

BATMAN REBORN

Screenplay by
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Story by
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Based on characters created by Bob Kane

FADE IN:

EXT. CEMETARY - DAY

It's raining. A sea of black umbrellas gather around a coffin and newly-placed tombstone. The assembled mourners slowly file past, laying flowers, crying, and whispering soft goodbyes.

Watching it all from a distance is BRUCE WAYNE. Now in his 50's, his hair is a few shades grayer but he remains strong as ever.

He's distant though, lost in thought, conflicted, but over what we're just not sure.

Suddenly, a WRINKLED HAND ENTERS and grasps Bruce's shoulder. Bruce expects a familiar face. Instead, he see a stranger.

ELDERLY MOURNER

I'm so sorry for your loss.

He nods his head an absent-minded appreciation.

BRUCE

(quietly)

Thank you.

The stranger moves on.

A beat. Bruce's umbrella sags a bit. He seems like he's about to break down. Suddenly he catches himself. He won't let himself.

GORDON (O.S.)

We'll all miss him, you know.

We see Police Commissioner JAMES GORDON. Gobs of water pour off his fedora and onto his black trench coat. The man is pushing seventy and in any other job he'd be retired. He moves towards Bruce.

GORDON (CONT'D)

But not as much as you.

He's still distant.

GORDON (CONT'D)

Any man who can raise both Bruce Wayne and Batman nearly single-handedly is something extraordinary.

BRUCE

He absolutely was.

GORDON

I know it's stupid to ask, but how are you holding up with all of this? You ready to be torn to shreds tomorrow?

BRUCE

Most people seem to want to. I can't disappoint.

Gordon chuckles slightly at this, trying to break the awkwardness. Finally --

BRUCE (CONT'D)

I never actually thought he would leave us.

GORDON

No one can be immortal, Bruce.

Bruce absently folds his hand, fighting back a pain in his knuckles. Gordon sees this.

GORDON (CONT'D)

Not even Batman.

He looks at Gordon. A short beat.

BRUCE

What?

Gordon sighs. He needs to get something of his chest.

GORDON

Why do you still do it, Bruce? You of all people know how things are now. Crime's down thirteen percent this past year, down seventy-four percent in the last five. There have been five armed robberies this year and it's November. The GCPD is more than capable to handle just about everything that comes at us now. All of those who have something against you are either locked up or dead. Hell, there hasn't been anyone new threatening to blow up Gotham in two years.

Bruce is taken aback.

GORDON (CONT'D)

I guess what I'm trying to say is...
things are pretty good right now, Bruce.
Maybe you can afford to stop pushing
yourself so hard. I worry about you.
You're not thirty-five anymore. You don't
exactly bounce back like you used to.
Maybe you can afford to breathe a bit.
Maybe...

He wonders if he should even say it.

GORDON (CONT'D)

Maybe Gotham doesn't need Batman anymore.

Bruce is taken off guard. He really hasn't thought about it.

GORDON (CONT'D)

And maybe it's about time you actually
had a life, while you can still enjoy
it... and before you leave us too.

A beat.

GORDON (CONT'D)

Just... just something to think about.
God knows you deserve it.

Gordon eyes Bruce for a moment and finally moves away.

A beat. Bruce thinks. Finally, he turns to BARBARA WILSON and DICK GRAYSON. Dick pushes Barbara in her wheelchair towards the coffin, holding an umbrella over her.

She lays down two roses on the coffin and leans forward, grasping it desperately. She sobs.

BARBARA

(sotto)

I love you so much, Uncle Alfred.

We finally MOVE IN on the tombstone, revealing:

ALFRED PENNYWORTH: BELOVED MENTOR, UNCLE, AND FRIEND

EXT. GOTHAM STREETS - DAY

We stare down at the choked streets outside Wayne Enterprises. It's the next morning.

Bruce's limo creeps towards his office, besieged on all sides by a roiling mob. In it we see paraplegics, geriatrics, the dying and wasting. Those healthy enough to do so lift signs in protest, screaming and shouting at the limo. The mob suddenly lurches closer, pushing against the police barricades. The car desperately tries to slide through the angry crowd.

Over the scene we hear --

NEWS ANCHOR (V.O.)

The eyes of the world turn to Gotham City today as Wayne Enterprises appears to be on the verge of announcing the discontinuation of the so-called "Miraclo" project. Claims and speculation of the drug's purported astounding abilities have raised the hopes of thousands. In response, Chairman of the Board Bruce Wayne has warned that the drug could hold significant dangers. Such declarations, however, have failed to placate many.

Suddenly, a desperate protester throws his sign in frustration. The wooden steak strikes the window right by Bruce's face with a CRACK.

INT. LIMOUSINE - DAY

Bruce sits calmly by his clearly-unnerved assistant, ARTHUR. He's young -- twenty-something and ambitious, fresh out of college and deeply sincere.

BRUCE

That one's not a fan.

Arthur slouches down in his seat.

ARTHUR

We should have taken the back entrance.

Bruce peers over the heads in the crowd.

BRUCE

This is the back entrance.

INT. WAYNE ENTERPRISES BOARDROOM - NIGHT

Images of WITHERED and WASTING arms and legs greet us. We see pictures of disabled men and women, bedridden, in wheelchairs, looking weary and desperate.

VOICE (O.S.)

Ladies and gentlemen, the effects of the
Miraclo drug can only be described with
one word --

We HEAR a CLICK and WHIRR from a slide projector. The pictures change to healthy, reformed legs and arms. Men and women look happy, their bodies fit and muscular.

Suddenly a SECURITY PASS FILLS THE SCREEN reading --

MAXWELL DELACROIX

We PAN UP to the man's face.

DELACROIX

...miraculous.

MAXWELL DELACROIX is a sharply-dressed man, Bruce's age and equally eloquent.

Bruce shifts in his chair. The company's board sits around him. LUCIUS FOX, Bruce's longtime friend and CEO, is at his left. In front of them all is a large projection screen.

FOX

Mr. Delacroix, if you don't mind, we prefer to call the drug by its actual name -- T-47.

DELACROIX

Well regardless of what you call it, its effects are indisputable. All the data available on the project, both from independent sources and those inside your own company, does not refute this.

The projector WHIRS again. The images change to a jumble of GRAPHS and CHARTS.

DELACROIX (CONT'D)

Muscle mass builds at a rate of over twenty percent per day, even in minor doses.

(MORE)

DELACROIX (CONT'D)

Nerve connections rebuild at a rate of thirteen percent, neuron growth: ten percent. It has the ability to not only to heal but to rebuild. It makes people stronger and smarter.

BRUCE

(interrupting)

But it can also kill.

DELACROIX

(talking over him)

Yes, there are some risks. No one disputes that. But regardless, the benefits are still tremendous. If no one in this boardroom has the courage to do what is right then I ask you -- no, I beg you: release the patents and data to me. Let my company work on it, refine it, release it. There may be a way to eliminate all the side effects.

The board members turn to Bruce.

BRUCE

There isn't, Max.

DELACROIX

And you won't be held liable! These side effects, as unsavory as they are, are rare. My company will not bow to cowardice and let the unfortunate bad experiences of a few keep the rest from leading better lives. The people know the risks and they do not care.

BRUCE

Mr. Delacroix...

DELACROIX

Don't let millions suffer at the hands of cowards --

The board members cringe.

BRUCE

All right, that's enough...

DELACROIX

Let those strong enough to do what is right -- !

BRUCE

Max!

DELACROIX

You're complete fools if you think -- !!

BRUCE

Max!!!

Delacroix stops. A quiet beat. Composing himself, Bruce presses a button the desk. The lights go up and the blinds open. The screen behind Delacroix retracts.

BRUCE (CONT'D)

Look behind you.

Delacroix turns and sees the massive Wayne Enterprises logo engraved into the wall. A motto in Latin sits underneath it.

BRUCE (CONT'D)

"Pro salutione homini" -- for the health of mankind. This company's ethos is to improve the wellbeing of all humanity, not harm it. And understand me: we will not release a product that will.

DELACROIX

But you don't have to!

BRUCE

Ignoring the fact that Delacroix United hasn't the resources for such an undertaking, refining T-47 is impossible. There is no way. We have tried again and again and only have ten years worth of paperwork to show for it. Giving it to you just be passing the buck. I'm sorry to say that this whole project was a fool's errand to begin with.

Delacroix grows irritated.

BRUCE (CONT'D)

Besides, there are other options we are pursuing to help the disabled. We're leading breakthroughs in nerve stimulation and advanced prosthetics. Our experimental bio-suit can improve strength in weakened limbs. We hope to have it released next year.

DELACROIX

But that's not the same, Bruce. It's not enough.

BRUCE

Alright, here, let me tell you something that will not leave this room. This is something that will never spread outside the thirteen of us and those who have worked on this project.

He sighs deeply. He doesn't want to do this.

BRUCE (CONT'D)

The reason T-47 will never work is because it is based on a deadly drug compound called Venom. It's the brainchild of the late Dr. Jason Woodrue. His plans were recovered after his lab burned down and some enterprising scientists began to reconstruct his work with the hope of making it stable. Although it worked partly, it was a foolish idea. It should have never happened. Its existence also should never have been leaked out of the company. People have bought into this hope of Miraclo. But it's a false hope. It will never work.

Delacroix moves toward the window overlooking the crowds below. Defeated, he starts again.

DELACROIX

Maybe that's all they need -- a hope that it works for them. They know the risks and they don't care. Mr. Wayne, is it not true that a friend of yours -- a girl you helped raise since her teens -- became paralyzed in a car accident six years ago?

Bruce frowns. He's touched a nerve.

DELACROIX (CONT'D)

Do you really think Barbara would turn down the chance to walk again?

Bruce shoots up.

BRUCE

That's it, Max. You're only here as a favor to the memory of my father. Whatever good will you had, you just wasted. Now get out before I throw your ass out myself.

(MORE)

BRUCE (CONT'D)

We're making the announcement in fifteen minutes. You've had your chance.

Delacroix is furious. He throws his papers into his suitcase and storms towards the door. He stops suddenly and turns.

DELACROIX

You, all of you, are the most horrible people I have ever met!

He throws a finger towards the crowd outside.

DELACROIX (CONT'D)

Denying them this chance to be whole again, to live again -- you're monsters! You have no idea what it's like to be one of them. But you really don't care, now do you?

He turns and pushes through the door. It SLAMS shut. The board looks uncomfortably at Bruce.

INT. WAYNE MANOR BEDROOM - DAY

Bruce throws off his coat and tie. He presses a phone to his ear with one hand and He TURNS ON the television with the other. He collapses onto the bed with a sigh. We hear SHOUTS and SCREAMS ON THE TELEVISION.

NEWS ANCHOR #2

(on television)

This was the scene outside Wayne Enterprises earlier today. Assembled protesters had their worse fears confirmed when company chairman Bruce Wayne announced the discontinuation of the Miraclo project.

FOX (O.S.)

(over phone, filtered)

You should have let me done it, Bruce. You're just head of the board.

BRUCE

(into phone)

Eh, it was one of those things.

FOX (O.S.)

(over phone, filtered)

One of those things that almost got you killed.

BRUCE
 (into phone)
 Yeah, it's a mess isn't it?

FOX (O.S.)
 (over phone, filtered)
 Sure is. We'll convene the board on
 Monday and try to figure out something,
 start doing damage control.

BRUCE
 (into phone)
 Alright. Thanks, Lucius.

FOX (O.S.)
 (over phone, filtered)
 You take care.

Bruce hangs up the phone and lifts his head up from the bed.

NEWS ANCHOR #2
 (on television)
 The situation quickly turned violent when
 protesters began throwing rocks and
 bottles at the podium. Wayne was escorted
 from the scene but not before being
 struck by an object from the crowd.

Bruce feels a bump on his temple.

BRUCE
 (sotto)
 Thanks.

NEWS ANCHOR #2
 (on television)
 We're told that the injury was not
 serious and that Mr. Wayne is feeling
 fine. Back to you, Mindy.

He falls back onto the bed and closes his eyes.

BRUCE
 Oh god, Alfred. How did this happen?

ALFRED (O.S.)
 Because they need help.

Bruce opens his eyes and sees ALFRED sitting besides him.

ALFRED (CONT'D)
 And you won't give it to them.

BRUCE

Even if it kills them?

ALFRED

Mr. Delacroix was right. It might not matter for many of them. In the eyes of the most distressed and desperate, they've already been dead for a long time. If there's a chance, they'll take it.

BRUCE

It was a mistake to listen to him. I should have just rejected his offer straight out.

ALFRED

Like you said, your father and his were friends. It's the least you could have done for Master Wayne.

BRUCE

I despise the man and everything he was. Ever since college, he disgusted me with what he stood for -- his shoddy ethics and thin conscious. I hated how he became a scientist. It scared me to think about what a despicable man could do with enough money. He lied, he cheated, he stole. He just had the good luck of never being caught.

ALFRED

You know Maxwell though. He'll try to prove you wrong any way he can.

BRUCE

I'm just afraid of how far he'll go.

Alfred sighs.

ALFRED

Say what you will about the man's moral fiber but he does raise a good point. With so many out there who could benefit, why not let them decide?

BRUCE

Because even as Bruce Wayne I have to protect people. I can't release a plague on them in the guise of a cure, even if they know the risks. I can't have that on my conscience.

ALFRED

Come come, Master Bruce. That sounds tremendously selfish.

BRUCE

But it's the truth, Alfred. I can't just... let the floodgates open and not feel anything about it. That's just too much to bear for me. So I won't let it happen.

ALFRED

Then that's what you have to do. It's all you can do. I do think you worry too much, Master Bruce. If there was ever one thing I could have hoped to teach you it was to enjoy life.

Bruce closes his eyes again.

BRUCE

Do you think it's time to retire, Alfred?

ALFRED

Do you wish to?

BRUCE

I want a life so badly, Alfred -- a full time life as Bruce Wayne. There's nothing more I would like in life than to be him for a night. I want just one night without having to look up every five minutes. What do you think?

ALFRED

I think the commissioner too has a point. You can't run around in a suit forever, sir. But...

BRUCE

But?

ALFRED

While Gotham may be safe for now, you know better than anyone how quickly things can change. You may not see it coming, but there may come a time when Batman is needed more than ever.

Bruce nods.

BRUCE

I miss you so much, Alfred.

ALFRED

As do I, Master Bruce. As do I.

Bruce opens his eyes. He's alone.

He sighs deeply.

EXT. K2 - DAY

We see a small FIGURE scaling the massive side of the mountain.

The heavily-wrapped person grows larger as we PUSH IN. He throws one pickaxe over another, climbing higher and higher, over rocky juts and snowy crevices.

The figure reaches the summit, its chest heaving heavily. It pulls back its hood and tears off its mask. It's Bruce.

He looks out on the world, completely satisfied. A huge grin is stuck on his face.

IN BRUCE'S BEDROOM

Bruce lays asleep on his bed. We realize he's been dreaming. For once -- he's happy.

INT. WAYNE ENTERPRISES BASEMENT - NIGHT

Rows and rows of dark shelves and stacks line the cavernous basement. The shining beam of a lone FLASHLIGHT cuts through the darkness. We see it quickly pass across the sides of folders, books, and files.

A horrible looking SECURITY GUARD comes into view. He looks as if he's wasting away, terribly addicted to something and in desperate need of more.

Finally, the guard comes to specific shelf and turns, scanning its contents closely. He crouches down and comes to a thick folder with the words "CONFIDENTIAL RESEARCH" stamped all over.

He snatches it up, throws it under his arm, and runs outside.

OUTSIDE

Rain pours down into the alley behind the building.

The twitchy guard protects the folder from the onslaught. He rushes towards a dark corner across the way. In it stands a shadowy figure in a trench coat. An umbrella hides his face.

SECURITY GUARD

I got what you asked for.

The figure extends his hand.

SECURITY GUARD (CONT'D)

Gimme it first.

The figure draws a baggie full of pills from his pocket and drops it into the guard's open palm. He quickly snaps the folder from him.

SECURITY GUARD (CONT'D)

(snidely)

Pleasure doin' business with ya, too.

He gives the shadowy person one last look before turning back and running inside -- away from the storm and him.

The figure grips the folder tightly. A FLASH of lightning breaks through the alley. It's Delacroix. A smile grows over his face.

INT. WAYNE ENTERPRISES EXECUTIVE OFFICE - DAY

Bruce tears through a large stack of papers, signing and reading at a frantic pace. Arthur gives him another handful.

BRUCE

(incredulous)

That it?

He pulls more from a manilla folder.

ARTHUR

Also these.

He lifts a stack from a nearby chair and places them on the desk.

ARTHUR (CONT'D)

And these.

He slides Bruce a ledger.

ARTHUR (CONT'D)

And these numbers to look over.

And lifts a mass of envelopes from his pocket.

ARTHUR (CONT'D)

And these birthday cards. But yeah,
that's it.

Arthur slowly slides him a new pen.

SECRETARY (O.S.)

(over intercom, filtered)

Mr. Wayne, someone to see you.

BRUCE

(into intercom)

Now's not a good time, Margaret. Could
they come back later?

BARBARA (O.S.)

(over intercom, filtered)

Like hell it's not a good time...

SECRETARY (O.S.)

(over intercom, filtered)

Miss, you'll have to --

We hear a COMMOTION from behind the office doors. Bruce
gets up and moves towards the front of the desk.

Suddenly --

BAM! Barbara BURSTS THROUGH the doors and flies towards
Bruce. The SECRETARY chases after her.

BRUCE

(surprised)

Barbara?

Barbara pushes herself up from the wheelchair and lunges
at Bruce. She latches onto his lapels, holding herself
up. Bruce is completely floored.

BARBARA

(seething)

I can't believe it!

Arthur moves to help Bruce. SECURITY GUARDS suddenly rush into the office, guns drawn.

BRUCE

No, no, no! It's okay! It's okay.

Everyone relaxes.

BRUCE (CONT'D)

Arthur, Margaret -- could you give us a moment alone?

They begin to leave.

BRUCE (CONT'D)

(to guards)

Thanks, guys.

The door closes. Barbara pants hard, holding onto Bruce tight. He grabs her hands and tries to calm her. She snaps.

BARBARA

Don't even! I refused to believe the rumors. I always thought Bruce Wayne would do the right thing...

A beat. She slowly puts herself back into the chair.

BRUCE

Here, let me help you.

BARBARA

Why start now? I can do it myself.

Bruce composes himself a bit. Thinking, he leans back against his desk.

BRUCE

It's about the dangers, Barbara.

BARBARA

I don't care. We all know the risks. We've all heard the rumors about why it's so bad.

Bruce seems surprised.

BARBARA (CONT'D)

(off his reaction)

That's right. It's not as big a secret as you'd like to think. Does it really surprise you?

(MORE)

BARBARA (CONT'D)

Does it really surprise you that any of us would risk death for this? It's not just about being healed or being better, Bruce.

Frustrated, she sputters, searching for the words.

BARBARA (CONT'D)

It's about having control. You have no idea what it's like not having control over your body. You try so hard to make something happen, but no matter what, the feeling just... slips through your fingers. You're a prisoner in your own body.

She grows desperate.

BARBARA (CONT'D)

And for there to be hope and then see the man who raised and loved you to stand in the way of it all... it's enough to make you weep. It's enough to make you question how much he even loved for you to begin with.

Bruce looks like he's gotten the wind knocked out of him.

BARBARA (CONT'D)

You have no idea...

She begins to leave.

BARBARA (CONT'D)

One day I hope you will.

She slowly disappears from view. Bruce stands alone and humiliated.

A beat. Arthur enters cautiously.

ARTHUR

Sir...?

INT. ARKHAM ASYLUM - DAY

DR. BURTON, the wild-haired and eccentric director of the asylum, moves at his usual fast clip. Delacroix keeps pace behind, following him through the labyrinthian bowels of the building.

BURTON

I'm afraid your call did not exactly make the most sense, Mr. Delacroix. What exactly are you looking for?

Delacroix is calm and collected. He knows what he needs.

DELACROIX

A candidate for potential work-release.

BURTON

Ah. I believe we have just the thing.

They turn another corner and push through two large doors. Above it hangs a sign reading:

MINIMUM SECURITY WING

INT. ARKHAM ASYLUM MINIMUM SECURITY WING - DAY

BURTON

This is where we keep the more... stable of our inmates, the only slightly clinically unbalanced. Our work release program is very new and still very limited. Only those nearing release are eligible. While they may retain have their quirks, we are confident that they are near-fully cured. Take this patient for example...

He stops Delacroix in front of a glassed-in cell.

BURTON (CONT'D)

-- AP-4078.

A dark figure sits in the shadowy far corner of the cell, his back to them. This is VIKTOR KRYLOV.

BURTON (CONT'D)

Viktor Krylov.

Delacroix stares, deeply intrigued.

BURTON (CONT'D)

Never mind his intimidating presence. I assure you, he's nothing like he used to. Sent here after committing multiple crimes -- robberies, kidnappings, petty theft -- solely to get the attention of Batman. He was obsessive, studying every detail, from his tactics to his suit.

Burton opens a folder to Delacroix. It's filled with writings, sketches, and ramblings... all about Batman.

BURTON (CONT'D)

Yes. All his. But thanks to years of dedicated treatment we've been able to channel his obsession and focus it. One could even call it just a mild curiosity now. Heck, with a couple more weeks, he could be at Blackgate with the other sane criminals.

DELACROIX

And you have full confidence that he's been rehabilitated?

BURTON

All our tests and evaluations show tremendous progress. Trust me, with a watchful eye, he's harmless.

(then)

Now I assume you have all the proper paperwork.

DELACROIX

(cooly)

My secretary will have it to you in the morning.

BURTON

Well, um, I suppose that will work...

DELACROIX

Very good then. I have high hopes for this one.

Wheels turn in Delacroix's mind. He stares intently at Krylov. And from behind, Krylov stares back.

DISSOLVE TO:

INT. DELACROIX UNITED - DAY

MONTAGE

A) Back at Delacroix's small lab, we see the folder's contents laid out on a table. Experiments are running all around. Delacroix stands over the table, hands splayed. He's examining the papers furiously.

DELACROIX (V.O.)
After three days of examination and
extrapolation, I've begun to make sense
of Miraclo's basic components.

B) We see Delacroix add a drop to a mixture. It turns a
vicious GREEN.

DELACROIX (V.O.) (CONT'D)
Its structure is extremely complex but
easily synthesized. I've put more time
and money into this project than I can
afford but if this is what it takes to
open their eyes, then, so be it..

C) Sometime later we see Delacroix running the same green
liquid through a mixer. It clears slightly.

DELACROIX (V.O.) (CONT'D)
Day five: Just as I had believed, their
apprehension seems to be unfounded...

D) With the addition of a new mixture, the light green
liquid clears even more.

DELACROIX (V.O.) (CONT'D)
...There appears to be a way to stabilize
it, mitigating all side-effects...

E) Delacroix sketches a bizarre sequence onto a
blackboard.

DELACROIX (V.O.) (CONT'D)
...I was right...

F) A small centrifuge stops, filled with light green
vials.

DELACROIX (V.O.) (CONT'D)
...It should be safe enough...

G) He loads a syringe with the liquid.

DELACROIX (V.O.) (CONT'D)
I question the morality of what I'm
doing... Krylov is the only way...

H) We see Delacroix inject a sedated and restrained
Krylov in the neck.

DELACROIX (V.O.) (CONT'D)
I have high hopes...

I) Krylov runs on a treadmill, plastered with sensors. He seems more fit, more muscular. Delacroix watches a monitor closely.

DELACROIX (V.O.) (CONT'D)
It's remarkable. They were wrong. He's showing signs of incredible progress and no signs of any side-effects. He's healthy as ever...

J) Krylov is put through a series of memory games and solves them all easily.

DELACROIX (V.O.) (CONT'D)
His intelligence is increasing rapidly as well...

K) We see Delacroix inject Krylov again.

DELACROIX (V.O.) (CONT'D)
The drug seems to wear off more quickly with each dose...

L) He looks over a new readout with concern.

DELACROIX (V.O.) (CONT'D)
Could it be addictive after all?

M) Krylov fights against his restraints.

DELACROIX (V.O.) (CONT'D)
I grow concerned with the subject's increased aggression. He seems far more irritable, snapping easily...

He lunges at Delacroix. The metal restraints snap him back.

DELACROIX (V.O.) (CONT'D)
He's stronger and smarter but more violent and desperate for more. I've become afraid to return him...

O) Delacroix looks down sadly at the stolen notes.

DELACROIX (V.O.) (CONT'D)
Is he dangerous? Was I wrong?

INT. ARMORED TRANSPORT - NIGHT

Two GUARDS stand watch over a strapped-down Krylov. They shoulder their rifles idly.

A MASK stretches over Krylov's face. Thin lenses cover his eyes and a slight mesh hides his mouth. He remains still.

A NURSE sits nearby reading a magazine. One guard stands by her, mouth to a radio.

GUARD #1
(into radio)
We're five minutes out. Patient is restrained and --

He stops and stares as Krylov's expanded muscles. Confused, he continues.

GUARD #1 (CONT'D)
(into radio)
...stable. Everything is nominal. Over.

DISPATCH (O.S.)
(over radio, filtered)
Ten-four. Over and out.

He hangs up the radio.

GUARD #1
(to second guard)
Say, Bill, does he look... different to you?

The second guard leans in for a look. Sweat pours off of Krylov's legs, spilling into a puddle.

GUARD #2
Now that you mention it... yeah.

He moves forward a bit more. His foot sloshes in the puddle.

GUARD #2 (CONT'D)
Yeesh. Look at this! He's sweating like a pig too!

Suddenly, veins across Krylov's arms and legs POP and JUT OUT violently. He GROANS slightly.

GUARD #2 (CONT'D)
(worried)
Hey, Paul...

Just then, Krylov's arms and legs SHOOT OUT from the chair. They SNAP BACK against the restrains. He HOWLS and SCREAMS HORRIBLY. The nurse shoots up.

GUARD #1
 Get back, get back!
 (to driver)
 Hey, Jack, we got an emergency here!

The truck ACCELERATES, racing towards Arkham.

Just then, Krylov's shrieks STOP. His arms and legs FALL LIMP.

He looks... dead.

GUARD #1 (CONT'D)
 Check his pulse!

The nurse cautiously puts a finger to his neck.

NURSE
 Oh, no...

She grabs a heart monitor and slaps the electrodes to his chest. The first guard grabs the radio again.

GUARD #1
 (into radio)
 Arkham 4-1, this is AT-2. Our passenger is ten-ninety-nine. We're inbound.

DISPATCH (O.S.)
 (over radio, filtered)
 Ten-four, AT-2.

GUARD #2
 What's wrong with him? Who did this to him?

Monitor switches on. It FLAT LINES.

NURSE
 He's going into cardiac arrest!

The nurse mounts the unconscious Krylov and pounds his front, staring chest compressions.

NURSE (CONT'D)
 (counting)
 One, two, three...

A beat as she pulls back his mask and breathes into his mouth.

NURSE (CONT'D)
(counting)
One, two, three...

A desperate silence goes over the group as the nurse tries to bring him back.

Just then --

Krylov's EYES SHOOT OPEN! He GASPS horribly.

They all look at him, surprised. The nurse straightens a bit. A short beat.

Suddenly, Krylov rips through the chair's restraints and THROWS the nurse off of him. She SLAMS into the truck's side. He tears off the electrodes and pulls back on the mask.

The guards take aim to fire.

KRYLOV
More!!!

Krylov rips the bolted chair from the floor and smashes it into the first guard.

The second guard struggles with his gun. It's jammed.

GUARD #2
Oh no!

DRIVER (O.S.)
What's going on back there?!

Krylov's in a rage.

KRYLOV
I need more!!!

He palms the second guard's head and SLAMS him into the small barred slot in next to the driver. His face hits with a CRACK. The driver JUMPS BACK.

DRIVER
Sweet merciful God!

The truck SWERVES wildly.

EXT. ROAD - NIGHT

The truck careens across the deserted road, striking a guardrail. It jumps over and slides into an iced-over lake on the other side. The ice BREAKS APART as the vehicle plows across it.

Bubbles rise as it sinks into the water, faster and faster, quickly disappearing with a painful MOAN.

JUST THEN --

KRYLOV'S FIST

Shoots through the tiny bit of truck remaining above the water. He tears open a hole and throws himself out onto the lake's edge.

Dripping and crazed as ever, he turns to Gotham in the distance.

KRYLOV

(sotto)

More...

He takes off, racing through the countryside, south to the city.

INT. DELACROIX UNITED - NIGHT

Delacroix leans against his desk, disturbed and forlorn. Papers are scattered behind him. He speaks into his recorder.

DELACROIX

(into tape recorder)

Subject has become aggressive, dangerous, unpredictable. He seems completely unstable. All data seemed promising at first. Muscle mass grew at a greater rate than anticipated. Brain function improved exponentially. Nerve connections healed and multiplied. It seems that a constant supply of the drug is needed, however. It's addictive. The subject becomes dependant. Without it, I fear it could cause the body to wither away, killing the person. I'm worried about the project's secrecy, though. The subject's growth is out of control.

(MORE)

DELACROIX (CONT'D)

I must reverse the process soon, before people begin to suspect, before it's too late. All my stockpiles of the drug must be destroyed.

A beat. He hates to say it.

DELACROIX (CONT'D)

(into tape recorder)

The project was a failure. They were right. I can't believe they were right...

Suddenly, a BANG and CRASH O.S. as something SHATTERS.

Startled, Delacroix looks up. He flips off the recorder.

He moves towards the open door of his office and looks around the corner.

A HULKING FIGURE

Tears through the lab, looking for something. In the commotion, the figure hits a lamp. The light spins, revealing Krylov. Delacroix GASPS.

Krylov pulls open a case from the shelf. Dozens of green light green VIALS stare back at him.

DELACROIX (CONT'D)

(whispering)

No!

Krylov's head snaps around. Delacroix jumps back into his office, slamming the door.

Panicked, he shoves a filing cabinet in front of the door and races for the phone.

INT. WAYNE MANOR BEDROOM - NIGHT

The telephone by Bruce's bed RINGS loudly. Not asleep, he grabs it quickly.

BRUCE

(into phone)

Hello?

DELACROIX (O.S.)

(over phone, hushed,
filtered)

Bruce?!

BRUCE
(into phone)
Max?

DELACROIX (O.S.)
(over phone, hushed,
filtered)
Bruce -- I-- I need your help!

BRUCE
(into phone)
Max... what?

DELACROIX (O.S.)
(over phone, hushed,
filtered)
You were right. It's dangerous. He's
dangerous!

Bruce hears a POINDING over the phone.

BRUCE
(into phone)
What are you talking about? What? Who?

DELACROIX (O.S.)
(over phone, hushed,
filtered)
I wanted you to know! I took it! Miraclo -
- it was bad! You were right! But now
he's addicted! I don't know how but he's
back! He needs more!

BRUCE
(into phone)
Max, calm down. You're not making any
sense. Who's broke in? Who's addicted?

The POUNDING grows LOUDER.

DELACROIX (O.S.)
(over phone, hushed,
filtered)
Please, Bruce! Call someone! Call the
police! I just wanted you to know, no
matter what happens!

BRUCE
(into phone)
Hang on, Max. Just hang on!

There's a LOUD BANG over the phone.

DELACROIX (O.S.)
 (over phone, hushed,
 filtered)
 Oh no... it's too late!

(O.S.)
 (filtered)
 Get back!!!

We hear YELLING. A GROWL. A SCREAM.

BRUCE
 (into phone)
 Max!!!

The line GOES DEAD.

Bruce throws down the phone and races towards a copy of Dali's "The Persistence of Memory" on the wall. He spins the hands on the melted clocks to 10:47.

GEARS TURN inside the wall. A latch CLICKS and the wall slides open. Bruce charges down a newly-revealed staircase.

INT. DELACROIX UNITED - NIGHT

Delacroix's cold, lifeless face greets us. Suddenly a blanket falls over it. We MOVE UP to see a saddened BATMAN. He looks around Delacroix's darkened office. It seems completely empty but he's still wary.

He creeps to the office door. It's ripped off its frame, the filing cabinet thrown to the floor.

He peers around the corner, into the rest of the lab. There's no one.

He goes towards the lab, destroyed and in pieces. Papers are strewn out around the lone table in the corner of the room. On it is the case filled with Miraclo vials. Batman stares down at it.

BATMAN
 (sotto)
 Oh no. He did it...

BAM! Suddenly Krylov tackles him from behind, pinning him up against the table. It scrapes forward along the floor, sliding it all away up against the wall.

Krylov pulls Batman up over his head, dropping him onto the floor behind. Batman manages to quickly recover and move away, grabbing his stomach in pain.

Krylov coolly grabs the case and loads a vial from it into a syringe. He shoots it into his neck. He appears to relax. His MUSCLES and VEINS PULSE and EXPAND.

BATMAN (CONT'D)

What did you do?!

Krylov looks over to Delacroix's broken body.

KRYLOV

I needed more. He wouldn't give it to me.

They begin pacing around each other.

BATMAN

It's addictive, isn't it? Just like they said.

KRYLOV

(grinning)

It's refreshing.

BATMAN

Who are you?!

KRYLOV

You'll find out soon enough. But the real question is, Batman: who are you? You know it's funny... how did you get here so fast? How did Batman get here so far ahead of the police when the only person he called was Bruce Wayne?

Batman clenches his teeth.

BATMAN

Enough of this! Enough of you!

Batman charges forward to attack. Krylov knocks him back. Batman leaps forward again and strikes twice. Krylov grabs his head and slams it into the floor with his fist.

Batman recovers and draws a long tether from his grapple gun. He leaps onto Krylov's back and wraps the chord around his neck.

BATMAN (CONT'D)

You're coming... with... ME!

Coughing and wheezing, Krylov pushes himself backwards and lifts Batman off his feet. He spins him violently, sending him through an experiment on a counter. A BUNSEN BURNER hits the floor, falling into a spilled chemical. They IGNITE.

Krylov launches Batman into a corner, hitting the floor with a THUD. Gaining his bearings, Batman pulls a spread of batarangs and launches them upwards into the lights. They GO OUT one by one, throwing the room into darkness.

Krylov is illuminated by the growing fire. He calls out to the dark --

KRYLOV

You know, they always said you were tricky!

A short beat.

KRYLOV (CONT'D)

I used to be at Arkham. Wanna know why?!

He spins suddenly, still searching.

KRYLOV (CONT'D)

It's all because of you. I admire you, Batman -- the way you strike fear into others, the way you completely control the criminal underworld of this town, at least what's left of it. And the best part is they don't even know it! I always wanted to fight you. I tried to get your attention but it never worked. They said I was obsessive. They locked me up, tried to treat me. They thought I was "cured" but I just showed them what they wanted to see. You see, I'm still very much... sick.

He turns in the darkness. The fire's spread to the wall behind him.

KRYLOV (CONT'D)

I'm stronger now, though. I'm even stronger than you. And I'm going to be the one that kills you, Batman. The terror that you put in others... I'm going to put in you.

The fire's reached the roof. The entire lab is going up.

KRYLOV (CONT'D)

I've studied you for years. I've watched you. I know you. I'm no idiot and this stuff only makes me smarter. And I think I've got it all figured out...

Suddenly, from behind --

A PUNCH

Krylov is nailed in the jaw. A knee to the stomach brings him down. Batman piles on top of him, pushing his face into the linoleum. He struggles to speak.

KRYLOV (CONT'D)

(coyly)

I know who you are --

Batman's taken by surprise.

KRYLOV (CONT'D)

...Bruce.

He's floored. Krylov grins knowingly.

A CRACK from above takes Batman by surprise.

A PIECE OF ROOF

Comes flying down at them. Krylov throws Batman off and rushes to the other side of the room. Batman rolls out of the way just as the flaming DEBRIS hits the floor. The entire lab is coming down.

Krylov stares down Batman -- a fiery barrier separating them. He pulls the case and the Miraclo paperwork from the floor and yells at Batman --

KRYLOV (CONT'D)

Tonight you might come out alive, Wayne, but I promise you it's not over! I'm going to find you and kill you -- you and everyone you love. Maybe not now, maybe not tomorrow, but soon! Until then, bide your time!

Suddenly, an oxygen tank DETONATES in the fire. Batman's thrown back.

He forces himself up. Realizing time is short, he runs to Delacroix's office, pulls Max's dead body up over his shoulder and runs towards a burning wall.

He BURSTS through just as another canister EXPLODES, caving in the rest of the building.

He looks around the flaming debris behind desperately. There's no sign of Krylov. SIRENS START in the distance. Reluctantly, he lays down Max's body in the street and shoots off a line to a building above.

He disappears into the night.

INT. POLICE HEADQUARTERS - DAY

Gordon ENTERS the bustling building, clutching a Starbucks cup. THUGS and CROOKS are led by in handcuffs. OFFICERS YELL to one another across the room. PHONES RING wildly. All the problems in Gotham pass through this one building.

Detective RENEE MONTOYA comes up to him. She's young, thirty-five, hardened but beautiful.

MONTOYA

Gordon!

GORDON

Yeah?

She hands him a folder.

GORDON (CONT'D)

What's this?

MONTOYA

It's the thing at Delacroix United last night.

GORDON

Oh?

He flips open the folder and reads.

MONTOYA

Yeah. It's Bullock's preliminary report. One dead with a broken neck -- Maxwell Delacroix. Company president and only employee. There was a break in, signs of a struggle, and then the entire place went up.

Gordon goes into an ELEVATOR. Renee follows. He hits a button and the doors close.

He turns to a grewsome crime scene PHOTO of a broken Delacroix.

GORDON

Yeesh.

MONTOYA

Funny thing, though -- his body wasn't burned. It was found outside the building, on top of the rubble, like someone had removed it. Weird, huh?

GORDON

Yeah. Weird.

He picks a bagged cassette from the folder.

GORDON (CONT'D)

And this?

MONTOYA

Delacroix's personal notes. He was conducting human tests on the Miraclo compound.

GORDON

Wayne's drug?

MONTOYA

Yeah.

She points to some more papers.

MONTOYA (CONT'D)

These are the forms. The subject's name was Viktor Krylov. Escaped from a transport from the lab to Arkham on the same night. It seems that the trials Delacroix were doing went bad. According to his notes, the subject became violently addicted.

GORDON

I want information on this guy.

She hands him a second folder.

MONTOYA

Azeveda's report on the transport incident. It's the same guy. We know a lot about him.

GORDON
Except where he is.

MONTOYA
Yeah, except that.

GORDON
Dollars to donuts Krylov broke out that
transport to Arkham to get more of this
Miraclo stuff from Delacroix.

MONTOYA
This drug sounds terrible.

The doors opens. Gordon steps out. Renee stays.

GORDON
Put a bulletin out for this Krylov. I
want people on this.

MONTOYA
Alright.

He moves off to his office and puts down his coffee. He
props his heels up and turns on the small television in
the corner of the room with the remote.

He scans the report intently.

WEATHERMAN (O.S.)
(on television)
It's gonna be a cold time in the old town
tonight, Gotham. Starting today, prepare
for snow, and lots of it. This cold front
seems to be coming to stay for a while,
bringing with it significant accumulation
ending who knows when. Back to you --

The television SHUTS OFF. Gordon looks up from the
report. Batman's appeared.

GORDON
Nineteen years. You do have my cell phone
number, right?

He locks the door.

BATMAN
We gotta talk...

He slumps down into a chair on the other side of Gordon's
desk and slips off his cowl. Gordon's surprised. This is
unusual.

GORDON

What on your mind, Bruce?

BRUCE

The fire last night at Delacroix United.

He lifts the folder.

GORDON

Yeah. One dead and the place a complete loss. The body was dragged out from the fire. Your handiwork?

BRUCE

Max Delacroix. He was an acquaintance. His father was a friend of my father.

GORDON

I'm sorry to hear that.

BRUCE

Yeah. But the man, the one who did this, was something else. He was a juggernaut, tremendously powerful.

GORDON

I'm thinking it's the same guy who escaped from a transport to Arkham earlier that night. Delacroix was doing tests on him on a release program. He came back to get more of this Miraclo.

BRUCE

Who is he?

He reads from the other folder.

GORDON

(reading)

Viktor Krylov. Thirty-nine years old, 180 pounds. Born in Norilsk, Russia. Orphaned and adopted. Found his way to Santa Prisca where he served eight years at Peña Duro at the age of twenty-five. Once a student of chemistry and very skilled. Was sent to Arkham four years ago and nearly rehabilitated. Said to be obsessed with Batman.

He takes the cassette from the bags slips it into a player.

DELACROIX (O.S.)

(on tape, filtered)

Subject has become aggressive, dangerous, unpredictable. He seems completely unstable. All data seemed promising at first. Muscle mass grew at a greater rate than anticipated. Brain function improved exponentially. Nerve connections healed and multiplied. It seems that a constant supply of the drug is needed, however. It's addictive. The subject becomes dependant. Without it, I fear it could cause the body to wither away, killing the person.

The tape CUTS OUT.

GORDON

And that's it. But there's this one thing I don't understand. Why did you give him the Miraclo paperwork? Why did you give him something so dangerous?

BRUCE

I didn't. He stole it.

GORDON

What?

BRUCE

Max tried to buy the Miraclo patents from us but we refused. He's not the kind of person to stop at "no" and he stole the work from us.

GORDON

How did you end up there?

BRUCE

He called me when this Krylov came back. He was frantic.

He turns remorseful.

BRUCE (CONT'D)

I couldn't stop him. I let him go.

GORDON

We'll find him.

BRUCE

It's more than that though...

GORDON

What?

BRUCE

He knows who I am.

Gordon's gets worried.

GORDON

What? How?

BRUCE

I don't know. I'm worried for Barbara and Dick, though.

GORDON

Have you tried talking to them?

BRUCE

Not yet. Barbara won't return my calls because of the Miraclo decision. She's moved in with Dick, though. I'll try to talk to him about it but I'm still worried.

GORDON

Moved in together, eh?

BRUCE

They say they're in love but it's not going to be easy.

GORDON

So what are you going to do?

BRUCE

Be careful. Try to get him before he gets me. But this one's different, though. He's stronger, he's smarter. I just have the worst feeling about this.

GORDON

Jesus. Just be careful, Bruce. Please?

BRUCE

Always.

He slips on his cowl and moves to the window.

GORDON

Bruce...

He turns.

GORDON (CONT'D)

I know this might not be the best time,
but have you thought about what I said --
about retiring?

BATMAN

Maybe... but not today.

He leaps out the window and the overcast day.

INT. SEWER - NIGHT

Rotting garbage. Putrid water. It's dark, disgusting, and perfect for plotting. Krylov sits on the edge of a stopped-up pipe. The case of Miraclo is open by his feet. Only a dozen small vials remain.

Krylov shoots a dose into his neck and relaxes. His MUSCLES and VEINS PULSE. He sighs with euphoria. He begins rambling to himself.

KRYLOV

(sotto)

I need to make more but I don't have the
resources...

He grabs a pipe by him and crushes it in his palm. He stares down at it.

KRYLOV (CONT'D)

(sotto)

But Batman... I was foolish to take him
by myself. He's too strong. Even with the
drug he still wins.

He throws it down.

KRYLOV (CONT'D)

(sotto)

I was foolish to take him on like that.
He'll always be too strong like that. No,
no. I've got to wear him down. I've got
to strike him when he's not expecting it,
when he's not at his strongest.

He has a revelation.

KRYLOV (CONT'D)

(sotto)

I know who he is. I have him scared. His
fear gives me the upper hand. But to beat
him I'm going to need more than that.

(MORE)

KRYLOV (CONT'D)

I'm going to need to wear him down first.
I'm going to need accomplices. I'll beat
him with numbers. I'll beat him with
chaos.

He jumps down into the stagnant water before him.

KRYLOV (CONT'D)

(sotto)

I'll weaken him, break him, bring him to
his knees and then humiliate him. I won't
kill him, that wouldn't be enough. No,
I'll leave him suffering.

He looks up to the grate above him. Skyscrapers tower
over him.

KRYLOV (CONT'D)

(sotto)

I'll become his bane.

INT. ARKHAM ASYLUM SECURITY ROOM - NIGHT

Various guards sit around a massive bank of monitors --
eying every inch of Arkham. One barely alert guard (BOB)
waves to another (SAL) --

BOB

Night, Sal.

SAL

Night, Bob.

He scans the screens in front of him, not really caring.
Suddenly, one GOES TO STATIC. He sits up slightly and
prods another equally-sleepy guard (FRANK). He looks
over.

FRANK

Where is it?

BOB

Tower 12.

FRANK

Well call 'em.

Bob grabs a phone.

INT. TOWER 12 - NIGHT

TWO GUARDS stand watch, shouldering rifles. The phone rings. One answers it.

TOWER GUARD #1
(into phone)
Yeah?

BOB (O.S.)
(over phone, filtered)
Tower 12, we are seeing a loss of image
on camera 4.

The guard leans up against the window and looks down.

TOWER GUARD #1
(into phone)
I can't see it from here.

BOB (O.S.)
(over phone, filtered)
Well go out there can check it.

A beat. The first guard looks at the second and sighs.

TOWER GUARD #1
(into phone)
Copy that.

He hangs up the phone and stares at the second guard.
He's confused.

TOWER GUARD #2
...What?

EXT. OUTSIDE TOWER 12 - NIGHT

The guard pushes open the tower's door, struggling against the wind. A wild snow flies past, nearly blinding him. He struggles with his rifle, clearly unhappy.

TOWER GUARD #2
(mockingly)
"Hey, Mike, what are you doing?"

He finally pushes through the door.

TOWER GUARD #2 (CONT'D)
(mockingly)
"Nothing. Why?" "Wanna go out and do my
job for me?"

He looks up the base of the tower and spots what's left
of the camera -- it's been torn off.

TOWER GUARD #2 (CONT'D)
What the...?

We see a FIGURE rise behind him through the raging snow.

INSIDE THE TOWER

Just at that moment, there's a DEEP THUD from below. The
tower shakes slightly. The second guard looks around
worriedly. He picks up the phone.

TOWER GUARD #1
Tower 13, put some eyes on me. I'm going
out there.

INT. GUARD TOWER 13 - NIGHT

At that moment we see a guard inside hang up the phone.
Another stands on the catwalk outside, moving the
spotlight. The snow's too thick. He yells back inside:

TOWER GUARD #3
It's too thick -- can't see through it!

OUTSIDE TOWER 12

The first guard emerges outside. The snow's just as hard.
He moves past the door, holding his rifle cautiously.

Suddenly, he trips and falls. He flips back over,
startled, trying to recover. Then he sees what he tripped
on --

THE FIRST GUARD'S BODY

Sticks out of the snow. He SCREAMS. A HAND grabs his face
from behind and pushes it down into the snow.

INSIDE TOWER 13

A BRIGHT FLARE shoots up from the base of the other
tower. The two guards shoot up in surprise.

TOWER GUARD #3 (CONT'D)

What the...?

INSIDE THE SECURITY ROOM

All the guards see it through the monitors. A split-second of silence. Then they all grab their radios, SHOUTING ORDERS.

BOB

(into radio)

Sector 12 -- No, I don't care how long it takes!

FRANK

(into radio)

Get all teams over there! Now!!

OUTSIDE TOWER 12

Security teams converge from all directions with flashlights, guns, and dogs. Arriving at the same moment, they look down. The two crumpled bodies greet them. A smoking flare gun sits in one of their laps, a TICKING GRENADE in the other.

GUARD #3

Oh no...

BANE - THAT MOMENT

An EXPLOSION erupts in the b.g. BANE (Krylov) has moved on towards the asylum walls. He chuckles as he hears the grenade go off behind him.

He begins pounding at the walls violently with his mighty fist. They shake and crumble.

INSIDE THE SECURITY ROOM

It's chaos. KLAXONS are going off all over the place.

BOB

We've lost them!

FRANK

We'll get them back!

A NEW ALARM starts.

GUARD #4

Sir, there's a breach on the south wall!

A grainy image of Bane comes over the monitors.

BOB
Who the hell?

FRANK
Get lights on it!

Another guard yells over --

GUARD #5
We can't see shit!

OUTSIDE

Bane finally breaks through the wall and charges across the courtyard.

Guards on the walls FIRE at him, all missing. He's moving at an incredible speed.

He flies towards the entrance of the asylum, picking up more speed.

INSIDE THE SECURITY ROOM

They see him coming from over the monitors.

BOB
He's getting through!

FRANK
Get all teams inside the building to the entrance NOW!!!

INT. ARKHAM ASYLUM LOBBY - NIGHT

Bane BREAKS through the doors. The gathering security forces are too late; he simply PLOWS right through them. Nothing can stop him.

He turns a corner in the lobby and bursts through another door. MORE and MORE people come running to stop him but he merely shoves through them.

He turns to a elevator door and PRIES it open with his massive hands. He leaps down into it, quickly sliding down on the cables.

From above, guards shoot down rounds of TEAR GAS. They STREAM BY, having no effect.

INSIDE THE SECURITY ROOM

FRANK
(looking at monitors)
Where did he go?!

BOB
(into phone)
Where?!
(to Frank)
Here's headed straight for us!

FRANK
Everyone, secure that door!

The growing number of people in the room rush to the heavy door, flicking its multiple of locks. Others hurry to take a knee by it, drawing their guns.

A long beat. They all wait in tense silence. Crackling STATIC from a walkie-talkie hangs in the air. Nervous palms squeeze tightly against grips.

Finally one guard whispers to another --

GUARD #4
Where is he?

BLAM! The massive reinforced door comes flying down, squishing them all.

Out of the dust steps Bane. He moves forward into the empty room and hunches over the panels of lights, buttons, and monitors. He carefully flips a series of switches, starting new ALARMS.

BANE
(sotto)
Cry havoc...

ON THE MONITORS

We see cell doors FLY open, spilling inmates out into the halls.

THROUGH THE ASYLUM HALLWAYS

Chaos as criminals run and attack. Inmates pounce on nurses, doctors run for their lives, guards fire wildly at blood-thirsty throngs of patients.

Familiar faces such as MR. FREEZE, DEADSHOT, CLAYFACE, VICTOR ZSASZ, MAD HATTER, THE RIDDLER, and THE SCARECROW crowd the halls.

INSIDE THE LOCK-UP

Inmates burst into the small room in the basement. In it prisoners' possessions are stored -- costumes, weapons, and personal possessions. We see everything from Freeze's giant gun to the Riddler's green derby and cane. They all rush in and happily take what's theirs.

OUTSIDE

A giant mob of prisoners streams out into the snow-covered courtyard. Guards on the wall helplessly fire down into the mob. Inmates claw up the wall and tear into the frantic guards.

Others fly through the gaping hole in the wall and slip out into the vast countryside surrounding the asylum.

INSIDE TOWER 13

Frantic, a guard rushes to his radio.

TOWER GUARD #3

(into radio)

This is Tower 13, broadcasting from Arkham Asylum on an emergency frequency. We have had a total breakout. Request assistance! Someone please help us!

Behind him, another guard looks out the window. His face goes white.

TOWER GUARD #4

Oh my God!

A BAND OF ICE sweeps across the room, freezing everything

OUTSIDE

Mr. Freeze holsters his gun, looking up with a chilly smile. A throng of prisoners stream past him, screaming and hollering. They tear off into the distance, running into the night -- towards Gotham City.

IN THE HALLWAYS

The asylum is still in chaos -- still full of SCREAMS and LAUGHTER. We move through it all, down a long hallway. At the end stands Bane, taking it all in.

He pulls out from under his jumpsuit the last few vials of Miraclo and the paperwork for how to make more. He grins widely.

EXT. GOTHAM STREETS - NIGHT

The BAT SIGNAL lights up over the streets. Pedestrians stop. Cars come to a halt. People look up in awe. Even after nineteen years, the sight manages to bring whispers of excitement to the lips of people and dread to the hearts of criminals.

A HUSBAND leans over to his WIFE and KID as they stop in the middle of a crosswalk. They stare up in anticipation.

HUSBAND

He's coming...

The wife holds her son close. He throws his hand up towards the signal in curiosity. His eyes fill with wonder.

BLAM! The Batmobile itself TEARS right through the street, passing mere feet from them. Everyone spins, simply stunned.

EXT. POLICE HEADQUARTERS ROOFTOP - NIGHT

Batman lands on top of the roof majestically. He moves towards Gordon.

BATMAN

Busy week. What's happened?

GORDON

Arkham Asylum. It's chaos. There's been a break out.

BATMAN

How?

GORDON

We don't know yet.

BATMAN

How bad?

GORDON

As far as we can tell nearly every inmate is gone. Most seem to be hiding in the countryside. There's no security left at the asylum. Everyone's gone.

BATMAN
I should be there.

He begins to turn. Gordon grabs him.

GORDON
We've got something more pressing now.

BATMAN
What?

GORDON
It's Clayface. He made it here and we think he's in hiding under Gotham Central Station.

BATMAN
Old tricks.

GORDON
We're trying to contain and control the situation at Arkham but it's starting to bleed over to the city. I'm sorry, Bruce, but we're completely overwhelmed.

BATMAN
If it's where I'm needed, I'll go.

GORDON
Bruce, be careful. He's out there. Krylov's out there, waiting. Stay sharp.

He simply nods and runs towards the edge of the roof and dives off.

His cape extends, acting like wings. He glides across a swath of streets and into an alley. With a turn of his arms, the cape folds back and he gracefully falls into an alley.

A SUBWAY TRAIN passes under him a large grate nearby. Batman slowly lifts it open and jumps down into --

INT. SUBWAY TUNNEL - NIGHT

It's dark -- very dark. Batman presses the side of his cowl. There's a soft WHINE. Suddenly we HEAR everything he hears -- only AMPLIFIED.

A rapid BANGING echoes as an old pipe leaks besides him. Far off, train breaks SQUEAL. Batman moves down the center of the tracks. His own footsteps sound tremendous.

He reaches a turn in the tunnel and looks around the corner. A loud SHRIEK startles him. There's a massive rumbling, sounding like a STAMPEDE.

Batman jumps back. Two RATS run past him, chasing each other. He shakes it off and tries to move forward again. His foot doesn't budge; he's stuck.

Concerned, Batman looks down. A MUDDY LIQUID covers his boot, oozing in from a grate below.

BATMAN

(sotto)

Oh no.

The brown muck whips up, sending Batman into the ceiling. The string of goop snaps to the side, hurtling him against the wall. Batman GROANS.

As quickly as it came, the substance slides off, dropping him onto the ground.

Batman looks back as more pours in from the grate, building up into huge disjointed human form: Clayface.

CLAYFACE

It's been a while, Bats.

BATMAN

Could have been a little longer.

He lets a batarang fly. It simply sinks into Clayface. Batman watches as it slides through his body and reappears in his hand. He throws it back at Batman.

CLAYFACE

Maybe a little too long.

His fists suddenly GROW into giant MACES.

CLAYFACE (CONT'D)

You've gotten rusty!

He swings them down. Batman dodges races down the tracks, trying to keep distance. Clayface follows, swinging wildly.

CLAYFACE (CONT'D)

All I want to do is play a little,
Batman! Come back!

Suddenly, a THIRD ARM shoots from his chest. Batman rolls back out of the way, reaching the start of the station platform.

Clayface's maces reform into hands, lunging at Batman. It's too late this time! He snatches up Batman, reeling him back.

People on the platform gather. They WHISPER in morbid curiosity. Others SHOUT angrily at Clayface.

CLAYFACE (CONT'D)

You sent me away for eight years...

His grip tightens. Batman SCREAMS OUT in agony.

CLAYFACE (CONT'D)

I never did say thank you.

Suddenly a WHISTLE BLARES from down the tunnel. They both spin to see a train turning the corner, coming right at them. Clayface grins and pins Batman down to the tracks, his mighty fists becoming one giant mass.

CLAYFACE (CONT'D)

It won't do anything to me, Batman. Let's see what it does to you.

The train's whistle grows LOUDER as it bears down on them. Batman struggles to reach his belt. Putting all his strength into one final push, he grabs a small GRENADE.

Batman screams, ripping his hand through Clayface's grip. The grenade flies up into his chest.

Clayface looks down.

CLAYFACE (CONT'D)

Crap.

The grenade EXPLODES in his chest, sending pieces flying across the tracks.

Batman jumps onto the platform just as the train flies into the station, quickly coming to a stop.

Bystanders watch in wonder as Batman pulls himself up off the ground. A BYSTANDER approaches.

BYSTANDER

You alright?

Batman shoots him a look.

Then suddenly, behind them --

THE TRAIN

Shoots up off the tracks! People run and scream. A massive, reformed Clayface lifts up the cars.

CLAYFACE

It ain't gonna to be that easy this time!

Clayface HURLS the train at Batman. He ducks, pulling the man down with him. The cars fly by, mere inches from their faces. They hurtle across the platform and SLAM into the wall.

Batman draws out his grapple gun and aims to fire. Suddenly, Clayface's chest SHOOTS OUT and yanks him forward. Batman sinks into his body. His arms flail in desperation as he disappears, just barely sticking out. Clayface spins, turning them both.

CLAYFACE (CONT'D)

You pathetic, masked, coward!

Batman's suffocating. Desperate, he shoots the grapple gun upwards. He FLIES out of Clayface and lands on the tracks with a THUD. The third rail BUZZES right by his head. He GAGS and COUGHS.

Clayface moves over him.

CLAYFACE (CONT'D)

Why can't you just...

His arms transform again, forming two giant SPEARS.

CLAYFACE (CONT'D)

-- die?!

He raises them for the deathblow. Batman's eyes go wide.

Quickly --

BATMAN

Rolls out of the way, striking Clayface in the leg.

CLAYFACE'S ARMS

Swing to the side, landing on the electrified rail. He SCREAMS as electricity surges up his arms and through his body. His massive figure JUTS and TWISTS, deforming wildly.

Batman shields his eyes from the sight.

Sizzling, Clayface falls backwards onto the tracks. His body slowly collapses, oozing out into a large puddle of goo.

Batman picks himself up. He's tired and sore. Paramedics stream into the platform, coming to help the commuters.

People begin CHEERING Batman.

He lifts his wrist up to his mouth.

BATMAN
(into radio)
Gordon, you're going to need a Hazmat team down here.

GORDON (O.S.)
(over radio, filtered)
Understood.

He winds his shoulder, trying to ease the pain.

BATMAN
(into radio)
I need to re-armor. I'll be at Arkham in an hour. Out.

He throws a batarang up into a grate above him. It flies open. He shoots a line upwards and disappears.

INT. BATCAVE - NIGHT

The Batmobile rolls into one of the lower levels of the Batcave. Its engine dies with a GROWL. Batman hops out and moves quickly to his suit vault. He throws off his damaged one, and quickly dons another. He pulls on fresh gauntlets and grabs a new cowl.

But just as he moves out with his new cowl in hand, he looks up to see --

BANE.

Bruce is floored.

He drops the cowl and throws a punch. Bane merely knocks him away.

He grabs Bruce and swings him around behind him, sending him flying out into rest of the Batcave. He strikes a metal support and falls to the ground.

Batman struggles to get up. He's exhausted, he's hurt, he's not ready. He's out-matched and sure to lose.

Bane's charging right towards him. Batman looks over and sees the armory two levels above. He pushes himself to his feet and runs towards the edge of the rocky platform.

He soars over the gap and lands on the next platform. Bane quickly follows, making short work of the distance.

Bruce runs up the metal stairs leading to the next level. Bane tears a sheet of metal flooring from the stone and FLINGS it at Bruce like a frisbee. It misses by a hair, hitting the rock with a CRUNCH.

Bruce charges into the walled-off armory, frantically searching for something useful. Bane reaches the same level and lifts an older Batmobile.

With a thunderous GRUNT, he hurls the car at the armory.

Bruce sees it coming through the door. Frantically, he grabs a TASER and LEAPS out, just as the Studebaker crashes into the armory.

Bane moves to Bruce and flings him to the other end of the platform before he can recover. The taser slips out of his hand and flies down two levels down, landing right beside the Batmobile.

Bruce lands at the legs of a giant, mechanical T-REX -- a trophy of an old case. He scrambles under its legs as Bane approaches.

He throws one of his mighty fists through the metal leg, piercing mere inches from Batman's face. Bane pulls back a mass of wires. He strikes again. Bruce dodges.

Finally, Bane reaches down and grabs Bruce's legs, pulling him out. He struggles, striking Bane twice in the mouth. He YELPS in pain and lets Bruce go.

Bruce knows this is his chance. He jumps down across the gap again, reaching out desperately, trying to make it to the Batmobile. He's too short!

His hand barely reaches the next platform's edge.

He hangs there, struggling to pull himself up. Above him Bane moves to an OVERSIZED PENNY. He breaks it off its base and rolls it to the edge of the platform.

He looks down at Bruce.

BANE

Heads up!

Bruce has one elbow up on the platform. He turns to see the giant coin right over him.

Bane THROWS the penny off the platform. It comes soaring right at Bruce. With all his might, he throws himself onto the ledge. The penny LANDS right beside him.

It CRASHES into the front of the Batmobile and falls onto its side.

BANE (CONT'D)

Missed!

He leaps over the gap and lands right over Bruce.

BRUCE

Not quite.

Bane looks down. Bruce holds the taser.

The taser FIRES. Two electrodes shoot into Bane's stomach, pulsing with electricity. His body JERKS and TWITCHES under the super-charged blast.

A beat. Bane falls to his knees. Bruce leaps to the Batmobile and swings open the canopy. Bane reaches up and grabs his ankle.

BANE

Not so fast...

He pulls Bruce down onto the floor and gets up, digging his foot into his back. He lifts Bruce over his head and SLAMS him down onto the hood of the Batmobile. The tires BLOW OUT from the impact. He CRIES OUT in agony.

Weary and nearly defeated, he manages to throw another series of kicks at Bane, pushing him back. Quickly, he reaches into the Batmobile cockpit and pulls out a grappling-gun. He shoots it across the cave. Its anchor latches onto the fin of the hanging Batcopter.

Not letting him go, Bane tries to grab a hold of his leg just as he SHOTS sideways across the cave.

He just misses. Bruce flies towards a higher platform, suspended in the air. He's exhausted.

Bane jumps the gap, hitting the rock supporting the platform and quickly scaling the side up to Bruce. He jumps up quickly and latches onto his leg.

The line goes taught as Bane tries to pull Bruce loose. The anchor twists against the Batcopter. Bane pulls again and again. The vehicle finally rips free of its hydraulic clamps and CRASHES onto the floor.

Bruce falls with it, landing on the Batcomputer console, Bane hits the ground on his feet. He grabs a broken Bruce and THROWS him into a glass display case holding old suits. The glass tears into face. It BLEEDS.

Bane crouches over him.

Bruised, broken, and nearly dead, Bruce grabs at Bane's neck weakly. He knocks it away, disgusted.

BANE (CONT'D)

I've spent my whole life watching you,
studying you...

He drags Bruce out of the glass by the face.

BANE (CONT'D)

I said that I admired the fear you put in
people. I said I wanted to put it in you.
Well, I have.

Bruce GROANS. His eyes glaze over. His head falls back. Bane slaps him, keeping him alert.

BANE (CONT'D)

Look at me.

Bruce teeters on unconsciousness.

BANE (CONT'D)

I said I wanted to be the one that kills
you.

He's dying.

BANE (CONT'D)

And I could kill you, but death would
only be the end of your agony. It would
only silence your shame.

Bane lifts Bruce, holding him over his head.

BANE (CONT'D)
No. No, instead I will simply BREAK
YOU!!!

Bane brings Bruce down on his knee, SNAPPING HIS BACK. He SCREAMS HORRIBLY.

He throws him onto the floor.

BANE (CONT'D)
Broken and done.

Bruce's eyes are distant, fading. His face is frozen in horror.

BANE (CONT'D)
Rest in peace, Batman.

Bane grabs a nearby pillar and tears it free. It collapses into the abyss, taking a chunk of the cave wall with it.

Bane moves to another and breaks it apart. It crumples, causing part of the cave to collapse. Stone and rock fall around Bruce, entombing him.

Bane silently turns and walks down the Batmobile exit as more rock falls behind him, sealing the exit.

DISSOLVE TO:

WHITE

Two GUNSHOTS tear through the nothingness.

DISSOLVE TO:

EXT. WAYNE MANOR - NIGHT (FLASHBACK)

A violent storm rages. A crouched YOUNGER ALFRED (44) clutches a YOUNG BRUCE (8) in the doorway of Wayne Manor. Behind them stands a YOUNGER GORDON (21), grasping an umbrella by his cruiser. He closes the back door and watches silently.

YOUNGER ALFRED
Don't be afraid, Master Bruce. Don't ever
be afraid.

CUT TO:

BLACK

Back to the present. Through the dark we HEAR --

BARBARA
(over phone, filtered)
Hello?

BRUCE
(over phone, strained,
filtered)
Barbara... help me...

DISSOLVE TO:

EXT. WAYNE MANOR - NIGHT

The great estate is besieged on all sides by snow, running up a good eighteen on the walls. The moon makes it glow.

The blizzard has stopped, for now.

A lone car suddenly turns into the dug-out driveway, coming to a stop at the front door. Gordon gets out and trudges to the door. He BANGS loudly.

INT. WAYNE MANOR - NIGHT

Dick leads Gordon through the long hallways. The house is dark, lonely, bare. Things are in a clutter.

GORDON
Have you done it yet?

DICK
Just waiting for you. Sorry this place is such a mess. Alfred somehow managed to do it all, we're just playing catch up.

GORDON
How's he been?

They head upstairs.

DICK
Heavily sedated. He's been coming in and out of it. He wants to get out but we're doing everything to keep him down. He's in no condition.

GORDON
We sure could use him though.

DICK
How are things?

Gordon sighs. He's worn down.

GORDON
A lot worse than we'll admit.

They turn a corner. A TRAY comes flying out of a door.
Food goes everywhere.

BARABA (O.S)
Bruce!

GORDON
Looks like he couldn't wait for me.

They rush into the bedroom. Bruce lays on the bed,
struggling to get up. Barbara holds Bruce down.

DR. SHONDRA KINSOLVING, a beautiful and brilliant woman,
holds onto his other side.

BRUCE
I've got to get out of here!

BARABA
You're in no condition, Bruce.

SHONDRA
Bruce!

He sees Gordon enter. He relaxes. Gordon kneels next to
him.

GORDON
You're not going anywhere, friend.

Bruce is disoriented, hoarse, and stubborn as ever.

BRUCE
How long have I been out?

SHONDRA
It's been a week and a half since your
surgery.

BRUCE
How long since...

They all look at each other apprehensively.

DICK

Seven weeks.

BRUCE

I can't be here. I can't be here. Krylov
still out there.

GORDON

He's the least of our worries now.

Bruce grows even more worried.

GORDON (CONT'D)

We couldn't contain Arkham. They're
everywhere. The city... it's a mess. The
only thing that even keeps this place
safe is the river.

BRUCE

I need to leave, do something...

SHONDRA

The only thing you need to do is rest.

Bruce snaps.

BRUCE

Don't patronize me, Shondra! I'm not some
kid.

They all look at each other. Finally --

GORDON

Can I talk to Bruce alone for a moment?

They begin to file out. Shondra glares at Bruce as she
leaves.

Alone, Gordon turns to Bruce.

BRUCE

Don't say it.

GORDON

Why the hell are you doing this?

BRUCE

You know why. I need to be out there.

GORDON

Listen to yourself! It's a miracle you didn't end up like Barbara. But acting like nothing happened just might change that. He broke your back, Bruce. The surgery worked but it's going to be weeks before you're on your feet again and months, if not a year, before you're back to full strength.

Bruce looks away.

GORDON (CONT'D)

But it's more than that isn't it? It's about more than just saving Gotham.

He doesn't say anything.

GORDON (CONT'D)

He got you. Someone finally got you. Well so what? Tough luck. We all have to stumble once, Bruce, even Batman. So don't expect me to sit here and feel sorry for you. I've already got too much to deal with.

Gordon produces a cigarette and moves to light it. He spots the oxygen tanks by the bed. He sighs and puts it away.

Finally --

BRUCE

It's not just that. I'm worried about them.

GORDON

Who? Barbara and Dick?

BRUCE

And you.

GORDON

Why?

BRUCE

Krylov. He knows everything. Not just who I am but he's going to figure out who my friends are and that means you and Dick and Barbara.

GORDON

And we can protect ourselves.

BRUCE

I couldn't.

GORDON

He wore you down, Bruce. He had you exhausted.

BRUCE

But Krylov won't stop. It will go on and on.

GORDON

He's done with you now at least. He thinks he beat you and now he wants everyone to know it by throwing the city into chaos.

Bruce looks away.

GORDON (CONT'D)

Yeah. And he's calling himself Bane now. He's pulled everyone he liberated from Arkham under his command. We think he's orchestrating it all from Arkham but we're too busy constantly dealing with the riots and the explosions and the murders across the city to get to the source.

BRUCE

Gordon, this is unlike anything we've ever faced. This is worse than Clayface, worse than Freeze, worse than the Scarecrow, the Penguin or the Joker.

GORDON

Yes it is. But if it's any consolation, as long as he thinks you're gone, he won't have reason to come back for you.

BRUCE

Well I'm not comfortable with just hoping.

GORDON

We'll improve security around the mansion. I'll assign patrols around the roads leading here. We're already setting up roadblocks on the roads leading outside the city. I don't think anyone will ask too many questions.

BRUCE

So what are we going to do?

GORDON

About Gotham? We're trying, Bruce. The governor's close to declaring a state of emergency but they're out there, every night. But I know it'll get better with time.

BRUCE

But you need someone more. You need Batman.

GORDON

If he thinks you're gone, he won't come after you, Bruce.

BRUCE

The city can't be saved without him. The city needs a symbol again.

They look at each other, knowing exactly what the other's thinking.

IN THE HALLWAY

We see Dick leaning against the wall right outside the door, listening. He's looking down, thinking.

GORDON (O.S.)

Do you think he's ready?

BRUCE (O.S.)

We'll talk about this later.

INT. ARKHAM ASYLUM LAB - NIGHT

DR. JONATHAN CRANE works studiously over a lab table, the Miraclo paperwork around him. Crane's not completely well from his last encounter with Batman and it shows. He's jittery and MUMBLES to himself.

Bane moves behind him, observing his work.

BANE

Despite what they say about your mental state, doc --

Crane pours a sample of Miraclo into a vial and seals it. Bane takes it, loads it into a syringe, and shoots it into his neck. He SIGHS with relief.

BANE (CONT'D)
 ...you've still got the touch.

Bane runs his fingers over a SMALL PUMP laid out on the table. Tubes stream from it.

BANE (CONT'D)
 Oh if only they knew of what's about to come...

A beat. He smiles fiendishly.

BANE (CONT'D)
 It's going to get so much worse... and never better.

INT. WAYNE MANOR BEDROOM - DAY

Shondra and Barbara stand over Bruce, tending to his bandages and food. Bruce finally awakes. He looks at Barbara.

BARBARA
 You know, six years ago you were doing this for me. Thank you.

BRUCE
 You needed help. There's nothing to thank me for.

SHONDRA
 He and I both had some late nights taking care of you. As I recall, you weren't as stubborn... close though.

Bruce almost manages a smile. A short beat. Shondra senses it's time for her to leave.

SHONDRA (CONT'D)
 I'm going to get some more bandages. I'll just leave you two alone.

She leaves.

BARBARA
 Remarkable woman.

BRUCE
 There's a reason why I trust her with all of this.

Suddenly, she tears up.

BARBARA

God, Bruce. I'm so sorry. I'm so, so sorry. All of it... I didn't mean a word of it.

BRUCE

Yes you did. You did and you were right. I had no idea what it's like. It's humiliating, it's painful, it's horrible to know you can't do a damn thing about it. I deserved it.

BARBARA

No, you did the right thing. To become a monster... it isn't worth it.

BRUCE

I felt so indifferent though. I thought I actually cared but I really didn't. I just had no idea and I could have done more. I'm just sorry it had to come to this for me to understand.

BARBARA

I-- I--

She simply can't find the words. Instead she just leans forward and hugs Bruce tightly.

Shondra appears in the doorway with the new bandages. She stops and watches silently.

EXT. POWER PLANT - NIGHT

TWO ENGINEERS are inspecting a series of raised pipes streaming into a main reactor. They crawl on the top of the pipes, backs to each other and working in opposite directions, checking fuse boxes.

ENGINEER #1

So I tell her, if she wants me to spend two hundred dollars on a toaster oven, she's out of her mind!

ENGINEER #2

What did she have to say?

ENGINEER #1

The usual stuff. She threatened to leave, take the dog, yadda yadda yadda. I don't care.

(MORE)

ENGINEER #1 (CONT'D)

She's the one cheating on me and I know it. And she knows I know it! And no one cheats on me!

ENGINEER #2

Darn straight, Harv.

ENGINEER #1

Damn straight.

They move on to another pair of boxes atop the pip and flip them open.

ENGINEER #2

Great thing this blizzard stopping, eh? They say it's only temporary but --

ENGINEER #1

Hey, Jack.

ENGINEER #2

Yeah?

He turns.

The first pulls out a SMALL ROUND DEVICE from the middle of the fuse box. It's BEEPING softly. The sound grows LOUDER.

ENGINEER #1

What's this?

The beeping STOPS.

A short beat. Suddenly, a BLINDING EXPLOSION rocks the complex, obliterating everything around them.

More explosions ERUPT down the pipe, leading into the main reactor.

In the distance, Gotham FLICKERS OUT, block by block.

INT. WAYNE MANOR GUEST BEDROOM - NIGHT

Barbara lays asleep in bed. Dick stands by the window. He watches the city lights go out across the river.

NEWS ANCHOR #4 (V.O.)

People walk wearily in the night, accosted at every turn...

NEWS ANCHOR #5 (V.O.)

...Batman once again leaves us...

NEWS ANCHOR #6 (V.O.)
 ...not seen for weeks...

NEWS ANCHOR #7 (V.O.)
 ...various criminals claim his head...

NEWS ANCHOR #8 (V.O.)
 ...where is Batman?...

NEWS ANCHOR #9 (V.O.)
 ...why has he forsaken us?...

NEWS ANCHOR #10 (V.O.)
 ...Gotham City needs a savior...

NEWS ANCHOR #11 (V.O.)
 ...someone must help us. Someone must
 save us.

Barbara turns over and opens her eyes. She sees Dick standing silently. She watches him, concerned and quiet.

EXT. GOTHAM STREETS - NIGHT

A steady stream of cars creeps by, flowing into the heavy bridge in the distance. People crowd the sidewalks, slowly marching sanctuary. Around them, soldiers and police hold barricades, directing people into the distance.

People crowd around a storefront, watching a bank of televisions. On it, stern looking GOVERNOR stands behind a podium.

GOVERNOR
 (on television, filtered)
 These past weeks have been hard and heavy ones for this entire state. We try so hard to stop the horrors in Gotham but yet they continue. And while I am sure that we will overcome and defeat these subversive elements, it does not change the tough reality we're facing right now. That is why I am declaring Gotham City to be in a state of emergency and immediately direct all available funds to its stability.

Gordon and Montoya pay no mind and cut past. They push through the crowd, making their way across the street.

GORDON

What's the word on the Financial District?

MONTOYA

We've lost contact with our patrols. Something's burning though.

GORDON

And what's this about an explosion in Crime Alley?

MONTOYA

No idea. As far as we can tell the families have either shipped out or have launched into some kind of all out mob war.

GORDON

It's like fighting over a dead carcass.

MONTOYA

They're even saying the Black Mask is back.

GORDON

(frustrated)

Wonderful. At least we have power now, well, above the river.

MONTOYA

Yeah, well I'm by Grant Park. I'm not so lucky.

GORDON

Come over to my place for dinner tonight. We'll give you a hot meal.

MONTOYA

Thank you, sir. That means a lot, really.

GORDON

It's nothing.

(a beat)

Who's this on the phone again?

MONTOYA

Some guy from DHS.

GORDON

Homeland Security?

MONTOYA

Yep, and it's urgent, too.

A cop pulls back the barricade for the two and lets them in. They hurry into a mobile command center, parked on a curb.

INT. MOBILE COMMAND CENTER - NIGHT

An officer motions towards a phone. Gordon presses a button and the line clicks on.

GORDON

This is Commissioner Gordon. To whom am I speaking?

DHS OFFICIAL

This is Alex Goldsmith, Deputy Under Secretary for the Department of Homeland Security.

GORDON

And how can I help you, Mr. Goldsmith?

DHS OFFICIAL

Commissioner, I regret to inform you that the decision has come down.

GORDON

And?

DHS OFFICIAL

And, well, it's not too rosy. The Secretary has decided to cut off the city.

GORDON

I thought my department had discussed this with your boss.

DHS OFFICIAL

Yes, and the decision was made.

GORDON

But we still have people here.

DHS OFFICIAL

Once they are evacuated, the city will be cut off -- indefinitely.

GORDON

Well, give us time.

DHS OFFICIAL

You've been given twenty-four hours for finish the evacuation. Am I correct in assuming that it is almost finished?

GORDON

Yes, but --

DHS OFFICIAL

But?

GORDON

Mr. Goldsmith, not everyone is leaving.

DHS OFFICIAL

They have to.

GORDON

They won't.

DHS OFFICIAL

Well if they won't then their safety cannot be guaranteed.

GORDON

You can't tell me that the United States government is about to abandon its own citizens.

A beat.

GORDON (CONT'D)

Mr. Goldsmith?

DHS OFFICIAL

There is a scenario for this.

GORDON

Yes?

DHS OFFICIAL

If a small group of civilians were to stay behind willingly, a company of National Guardsmen would be left behind to ensure their safety for the time being, until the situation resolves itself.

GORDON

But in the mean time?

DHS OFFICIAL

In the mean time, all bridges connecting the island and city of Gotham to the rest of the country will be destroyed. There are also plans to mine the waters around the city.

GORDON

That's a damn bit drastic.

DHS OFFICIAL

Commissioner, I hope you realize our dilemma. The United States government has no desire to see the chaos of Gotham spill over into Blüdhaven or Newark or Metropolis. Gotham is out of control and must be contained.

GORDON

And if we stay... what do we wait for?

DHS OFFICIAL

For the situation to resolve itself.

Gordon doesn't know what to say.

DHS OFFICIAL (CONT'D)

You have twenty four hours, Commissioner. Good luck.

The line GOES DEAD.

A long beat. The gathered officers look at each other in silence.

Finally --

GORDON

I can't ask you to stay. I wouldn't myself. But I know some people won't leave. I know that sometimes it may not look like there's much of one left, but it's our duty is to protect this city. If its citizens stay, then so should we. I won't force you, but if you do, you're saving lives. Think about it.

He passes Montoya and leans to her.

GORDON (CONT'D)

Looks like dinner will have to wait.

He leaves the room. No one says anything.

INT. GROCERY STORE - DAY

Dick pushes Barbara through the bare aisles of the store. She clutches a basket in her lap. Several people fly past, snatching up what they can from the meager shelves.

BARBARA

Alright, what else are we looking for?

Dick holds up a list.

DICK

(reading)

Milk, eggs, and bread.

They turn the corner into the bare dairy aisle. Their faces fall. It's picked clean.

DICK (CONT'D)

Well so much for milk and eggs.

BARBARA

Eh, we're better off without them.

DICK

Come on, let's get the bread and get out of here. I still don't know how Alfred did this.

The move on. A beat. Finally --

BARBARA

Dick...

DICK

Yeah, baby?

BARBARA

Are you scared?

DICK

More worried than scared. Are you scared?

BARBARA

I never said I was scared.

DICK

Barbara Angela Wilson, I know what you said but I also know what you meant. It's going to be alright. This, all of this, is nothing. We've been through worse.

(MORE)

DICK (CONT'D)

These people panic and run around but we know better, but we know it's going to be alright.

BARBARA

This time I fear it's different. This seems so much worse. Something terrible's going to happen, Dick.

He takes a knee in front of her, grasping her hand tight.

DICK

Barbara, don't say that. Please don't. You, me, Bruce, and Uncle Al have gone through so much. And even though people have changed and people have passed, the one thing I'm absolutely sure that hasn't is our amazing ability to persevere.

BARBARA

But if something does happen?

DICK

Barbara...

BARBARA

But what if something does happen, Dick?

DICK

Then we do what we always do -- we fight through. We'll make it. That's what we do. Alright?

A beat. She finally nods. He leans forward, kissing her forehead.

DICK (CONT'D)

Now lets get that bread.

INT. WAYNE MANOR - DAY

Bruce moves through the carpeted halls of the house, going slowly in his new wheelchair. He's quiet, thoughtful, and alone. He passes dozens of rooms, paying no attention until --

He stops and looks into a deserted bedroom. It's Alfred's quarters. He slowly moves in and stops, looking around. A PHOTO of Alfred and a young Bruce is on a table.

Bruce looks down. His knee is exposed from under his robe. On it is a FADED SCAR. He thinks back --

EXT. WAYNE MANOR GARDEN - DAY (FLASHBACK)

Younger Alfred holds Bruce (age 8) in his arms. On the ground beside them is a fallen bike. Bruce fights back tears as Alfred wipes clean his cut knee.

INT. WAYNE MANOR BUTLER'S QUARTERS - DAY (PRESENT DAY)

Bruce leans his head on his hand.

ALFRED (O.S.)

He's ready.

He looks up. Alfred sits nearby.

ALFRED (CONT'D)

He's not a child anymore, Master Bruce.

BRUCE

I worry though. Even for me it'd be hard. I'm not sure how I could manage.

ALFRED

But what you are sure of is that it has to be done. You said it yourself -- Gotham needs a symbol. It needs something more.

BRUCE

Yes, but I let Barbara get hurt once before. I won't let something happen to Dick.

ALFRED

Young Master Dick has spent the past decade doing what you did every night. If there were ever a time where he didn't know the dangers, it's long since passed.

BRUCE

It doesn't mean I wouldn't be responsible.

ALFRED

He's his own person now, Master Bruce. Let him be.

BRUCE

Batman is much more than a responsibility. It is a burden.

Alfred sighs.

ALFRED

Young Master Bruce, if there is one thing I see from here, it is wounds that need to be healed. Not just yours and not just Master Dick's. You know he still resents things. You know how he feels. He feels neglected, like you never trusted him completely. And after all these years maybe it's about time you should, completely. You may not think he's ready, but you should trust him when he says he is.

BRUCE

I'm not sure how I would manage if Dick ends up hurt like Barbara. I could never forgive myself.

ALFRED

For what, Master Bruce? If he accepts it will be of his own choice. He's old enough to decide.

Bruce thinks.

ALFRED (CONT'D)

You once told me how Batman's duty was to Gotham, not to himself. The face under the mask may change, Master Bruce, but it must not end. Gotham's time of need is now.

INT. BATCAVE - NIGHT

Barbara sits on the floor by the shattered display case, her wheelchair beside her. She carefully sifts through the shards of glass.

She uncovers Batgirl's cowl. A beat as she holds it in her hand, squeezing its form between her fingers.

It's a painful moment for her.

Suddenly, FOOTSTEPS approach from behind. Barbara drops the cowl in a hurry.

Shondra moves down the cave stairs with a broom in hand and goes towards Barbara. She sees the cowl.

SHONDRA

How long has it been?

BARBARA

Six years, three months, and nine days.

SHONDRA

Has it gotten any easier?

BARBARA

Not really, no. It's just a horrible change. It's one that you don't get over in six years. When I'm in Blüdhaven with Dick, I feel so helpless. There's so much that needs to be done. The mob's everywhere. They own the D.A. and the mayor. And when Dick rushes off at night, I want to go with him. But then I look down and realize that things have changed.

SHONDRA

You miss it all, don't you?

BARBARA

In the worst way. I remember, seven years ago, during the drought that summer -- we had tracked Garfield Lynns -- the guy they stared calling Firefly -- to the O'Neil Gas facility outside the city. He had set explosives along the mains, all the way up to the city, ready to go off. We'd pushed him out on top of a giant storage tank and the timer was counting down. He'd knocked Bruce and Dick back and had them hanging on for their lives. Then he looked at me and blasted forward with his jetpack and his flame thrower. He was right on me and at the very last second I did this remarkable flip forward. I drew a batarang in mid-air and sliced open his jetpack. It went up, he went flying back and the day was saved.

SHONDRA

Wow...

BARBARA

I didn't know it was in me. It just kinda happened. It was so surreal. I had never done something like that before.

(a beat)

And I guess I never will again.

SHONDRA

You know, people say these things happen for a reason...

BARBARA

That's horse crap.

SHONDRA

Yes it is. They try to dress it up and give you false hope. That's the one thing I hate about this job. No, the only way you'll feel better is if you realize that you will adapt, you will learn, and that you'll survive... somehow.

BARBARA

I've already started.

SHONDRA

Then that's all someone can ask.

(a beat)

Here, let me take care of this.

Barbara grabs the cowl and pushes herself back into her chair. Shondra helps. They stop for a moment and stare back across the ruined cave.

EXT. GOTHAM STREETS - NIGHT

The city is deserted. Gordon stands alone under a lamppost, waiting.

Suddenly, two JETS ROAR BY.

Gordon watches as they tear past, banking towards the tremendous bridge in the distance.

A volley of MISSILES fly, breaking into the giant structure. It SPLINTERS APART with a BANG and a GROAN, collapsing into the water like a great fallen animal, its cables spiraling in air.

The ground RUMBLES.

Gordon lights a cigarette and silently turns back inside.

INT. BATCAVE - NIGHT

Bruce sits in his wheelchair by the suit vault. Dick enters.

DICK

Well the good news is half of Gotham's gotten power back. No word on the rest yet.

Bruce doesn't say anything. Dick throws his hands up in frustration.

DICK (CONT'D)

Someone needs to do something and we are the only ones who can, Bruce. So what are we doing here? Why are we sitting on her hands and acting like someone died? This isn't right.

BRUCE

That's exactly why I wanted to see you.

DICK

Let me help. The Titans are more than capable of handling Blüdhaven without Nightwing while I'm here. Please, Bruce.

BRUCE

You will do something... just not as Nightwing.

Bruce presses a button on a nearby console. The suit vault LIGHTS UP.

Dick's eyes go between the vault and Bruce. He's speechless.

BRUCE (CONT'D)

The city needs a savior now and Batman means too much to Gotham. Help me, Dick. Save them.

QUICK CUTS

We see Dick enter the vault, looking at the Batsuits around him. He's been in here a thousand times but never like this.

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

People cry out in the darkness for a guiding light.

He slides his fingers across a boot.

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

There are the times when you decide who you will be --

Dick slides on a suit.

BRUCE (V.O.) (CONT'D)
...who you will be remembered as.

He grabs a cape.

BRUCE (V.O.) (CONT'D)
This is one of those times.

Pushes on the gauntlets and snaps his belt.

BRUCE (V.O.) (CONT'D)
They need someone, Dick.

Dick holds the cowl in his hands, looking down at it.
It's heavier than he ever imagined.

BRUCE (V.O.) (CONT'D)
Who will you be?

Dick finally steps out of the vault and into the light.

DICK
I'm Batman.

CUT TO:

SERIES OF SHOTS

A) MAGPIE rushes through a broken window and into the
First National Bank of Gotham. It's empty, alarms are
BLARING. She moves to the back, towards the vault.

MAGPIE
(to O.S.)
Facade! Only jewels!

There's no response. Still moving, she yells again.

MAGPIE (CONT'D)
(to O.S.)
Facade, hurry up!

She enters the vault. FACADE is bound on the floor. He
yells against a gag.

MAGPIE (CONT'D)
Crap.

The vault door behind her suddenly SWINGS SHUT. Locks
CLICK.

B) We see Bruce walking through the Wayne Manor gym, Shondra by his side. His stride becomes more confident with each footstep.

C) A group of INMATES stand in front of a news desk, pressing guns against kneeling ANCHORS. They weep silently.

INMATE

Now witness, Gotham, your world end.
Without Batman, you wither and die.

The hostages cringe in horrible anticipation. Suddenly, the studio GOES DARK.

GASPS

SCREAMS

GUNSHOTS

A beat. The lights SWITCH ON. One of the terrified anchors looks up. The inmates are on the ground, unconscious.

A BATARANG pierces the floor in front of them.

D) Bruce lifts weights, slowly reclaiming his strength.

E) FIREBUG and his minions runs through a warehouse, setting fire to everything they see, LAUGHING crazily.

One trips in the darkness and falls into the shadows. Then another, and another. Firebug spins around, concerned.

WHAM! Firebug falls hard. Dazed, he looks up to see a figure, backlit by the flaming roof.

It's Dick, clad in the Batsuit. He's Batman.

FIREBUG

No...

F) We see Bruce, stronger than ever, now jogging laps around the garden. He stops, looks down at his cane leaning against a table and walks on without it.

G) The TALLY MAN stands over the MAYOR in his opulent office. The man is strapped to his chair. From behind the closed office doors, a COP yells --

COP (O.S.)
We're sending in a negotiator!

TALLY MAN
The time for negotiations is over!!
(turning to the mayor)
It's time to pay the tally man.

He puts a straight razor to his neck.

Suddenly, the doors BURST open. TEAR GAS canisters slide along the floor. Out of the smoke leaps Dick.

H) Up on a skyscraper, KITE MAN breaks out of a stairwell and runs across the roof. Panicked, he swings his head around. Dick is on his heels, charging right at him.

He JUMPS OFF of building. The wings on his side extend. Dick leaps after him and grabs onto his back in mid-air. They tumble down the side of the building, struggling.

KITE MAN
I thought you were dead! I thought you were gone!

DICK
You were wrong.

He knocks Kite Man unconscious. His limp body turns to the side slightly. Dick guides it down into the street. They land. Dick rises, triumphant.

EXT. GOTHAM CITY - NIGHT

We FLY over the entire city, from the Gotham River, over Crime Alley, past Miller Harbor, through Robinson Park. The city below smolders. Bridges are collapsed, buildings decimated, streets destroyed.

It's a frightening scene, but not completely devoid of hope. Over this we HEAR --

NEWS ANCHOR #3 (V.O.)
This is Tester Nixon, reporting from Blüdhaven. Gotham City still burns tonight, choked by fear -- fear of the bands of criminals and lunatics that roam the streets, even in daylight. Despite this ever-present threat, not all is not lost.

(MORE)

NEWS ANCHOR #3 (V.O.)

Even with the police and a meager compliment of National Guardsmen nearly incapacitated, even with the city physically cut off from the country, there is a small beacon of hope emerging.

We finally settle in on GCPD Headquarters. Around it, buildings are systematically destroyed, creating a wall of debris entirely around it. Behind these improvised barriers stand hundreds of National Guardsmen, each watching, ready for anything.

NEWS ANCHOR #3 (V.O.)

(CONT'D)

Hushed whispers of the return of Batman spread through households and darkened alleyways alike tonight, with no one knowing what to believe. But one thing is for sure, even with this glimmer of promise, the city's long nightmare is far from over.

INT. POLICE HEADQUARTERS BASEMENT - NIGHT

Hundreds of civilians line the cold, dark basement of the building. Tents are pitched, cots are laid out, lamps and lanterns provide some small light in the cavernous basement.

A MOTHER pleads with a SOLDIER. Her BABY CRIES.

MOTHER

Please, I just need one.

SOLDIER

I'm sorry, ma'am, but you already got your ration.

MOTHER

That was so long ago. He needs another.

SOLDIER

Ma'am, I'm sorry.

MOTHER

Please. It's just one more!

SOLDIER

There's nothing I can do, ma'am. You're just going to have to wait.

The soldier moves on. The mother stands there, completely dumbstruck.

Montoya passes.

MOTHER

Miss, please.

She stops.

MONTOYA

What is it?

MOTHER

It's my baby. I need another bottle of formula but they won't give it to me.

MONTOYA

The rations are the same for everyone, ma'am.

Her eyes are filled with tears.

MOTHER

Please...

MONTOYA

Alright. I'll see what I can do.

MOTHER

Thank you. Thank you.

She chases after the soldier.

MONTOYA

Get what she wants.

SOLDIER

Yes, ma'am.

The soldier goes back to the mother. Montoya continues to a partitioned section.

Gordon and a dozen officers stand inside.

GORDON

(seeing Montoya)

Good. We're all here.

He collects his thoughts.

GORDON (CONT'D)

Listen, we have only three more days worth of supplies left.

OLD COP

And that's with three hundred civilians.
We're still receiving more by the hour.

GORDON

(to Montoya)

How long until the next shipment?

MONTOYA

No idea. They've stopped responding.

The mood in the room darkens.

GORDON

Alright. We need to start evacuating.

OLD COP

They won't leave the city. They'll
refuse.

GORDON

They'll have to.

YOUNG COP

It's not safe.

GORDON

What do you suggest? Starve to death?
Start spreading the word. We're leaving
at midnight.

Suddenly an OFFICER runs into the room, panting hard.

OFFICER

Sir! You've gotta see this.

He dashes back out. They all follow.

EXT. POLICE HEADQUARTERS ROOFTOP - NIGHT

Cops spill out onto the roof. What they see shocks them.

They are SURROUNDED. In the distance, on every street
leading towards the building, are dozens of escaped
inmates, criminals, supervillains waiting to strike.

Down behind the barricades below, National Guardsmen look
up, equally stunned.

MONTOYA

Holy hell...

GORDON
Start bringing people up from the
basement. We're leaving.

OLD COP
What do we do?

GORDON
What do you think? Hit the signal.

Someone in the b.g. flips a switch. The Batsignal LIGHTS
UP.

DOWN IN THE STREET

Bane stands at the front of the mob. He grins.

BANE
Come out and play...

INT. BATCAVE - NIGHT

Dick moves through the Batcave armory, grabbing tools and
weapons, readying for battle. Bruce follows him outside.

BRUCE
They say there's over two hundred of them
in each direction. It's everyone from
Arkham. This is it. That building is the
last safe haven in Gotham. If it falls,
this will spread outside the city. The
mines, the river, the roadblocks -- it
won't be enough any longer.

DICK (O.S.)
What about us? What do we have?

BRUCE
Most of the JLA's with UN Peacekeepers in
Kasnia...

Dick emerges from the armory, pulling a second gauntlet
on.

DICK
So that just leaves me.

BRUCE
You and the police and a company of
National Guardsmen.

DICK

Why do I like those odds?

BRUCE

You shouldn't. It's going to be tough. We're going to be in constant radio contact. This is something that even ten years ago I might not have been able to do. But I have faith in you.

He takes puts an arm on Dick's shoulder. It means a lot.

DICK

Save dinner for me, will ya?

He moves up to the level above. Barbara is waiting for him. They look at each other silently. Finally she pushes herself up and wraps her arms around his neck. He holds her. They kiss.

BARBARA

Come back safe for me.

DICK

Anything for you.

He lowers her into her wheelchair and pulls on the cowl. Bruce moves up beside her.

He climbs into the Batwing and STARTS its massive jet engines. Dick looks down at them, just as the canopy closes. The jet turns on its hydraulic lift and SHOOTS out down the long exit nearby, leaving Bruce and Barbara.

EXT. GOTHAM STREETS - NIGHT

We see a STREET SIGN marking the intersection of Finger and Kane. A beat. We don't suspect anything.

Suddenly --

A FIREBALL OF A CAR

Crashes into the signpost.

An explosion O.S. knocks a helpless national guardsman INTO FRAME. A band of ICE quickly sweeps across the scene, freezing everything in sight.

Mr. Freeze emerges, clutching his gun and GRINNING SLIGHTLY. We PULL BACK to reveal a war zone.

The mobs have advanced from every side.

Several dozen guardsmen and police office try to hold in front of the GCPD building. They're deployed on each of the four streets nearby, right in front of the rubble-forged barricades.

EXPLOSIONS.

GUNFIRE.

SCREAMS.

In the crowd, we see CHEETAH, THE VENTRILOQUIST, BABY DOLL, POISON IVY, ROXY ROCKET, MAN-BAT, LOCK-UP, the Scarecrow, CHARAXES, BLACK SPIDER, KILLER CROC, FIREFLY, the Mad Hatter, the Riddler, BLACK MASK, KGBEAST, ANARKY, BLOCKBUSTER, AMYGDALA, ZEISS, THE RAG DOLL, and MORE.

They push forward despite the guardsmen and police's best efforts.

It's CHAOS.

CAPTAIN

(to a sergeant)

Signal a retreat! Bring them back behind the barricades!

We see a NEWS CREW crouched nearby. SNAPPER CARR shouts into the camera.

CARR

This is Snapper Carr, embedded with the 83rd Mechanized! Bullets and blood fly as the remaining forces protecting Gotham defend the heart of the city from the advancing --

CAMERAMAN

Snapper!

Carr looks up to see a FIREBALL coming right at them. They hit the ground as it SLAMS into the barricade nearby.

Further away, Bane moves along with the mob down the street. He remains in the back, watching.

Killer Croc runs past. Bane stops him.

BANE

We need a surprise.

He looks down to a manhole cover beneath their feet.

KILLER CROC
(understanding)
I gotcha...

He signals to Poison Ivy and tears off the cover. The two descend into the sewer.

FROM ABOVE --

We hear the WHINE of the Batwing. Everyone below looks up, watching. Suddenly, it BREAKS through the clouds, tearing down the street.

It banks up by the GCPD building and turns back to make another pass.

INT. BATWING COCKPIT - NIGHT

Dick, in Batsuit, is at the controls. He presses a finger to his earpiece.

PILOT (O.S.)
(filtered)
This is Evac-4. Requesting assistance.
Attempting takeoff. Require assistance!
Require assistance!

Dick swings the yoke.

EXT. POLICE HEADQUARTERS ROOFTOP - NIGHT

A CH-53E Super Stallion filled with frightened hovers over the helipad. We see Man-Bat suddenly fly into frame. We swoops down, SNAPPING at the copter.

People duck, cry, and scream out in terror. Police and guardsmen on the roof fire, all missing.

Suddenly the Batwing SWOOPS IN. Man-Bat loses interest and takes off after Dick.

The officers and soldiers lower their guns and watch. Relieved, they CHEER.

OVER THE CITY

The Batwing soars higher and higher, passing the top of the skyline.

Dick is pushing its engines hard, almost maxing out. Man-Bat remains close.

Suddenly, the beast SURGES FORWARD and clamps onto the plane.

Dick flips the Batwing into a barrel roll and DIVES downward, picking up speed. Man-Bat remains firm. He claws towards the cockpit.

Dick looks up. A giant claw hovers over him.

Man-Bat strikes, CRACKING the glass. Dick levels out, inverts the Batwing, and presses a button in front of him.

A DULL SIZZLE comes from the plane. Man-Bat's eyes roll back in his head. His claws loosen. He falls limp into the mob below.

DOWN IN THE SEWER

Killer Croc and Poison Ivy stand under a manhole. He looks at her, excited for the carnage to come.

KILLER CROC

You ready, babe?

Ivy's eyes hover on a lone dandelion growing from a suspended pipe.

POISON IVY

Bite me, scaly.

She touches the weed tenderly, almost seductively.

KILLER CROC

(frustrated)

What are you doing?

POISON IVY

You might want to stand back, love.

The rocks around the plant EXPLODE as it grows upwards violently, breaking through the pavement and onto the street. Ivy disappears into the vines, being pulled up with it.

She's enveloped like a goddess. Croc smiles.

KILLER CROC

(sotto)

My kind of woman.

He rushes up after her, climbing over the rubble.

Cops and guardsmen run in horror as Ivy's mass of vines and horrible plants overtake the South side of the barricade. Croc joins the carnage.

INT. POLICE HEADQUARTERS HALLWAYS - NIGHT

Gordon holds his gun, staying on guard. He ushers a line of people past him. They run down the hallway into the hallway nearby, hurried and scared.

Gordon's radio CRACKLES.

GUARDSMAN #1
(over radio, filtered)
This is Defense South! We have been
overrun! Our C.O. is dead! Requesting
assistance!

Gordon pulls the radio to his face.

GORDON
(into radio)
This is Gordon. Hold your position! We
still have civilians in here! Hold this
building until everyone has been
evacuated! Stand your ground!

His message is greeted by a SCREAM and GUNFIRE over the radio. He turns to the stream of people --

GORDON (CONT'D)
We've gotta go! Faster, people, faster!

EXT. GOTHAM STREETS - NIGHT

We see scenes from the North, East, and West sides of the building. The guardsmen are being pushed back on each side.

On the West --

Two guardsmen ready a rocket launcher, taking aim at an approaching Livewire. She spots them.

GUARDSMAN #2
Set. 1... 2...

She throws out her hands. A MASSIVE BOLT OF ELECTRICITY strikes the weapon. It EXPLODES, incinerating the two.

On the East --

Blockbuster CHARGES forward, hurling a Humvee into another like a toy. People jump and dive out of the way.

On the North --

Cheetah LEAPS onto two retreating cops, CLAWING them mercilessly.

Up above --

A pair of F-35's cross into view.

IN THE JET

FIGHTER PILOT #1
(into radio)
This is Red Leader. Fox 1.

FIGHTER PILOT #2 (O.S.)
(over radio, filtered)
Red 2. Fox 1.

ABOVE THE STREETS

The two jets fire a volley of MISSILES into the mob below. It ERUPTS in a storm of FIRE. Villains go FLYING into the air like rag dolls.

They break back off into the distance. The Batwing comes into view, taking prominence. Firefly, Roxy Rocket, and Charaxes tail it fast.

INT. BATCAVE - NIGHT

THAT MOMENT

Bruce and Barbara sit by the Batcomputer, headsets on. They pour over information, constantly monitoring Dick's surroundings.

BARBARA
(into radio)
Dick, you've got three on your tail.

DICK (O.S.)
(over radio, filtered)
I see it. Trying to shake them.

BRUCE
(into radio)
The final evacuation is underway now.
Make sure they take off, Dick.

DICK (O.S.)
(over radio, exasperated)
Anything else?

BRUCE
(into radio)
Yeah. Don't break my jet.

EXT. GOTHAM STREETS - NIGHT

The Batwing banks hard, looping around a building. It climbs furiously, futilely trying to shake its perusers.

From behind, Roxy Rocket levels her gun and fires at the jet. The bullets bounce off harmlessly. Just then, Dick looks around to see Firefly on top of him. He fires his flame thrower. The cockpit begins to crack further under the heat.

Dick panics. He throws the yoke to one side, shooting the Batwing back onto the streets. He looks up to see --

THE TWO F-35'S COMING RIGHT AT HIM!

He manages to bank sharply, sliding right between them. Firefly isn't so lucky. He hits with a CRUNCH.

Dick tries to recover. It's no use! He careens wildly towards the GCPD building, slamming into another. The plane FALLS FROM THE SKY.

INT. BATCAVE - NIGHT

THAT MOMENT

Barbara and Bruce look at the screens, horrified.

BARBARA
(into radio)
Dick!

EXT. GOTHAM STREETS - NIGHT

Guardsmen and inmate alike look up to see the flaming Batwing tumbling, over and over.

Finally --

BLAM! It slams into the pavement, sliding right up against the rubble barricade. The cracked canopy BLOWS OFF. Dick leaps out.

The plane ERUPTS into a fireball. People reel from the heat.

A beat. Dick is laid out on the snowy pavement. A group of HANDS ENTER and help him up. The soldiers look at him, both stunned and relieved. A bit rattled, he brushes himself.

He places a finger to his ear.

DICK
(into radio)
About the jet...

INTERCUT STREETS/BATCAVE

BRUCE
That's number four.

BARBARA
Listen, Dick. You're on the North front. It hasn't been compromised yet. Make sure it doesn't fall. They're almost done evacuating. Whatever you do, keep any more from reaching the building.

Out on the streets, Dick levels an inmate with a punch. Behind, a huge vine SWOOPS down from the building, taking a swipe at a group of soldiers. They RETURN FIRE.

DICK
What about Ivy?

BRUCE
They're taking care of her. Just don't let any more reach the building until they've lifted off.

DICK
Gotcha.

Dick turns to a soldier.

DICK (CONT'D)
Thanks for the hand. Let's go. We've got a job to do.

He charges forward, pushing off a flaming Humvee and diving headlong into a small group of advancing villains.

INT. POLICE HEADQUARTERS STAIRS - NIGHT

Montoya leads a huge line of people up the stairwell and reaches Gordon on a landing. They're both frantic.

GORDON
How many more?

MONTOYA
I'm not sure -- a few dozen.

Just then, the stream of people stops abruptly.

A beat. They look confused.

MONTOYA (CONT'D)
Or so I thought...

Montoya looks down the stairwell when suddenly --

A MASS OF PEOPLE

Surges past! They SCREAM, tripping over one another, running frantically.

A cop follows them. Gordon grabs him.

GORDON
What's going on?

YOUNG COP
(panicking)
Ivy... Ivy... she's everywhere!

Gordon lets him go. He disappears.

GORDON
(to Montoya)
Go with them.

She does. Gordon looks down the stairwell and sees --

An orgy of MURDEROUS PLANTS AND VINES charging up the shaft. A Venus fly trap spits out a SHOE. It flies past.

Gordon takes aim at the mass and fires wildly. His bullets do nothing. The plants SHRIEK, sending a throng of vines after him.

He runs up the stairs, faster and faster. The plants break through concrete, charging after him.

Gordon passes a fire extinguisher and rips it off the wall.

In a mighty throw, he hurls it into the charging vines. The plants wrap around it, taking it in. Gordon aims and FIRES

The weeds EXPLODE, sending vines and green slime everywhere. The mass SHRIEKS in pain and withdraws down the shaft. Gordon races up the stairs to the roof, not taking his time.

EXT. GOTHAM STREETS - NIGHT

Dick delivers a series of final blows to the Riddler. Dick grabs it before it falls and tosses it onto his incapacitated body.

He turns and sees a final surge of villains charging towards them from down the street. He braces himself.

Lock-Up comes at him, swinging a chain. Dick brings him down easily, tripping him up at the knees. The Rag Doll jumps onto his hands and strangles Dick with his legs. Dick flips to the ground, but not before taking the Rag Doll with him.

DICK
I won't let you...

They recover quickly. Dick gets in the first blow and THROWS him into the crowd.

THWAK! KGBeast blind sides Dick from his left, throwing a kick into his side. He reels in pain but blocks a second blow. Gritting his teeth, he musters all his strength and lifts the tremendous man.

DICK (CONT'D)
(struggling)
I won't let you get them.

He HURLS KGBeast into a lamppost.

Dick takes on thugs and supervillains left and right, making one valiant last stand. The second he drops one, however, another comes emerges. He fights like he's never fought before, simply trying to give Gordon enough time.

BANG! Suddenly, Dick reels. He's hit in the shoulder by a BULLET. The Black Mask runs towards him, gun raised. He strikes Dick down across the face with the butt. It CRACKS.

Dick falls to his knees. A recovered Lock-Up STOMPS on his stomach. Dick screams.

Anarky reaches Dick and jams his stun stick into his side. Satisfied, he smacks him across the face with the baton. Dick's eyes go back in his head.

IN THE BATCAVE

Barbara fights back tears.

BARBARA
(into headset)
Dick!!!

BACK ON THE STREETS

VENTRILOQUIST
Get him! Hold him down! Make him suffer!

Several villains and inmates begin to pile on top of him, holding down his arms and legs. Killer Croc puts his face right next to his. His mouth opens, spilling out rancid breath. His long tongue licks Dick's face.

KILLER CROC
We've all waited so long for this,
Batman.

He pushes back Dick's arm, breaking it. He SCREAMS in pain.

KILLER CROC (CONT'D)
Personally, I plan on letting you live long enough to see me pull your still-beating heart out of your chest. I want that to be the last thing you see.

BANE (O.S.)
He's not Batman!

They all look around to see Bane approaching. They slowly slide off. Dick lays there, hurt and incapacitated. Bane stands over him.

BANE (CONT'D)
...at least not the real one. He's a fake, a fraud!

Bane bends down and puts his hand over the bottom of the cowl. Dick weakly tries to push it away but Bane knocks it off quickly.

He pulls off the cowl.

BANE (CONT'D)

An imposter.

They all leer at Dick.

BANE (CONT'D)

The real Batman is no more.

He pulls Dick up. He's limp.

BANE (CONT'D)

(to Dick)

How dare you. How dare you pretend. How dare you masquerade. How dare you lie.

He punches Dick HARD in the throat. Dick falls again.

A beat before he manages to push himself up again. They all watch.

BANE (CONT'D)

They said no one could defeat Batman but I did! He's broken -- hiding, a fading shadow of Caped Crusader! He might as well be dead! And he will stay that way!

Another sickening PUNCH, this time to his gut. Dick reels.

BANE (CONT'D)

Gotham has a savior no more.

Dick looks up at Bane. A short beat. He gathers all his strength.

DICK

There will always be someone. Always.

Bane throws out a horrible YELL in frustration and KNOCKS Dick down with a STRIKE to his chest. He crumples into the snow-caked pavement, not moving.

A long beat. They all simply stare at him, sprawled out in the snow.

EXT. POLICE HEADQUARTERS ROOFTOP - NIGHT

Gordon rushes out onto the roof. The Super Stallion's rotors are going at full speed. It's about to take off.

GORDON
Everyone in! Everyone in now!!

The last few people do. Gordon hops in, right by Montoya.

GORDON (CONT'D)
(to pilot)
Go! Go!

The pilot pulls on the yoke. The chopper rises.

DOWN ON THE STREETS

The battle won, Freeze looks up at the top of the GCPD Building. Seeing the helicopter, he levels his gun at the top of the building. Livewire runs up beside him.

LIVEWIRE
Hang on a second, iceman.

She points her fingers just in front of the gun's barrel. He gets the idea.

They FIRE instantaneously, Livewire's electricity mixing with Freeze's ice beam. The combined blast spirals towards the top of the building.

IN THE HELICOPTER

The pilot sees it coming. He throws the controls hard. The Super Stallion rises FASTER.

BAM! The electricity-charged beam hits the top of the building. It EXPLODES. Everyone inside holds on for dear life as the copter rises just above it.

DOWN ON THE STREETS

The Batsignal FALLS from the destroyed roof and hits the ground, shattering.

Freeze takes aim at the fleeing helicopter. Bane places a hand on the gun, pushing it down.

BANE
Let someone live to spread the word --
the imposter is dead. Gotham is ours.

He turns to the group.

BANE (CONT'D)
 (to crowd)
 Gotham is ours!

They throw up a cheer. Bane pulls a wire from Dick's cowl.

BANE (CONT'D)
 (into mic)
 I know you're there.

IN THE BATCAVE

They stand, terrified at what they hear.

BANE (O.S.) (CONT'D)
 (over mic)
 I know you're still there. I should have killed you but I'm ready to change that. I can't get to you but you can get to me. Arkham. One hour. Come get your boy or I'll kill him instead. Either way, tonight, one of you dies.

The line SHRIEKS and DIES.

Barbara stares at Bruce through tears.

IN THE STREETS

Bane grabs Dick by the arm.

BANE (CONT'D)
 We're not done yet, brothers. The real Batman, the Batman that put you in jail, put you on trial, hurt you, beat you, is none other than Bruce Wayne. This kid, Dick Grayson, is just his imposter.

The crowd MURMURS.

BANE (CONT'D)
 Bruce Wayne is still out there, and tonight we'll get him, too. The final battle is almost here!

IN THE BATCAVE

A long beat. No one moves.

Finally Bruce turns and walks off.

BARBARA
Where are you going?

BRUCE
To Arkham.

SHONDRA
What? No. No, Bruce.

BRUCE
I'm feeling better. I don't even need
that damned cane anymore.

SHONDRA
Bruce, you can't.

He turns, furious.

BRUCE
What do you want me to do, Shondra? He's
out there, dying! He's going to kill him!

He looks at Barbara. She's shaken, overwhelmed.

BRUCE (CONT'D)
(calmer)
It's either me or him. He can have me.

Bruce moves into the suit vault.

BARBARA
Bruce, really, you're in no condition to
take on all of them.

BRUCE
I don't need to. I just need him. He's
the leader. Without him, they're in
chaos.

Bruce pulls on the bio-suit.

SHONDRA
Alright, but even with that suit you know
it's not going to be easy.

BRUCE
Batman's never been about easy.

Barbara grabs his arm. He stops.

BARBARA
Bruce, please, bring him back.

He nods slowly, understanding.

BRUCE

Let's go.

INT. BATCAVE - NIGHT (LATER)

Bruce pulls on the familiar black Batsuit. He grabs devices from the armory -- batarangs, a grappling-gun, smoke bombs, and more. Finally, he pulls on the dark cowl.

He's Batman once more.

INT. ARKHAM ASYLUM HALLWAY - NIGHT

Bane looks out of a large window at the end of the main hall. The snowstorm has picked up again. Gotham smolders in the distance.

He just stands there, waiting.

A long beat.

He takes something from a pocket. It's the cowl he stole from Dick. He GRIPS it hard.

Just then, an inmate bursts into the hall.

SHORT INMATE

We've got --

Bane turns slowly. The inmate shudders.

SHORT INMATE (CONT'D)

...a problem.

INT. ARKHAM ASYLUM LOBBY - NIGHT

Bane charges in, the short inmate following anxiously. A group is crowded around the open lobby doors. He pushes them aside, finally seeing it.

Two inmates are bound together, unconscious on the floor. On them is a note reading --

I'M HERE

He tears it off and barks at everyone around him --

BANE

Seal the doors! Don't let anyone in! We have company!

Everyone rushes into action. Bane turns and storms out the room. The same inmate runs up to him.

SHORT INMATE

(panicky)

What should we do?!

He SHOVES him into a wall effortlessly. Still going, he presses a button on his wrist. The pump on his back runs LOUDER. His veins BULGE and his body relaxes.

BANE

(sotto)

Come get some, Bats.

EXT. ARKHAM ASYLUM - NIGHT

Inmates and supervillains stand guard on top of the asylum walls. We see Mr. Freeze holster his giant gun, obviously not minding the weather. Others aren't as happy. Further on down a freezing COPPERHEAD hisses to CRAZY QUILT.

COPPERHEAD

What are we supposed to be looking for anyways?

Crazy Quilt just shrugs and moves on.

We MOVE down the wall and around the back of the asylum. The rear of the building rests on top a cliff, just above crashing waves and jagged rocks. Wide drainage pipes jut out of the cliffside, spilling out murky water.

Clamped onto the lip of one, we see a GRAPPLING HOOK. We follow the hook's line down to -- Batman.

He struggles against his back and the cold, pulling himself out of the Batboat and climbing his way to the base of the asylum.

IN THE BATCAVE

Shondra and Barbara watch his progress silently. Diagrams of the asylum are in front of them.

IN THE SEWAGE PIPE

Batman finally pulls himself into one of the large pipes. He speaks to Barbara and Shondra.

BATMAN
(into radio)
I'm in.

BARBARA (O.S.)
(over radio, filtered)
Good. Follow the pipes until you come to a series of hatches above you. Take the second. That should bring you to the boiler room.

BATMAN
(into radio)
Got it.

He crawls forward on his stomach, swallowing his pain. Pushing through it, he comes to the second hatch. He spins a small flywheel, throws it open, and jumps out into --

INT. ARKHAM ASYLUM BOILER ROOM - NIGHT

He looks around. There's nothing, just the hissing of boilers and the creaking of pipes. He takes one step forward when, out of the darkness --

MAD HATTER (O.S.)
You know, they're all looking for you out there.

He spins around.

MAD HATTER (O.S.) (CONT'D)
But you... I know you. You're too smart for that.

BATMAN
Where are you, Tetch?

MAD HATTER (O.S.)
You shouldn't be worried about me. You should be worried about my toys...

A DULL DRAGGING and SHARP SCRAPING begins from the far end of the room. Batman turns. Just then FOUR HANDS grab reach from the darkness, grabbing him from behind.

TWO NURSES claw at Batman's neck, GROANING and DROOLING mindlessly. Tiny SENSORS stuck into the back of their necks glow red.

The dragging and scraping grows LOUDER...

Batman struggles against the two women.

Then, he sees it --

A LARGE DOCTOR emerges, dragging his foot and a stethoscope skidding on the floor behind. He holds a pipe over his shoulder.

The nurses hold Batman down as the doctor comes closer.

THE PIPE RISES. He can't control himself. He's practically a zombie.

BATMAN'S EYES GO WIDE.

HIS FEET DIG IN. He musters all his strength and FLIPS the nurses off their feet and THROWS them into the doctor. They all fall back.

Before he can take a step, an ORDERLY tackles him from the side. MORE and MORE doctors, nurses, orderlies, and guards come running from the shadows of the room. They MOAN and GROAN uncontrollably, taking Batman from all sides.

The Mad Hatter finally reveals himself. He stands between Batman and the stairs to the door.

MAD HATTER (CONT'D)

Struggle all you want, Batman. I don't want this to be too easy.

Someone from behind PUNCHES him right in the middle of his back. We HEAR a soft ELECTRIC SIZZLE from the bio-suit underneath.

IN THE BATCAVE

BARBARA

(into headset)

Bruce, what happened? Are you okay?

IN THE BOILER ROOM

BATMAN

(into radio)

I'm fine.

Batman grits his teeth and manages to push his right hand through the orderly's grip. He tears the sensor from the back of his neck. The man's blank stare suddenly disappears. He lets go of Batman.

BATMAN (CONT'D)

Sorry.

He grabs the orderly and pushes him forward through the crowd, using him like a shield.

MAD HATTER

No...

He plows his way through the last.

BATMAN

(to orderly)

Thanks.

The orderly loses his balance and falls.

The Mad Hatter turns for the door, Batman chasing after him, and the mindless crowd after him. They rush through the doors and into the asylum corridors.

The Mad Hatter races down the dark hallway. Just as he reaches for the door at the end of the hall, Batman throws a LINE around his feet. He trips and falls onto his stomach. Batman reels him in just as the mob begins to filter through the door.

MAD HATTER

No! NO!!!

He claws at the floor desperately but it's too late. Batman grabs the diminutive man and holds him in a choke hold against his chest. They spin around, Batman pacing back away from the mob. His back suddenly hits the door to the stairs. They're out of room.

The mob grows closer and closer, MOANING horribly. The Hatter squirms.

BATMAN

You know they'll go right through you to get to me.

MAD HATTER

You can't! You wouldn't! You'd never kill anyone!

BATMAN
But I wouldn't be killing you.

MAD HATTER
Please no!!

BATMAN
Where is it, Tetch?

MAD HATTER
What?!

BATMAN
The transmitter, Tetch!

They're no less than fifteen feet away.

MAD HATTER
Here! Here!!

He pulls an arm loose and digs out a small DEVICE from inside his suit jacket. Just then, one nurse throws an ARM out at the Hatter's face. He flinches. Quickly, Batman SMASHES the device against the wall.

Her arm goes LIMP. A short beat. The Hatter slowly opens an eye. Nurses and doctors look at each other, stunned and disoriented -- then at Batman.

BATMAN
Everyone out of here NOW!

The Hatter passes out in his arms with a GROAN. Batman drops him to the floor and races out of the hall. The group stares at Batman in disbelief, then down at the unconscious Hatter.

NURSE #2
(to another)
Who's that?

INT. ARKHAM ASYLUM STAIRS - NIGHT

Batman runs furiously. He fights against the pain in his back, soldiering on. A loudspeaker in the stairwell SCREECHES with feedback.

Batman doesn't stop.

BANE (O.S.)
(filtered)
I should have killed you, Batman.
(MORE)

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

I should have killed you and your friend when I had the chance. I was foolish to think that you would just shrink away and die in shame. I'm glad you could make it, though. I have your friend waiting.

Batman rushes out of the stairs and into the minimum security wing. He runs past the empty cells. Bane's voice still follows him through the asylum's P.A. system.

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

(filtered)

I felt that boy's face bleed, you know. I felt that boy's face bleed in my hands. I felt the life slip out of his body and now I'm going to feel you bleed. Every criminal from Blüdhaven to Gotham knows who Nightwing is now. That kid's going to have a tough time. But you're not going to be around to see it. Tonight you will die.

Batman bursts through another door.

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

I'll be known as the man who killed Bruce Wayne -- the man who killed Batman.

He turns a corner.

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

Well, why don't you say something?

A pair of double doors stand at the end of the long hallway. Batman charges at them, faster than ever, and into --

INT. ARKHAM ASYLUM OPERATING THEATER - NIGHT

Bane stands, waiting, on the opposite side of the large circular room. Dick lays strapped to an operating table between them, delirious.

Bane looks different now, larger than ever. Two tubes stream from a small pump on his back into his neck, delivering a constant stream of Miraclo.

BATMAN

I'm done talking.

He rushes towards Bane and leaps onto the side of the operating table, pushing off.

He strikes Bane in the face in mid-air, knocking him back. Batman lunges onto him, digging in violently, striking over and over again at his stomach.

Bane falls back against the wall. He grabs a medical cabinet with one free hand and swings it at Batman like a bat.

He ducks but is sent flying with a second swing. He hits the base of the operating table. Bane towers over him, prepared to crush him with the cabinet.

Suddenly, Batman draws a batarang and stabs it into Bane's shin. He SHRIEKS.

He rolls out of the way as the cabinet falls, splintering right beside him.

Bane hits the ground, HOWLING in pain. Batman recovers and moves towards Dick.

BATMAN (CONT'D)

Dick. Dick, can you hear me?

He takes another batarang and tears through the restraints. Dick just lays there, GROANING.

BANE

Get back here!!!

Bane rises. Batman quickly lunges at him, sliding between his legs. He flips over, scaling his massive back.

Bane tries desperately to reach Batman. He strikes hard at Bane's kidneys, tearing into them over and over again.

He falls to his knees, doubling over in pain. Batman reaches for a tube on his back but before he can pull it Bane grabs him and throws him down onto the floor.

Bane bares his elbow, about to smash it into Batman's chest.

In a panic, he rolls out of the way, just as Bane's elbow goes into the tile floor.

Unhurt, Batman reaches up to the table and TEARS FREE one of its metal sides. He swings it at Bane. The sharp metal slices his stomach, forcing him back.

Lightning fast, he jumps up and delivers a vicious kick to Bane's face.

Bane falls. Batman stands, victorious. He looks down and see's the COWL hanging out of the side of Bane's suit. He quickly TEARS away.

BATMAN

This is mine.

Bane coughs.

BANE

(sotto)

Too strong... why still too strong?

Bane looks up at Batman, blood running over his teeth and dribbling out of his mouth. Grinning, he slowly produces a small device. Batman's eyes go wide.

He presses a button on it.

BLAM! BLAM! BLAM! BLAM!

A series of muffled explosions reverberate beneath them. The entire building SHAKES, throwing Batman off-balance. Dick rolls onto the floor.

We hear SHRIEKS and GROANS as stone scrapes against steel.

BANE (CONT'D)

You really didn't think I wouldn't be prepared, did you?

The room LURCHES violently to the side, throwing equipment and people alike backwards.

A beat as the room momentarily steadies.

BATMAN

What is that?!

BANE

An insurance policy -- just in case I needed to live to kill you another day. I win, be it now or tomorrow.

Bane pushes himself up. Unshaken, Batman lunges at him. He crashes into him with his shoulder and pushes him towards the wall. Bane counters and knocks him back.

The building LURCHES again, more violently this time. The room slides backwards. The entire asylum is shifting towards the edge of the cliff.

The rock can't support its weight and begins to CRUMBLE. Distant BANGS and SNAPS echo as the very edge of the asylum begins to break off.

Bane grabs Batman and swings him around by the legs like a hammer, finally releasing him back-first into the wall on the far end of the room. His head hits it hard.

IN THE BATCAVE

Suddenly a few screens on the Batcomputer cut to static.

BARBARA
(into headset)
Bruce? Bruce?!

SHONDRA
What happened?

BARBARA
I don't know. He's not broadcasting anymore. The transmitter's out too.

SHONDRA
What now?

BARBARA
We wait.

IN THE OPERATING THEATER

He grimaces. The pain's almost too much to take. Dick lies, crumpled against the wall by him.

BRUCE
(quietly)
Come on.

He picks up Dick and moves to the center of the room.

Bane stares him down. They pace around the operating table.

Suddenly, Bane leaps up and FLIES TOWARDS BATMAN.

He drops Dick and throws all his weight against the operating table, pushing it loose. The room LURCHES again as just it connects with Bane.

He flies back against the wall, pinned by the large metal table.

Batman grabs Dick just as he slides right past, keeping him from falling towards Bane.

The BANGS and SNAPS grow LOUDER as more and more pieces of the building snap off and fall over the edge of the cliff. The room SHAKES again as the rock under it cracks further apart.

EXT. ARKHAM ASYLUM - NIGHT

At the base of the cliff we see pieces of rock and metal tumble into the choppy water. One chunk SLAMS into the Batboat, sinking it with a EXPLOSION.

INT. ARKHAM ASYLUM OPERATING THEATER - NIGHT

Silence. The asylum seems to have stopped.

A beat. Bane THROWS OFF the table, quickly recovering.

Suddenly, the entire room SHIVERS.

BANG!

The floor FISSURES open, ripping open a gap between Bane and Batman. The floors below lay exposed in the crevice. The roof begins to SPLINTER above them.

Bane eyes the doors behind Batman. He stands between him and his only escape.

He breaks into a sprint, leaping over the gap and towards the door. Batman draws his grapple gun and fires, yanking Bane down in mid-air. He piles on top of him, desperately trying to pin him down.

BANE

(struggling)

Why don't you try and escape?

BATMAN

Because I won't let you go again.

The floor splits open further. The ceiling RIPS APART. A blinding wave of SNOW pours in.

It streaks past the three, slamming into the far end of the room and pushing it over the edge of the cliff.

The room SCREAMS as its completely ripped apart; half of it dangling over the water at a near 180 degree angle.

A beat. The entire asylum is split in two, half hanging over the cliff, barely anchored by the other end.

Suddenly, the rock below COLLAPSES. The end of the asylum BREAKS OFF, tumbling into the rocky water.

The operating theater has been halved, exposed to the snowstorm outside. Bane reaches back and throws Batman off. The grapple line snaps.

He charges out of the room and into the hallway as the theater's walls collapse around him.

Batman grabs Dick and CHARGES after Bane.

With one foot onto corridor's linoleum floor, the second half of the operating theater plunges into the water.

They run faster and faster as more and more of the building gives way. Snow begins to fly in from the cracked and buckled walls, blinding all.

They round a corner. SNAP! Suddenly the hallway ARCHES backwards. It begins to fall, arcing down. The floorboards snap back, opening a gap between the floor and the door at the end of the hall. Bane jumps over the gap with Batman and Dick right behind him. The three fly through the exposed door and into the lobby.

But before they can even land, the loft they emerge onto DISINTEGRATES, sending the three tumbling down two stories and SLAMMING into the lobby floor.

Bane tries to struggle forward but Batman grabs him by the leg, desperately fighting to hold him back.

The floor RUMBLES sharply as the basements below slide out from underneath the lobby. The unsupported wooden floor SLAMS down onto the exposed rock, splitting it evenly.

A raised mass of rock on the cliff shoots through the broken lobby. Bane loses his footing in the action and falls to the fractured floor.

Batman, still clutching Dick in one hand, manages to draw a batarang as Bane slips. He reaches up and STABS the device on his back. Bane SCREAMS as the system overloads, shooting the drug into him at a dangerous rate. He grips his head as his skull begins to bulge, nearing an overdose. Batman finally tears out the batarang and cuts the tubes.

Suddenly the lobby begins to slip, falling away in two halves. Batman grabs a hold of the exposed, sturdy rock with his one free hand.

Delirious, Bane stumbles back, slipping on the quickly-disappearing floor.

BATMAN (CONT'D)

Krylov, grab on!

Bane snaps back, suddenly coming out of it. He grabs onto the rock, right below Batman.

BATMAN (CONT'D)

Hang on!

He looks up at Batman, hate filling his eyes.

The rock begins to slip out of his hand.

BATMAN CONT'D)

Grab my leg!

Bane bares his teeth, pained by his decision.

BANE

No...

He lets go, the rock slipping out of his hand.

BATMAN

No!!!

The splintered lobby, the last piece of the asylum, goes with him, sliding off the cliff.

Batman holds onto the exposed rock tight as the building breaks apart and PASSES RIGHT BESIDE them.

He cringes as steel and brick THUNDER past his face and into the water.

Alone and surrounded by snow and exposed rock, Batman hangs onto a withered and unconscious Dick at the cliff's edge.

INT. BATCAVE - NIGHT

Barbara is busy working at the Batcomputer. She's exhausted, looking for Bruce and Dick tirelessly. Its been hours and things don't look good.

Shondra enters with a pot of coffee.

SHONDRA

Anything?

She shakes her head.

SHONDRA (CONT'D)

Maybe it's time we --

Barbara look at her, not wanting to hear it. Shondra continues regardless.

SHONDRA (CONT'D)

...maybe it's time we start thinking about the worst. It's been six hours. We would have heard something.

BARABA

(quietly)

Don't say that. He'll make it. He always makes it.

She relents. A beat as she looks down. Suddenly we hear FOOTSTEPS from across the cave. They look up.

A silhouette appears from down the cave tunnel. Backlit by the daylight outside, the figure finally steps out from it.

It's Bruce, clutching Dick by his side. He's exhausted but victorious. They rush towards him. Bruce leans down and hugs a grateful Barbara. She turns to Dick, tears in her eyes. She kisses him wildly, incredibly grateful to see him alive.

BARBARA

Oh, god! Oh, god! You stupid, stupid boy. Don't ever scare me like that again.

Dick kisses her back, managing a laugh.

DICK

You're welcome.

SHONDRA

Welcome back, Bruce.

He nods silently, horribly relieved.

DISSOLVE TO:

EXT. GOTHAM STREETS - NIGHT

Cars clog the city again. People unload furniture, food, boxes from cars, hauling them back into their homes.

Storefronts open for business once again. Lines stream in and out with people eagerly buying.

Two KIDS run down a sidewalk, chasing each other and laughing.

People are finally returning home.

EXT. BUILDING ROOFTOP - NIGHT

The new Batsignal pierces the night again, shooting skyward. Gordon stands by, looking up, waiting.

Batman suddenly lands on the roof. He looks at the signal.

BATMAN

I like it. The building, too.

GORDON

It's just temporary. There's a lot of things left to fix in the city.

BATMAN

How many are still out there?

GORDON

A lot. Most of them escaped from Arkham before it was too late but are hiding in the city. We're on their trail, we'll get them. Without Bane they're just an unruly mob.

(then)

I gotta say it though -- I wasn't sure if I would ever see you in that suit again.

BATMAN

Me either.

GORDON

So I guess retirement's out of the picture for now?

BATMAN

Once this is over I intend to. It's time.

GORDON

It's not going to be easy. The entire world knows who Batman and Nightwing are now. You're going to have a rough time.

BATMAN

It'll be the least of our worries. We'll manage.

GORDON

Alright. Well, here's what I called you for. Seems we have a hitman going after all the board members of Powers Technology. One shot at close range, straight in the forehead, ambushed at home.

BATMAN

It's got to be Deadshot. He must have broken out with the rest.

GORDON

I guess he found work already. The latest target was a father. Left a wife and two sons. The name's McGinnis. Look into it, will ya?

Batman nods and turns to the edge of the roof.

GORDON (CONT'D)

And Bruce...

He turns.

GORDON (CONT'D)

Thank you.

Batman says nothing and turns back, running towards the roof's edge. He DIVES OFF into the night, slipping between buildings and out of sight. Gordon stands there, watching him disappear.

A beat. He looks up at the city around him.

We PAN UP to the Batsignal against the clouds.

FADE OUT.