOTHAM TUNNEL, a passage that crosses underneath the river to the north and out of the city. Cars jam the road, inching forward bit by bit.

In the midst of the traffic jam is an ICE CREAM TRUCK, chucking along and playing the MUZAK version of "Alouette."

INT. ICE CREAM TRUCK - NIGHT

The back compartment. Darkness. The THUMP THUMP of the tires over the road. Passing lights from the city streets.

Jason opens his eyes. He is lying in the frozen section of the truck, still bound and gagged. He shivers.

EXT. TUNNEL - NIGHT

The ice cream truck pulls up to the toll booth before it passes under the tunnel. A TOLL ATTENDANT waits in it.

TOLL ATTENDANT
That's a dollar fifty.

Harley Quinn pokes her head out the window and slaps an ice cream cone right in his hand.

HARLEY
We don't have change.

The truck peels off. It snaps the barricade down and descends into the tunnel.

TOLL ATTENDANT
Hey!

He doesn't notice the DETONATOR WIRE running from the cone out the window and to the truck. The truck yanks the wire out-

EXT. ICEBERG LOUNGE - NIGHT

Batman talks to Alfred.

BATMAN
Stay there, but stay hidden. We'll be right-

KA-BOOM! Their heads look up to the sound of the explosion. Batman and Jean Paul race out onto the street and see the river not far away.

A FIREBALL rises from the tunnel entrance to the north. Horns HONK. SCREAMS.

BATMAN (CONT'D)
Go meet Alfred.

JEAN PAUL
I can't leave you.

BATMAN
Jason's the priority.

Jean Paul doesn't move.

BATMAN (CONT'D)

Now!

Jean Paul reluctantly climbs inside the Batmobile. Batman pulls a remote and types in directions.

INT. BATMOBILE - CONTINUOUS

The ignition starts. Jean Paul is thrown back in his seat as the car whips down the street in the opposite direction of the tunnel.

EXT. ICEBERG LOUNGE - CONTINUOUS

Batman watches the Batmobile disappear around the corner before he fires a grappling hook up at the nearest building and takes off in the direction of the explosion.

EXT. TUNNEL - NIGHT

A second explosion rocks the entrance. Cars are blown off to the side of the road. The tunnel roof collapses and seals it shut in a pile of debris.

INT. TUNNEL - NIGHT

The ice cream truck rollicks along in the tunnel. It weaves through other cars that have braked to a halt. Drivers have gotten out to see what the commotion is behind them.

The ice cream truck stops in the middle of the lane. Joker and Harley leap out into the road. Joker smiles as he pulls out a gigantic weapon - AN RPG MISSILE LAUNCHER.

HARLEY

Heat-seeker baby! The hottest engine wins!

Joker fires. The missile shoots out and SCREAMS as it rips past parked cars.

A SEMI-TRUCK barrels up the gentle slope to the exit of the tunnel. The heat-seeker smashes into the truck bed. The rear of the semi-truck EXPLODES with a deafening burst of fire. It rolls forward and smashes every car in its wake. Glass SHATTERS. Tires SQUEAL. The truck pitches to a halt at the exit and blocks any way for a car to get out.

The tunnel is blocked at both ends.

Joker grins maniacally. He throws open the rear compartment and drags out a near unconscious and shaking-with-cold Jason.

Along the sides of the wall, water from the river TRICKLES down small cracks in the tile.

EXT. TUNNEL - NIGHT

Police cruisers pull up to the entrance and stop at the collapsed rubble. Commissioner Gordon gets out of the first car.

GORDON
Get those trucks in here!

He waves in two fire trucks, which HONK loudly. Firemen jump off the side. Policemen run from their cars and grab the nearest piece of rock they can find. Gordon joins in the effort.

INT. TUNNEL - CONTINUOUS

People caught in the tunnel abandon their cars and minivans. They claw in the dark at the cement chunks that have buried them inside the tunnel mouth. SCREAMS of "Help us!" "Somebody! Please!"

EXT. TUNNEL - NIGHT

Rescue workers attack the entrance with pick axes.

GORDON
Are there any explosives?

A DEMOLITION TEAM runs up to the base of the rubble and plants plastique explosives with a primer cord. They back up. Gordon covers his ears.

Boom! The rocks shudder. Debris topples down. When the smoke clears, they see they've barely made a dent.

GORDON (CONT'D)
Get another one!

He hears a GURGLE. Looks down at his feet. RUNNING WATER seeps from beneath the pile and flows down the street at the rescue forces. The tunnel hasn't got long to stand under the weight of the river.

GORDON (CONT'D)
Oh no.

INT. TUNNEL - NIGHT

Cracks in the ceiling burst out with water. A steady stream flows at the feet of the trapped citizens as they try to escape. They begin to climb over each other to get to the top of the tunnel, where they may dig through. SCREAMS. SHOUTS. Utter chaos.

EXT. TUNNEL - NIGHT

Batman swings down on a line and lands on the rubble pile itself. He stumbles a bit on the gravel. Picking his way carefully, he climbs to the top of the pile. Listening closely, he hears the SCREAMS of those trapped inside.

BATMAN

Get back! Get back! Cover your eyes!

He pulls a small metal cylinder from his belt and jams it into the rock pile. He backs up and shields himself with his cape.

A flash! Red beams shoot out like a rose blossom and cut through the rubble. Rocks disintegrate and crumble down. The laser grenade WHIRS and dies. Batman finds it has cut a hole in the rubble big enough for two grown men to crawl through.

He hammers a winch into the exposed tunnel arch and secures a tether line onto it. He slips in through the crack.

INT. TUNNEL - CONTINUOUS

Batman drops down onto the ground. About forty survivors clamor to him for help, grabbing for the zip line out.

BATMAN

Wait!

He pulls a sharp batarang and swings it at the nearest person. People back off. The batarang shakes in his hand as he holds them at bay.

BATMAN (CONT'D)

I need the men to pull.

About twenty guys come forward. Batman sees a MOTHER and her CHILD hiding in the back of the crowd.

BATMAN (CONT'D)

You.

He grabs them and gives them the line.

BATMAN (CONT'D)
If you can climb, do it. Those who
can't, use the line.

He picks up the other end and passes it among the men like a tug-of-war rope. They line up. The Mother and Child are set.

BATMAN (CONT'D)
On three, run with me. One. Two.
Three!

The men run back with the rope. It yanks the mother and daughter up to the top of the rubble and to the escape hole. They let go and climb the rest of the way through.

Stronger survivors pick their way carefully up the fallen arch to the top and slip out one at a time. Once the rope is lowered back down, Batman gives it to an older woman in her fifties.

BATMAN (CONT'D)
One. Two. Three.

The men pull again. She is carried up to the top. With people working as a team, they have a chance to make it out.

ICE CREAM TRUCK

Harley runs up to the Joker.

HARLEY
He's here.

Joker points a revolver at Jason's head and cocks the hammer.

HARLEY (CONT'D)
Sing, birdie. Sing.

TUNNEL ENTRANCE

More civilians are able to clamber up and out of the tunnel. Batman is in the middle of the wall, pulling people and pushing them out.

JASON (O.S.)
Batmaaaaaan...

Batman's head snaps up. He hears. Jason's voice echoes from further down the tunnel.

JASON (O.S.) (CONT'D)

Batmaaaan...

He leaps down and SPLASHES in the ankle deep water. He's off and running down the tunnel.

ICE CREAM TRUCK

Batman rounds the bend in the tunnel and sees the ice cream truck sitting in the middle of the road. Emergency lights flicker on and off like bug zappers hanging on a front porch. He can see very little. He flicks a remote switch on his belt and green night vision lenses slide over his eyes.

He approaches. Cautious. A MOAN comes from the water. Jason is tied up and gagged beside the truck. Batman pulls the gag from his mouth.

JASON (CONT'D)

(shivering)

I'm sorry. I'm sorry I didn't listen.

BATMAN

Don't talk. I'm gonna get you out of here.

JASON

He's gonna kill us both.

BATMAN

Hey. Look at me.

Jason does.

BATMAN

Dynamic duo.

Jason smiles. Then his eyes go wide.

Bam! Joker smacks a crowbar into Batman's back. Batman falls into the water. Joker kicks him over and hits him again. Batman kicks up and catches Joker in the gut, then side kicks him across the face and flattens him on his back.

Batman leaps to his feet. BANG! He takes a revolver shot in the side and stumbles. Harley aims the smoking gun.

HARLEY

I've always wondered why nobody just shoots you in the head?

She cocks the hammer and sets him in her sights. But before she can, Jason leaps up and uses the ropes around his wrist to twist her arm and fling the gun away.

Joker rises. He picks up the crowbar and swings at Jason, catching him gut.

Batman leaps at both Harley and the Joker. He chops Harley in the neck and vaults his feet into the Joker's ribcage. Joker stumbles against the ice cream truck. He dodges another blow from the Batman, whose fist bangs against the metal Good Humor banner. He grabs it in pain.

Joker reaches in his pants and pulls out a BLOWTORCH. He ignites the flame and drops it in the murky water...

FLAMES. A wall of fire shoots up from a gasoline trail and barrels along the surface of the water toward the ice cream truck. Batman leaps aside. The truck catches fire-

It explodes in a fireball. Jason is thrown off his feet and hits his head on an exposed pipe.

EXT. TUNNEL - CONTINUOUS

GORDON helps survivors down the rubble pile when the ground shakes from the explosion.

GORDON
We're running out of time!

INT. TUNNEL - CONTINUOUS

Batman slowly rises. A wall of fire stretches the cavernous tunnel. Through the flames he sees Jason lying helpless.

BATMAN
Jason...

He stumbles forward. A second blast flings him on his side.

Joker picks up his crowbar and rises up over Jason. Batman watches as Joker raises the crowbar over his head and smiles maniacally.

BATMAN (CONT'D)
No-

Jason opens his eyes for a second-

JASON
Bru-

The Joker bashes the crowbar against Jason's head.

BATMAN

No!

He staggers to his feet and tries to go forward, but a wall of flames separates him from Jason and the Joker. Joker's mad eyes meet Batman's, and he begins to laugh as he strikes Jason again.

The hellish shadows dance on the Joker's white face. He hits Jason again. And again. And again. His cackles rise like the fiery inferno that surrounds him.

Batman grimaces. Damn it all.

He runs forward and leaps through the fire. He spears Joker in the side and sends him into the wall. Batman rushes to Jason's side. His skull is cracked open, and his nose is broken to the side. Blood flows down his face-

The sound of GROANING METAL comes from above. Water sprays in from the ceiling.

Harley grabs the Joker.

HARLEY

We gotta move, Puddin'.

The Joker stumbles up and follows her toward a service entrance on the side of the tunnel. Joker throws open the door, they duck inside, and he slams it shut.

Batman picks up Jason. He cradles him like a newborn. The fire blocks their escape route back to the police. He searches around for a way out.

The service entrance, not ten yards away.

Batman runs for it. And then the whole world collapses around him.

The water bursts in from the ceiling like an avalanche. The angry foam chases the Caped Crusader. It sweeps him and Jason up in its torrent and carries them to the other side of the tunnel.

EXT. RIVER - CONTINUOUS

Batman flips underwater. He barely can keep hold of Jason's arm. There is no up or down, only the dizzying vertigo of the black river.

They are washed up onto the shore beneath the Kane Memorial Bridge and land on a dirty concrete slope.

Batman drags Jason up onto the land and collapses in a heap. He rips off his cowl and gloves and takes a large gulp of air.

Jason lies on his face. Bruce rolls Jason over and checks for a pulse. Nothing.

He immediately starts administering CPR. He breathes for him, then thrusts down on his heart for five seconds. He repeats. Desperation overtakes him. Tears well in his eyes.

Nothing. Jason pale skin is already cold to the touch. Bruce feels for any sign of life. It's no use.

Robin is dead.

Bruce weeps. He buries his face into Jason's breast and sobs. Somewhere, out on the river, a boatswain RINGS the bell. Up in the night sky, the BAT SIGNAL once again lights up.

Bruce lifts his eyes to the heavens. He sees the signal.

BRUCE

Damn you.

EXT. ROAD - NIGHT

Bane watches through his binoculars. He shoves the binoculars into Bird's hands.

BANE

It is time.

EXT. TUNNEL - NIGHT

A mother gets oxygen from a medic. Gordon talks to Sargent Bullock.

BULLOCK

Talk about a long night.

GORDON

It's not over yet.

BULLOCK

Everybody get out?

GORDON
Six casualties when the first bomb
took out the entrance.

BULLOCK
Everybody else get out?

GORDON
(nods)
We got lucky. Almost forty people
trapped and we didn't lose any of
them.

INT. BATCAVE - NIGHT

Jason lies on the operating table in the cave. Harsh lamp
lights hanging above illuminate his pale lifeless face. It
is almost as white as the Joker's.

Bruce hunches over the edge of the table. He hasn't bothered
to remove his costume. His mask lies on the floor. His face
is desolate. He is a man forsaken.

FOOTSTEPS down the stairs. Selina and Alfred approach.

ALFRED
Master Wayne? What happened? I
thought I heard-

They stop when they see Jason.

ALFRED (CONT'D)
Dear Lord. Is he-? I'll call an
ambulance.

Alfred runs upstairs.

SELINA
Bruce?

His hunched form doesn't answer.

SELINA (CONT'D)
Bruce, I'm sor-

BRUCE
Did you find them?

SELINA
There was nothing left. They'd
fled the hideout.

She places a hand on his shoulder to comfort him. He flinches away. She understands - he wants to be left alone. As she turns to go, she bends down and picks up the Batman cowl. She clutches it to her breast as she goes up the stairs.

BRUCE
Jason was right.

SELINA
About what?

BRUCE
Everything.

EXT. WAYNE MANOR - NIGHT

TWO GUARDS still stand at the front gate. One of them picks his teeth with his fingernail. He hears an APPROACHING CAR. As he look up to see who is coming, bright headlights illuminate his face with a blinding light.

A CAR DOOR opens and SLAMS shut. FOOTSTEPS approach the guards. The guard has to look up to see the mysterious visitor in the face. A hulking body suddenly blocks the headlights, casting the guard's face into shadow. Bane grabs his head and snaps his neck with a sick CRACK!

INT. WAYNE MANOR - NIGHT

Alfred runs to the phone and dials 911. Behind him is a window, with a view out over the grounds.

RECORDED VOICE(O.S.)
This is the emergency line. If
this is not an emergency, please
hang up and call your local police
or sheriff's office. This call may
be recorded to better serve your
needs.

He waits while the line rings. We see through the window as guards run past. Their MUFFLED SHOUTS are barely distinct in the house. Bane comes into view and makes quick work of all of them.

An OPERATOR answers the call.

911 OPERATOR (O.S.)
Nine-one-one. What is your
emergency?

INT. BATCAVE - NIGHT

Bruce pulls a cloth up over Jason's body to cover his head. He turns off the lamp light and plunges the cave into darkness. Only the light from the manor above emanates down the stairs. It casts his shadow across Jason's body, like an extra funeral shroud.

He turns to go up the stairs. Something then catches his attention. MUFFLED VOICES. A THUD. SHOUTS. A CRASH of wood and plaster.

Bruce runs up the stairs as fast as he can go.

INT. WAYNE MANOR - CONTINUOUS

Bruce bursts through the grandfather clock and enters the library. He searches for the source of the scuffle. Out in the hall, he hears Jean Paul cry out. Bruce runs to the door and turns the corner to see-

Jean Paul flies into the wall just beside his head. Bruce jumps back out of the way. Jean Paul slumps to the floor unconscious. Bruce checks his pulse - he's alive. He stands up and turns back to the front entrance...

The front door is broken in, and Bruce can see the unconscious and dead bodies of security guards outside. Alfred lies in a crumpled heap at the door. Bruce is about to go check on him when-

BANE (O.S.)

He's alive. It is not him I want.

The voice comes from behind. Bruce slowly turns...

Bane stands behind him, a massive giant in the front hall. Bruce locks eyes with his enemy.

BANE (CONT'D)

It is you.

BRUCE

Let me get these people help.

BANE

No help. Nowhere to run. No hideaway. You will face me now.

(beat)

You hesitate. You seek the means to escape. The cup has not even been passed to you and yet, you are afraid.

(MORE)

BANE (CONT'D)
(chuckling)
You are already broken.

Bruce tries to keep his eyes from glancing at the open door behind him. He can flee to his last shot for freedom, or fight the behemoth invader. Flight, or fight.

Bane pulls something from his pocket. He throws it on the floor in front of Bruce. It is the cowl of the Batman...

BANE (CONT'D)
Put it on.

Bruce stares down at the mask at his feet. It is hollow and faceless. Lifeless. Flat. Nothing without him.

BANE (CONT'D)
Put it on now.

Bruce looks up at his opponent. He now realizes what this is all about - the title.

BRUCE
No.

Bane charges and throws a direct hit to the sternum. Bruce is knocked on his back. Bane stands over him.

BANE
You cannot deny who you are. Put
it on.

Bruce coughs up blood.

BRUCE
No.

He picks up Bruce and pins him to the wall. His red eye lenses bore into Bruce.

BANE
If you do not fight, I will kill
them all. Your friends. Your
enemies. I will lay waste to
Gotham. They will curse you and
scream mercy to my name. Bane...

BRUCE
If I don't fight, you will never
defeat the Bat. You'll be
nothing.

BANE
No!

He throws Bruce at the floor. Bruce rolls over and smiles up at Bane.

BANE (CONT'D)
You will not deny me my crown!

BRUCE
There is no crown. You cannot fight a myth.

BANE
But I can kill you!

He turns the dial on his arm. A LOW HUM comes from the venom pump apparatus. The greenish drug courses through the tube and up into his blood.

Bane drinks it in. His muscles inflate to twice their size. He grows taller. The surge is powering him. With a mighty heave, he lifts his leg and stomps down beside Bruce's head. The impact cracks the floor.

BANE (CONT'D)
Fight me, Batman!

BRUCE
There is no Batman.

Bane picks him up and punches him across the face. Again. Again. He knocks him in the gut and then kicks him into the wall. Bruce crashes through.

Dust and debris fill the hole in the wall. Bruce staggers to his feet. He spits blood onto the carpet. When he climbs back out, he stops in his tracks...

Bane now has Selina, dangling in mid-air from her coat. One hand is clasped around her throat, squeezing. She gasps for breath.

BANE
She will be the first. How far will you go?

Bruce hunches over in pain. He thinks. Sweat drops from his brow. After a moment, he reaches over and bends down to his cowl. With his back to Bane, he pulls it up over his head and down over his face. He stands and turns... the Batman is ready...

Bane releases Selina. She drops to the ground and gasps for air. Her eyes meet Bruce's in a last effort to plead "Don't do it."

BRUCE

Run.

She shakes her head.

BRUCE (CONT'D)

Run!

He pulls a batarang and leaps up at Bane. The fight begins.

Bane reaches up to block the Batarang. It stabs into his forearm. He rips it out and tosses Batman aside. Batman crashes into a glass shelf. Shards fall around him and cut his clothing. He is immediately up and crouched. Bane charges low, but Batman leaps up over his back and runs to Alfred lying on the ground.

He picks up Alfred and carries him outside.

EXT. WAYNE MANOR - NIGHT

Selina runs from the front door. She looks behind her and sees Batman laying Alfred on the ground outside. He sees her stop.

BATMAN

Run!

He dashes back inside.

INT. WAYNE MANOR - CONTINUOUS

Bane picks up Jean Paul to kill him. Batman spears Bane in the side and knocks him away. Jean Paul falls limp to the floor.

Bane rises and throws an uppercut into Batman so powerful he crashes up into the ceiling. Batman falls to the ground. Bane lifts him by the cape and throws him across the hall into the library.

Batman picks himself up. He notices the grandfather clock, still left open. He runs to it.

Bane bursts through the wall into the library. He sees his enemy run down the stairs to the Batcave.

BANE

Nowhere to hide.

INT. BATCAVE - NIGHT

Batman is at the base of the stairs. He runs straight to the computer and throws several switches.

Floodlights flash red in warning. He throws a kill switch and plunges the cave into darkness.

Bane runs down the stairs just as the lights go out. He stops and sniffs the air.

BANE
Your true home. A fine prison.

He carefully wanders around the cave floor, looking up at the sound of the bats SQUEALING in the ceiling. Their sound freezes him in his tracks...

FLASHBACK

INT. SANTA PRISCA PRISON - NIGHT

Bats flap over the young Bane's head. He screams in fright.

END FLASHBACK

INT. BATCAVE - CONTINUOUS

Bane is more agitated. He hunts through the lab equipment.

BANE
You will not hide! Coward!

He tosses over the glass cases that house Batman's trophies. Glass shatters. He lifts a chair and throws it against the wall, clattering the bats to shriek louder. Then he notices Jason's body lying on the exam table.

BANE (CONT'D)
Well. The boy.

He approaches Jason and caresses the covered head.

BANE (CONT'D)
I see he took the easy way out. I
can make it harder for him.

A flash bomb! Bane covers his eyes. Batman leaps down from the darkness. He catches Bane in the back and kicks him to the ground, but Bane rolls and comes right back up to a crouch. He kicks Batman in the gut and then leaps on top of him and pummels him across the face.

Batman kicks Bane in the side of the head. He rolls away and staggers up. He pulls another flash bomb from his belt and throws it down. The bright light blinds Bane temporarily. Batman backs up, and readies another flash bomb. Bane shakes his head. He charges again. Batman throws it down. Bane tries to cover his eyes, but he's too late and the light catches him again.

Batman looks behind him. A deep gulf disappears into darkness...

He bends down to get ready to leap out of the way.

Bane charges. Batman jumps to the side. Bane misses him and sails over the edge with a SCREAM.

Batman rises to his knees. He crawls over and looks out over the edge. He sees nothing-

The vertigo catches up with him again. His vision blurs. His muscles tense. He backs away from the gulf and drops down, struggling to regain some balance.

A massive hand grips the edge of the cliff. Bane pulls himself up.

Batman grips his head and breathes deep.

BATMAN

No.

Bane grabs his shoulders and lifts him up off his feet. He throws Batman through the nearest glass trophy case. He picks up his body from the wreckage and throws it into the exam table. Jason's body topples over. The lights and equipment crash. Bane jumps on the Batman behind the table and hits him repeatedly in the face. We cannot see the damage, but Bane loses himself in the melee and screams the pain in his soul.

His adrenaline levels drop. He stands up. With one hand, he lifts Batman to his feet.

Batman's face is bruised and bloody. One eye swells. He can't see.

BANE
I will not kill you.

He cradles Batman like a limp baby, and then hoists him with two hands over his head. Bane lifts one foot up onto the overturned table edge, bending his knee high.

BANE (CONT'D)
I have only to break you.

And with that, he brings down Batman's back onto his knee. A sharp CRACK! echoes through the cave. Batman SCREAMS. Bats FLUTTER and SHRIEK. Bane drops him to the ground.

Batman grasps the ground with his arm, but quickly loses consciousness.

EXT. WAYNE MANOR - NIGHT

Selina runs through the gate. She stops when she sees an AMBULANCE pull up and brake. A MEDIC jumps out.

MEDIC #1
What's the emergency?

SELINA
They're gonna kill him!

MEDIC #1
Who?

SELINA
Call the police!

A second Medic jumps out of the ambulance and comes to them.

MEDIC #2
Are you hurt miss?

SELINA
You've got to get help, now!

INT. WAYNE MANOR - NIGHT

Bane pushes the grandfather clock frame off its hinges to emerge from the cave. He carries the Batman's limp body with him.

EXT. WAYNE MANOR - NIGHT

Bane walks to his car and carries Batman to the back seat. He throws what's left of the caped crusader in the back.

INT. CAR - NIGHT

Bane starts the engine. He drives back to the gate.

EXT. WAYNE MANOR - NIGHT

The car bursts through the gate and charges at the ambulance. Selina dives out of the way with the Medics. It crashes into the front of the ambulance and continues to barrel forward down the street.

SELINA

Bruce!

EXT. STREET - NIGHT

Police squad cars shield one side of the street. The cops are in a crossfire with gangmembers who have raided a corner pharmacy for drugs. Gordon is in the thick of it, shielded behind his car doors.

Bane's car drives right into the middle of the crossfire.

GORDON

Hold you fire!

Bane steps out. He throws the car door open and drags out Batman. Gordon sees it and drops his gun in shock.

The cops stare at Bane. The gang members stop firing. Other drivers in their cars lean out the window to see what is happening.

Bane throws Batman over his shoulder and climbs the nearest fire escape. All of the people on the street follow him with their eyes.

Batman hangs limply, paralyzed. He moans in pain.

INSERT: POV BATMAN

More hallucinations. Like the ones from the Scarecrow's toxin. Lights blur into the faces of the men and women of the city. His greatest foes laugh at him. Jason screams for his help. Bats screech and sink their teeth into his flesh. He cries out for it to end

END INSERT

On the street, the Gothamites stare up at Bane and Batman like witnesses to some grand operatic finale. They are silent and in awe. Bane reaches the crest of the building and turns to the city below.

Cars have stopped in the street. Men and women step out into the pavement to see what will happen. The gang shootout is forgotten.

Bane hoists Batman up for all to see.

BANE

I am Bane! I am king of Gotham
City!

With a final thrust, Bane tosses Batman off the side of the roof. Batman falls away and drops.

His body hits the fire escape and twists around. It falls five stories before it breaks through an awning and hits the theater marquee. It rolls off and lands on the street.

Women SCREAM. Men back up. Gordon breaks from the spell of the moment.

GORDON

Fire!

Bane turns and runs away over the rooftops. He is gone before the cops can get two shots off.

Gordon slowly approaches and looks over the body of the Batman.

Batman's side bleeds. His face is swollen red, black, and blue. The bat signal on his chest is torn away. His cape is shredded. One of his ears is broken off. There is little sign of life...

The other people on the street gather close. Cops and criminals, dealers and junkies, whores and johns, all look down at the fallen hero before them...

We look down from overhead at the Batman lying in the middle of the crowd. Slowly we pull back, receding to the rooftops above while police sirens and ambulances continue to wail in the distance. It is going to be a long night indeed...

FADE TO BLACK

SUPER: WHITE TEXT OVER BLACK

"To be continued..."

FADE OUT

CREDITS