

BATMAN BEGINS

by
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UBU, faithful servant of Ra's Al Ghul, member of
The League of Shadows

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B A T M A N B E G I N S

BLACK. A low KEENING which becomes SCREECHING that BUILDS and BUILDS until-

RED flickers through black as the screen BURSTS into life:

Clouds of REELING BATS silhouetted against a blood red sky, bolting away from camera, MASSING in the sky... FORMING a density the shape of an enormous BAT-LIKE SYMBOL.

More BATS mass, swamping the symbol, DARKENING the screen to-

BLACK. Distant children's LAUGHTER which comes closer as-

SUNLIGHT flickers through black. Sunlight through trees running through a SUMMER GARDEN. A BOY. Chasing a GIRL.

The Boy reaches a Victorian GREENHOUSE. Stands in the doorway catching his breath. This is Bruce Wayne, aged 8, and we are-

EXT. GARDENS, WAYNE MANOR -- DAY

YOUNG BRUCE peers down rows of plants on long trestle tables.

YOUNG BRUCE

Rachel?

No response. Sunlight streams through wrought iron and glass. Young Bruce advances, cautious. He is GRABBED from behind and pulled under a table by a young girl, aged 10. This is RACHEL. She puts her hand over Young Bruce's mouth.

FEMALE VOICE (O.S.)

Rachel?! Master Bruce?!

A woman STRIDES past the windows: MRS.DODSON, Rachel's mother, housekeeper of Wayne Manor.

YOUNG BRUCE

(whispering)

What're you doing?!

RACHEL

(matter-of-fact)

Kidnapping you. They'' pay a lot for precious Brucie.

Young Bruce stares, wide-eyed. She SMILES. He relaxes. Young Bruce BOLTS out from under the trestle table - SPRINTS for the back door. Rachel TEARS after him.

EXT. DISUSED KITCHEN GARDEN, WAYNE MANOR -- CONTINUOUS

Young Bruce crouches in the mouth of a DISUSED WELL, peering over the stone wall at Rachel, who searches for him.

RACHEL
Bruce, I can see you.

Young Bruce suppresses a giggle- the BOARDS beneath him GIVE WAY and he PLUMMETS into...

INT. OLD WELL -- CONTINUOUS

Young Bruce DROPS thirty feet- LANDS painfully on the rubble strewn bottom of the shaft.

EXT. KITCHEN GARDEN, WAYNE MANOR -- CONTINUOUS

Rachel, hearing, RUNS to the well.

RACHEL
BRUCE?!!

INT. OLD WELL -- CONTINUOUS

Young Bruce lifts his head from damp dirt and rocks, groaning.

EXT. KITCHEN GARDEN, WAYNE MANOR -- CONTINUOUS

Rachel SPRINTS towards the house.

RACHEL
MOM!! MISTER ALFRED!!

INT. OLD WELL -- CONTINUOUS

Young Bruce, in shock, groans. He hears SQUEALING- freezes, PEERING into the DARKNESS of an OPENING between rocks...

BATS EXPLODE from the darkness, filling the air. HE SCREAMS- CURLS against their flapping, squawking, fluttering BLACKNESS.

A JOLT: OLDER GREEN EYES FLICK OPEN, WAKING... in DARKNESS. Filthy, sweating darkness... and we are in-

INT. BHUTANESE JAIL -- MORNING

The yes belong to a bearded, weathered, young man's face. BRUCE WAYNE aged 28. An OLD ASIAN MAN sits staring at him.

OLD MAN
A dream?

WAYNE
A nightmare.

OLD MAN
Worse than this?

Their cell is a tin box. Light seeps through gaps in the roof. Shouts ECHO. Wayne shrugs.

EXT. PRISON COURTYARD -- LATER

Wayne and the Old Man line up for gruel. PRISONERS are scattered in small groups. All eyes on Wayne.

OLD MAN
They are going to fight you.

WAYNE
I fought them yesterday.

OLD MAN
They will fight you every day. Until they kill you.

Wayne holds out his plate. Watches gruel dribbled onto it.

WAYNE
Can't they kill me *before* breakfast?

Wayne turns from the table. His path is blocked by an ENORMOUS MAN, backed by six aggressive prisoners. The Enormous Man SMASHES his plate away.

ENORMOUS MAN
(broken English)
You are in hell, little man...

He PUNCHES Wayne- Wayne goes down hard.

ENORMOUS MAN (CONT'D)
...and I am the devil.

Wayne picks himself up. Dust himself off.

WAYNE
You're not the devil...

The Enormous Man SWINGS again- Wayne CATCHES his fist, KICKS the big man's knee out an, as he goes down, BOOTS his face.

WAYNE (CONT'D)
...you're practice.

Six Prisoners RUSH Wayne all at once... Wayne fights skillfully and hard, FLIPPING one prisoner into another, KICKING as his arms are held... several Prisoners hit the deck before- GUNFIRE- two GUARDS break it up, shooting into the air... they GRAB Wayne.

GUARD
Solitary!

WAYNE
(indignant)
Why?

GUARD
For protection.

WAYNE
I don't need protection.

The Guard points angrily at the unconscious prisoners.

GUARD
Protection for them.

INT. SOLITARY, BHUTANESE JAIL -- MOMENTS LATER

Wayne is tossed into the dank cell. The door SLAMS.

VOICE (O.S.)
I often wonder at the riches to be
found in dark places.

The voice is mellifluous. European. It comes from the shadows of a deep corner of the cell.

WAYNE
I thought the point of solitary
confinement was the solitary part.

Wayne can make out the profile of a MAN seated in the corner.

MAN
These men have mistaken you for a
criminal, *Mr.Wayne...*

Wayne reacts to his name. The Man steps into the light:
powerfully-built, distinguished, in a well-cut SUIT AND TIE.

WAYNE
Who are you?

MAN
My name is merely Ducard. But I
speak for Ra's Al Ghul. Have you
heard the name?

WAYNE
I've heard the legends...master
warrior, international mercenary,
feared by the all the underworld...
some even swear he's immortal.

DUCARD
(smiles)
Ra's Al Ghul uses theatricality and
deception as powerful weapons.

Ducard approaches Wayne. Looks deep into his eyes.

DUCARD (CONT'D)

You have not escaped his notice- a man like you is here by choice... or because he is truly *lost*.

Wayne's eyes flick away from Ducard's penetrating gaze.

DUCARD (CONT'D)

Ra's Al Ghul and his League of Shadows offer a path to those that are capable of upholding our code.

WAYNE

Code? Aren't you criminals?

DUCARD

A *criminal* is simply a man that someone else thinks...
(gestures around them)
...should be put in jail.

Wayne nods, conceding the point.

DUCARD (CONT'D)

This world is run by tyrants and corrupt bureaucrats. Our code respects only the natural order of things- we're not bound by their hypocrisy. Are you?

Ducard moves to the door. Knocks. It is opened by a guard.

DUCARD (CONT'D)

There is a rare flower- a blue double-bloomed poppy- that grows on the Eastern slopes. Tomorrow you will be released. Pick one of the flowers. If you can carry it to the top of the mountain, you may find what you are looking for.

WAYNE

And what am I looking for?

Ducard looks at Wayne with a glint in his eye.

DUCARD

Purpose.

The door slams shut leaving Wayne in DARKNESS...

INT. BOTTOM OF THE OLD WELL -- DAY (WAYNE'S MEMORY)

Silence. Young Bruce lies there, exhausted, weeping softly.

MALE VOICE (O.S.)

Bruce?

Young Bruce looks up: a FIGURE, long coat billowing, is lowered down the shaft... THOMAS WAYNE, Young Bruce's father.

EXT. GARDENS, WAYNE MANOR -- MOMENTS LATER

Thomas carries his son towards the house. At his side, a 50-year-old man in a somber suit calmly coils a rope: ALFRED.

ALFRED
Will we be needing an ambulance,
Master Wayne?

THOMAS
We have everything I need to set the
bone. I'll take him for x-rays later.

ALFRED
Very good, sir.

They pass a tearful Rachel standing with her mother.

INT. HALL, WAYNE MANOR -- CONTINUOUS

Thomas carries Bruce up the main stairs. The house is vast and grand, but full of flowers and life. Bruce's Mother (MARTHA) appears at the landing, distraught.

THOMAS
(reassuring)
He'll be fine.

INT. BRUCE'S BEDROOM, WAYNE MANOR -- LATER

Alfred moves to the bedside. Looks down at Young Bruce.

ALFRED
Took quite a fall, didn't we?

Young Bruce looks up at Alfred. Manages a slight smile.

ALFRED (CONT'D)
And why do we fall, Master Bruce?

Alfred reaches up to the curtains. Young Bruce says nothing.

ALFRED (CONT'D)
So that we might better learn to
pick ourselves up.

Alfred smiles gently. PULLS the curtains shut, and we-

CUT TO:

An exquisite double-bloomed BLUE POPPY... and we are-

EXT. HIMALAYAN FOOTHILLS -- DAY

A field of the blue poppies. Wayne approaches. Picks one. Studies its brilliant blue in the cold sunshine.

EXT. TINY HAMLET, HIMALAYAS -- DAY

Wayne, exhausted, freezing, hungry, wanders up the street. As locals see him they head inside. DOORS SLAMMED, BOLTED.

CHILD (O.S.)
No one will help you.

Wayne turns to find a YOUNG CHILD STARING at him. The Child POINTS at the blue flower pinned to Wayne's chest. An OLD MAN appears at the Child's side.

WAYNE
(weak)
I need food.

OLD MAN
Then turn back.

Wayne looks at the Old Man. Then carries on up the mountain.

EXT. MOUNTAIN -- DAY

Wayne, struggles through DRIVING SNOW up an ICY RIDGE...

He clears the ridge, FLOPS down into the snow, Painfully raises his scarf-wrapped face to the cutting wind to see a MONASTERY perched on jagged rock.

EXT. HIMALAYAN FORTIFIED MONASTERY -- DAY

Wayne climbs up the steps to the VAST DOORS of the monastery. Unwraps a severely FROSTBITTEN FIST. POUNDS against the ice-covered wood, knocks ECHOING deep within.

Nothing. Wayne lowers his forehead to the door, shoulders wracked by SOBS, pounding accelerating to a FRENZY.

A GRINDING noise from within. Wayne STOPS, straightens. The doors SWING OPEN to DARKNESS...

INT. GREAT HALL, MONASTERY -- CONTINUOUS

Wayne shuffles forward into a low-ceilinged wooden hall lit by flickering lamps. Hands trembling, Wayne pulls at brittle scarves. He STARTS as the doors THUD shut behind him.

At the far end, on a raised platform, sits a dark robed figure; RA'S AL GHUL. Wayne moves unsteadily towards him...

WAYNE

(hoarse)

Ra's Al Ghul?

ARMED WARRIORS of various races emerge from the SHADOWS:
BOWS taut, SWORDS drawn... NINJAS. Wayne freezes.

DUCARD (O.S.)

Wait.

The Warriors hold. Wayne looks at the source of the command:
Ducard leans against a nearby pillar.

Wayne reaches into his layers of clothing. Pulls out the
DOUBLE-BLOOMED BLUE POPPY. Holds it out, shaking.

Ra's Al Ghul starts to speak in Urdu. Ducard TRANSLATES.

DUCARD (CONT'D)

Fear has been your guide. But now
you must advance or fear will keep
you on your knees. We will help you
conquer your fear. In exchange you
will renounce the cities of man.
You will live in solitude. You will
be a member of the Leagues of Shadows.
And you will be without fear.

Ducard takes the flower. Considers its delicate blue petals.

DUCARD (CONT'D)

Are you ready to begin?

Ducard threads the flower through the buttonhole of his lapel.
Wayne looks at Ducard, shaking with hunger and fatigue.

WAYNE

Ready? I... I can barely-

Ducard KICKS him- Wayne Crashes to the floor.

DUCARD

Death does not wait for you to be
ready...

Wayne crawls, gasping. Ducard STRIKES him in the ribs.

DUCARD (CONT'D)

Death is not considerate, or fair.
And make no mistake- today, death is
your opponent.

Ducard turns- WHIPS his leg in a fearsome roundhouse KICK
aimed straight at Wayne's NECK-

-but Wayne BLOCKS the kick with a lateral movement of his
forearm. He stares at Ducard, eyes BLAZING. Ducard SMILES.

Wayne RISES. Assumes a martial STANCE. Ducard STRIKES- Wayne BLOCKS and PARRIES, driving his body through pain into a series of FLUID, SKILLED moves...

DUCARD (CONT'D)
Tiger Crane... Ju Jitsu...
(smiles)
Skilled. But this is not a dance-

Ducard GRAPPLES Wayne, BRAWLING, BITING, ENERGIZED, MESSY...

DUCARD (CONT'D)
Facing death you learn the truth...

Ducard's head smashes Wayne's cheek- Wayne FALTERS-

DUCARD (CONT'D)
You are weak...

Ducard SMASHES him in the groin.

DUCARD (CONT'D)
You are alone...

Ducard SLAMS Wayne's chin, sends him DOWN HARD.

DUCARD (CONT'D)
And you are *afraid*...

Ducard crouches at Wayne's side. Looks into his glazed eyes.

DUCARD (CONT'D)
(curious)
But not of me.

Ducard pulls the flower from his lapel. Leans in close to replace it on Wayne's chest, his lips at Wayne's ear...

DUCARD (CONT'D)
Tell us, Wayne...

VIOLENT FLAPPING, SCREECHING BLACK RATS- *swarming, chittering-*

DUCARD (V.O.) (CONT'D)
(whispers)
What do you fear?

Young Bruce's eyes OPEN, and we are-

INT. BRUCE'S BEDROOM, WAYNE MANOR -- DAWN (WAYNE'S MEMORY)

Young Bruce, breathing hard. Light cuts across the bedclothes. He looks to the door. Thomas is there.

THOMAS
(gentle)
The bats again?

Young Bruce nods. Thomas approaches. Sits on the bed.

THOMAS (CONT'D)
 You know why they attacked you?
 (off look)
 They were afraid of you.

YOUNG BRUCE
 Afraid of me?

THOMAS
 You're a lot bigger than a bat, aren't
 you? All creatures feel fear.

YOUNG BRUCE
 (smiles)
 Even the scary ones?

Thomas smiles back, reaches into his dressing gown pocket.

THOMAS
Especially the scary ones.
 (thinks)
 Here, let me show you something-
 (freeze)
 But you can't tell anyone, right?

Young Bruce nods, eager. Thomas pulls out a long jewel case. He opens it: PEARLS glow in the half-light.

THOMAS (CONT'D)
 For your mother.

Young Bruce GRINS. Thomas winks at him, SNAPS the case shut.

INT. ELEVATED TRAIN (MONORAIL) -- EVENING

Young Bruce watches the glory of Gotham glide past. His parents beside him, dressed up- Martha idly stroking her pearls. She smiles at Thomas.

YOUNG BRUCE
 Did you build this train, Dad?

THOMAS
 Your great-grandfather built the
 first trains in Gotham. The city's
 been good to our family- it was time
 to give something back...

Thomas draws a CIRCLE in the CONDENSATION on the window...

THOMAS (CONT'D)
 A new public transportation system
 for the whole city...

Thomas draws SPOKES through the circle, creating a WHEEL.

Thomas TAPS his diagram at the central HUB of the wheel, then points through the glass to a tall 1930's SKYSCRAPER.

THOMAS (CONT'D)
 ...and at the cent... Wayne Tower.

EXT. GOTHAM -- CONTINUOUS

The monorail train TURNS INWARDS on a "SPOKE"... SHOOTING towards the central station at the base of Wayne Tower.

INT. CONCOURSE, WAYNE STATION -- MOMENTS LATER

Young Bruce STARES at the MAGNIFICENT STATION. He looks up through the vaulted glass ceiling... WAYNE TOWER rises above... Rich ORCHESTRAL STRINGS rise, and we are-

INT. GOTHAM OPERA HOUSE -- LATER

A gilded house packed to the rafters for Boito's *Mefistofle*. Young Bruce seated between his parents, On stage: WITCH-LIKE CREATURES cavort. DARK BIRDS on wires descend, FLAPPING.

Young Bruce STARES, uneasy, at their VIOLENT motions.

INSERT CUT: BATS EXPLODE FROM A DARK CREVICE.

Young Bruce starts breathing faster, STARES fixedly.

SCREECHING, FLAPPING BLACK BATS SWARM ALL AROUND...

Young Bruce, gulping PANIC breaths, looks around for an exit-they're in the middle of a row. He GRABS his Dad's arm.

YOUNG BRUCE
 (desperate whisper)
 Can we go?!

Thomas stares at his son, confused. Martha looks over. Young Bruce looks at his father, PLEADING. Thomas nods. They make their way along the row, Thomas nodding apologies...

EXT. SIDE ALLEY, GOTHAM OPERA HOUSE -- CONTINUOUS

The Waynes emerge from a side exit. Martha crouches before Bruce, tries to meet his eyes. He stares down, ashamed.

MARTHA
 Bruce, what's wrong?

THOMAS
 He's fine.

Martha looks up. Thomas gives her a conspiratorial look.

THOMAS (CONT'D)

I just needed a bit of air. Bit of opera goes a long way, right, Bruce?

Young Bruce looks up at his Dad, who winks. Young Bruce smiles gratefully.

THOMAS (CONT'D)

Come one.

Thomas, coat over his arm, ushers his family down the dark alley, heading for the WELCOMING GLOW of the main boulevard.

A FIGURE emerges from the shadows in front of them. A MAN. With a GUN. Shifting uneasily.

MAN

Wallet, jewelry! Fast!

THOMAS

(calm tone)

That's fine, just take it easy.

Thomas hands Young Bruce his coat, then reaches for his wallet. The Man JERKS the gun at Thomas, eyes DARTING. Young Bruce stares up at the gun TREMBLING in the Man's hand.

THOMAS (CONT'D)

Here you go.

The man GRABS at the wallet but FUMBLES it. It FALLS. The Man glances down at the wallet then back to Thomas, scared.

THOMAS (CONT'D)

(reassuring tone)

It's fine, it's fine...

The Man crouches for the wallet, eyes on Thomas.

THOMAS (CONT'D)

...just take it and go.

The Man feels for the wallet, looks at Martha. Her pearls.

MAN

I said jewelry!!

She starts pulling off her rings. The Man JERKS the gun at her neck. Thomas STEPS protectively in front of his wife.

THOMAS

Hey, just-

BOOM. Young Bruce FLINCHES. Thomas looks down at his bleeding chest. Then back to the Man, saddened.

Thomas CRUMPLES. Martha SCREAMS. The Man REACHES for Martha's pearls- but she SCREAMS desperately for Thomas.

MARTHA
THOMAS!! THOMAS!!

MAN
Gimme the damn...

But Martha FLAILS, trying to grab her fallen husband.

The Man SHOOTS her. Then YANKS at her necklace, which BREAKS. Spilling PEARLS all over the asphalt.

The Man stands. Turns to Young Bruce. Who STARES at him. Uncomprehending. The Man cannot bear the boy's gaze...

And then he RUNS. Young Bruce looks at the bodies of his parents. DROPS to his knees, head down: PEARLS dot the asphalt beneath him. Some of them are bloody.

Young Bruce starts to SHIVER.

INT. POLICE STATION -- NIGHT

CHAOS: REPORTERS and COPS vying for a piece of the crime of the decade. In the Captain's office, Young Bruce. Bewildered, forgotten. Still clutching his father's overcoat.

MALE VOICE (O.S.)
Is that your father's?

Young Bruce looks up: a young beat cop stands over him- JIM GORDON (29). Gordon crouches, reaches for the coat. Young Bruce huddles over it, protective.

GORDON
(reassuring)
It's okay.

Gordon's tone prompts Young Bruce to trust him. Gordon takes the coat, DRAPES it gently across Young Bruce's shoulders.

MALE VOICE (O.S.)
GORDON! You gotta stick your nose into everything!

Gordon turns to CAPTAIN LOEB, who glares at him.

CAPTAIN LOEB
Outta my sight.

Gordon NODS at Young Bruce, whose eyes wish Gordon would stay. Gordon leaves. Loeb turns to Young Bruce.

CAPTAIN LOEB (CONT'D)
Good news... we got him, son.

Young Bruce looks up at him dazed. Uncertain.

EXT. GROUNDS, WAYNE MANOR -- DAY

Snow falls over two open graves. MOURNERS disperse, guided by SECURITY GUARDS. Alfred stands with Young Bruce. A man approaches, EARLE (47). He nods at Alfred, crouching.

EARLE
 (indicates Alfred)
 You're in excellent hands, Bruce.
 And we're minding the empire. When
 you're all grown up, it'll be waiting.

Young Bruce looks blankly at Earle.

EXT. WAYNE MANOR -- LATER

Mourners file towards the gates. Rachel walks with her mother. Looks up at Bruce's high window. Sees him watching. Waves. Young Bruce pauses, then returns the wave.

INT. BRUCE'S BEDROOM -- CONTINUOUS

Alfred enters. Looks tenderly at Young Bruce's back.

ALFRED
 I thought I'd prepare a little supper.

No response. Alfred turns.

ALFRED (CONT'D)
 Very well.

YOUNG BRUCE (O.S.)
 Alfred?

Alfred turns back. Young Bruce is looking at him with TEARS POURING down his cheeks. Alfred tilts his head.

ALFRED
 (voice catching)
 Master Bruce?

YOUNG BRUCE
 It was my fault, Alfred.

Alfred's mouth opens.

YOUNG BRUCE (CONT'D)
 I made them leave the theater-

ALFRED
 Oh, no, no, no-

Alfred moves to Young Bruce, taking the boy in his arms.

YOUNG BRUCE
If I hadn't got scared-

ALFRED
No, no, Master Bruce. Nothing *you*
did. Nothing *anyone* ever did can
excuse that man.

Alfred holds Young Bruce away to look directly into his eyes.

ALFRED (CONT'D)
It's his, and his alone. Do you
understand?

Young Bruce nods. Then BURIES his face in Alfred's chest,
sobbing.

YOUNG BRUCE
I miss them, Alfred. I miss them so
much.

ALFRED
(whispering)
So do I, Master Bruce. So do I.

Tears well in Alfred's eyes as he HOLDS the boy, watching
snowflakes swirl past the window.

DUCARD (V.O.)
And do you still feel responsible?

INT. PASSAGEWAY, MONASTERY -- DAY

Ducard leads Wayne along a screened passage overlooking
extraordinary mountains.

WAYNE
My anger outweighs my guilt.

Ducard opens a door...

INT. DOJO, MONASTERY -- DAY

Leads Wayne onto a MEZZANINE LEVEL stacked with boxes and
bottles. NINJAS pour powders into packets, mixing compounds.
Ducard takes a pinch of a powder- throws it down- BANG!
Wayne FLINCHES- Ducard SMILES good-naturedly.

DUCARD
Advanced techniques of Ninjitsu employ
explosive powders.

WAYNE
As weapons?

DUCARD
Or distractions. Theatricality and
deception are powerful agents.

Ducard hands Wayne a pinch of the powder.

DUCARD (CONT'D)
To be a great warrior is not enough.
Flesh and blood, however skilled,
can be destroyed... you must be more
than just a man in the minds of your
opponents.

Wayne listens to this. Tosses the powder- BANG!

EXT. FROZEN LAKE, HIMALAYAS -- DAY

Wayne and Ducard CIRCLE each other on the ICE, SWORDS poised
to strike. Dark figures in the white and blue landscape.

Ducard STRIKES at Wayne, who DEFLECTS the blow using a SILVER
GAUNTLET with THREE SCALLOPS (thick, hook-like projections).
Ducard SKIDS left, breath STEAMING, feinting with his sword.

Wayne steps sideways on the ice, his foot landing on a thin
patch which CREAKS, water BUBBLING underneath.

DUCARD
Mind your surrounding. Always.

Wayne STRIKES- Ducard BLOCKS with his own BRONZE GAUNTLET.
Wayne SLIPS right and FLIES IN with a short THRUST- Ducard's
arm flips down in a backhand move-

Ducard CATCHES Wayne's sword in one of his SCALLOPS.

DUCARD (CONT'D)
Your parent's death was not your
fault...

Ducard ROTATES his arm, WRENCHING Wayne's sword from his
grasp- it SKIDS along the ice.

DUCARD (CONT'D)
...it was your father's.

Wayne, ENRAGES, dives at Ducard, SWINGING at him with the
scallop, FURIOUS, RECKLESS. Ducard parries with his sword,
they LOCK- noses inches apart, Wayne BREATHING... ANGRY...

DUCARD (CONT'D)
Anger does not change the fact that
your father failed to act.

WAYNE
The man had a gun!

DUCARD
Would that stop you?

WAYNE
I've had training-

DUCARD
The training is nothing. The will to take control is everything. Your father trusted his city, its logic... he thought he understood the attacker and could simply give him what he wanted...

Wayne considers this... breathing slowing... CALMER... they separate.

DUCARD (CONT'D)
(gently)
Your father did not understand the forces of decay- cities like Gotham are in their death throes- chaotic, grotesque. Beyond saving.

WAYNE
Beyond saving? You believe that?

Ducard regards the harshly beautiful landscape.

DUCARD
It is not right that one must come so far to see the world as it is meant to be. Purity. Serenity... Solitude. These are the qualities we hold dear. But the important thing is whether you believe it...

Wayne stares at Ducard.

DUCARD (CONT'D)
Can Gotham can be saved, or is she an ailing ancestor whose time has run?

Ducard STRIKES DOWN at Wayne with his sword. Wayne BLOCKS the strike with FOREARMS CROSSED, SLIDES BETWEEN DUCARD'S LEGS across the ice to where his sword lies.

GRASPING his sword he SPINS, SWEEPING at Ducard's feet. Ducard LEAPS- Wayne CATCHES his foot, brings him down onto the ice. Wayne THRUSTS his sword at Ducard's throat-

STOPS INCHES from Ducard's bare neck. Ducard freezes, arms at his sides. Wayne looks down at Ducard, SMILING in triumph.

WAYNE
Yield.

Ducard smiles. Shakes his head.

DUCARD
You haven't beaten me. You've
sacrificed sure footing for a killing
stroke.

Ducard TAPS the ice beneath Wayne's feet with his sword- the
ice gives way, PLUNGING Wayne through the surface.

EXT. SHORE, FROZEN LAKE -- EVENING

Ducard feeds a small FIRE. Wayne RUBS his arms, SHIVERING
violently against hypothermia. Ducard looks at him.

DUCARD
Don't rub your arms, rub your chest.
Your arms'll take care of themselves.

Wayne rubs his torso, NODS at Ducard. Ducard feeds the fire.

DUCARD (CONT'D)
You have strength born of years of
grief and anger, Wayne. The strength
of a man denied revenge.

Even in his shivering, Wayne REACTS to this.

DUCARD (CONT'D)
Why, Wayne..?

INT. WAYNE STATION PLATFORM -- DAY (WAYNE'S MEMORY)

A monorail pulls into the platform. Disgorges passengers.

DUCARD (V.O.)
Why could you not avenge your parents?

Amongst them, Bruce, AGED 20, holding a bag. He sees Alfred,
now 62, craning his neck, SEARCHING. He waves.

BRUCE
You didn't have to pick me up-

ALFRED
Well, sir, the red line... well,
it's closed. Apparently Mr. Earle
thought it wasn't making enough money.

INT. CONCOURSE, WAYNE STATION -- MOMENTS LATER

Bruce looks sadly at the DECAY to his father's station: glass
CRACKED, marble chipped, HOMELESS bundled in shuttered
storefronts... He looks up through the sparing glass: WAYNE
TOWER looms overhead, gold lettering catching the sun...

BRUCE
How is Mr. Earle?

ALFRED
Oh... successful.

INT. ROLLS ROYCE -- LATER

Alfred glances at Bruce in the rear-view mirror.

ALFRED
Will you be heading back to Princeton tomorrow or could I persuade you to spend an extra night or two?

BRUCE
I'm not heading back at all.

ALFRED
You don't like it there?

Bruce smiles, sardonic. Looks out at the trees flashing by.

BRUCE
I like it fine... they just don't feel the same way.

Alfred purses his lips, IRRITATED.

EXT. WAYNE MANOR -- MOMENTS LATER

Bruce STARES up at house. Alfred pulls the bag out of the car and, to Bruce's surprise, DROPS it at Bruce's feet.

INT. WAYNE MANOR -- CONTINUOUS

Alfred leads Bruce up the main staircase. The house is now dark and empty. Dust-cloths cover much of the furniture.

ALFRED
(tense)
I've prepared the master bedroom.

BRUCE
My old room will be fine.

ALFRED
(stern)
With all due respect, sir, your father is dead. Wayne Manor is your house.

BRUCE
(irritated)
No, Alfred, his isn't my house.
(gestures)
It's a mausoleum.
(MORE)

BRUCE (CONT'D)

A reminder of everything I lost.
And when I have my way I'll pull the
damn thing down brick by brick-

Alfred turns on Bruce, angry.

ALFRED

This house, *Master Wayne*, has
sheltered six generations of the
Wayne family, and stood patiently by
while you've cavorted in and out of
a dozen private schools and colleges.
As have I.

Bruce stares at Alfred. Eyes burning. Chastened.

ALFRED (CONT'D)

(softer)

The Wayne family legacy is not so
easily shrugged off.

BRUCE

(sadly)

Nor borne, old friend. I'm sorry to
have disappointed you.

ALFRED

Master Wayne... I was at your father's
side when you were born. And at *your*
side when *he* was laid to rest.

BRUCE

(voice catching)

I know.

ALFRED

Your father was a great man. But I
have every confidence that you will
exceed his greatness.

BRUCE

Haven't given up on me, yet?

ALFRED

(conviction)

Never.

Bruce sags under the burden of Alfred's faith. He opens the
door to his bedroom, then turns back to Alfred...

BRUCE

I may not get another chance to thank
you for all you've done for me.

Alfred looks at him, curious.

ALFRED

Are you going away after the hearing?

Bruce shrugs, hard to read. Then enters his old bedroom.

INT. BRUCE'S BEDROOM -- CONTINUOUS

Bruce puts his bag on the bed. Looks around the room.

At the mantel, Bruce stares at a framed photograph: Young Bruce on his Dad's shoulders, arms raised in triumph. Bruce wipes dust from the photograph. Smiles at it.

INSERT CUT: Young bruce on Thomas's shoulders- thomas TIPS back, threatening to drop Young bruce who LAUGHS and LAUGHS.

Bruce moves to the bed. Opens his case.

Inside it is a GUN.

EXT. GATES, WAYNE MANOR -- MORNING

Rachel, now 23, stands by her car looking up at the house. She can see Bruce in the window. She gives a small wave.

INT. BRUCE'S BEDROOM -- CONTINUOUS

Bruce returns Rachel's wave. Then FINISHES LOADING HIS GUN.

EXT. GATES, WAYNE MANOR -- MOMENTS LATER

Bruce walks down the drive to Rachel. He smiles gently.

BRUCE

You look well. "Assistant District Attorney", right?

RACHEL

(nods, smiles)

You still trying to get kicked out of the entire ivy league?

BRUCE

(shakes head, smiling)

Turns out you don't actually *need* a degree to do the international playboy thing.

Rachel smiles. Looks down at her shoes. Then back to Bruce.

RACHEL

Bruce, I don't suppose there's any way I can convince you not to come-

BRUCE

(cold)
Someone at this *proceeding* should
stand for my parents.

RACHEL

Bruce, we all loved your parents.
What Chill did is unforgivable-

BRUCE

Then why is your boss letting him
go?

RACHEL

Because in prison he shared a cell
with carmine Falcone. He learned
things and he'll testify in exchange
for early parole.

Bruce shakes his head, opens the car door. Rachel sighs.

INT./EXT. RACHEL'S CAR ON FREEWAY, GOTHAM -- MORNING

Rachel's car heads towards the golden spires of Gotham.

Bruce stares out the window in silence.

INT. RACHEL'S CAR -- MOMENTS LATER

Rachel pulls into the PARKING LOT of the COURTHOUSE. Parks.
Bruce looks at her through the strained silence.

BRUCE

Rachel, this man killed my parents.
I cannot let that pass.

Rachel almost says something. Then SHRUGS.

BRUCE (CONT'D)

Rachel, I *need* you to understand.

Rachel looks at Bruce. Considering. Gently NODS. Bruce
nods back. Rachel opens her door and starts getting out.

Bruce slips out his GUN, placing it on the ground behind the
front wheel of Rachel's car as he gets out.

INT. COURTHOUSE -- DAY

A small bureaucratic proceeding. A five person PANEL. Bruce
sits amongst the OBSERVERS. Watching the back of Chili's
head. Rachel's boss, FINCH, addresses the panel.

FINCH

Given the exemplary prison record of
Mr.Chill, the 14 years already served
(MORE)

FINCH (CONT'D)

And his extraordinary level of cooperation with one of this office's most important investigations... we strongly endorse Mr.Chill's petition for early release.

The CHAIRMAN nods, consults his paperwork.

CHAIRMAN

I gather a member of the Wayne family is here today...

Chill REACTS, TURNING. Bruce STUDIES his weathered face.

CHAIRMAN (CONT'D)

...does he have anything to say?

Chill notices Wayne's cold eyes. Has to look away. Bruce RISES, walks out, all eyes on him. Including Rachel's.

EXT. PARKING LOT, COURTHOUSE -- MOMENTS LATER

Bruce MOVES to Rachel's car. Picks up his GUN, stuffs it up the sleeve of his overcoat. Waits.

The side exit opens and two COPS come out. A shout goes up from the pressmen around the front of the courthouse.

REPORTERS

They're taking him out the side!!

REPORTERS swarm around the building as Chill emerges.

REPORTER1

Chill, any words for the Wayne family?!!

Chill, head down, presses on. Bruce straightens. Breathes. Starts WALKING towards Chill. A Reporter SPOTS him.

REPORTER2

It's Bruce Wayne!

The Reporters clear a path, eager for a confrontation.

BLONDE FEMALE REPORTER

Joe! Hey Joe!!

This one catches Chill's eye- blonde, local t.v. type.

Bruce's hand DROPS to his side as he MOVES... he's BREATHING HARD... THINKING... DECIDING...

BLONDE FEMALE REPORTER (CONT'D)

Falcone says hi!!

She THRUSTS a gun at Chill's chest and FIRES. Chill DROPS-
Bruce STOPS in his tracks. Reporters DIVE for cover- COPS
jump on the Blonde Reporter, pinning her...

Bruce. Fifteen feet away. Loaded gun up his sleeve. Face
as uncomprehending as the night Chill killed his parents.
Rachel moves to Bruce, pulling him away from the chaos.

RACHEL
Come on, Bruce. Come on, we don't
need to see this.

Bruce yanks his arm away.

BRUCE
I do.

INT. RACHEL'S CAR -- EVENING

Rachel drives. Bruce sits there, hands in his lap. Staring.
Rachel glances over at him. Then pulls over. Turns to him.

RACHEL
(gentle)
Are you okay?

BRUCE
(distant)
All these years I wanted to kill
him. Now he's gone. Now I can't.

RACHEL
You don't mean that.

BRUCE
(bitter)
What if I do, Rachel? Chill killed
my parents. They deserved justice.

Rachel looks at him, appalled.

RACHEL
You're not talking about justice,
you're talking about revenge.

BRUCE
Sometimes they're the same.

RACHEL
They're never the same, Bruce.
Justice is about harmony... revenge
is about *you* making yourself *feel*
better. That's why we have an
impartial system-

Rachel pulls out into the street.

BRUCE

Well, your *system* of justice is broken-

RACHEL

Don't you tell me the system's broken, Bruce! I'm out here every day trying to fix it while you mope around using your grief as an excuse to do nothing. You care about justice..?

Rachel YANKS the wheel-

EXT. FREEWAY, GOTHAM -- CONTINUOUS

Rachel's car SCREECHES across two lanes, onto an EXIT RAMP.

INT./EXT. RACHEL'S CAR ON SURFACE STREETS -- CONTINUOUS

The streets below are DARK, crowded and THREATENING-

RACHEL

Look beyond your own pain, Bruce.

Rachel gestures at the filthy streets. Down dark alleys-shadowy figures conduct business.

RACHEL (CONT'D)

This city is *rotting*. Chill is not the cause, he's the effect. Corruption is killing Gotham and Chill being dead doesn't help that-it makes it worse because Falcone walks. He carries on flooding our city with crime and drugs... creating new Joe Chills... Falcone may not have killed your parents, Bruce, but he's destroying everything they stood for...

They pull up in front of a BASEMENT CLUB.

RACHEL (CONT'D)

They all know where to find Falcone...
(gestures at club)
But no one will touch him because he keeps the bad people rich and the good people scared.

Rachel turns on Bruce.

RACHEL (CONT'D)

(quiet)
And what chance does Gotham have when the good people do nothing?

She pokes him in the chest. Bruce looks down at her finger.

BRUCE
I'm not one of your "good people",
Rachel. Chill took that from me.

Rachel looks at Bruce strangely.

RACHEL
What do you mean?

Bruce pulls up his sleeve. Turns his hand over. Rachel
stares at the GUN in his hand, SHOCKED.

BRUCE
I was going to kill him myself.

She looks at Bruce. Then SLAPS him. Bruce does nothing.
Rachel SLAPS him again and again... Nothing. She stops.
Tears flowing.

RACHEL
You're no better than the rest.

Rachel points at the gun. Looks into Bruce's eyes.

RACHEL (CONT'D)
Your father would be *ashamed* of you.

Bruce stares at Rachel. Opens his door.

EXT. DOCK AREA, GOTHAM -- CONTINUOUS

Bruce watches Rachel's car disappear. Turns to look at the
line of SHIPS in the harbor. He makes his way to the water.
Takes out his gun. Turns it, STUDIES the light off its metal-

*INSERT CUT: the TREMBLING BARREL of Chill's gun, inches from
Thomas Wayne's chest.*

Bruce, with contempt, FLINGS his gun into the black water.

EXT. BASEMENT CLUB, FACING DOCKS -- LATER

Bruce walks towards the entrance. A BOUNCER steps out,
looking at him with contempt.

BOUNCER
Get lost, kid.

Bruce pulls a massive wad of cash from his pocket. Splits
it in two. Offers one half.

BRUCE
The other half when you give me the
nod that Falcone's leaving. Unawares.

The Bouncer looks at Bruce. Takes the money.

EXT. BASEMENT CLUB, FACING DOCKS -- LATER

Bruce watches the entrance from the shadows. Two THUGS escort a thickset man out of a club. The Bouncer waves-

BOUNCER
'Night, Mr.Falcone.

The three men move towards a waiting limo-

WHAM- one Thug takes a kick to the head, goes down- Bruce steps from the shadows- the Second Thug goes for his gun- Bruce GRABS his arm- CHOPS his throat- JUDO FLIPS the thug...

Bruce turns to Falcone who looks at him, curious.

FALCONE
The little rich kid. No gun? I'm
insulted.

The First Thug lunges at Bruce with a KNIFE- Bruce puts him down with a graceful SWEEP-

BRUCE
I don't need a gun.

FALCONE
Yes, you do.

CLICK. A gun is at bruce's head. Held by the Bouncer

FALCONE (CONT'D)
Money isn't power down here- *fear*
is.

The Bouncer pistol whips him once, hard. Bruce goes down. The Bouncer drops Bruce's money onto him.

FALCONE (CONT'D)
You shoulda just sent me a thank-you
note...

Bruce looks up at Falcone. Spits blood.

BRUCE
I didn't come here to thank-you. I
came to show you that nit everyone
in Gotham is afraid of you.

FALCONE
(laughs)
Just those that know me. You got
balls, kid...
(cold)
But you don't belong down here with
us. We don't play fair.
(MORE)

FALCONE (CONT'D)

Now go back to your big house, wrap yourself in your silk sheets and I'll send you a shoulder to cry on.

BRUCE

You don't dress well enough to be a pimp.

Falcone lights a cigar. Stares down at Bruce. Ice.

FALCONE

You miss your Mommy and Daddy? Come down here again, I send you to them.

Falcone turns. His thugs get into the limo with him. Bruce watches it slide into the night. Struggles to his feet...

Bruce walks the docks, wiping blood from his mouth. SHADOWS in doorways mark his progress. Three YOUTHS approach. Bruce stiffens, but they cross the street to avoid him.

MALE VOICE (O.S.)

No one'll mess with ya.

Bruce turns. A HOMELESS MAN warming at a flaming oil drum. One of many HOMELESS clustered around the docks.

HOMELESS MAN

Wander 'round here dressed like that, means you got something to prove. Man with something to prove is dangerous.

Bruce STARES at the man. Thinking. Takes out his wallet. Removes the money. Hands it to the Homeless Man.

HOMELESS MAN (CONT'D)

For what?

BRUCE

Your jacket.

Bruce DROPS his wallet into the fire. The Homeless Man LAUGHS. Bruce pulls off his tie, throws it into the fire. He pulls off his overcoat, bundles it up ready to-

HOMELESS MAN

Lemme have it, that's a good coat.

Bruce looks at the Homeless Man, who has removed his own. They EXCHANGE clothing.

BRUCE

Be careful who sees you with that.
(off look)
They're gonna come looking for me.

HOMELESS MAN

Who?

Bruce smiles.

BRUCE

Everyone.

Bruce, less incongruous in his "new" coat, moves down towards the stacks of containers...

Bruce wanders the stacks. A HORN sounds. Bruce's eyes lock onto the ship preparing to leave. Bruce runs towards it through the shadows...

DUCARD (O.S.)

And when you left Gotham...

And we are-

EXT. HIMALAYAN MONASTERY -- DAY

DUCARD

...what were you seeking?

Ducard LEAPS up onto a STONE WALL. GRABBING ON using pikes on his palms and on his feet. Wayne watches.

WAYNE

To lose myself. I couldn't do anything as Bruce Wayne. I felt useless.

Ducard gestures up to the top of the 50-ft wall.

DUCARD

Perhaps you can beat my record.

Bruce JUMPS up onto the wall, HIGHER than Ducard. Confident.

WAYNE

How long?

DUCARD

Two days.

(off look)

The test is not to see how *quickly* you can climb, but how *slowly*. The Ninja is thought invisible, but invisibility is largely a matter of patience.

Ducard reaches up for another handhold. Slowly.

DUCARD (CONT'D)

On your journey... you sought knowledge of the criminal world?

WAYNE

(nods)

I needed to understand the thoughts
and feelings of those who stand in
the shadows...

CUT TO:

EXT. CROWDED MARKET, AFRICAN PORT TOWN -- EVENING (MEMORY)

WAYNE (V.O.)

*The first time you're forced to steal
not to starve...*

Bruce picks up a mango from a stack to examine it. As he
does so he uses his lower hand to slip a PLUM into his pocket.

EXT. ALLEY, AFRICAN PORT TOWN -- LATER

Bruce squats in a doorway. Bites hungrily into his plum.
He looks up. A CHILD in rags sits in the next doorway,
STARING. Bruce stares back, juice dripping.

WAYNE (V.O.)

*...you lose many assumptions about
the simple nature of right and wrong.*

Bruce hands the Child the plum. Licks his fingers. Hard.

INT. TRAIN STATION, LONDON -- DAY

Bruce (bearded, filthy) in a crowd, with an ELDERLY MAN.

WAYNE (V.O.)

*I needed to feel the fear before a
crime...*

The Elderly Man SPOTS a BUSINESSMAN hurrying along- STEPS
into his path, engineering a COLLISION, tumbling to the
pavement. The Businessman and Bruce both CROUCH to help.

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

And the thrill of success...

Bruce SLIPS the Businessman's wallet out of his pocket. The
Businessman moves off. Bruce shows the Elderly Man the wallet
for APPROVAL. Then HURRIES after the Businessman.

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

...without becoming one of them.

Bruce CATCHES the Businessman, gives him the wallet. The
Businessman thanks Bruce- noticing his destitution, he HANDS
Bruce a banknote. Bruce nods thanks.

INT. WAREHOUSE, UNDER THE ARCHES, EASTERN EUROPE -- NIGHT

Bruce tries to crack a safe under the supervision of a YOUNG TOUGH. The Young Tough shakes his head, spins the dial and whips open the safe. Showing Wayne the action.

WAYNE (V.O.)

I thought I would find something...

INT. SMOKE-FILLED BACKROOM, SHANGHAI -- NIGHT

At a table with a CHINESE BOSS and SEVEN CRIMINALS drinking, laughing, showing each other their spoils (watches, phones).

WAYNE (V.O.)

I thought I would learn what I needed to do with my skills and my anger...

INT. WAREHOUSE, SHANGHAI -- DAY

A TRUCK races through the door. Two Criminals yank the doors shut after. Bruce and the Boss jumps down from the cab.

WAYNE

But the harder I looked the less I saw. The less I knew...

Bruce turns to the Boss wary.

BRUCE

Where's this friend of yours?

BOSS

(shrugs)

Not friend. Friend of friend.

Bruce rolls his eyes. Looks at the Boss with contempt.

WAYNE (V.O.)

Until I wasn't even sure what I'd been looking for in the first place...

The doors EXPLODE COPS burst in, shouting in Mandarin.

INT. SAME -- LATER

The back of the truck is opened. Cops inventory piles of BOXES pulled out of the back.

WAYNE (V.O.)

And I was lost.

Bruce sits in a line of criminals, bands cuffed behind back. A Cop YANKS him to his feet, hauling him over to an OFFICER.

COP
 (in Mandarin)
 He refuses to give his name.

The Officer smiles solicitously at Bruce.

OFFICER
 (in Mandarin)
 Fool- this is china, you're a
 criminal, what the hell do I care
 what your name is?

BRUCE
 (in fluent Mandarin)
 I'm not a criminal.

The Officer, surprised, waves Bruce away. Looks at the truck.

OFFICER
 (in accented English)
 Tell that to the guys who owned these!

He KICKS a BOX: CLOSE ON the WAYNE INDUSTRIES logo.

CUT TO:

EXT. WALL, HIMALAYAN MONASTERY -- DAWN

Wayne and Ducard cling to the wall just short of the roof,
 eyes LOCKED. Both are in AGONY, sweat-drenched, STRAINING.

Ducard BLINKS. REACHES for the roof and pulls himself up.
 Wayne closes his eyes in relief. Ducard pulls Wayne up onto
 the roof. They lie there in the half-light. Ducard turns
 to Wayne. Puts a hand on his shoulder. Proud.

DUCARD
 You are ready.

INT. THRONE ROOM -- NIGHT

Close on Wayne's BLUE POPPY- now SHRIVELED DRY- on the altar.
 Wayne, clad in black ninja uniform watches as Ducard, also
 in black, picks it up, takes a pestle and mortar, drops in
 the dried flower, and grinds it to dust.

Ducard pours the dust into a small brazier. Lights it.
 Motions to Wayne, who approaches the smoking altar.

DUCARD
 Drink in your fears. Face them.

Wayne breathes the smoke. He shakes his head, REACTING to
 the effects of the smoke... his mind is plagued by IMAGES:

Chill's trembling gun- Young Bruce FALLING- Thomas STAGGERING-

Ducard puts on his ninja mask. Motions Wayne to do the same. Wayne STRUGGLES to think through the effects of the smoke...

WAYNE

Why The masks?

As if in reply, DOZENS of NINJAS step forward from the shadows: the hall is filled with identical Ninjas. Ducard has melted into the crowd. Wayne raises his guard...

DUCARD

To conquer fear, you must *become* fear... you must bask in the fear of other men... and men fear most what they cannot see-

Ducard STRIKES at Wayne- Wayne SPINS, PARRIES- but Ducard has gone. The Ninjas movie in unison, forming WALLS...

DUCARD (CONT'D)

It is not enough to be a man... you have to become an idea... a terrible thought... a *wraith*-

The Ninja nearest Wayne TURNS and SLASHES- it is Ducard. Wayne LEAPS sideways, ROLLING through the wall of Ninjas. He looks at his arm- it has been slashed, the uniform torn a dead giveaway. Wayne looks around, crouched, READY...

One wall of Ninjas PARTS, revealing a WOODEN BOX. Wayne stares at it, MIND SPINNING from the smoke.

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

Face your fear...

Wayne cautiously approaches the box. Carefully lifts the lid. PEERS inside...

BATS EXPLODE from the box, FILLING the air- Wayne dives away from the box, STARING up at the squawking bats- flinching...

Ducard LEAPS at Wayne, who ROLLS sideways, blocking- Wayne turns to face Ducard, but he is lost in the Ninjas, bats filling the air, Wayne FLINCHING with their attacks...

Wayne stays low, SLASHES the arm of the Ninja nearest him- the man does not move. Wayne turns. Fighting to THINK.

A Ninja paces softly through the crowd, as he speaks, we can tell this is Ducard...

DUCARD (CONT'D)

Become one with the darkness...

Ducard falls in behinds a Ninja with a SLASHED SLEEVE... He KNOCKS him to his knees, sword against throat-

DUCARD (CONT'D)

You cannot leave any sign...

Ducard pulls off his own mask. Disappointed.

WAYNE (O.S.)

I haven't.

A SWORD IS AT DUCARD'S NECK- Wayne is behind him, pulling off his mask. Ducard looks around... several of the Ninjas around them have slashed sleeves. Ducard smiles.

The Ninjas TURN, in unison, and sit.

Ra's Al Ghul is seated on a small stage at the head of the room. Ducard leads Wayne to sit down in front of Ra's. A Ninja places a tray between them: a bottle and a burning candle. Ducard places the candle in front of Wayne and hands him a small glass. Ra's Al Ghul begins speaking in Urdu.

DUCARD

We have purged your fear. You are ready to lead these men. You are ready to become a member of the League of Shadows. Drink.

Wayne tips back the glass. Strong stuff.

DUCARD (CONT'D)

By blowing out this candle you renounce your mortal life. You renounce forever the cities of man. You dedicate your life to solitude.

Wayne leans forward to blow out the candle. PAUSES. Looks at the rows of seated Ninjas.

WAYNE

Where will I be *leading* these men?

DUCARD

You will need them in Gotham.

WAYNE

You want me to go back to Gotham?

Ra's stares at Wayne. Starts speaking...

DUCARD

You yourself are a victim of Gotham's decay. That is why you came here, and that is why you must go back. You will assume the mantle of your birthright. As Gotham's favored son you will be ideally placed...

WAYNE

For what?

DUCARD

To help us destroy the city.

WAYNE

What?!

DUCARD

When Gotham falls, the other cities will follow in short order. Nature's balance will be restored and Man will finally return to solitude.

Wayne turns to Ducard.

WAYNE

You can't believe in this.

Ducard looks at Wayne, troubled.

DUCARD

Ra's Al Ghul has rescued you from the darkest corner of your own heart... what he asks in return is obedience. And the courage to do what is necessary.

Wayne stares down at the flickering candle. At the bottle.

Wayne FLICKS his sword out, SMASHING the bottle, TIPPING the candle- FLAMES spread across the wooden floor-

DUCARD (CONT'D)

(reaching to extinguish flames)

What are you doing?

WAYNE

What's necessary.

Wayne STRIKES Ducard in the head with the butt of his sword, DOUSES his mask in the liquid fire and TOSSES it back into the mezzanine where the explosive powders are stored...

Ra's LEAPS from his throne, STRIKING at Wayne with his sword- Wayne parries- EXPLOSIONS roar from the balcony, shooting flame across the ceiling- Ra's and Wayne fight as EXPLOSIONS surround them...

Wayne LEAPS clear as FLAMING DEBRIS collapses onto Ra's, CRUSHING him... the flames are rising, Ninja bodies are strewn around, fresh explosions rip across the hall as Ninjas flee and Wayne spots Ducard lying unconscious.

Wayne PICKS UP Ducard, hauls him out of the Throne room, into a passage, SMASHING THROUGH an ornate screen...

EXT. MOUNTAINS -- CONTINUOUS

Wayne and Ducard CRASH down onto a steep slope of ice and rock, the monastery exploding above them... Wayne rolls over, GRABS a rock, looks across to see-

Ducard UNCONSCIOUS, SLIDING down the icy slope. His limp form ROTATES, spinning as his body gathers MOMENTUM, rushing towards the EDGE of the CLIFF...

Wayne DIVES AFTER HIM, SLIDING HEAD-FIRST down the ice... the cliff closer and closer as Wayne RACES after Ducard...

MERE FEET FROM THE CLIFF EDGE, Wayne GRABS Ducard- raises his free GAUNTLET-CLAD ARM, and SMASHES AT THE ICE, DIGGING IN with the BRONZE SCALLOPS... STOPPING on the edge- Ducard HANGS LIMPLY over a tremendous drop- Wayne STRUGGLES with the dead weight. Wayne PULLS Ducard up onto the ice. BREATHING.

EXT. TINY HAMLET, HIMALAYAS -- DAY

Wayne CARRIES Ducard down the road.

INT. SHERPA'S HUT -- MOMENTS LATER

Wayne KICKS the door open. The Old Man he saw on his way up the mountain stares back at him. Then motions Wayne to put Ducard down onto some mats. The Old Man wipes blood from Ducard's temple. Looks at Wayne, who is moving to the door...

OLD MAN

I will tell him you saved his life.

Wayne stops. Turns. Looks back at Ducard.

WAYNE

Tell him... I have an ailing ancestor who needs me.

Wayne puts his hands together in formal salute. Bows.

INT. CLIMBER'S BAR, BHUTAN -- DAY

A smoky inn, full of SHERPAS and CLIMBERS. Wayne enters, FILTHY, RAGGED. Conversation CEASES. Everyone STARES.

INT. SAME -- MOMENTS LATER

Wayne uses a phone at the bar, waiting for an answer-

ALFRED (O.S.)

Wayne residence.

Wayne SMILES at Alfred's familiar voice.

WAYNE
(hoarse)
Alfred.

ALFRED
(unflappable)
Master Wayne. It's been some time.

WAYNE
Yes. Yes it has. I need a ride.

ALFRED
And where are we, sir?

Wayne glances around.

WAYNE
Bhutan, I think.

A curious Sherpa nearby NODS at Wayne.

ALFRED
Am I to assume that you're without
money and passport?

WAYNE
I'm traveling a bit light, yes.

ALFRED
I believe there's an airstrip at
Khatmandu long enough for a G5.
Make your way there, I'll have the
jet down in fifteen hours.

WAYNE
Very good. Oh, and Alfred?

ALFRED
Yes, sir?

WAYNE
Bring some painkillers.

INT. PRIVATE JET -- DAWN

Wayne steps out of the washroom, clean-shaven, fresh tailored clothes. The jet breaks cloud, revealing GOTHAM bathed in glorious SUNRISE. Wayne looks out at the city. Alfred, sleeping opposite, opens an eye.

WAYNE
Have you told anyone I'm coming home?

ALFRED

I thought you might like to surprise
a few people.

WAYNE

No one can know I'm back. Not until
I'm ready. I'll need everything on
the company- shareholders' reports,
holdings. Everything.

Alfred SMILES to himself. Closes his eyes again.

ALFRED

You sound like a man with purpose.

Wayne stares at the vast city beneath them as the jet BANKS.

WAYNE

Gotham needs me, Alfred. Gotham
needs... a symbol.

ALFRED

What symbol, sir?

WAYNE

I'm not sure. Something for the
good to rally behind...

EXT. GOTHAM -- SUNRISE

MOVING over SPIRES of the city catching GOLD of first light.

WAYNE (V.O.)

...and the criminals to fear.

INT. LIBRARY, WAYNE MANOR -- NIGHT

Wayne, cross-legged on the floor, STUDIES a thick report.
Circles something, closes it. Draws another from a STACK.

INT. KITCHEN, WAYNE MANOR -- EVENING

Alfred makes tea. A television plays: business news.

INTERVIEWER (over television)

Lot of interest in new directions
Wayne Industries has been taking...

Alfred looks up: Earle is being interviewed.

INTERVIEWER (CONT'D)

...couple big defense contracts in
the bag... as well as *rumors* that
the board is petitioning to have
Bruce Wayne, missing for seven years
now, declared officially dead.

EARLE

(smiles thinly)

Our operating assumption is always
the hopeful one that Bruce'll
resurface sometime soon.

INT. LIBRARY, WAYNE MANOR -- CONTINUOUS

Wayne HEARS a CHITTERING. He rises, moving out into the
main hall...

INT. MAIN HALL, WAYNE MANOR -- CONTINUOUS

Wayne STARES: a small shadow SPUTTERS around the ceiling...

ALFRED (O.S.)

A blessed bat gain, sir.

Wayne turns to find Alfred standing there with a tea service.

ALFRED (CONT'D)

They nest somewhere on the grounds.

Wayne watches the dark shape FLICKER around the ceiling.

EXT. GROUNDS, WAYNE MANOR -- DAY

Wayne walks across the gardens to the greenhouse. He wears
a long overcoat, a coil of rope over one arm.

INT. GREENHOUSE -- CONTINUOUS

Now derelict. Glass cracked or missing, paint peeled from
wrought iron. Wayne stands in the entrance, remembering-

INSERT CUT: Rachel, LAUGHING, SPRINTING between the tables.

INT. DISUSED WELL SHAFT -- MOMENTS LATER

DARKNESS, punctured by LIGHT as BOARDS are YANKED, splintering
from the mouth of the well, high above.

Wayne LOWERS himself down the shaft, overcoat billowing. He
undoes his rope at the bottom. TURNS, finding-

The DARK CREVICE between the rocks. Wayne CROUCHES, pushing
into the BLACKNESS, crawling through into-

INT. CAVERNS -- CONTINUOUS

Wayne climbs down a jagged rock crevice. Air blows in his
face. The crevice WIDENS into a low-ceilinged chamber.
Wayne hears the RUSH of WATER. He crouches, advances through
the low chamber. It turns DOWNWARDS, steeper- Wayne carefully
slides on his back, LOWERING HIMSELF into...

LIMITLESS BLACK. Wayne stands. A ROAR of water now. He REACHES into his coat, pulls out a CHEMICAL TORCH. CRACKS it, throwing LIGHT into...

A VAST CAVERN. An underground RIVER, a JAGGED ceiling, far above, which, as Wayne PEERS, starts to MOVE-

BATS EXPLODE from the ceiling. THOUSANDS DESCEND, SCREECHING, attracted to the light- Wayne instinctively CROUCHES. But as they SWARM around him terrifyingly...

Wayne RISES to his feet amidst a CYCLONE of bats, watching the fluttering blackness with a profound CALM.

And he knows the symbol he must use.

INT./EXT. ROLLS ROYCE ON GOTHAM STREETS -- MORNING

Wayne stares at the DECAY. Sadness gives way to anger.

EXT. WAYNE PLAZA -- LATER

The Rolls pulls up onto the Plaza in front of Wayne Station. The station is deserted. Derelict. Wayne gets out, staring.

WAYNE

Is it closed?

ALFRED

They still run a token service out of respect for your father.

WAYNE

(low)

Respect?

INT. BOARD ROOM, WAYNE TOWER -- CONTINUOUS

A board meeting in full swing. Earle presiding. He is addressing a portly, distinguished man at the other end. This is JUDGE PHELAN.

EARLE

Clearly, Judge Phelan, moving to have Bruce declared dead is not something that any of us here relishes... but as responsible managers it falls to us to act on behalf of Wayne Industries...

INT. OUTER OFFICE, WAYNE TOWER -- CONTINUOUS

Wayne walks past the young, beautiful ASSISTANT sat her desk.

WAYNE

Morning.

The Assistant gets to her feet.

ASSISTANT
Sir, you can't go in there!

Wayne turns to her. Smiles.

WAYNE
Yes, I can.

The Assistant RECOGNIZES him, stands there, SHOCKED.

INT. BOARD ROOM, WAYNE TOWER -- CONTINUOUS

As the door OPENS, Earle looks over, annoyed.

EARLE
I'm sorry, can I...?

Earle STARES. Dumbstruck. All heads TURN- Wayne smiles.

WAYNE
Sorry to barge in, but I was in the areas...

SILENCE. Earle gets to his feet, approaching Wayne, STARING. He SHAKES Wayne's hand, claps the other on his shoulder.

EARLE
My boy! We thought you were gone for good.

WAYNE
What can I say? "Reports of my death have been greatly exaggerated".

Nervous chuckles. Judge Phelan stares at Wayne, incredulous.

EARLE
Can I ask where you've been?

WAYNE
(mischievous)
You can ask...

EARLE
(smiles)
Well, perhaps you'll tell us your plans. Are you back to finish college?

WAYNE
Actually, I thought I'd get to grips with what we actually *do* around here. From the ground up- one division at a time.

Earle takes this in, nodding.

EARLE

Any idea where you'd like to start?

WAYNE

Applied sciences caught my eye.

EARLE

Mr.Fox's department. I'll make a call. You can start today.

WAYNE

Actually, I've got a one o'clock tee-off, and it took me all morning to convince the club to honor my old membership.

(grins at Earle)

Apparently they don't have to meet the same high standards as you when it comes to declaring someone dead.

INT. STAIRCASE, DISTRICT ATTORNEY'S OFFICE -- DAY

Rachel HURRIES down marble stairs to catch Finch.

RACHEL

Mr.Finch

FINCH

(weary)

Yes, Miss Dodson?

RACHEL

Mr.Finch, on the Falcone matter-

FINCH

(here we go again)

The case against Falcone died with Chill. We had our shot.

They walk out into the parking lot...

EXT. PARKING LOT, COURTHOUSE -- CONTINUOUS

RACHEL

That was *then*- but now he's importing drugs, everybody knows it, let's take it to Harvey Dent and-

FINCH

(looking around)

Keep your voice down.

(quite, sympathetic)

Look, Rachel, Falcone's got Judge Phelan and half of City Hall bought

(MORE)

FINCH (CONT'D)

And paid for. So you got burned on
Falcone- let it go, we've got bigger
fish to fry.

RACHEL

That would make a lot more sense if
we were *doing* any frying.

Finch, uncomfortable, TURNS. Rachel WATCHES him exit...

INT. ROLLS ROYCE -- CONTINUOUS

In The back seat, Wayne WATCHES Rachel standing there.

ALFRED

Shall I park, sir?

Wayne wrestles for a moment...

WAYNE

No, let's go.

Alfred pulls out with a touch of disappointment.

INT. APPLIED SCIENCES DIVISION -- DAY

A massive WAREHOUSE, stacked with crates, odd-shaped under
dust covers, lab equipment. LUCIUS FOX, aged 52, leads Wayne
through the stacks, speaking in calm, knowledgeable tones.

FOX

Environmental applications, defense
projects, consumer products... all
prototypes, none if production at
any level whatsoever.

WAYNE

None?

Fox pauses, turns to Wayne, a wicked gleam in his eye.

FOX

What did they tell you this place
was?

WAYNE

They didn't tell me anything.

FOX

Told me *exactly* what it was when
they sent me here... a dead end where
I couldn't cause any more trouble
for the rest of the board.

WAYNE

You were on the board?

FOX

Back when your father ran things.

WAYNE

You knew my father?

FOX

Sure. Helped him build his train.
Beautiful project- routed right into
Wayne Tower, along with the water
and power utilities. Made Wayne
Tower the unofficial heart of Gotham.

Fox stops at a tall CRATE. Checks paperwork. Opens the
crate: a BODYSUIT- clear silicone over jointed armor.

FOX (CONT'D)

Here it is: the nomex survival suit
for advanced infantry. Kevlar bi-
weave, reinforced joints...

Wayne feels the fabric of the suit.

WAYNE

Bullet-proof?

FOX

Anything but a straight shot.

WAYNE

Tear-resistant?

Fox HACKS at the suit with his pen- it doesn't even mark.

FOX

This sucker'll stop a *knife*.

WAYNE

Why didn't they put it into
production?

FOX

The bean counters figured a soldier's
life wasn't worth the 300 grand.

Fox looks at Wayne. Suspicious.

FOX (CONT'D)

What do you want with it, Mr.Wayne?

WAYNE

I want to borrow it. For spelunking.
(off look)
You know, cave-diving.

Fox shrugs. Puts the lid back on the crate.

FOX

You get a lot of gunfire down in those caves?

WAYNE

(smiles)

Listen, I'd rather Mr. Earle didn't know about me borrowing-

FOX

Mr. Wayne, the way I see it...

Fox waves his arm, taking in the enormous facility.

FOX (CONT'D)

All this stuff is yours, anyway.

INT. CAVERNS BENEATH WAYNE MANOR -- DAY

Wayne, high on the cavern wall, in climbing harness, HAMMERS a bracket into the rock securing a line of industrial LAMPS.

WAYNE

Okay! Give it a try.

Alfred throws a switch on a portable GENERATOR: the lamps flicker on, dimly lighting the length of one wall. Alfred peers at the DAMP, DINGY surroundings.

ALFRED

Oh, *charming*.

Alfred sees the BATS covering the entire ceiling.

ALFRED (CONT'D)

At least you'll have company.

Wayne RAPPELS to the cave floor, looks up to a HIGH corner: CRUMBLING BRICKWORK. Alfred follows his gaze.

ALFRED (CONT'D)

Must be the lowest foundations of the Southeast wing.

Wayne CLIMBS up: poking through the rock ceiling: the bottom of a wrought-iron SPIRAL STAIRCASE. In the center of the spiral: a dumb-waiter lift, fallen off its track. Wayne grabs the chains of the lift, RATTLES them- sending a wave ECHOING up into the darkness.

ALFRED (CONT'D)

During the civil war your great-grandfather was involved with the underground railroad. Secretly transporting freed slaves to the North. I suspect these caverns came in handy.

Wayne jumps down. Moves to the small river. Follows it where it disappears under rocks. Steps over. Alfred waits. The ROAR of WATER gets louder and the light gets BRIGHTER. Wayne follows the tunnel around a dog leg, emerging...

BEHIND THE FACE OF A WATERFALL. Wayne grins, HOPS along slick rocks right up to the beautiful CURTAIN of water.

WAYNE

(awe)

Alfred, come up here.

Alfred is twenty feet behind on the dry rocks.

ALFRED

I can see it very well from here,
thank-you, sir.

Wayne, mesmerized, reaches for water that is liquid light.

INT. UNMARKED POLICE SEDAN -- EVENING

Gordon, now 46 and a Detective, in the passenger seat. Worn eyes watching his partner, FLASS, 42, glad-hand the owner of the liquor store they are parked outside. Flass squeezes into the driving seat holding a wad of CASH.

FLASS

Don't s'pose you want a taste?

Gordon looks at Flass, cold. Flass shrugs. Counts his money.

FLASS (CONT'D)

I keep offering 'cause who knows,
maybe one day you'll get wise.

GORDON

Nothing wise in what you do, Flass.

FLASS

Yeah? Well, Jimbo, you don't take
your taste- makes us guys nervous
you might decide to roll over-

GORDON

(irritated)

I'm no rat, Flass.

(calmer)

In a town this bent, who's there to
rat to, anyway?

Flass LAUGHS at this, hits the gas.

EXT. ROOFTOPS, GOTHAM -- CONTINUOUS

Moving in on a rooftop balustrade to discover Wayne, wearing the bodysuit, crouched, watching the police station across

The street. He pulls on a black balaclava. CLIMBS through the SHADOWS using Ninja SPIRES on his hands and feet.

EXT. POLICE STATION -- MOMENTS LATER

Gordon slams the car door. Watches Flass pull away. Weary.

INT. GORDON'S OFFICE -- CONTINUOUS

Gordon SLUMPS into his chair, back to the window. Reaches for the phone- notices a BOOK sitting on his desk: an old, worn copy of: "*PHYLUM PERACOPDA: THE TWILIGHT WORLD OF BATS*".

Gordon frowns at the book, CONFUSED. The light goes OUT.

WAYNE (O.S.)

Don't turn around.

Gordon FREEZES- Wayne is behind his, pressing a stapler between Gordon's shoulder blades as if it were a gun.

GORDON

What do you want?

WAYNE

I've been watching. You're a good cop. One of the few. What would it take to get Falcone?

Gordon narrows his eyes, puzzled.

GORDON

Carmine Falcone?

WAYNE

He brings in shipments of drugs every week, nobody takes him down. Why?

GORDON

He's paid up with the right people.

WAYNE

What would it take?

GORDON

Leverage on Judge Phelan. And a D.A. brave enough to prosecute.

WAYNE

Rachel Dodson in the D.A.'s office.

GORDON

Who are you?

WAYNE

Watch for a sign.

GORDON
You're just one man?

WAYNE
Now we are two.

GORDON
We?

No response. Gordon turns around. No one. He JUMPS to the window- looks down, looks up: a SHADOW slips onto the roof-

INT. BULLPEN -- CONTINUOUS

Gordon RACES across the bullpen, drawing his gun, hits the stairwell- two UNIFORMS see him go, run after him.

EXT. ROOFTOP -- CONTINUOUS

Wayne moves to the edge of the roof- the gap is TOO BIG- he TURNS BACK- the DOOR SMASHES open: Gordon GUN RAISED.

GORDON
FREEZE!

Wayne RACES for the GAP- LEAPS... DROPS FAST... misses THE TOP STORY- GRABS the balcony below... it BREAKS AWAY- DROPS him onto the one below. Winded, Wayne CLIMBS onto the wall.

From the other roof, Gordon watches Wayne melt into the shadows. The Uniforms arrive either side.

UNIFORM 1
The hell was that? 1

GORDON
(dismissive)
Some nut.

But Gordon's expression is less certain.

INT. EARLE'S OFFICE, WAYNE TOWER -- DAY

Earle sits at his desk conferring with two board members.

BOARD MEMBER
Is he taking over?

EARLE
Not yet. I checked th trust, and bruce can't assume control until his thirtieth birthday.
(presses intercom)
Jessica, where's that coffee?

BOARD MEMBER
But that's in three months.

EARLE

We'll have to move fast.

BOARD MEMBER 2

To do what?

EARLE

An IPO. There's nothing in Bruce's trust to stop us taking the company public... we'll have an offering...

BOARD MEMBER

(getting it)

And Bruce will become just another board member.

EARLE

Precisely. We can't have some clown prince running things.

(presses intercom)

Jessica?

No answer. Earle steps to the door and opens it.

His assistant is GONE. So is the receptionist.

EXT. ROOFTOP, WAYNE TOWER -- MOMENTS LATER

The SWISH-CLICK of a Titleist rocketing off the roof and out towards Gotham River.

Wayne stands behind the Beautiful Assistant, hand on her hip, adjusting her grip on a gold club. Another YOUNG WOMAN watches, leaning on a driver.

WAYNE

Keep your elbows in...

EARLE (O.S.)

Ladies?

They turn. Earle is standing there.

JESSICA

Sorry, Mr.Earle, Mr.Wayne insisted that all junior executives need to know how to play golf.

EARLE

Junior Executive? Who's answering the phones?

Wayne smiles pleasantly at Earle.

WAYNE

This is Wayne Industries, Mr.Earle- I'm sure they'll call back.

Wayne unwraps himself from Jessica and approaches Earle.

WAYNE (CONT'D)

(conspiratorial)

I thought a few promotions might be good karma forgetting my new job.

Earle smiles patiently.

EARLE

Of course, you're not actually starting just yet, Bruce. Not until your birthday.

WAYNE

(grins)

Three month's time- I'm having a huge blowout and I expect everyone to be there.

EARLE

With bells on. How are things down at Applied Sciences?

WAYNE

Great- there's some cool stuff down there. Although that Mr.Fox goes on a bit once you get him talking.

Earle takes Wayne by the elbow, walking him away.

EARLE

Since you're here, there is a business matter that I wanted to make you aware of...

Wayne assumes a pose of seriousness.

WAYNE

Business... sure.

EARLE

We've been thinking for some time about offering shares... I think the time is right.

WAYNE

Offering shares?

EARLE

It's just a way of raising capital for growth... it's important to me that the company be in great shape when you take over. Consider it my legacy.

Wayne nods.

EARLE (CONT'D)

Well, I guess I'd better go hire a
new secretary and receptionist...

Earle head to the door. Wayne smiles, turns back to Jessica.

WAYNE

Right, who's turn is it?

EXT. FALCONE'S BASEMENT CLUB, DOCK AREA -- NIGHT

Judge Phelan exits the club, a GIRL on his arm.

BOUNCER

Night, Judge Phelan.

Phelan turns, giddy with drink, puts his finger to his lips.

PHELAN

Shhhhh.

The Girl giggles. Phelan guides her into a waiting limo. A
STREET PERSON comes over to the rear windows of the car,
knocking. The DRIVER gets out.

DRIVER

Get lost!

The Driver KICKS the Street Person away from the limo. A
Homeless Man warming by a fire starts shouting. It is the
Homeless Man that Bruce gave his coat to years before. The
coat is worn but recognizable.

HOMELESS MAN

Leave him alone! Let him be!

The limo moves off. Close on the Street Person watching it
leave. IT IS BRUCE. He glances down at a tiny CAMERA in
his lap. Smiles at the screen: Phelan and the Girl.

INT. BAT CAVE -- DAY

Wayne places two BRONZE GAUNTLETS on a trestle table. FIRES
up a paint sprayer. Starts coating them matte BLACK.

INT. SAME -- LATER

Wayne is showing Alfred DIAGRAMS. We catch only GLIMPSES.

ALFRED

If we order the main part of this...
(points)
...cowl from Singapore-

WAYNE

Via a shell corporation.

ALFRED
Indeed. Then quite *separately*, place
an order through a Chinese
manufacturer for *these-*

Alfred points at a diagram which looks like a pair of HORNS.

WAYNE
(nods)
Put it together ourselves.

ALFRED
Precisely. Of course, they'll have
to be large orders to avoid suspicion.

WAYNE
How large?

ALFRED
Say, ten thousand.

WAYNE
(smiles)
Least we'll have spares.

INT. APPLIED SCIENCES DIVISION -- MORNING

Fox, at his desk, watches Wayne approaching.

FOX
(smiles)
What's it today? More "spelunking"?

WAYNE
Sper-lunking. And no, today it's
base-jumping.

FOX
Base-jumping? What, like parachuting?

WAYNE
I need some kind of lightweight
grappling hook...

FOX
For what?

WAYNE
Base jumping's illegal-you can't
just take the elevator.

Fox shakes his head at Wayne. Gets to his feet. They sit.

FOX
We've got suction pads, grapples...

WAYNE

Any good?

FOX

Nope. But this thing's pretty neat.

Fox pulls out a box. Inside: a bronze GRAPPLING GUN and HARNESS.

FOX (CONT'D)

Pneumatic. Magnetic grapple.
Monofilament tested to 350 pounds.

Wayne feels the weight. It is light. Strong. He picks up the HARNESS that goes with it. Shoulder straps with a wide, hi-tech BELT. Wayne shoves the back end of the gun into the belt buckle- it CLICKS into place.

WAYNE

Too expensive for the army?

Fox takes it back from Wayne. Sardonic.

FOX

Guess they never thought about marketing to the billionaire base-jumping, spelunking market.

WAYNE

Look, Mr.Fox, if you're uncomfortable-

FOX

Mr.Wayne, if you don't tell me what you're really doing, then when I get asked... I don't have to lie. But don't treat me like an idiot.

WAYNE

(nods)
Fair enough.

Fox looks at Wayne. Thinking.

FOX

Come on, I'll show you something.

INT. LOADING DOCK, APPLIED SCIENCES DIVISION -- LATER

Fox hands Wayne a sheet of black fabric.

FOX

Notice anything?

Wayne examines it, shrugs. Fox puts on a GLOVE.

FOX (CONT'D)

Memory fabric- dual layer polymers
with variable alignment molecules.
Flexible ordinarily, but put a current
through it...

Fox GRABS the fabric- which instantly POPS into the RIGID
shape of a small one-man TENT. Wayne raises his eyebrows.

FOX (CONT'D)

...the molecules align and become
rigid.

Wayne pushes on the tent, feeling its strength, fascinated.

WAYNE

What kind of shapes can you make?

Fox releases the tent, which instantly COLLAPSES.

FOX

It could be tailored to any structure
based on a rigid skeleton.

Wayne lifts the black fabric, FLICKING it in a WHIPPING
motion. Thinking. Then he sees something. Some kind of
vehicle, covered by a tarp. HUGE TIRES visible.

WAYNE

What's *that*?

Fox, a twinkle in his eye, rolls up the memory fabric.

FOX

The Tumbler? Oh, you wouldn't be
interested in that.

Wayne shoots Fox a look, and we

CUT TO:

P.O.V.: RACING ALONG, INCHES ABOVE A TEST TRACK-

INT. TUMBLER ON TEST TRACK -- MOMENTS LATER

Wayne pilots using aircraft-like control sticks. Fox, in
the passenger seat, hangs on as Wayne PUSHES the vehicle...

The Tumbler SHOOTS PAST: LOW and WIDE, a cross between a
Lamborghini Countach and a Humvee. Sandy camouflage, stealth-
angled panelling and variable-angle flaps across the back.

Fox SHOUTS over the noise of the engine.

FOX

She was built as a bridging vehicle!
(MORE)

FOX (CONT'D)

You hit that button-

(Wayne reaches)

NO, NOT NOW!!

(Wayne recoils)

It boosts her into a rampless jump!
In combat, two of them jump a river
towing cables, then you run a bailey
bridge across! Damn bridge never
worked- but this baby works fine!

Wayne inspects the cockpit: a forward-slung "gunner's" driving position between their legs, video screens, electronic controls, windows with HEADS-UP DISPLAY. Wayne ACCELERATES...

The Tumbler TEARS down the straightaway, SKIDS to a HALT.

INT. TUMBLER -- CONTINUOUS

Fox JOLTS with the stop. Turns to Wayne, a little green.

FOX

What do you think?

Wayne turns to Fox with a slight smile.

WAYNE

Does it come in black?

INT. BAT CAVE -- DAY

Wayne takes the hi-tech harness for the grapple and CUTS OFF the shoulder straps, leaving a BELT WITH SLIDING ATTACHMENTS.

INT. SAME -- LATER

Wayne lifts a GLOVED hand, metal contacts on the fingertips. With his other hand, he picks up a FABRIC GLOVE, RIBBONS dangling from each finger. He thrusts the gloved hand into the fabric glove- the ribbons SHOOT OUT- RIGID FINGER EXTENSIONS like the SKELETON of a BAT'S WING. Wayne FANS the PROJECTIONS, testing.

INT. BAT CAVE -- LATER

Close on: the COWL. Black, with a slight GRAPHITE sheen. Dramatic, ICONIC even without its ears.

A BASEBALL BAT SMASHES into the crown, CRACKING it in two. Alfred picks the pieces off the table, FROWNING.

ALFRED

Problems with the graphite mixture, apparently. The next ten thousand will be up to specifications.

Wayne looks up from adjusting a servo-mounted microphone.

WAYNE

At least they gave us a discount.

ALFRED

Quite. In the meantime, might I suggest, sir, that you try to avoid landing on your head?

Wayne shoots Alfred a look. Then fits the microphone into the horn-shaped "ear" from the cowl.

INT. SAME -- LATER

Wayne GRINDS METAL at a lathe. Alfred approaches with a thermos. Wayne stops grinding, BLOWS on his handiwork...

ALFRED

Why the *design*, Master Wayne?

Alfred indicates the steel carved into a BAT'S WING.

WAYNE

A man, however strong, however skilled, is just flesh and blood. I need to be more than a man. I need to be a symbol.

ALFRED

And why the symbol of the bat?

WAYNE

Bats frighten me.
(slight smile)
And it's time my enemies shared my dread.

Wayne tilts the crude BATARANG, watching light dance across the brushed steel. He THROWS it WHISTLING into darkness...

INT. FALCONE'S CLUB, DOCK AREA -- NIGHT

Judge Phelan sits sandwiched between two GIRLS, drink and cigar in hand. He looks up.

PHELAN

Carmine! Where are you going?

Falcone is putting his coat on.

FALCONE

Duty calls. You have yourself a good time, Judge.

Falcone turns to the CLUB MANAGER. Leans in.

FALCONE (CONT'D)

If he's too cheap to get a hotel, at least make him take his car around to the alley.

(shakes his head)

No class.

EXT. DOCKS -- CONTINUOUS

Down in the stacks, THUGS unload BOXES an open container. HEADLIGHTS light them up- everyone FREEZES. A sedan pulls up. FLASS emerges. Approaches one of the thugs holding a box. OPENS it, YANKS out a STUFFED TOY.

FLASS

Cute.

Flass RIPS open the toy, pulls a plastic PACKAGE from inside.

FLASS (CONT'D)

(mock surprise)

Oh? What have we here?

Nobody reacts. Flass hands the toy back to the Thug.

FLASS (CONT'D)

Carry on, gents.

Flass heads inside a massive warehouse to a set of offices.

INT. OFFICE, DOCKS -- CONTINUOUS

Flass enters. Falcone sits at the desk.

FALCONE

You believe this hump, Flass?

He indicates a thin man opposite. Flass sits.

FLASS

Problem?

FALCONE

Crane here's making insinuations.

The thin man, CRANE, leans forward. A cold presence.

CRANE

Insinuations? Well, let me be clearer- you stepped on the last shipment before you delivered it to me. You cut it with baby powder, and rendered it useless for my purposes.

Falcone stares at the slight man, incredulous.

FALCONE

(furious)

Flass, tell this guy what happens to people who talk to me this way.

EXT. FALCONE'S CLUB, DOCK AREA -- CONTINUOUS

Judge Phelan stumbles out of the club with the GIRLS. They pile into the waiting limo. The Club Manager gestures to the Driver to pull around into the alley.

EXT. ALLEY, DOCK AREA -- CONTINUOUS

The Limo idles in the alley.

INT. LIMO -- CONTINUOUS

The Driver picks his ear. The partition is closed. The Driver examines his finger...

WHAM!!! A BLACK SHAPE LANDS ON THE HOOD- the Driver's eyes go wide as-

SMASH!!!- a BLACK-GLOVED FIST SHATTERS THE WINDSCREEN and GRABS the Driver's neck...

IN THE BACK: Phelan sits BOLT UPRIGHT. The girls look around, ALARMED.

THE PARTITION SLOWLY LOWERS, REVEALING:

BATMAN.

Crouched like a dark animal on the hood- the Girls SCREAM.

EXT. ALLEY -- CONTINUOUS

The Homeless Man looks up from his brazier, curious. He sees a dark shape on the hood of a limo, a LONG BLACK CLOAK BILLOWING out behind it... screams echo through the alley...

INT. LIMO -- CONTINUOUS

Phelan scrambles back in his seat, whimpering...

BATMAN

You have eaten well... As Gotham has starved.

Batman's eyes stare out of the black cowl at Phelan.

BATMAN (CONT'D)

This changes tonight.

Batman SHOOTS UP OFF the hood, banging onto the roof-

EXT. ALLEY -- CONTINUOUS

The Homeless Man STARES OPEN-MOUTHED at Batman standing, ICONIC, on the roof of the limo, cloak billowing... Batman turns his head towards the Homeless Man-

BATMAN

Nice coat.

-and FLIES UP from the limo, DISAPPEARING into the shadows high above...

The Homeless Man looks down at his coat, then back up to the shadows...

HOMELESS MAN

(small)

Thanks.

INT. OFFICE, DOCKS -- CONTINUOUS

Crane looks at Falcone, matter-of-fact.

CRANE

I'm aware that you're not intimidated by me, Mr. Falcone. But you know who we're working for... and when he gets here I don't think he's going to want to hear that you've been endangering our operation just to filch a few dollars from your dealers.

FALCONE

He's coming to Gotham?

CRANE

Soon. This is our last shipment.

Falcone shifts, SUDDENLY UNEASY.

EXT. THE STACKS -- CONTINUOUS

A THUG hands a box to a SECOND THUG, who walks away along the corridor of containers. The first Thug turns back to the darkness of the open container, reaches in-

HE IS YANKED INTO THE DARKNESS WITH AN ECHOING CRY-

Second Thug TURNS, stares uneasily down the deserted corridor to the BLACK MOUTH of the open container...

SECOND THUG

Steiss?

No reply. He puts down his box. Draws his gun. A THIRD THUG comes around the corner.

THIRD THUG

Come on, we gotta-

He sees the Second Thug's gun. Draws his own. They move cautiously towards the open container...

EXT. THE STACKS -- CONTINUOUS

The Thugs peer into the blackness of the open container-

Behind them, a LAMP hanging above the corridor SHATTERS, the Thugs turn, startled, to see another lamp shatter and go dark- then another and another, DARKNESS ADVANCING TOWARDS THEM...

INT. OFFICE, DOCKS -- CONTINUOUS

Falcone lifts his hands in a gesture of peace.

FALCONE

There's no need to argue- you can just test the stuff here and now.

CRANE

That's why I came.

Flass tosses the package onto the desk.

EXT. THE STACKS -- CONTINUOUS

As the closest lamp SHATTERS, a GLINT of metal DROPS to the ground... the Second Thug bends, picks it up, STARING;

A BAT-SHAPED brushed steel plate. The Second Thug looks up, confused, but the Third Thug is STARING above him.

SECOND THUG

What?

The Second Thug looks up himself: a DARK SHAPE HANGING from a CRANE directly above him...

A GIANT BAT, WINGS FOLDED, head pointed towards the ground.

SECOND THUG (CONT'D)

What the hell-

The Bat DROPS- wings WHIP OUT, RIGID- CATCH the air- FLIPPING the shape downwards- ENVELOPING THE SECOND THUG IN DARKNESS- the Third Thug BOLTS, RACING between containers, arms PUMPING-

He SPRINTS headlong down the narrow corridor, SKIDS around a corner, RACES towards-

BLACKNESS SIDESWIPES THE THIRD THUG, SPINNING HIM OFF HIS FEET, WHIPPING HIM INTO DARKNESS WITH A PIERCING SCREAM...

EXT. TRUCK OUTSIDE THE STACKS -- CONTINUOUS

Other Thugs REACT to the SCREAM...

INT. OFFICE, DOCKS -- CONTINUOUS

Falcone and Crane hear the scream. Flass JUMPS up.

EXT. THE STACKS -- CONTINUOUS

Thugs, guns drawn, advance into the stacks...

EXT. THE STACKS -- CONTINUOUS

A Fourth Thug WHIPS around a corner to see a JUMPY THUG covering the other end of the corridor...

The Fourth Thug nods, steps backwards. MOVEMENT in the shadow behind him... BATMAN IS ALREADY IN FRAME- his arm FLASHES forward with his CLOAK, WRAPS the Thug's neck, YANKS him backwards into the shadows...

Jumpy Thug sees the other Thug DISAPPEAR... he OPENS FIRE, STROBING the stacks, revealing INDISTINCT GLIMPSES of MOVEMENT.

ELSEWHERE IN THE STACKS: Thugs REACT to the gunfire...

Flass stands outside the stacks, gun drawn, listening. He moves back into the office.

INT. OFFICE, DOCKS -- CONTINUOUS

FALCONE
What the hell's going on?!

Flass looks at Falcone.

FLASS
You've got a *problem* out there.

Falcone reaches behind the desk, PULLS out a SHOTGUN.

EXT. THE STACKS -- CONTINUOUS

Jumpy Thug FIRES blindly at STROBING SHADOWS- GLIMPSES of a DARK CLOAKED FIGURE moving from SHADOW TO SHADOW. Jumpy Thug empties the clip. FUMBLES for another as he looks out into the darkness.

JUMPY THUG
WHERE ARE YOU?!!!

A whispered word at his ear:

BATMAN
Here.

BATMAN'S FACE, UPSIDE DOWN, at the Thug's shoulder- Jumpy Thug SCREAMS as he is ENGULFED by DARKNESS-

EXT. OUTSIDE THE STACKS -- CONTINUOUS

Flass scuttles over to his car. Crane pauses, listening to the shouts and gunfire. Then moves off into the night.

EXT. THE STACKS -- CONTINUOUS

Falcone advances through the stacks, shotgun in hand. He rounds a corner to find FIVE THUGS, various weapons in hand, in a loose defensive ring, peering out into the darkness...

A SHADOW DROPS into the center of their ring-

Thugs TURN, SHOUTING, one SWINGS a CHAIN, another a KNIFE-

-Batman DUCKS the chain- SWEEP-KICKS the knife-wielder to the ground. Chain SWINGS again...

Batman JUMPS up, one leg LOW to let the CHAIN WRAP around his ANKLE- Batman KICKS his leg sideways RIPPING the chain from its owner, then HEAD BUTTING him down -

Batman SPINS his CHAIN-WRAPPED LEG in a ROUNDHOUSE KICK, WHIPPING THREE THUGS behind him in the fade with the CHAIN. All three go DOWN. The rest are unconscious or gone.

Batman STANDS there, long cape BILLOWING out to one side. The chain SLIDES from his leg. Falcone is behind him, SHOTGUN aimed dead at Batman's head.

FALCONE

What in God's name are you?

Batman opens his hand, revealing TWO SHOTGUN CARTRIDGES. Then TURNS, billowing cape WRAPPING around him.

BATMAN

I'm Batman.

Falcone pulls the trigger. CLICK.

INT. BEDROOM, RACHEL'S APARTMENT -- LATER

Rachel TOSSES, trying to sleep, eyes shut.

VOICE (O.S.)

Rachel Dodson.

Rachel bolts upright, GRASPING at her bedside table.

RACHEL

Who's there?!!

She pulls out a TASER- PEERS into the shadows: Silhouetted by the window- a dark, cloaked figure. Batman.

RACHEL (CONT'D)
Take one step, I drop you!

Batman moves his arm- something DROPS onto Rachel's bed: a FILE, spilling PHOTOS. She FLINCHES. GLANCES DOWN: photos of Phelan and the girl in the limo.

RACHEL (CONT'D)
What the hell is this?

BATMAN
Leverage.

RACHEL
What do I need leverage for?

BATMAN
To get things moving.

RACHEL
Who are you?

BATMAN
Someone like you. Someone who'll stand against the corruption.

Rachel reaches for the lamp, her eyes off the window for the INSTANT it takes to ILLUMINATE the room, revealing-

No one.

EXT. DOCKS -- CONTINUOUS

Gordon approaches, coffee in hand: TIED-UP THUGS sit against the container full of DRUGS. UNIFORMS hold back a line of PRESS, who snap away at the surreal scene. Gordon crouches to look at the Thugs, curious.

UNIFORMED COP (O.S.)
Falcone's men?

GORDON
(shrugs)
Does it matter? We'll never tie him to it, anyway.

UNIFORMED COP (O.S.)
I wouldn't be too sure of that.

Gordon looks up. The uniformed Cop is POINTING. At a HARBOR LIGHT trained on the heavens. Gordon RISES, walks towards it. Two Cops stand there, STARING:

Falcone is STRAPPED to the LIGHT, UNCONSCIOUS, arms spread. Coat RIPPED, hanging from his arms in a STRANGE PATTERN.

COP 1

Th hell *is* that? Looks like...

Gordon follows their gaze up to where the BEAM of light CATS FALCONE'S SHADOW onto the CLOUDS.

COP 2

Like a *bat*.

Gordon stares at the projection. It is a BAT SYMBOL.

GORDON

Cut him down.

Gordon moves away, THINKING. Something catches his eye: a block away. Halfway up a building. A BLACK FLAG blowing in the wind... Not a flag.. a DARK FIGURE, wearing a CAPE, sitting on a LEDGE... BATMAN. WATCHING.

INT. FINCH'S OFFICE -- MORNING

Rachel TOSSES a newspaper onto Finch's desk, BEAMING. The front page: a huge photo of Falcone strapped to the light.

RACHEL

No way to bury it now.

FINCH

Maybe so, but there's Judge Phelan-

RACHEL

I've got Phelan covered.

FINCH

And this "bat" they're babbling about.

Rachel breaks eye contact for an instant, UNCOMFORTABLE.

RACHEL

Even if these guys'll swear in court to being thrashed by a giant bat... we have Falcone at the scene- drugs, prints, cargo manifest- *everything*.

Finch considers. Grins.

FINCH

Damn right. Let's get frying.

INT. BULLPEN, POLICE HEADQUARTERS -- MORNING

Loeb addresses CAPTAINS, SERGEANTS, LIEUTENANTS. Gordon at the back. Loeb HOLDS up the PAPER, SMACKS the front page.

LOEB

Unacceptable. I don't care if it's rival gangs, Guardian Angels or the goddamn Salvation Army- get them off the street, and off the front page.

CAPTAIN SIMPSON

They say it was one guy... or *thing*.

LOEB

Dipping into their own supply- it was some asshole in a costume.

(the room chuckles)

If it's one guy, that'll make it a lot easier for you, won't it?

Gordon RAISES his hand. Loeb NODS, cautious.

GORDON

This guy *did* deliver us one of the city's biggest crime lords.

LOEB

(glares)

No one takes the law into their own hands in *my* city, understand?

INT. MASTER BEDROOM, WAYNE MANOR -- DAY

Alfred opens the curtains. Wayne WAKES, squinting.

WAYNE

(groggy)

Bats are nocturnal.

ALFRED

Bats, maybe... but even for billionaire playboys, 3 o'clock is pushing it. The price of leading a double life, I fear.

Alfred PUTS down a tray: water, fruit, newspaper.

ALFRED (CONT'D)

Your theatrics made an impression.

WAYNE

Theatricality and deception are powerful weapons, Alfred. It's a start.

Wayne glances at the paper. Gets out of bed, bare-chested. Alfred sees BRUISES across his torso and arms.

ALFRED

If those are to be the first of many injuries... it would be wise to find
(MORE)

ALFRED (CONT'D)
a suitable excuse. Polo, for
instance.

Wayne throws Alfred a look.

WAYNE
I'm not learning polo, Alfred.

ALFRED
Strange injuries, a nonexistent social
life... these things beg the question
of what, *exactly*, Bruce Wayne does
with his time. And his money.

Wayne considers this.

WAYNE
What *does* someone like me do?

ALFRED
(shrugs)
Drive sports cars, date movie stars...
Buy things that aren't for sale.

Wayne looks at Alfred. Nods. DOWNS the water, stands
straight, feet together- FALLS FORWARD to the floor- into
his dizzyingly fast push-ups. Alfred watches. Concerned.

ALFRED (CONT'D)
Who knows, Master Wayne- if you start
pretending to have fun, you might
even have a little by accident.

INT. COUNTY JAIL, RECEIVING -- DAY

Crane, briefcase in hand, is BUZZED through thick steel and
glass doors and met inside by a PRISON OFFICIAL. They walk.

PRISON OFFICIAL
Dr.Crane, thanks for coming down...

CRANE
Not at all. So he cut his wrists?

PRISON OFFICIAL
Probably looking for an insanity
plea, but if anything happened...

CRANE
Of course, better safe than sorry.

INT. INTERVIEW ROOM, COUNTY JAIL -- CONTINUOUS

Crane enters. Falcone sits at a table, wrist bandaged. Crane places his briefcase on the table. Falcone smiles.

FALCONE

Doctor Crane, it's all too much, the walls are closing in, blah, blah, blah. Couple more days of this food, it'll be true.

CRANE

What do you want?

FALCONE

We got a lot to talk about.

CRANE

Such as?

FALCONE

Such as, how you're gonna convince me to keep my mouth shut.

CRANE

About what? You don't know anything.

FALCONE

I know you wouldn't want the cops taking a closer look at the drugs they seized.

Crane REACTS to this. Falcone SMILES, enjoying the reaction.

FALCONE (CONT'D)

I know about your experiments on the inmates at your nuthouse...

(off look)

I don't get into business with someone without finding out their dirty secrets. Those goons you hired.. I own the muscle in this town.

Falcone leans forward. Looks Crane in the eye.

FALCONE (CONT'D)

So what *have* I been bringing in for you hidden in my drugs, Crane?

CRANE

If he wanted you to know he'd have told you himself.

Falcone shifts slightly.

FALCONE

I've been smuggling your stuff in for *months*, so whatever he's got planned, it's big. And I want it.

Crane studies Falcone. Considering. Sighs.

CRANE

I already know what he'll say... that we should kill you.

Falcone leans forward, glaring at Crane with contempt.

FALCONE

Even *he* can't touch me in here. Not in my town.

Crane SHRUGS. Leans forward. Pops the locks on his briefcase. Smiles at Falcone.

Crane reaches into his briefcase. Inside is a BREATHING APPARATUS attached to a small BURLAP SACK MASK.

CRANE

Would you like to see my mask?

He pulls the mask out of the case. Holds it up.

CRANE (CONT'D)

I use it in my experiments. Probably not very frightening to a guy like you. But those crazies...

Falcone stares at crane, uneasy. Crane puts on the mask. It is a sack with eye holes and twine stitching for a mouth.

CRANE (CONT'D)

...they can't stand it...

FALCONE

When did the *nut* take over the asylum-

WHUMP- a cloud of white SMOKE shoots out of Crane's briefcase. Falcone pushes his chair back, COUGHING, surprised.

CRANE

They scream and cry...

Falcone looks up at Crane in his mask-

Through Falcone's eyes: *tiny LIZARD TONGUES FLICK out of the holes in Crane's mask.*

CRANE (CONT'D)

...much as you're doing now.

Crane TOWERS over Falcone, *FLAMING EYES and FLAMING MOUTH...*

Falcone SCREAMS.

INT. CORRIDOR OUTSIDE INTERVIEW ROOM -- MOMENTS LATER

Crane emerges with his briefcase. The Prison Official hovers outside. SCREAMS ECHO from inside the room.

CRANE

Oh, he's not faking. Not that one.

The Prison Official nods gravely. Crane leans in.

CRANE (CONT'D)

I'll talk to the Judge, see if I can get him moved to the secure wing at Arkham. I can't treat him here.

EXT. ARCTIC OCEAN -- DAY

A COAST GUARD HELICOPTER touches down on the back of a heavily damaged DESERTED CARGO SHIP. Two COAST GUARDSMEN with FLASHLIGHTS jump onto the deck of the ship to take a look around. BAFFLED. The deck is lined with HOLES.

The Coast Guardsman shines his light into a MASSIVE HOLE.

INT. EARLE'S OFFICE, WAYNE INDUSTRIES -- AFTERNOON

Earle is at his desk. A EXECUTIVE walks in, TROUBLED.

EXECUTIVE

We have a situation.

EARLE

What kind of situation?

EXECUTIVE

Coast guard picked up one of our cargo ships last night. Heavily damaged. Crew missing, probably dead.

EARLE

What happened?

EXECUTIVE

Ship was carrying a prototype weapon. A microwave emitter...

EXT. AIRBASE -- MORNING (FLASHBACK)

ARMY BRASS and SCIENTISTS waiting for a demonstration... an industrial MACHINE the size of a small van sits on the ground a hundred feet from a WATER TOWER...

EXECUTIVE (V.O.)

It's designed for desert warfare- it uses focused microwaves to vaporize the enemy's water supply...

The Scientists and Brass don goggles. Fire up the machine... the water tower starts SHAKING... then EXPLODES in a CLOUD OF STEAM that drifts towards the observers like FOG.

INT. EARLE'S OFFICE, WAYNE INDUSTRIES -- CONTINUOUS

EXECUTIVE

It looks like someone fired it up at sea- judging from the damage to the ship and cargo.

EARLE

What about the weapon?

The Executive shifts, uneasy.

EXECUTIVE

It's missing.

EXT. HOTEL RESTAURANT, DOWNTOWN GOTHAM -- EVENING

A BUGATI VEYRON (looks, and costs, a million) pulls up to the valet station. Wayne emerges, impeccably tailored, from the driver side. The VALETS scramble to the passenger side. Open the door to find TWO BLONDES, one on the other's lap.

EXT. HOTEL RESTAURANT -- CONTINUOUS

Tables around an decorative infinity pool. Earle and his GUESTS at a table. Earle sees Wayne enter with the Blondes. He sighs. Then waves.

EXT. SAME -- LATER

The table is littered with bottles and empty plates.

FEMALE GUEST

At least he's getting something done.

MALE GUEST

Bruce, help me out here.

Wayne turns from the Blondes. They stand up and walk over to the pool. Wayne smiles, turns to the Female Guest.

WAYNE

A guy who dresses up like a bat clearly has *issues*.

FEMALE GUEST

But he put Falcone behind bars-

MALE GUEST

And now the cops are trying to bring him in, so what does that tell you?

FEMALE GUEST

They're jealous?

Wayne watches as, behind them, one of the Blondes slips off her dress and lowers herself into the pool... the other one. Giggling, follows her lead.

WAYNE

If he's so benevolent why does he hide his face?

FEMALE GUEST

Maybe he's protecting the people he cares about from reprisals.

Wayne nods, considering. The MAITRE D' slides up, annoyed.

MAITRE' D

Sir, the pool is for decoration, and your friends do not have swim wear.

WAYNE

Well, they're European.

MAITRE' D

I'm going to have to ask you to leave.

WAYNE

(turns to Earle)

Mr. Earle, I'm buying this hotel. Will you please broker a deal?

Earle nods. Patiently.

WAYNE (CONT'D)

(turns to Maitre D')

I think we should make some new rules for the pool area, don't you?

The Maitre D' stares at Wayne. Dumbstruck.

BLONDES (O.S.)

Bruce!

The Blondes beckon Wayne. He comes to the edge of the pool.

WAYNE

Ladies?

They SPLASH him. Earle turns away, shaking his head. Behind him, out of focus, Wayne is PULLED into the pool.

EXT. HOTEL -- LATER

Wayne and the Blondes, wet hair, in white HOTEL ROBES, waiting. The Valet pulls up in the Bugati.

RACHEL (O.S.)

Bruce?

Wayne turns. Rachel is standing there, dressed for dinner. Stunning.

WAYNE

Rachel.

BLONDES

(from car)

Come on, Bruce. We have some more hotels we want you to buy.

Rachel glances at the Blondes. Then back to Wayne.

RACHEL

I'd heard you were back.

(Wayne nods)

Where were you?

WAYNE

Oh, kind of all over, you know.

RACHEL

(tense)

No, Bruce, I don't. And neither did a lot of people. People who thought you were probably dead.

WAYNE

You didn't?

RACHEL

I never quite gave up on you.

Wayne looks at her. Thinking. Gestures towards the Bugati.

WAYNE

Rachel, all that... that's not me, inside I'm... different. I'm-

RACHEL

The same great little kid you used to be? Bruce, *deep down*, your friends out there are great, too. It's not who you are *underneath*...

(pokes his chest)

But what you *do* that defines you.

Rachel moves past him. Wayne stands there, eyes burning.

INT. GORDON'S APARTMENT -- EVENING

Gordon's pregnant wife, BARBARA tries to get their TWO-YEAR OLD to eat. Gordon KISSES her, picks up the trash.

EXT. BACK ALLEY, GORDON'S APARTMENT -- CONTINUOUS

Gordon sticks the lid on the trash can. THUNDER rolls around.

FLASS (O.S.)
Gonna rain, huh?

GORDON
What do you want, Flass?

Flass, leaning on his car, feigns offence. Pulls a pint bottle from his pocket.

FLASS
How's Barbara? The kid?

Gordon takes a drag, eyeing Flass coldly.

FLASS (CONT'D)
Another one on the way, right? Big responsibility. And when you're on a big case like Falcone... lot of time away from here.

GORDON
Cut to it, Flass.

FLASS
Just saying it's good the case is clear cut- you'll wrap it up easy.

Flass finishes his bottle. Throws it at the trash cans.

GORDON
You come around here making threats, pretending to be liquored up... tells me you're scared.

FLASS
(cold)
Take care of yourself, pal.

Gordon watches him head back to his car.

BATMAN (O.S.)
Trouble?

Gordon looks up: Batman is crouched in the fire escape.

GORDON

(shrugs)

The scum's getting jumpy because you stood up to Falcone.

BATMAN

It's a start. Your partner was at the docks with Falcone.

GORDON

He moonlights as a low-level enforcer.

BATMAN

There was another man. Testing the drugs.

GORDON

(surprised)

It wasn't a buy- why risk opening a package on the docks?

BATMAN

Flass knows.

GORDON

He won't talk.

BATMAN

He'll talk to me.

Gordon looks up. Close on Batman, in the shadows.

GORDON

Commissioner Loeb set up a massive task force to catch you. He thinks you're dangerous.

BATMAN

What do you think?

Gordon gets to his feet, dusts off his pants.

GORDON

I think you're trying to help...

Gordon looks up. But Batman is gone.

GORDON (CONT'D)

...but I've been wrong before.

EXT. CARGO SHIP, DOCKS -- NIGHT

Three MEN walk through the canyons of shipping containers, checking the tags with a flashlight. They stop at one.

CUSTOMS AGENT

This is the one I'm talking about.

DOCK EMPLOYEE 1
What's your problem with it?

CUSTOMS AGENT
It shouldn't exist. This ship left
Singapore with 246 containers and
arrived with 247. Probably dead
illegals. You got a strong stomach?

They HAUL the doors open. The Customs Agent looks inside:
an industrial machine the size of a small van. His torch
picks out the WAYNE INDUSTRIES logo on the side.

CUSTOMS AGENT (CONT'D)
What the hell is this thing?

BEHIND HIM: Dock Employee 1 raises a SILENCED GUN. FIRES.
Dock Employee 2 helps DRAG the body into the container.

EXT. FALAFEL STAND, SURFACE STREET -- NIGHT

Raining. Flass stuffs falafel into his mouth. Grabs a
banknote from the VENDOR. Flass walks down a dark street...

YANKED from the pavement, he's PULLED up between buildings,
falafel falling, UP and UP until face-to-face with. The
Batman. Rain pouring off his cowl. Holding Flass by his
ankle. Flass is SCREAMING.

BATMAN
Who was with Falcone at the docks?

FLASS
I don't know, I swear to God-

BATMAN
Swear to ME.

Batman DROPS Flass three flights down on the wire. PULLS
TAUT- WHIPS him back up.

FLASS
(terrified whispers)
I never knew his name... never...
Sometimes shipments went to this guy
before they went to the dealers-

BATMAN
Why?

FLASS
There was something else in the drugs,
something hidden-

BATMAN
What?

FLASS

I don't know- something! I never went to the drop-off- it's in the Narrows- cops can't go into the Narrows except in force...

BATMAN

Batman can.

EXT. THE NARROWS -- NIGHT

AN ISLAND IN GOTHAM RIVER: a ramshackle LABYRINTH of crumbling public housing, makeshift additions GROWING LIKE FUNGUS AROUND AN INSANE ASYLUM. A walled city. Slick with rain.

Batman LANDS, CROUCHING, looking at the windows of a WAREHOUSE built around the supports of the MONORAIL tracks.

EXT. WAREHOUSE, SHANGHAI -- MOMENTS LATER

Batman slips through a louver, drops SILENTLY to the floor amidst. By the freight elevator is a massive shipping crate. Batman leaps up onto its lid- pries it open.

Inside: the industrial machine the size of a small van. Batman sees the WAYNE INDUSTRIES logo and a number: *M-EMIT.42B*

NOISES. Batman melts into the shadows. THREE MEN enter. Two are the Dock Employees. The third is Crane.

DOCK EMPLOYEE 1

The boss wants you to keep it in the asylum until the time comes.

CRANE

Fine, leave the body. Torch the place. No traces.

The Thugs pull the Customs Agent's body out then push the crate onto the elevator. Crane notices RAIN spattering off the open louver. He steps towards it. Thug 2 turns from the elevator holding a Molotov cocktail. LIGHTS it-

A cord WRAPS around the BOTTLE- YANKS it into the shadows. Its fuse is EXTINGUISHED. The Thugs STARE at the darkness.

Batman RIPS from the shadows- Thug 1 pulls a gun- Batman SMASHES his arm to the ground. Thug 2 moves in from the side- is DROPPED by a fast elbow to the neck.

Batman turns to Crane- now wearing his MASK. Crane's hand FLASHES towards Batman, who DODGES a small puff of SMOKE. Batman moves for Crane- COUGHS, CHOKES- losing BALANCE- GASPING... Batman looks at Crane, sees a monster: *FLAMING EYES, ELONGATED LIMBS, SPINNING like a DERVISH...*

Batman REELS, in the throws of a hallucination. Crane SMASHES the BOTTLE over him, soaking him with GASOLINE... Batman LURCHES for the windows, IMAGES ASSAULTING his mind:

INSERT CUT: BATS EXPLODE from the DARK CREVICE-

Batman TURNS to Crane. Who holds a FLAMING LIGHTER.

CRANE (CONT'D)

Need a light?

Crane TOSSES the lighter at Batman... who BURSTS into FLAMES.

INSERT CUT: Ra's Al Ghul OPENS his BOX- BATS BURST FORTH-

Batman, IN FLAMES, SPINS- LEAPS desperately at the windows-

EXT. WAREHOUSE, THE NARROWS -- CONTINUOUS

Batman SMASHES through the window, CLOAK ABLAZE... FALLING... tries to ACTIVATE his CLOAK- but only gets one side to POP OPEN... the deployed wing causes him to SPIRAL-

INSERT CUT: Young Bruce FALLING, FALLING in the well shaft-

Batman PLUMMETS, trailing flame, UNOPENED WING FLUTTERING with the violent FLAPPING of-

BATS: SCREECHING, FLAPPING, FLUTTERING DARKNESS...

Batman's STIFF WING HOOKS a RAILING- SLOWS him with a JOLT- RIPS- DROPPING him to the ground with a CRASH...

Young Bruce HITS the dirt at the bottom of the SHAFT-

...and a SIZZLE, as wet pavement DAMPS the flames, GROANING, Batman ROLLS his burning batsuit along the asphalt.

Batman, smoldering, LURCHES into an alley, raises his grapnel gun, FIRES up at the enclosed roof- RIDES up- PUNCHES his way through wire and metal, CRAWLS onto his back, STARING up at the skyscrapers of Gotham. Rain blurring his vision.

Insert cut: Young Bruce watches his Father CRUMPLE-

Batman FUMBLES at his belt. Pulls out a tiny phone.

BATMAN

(hoarse)

Alfred?! Alfred?!

INT. ROLLS -- LATER

Alfred DRIVES, looks through the rear-view mirror at Batman, who lies in the back, FLINCHING at invisible antagonists.

BATMAN
 BLOOD! Alfred?! Blood! A sample-
 take a sa- sample- poisoned...

To Batman- the car is FILLED WITH BATS... *Mefistofle rises...*

*Young Bruce in the throws of his PANIC ATTACK GULPS AIR-
 turns to his Father, LOOKS him in the eye and CONDEMNS HIM-*

YOUNG BRUCE
 (shouting)
 We HAVE to go NOW, Dad!!

Young Bruce DRAGS his parents from their seats...

INT. MASTER BEDROOM, WAYNE MANOR -- MORNING

Wayne awakes. Shivering. Red-eyed from crying. Alfred sits at his bedside, watching over him.

WAYNE
 (hoarse)
 How long did I sleep?

ALFRED
 Two days. It's your birthday.

WAYNE
 It was some kind of gas... I only
 breathed the slightest amount...

ALFRED
 I dread to think, sir, what would've
 happened if you'd had a lungful.

WAYNE
 I've felt those effects before...
 but this was much more *potent*.

ALFRED
 I took a blood sample and sent it to
 a laboratory known discreet both
 discreet...
 (hands Wayne paper)
 ...and *prompt* bloodwork.

BRUCE
 (reading)
 Protein-based compounds... might be
 possible to work up an antidote.

ALFRED
 Shall I contact Wayne Pharmaceutical?

BRUCE
 I've got a better idea.

INT. APPLIED SCIENCES DIVISION -- DAY

Fox looks over the toxicology report. Looks up at Wayne.

FOX

This was in your *blood*?

WAYNE

It's some kind of weaponized hallucinogen. Administered in aerosol form.

FOX

Mr. Wayne, you are *definitely* hanging out at the wrong clubs.

WAYNE

Could you synthesize an antidote?

FOX

Well, the hallucinatory compounds can be balanced... but this receptor's a compound I've never seen before.

WAYNE

(reaches for paper)

So you can't.

FOX

(snatches it away)

Did I say that? I just want you to know how hard it's gonna be.

Fox puts the report on his desk.

WAYNE

Do you know what a Wayne Industries M-Emit42B is?

FOX

No. But she will...

Fox starts typing on his computer

FOX (CONT'D)

Oh.

WAYNE

What?

FOX

It won't tell us...

(turns to Wayne)

It must be a defense prototype.

WAYNE

Could you find out?

FOX

I'll make a couple calls... I still
have a couple friends in defense.

INT. D.A.'S OFFICE -- AFTERNOON

Gordon finds it. Knocks. Rachel looks up from her desk.

RACHEL

Sergeant Gordon?

GORDON

Councilor. Thanks for seeing me.

Gordon enters, shuts the door behind himself.

GORDON (CONT'D)

(they shake hands)

Will Finch go the distance on Falcone?

RACHEL

He'll have to because of the press.

GORDON

What about Judge Phelan?

RACHEL

Someone gave me leverage.

GORDON

Who?

RACHEL

I'd rather not say.

GORDON

(shrugs)

There's a loose thread on the Falcone
case- I want to see what unravels
higher up. I'm told you can be
trusted.

RACHEL

Who told you that?

GORDON

(smiles)

I'd rather not say.

Rachel looks at Gordon, sizing him up.

RACHEL

Gordon, we're working for a masked
vigilante. Maybe from a rival gang.

GORDON

My gut says he's okay. And he's getting things *moving* in this town.

RACHEL

And when he gets bolder with success? Goes too far?

GORDON

Councilor, this guy took down a *dozen* of Gotham's most vicious wiseguys *single-handed* and without killing one of them- he's plenty bold already.

RACHEL

If he takes a life... it's on us.

Gordon looks at her. Nods. A KNOCK at the door. Wayne puts his head around the door. Rachel stares at him.

WAYNE

I'm sorry, I'll come back.

GORDON

I was just leaving, Mr.Wayne.

WAYNE

I'm sorry, have we..?

GORDON

Gordon. Sergeant. No, I just recognized you. From your pictures.

Wayne nods. Gordon looks at Rachel, nods goodbye.

RACHEL

(cold)

What do you want, Bruce?

WAYNE

I wanted to invite you a party-

RACHEL

A party. Great. Just what I need...

WAYNE

Today's my birthday. And I wanted to apologize.

RACHEL

You don't owe an apology, Bruce. You are who you are. It' simple. I don't have the right to expect anything more.

WAYNE

I thought you could never quite give up on me.

RACHEL

Is the party at the house? I miss it.

WAYNE

I hate the place. I'd tear it down if I could.

RACHEL

(appalled)

Bruce, don't say that.

WAYNE

The place is nothing without the people who made it what it was. Now there's only Alfred.

RACHEL

And you.

Rachel looks at him. An ASSISTANT sticks her head in.

ASSISTANT

It's Falcone. They moved him to Arkham Asylum on suicide watch.

RACHEL

Who authorized that?!

ASSISTANT

Judge Bentley, on the advice of the head psychiatrist, Dr. Jonathan Crane.

Rachel starts getting her things together.

RACHEL

Get Crane there right now- don't take no for an answer... and call Dr. Lehmann, we'll need our own assessment on the Judge's desk by morning.

The Assistant nods, leaves. Rachel heads for the door.

RACHEL (CONT'D)

Guess I won't make your party...

WAYNE

You're going to Arkham now? It's in the Narrows, Rachel.

Rachel gives him a look.

RACHEL

You have yourself a great time- some
of us have work to do.

She hurries past him. Stops. Turns. Looks at him, softer.

RACHEL (CONT'D)

Happy Birthday, Bruce.

She races down the steps. Wayne watches her go, thinking.

INT. MAIN HALL, WAYNE MANOR -- LATER

Wayne hurries through the hall. Alfred in pursuit. Tables
of food and decoration fill the hall.

ALFRED

But Master Wayne, the guests will be
arriving.

Wayne turns.

WAYNE

Keep them happy until I arrive.
Tell them that joke you know.

Wayne hurries off. Alfred watches him go, exasperated.

INT. STUDY -- CONTINUOUS

Wayne steps to the piano, hits 4 notes- the bookcase SWINGS-
OPEN. Wayne steps through.

INT. STONE STAIRCASE -- CONTINUOUS

Wayne descends. Arrives at the top of a wrought iron SPIRAL
STAIRCASE, steps onto the dumb waiter at its center.

Wayne pulls a lever, RELEASING the lift which PLUMMETS
VERTIGINOUSLY DOWN the CENTER of the SPIRALING stair.

INT. BATCAVE -- CONTINUOUS

The lift hits the bottom with a great RATTLE of crimes.
Wayne moves to a PADLOCKED BOX. Opens it: the BAT SUIT hangs
there- a PHANTOM, black eyes STARING back at him.

He reaches for it.

EXT. ARKHAM ASYLUM, THE NARROWS -- EVENING

Rachel's car crosses the bridge to the Narrows.

INT. CRANE'S OFFICE, ARKHAM ASYLUM -- MOMENTS LATER

Rachel sits in front of Crane at his desk..

CRANE

Ms. Dodson, there's nothing to add to the report I filed with the judge.

RACHEL

Well, I have questions about your report.

(off look)

RACHEL (CONT'D)

Such as, is it unusual for a 58-year old man with no history of mental illness to have a complete psychotic break?

CRANE

Yes. But this is a mental asylum for the criminally insane. The unusual is usual here.

EXT. ARKHAM ASYLUM -- CONTINUOUS

The GLOWING WINDOW of Crane's office. Batman, crouched on the fence, adjusts mikes in the ears of his cowl.

INT. CRANE'S OFFICE -- CONTINUOUS

RACHEL

But isn't it *convenient* for Falcone to suddenly develop these symptoms when he's about to be indicted?

CRANE

There's nothing convenient about his symptoms, Miss Dodson.

(smiles, sympathetic)

Look, I doubt we're even supposed to be having this conversation, but off the record...

Crane RISES, motioning.

INT. CORRIDOR, ARKHAM ASYLUM -- CONTINUOUS

An ORDERLY talking to a NURSE. Crane leads Rachel past.

CRANE

We're not talking about a few easily-manufactured eccentricities.

Crane stops at a door. Motions Rachel to look: Falcone STRAPPED to the bed. He STARES at the door, mumbling.

FALCONE

Scarecrow... s-scarecrow... s-s...

RACHEL
What's "scarecrow"?

CRANE
Patients suffering delusional episodes
often focus their paranoia onto an
external tormentor, usually one
conforming to the Jungian archetypes.
(shrugs)
In this case, a scarecrow.

EXT. ARKHAM ASYLUM -- CONTINUOUS

Batman, upside down, CLINGS to the wall above the window at
the end of the corridor. He RACKS AUDIO FOCUS THROUGH the
Orderly's conversation, SETTling on Crane's voice.

INT. CORRIDOR, ARKHAM ASYLUM -- CONTINUOUS

Rachel looks at Falcone, mumbling, delusional.

RACHEL
He's drugged.

CRANE
(nods)
Psychopharmacology is my primary
field- I'm a strong advocate.

Crane turns to Falcone. Staring.

CRANE (CONT'D)
Outside, he was a giant. In here,
only the mind can grant you power.

RACHEL
You enjoy the reversal.

CRANE
(shrugs, smiles)
I respect the mind's power over the
body. It's why I do what I do.

RACHEL
(hard)
And I do what *I* do to put scum like
Falcone behind bars, not in therapy.
I want my own psychiatric consultant
to have full access to Falcone,
including bloodwork to find out
exactly what you have him on.

Crane stares at her. Shrugs.

INT. ELEVATOR -- CONTINUOUS

Crane steps in, Rachel follows. He puts a key into the panel.

CRANE
First thing tomorrow, then.

RACHEL
Tonight. I've already paged
Dr. Lehmann over at County General.

Crane turns the key.

CRANE
As you wish.

The elevator descends. The doors open onto:

INT. DESERTED WING, SUB-LEVEL ARKHAM ASYLUM -- CONTINUOUS

A long, decrepit corridor. Water dripping, clearly disused.
Crane steps off the elevator. Rachel follows, perturbed.

INT. ABANDONED REFECTORY -- CONTINUOUS

Rachel follows Crane into a vast room:

Tables stretch off into the room, covered in bags of powder,
scales, aluminum barrels and DOZENS OF INMATES working the
powder, refining it.

Armed THUGS look up, curious. Crane surveys the room.

CRANE
This is where we make the medicine.
Perhaps you should have some. Clear
your head.

He turns, but Rachel is gone. Crane smiles...

INT. DERELICT CORRIDOR, DISUSED WING -- CONTINUOUS

Rachel RACES into the elevator...

INT. ELEVATOR -- CONTINUOUS

Rachel HITS the 2nd floor button. Nothing. She HITS all
the buttons, floors the alarm... all dead without the key.

The door opens to Crane's MASKED FACE. He reaches out-

CRANE
Boo.

A small puff of GAS sprays from his sleeve. Rachel RECOILS,
coughing, choking. She looks up at Crane:

The eyeholes of the burlap mask are FLAMING.

Rachel SCREAMS.

INT. ABANDONED REFECTORY, ARKHAM ASYLUM -- CONTINUOUS

The Thugs DRAG Rachel into the room. The inmates stare blankly, clearly drugged. Crane turns Rachel's reluctant face to look up at his mask. She GULPS PANIC BREATHS-

CRANE
Who knows you're here?

Rachel SHAKES her head.

CRANE (CONT'D)
WHO KNOWS?!!

Rachel PULLS away, BURYING her head in her arms.

THE LIGHTS GO OUT.

The Thugs look around, unnerved. Crane PULLS OFF his mask.

CRANE (CONT'D)
(fascinated)
He's here.

FIRST THUG
Who?

CRANE
The batman.

The Thugs exchange nervous glances.

FIRST THUG
What do we do?

CRANE
What anyone does when a prowler comes around.
(off look)
Call the police.

The First Thug looks at crane.

SECOND TECHNICIAN
You want the cops here?

CRANE
At this point, they're irrelevant.
But the batman... he has a talent for disruption. Let the cops wrangle him.

CRANE (CONT'D)
Force him outside, the police will take him down.
(indicates inmates)
Get them out of here.

FIRST THUG
 (indicates Rachel)
 What about her?

CRANE
 She's gone. I gave her a concentrated
 dose. The mind can only take so
 much.

SECOND THUG
 The things they say about him... Can
 he really fly?

EXT. ARKHAM ASYLUM -- CONTINUOUS

Batman's cape FLUTTERS as he SWINGS down two stories, LANDING
 at the high windows of the derelict corridor.

INT. ABANDONED REFECTORY -- CONTINUOUS

THIRD THUG
 I heard he can disappear-

Crane backs into the shadows, smiling at the Third Thug.

CRANE
 We'll find out, won't we?

The Thugs move either side of the door... GLASS SMASHES,
 across the room- a Shadow drops from a high window. Rachel
 SCREAMS. The two thugs advance through the darkness.

Second thug is GRABBED from above- PULLED UP, SCREAMING,
 into the blackness of the rafters.

The First Thug peers up into the darkness, gun aimed.

A SHADOW DESCENDS, SHOUTING- First Thug FIRES- the Shadow
 CRUMPLES onto him. It is the Second Thug- First Thug ROLLS
 the body off, SCRAMBLES to his feet- Batman STRIKES him from
 behind, KNOCKING him unconscious.

SIRENS outside, close.

Batman looks at Rachel-

Crane BURSTS from the shadows, arm high, aimed at Batman's
 face- Batman grabs his arm, DUCKING away from the puff of
 GAS from Crane's sleeve... Batman SPINS Crane, RIPPING off
 his mask, WRENCHES his arm around to his own face, RIPS.
 Crane's jacket open and pulls out the BLADDER full of toxin.

BATMAN
 Taste of your own medicine, doctor?

Crane's eyes go wide as Batman SQUEEZES the bladder and a
 choking cloud of dust sprays into Crane's face...

Crane falls to the ground, CHOKING.

Batman turns him over, pulls his face up to meet his.

BATMAN (CONT'D)
Who are you working for?!

Crane's eyes are wide with TERROR.

Batman is a DEATH'S HEAD- black eyes, fangs.

CRANE
Ra's... Ra's... Al Ghul...

Batman reacts, pulls Crane tighter.

BATMAN
Ra's Al Ghul is dead, Crane! Who
are you really working for? CRANE!!!

But Crane just STARES at him, EYES GLAZING- MIND FLYING-
IMAGES CASCADING THROUGH HIS FEVERED BRAIN... Crane smiles.

CRANE
Dr. Crane isn't here right now, but
if you'd like to make an appointment-

Sirens outside. Batman TURNS to Rachel. Through her eyes:

Batman is a towering HORNED, WINGED DEMON...

Rachel LASHES OUT at the demon with all her might... Batman
applies a GRIP to her neck that renders her unconscious.

COP (over bullhorn)
BATMAN. PUT DOWN YOUR WEAPONS AND
SURRENDER. YOU ARE SURROUNDED.

Batman RISES, carrying Rachel.

EXT. ARKHAM ASYLUM -- CONTINUOUS

POLICE CARS surround the building. COPS have guns drawn,
WAITING. STAFF emerge, blinking, from the darkened asylum.
Flass and Gordon arrive. Flass shouts at the Uniforms:

FLASS
What're you waiting for?!

UNIFORMED COP
Backup.

FLASS
Backup?!

Flass gestures at the DOZEN police cars outside the building.

UNIFORMED COP

The batman's in there. SWAT's on
the way, but if you want to go now...
(smiles)
I'm right behind you, sir.

Flass turns to Gordon. Shrugs.

FLASS

SWAT's on the way.

Gordon shakes his head. Approaches the front doors.

INT. DERELICT CORRIDOR, DISUSED WING -- CONTINUOUS

Batman carries Rachel, cloak BILLOWING in his wake.

INT. LOBBY, ARKHAM ASYLUM -- CONTINUOUS

Gordon moves through the dark, gun drawn, eyes FLICKING to
terrified NURSES who make their way to the front door.

EXT. ARKHAM ASYLUM -- CONTINUOUS

SWAT OFFICERS pour out of vans, RACE up the front steps.

INT. CORRIDOR, ARKHAM ASYLUM -- CONTINUOUS

Gordon tries the elevator- it is dead. He enters the STAIRS.

INT. LOBBY, ARKHAM ASYLUM -- CONTINUOUS

The SWAT team BURSTS in- FLASHLIGHTS on RIFLES SCAN the
darkness...

INT. STAIRWELL, ARKHAM ASYLUM -- CONTINUOUS

Gordon locks down the stairwell- the way down to the disused
wing is fenced off. He heads up- and is GRABBED and SWUNG
OUT into the stairwell. Batman holds him as they ROCKET
UPWARDS.

GORDON

What-!

Batman covers Gordon's mouth- down below: the door SMASHES
OPEN- SWAT team lights CROSS the darkened stairwell. Batman
PULLS Gordon into the rafters. Gordon turns, FURIOUS- sees:

Rachel. Lying in a storage space/open attic. Twitching:

GORDON (CONT'D)

(whispering)

What's happened to her?

BATMAN

Crane poisoned her with his toxin.
He was the third man at the docks.

GORDON

Let me take her down to the medics-

BATMAN

They can't help her. But I can.

THE LIGHTS COME ON- bleaching the stairwell- Batman, Rachel and Gordon are in the shadow of the attic.

Batman reaches down to his boot. Presses a SWITCH in the heel, producing a barely audible HIGH-FREQUENCY WHINE.

BATMAN (CONT'D)

(indicates Rachel)

I need to get her the antidote before
the damage becomes permanent.

GORDON

How long does she have?

BATMAN

Not long.

EXT. ARKHAM ASYLUM -- CONTINUOUS

A strange SQUEALING SOUND rises. Flass looks around, curious.
A dark CLOUD crosses the moon... not a regular cloud...

INT. STAIRWELL, ARKHAM ASYLUM -- CONTINUOUS

BATMAN

Get her downstairs, meet me in the
alley on the Narrows side.

GORDON

How will you get out?

BATMAN

(indicates his boot)

I called for backup. Crane's been
refining his toxin, stockpiling it.

GORDON

What was he planning?

BATMAN

I don't know, but he's been working
for someone else.

Gordon frowns at the loud SQUEALING noise.

GORDON

What *is* that?

BATMAN

Backup.

EXT. ARKHAM ASYLUM -- CONTINUOUS

Flass SCREAMS- Cops DIVE for cover as BATS- thousands upon thousands- DESCEND on the Asylum, HEADING for the windows-

INT. CORRIDOR, ARKHAM ASYLUM -- CONTINUOUS

Windows SHATTER INWARDS as bats POUR into the building-

EXT. ARKHAM ASYLUM -- CONTINUOUS

Gordon covers Rachel as he carries her down the steps.

INT. ARKHAM ASYLUM -- CONTINUOUS

Bats FLOOD into the bright stairwell, SOARING UP past the cowering SWATS, a BLACK MAS RISING, DARKENING the stairwell.

Batman amidst the bats. Calm. Pulls the sounder out of his heel, leans over the stairwell and DROPS it...

Bats CYCLONE down the stairwell, FOLLOWING the signal. Batman JUMPS into the center of the black cyclone- HIDDEN FALLING...

INT. CORRIDOR, ARKHAM ASYLUM -- CONTINUOUS

Batman OPENS his cloak with a JOLT- lands HARD. He moves calmly through the bats, slipping past COWERING SWATS, moving past cell doors. Inmates STARE, wide-eyed out their windows as he passes. Batman turns to a cell door, pulls a small package out of his utility belt...

INT. CELL -- CONTINUOUS

Two inmates FLINCH as the door lock BLASTS open and the door is KICKED In- Batman STRIDES across the cell between them...

BATMAN

Excuse me-

And BLASTS the window of their cell. He SLIDES out... one Inmate turns to the other.

LUNATIC

What'd I tell ya?

EXT. SIDE STREET -- CONTINUOUS

Gordon lowers Rachel to the asphalt. She STIRS.

BATMAN (O.S.)

How is she?

Gordon looks up to see Batman standing there.

A SEARCHLIGHT from a chopper blasts them. Batman GRABS Rachel. Gordon points back to the street.

GORDON

Take my car.

BATMAN

I bought mine.

Batman has disappeared into the dark end of the alley.

GORDON

Yours?

BLINDING HEADLIGHTS FLARE. A MASSIVE ENGINE ROARS-

Gordon DIVES out of the way as-

The BATMOBILE comes flying out of the darkness... the matte-black, muscularity of the stealth-finished "car" BLOWS by. Gordon's jaw drops.

GORDON (CONT'D)

I gotta get me one of those.

INT. BATMOBILE -- CONTINUOUS

Batman DRIVES. Rachel, COMING TO, hangs on, TERRIFIED. A COP CAR pulls across the alley- Batman hits the accelerator.

EXT. ALLEY -- CONTINUOUS

The Batmobile SPEEDS towards the cop car-

INT. COP CAR -- CONTINUOUS

The Cops GAWP at the Batmobile, BRACING-

EXT. ALLEY -- CONTINUOUS

The Batmobile SMASHES into the cop car, huge front tires CRUSHING the bonnet, BOUNCING the Batmobile right over the cop car in a messy display of brute force.

EXT. SURFACE STREETS, GOTHAM -- CONTINUOUS

The Batmobile TEARS left, and ACCELERATES down the street...

INT. CRUSHED COP CAR -- CONTINUOUS

The Cops are scrunched down. One of them GRABS the radio.

COP 1
He's in a vehicle!

DISPATCHER (over radio)
Make and color?

COP 1
It's a black...
(turns to partner.
who shrugs)
...tank.

DISPATCHER (over radio)
Tank?

EXT. SURFACE STREETS, GOTHAM -- CONTINUOUS

The Batmobile WEAVES around traffic, DODGING freeway supports.

INT. BATMOBILE -- CONTINUOUS

Rachel BRACES against the dash, BREATHING FAST, staring at the road ahead... through her eyes:

SPEED: pure, visceral SENSATION- lights STREAKING, columns FLASHING past at unthinkable velocity-

BATMAN
You've been poisoned. Stay calm.

He looks at an intricate GPS display, then at the road ahead.

EXT. SURFACE STREETS, GOTHAM -- CONTINUOUS

The Batmobile RACES along- JUMPS lights, nimbly DODGING through the cross-traffic. Two Cop Cars join the pursuit from the cross streets, lights BLAZING, sirens BLARING.

INT. BATMOBILE -- CONTINUOUS

Batman spots the Cops on a rear-view monitor, FLIPS a switch.

EXT. SURFACE STREETS, GOTHAM -- CONTINUOUS

The Batmobile DROPS SPIKE STRIPS onto the road... the Cop Cars hit them- tires EXPLODE- rims light SPARKS as they GRIND, skidding SIDEWAYS, one laying into the other.

Up ahead: the Batmobile SLALOMS outside of the freeway supports, ROLLS over the sidewalk, NIPS back into the roadway.

INT. CRUISER -- CONTINUOUS

An IMPATIENT COP is on the radio.

COP 3
At least tell me what it looks like...

His eyes WIDEN: the Batmobile ROARS past. A shadowy MONSTER.

COP 3 (CONT'D)

Never mind.

EXT. SURFACE STREETS, GOTHAM

The Batmobile comes out from under the elevated freeway and is hit by a SPOTLIGHT from a CHOPPER.

INT. BATMOBILE -- CONTINUOUS

Batman glances at a row of BUTTONS- each one a tiny SCREEN showing different views. Batman PUSHES one- that view flicks onto the main display. Rachel is HYPERVENTILATING.

BATMAN

Breath slowly. Close your eyes.

She does so. For an instant.

RACHEL

That's worse!

EXT. STREETS, GOTHAM -- CONTINUOUS

Three Cop Cars pull across the intersection in a ROADBLOCK.

INT. BATMOBILE -- CONTINUOUS

Batman SPOTS the ROADBLOCK in front. Touches the GPS screen- the map becomes THREE-DIMENSIONAL (heights of building, levels of streets). Batman SKIDS into a turn-

EXT. SURFACE STREETS, GOTHAM -- CONTINUOUS

The Batmobile SKIDS through the entrance to a multi-level PARKING GARAGE- TAKING OUT the ticket machine and barrier.

INT. PARKING GARAGE -- CONTINUOUS

The Batmobile RACES upwards through the structure, the car's enormous width TAKING OUT PILLARS at every turn.

INT. BATMOBILE -- CONTINUOUS

Rachel FLINCHES AWAY from the pillars-

RACHEL

What're you doing?!!

BATMAN

Shortcut.

INT. PARKING GARAGE -- CONTINUOUS

Cop Cars SMASH into DOWNED PILLARS in the Batmobile's wake.

EXT. ROOF, PARKING GARAGE -- CONTINUOUS

The Batmobile ROARS out onto the top level, and is LIT UP by the CHOPPER.

The Batmobile REVERSES into a spot marked "COMPACT", CRUSHING the cars either side, then RACES forward... Cop Cars emerge onto the roof, BLOCKING THE ONLY WAY DOWN... The Batmobile SCREECHES to a HALT-

INT. BATMOBILE -- CONTINUOUS

Batman glances at his 3-d GPS. Then looks at Rachel.

COP 3 (over loudspeaker)
TURN OFF YOUR ENGINE!

She recoils, TERRIFIED by his mask, clawing at her harness. Batman puts his gloved hand on her frantic arms.

BATMAN
Trust me.

Batman SLIDES into the FRONT DRIVING POSITION, body PRONE as if riding a motorcycle, head in a glass POD between the front wheels. He HITS a button.

EXT. ROOF, PARKING GARAGE -- CONTINUOUS

CANNONS emerge from the nose of the Batmobile- BLASTING the far wall... the massive JET ENGINE at the back IGNITES, its mouth ADJUSTING... FLAPS on the front and REAR of the car, FLARE OUT like a PYTHON spreading its neck...

The Cops STARE. The Batmobile ROCKETS FORWARD... heading for the GAP in the far wall... accelerating...

INT. BATMOBILE -- CONTINUOUS

Rachel SCREAMS- Batman HITS another button-

EXT. ROOF, PARKING GARAGE -- CONTINUOUS

An INVERTED SPOILER JAMS INTO THE AIRSTREAM at the front of the car, BUMPING it just off the ground, a RAMPLESS JUMP-

EXT. ROOFTOPS -- CONTINUOUS

The Batmobile JUMPS OFF the parking garage, soaring over a thirty-foot gap to LAND HEAVILY on a neighboring FLAT ROOF.

The Cops STARE at one another, open-mouthed.

INT. BATMOBILE -- CONTINUOUS

Batman YANKS the steering left, hits the BOOST-

EXT. ROOFTOPS -- CONTINUOUS

The Batmobile TURNS- ROCKETS for the edge of the roof... SHOOTs over the gap to the next roof, CHOPPER IN PURSUIT.

INT. BATMOBILE -- CONTINUOUS

Batman checks his 3-D GPS, ROCKETS forward, aiming at the next roof, a PITCHED CHATEAU-STYLE TILE ROOF.

EXT. STREETS BELOW -- CONTINUOUS

Corp Cars SHOOT along, paralleling the rooftop chase...FROM BELOW: the Chopper SWOOPS LOW over the buildings... A GLIMPSE of the Batmobile as it LEAPS across to the next building...

COP 4 (over radio)
We're on him, we're on him...

EXT. ROOFTOPS -- CONTINUOUS

The Batmobile lands on the PITCHED ROOF, racing along at a PRECARIOUS ANGLE, TILES SLIDING off the roof in its wake.

INT. BATMOBILE -- CONTINUOUS

Batman's forward-slung position is GYROSCOPICALLY BALANCED- he is the only vertical element in the angled car.

EXT. ROOFTOPS -- CONTINUOUS

Chased by the LOW-FLYING chopper, the Batmobile SWERVES up over the GABLES, roof CRUMBLING in its wake, RACING for the end of the roof which PARALLELS an ELEVATED FREEWAY.

The Batmobile rockets forward- JUMPS THE LAST GABLE... DROPS onto the elevated FREEWAY, TRAFFIC SWERVING to avoid it.

EXT. SURFACE STREETS -- CONTINUOUS

Cop Cars see the Batmobile disappear onto the freeway above.

COP 4
Dammit!

INT. BATMOBILE -- CONTINUOUS

Batman's display shows a RADAR SWEEP and PLOTS a course through the differing speeds of the lanes. He pilots, LEANING left and right like a motorcyclist...

EXT. FREEWAY -- CONTINUOUS

The Batmobile SWERVES- the Chopper's light stays trained. TRAFFIC gets heavier. Cop Cars are CLOSING IN from behind...

INT. BATMOBILE -- CONTINUOUS

Batman lifts himself back into the REAR DRIVING POSITION- THROTTLES BACK- KILLS all the lights, and the ENGINE.

EXT. FREEWAY -- CONTINUOUS

The Batmobile DROPS BACK, DARK... the Chopper LOSES IT. The Batmobile CRUISES across the lanes, a WRAITH.

INT. BATMOBILE -- CONTINUOUS

SILENCE, but for the steady WHINE of the ELECTRIC MOTOR. Rachel BREATHES in the sudden quiet. Eyes flickering.

EXT. FREEWAY HEADING OUT OF GOTHAM -- CONTINUOUS

The Batmobile SLICES across lanes, a SHADOW only visible BREAKING the GLARE of other cars' HEADLIGHTS. The Cop Cars pull forward, driving parallel, an empty lane between them.

INT. BATMOBILE -- CONTINUOUS

Rachel stares at Batman in the intimate quiet. Her eyes are glaring. Her breathing is shallow.

BATMAN

(quiet)

Stay with me.

INT. COP CAR -- CONTINUOUS

The Cop turns left to look at the other Cop Car.

COP 3

Where'd he-?

He sees, between his car and the next, a BLACK SHAPE.

COP 3 (CONT'D)

THERE HE IS!

INT. BATMOBILE -- CONTINUOUS

The SPOTLIGHT hits the car- Batman HITS a button- the main engine ROARS to life- Batman SLIPS into the prone position- Hits the BOOST.

EXT. FREEWAY -- CONTINUOUS

The Batmobile SHOOTS forward from between the two Cop Cars.

INT. COP CAR -- CONTINUOUS

The Batmobile's JET WASH BLASTS the windscreen, SHATTERING it, the Cop throws his hands in front of his face-

EXT. FREEWAY -- CONTINUOUS

The Cop Car SPINS out of its lane, SLAMMING into the guard rail as the Batmobile RACES ahead, weaving through traffic.

The Batmobile slides onto a TIGHTLY-CURVING EXIT RAMP... FLIES off the ramp, JUMPING DOWN onto the frontage road below.

INT. BATMOBILE -- CONTINUOUS

Batman KILLS the lights, running on NIGHT VISION. Rachel's eyes flicker at the EERIE green view of ghostly trees, her breathing FASTER and still more SHALLOW.

BATMAN
Hold on. Just hold on.

Batman YANKS A LEVER-

EXT. SMALL TURNOFF -- CONTINUOUS

A ground ANCHOR DIGS into the road, WHIPPING the Batmobile RIGHT in a HARD TURN, down a small turnoff... the Chopper LOSES the Batmobile, pursuing Cop Cars BLAZE PAST the turnoff.

INT. BATMOBILE -- CONTINUOUS

Rachel, crying, looks at the monstrous shapes of the trees: *FLICKERING, jagged tree shapes SPIN past DIZZYINGLY.*

BATMAN
Rachel? Rachel?!

No reply. Up ahead: a LOOKOUT over a river gorge. Batman PUSHES the Batmobile, SPEEDING towards the lookout. Rachel's glazes eyes REGISTER the danger- she TWISTS, PANICKED...

EXT. WOODED PATH -- CONTINUOUS

The Batmobile ROCKETS off the edge of the lookout, over the gorge, FLYING STRAIGHT AT THE FACE OF A WATERFALL.

INT. BATMOBILE -- CONTINUOUS

Rachel SCREAMS as they SPLASH INTO THE FACE OF THE WATERFALL-

INT. CAVERNS -- CONTINUOUS

-AND EMERGE THROUGH THE CURTAIN OF WATER into the BATCAVE.

The Batmobile's ground ANCHORS hook a steel CABLE, spinning an INERTIA REEL bolted to the cave wall, YANKING the car to a halt like a jet landing on an aircraft carrier.

INT. BATMOBILE -- CONTINUOUS

Rachel BOUNCES in her seat. PASSED OUT.

INT. BATCAVE -- CONTINUOUS

The canopy of the Batmobile hisses open in three complex sections, like insect wings IMPLODING. Batman LIFTS Rachel from the cockpit, steps down onto wet shale... CARRIES her into the damp blackness of the caverns.

Cloak BILLOWING in his wake, he heads for the GLOW of his work table. Gently lays Rachel on the table. RACKS up the scaffold to his computer station. A CONTAINER sits there with paperwork from Fox. Batman opens it, removes a VIAL. He plugs it into a pneumatic SYRINGE, puts the syringe between his teeth- GLIDES off the scaffold, LANDING beside Rachel. He INJECTS her in the biceps.

Batman steps back, watching Rachel's breathing SLOW.

INT. ABANDONED REFECTORY, ARKHAM ASYLUM -- CONTINUOUS

Gordon surveys the scene: COPS and SWATS dig through the mess, interviewing Inmates and sifting rubble. A DETECTIVE sits in a cell doorway examining Crane's mask. Crane is huddled in the corner, STARING.

GORDON

Is he cooperating?

DETECTIVE

If by cooperating you mean chewing his way through three sets of restraints, then yes, he's cooperating. Did we catch the batman?

Gordon tries not to smile.

GORDON

Nope.

A cop hurries over.

COP

Sir, there's something you should take a look at...

INT. DERELICT BATH HOUSE, ARKHAM ASYLUM -- CONTINUOUS

Tiled baths and hydrotherapy equipment. A POOL in the center. The Cop leads Gordon to the edge... A massive HOLE has been dug through the bottom.

Dozens of ALUMINUM BARRELS sit alongside. Gordon climbs down, PEERS into the hole... A TORRENT of water runs at the bottom.

GORDON
Looks like they tapped the mains...

Gordon looks at the dozens of aluminum *barrels*. Realizing.

GORDON (CONT'D)
Get me somebody at the water board!

INT. BATCAVE -- LATER

Rachel's eyes flicker open to the cavernous damp darkness. She sees BATS banging high above. CLOSES her eyes again.

RACHEL
(under her breath)
Oh. My. God.

BATMAN (O.S.)
How do you feel?

His voice ECHOES as if spoken from all shadows at once.

RACHEL
(hoarse)
Where are we?

Nothing.

RACHEL (CONT'D)
Why did you bring me here?

BATMAN
If I hadn't... your mind would now
be lost. You were poisoned.

Rachel thinks..., concentrating..., remembering.

RACHEL
I remember... nightmares. This...
face, this... *mask*.
(realizes)
Crane. It was Crane-

Rachel STRUGGLES off the table, trying to stand.

RACHEL (CONT'D)
I have to tell the police- we've got-

She SLIPS- Batman is there, CATCHING her.

BATMAN
Rest. Gordon has Crane.

In his arms she looks up at him- he lays her gently back onto the table. Retreats into shadow.

RACHEL
Is Sergeant Gordon your friend?

BATMAN
I don't have the luxury of friends.

Rachel watches this dark shadow hover just outside the light.

RACHEL
Why did you save my life?

BATMAN
Gotham needs you.

RACHEL
And you serve Gotham?

BATMAN
I serve *justice*.

Rachel STARES at the solitary shadow. Fascinated. Pitying.

RACHEL
Perhaps you do.

Batman steps into the light. Holding a pneumatic syringe and two vials. Rachel stares at him.

BATMAN
I'm going to give you a sedative.
You'll wake up back at home...

Batman holds up the two vials.

BATMAN (CONT'D)
And when you do, get these to Gordon,
and Gordon alone. Trust no one.

RACHEL
What are they?

BATMAN
The antidote. One for Gordon to
inoculate himself, the other to start
mass-production.

Batman hands Rachel the vials. She looks at him, curious.

BATMAN (CONT'D)
Crane was just a pawn. He was working
for someone else.

RACHEL
 (remembering)
 Ghul... something Al Ghul...

BATMAN
Ra's Al Ghul. It's not him. He's
 dead.

RACHEL
 How do you know?

BATMAN
 I watched him die.

Batman approaches with the syringe. Rachel offers her arm. Batman injects her. Her eyes close. Batman removes his cowl. Wayne stands above the sleeping Rachel. Stares at her for an inexpressibly lonely moment.

INT. BATH HOUSE, ARKHAM ASYLUM -- CONTINUOUS

Gordon is on the phone-

GORDON
 Someone's been dumping a dangerous
 contaminant into the supply from
 this location for days, maybe weeks-

INT. CONTROL ROOM, WATER BOARD -- CONTINUOUS

Two TECHNICIANS sit there, one on the phone to Gordon. A large screen in front of them maps the water supply of Gotham.

TECHNICIAN
 If that's true then it's already
 spread through the whole system.
 But no one's reported any effects...

INT. BATH HOUSE, ARKHAM ASYLUM -- CONTINUOUS

Gordon looks around, thinking, frustrated.

GORDON
 It must be like chlorine or fluoride-
 harmless to drink, but when you
breathe it it's deadly... look,
 wake up your boss, see if there's a
 way to flush out the system.

Gordon hangs up. Frustrated. Notices something. A large SHIPPING CRATE. He turns to the Cop.

GORDON (CONT'D)
 Open that up.

INT. STUDY, WAYNE MANOR -- EVENING

Wayne emerges from the bookcase. The noise of a PARTY outside the door. Alfred is there waiting, dinner jacket over his arm. Wayne grabs the shirt- dressing hastily.

WAYNE

Rachel's sedated. You can take her home.

ALFRED

Very good, sir.

WAYNE

Is Fox still here?

(Alfred nods)

Tell you staff to stop serving drinks and move everybody on after the cake.

Alfred nods. Wayne moves to the door. Alfred STOPS him. Hands him a towel, gesturing at his face: Wayne is still wearing BLACK MAKEUP around his eyes.

INT. MAIN HALL, WAYNE MANOR -- CONTINUOUS

Hundreds of GUESTS. Music. Tables groaning with food

FEMALE GUEST (O.S.)

There he is!

Guests look up- Wayne WADES INTO the throng, GRINNING and GLAD-HANDING. The band strikes up with "Happy Birthday", Wayne spots Fox at the buffet.

EXT. SIDE ENTRANCE, WAYNE MANOR -- CONTINUOUS

As sounds from the party drift over, Alfred gently arranges the unconscious Rachel on the rear seat of the car. He frowns as Rachel's legs get stuck. He looks up to see a PARTY GUEST, cigarette in hand, staring, curious.

ALFRED

(smiles)

A little the worse for wear, I'm afraid.

Alfred YANKS Wayne's gold clubs to one side, Rachel settles.

INT. MAIN HALL, WAYNE MANOR -- CONTINUOUS

Guests are leaving. Wayne works the room, charming, but distracted... heading to Fox.

WAYNE

Any word on that... *item*.

Fox nods, glances around. Leans in, conspiratorial.

FOX

A contact in heavy weapons tipped me off- it's a microwave emitter. It vaporizes water.

Wayne thinks.

WAYNE

Could you sue it to put a biological agent into the air?

FOX

Sure, if the water supply were poisoned before you vaporized it.

Wayne takes this in. Grave. Nods at Fox.

EARLE (O.S.)

Happy Birthday, Bruce.

Wayne turns to Earle.

WAYNE

Mr. Earle, good of you to come.

EARLE

(smiles)

Not everybody thought you'd make it this far.

WAYNE

Sorry to disappoint. How did the stock offering go?

EARLE

Very well- the price soared.

WAYNE

Who was buying?

EARLE

A variety of funds and brokerages... it's all a bit technical- the key thing is, our company's future is secure.

Wayne nods. Gestures to fox.

WAYNE

Have you met Lucius Fox?

EARLE

Of course, Lucius, how are you?

WAYNE

Fox is showing me the ropes down at Applied Sciences... he's a great untapped resource at our company, aren't you, Mr.Fox?

Fox shoots Wayne a look, but Wayne WINKS and moves off.

FOX

He's a good kid.

EARLE

(cold)

Fox, forget about kissing Wayne's ass to get back in- I'm merging Applied Sciences with central archiving and you're top of the early retirement list...

(smiles at reaction)

Didn't you get the memo?

INT. BATH HOUSE, ARKHAM ASYLUM -- CONTINUOUS

Gordon and the other Cops STARE at the MICROWAVE EMITTER.

COP

What the hell is it?

Gordon turns to the SWAT team members.

GORDON

I don't know, but *nobody* gets near it, understand? We're closing the bridges, locking down the whole island.

INT. BEDROOM, RACHEL'S APARTMENT -- CONTINUOUS

Rachel STIRS. On her bed fully clothed. Trying to remember a strange dream. She sees the two vials of antidote sitting on her bedside table. HURRIES to her feet.

INT. MAIN HALL, WAYNE MANOR -- CONTINUOUS

Wayne moves across the party, heading for the study... An ELDERLY SOCIETY DAME grabs him-

SOCIETY DAME

Bruce, there's somebody here you simply *must* meet...

WAYNE

Mrs Delane, I *can't* just now...

She TURNS Wayne to face an ASIAN MAN in his fifties.

SOCIETY DAME

Now, am I pronouncing it right..?

In the Asian Man's buttonhole is a DOUBLE-BLOOMED BLUE POPPY.

SOCIETY DAME (CONT'D)

Mr. *Al Ghul*?

The Asian Man nods. Wayne STARES at him.

WAYNE

You're not Ra's Al Ghul. He's dead.

The Society Dame laughs nervously, confused.

VOICE (O.S.)

But is Ra's Al Ghul *immortal*..?

Wayne TURNS. Standing there. Smiling. Ducard.

DUCARD

Are his methods *supernatural*..?

WAYNE

(understanding)

Or cheap parlor tricks to conceal
your trues identity.., Ra's?

Ducard (THE REAL RA'S AL GHUL) smiles acknowledgment.

DUCARD/RA'S AL GHUL

Surely you don't begrudge me dual
identities?

Ra's Al Ghul walks Wayne through the dwindling party.

RA'S AL GHUL

I've been admiring your work, even
as it's interfered with my plans...

Ra's Al Ghul looks at Wayne with a tinge of sadness.

RA'S AL GHUL (CONT'D)

You were my greatest student...
until you betrayed me.

Wayne notices CERTAIN GUESTS staring at him: members of the
League of Shadows. Wayne looks at the departing Guests.

WAYNE

Your quarrel is with me. Let these
people go.

RA'S AL GHUL

As you wish. But they don't have
long to live- your antics at the
Asylum have forced my hand...

WAYNE

Crane was working for you.

RA'S AL GHUL

His toxin is derived from the organic compound in our blue poppies. Crane was able weaponize the compound. A brilliant scientist, but no visionary. He just wanted money and power-

(smiles)

I told him the plan was to hold the city to ransom... but, in fact-

WAYNE

You're going to unleash Crane's poison on the entire city...

RA'S AL GHUL

(nods, serious)

Then watch Gotham tear itself apart through fear...

EXT. BRIDGE TO THE NARROWS/ARKHAM ASYLUM -- CONTINUOUS

COP CARS BLOCK the bridge. Police in RIOT GEAR, some on HORSEBACK. Rachel argues with a POLICE OFFICER.

POLICE OFFICER

Orders are, no one crosses-

RACHEL

Officer, I'm a Gotham City District Attorney with information relevant to this situation- so let me pass.

Rachel brushes past him. He follows, shaking his head.

INT. LIBRARY, WAYNE MANOR -- CONTINUOUS

Wayne and Ra's enter. The library is empty of guest.

WAYNE

You're going to destroy millions of lives.

RA'S AL GHUL

No. *Billions* of lives. Gotham is just the beginning. The world will watch in terror as the greatest city falls. Anarchy and chaos will spread... mankind will ravage itself, the species will be culled and the balance of nature restored. The planet will be saved for all species.

Wayne stares at Ra's appalled.

WAYNE

You're inhuman.

RA'S AL GHUL

Don't question my humanity, Bruce-
when I found you in that fetid hole
you were *lost*. I *saved* you- I showed
you a path and took away your fear-
I made you what you are.

(stares at Wayne)

And in return... you attacked me and
burned my home...

Ra's looks up at his MEN in the gallery. Nods. The Men
start SETTING FIRE TO THE DRAPES.

RA'S AL GHUL (CONT'D)

Since then, you've used my skills
and techniques to interfere with my
plans, plans in which you were
supposed to play a part...

WAYNE

What part was that, Ra's? To put my
company at your disposal? To obtain
your microwave emitter and plant it
somewhere in Gotham?

RA'S AL GHUL

(smiles, nods)

You were supposed to be Gotham's
destroyer... instead you became her
only protector.

WAYNE

You underestimate Gotham.

RA'S AL GHUL

You underestimate Gotham's corruption-
we've infiltrated every aspect of
the city's infrastructure...

INT. BATH HOUSE, ARKHAM ASYLUM -- CONTINUOUS

Four SWATS are guarding the Emitter. One of them checks his
watch. Gives a signal to the SECOND SWAT who nods and starts
priming the machine... The Third SWAT turns-

THIRD SWAT

Hey! What the hell are you-

PHUUUT. The Fourth SWAT has shot him with a silenced pistol.
Moving with military precision, the three Ninja/SWATS don
gas masks place explosive charges along the wall.

INT. MONORAIL STATION -- CONTINUOUS

The TRAIN DRIVER checks his watch. Hits the INTERCOM.

TRAIN DRIVER (over loudspeaker)
This train is no longer in service.

PASSENGERS groan, get to their feet.

INT. LIBRARY, WAYNE MANOR -- CONTINUOUS

The FLAMES ARE RISING. SMOKE GATHERING at the ceiling...

RA'S AL GHUL
Gotham is helpless without you.
That's why I'm here.

WAYNE
To kill me?

Ra's Al Ghul looks at Wayne. Emotional.

RA'S AL GHUL
To bring you back to us, Bruce. The
world will need great men like you-

WAYNE
To take *power*.

RA'S AL GHUL
This is not about *power*... this is
about saving the planet before man
destroys it with his greed, with his
pollution, with his weaponry...

Ra's holds out his hand. A Ninja THROWS him a SWORD. He HANDS it to Wayne, placing the point at his own throat.

RA'S AL GHUL (CONT'D)
You still doubt me? Apply a few
pounds of pressure... buy your
precious city a reprieve.

Ra's looks into Wayne's eyes with absolute conviction.

RA'S AL GHUL (CONT'D)
Kill me. Then you'll understand how
simple it is to do what's *necessary*.

Wayne holds the sword at Ra's throat. Thinking. Ra's stares at Wayne with absolute conviction.

WAYNE
I will not take life. I will not be
a part of this.

RA'S AL GHUL
But you already are. You've given
Gotham a potent symbol of fear...

WAYNE
I frighten *criminals*.

RA'S AL GHUL
You frighten *everybody*. A giant
vengeful bat? What better apocalyptic
symbol to haunt Gothams' dreams as
panic takes hold?

Wayne stares at Ra's Al Ghul. Pulls the sword away from his
throat.

Ra's Al Ghul looks at him, contemptuous. Pulls at the handle
of his cane, producing a SWORD.

RA'S AL GHUL (CONT'D)
Then die with Gotham-

Ra's STRIKES Wayne's sword from his throat- lays into him,
sword in one hand, CANE/SHEATH in the other-

EXT. ARKHAM ASYLUM -- CONTINUOUS

Gordon turns. Rachel is there. He nods.

GORDON
How are you?

RACHEL
Better. Thank you.

GORDON
Thank the Batman.

RACHEL
I already did.
(reaches into pocket)
He sent me with doses of the antidote
for you...

INT. BATH HOUSE, ARKHAM ASYLUM -- CONTINUOUS

The Ninja/SWATS crouch away from the back wall. One of them
HITS a DETONATOR.

A controlled EXPLOSION BLASTS a large hole in the back wall-

EXT. ARKHAM ASYLUM -- CONTINUOUS

The Cops react to the EXPLOSION- Gordon RACES into the
building...

RACHEL
Gordon, wait!

INT. BATH HOUSE, ARKHAM ASYLUM -- CONTINUOUS

Gordon and his men appear at the door to the room- the Ninja/SWATS are moving the Emitter through the hole in the wall- Gordon OPENS FIRE- the First Ninja/Swat turns to the second, SIGNALS...

The Second Ninja/Swat ACTIVATES the Emitter- A PULSE OF ENERGY RIPPLES FROM THE MACHINE... PIPES/TAPS/DRAINS EXPLODE with pressurized STEAM- Gordon DIVES for cover-

EXT. ARKHAM ASYLUM -- CONTINUOUS

Manhole covers EXPLODE, RELEASING GEYSERS of STEAM. FIRE HYDRANTS EXPLODE, HISSING with steam- Cops hit the deck...

INT. WATER BOARD CONTROL ROOM -- CONTINUOUS

An ALARM SOUNDS- the Technician points at a DOT on the map.

TECHNICIAN
What's *that*?!

SECOND TECHNICIAN
Some kind of pressure under the Narrows... like the water's...
(confused)
...*boiling*.

TECHNICIAN
Did the valves hold?

SECOND TECHNICIAN
Yeah, it's contained. For now.

EXT. BRIDGE TO ARKHAM/NARROWS -- CONTINUOUS

Cops STARE at the cloud of FOG rising from the island.

INT. LIBRARY, WAYNE MANOR -- CONTINUOUS

Ra's throws himself at Wayne with FEROCITY and SKILL- Wayne PARRIES, THRUSTS...

WAVES of flame ROLL across the high ceiling as the great room approaches flashover point...

Wayne PRESSES Ra's back under the gallery... Ra's THRUSTS, OFF BALANCE- Wayne dodges- Ra's goes DOWN- Wayne holds his sword at Ra's throat...

WAYNE
Perhaps you taught me too well.

Ra's looks up at Wayne with a sly smile.

RA'S AL GHUL
Or perhaps you'll never learn-

A section of the BURNING GALLERY DROPS onto Wayne.

RA'S AL GHUL (CONT'D)
-to mind your surroundings as well
as your opponent.

Ra's RISES. Looks down at Wayne, unconscious, PINNED under BURNING TIMBERS. Firelight flickers on Ra's' face as he sheathes his sword/cane.

RA'S AL GHUL (CONT'D)
Rest easy, friend.

Ra's turns, walks out of the flaming library.

EXT. FRONT DOOR, WAYNE MANOR -- CONTINUOUS

Ra's walks out of the burning building. Motions to a Ninja.

RA'S AL GHUL
No one comes out. Make sure.

He walks towards a waiting HELICOPTER. Another Ninja follows.

RA'S AL GHUL (CONT'D)
Is everything ready?

NINJA 2
They created a smokescreen in the
Narrows- and they're moving the
emitter into place for your run.

INT. MONORAIL TRACK ABOVE FOGBOUND NARROWS -- CONTINUOUS

The Train Driver looks down at Arkham as he pulls overhead with his empty train. He STOPS the train above the Narrows.

INT. BATH HOUSE, ARKHAM ASYLUM -- CONTINUOUS

Thick clouds of WHITE FOG fill the room. Gordon is CHOKING...

RACHEL GRABS HIS ARM-

RACHEL
Gordon, it's me! It's Rachel! I
have the antidote! Gordon-

Gordon RIPS his arm away- COUGHING, SPLUTTERING... he STARES into the BLINDING WHITE... TERRIFIED, adrenaline kicking in- Rachel SHAKES Gordon, FUMBLING with the pneumatic syringe.

RACHEL (CONT'D)

Stay calm... I can help you...

Gordon looks at the needle, panicked. Then at her face...

INT. LIBRARY, WAYNE MANOR -- CONTINUOUS

Wayne, unconscious, PINNED by burning timbers, FLAMES RISING.

EXT. SIDE DOOR, WAYNE MANOR -- CONTINUOUS

A Ninja guards the side door, STARING into the flames...

WHACK! He goes down... ALFRED is standing there, nine iron in hand. He looks down at the Ninja.

ALFRED

I sincerely hope you're not from the fire department.

Alfred rushes in to the burning house.

INT. LIBRARY, WAYNE MANOR -- CONTINUOUS

Alfred moves to Wayne, tries in vain to shift the BURNING WOOD from Wayne's chest. He moves to Wayne's face. SLAPS IT, HARD.

ALFRED

Master Wayne! Master Wayne!!

Wayne's eyes flicker open. He PUSHES, but can't move.

ALFRED (CONT'D)

(exasperated)

Sir, whatever is the point of all those push-ups if you can't even-

Wayne GLARES at Alfred, FORCES the weight from his chest.

INT. STUDY -- CONTINUOUS

Wayne and Alfred push through the burning room. Wayne JABS at the flaming piano keys...

INT. WROUGHT IRON SPIRAL STAIRCASE -- CONTINUOUS

Alfred and Wayne CRAWL onto the lift.

EXT. WAYNE MANOR -- CONTINUOUS

The burning house COLLAPSES..

INT. WROUGHT IRON SPIRAL STAIRCASE -- CONTINUOUS

Smoke and flame EXPLODES through the passage- Alfred YANKS the lever DROPPING them out of the heat- they SPEED DOWN...

INT. BATCAVE -- CONTINUOUS

LANDING HARD. Smoldering. Wayne STARES up the SPIRAL: high above, SPARKS and firelight. The CRASH of collapsing TIMBERS echoes down as WAYNE MANOR DIES. Tears form in Wayne's eyes.

WAYNE

(whispers)

What have I done, Alfred? Everything
my family... everything my Father
and his father built...

Alfred struggles to pull himself to a standing position.

ALFRED

(hoarse)

The Wayne legacy is more than bricks
and mortar, sir.

Wayne stares up at the glowing shaft. Lost in his despair.

WAYNE

I thought I could... help Gotham...
but I've failed...

Alfred makes a futile show of dusting down his jacket.

ALFRED

And why do we fall, sir?

Wayne looks at Alfred's bruised, smudged, yet dignified face.

ALFRED (CONT'D)

So that we might better learn to
pick ourselves up.

Wayne looks up at his old friend.

WAYNE

Still haven't given up on me?

Alfred offers him a trembling hand.

ALFRED

(conviction)

Never.

Wayne takes Alfred's hand. Gets up.

EXT. THE FOGBOUND NARROWS -- CONTINUOUS

Ninjas in gas masks move the Emitter into position UNDER THE MONORAIL TRAIN. They bind it into a HOIST.

EXT. THE NARROWS -- CONTINUOUS

Rachel injects Gordon. He stares into her eyes, questioning.

RACHEL
Breathe. Just breathe.

NOISES draw Gordon's frightened eyes to shape of COPS choking on the fog, SHOUTING. FIGHTING. Rachel pulls Gordon to his feet- heads for the hole in the wall...

RACHEL (CONT'D)
Come on.

EXT. BRIDE TO ARKHAM/NARROWS -- CONTINUOUS

Loeb and a LIEUTENANT get out of a car at the blockade. Starring across: FOG HANGS OVER THE ISLAND.

LOEB
What in God's name is going on in there?

EXT. THE NARROWS -- CONTINUOUS

As Rioters FLIT past through the fog either side, Rachel DRAGS Gordon into a doorway... She looks up into the fog. Sees the Ninjas hoisting the emitter up to the monorail...

INT. FOGBOUND ARKHAM ASYLUM -- EVENING

An INMATE at the window of his cell. A CLUNK- he turns- his cell door is OPEN. He looks out into the corridors...

INT. MIST-FILLED CORRIDOR, ARKHAM ASYLUM -- CONTINUOUS

Crane, in ScareCrow mask, RINGS down the corridor, LAUGHING, unlocked each door in turn.

INMATE
(to himself)
Scarecrow.

Inmates emerge from their cells, confused.

INT. THE BATCAVE -- CONTINUOUS

CLOSE ON: black scalloped GAUNTLETS thrust onto purposeful hands. A dark CLOAK whipped around strong shoulders. A graphite COWL placed over an implacable face.

A DARK FIGURE swallowed by the gloom. BATS flutter as an ENGINE ROARS to life...

EXT. WATERFALL -- CONTINUOUS

MOVING IN on water tumbling hypnotically...

The Batmobile EXPLODES through the water, ROCKETING onto the opposite bank.

INT. HELICOPTER ABOVE FOGBOUND NARROWS -- CONTINUOUS

Ra's Al Ghul puts on a gas mask as the helicopter descends.

EXT. FOGBOUND NARROWS -- NIGHT

Rachel sits up from Gordon. Hears something: a DRAGGING NOISE behind her. She turns, stepping away from Gordon...

A HORSE emerges from the fog. Crane is riding; in Scarecrow mask. DRAGGING along behind, boot caught in the stirrup, a dead MOUNTED POLICEMAN. CRANE TURNS TO RACHEL.

RACHEL

Crane!

Crane shakes his head.

CRANE

(hisses)

Scarecrow.

EXT. BRIDGE TO ARKHAM/NARROWS -- CONTINUOUS

Loeb with a LIEUTENANT, watching the fog hang over the island.

They head a massive ENGINE, turn, BLINDED by headlights... the Batmobile RACES at the cordon, SHOOTS over the cars, clipping the roofs, Cops DIVING out of the way...

EXT. ALLEY, FOGBOUND NARROWS -- CONTINUOUS

The too-wide Batmobile RIPS metal sheets and drywall from both sides of the tiny alley- RIOTING INHABITANTS run SCREAMING- the Batmobile is heading for a dead end...

EXT. COURTYARD, FOGBOUND NARROWS -- CONTINUOUS

Crane GALLOPS towards Rachel and Gordon and STOPS. Rioters emerge behind them... he REARS UP to STAMP RACHEL AND GORDON-

Rachel fires her taser, plugging Crane in the face- he JERKS, SPASM- the HORSE BOLTS, THROWING him, DRAGGING HIM OFF INTO THE FOG..

Rachel watches him disappear. Then sees the Lunatics closing in on all sides...

The Batmobile SMASHES THROUGH THE WALL- Lunatics closing in on all sides...

The Batmobile opens- Batman emerges- runs to Rachel...

A BRICK smashes into Batman's head. He TURNS to the Rioters STARING at him, TERRIFIED. Batman RISES in the mist... to their eyes:

Batman is a twelve-foot shadowy devil with WINGS...

They fling bricks, bottles, fighting off the demon. Batman GRABS Rachel, FIRES his grappling gun up into the fog... it finds purchase- they SHOOT UP FROM THE MOB-

EXT. ROOFTOP -- MOMENTS LATER

Batman sets Rachel down, looks out at Gotham: the Narrows below steaming, burning, screaming. The rest of Gotham WAITS.

BATMAN

They're going to unleash the toxin on the entire city. I have to find the microwave emitter...

RACHEL

They were lifting a machine up to the tracks...

Batman TURNS to face Rachel, realizing-

BATMAN

Of course- the monorail. The track runs directly over the water mains...

Batman turns to the city, stares at the wide sweep of the monorail tracks. The "spoke" that lead in to Wayne Tower...

BATMAN (CONT'D)

He's going to drive that thing straight into Wayne Tower and blow the main hub, creating enough toxin to blanket the entire city...

INT. MONORAIL TRAIN -- CONTINUOUS

Ra's Al Ghul climbs onto the train with three MASKED NINJAS. The narrow-band emitter fills the front car. Pulsing with energy. Ra's moves to the driver's position...

EXT. THE NARROWS -- CONTINUOUS

Gordon looks up- the train moves overhead... as it passes, manhole covers EXPLODE in its wake, sending up fresh GEYSERS of STEAM... Gordon watches the train go... starts RUNNING...

INT. CONTROL ROOM, WATER BOARD -- CONTINUOUS

ALARMS sound- the Technician looks at the map- lights FLASH.

SECOND TECHNICIAN

What's that?

TECHNICIAN

The pressure's increasing... and it's... *Moving.*

EXT. ROOFTOP -- CONTINUOUS

Batman stands at the edge- looks at the IMPOSSIBLE DROP to the moving monorail train...

RACHEL

Wait!

Batman TURNS. Rachel stares at his eyes in the black cowl, reaches up to his face.

RACHEL (CONT'D)

You could die. At least tell me your name.

Batman turns. Looks back at her.

BATMAN

It's not who I am *underneath*...
(touches his chest)
But what I *do* that defines me.

Rachel steps forward, recognizing her own words, REALIZING-

RACHEL

Bruce-

But he is already FALLING...

EXT. OVER GOTHAM -- CONTINUOUS

Batman FREE FALLS, cloak flapping, sliding his gloves into the activating pockets...

The cloak goes RIGID- SMASHING THE WIND LIKE A PARACHUTE... Batman's arms CONTROL his cloak, not simply arresting his fall, but GLIDING GRACEFULLY like a hand glider...

He eyes the moving train and NOSES DOWN, ACCELERATING-

INT. MONORAIL TRAIN -- CONTINUOUS

Ra's pulls off his mask, watching the city speed around him.

INT. SEDAN ON THE BRIDGE TO THE NARROWS -- CONTINUOUS

Flass is in the driver's seat, eating. Gordon opens the door GRABS him-

FLASS

What the-?

-FLINGS him out onto the asphalt- PEELS OUT...

EXT. GOTHAM -- CONTINUOUS

Batman STREAKS DOWN, CUTTING through the STEAM GEYSERS shooting up in the train's wake... the train SPEEDS through a station- Batman BANKS SHARPLY around the building...

INT. CONTROL ROOM, WATER BOARD -- CONTINUOUS

The Technician stares at the map: BLINKING LIGHTS reach CLOSER AND CLOSER to Wayne Tower...

SECOND TECHNICIAN
Pressure's building at the hub-

TECHNICIAN
Open all the run-off valves!

SECOND TECHNICIAN
They're already blown!

The Technician, worried, looks at a PRESSURE GAUGE: the NEEDLE is moving steadily HIGHER, towards the RED ZONE...

EXT. MONORAIL TRAIN -- CONTINUOUS

The track ahead passes into an office building- Batman noses down- trying to get down onto the train before it reaches the building... Batman gets OVER the back of the train-it's at the mouth of the tunnel- he COLLAPSES his cloak- DROPS onto the train just as it BLASTS into the building-

INT. TRAIN -- CONTINUOUS

Ra's hears a THUMP. He nods at his Ninjas. They move into the rear car, COCKING machine guns...

EXT. TRAIN -- CONTINUOUS

Batman lies on the roof- the train SPEEDS through the CANYONS of downtown Gotham... BULLETS tear through the roof, several HIT BATMAN- JOLTING him loose, spinning his SIDEWAYS-

INT. TRAIN -- CONTINUOUS

The ninjas see a SHADOW FALL FROM THE ROOF. One of them sticks his head up to check: nothing but fresh bullet holes.

At the Ninjas' feet, UNNOTICED, a GRAPPLING HOOK sticks through the FLOOR of the train-

EXT. SURFACE STREETS BELOW THE MONORAIL -- CONTINUOUS

A small CROWD outside a store watch news on stacked T.V.'s. The train STREAKS overhead. People look up, SHOCKED to see-

Batman HANGING FROM THE TRAIN BY HIS GRAPPLING CABLE, FLYING ALONG, 15 feet in the air, dodging STOPLIGHTS and AWNINGS...

The Train crosses over a busy intersection- Batman FLIES over CARS, between tall TRUCKS... behind him, in the train's wake, manhole covers EXPLODE, fire hydrants BURST...

Batman STRUGGLES to fasten his grappling gun into his utility belt, but he's being TOSSED too violently...

Up ahead: more of Ra's Al Ghul's Ninjas ride in a truck, preceding the train, guarding the monorail supports.

EXT. STREET BELOW THE MONORAIL -- CONTINUOUS

In the truck, a Ninja puts a rocket-propelled grenade launcher on his shoulder, sighting Batman- the others aim their guns.

A CURVE in the truck sends Batman SWINGING UP into the glass facade of a building, SMASHING ALONG THROUGH forty feet of plate glass... he clears the glass, looks ahead- sees the truck in his path, WEAPONS TRAINED ON HIM...

The machine guns open up- the TRIGGER of the RPG is SQUEEZED-

BLAM- with a SHUDDER the truck is KNOCKED SIDEWAYS by a SPEEDING unmarked sedan- the grenade MISFIRES into the cab...

GORDON is at the wheel of the unmarked sedan- he DUCKS DOWN- the truck EXPLODES... Batman FLIES THROUGH THE FLAMES...

On the other side, the track DEAD ENDS at another tunnel...

Gordon looks up in time to see Batman LATCH the grappling gun into his belt- SHOOT UP, SKIRTING the lip of the tunnel...

INT. TRAIN -- CONTINUOUS

Batman JUMPS into the rear car- FIRES his grappling gun at a Ninja's leg, YANKS him DOWN...

Ra's glances back from the front car, but can't see clearly.

Batman DOWNS a Ninja with an ELBOW to the head. LEAPS for the door between cars- a Ninja in the front car LOCKS it-

SMASH- Ra's TURNS to see Batman at the rear door, glass falling from the window, hands around the Ninja's THROAT...

RA'S AL GHUL

You!

Batman DROPS the Ninja. LEADS UP out of sight.

INT. CONTROL ROOM, WATER BOARD -- CONTINUOUS

ALARMS: The technician watches the blinking lights move CLOSE to the HUB... the pressure gauge needle tips into the RED-

FIRST TECHNICIAN
Everybody out! Out of the building!!

SECOND TECHNICIAN
But-

FIRST TECHNICIAN
We're *sitting* on the hub- she's gonna
blow and blow big, understand?

EXT. MONORAIL TRAIN -- CONTINUOUS

Batman moves forward along the roof, cloak FLAPPING madly behind. Wayne Tower visible up ahead, the train STREAKING DIZZYINGLY through the tight CANYONS of Gotham...

Ra's Al Ghul climbs up onto the roof at the front of the train. Standing tall before Gotham, long coat blowing around his legs. He marvels at Batman.

RA'S AL GHUL
You took my advice about theatricality
a bit literally, don't you think?

He draws his sword from his cane. Batman LUNGES at Ra's, who SWINGS his sword at him- Batman PARRIES with his gauntlet, SPARKS striking off the metal scallops.

The train SHOOTS through a building, the airflow WHUMPING down on the duelists...

Ra's SWINGS his cane- Batman TRAPS it in his scallop- TWISTS his arm- sends the cane SPINNING away.

RA'S AL GHUL (CONT'D)
Familiar...

Ra's THRUSTS his sword at Batman's chest, Batman DODGES left, dangerously close to the EDGE. He DUCKS at Ra's, who KNEES him sideways, SWINGING him at the FRONT EDGE of the train...

Batman REGAINS FOOTING- Ra's STRIKES DOWN at his head... Batman CROSSES HIS ARMS, CATCHING THE SWORD in the scallops of BOTH gauntlets, HOLDING FAST...

RA'S AL GHUL (CONT'D)
Don't you have anything *new*?

BATMAN
How about *this*?

Batman YANKS his ARMS in OPPOSITE directions, BREAKING RA'S AL GHUL'S SWORD IN TWO.

Ra's STUMBLES back, loses footing, SLIPS onto the roof, SLIDING back toward the rear...

Batman looks ahead to Wayne Tower approaching...

INT. CONTROL ROOM, WATER BOARD, WAYNE TOWER -- CONTINUOUS

The first technician watches the pressure gauge needle slide up through the red. He CLOSES HIS EYES.

EXT. TRAIN -- CONTINUOUS

Batman leans over the front of train- FIRES his GRAPPLING GUN into the front GUIDE WHEELS- which JAM, SPARKING, GRINDING... cable SPOOLS out of the grappling gun... the train SHUDDERS...

RA'S AL GHUL
(climbing to his feet)
What're you doing?!!

Batman THROWS the grappling gun at the SPARKING guide wheel...

BATMAN
What's necessary.

The guide wheel HITS the grappling gun- BUMPS OFF ITS TRACK...

Ra's DIVES onto Batman- SMASHES him against the roof- the train LURCHES, SCRAPING against the concrete guiderails...

Batman ROLLS Ra's onto the bottom- but Ra's is CHOKING Batman, THUMBS PUSHED DEEP INTO THE FLESH ABOVE BATMAN'S NECKPIECE...

Batman STRUGGLES uselessly against Ra's Al Ghul IRON GRIP...

RA'S AL GHUL
Are you afraid?!!

Ra's looks up at Batman's DYING eyes... Batman's hands STOP PUSHING against Ra's...

BATMAN
(choked)
Yes..

...and slip down his cloak to the activating pockets-

BATMAN (CONT'D)
...but not of you.

The cloak goes RIGID- CATCHES THE WIND- like pulling a rip cord- Batman YANKED from Ra's Al Ghul's hands, INTO THE AIR...

Ra's SCREAMS as he rides the train OFF THE MONORAIL...

CRASHING DOWN INTO WAYNE PLAZA- DIGGING THROUGH THE CONCRETE- METAL SHREDDING, MARBLE SHATTERING, DUST CLOUDS FLYING, PARKED CARS EXPLODING...

The Train has disintegrated into burning rubble just short of the entrance to Wayne Station...

INT. CONTROL ROOM, WATER BOARD, WAYNE TOWER -- CONTINUOUS

The Technician opens one eye. Then the other. And starts breathing again.

EXT. WAYNE PLAZA -- CONTINUOUS

Massive fiery destruction. And above it all-

Batman SOARS in a high bank, riding the thermals, staring down at Ra's Al Ghul's funeral pyre...

And we-

DISSOLVE TO:

EXT. WAYNE PLAZA -- MORNING, DAYS LATER

Construction CREWS clear the RUBBLE, Lucius Fox, in hard hat, supervises. Earle approaches, livid. Fox spots him.

FOX

This is a hard hat area.

EARLE

What are you doing here, Fox? I seem to remember firing you.

FOX

Might be something to do with my new job as head of Wayne Industries.

(off look)

Didn't you get the memo?

Earle stares at Fox, hard.

EARLE

Whose authority?

Fox points at Wayne's Rolls Royce idling nearby. Earle strides towards it. Fox quietly smiles, turns to his work.

INT. ROLLS -- CONTINUOUS

Earle is BANGING on the window. Wayne rolls it down.

EARLE

You think you have authority to decide who runs this company, Bruce?

WAYNE

It is *my* company.

EARLE

Not anymore. Wayne Industries went public a week ago-

WAYNE

And I bought most of the shares. A controlling interest, in fact.

(off look)

Through various charitable foundations, trusts and so forth...

Alfred is smiling in the front seat.

WAYNE (CONT'D)

Look, it's all a bit technical, but the important thing *is*... *my* company's future is secure.

Earle is speechless. Wayne smiles. The Rolls pulls away.

EXT. GROUNDS, SMOKING RUINS OF WAYNE MANOR -- DAY

WORKERS sift through the smoking ruins, supervised by Alfred.

INT. ORANGERY -- CONTINUOUS

Soot-stained glass crunches underfoot as Rachel picks her way through the smoking remnants of the greenhouse.

EXT. DISUSED KITCHEN GARDEN -- CONTINUOUS

Rachel finds Wayne hammering a board across the disused well. He looks up at her. She approaches. He turns to the well.

WAYNE

Do you remember the day I fell?

RACHEL

Of course.

Wayne looks down at the black gap yet to be covered.

WAYNE

As I lay there, *I knew*... I could sense it...

RACHEL

What?

WAYNE

That things would never be the same.

RACHEL

What did you find down there?

Wayne picks up another board.

WAYNE
Childhood's end.

Wayne places the board over over the gap. Closing the well.

EXT. SMOKING RUINS OF WAYNE MANOR -- MOMENTS LATER

Wayne walks Rachel past the ruins.

RACHEL
The day you left Gotham... the day
Chill was murdered... I said terrible
things.

WAYNE
True things. You made me see that
justice is about more than my own
pain and anger.

RACHEL
Well, you proved me wrong.

WAYNE
About what?

RACHEL
Your father would be proud of you.
Just as I am.

Wayne looks at her, emotion rising. He takes Rachel in his arms and they kiss, passionately... desperately.

They break, Wayne looks into Rachel's eyes, hopeful. But she gently shakes her head.

RACHEL (CONT'D)
(soft)
Between Batman and Bruce Wayne,
there's no room for me.

WAYNE
Rachel, this life I chose... I can
give it up.

Rachel reaches up to his face with her hand.

RACHEL
You didn't choose the life, Bruce.
It was thrust upon you, the way
greatness often is. You've given
this city hope- now she's depending
on you. We all are.

Wayne looks at her. Aching. He nods.

RACHEL (CONT'D)
Good-bye, Bruce.

She walks away. Stops. Turns. Points at the ruins.

RACHEL (CONT'D)
What will you do?

Wayne looks at her. Glorious purpose in his eyes.

WAYNE
I'm going to rebuild it just the way
it was. Brick for brick.

Rachel nods. Walks off. Wayne stares after her. Alone...

But Alfred is at Wayne's shoulder. Watching his gaze.

ALFRED
Just the way it was, sir?

Wayne turns to Alfred.

WAYNE
Yes, why?

They stroll, side by side, towards the smoking ruins.

ALFRED
I thought we might take the
opportunity of making some
improvements to the foundation.

WAYNE
In the south east corner?

ALFRED
Precisely, sir.

DISSOLVE TO:

*The irregular SHADOW of a BAT SYMBOL cast up onto turbulent
clouds... and we are-*

EXT. ROOF, POLICE STATION -- NIGHT

Gordon sips coffee from a styrofoam cup. Beside him- an
upturned spotlight with a METAL STENCIL bolted to it.

A dark FLUTTERING, and Batman is standing the other side of
the spotlight. He reaches out, taps the stencil.

BATMAN
Nice.

GORDON
(crushing his cup)
Couldn't find any mob bosses to strap
to the light.

Gordon kills the searchlight. The two men stand opposite each other in the dark.

BATMAN

Well, Sergeant?

GORDON

It's *Lieutenant*, now. Commissioner Loeb had to promote me. And he had to disband the task force hunting you. Amazing what saving a city can do for your image.

BATMAN

Then things are better.

GORDON

(nods)

You've started something- bent cops running scared, hope on the streets...

Gordon leaves his sentence hanging between them.

BATMAN

But?

GORDON

But there's a lot of weirdness out there right now... the Narrows is *lost*... we still haven't picked up Crane or half the inmates of Arkham that he freed...

BATMAN

We will. Gotham will return to normal.

GORDON

Will it? What about escalation?

BATMAN

Escalation?

GORDON

We start carrying semiautomatics, *they* buy automatics... we start wearing kevlar, *they* buy armor-piercing rounds...

BATMAN

And?

Gordon leans closer to Batman. Points at him.

GORDON

And... you're wearing a *mask* and jumping off rooftops...

Gordon fishes in his pocket.

GORDON (CONT'D)
Take this guy...

He pulls out a clear plastic evidence bag.

GORDON (CONT'D)
...armed robbery, double homicide...

Inside the clear plastic bag is a PLAYING CARD.

GORDON (CONT'D)
Got a taste for theatrics, like you...

Gordon hands Batman the bag.

GORDON (CONT'D)
Leaves a calling card.

Batman turns the card over.

It is a JOKER.

BATMAN
I'll look into it.

He steps up onto the balustrade. Gordon looks at him.

GORDON
I never said thank you.

Batman looks out at the lights of Gotham. Cloak billowing around him.

BATMAN
And you'll never have to.

Batman DROPS from the rooftop, GLIDING on the night wind.

Gordon smiles. He can't help it.

FADE OUT.

CREDITS.

END.