

THE DARK KNIGHT

By

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BURNING. Massive flames. A dark shape emerges- The BAT SYMBOL. Growing. Filling the screen with BLACKNESS.

CUT TO:

DAYLIGHT. Moving over the towers of downtown Gotham... Closing in on an office building...On a large window... Which SHATTERS to reveal-

INT. OFFICE, HIGH RISE -- DAY

A man in a CLOWN MASK holding a SMOKING CABLE LAUNCHER. This is DOPEY. He loads a CABLE SPIKE, aims at a lower roof across the street and FIRES the cable. He turns to a second man, HAPPY, also in a CLOWN MASK, who steps forward with a KIT BAG. Dopey secures the line to an I-Beam line- CLAMP on-sends the kit bag out then steps OUT the window...

EXT. HIGH RISE -- DAY

...into space. The men SLIDE across the DIZZYING DROP... landing on the lower roof across the street.

EXT. DOWNTOWN GOTHAM -- DAY

A MAN on the corner, back to us, leans into a wall, a CLOWN MASK dangling from his hand. An SUV pulls up. The man puts on his mask and gets in. Inside the car- three other men wearing CLOWN MASKS.

GRUMPY

Four of a kind. Let's do this.

One of the Clowns looks up from loading his automatic weapon.

PETE

That's it? Four guys?

GRUMPY

And two guys on the roof. Every guy gets his share. Six shares of 60 million is plenty.

CHUCKLES

Seven shares. Don't forget the guy who planned the job.

GRUMPY

He thinks he can sit this out and still get paid? I know why they call him the Joker.

Bozo cocks his weapon. Grumpy pulls the car over in front of the GOTHAM FIRST NATIONAL BANK.

EXT. ROOFTOP, BANK -- CONTINUOUS

Dopey PRIES open an access panel-

DOPEY

I hear he wears make-up. To scare people. You know, like warpaint. What do y--

HAPPY

Will you shut up? We're here for a job.

Dopey goes quiet and pulls out thick bundles of blue CAT 5 cables.

EXT. BANK -- CONTINUOUS

Grumpy, Chuckles, Bozo, and Pete get out of the car and march into the bank carrying SUB-MACHINE GUNS-

INT. BANK -- DAY

The Security Guard looks up- Grumpy fires into the ceiling. Customers scream. Chuckles CRACKS the guard over the head. The Clowns herd the hostages together.

EXT. ROOFTOP -- DAY

Dopey watches the alarm PING his hand-held.

DOPEY

Here comes the silent alarm.
(touches a button)
And there it goes. That's funny. It didn't dial out to 911- it was trying to reach a private number.

Behind him, Happy RAISES his silenced HANDGUN.

HAPPY
Is it a problem?

DOPEY
No, no. I'm done here.

Happy SHOOTS. Dopey SLUMPS. He shoots TWICE more. Happy picks up his bag and FORCES OPEN the roof access door...

INT. STAIRWELL, BANK -- DAY

...and speeds down the stairs, to the basement. He SLAMS open the door...

INT. VAULT ROOM, BANK -- DAY

...and comes face to face with a huge VAULT.

INT. LOBBY, BANK -- DAY

Bozo and Pete move down the line of hostages- Bozo hands each Hostage OBJECTS from a bag. GRENADES. Pete follows, PULLING THE PINS.

GRUMPY
Obviously, we don't want you doing anything with your hands other than holding on for dear life.

BLAM. Chuckles is BLOWN OFF HIS FEET- Grumpy, Bozo, and Pete DIVE for cover- the Bank Manager steps out of his office, SHOTGUN in hand. Hostages SCRAMBLE, CLINGING their grenades...

INT. VAULT ROOM, BANK -- DAY

Happy CLAMPS a DRILL to the vault- the bit SPINS- SLIDES into the metal door- a BOLT of ELECTRICITY RIPS THROUGH THE DRILL, THROWING HAPPY TO THE FLOOR-

INT. LOBBY, BANK -- DAY

The Clowns cower as the Bank Manager FIRES again.

BANK MANAGER
Hey! Do you have any idea who you're stealing from?! You and your friends are dead!

Bozo and Pete are huddled together behind a counter- Grumpy peeks at them from behind a counter further down.

PETE

He's got three left, right?

Bozo raises TWO fingers. The Bank Manager FIRES. FIRES again. Pete looks at Bozo, who nods. Pete JUMPS OUT.

The Bank Manager FIRES- Pete FALLS with a face full of BUCKSHOT. The Bank Manager moves in for the kill, FUMBLING for new shells. Bozo STANDS- SHOTS him.

GRUMPY

(standing over Pete)

Where'd you learn to count?

Bozo's mask stares him down. Grumpy heads for the stairs in the back. Bozo picks up the Bank Manager's shotgun and starts loading fresh shells into it.

BANK MANAGER

(still alive, barely)

Bastards...

Bozo looks down at him. Says nothing.

INT. VAULT ROOM, BANK -- DAY

Happy at the vault door, barefoot, turning the tumblers with hands stuffed into his SNEAKERS. Grumpy walks in.

HAPPY

They wired this thing up with, like, 5,000 volts. What kind of bank does that?

GRUMPY

A mob bank. Guess the Joker's as crazy as they say.

Happy shrugs. Grips the WHEEL BOLT and SPINS IT.

GRUMPY (CONT'D)

Where's the alarm guy?

HAPPY

Boss told me when the guy was done I should take him out. One less share, right?

GRUMPY
 (bemused)
 No shit...

Happy FREEZES. The WHEEL SPINS to a STOP- the vault DOOR
 CLUNKS OPEN-

HAPPY
 No! No, wait!

Outside the vault room, the GUNSHOT ECHOES down the hallway.
 Grumpy steps into the vault...

INT. VAULT, BANK -- DAY

...which is fitted with six tables, each covered under a
 MOUNTAIN OF CASH.

INT. LOBBY, BANK -- DAY

Grumpy walks into the lobby, straining under several DUFFELS
 filled with cash. He DUMPS them. Looks at Bozo. LAUGHS.

GRUMPY
 C'mon, there's a lot to carry...

INT. LOBBY, BANK -- DAY

Bozo walks back into the lobby with TWO more DUFFELS. Sets
 them down on an ENORMOUS PILE. Grumpy looks at it.

GRUMPY
 That's a lot of money. If this
 Joker guy was so smart, he woulda
 had us bring a bigger car.

Bozo HEARS Grumpy cock his gun, and spins around, WEAPON
 RAISED. They stand in an AWKWARD SILENCE, guns POINTED at
 each other.

GRUMPY (CONT'D)
 I'm betting the Joker told you to
 kill me soon as we loaded the cash.

BOZO
 (checks his watch)
 No, no. I kill the bus driver.

Bozo takes two steps FORWARD, and Grumpy takes two steps
 BACK. Bozo steps left, and Grumpy stands still, EYEING him.

GRUMPY
Bus driver? What bus-

Bozo steps sideways. SMASH. Hostages SCREAM as the TAIL END OF A YELLOW SCHOOL BUS ROCKETES through the front of the bank. From inside the bus and low to its floor, we see Grumpy's head SLAM INTO THE REAR DOOR then disappear down.

Another clown OPENS the rear door of the bus and jumps down.

PINKY
Schools out, time to go.
(sees Grumpy under the bus)
That guy's not getting up, is he?

Bozo starts THROWING him the duffel bags of cash.

PINKY (CONT'D)
That's a lot of money.

Bozo walks toward the LAST TWO bags.

PINKY (CONT'D)
What happened to the rest of the
guys?

Bozo BLINDLY SHOOTS behind him, hitting Pinky. The wounded Bank Manager watches him. In the distance: SIRENS.

BANK MANAGER
Think you're smart, huh? Well, the
guy who hired you'll just do the
same to you...Oh, guys in this town
used to believe in things...

Bozo turns back to the Bank Manager. Stands OVER him, pistol DRAWN.

BANK MANAGER (CONT'D)
Honour. Respect. Look at you! What
do you believe in, huh? What do you
bel-

Bozo shoots the Bank Manager in BOTH hands. Then crouches over him and slides a GRENADE into the man's mouth. A PURPLE THREAD is knotted around the pin.

BOZO
I believe...

Bozo PULLS off his MASK. The Bank Manager's eyes go WIDE. A mocking face with a SCARRED MOUTH and CLOWN MAKEUP smiles down on him.

THE JOKER (CONT'D)
 ...in a hell of a lot of *nothing*.

The Joker rises, strolls towards the bus, the purple thread attached to the grenade pin UNRAVELLING FROM THE PURPLE LINING of his jacket as he walks. The Joker climbs into the bus, SHUTS the rear door, TRAPPING THE PURPLE THREAD...

As the bus pulls out, the purple thread PULLS THE PIN-hostages scream and scurry away from the Bank Manager, who sweats profusely as, with a FIZZ, the grenade does not explode, but SPEWS GREY SMOKE.

EXT. BANK -- DAY

The School Bus pulls free of the Bank wall and pulls out onto the street, SLIDING INTO THE LINE OF IDENTICAL BUSES HEADING PAST THE BANK. The buses trundle past COP CARS racing up the street...and we-

CUT TO:

EXT. MOVING OVER GOTHAM -- NIGHT

From the top of a brick building a SHAFT OF LIGHT comes on.

EXT. VARIOUS LOCATIONS -- CONTINUOUS

A PATROLMAN looks up at the BAT-SIGNAL. Smiles. A DEALER standing beside a car spots the signal. Steps back.

DEALER

No, man. I don't like it tonight.

BUYER

What're you, superstitious? This is \$20 worth of pot here! He doesn't care!

INT. MAJOR CRIMES UNIT, GOTHAM CENTRAL -- NIGHT

DETECTIVE RAMIREZ, female, rookie detective, 30's, makes coffee, watching a news show on the television.

ON SCREEN: *The host, MIKE ENGEL, lays into the MAYOR.*

ENGEL

Mr. Mayor, you were elected on a campaign to clean up the city... when are you going to start?

MAYOR

Well, Mike-

ENGEL

Like this so-called Batman- a lot of people say he's doing some good, that criminals are running scared...but I say NO. What kind of hero needs to wear a mask? You don't let vigilantes run around breaking the law...where does it end? Yet, we hear rumours that instead of trying to arrest him the cops are using him to do their dirty work.

MAYOR

I'm told our men in the Major Crimes Unit are close to an arrest.

RAMIREZ

Hey, Wuertz- the Mayor says you're closing in on the Batman.

WUERTZ looks up, listless. Crumples up a paper.

WUERTZ

The investigation is ongoing.

He throws the paper at the trash. It rebounds off a board headed 'BATMAN: SUSPECTS.' Lined with pictures: Abraham Lincoln. Elvis. The Abominable Snowman. Bat-Boy.

EXT. ROOFTOP, MAJOR CRIMES UNIT -- NIGHT

Ramirez comes out onto the roof. LIEUTENANT GORDON sits by the SEARCHLIGHT. She hands Gordon a cup of coffee.

RAMIREZ

Ever intending to see your wife again, Lieutenant?

GORDON

I thought you had to go look after your mother, detective.

RAMIREZ

They checked her back into the hospital.

GORDON
I'm sorry.

RAMIREZ
(making light)
At least there she's got someone
round the clock. Unlike your wife-
(looks at Bat-Signal)
He still hasn't shown?

Gordon gets up. Looks into the sky at the bat-signal.

GORDON
He often doesn't. But I like
reminding everybody that he's out
there.

RAMIREZ
Why wouldn't he come?

GORDON
Hopefully...because he's busy.

EXT. PARKING GARAGE -- NIGHT

Two black SUVs pull onto the top floor. A large man emerges-
the CHECHEN. A BODYGUARD points at the sky. The Chechen
peers up at the BAT-SIGNAL. Shrugs.

CHECHEN'S (IN RUSSIAN)
That's why we bring the dogs.

BODYGUARD 2 opens the back door- three enormous ROTWEILERS
emerge, GROWLING. The Chechen crouches, KISSING the dogs.

CHECHEN (IN RUSSIAN) (CONT'D)
My little princes... The Batman's
invisible to you fucks, but my
little princes... They can find
human meat in complete darkness.

The Chechen moves to the second SUV, reaches in and DRAGS
out a skinny, wild-eyed SUBURBAN KID by his hair.

KID
(babbling)
No! No get 'em off me! Off me!

The Chechen drags the Kid toward a battered white van. The
van's REAR DOORS OPEN... two armed THUGS emerge, carrying
ASSAULT RIFLES... a third hovers in the dark interior.

CHECHEN (ACCENTED ENGLISHMEN)
 Look! Look what your drugs did to
 my customers!

VOICE (O.S.)
 Buyer beware...

The figure emerges: SCARECROW. Wearing his mask.

SCARECROW
 I told you my compound would take
 you places. I never said they were
 places you'd want to go.

CHECHEN
 My business is repeat customers.

SCARECROW
 If you don't like what I have to
 offer, you can buy from someone
 else. Assuming that Batman left
 anyone else to buy from.

The Chechen frowns. THE DOGS START BARKING.

CHECHEN
 Come on, you sonofabitch- my dogs
 are hungry!

In the darkness, a shadow straightens, revealing POINTED
 BAT-EARS against the glittering skyline.

CHECHEN (CONT'D)
 Pity there is only one of you!

A BURLY THUG at the periphery DISAPPEARS with a scream, and
 a SECOND BAT-SHADOW appears. The Chechen looks taken aback.
 Three more BAT-SHADOWS appear...

BOOM! The window of the SUV next to the CHECHEN shatters.
 The first Bat-Shadow steps into the light carrying a
 SHOTGUN.

SCARECROW
 That's not him!

CHAOS as men scatter and the rooftop erupts in GUNFIRE. The
 Chechen TURNS as he hears one of his men SCREAM.

CHECHEN (IN RUSSIAN)
 Loose the dogs!

A Bodyguard releases the DOGS- they RACE, SALIVATING into the darkness... towards a Bat-Shadow- the first dog LEAPS, gets its JAWS around the Bat-Shadow's throat...

Scarecrow ducks behind the van- holes PUNCHED into the side by gun shots right behind him. He moves for the driver's seat. The muzzle of a pistol is pressed into the small of his back- a Bat-Shadow is behind him- Scarecrow SPRAYS him with FEAR TOXIN- the Bat-Shadow collapses to the ground, SCREAMING.

A HUGE BLACK SHAPE SLAMS down onto a row of parked cars. THE TUMBLER.

SCARECROW
That's more like it!

The Chechen's men BLAST away at the front of the car: the bullets SPARK off its monstrous surface harmlessly...

INT. TUMBLER -- CONTINUOUS

The cockpit is EMPTY. One of the screens reads "LOITER". The shooting STOPS. The screen switches to "INTIMIDATE".

EXT. PARKING GARAGE -- CONTINUOUS

The men STARE at the Tumbler for a quiet moment... BOOM! The Tumbler's CANNON blasts cars all around the men-

A Bat-Shadow lines up his shotgun on a running bodyguard- CLUNK- a BLACK GAUNTLET grasps the barrel and BENDS it upwards with a HOWL of tortured steel- the Bat-Shadow looks into the face of the Batman. The REAL BATMAN.

The Bat-Shadow STUMBLES BACKWARDS in terror, leaving the bent shotgun in Batman's hand. Batman OPENS his hand, revealing a PNEUMATIC MANGLE hidden in this palm-

Batman bears down on the dogs mauling another Bat-Shadow- DRAWS his GRAPPLING GUN and SHOOTS the grapple onto the fake Batman's leg and RIPS him from the dogs, one dog HANGING ON as Batman pulls the unconscious man away...The Chechen gets into his SUV, backs-up, and speeds down the ramp toward the EXIT.

As Batman KICKS the the dog off the fake Batman, another dog LOCKS ITS JAWS around Batman's forearm, RIPPING, TEARING- Batman reaches for his utility belt and pulls out a small DEVICE- he digs it into the dog, ZAPPING it with a quick ELECTRIC BOLT- its jaws OPEN...

Batman rises, an engine RACES behind him- he can't run in time- BLAM- he's SLAMMED sideways by the speeding van.

INT. VAN -- CONTINUOUS

Scarecrow, driving, NODS at him and hits the gas... Batman raises his hand, revealing his jointed mangle and pistons. The mangle STRAIGHTENS and ROTATES from his palm to the knifed edge of his opened hand...

Batman CHOPS straight through the windshield- pulls his hand out and CHOPS again- the mangle gets STUCK- Scarecrow steers towards a column...

EXT. PARKING GARAGE -- CONTINUOUS

Batman can't free himself- he turns a dial on his forearm piston- EXPLOSIVE BOLTS blow, freeing his gauntlet from the mangle- he ROLLS free of the van as it SCRAPES the column and barrels down the circular exit ramp.

Batman rises. A phony Batman lying on the ground watches as Batman climbs up to the edge of the ten-story corkscrew ramp and stands, waiting for something.

After a moment he JUMPS...and falls...ten stories... He's about to hit the exit ramp- the van appears- his cape POPS OPEN- he SLAMS into the roof, CRUSHING the cab. The van CAREENS wildly into the wall, Batman still cradled in the SUNKEN roof.

EXT. ROOFTOP, PARKING GARAGE -- MOMENTS LATER

The Chechen's men are lined up against the wall, bound with zip-ties. So are the fake Batmen. Batman DUMPS Scarecrow next to the three "Batmen", RIPS his mask off.

BATMAN

Don't let me find you out here again.

"BATMAN"

We're trying to help you!

BATMAN

I don't need help.

SCARECROW

Not my diagnosis.

Batman silences Scarecrow with his boot. Turns towards the Tumbler.

"BATMAN"

You need us! There's only one of
you- you can't fight this alone!

Batman gets into the Tumbler.

"BATMAN" (CONT'D)

What gives you the right?! What's
the difference between you and me?!

As the Canopy hisses shut-

BATMAN

I'm not wearing hockey pads.

The "Batman" looks down at his makeshift costume as the Tumbler ROARS past.

EXT. BANK -- NIGHT

LIEUTENANT GORDON ducks the barrage of SHOUTED QUESTIONS from the press and picks his way into the lobby of the bank.

INT. LOBBY, BANK -- NIGHT

FORENSIC SPECIALISTS work the room. Ramirez hands Gordon PRINTS- indicates the surveillance cameras.

RAMIREZ

He can't resist showing us his
face.

Gordon looks the the grainy blow-up of THE JOKER'S FACE: sweating clown makeup plastered thick around the mouth.

GORDON

I've got to admit...that's kind of
creepy.

Gordon walks past a FORENSIC PHOTOGRAPHER shooting Grumpy's MANGLED body. The clown mask catches his eye.

INT. VAULT ROOM, BANK -- NIGHT

Gordon picks up the ONLY bundle of bills left in the vault. He turns to Ramirez- Batman stands still behind her, waiting. Gordon nods at Ramirez.

RAMIREZ

Give us a minute, please, people.

Ramirez and any loitering cops leave. Gordon holds up the Joker's picture for Batman to see.

BATMAN

Him again. Who are the others?

GORDON

Another bunch of small timers.

Batman pulls a SCANNER from his belt- Gordon tosses him the bundle of cash. The scanner PINGS.

BATMAN

Some of the marked bills.

GORDON

We've been circulating them for weeks now. With five banks to show for it- I'd say we've found the bulk of their dirty cash.

BATMAN

Time to move in.

GORDON

We'd have to hit all the banks simultaneously. SWAT teams, backup. And what about this guy?

Gordon waves the photo.

BATMAN

One man or the entire mob? He can wait.

GORDON

Alright. I should warn you, though- when the new D.A. hears about this, he'll want in.

BATMAN

Do you trust him?

GORDON
It'll be hard to keep him out.

Gordon bags the cash.

GORDON (CONT'D)
I hear he's as stubborn as you.

But Batman is already gone.

INT. WAYNE PENTHOUSE -- MORNING

Alfred walks past soaring downtown views as he carries a breakfast tray through the vast, empty penthouse. He stops, looking at a still-made bed. Alfred sighs, turns.

EXT. RAIL YARDS -- MORNING

Alfred gets out of the Rolls carrying a thermos. He walks towards a RAILWAY BRIDGE, stops at a FREIGHT CONTAINER sitting, lopsided, on blocks. Alfred unlocks the RUSTY PADLOCK AND CHAIN. Steps inside.

INT. FREIGHT CONTAINER -- CONTINUOUS

Alfred FUMBLES in the dark- bangs his elbow- A HISS as the FLOOR LOWERS... Alfred sinks down into...

INT. BAT-BUNKER -- CONTINUOUS

The container floor lowers on a giant PISTON. Alfred steps off into a large, LOW-CEILINGED CONCRETE CHAMBER. The Tumbler sits in the middle. Machines- 3d printers, power tools- do the high-tech space. At one end, Wayne sits at a bank of monitors watching CCTV footage of the bank robbery.

ALFRED
One day I will learn, it's a complete waste of time to cook you a nice breakfast. But by that time, perhaps you'll be spending your nights in bed.

Alfred places a cup of coffee in front of Wayne, who is STITCHING up a cut on his arm.

ALFRED (CONT'D)
(takes needle)
When you stitch yourself up you make a bloody mess.

WAYNE

Yeah, but it makes me learn from my mistakes.

ALFRED

You ought to be pretty knowledgeable by now, then.

WAYNE

My armour... I'm carrying too much weight- I need to be faster.

ALFRED

I'm sure Mr. Fox can oblige. Did you get mauled by a tiger?

WAYNE

It was a dog.

ALFRED

Eh?

WAYNE

It was a *big* dog. There were more copycats last night, Alfred. With guns.

ALFRED

Why don't you hire them and take the weekend off?

WAYNE

That wasn't exactly what I had in mind when I said I wanted to inspire people.

ALFRED

I know. But things are improving. Look at the new District Attorney...

Wayne indicates a monitor: a handsome MAN in a suit.

WAYNE

I am. Closely. I need to know if he can be trusted.

Alfred looks at the other images- the D.A. at a meeting. Campaigning. Helping someone out of a cab: RACHEL.

ALFRED

Are you interested in his character...or his social circle?

WAYNE

Who Rachel spends her time with is her business.

ALFRED

Well, I trust you don't have *me* followed on my day off.

WAYNE

If you ever took one, I might.

Wayne stands up to put on his shirt, his BACK to Alfred. It's a map of criss-crossing SCARS.

ALFRED

Know your limits, Master Wayne.

WAYNE

Batman has no limits.

ALFRED

Well, you do, sir.

WAYNE

Well, can't afford to know them.

ALFRED

And what's going to happen on the day that you find out?

WAYNE

We all know how much you like to say 'I told you so'.

ALFRED

On *that* day, Master Wayne, even I won't want to. Probably.

INT. COURTROOM, SUPERIOR COURT -- DAY

Assistant D.A. RACHEL DAWES rocks in her chair, mimicking this case's defendant- SAL MARONI. He sits across the aisle, smiling SMUGLY at Rachel. The proceedings are tied up, everybody waiting for...

HARVEY DENT, as he bursts into the courtroom. Rachel looks up, ANNOYED.

DENT

Sorry I'm late folks.

Rachel leans into Dent, speaking under her breath.

RACHEL
Where were you?

DENT
Worried you'd have to step up?

RACHEL
Harvey, I know these briefs
backwards.

Dent pulls a large silver dollar out of his pocket. Grins.

DENT
Well then, fair's fair. Heads, I'll
take it. Tails, he's all yours.

RACHEL
Oh yeah? You want to flip a coin to
see who leads?

DENT
It's my father's lucky coin. As I
recall, it got me my first date
with you.

RACHEL
I wouldn't leave something like
that up to chance.

DENT
I don't. I make my own luck.

Dent FLIPS. Shows it to Rachel- heads. He looks at Maroni.

MARONI
I thought the D.A. just played golf
with the Mayor, things like that.

DENT
Yeah, tee-off's 1:30. More than
enough time to put you away for
life.

INT. COURTROOM, SUPERIOR COURT -- DAY

Dent works the room, as the witness, ROSSI, takes a SIP of
water.

DENT
With Carmine Falcone in Arkham,
someone must've stepped up to run
the so-called family.

(Rossi nods)
Is this man in this courtroom
today?

(Rossi nods again)
Could you identify him for us,
please?

Dent turns to Maroni, who is poker-faced. Dent smiles.

ROSSI
Ah, geeze. You win, counsellor. It
was *me*.

Dent's smile disappears. He turns back to Rossi.

DENT
I have a sworn statement from you
that *this* man, Salvatore Maroni, is
the new head of the Falcone crime
family.

ROSSI
Him? He's the fall guy! I'm the
friggin' mastermind here.

LAUGHS from the gallery. Dent turns to the JUDGE.

DENT
Permission to treat the witness as
hostile?

ROSSI
I'll show you *hostile*.

Rossi JUMPS UP, points a GUN at Dent's face. He PULLS the TRIGGER- the gun JAMS. Dent steps forward, grabs the GUN- DECKS Rossi with a RIGHT CROSS- unloads the GUN and sets it down in front of Maroni. He leans in...

DENT
(quiet)
Ceramic 28 calibre. Made in China.
If you want to kill me, Mr. Maroni,
I recommend you buy *American*.

Everyone STARES, open-mouthed, as Dent shakes off the adrenaline rush. The Bailiffs are wrestling Rossi from the box-

DENT (CONT'D)
Wait, your honour, I'm not done
with him...

INT. LOBBY, DENT'S OFFICE, D.A.'S -- DAY

Rachel, excited, leads Dent through the lobby.

RACHEL

We'll never link the gun to Maroni, so we won't be able to charge him, but the fact that they're trying to kill you means we're getting to them.

DENT

I'm glad you're so pleased, Rachel. I'm fine, by the way.

Rachel turns to Dent. Smooths his lapels.

RACHEL

Come on, Harvey. You're Gotham's D.A.- if you're not getting shot at, you're not doing your job right.

(smiles)

But you know, if you said you were rattled, we could take the rest of the day off...

DENT

Can't. I dragged the head of the Major Crimes Unit down here.

RACHEL

Oh, Jim Gordon? He's a friend, actually- try to be nice.

INT. DENT'S OFFICE -- DAY

Gordon stands as Dent enters the reception area and follows him into the office.

GORDON

I hear you've got a hell of a right cross. It's a shame Sal's going to walk.

DENT

Yeah well, good thing about the mob is they keep giving you second chances.

Dent picks up the bundle of bills from the heist.

DENT

Lightly irradiated bills. Fancy stuff for a city cop. Have help?

GORDON

We liaise with various agencies-

DENT

Save it, Gordon. I want to meet him.

GORDON

Official policy is to arrest the vigilante known as Batman on sight.

DENT

Huh huh. And what about that flood light on top of M.C.U.?

GORDON

If you've got problems with malfunctioning equipment, then I suggest you take them up with maintenance, counsellor.

Dent tosses the bills back onto his desk. Annoyed. He pauses to COLLECT himself.

DENT

I've put every known money launderer in Gotham behind bars, but the mob is still getting its money out. I think you and your "friend" have found the last game in town and you're trying to hit them where it hurts. It's bold. Are you going to count me in?

GORDON

In this town, the fewer people know something, the safer the operation.

DENT

Gordon, I don't like that you've got your own special unit, and I don't like that it's full of cops I investigated at Internal Affairs.

GORDON

If I didn't work with cops you'd *investigated* while you were making your name at I.A.- I'd be working alone. I don't get political points

(MORE)

GORDON (cont'd)
for being an idealist- I have to do
the best I can with what I have.

Dent looks at Gordon. Considering how to proceed.

DENT
You want me to back warrants for
search and seizure on five banks
without telling me what we're
after?

GORDON
I can give you the names of the
banks.

DENT
Well, that's a start. I'll get you
your warrants. But I want your
trust. How else are we going to get
things done?

GORDON
You don't have to sell me, Dent. We
all know you're Gotham's new White
Knight.

DENT
(grins)
I hear they've got a different name
for me down at M.C.U.

Gordon smiles uncomfortably.

GORDON
I wouldn't know anything about
that.

INT. BOARDROOM, WAYNE ENTERPRISES -- DAY

LUCIUS FOX, CEO of Wayne Enterprises, and the board listen
to LAU, 40s, CEO of L.S.I. Holdings.

LAU
In China, Lau Security Investments
stands for dynamic new growth. A
joint Chinese venture with Wayne
Enterprises will be a powerhouse.

FOX
Well, Mr. Lau, I speak for the rest
of the board, and Mr. Wayne, in
expressing our own excitement...

The Chinese look further down the table to: Wayne, ASLEEP.

INT. HALLWAY, WAYNE ENTERPRISES -- DAY

Fox shows Lau to the elevator. He's joined by REESE, 30s, an ambitious M and A consultant lawyer.

LAU

It's OK, Mr. Fox. Everyone knows who runs Wayne Enterprises.

FOX

We'll be in touch as soon as our people have wrapped up the loose ends.

The elevator doors close. Reese frowns.

REESE

Sir, I know that Mr. Wayne's curious about how his trust fund gets replenished, but frankly... this is embarrassing.

Fox heads back to the boardroom and turns to face Reese at the doors. Behind him, Wayne is WIDE AWAKE and standing by the windows.

FOX

You worry about the diligence, Mr. Reese. I'll worry about Bruce Wayne.

Fox closes the doors on Reese.

INT. BOARDROOM, WAYNE ENTERPRISES -- CONTINUOUS

FOX

Another long night?

(Wayne smiles)

This joint venture was your idea, and the consultants love it. But I'm not convinced. Lau's company has grown by 8 percent annually, like clockwork. He must be keeping some of his revenue stream off the books.

WAYNE

OK. Cancel the deal.

FOX
You already knew.

WAYNE
I just needed a closer look at
their books.

FOX
(with a wry smile)
Anything else you can trouble me
for?

WAYNE
I need a new suit.

FOX
(looks him over)
Three buttons *is* a little nineties,
Mr. Wayne.

WAYNE
I'm not talking about fashion, so
much as function.

Wayne pulls out some rough diagrams and sketches. Fox looks
them over.

FOX
You want to be able to turn your
head?

WAYNE
It would make things easier. Like
backing out of the driveway.

FOX
I'll see what I can do.

INT. RESTAURANT -- NIGHT

Rachel and Dent at a table. Dent looks a little intimidated
by the surroundings.

DENT
It took about three weeks to get a
reservation *and* I had to tell them
I worked for the government.

RACHEL
Really?

DENT
 (jabs thumb into his chest)
This city health inspector's not
 afraid to pull strings.

Rachel smiles. Then it fades. Over Dent's shoulder, she sees Wayne enter, accompanied by a beautiful woman.

DENT (CONT'D)
 What?

WAYNE
 Rachel! Fancy that.

RACHEL
 Yeah, Bruce. Fancy that.

WAYNE
 Rachel, Natascha. Natascha, Rachel.

RACHEL
 Natascha, are you the prima...?

WAYNE
 Prima ballerina for the Moscow
 Ballet.

RACHEL
 Wow! Harvey's taking me next week.

WAYNE
 Really?
 (to Harvey)
 So, you're into ballet?

RACHEL
 No. He knows *I am*. Bruce, this is
 Harvey Dent.

DENT
 The famous Bruce Wayne. Rachel's
 told me everything about you.

WAYNE
 Ha! I certainly hope not. So, let's
 put a couple of tables together.

DENT
 I'm not sure if they'll let us-

WAYNE
 They should! I own the place.

RACHEL
For about three weeks?

WAYNE
How'd you know?

INT. SAME -- LATER

They finish up dinner.

NATASCHA
No, come on- *how* could you want to
raise children in a city like this?

WAYNE
I was raised here. I turned out OK.

DENT
Is Wayne Manor *in* the city limits?

Rachel gives Dent a withering look.

WAYNE
The Palisades? Sure. You know, as
our new D.A. you *might* want to
figure out where your jurisdiction
ends.

NATASCHA
I'm talking about the kind of city
that idolizes a masked vigilante...

DENT
I wouldn't say we idolize him. We
just can't help but respect a man
with such conviction.

NATASCHA
Then why isn't he like you- an
elected official? You're a man
with conviction, but you don't
think you're above the law.

WAYNE
Exactly. Who appointed the Batman?

DENT
I'd say we did. We let the mobs
take over Gotham. We just stood
aside and gave guys like Carmine
Falcone and Sal Maroni the keys to
the kingdom. Our inaction created
Batman.

Wayne watches Dent. Sees his passion.

NATASCHA

But this is a *democracy*, Harvey.
How do you know Batman is fighting
for the rights of every citizen?

DENT

When their enemies were at the
gate, the Romans would suspend
democracy and appoint one man to
protect the city. It wasn't
considered an honour. It was a
public service.

RACHEL

Harvey, the last man that was
appointed to protect the Republic
was named Caesar, and he never gave
up his power! But he got rid of the
hordes at the gate, right?

(smirking)

Are you then saying the ends
justifies the means?

DENT

Now...

(laughs)

As an elected public official, no.
The law is there for a reason. If
you bend it and skirt around it
long enough... You either die a
hero or live long enough to see
yourself become the villain. But I
don't think Batman will be around
that long. He couldn't possibly
want to spend the rest of his life
doing this. He's probably just
holding down the fort, until
someone comes along to finish the
job.

NATASCHA

Someone like you, Mr. Dent?

DENT

Maybe. If I'm up to it.

Natascha reaches up and covers the top half of Dent's face.

NATASCHA

What if Harvey Dent *is* the Caped
Crusader?

DENT

If *I* were sneaking out every night and getting shot at by gangsters, someone would've noticed by now.

Dent takes Rachel's hand. Rachel glances at Wayne. Awkward.

WAYNE

Well, I'm sold, Dent. I'm gonna throw you a fundraiser.

DENT

That's nice of you, Bruce, but I'm not up for reelection for three years.

WAYNE

No, you don't understand. One fundraiser with *my* pals, you'll never need another cent.

INT. KITCHEN, HOTEL -- DAY

The Chechen walks through a METAL DETECTOR manned by two armed CHINESE. A lean, African-American man, 40s, is being wanded. This is GAMBOL. He nods at the Chechen, wary.

All of Gotham's most notorious GANGSTERS sit at a long table. A door opens, and two BURLY CHINESE enter, carrying a TV. They set it down on the end of the table.

CRIME BOSS

What the hell is this?

The screen flickers to life: Lau.

LAU (ON T.V.)

As you're all aware, one of our deposits was stolen. A relatively small amount: 68 million.

CHECHEN

Who's stupid enough to steal from us?

MARONI

A two-bit whack-job. Wears a cheap purple suit and makeup. He's not the problem- he's a nobody. The problem is, our money being tracked by the cops.

LAU

Thanks to Mr. Maroni's well-placed sources we know that police have indeed identified our banks using marked bills and are planning to seize your funds today-

EXT. VARIOUS DOWNTOWN BANKS -- CONTINUOUS

Gordon sits in a SWAT van outside a bank. Stephens is outside another. Ramirez a third...

SWAT teams CHECK WEAPONS and prepare to move...

LAU

With the investigation ongoing, none of you can risk hanging on to your own proceeds. And since the enthusiastic new D.A. has put all my competitors out of business, I'm your only option.

MARONI

So what are you proposing?

LAU

Moving all deposits to one secure location. Not a bank.

GAMBOL

Where then?

LAU

No one can know but me. If the police were to gain leverage over one of you, everyone's money would be at stake.

CHECHEN

What stops them getting to you?

LAU

I go to Hong Kong. Far from Dent's jurisdiction. And the Chinese will not extradite one of their own.

MARONI

How soon can you move the money?

EXT. VARIOUS DOWNTOWN BANKS -- CONTINUOUS

Gordon hurries up the steps to a bank. SWAT teams rush the various banks.

*LAU (O.S.)
I already have...*

EXT. UNDERPASS, GOTHAM -- CONTINUOUS

A CHINESE MAN finishes loading a TRACTOR TRAILER with bags of cash.

INT. BANK VAULT -- CONTINUOUS

Gordon stands in an almost empty vault. Furious.

*LAU (O.S.)
For obvious reasons, I couldn't
wait for your permission...*

INT. PASSENGER COMPARTMENT, PLANE -- CONTINUOUS

The shot of Lau on the TV widens...

*LAU (CONT'D)
Rest assured, your money is safe.*

He is already on his private jet.

INT. KITCHEN, HOTEL -- CONTINUOUS

From the behind the stoves comes a monotone LAUGHTER. It grows and grows, until IT FILLS THE ROOM. All eyes turn:

The Joker. Sweaty clown makeup highlighting the AWFUL SCARS which widen his mouth in a PERMANENT, GHOULISH SMILE.

*THE JOKER
I thought my jokes were bad.*

Two CLOWNS with GUNS step out from the shadows and FLANK him. The room ERUPTS. The four CHINESE GUARDS rush in, weapons aimed.

*THE JOKER (CONT'D)
Whoa, whoa, whoa!*

The Joker pulls open his coat, revealing six GRENADES knitted into the lining- all of their pins attached to STRING leading to a ring around the Joker's THUMB. Everyone goes QUIET.

THE JOKER (CONT'D)
 Let's not *blow* this out of proportion. These pins pull, I'm hugging one of you. Don't make me. I just want to talk.

The Chinese don't LOWER their guns.

THE JOKER (CONT'D)
 (to nearest Chinese)
 Hey... hey! Fuck off, already.

The crime bosses settle down in their chairs, and Maroni SIGNALS the guards to relax.

THE JOKER (CONT'D)
 That's much better.
 (closes his coat)
 I'm sorry. I didn't want to start off badly. How about we lighten the mood? Do you boys like magic?

The Joker pulls out a freshly sharpened pencil and SLAMS it into the table, leaving it upright.

THE JOKER (CONT'D)
 I'll make this pencil disappear. But I need a volunteer.

The gangsters look at each other...

THE JOKER (CONT'D)
 Don't tell me you're too old for magic! How about you?

The Joker points to Gambol's bodyguard. Gambol nods to him. He stands up. The Joker SOFTLY grabs the man's shoulders and POSITIONS him.

THE JOKER (CONT'D)
 Just stand right there...

The Joker stands still, facing away from the guard. Seizing the opportunity, the BODYGUARD MOVES at the Joker- who SIDESTEPS- GRIPS his head- SLAMS it, FACE DOWN, onto the table...

The Bodyguard goes LIMP and slides off of the table. The PENCIL is gone. MAGIC.

GAMBOL
 (jumps up)
 Motherfucker!

The Clowns and Chinese AIM AT EACH OTHER again. The Joker's hand DARTS back into his coat.

THE JOKER
 Fellas!

The Joker gets everybody's attention.

THE JOKER (CONT'D)
 Can't we for once act like grown men?

CHECHEN
 Gambol, I want to hear his proposition.
 (to the Joker)
 Sit. But stop fucking with us!

The Joker nods his thanks. A clown places a chair at the HEAD OF THE TABLE. The Joker takes a seat.

THE JOKER
 Alright... it all comes down to this: a year ago these cops and lawyers wouldn't dare cross any of you. So what happened? Did your balls fall off? You see, a guy like me-

GAMBOL
 A freak.

THE JOKER
 A guy like me...
 (trying to ignore Gambol)
 Look, listen. I know why you choose to have your little group therapy sessions in broad daylight. I know why you're afraid to go out at night. The Batman. He's got you sissies wetting your beds. He's showing people you guys can be handled. Dent- he's just the beginning.
 (points at Lau)
 And as for the television's so-called plan- Batman has no jurisdiction. He'll find him and make him squeal. I know the squealers when I see them, and...

The Joker points out Lau as he TRAILS OFF. Lau's hand covers the screen and it goes DEAD.

CHECHEN

What do you propose?

THE JOKER

Well...this is funny. It's so simple... Are you ready for *this* revelation? Kill the Batman.

The Joker smiles proudly. The gangsters JEER. One clown is distracted by Gambol's DEAD bodyguard.

MARONI

If it's so simple, why haven't you done it already?

THE JOKER

Like my mother always said- if you're good at something, never do it for free.

CHECHEN

How much you want?

THE JOKER

Eh... half.

Laughter. The Joker shrugs.

GAMBOL

You're crazy.

THE JOKER

(glaring)

No... no, I'm not... Do you have what it *takes*? To kill the Batman? To play on his terms? To play the game *right*? If you don't deal with this now, soon Uncle Tom here...

(indicates Gambol)

...won't be able to get a nickel for his grandma.

GAMBOL

Enough from the clown!

Gambol gets up, MOVING at the Joker. This is old hat. The clowns SNAP to attention and Joker's thumb is in the RING. Gambol stops- stares at the Joker. Hard. The Joker confidently leans back in his chair, meeting Gambol's eyes.

THE JOKER

Do you suffer from short-term
memory loss?

GAMBOL

You think you can steal from us and
just walk away?

THE JOKER

Yeah... but this isn't stealing.

GAMBOL

I'm putting the word out- 5 hundred
grand for this clown dead. A
million alive, so I can teach him
some manners first.

THE JOKER

(pauses)

Alright, listen...

(to the rest)

You give me a call when you want to
take things a little more
seriously. Here's my card.

The Joker pulls out a JOKER PLAYING CARD, and sets it on the
table as he stand up. Slowly, he backs out of the room,
MOCKINGLY tugging at the THREADS to the grenade pins.

THE JOKER

(to Gambol)

You and me... we'll talk later.

GAMBOL

Count on it.

EXT. ROOFTOP, MAJOR CRIMES UNIT -- NIGHT

IN THE SKY: THE BAT SIGNAL.

Batman emerges from the shadows. The man next to the glowing
spotlight turns: DENT.

DENT

You're a hard man to reach.

Gordon BURSTS onto the rooftop, weapon drawn. Sees Dent.

DENT (CONT'D)

Lau's halfway to Hong Kong- if
you'd asked, I could have taken his
passport- I told you to keep me in
the loop.

GORDON

All that was left in the vaults were marked bills- they knew we were coming! As soon as your office got involved-

DENT

My office?! You're sitting down there with scum like Wuertz and Ramirez...

(off look)

Oh, yeah, Gordon- I almost had your rookie cold on a racketeering charge.

GORDON

Don't try to cloud the fact that clearly Maroni's got people in your office, Dent.

Dent turns to Batman.

DENT

We need Lau back, but the Chinese won't extradite a national under any circumstances.

BATMAN

If I get him to you, can you get him to talk?

DENT

I'll get him to sing.

There's a SILENCE among the three men.

GORDON

With what we're doing- going after the mob like this... Things *will* get ugly.

DENT

I knew the risks when I took this job, Lieutenant. Same as you.

(turns to Batman)

How will you get him back, anyway?

Batman is gone. Dent looks around, startled. Gordon smirks.

GORDON

He does that.

INT. FOX'S OFFICE, WAYNE ENTERPRISES -- DAY

Fox gets up from behind his desk as Wayne walks in.

FOX

Our Chinese friend left town before
I could tell him the deal is off.

WAYNE

I'm sure you've always wanted to go
to Hong Kong.

Fox opens the door to a private elevator.

INT. PRIVATE ELEVATOR -- CONTINUOUS

Fox turns a key.

FOX

What's wrong with a phone call?

WAYNE

I think Mr. Lau deserves a more
personal touch.

INT. APPLIED SCIENCES DIVISION -- CONTINUOUS

Fox leads Wayne off the elevator and into the vast space.

FOX

Now for high altitude jumps, you're
going to need oxygen and
stabilizers. Well, I must say-
compared to your usual requests,
jumping out of an airplane is
pretty straightforward.

Lucius stops at a cabinet, pulls open a drawer and hauls out
an oxygen tank and ribbed hosing.

WAYNE

And what about getting back into
the plane?

FOX

I can recommend a good travel
agent.

WAYNE

Without it landing.

FOX

Now that's more like it, Mr. Wayne.

He shuts the drawer. Moves off, thinking.

FOX (CONT'D)

The CIA had a program back in the '60s for getting their people out of hot spots called Sky Hook. We could look into that. OK. Now-

Fox opens a cabinet to reveal COMPONENTS OF A NEW BAT-SUIT. ARMOURED PLATING secured to mesh. Wayne lifts an arm.

FOX (CONT'D)

Hardened kevlar plates over titanium-dipped, tri-weave fibres for flexibility...

Wayne examines DOUBLE BLADE SCALLOPS on the gauntlet...

FOX (CONT'D)

You'll be lighter, faster, more agile...

Wayne flinches as the BLADES FIRE, SPINNING LIKE THROWING STARS, NARROWLY MISSING his ear, embedding themselves in a filing cabinet. Fox looks at him.

FOX (CONT'D)

If I had to explain that to the share holders... I would never forgive you.

WAYNE

Sorry.

Fox picks up the chest, demonstrating its flexibility.

FOX

Now, there is a trade-off. Separation of the plates makes you more vulnerable to knives and gunfire.

WAYNE

We wouldn't want to make things too easy, now would we?

(picks up suit)

How will it hold up against dogs?

Fox looks at him quizzically.

FOX

You talking rotweilers or
chihuahuas?

(Wayne smiles)

It should do fine against cats.

INT. BAT-BUNKER -- DAY

Alfred unfolds a diagram of a NAVY CARGO PLANE with a giant
"V" mounted on front.

ALFRED

I found one in Arizona. A very nice
man said he can have it up and
running in a week. And he takes
cash. What about a flight crew?
You're not expecting to fly it
yourself, are you?

WAYNE

South Korean smugglers. They run
flights into Pyongyang, below radar
the whole way. Did you think of an
alibi?

Alfred looks quite pleased with himself.

ALFRED

Oh, yes.

EXT. CONCERT HALL -- NIGHT

Rachel and Dent arrive to find the box office SHUTTERED. A
sign: 'PERFORMANCE CANCELLED.' A newspaper story is taped to
the glass. Over a picture of BRUCE WAYNE ON A YACHT:

LOVE BOAT- Billionaire absconds with entire Moscow ballet.

EXT. DECK, WAYNE'S YACHT, THE CARIBBEAN -- DAY

Alfred picks his way over twelve SUNBATHING BALLERINAS.
Wayne looks up, breaking conversation with Natascha. Alfred
points to a SEA-PLANE gently touching down across the bay.

ALFRED

I believe your plane is here.

WAYNE

You look tired, Alfred. Will you be
alright without me?

A Ballerina rolls over- waves the suntan lotion at Alfred.

ALFRED

If you can tell me the Russian for
'apply your own bloody suntan
lotion.'

Wayne tosses a large, waterproof kit bag into the water and
JUMPS in after it. Begins swimming over to the sea-plane.

INT. POOL HALL -- NIGHT

Gambol racks up. A bodyguard steps into the room.

BODYGUARD

Gambol...somebody here for you.

Gambol looks to the back- three rough customers are waiting.

BODYGUARD (CONT'D)

They say they've just killed the
Joker. They've come for the money.

GAMBOL

They got any proof?

BODYGUARD

The body.

The bodyguards FLOP a BODY wrapped in garbage bags onto the
table. The BOUNTY HUNTERS wait in the corner. Gambol pulls
back the bag on the head, revealing the Joker's bloodied
face. He checks the pulse. NOTHING. Turns to face the bounty
hunters.

GAMBOL

So. Dead, that's five hundred-

Behind Gambol, the Joker comes alive, and STABS the
bodyguards with BOWIE KNIVES to the GUT. Gambol spins to see
a crazy grin and POOL BALL coming for him. CRACK.

THE JOKER

(holding the ball)

How about alive?

The bounty hunters subdue the remaining bodyguards as Gambol
stumbles backwards, NOSE BLEEDING. The Joker HOPS down from
the table- aims- WINDS UP his arm- and drives the ball back
into Gambol's face. And AGAIN. Gambol COLLAPSES. The Joker
stands over him- stands on his arms.

THE JOKER (CONT'D)
 (mumbling to himself)
 You fucked with the wrong clown,
 buddy boy...

He JUGGLES with two POOL BALLS. Lets one fall- SMACKING Gambol. The Joker pulls out a switchblade and crouches down. Gets the blade in Gambol's mouth- SHARP METAL PULLING THE CHEEK TAUT.

THE JOKER (CONT'D)
 Stay with me now... You wanna know how I got these scars, don't you? My father was a drinker and a fiend- just a beautiful man. One night, he goes off crazier than usual- mommy gets the kitchen knife to defend herself. He doesn't like that. Not. One. Bit.

The Joker TUGS Gambol's cheek with the knife.

THE JOKER (CONT'D)
 So, me watching, he takes the-

Gambol STRUGGLES WEAKLY- The Joker drives the BALL into his face.

THE JOKER (CONT'D)
 ...the knife to her, laughing while he does it. He turns to me and he says 'Why so serious?' He comes at me with the knife- 'why so serious?' He sticks the knife in my mouth- 'Let's put a smile on that face'. And...

The Joker REMOVES the knife and grabs Gambol by the cheeks- forces him to look into his EYES. The Joker smiles warmly.

THE JOKER (CONT'D)
 Why so serious, Gambol?

The Joker CUTS DOWN into Gambol's THROAT. He stands up and stretches. Turns to the bodyguards.

THE JOKER (CONT'D)
 Now, our operation is small, but there's a lot of potential for *aggressive expansion*... so which of you fine gentlemen would like to join our team?

The Joker grabs a pool cue and SNAPS it in HALF.

THE JOKER (CONT'D)
 Unfortunately, you've all just shown me how useless you are. So I'll only need one of you- rotten apples spoiling the bunch and all that. This here's the try-out.

The Joker drops the TWO halves in the middle of the THREE men. He takes a seat on the pool table.

THE JOKER (CONT'D)
 Take as long as you need.

The men stare at each other. Then LUNGE for the jagged pool cues.

EXT. PENINSULA HOTEL, HONG KONG -- DAY

A HELICOPTER touches down on one of the hotel's twin helipads. Two L.S.I. VPs approach, heads ducked. Fox gets out- they shake hands, shouting over the engine-

VP
 Welcome to Hong Kong, Mr. Fox! Mr. Lau regrets he is unable to greet you in person today.

FOX
 I understand!

INT. LOBBY, L.S.I. HOLDINGS -- DAY

The VPs usher Fox towards security.

VP
 For security purposes, I'm going to have to ask you to check in your mobile.

FOX
 Of course.

Lucius hands his phone to a SECURITY GUARD, who puts the phone in a box underneath his station.

INT. L.S.I. HOLDINGS -- DAY

Fox and Lau eat lunch in a dining room overlooking the city.

LAU

I must apologize for leaving Gotham in the middle of our negotiations. This misunderstanding with the Gotham police force...I couldn't let such a thing threaten my company. A businessman of your stature will understand. And with you here now... we can continue.

FOX

Well, I do appreciate you bringing me out here in such style, Mr. Lau. But I've...

A CELL PHONE rings. Fox pulls out a second, identical, phone. Fox presses the off switch and places the phone by his plate.

LAU

We do not allow cell phones in here-

FOX

Sorry. Forgot I had it. No, I've really come to tell you that our business deal has to be put on hold...

Lau stares at Fox. Clearly furious. Fox smiles.

FOX (CONT'D)

You see, we can't afford to be seen to do business with... whatever it is you're accused of being. I'm sure a businessman of your stature will understand.

Lau gets up. Silent.

LAU

(cold)

I think, Mr. Fox, a simple phone call might have suffice.

FOX

Mr. Wayne didn't want you to think he had been deliberately wasting your time.

LAU
Just accidentally wasting it.

FOX
(laughs)
That's very good- 'accidentally'.
Very good.

INT. LOBBY, L.S.I. HOLDINGS -- DAY

Lucius walks back through security. Nods at the Guard, who offers Lucius his cell phone back. Lucius shakes his head, holds up the IDENTICAL PHONE. The Guard nods, puts the phone back into the tray with several others.

EXT. CENTRAL ESCALATORS -- DAY

Fox walks through the crowd to a familiar looking BACK-PACKER with a day-old beard who's busy taking a picture.

FOX
There's a better view from the peak tram.

The back-packer- Wayne- turns to Fox and grins.

WAYNE
How's the view from L.S.I. Holdings?

FOX
Restricted. Lau's holed up in there good and tight. Here...

Fox shows Wayne the phone. The display: a 3d map of Lau's office suite. Wayne take the phone, impressed.

WAYNE
What's this?

FOX
I had R and D work it up- it sends out a high frequency pulse and records the response time to map an environment.

WAYNE
(smiles)
Sonar. Just like a-

FOX
A submarine, Mr. Wayne.

WAYNE
And the other device?

FOX
It's in place.

Wayne nods, moves away.

FOX (CONT'D)
And sir?
(Wayne turns)
Good luck.

EXT. HONG KONG -- NIGHT

Moving towards the tallest building in the glittering skyline to find Wayne, crouched on the roof. The blades of his gauntlets CLICK into place. He dons the helmet-like cowl. His "cape" is in the form of a hard faceted PACK.

He stands- pulls two black boxes from his belt, CLICKS them together and UNFOLDS them into a RIFLE-LIKE DEVICE. Batman SCOPES a second, lower building. Adjust a setting and FIRES- four times...

Four small STICKY BOMBS SLAP onto the glass of the lower building. They have visible timers which are COUNTING DOWN.

INT. LOBBY, L.S.I. HOLDINGS -- NIGHT

Lucius' cell phone GLOWS in the box under the Security Guard's desk. CHARACTERS race across the screen.

Then the monitor FLICKERS off, the lights DIM and all of the security doors in the front of the building OPEN at once.

The Guard grabs his radio- CALLS FOR HELP...

EXT. ROOFTOP OVERLOOKING L.S.I. HOLDINGS

Batman LAUNCHES into the glittering night, DROPPING from the tall tower... his pack BURSTS OPEN, becoming his BAT WINGS- he GLIDES down to the lower building, STREAKING around it, BANKING HARD to line up with a window in the rear...

INT. LAU'S OFFICE, L.S.I. HOLDINGS -- NIGHT

Lau is talking on the phone, staring at the profit projection on a flat screen monitor. Suddenly the room goes dark.

EXT. L.S.I. HOLDINGS -- CONTINUOUS

As Batman HURTLES towards the glass he COLLAPSES his wings, WRAPPING his cape around himself and CANNONBALLING THROUGH THE GLASS-

INT. LAU'S OFFICE SUITE , L.S.I. HOLDINGS -- CONTINUOUS

-ROLLING across the floor in a flurry of broken glass...

INT. LAU'S OFFICE, TOP FLOOR, L.S.I. HOLDINGS -- NIGHT

Lau pulls out a HANDGUN.

INT. HALLWAY, L.S.I. HOLDINGS -- NIGHT

Lau steps into the hallway. His BODYGUARDS are waiting for him, carrying FLASHLIGHTS.

LAU (IN CHINESE)
Where are the cops?

BODYGUARD (IN CHINESE)
Coming.

LAU (IN CHINESE)
What the hell am I paying them for?

They head for the stairwell.

EXT. L.S.I. HOLDINGS -- NIGHT

A small ARMY of Hong Kong police led by a HONG KONG DETECTIVE descends on the building.

INT. MEZZANINE LEVEL, L.S.I. HOLDINGS -- NIGHT

Lau and his men make their way out onto the mezzanine.

Across the room, something make a CRASHING SOUND. Lau's men fan out, trying to cover the room with their flashlights.

Suddenly, one of the flashlights goes DARK. Then another. Someone SCREAMS.

Lau FIRES. Then FIRES again. The muzzle flash from his weapon STROBES the room.

EXT. L.S.I. HOLDINGS, HONG KONG -- NIGHT

Cops SWARM into the building. A LOBBY SECURITY GUARD directs the Hong Kong Detective where to go...

INT. OFFICE, L.S.I. HOLDINGS -- NIGHT

Lau LOCKS the door. RELOADS. The door is KICKED open. Lau FIRES. No one is there.

Lau stares, finger restless on the trigger. From his right- a NOISE. He turns and FIRES.

Batman bears down on him like a demon. He TACKLES Lau to the ground. Pulls out a SMALL PACK- STRAPS it onto Lau-

The COUNTER on the sticky bombs hits 0-

The Hong Kong Detective and the Cops BURST into the room- the WALL AND CEILING BEHIND BATMAN AND LAU EXPLODES- revealing the dawn sky above Hong Kong.

The Detective looks around as he hears a LOW RUMBLE...

Batman JERKS the RIPCORD on Lau's pack. Cops cower as a WEATHER BALLOON EXPLODES out of the pack, unreeling high-test nylon. The Cops cock their weapons.

Lau looks up. The weather balloon is two hundred feet up, swaying gently. The RUMBLE BUILDS...

Suddenly, a MASSIVE C-130 ROARS over. The large V on the front of the plane SNAGS the line- Lau and BATMAN are YANKED THROUGH THE HOLE IN THE WALL-

Lau SCREAMS as he and Batman SOAR UP INTO THE DAWN SKY...

The Detective looks up. Batman and Lau are gone.

EXT. M.C.U. -- DAY

Gordon follows Ramirez down to a CROWD of excited cops. On the ground, trussed like a chicken- Lau. A sign taped to his chest: 'Please deliver to Lieutenant Gordon.'

INT. INTERROGATION ROOM, M.C.U., GOTHAM CENTRAL -- DAY

Lau sits next to his sleazy lawyer, EVANS. Rachel walks in.

RACHEL

Look... Give us the money and we'll talk about making a deal.

LAU

The money is the only reason I'm still alive.

Rachel leans forward, speaking softly. Clearly.

RACHEL

Oh, you mean when they find out that you've helped us they're going to kill you?

EVANS

Are you threatening my client?

RACHEL

No, I'm just assuming your client's cooperation with this investigation. As will everyone.

(no reaction)

No? OK.

(moves to the door)

Enjoy your stay in County, Mr. Lau.

LAU

Wait.

(Rachel stops)

I won't give you the money, but I will give you my clients. All of them.

RACHEL

You were a glorified accountant- what could you possibly have on all of them that we could charge?

LAU

I'm good with calculations- I handled all of their investments. One big account.

INT. OBSERVATION ROOM, M.C.U., GOTHAM CENTRAL -- DAY

Dent hits a buzzer. Turns to Gordon.

DENT

I've got it. RICO. If they pooled their money we can charge them all as one criminal conspiracy.

GORDON

Charge them with what?

Rachel enters.

DENT

In a RICO case, if you can charge one of the conspirators with a felony-

RACHEL

We can charge all of them with it!

Dent nods at Rachel, excited.

INT. INTERROGATION ROOM, M.C.U., GOTHAM CENTRAL -- DAY

Rachel comes back in.

RACHEL

Mr. Lau, what kind of details do you have about this communal fund? Ledgers, notebooks...?

LAU

(smiles)

Immunity, protection, and a chartered plan back to Hong Kong.

RACHEL

After you've testified in open court. And I'm just curious- with all your clients locked up, what's going to happen with all that money?

LAU

As I just said- I'm good with calculations.

INT. OBSERVATION ROOM, M.C.U., GOTHAM CENTRAL -- CONTINUOUS

Dent and Gordon watch Lau.

GORDON

He can't go to County. I'll keep him here in the holding cells.

DENT

What is this, Gordon? Your fortress?

GORDON

You trust them over at County?

DENT

I don't trust them here.

GORDON

Lau stays.

EXT. CITY HALL -- DAY

Dent stands in front of a small crowd of reporters.

REPORTER

The Chinese government claims their international rights have been broken.

DENT

Well, I don't know about Mr. Lau's travel arrangements...

INT. RESTAURANT -- CONTINUOUS

Dent's press conference plays on a TV in the corner.

DENT

(grins)

...but I'm sure glad he's back.

Maroni and the Chechen are watching the TV.

CHECHEN

I put word out already. We hire the clown.

(off look)

He was right. We have to fix real problem. Batman.

Maroni nods his head. Spots Gordon walking over dangling a pair of handcuffs. Points at the TV.

GORDON
Our boy looks good on the tube.

MARONI
You sure you want to embarrass me
in front of my friends, Lieutenant?

GORDON
Don't worry, they're coming, too.

A SQUAD of police file in.

EXT. VARIOUS DOWNTOWN AND OUTLYING LOCATIONS -- DAY

Prison buses in every neighbourhood. COPS load them with CRIMINALS.

INT. COURTROOM A, GOTHAM MUNICIPAL COURTHOUSE -- DAY

JUDGE SURREILLO reads the list of charges.

SURREILLO
...849 counts of racketeering, 246
counts of fraud, 87 counts of
conspiracy murder...

Judge Surrillo turns the page. A PLAYING CARD sits there. A Joker. She glances at it, curious, puts it to one side.

SURREILLO (CONT'D)
...527 counts of obstruction of
justice. How do the defendants
plead?

An ARMY of DEFENCE LAWYERS jostle YELLING ALL AT ONCE. The STENOGRAPHER looks up, helpless.

INT. MAYOR'S OFFICE -- DAY

The MAYOR, COMMISSIONER LOEB, and Gordon look up as Dent enters.

MAYOR
549 criminals at once?! How did you
convince Surrillo to hear this
farce?

DENT

She shares my enthusiasm for justice. After all, she is a judge.

MAYOR

Well, even if you blow enough smoke to get convictions out of Surrillo, you'll set a new record at appeals for quickest kick in the ass.

DENT

It won't matter. The head guys make bail, sure... but the mid-level guys, they can't, and they can't afford to be off the streets long enough for trial and appeal. They'll cut deals that include some jail time. Think of all you could do with 18 months of clean streets.

LOEB

Mr. Mayor, you can't-

MAYOR

Get out, both of you...

The Mayor waves Gordon and Loeb out.

MAYOR (CONT'D)

(to Dent)

Sit down. The public likes you. That's the only reason this might fly. But that means it's on you. They're all coming after you now. And not just the mob... politicians, journalists, cops- anyone whose wallet's about to get lighter. Are you up to it?

(Dent smiles)

You'd better be. Because they get anything on you... those criminals will be back on the streets, followed swiftly by you and me-

BANG! A DARK SHAPE CRACKS THE GLASS behind the Mayor's desk. Dent rushes to the window, looks out... BATMAN. HANGING BY HIS NECK. DEAD. His mouth roughly painted in a DEMONIC CLOWN SMILE.

EXT. CITY HALL -- MOMENTS LATER

"Batman" is lowered to the ground. The same fake Batman we saw earlier. Pinned to his chest by a KNIFE, a PLAYING CARD. A Joker. Gordon moves closer to the body. The card has writing on it: **WILL THE REAL BATMAN PLEASE COME OUT AND PLAY?**

INT. WAYNE PENTHOUSE -- DAY

Wayne comes into the living room, excited. Alfred is supervising party arrangements.

ALFRED

I think your fundraiser will be a great success, sir.

WAYNE

And why do you think I want to hold a party for Harvey Dent?

ALFRED

I assumed it was your usual reason for socializing beyond myself and Gotham's criminal element: to try and impress Miss Dawes.

WAYNE

Very droll. But very wrong. Actually it's Dent. You see-

Wayne trails off as he spots something on the television: *the Batman HANGING as from a NEWS CAMERA, framed by a graphic hat reads 'BATMAN DEAD?'* Image cuts out to Engel in the studio.

ENGEL (V.O.)

...sent in this video footage, believed to be related to this morning's incident.. Sensitive viewers be aware: it is disturbing.

The image cuts to a BOUND MAN, wearing a makeshift Batman costume- face bruised and bloody. In a MEAT LOCKER.

VOICE (O.S.)

Tell them your name.

MAN

*(weak)
Brian Douglas.*

VOICE (O.S.)
Are you the real Batman?

MAN
No.

VOICE (O.S.)
No? No?! Then why do you dress up
like him?

MAN
He's a symbol... we don't have to
be scared of freaks like you...

VOICE (O.S.)
Oh, but you do, Brian. You really
do. So, you think Batman has made
Gotham a better place?

Brian nods uncertainly...

VOICE (CONT'D)
Look at me.
(Brian looks down)
LOOK AT ME!

Brian looks up- the camera swings into the face of the
Joker, in CHALK-WHITE makeup, RED SMEAR of lipstick on his
SCARS.

THE JOKER
This is what Batman's really done
for Gotham: convinced fat slobs to
dress up in their low-rent sports
gear and fight crime. It's lunacy!
You want a healthy, collective
mind, Gotham? Batman has to go.
So...

(leans in)
Batman will take off his mask and
hand himself over to **me**. Everyday
he doesn't... people will die.
Starting tonight. I **am** a man of my
word.

The camera turns back to Brian. There's a COMMOTION. An
ELECTRIC DRILL appears on screen. Moves- BUZZING- towards
Brian. The Joker LAUGHS, Brian SCREAMS. The tape stops- cuts
back to Engel.

Wayne turns to Alfred. Silent.

INT. WAYNE PENTHOUSE -- EVENING

Dent and Rachel get off the lift. Dent stands in awe of the penthouse and its guests.

RACHEL
Harvey Dent, scourge of the
underworld, scared stiff by the
trust fund brigade.

Rachel spots someone and darts off-

DENT
Rachel-

ALFRED (O.S.)
A little liquid courage, Mr. Dent?

Dent turns to see Alfred with drinks on a silver tray.

DENT
Thanks. Alfred, right?

ALFRED
Yes, sir.

DENT
Rachel talks about you all the
time. You've known her her whole
life?

ALFRED
Not yet, sir.

DENT
(smiles, surveys crowd)
Any psychotic ex-boyfriends I
should know about?

ALFRED
Oh, you have no idea.

Alfred leaves Dent standing there, puzzled. The crowd REACTS as a LOUD ROAR drowns conversation... Dent looks out-

EXT. HELIPAD, WAYNE PENTHOUSE -- CONTINUOUS

Wayne's CHOPPER touches down. He spills out with a clutch of SUPER-MODELS...

INT. WAYNE PENTHOUSE -- CONTINUOUS

Wayne and the super-models enter from the helipad through a glass door-

WAYNE

Sorry that I'm late- glad to see you all started without me! Now, where is Harvey? Harvey...

(spots him)

Harvey Dent! The man of the hour. And where's Rachel Dawes?

Rachel cringes slightly. But steps forward into the light.

WAYNE

She is my oldest friend. Come here. You know, when Rachel first told me she was dating Harvey Dent, I had one thing to say... the guy from those god-awful campaign commercials?

Laughter. Dent shifts, embarrassed.

WAYNE (CONT'D)

'I Believe in Harvey Dent.' Yeah, nice slogan, Harvey. But it caught Rachel's attention. And then I started to pay attention to Harvey, and all that he's been doing as our new D.A. And you know what? *I* believe in Harvey Dent. I believe that on his watch, Gotham can feel a little safer. A little more optimistic. So look at this face. This is the face of Gotham's bright future. To Harvey Dent. Let's hear it for him.

The CROWD APPLAUD.

EXT. DECK, WAYNE'S PENTHOUSE -- EVENING

Wayne walks out to the edge of the balcony and looks over Gotham. Hears someone behind him- Rachel.

RACHEL

Harvey may not know you well enough to know when you're making fun of him, but I do.

WAYNE
 (shakes his head)
 I meant all of that.

Wayne moves closer to Rachel. Takes her arm.

WAYNE (CONT'D)
 You know the day you once told me
 about... when I'd be finished
 with... all of this. It's coming.

Rachel looks at Wayne. Conflicted. He moves closer.

RACHEL
 You can't ask me to keep on
 waiting-

Wayne takes Rachel's arms, looking at her, excited.

WAYNE
 But it's happening *now*- Harvey's
 the answer! He locked up half of
 the city's criminals in a day, and
 he did it without wearing a mask.
 Gotham needs someone with a face.

DENT (O.S.)
 You can throw a party, Wayne, I'll
 give you that. Thanks again. Mind
 if I borrow Rachel?

Rachel glances back at Wayne as she moves to Dent. Wayne
 watches them head inside.

INT. CORRIDOR, M.C.U. -- EVENING

Ramirez catches up to Gordon, holding paperwork.

RAMIREZ
 Lieutenant? That Joker card pinned
 to the body? Forensics found three
 sets of D.N.A.

GORDON
 Any matches?

RAMIREZ
 All three.

Gordon STOPS. Turns to face her.

RAMIREZ (CONT'D)

The D.N.A. belongs to Judge Surrillo, Harvey Dent, and Commissioner Loeb.

GORDON

Three targets- get a unit to Surrillo's house, tell Wuertz to find Dent- get them both into protective custody. Where's the Commissioner?

RAMIREZ

City hall.

GORDON

Seal the building. No one in or out till I get there.

EXT. STREET, GOTHAM HEIGHTS -- EVENING

Two MEN in suits knock at a Brownstone. The door is opened by Judge Surrillo. The two Men hold up BADGES.

EXT. CITY HALL -- EVENING

Gordon enters through a tight police presence at the doors.

INT. POLICE COMMISSIONER'S OFFICE -- EVENING

Gordon enters to find Loeb, flanked by armed cops.

LOEB

Gordon, what are you up to?

Gordon checks the windows- DRAWS THE BLINDS. Turns to his men.

GORDON

We're secure. I want a floor-by-floor search of the entire building.

(turns to Loeb)

I'm sorry, sir. We believe the Joker has made a threat against your life.

LOEB

Gordon, you're unlikely to discover this for yourself, so take my word-

(MORE)

LOEB (cont'd)
the Police Commissioner earns a lot
of threats...

Loeb pulls a bottle of whiskey and a tumbler from a drawer.

LOEB (CONT'D)
I found the appropriate response to
these situations a long time ago...

EXT. STREET, GOTHAM HEIGHTS -- EVENING

The second man is waiting by the Judge's car.

MAN 1
These are dangerous people, Judge.

SURRILLO
Yeah, but you're not giving me an
awful lot of information.

MAN 1
Even we don't know where you're
going.

MAN 2
Take the envelope, get in, then
open it. It'll tell you where
you're headed.

Surrillo climbs in. Watches them drive away. She opens the
envelope- pulls out a sheet of paper. Three words on it:

'Bye, Bye Bitch'.

Surrillo panics- opens the door. Her car EXPLODES, heaving
the car upwards on a FIREBALL. After a moment, BURNING
DEBRIS flutters down. PLAYING CARDS. JOKERS.

INT. POLICE COMMISSIONER'S OFFICE -- CONTINUOUS

Loeb pours himself a glass of whiskey.

LOEB
You get to explain to my wife why
I'm late for dinner, Lieutenant.

GORDON
Sir, the Joker card had traces of
your D.N.A. on it-

A bang at the door. Gordon pulls his weapon, then opens it.

STEPHENS

Just the normal number of bad guys here- and they're all city employees. Here's the D.N.A. info.

LOEB

So how did they get mine?

Gordon looks at Stephen's list.

GORDON

Somebody with access to your house or office must've lifted a tissue or a glass...

Gordon, realizing, spins around-

GORDON (CONT'D)

Wait-

But Loeb is already CHOKING- he DROPS his tumbler onto the desk- the spilt whiskey is SMOKING, eating into the wood.

GORDON (CONT'D)

Get a medic!

Loeb COLLAPSES.

INT. KITCHEN, WAYNE PENTHOUSE -- EVENING

Dent pulls Rachel into the kitchen, away from the crowd.

DENT

You cannot leave me on my own with these people.

RACHEL

The whole mob's after you and you're worried about these guys?

DENT

Compared to this, the mob doesn't scare me. But I will say: them gunning for you makes you see things clearly.

RACHEL

Yeah, I bet.

DENT

Yeah. It makes you think about things you couldn't stand losing.

(MORE)

DENT (cont'd)
About who you want to spend the
rest of your life with...

Rachel looks at Dent. Smiles

RACHEL
That's a pretty big commitment.

DENT
Not if the mob has their way.

RACHEL
Don't do that.

DENT
Alright. Let's be serious, then.
What's your answer?

INT. MASTER BEDROOM, WAYNE PENTHOUSE -- CONTINUOUS

Wayne steps in, for a moment to himself. Leisurely SCANS the room, and notices a SMALL RED LIGHT on one of THREE MONITORS- hooked into a PRIVATE SECURITY SYSTEM. Wayne types on the keyboard, activating a window. His eyes go wide. He runs out the room...

INT. WAYNE PENTHOUSE -- CONTINUOUS

..to find Alfred. Wayne grabs his arm.

WAYNE
Where's Dent?

INT. KITCHEN, WAYNE PENTHOUSE -- CONTINUOUS

Rachel looks at Harvey. Torn

RACHEL
I don't have an answer.

DENT
I guess no answer isn't "no".

RACHEL
Harvey. I just...

DENT
It's someone else, isn't it?

Wayne is moving up behind him. Fast. Followed by Alfred.

DENT (CONT'D)
Just tell me it's not Wayne. The
guy's a complete-

Rachel's eyes go wide as Wayne puts Dent in a SLEEPER HOLD-

RACHEL
What are you doing?!

INT. LIVING ROOM, PENTHOUSE -- CONTINUOUS

The NUMBERS above the elevator LIGHT UP... RISING.

INT. KITCHEN, WAYNE PENTHOUSE -- CONTINUOUS

Dent SLUMPS, unconscious in Wayne's arms.

WAYNE
They've come for him.

RACHEL
Alfred?!

ALFRED
(rushed)
No time to explain.

Wayne stuffs Dent in a closet- puts a mop through the
handles. Rushes past Rachel-

WAYNE (CONT'D)
Stay hidden.

INT. LIVING ROOM, PENTHOUSE -- NIGHT

The elevator DOORS OPEN. Inside- The Joker, purple suit,
make up, shotgun CRADLED IN HIS ARMS. With friends.

THE JOKER
We made it!

The Joker and his THUGS pour into the room, weapons raised.
The shotgun GOES OFF.

THE JOKER
Good evening, ladies and gentlemen.
We are tonight's entertainment!

The Joker moves through the terrified guests. Smiling.

THE JOKER
 (mumbling to himself)
 Ah...look at all the beautiful,
 rich people!
 (louder, to the crowd)
 I only have one question: where is
 Harvey Dent?

Only silence. The Joker walks by the guests, SLAPPING them.

THE JOKER
 Do you know where Harvey is? Do you
 know where he is? Do you know *who*
 Harvey is?

INT. HALLWAY, WAYNE PENTHOUSE -- NIGHT

A THUG appears in front of Wayne, toting a shotgun.

WAYNE
 Hands up, pretty boy.

Wayne FLIPS the shotgun around in the man's hands- uses it as a fulcrum to SNAP his forearm- SMASHES him in the jaw with the stock without breaking step, field stripping the shotgun and tossing the pieces in different directions. Alfred follows from a distance.

INT. LIVING ROOM, PENTHOUSE -- NIGHT

THE JOKER
 (manhandling guest)
 Do you know where I can find
 Harvey? I need to talk to him about
 something. Just something little.
 Huh? No...

The Joker stops in front of the guests- TIRED OF PACING. Stares at them.

THE JOKER
 (bargaining)
 I'll settle for his loved ones...?

Nobody speaks up. The Joker tries looking them in the eyes, but everyone looks at their feet. BLAM! The room erupts in SCREAMS. A guest falls to floor, a GAPING WOUND in his chest.

THE JOKER

QUIET!!

(guests stifle their cries)
I'm not the one fucking around...
so why should you? Make this easy.
For all of us. Where is Golden Boy?

INT. BEDROOM, WAYNE PENTHOUSE -- NIGHT

Wayne walks in. A COUPLE are hastily putting themselves back together, alerted by the noise.

MALE GUEST

What's going on out there? Wayne?

Wayne doesn't answer. Alfred looks at them apologetically. He walks up to the wall and touches it- it OPENS. Wayne and Alfred step into the safe room.

FEMALE GUEST

Thank god- you've got a panic room.

The door SLAMS shut and seals with a HISS.

MALE GUEST

Hey- wait!

FEMALE GUEST

Oh, you've got to be kidding me.

INT. LIVING ROOM, PENTHOUSE -- NIGHT

The Joker looks through the crowd. Still no one meeting his gaze, except- an OLD MAN, GLARING at The Joker, HATE in his EYES.

OLD MAN

(shaky)
You can't intimidate us...

The Joker hands his shotgun to a thug, then WALTZES up to the man. STUDIES HIM.

THE JOKER

You know, you remind me of my
father.

(GRABS him)

I **hated** my father.

The Joker has his blade in the old man's mouth.

RACHEL (O.S.)

Stop!

The Joker drops the old man. Turns to Rachel.

THE JOKER

Oh my. You must be Harvey's
squeeze.

(moves for her)

And you are beautiful. You look
nervous- is it the scars? Wanna
know how I got them?

(gently grabs Rachel)

Look at me... So I had a wife.
Beautiful. Like you. Who tells me I
worry too much. Who tells me I
oughta smile more. Who gambles and
gets in deep with the sharks. One
day they carve her face in. And
we've got no money for surgeries.
She can't take it.

(presses knife into Rachel's
cheek)

I just want to see her smile again.
Hm? I just want her to know I don't
care about the scars. So, I stick a
razor in my mouth and do this to
myself... And you know what?

(starts laughing)

She can't stand the sight of me...

(or crying)

She leaves! Now I see the funny
side. Now I'm always smiling!

The Joker raises his knife from Rachel's cheek. She KNEES
him. He laughs it off.

THE JOKER

A little fight in you.

(threatening)

I like that...

The lights FLICKER. Then BURNOUT, CASTING THE ROOM IN
DARKNESS. SILENCE.

THE JOKER

Heh, heh... Marco? Polo!

A SPARK OF RED. SMOKE. The Joker lights a flare. His thugs
follow suit. There's a SHOUT. Some thugs fail to light
theirs.

A thug, illuminated by the other flares, struggles to get his lit. And as it finally plumes, a glimpse: BATMAN, lunging OUT OF THE SHADOWS. The thug manages to POP OFF a shot. The Joker and Clowns look- shoot in the direction of the DISAPPEARING Batman. SHOOT WILDLY INTO THE CROWD.

BATMAN (O.S.)
 (bellows)
GET DOWN!

Screams bounce off the glass- PEOPLE HIT THE GROUND. It devolves into a shooting gallery. Batman rushes the thugs- takes them out two at a time. DISARMING- BREAKING forearms. The Joker lobbs flares into every corner of the room. Batman weaves through the thugs, some Clowns getting hit in the developing CROSSFIRE.

The Joker aims a revolver. Batman catches him with a BLOW, spins him down and DISARMS him- the Joker's men take their chance and swarm Batman. Are able to RESTRAIN HIM.

The Joker CLICKS a BLADE from the toe of his shoe and KICKS- JABBING BETWEEN THE PLATES OF ARMOUR covering Batman's ribcage-

Batman HURLS the Joker across the room- the Joker scrambles for the dropped revolver. One of the Clowns LUNGES- Batman lays him out cold.

The Joker has the gun pressed to Rachel's neck.

BATMAN (CONT'D)
 Drop the gun.

THE JOKER
 Sure. You just take off your little mask and show us all who you really are...

The Joker sticks the gun to the pane of glass behind him and BLOWS it OUT. The Joker dangles Rachel out the window. Batman TENSES.

BATMAN
 Let her go.

THE JOKER
 Oooh... very poor choice of words.

He lets her DROP- Rachel falls onto a SLOPING GLASS ROOF- sliding towards the edge. Batman DIVES after her, past the Joker.

EXT. BUILDING -- NIGHT

Batman GRABS Rachel as they reach the edge. They PROPEL off the roof and continue to FALL.

INT. LIVING ROOM, PENTHOUSE -- CONTINUOUS

The Joker LEANS OUT the window, trying to PEER over the edge.

EXT. BUILDING -- CONTINUOUS

Batman activates one wing of his cape- they SPIN and SLOW- Batman envelops Rachel, positioned under her- they SLAM into the hood of a parked taxi.

INT. TAXI -- CONTINUOUS

The DRIVER SCREAMS as Batman and Rachel hit the roof- Roll down the windshield- onto the pavement. Alive.

EXT. TAXI -- NIGHT

Rachel opens her eyes.

BATMAN
Are you alright?

RACHEL
Let's not do that again...
(looks around)
Is Harvey-?

BATMAN
He's safe.

INT. LIVING ROOM, PENTHOUSE -- CONTINUOUS

The Joker stands at the window, his back to the crowd. He SCRATCHES HIS HEAD. SNORTS. Turns away from the window, into the crowd.

THE JOKER (O.S.)
Who else wants to fly...?

EXT. TAXI -- NIGHT

Rachel lies back, breathing. Looks up at Batman.

RACHEL

Thank you.

A SHAPE FALLS from the sky. Lands WETLY on the pavement. Rachel SCREAMS. It's the old man, CRUSHED by the impact. Batman looks skyward: another MAN and WOMAN FALLING.

BATMAN

No...

He stares in horror, no way of saving either of them. Rachel BURIES HER FACE in her hands. Batman limps to the Penthouse lobby, straining.

INT. PENTHOUSE LOBBY -- CONTINUOUS

A couple step out of the elevator- Batman muscles past them. Punches out the roof panel- DRAGS HIMSELF up onto the roof of the elevator, into the shaft. Grabs his GRAPPLING HOOK. FIRES. Gunshots echo down from the Penthouse.

EXT. HELIPAD, WAYNE PENTHOUSE -- CONTINUOUS

The pilot cowers under the helicopter. Feet approach. The Joker APPEARS, on his belly, all smiles.

THE JOKER

Hi, there... by any chance, are you heading east?

INT. PENTHOUSE -- CONTINUOUS

Batman forces the elevator doors open. He steps into a scene of BLOOD-SPATTERED CHAOS, the flares still BURNING BRIGHT. Surviving guests hug each other, sobbing, and thugs lay knocked out. Out on the helipad- the helicopter has already lifted off. The Joker WAVES.

Batman stands helpless, watching the helicopter DISAPPEAR into the SKYLINE.

INT. HELICOPTER -- NIGHT

A clown holds a gun to the pilot. In the backseat, the Joker and another thug. He's breathing hard, EXHILARATED. He touches the blood running down his sweaty white makeup. SMACKS the back of the pilot's seat-

CLOWN

What about Dent? Are we still going after him?

THE JOKER

I'm a man of my word...

INT. KITCHEN, WAYNE PENTHOUSE -- NIGHT

Batman removes the mop from the closet's handles. Slowly pulls the door open. Alfred watches from the doorway. Dent IS safe. Batman pulls him out and rests him against the wall. Quietly, Batman stares at Dent.

ALFRED

The police are coming...

He limps past Alfred, SILENT.

INT. MAJOR CRIMES UNIT, GOTHAM CENTRAL -- DAY

STEPHENS is talking to Gordon, subdued.

STEPHENS

Jim, it's over.

GORDON

As long as they don't get to Lau, we've cut off their funds.

STEPHENS

The prosecution's over. Nobody's standing up in front of a Judge when some freak is assassinating judges and police commissioners. Not to mention that thing at Wayne's. 5 dead on the street- 11 inside...

GORDON

Joker's men still aren't talking?

STEPHENS

Not a peep.

GORDON

What about Dent?

STEPHENS

If he's got any sense, he's halfway to the border.

The door BURSTS OPEN. Dent. Fire in his eyes.

DENT

So where do you keep your trash?

Gordon looks at Dent. Impressed.

INT. SPECIAL HOLDING AREA, M.C.U., GOTHAM CENTRAL -- DAY

Lau looks up as Dent walks in, holding a bullet proof vest.

DENT

You're due in court- I need you alive long enough to get you on the record.

LAU

You can't protect me- you can't even protect yourselves.

Dent THROWS the heavy vest at Lau.

DENT

You refuse to cooperate- you won't be coming back here- you'll go to County. How long do you *calculate* you'll last in there?

INT. BAT-BUNKER -- DAY

Wayne stands at his video screens- they all play the Joker's video with different IMAGE TREATMENTS and SOUND TUNINGS.

Wayne turns to Alfred. Indicates the screens.

WAYNE

Targeting me won't get their money back. I knew the mob wouldn't go down without a fight, but this is different. They've crossed a line...

ALFRED

You crossed the line first, sir.
You squeezed them, you hammered
them to a point of desperation. And
in their desperation, they've taken
the only course open to them.
They've turned to a man they didn't
fully understand.

Wayne turns away from his monitors, raises the bat-cabinet.

WAYNE

Criminals aren't complicated,
Alfred. We just need to figure out
what he's after.

ALFRED

And what if that isn't anything
tangible, Master Wayne? With
respect, perhaps this is a man you
don't fully understand, either.

(looks at Wayne)

A long time ago, I was in Burma. My
friends and I were working for the
local government. They were trying
to buy the loyalty of tribal
leaders by bribing them with
precious stones. But their caravans
were being raided in a forest north
of Rangoon by a bandit. So we went
looking for the stones. But in six
months, we never met anyone who
traded with him.

(pauses)

One day, I saw a child playing with
a ruby the size of a tangerine.

(shrugs)

The bandit had been throwing them
away.

WAYNE

So why steal them?

ALFRED

Well, because he thought it was
good sport. Because some men aren't
looking for anything logical...
they're not motivated by greed.
They can't be bought, bullied,
reasoned, or negotiated with.

(grave)

Some men just want to watch the
world burn.

Wayne looks Alfred in the eye. Turns to the monitor: the Joker, slowed to a crawl, laughing hysterically. A scared and defeated look washes over Wayne's face.

EXT. SKYLINE OF GOTHAM -- DUSK

MOVING over the city we hear a myriad of RADIO CALLS going out over the ether. CLOSE IN on a lonely figure on top of a skyscraper. The Batman. Listening with his million dollar earpieces. From the babble, ONE VOICE EMERGES.

DISPATCH (O.S.)

Your name, sir. Please state-

VOICE (O.S.)

8th at Orchard. You'll find Harvey Dent there.

EXT. 8TH STREET AT ORCHARD -- DUSK

An UNMARKED and a SQUAD CAR screech to a halt. Gordon and Ramirez get out, lead two UNIFORMS into the building.

INT. APARTMENT, EIGHT AVE. -- CONTINUOUS

The door SMASHES OPEN, Gordon- gun drawn- takes in the scene. TWO DEAD MEN sitting at the kitchen table. They each have a HAND OF CARDS, as if in the middle of a game. ALL JOKERS. Gordon and Ramirez STARE at the CRUDE LEERS carved into their faces. Their DRIVERS LICENSES are pinned to their chests.

BATMAN (O.S.)

Check the names.

GORDON

(checks licenses)

Richard Dent. Patrick Harvey...

RAMIREZ

Harvey Dent.

GORDON

The cops reported missing since yesterday...

BATMAN

I need ten minutes with the scene before your men contaminate it.

RAMIREZ

Us contaminate it? It's because of you that these guys are dead in the first-

GORDON

Detective!

Ramirez stands down. Batman moves past the bodies to the wall. Written in RED CHALK: 'LOOKEE HERE, BATTY-MAN! HA HA HA HA...' the 'hahas' forming an inverted triangle- a bullet hole at its tip. Batman pulls a SAWING DEVICE from his belt- THRUSTS it into the wall and starts cutting around the bullet.

GORDON (CONT'D)

That's brick underneath- you're gonna take ballistics off a shattered bullet?

BATMAN

No. He left this here for a reason. Fingerprints.

Ramirez looks at Gordon. Is he serious? Gordon points-

GORDON

Whatever you're gonna do, do it fast- 'cos we found his next target... He's put it into tomorrow's paper.

Batman looks- a full page obituary: MAYOR GARCIA. The Mayor's image has a MANIC CLOWN'S GRIN and "HA,HA,HA".

INT. BAT-BUNKER -- DAY

Wayne hands Alfred a RIFLE BULLET scribed with a GRID. He slots it into a clip, then loads it into a COMPUTER CONTROLLED GATTLING GUN. He puts on ear protectors. Hits a button.

The rifle WHIRS to life- dollying sideways, BLASTING BULLETS into a series of identical BRICK WALL SAMPLES.

ALFRED

I'm not sure you made it loud enough, sir.

As the wall samples still smoke, Wayne steps up, carrying the sample from the crime scene. Comparing its spread to the new samples, he selects two and carries them to an X-RAY SCANNER.

The machine gives the samples a 3-axis scan- HI-RES 3-D IMAGES of the bullet fragment arrays come up on the screen.

INT. FOX'S OFFICE, WAYNE ENTERPRISES -- DAY

Fox is at his desk. Reese enters.

FOX

What can I do for you, Mr. Reese?

REESE

You wanted me to do the diligence on the L.S.I. Holdings deal again. Well, I found some irregularities.

FOX

Their CEO is in police custody.

REESE

No, not with their numbers. With yours. Applied Sciences- a whole division of Wayne Enterprises just disappeared overnight. I went down to the archives and I started pulling some old files.

He pulls out a folded blueprint. Slides it across the desk.

REESE (CONT'D)

My kids love the Batman. I thought he was pretty cool, too. Out there kicking some ass. Changes things when you know he's just a rich kid playing dress up.

Fox picks up the piece of paper. Unfolds it. It's an old BLUEPRINT. The image is unmistakable: THE TUMBLER.

REESE (CONT'D)

Don't tell me you didn't recognize your baby out there pancaking cop cars on the evening news. Now you've got the *entire R and D department* burning through cash, claiming it's related to *cell phones* for the army? What are you building for him now? A rocket ship?

(pauses)

I want ten million dollars a year. For the rest of my life.

Fox looks at him. Even. Folds up the blue print.

FOX

Let me get this straight. You think that your client, one of the wealthiest and most powerful men in the world, is secretly a vigilante who spends his nights beating criminals to a pulp with his bare hands...

(deadpan)

And your plan is to blackmail this person?

Reese stares at Fox. Who smiles. And slides the blueprint across the desk.

FOX (CONT'D)

Good luck.

Reese looks at it. Then at Fox. Swallows. Slides it back.

INT. APPLIED SCIENCES DIVISION -- DAY

Wayne stands behind Fox, who sits at a computer. The same image of the bullet fragment on screen. Fox hits a key and the computer 'reassembles' the bullets according to the identifying grid on each fragment.

FOX

This is your original scan.

A bullet fragment array pops on screen.

FOX (CONT'D)

Here it is re-engineered...

Fox hits a button and the unmarked bullet fragments are reassembled. Wayne spins the roughly-shaped bullet puzzle-

WAYNE

And there's the thumb print he left when he pushed the round in the clip.

Fox looks at the screen, impressed. Thinks.

FOX

Frightening, isn't it?

WAYNE

What is?

FOX

That he had the foresight to leave a fingerprint. It was specifically for you... the police can't afford this technology. It's as if he's playing a game. Anyways, I'll get you a copy of this.

(troubled)

Oh, Mr. Wayne, did you reassign R and D?

WAYNE

Yeah. Government telecommunications project.

FOX

I wasn't aware we had any government contracts.

WAYNE

Lucius, I'm playing this one pretty close to the chest.

FOX

Fair enough.

Fox looks at Wayne as he leaves. Uneasy.

INT. BAT-BUNKER -- CONTINUOUS -- INTERCUT

Wayne examines the fingerprint-

WAYNE

I've checked all the databases- there are four possibles.

Wayne gets up to let Alfred sit.

WAYNE (CONT'D)

Cross reference the addresses... Look for Parkside. Overlooking the parade.

Wayne opens a HYDRAULIC DOOR, revealing a gleaming MV AUGUSTA BRUTALE. As he moves the bike onto the lift...

ALFRED

I've got one. Melvin White. 1502 Randolph Apartments. Aggravated assault, moved to Arkham twice-

Wayne and the bike rise on the lift. Alfred pulls up White's picture. Frowns. White's African American.

EXT. PARKSIDE AVENUE -- DAY

The avenue has been blocked off. Onlookers line the sidewalk. POLICE march past in dress uniform. Engel does a stand-up on the sidewalk.

ENGEL

With no word from the Batman- even as they mourn Commissioner Loeb, these cops have to be wondering if the Joker will make good on his threat in the obituary columns of the city tabloids to kill the Mayor...

On the buildings above, POLICE SNIPERS scan the crowd. Gordon keys his radio-

GORDON

What've you got on the roof?

POLICE SNIPER

We're tight. But frankly... there's a lot of windows up here.

Gordon looks up at the myriad buildings overlooking the podium.

EXT. GOTHAM STREETS -- CONTINUOUS

Wayne maneuvers the Ducati through the traffic. He pulls up near the parade barricade- dismounts and slips into an alley.

INT. TENEMENT -- CONTINUOUS

Some of the building's hard-luck TENANTS eye Wayne as he counts doors down the hallway. He finds 1502...

EXT. PARKSIDE AVENUE -- CONTINUOUS

A SEA OF POLICE fills the Avenue. In the centre, three grieving families and an HONOUR GUARD. The Mayor at the podium. Gordon behind. Dent is seated with Rachel.

MAYOR

...Commissioner Loeb dedicated his life to law enforcement. And to the protection of his community. I remember when I first took

(MORE)

MAYOR (cont'd)
 office, I asked him if he wanted
 to stay on as commissioner and...

INT. TENEMENT -- CONTINUOUS

Wayne enters: EIGHT MEN IN UNDERSHIRTS, bound, gagged, blindfolded. All dead EXCEPT ONE. Some with their throats slit open, others with a single bullet hole in their chest. All have their faces painted white and mouths CARVED WITH THE EVIL RED SMILE. At the window, A SNIPER SCOPE on a tripod and an EGG TIMER.

EXT. PARKSIDE AVENUE -- CONTINUOUS

MAYOR
 Clearly he was not a man who minced words. Nor should he have been. A number of policies that he enacted as commissioner were unpopular. Policies that flooded my office with angry calls and letters.

Gordon nervously looks at the windows.

INT. TENEMENT -- CONTINUOUS

Wayne moves to the surviving man, RIPS the tape from his mouth.

MAN
 (breathing hard)
 Oh god...

WAYNE
 What happened?

MAN
 They're dead, aren't they? They're dead...

WAYNE
 Yes.

MAN
 Oh Jesus... fuck!

WAYNE
 Listen to me! What happened?

MAN

He tortured them... made us
watch...

WAYNE

Where is he?

MAN

He took our guns... our uniforms...

EXT. PARKSIDE AVENUE -- CONTINUOUS

MAYOR

We must remember that vigilance is
the price of safety...

The Honour Guard steps forward, raises their weapons...

EXT. ROOFTOP OVERLOOKING PARKSIDE -- CONTINUOUS

A POLICE SNIPER scans the windows of the tenement...

INT. TENEMENT -- CONTINUOUS

Wayne RACES to the window, looks through the SCOPE. The egg
timer DINGS. The blinds on the tenement windows SHOOT UP.

EXT. ROOFTOP OVERLOOKING PARKSIDE -- CONTINUOUS

The Police Sniper SPOTS Wayne at the window- SHOTS-

INT. TENEMENT -- CONTINUOUS

Wayne DUCKS as SHOTS erupt around the window- the surviving
cop is HIT by a STRAY BULLET.

EXT. PARKSIDE AVENUE -- CONTINUOUS

People scream at the gunfire. THE HONOUR GUARD TURN THEIR
WEAPONS ON THE MAYOR. One SMILES, flesh-coloured makeup over
his scars. THE JOKER.

Gordon LEAPS FORWARD- they FIRE- GORDON TAKES SHOTS TO THE
BACK as he SLAMS the Mayor to the ground-

PANDEMONIUM erupts- Dent drags Rachel off the stage. One of the Honour Guard is TAGGED IN THE LEG- GOES DOWN. A MANHOLE COVER BLOWS into the crowd, lifted on a FIREBALL. The others MELT into the CHAOS.

On the podium, Stephens rolls Gordon over... Gordon is hyperventilating, his eyes wide. Ramirez and Stephens pick him up and run to a waiting ambulance...

EXT. SIDE STREET OFF PARKSIDE -- MOMENTS LATER

CHAOS. GUNSHOTS still ring out in the background. Dent approaches an ambulance sitting in the alley. Two cops jump out and run over to their commander. Dent steps up into the back.

INT. AMBULANCE -- CONTINUOUS

The Joker's thug sits there. Handcuffed. A PARAMEDIC bandages his leg. Cops run past, barking orders- call for the paramedic. Dent leans over the thug.

DENT

Tell me what you know about the Joker.

The Joker's Thug looks at Dent. Smirks. Moves his eyes to his name tag. Dent moves closer to read it...

OFFICER RACHEL DAWES.

Dent, breathing hard, looks around. He spies the keys in the ignition. Jumps into the driver's seat...

EXT. GORDON'S HOUSE -- DUSK

Barbara Gordon answers the door, scared. Stephens and Ramirez stand in front of her.

BARBARA

No!

STEPHENS

I'm sorry, Barbara.

James Gordon pushes past his mother to look at Stephens. Barbara tries to push him back inside.

BARBARA
 Jimmy, go play with your sister. Go
 ahead, honey...

James stays just inside the door.

STEPHENS
 If there's anything we can do...
 anything you need. We're here for
 you.

Barbara collapses into Stephen's arms. Then looks up, behind
 them.

BARBARA
 You brought this on us! You did!
 You brought this...!

James spots something- Batman, perched in the shadows, his
 head hung in shame.

EXT. ROOF, M.C.U. -- NIGHT

Detectives from M.C.U. stand around the lit bat-signal,
 beers or cups of coffee in hand.

STEPHENS
 Switch it off- he ain't coming. God
 help whoever he does want to talk
 to-

INT. NIGHTCLUB -- NIGHT

Strobe lights. Pounding music. Maroni is in a booth at the
 side with his MISTRESS. His bodyguards are around the table.

MISTRESS
 (shouting over the music)
 Can't we go someplace quieter? We
 can't hear each other talk!

MARONI
 What makes you think I want to hear
 you talk?

MISTRESS
 (can't hear)
 What?

One of Maroni's bodyguards DROPS- Maroni looks over- in the strobe lights- Batman SAVAGES his bodyguards- people RUN, TERRIFIED. Maroni starts to get out of his seat- Batman LANDS like a panther on the table in front of him-

INT. MAJOR CRIMES UNIT -- NIGHT

Rachel moves through the chaotic bullpen- EYEWITNESSES, civilian and cop are being questioned. Rachel's phone rings.

RACHEL
Harvey, where are you?!

INTERCUT with Dent in an INDISTINCT interior setting.

DENT
Where are you?

RACHEL
I'm where you should be- at Major Crimes. I'm trying to deal with all this mess-
(to cop)
Can I get the fingerprint analysis?

DENT
Rachel, listen to me. You're not safe there.

RACHEL
This is Gordon's unit, Harvey-

DENT
Gordon's gone, Rachel.

RACHEL
He vouched for these men-

DENT
And he's gone. The Joker's named you next.

Rachel looks around the bullpen. Eyeing the detectives.

DENT (CONT'D)
God, is there someone- anyone in this city we can trust?

RACHEL
Bruce. We can trust Bruce Wayne.

DENT

No, Rachel... look, I know he's your friend, but-

RACHEL

Harvey, trust me. Bruce's penthouse is now the safest place in the city.

DENT

The Joker almost killed you there! He threw you out a window!

RACHEL

We didn't know he was coming. But now we'll be prepared- Bruce has an air-tight panic room.

DENT

(pauses)

OK. Go straight there. And don't tell anybody where you're going. I'll find you there.

Wider shows us we are-

EXT. ABANDONED TRAIN YARD, CITY LIMITS -- CONTINUOUS

DENT

I love you.

Dent hangs up the phone. TAPED to a chair in front of Dent, the Joker's Thug.

EXT. FIRE ESCAPE -- NIGHT

Batman is holding Maroni over the side by his collar.

BATMAN

I want the Joker.

MARONI

(looks down)

From one professional to another- if you're trying to scare somebody, pick a better spot. From this height... fall wouldn't kill me.

BATMAN

I know.

Batman lets go. Maroni FALLS. And SCREAMS.

EXT. SIDEWALK -- CONTINUOUS

Maroni NAILS the pavement. CLUTCHES at his leg. Batman FLIES down, landing over him- hauls him up. Maroni HOLLERS in pain.

BATMAN
Where is he?!

MARONI
I don't know where he is... *he*
found us-

BATMAN
He must have friends.

MARONI
Friends? You met this guy?

BATMAN
Someone knows where he is.

Maroni looks up at Batman. Sneering.

MARONI
Nobody's gonna tell you a thing-
they're wise to your act- you got
rules... the Joker, he's got no
rules. Nobody's gonna cross him for
you when he's running around like
this. You want this guy found, you
got one way. But you already know
what that is. Just take off the
mask and let him come to you.

Batman DROPS Maroni.

MARONI (CONT'D)
Or are you gonna let a couple more
people get killed while you make up
your mind?

INT. ABANDONED TRAIN YARD, CITY LIMITS -- NIGHT

Dent shows the Joker's Thug a GUN. Bullets. Loads the gun.
SHOVES it in his face-

DENT
You want to play games?

Dent PUSHES the gun against the Thug's head with REAL
MALICE. Pulls it away and FIRES. The Thug FLINCHES. Dent
puts the gun barrel against the Thug's temple-

DENT (CONT'D)
How's that feel?

JOKER'S THUG
(rattled)
You wouldn't...

And pulls his lucky coin out of his pocket.

DENT
I WOULDN'T?! You don't think I will? You don't think I will? No. No, I wouldn't. That's why I'm not going to leave it up to me.
(shows him the coin)
Heads- you get to *keep* yours. Tails... not so lucky. So, you want to tell me about the Joker?

The Thug, scared, says nothing. Dent FLICKS the coin into the air. SLAPS it onto the back of his gun hand (aiming with wrist horizontal). Dent shows him the coin. Heads. The Thug exhales, SHAKING.

DENT (CONT'D)
Let's go again.

JOKER'S THUG
(sobbing)
I don't *know* anything!

DENT
You're not playing the odds, friend. Let's do it again.

Dent tosses the coin again. This time IT DOESN'T LAND. Dent looks up. Batman holds the coin.

BATMAN
You'd leave a man's life to chance?

DENT
Not exactly.

BATMAN
His name's Schiff, Thomas. He's a paranoid schizophrenic, escaped from Arkham during the Narrows Crisis. The kind of mind easily manipulated by the Joker.

Batman moves away from Schiff.

BATMAN (CONT'D)

What did you expect to learn from him?

Dent is shivering with frustration.

DENT

The Joker just killed Gordon- he's going to kill *Rachel*...

BATMAN

What do you think you're doing here? Your stand against organized crime is the first legitimate ray of light in Gotham in *decades*. If anyone saw this, everything would be undone- all the criminals you pulled off the streets would be released. And Jim Gordon will have died for nothing.

Batman hands Dent his lucky coin.

BATMAN (CONT'D)

You're going to hold a press conference. Tomorrow morning.

DENT

Why?

BATMAN

No one else will die because of me. Gotham is in *your* hands, now.

DENT

You can't! You can't give in!

But Batman is gone.

INT. BEDROOM, WAYNE PENTHOUSE -- NIGHT

Rachel watches Gotham through the window. Wayne enters.

RACHEL

Harvey called. He said Batman's going to turn himself in.

WAYNE

I have no choice.

RACHEL
 You honestly think that's going to
 keep the Joker from killing people?

WAYNE
 Maybe not. But I've got enough
 blood on my hands. I've realized
 what I'd have to become to stop
 him. And I don't want to turn into
 that.

Rachel looks at Wayne. She cannot help him.

WAYNE (CONT'D)
 When you said that we'd be
 together...

Wayne moves towards her.

WAYNE (CONT'D)
 ...after this was all over-

RACHEL
 Bruce, don't make me your one hope
 for a normal life-

Wayne takes her in his arms.

WAYNE
 Did you mean it?

RACHEL
 Yes.

They kiss. Then separate. She looks sadly into his eyes.
 Wayne nods. Leaves.

RACHEL (CONT'D)
 Bruce... if you turn yourself in,
 they're not going to let us be
 together.

She watches him go.

INT. BAT-BUNKER -- DAWN

Alfred shovels DOCUMENTS into an incinerator- blueprints,
 designs, files. He pauses, looking down at a book.

ALFRED
 Logs as well?

WAYNE

Everything. Anything that could
lead back to Lucius or Rachel.

Alfred tosses the book onto the fire. STARES at Wayne.

WAYNE (CONT'D)

People are dying, Alfred. What
would you have me do?

Alfred looks into Wayne's eyes with a fearsome gaze.

ALFRED

Endure, Master Wayne. Take it.
You've singled yourself out, and
that madman is answering the
challenge. But if you forfeit like
this, will he stop?

WAYNE

Rachel said the same thing...

ALFRED

And she's right! The police have
been just as helpless as you.
There's no guarantee they'll catch
him. For you, the Joker might leave
himself open to attack...

Wayne shakes his head.

WAYNE

Or maybe he won't. He'll keep
slipping through my fingers-
killing more people by the day. No,
today I found out what Batman can't
do. He can't endure *this*.

(rueful smile)

Today you get to say 'I told you
so'.

ALFRED

Today, I don't want to.

(beat)

But I did bloody tell you.

Wayne sinks the Bat-suit, Alfred closes the incinerator.
They head for the lift.

ALFRED (CONT'D)

I suppose they're going to lock me
up as well. As your accomplice.

WAYNE

Accomplice? I'm going to tell them
the whole thing was your idea.

They power down, leaving the Bat-bunker in darkness.

INT. PRESS ROOM, SUPERIOR COURT -- DAY

A capacity crowd of REPORTERS, COPS, and PUBLIC. Dent is at
the podium. Wayne stands in the crowd, off to the side.

DENT

Ladies and Gentlemen, thank you for
coming. I've called this press
conference for two reasons.
Firstly, to assure the citizens of
Gotham that everything that can be
done over the Joker killings is
being done. Secondly, because the
Batman has offered to turn himself
in-

The crowd REACTS-

DENT (CONT'D)

But first. Let's consider the
situation: should we give in to
this terrorist's demands? Do we
really think that-

REPORTER

Rather protect an outlaw vigilante
than the lives of citizens?!

The crowd noisily assents. Dent calmly motions quiet.

DENT

The Batman is an outlaw...

INT. WAYNE PENTHOUSE -- CONTINUOUS

Rachel is watching the press conference on TV.

DENT (O.S.)

*But that's not why we're demanding
he turn himself in. We're doing it
because we're scared. We've been
happy to let the Batman clean up
our streets for us until now-*

INT. PRESS ROOM, SUPERIOR COURT -- CONTINUOUS

HECKLER

Things are worse than ever!

Wayne looks at the Heckler. At the angry crowd. Dent leans over the podium. Impassioned.

DENT

Yes, they are. But the night is darkest just before the dawn. And I promise you, the dawn is coming.

(the crowd quiets)

One day, the Batman will have to answer for the laws he's broken-- but to us, not to this madman.

COP HECKLER

No more dead cops!!

Appreciative noise.

HECKLER

He should turn himself in!

More NOISE. Dent has lost them. He knows it.

DENT

Alright...

(turns to officers)

Take the Batman into custody.

At this, a HUSH DESCENDS. Hungry eyes scan the room. Wayne starts to step forward... DENT OFFERS HIS OWN WRISTS TO THE OFFICERS--

DENT (CONT'D)

I am the Batman.

A beat. Wayne stares.

INT. WAYNE PENTHOUSE -- CONTINUOUS

Rachel STARES as Dent is arrested on TV. Appalled.

INT. WAYNE PENTHOUSE -- DAY

Rachel comes up to Alfred. Upset.

RACHEL
Alfred? Why is he letting Harvey do
this?

ALFRED
He went down to the press
conference-

RACHEL
I know. And he just stood by!

ALFRED
Perhaps Bruce and Mr. Dent believe
that Gotham still needs Batman...
even if they want him gone. There
are no easy solutions to a
situation like this, Rachel. We
both have to trust they're doing
what's right.

Rachel stands there, not quite convinced. She holds out an
ENVELOPE.

RACHEL
You know Bruce better than
anyone... will you give this to him
for me? When the time's right?

ALFRED
How will I know?

RACHEL
It's not sealed.

Alfred takes the envelope. Rachel gives him a kiss.

RACHEL (CONT'D)
Goodbye, Alfred.

ALFRED
Goodbye, Rachel.

INT. CELL, M.C.U. -- EVENING

Ramirez unlocks Dent's cell and lets Rachel inside.
Together, they follow Ramirez down a hallway.

DENT
I'm sorry, I didn't have time to
talk this through with you.

RACHEL
What are you doing?

DENT
They're transferring me to central holding. This is the Joker's chance, and when he attacks, Batman will take him down.

RACHEL
Listen to me. This is too dangerous-

EXT. COURTYARD, M.C.U. -- EVENING

The Acting Commissioner stands in front of a group of SWAT, briefing them.

ACTING COMMISSIONER
We get this guy to County, he's their problem. The streets will be cleared along your route. The convoy stops FOR NO REASON...

The SWAT team file into their vehicles-

INT. ARMoured CAR -- CONTINUOUS

A SWAT with a shotgun climbs into the cab. Looks over at the DRIVER, who's wearing a balaclava.

SHOTGUN SWAT
I hope you've got some moves, pal.

EXT. COURTYARD, M.C.U. -- CONTINUOUS

Detectives stare at Dent as he is led to the waiting CONVOY. Stephens begins CLAPPING- a handful join in, but most remain silent. Rachel follows him to the back of an armoured vehicle.

RACHEL
He's using you as bait- we don't even know if he can get the Joker- he's failed so far.

DENT
It's all about risks... and that's one I'm willing to take.

RACHEL
 Harvey, this isn't just about you!
 What about all the people who are
 depending on you to clean the city
 up- all of this momentum built up
 behind you? Tell everyone the
 truth-

Dent kisses her. Pulls out his LUCKY COIN-

DENT
 Heads, I go through with it.

RACHEL
 This is your life... you can't
 leave something like that to
 chance...

Dent tosses it at her- Rachel catches it. Looks. Heads.

DENT
 (sincere)
 I'm not.

The DOORS CLOSE on his smile. She turns the coin over: IT IS
 DOUBLE-HEADED. She shakes her head.

RACHEL
 You make your own luck.

EXT. TENTH AVENUE, DOWNTOWN -- CONTINUOUS

The convoy ROCKETS through empty streets. A police
 HELICOPTER illuminates the path before them.

INT. REAR CABIN, ARMOURED CAR -- CONTINUOUS

A SWAT is staring at Dent, fascinated. Dent's nervously
 stone-faced.

EXT. INTERSECTION -- CONTINUOUS

An Officer holding up traffic. A SEMI-TRUCK pulls up, honks
 its horn. The Officer walks up to the driver's window.

OFFICER
 Hey! You wait like everybody else,
 pal.

Beside the driver, a CLOWN appears. A SPRAY OF BULLETS DOWN
 the Officer.

INT. LEAD PATROL CAR, CONVOY -- CONTINUOUS

The cop behind the wheel of the lead black-and-white slows as he sees something burning in the intersection ahead. His partner reaches for the radio.

RADIO COP
What the hell is that?

EXT. AVENUE -- CONTINUOUS

Overhead, the helicopter checks the route, hovering above a burning FIRE TRUCK, BLOCKING the road.

INT. LEAD PATROL CAR, CONVOY -- CONTINUOUS

The RADIO COP is trying to remain calm.

RADIO COP
(into radio)
Obstruction ahead, obstruction ahead! Dammit! All units divert down to Lower 5th! I repeat, all units exit down!

INT. UP FRONT, ARMOURED CAR -- CONTINUOUS

The radio CRACKLES.

RADIO COP
(over the radio)
...Exit down!

SHOTGUN SWAT
Lower 5th? Fuck no! We'll be trapped down there...

EXT. SURFACE STREETS -- CONTINUOUS

The convoy disappears down the exit ramp.

RADIO COP
(over radio)
We'll get back topside on Monroe Street. Shit... why didn't anybody call that in?!

EXT. LOWER FIFTH AVENUE -- NIGHT

The convoy rolls through the subterranean streets, into traffic.

INT. LEAD PATROL CAR, CONVOY -- CONTINUOUS

The Radio Cop toggles his car's SIRENS. The civilian cars clear a path. The sirens on the rest of the convoy LIGHT UP.

EXT. LOWER FIFTH AVENUE -- CONTINUOUS

A GARBAGE TRUCK pulls up behind the convoy and SWIPES the two rear vehicles off the road... leaving it clear to RAM THE ARMoured CAR. The Garbage Truck pushes hard on the armoured car, FORCING it forward.

INT. ARMoured CAR -- NIGHT

SHOTGUN SWAT

Shit, get us out of here! Let's go!

The Driver NAILS the gas- the Shotgun SWAT grabs his radio.

SHOTGUN SWAT

(into radio)

Listen, we need backup. We've got company.

INT. SWAT VAN -- CONTINUOUS

The SWAT driver looks back at his team.

SWAT DRIVER

We've got trouble guys... Lock and load!

EXT. LOWER FIFTH AVENUE -- NIGHT

As the convoy drives past an intersection, the SEMI-TRUCK PULLS OUT AND SMASHES into the SWAT van, DRIVING it through the concrete barriers and INTO THE RIVER.

INT. ARMOURED CAR -- CONTINUOUS

SHOTGUN SWAT
What the hell was that?!

EXT. LOWER FIFTH AVENUE -- CONTINUOUS

The semi-truck pulls away from the support columns and into the oncoming lane- pulls alongside the armoured car.

The truck's trailer is branded "LAUGHTER IS THE BEST MEDICINE" with "HA, HA, HA" scrawled all over the side... The cargo door slides open. Inside, THE JOKER, casually holding a machine gun.

The Driver looks over. SLAMS on the armoured car's brakes, but the garbage truck pushes it forward as the Joker fires- BULLETS slamming into the side of the vehicle-

INT. REAR TRAILER OF TRUCK -- NIGHT

The Joker drops his machine gun and a clown hands him the shotgun. He resumes BLASTING the armoured car.

INT. REAR CABIN, ARMOURED CAR -- CONTINUOUS

Dent is calm as the SWAT FLINCHES from the bullet indentations-

DENT
These things are built for that,
right?

SWAT
He's going to need something a lot
bigger to get through this.

INT. REAR TRAILER OF TRUCK -- CONTINUOUS

The Joker tosses the shotgun aside and picks up a RPG.

INT. ARMOURED CAR -- CONTINUOUS

Shotgun SWAT STARES at the Joker and his RPG.

SHOTGUN SWAT
What is that? Is that a bazooka?

EXT. LOWER FIFTH AVENUE -- CONTINUOUS

The Joker aims at the LEADING COP CAR. The rocket DEMOLISHES the car's trunk.

INT. LEAD PATROL CAR -- CONTINUOUS

The cop driving tries to steady the car. The Radio Cop has finally lost it.

RADIO COP
Holy fucking Christ!!

INT. REAR TRAILER OF TRUCK -- CONTINUOUS

Clowns help the Joker load another grenade-rocket.

INT. ARMOURED CAR -- CONTINUOUS

Shotgun SWAT clutches his weapon. The Driver corrects the vehicle's course after ANOTHER HIT from the Garbage Truck.

SHOTGUN SWAT
I didn't sign up for this shit!

INT. REAR TRAILER OF TRUCK -- CONTINUOUS

The Joker aims again at the lead car. The BLAST FLIPS the car- the armoured car BURSTS through the fireball and continues. The Joker moves to reload, but stops- SEES something up ahead, in the opposite lane, racing towards the armoured car and garbage truck- the TUMBLER. The Joker stares, fascinated...

INT. ARMOURED CAR -- CONTINUOUS

The Tumbler is coming RIGHT FOR THEM.

SHOTGUN SWAT
Look out! Look-

The Driver swerves just in time as-

EXT. LOWER FIFTH AVENUE -- CONTINUOUS

-THE TUMBLER PLOUGHS STRAIGHT INTO THE GARBAGE TRUCK- the low-profile car sending the truck UP INTO THE CONCRETE CEILING- the Tumbler carries on through, as the TRUCK DISINTEGRATES.

INT. REAR TRAILER OF TRUCK -- CONTINUOUS

The Joker looks back to the Tumbler, amused. Turns to his Clowns.

THE JOKER
(shouting)
He's a killer after all!

The Joker reaches for his RPG and sticks in another rocket.

INT. ARMOURED CAR -- CONTINUOUS

The Driver RAMS THROUGH cars that are too slow pulling over. The semi-truck is TRAILING BEHIND.

SHOTGUN SWAT
Fuck! We missed Munroe Street!
Where's the next ramp?!

EXT. LOWER FIFTH AVENUE -- CONTINUOUS

The Tumbler SPINS around to rejoin the pursuit, as the Joker's truck CLOSES THE GAP between it and the armoured car.

INT. TUMBLER -- NIGHT

Batman watches as the Joker prepares to fire. Several rows of cars separate them. He activates the afterburner.

EXT. LOWER FIFTH AVENUE -- NIGHT

The Joker steadies the RPG and FIRES- the Tumbler FLIES UP into the open space between the two vehicles- taking the hit from the RPG-

The rear of the Tumbler EXPLODES- SPINNING the FLAMING car- the armoured car skids to a halt...

INT. REAR CABIN, ARMOURED CAR -- NIGHT

The SWAT and Dent are KNOCKED out of their seats.

INT. CAB, THE JOKER'S TRUCK -- CONTINUOUS

The driver takes a DEBRIS HIT to the head-

INT. REAR TRAILER OF TRUCK -- CONTINUOUS

The Joker is THROWN BACK by the explosion, HOLLERING with delight-

INT. TUMBLER -- CONTINUOUS

Batman WRESTLES the pod controls, SPINNING on the GYRO-

EXT. LOWER LEVEL STREET -- CONTINUOUS

The Tumbler flips over to come to rest in a smoking heap- the front end intact, rear wheels scattered across the roadway. A small crowd of dock workers gathers.

EXT. LOWER FIFTH AVENUE -- CONTINUOUS

The Joker JUMPS down from the trailer, as the truck slowly rolls into the barrier and stops. He looks back at the Tumbler's destruction and giggles like a kid- moves to the truck's passenger side and opens the door. The Joker YANKS the driver toward him.

THE JOKER

You're dead? You're dead! Then move over, dumbass! I wanna drive!

The Joker pushes the body out, takes the wheel, and pulls back onto the roadway, as a clown jumps into the passenger's seat. The truck SMASHES THROUGH the dividers into the proper lane, RIGHT BEHIND the armoured car.

INT. ARMOURED CAR -- CONTINUOUS

Shotgun SWAT glances in the rear view mirror- sees the Joker BARRELLING DOWN on them.

SHOTGUN SWAT
 We've gotta get topside! We need
 air-support, now!

EXT. LOWER FIFTH AVENUE -- CONTINUOUS

The armoured call PULLS onto a RAMP, heading up. The Joker's truck in hot pursuit.

INT. TRUCK -- CONTINUOUS

The Joker rapidly turns the wheel, forcing the truck into a sharp turn.

THE JOKER
 I like this job! I *like* it!

EXT. LOWER LEVEL STREET -- CONTINUOUS

The workers stare at the smoking wreck, inching closer...

INT. TUMBLER -- CONTINUOUS

Batman adjusts his position. Hits a button-

COMPUTER VOICE
*Scanning all systems... Damage
 catastrophic. Eject sequence
 initiated...*

Arm guards GRAB Batman's forearms as EXPLOSIVE BOLTS FIRE all around the pod...

EXT. LOWER LEVEL STREET -- CONTINUOUS

The crowd JUMPS- PANELS off the front of the car BLOW OUT-

The crowd stares, OPEN-MOUTHED, as Batman EMERGES, HOISTED UP AND OUT of the flaming car by the FRONT POD- LEVERING OVER the FRONT WHEEL... the pod PUSHES the OTHER WHEEL IN FRONT to form a type of MOTORCYCLE-

The BAT-POD SHOOTs FORWARD, bursting free as the Tumbler DETONATES, DYING in a MASSIVE FIREBALL...

EXT. PARKSIDE -- CONTINUOUS

The armoured car races down the street- the helicopter dips low, its searchlight washing over the car.

INT. POLICE HELICOPTER -- CONTINUOUS

A SNIPER readies his ASSAULT RIFLE.

SNIPER
(into radio)
We're on point- ready to give these
fucks some of their own medicine!

INT. ARMOURED CAR -- CONTINUOUS

Shotgun SWAT peers out the window, into the helicopter's searchlight.

SHOTGUN SWAT
Thank god... now we've got a
fucking chance.

INT. PASSENGER CAR, LOWER LEVEL STREET -- NIGHT

A motorist stares through his rear-view mirror, transfixed, as the Bat-Pod TEARS past. He YELPS as the Bat-Pod SMASHES the wing mirror from his car.

EXT. LOWER LEVEL STREET -- CONTINUOUS

Batman accelerates, oblivious to the STACCATO of CLEAVED wing mirrors as the Bat-Pod RAZORS through traffic- ROARS into a BUSY INTERSECTION and CUTS left...

EXT. TRAIN STATION -- CONTINUOUS

The Bat-Pod CANNONS through the glass doors and RACES through the station/mall- COMMUTERS screaming and diving out of the way-

The Bat-Pod races up the stairs and onto the upper street-

INT. TRUCK -- CONTINUOUS

The Joker GRABS his radio.

THE JOKER
 (into radio)
 OK... rack em up! Rack em up, rack
 em up, rack em up!

EXT. FIRE ESCAPE -- CONTINUOUS

A Thug in a clown mask climbs the ladder and gets in position- loads up a cable gun.

EXT. SECOND FIRE ESCAPE -- CONTINUOUS

Another thug loads his own cable gun...

EXT. PARKSIDE -- CONTINUOUS

The Joker's Thugs FIRE THE CABLES ACROSS THE STREET AT SEVENTH FLOOR LEVEL... they pull TAUT as the Helicopter approaches, unaware... the Helicopter CATCHES on the cables- SPINS OUT OF CONTROL AND SMASHES AGAINST THE BUILDINGS...

INT. ARMOURED CAR -- CONTINUOUS

Shotgun SWAT looks up, FROZEN with fear.

SHOTGUN SWAT
 Aw Jesus...

EXT. PARKSIDE -- CONTINUOUS

The Helicopter PLUMMETS down to the street, LIGHTING UP in a FIERY BALL that BARRELS along the street towards the armoured car...

INT. REAR CABIN, ARMOURED CAR -- CONTINUOUS

Dent looks out through the window into the front cabin- sees the burning Helicopter.

SHOTGUN SWAT (O.S.)
FUUUUUCK!!!

The car SHAKES as it PLOUGHS THROUGH the WRECKAGE.

INT. TRUCK -- CONTINUOUS

The Joker laughs HYSTERICALLY as FLAMES DANCE ACROSS HIS FACE.

EXT. NARROW ALLEY -- CONTINUOUS

The Bat-Pod TEARS down a narrow alley blocked with DUMPSTERS- CANNONS the dumpsters to make a path-

INT. TRUCK -- CONTINUOUS

The Joker looks ahead to see the Bat-Pod emerge from the alley in a cloud of fire, SKIDDING SIDEWAYS IMPOSSIBLY- it RACES TOWARDS THEM-

THE JOKER

Now there's a Batman! Alive and well...

EXT. PARKSIDE -- CONTINUOUS

The Bat-Pod ZOOMS past the armoured car, heading straight for the Joker's truck. Two HARPOONS stick out of its cannons.

INT. TRUCK -- CONTINUOUS

The Joker sees Batman ROARING down the street. He FIGHTS with the truck's gearbox, trying to MATCH THE SPEED.

THE JOKER

Oh! You want to play! Come on! Come on! Let's play!

EXT. PARKSIDE -- CONTINUOUS

The Bat-Pod gets withing range- FIRES THE HARPOONS at the Joker's truck- they IMPACT low, below the bumper- Batman SWERVES UNDERNEATH the Joker's truck-

INT. TRUCK -- CONTINUOUS

The Joker turns in his seat, trying to see where Batman went.

CLOWN
He missed!

EXT. PARKSIDE -- CONTINUOUS

The Bat-Pod comes out the other side, SLALOMS, wrapping the CABLES around a row of LAMP POSTS, SPINNING to a halt to watch...

The cable goes TAUT, RIPPING one post from its foundation- the TRUCK'S FRONT WHEELS CATCH, FLIPPING IT END OVER END... The truck CRASHES ONTO ITS BACK.

The Joker slowly crawls from the wreckage, moaning, MACHINE GUN IN HAND. He DIZZILY STUMBLES TO HIS FEET, using the gun as a crutch. The Joker gains his composure and STALKS into oncoming traffic, FIRING HIS GUN WILDLY.

Cars swerve out of the Joker's way, RIDDLED with bullets. Batman GUNS the Bat-Pod, zeroing in on the Joker.

INT. ARMOURED CAR -- CONTINUOUS

The Driver slows the car, pulls to the side.

SHOTGUN SWAT
What the hell- you can't stop here!
That psycho's still got a bazooka!

EXT. PARKSIDE -- CONTINUOUS

The Joker moves forward, determined. Bullets RAKE the ground around the Bat-Pod. Batman INCREASES THE SPEED.

THE JOKER
Come on... come on... I want you to
do it! Come on! Hit me! Hit me! **HIT**
ME!!

The Joker stands his ground, FISTS CLENCHED, his eyes BURNING. INVITING the IMPACT.

Batman, at the last second, SLINGSHOTS past him. LOCKS UP THE BRAKES. The Joker turns to watch, disappointed. The Bat-Pod SKIDS down the road, SHOOTING UP SPARKS, and SLIDES TO A STOP in front of the toppled truck.

The Joker pauses in thought. Flicks his switchblade open. And slowly walks towards Batman.

The Joker's thugs reach Batman first. He is unconscious. One thug pulls at the mask. An ELECTRIC SHOCK from the the bat-suit THROWS him back. The Joker LAUGHS, kicks the thug away. Crouches over Batman, knife ready. A SHOTGUN BARREL presses against the Joker's head.

THE JOKER

Argh! Can you please just give me a minute?!

The Joker is THROWN to the ground, the shotgun jammed in his face. The Joker drops the knife in surrender. The man holding the shotgun is the Driver, no longer wearing his mask:

JIM GORDON.

GORDON

We've got you, you son of a bitch.

THE JOKER

(with a pleasant smile)

Hey! You're alive!

INT. ARMOURED CAR -- MOMENTS LATER

Dent looks up as the door swings open to reveal Gordon. Dent GRINS.

DENT

Gordon... you do like to play things pretty close to the chest...

GORDON

We've got him, Harvey.

EXT. PARKSIDE -- NIGHT

A small army of cops have sealed off the roadway. REPORTERS clamour for an interview with Dent, who is being shielded by Ramirez.

REPORTER

Mr. Dent? How does it feel to be the biggest hero in Gotham?

DENT

No, I'm no hero. Gotham's finest, they're the heroes.

REPORTER

But you and your office have been working with the Batman all along?

DENT

No... but I trusted him to do the right thing.

REPORTER

Which was?

DENT

Saving my ass...

RAMIREZ

OK, people! That's enough! Let him be! Let him be!

Ramirez leads Dent to a squad car- Wuertz is in the driver's seat.

DENT

Thank you, Detective.

Ramirez opens the door for him.

DENT (CONT'D)

I've got a date with a pretty upset girlfriend.

RAMIREZ

I figured, counsellor.

Ramirez shuts the door on Dent. Signals Wuertz to pull out.

INT. HOLDING, M.C.U., GOTHAM CENTRAL -- NIGHT

The Joker sits in a holding cage. What remains of his makeup has run, his clothes a mess- but his calm lends him an odd dignity. COPS SMASH their night sticks against the bars near the Joker's head. The Joker does not flinch.

GORDON

Stand away! All of you. I don't want *anything* for his mob lawyer to use, you understand?

The Mayor walks in. Shakes Gordon's hand.

MAYOR

Back from the dead?

GORDON

I couldn't risk my family's safety.

The Mayor looks over at the Joker in his cage.

MAYOR

What've we got?

GORDON

Nothing. No matches on prints, DNA, dental. Clothing is custom, no labels. Nothing in his pockets but knives and lint. No name, no other alias...

MAYOR

Why's he still got his makeup on?

GORDON

When we tried to remove it, he proved... uncooperative.

The Joker BARES his teeth at them. The Mayor puts his hand on Gordon's shoulder and leads him away from the Joker's cage.

MAYOR

Go home, Gordon. The clown'll keep till morning. Go get some rest—you're going to need it. Tomorrow, you take the big job. It's not final, but the gap has to be filled, asap.

(quiet)

You're our new Commissioner of Police.

Stephens listens in, claps Gordon on the back.

STEPHENS

(loud)

Commissioner, huh? Congratulations, Lieutenant!

The surrounding cops hear Stephen's comment and start clapping. A SHRILL WHISTLE cuts the air. Everybody turns to see the Joker giving Gordon a sarcastic two thumbs up.

THE JOKER

Good luck...

EXT. GORDON'S HOUSE -- NIGHT

Gordon walks up the stairs as the door flies open. Barbara stands in the doorway.

GORDON
I'm sorry. I couldn't risk your
safety-

She SLAPS Gordon. He grabs her, holds her tight as she sobs.

INT. HOLDING, M.C.U., GOTHAM CENTRAL -- NIGHT

The Joker's men are processed. DETECTIVE MURPHY turns to Stephens.

MURPHY
Look at these ugly bastards.

One of the men leans on the bars, clutching his belly.

FAT THUG
I don't feel good.

MURPHY
You're a cop killer. You're lucky
to be feeling anything below the
neck.

FAT THUG
Please!

COP
Step away from the bars!

FAT THUG
My insides hurt!

The Joker tries to remain straight-faced.

INT. KID'S BEDROOM, GORDON HOME -- NIGHT

Gordon crouches by his son's bedside. He reaches out to touch James' cheek. James opens his eyes. Staring at his dad as if still dreaming.

JAMES
(whispers)
Did Batman save you, Dad?

Gordon looks at his son. A little pride seeps in.

GORDON
 Actually, this time *I* saved *him*.

Gordon's phone rings-

INT. MAJOR CRIMES UNIT -- NIGHT

Gordon PUSHES through the swarm of detectives crowded into the observation room. The Joker can be seen through the glass. Sitting there. Calm.

GORDON
 Has he said anything yet?

Ramirez shakes her head. Gordon PUSHES through the door...

INT. INTERROGATION ROOM, M.C.U., GOTHAM CENTRAL -- NIGHT

The Joker's face, floating in near darkness. Gordon walks in. Sits.

THE JOKER
 Evening, Commissioner.

GORDON
 Harvey Dent never made it home.

THE JOKER
 Of course not.

GORDON
 What have you done with him?

THE JOKER
 (stunned)
 Me? I was right here.
 (holds up his handcuffed hands)
 Who did you leave him with? Hm?
 Your people? Assuming, of course,
 that they are still *your* people...
 and not *my* people. How does that
 make you feel? Responsible, maybe?
 For Harvey's current predicament?

GORDON
 Where is he?

THE JOKER
 What's the time?

GORDON

What difference does that make?

THE JOKER

Well, depending on the time, he may be in one spot... or several.

(beat)

...Like splattered on the wall, I mean.

Gordon stands. Moves to the Joker. Undoes his handcuffs.

GORDON

If we're going to play games, I'm going to need a cup of coffee.

THE JOKER

Ah! The good cop, bad cop routine?

Gordon pauses, hand on the doorknob.

GORDON

Not exactly.

Gordon steps out. The overhead lights COME ON. BATMAN IS BEHIND HIM. The Joker BLINKS in the HARSH WHITE LIGHT.

WHAM! The Joker's face HITS the table. He comes up for air- Batman is in front of him. The Joker stares, fascinated. Bleeding.

THE JOKER

I *thought* there was someone behind me... But I told myself: 'You're crazy! You're just hearing things again!' But, well...

The Joker holds his hand open to Batman. Batman sits in Gordon's chair.

BATMAN

You wanted me. Here I am.

The Joker stares intently into Batman's eyes, not for one second looking away.

THE JOKER

I wanted to see what you'd *do*. And you didn't disappoint... You let 28 people die, by my count. Well, maybe 27, now that Gordon's back. And the numbers are still out on tonight! If you were such a great

(MORE)

THE JOKER (cont'd)
guy, you would've given yourself up
days ago. The closest you came was
letting Dent take your place. Even
to a guy like me... that's cold-

BATMAN
Where's Dent?

THE JOKER
Do you really want to let *him* ruin
this? This is our first chance to
talk! Dent can wait...

BATMAN
Where is he?

THE JOKER
The mob wants you dead and buried.
They think things'll go back to
normal then. But I know the truth-
there's no going back. You've
changed things. Forever.

BATMAN
Then why do you want to kill me?

The Joker looks at Batman, FRUSTRATED. As if Batman doesn't
get it...

THE JOKER
Kill you...? Why? Because I shot at
you? What else was I supposed to
do? Throw my hands up in defeat?!
The truth is, what would I possibly
do with you dead? Desecrate your
corpse, yes. But a week later? Go
back to ripping off mob dealers?
No. No!

(leans forward)
I'm *nothing* without you.

BATMAN
You're garbage who kills for money.

THE JOKER
(laughs)
Don't even try that! You might be
an idiot, I don't know, but even
you're not that stupid. This here
is beyond money. What we do, can't
be burdened with a price tag.

(points to the one-way glass)

(MORE)

THE JOKER (cont'd)
That's what those '*normal people*'
can't understand. We do this for so
much more.

BATMAN
I'm not your accomplice...

THE JOKER
Don't say you don't want to play
the game when you're the genius who
invented it! You're just a freak.
Like *me*! That's the doozie holding
you back. Just accept it! You're
never going to be one of them. No
matter how hard you try.

He regards Batman with something approaching pity.

THE JOKER (CONT'D)
They need you right now, yeah. But
when they don't... they'll cast you
out. Like a leper!

The Joker studies Batman's eyes. Searching.

THE JOKER
They say they want justice. They
say they want civil liberties. It's
all a bad joke. Dropped, at the
first sign of trouble. If I told
everyone to kill a newborn baby...
to stop me from blowing shit up?

BATMAN
They wouldn't...

THE JOKER
You know *fucking well* they would!
They're just lucky you're more
interesting to me than a newborn
baby.

Batman looks at the Joker with disgust.

THE JOKER
Ah, there's that look again. Stop
taking things so personally- you
can't save everyone. You're one man
against a whole world... full of
people actively fucking each other
over. Understand, they're only as
good as the world allows them to
(MORE)

THE JOKER (cont'd)
 be. When the chips are down, these
 civilized people...- I'll show you!
 They'll eat each other.
 (sinister)
 And I mean that literally.

There's a quiet pause as the Joker leans back in his chair.
 Looks at Batman, who sits silent, almost defeated.

THE JOKER
 (comforting)
 I'm not a monster... I'm just ahead
 of the curve.

Batman LUNGES at the Joker, GRABS and PULLS him over the
 table.

INT. OBSERVATION ROOM, M.C.U. -- CONTINUOUS

The detectives look to Gordon.

GORDON
 He's in control.

INT. INTERROGATION ROOM, M.C.U. -- CONTINUOUS

Batman HOISTS the Joker up by the neck, PINNING him to the
 wall.

BATMAN
 Where's Dent?

THE JOKER
 You'll have to kill me... sooner or
 later...

BATMAN
 I have one rule...

THE JOKER
 Break it! Be a fucking man and kill
 me! I'll never stop myself. I know
 too much...

BATMAN
 What do you know?

THE JOKER
 (smiles)

(MORE)

THE JOKER (cont'd)
 The only sensible way to live in
 this world is without *rules*. For
 the sake of the people... kill me!

Batman leans in to the Joker.

BATMAN
 I'm considering it...

THE JOKER
 Well, shit! Wait! Not yet! You
 still have to save your lawyer
 friends...

Batman stops, a QUESTIONING look.

THE JOKER
 You know, for a while there, I
 thought you really were Dent. The
 way you threw yourself after her-

Batman FLIPS the Joker onto the table- RIPS up a bolted-down
 chair-

THE JOKER
 (laughing)
 Look at you go!

INT. OBSERVATION ROOM, M.C.U. -- CONTINUOUS

Gordon RUNS for the door-

INT. INTERROGATION ROOM, M.C.U. -- CONTINUOUS

Batman JAMS the chair under the doorknob- turns back.

THE JOKER
 Does Harvey know about you and his
 little-

Batman PICKS up the Joker and HURLS him into the one-way
 glass. The glass SPIDERS. The Joker, bleeding from nose and
 mouth, SLIDES to the floor. Laughing. Batman stands over
 him, a man possessed-

BATMAN
 WHERE ARE THEY?!

THE JOKER
Killing is making a choice-

Batman PUNCHES the Joker across the face. HARD.

BATMAN
WHERE ARE THEY?!

The Joker FEEDS off Batman's anger. Loving it.

THE JOKER
...you choose one life over the
other. Your friend, the district
attorney. Or his blushing bride to
be-

Batman PUNCHES the Joker again. The Joker laughs manically.

INT. OBSERVATION ROOM, M.C.U. -- CONTINUOUS

Gordon desperately pulls on the door. Alone.

GORDON
Someone- help, dammit!

The other detectives stand at the window. TRANSFIXED. Some
RELISHING the Joker's beating.

INT. OBSERVATION ROOM, M.C.U. -- CONTINUOUS

THE JOKER
You have nothing! Nothing to
threaten me with! Nothing to do
with all of your anger...

Batman PULLS the Joker off the floor, holding him close.

BATMAN
TELL ME!

THE JOKER
(smiling)
951527. Davis. James T. Private
First Class. Born April 4th-

Batman HEADBUTTS the Joker.

THE JOKER (CONT'D)
95152-

The Joker is THROWN to the ground.

BATMAN
(almost pleading)
TELL ME WHERE THEY ARE!

THE JOKER
951527. Davis. Jame-

The Joker gets a FOOT TO THE GUT. Batman's ENERGY is FADING.

THE JOKER (CONT'D)
...Orders to exterminate the Gook
village... rape the women, kill the
kiddies...

Batman let's loose with one final attack. Then he stumbles
away, BREATHING HARD. Exhausted. HELPLESS. The Joker, his
face a bloodied mess, crawls towards the window.

THE JOKER (CONT'D)
...Wasn't supposed to tell you
that...

INT. OBSERVATION ROOM, M.C.U. -- CONTINUOUS

Gordon watches as the Joker PULLS himself up, leaning
against the window. COUGHS UP a wad of BLOOD. Batman comes
from behind, GRABS HIS HAIR, and DRIVES the Joker's face
into the already BROKEN GLASS. The Joker falls down, limp.

Batman storms through door, past the detectives, the Joker's
weak giggling trailing behind him.

Gordon glares after Batman. Resentful.

GORDON
(to detectives)
Make sure that door's closed. The
Joker stays in there.

He turns to follow Batman.

EXT. ROOF, M.C.U. -- NIGHT

Batman stops on the ledge. Looks UP INTO THE SKY. Gordon
closes the door behind him.

GORDON
That was real professional...

BATMAN

Don't.

GORDON

What's going to happen, when his lawyers see him? They'll cry 'Police brutality'! He'll be let go!

BATMAN

He has Dent and Rachel!

GORDON

And what are you going to do about it? Wait, and then beat him again?!

Batman grinds his teeth.

BATMAN

I'll find them.

Gordon sighs. Calming.

GORDON

It's a big city...

BATMAN

I have to try. Will you?

GORDON

(off look, guilty)
I need to go home... Barbara-

BATMAN

Fine.

Batman LEAPS off the roof, leaving Gordon alone in the darkness.

EXT. DOWNTOWN GOTHAM -- CONTINUOUS

The Bat-Pod SWERVES into oncoming traffic, CHAOS in its wake.

INT. OBSERVATION ROOM, M.C.U. -- NIGHT

Gordon walks up to Stephens, a cup of coffee in hand. Stephens watches the Joker, who lies on his back, POKING at his face.

GORDON
Don't let anyone in that room. What
good it'll do...

STEPHENS
You're heading off?

GORDON
I'll be in first thing tomorrow.
Goodnight, Stephens.

STEPHENS
We've been through worse, Jim.

GORDON
Right...

INT. INTERROGATION ROOM, M.C.U. -- CONTINUOUS

The Joker looks up at the ceiling.

THE JOKER
(babbling)
I want... my phone call. I want it.
I want it! I want my phone call...

INT. GORDON'S HOUSE -- NIGHT

Gordon walks into his bedroom. Barbara is already fast asleep. He LOOSENS his tie and sits down on his side of the bed. Buries his face in his hands.

INT. OBSERVATION ROOM, M.C.U. -- LATER

The Joker is UNEASY ON HIS FEET. Standing in front of the window.

THE JOKER
I want my phone call.

Stephens and Ramirez watch, silent.

STEPHENS
He's right, you know. We should
just kill him.

RAMIREZ
Gordon wouldn't let us.

STEPHENS

We could make it look like an accident.

RAMIREZ

(stern)

Mike...

STEPHENS

I'm just saying.

The Joker's right hand PLAYS in the blood he COUGHED UP EARLIER. Unnoticed, his left hand moves to the glass shards...

THE JOKER

It's my right as a citizen...

EXT. GOTHAM STREETS -- CONTINUOUS

The Bat-Pod SKIDS SIDEWAYS, WHEELS FLIPPING as the gyro keeps Batman upright on the tumbling bike- it comes to rest in front of a dilapidated warehouse- guns lined up with a fire exit- BLOWS the door off its hinges. Drives in.

INT. HOLDING AREA, M.C.U. -- NIGHT

The Fat Thug shuffles to the bars, where a COP stands guard.

FAT THUG

(agony)

Please. My insides hurt.

COP

I don't really care. Back away.

FAT THUG

The boss said he would make the voices go away. He said he'd go inside and replace them with bright lights. Like Christmas!

COP

You're out of your mind, pal. Back off-

The Fat Thug COLLAPSES. The Cop grabs his radio.

COP

(into radio)

Get a medic to the holding tank. Come on.

(to other cop)
 Get the door open.
 (to Joker's thugs)
 You guys back off!

INT. DILAPIDATED WAREHOUSE -- CONTINUOUS

IT IS EMPTY. The Bat-Pod skids around and ROARS out.

INT. DETECTIVE'S ROOM, M.C.U. -- CONTINUOUS

Murphy sits at his desk, LOST in thought. Wuertz rests against the wall.

MURPHY
 This city's burning down to the
 ground. All around us.

WUERTZ
 (sarcastic)
 Oh, yeah? Hadn't noticed.

MURPHY
 All of these freaks... it's only
 going to get worse. Dent's always
 been full of shit- '*The dawn is
 coming*'! It's only going to get
 worse...

INT. INTERROGATION ROOM, M.C.U. -- CONTINUOUS

The Joker backs up into the middle of the room.

THE JOKER (CONT'D)
 All of you cops are the same... no
 heart. No soul. No sympathy for a
 confused young man.

Reveals the SHARD of GLASS. Calmly BRINGS IT TO HIS ARM.

THE JOKER (CONT'D)
 It's not me who wanted it this way.
 You people just wouldn't let me
 in...

CUTS DOWN. Blood breaks through the skin. The Joker SMILES at the window.

THE JOKER (CONT'D)
Goodbye, cruel world!

FALLS TO THE FLOOR.

INT. OBSERVATION ROOM, M.C.U. -- CONTINUOUS

STEPHENS
Fuck no...

RAMIREZ
What do we do?

Stephens rushes to the door, GUN DRAWN.

STEPHENS
Fuck no!

INT. DETECTIVE'S ROOM, M.C.U. -- CONTINUOUS

MURPHY
We can't do our job, anymore. Can't deal with these punks the way they need to be dealt with. But Batman can. Doing our jobs for us. No laws holding him back.

WUERTZ
And he's still doing a crap job...

MURPHY
(bitter)
Yeah...

EXT. GOTHAM STREETS -- CONTINUOUS

The Bat-Pod SHOOTS past traffic. Batman looks at the passing buildings, unsure of where to go next.

INT. HOLDING AREA, M.C.U. -- CONTINUOUS

A MEDIC CUTS away the FAT Thug's shirt- his belly has a large INCISION, which has been closed with crude looking STITCHES-

COP
Jesus... what is that?

MEDIC

He's got some kind of... contusion.

A RECTANGULAR SHAPE is visible under the skin above his navel.

INT. DETECTIVE'S ROOM, M.C.U. -- CONTINUOUS

Stephens shuffles out into the room, his shirt RED WITH BLOOD. A piece of BROKEN GLASS held to his THROAT by the Joker. Cops draw their weapons.

WUERTZ

Put the weapon down!

STEPHENS

It's my own damn fault. Just shoot him!

MURPHY

Let him go, now! Drop the weapon!

INT. INTERROGATION ROOM, M.C.U. -- CONTINUOUS

Ramirez lies on the ground, BLEEDING from her head. Unconscious.

INT. DETECTIVE'S ROOM, M.C.U. -- CONTINUOUS

THE JOKER

What? Sorry?

MURPHY

What do you want?!

THE JOKER

I just want my phone call.

The detectives look at each other. The Joker holds out a hand greedily. One of them pulls out his cell phone. TOSSES it to the Joker. He begins to dial- STOPS. Looks at Murphy.

THE JOKER

Eh... how far away are we from the... cage you had me in?

MURPHY

(thinks)

40 yards?

THE JOKER

Oh, that's good. Good. More than
enough...

The Joker dials.

INT. HOLDING AREA, M.C.U. -- CONTINUOUS

The Medic gingerly PRESSES the rectangle. It illuminates, a soft blue light visible through the skin. RINGS.

COP

Is that a... *phone*?

AN EXPLOSION ERUPTS from the Fat Thug's BELLY. ALL CONSUMING.

INT. INTERROGATION ROOM, M.C.U. -- CONTINUOUS

The one-way glass windows BLOW OUT. Ramirez's KICKS her legs, covers her head, screams. The explosion WOKE HER UP.

INT. DETECTIVE'S ROOM, M.C.U. -- CONTINUOUS

The FORCE OF THE BLAST KNOCKS the detectives off their feet. Shreds the paperwork into confetti. The Joker stands still, GRINNING, his eyes SQUEEZED TIGHT.

EXT. CITY LIMITS, GOTHAM -- CONTINUOUS

Batman drives out of Gotham, into the WILDERNESS. Desperate, unaware of where he is.

INT. HALLWAY, M.C.U. -- CONTINUOUS

The walls are CHARRED BLACK. The Joker walks off, SURVEYING the damage. APPROVING. Steps over the cops littering the floor. Up ahead, some men climb up a set of stairs. See the Joker.

THUG

Boss?

The Joker squints at the thug.

THE JOKER

Danny?

THUG

Yeah...

The Joker walks past him. The men follow.

THE JOKER

What are you doing here?

THUG

We were arrested... at Wayne's party...

THE JOKER

Isn't this convenient? You can carry him for me...

THUG

Who?

INT. SPECIAL HOLDING AREA, M.C.U., GOTHAM CENTRAL -- NIGHT

The Joker and his men walk to the bars of another cell. The Joker GRINS, jangling a set of keys.

THE JOKER

Hello there.

In his cell. Terrified. Lau.

INT. DETECTIVE'S ROOM, M.C.U. -- CONTINUOUS

Gun ready, Ramirez moves towards Stephens. Crouches down.

RAMIREZ

Mike? Mike! Where is he?

Stephens can only MOAN.

EXT. STREET, DOWNTOWN GOTHAM -- DAWN

A squad car BLAZES out of the M.C.U. courtyard, SIRENS BLARING. The car is followed by three others. They swerve all over the road. The Joker sticks his head out the window like a dog, feeling the wind...

EXT. GOTHAM WILDERNESS -- DAWN

Batman stands alone on a plateau. OVERLOOKING GOTHAM. His spirit BROKEN.

EXT. RUINED MAJOR CRIMES UNIT, GOTHAM CENTRAL -- MORNING

Gordon stares at the rubble. Numb. His detectives stand behind him.

RAMIREZ

The Joker's gone...

GORDON

With Lau?

(detectives are silent)

He wanted to be locked up here...

Maybe even *planned* to be caught.

Gordon goes silent. Thinking.

GORDON (CONT'D)

Maybe that's a good thing.

The detectives look at him quizzically.

GORDON (CONT'D)

Maybe all he wants *is* money...

He walks off alone.

INT. WAREHOUSE -- DAY

Any windows are BOARDED up, blanketing the room in DARKNESS. Rachel sits in the middle. BOUND TO A CHAIR. SOBBING.

RACHEL

Hello? Can anybody hear me? Hello?!

All around her, practically wall to wall- metal BARRELS. Connected to wires, all hooked into a CAR BATTERY. Out of the darkness, a PHONE IS SET DOWN on a barrel. Only a HAND visible. The phone RINGS.

RACHEL

Please! Please let me go! Hello!

You don't have to do this...

The HAND presses a button. SPEAKERPHONE. Voices. AND GIGGLING.

VOICE (O.S.)
...speak up... Speak up, Harvey!

A recognizable voice comes on:

DENT (O.S.)
Rachel?

RACHEL
 Harvey! Harvey! Thank god... are
 you OK? I thought...

GIGGLING from the phone.

DENT (O.S.)
*It's OK, Rachel. Everything's going
 to be OK. Where are you?*

RACHEL
 A warehouse. Wired to barrels...
 Harvey...

DENT (O.S.)
Can you move your chair?

RACHEL
 No. I've tried. Harvey...

DENT (O.S.)
*Look for something to free
 yourself.*

A STRONG SPURT OF GIGGLING crackles over the phone.

RACHEL
 Harvey! They told me, that only one
 of us was going to make it. And
 that they were going to let our
 friends choose...

DENT (O.S.)
*It's OK, Rachel. It's going to be
 fine. They're coming for you...*

In the shadows, in front of Rachel, SHAPES are SETTING UP
 CAMERAS.

RACHEL
 OK, listen to me... Talk... talk me
 through what's going on with you...

DENT (O.S.)
Nothing... I-

Dent SCREAMS IN PAIN. LAUGHTER.

RACHEL
 Harvey? Harvey! What's happening?!
 Just talk to me for one second!

DENT (O.S.)
Rachel...

RACHEL
 Harvey! Just in case! I want to
 tell you something... OK?

DENT (O.S.)
Rachel, don't think like that.
They're coming for you!

RACHEL
 I know they are! But I don't want
 them to!

VOICE (O.S.)
(laughing)
...What?! Nobody's coming!

RACHEL
 I don't want to live without you,
 and I do have an answer for you.
 And my answer is yes!

DENT (O.S.)
Rachel-

The PHONE GOES DEAD.

RACHEL
 Harvey!

Suddenly, eight PHOTOGRAPHY LIGHTS FLASH ON behind the
 cameras. BLINDING Rachel.

INT. BAT-BUNKER -- DAY

Wayne sits at the computers, SCANNING the lists on screen:
 abandoned buildings, secluded areas, junk yards on the edge
 of town. Alfred walks up behind him with a brown, paper bag.

ALFRED
Master Bruce?

WAYNE
She could be anywhere, Alfred...

ALFRED
Eat something, sir.

WAYNE
There are 17 condemned buildings in the downtown area alone. 3 times that city-wide. There are the docks- boats coming and going all the time. Cheap apartments everywhere...

ALFRED
We'll find them. Now please, eat something.

Alfred takes a plastic container from the bag, places it beside him. Wayne is silent. Looking off into the distance.

WAYNE
I... this city, Alfred. It's not mine, is it?

ALFRED
Sir?

WAYNE
I've never understood it. The people. The corruption. I thought I could change it. I thought it *wanted* to be changed. But I'm beginning to see... the Joker understands it better than I ever could. He knows it like the back of his hand. He knows all of the back-streets and alleys...

ALFRED
(pauses)
It's *not* his city, sir. And it's not yours, either. It *belongs* to all of us. *That* should be your reason to fight.

WAYNE
(lost in himself)
It'll have taken three people from me...

Alfred rests his hand on Wayne's shoulder.

ALFRED
Bruce... don't give in. You can
bring this to an end.

Alfred leaves.

INT. CORNER DELI, DOWNTOWN -- DAY

Gordon is at the counter, SHADOWS under his eyes, RAGGED. Holding a plastic coffee cup. A CIGARETTE dangling from his LIPS. He hands a handful of coins to the attendant.

GORDON
(mutters)
Thanks...

EXT. CORNER DELI, DOWNTOWN -- CONTINUOUS

Gordon steps out of the store. A car SCREECHES to a stop in front of him. From the sides, THREE BURLY MEN surround him. He goes for his GUN. They throw a BLACK BAG over Gordon's HEAD- PUNCH HIM IN THE GUT- THROW him in the CAR. It drives off. WITNESSES stand GAWKING.

INT. INDUSTRIAL BASEMENT -- NIGHT

Gordon is dragged into the room, thrown to his KNEES. Hands cuffed behind his back. A Clown removes the BLACK BAG, levels a SHOTGUN at his head. Gordon bleeds from the mouth, one lens of his glasses BROKEN. He sees:

The Joker. Sitting comfortably in an armless chair. FRESH MAKEUP over his PUFFY and BRUISED face. His HAIR combed back. Smiling.

At the Joker's FEET, Harvey Dent, lying on the FLOOR, HOG-TIED. A phone beside his head. Conscious and breathing hard.

THE JOKER
You should be happy, Gordon. You
found Dent before Batman did. That
has to be something.

GORDON
Harvey?

THE JOKER
 Though, not the ideal way, is it?

DENT
 I'm fine.

THE JOKER
 You are, aren't you? I hope Rachel
 can say the same...

Dent stares at Gordon.

DENT
 Did you find her?!

Before Gordon can answer-

THE JOKER
 No- he didn't. Real fine police
 work there, Commissioner. She's
 right where I left her, Harvey. In
 the hands of some *real* psychos...

DENT
 You bastard... I'll kill you!

The Joker leans forward in the chair, STEPS ON Dent's FACE.

THE JOKER
 I'd like to see that. I really
 would. Harvey Dent, covered in my
 blood. Me lying at *your* feet. A
 real photo opportunity.

GORDON
 Joker... what's this about? You've
 got Lau.

The Joker turns his attention on Gordon.

THE JOKER
 You hung around, didn't you?

GORDON
 When?

THE JOKER
 When Batman rearranged my face. You
 didn't *stop him*... You just let him
 go to town...

GORDON

I tried...

THE JOKER

Ah, don't beat yourself up over it. It's how he communicates. Like Morse Code, say. No... you were there- when I explained to him the workings of the world. When I explained to him we aren't about money...

GORDON

What does that-

THE JOKER

Lau was about money. I made a promise to the mob. I kept it. Now I can do what I want. I can do what makes *me* happy...

The Joker waves his hand. Two clowns wheel a TV into the room. Another brings in a LARGE BUCKET OF WATER. A third has a container of GASOLINE.

DENT

Are you going to kill us?

THE JOKER

Eh... not exactly.

DENT

Please... let Rachel go. Kill me. But let her go.

The Joker looks down at Dent. CURIOUS.

THE JOKER

I don't know if that's up to me, Harvey.

The Joker pulls a DETONATOR from his jacket. FIDDLES with it.

DENT

Of course it is! Please! She doesn't deserve this!

THE JOKER

Doesn't she?

DENT
Joker! You bastard-

GORDON
(yelling over Harvey)
What do you get? Out of killing us?
What does that get you?

The Joker thinks.

THE JOKER
Isn't '*a fun time*' a valid answer?

GORDON
No... not for you. You think you're
working on another level. Prove it.
What happened to your higher
purpose?

THE JOKER
This *is* the higher purpose,
asshole!

The Joker KICKS Dent in the NECK. Dent groans.

GORDON
Don't-

THE JOKER
When this is over, you'll
understand. I just wish Batman was
here. I can't help but feel he's
being left out...

DENT
(defiant)
He'll find us, soon enough.

THE JOKER
Riiiiight... You know, Harv. With
you being such a jerk, I'm not sure
why I'm going to do this for you...

The Joker STANDS UP, moves to the TV. Turns it on. RACHEL.

INT. WAREHOUSE -- NIGHT

Rachel, still bound to the chair. BLINDED by the LIGHTS. But
we can make out THREE CAMERAS trained on her.

INT. INDUSTRIAL BASEMENT -- CONTINUOUS

The Joker moves back to Dent, crouches by the phone, and presses the speakerphone.

THE JOKER (CONT'D)
One last goodbye...

DENT
Rachel!

RACHEL (O.S.)
Harvey!

The Joker takes his seat. Turns to Gordon.

THE JOKER
Ain't puppy love grand?

DENT
(into phone)
Hang in there, baby. It's almost over.

The Joker TWISTS in his chair, to the clowns.

THE JOKER
Which one of you dolts gave Dent the timeline?!

Harvey keeps talking to Rachel in the background. The Joker turns his attention to Gordon.

THE JOKER (CONT'D)
Let me tell you, I'm never hiring schizos again. You need to hold their hands through the *entire* operation.

Gordon leans down. SLOW, DEEP BREATHES. Trying to FOCUS.

RACHEL (O.S.)
...We'll have a spring wedding...
June.. in New Hampshire...

DENT
(sad laugh)
...I hope it doesn't rain...

The Joker TURNS OFF the speakerphone.

DENT

Rachel!

THE JOKER

God... leave you alone for a second
and you get all schmaltzy. Time to
move this along...

(to Gordon)

I'll make this simple. You have a
choice. You either choose handsome
here...

The Joker PULLS OUT a MAGNUM REVOLVER. Caresses Dent's
bruised cheek with the BARREL.

THE JOKER (CONT'D)

(points at the TV)

Or beautiful over there...

Dent STARES DEEP into Gordon's eyes. FILLED WITH
DESPERATION.

DENT

Jim...

GORDON

(quiet)

No...

DENT

Jim... choose me.

GORDON

No.

DENT

Let Rachel go...

GORDON

(to the Joker)

I'm not going to do this...

The Joker smiles knowingly.

THE JOKER

You don't have multiple options.
Which one dies?

GORDON

I'm not going to play, damn you!

DENT
Choose me!!

GORDON
No!

DENT
Goddammit, Jim! CHOOSE ME!

GORDON
NO!

The Joker sits back and watches. Unnoticed, he turns the speakerphone back on.

THE JOKER
Batman's not coming to stop me,
Commissioner. They won't both make
it...

INT. WAREHOUSE -- CONTINUOUS

Rachel hears Dent and Gordon arguing over the phone.

GORDON (O.S.)
He'll come!

THE JOKER (O.S.)
No he won't!

DENT (O.S.)
KILL ME! **KILL ME!!**

GORDON (O.S.)
NO! I WON'T! There's a way-

THE JOKER (O.S.)
Kill him! He wants it!

RACHEL
Harvey...

DENT (O.S.)
He'll kill her! NO! He'll kill her!
Jim! CHOOSE ME!

RACHEL
Harvey!

He can't hear her.

INT. INDUSTRIAL BASEMENT -- CONTINUOUS

The Joker ROLLS HIS EYES. He's getting BORED.

DENT

PLEASE!

GORDON

NO!!

THE JOKER

FINE! I choose!

Presents the DETONATOR. TURNS THE KEY.

DENT

NO!

INT. WAREHOUSE -- CONTINUOUS

RACHEL

HARVEY! I-

THE EXPLOSION CUTS HER OFF.

INT. INDUSTRIAL BASEMENT -- CONTINUOUS

Dent sees a FLASH on the TV... then STATIC.

DENT

NO! NO! **RACHEL! NO!!**

The Joker leans forward and looks back at the TV.

THE JOKER

Oh, how I do love the fireworks.

Gordon GLARES at him. SHOCK AND ANGER MAKING HIM MUTE.

THE JOKER

Even if you chose Dent, I hold veto power. Explosions are so much more... beautiful.

Dent curls into a BALL, SOBBING- his emotions overwhelming him.

GORDON

(spitting)

You fucking... piece of shit... cocksucker!

The Clown behind Gordon WHACKS him with the BUTT OF THE RIFLE. His FACE hits the CONCRETE FLOOR.

THE JOKER

I really feel like we're making progress. You're beginning to understand, I think.

The Joker walks over, grabs Gordon BY THE HAIR- pulls him back to his knees. FACE TO FACE.

THE JOKER (CONT'D)

You know why I love using knives? It's for moments like these. With the begging and the pleading. When I get to savour all of the little emotions...

Gordon SPITS on his FACE. The Joker BACKHANDS him.

THE JOKER (CONT'D)

Well, I'm not going to feel guilty, now...

The Joker takes the CONTAINER OF GASOLINE from the third clown. He hovers over Dent- who has, effectively, MENTALLY COLLAPSED. The Joker tips the container, SPILLING DIESEL FUEL.

Dent watches the fuel POOL around his head. He contorts his head to keep from swallowing any.

THE JOKER (CONT'D)

We're really almost done. Just one last thing...

The Joker sets the PAIL OF WATER next to Harvey. Walks behind Gordon and unlocks his handcuffs. Gordon's HANDS FALL LIMP to his sides. The Joker reaches into his pocket and pulls out a BOOK OF MATCHES- TOSSES them to Gordon, who BARELY catches.

Gordon looks at the matches. Looks at Dent. At the diesel fuel submerging his face.

GORDON

(pleading)

No...

THE JOKER

Yes! If you want to live. If you want your best pal Harvey to live... Do it.

Gordon stares at the Joker, searching. Judging. REASONING.

GORDON
You'll let him go?

THE JOKER
I'll let you both go. You both
live!

GORDON
It won't kill him?

THE JOKER
That's why we have the water.

Dent focuses. Teary eyes look to Gordon.

DENT
(weak)
Jim... please... don't...

THE JOKER
If this doesn't happen... you're
both being served up to the rats.

Gordon doesn't react. The Joker studies him.

THE JOKER
Then maybe I'll visit *your* woman.
Your kids?

That worked. Gordon's eyes BURN.

GORDON
Don't you dare...

THE JOKER
Hey... you do this for me, we're
square. They'll never meet me!
Just...

The Joker SNAPS HIS FINGERS. Gordon and Dent meet eyes.
Gordon OPENS the book of matches. BREAKS OFF a match. The
Joker SMILES WIDE in anticipation. Gordon STRIKES the match-
it SPARKS.

DENT
(moaning)
No...

GORDON
I'm sorry...

The match FALLS INTO THE FUEL. BURSTS. FLAMES ENVELOPE Dent's face. He HOWLS LIKE A BEAST. The Joker covers his EARS- grabs the water bucket and DUMPS it on Harvey. The fire EXTINGUISHES, but DENT keeps SCREAMING.

The Joker RAISES his chair above his head, and BRINGS IT DOWN on Dent. Dent stops screaming- rendered unconscious.

THE JOKER

Jesus!

(paces)

Jesus!

(laughs)

Wow! Holy shit! What a sound!

Gordon can't take his eyes off Dent, half his BURNT, SMOKING FACE PEELING OFF.

THE JOKER (CONT'D)

(laughs)

I'm never doing *that* again!

GORDON

What now?

THE JOKER

(still pacing)

Now? Now... you're a free man.

Gordon looks at the Joker, surprised. The Joker stops pacing.

THE JOKER (CONT'D)

Why do people always doubt me? Even though, again and again, I prove that I *am* a man of my word. I'm probably the most honest guy in Gotham...

(off look)

You're a close second.

The Joker looks at the clowns.

THE JOKER (CONT'D)

Well, I guess that's it. We're done. More needs doing elsewhere.

That was real fun, Jim.

He digs into his pocket, pulls out a QUARTER. FLIPS it to Gordon.

THE JOKER (CONT'D)

In case you want to call a taxi...

The Joker and his clowns move for the exit.

THE JOKER (CONT'D)

And you make sure Harvey gets the best treatment. Gotham needs saving! If he can't do it, no one can...

Gordon sits there, on his knees. Unable to move. Staring at the half-dead Dent. After a minute of STIFLING, Gordon WILLS HIMSELF to his feet. Drags Dent up to rest on his shoulder. Gordon carries Dent to the door.

INT. KITCHEN, WAYNE PENTHOUSE -- DAWN

Alfred sits at a table reading the letter from Rachel.

RACHEL (V.O.)

Dear Bruce...

INT. BURNT WAREHOUSE -- DAWN

Water. Smoldering blackness. The FIRE CREWS extinguish the last flames of the devastated building. Batman stands in the charred ruins, statue-like.

RACHEL (V.O.)

...I need to be honest and clear.

INT. INTENSIVE CARE UNIT -- DAWN

Dent is wheeled into the building, bandages held to his face. He's still unconscious.

RACHEL (V.O.)

I'm going to marry Harvey Dent. I love him, and I want to spend the rest of my life with him...

INT. BURNT WAREHOUSE -- DAWN

Batman bends to the ground on one knee, his black glove spread against the smoldering debris.

RACHEL (V.O.)
*When I told you that if Gotham no
 longer needed Batman, we could be
 together... I meant it.*

He spots something. DENT'S TWO-HEADED COIN. Blackened,
 SCARRED. Batman turns it over. The other side is PRISTINE.

RACHEL (V.O.)
*But now I'm sure the day won't come
 when you no longer need Batman.*

INT. KITCHEN, WAYNE PENTHOUSE -- DAWN

Alfred reads.

RACHEL (V.O.)
*I hope it does. And if it does I
 will be there...*

INT. HOSPITAL ROOM -- DAWN

Dent, heavily bandaged, hooked up to various machines.
 Batman puts DENT'S DAMAGED COIN on the bedside table.

RACHEL (V.O.)
...but as your friend.

BATMAN
 I'm sorry, Harvey.

RACHEL (V.O.)
*I'm sorry I let you down... If you
 lose your faith in me...*

INT. KITCHEN, WAYNE PENTHOUSE -- CONTINUOUS

RACHEL (V.O.)
*...please keep your faith in
 people. Love, now and always,
 Rachel.*

Alfred finishes the letter. Tears in his eyes, he folds it
 back into its envelope. Places it on the breakfast tray.

INT. WAYNE PENTHOUSE -- DAWN

Alfred moves through the silent space, stepping past the cowl and gauntlets lying on the cold marble. He approaches Wayne, half-undressed, slumped in a chair watching Gotham.

ALFRED

I prepared a little breakfast.

Nothing. Alfred sets down the tray. The envelope is propped against the silver teapot.

ALFRED (CONT'D)

Very well, then.

WAYNE

Alfred?

ALFRED

Yes, Master Wayne?

Wayne turns, a desperate look in his eyes.

WAYNE

Did I bring this on her? I wanted to inspire good, not madness- not more death...

ALFRED

You *have* inspired good. But you spat in the faces of Gotham's criminals- didn't you think there might be casualties? Things were always going to get worse before they got better.

WAYNE

But Rachel, Alfred...

ALFRED

Rachel believed in what you stood for.

Wayne looks up at Alfred. Alfred picks up the cowl.

ALFRED (CONT'D)

Gotham needs you now. More than ever.

WAYNE

No, Gotham needs one man. And I let that murdering psychopath burn him half to hell-

ALFRED

Which is why, for now, they're
going to have to make do with you.

Alfred hands him the cowl. Wayne looks at him.

WAYNE

She was going to wait for me,
Alfred. Dent doesn't know. He can
never know...

Alfred glances at the envelope. Takes it off the tray.

WAYNE (CONT'D)

What's that?

ALFRED

It can wait.

Alfred puts the envelope in his pocket.

WAYNE

That bandit, in the forest in
Burma... Did you catch him?

(Alfred nods)

How?

ALFRED

(uneasy)

We burned the forest down.

INT. HOSPITAL ROOM -- DAY

Dent. Bandaged. Sedated. Coming up for air. Sees something
on the table: his coin. He fumbles for it, marvelling at its
shiny face. Remembering.

INSERT CUT: DENT'S P.O.V. OF RACHEL CATCHING THE COIN.

Dent turns the coin over. The other side is devastated. He
STARES at the scarred face. Starts ripping his bandages,
SCREAMING.

INT. WAYNE PENTHOUSE -- DAY

The TV is on: *Engel, in his studio, addresses the camera.*

ENGEL

*...he's a credible source- an A and
N lawyer for a prestigious
consultancy. And he says he's*

(MORE)

ENGEL (cont'd)
waited for as long as he can for
the Batman to do the right thing...

The shot cuts to REESE, nodding.

ENGEL (CONT'D)
And now he's taking matters into
his own hands. We'll be live at
five with the true identity of the
Batman...

Alfred watches silently.

INT. HOSPITAL ROOM -- CONTINUOUS

Gordon ENTERS. Dent STARES to one side. He looks normal.

GORDON
 Harvey...

Harvey IGNORES HIM.

GORDON
 Harvey, I'm sorry... for Rachel. I-
 the doctor says you're refusing the
 pain-killers. That-

DENT
 Remember that name you all had for
 me when I was at Internal Affairs?
 What was it, Gordon?

GORDON
 Harvey, I...

DENT
 Say it... SAY IT!

Dent's anger makes Gordon flinch. He looks away. Ashamed.

GORDON
 (quiet)
 Two-Face. Harvey Two-Face.

Dent turns to face Gordon.

DENT
 Why should I hide who I am?

GORDON

I... I know you tired to warn me.
I'm sorry. Wuertz picked you up-
was he working for them?

(nothing)

Do you know who picked up Rachel?

(nothing)

Harvey, I need to know which of my
men I can trust.

DENT

Why would you listen to me now?

GORDON

I'm sorry, Harvey.

Dent looks at Gordon. Cold. The left side of his face is
DESTROYED- skin blackened and shrivelled. Molars visible.
The eye a ball and socket.

DENT

No. No you're not. Not yet.

INT. WAITING ROOM, HOSPITAL -- CONTINUOUS

Gordon walks by. Someone is there. Maroni. With a cane.
Gordon stares at him. Cold. Maroni shifts, awkward.

MARONI

This craziness... it's too much.

GORDON

You should have thought of about
that before you let the clown out
of the box.

MARONI

Listen to me, Gordon. I can tell
you where he'll be this afternoon.

INT. RUSTED HULK, ABANDONED DOCKS -- DAY

The Chechen and his bodyguards walk into a huge hold. In the
middle: A BILLION DOLLARS. The pile is thirty feet high.
Standing on top- the Joker. And Lau, bound to a chair. The
Chechen laughs.

CHECHEN

Not so crazy as you look.

The Joker jumps from the top, slides down the pile.

THE JOKER
 I'm a man of my word.
 (looks around)
 Where's the Italian Sausage?

INT. MAJOR CRIMES UNIT, GOTHAM CENTRAL -- CONTINUOUS

Gordon and his men are gearing up to take down the Joker.

GORDON
 All tactical units will converge on
 the location in twenty minutes. I
 want auxiliary units to cover all
 possible getaway routes.

INT. RUSTED HULK, ABANDONED DOCKS -- CONTINUOUS

The Joker throws a BUNDLE OF MONEY at Lau's head. The Chechen lights a cigar.

CHECHEN
 Joker-man... What you do with all
 your money?

THE JOKER
 You see, I'm a guy of simple
 tastes. I enjoy dynamite.
 Gunpowder... and gasoline!

A thug steps forward, begins SPLASHING GASOLINE onto the money. The Chechen, FURIOUS, steps forwards. The Joker turns. JABS his gun in the Chechen's chest.

THE JOKER (CONT'D)
 And you know the thing they have in
 common? They're *cheap*.

INT. MAJOR CRIMES UNIT, GOTHAM CENTRAL -- CONTINUOUS

The TV is on in the background. Engel and Reese TAKING CALLS. No one NOTICES.

CALLER 1 (O.S.)
 I want to know how much they're
 paying you tell them who Batman
 really is!

GORDON
 This is our chance. I want Lau
 alive. The Joker- either way.

Stephens is in the corner. Looks up at the TV.

STEPHENS

Hey, Jim! Get a load of this!

Gordon walks over.

ENGEL

Let's take the next caller.

CALLER 2 (O.S.)

*Harvey Dent didn't want to give
into this maniac. Do you think you
know better than him?*

INT. WAYNE PENTHOUSE -- CONTINUOUS

Wayne and Alfred sit by the TV.

REESE

*I think that, if we could talk to
Dent today, he might feel
differently-*

ENGEL

*And we wish him a speedy
recovery... Because God knows, we
need him now.*

INT. RUSTED HULK, ABANDONED DOCKS -- CONTINUOUS

CHECHEN

You said you were a man of your
word...

The Joker PLUCKS the cigar from the Chechen's lips.

THE JOKER

Oh, I am. I'm only burning *my half*.

The Joker tosses the cigar at the pile of money. The Chechen watches it catch fire. Lau's SCREAMS are MUFFLED by a mouth gag. The Joker looks up at him.

THE JOKER

I learned the hard way... if you
burn a man alive, be sure to gag
his mouth.

The Joker looks at the Chechen, expectantly. No laughs.

THE JOKER (CONT'D)

All you Eurotrash care about is money. This town deserves a better class of criminal. And I'm going to give it to them! Tell your men they work for me now. This is my city.

CHECHEN

They won't work for a freak.

THE JOKER

Freak? How 'bout I say they can have your half?

The Chechen's men GRAB HIM from behind. The Joker picks up a machete. Hands it to his NEW THUGS.

THE JOKER

Cut him up into little pieces and feed him to his pooches. And then we'll see how loyal a hungry dog really is...

The Chechen is dragged away, SHOUTING PROFANITIES. The Joker watches the towering FLAMES- Lau STRUGGLING in vain to free himself.

THE JOKER (CONT'D)

It's not about money. It's about sending a message...

The Joker pulls out a phone.

THE JOKER (CONT'D)

Everything burns!

INT. MAJOR CRIMES UNIT, GOTHAM CENTRAL -- CONTINUOUS

Gordon and his men CIRCLE around the TV. Engel takes the next caller.

ENGEL

Who is this?

THE JOKER (O.S.)

I had a vision. Of a world without Batman. The mob ground out a little profit and the police tried to shut them down, one block at a time. And it was so... boring! I've had a change of heart. I don't want Mr. Reese spoiling the game, but why

(MORE)

THE JOKER (O.S.) (cont'd)
should I have all the fun? Let's
give someone else a chance....

Reese looks around, twitching. Sweating.

THE JOKER (O.S.) (CONT'D)
If Coleman Reese isn't dead in
sixty minutes, then I blow up a
hospital. Mike, I'd like you to
catch it on tape, if you can. And
Mr. Reese? You could always kill
yourself. But that would be the
noble thing to do. And you're a
lawyer.

The line rings off. Engel is speechless.

Gordon turns to his COPS.

GORDON
 I want you to call in every
 officer- tell them to head to their
 nearest hospital and start evac and
 search. Call the transit authority,
 school board, prisons- get every
 available bus down to a hospital.
 The priority is Gotham General.
 Wheel everybody out of that place
 right now!

The bulk of the Uniforms SPRINT off. Gordon turns to three remaining COPS.

GORDON
 You, you, and you! Come with me!
 Kirkman!

The SWAT Commander runs to Gordon.

KIRKMAN
 Sir?

GORDON
 Take your squad to the docks. I'm
 sorry, but you're on your own.

KIRKMAN
 Orders, sir?

There's a FIRE in Gordon's EYES.

GORDON
If you find him, kill the
cocksucker. No questions asked.

Kirkman rallies his squad. Gordon leaves with the three uniforms.

UNIFORM COP
Where are we going, sir?

GORDON
To get Reese.

INT. WAYNE PENTHOUSE -- DAY

Wayne and Alfred move to the elevator.

WAYNE
I need you plugged in, checking
Gordon's men and their families.

ALFRED
Looking for?

WAYNE
Hospital admissions.

ALFRED
Will you be wanting the Bat-Pod,
sir?

WAYNE
In the middle of the day, Alfred?
Not very subtle.

ALFRED
The Lamborghini then.
(watches Wayne go)
Much more subtle.

EXT. GOTHAM STREETS -- CONTINUOUS

Wayne's Lamborghini TEARS through downtown.

INT. GOTHAM GENERAL -- CONTINUOUS

CHAOS. PATIENTS and STAFF running through the halls. COPS try to manage the evacuation. The COPS stationed outside Dent's room, look around, unsure-

NURSE

Sir? Could you help? Please?

Officer POLK goes with the nurse. Turns to his partner.
Points at Dent's room.

POLK

I'm going to find a bus for him.

INT. LOBBY, TELEVISION STUDIO -- CONTINUOUS

Gordon and his men escort Reese out of the elevator- Engel follows with a camera crew. As they approach the glass doors Gordon looks out at an angry crowd.

ENGEL

Commissioner? Do you really
think an ordinary citizen would
try to kill this man?!

Gordon SPOTS an OLD MAN raising a PISTOL- Gordon THROWS Reese to the ground as SHOTS SHATTER the laminated glass of the lobby. Two cops TACKLE the shooter to the GROUND- the rest of the cops pull their GUNS on the CROWD. The people back off.

GORDON

Get the cars around back!

Gordon hauls Rees to the stairwell.

INT. LAMBORGHINI -- CONTINUOUS

Wayne SLOWS past the chaos outside the television station.

WAYNE

I see O'Brien and Richards...

INT. BAT-BUNKER -- CONTINUOUS

Alfred types at the computer station.

ALFRED

No immediate family members have
been to a Gotham hospital.

EXT. ALLEY, BEHIND TELEVISION STUDIO

Gordon pulls a shaken Reese down the stairs...

REESE

They're trying to kill me!

...to a police truck...

GORDON

Well maybe Batman can save you...

The convoy SPEEDS off, followed by Wayne.

INT. RUSTED HULK, ABANDONED DOCKS -- CONTINUOUS

The SWAT team, wearing GAS MASKS, BREACH the door. Great BILLOWS OF SMOKE ENVELOPE THEM.

KIRKMAN

Sweep and clear!

The smoke thins out... revealing Lau's BURNT HUSK on a bed of singed money- and evidence of the Chechen's MUTILATION.

KIRKMAN

Fucking hell...

EXT. GOTHAM GENERAL -- CONTINUOUS

Cops load patients onto BUSES. A TV van pulls up, Engel and his Cameraman jump out. POLK looks into a SCHOOL BUS. Turns on his radio.

POLK

Davis, I got space. Bring him out.

(no answer)

Davis!

Polk heads back towards the hospital, against the flow.

INT. LAMBORGHINI -- CONTINUOUS

Wayne trails the police truck from a distance.

WAYNE

I saw Burns and Zachary...

ALFRED (O.S.)
Nothing on them...

WAYNE
And a patrolman I don't know...

INT. POLICE TRUCK -- CONTINUOUS

Reese can't stay still.

REESE
So what now? What do we do now?
Where are we going?

Gordon is on his radio to Kirkman.

KIRKMAN (O.S.)
... Only the two bodies, sir. No
sign of him.

GORDON
(angry)
Alright, get your men to the
nearest hospital-

INT. LAMBORGHINI -- CONTINUOUS

The Lamborghini zips around a car to get closer to the truck.

WAYNE
Send the information to Gordon-

INT. POLICE TRUCK -- CONTINUOUS

Gordon's phone BEEPS. He looks at the text: WATCH OUT. COPS WITH RELATIVES IN GOTHAM HOSPITALS- RAMIREZ, BERG.

INT. DENT'S HOSPITAL ROOM -- CONTINUOUS

Polk enters the room. No Davis. Just a REDHEADED NURSE, back to him, reading Dent's chart.

POLK
Ma'am, we're going to have to move
him, now.

The Redhead TURNS- it is the Joker, wearing a SURGEON'S MASK, silenced pistol in hand. He FIRES.

INT. POLICE TRUCK -- CONTINUOUS

Gordon looks up sharply. Considers the uniformed cop nervously fingering his shotgun.

GORDON
It's Berg, isn't it?

The young cop, BERG, looks up. Sweating.

BERG
Commissioner?

GORDON
You OK, son?

Berg nods. Unconvincing.

INT. HOSPITAL ROOM -- DAY

The Joker RAISES Dent's bed, who's practically BLANKED OUT from the pain. The Joker removes his mask- Dent sees him, and VIOLENTLY STRAINS at the leather cuffs binding him to the bed. The Joker takes a seat.

THE JOKER
Hi...

The Joker takes off the RED WIG and musses up his flattened hair. Dent TIRES of his attempt to break free.

THE JOKER (CONT'D)
You know... I don't want there to be any hard feelings between us, Harvey. When you and, uh...

DENT
RACHEL!

THE JOKER
(holds up his hands)
...Rachel were being abducted, I was sitting in Gordon's cage. When I got home, and found you in my basement- when I found out my boys had been misbehaving while I was gone... But I couldn't just *let you go* and- and tattle! So I improvised. I was given lemons and I made lemonade!

DENT

You planned it... to the letter...

THE JOKER

Do I really look like a guy with a plan? You know what I am? I'm a dog chasing cars! I wouldn't know what to do with one if I caught it. Do you know what I mean? I just *do things*...

Dent's hand is TREMBLING.

THE JOKER (CONT'D)

The mob has plans. The cops have plans! *Gordon's* got plans... And just look at where those got you! You know, don't you? The only reason Gordon didn't choose you is 'cause he had plans. *Plans* that all centred around *you*. You were his *linch pin*!

(beat)

And if he chose Rachel... you wouldn't be his friend anymore. So he didn't play. And what did his *inaction* do?

DENT

Rachel...

THE JOKER

That's right... Funny, isn't it? All the suffering Gordon's *inaction* has caused? He felt he was undermanned, so he did nothing about his crooked cops. And you probably knew all about them, didn't you? Wuertz and Ramirez... both in *Maroni's* hands. I mean, how much police work does Gordon really do? And how much does he leave for the Batman? Or for you? His *inaction* has brought Gotham to its knees... You were the only one trying to get it back on its feet! And then, when I told him he could let you die... let you go to Heaven? Valhalla? Wherever you want to go... I can tell you, *Rachel would be there*. But he wouldn't let you leave... *because he has plans*!

Dent's eyes narrow. Finding meaning in the Joker's words.

THE JOKER (CONT'D)

Do you see the pieces coming together? This is my path in life, Harvey... I show all the schemers how pathetic their attempts to control things really are. So, when I say...

The Joker reaches for Dent's HAND. He struggles, but the Joker is able to GRAB ONTO IT.

THE JOKER (CONT'D)

...come here! When I say that you and your girlfriend was nothing personal, you *know* that I'm telling the truth.

INT. POLICE TRUCK -- CONTINUOUS

Gordon watches Berg, mentally tracing the trajectory of his shotgun barrel as Berg fiddles with his gun. Gordon starts trying to subtly unholster his own weapon.

GORDON

I'm going to need your weapon.

Berg looks at Gordon.

BERG

What?

Berg begins to INCH the shotgun towards Reese.

BERG (CONT'D)

Why, because my wife's in the hospital?

GORDON

Yeah, that'd be why.

INT. DENT'S HOSPITAL ROOM -- CONTINUOUS

The Joker stands up and LOOSENS Dent's restraints.

THE JOKER

It's Gordon who did this to you. It's Gordon who took Rachel away from you. It's Gordon who needs to pay...

As the Joker loosens Dent's left hand, Dent LUNGES for him.

EXT. INTERSECTION, GOTHAM STREETS -- CONTINUOUS

Wayne ROARS past a line of traffic to settle in a few cars back from the police truck, sitting at a red light.

INT. LAMBORGHINI -- CONTINUOUS

Wayne studies the intersection- spots a PICKUP jostling for position on the cross street. Wayne watches the driver of the pickup staring intently at the police truck. Lining it up.

INT. DENT'S HOSPITAL ROOM -- CONTINUOUS

The Joker HOLDS ONTO Dent's arms, keeping them away from his NECK.

THE JOKER

Why do you hate me?! I just did what I do best! I took your little plan and I *turned it on itself*... You know what I've noticed? Nobody panics when things go "according to plan"... even if the plan is horrifying. If tomorrow, a nigger gangbanger gets shot... or a truckload of redneck soldiers blows up? Genocide in the Congo? Nobody panics. Because it's understood. It's all *part of the plan*! But when I say that *one* politician will die...

(he leans in, gripping Harvey's hands tighter)
Well then everybody loses their minds...

The Joker pulls out a REVOLVER...

THE JOKER (CONT'D)

Introduce a little anarchy.

Puts the gun in Dent's hands...

THE JOKER (CONT'D)

Shake things up. Boil it down to chaos. And then anybody can be a victim. There won't *be* any plans. There won't be any *collateral damage*... like Rachel.

The Joker leans in, pressing his head to the gun's barrel.

THE JOKER (CONT'D)
I'm an agent of chaos, Harv. And
the thing about chaos is...

Dent looks into the Joker's eyes.

THE JOKER (CONT'D)
It's fair.

Dent looks down at the coin in his hand. Turns it over,
feels its comforting weight. Shows the Joker the good side.

DENT
You live.

He turns the coin over. The flip side is deeply SCARRED.

DENT (CONT'D)
You die.

The Joker looks at the coin. Looks at Dent, admiringly.

THE JOKER
That's the chance Rachel never
had...

Dent FLICKS the coin into the air. Catches it. Looks. GLARES
at the Joker.

EXT. INTERSECTION, GOTHAM STREETS -- CONTINUOUS

The light turns GREEN. The police truck pulls into
intersection-

INT. POLICE TRUCK -- CONTINUOUS

Berg licks his lips, nervous.

BERG
Mr. Reese?

Gordon LEAPS forward, PUSHING UP Berg's shotgun barrel,
which FIRES into the roof- Gordon SMASHES Berg on the head
with his sidearm.

EXT. INTERSECTION -- CONTINUOUS

The pickup GUNS IT, RACING AT THE POLICE TRUCK.

INT. LAMBORGHINI -- CONTINUOUS

Wayne FLOORS the gas pedal.

EXT. INTERSECTION -- CONTINUOUS

The pickup BARRELS at the truck, FULL TILT- at the last second Wayne's Lamborghini SLIPS alongside the truck- the pickup SMASHES INTO THE LAMBORGHINI-

INT. CORRIDOR, GOTHAM GENERAL -- CONTINUOUS

The Joker steps out of Dent's room- stops at the hand-sanitizer pump. Lathers his hands with it.

EXT. INTERSECTION -- CONTINUOUS

Gordon's men pull the pickup driver from his cab- Gordon recognizes Wayne, who's leaning out the Lamborghini's door.

GORDON

It's Mr. Wayne, isn't it?

Wayne looks up at him, woozy.

GORDON (CONT'D)

That was a very brave thing, you did.

WAYNE

Trying to catch the light?

GORDON

You weren't protecting our truck?

Wayne turns- sees the police truck as if for the first time.

WAYNE

Why? Who's in it?

Reese steps out, dazed- locks eyes with Wayne. Nods. Gordon sizes up Bruce Wayne and his crushed sports car.

WAYNE
 (rubbing his neck)
 Do you think I should go to the
 hospital?

GORDON
 You don't watch a whole lot of
 news, do you, Mr. Wayne?

INT. CORRIDOR, GOTHAM GENERAL -- CONTINUOUS

The Joker walks calmly through the deserted building. As he walks he pulls a DETONATOR from his pocket. Strolling along he PUSHES THE BUTTON... STAGGERED EXPLOSIONS BURST INTO THE CORRIDOR BEHIND HIM LIKE DEMOLITION BLASTS... the Joker just walks out the door...

EXT. GOTHAM GENERAL -- CONTINUOUS

The Joker STROLLS down the steps- WINDOWS BLOW OUT IN SERIES- People DIVE for cover- Engel PILES into a school bus-

The Joker walks across the parking lot. The explosions PETER OFF. He stops and turns around. CONFUSED. He shrugs. Begins POUNDING the DETONATOR- THE BUILDING COLLAPSES IN FRONT OF HIM...

The Joker runs to the nearest bus- gets on. The bus drives off, escaping the SWELLING EXPLOSION.

EXT. INTERSECTION -- CONTINUOUS

Gordon hears the EXPLOSION.

GORDON
 South East... It's Gotham General.
 (gets on his radio)
 Did you clear the building?

EXT. GOTHAM GENERAL -- DAY

Gordon, manic, surveys the scene with a Cop and Ramirez-

GORDON
 We must know how many were inside-
 you've got patient lists, roll
 calls-

COP

Sir! Right now, we're showing fifty people missing- one bus. All of these other buses are heading off to other hospitals. My guess is we missed one.

GORDON

Yeah? What's your guess about where Harvey Dent is? Keep looking! And keep it to yourself! Anybody asks, we got him out.

The Cop leaves. Gordon gives Ramirez his phone.

GORDON (CONT'D)

Get me the Mayor's office on the line. We're going to need the national guard.

INT. BAR, DOWNTOWN GOTHAM -- DAY

The bar, packed with business people watches the TV. SILENT.

REPORTER (O.S.)

...people are still missing, including GCN's own Mike Engel. I'm now being told we're cutting to a video GCN has just received.

It cuts to: *Engel, holding some papers, a RED SMILE painted on his face. He's in front of a homemade banner titled 'Breaking News'.*

ENGEL

*I'm Mike Engel, for Gotham Tonight.
(reads off the paper)
What does it take to make you
people want to join in? You failed
to kill the lawyer...*

EXT. SITUATION TENT, GOTHAM GENERAL -- CONTINUOUS

Gordon watches a screen. Grave.

ENGEL

*I've got to get you off the bench
and into the game.*

INT. FOX'S OFFICE, WAYNE ENTERPRISES -- CONTINUOUS

Fox is watching the news.

ENGEL

Come nightfall, this city is mine... we're going to tear it up, me and my friends. Anyone who stays behind plays by my rules.

Fox's secretary steps in.

SECRETARY

Mr. Fox? Security is showing a break-in at the R and D department.

INT. BAR, DOWNTOWN -- CONTINUOUS

ENGEL

If you don't want to be in the game, get out now.

Bar patrons start moving...

ENGEL (CONT'D)

But the bridge and tunnel crowd are sure in for a surprise. Ha... ha ha...

The bar patrons look around, confused. On screen, the camera pulls away, revealing Engel HANGING UPSIDE DOWN. The Joker laughs into the camera- cuts to static.

INT. CORRIDOR OUTSIDE RESEARCH AND DEVELOPMENT -- DAY

Fox watches two security men force the door. He enters alone.

INT. LAB, RESEARCH AND DEVELOPMENT -- DAY

Fox enters the dimly-lit room. At one end is an extraordinary array of thousands of tiny monitors. Fox approaches, fascinated, as they quietly display architectural patterns individually and in concert. The images become a MAP.

EXT. DOWNTOWN GOTHAM -- CONTINUOUS

A National Guard helicopter ROARS over the city.

INT. BAR, GOTHAM HEIGHTS -- CONTINUOUS

An empty neighbourhood dive, the local DRUNK passed out at the bar, BARTENDER, watching the BREAKING NEWS on the TV.

BARTENDER
Sweet Jesus.

Detective Wuertz looks up at the TV, bored.

BARTENDER (CONT'D)
Shouldn't you be out there?
Y'know... doing something?

WUERTZ
It's my day off.

The Bartender shuts the register.

BARTENDER
I gotta take a leak. Keep an eye
out for me, will ya?

The Bartender steps out. The back door OPENS again.

WUERTZ
Now what? You need someone to-

He TRAILS off as he turns to see: Harvey Dent. Standing behind the bar. The left side of his face is HIDEOUSLY BURNED, cheek gone, blackened teeth and gums.

DENT
Hello.

WUERTZ
Dent... Jesus... I thought you was
dead.

Dent picks up Wuertz's drink. Takes a SIP. Wuertz watches the bare muscles RETRACT as Dent SWALLOWS.

DENT
Only half.

Dent puts the glass down. Trains a gun on Wuertz.

DENT (CONT'D)
Who picked up Rachel, Wuertz?

WUERTZ
It must've been Maroni's men-

Dent SLAMS his fists on the table- Wuertz FLINCHES.

DENT
Shut up! Are you telling me, that
you're going to protect the other
traitor in Gordon's unit?

WUERTZ
I don't know- he never told me!
(stares at Dent)
Listen, Dent! I swear to God! I
didn't know what they were going to
do to you!

DENT
It was the Joker. Maybe he wanted
to bake a cake?

Dent pulls his coin from his pocket. SPINS it on the bar.
Wuertz watches.

DENT
Let's flip to see if we should bake
a cake...

The coin lands. Scarred side up. BLAM!

INT. LAB, RESEARCH AND DEVELOPMENT -- DAY

BATMAN (O.S.)
Beautiful. Isn't it?

Fox nods, staring at the monitors as Batman approaches.

FOX
Beautiful. Unethical. *Dangerous*.
You've turned every cellphone in
Gotham into a microphone...

Lucius presses a key. The BABBLE of a MILLION CONVERSATIONS
at once fills the room. Every cell phone in the city.

BATMAN
A high frequency
generator/receiver.

FOX

You took my sonar concept and applied it to every phone in the city. With half the city feeding you sonar you can image all of Gotham.

(turns to Batman)

This is *wrong*.

BATMAN

I've got to find this man, Lucius.

FOX

At what cost?

BATMAN

The database is null-key encrypted. It can only be accessed by one person.

FOX

This is too much power for one person.

BATMAN

That's why I gave it to you. Only you can use it.

Lucius looks at Batman. Hard.

FOX

Spying on thirty million people isn't part of my job description.

Batman moves to the computer station. He plugs a USB dongle into the console. A sample of the Joker's voice from the call-in news program plays.

BATMAN

This is an audio sample. If he talks within range of any phone in the city, you can triangulate his position.

FOX

I'll help you this one time... but consider this my resignation. As long as this machine is at Wayne Enterprises, I won't be.

BATMAN

Fair enough. When you're finished, type in your name to log off.

EXT. VARIOUS LOCATIONS -- DUSK

Gothamites POUR out of the city, on foot and by car... the BRIDGES and TUNNELS are deserted, but for BOMB SQUAD search teams.

INT. MAYOR'S OFFICE -- CONTINUOUS

Gordon briefs the Mayor.

GORDON

My officers are going over every inch of the tunnels and bridges. But with the Joker's threat, they're not an option.

MAYOR

And land routes East?

GORDON

Backed up for hours. Which leaves the ferries with thirty thousand ready to board. Plus, I'm going to use the ferries so I can get some of those prisoners off the island.

MAYOR

The men you and Dent put away? Those aren't people I'm worried about.

GORDON

You should be. Whatever the Joker's planning, it's a good bet that Harvey's prisoners might be involved. I want to get them out of here.

MAYOR

So where is Harvey?

GORDON

We haven't found him.

MAYOR

Jesus... How long can you keep this quiet?

Gordon stares at the Mayor. Unsure.

EXT. BROWNSTONE -- DUSK

Maroni climbs into the back of a luxury car.

INT. MARONI'S CAR -- CONTINUOUS

Maroni settles back into his seat. The car pulls away.

MARONI

Don't stop for lights, cops,
nothing...

He trails off as he looks to his left, and sees Harvey Dent-
Two-Face- clutching a pistol.

DENT

Going to join your wife?

Dent looks at him. Maroni CLAMS UP at the sight of Dent's
face.

DENT (CONT'D)

Do you love her?

MARONI

Yes.

DENT

Can you ever imagine what it would
be like to watch her die?

MARONI

Look, take it up with the Joker. He
killed your girl. He made you...
like this.

DENT

The Joker's just a mad dog. I want
whoever let him off the *leash*.

Maroni breathes in deep. Worried.

DENT (CONT'D)

I took care of Wuertz, but I can't
find Ramirez. How did you reach
her?

MARONI

If I get her, will you let me go?

DENT

It can't hurt your chances.

Maroni reaches into his pocket for his cellphone.

EXT. FERRY TERMINAL -- DUSK

At the ferry terminal, National Guardsmen watch over the THIRTY THOUSAND jostling, scared people waiting to board the two MASSIVE FERRIES to Seven Sisters. Grumbles turn to YELLS as 800 PRISONERS are loaded onto a ferry by shotgun-toting CORRECTIONS OFFICERS.

CIVILIAN

Hey, man! That ain't right! We should be on that boat!

NATIONAL GUARDSMAN

You want to ride across with them, be my guest.

INT. MARONI'S CAR -- CONTINUOUS

Maroni's on his phone.

MARONI

...on Sullivan. Right. See you.

He hangs up.

MARONI (CONT'D)

She'll be there.

Dent points the gun at Maroni. Cocks it.

DENT

Thank you.

MARONI

But you said-

DENT

I said it couldn't hurt your chances.

Dent pulls out his coin. FLIPS IT. Looks: good side. He shrugs.

DENT (CONT'D)

You're a lucky man.

Maroni looks confused. Dent FLIPS the coin again. Looks down at the coin. Shakes his head.

DENT (CONT'D)
But *he's* not.

MARONI
Who?

Dent smiles. PUTS HIS SEAT BELT ON.

DENT
Your driver.

Dent presses the barrel of the revolver on the back of the driver's head-rest. FIRES.

EXT. TRAIN YARD -- CONTINUOUS

The luxury car SWERVES into a row of ELECTRICITY BOXES. CARTWHEELS TWICE. And skids across the concrete.

EXT. FERRY TERMINAL -- DUSK

CIVILIANS CRAM their way onto one ferry. Finally, the COMMANDER of the National Guard unit SIGNALS to his men to STOP BOARDING and CAST OFF.

The two FERRIES set off across the river, heading for the lights of the distant shore of the mainland.

INT. BRIDGE, PRISONER FERRY -- NIGHT

The FIRST MATE looks out the window, at the second ferry. It is DEAD in the WATER. He turns to the PILOT (PRISON FERRY) and PRISON WARDEN.

FIRST MATE
Sir, they've stopped their engines.

PRISON WARDEN
What?

PILOT (PRISON FERRY)
Right, get on the radio and tell 'em we'll come back for them once we dump the scumbags-

The First Mate gets on the radio.

FIRST MATE
Liberty, this is Spirit. Come in.

Suddenly, the control panel FLICKERS and DIES.

EXT. ELEVATED ROADWAY, DOWNTOWN GOTHAM -- CONTINUOUS
Batman sits on the Bat-Pod, cape blowing. Listening.

BATMAN
Fox? There's something going on on
the ferries...

INT. BRIDGE, PRISONER FERRY -- CONTINUOUS
The Pilot walks up behind the First Mate.

PILOT (PRISON FERRY)
Get down to the engine room, now.

The First Mate leaves.

PRISON WARDEN
What's going on?

PILOT (PRISON FERRY)
I don't know...

PRISON WARDEN
You'd better find out. I don't want
to be dead in the water with 800
prisoners and only 56 guards!

INT. PASSENGER LOUNGE, PRISONER FERRY -- CONTINUOUS

The First Mate skirts around the PRISONERS and CORRECTIONS
OFFICERS...

INT. ACCESS CORRIDOR, PRISONER FERRY -- CONTINUOUS

The First Mate opens the door to the engine room. STOPS.

A FERRY CREWMAN HOLDS A BLOODY KNIFE. Blood splashed over
his neon coat. A dead crewman lies at his feet. He looks at
the First Mate, drops his knife, and checks his WATCH.

JOKER'S CREWMAN
Is it time already?

The Crewman pulls out a small box from his coat pocket, wrapped with a BOW. Holds it out to the First Mate.

JOKER'S CREWMAN (CONT'D)

This would be for you.

INT. PASSENGER LOUNGE, COMMUTER FERRY -- CONTINUOUS

As cold scared Families watch, a crew member DRAGS a CATHOLIC PRIEST towards the NATIONAL GUARD COMMANDER, wrapped box in hand. The Priest is an exact double of the Joker's Crewman on the prison ferry. TWINS.

The Commander UNWRAPS the ferry's present. Inside, he finds a crude REMOTE DETONATOR. He looks at the Priest.

NATIONAL GUARD COMMANDER

What is this?

PRIEST

(smiling)

Be patient.

Up in the wiring at the ceiling, a CELL PHONE taped into the P.A. rings and answers.

THE JOKER (O.S.)

Tonight, you're all going to be a part of a social experiment.

ON BOTH FERRIES: CIVILIANS, PRISONERS, CREW, AND NATIONAL GUARDSMEN ALL LISTEN AS THE JOKER'S VOICE RINGS OUT.

INT. LAB, WAYNE ENTERPRISES -- CONTINUOUS

Lucius Fox looks up as the console CHIMES.

THE JOKER (O.S.)(CONT'D)

Thanks to the subtlety of my twin friends, bombs have been smuggled aboard. And hidden. You won't find them. They're rather small. But trust me when I say... my bombs will blow you all sky high.

INT. BRIDGE, PRISONER FERRY -- CONTINUOUS

The Pilot tries the radio. NOTHING.

PILOT (PRISON FERRY)
It's dead.

INT. PASSENGER LOUNGE, COMMUTER FERRY -- CONTINUOUS

People shake their heads in disbelief. The National Guard Commander looks at the Priest- who smiles knowingly.

THE JOKER (O.S.)
*Anyone attempts to get off their
boat, you all die.*

EXT. ELEVATED ROADWAY, DOWNTOWN GOTHAM -- CONTINUOUS

Batman looks out, across the city skyline.

FOX (O.S.)
I'm zeroing in.

INT. BRIDGE, PRISONER FERRY -- CONTINUOUS

The Pilot gives the detonator to the Warden.

THE JOKER (O.S.)
*Each ferry has been given a
remote... to blow up the other
boat.*

INT. LAB, WAYNE ENTERPRISES -- CONTINUOUS

Lucius walks along the display screens.

FOX
His voice is on the ferry, but
that's not the source.

He gets a lock.

FOX
West!

EXT. ELEVATED ROADWAY, DOWNTOWN GOTHAM -- CONTINUOUS

Batman FIRES UP the Bat-Pod and ROARS into the night.

EXT. FERRY TERMINAL -- CONTINUOUS

Gordon looks out at the ferries. His phone rings.

BATMAN (O.S.)
*I have the Joker's location- the
 Prewitt building. Assemble on the
 building opposite.*

INT. PENTHOUSE, PREWITT BUILDING -- NIGHT

The Joker stares out over the harbour, at the ferries.
 Talking into a cell phone. Holding a detonator, with TWO
 BUTTONS.

THE JOKER
 At midnight, I blow you all up.

INT. PASSENGER LOUNGE, COMMUTER FERRY -- CONTINUOUS

The people listen. Appalled.

THE JOKER (O.S.)(CONT'D)
*If, however, one of you presses the
 button, I'll let that boat live.
 So, who's it going to be? Harvey
 Dent's most wanted scumbag
 collection...*

INT. PRISONER FERRY -- CONTINUOUS

THE JOKER (O.S.)(CONT'D)
*...or the sweet and innocent
 civilians? You choose!*
 (beat)
*Oh, and you might want to decide
 quickly, because the people on the
 other boat may not be quite so
 noble.*

The Joker HANGS UP. The Warden looks down at the remote in
 his hands. His men move to the STAIRWELL leading down to the
 passenger lounge. Prisoners begin YELLING and PUSHING. The
 Corrections Officers among them level their weapons at the
 crowd, and begin backing away to the stairwell.

INT. PASSENGER LOUNGE, COMMUTER FERRY -- CONTINUOUS

The National Guard Commander is holding the remote. Several passengers take a step towards him.

NATIONAL GUARD COMMANDER
Stay back.

A BUSINESSMAN clutching his briefcase speaks up.

BUSINESSMAN
Wait! Who are you to decide? We
ought to talk it over, at least.

Other passengers agree. A MOTHER with two KIDS speaks up.

MOTHER
We don't all have to die. Those men
had their chance-

PRIEST
She's right...

NATIONAL GUARD COMMANDER
We're not going to talk about
this...

BUSINESSMAN
Why aren't we going to talk about
it?

PASSENGER 1
They're talking over the same exact
thing on the other boat!

PASSENGER 2
Let's put it to a vote.

INT. PASSENGER LOUNGE, PRISONER FERRY -- CONTINUOUS

As the Prisoners grow angrier, a CORRECTIONS OFFICER FIRES his shotgun into the air. The Prisoners back off. Slightly.

INT. GORDON'S HOUSE -- CONTINUOUS

Barbara Gordon answers the phone.

BARBARA
Hello?

RAMIREZ (O.S.)
Barbara, it's Anna Ramirez- Jim needs you to pack up and put the kids in the car right away.

BARBARA
 But the units outside-

RAMIREZ (O.S.)
Those cops can't be trusted. Jim needs you away from them as soon as possible. I'll call them off for 10 minutes, and you'll have to move fast-

BARBARA
 But where am I supposed to take them?

EXT. M.C.U. -- CONTINUOUS

Ramirez is holding the phone.

RAMIREZ
 250, 52nd street. Leave as soon as the patrol car pulls out.

Dent is holding a gun at Ramirez's head. She hangs up.

DENT
 She believe you?

Ramirez nods.

DENT (CONT'D)
 It's because she trusts you. Just like Rachel did.

RAMIREZ
 I didn't know-

DENT
 You're the second cop to say that to me. I still can't believe, he was willing to protect you... but not Rachel.

RAMIREZ
 They got me early on! My mother's hospital bills-

DENT

Don't!

Dent FLIPS his coin.

RAMIREZ

I'm sorry!

Dent looks at his coin. Good side.

DENT

Live to fight another day, officer.

Dent CRACKS her on the head with his gun.

EXT. ROOFTOP OVERLOOKING PREWITT BUILDING -- NIGHT

Gordon and his SWAT team leaders set up SNIPER and SCOPE positions on the balustrade. Gordon looks at Kirkman.

KIRKMAN

We've found the missing hospital bus.

GORDON

Then we have a hostage situation.

They look across at the large windows of the Prewitt Building. The Joker's men, in crude, homemade CLOWN MASKS are clearly visible, automatic weapons in hand. Crouched deeper in the room, PATIENTS, DOCTORS, and NURSES, huddled.

GORDON (CONT'D)

It's a shooting gallery. Why would he choose a spot with such big windows?

KIRKMAN

We've got clear shots on five clowns. Snipers take them out, smash the windows. A team rappels in, another moves in by the stairwells. Two, three casualties, max.

GORDON

(barely hesitates)

Let's do it.

BATMAN

It's not that simple. With the Joker, it never is.

Batman steps out from the darkness.

GORDON

What's *simple*, is that every second we don't take him, those people on the ferries get closer to blowing each other up!

BATMAN

That won't happen.

GORDON

Then he'll blow both of them up! If stopping that means a few of his thugs die? I don't care! There's no time-

INT. PASSENGER LOUNGE, COMMUTER FERRY -- CONTINUOUS

A GUARDSMAN passes around a hat. People drop CHITS into it.

NATIONAL GUARD COMMANDER

I want everybody to put their votes on a piece of paper and toss it in the hat. If anyone's got pens, pass it along.

Passengers filling out chits eye each other. A man looks out across the water to the other Ferry. Looks up at the clock. Quarter to midnight. The Priest watches the people. Laughs to himself.

PRIEST

Democracy...

INT. BRIDGE, PRISONER FERRY -- CONTINUOUS

Corrections Officers fill the stairwell, forming a HUMAN BARRICADE. Shotguns pointed at the shouting Prisoners gathered below them.

PRISON WARDEN

No! There's no debate!

Prisoners SCREAM and CURSE. A wall of noise. A prisoner tries to BREAK THROUGH the Shotgun Barricade- gets a BUTT to the face. The Joker's Crewman stands in the corner of the bridge, HANDS CUFFED behind his back.

JOKER'S CREWMAN
Warden? Forget about them! What
about you? Your men-

PRISON WARDEN
Shut up!

JOKER'S CREWMAN
Your families-

PRISON WARDEN
Shut the fuck up!

INT. PASSENGER LOUNGE, COMMUTER FERRY -- CONTINUOUS

The Prisoners make a path- FOUR PRISONERS WITH SHOTGUNS.
Pointed at four, bloodied CORRECTIONS OFFICERS.

SHOTGUN PRISONER
Warden! We've got four men here! We
let them go for the detonator!
Warden?!

EXT. ROOFTOP OVERLOOKING PREWITT BUILDING -- CONTINUOUS

BATMAN
There's something else- it's all a
game to him-

GORDON
Goddammit! No more! No more of his
fucking games!

Batman turns back.

BATMAN
I need five minutes. Alone-

GORDON
No! We have clear shots! We have to
stop this! We have to save Harvey!

Batman LEAPS from the building, OPENS his cape-

GORDON (CONT'D)
Stop!

He SOARS across the gulf between the two buildings. Gordon
turns to Kirkman.

GORDON (CONT'D)
Get ready... Two minutes. Then we
breach.

INT. PENTHOUSE, PREWITT BUILDING -- CONTINUOUS

Batman SMASHES through the glass, TACKLING a Clown away from the hostages and to the ground. SMOKED GLASS EYEPieces slip down over Batman's eye holes.

BATMAN
Fox. I need a picture.

EXT. ROOFTOP OVERLOOKING PREWITT BUILDING -- CONTINUOUS

Gordon's phone rings.

GORDON
Hello?

BARBARA (O.S.)
Jim! We're in trouble!

INT. LAB, RESEARCH AND DEVELOPMENT -- CONTINUOUS

Fox hits some keys-

FOX
OK... we've got P.O.V. on Alpha.
Omni on Beta.

INT. PENTHOUSE, PREWITT BUILDING -- CONTINUOUS

Batman's SONAR P.O.V.: the layers of the building dissolve, levels of TRANSPARENCY PULSING rhythmically... Batman can see the people inside the building.

FOX (O.S.)
Looks like Clowns and hostages on two floors. A SWAT team on the stairwell. Another SWAT team on the roof.

EXT. ROOFTOP, PREWITT BUILDING -- CONTINUOUS

A six man SWAT team prepares to rappel from the roof.

EXT. ROOFTOP OVERLOOKING PREWITT BUILDING -- CONTINUOUS

GORDON
Barbara! Calm down!

BARBARA (O.S.)
He has the kids!

DENT (O.S.)
Hello Jim.

GORDON
Harvey? Where's my family?

DENT (O.S.)
Where my family died.

Click. Gordon looks at Kirkman. Pale.

KIRKMAN
(into radio)
Entry team, set your charge.

Gordon moves to the door off the roof.

INT. STAIRWELL, PREWITT BUILDING -- CONTINUOUS

The SWAT team arrives at the penthouse fire exit. They spread CHARGES across the inner wall-

INT. PENTHOUSE, PREWITT BUILDING -- CONTINUOUS

Batman looks over at the other Clown guards. Still, JUST STANDING THERE. LASERS TRACKING over their faces. He looks at their weapons- all DUCT-TAPED TO THE CLOWN'S HANDS. Batman RIPS off the clown mask:

STARING, FRIGHTENED EYES- MOUTH DUCT-TAPED SHUT... it's ENGEL.

BATMAN
(into radio)
Gordon! Your men have the wrong people! The Clowns are the hostages!

EXT. ROOFTOP OVERLOOKING PREWITT BUILDING -- CONTINUOUS

Batman comes over the radio.

BATMAN (O.S.)
Gordon?! The Clowns-

Kirkman looks at the radio. Bitter. TURNS IT OFF.

KIRKMAN
Red team, go!

A SWAT Sniper zeros in on a clown- the clown DISAPPEARS- the Sniper looks up, confused-

INT. PENTHOUSE, PREWITT BUILDING -- CONTINUOUS

Batman yanks the clown along the floor using his grapple gun- the clown takes down the two next to him as SHOTS SHATTER the glass-

EXT. PREWITT BUILDING -- CONTINUOUS

The SWATS rappel down the building-

INT. PENTHOUSE, PREWITT BUILDING -- CONTINUOUS

The "clowns" reel from the BREACHING CHARGE BLAST- the SWATS SWOOP in- aiming weapons at the clowns. The "DOCTORS" arms themselves, their backs to the SWAT TEAM.

SWAT
Doctors! Get out of the line of
fire!

Batman LEAPS from AROUND THE CORNER- the BAT-GRAPPLE FIRES out- lodging in the SWAT's kevlar vest. Batman tackles two clowns into an INCOMPLETE ELEVATOR SHAFT- DRAGGING the hooked SWAT into the Doctors, KNOCKING THEM OFF THEIR FEET.

Batman and the clowns LAND on the LOWER LEVEL- into another group of "Doctors". Batman BEATS THEM DOWN- takes off running along the windows.

INT. RENOVATED LEVEL, PREWITT BUILDING -- CONTINUOUS

The Joker is standing at the window, looking out at his handiwork. The Chechen's DOGS start BARKING. He SMILES.

INT. PENTHOUSE, PREWITT BUILDING -- CONTINUOUS

The SWAT rappel team SHOOT out the windows and JUMP in- AIM THEIR WEAPONS at a group of "Clowns".

SWAT
Drop your weapons!

Batman GRABS the SWAT's RIFLE MUZZLE and SWINGS him into his teammates- QUICK, PRECISE HITS to PRESSURE POINTS and the SWAT team is incapacitated.

INT. PASSENGER LOUNGE, COMMUTER FERRY -- CONTINUOUS

The Pilot (Passenger Ferry) finishes counting the votes. Reads the verdict.

PILOT (PASSENGER FERRY)
The tally is 140 against.
(looks down)
396 for.

The passengers avoid eye contact with each other. The Priest seems to be PLEASED AS PUNCH.

INT. PASSENGER LOUNGE, PRISONER FERRY -- CONTINUOUS

A hostage Corrections Officer is CRACKED in the RIBS with a SHOTGUN BUTT. Falls to his knees. The Shotgun Prisoner JABS the muzzle into the BACK of the Officer's head.

SHOTGUN PRISONER
Do you wanna die, Warden?! Do you
want *him* to die?!

The Warden and his men look at each other. At the clock.

INT. PASSENGER LOUNGE, COMMUTER FERRY -- CONTINUOUS

A passenger breaks the silence.

PASSENGER 3
So go ahead! Do it!

The Pilot stares at the detonator in its box- looks up at the National Guard Commander.

PILOT (PASSENGER FERRY)
We're still here. And that means
they haven't killed us yet, either.

PRIEST
That doesn't mean they won't. Any
second now.

NATIONAL GUARD COMMANDER
That's enough! You did this to us!

The National Guard Commander STUDIES the Priest.

NATIONAL GUARD COMMANDER (CONT'D)
Why?

PRIEST
(cold stare)
I found God...

INT. PREWITT BUILDING -- CONTINUOUS

A SWAT team rides an elevator.

INT. PENTHOUSE, PREWITT BUILDING -- CONTINUOUS

Batman pulls out his STICKY BOMB RIFLE.

FOX (O.S.)
*Look up. You see those bad guys on
the floor above? They're waiting to
ambush the SWAT team coming up the
elevator.*

Batman fires the BOMBS onto NAKED SUPPORT BEAMS-

INT. FLOOR ABOVE, PREWITT BUILDING -- CONTINUOUS

The elevator doors open, and the SWAT team SPILLS OUT into the room. GUNS POINTED at the "clowns", unaware of the armed thugs in back.

INT. PENTHOUSE, PREWITT BUILDING -- CONTINUOUS

The BOMBS COUNT ZERO. The support beams RIP APART, DROPPING THE FLOOR and the SWAT team on it. As they stumble to their feet in the dust, Batman is on them- WEAVING, PUNCHING, and with one hand, clipping carabinners lopped to the absailing rope onto their webbing of vests.

Batman steps back- picks up the team leader- SWAT weapons aim at him...

EXT. PREWITT BUILDING -- CONTINUOUS

A Police Helicopter HOVERS, SPOTLIGHT on Batman.

PILOT (O.S.)
We've got him.

INT. PENTHOUSE, PREWITT BUILDING -- CONTINUOUS

Batman RAISES HIS HANDS IN SURRENDER.

BATMAN
(loud)
The Clowns are the hostages- the
hospital staff are the Joker's men!

The SWAT look at each other- DON'T LOWER THEIR RIFLES- Batman KICKS the team leader out the window... the SWATs watch him go... the rope pays out... one by one they are YANKED out the window...

EXT. PREWITT BUILDING -- CONTINUOUS

The Helicopter moves its light, FOLLOWING as the six man SWAT team soars out the window and drops. The line snaps taut and they hang, like a mountaineering team in crisis.

INT. PREWITT BUILDING -- CONTINUOUS

Batman SINKS INTO THE DARKNESS as the SWAT teams storm through the building-

KIRKMAN (O.S.)
*Be advised! Clowns are hostages!
Doctors are targets!*

Removing clown masks off the hostages and taking down the thugs.

INT. RENOVATED LEVEL, PREWITT BUILDING -- CONTINUOUS

The dogs growl and bark. The Joker turns away from the window, LEAD PIPE IN HAND, and sees Batman enter.

THE JOKER

Ah! You made it! I'm so thrilled.

BATMAN

Where's the detonator?

The dogs LEAP at Batman- SMASH him to the ground. Batman WRESTLES with the Rotweilers- a blinding mass of Batman, black fur, and bared teeth. The Joker POPS a switchblade. Moves into the mass, HACKING AND BEATING.

Batman uses the STUN GUN to ELECTROCUTE the DOGS- KICKS the Joker away. Batman RISES- the Joker RUNS AT HIM from behind and CRUSHES him in the head with the PIPE.

INT. PASSENGER LOUNGE, PRISONER FERRY -- CONTINUOUS

A HUGE, TATTOOED PRISONER stands from his seat in the back, and pushes his way to the front. He walks right to the barricade, LOOKS UP the stairs to the Warden, who is sweating.

TATTOOED PRISONER

Warden... you don't wanna die. But you don't know how to take a life. There's only one way...

The Warden looks at the remote. At the clock. The Tattooed Prisoner INCHES INTO THE BARRICADE.

INT. PASSENGER LOUNGE, COMMUTER FERRY -- CONTINUOUS

Everyone stares at the remote. One minute left. The Businessman stands. Walks over and picks it up.

BUSINESSMAN

No one wants to get their hands dirty. Fine. I'll do it. Those men on that boat, they made their choices. They chose to murder and steal. It doesn't make any sense for us to have to die, too.

He looks around. No one makes eye contact, except the Priest. The Businessman reaches into the box, fingers wrapping around the detonator.

INT. BRIDGE, PRISONER FERRY -- CONTINUOUS

The Tattooed Prisoner climbs the stairs, the Corrections Officers FLATTENING against the walls to make room.

TATTOOED PRISONER

Do what you should have did ten minutes ago... before these men kill you.

(towering over the Warden)

Get rid of it. If you can't do that, give it to me. Give it here...

The Warden slowly hands him the REMOTE. The Prisoner looks the Warden in the eye...

And TOSSES the remote out the window.

The Warden, prisoners, and officers BREATH DEEP- RESIGN themselves to the fact... The Tattooed Prisoner LOCKS EYES with the Joker's Crewman- EXCHANGE HATEFUL GLARES- then turns back down the stairs.

INT. RENOVATED LEVEL, PREWITT BUIDLING -- CONTINUOUS

The Joker leans over Batman, RAISING THE KNIFE over his head.

THE JOKER

All of the old familiar places!

Brings it down, STABBING Batman- who grabs hold of the Joker's arm, TWISTS it, and throws the clown back. Batman's Sonar Vision FLICKERS- SHUTS DOWN. He's BLINDED. Batman turns it off- just in time to see the Joker SWINGING THE LEAD PIPE BACK INTO HIS FACE.

Batman recoils in pain. The Joker BUTTS him- KNEES him- ENERGY explodes from his lean frame- he KICKS the injured Batman backs towards the glass...

Batman FLIES THROUGH THE WINDOW- glass flying- the Joker KICKS out a wooden brace holding up the STEEL FRAME- Batman's arms fly up as it comes crashing down onto his neck- saved by his protective gauntlets. Batman GRUNTS as the Joker STEPS onto the steel beam.

THE JOKER (CONT'D)

We really should stop this fighting. Otherwise, we'll miss the show!

BATMAN

There won't be a show!

THE JOKER

And here we go...

Batman STRUGGLES to keep the beam from CRUSHING his neck...

INT. PASSENGER LOUNGE, COMMUTER FERRY -- CONTINUOUS

The Businessman stares at the remote in his hands. At the Pilot and Nation Guard Commander. At the Priest.

BUSINESSMAN

This... won't kill us, instead?

PRIEST

Of course not. You'll all be spared.

The Businessman turns back to Pilot.

BUSINESSMAN

(unconvinced)

They made their choices...

PILOT (PASSENGER FERRY)

There are ferry crew over there.
And prison guards...

The Businessman looks at the Mother and her kids.

BUSINESSMAN

(guilty)

Then it's a numbers game.

HE TURNS THE KEY. SCREAMS pierce the air as the Prisoner Ferry EXPLODES INTO AN INFERNO.

INT. RENOVATED LEVEL, PREWITT BUILDING -- CONTINUOUS

The Joker looks out, ALMOST SURPRISED. LAUGHS HYSTERICALLY.

THE JOKER

You see? **Do you see?!**

Batman bellows with RAGE- FIRES THE SCALLOP BLADES OUT OF HIS GAUNTLET, nailing the Joker in the chest and arm- he STAGGERS back- Batman, freed, grabs his COAT COLLAR and HAULS the Joker OVER THE EDGE.

The Joker falls, SCREAMING IN DELIGHT, as if on a roller coaster. Something SLAMS into his leg, and he JERKS to a stop- BATMAN'S GRAPPLES. The Joker is REELED in.

THE JOKER

You... you *tease!* You just couldn't let me go, could you? This is what happens when an unstoppable force meets an immovable object.

Batman secures the Joker UPSIDE DOWN. The Joker is LAUGHING.

THE JOKER (CONT'D)

You won't kill *me*, out of some misplaced sense of self-righteousness... and I won't kill you... because *I think I love you!* We're going to be doing this for quite some time...

BATMAN

You'll be in Arkham.

THE JOKER

Don't be so upset... is it because you're depressed? To know how alone you really are? I told you... you never had a chance...

Batman lowers his head.

BATMAN

There is... still...

THE JOKER

Not anymore... I'll be back on the streets by Monday.

The Joker looks down at him. A twinkle in his eye.

THE JOKER (CONT'D)

They'll let us all out. People won't feel like doing much... once they get a look at the real Harvey Dent. And all of the heroic things he's done! Without anyone there to nurture their... newfound community spirit- they'll settle back into old habits.

(smug)

You didn't think I'd risk losing our game in a fist fight, did you? You've got to have an ace in the hole. Mine's Harvey.

BATMAN

What did you do?

THE JOKER

We had a heart to heart... at the hospital. And I laid out a path for him- told him who was to blame... told him the truth about Gordon. He seemed eager!

The Joker laughs. Batman glares.

THE JOKER

I set out to win *annnd*...
(frank)
I think I just did.

Batman turns away, leaving the Joker behind- TO SMILE BLISSFULLY TO HIMSELF. The ferry BURNING OMINOUSLY behind him. The SWAT team run up.

THE JOKER (CONT'D)

(weak)
Oh, I'm feeling dizzy...

EXT. BURNT WAREHOUSE, 52ND STREET -- NIGHT

Gordon gets out of his car, gun drawn. Makes his way into the blackened wreck of a building...

INT. MAIN FLOOR, BURNT WAREHOUSE -- CONTINUOUS

Gordon peers into the darkness.

GORDON

Dent?!

No reply. Gordon makes his way deeper. Up the stairs.

INT. SECOND FLOOR, BURNT WAREHOUSE -- CONTINUOUS

Gordon spots Barbara and their two children huddled together. He moves towards them- Barbara is shaking her head-

WHAM! Dent cracks Gordon over the head with his gun. Dent disarms Gordon, rolls him over- grabs his handcuffs. He turns to look at the ENORMOUS hole in the floor. From this side, in the moonlight, Dent looks completely normal.

GORDON

Harvey...

Dent throws the HANDCUFFS at Gordon. Aims the gun at Gordon's head.

DENT

Put them on... behind your back.

Gordon does as he's told.

DENT

This is where they brought her, Jim. After your men handed her over. This is where she died...

(looks at Gordon)

This is where you let her.

GORDON

I didn't...

DENT

You had so many *choices*. Either her or me. To listen when I warned you... If you chose not make your deal with the devil...

GORDON

We were fighting the mob! Numbers-

Dent MOVES towards Gordon.

DENT

You wouldn't dare try to justify yourself if you knew what I'd lost! You've never had to talk to the person you love most... and tell them it's going to be alright, when you know it's not.

(beat)

You're about to find out what that feels like, Jim. *Then*, you can look me in the eye and tell me you're sorry.

GORDON

You're not going to hurt my family. That's not you.

DENT

No, just the person you love most.

Dent turns- steps over to Barbara- puts the gun to her temple.

DENT

So... is it your wife?

Gordon sits HELPLESS, hands behind his back.

GORDON

(pleading)

Put the gun down, Harvey.

BARBARA

Please don't do this... please...

DENT

Just think, Jim. You burnt my face,
to avoid this. Ironic, isn't it?

GORDON

What is this, Harvey?

Dent moves the gun to point at Gordon's little girl.

BARBARA

No!

GORDON

Harvey! Rachel wouldn't want
this...

BARBARA

They're only kids, Harvey...
Children...

DENT

This is more than that...

Dent moves to James Gordon. Brushes the hair out of the
boy's eyes with the muzzle. Gordon SNAPS.

GORDON

Dammit! Will you stop pointing that
gun at my family?!

DENT

We have a winner.

Dent tries to pull the boy away from his mother. But Barbara
clings to James.

BARBARA

No! Don't! Harvey, stop!

Dent BASHES her in the face with the butt of his gun. She
looses her grip.

GORDON

HARVEY!

Dent walks James past Gordon to the edge of the burnt floor.
Cocks the revolver.

GORDON (CONT'D)

Harvey... I'm sorry. For
everything! Please don't hurt my
son.

SIRENS.

EXT. BURNT WAREHOUSE, 52ND STREET -- CONTINUOUS

Cop cars descend on the warehouse.

INT. SECOND FLOOR, BURNT WAREHOUSE -- CONTINUOUS

Dent looks at Gordon, FURIOUS.

DENT

You brought your cops?

GORDON

All they know is there's a
situation. They don't know who, or
what. They're just creating a
perimeter.

DENT

You think I want to *escape* from
this?! There's no *escape* from this!

Dent indicates his face. His suffering.

GORDON

You don't want to hurt my son...

Dent squeezes the gun a little tighter against the little
boy's neck. The boy WHIMPERS.

DENT

It's not about what I want. It's
about what's *fair*! The world is
cruel.

(shows his coin)

There's no morality in a cruel
world... only chance. Unbiased.
Unprejudiced. *Fair*.

BARBARA
 (sobbing)
 Don't!

DENT
 (shows his coin)
 Your boy has the chance Rachel
should have had! Fifty-fifty.

GORDON
 Harvey, you're right. Rachel's
 death was my fault. Please don't
 punish the boy... Please, punish
me-

DENT
 I'm about to. Tell your boy it's
 going to be all right, Jim. *Lie.*
 Like I lied.

Gordon looks up. Pained. Locks eyes with his son.

GORDON
 It's going to be all right, son.

Dent FLIPS the coin. High. Dent's eyes FOLLOW the coin up-
 BATMAN HURLS HIMSELF OUT OF THE SHADOWS AT DENT AND THE BOY.

All three of them VANISH over the edge. A TERRIBLE CRASH-
 then silence, but for the sound of DENT'S COIN, SPINNING on
 the floor at the edge of the hole.

Gordon, horrified, RUNS to the edge- peers down-

Gordon's son swings into view, HANGING from Batman, who is
 holding onto a JOIST with all his strength. Batman lifts
 Gordon's son up so that he can grab onto his father's
 shoulders- he's HAULED away.

The coin stops spinning, GOOD SIDE UP.

GUNSHOTS TEAR INTO THE WOOD around them- Gordon jumps back
 with his son. Batman looks down: Harvey Dent, DAZED, lying
 on the ground, WEAKLY SQUEEZING the trigger, until it's out.
 The joist breaks...

Batman FALLS... dropping and dropping, SMASHING THROUGH
 protruding WOOD and PIPES... He lands HARD near Dent.

INT. MAIN FLOOR, BURNT WAREHOUSE -- CONTINUOUS

Dent gets up on his feet first. Drops the gun. Reaches for a piece of wood. Batman struggles to his feet.

DENT

You... and where were you? When Rachel needed you most...

BATMAN

I was looking, Harvey. Across the city.

DENT

Then why couldn't you find her?

BATMAN

I- I don't know...

DENT

I'll tell you.
(attacks)
It was chance!

Batman RAISES his arm to BLOCK- it gets KNOCKED back down. Batman GRUNTS in pain.

DENT

(hysteric)

Don't you see?! It's all games of chance! That's why we could never do it! We could never turn this city around...

Dent ATTACKS AGAIN. Batman's hit in the shoulder.

DENT (CONT'D)

We never stood a *chance*!

BATMAN

Harvey! What happened to Rachel wasn't chance. We decided to act.

Dent attacks, but Batman SUCCESSFULLY BLOCKS.

BATMAN (CONT'D)

We three. We knew the risks... and we acted.

(blocks)

We are all responsible...

Dent looks at Batman. OUT OF HIS MIND.

DENT
Then why was it only me who lost
everything?!

Batman looks into Dent's eyes. Emotional.

BATMAN
It wasn't.

DENT
(attacks)
The Joker chose me!

INT. SECOND FLOOR, BURNT WAREHOUSE -- CONTINUOUS

Barbara places a bobby pin in Gordon's hand- he UNLOCKS his handcuffs, retrieves his gun, and RUNS for the stairs.

INT. MAIN FLOOR, BURNT WAREHOUSE -- CONTINUOUS

Dent is close to SOBBING, barely able to SWING THE LOG at Batman.

BATMAN
Because you were the best of us! He
wanted to prove that even someone
as good as you could fall.

DENT
(bitter)
And he was *right*!

Batman sidesteps- DISARMS Dent- PULLS HIM down to the ground- gets Dent into a SLEEPER HOLD.

BATMAN
Harvey... you're fooling yourself,
if you think you're letting chance
decide.

DENT
No!

BATMAN
You're the one with the ability to
choose. Chance doesn't rule our
lives.

Dent STRUGGLES, fading into UNCONSCIOUSNESS.

DENT
(softly crying)
It's not fair... not fair...

BATMAN
(soothing)
You can still choose.

Dent DRIFTS off- Gordon runs in, weapon ready. Drops it to his side as he sees Dent in Batman's arms. Batman lowers Dent to the ground- looks up at Gordon.

GORDON
Thank you.

BATMAN
You don't have to-

GORDON
Yes I do.

Gordon and Batman stare down at Dent. Grave.

GORDON (CONT'D)
The Joker won.

Gordon stares down at the SCARRED SIDE of Harvey Dent.

BATMAN
No. We'll fix this.

Gordon looks at Batman, disbelieving.

GORDON
Harvey's lost to us. He's not coming back. We're not finished- but all of the hope and faith built up around this man... We'll have to win the people back all over again.

BATMAN
No, we won't. Because they'll never know what happened here.

GORDON
What?

BATMAN
Harvey Dent was murdered tonight. By the Joker. He'll have died a martyr.

GORDON
No... no! We can't sweep this under
the carpet.

BATMAN
We can't allow The Joker to win.

Batman crouches to Dent's body.

BATMAN (CONT'D)
Gotham still needs Harvey. And
they'll have him, as the memory of
who he was.

Gently, he turns Dent's head so the good side of his face is
up. Gordon looks from Dent's face to Batman.

GORDON
But... Harvey.

BATMAN
He'll go to Arkham. We'll hope for
the best. And plan for the worse.

Batman turns to Gordon.

BATMAN (CONT'D)
Jim... I can't continue on like
this. Gotham needed Dent, but I'm
what it deserves.

GORDON
What...

BATMAN
You either die a hero or live long
enough to see yourself become a
villain. I can do those things. I
can make sure this *never* happens
again. That's what I can be.

GORDON
I can't allow that.

BATMAN
You have no choice.

*INSERT CUT: GORDON STANDS AT A PODIUM AT DENT'S FUNERAL.
BEHIND HIM IS A LARGE PHOTOGRAPH OF DENT SMILING.*

GORDON
*...a hero. Not the hero we
deserved- the hero we needed.*
(MORE)

GORDON (cont'd)
 Nothing less than a knight.
 Shining...

GORDON (V.O.)(CONT'D)
 They'll hunt you.

BATMAN (V.O.)
 You'll hunt me.

INSERT CUT: GORDON, ON THE ROOF OF GOTHAM CENTRAL, AXE IN HAND, WATCHED BY AN ASSORTMENT OF COPS AND REPORTERS...

BATMAN (V.O.)(CONT'D)
 You'll condemn me, set the dogs on me...

GORDON TAKES THE AXE TO THE BAT SYMBOL- SPARKING, SMASHING...

BATMAN (V.O.)(CONT'D)
 ...because it's what needs to happen.

INSERT CUT: RAMIREZ WHEELS DENT, SEDATED, INTO ARKHAM AND PAST A CELL.

BATMAN (V.O.)(CONT'D)
 Because sometimes the cost of winning...

THE JOKER, WITHOUT ANY MAKEUP, STEPS FROM THE DARK AND LOOKS OUT THE CELL DOOR'S WINDOW.

BATMAN (V.O.)(CONT'D)
 ...means dealing in the grey zones, and accepting who you are.

INSERT CUT: LUCIUS FOX TYPES HIS NAME INTO THE SONAR MACHINE. IT POWERS DOWN. HE LEAVES ALL OF HIS SECURITY CLEARANCE CARDS ON THE DESK. WALKS OUT, BETRAYED.

Batman LIMPS into the shadows. Gordon lays his jacket over Dent's face. Walks up the stairs, talking into his radio.

BATMAN (V.O.)(CONT'D)
 This is not an age of heroes.

INT. SECOND FLOOR, BURNT WAREHOUSE -- CONTINUOUS

Gordon kneels down and embraces his family, still huddled in the warehouse.

BATMAN (V.O.)(CONT'D)
Only men. In all of their flaws.

INT. MAIN FLOOR, BURNT WAREHOUSE -- CONTINUOUS

The cops circle around Dent's body.

BATMAN (V.O.)(CONT'D)
Trying to hold onto what is
theirs... no matter the cost.

EXT. GOTHAM STREETS -- CONTINUOUS

The Bat-Pod streaks through Gotham's underground streets, the Batman's cape billowing behind him. A wraith...

BATMAN (V.O.)(CONT'D)
I am one of them. A relic of the
past... a dark knight.

The Batman races up a ramp into a blinding light-

CUT TO BLACK.

CREDITS.

THE END.