

BATMAN: SHADOWS OF A BAT

By

Jedd Merton

Original Concept

Based upon characters appearing in comic books
published by DC Comics

Batman created by
Bob Kane

merton2011@hotmail.co.uk
jedderik@hotmail.com

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BLACK. Distant RUMBLING draws near. Gets LOUDER.

FADE IN:

Vivid rays of white light shoot through black. Illuminates the silhouette of a blurry image: a bat-symbol.

Thunder BOOMS as lightning bulldozes through it. Symbol SHATTERS, dispensing hundreds of bats. They SHRILL and scatter, flying straight into: a jet-black sky.

Lightning rips through a VORTEX of clouds. Rain falls in sheets. Showers a large and ominous metropolis.

EXT. CITYSCAPE - NIGHT

The city's bleak. Thick air carries SOUND of car HORNS and harsh VOICES. A GUNSHOT, followed by SIRENS; a common occurrence.

Police choppers soar above, searchlights crisscross in darkness. Danger around every corner. Deep in the bowels of...

EXT. GOTHAM CITY - NIGHT

A sprawling, gothic and industrial admixture of heavy brickwork and tall windows. Steam rises from manholes. Litter covers the streets, an unwelcome sight.

An elevated railway stretches over the city. Enveloped between 1950s skyscrapers. Spires stab the clouds: a glorious, breathtaking sight, where the rich and powerful overlook the squalor below.

EXT. OLD TOWN - NIGHT

Decayed. Hell on earth. Three steps shy of full on Dystopia. Assaults the senses. Garish neon. Crack dens. Whorehouses and sleazy bars besiege the streets. The dregs of society loiter in shadows.

UNMARKED SEDAN

Parked across the street. Neon reflects in the driver's window. Reveals a dark figure.

INT. SEDAN - NIGHT

Behind the wheel, the weary face of LT. JAMES GORDON, a sharp, impartial cop in his forties. He's seen a lot in his years. He wears an off-the-rack suit, his weatherworn trench coat is as wrung out as its owner.

His eyes are sapped. He sips on coffee. Watches the streets.

GORDON'S POV of disheveled sidewalks and shady figures ambling past iron-gated storefronts and trash-strewn alleys.

GORDON (V.O)
(monotone)
Eighteen months I've been here, and
not a day goes by when I don't hate
every minute of it...

Head straight. Only his eyes move. Gordon checks his watch. It reads: 03:34am.

GORDON (V.O)
A cesspool of human waste. Junkie
teenagers one night, Gangbangers
the next. You never know what
you're gonna face in Old Town.

Gordon's gaze lingers across the street: a large, old-world establishment lights up the sidewalk. In pink neon, it reads: 'LADIES PEEL. ADULTS ONLY.'

GORDON'S LENGTHY POV of two WHORES clawing at a HUSTLER on sidewalk.

GORDON (V.O)
Every guy in the city knows you
never con a working girl. And as
for us cops, well, you never
interfere.

GORDON'S SAME POV of whores PIMP pulling them away.

GORDON (V.O)
The boys at the station place bets
on what crime comes next. It takes
the edge off but, I play no part.

Gordon drinks. Beside him, on the passenger seat is a stack of manila folders and a two-way radio. Through passenger window -- two shadows creep in an alley. Gordon reacts, his stern eyes narrow.

EXT. ALLEY/OLD TOWN - NIGHT

Two punks stand over a young man, bruised and sobbing. Punks laugh as they pry through a bag. They stop, sensing something. A shadow looms over them -- Gordon.

He sits on the hood of his car. His hateful eyes level on the punks, who hold their ground, getting pumped; they see no threat in an intrusive middle-aged man with glasses. Gordon holds his stare, shakes his head.

GORDON (V.O)
 Criminals are getting younger, and reckless. Each one more gutsy than the last. They attack in numbers. They target the helpless.

The punks advance, ignoring Gordon's silent warning:

Gordon pulls back his coat, flashes a police badge, accompanied by a standard police issue Glock 9mm. The punks waver.

GORDON (V.O)
 It's not the shield they fear. It's that chunk of metal on my hip. Thirty ounces of death.

Sunken eyed and slack-jawed, the punks backtrack. They drop the bag and flee. The young man limps from the alley. Gathers his bag and smiles at Gordon.

GORDON
 Go home.

The young man doesn't hesitate. He takes off. Gordon frowns.

INT. GORDON'S SEDAN - NIGHT

Gordon slams his door. Rubs his eyes. Pulls his gun from his belt, sets it down beside him.

GORDON (V.O)
 Doesn't matter who you are, fear looks the same on everyone. That fear of death. You can't hide that...
 (beat)
 You wanna be a cop in Gotham, you get yourself a gun. You wanna be a good cop, you try not to fire it.

The gun's empty. A loaded clip sits idle beside it. He shifts his gaze back toward the sidewalk --

Bums, junkies and hookers linger in the night. They blend in the shadows. He keys the ignition and pulls out.

EXT. GOTHAM SQUARE/DOWNTOWN - NIGHT

A real lively and upmarket part of Gotham. This isn't the grim, oppressive sight we just saw; there's life, joy, and a glimmer of hope... almost.

Neon ignites the restless, inner city streets. Here, the city's elite come out and play. Horns BLARE. People YELL. Tires SCREECH. Limousines and taxicabs zigzag through gridlock.

INT. GORDON'S SEDAN - NIGHT

At a red light, Gordon watches the nightlife. Checks the time, again. Grows visibly impatient.

GORDON (V.O)
Gotham Square. Where the upper crust flash the green. The only thing these people are guilty of is ignorance.

GORDON'S POV of well-dressed Gothamites waving down taxis on dense, crowded sidewalks.

Gordon pulls out. Drives past fancy bars and restaurants. Intense glows of red and gold shine from a grand theater. A CACOPHONY of noise overpowers the pitter-patter of rain. Radio CRACKLES to life.

POLICE DISPATCH
(through radio)
Attention all units... code three... we've got a one-eighty-seven at Tricorner Yard... please respond...

Gordon dawdles for the receiver.

GORDON
This is Gordon, what's the ten-twenty?

POLICE DISPATCH
Industrial District... off Sullivan Way... over.

GORDON
Roger. En route now. E.T.A, ten minutes.

(CONTINUED)

POLICE DISPATCH

Ten-four.

Gordon holsters the receiver. Checks his watch. It reads:
03:56am.

GORDON (V.O)

And here I thought I was heading
for an early finish...

EXT. GOTHAM SQUARE/DOWNTOWN - NIGHT

Gordon operates through the main drag, passes an alley --
Something's happening: a brawl between five.

EXT. ALLEY - NIGHT

Four against one. THUGS pound a MAN on the ground, he wears
a skullcap. BURLY THUG takes charge.

BURLY THUG

Get your punk ass up!

Burly Thug pulls him to his feet. Tosses him into a
dumpster, CRASH!

PALE THUG wields a blade, poised.

PALE THUG

You messed with the wrong guys,
man.

Burly Thug reaches for The Man, then, without delay, The Man
explodes. Head butts Burly Thug, sends him sprawling.

Pale Thug lunges, The Man sidesteps -- smashes his face.
Pale Thug drops as LANKY THUG swings a bar -- The Man,
spinning, thwarts it with ease, CRACKS him in the jaw, Lanky
Thug stumbles, The Man's balance falters.

VULGAR THUG laughs, watches The Man struggle on his knees;
grows weary.

VULGAR THUG

Getting tired, sweetheart?

Vulgar Thug advances, all smiles. He shadows The Man, ready
to pounce -- The Man stands --

Vulgar Thug slams him against a wall, throws a fist, The Man
ducks, uppercuts Vulgar Thug, CRACK, there goes a rib.

(CONTINUED)

The Man delivers a knee to Vulgar Thug's face, bleeds instantly. The Man bursts with rage. Two jackhammer blows, Vulgar Thug backtracks, in a trance --

The Man doesn't stop; another jackhammer punch ends the fight pronto. Three Thugs unconscious -- Pale Thug staggers to his feet, shaken. He and The Man lock eyes, only one winner here.

PALE THUG

You don't know who you're messing
with asshole.

The Man burns a hole through him, fists taut, on the brink. Pale Thug thinks better of it, then scampers.

The Man's face's bloody, unkempt beard; his jawline, distinguished, chiseled. SIRENS blare. The Man turns, unshaken. Disappears into darkness.

EXT. FACTORY/TRICORNER YARD - NIGHT

LATER. A magnificent bridge overlooks an industrial district. Police tape cordons off a disused factory. Bubbles of red-and-blue twirl in silence as a fleet of cop cars idle outside.

COPS drift outside the derelict building. A car pulls up, Gordon emerges. A rookie cop approaches, wet behind the ears, OFFICER BARNES.

GORDON

What we got?

Gordon approaches two PARAMEDICS, wheeling a gurney. The victim's covered.

OFFICER BARNES

Some shit I've never seen.

Gordon pulls the sheet. Recoils. Stares at the body, studies it. Nods. Paramedics move on. Barnes shrugs. Gordon takes a moment.

GORDON

Anymore inside?

OFFICER BARNES

I haven't cared to check. Just saw
this poor bastard at the door.

Red lettering snakes across rust-covered notice --

SIGN READS: 'JANUS COSMETICS'

Officer Barnes leads Gordon inside.

INT. FORECOURT/FACTORY - NIGHT

Complete darkness. Cold and damp. It lies in ruin. Beams of flashlights stab and crisscross through the labyrinth of machinery.

OFFICER BARNES (CONT'D)

We got the call about an hour ago,
apparently some old-timer was
snooping for a place to stay.
That's when he found them.

Gordon cranes his neck. He spots a FAT COP questioning a homeless vet. Gordon swivels his head back to see two hard-nosed DETECTIVES covering their mouths.

GORDON (V.O)

O'Hara? There's not a lot that
could keep him away.

Officer Barnes stops before a door. Makes way for Gordon, who pulls a flashlight.

INT. CATWALK/FACTORY - NIGHT

A dank, corroded boiler room. Gordon stands on the catwalk of an old staircase. Leans over the railing. Glances down at:

CORPSES

Dozens of them, decomposed; fleshy. The skin's flaccid, withered, a pale waxen complexion with blemishes on the arms and neck.

GORDON (V.O)

This city has officially lost it.

Gordon stands aghast, never seen anything like this.

GORDON (V.O)

It's been coming. We've played the waiting game for months. Since he showed up, the freaks are starting to crawl from the shadows with him.

OFFICER BARNES (O.S)

(muffled)

Sir.

Their teeth and gums: unfolded and rotten. The eyes, augmented. Veins have burst. Gruesome.

(CONTINUED)

GORDON (V.O)
This is the world I live in now.

OFFICER BARNES
Sir?

Gordon returns from thought. Officer Barnes on his heels.

OFFICER BARNES (CONT'D)
After you.

INT. MAINTENANCE ROOM/FACTORY - NIGHT

Gordon stands amidst corpses. He covers his nose. He sidesteps a pool of blood. Strolls past FORENSIC OFFICERS. Cops stand with handkerchiefs, gagging.

Officer Barnes turns away, doubles over, tries not to puke.

OFFICER BARNES
Sorry, sir.

Gordon ignores him. He approaches a stockily built coroner in his thirties, JIM CORRIGAN, he acknowledges Gordon.

CORRIGAN
You moonlighting now?

Gordon teases a half smile.

GORDON
I wasn't getting shot at enough during the day. What we got?

CORRIGAN
Some of these bodies have been here over a month, I don't think it was random either.

Gordon's dubious look echoes Corrigan's own concern.

GORDON
Don't be difficult, help me out a bit.

Corrigan swabs the rotten cheek of a nearby stiff, wears a Janus lab coat.

CORRIGAN
I've found traces of Ethylene Glycol on five stiffs already.

(CONTINUED)

GORDON
Ethylene... that's--

CORRIGAN
--Like antifreeze for your car,
simple right? It's used in nearly
every consumer product on the
market.

Gordon scans the factory. Perceptive.

GORDON
Like cosmetics, you mean?

CORRIGAN
Yeah. It only has a moderate
toxicity level, but when ingested,
it's a slow death.

GORDON
How does it work?

CORRIGAN
It's a systematic agent. It
overrides your organs one at a
time, knocking out your defense
systems over a seventy-two hour
period. It's colorless at room
temperature too, making it hard to
spot.

GORDON
Do the vapors spread?

CORRIGAN
Yeah, especially in confined areas.

GORDON
Can you treat it?

They both scan the darkness around them, silence crawls over
Gordon's skin. He's unnerved.

CORRIGAN
Well, yeah. Ethanol's an effective
antidote, but given the
circumstances, I'd say the poor
bastard was dead the second he
ingested it.

GORDON
Was this an accident?

Corrigan hesitates.

(CONTINUED)

CORRIGAN

Follow me.

Corrigan leads Gordon into a dimly lit storage room.

CORRIGAN (CONT'D)

Brace yourself.

Gordon trains his flashlight, looks inside. Spins on a heel, hand over his mouth, he SPLUTTERS.

CORRIGAN (CONT'D)

I haven't even started with these.

STORAGE ROOM

More corpses; Janus employees, each one wears a mask, it's a horror show. Too many to count. Flies buzz and swarm.

Gordon starts a series of deep, hacking coughs. Corrigan nods at advancing CORONERS.

GORDON

What's with the masks?

CORRIGAN

They're laced with chemicals, stuck to the skin. Looks like they were forced on.

GORDON

Good god...

OFFICER BARNES (O.S)

Lieutenant Gordon!

Gordon turns. He sees:

Officer Barnes, on the catwalk.

EXT. FACTORY/TRICORNER YARD - NIGHT

Gordon exits the factory, shivers. On the heels of Officer Barnes, they approach --

CT. ALLEN, early-fifties; dignified ex-military, beat, exhausted, married to the job.

ALLEN

Gordon. What are you doing?

(CONTINUED)

GORDON
I was in the neighborhood.

ALLEN
Well, what's it like?

GORDON
Like nothing I've ever seen.

ALLEN
Any idea what we're dealing with?

GORDON
The victims are Janus employees,
all of them. They were poisoned.

ALLEN
What about the owner?

GORDON
Dead end. He went temporarily
insane during the lawsuit. He's got
a dozen assault charges to his
name, but he disappeared months
ago.

Allen faces Officer Barnes.

ALLEN
I want an APB put out on this guy,
right away.

OFFICER BARNES
Yes, sir.

ALLEN
He doesn't sneeze or shit without
us knowing, got it?

Officer Barnes paces off. Allen faces Gordon.

ALLEN
And Jim, go home. Get some rest.

Gordon shrugs.

GORDON
Whatever you say.

Gordon reaches his car.

INT. GORDON'S SEDAN - NIGHT

Gordon stares, absentminded. CLAPS of THUNDER. Gordon studies the sky.

GORDON (V.O)

Get some rest, he says. I'll find no rest here. Not in this city. Now this monster has awoke. And I get the feeling that it's just the beginning.

Gordon keys the ignition.

EXT. STREETS/OLD TOWN - NEXT DAY

A rotting neighborhood dwells under an iron sky. Streetlights glow a garish orange.

A police cruiser turns the corner, hums along an empty street. Pulls up beside the mouth of an alley.

A TWEAKER emerges, shuffles onto the sidewalk, sweaty, twitchy. Chews his gums.

An arm in uniform hands tweaker a small bag. He palms a small bundle into the COP'S hand. The cruiser pulls off.

INT. DARK AREA - DAY

Through rain splattered windows, an OBSERVER looks on.

A DRAWN-OUT POV of tweaker as he shuffles off into the alley.

The broad silhouette of a MAN fills the frame. Reveals: a scarred, muscular torso, belonging to: The Man --

The rigid, expressionless face of BRUCE WAYNE, late-twenties, immeasurably tough. On the surface he could exhibit a rugged handsomeness, with a steady, disarming calmness about him.

But through hollow eyes exists the haunting stigma of loneliness, and anger; an enigma, living a solitary existence. Behind him, a slow TICK, repeats.

INT. BEDROOM/WAYNE'S APARTMENT - DAY

A spartan room, the definition of function over fashion. TICKING continues. An old portable TV sits atop a desk. Old worktops cluttered with wires, tools, police scanners.

Wayne disappears past an object on the dresser: the swinging arm of a wooden metronome moves back and forth in perfect synchronization.

Three monitors on a desk, wires travel off-screen. He reaches for a tub of pills, flips the lid and knocks them back.

He switches on the TV, a CNN-TYPE BROADCAST crackles to life. A young ANCHORMAN, orange face, straight out of Malibu, smiles through his pearl teeth.

ANCHORMAN: (V.O.)

--The body of Mr. Robert Martin was found earlier this morning in a dumpster near Park Row. Mr. Martin was scheduled to arrive at county court next week as the prosecution's witness for a double murder involving local businessman--

He changes the channel. His eyes narrow with intrigue as:

A titillating ANCHORWOMAN speaks -- behind her, a photo of Wayne, handsome, smiling. His face, fresh, unblemished and full of promise. A stark contrast to the man we see here.

ANCHORWOMAN:

--And in other news, there's still no word on the current whereabouts of Gotham's very own, Bruce Wayne. It's believed Wayne hasn't been seen since his apparent return 6 months ago. Despite sources saying he's left the country again, Current CEO of Wayne Enterprises Matthew Hagen has stated he's looking forward to welcoming Bruce--

Wayne's heard enough. He switches the broadcast off. Ambles past a wall, reveals: the discovery of a man gripped in obsession; maps, mugshots, newsclips, testimonies, case files.

INT. LIVING ROOM/WAYNE'S APARTMENT - DAY

Wayne enters: one big makeshift command center. On the coffee table:

Homemade police files.

Bags of collected evidence. Fingerprint samples.

He approaches a dusty tarp, hanging from the ceiling. He steps through.

INT. KITCHEN/WAYNE'S APARTMENT - DAY

A conventional kitchen, harshly lit, cluttered with utensils.

Coffee filters and glass cookware hold a concoction of liquids and powders. He examines distilling equipment, reaches for goggles, gently stirs. The beaker bubbles. Expressionless, he leaves.

INT. LIVING ROOM/WAYNE'S APARTMENT - DAY

Wayne, now dressed, wears his skullcap. Slings a duffel bag over his shoulder, stashes equipment inside.

EXT. STREETS/OLD TOWN - EVENING

People amble through a filthy block under gathering clouds.

A shadowy figure comes into focus: Wayne. He drifts in and out of the nightlife, a shadow among shadows, one with his surroundings. No reason, or desire to be noticed.

WAYNE'S POV of a sleazy Old Town sidewalk: full of vagrants and hookers.

EXT. SIDEWALK/OLD TOWN - NIGHT

LATER. Wayne strays, illuminated by neon.

A group of people gather on the sidewalk near an ambulance, they stare at:

A BLOODY BODY

Sprawled on the street. POLICE OFFICERS hold off crowds. Wayne passes, ignoring it. He turns into a far-reaching alley.

EXT. ALLEY/OLD TOWN - NIGHT

Wayne keeps straight. His head turns, but his eyes stay fixed, unblinking, ever feral. He probes the darkness ahead.

He passes charred remains of a car. He stops before a grimy storefront: long out of business. He enters.

INT. ABANDONED SERVICE GARAGE - NIGHT

A dark, spacious room. Filled with worktops and high-shelving. He thumbs a switch, reveals: a sullied space covered with grease and dust.

An Oldsmobile sits in the forecourt, hood popped, engine missing. He passes a shelf of tires.

INT. OFFICE/GARAGE - NIGHT

Wayne squeezes into a cramped office. Moonlight stabs through windows. Wayne opens a large munitions chest and empties the contents of the bag.

A tower of journals and bimonthly's, stacked on a table. Front pages read: "WAYNE ENTERPRISES."

Below it, a subheading: "WAYNE TARNISHES LEGACY."

He kneels before a safe, vault-like. He opens it: bundles of cash, could be millions. He grabs a handful of bonds, stuffs them in the bag.

INT. ABANDONED SERVICE GARAGE - NIGHT

Wayne passes through forecourt. A large metallic body, dismantled, wrapped tightly under tarpaulin, it sits on the hydraulic lift.

A huge tire underneath. Fenders and bumpers, scattered. He stops at mechanic's pit below a hydraulic lift. Thumbs a switch:

Hoist rises, he drops below the lift, into:

MECHANIC'S PIT

Thumbs another switch, a door OPENS, leads him into:

A TUNNEL

Roughly hewn. Held together by steel bracing, big enough to walk through, lit by high-powered gas lamps. It stretches into a narrow walkway, leads to:

INT. SUB-BASEMENT/GARAGE - NIGHT

Overpowering darkness. We SEE the silhouette of Wayne in the flicker of gas lamps behind him. He thumbs a switch:

An overly covert room. Bland furniture and dull colors. Ceiling-high shelves, cluttered with tools.

An elaborate video system in the center, it powers on. Wayne's eyes study the monitors:

Shows choppy surveillance images and footage.

WAYNE'S POV of closed-circuit monitor images. The interior and exterior of a warehouse, the image stabilizes.

He turns, approaches a padlocked closet. Opens it: an array of pain-inducing weapons and gadgets.

A pneumatic grapple gun, coupled with:

Throwing stars, knives and a taser, prototype, still bares a "WAYNE INDUSTRIES" logo. He slides the compartment doors:

A black suit hangs, weaved by Kevlar, shrouded by a long cloak. A demonic mask with narrow openings stares back at him, with scalloped ears. On the chest -- a bat: he reaches for it.

INT. ABANDONED SERVICE GARAGE - NIGHT

Thunder BOOMS. Lightning illuminates the garage.

BLACK BOOTS

Walk across dusty floor, a long cloak billows behind. Boots stop at a set of wheels. The tarp's pulled:

A tall silhouette stands next to a motorcycle, black.

EXT. GOTHAM DOCKS - NIGHT

LATER. Claps of THUNDER echo in the night. Clouds gather, looming over a row of depots bordering the harbor. In the distance, FOGHORNS blare.

A high-end sedan idles outside a warehouse, next to a battered van.

BOATHOUSE

Behind dry-dock, a flag billows in rain-swept sky. Then: drops.

INT. WAREHOUSE/DOCKS - NIGHT

Three-sixty around an expansive warehouse. Armed THUGS move about a flat-bed truck, unloading boxes from a freight container. They load onto pallets.

Among the thugs: JOHN WEAVER, mid-forties, fatigued but mulish looking in a wrinkled suit. He examines the contents of a box, inside:

Packages of white powder, shrink wrapped in bricks. Bundles of hundred dollar bills. He stabs a switchblade through the brick, tests the supply, rubs his nose. Big Thug looks on.

WEAVER

It's clean.

Big Thug seals the lid.

WEAVER (CONT'D)

Get it outta here. The boss wants it shipped to the Bowery as soon as possible.

EXT. GOTHAM DOCKS - NIGHT

A SEDAN

In the undercarriage, a tiny transponder blinks to life. Red light flashes as a SHADOW glides past.

INT. OFFICE/WAREHOUSE - NIGHT

SCRAGGY THUG sits, feet up, cigarette in hand. Choppy security footage records, he ignores it, yawns. A THUD. He stands, grabs a gun. Peers out:

SCRAGGY THUG'S POV of a recessed louver door, swings open. Rain splatters inside.

INT. WAREHOUSE/DOCKS - NIGHT

He edges out, wary.

SCRAGGY THUG

What the hell?

BEARDED THUG stands on a catwalk, watches.

BEARDED THUG

What's up?

(CONTINUED)

SCRAGGY THUG
You open this door?

Bearded Thug shrugs.

BEARDED THUG
Does it look like it.

Scraggy Thug stands in a doorway, scans the darkness outside: sees nothing.

SCRAGGY THUG
Asshole...

A gloved hand drags him into darkness, CRIES echo.

Bearded Thug SPINS on a heel, looks down, trains his gun:

BEARDED THUG
What the hell!

Scraggy Thug's gone.

Weaver and the thugs react. Weaver furrows his brow, probes the shadows. Nods to Ugly Thug, who levels his gun and edges toward the stacks.

Bearded Thug scans the labyrinth of stacks below him:

Above the catwalk, on the joist, something out of focus, moves swiftly: a FIGURE melts into shadows, watching.

BEARDED THUG (CONT'D)
Hey, Starks. You there?

Ugly Thug turns a corner, looks up: Bearded Thug watches, dumbstruck.

UGLY THUG
What the hell's going on?

BEARDED THUG
It's Starks man, he's disappeared--

UGLY THUG
--What's that?

Ugly Thug stops, eyes widen, stares at:

A DARK SHAPE looms above Bearded Thug --

Wings spread, like a bat.

(CONTINUED)

BEARDED THUG

What--

The bat slams atop of him, CRASH! Ugly Thug YELLS, fires. His machine gun CHATTERS.

Weaver snaps his fingers, more thugs approach. They draw weapons from crates, guns and knives. Thugs fan out, sneaking through warehouse stacks.

The Bat sprints along catwalk, legs pumping, dodging bullets, he charges towards:

Two thugs, unaware, visibly nervous. They glance up:

The Bat pounces, growls through clenched teeth. Twinned CRIES ring throughout darkness. Blind GUNFIRE crisscrosses through the darkness.

Weaver backtracks, draws gun. He probes ahead, sees nothing.

WEAVER

What's this shit!

TERRIFIED THUG emerges from the corner, stands aghast.

TERRIFIED THUG

John. There's something--

The Bat rips from the shadows. Grabs Terrified Thug. He's YANKED into darkness. He HOWLS.

Weaver sees it all.

WEAVER

Good god.

Weaver flees toward a sedan, enters. Headlights BEAM. Peels out, bolts from the docks.

The Bat emerges from perpetual darkness, stands under a pool of spotlights; a sight to behold, ICONIC:

Clad in black, cape billowing, fists taut. It's Wayne, dressed as: the BATMAN. He reaches in his cape, pulls a small device, CLICKS.

BATMAN'S POV of a cryptic device, GPS blinks. Heads north.

EXT. GOTHAM DOCKS - NIGHT

Batman looms over THUGS, bound, bloody and beaten. Orange light flickers, fire. Batman leans over Bearded Thug. His eyes, devoid of color or life.

BEARDED THUG

You for real?

A VOICE slices the air.

BATMAN

(gruff)

Where were the drugs going?

Bearded Thug pauses, too long. Batman slams a fist to Bearded Thug's jaw, WHACK! Batman hauls him to his feet.

BATMAN (CONT'D)

You have ten seconds.

BEARDED THUG

OK! Alright -- take it easy man.
I'll tell you everything I know.

BATMAN

Smart move. Now talk.

BEARDED THUG

The Bowery, they were headed to the
Bowery, I think.

BATMAN

Who's Weaver's contact inside the
Police?

BEARDED THUG

I don't know--

BATMAN

--Don't lie to me.

Batman's tone's calm, but bullish.

BEARDED THUG

I, don't know -- I swear. That
scumbag deals with everyone from
cops to dealers, all I know is he
pushes for the mob in places other
cops won't go.

(CONTINUED)

BATMAN

What cops? Give me names--

BEARDED THUG

--I don't know names. Not other cops anyway. Please, I've told you everything I know.

BATMAN

Thank you.

WHAM! Lights out for Bearded Thug. Batman straightens, standing before:

Flames, rising. He pulls a zippo lighter, tosses it on a river of gasoline, coursing through the warehouse.

An EXPLOSION ignites the sky, KA-BOOM! Expressionless, Batman turns and disappears into a crevice between containers.

Headlights. An engine ROARS -- the motorcycle flies from the shadows.

Bearded Thug, bound and gagged, a large envelope tied around his neck.

EXT. GOTHAM STREETS - NIGHT

The sedan careers through gridlock, horns BLARE.

INT/EXT. SEDAN/GOTHAM STREETS - NIGHT

Weaver, angry, panicked. Pulls a cellphone and dials.

WEAVER

Pick up, you son-of-a-bitch!

EXT. GOTHAM STREETS - NIGHT

A blur shoots through busy nightlife, snaking through traffic -- Batman, cape billows, rain beads.

He glances down at the dashboard: a computer generated image of Gotham on a monitor, a red dot blinks as it journeys Northbound.

He adjusts course, guns through a red light, misses oncoming traffic. Horns ECHO.

INT/EXT. SEDAN/GOTHAM STREETS - NIGHT

Weaver glances in the rear view mirror. He gets no answer.

WEAVER

Shit!

Tosses the cellphone.

EXT. GOTHAM STREETS - NIGHT

SIRENS draw near. Weaver turns right at a cross-section: in the b.g., Batman, gaining. He brakes hard and turns right.

Weaver handbrake turns into a long, trash-strewn alley. Scrapes a dumpster as he passes. Batman follows, into:

EXT. ALLEY - NIGHT

Weaver weaves through trash cans and dumpsters --

Batman pursues.

Weaver draws a gun, scowls. Extends his arm and fires --

Batman veers left, dodges gunfire. He reaches in his belt, pulls a spherical package, spikes burst. He hurls it.

Rear tire POPS, smoke rises. Weaver veers out of control, heads straight into:

A dumpster -- CRASH! The windshield SHATTERS, totals the sedan. Steam rises.

INT/EXT. SEDAN/ALLEY - NIGHT

Weaver, bloodied, sits up, winces. Grabs his gun. Pries the door open, squeezes through.

EXT. ALLEY - NIGHT

He scans the alley, sees nothing. Anger grows.

WEAVER

WHERE ARE YOU!

Silence. Weaver pivots, speckles of blood drop from his head. Hastens toward the trunk, pops it: a suitcase. He grabs it.

WEAVER (CONT'D)

Screw this...

(CONTINUED)

Weaver turns, stumbles through a corridor of tenements. He struggles, limping. KA-BOOM!

Weaver's sent reeling. The suitcase opens: CASH showers the alley.

His car's ABLAZE, white powder snows down on charred remains.

Weaver turns, looks in dismay as: cash scatters across wet asphalt road.

He struggles to his feet. SIRENS close in. He limps off.

DRAWN-OUT POV of Weaver as he flees the alley, scans every passage.

Weaver turns, senses danger. Glances up:

A shadow darts across rooftops, quick, nimble.

EXT. ROOFTOPS/ALLEY - NIGHT

Batman glides through domes, trash cans, washing lines and ventilation shafts. Effortless. A hunter, stalks his prey.

EXT. ALLEY - NIGHT

Weaver stifles a gasp, sunken eyed, he moves as quickly as his body allows.

WEAVER

What the hell are you?

He turns right, into: a narrow stretch, sprints toward the mouth of the alley.

EXT. ROOFTOPS/ALLEY - NIGHT

Batman pulls a device from his cloak and levels it: a grapple gun. He fires at a building adjacent to the rooftop.

The barrel HISSES, a nylon cord erupts, whistles through darkness, penetrates solid concrete.

It pops open, the hook expands and metallic claws dig deep into brickwork.

Batman volts into the air, shooting across the cable, he HOWLS.

(CONTINUED)

BATMAN
WEAVER!

Weaver turns in horror, glancing up.

The cord tangles, loosens -- Batman plummets, rain blurs his vision, his arm hooks a window ledge -- CRUNCH! Lands with a CRASH on the roof of an SUV. He rolls, tumbles into trash bags.

EXT. SIDEWALK/GOTHAM STREETS - NIGHT

Weaver emerges on a sidewalk, in a flash, a van pulls up, the side door swipes open: he enters.

EXT. ALLEY - NIGHT

Batman staggers to his feet, scowling. He hurries down the alley, turns the corner as the van bolts off.

Batman stops in his tracks, discouraged. A YELL. He turns -- pedestrians stare. B.g., CRIES across the street. SIRENS close in, whirls of red-and-blue approach.

BATMAN'S POV of a corridor of darkness, the flames simmer. Cherry tops flash.

Batman pauses, assesses his option. He disappears into darkness.

EXT. GOTHAM DOCKS - NIGHT

SIRENS. Columns of smoke rise from the rubble of the warehouse. FIREFIGHTERS wrestle with remaining flames.

BEAT COPS hold back NEWS REPORTERS.

Standing alone, Gordon, coffee in hand, envelope in the other. In b.g., OFFICERS escort thugs into cop cars.

Allen approaches Gordon.

ALLEN
Tell me we got something.

GORDON
I recognize some faces, they're
Falcone's men alright.

ALLEN
And the man himself?

(CONTINUED)

GORDON
Course not.

ALLEN
So we got nothing but a bunch of
small-timers trying to get a score.

GORDON
Not exactly.

Gordon waves the envelope, hands it to Allen.

ALLEN
What the hell's this?

Gordon gestures to Bearded Thug.

GORDON
Found it, on him. It's a detailed
manifest. Cargo, next shipment,
you name it. Seems like it fell
into the wrong hands.

ALLEN
And the property?

GORDON
Belongs to Falcone.

Allen shrugs.

ALLEN
Well, it's a start.

UNIFORMED COPS crack open a crate: guns and drugs pile out.

ALLEN (CONT'D)
And who do we have to thank for
this?

Gordon frowns, gives Allen a deliberate gaze. Allen's
features are stern, knowing.

ALLEN (CONT'D)
(sardonic)
Terrific.

EXT. ALLEY/OLD TOWN - NIGHT

A dark figure ghosts through a grimy alley, cape billows. A low HUM as Batman wheels his motorcycle. He stop outside the garage.

INT. ABANDONED SERVICE GARAGE - NIGHT

Batman parks the motorcycle near a row of engines. Throws a tarp over it and pulls off his mask.

VOICE (O.S)
So this is your life now?

Wayne, in darkness, turns, cat-like reflexes -- a FIGURE sits in shadow. Still.

Wayne thumbs a switch, the room dawdles to a dim light. Wayne's features turn, no longer tense. His knowing glance averts from the figure with an accustomed, unresponsive shrug.

ALFRED PENNYWORTH

Hobbles from the shadows, leans on a cane. He's well traveled, hard-nosed, stern-eyed and sharp. His face's jaded. He wears heavy terrain clothing, built like a man half his age.

ALFRED (CONT'D)
Don't worry. I didn't call the police.

WAYNE
How did you find me?

ALFRED
By the powers of deduction.
You weren't that hard to find,
Bruce.

Wayne glares at Alfred, his veins bulge. There's animosity here. Alfred raises a folder.

ALFRED (CONT'D)
I checked your schedule. Not exactly foolproof.

Alfred drops the file on a table. Wayne ignores it. Alfred examines the grimy, old-world garage.

(CONTINUED)

ALFRED (CONT'D)

I like what you've done with the place.

WAYNE

What are you doing here?

Alfred reflects, glancing back at the folder.

ALFRED

I heard Bruce Wayne returned, then he up and vanished, again. I knew there was a reason behind it, there always is with you, but I can't say I was expecting this.

(beat)

It's been ten years Bruce.

Wayne doesn't respond.

ALFRED (CONT'D)

Don't you think your guardian has the right to know exactly where you are?

Wayne shoots a cold look at Alfred, that hit a nerve.

ALFRED

(off-look)

Okay, so I made some mistakes. You look like you have too, but I never stopped caring. I never stopped worrying about where you were, what you were doing.

WAYNE

Good to know.

Alfred's resigned, lowers his head, avoids eye contact.

ALFRED

Are you gonna at least tell me what the hell's going on? What's all this?

WAYNE

It's got nothing to do with you.

Wayne advances, eyes fixed. Passes Alfred as if he isn't even there. Alfred ponders, anxious. Shuffles on his cane.

(CONTINUED)

ALFRED
Bruce, stop.

Wayne complies, broods.

WAYNE
I have things to do, Alfred.

INT. OFFICE/GARAGE - NIGHT

Wayne tidies up equipment, stores them in cardboard boxes. Alfred limps in, all his weight shifts on his cane.

Wayne undresses, pulls the batsuit apart. In b.g., Alfred reaches for the cowl.

ALFRED
What do you hope to accomplish with this, I wonder.

No response. Wayne opens a closet, full of medicine, antibiotics, tools. Alfred looks on, sets the cowl down, laments.

ALFRED (CONT'D)
Is this it? Is this the great Bruce Wayne I've been left with. The gifted child with the world at his feet, turned a bloodthirsty savage? A criminal.

No response. Alfred moves closer. Wayne takes out bandages, and an insulin. Alfred studies him, sees: a deep laceration on his abdomen.

ALFRED (CONT'D)
You waste a life's inheritance on broken gadgets and a stupid costume, spend your nights beating up punks, to make you feel better. To dissolve all anger.

Wayne faces Alfred, hazy eyes. Expressionless.

ALFRED (CONT'D)
How's that working out for you?

WAYNE
Are you finished?

Alfred presses.

(CONTINUED)

ALFRED

What are you doing Bruce?

Wayne deliberates. Motions to a photo of: Weaver.

WAYNE

You remember that man.

Alfred studies the photo, deep in thought.

ALFRED

I've seen his face...

WAYNE

He's an ex-cop. He had a hand in my parents murders. Turned his back on them for money.

Alfred casts a wary glance.

WAYNE (CONT'D)

All these years I've wanted to hurt him. Make him suffer, as they did. I thought he'd be gone upon my return, but he's still here, still a monster.

Alfred furrows his brow, piercing eyes lock on Wayne.

ALFRED

A monster?

Wayne turns.

ALFRED (CONT'D)

He didn't pull the trigger Bruce. He was exonerated. You say it was him, and I've always believed you...

Wayne listens, intent.

ALFRED (CONT'D)

... but, there's no evidence. No witnesses. No idea what really happened, or his reasons for doing it. So who's the monster here?

WAYNE

You weren't there.

Alfred turns, his anger grows.

(CONTINUED)

ALFRED

I know exactly what happened that night! I remember it like it was yesterday. It haunts my dreams.

Wayne doesn't answer. Alfred drops the photo. Glances up at:

Another wall of crime, almost identical to the one in Wayne's apartment: maps, mugshots, news clips, testimonies, case files.

ALFRED (CONT'D)

So many people. So many enemies.

WAYNE

Weaver's apart of Gotham's underworld. He shadows as a mid-level enforcer, he's the bridge between cop and criminal, working together. Just like they were when my parents were killed. They'll all answer to me.

Alfred looks on, absorbs everything.

ALFRED

A lot of collateral just for one man.

WAYNE

I have to bring this man to justice Alfred. He has to be stopped, whatever the cost--

ALFRED

--We're not talking justice Bruce, it's revenge you want. All this, it's a fantasy, an obsession.

Wayne stands in sweatpants, his body, marred. He faces Alfred.

ALFRED (CONT'D)

Obsession can destroy a man.

Wayne examines Alfred, studies his faulty leg, his expression, clouded, his judgment too.

WAYNE

Speaking from experience.

Wayne turns from Alfred, solemn.

(CONTINUED)

ALFRED

I can't stay Bruce, not here. Not like this.

WAYNE

I never asked you to come back.

ALFRED

Yet here I am.

There's a stare down. Wayne gets as good as he gives.

ALFRED (CONT'D)

If there's anyway I can convince you to stop, I will. I haven't given up on you. Whatever you may think.

Wayne's eyes deceive him. He considers Alfred's words.

ALFRED (CONT'D)

If you need me, for anything. I'll be at the house, where you belong.

Alfred turns to leave. Stops, turns back.

ALFRED (CONT'D)

I've seen and done things that would make your skin crawl, you know this. Don't follow my path kid.

(dejected)

Don't destroy your life. You're better than that. You're better than me.

Wayne's demeanor changes, afflicted. That hit home, a slight crack in the facade.

WAYNE

I have to go.

EXT. PLAZA/GOTHAM PRECINCT - NEXT DAY

A grand, weathered federal building sits in downtown Gotham, hundreds of tall windows. Dozens of Ford Cruisers idle outside.

INT. BULLPEN/GOTHAM PRECINCT - DAY

Gordon, beat, climbs a flight of stairs, enters a large precinct room full of BEAT COPS, DETECTIVES and ADMINISTRATORS. They hustle through enclosed office cubicles, total bedlam.

GORDON (V.O)

Forget the streets, the dark alleys. This is the most dangerous place in the city.

He divides the room upon entry. He ignores them all, passes a mob of UNIFORMED COPS in mid-discussion, AD-LIB BANTER drowns the room, but VOICES soften as Gordon approaches.

GORDON (V.O)

Their eyes are fixed. I'm the talk of the town in here, most days. That's not a good thing.

Gordon enters his office.

INT. GORDON'S OFFICE/GOTHAM PD - DAY

Cramped and unassuming. A stack of case files pile up on his desk: crime photographs, forensic reports, evidence, witness statements and transcripts.

He sits and reads: "TOXIN MURDERS."

He sweeps the bullpen, watching colleagues as they sip coffee and make smalltalk. He rubs his eyes and thumbs through the folder --

Dozens of photos: pale, disfigured victims from the factory.

Two DETECTIVES pass his window, conducting paperwork as they enter, no invitation. DET. ARNOLD FLASS, thirties, shady ex-military. Armed with a bogus smile and an itchy trigger finger.

The other -- DET. BLAKE, forties, out of shape in a wrinkled suit. They stand before Gordon's desk. No greeting, they just watch.

BLAKE

Gordon.

FLASS

The boy scout. Save any cats lately?

(CONTINUED)

They laugh. Gordon shrugs it off, heard it before. Flass scowls at Gordon, leans in. Shows dominance.

FLASS (CONT'D)
Silent treatment.

BLAKE
Like clockwork.

FLASS
How's the makeup murders coming along?

No answer. Flass stalls, studies Gordon.

FLASS (CONT'D)
It's time you got wise, Jimbo.
Christmas on the way, and we could
all use a little extra, if you
follow me.

Blake gestures to the murder files.

BLAKE
You're playing a dangerous game
Gordon, and sooner or later, you're
gonna get hurt real bad--

FLASS
--And that would be terrible for
poor Barbara, and Jimbo junior.

That did it. Gordon's eyes smolder. He glances up, rage
builds. He represses it, unsurpassed control.

GORDON
I've got work to do.

Gordon's tone remains calm. Flass turns to Blake, who shrugs.

FLASS
Whatever -- come on big guy, we've
got rounds to make.

They leave. Gordon holds his gaze, burns a hole in Flass' back.

GORDON (V.O)
Flass. The biggest double-dealing
bastard Gotham's ever known. Only
in a city like this, are the cops
as bad as the crooks.

(CONTINUED)

Gordon frowns.

GORDON (V.O)
You see a criminal in the street,
you walk the other way. You see a
cop, you run.

Gordon returns to the folder. He opens his drawer, taken back by:

A thick envelope, unmarked. He examines it, feels the weight. His knowing gaze averts from it, dismisses it instantly. He throws it in the bin.

GORDON (V.O)
I could put three kids through
college with this money.

He stands, approaches his window, he scans the bullpen: not one eye on him.

GORDON (V.O)
They get heavier by the day. At
least they're persistent.

Allen enters, running on empty. He spots Gordon, taps his watch, points up.

Gordon sighs.

INT. WAITING ROOM/GOTHAM PRECINCT - NIGHT

Gordon sits outside an office, alone. He glares through the corridor window, always watching. In b.g., the door swings open, Gordon stands, he doesn't see:

JOE BRANDEN, mid-thirties, a mountain of a man in full tactical combat gear, with a lean, hard face. He frowns as Gordon bundles into him.

BRANDEN
Watch where you're going cowboy.

Gordon stares at Branden as he nudges past him. His wide shoulders struggle to fit through the door.

Gordon stops outside a door marked: "COMMISSIONER G. LOEB."

INT. LOEB'S OFFICE - NIGHT

An opulent, meticulously well kept office, paperwork abound. At a large desk, dressed conservatively with suit and tie, Commissioner GILLIAN LOEB, sixties.

He has a calm demeanor, cigar in hand, shrouded in smoke. He glances out at the vast city of Gotham, from here, it looks like an achievement. Gordon enters.

GORDON

You wanted to see me, sir?

Loeb turns, flashes a knowing smile. He pulls out a tumbler, swiftly selects a bottle of bourbon and pours three fingers.

LOEB

Ah, good to see you Lieutenant,
please take a seat.

Gordon sits, not saying a word. They exchange awkward glances, Loeb forces a smile. Gordon doesn't return the gesture.

GORDON

Well?

LOEB

Just checking on you old boy.

Loeb takes a drag, blows smoke toward Gordon, who winces.

LOEB (CONT'D)

How's the wife? Can't be long now.

Gordon shoots a look at Loeb.

GORDON

She's fine... she'll be back in a
few weeks.

Gordon's tone's uncomfortable.

LOEB

Excited?

GORDON

Not exactly.

Loeb shuffles in his chair.

(CONTINUED)

LOEB
What's the problem?

GORDON
I wouldn't have my family anywhere
near this city if I could help it.

LOEB
Don't be like that Lieutenant.
There's more to this city than you
think. You should embrace it.

Gordon shuffles, uneasy.

LOEB (CONT'D)
It takes a special type of cop to
work here.

GORDON
(informed)
So I've heard.

Loeb ignores the obvious conjecture in Gordon's words, he
thumps through a stack of paper, ponders, how to proceed?

LOEB
So, where are we on the accident at
that old chemical plant?

Loeb nudges a folder Gordon's way.

GORDON
Accident? Sir, we're dealing with a
serial killer here. Those people at
the factory were murdered.

Loeb shrugs, dismissive.

LOEB
No suspect. No evidence. Could have
been a terrible mishap for all we
know.

GORDON
I've filed for a homicide. We've
got an APB on the owner, as soon as
we hear something, we'll know for
sure.

LOEB
And here I thought you were making
strides in this department. A big
case like this.

(CONTINUED)

GORDON

This isn't as straightforward as you think.

Loeb pauses, tries to piece together a sentence.

GORDON (CONT'D)

But, we have made a breakthrough on the Falcone case.

Loeb gives a tense, fretful shrug.

LOEB

(averse)

Don't overburden yourself Gordon, let's focus on the matter at hand shall we?

GORDON

Sir, we've got Falcone's men at the docks, weapons and drugs in lockup. We've got an entire manifest of shipments flooding in through the harbor every week. The property's in Falcone's name. You can't just sit on this Loeb--

LOEB

--Lieutenant, I strongly urge you to consider the way you address me.

Loeb's face reddens, his veins bulge. Gordon hesitates. He sighs, resigned.

LOEB (CONT'D)

Innocent until proven guilty, detective.

GORDON

And what about the bat?

Loeb shrugs.

LOEB

A fairytale. Nobody's seen him.

GORDON

Falcone's men have. Half of them swear it was him who did it. One man against an entire mob--

(CONTINUED)

LOEB

--A group of delinquents trying to
stash their supply, nothing more.

The redness in Loeb's face lessens. Gordon isn't convinced.

GORDON

You honestly believe that?

Loeb pauses, puffs his cigar.

LOEB

You're the detective Gordon. You
tell me.

Anxiety grips Gordon.

GORDON

Sir, with all due respect, my guys
are on double time, chasing down a
toxin killer and Falcone's mob, and
we're playing catchup to a guy who
wears a costume.

LOEB

What does that tell you?

GORDON

That Gotham's waking up. People are
taking matters into their own
hands, because they're sick and
tired of this city being run by
criminals, and we lose their trust
to get the job done.

Loeb forces another tame smile.

LOEB

Then I suggest you try harder
Lieutenant. Take responsibility of
your men and maybe you'll start
closing some cases, and putting
those responsible behind bars.

Gordon blinks. That hit a nerve, and Loeb sees it. Gordon
bites his tongue.

GORDON

Is that all, Commissioner?

LOEB

For now.

Gordon stands, Loeb keeps his gazed fixed on him as he exits.

EXT. RURAL ROAD/OUTSKIRTS - NIGHT

A dark sedan drives up an old service road, leads to a large industrial site.

EXT. WAREHOUSE/INDUSTRIAL DISTRICT - NIGHT

A line of warehouses and factories sit in a remote and deserted field, heavy industrial facilities surrounded by cyclone fencing.

A gate grinds open, the sedan enters. Pulls up outside the warehouse entrance.

A SHADY FIGURE emerges, wears dark blood-stained overalls and a baseball cap. He pops the trunk: a MAN, middle-aged, gagged and bound.

The Figure drags the man by his collar, hauls him through mud, crosses a steel ramp toward large hangar-like doors. The doors rise, SCREECHING.

INT. FORECOURT/WAREHOUSE - NIGHT

The Figure enters a dark, expansive room. Plastic sheets cover heavy machinery and crates:

"SIONIS INDUSTRIES."

Labeled everywhere. A procession of large steel doors border the room. The forecourt's overlooked by offices sitting on mezzanine platforms.

The Figure drags the man through labyrinths of machines, approaches a large industrial elevator. Punches a button.

Thick-inch steel doors grind open. They enter.

INT. LOADING ELEVATOR/WAREHOUSE - NIGHT

The Figure stands, expressionless. Head down. The Man squirms and wrestles. The elevator HUMS as it descends, CLANG. Elevator JOLTS as it hits the bottom. Doors slide open.

INT. BASEMENT/WAREHOUSE - NIGHT

The Figure ambles into an old windowless ironworks with aged brickwork. He courses through a maze of lathes and old furnaces. Two flat-beds idle in the corner, loaded with freight containers.

SCREAMS echo in the shadows.

THE MAN

Flinches, his eyes widen, fill with horror. He SCREAMS, his muffled CRIES fall on deaf ears.

A VOICE slices through the room, dour.

FIGURE

Quiet.

The Figure moves past a line of chemical tanks and caches, pulls at heavy steel doors: they slide open.

INT. DRUG LAB/BASEMENT - NIGHT

A huge expanse, filled with LAB TECHNICIANS, mulling over chemical tubes, liquids and paperwork.

Steel platforms surround an enormous chemical vat, elaborate workstations and heavy ventilation systems. VOICES are HEARD over the din of machinery --

A black skull, painted on the vat.

The Figure climbs a balustrade, leads to an office with frosted windows. On the door, it reads: "SIONIS."

INT. OFFICE/DRUG LAB - NIGHT

A trashed office. Festive decor, eerie, unnerving. Signs of a struggle: blood stains splatter the floor and walls. A large circular vault-like door, affixed to a sturdy back wall.

On a large desk in an alcove: two briefcases, filled with cash. In b.g., a large surveillance system.

The Figure approaches the vault, twists the wheel, it opens: a secret passage.

INT. SECRET CHAMBER/OFFICE - NIGHT

A clean room. Sheets of plastic cover the framework. Tarpaulin's taped over the floor. Rubber sheets cover the Sheetrock, duct-tape everywhere.

A collection of framed masks sit above a glowing fireplace.

A MAN in his fifties, trussed up at a vertical angle in the center of a makeshift execution table. SCREAMS.

A gurney sits by a medical table under harsh lighting fixtures. Video cameras point at the chained structure.

An arm chair, offers a perfect view. The Figure drags the man, sits him in the chair. He grabs plastic straps and bounds the man, he faces Trussed Man.

The Figure rips tape from the man's mouth, stifles a breath. JOHN RILEY, mid-fifties, terrified.

RILEY

Where, where am I!

The Figure pauses, pings back rubber gloves. Riley spots medical bags.

RILEY (CONT'D)

What's that?

FIGURE

Necessities.

RILEY

What do you want?

No answer. Riley turns, he sees: a dusty worktop, shrink wrap, bloody knives, pliers and medical implements.

RILEY (CONT'D)

Please, I don't know you, I don't know anything--

FIGURE

--I don't believe you've been required to say anything Mr. Riley.

The Figure turns, reaches for a blade, approaches the fireplace. He hovers the blade over flames, glows orange.

RILEY (O.S)

Whatever it is you want, I can get it for you.

(CONTINUED)

The Figure listens, intent.

RILEY (CONT'D)

Tell me what you want. Just don't hurt me.

FIGURE

(brusque)

Quiet.

He turns and approaches Trussed Man, stops under a pool of light, removes his cap --

The rigid, scarred face of ROMAN SIONIS, mid-thirties, hard as nails. He watches Trussed Man, expressionless, patient.

Riley reacts, worried. He knows him.

RILEY

Roman? Roman Sionis?

SIONIS

You'll get the same chance he got. First, I'm going to ask you what Mr. Hagen's planning to do with my company. Then I'm going to ask you to relinquish your security clearance at Wayne Enterprises and all access codes over to me.

RILEY

Why?

SIONIS

I'm sure you're aware by now, due to the poor oversight of my company in recent months, their decision making has led to some, catastrophic outcomes, which has not only resulted in huge financial losses, but it's also left my reputation... well, tarred and feathered.

Riley listens, tries to speak.

SIONIS (CONT'D)

Mr. Riley, I simply seek reimbursement from those responsible.

(CONTINUED)

RILEY

What? We're not responsible for
your mistakes.

Swift, effortless, Sionis places the blade on Trussed Man, a
volley of SCREAMS follow.

RILEY (CONT'D)

No, stop! Please...

Smoke rises, Trussed Man's skin bubbles. Sionis stays calm:
unmoved, pure evil.

SIONIS

Failure to comply with these simple
instructions, will result in the
severest of consequences.

Sionis turns -- Riley's aghast.

SIONIS (CONT'D)

Do you understand, Mr. Riley?

RILEY

I, I couldn't possibly.

Sionis drops the blade in a bucket, simmers. He turns,
reaches for a syringe, loaded with an acrid-looking
substance.

RILEY (CONT'D)

Money! I can get you--

SIONIS

--Money's not the object of my
desires, so I'm afraid the virtue
of your offer is of no benefit to
me.

Sionis leans over Riley, edges syringe to Riley's face.
Riley stares, feeble eyes.

SIONIS (CONT'D)

You know what I seek. You know the
ramifications should I not receive
it. What's the problem?

Riley sobs.

RILEY

I can't -- I can't do that.

Sionis spins on a heel, approaches Trussed Man and plunges
the syringe into his neck.

(CONTINUED)

SIONIS

Pity.

Trussed Man hyperventilates, mouth froths. Sionis reaches in the bag, pulls out a mask. Places it on Trussed Man's head, singes his face.

BLACK. SCREAMS echo in darkness.

EXT. GOTHAM SQUARE/DOWNTOWN - NEXT DAY

Sunrise looms over Gotham, beams across gridlock: skyscrapers soar. One stands out, magnificent. It glistens in sunlight, written in bold:

"WAYNE ENTERPRISES"

EXT. WAYNE TOWER - DAY

A wide plaza, garnished by landscaped shrubs, resplendent. A large fountain shines in the middle --

A taxi pulls up. Wayne emerges, clean shaven. He wears a leather jacket and baseball cap, carries a backpack. He glances up, inspects the building. Onlookers ignore him, but he doesn't care.

INT. RECEPTION/WAYNE TOWER - DAY

Wayne loiters in a corridor, flips his collar and enters a large, swank office foyer. EXECUTIVES sit, mulling over papers.

Spacious windows welcome daybreak. An attractive RECEPTIONIST sits, conducts paperwork. Wayne glances, smiles.

WAYNE

Excuse me, ma'am. I was wondering if you could help me.

Receptionist looks up, smiles, genuine.

RECEPTIONIST

What can I do for you, sir?

Wayne scans foyer, avoids unwanted glances. Leans in, deliberate, smiles again.

WAYNE

(tight-lipped)

I was hoping you could tell me where I might find Applied Sciences?

(CONTINUED)

RECEPTIONIST

Oh. That's Mr. Riley's new department. Is he expecting you?

Wayne hesitates.

WAYNE

Not exactly.

Receptionist reaches for a file, thumbs through it. Wayne sighs, glances around. He removes his cap. Receptionist looks up: gasps.

WAYNE

I just wanted to check on things.

Receptionist stutters, studies the face before her.

RECEPTIONIST

Mr. Wayne?

Wayne smiles, wary. She shoots a look of admiration.

RECEPTIONIST (CONT'D)

I'm so sorry, I had no idea you were back.

WAYNE

It's fine, really. I've been a bit busy lately.

(delusive)

But I'd appreciate it if the employees didn't know I was here.

RECEPTIONIST

Of course. I can imagine how they'd react if they saw you.

Wayne suppresses a smile, informed.

WAYNE

You have no idea.

She hits a key, studies the screen, frowns.

Wayne glances at a list of employees. His eyes trail the intern list.

WAYNE'S POV of a list of names; ADAMS, WILSON, FOX, MALONE, RODRIGUEZ, NORTON, ELLIOT.

(CONTINUED)

RECEPTIONIST

I'm sorry, but Mr. Riley isn't here right now.

WAYNE

Do you have any idea when he'll be back?

RECEPTIONIST

I'm afraid I don't actually know where he is... he hasn't called in days.

Wayne considers this, nods.

RECEPTIONIST (CONT'D)

But I'm sure Mr. Fox will help you with what you need.

Wayne peers at a conference room, muffled VOICES get LOUDER. He probes, faces Receptionist.

WAYNE

And if I felt compelled to find Mr. Fox?

Wayne leans in, enticing. She smiles.

RECEPTIONIST

Then you'd find him in the basement, level three.

WAYNE

Fantastic.

HEATHER

Shall I let him know--

WAYNE

(impetuous)

--No! Thank you, I don't wanna alarm him, I'll find my own way down, might as well make myself useful.

She laughs, hands him a key card.

RECEPTIONIST

Very well. This will get you through security.

(CONTINUED)

WAYNE

More than a pretty face.

She blushes, laughs excitedly, Wayne grins.

INT. BASEMENT/WAYNE TOWER - DAY

Wayne emerges from the elevator. Strolls down a narrow corridor, weaves through a maze of cardboard boxes, he moves quietly; unnoticed, dodging CLEANERS and TECHNICIANS.

He stops at an office, pebbled window says: "FOXHOLE", he sneaks in.

INT. FOX'S OFFICE - DAY

A broom closet, messy. Small gadgets and electronics clutter the worktop. Wires dangle. Wayne inspects it: ponderous.

He spots a key card on the desk, next to a coffee, still hot. He takes the card.

INT. BASEMENT/WAYNE TOWER - DAY

Wayne exits, the corridor's empty. He turns, advances down another corridor:

A circular vault-like door stands in his way. He swipes the card, a computerized scanner BEEPS. The twelve-ton slab revolves, the door opens, he enters.

INT. ARMORY/R&D - DAY

He strolls down a cement causeway, leads into:

A vast hall, like an old tomb, defeating silence. Wayne comes and goes in scattered pools of light. Trestle tables fill the tile floor, crates on pallets.

Wayne snoops through drawers. Grabs a crowbar, cracks open a crate, he spots:

combat helmets, face masks, carbon fiber gauntlets, ballistic vests: doubled with Kevlar fabric.

Towers of titanium plates and ceramic sheets. Curious, he eyes them, studies them. A RATTLE in the distance. He reacts, grabs his bag.

INT. FOX'S OFFICE - DAY

MOMENTS LATER. Wayne sets the card down. He shuffles his backpack, heavier. He spots high-powered lenses. He exits.

INT. BASEMENT/WAYNE TOWER - DAY

Baseball cap on, head down, Wayne doesn't see:

A gaunt technician, LUCIUS FOX, mid-twenties, wears a gaudy bow-tie and glasses. Oblivious, glued to a device, he looks up and smiles.

FOX

Hi there.

Puzzled, Wayne stares at Fox.

WAYNE

Mr. Fox, right?

FOX

That's right, and you are?

Wayne suppresses a smile, startled by Fox's ignorance.

WAYNE

An intern.

Fox arches his brow, surprised, though the reaction's stilted. He looks at Wayne, fixed. His smile's an amalgam of genuine politeness and --

FOX

(mocks surprise)

Really? When did you start?

-- an obvious deduction.

WAYNE

Last week.

FOX

In what department?

Wayne pauses, Fox has him.

WAYNE

Applied Sciences caught my eye.

Fox smiles again, pleased with the response, despite his suspicions.

(CONTINUED)

FOX
You must be Rodriguez?

Wayne hesitates, holds his smile.

WAYNE
That's right.

FOX
Well it's great to finally meet
you. I've heard a lot of good
things.

WAYNE
Likewise.

A moment, awkward. Fox holds his gaze, Wayne averts his,
thinking.

FOX
So, was there something you needed?

WAYNE
Well, actually...

Wayne rummages through his backpack, pulls the damaged
grapple gun. Hands it to Fox, he's taken aback by the
device.

FOX
Wow.

WAYNE
I was wondering if you could fix
it?

Fox studies the device.

FOX
What happened to it?

Wayne looks on, guileful, but his tone's direct.

WAYNE
I had an accident.

Fox glances at Wayne, skeptical.

FOX
Must've been pretty bad.

Fox waits for an answer. Wayne's features are set,
unflappable.

(CONTINUED)

WAYNE

I dropped it, climbing.

Fox nods, half-listening.

FOX

How'd you get something like this?
Must have cost a fortune.

WAYNE

(impassive)

It was a gift.

Fox keeps a watchful and deliberate eye on Wayne. He shrugs, convinced.

FOX

I'll see what I can do.

As Fox's unrelenting gaze sets, Wayne glances down the corridor, sees the elevator open. Brief anxiety sets.

WAYNE

Well, I better be going.

FOX

What's the rush? Got a lady waiting
for you?

Wayne hesitates.

WAYNE

An old friend actually. It was
great meeting you, Mr. Fox.

Wayne nods, strolls down the corridor, Fox's eyes trail him. He turns, and enters.

INT. FOX'S OFFICE - DAY

He places the grapple gun on his desk, stops. His card key's in the wrong place. He stares, confused.

EXT. LARGE ESTATE/GOTHAM HEIGHTS - DAY

A sprawling estate gleams in sunlight. On wrought-iron gates, glistening on a faded golden plaque:

"WAYNE MANOR ESTATE" -- the former jewel of Gotham, the model of American royalty.

A crown taxi drives through gates and up a poplar-lined road, leads to a sweeping circular driveway.

EXT. FRONT LAWN/WAYNE MANOR - DAY

A grand, Victorian residence, sand-stone edifice. A parking area nestles amidst overgrown gardens of bindweed and nettles: years of neglect have taken it's toll on this desolate palace.

In the evergreens, hand-laid cobblestone steps ascend to a door of carved oak, clogged by roots and weeds.

The taxi pulls up.

INT. TAXI - DAY

Banal, sweaty CAB DRIVER grins as he counts an overpayment. He glances up at the Manor.

CAB DRIVER
Holy shit, you live here?

No response. Cab Driver shrugs. The rear door SLAMS.

CAB DRIVER (CONT'D)
Rich people don't got time for the
working guy, right!

Alfred emerges, lonesome. He carries a sturdy holdall. His gaze travels across the manor, distant.

INT. MAIN HALL/WAYNE MANOR - DAY

A stale foyer of marble: in the middle of renovating. A staircase of weathered oak sits before the door.

Alfred enters, pauses. Probes the house, takes in the pale ambiance. Doleful, he stares, wonders.

He limps toward an old cabinet under sheets, pulls it back. He glances at photos still inside --

ALFRED'S POV of a family, MARTHA & THOMAS WAYNE sit with a YOUNG BRUCE. They smile, loving, happy.

He stares with a vacant expression: absorbed.

INT. LIBRARY/WAYNE MANOR - DAY

Alfred enters an exquisite study room, albeit peppered with dust. Priceless paintings border the room.

Alfred shuffles toward a rough-hewn fireplace, stops at the hearth.

MANTEL

(CONTINUED)

Above fireplace: a marble bust embellished with a gold pendant. dangling from the necklace, an emerald jewel glistens.

Alfred takes a moment. Soaks it all in.

EXT. TENEMENT BUILDING/DOWNTOWN - EVENING

People seek shelter from the inevitable rainclouds and darkness looming over them.

A plush, modern twenty-story tenement sits on the corner of Downtown.

INT. APARTMENT/TENEMENT BUILDING - EVENING

A large, window-filled apartment sits in near darkness, open-planned. The door opens: a man enters: Weaver, illuminated by a garishly lit corridor.

He thumbs a switch -- nothing: blackness. The curtains billow, gentle.

WEAVER

Shit.

Thumbs the switch again, faster. The lights flicker. He ambles toward the windows, offering a panoramic view of Downtown Gotham. The sliding vinyl door's ajar. He gazes out onto the balcony: nothing.

He shrugs, lights a cigarette, enters the kitchen. Reaches in a cabinet, takes a bottle of bourbon and pours two fingers.

Sets his drink aside and pulls out a gun. He checks the chamber, satisfied. He discards it on a worktop. Black, lights out again.

WEAVER (CONT'D)

What the hell?

Weaver probes, sees another curtain billowing. He reaches in a drawer and pulls a flashlight. Stabs it toward the window: nothing. He turns, enters a small maintenance closet.

CLOSET

Weaver checks the circuit board: nothing wrong.

WEAVER (CONT'D)

Goddamn fuses.

(CONTINUED)

A glass SMASHES, Weaver reacts, wary. He approaches the worktop. Grabs his gun, thumbs the safety.

WEAVER (CONT'D)
Who the hell's there?

Silence.

WEAVER (CONT'D)
You know who you're missing with?
You know who I am!

Weaver advances toward a glass table. In b.g., something looms, a HORNED SHADOW, on his heels. Weaver spins on a dime:

Weaver fires into the darkness, BANG, SHATTERS a window --

A gloved hand rips from the shadows -- POUNDS Weaver into the wall. A small light blinds Weaver: a high-powered pocket light.

VOICE
I know exactly who you are, John!

WEAVER
Who are you?

VOICE
You and I need to talk.

Weaver, dragged into the darkness, HOWLS.

INT. EVIDENCE ROOM/GOTHAM PRECINCT - NIGHT

Gordon ambles down a dull corridor. He stops before a caged void in an old wall. He greets:

STAN MERKEL, late-fifties, portly, fatherly looking man. Sits alone in evidence lockup. In b.g., endless shelves packed with evidence, records and files. He glances up, smiles.

MERKEL
Another long night Jim?

Gordon shrugs.

GORDON
Didn't you have the kids this weekend?

(CONTINUED)

MERKEL

They're with the in-laws.

Merkel sips a coffee.

MERKEL (CONT'D)

How you holding up?

Gordon drops a file on the desk, without care. Shrugs.

GORDON

You know...

Merkel smiles again. Gordon leans in, discreet.

GORDON (CONT'D)

I need those files on Ace
Chemicals.

MERKEL

Why?

GORDON

This Janus case is killing me,
could do with the help.

Merkel eyes Gordon. He hands over a thick file. Gordon scans a few pages, nods and leaves.

INT. GORDON'S OFFICE - NIGHT

Gordon sits, head in his hands, beat. He mulls over files. His office door BANGS OPEN:

DET. HARVEY BULLOCK enters, early-thirties, wears a flash suit. Handsome ex-narc, muscular. An extrovert who exudes confidence, enough to piss you off. He's a boy scout: but he'll kick your ass in a heartbeat.

BULLOCK

James Gordon? I hope I'm not
interrupting, but I thought I'd--

GORDON

(irked)

--Who the hell are you?

On Bullock's heels, Allen. He enters, coffee in one hand, paperwork in the other.

ALLEN

Gordon.

(CONTINUED)

GORDON
Who the hell's this?

ALLEN
Lieutenant. I'd like you to meet
Detective Harvey Bullock. He's been
assigned to MCU.

GORDON
And why should I care?

ALLEN
(reluctant)
Because he's your new partner, Jim.

Gordon's eyes widen, dumbstruck.

GORDON
Excuse me?

Bullock steps forward, smiles, extends his hand. Gordon
ignores it, glances at Allen.

GORDON (CONT'D)
What's going on here?

Allen sighs, rolls his eyes.

ALLEN
Comes from the top.

Without saying a word, Gordon stands and brushes past
Bullock, who keeps his head straight and eyes fixed.

BULLOCK
(dry)
Glad to meet you too.

INT. LOEB'S OFFICE - NIGHT

Loeb sits, on the phone, sips on bourbon. The door opens:
Gordon enters, jaw clenched.

LOEB
Of course. I -- Gordon?

GORDON
Sir.

LOEB
This is most untimely, I'm in the
middle--

(CONTINUED)

GORDON

--What in the world are you thinking?

Loeb stutters, lost for words. The veins in his temple bulge.

LOEB

I'll have to call you back.

(beat)

No -- no, it's fine. I'll see you soon, Hamilton.

Loeb kills the call.

LOEB (CONT'D)

I don't expect the Mayor to appreciate the interruption Lieutenant--

GORDON

--I don't care. You've breached the stipulations I made when I took this job, and I want to know why.

Loeb, still irked. Takes a moment. Flashes a knowing, practiced smile.

LOEB

He has an immaculate record, Gordon. Ex-narc, he filed for a transfer here. Besides, you could use all the help you can get.

GORDON

He's a pompous asshole.

LOEB

He's a fine detective. He has great potential. All the makings of a true Gotham officer. He shadows you for a while, then I'll take him off your hands.

Gordon ponders.

GORDON

So you can mold him into your pet, like Flass?

LOEB

I'd be very selective of your words Gordon. You'll do damn well to remember who's in charge here.

(CONTINUED)

Gordon's gaze softens.

GORDON

All due respect Commissioner, I don't need partner.

LOEB

And no disrespect to you, Lieutenant, but I'm the one who makes the decisions around here. You're beat, overworked, and that's affecting the entire precinct.

Gordon hesitates. His eyes narrow, senses something.

LOEB (CONT'D)

You're behind on these Janus killings and you're sending your men on a wild-goose chase across town to catch a man who doesn't exist. You could do with a fresh pair of eyes watching over you.

GORDON

I don't have time to babysit, and I do not need more cops from this precinct watching me.

LOEB

This isn't up for discussion. Drop this lone ranger nonsense and do your job. Go drive a beat or something. I have important dinner arrangements, which you may have just ruined.

Gordon pauses, deep in thought. Without saying a word, he leaves.

EXT. BALCONY/APARTMENT - NIGHT

Black. Eyes snap open, Weaver. He HOWLS as:

He dangles eighteen-story's above the concrete jungle below. The gloved hand clutches a taut nylon cord.

Batman, grim, focused, watches.

BATMAN

Here's what's gonna happen. I ask the questions, you answer them. If they're what I'm looking for, you live.

(CONTINUED)

WEAVER

What the hell's your problem? I don't know you man--

BATMAN

--Twenty years ago. You provided the mob with information on the Wayne family. That information led to their murders.

WEAVER

What are you talking--

BATMAN

--Why did you do it!

Weaver chuckles, sadistic.

WEAVER

Is that it? Is that what this is about? You're in over your head, you son-of-a-bitch! Trying to play hero, trying to solve the Wayne murders?

Batman hammers Weaver, blood pours from his nose.

BATMAN

Answer me!

WEAVER

The mob had my family! They had half the cops in their pocket and squeezed the rest of us that were clean. Our families, our friends, everyone we knew was a target. I had no choice.

BATMAN

There's always a choice. Like the one you made, when you took the mob's money and ran, instead of doing your job--

WEAVER

--I took a bribe to save my family. I gave them what they asked for and turned my back on whatever came next. I don't regret my actions.

BATMAN

Your actions got two innocent people killed in cold blood, in front of their child.

(CONTINUED)

WEAVER

You got a problem with the mob,
take it up with Falcone. He's
attending the Commissioner's dinner
party for the upstarts tonight! You
wanna experience true corruption,
go take a look, pal!

Batman considers this.

WEAVER (CONT'D)

I did what anybody would do. I'd do
it again if I had to. Hell, I
would've shot them myself... and
their brat.

Batman stares, anger boils. Cold, fierce eyes shoot through
his cowl.

WEAVER (CONT'D)

I recorded everything. Every
conversation with Loeb. Every one
of Falcone's shipments.

BATMAN

Why?

WEAVER

Why do you think? I'm not stupid, I
need an end game too.

BATMAN

Where is it?

WEAVER

The safe.

Batman's eyes stay on Weaver.

BATMAN

Your time's up Weaver.

WEAVER

What are you gonna do? Kill me?
That won't take back what happened.

Batman pauses. He reaches deep into his cape, pulls a
recording device. His tone's calm, genuine.

BATMAN

I'm not going to kill you.

(CONTINUED)

Batman thumbs a switch: Weaver's VOICE plays in a loop; every word filters through. Weaver's eyes are sunken, and drawn.

BATMAN (CONT'D)
I'll leave that to your boss.

Batman head butts Weaver. Lights out.

EXT. GOTHAM BRIDGE/DOWNTOWN - NIGHT

LATER. A calm evening rests over Gotham.

An old, steel bridge looms over the harbor, it's girders shift slowly into view: an unmarked car hums along the bridge.

INT. GORDON'S SEDAN - NIGHT

Gordon drives. Bullock gabs, sips on coffee. Luxury hotels, theaters and restaurants slide past their windows. Bullock turns to a fatigued Gordon.

BULLOCK
I don't remember you telling me why
you picked Gotham, lieutenant.

Gordon pauses, avoids eye contact.

GORDON
I don't remember it being any of
your business, detective--

BULLOCK
--LA was great, but Gotham has a
hell of a history.

GORDON
You chose Gotham. Why?

BULLOCK
This is the greatest city in the
world.

Gordon scoffs, that's a helluva statement. Bullock stares, admires the city.

GORDON
I think you've been misinformed.

BULLOCK
(not listening)
Doesn't it scare you though,
lieutenant.

(CONTINUED)

GORDON

Does what scare me?

BULLOCK

You've got your pregnant wife and daughter on their way. It's not the sort of city that one would choose to raise a family in. There's a different breed of criminal here.

GORDON

Kid, let me give you some advice. First thing you should remember, don't ever speak about my family. Second, as a cop in this city...

Bullock faces Gordon as he eyeballs the street, sickened.

GORDON (CONT'D)

... criminals are the last thing you need to worry about.

EXT. FRONT LAWN/LOEB'S MANSION - NIGHT

A fleet of town cars and limousines idle outside an old-world mansion: surrounded by landscaped gardens, perfect.

A contingent of MEN, dressed in lawmen black, patrol the grounds, illuminated by outside spotlights.

ARMED GUARDS stand beyond the imposing security gate.

ELSEWHERE

Something huddles in the shadows, atop a branch -- Batman. His cape dances in the breeze, he glances up at the cloud-swept sky.

INT. LIMOUSINE - NIGHT

A DRIVER at the wheel, puffs on a cigarette. He reads a sleazy adult magazine. Checks his watch and sighs.

A gas-powered gun presses against him, the barrel HISSES, a dart plunges into the driver's neck. His eyes struggle, roll up into the back of his head. He collapses into the wheel.

A large shadow drifts past him, Batman approaches a second limousine, puts the second driver to sleep, creeps toward the mansion.

INT. GUEST ROOM/LOEB'S MANSION - NIGHT

An opulent dining room. The host: Loeb, entertains his elitist guests at a large dining table; full of food and drink.

On the far wall, a bookshelf: categorized, alphabetized and lined up, obsessive.

SOCIALITES, OFF-DUTY COPS and POLITICIANS sit and feast, they gossip in the background.

They surround -- Mayor HAMILTON HILL, man of the hour. A political animal in his fifties, with deep pockets and a silver tongue.

Loeb sits alone, observes with a smile --

Through the foyer archway, a compact man in an expensive suit enters, CARMINE FALCONE, leans on a cane, gives a half nod upon entry as other guests greet him.

He carries himself with a resilient dignity, shuffles toward Loeb and greets him with a hug.

LOEB
Carmine.

FALCONE
How are you Gill?

Falcone motions to his men, they stand in the foyer, closed-mouthed and tense. He sits next to Loeb, who passes him a brandy.

Behind Falcone, a tough man with a wiry, moth-eaten face, his features are fixed and stern: the years haven't been kind. MILOS GRAPA, forties.

Hill extracts himself from the crowd and joins them at Loeb's table, he smiles, tentative.

LOEB
How's the re-election campaign going Hamilton?

HILL
It's as good as won.

LOEB
From what I heard, Marion's doing quite well. She's a woman not to be trifled with.

(CONTINUED)

HILL

I can handle her--

FALCONE

--All due respect gentlemen, but I couldn't care less about your politics.

Falcone pulls an envelope from his jacket, hands it to Loeb.

FALCONE (CONT'D)

This bat bastard has cost us millions, and now I've got the DA sniffing around after your boys made a mess of my warehouse.

LOEB

I'm handling it my friend.

FALCONE

I'm not getting the protection I'm paying for, Gill--

LOEB

--Leave it to me.

HILL

And what about your informer, Mr. Weaver? Word is the bat has made him a priority target. He could complicate things.

LOEB

He's had troubles, but I assure you he--

FALCONE

--If this is true then I suggest we get rid of him.

POSH WOMAN (O.S.)

Gillian, the fish's simply lovely.

Loeb smiles, raises his glass. Other guests nod in agreement. Quiet background CHITCHAT amongst guests. Loeb leans back in his chair, toward Falcone.

LOEB

That's out of the question.

HILL

Then, what do you propose we do? I can't afford any mishaps this close to election--

(CONTINUED)

FALCONE

--Kill the bat and be done with it.

LOEB

That's not good enough for me. You kill the bat, you'll ruin everything. Let the police handle it.

Falcone scowls, he finishes his drink, winces as it hits his throat.

FALCONE

You forget who you're talking to Gill, I'm not your pet Gestapo. I own this town. Politicians, city council; they're mine. You'll do well to remember that.

Loeb pushes his plate aside, calm.

LOEB

I'm not your boys down in the courthouse Carmine. You'll do well to remember that--

HILL

--Gentlemen, please, let's calm ourselves... Gill, what are your plans for this, bat?

POSH WOMAN (O.S.)

The-bat? How fascinating.

Loeb turns, addresses the entire room. Falcone frowns at continued interruptions.

LOEB

My dear. The-bat's a myth. A product created to instill fear into criminals. It's good for business, and the media love a good story.

POSH WOMAN

Then how do you explain the multiple sightings of this myth? And the drop in crime rate.

LOEB

Please, it's scare tactics. Criminals fear the unknown, the possibility of a cloaked vigilante

(MORE)

(CONTINUED)

LOEB
hunting them, without jurisdiction,
without rules? It's politics. It's
profitable, think of the millions
we'd save.

The room lets out a guffaw. A snobby and pretentious affair.
Loeb turns, addresses Falcone.

LOEB (CONT'D)
We must keep things in perspective,
my friends. The-bat's a novelty,
he'll be arrested or shot in no
time and then, people will forget.

BLACK. Guests panic, scatter around the dining room, murmurs
of panic. Bodyguards rush toward Falcone.

EXT. FRONT LAWN/LOEB'S MANSION - NIGHT

Three GUARDS, sprawled across the lawn, unconscious. A
shadow appears by the window -- Batman.

He pulls out a spherical package, twists it and throws --
SMASHES through the window.

Dense smoke fills the room.

Batman pulls out a small explosive, pushes a button. It
blinks to life, he slams it into the wall. He steps back,
wraps his cape around him --

-- KA-BOOM! The wall ERUPTS into pieces. Murmurs turn to
SCREAMS.

EXT. SIDEWALK/OLD TOWN - NIGHT

Gordon drives through a grimy street, full of abandoned
store fronts and factories. The sidewalk's infested with
JUNKIES and WHORES.

They turn into a narrow side street, the engine stops.

INT. GORDON'S SEDAN - NIGHT

Bullock lowers his seat, relaxes. Gordon keeps his eyes on
the street, not even blinking. He stares in disdain. Checks
his watch.

BULLOCK
Good spot. We're gonna sit here all
night?

(CONTINUED)

GORDON
It's called being on patrol.

Gordon turns a shoulder, away from Bullock.

BULLOCK
I know how it works lieutenant, but you haven't exactly been clear with me, what are we doing here?

GORDON
It's a hot spot.

BULLOCK
We didn't do it like this in LA.

GORDON
Why doesn't that surprise me...

Bullock shuffles, bored.

BULLOCK
Who are we looking for again?

Gordon sighs.

GORDON
Loeb wants us out the way, so here we are.

BULLOCK
So, let's do something. What about the chemical murders you're working? You're trailing right? Get me on that. I'll get things moving in this city. I'll have the bastard in a cell within the week.

Gordon ignores him, they both stare out into the street, holding their gaze. Bullock sighs, unimpressed.

BULLOCK (CONT'D)
Not a lot going on here, Gordon.

Gordon digs in his jacket, pulls a handful of notes.

GORDON
Then go and make yourself useful.

Gordon hands money to Bullock.

BULLOCK
What's this?

GORDON
Black, two sugars.

BULLOCK
(insulted)
What am I, errand boy?

GORDON
There's a nice place around the
corner.

INT. GUEST ROOM/LOEB'S MANSION - NIGHT

Loeb jumps to his feet and cowers behind a desk. Grapa pulls out a gun. Bodyguards lie sprawled. Falcone, on his knees, groans.

LOEB'S POV of a smoke filled hole in the wall. Rubble and debris scatter everywhere.

His eyes widen, jaw drops, as:

A SHADOW lowers from the smoke: sharp white eyes advance from the fog. It emerges from the mist, Batman. He pounces at Loeb, Grapa intercepts, FIRES at Batman, who deflects the bullet.

Batman smashes him across the chin, Grapa drops. Guests cower -- Batman head butts Hill, sends him sprawling, face bleeds.

LOEB
What are you? What the hell do you
want?

Batman grabs Loeb, pulls him close.

BATMAN
Do I not exist Commissioner?

Loeb recoils.

LOEB
Who are you? Tell me your name, we
can work--

BATMAN
--I'm the monster your corruption
has spawned, and now your time's
up.

(CONTINUED)

LOEB
Wait, please.

BATMAN
From this moment on...

Batman hurls Loeb into the dining table, covers him in food and drink.

BATMAN (CONT'D)
... none of you are safe.

Batman pulls a device, thumbs a button: Weaver's confession ECHOES through the room. He tosses it on the table. YELLS draws near.

EXT. FRONT LAWN/LOEB'S MANSION - NIGHT

Gets LOUDER. Through the breached mansion wall, Batman drops a capsule to the ground -- another burst of smoke fills the air. GUARDS approach, guns drawn.

BIG GUARD
There!

BIGGER GUARD
Where is he?

Falcone and Grapa emerge from the dining room, irked.

FALCONE
Find that son-of-a-bitch. Now!

GRAPA
Let's move.

Grapa dispatches the Guards, no sign of Batman. Loeb steps out, dainty. His face boils, jaw clenches, froths at the mouth.

FALCONE
I told you! That rat bastard Weaver sold us out.

LOEB
You can deal with Weaver as you wish, Carmine. I'll have every cop in this city bring the bat down.

EXT. SIDEWALK/OLD TOWN - NIGHT

Bullock heads across a desolate street, casts a watchful glance toward the car park. A pair of PUNKS, no older than sixteen, amble in the darkness. He approaches a cheaply lit five-and-dime.

INT. FIVE-AND-DIME/OLD TOWN - NIGHT

Bullock enters, it's near closing; practically empty. Down the liquor aisle are two more PUNKS, slightly older. They lurk with intent.

Bullock heads to the cash register -- a gaunt, tired looking CLERK greets him.

BULLOCK

Two coffees. One black, two sugars.

The Clerk gives a practiced nod and shuffles off. Bullock takes this moment to inspect the punks, in the middle of a mild dispute, holding liquor.

They spot Bullock watching, who pulls back his jacket, reveals: his badge. He gives a half nod, shows them he's watching.

The punks drop the liquor and flee. Bullock smirks. In b.g., a coffee machine HISSES, he reacts with a start.

The Clerk hands the coffees over, spots Bullock's badge. Bullock palms five bucks, extends his hand. The Clerk shakes his head, tense.

CLERK

No, just take them.

Bullock hesitates, spots the Clerk isn't messing around.

BULLOCK

Excuse me?

Clerk steps back, wary, flashes a nervous smile and shrugs.

CLERK

It's okay, please, enjoy. As long as your boss is happy, I'm happy.

Bullock can't find words, Clerk nods as he mops the floor. Bullock turns, slow, cautious. He stops, deep in thought, looks over his shoulder.

Clerk disappears into the back. Bullock places the money on the counter.

EXT. SIDEWALK/OLD TOWN - NIGHT

Bullock moves across the street. He can't help but glance toward the punks, he's astounded by:

A LARGE MAN, giving the punks a serious pounding with blackjacks. He turns: Flass.

Bullock advances, eyes him.

BULLOCK

HEY!

Flass pauses mid-swing, turns.

FLASS

Oh, it's Johnny-on-the-spot. Take a hike.

Bullock moves to strike -- a hand yanks at him -- Gordon.

GORDON

Let's move.

BULLOCK

What!

GORDON

Now.

FLASS

That's right Gordo, take your pup and get outta here.

Gordon forces Bullock away.

GORDON

It's got nothing to do with us--

BULLOCK

--Are you kidding me?

Angered, Bullock pushes Gordon from him. He advances toward Flass -- CRACK!

Flass reels into a wall: his face bloodies, instant. He jumps to his feet, looms over Bullock. Spits blood.

FLASS

You just signed your death warrant kid.

Two BEAT COPS approach. They stand at the heels of Flass, hands edge toward their holsters, like a pack of dogs. Gordon and Bullock leave.

INT. GORDON'S SEDAN - NIGHT

Bullock SLAMS the door upon entry, enraged. Gordon scans the sidewalk, then checks the rear-view mirror.

BULLOCK
What the hell was that!

GORDON
Forget it kid.

BULLOCK
Who was that asshole?

GORDON
Detective Flass.

BULLOCK
THAT PIECE OF SHIT WAS A COP! He
just put a beating on some kids for
no reason...

Gordon's eyes widen, defeated.

BULLOCK (CONT'D)
And you did nothing!

GORDON
(beat)
I can't.

BULLOCK
You can't what... do your job?

GORDON
Flass is Loeb's pet. It's important
you know where you stand in this
city, Bullock. Do us both a favor,
ignore it.

BULLOCK
WHAT!

GORDON
There are more of them than us kid.
Money wins...

Gordon and Bullock sit and watch as Flass pummels the punks, helps himself to whatever cash they have and leaves. Bullock watches, speechless. Takes it all in --

(CONTINUED)

The true Gotham; the true criminals.

GORDON (CONT'D)
... money always wins.

Bullock ponders Gordon's earlier words: he's no fool.

BULLOCK
How bent is this city?

Gordon glances at Bullock, thinks. He begins to see Bullock more clearly.

GORDON
(off-look)
Let's go.

INT. SECRET CHAMBER/OFFICE - NEXT DAY

The room's quiet. Two brutish, occult looking GOONS in suits and masks haul the body of Trussed Man across the floor.

Riley, strapped into the execution table, MOANS, mumbles behind the tape covering his mouth, bloody and sweaty.

A figure appears before him: Sionis. Awash with patience, a calming presence.

SIONIS
The codes, if you please.

Riley shakes his head. Sionis' face doesn't change: a man of absolute control and restraint.

SIONIS (CONT'D)
Mr. Riley, need I remind you, the consequences of your actions, are mortal. I need so little from you. Give me the access codes and I'll allow you to live.

Riley averts his gaze, hangs his head.

SIONIS (CONT'D)
I'm going to remove the tape. Please dignify this gesture with an answer.

Sionis RIPS the tape from Riley's mouth, who winces.

SIONIS (CONT'D)
Now. Will you... Give me the codes?

(CONTINUED)

Sionis waits. His feral eyes probe and study. Riley doesn't answer. Sionis turns and reaches for a manila folder, thumbs through it.

SIONIS (CONT'D)

I have here, a number of Wayne Executives and employees.

Riley, sunken eyed, pale skinned, ill at ease.

SIONIS (CONT'D)

Mr. Thomas Hagen. Acting CEO of Wayne Industries. Maybe he could help me get into R&D?

No reply.

SIONIS (CONT'D)

I thought not. Oh. My, my...

Sionis pulls a surveillance photo of an attractive woman -- the Receptionist. Sionis' tone's off-key.

SIONIS (CONT'D)

This beautiful creature, miss Brown? Your receptionist. No, Of course not.

Sionis thumbs through the file, studies the photos, stops. His eyes narrow: dissects the photo. He's onto a winner:

LUCIUS FOX

Sionis turns the photo, shows Riley.

SIONIS (CONT'D)

This young man. This is where my answers lie, is it not?--

RILEY

--No! He's an intern. He doesn't know anything.

Riley's face deceives him. His mouth says no, but the eyes tell Sionis everything he needs. Sionis' seen enough. He smiles. His calm demeanor changes: a face of pure, calculating evil.

SIONIS

Thank you.

Sionis leaves.

INT. OFFICE/DRUG LAB - DAY

Two GOONS wait by the door. Sionis approaches.

SIONIS

You will locate someone for me.
Tonight.

Goons nod, silent and still.

INT. BRIEFING ROOM/GOTHAM PRECINCT - DAY

Gordon stands on a makeshift podium, addresses the room. In b.g., several rough illustrations, above it -- in bold lettering: "BATMAN SUSPECTS".

AN AUDIENCE

of BEAT COPS, dozens, pore over case files and reports. Murmurs throughout the room. Gordon's tense.

GORDON

Alright, settle down.

The murmurs fade, eyes on him. Gordon clears his throat.

GORDON (CONT'D)

As you know, Commissioner Loeb was attacked last night at his home by the vigilante known by some as the bat, and he's requested I set up a task force to bring him down.

Gordon thumbs through a file.

GORDON (CONT'D)

Now, not a lot's known about this man, but what we do know, is he operates at night, and although he has no pattern that we know of, I can assure you these are not random attacks.

Bullock, conceals his bruised fist, looks up with interest following Gordon's revelation.

GORDON (CONT'D)

He's very knowledgeable of his surroundings, he's very precise in his actions, and very smart in his escape. He knows the city well, which may give us a clue as to who we're dealing with. Now, it's

(MORE)

(CONTINUED)

GORDON (CONT'D)
apparent that he works alone, but
at this moment, that's unconfirmed.

The cops listen with keen ears.

GORDON (CONT'D)
Recent information suggests he's
been targeting several known
rackets and properties across the
city, most belonging to Carmine
Falcone; crime overlord for those
of who aren't up to speed.

CHUBBY OFFICER
Lieutenant. If he's targeting
criminals and attacking Falcone's
operations. Then, isn't he helping?

CHARISMATIC OFFICER
This is the first time he's
attacked a cop too. And the
commissioner? Two guesses why...

The room murmurs. Gordon doesn't answer, his features remain fixed. Officers cast awkward glances to each other, thinking.

Gordon casts a cautious, but well-informed glance at Bullock, who returns the gesture immediately: this man's a lot smarter than the pretense people see. Gordon knows it.

GORDON
There's strong reason to believe
this man has another agenda that we
have yet to figure out. But believe
me when I tell you, to our
knowledge, this man has yet to take
a life.

Gordon strides toward a map of Gotham: locations have been marked with red circles. He points to the sketches of Batman.

GORDON (CONT'D)
Instead we find his victims bound
and dropped on our doorstep. These
victims are criminals, thugs,
thieves and murderers, which
leaves me to believe that even he,
may adhere to some sort of code, or
practice. He wants the filth of the
city gone, and he plans to do it
himself.

(CONTINUED)

Gordon eyes the crowd, silence. He sighs.

GORDON (CONT'D)

That being said, he's still an outlaw. Still a man in a cape, and now it's up to us to stop him. So, let's get moving.

Officers nod, with purpose. They hop from their chairs and swarm the bullpen, they go to work.

Gordon advances toward a recessed window. He turns, leans on a ledge. Bullock approaches, excited.

BULLOCK

I can't believe you didn't tell me some guy's kicking criminals asses all over Gotham dressed as a Bat. Now, this is why I'm here!

GORDON

It didn't seem necessary, detective. Besides, it's got nothing to do with you--

BULLOCK

(sharp)

--Listen, let's cut the bitter, old cop bullshit, alright! I know why you're the way you are; you don't trust people. I get it.

Gordon stares at Bullock.

BULLOCK (CONT'D)

I appreciate the situation you're in Gordon. But don't take me for an idiot. I'm your partner now, and I'm a damn good cop. Don't hold out on me.

Gordon considers his words. A sweep of the office circles back on a tense Bullock, shuffling as he waits for a response, uncomfortable.

GORDON (V.O)

Who am I kidding. The boy's right. He's not stupid, ex-narc? He knows the score.

Gordon stands, tense. He returns from thought.

(CONTINUED)

GORDON

Okay, Harvey.

Bullock teases a half-smile.

BULLOCK

Good. So... you think we can catch him?

Gordon's troubled face, thinking. In b.g., CRACKS of THUNDER.

EXT. PLAZA/WAYNE TOWER - DAY

A taxi pulls off from the plaza, leaving Wayne, alone. He enters the foyer.

INT. FOX'S OFFICE - DAY

Fox sits, deciphering a manual. A KNOCK at the door:

Wayne enters, closes it behind him, cautious.

WAYNE

Mr. Fox?

Fox turns, smiles.

FOX

Hey, man. I was wondering when you were gonna stop by, check this out.

Fox pulls out his grapple gun, glistening, brand new. Wayne smiles, impressed.

WAYNE

You fixed it?

FOX

Fixed? No.

Wayne looks surprised. Fox shakes his head, critical.

FOX (CONT'D)

I added an extra two-hundred pound magnetic cartridge and a three-hundred meter Kevlar cord. This right here, is a totem. Totally unequaled.

Wayne examines the device. His eyes twinkle.

(CONTINUED)

FOX (CONT'D)
What do you think?

WAYNE
It's perfect.

Fox smiles.

FOX
I know.

Wayne places the grapple gun in his bag. There's a moment.
Fox ponders.

FOX (CONT'D)
So, I guess that isn't the only
reason you're here.

Fox folds his arms, expectant. Waits.

WAYNE
I read your article on battlefield
medicine. I'm curious how you hope
to develop compressed device
platforms to help produce multiple
small-molecule antibiotics for
instant relief during combat.

Fox's taken aback, stutters.

FOX
What do you know about it exactly?

WAYNE
Not a lot. Medicine isn't my strong
suit. I just admire your ambitions,
I imagine using genetic engineering
to synthesize hundreds of
protein-based remedial treatments
would be quite expensive, and not
to mention the Neuroprosthetics
computer you're secretly working
on. To develop artificial limbs?

Fox stares at Wayne as if he's being thumb-nosed. His brows
furrow, dumbstruck.

FOX
How the hell do you know--

WAYNE
--You could save hundreds of lives,
right?

(CONTINUED)

Fox reacts, instinctive.

FOX
Thousands.

WAYNE
How much would research like that
cost?

Fox diverts his gaze.

FOX
(defensive)
Too much. That's why they revoked
my endorsement...

Fox frowns.

FOX (CONT'D)
... and that computer has
absolutely nothing to do with you.
Or anybody else.

Fox shuts the manual, hard. Wayne reacts, understands. He's
overstepped.

FOX (CONT'D)
If there's nothing else you wish to
extract from me, may I be left
alone so I can finish my work.

Wayne pauses, studies Fox. Nods. warm. His respect grows.

WAYNE
Thank you for your time, Mr. Fox.

Fox doesn't respond, jaw clenches.

INT. RECEPTION/WAYNE TOWER - NIGHT

LATER. Fox yawns as he exits the building, he waves to:

The Receptionist, pulling on her coat. She smiles as she
leaves.

RECEPTIONIST
Goodnight, stud.

EXT. SIDEWALK/DOWNTOWN - NIGHT

Fox bounces down the sidewalk with his bicycle, stops at the mouth of an alley.

Receptionist reaches her car. She glances up at Fox:

A VAN

Pulls up, side door opens -- a large MAN emerges, grabs Fox, hauls him into the van. It bolts off:

Receptionist drops her bag, stares in horror. Pulls her cellphone and dials.

INT. SUB-BASEMENT/GARAGE - NIGHT

Wayne stands before a table of new equipment. Hooks, knives and iron plates.

In b.g., a CRACKLE echoes. He turns: a police scanner.

POLICE DISPATCH:

Attention all units... distress call... we've got a two-o-seven in progress... suspects seen fleeing Downtown Gotham in a white circa cargo van... heading Eastbound toward the industrial park...

Wayne turns, attentive.

POLICE DISPATCH: (CONT'D)

The captive's a young male, black, last seen outside Wayne Enterprises... over.

Wayne spins on a heel. His eyes widen. He advances toward:

THE BATSUIT

Hanging, demonic.

EXT. GOTHAM STREETS - NIGHT

LATER. A fleet of cop cars and vans mobilize. Choppers ROAR above the city, crisscrossing their search-lights.

EXT. WAREHOUSE/INDUSTRIAL DISTRICT - NIGHT

The van pulls up by the entrance. The door opens -- masked MEN emerge, drag Fox inside.

Chopper search-lights chase them, approaching from Gotham Bridge. Below them, bubbles of red and blue.

EXT. GOTHAM STREETS - NIGHT

A dark blur speeds through gridlock. Horns BLARE as:

Batman guns past on his motorcycle.

INT. GORDON'S OFFICE - NIGHT

Gordon studies a large dossier on Batman.

Heavy activity in the bullpen distracts him. He straightens, brows furrowed, probes the precinct --

A SWEATY OFFICER charges through his door.

SWEATY OFFICER

Lieutenant, we've got a two-o-seven
down Industrial.

Gordon shrugs.

GORDON

(re: dossier)

I'm a little busy, officer...

SWEATY OFFICER

It's at an old factory in the
outskirts, belongs to Sionis.

This gets Gordon's attention. He shuts the dossier.

EXT. WAREHOUSE/INDUSTRIAL DISTRICT - NIGHT

LATER. The gloomy, industrial structure sits under pools of light beaming from police choppers --

Black-and-white cruisers SCREECH to a halt, surrounding the warehouse.

INT. DRUG LAB/BASEMENT - NIGHT

Masked men drag Fox through the grimy drug lab. Lab Technicians ignore them.

EXT. WAREHOUSE/INDUSTRIAL DISTRICT - NIGHT

CLAPS of THUNDER rock the night. YELLING and SHOUTING echos.

Gordon's pulls up, he and Bullock emerge.

GORDON
CONVERGE ON THE NORTH ENTRANCE!
SEAL OFF ANY EXITS! GET A SNIPER ON
THAT BRIDGE.

Bodies scramble everywhere, submerging on the warehouse, Gordon leads.

They yank at the doors, pry them open.

INT. FORECOURT/WAREHOUSE - NIGHT

Masses of COPS rush the forecourt, flashlights stab the darkness. S.W.A.T teams advances in full riot gear. They approach the elevator.

GORDON
No! Use the stairs.

S.W.A.T split into two units and head toward the staircase.

INT. DRUG LAB/BASEMENT - NIGHT

Sionis emerges, observes the floor. Loud VOICES draw near. Sionis reacts.

SIONIS
What's this?

Doors BANG. YELLING gets LOUDER. B.g., SHOUTING.

VOICE (O.S)
THIS IS THE GOTHAM PD!

Sionis scowls, turns to his technicians, who in an instant, remove their lab coats, pull machine guns and converge on the door.

BEHIND DOOR

S.W.A.T. pull out a battering ram and SLAM through with two strikes.

(CONTINUED)

Sionis turns.

VOICE (O.S)

FREEZE!

GUNFIRE ignites the drug lab. Sionis disappears from view.

INT. FORECOURT/WAREHOUSE - NIGHT

A SHADOW stealth's through the forecourt.

INT. DRUG LAB/BASEMENT - NIGHT

In half-light, glimpses of men charge through the lab. Flashes of gunfire materialize in the dark.

Sionis' thugs, and cops engage in a small firefight -- Gordon and Bullock drive their forces deep into the core of the lab. Gordon dives behind a weapons cache.

GORDON

GET DOWN!

Gordon glances up --

FOX

Forced into the office by two thugs. More flashes of gunfire. Bodies drop: thugs and cops.

Gordon passes heavy machinery -- SMASH! He drops.

MASKED THUG stands over him, levels his gun --

A shadow bursts into VIEW, Batman. SMASHES Masked Thug into a wall -- in a flurry; Batman makes easy work of the surrounding thugs.

Drives an elbow into First Thug -- SMASHES a fist into Second Thug, his jaw goes. He sidesteps a switchblade, knocks it from Third Thug's hand and delivers a powerhouse combo of fist and knee attacks. Third Thug flops --

GORDON (V.O)

He moves well, he's a master of discipline. No training I've ever seen. He's brutal.

Gordon watches as Batman dispatches them. Gordon hesitates, turns to grab his gun, he spins and trains it at -- nothing, Batman's gone.

INT. SECRET CHAMBER/OFFICE - NIGHT

Masked Thugs shove Fox atop a dusty mattress.

MASKED THUG ONE

Watch him!

Masked Thug One disappears. Masked Thug turns, trains his gun on Fox, two GUNSHOTS. Masked Thug Two turns --

Gordon emerges, gun drawn, he levels, fires. Masked Thug Two drops.

GORDON

I'm getting you outta here.

Gordon grips a knife, cuts Fox free. They unhook Riley.

GORDON (CONT'D)

Let's move.

Gordon stops as Fox carries Riley away. Gordon stares in terror. He takes in the horrors on show: masks, bloody scalpels, syringes.

GORDON

My god...

INT. DRUG LAB/BASEMENT - NIGHT

Gordon emerges, escorts Fox and a wounded Riley through the drug lab. They sneak past hulking machinery, leads Fox them to the staircase --

Gunfire whistles through darkness. They approach the loading elevator.

INT. LOADING ELEVATOR/WAREHOUSE - NIGHT

Doors OPEN, Gordon leads Fox and Riley into:

INT. FORECOURT/WAREHOUSE - NIGHT

Lights twirl beyond the long windows surrounding the forecourt. They pass the mezzanine platform.

GORDON

Keep moving.

Gordon stops, casts quick glances across the room. He scowls, senses something. Fox turns.

(CONTINUED)

FOX

Come on.

GORDON

Go.

Gordon watches Fox and Riley leave. He stands alone, in complete darkness, draws his gun.

INT. CATWALK/DRUG LAB - NIGHT

Batman stomps along a catwalk -- two thugs approach. He sidesteps, SMASH, thug one drops. Batman grabs thug two and hurls him over the railing -- lands on a table.

INT. UNFINISHED OFFICE/WAREHOUSE - NIGHT

Batman enters an large office, under construction. Curtains of plastic and partitioned walls create a maze-like layout. He stops, waits. Probes the room.

FOOTSTEPS. Draw near. A figure appears, silhouetted against a window as THUNDER CRACKS the sky. Rain thickens, beats against glass. Metal SCRAPES the floor.

VOICE (O.S)

So, it's true. You do exist.

Batman edges toward TAPPING.

VOICE (O.S)

That's a fine mask you have.

Batman stalks the darkness, silent. He stops:

The Figure steps forward, reveals: Sionis.

SIONIS (CONT'D)

I have quite a collection myself.

Batman gasps, stutters. His eyes turn drawn and hazy at the sight of Sionis.

BATMAN

Roman...

Sionis levels his gun, FIRES -- spins back into darkness.

Batman covers behind a partitioned wall as a bullet flies.

BATMAN (CONT'D)

What are you doing?

(CONTINUED)

No answer. Batman glances around the partition -- nothing. He emerges, advances again.

BATMAN (CONT'D)

I can help you.

He turns a corner --

Sionis rips from the darkness, blade in hand -- Batman sidesteps, grabs his arm, drops an elbow -- Sionis YELLS, drops the knife --

Batman delivers another elbow to the face -- SMASH!

Sionis reels, his mouth bleeds -- Batman advances, swings a hook -- Sionis ducks, delivers a strong jab to the abdomen, and another -- Batman winces.

Violent THUNDERCLAPS roar in the distance as two hulking silhouettes wrestle against the backdrop of lightning.

Sionis grabs Batman, swings him into the partitioned wall -- crashes through it! Sionis grabs the pole and swings --

Batman rolls away, struggles to a knee, sweep-kicks Sionis off his feet, Sionis lands, hard -- a plume of dust shoots up.

BATMAN

(hoarse)

Stop this.

Batman advances as Sionis reaches for the blade. He grabs Sionis, who thrusts a knife deep into Batman's leg -- a FERAL HOWL. He releases Sionis, reels, limps toward a plastered wall --

Batman's balance falters, drops to a knee. Leans on the wall -- Sionis stalks him, knife in hand --

SIONIS

Stop? But, there's a bat in my belfry, and it needs to be destroyed.

BATMAN

You're insane.

Sionis lets out a sinister guffaw, stops.

SIONIS

INSANE! Insanity's the only rational approach in a world like this.

(CONTINUED)

Sionis advances, dawdles.

 SIONIS (CONT'D)
Your hypocrisy insults my
intelligence. I face the darkness
in front of me, you reject yours.
Why?

Batman turns and delivers a strong boot into Sionis' kneecap, he drops -- Batman swings a hook -- it CRACKS inwards. Sionis HOWLS, loses balance, drops to his knees:

Batman looms over him, grips his lapels, SLAMS him into the wall, it CRACKS --

Sionis lunges with sheer ferocity; delivers a hammer blow into Batman's ribcage --

In one fluid, motion: Batman pulls a canister from his belt, drops it and whips his cape around him -- Sionis pounces again --

White phosphorous EXPLOSIONS blind Sionis, burns his skin, he reels, clutches his face --

Batman spears him, the momentum sends both men through the wall --

EXT. TERRACE/WAREHOUSE - NIGHT

They CRASH down on an old terrace, overlooking a maze of Quonset huts. Heavy rain beats down.

Sionis, engulfed in weak adhesive from the wall, rolls. It turns into a gummy substance, sticks to his face -- amidst the rubble, Batman head butts him.

 BATMAN
It's over Roman.

Batman holds a listless Sionis, barely moving. Batman winces, clutches his leg.

 SIONIS
 (hoarse)
No... I'm just getting started.

Sionis pulls out a blade -- Batman doesn't see it.

 BATMAN
Whatever you're doing, it stops
now.

Sionis cuts across Batman's abdomen, SLASH! He falters.

(CONTINUED)

SIONIS

I'm gonna carve you up real good.

Sionis gets to his feet, slow and steady, he groans --

Batman glowers, with feral eyes, he ROARS and launches a boot into Sionis' chest, propels him into a power generator, Sionis SCREAMS --

Electric currents conducted by heavy rain. Sionis' clammy face SIZZLES -- severe burns attack his face and body.

SEARCH-LIGHTS

Beam on Batman, standing under pools of light -- police choppers hover above.

PILOT

(over bullhorn)

PUT YOUR HANDS ABOVE YOUR HEAD.
NOW!

Batman doesn't move, scans the courtyard below -- Sionis thrashes, violently. Batman reaches in his belt.

VOICE (O.S)

FREEZE!

Gordon emerges, gun leveled -- Batman drops a pellet, a plume of smoke bursts -- Gordon winces, covers his mouth.

The CHOPPER swings its search-light across the terrace. Opens fire -- turret guns CHATTER.

Batman leaps -- plummets, crashes through a Quonset hut.

INT. QUONSET HUT - NIGHT

Batman lies, wounded. Buried beneath rubble and debris. He staggers to his feet, stumbles out the door.

EXT. TERRACE/WAREHOUSE - NIGHT

Smoke clears -- Gordon stands poised, rain drips from his hair. He probes the ground --

BATMAN

Weaves through winding labyrinths of Quonset huts, cape billows.

Gordon takes aim, but hesitates --

(CONTINUED)

Batman disappears. Gordon holsters his gun, unsure.
FOOTSTEPS approach -- Bullock emerges.

BULLOCK

Are you hurt? Did we get him!

Gordon pauses, glances down at Sionis, his face's fleshy and bubbly, cartilage shows, barely breathing.

GORDON

Get him to the hospital. NOW!

Gordon holsters his gun, hurries down the fire escape.

BULLOCK

Where you going?

GORDON

He's getting away.

Bullock hesitates.

BULLOCK

Shit.

EXT. GOTHAM STREETS - NIGHT

LATER. Batman ROARS through Gotham on his motorcycle, snaking past oncoming traffic. Approaches a cross-section -- a dump truck steamrolls through a red light:

Batman swerves, misses the truck, just. SIRENS approach.

INT. DOWNTOWN GOTHAM - NIGHT

GOTHAM PD assemble throughout the city -- cruisers, choppers, vans --

Gordon leads a fleet of cruisers through the main drag.

EXT. GOTHAM BRIDGE/DOWNTOWN - NIGHT

Batman snakes across the Gotham bridge -- search-lights chase him. The police scanner on his motorcycle CRACKLES.

POLICE SCANNER:

... attention all units... suspect
heading westbound on the Westward
Bridge... on a black motorcycle...

Batman passes a barrier, swings right, disappears into darkness.

EXT. ALLEY/INDUSTRIAL SITE - NIGHT

MOMENTS LATER. Batman hums through winding back roads, lights off, silent. Heavy industry surrounds him --

In the distance, the piercing beams of a police chopper's search-lights approach, sweeping the area below.

Batman guns his motorcycle again. He approaches an underpass below a bridge. The ROAR of the CHOPPER thunders overhead. Batman peels out.

EXT. GOTHAM STREETS/INNER CITY - NIGHT

Batman cruises through a deserted boulevard enveloped by gloomy yellow street-lamps. Toward the end of the street -- rows of delivery trucks, parked outside grimy factories.

Batman turns right as:

Blinding lights and NOISE hound him. Choppers descend -- SIRENS everywhere. A fleet of black-and-white cruisers gun down the thoroughfare.

Swirls of red-and-blue lights stream back and forth. He's surrounded, cops ROAR from all streets and corners, he performs a handbrake turn:

EXT. ABANDONED TENEMENT/INNER CITY - NIGHT

Wrong turn! Batman whistles past a pallet of unused timber -- SMASH!

He groans as he rolls off the motorcycle, steam hisses from the engine.

On his back, beat and exhausted -- rain plummets, turns the ground into a cesspool of mud and gravel. SIRENS edge closer. He staggers to his feet, searches for an exit, charges toward the border of:

A half built six-storey tenement, inert and gloomy, boarded windows. Looks abandoned, in b.g., lights twirl, sirens HOWL as the might of Gotham PD closes in.

Gordon and Bullock arrive, first on the scene, followed by two patrol cars -- OFFICERS emerge, guns drawn.

GORDON

I want a full perimeter, Bullock
take a unit onto the roof. No one
in or out unless I say!

Approaching COPS secure the perimeter with roadblocks and police tape -- local residents pure out to rubberneck.

EXT. PATHWAY/TENEMENT - NIGHT

Batman stands aghast, leans on the wall of a trash-strewn pathway. He examines his motorcycle, takes a moment. BLAM! Bullets hiss past his cowl.

GORDON (O.S)
CEASE FIRE. CEASE FIRE, DAMMIT!

Officers ignore Gordon's orders, they rain GUNFIRE down the pathway:

Batman ducks and spins, but catches a slug as he flees. He glances up -- dead end! No escape, except for boarded windows ahead. Legs pumping, Batman charges for it and --

INT. GROUND LEVEL/ABANDONED TENEMENT - NIGHT

SMASHES through, lands hard, he groans, clutches his wound. Blood seeps from his thigh, arms and abdomen. He wraps a cloth around his leg and pulls it taut, grimaces.

Gunfire RIPPLES through windows and concrete. Batman staggers, rises, dusts himself off. Scans the derelict building.

Wooden frames and stacks of timber envelop him. He searches for a path.

BATMAN (V.O)
The roof. My only chance.

Cautious, he moves into:

INT. STAIRWELL/ABANDONED TENEMENT - NIGHT

He grabs hold of a railing, limps past three JUNKIES, dead! No time for this. He ascends further, freezes --

Dead in his tracks, cranes his neck, LISTENS to -- the distant ROAR of helicopter rotors draw near, echos overhead.

BATMAN
(murmurs)
No.

In a flash, Batman charges up the stairwell, not quick enough -- KA-BOOM!

The entire building collapses atop of him, now inundated by flames -- wood frames and timber blocks, engulfed in seconds. A large beam SLAMS into him. He plummets through floorboards.

INT. GROUND LEVEL/ABANDONED TENEMENT - NIGHT

Wood SHATTERS and disintegrates as Batman crashes hard onto a steel panel, followed by debris and timber, UTTER CARNAGE.

EXT. DEVELOPMENT SITE/INNER CITY - NIGHT

Gordon and Bullock reel from the blast, downs Gordon. He glances up:

GORDON'S POV of a POLICE CHOPPER circling the building, armed cops reel in taut cables from a winch.

GORDON
What in the world?

Bullock rushes to Gordon's aid, who's more concerned with:

SWAT van, barreling through the police blockade, cops usher onlookers aside. The van SCREECHES to a halt. Doors swing open:

Branden's first out, followed by his GESTAPO, armed to the teeth with shields, explosives, shotguns and assault rifles. Bullock and Gordon stare, don't like what they see.

GORDON
My god.

BULLOCK
Here we go!

Branden leads his team toward the obliterated structure, bricks topple, glass SHATTERS --

Branden snaps back the hammer of his rifle, and before Gordon can even muster a breath --

BRANDEN
Move aside cowboy, we'll take it from here.

Gordon scowls, Bullock grips his arm, tight. Pulls him aside, gives him a look.

GORDON
(incensed)
Get the hell--

(CONTINUED)

BULLOCK
--Let it go, lieutenant.

BRANDEN
That's right Gordo, listen to your
lady friend here.

Bullock spins on a heel, pierces a look at Branden, scowls.

BRANDEN (CONT'D)
What you gonna do?

Bullock grabs Branden and SLAMS him into Gordon's car --
Branden sits up. Without pause, Bullock delivers a strong
hook to his jaw -- CRACK! The audacity.

BULLOCK
Asshole.

His SWAT team charge Bullock -- Gordon and UNIFORMED COPS
hold Bullock back. Branden jumps to his feet, moves for
Bullock -- his team hold him back.

BRANDEN
You dumb piece of shit. You know
who I am!

SWAT LIEUTENANT
Not here, Branden. Let's move.

Branden shoots daggers at Bullock, grabs his gun and moves
on. They enter through a crevice in the side of the
building.

BRANDEN
(through headpiece)
Unit two in position.

Gordon turns to Bullock, teases a smiles; loosens up a bit.
He's impressed, despite himself.

INT. GROUND LEVEL/ABANDONED TENEMENT - NIGHT

Rubble moves as an injured Batman emerges, debris covers his
damaged suit, bleeds from his face, winces at the pain.

He takes a moment, probes his surroundings -- scans the
emptiness around him. He gets to his feet, limps toward a
shattered window, glances down.

BATMAN'S POV of Branden and his team entering the building.

He turns away, limps further into the shadows.

INT. HALLWAY/ABANDONED TENEMENT - NIGHT

Branden leads his team into the remains of a hallway -- flashlights stab the darkness, sweeping the building.

BRANDEN

No prisoners.

Branden advances. The mean, stocky SWAT LIEUTENANT turns to his team.

SWAT LIEUTENANT

You heard him.

The team cock their guns and move up. They move in standard two-by-two cover formation.

EXT. DEVELOPMENT SITE/INNER CITY - NIGHT

A beat Gordon stands behind his sedan, clutching the receiver in his hand. The choppers circle -- beaming spotlights onto the tenement.

INT. GROUND LEVEL/ABANDONED TENEMENT - NIGHT

Batman staggers through darkness, travels a narrow corridor, pulls out a small LED light. It slices through shadows. Water splashes on his cowl. He looks up, confused. Trains his flashlight on the ceiling.

BATMAN'S POV of a dozen rivulets pouring from cracked masonry ceiling, the building's flooding.

He can barely stand, leans against a damaged wall. Distant VOICES echo in the rubble. He hesitates, advances, heads straight into:

Branden's path -- his team shadow him. Branden hesitates a second.

BRANDEN

There, drop him!

They unload RAPID FIRE toward Batman, BLAM! He spins on a heel, charges back into the lobby, moves as fast as he can, avoids gunfire --

Rebounds off walls, he tumbles -- dust and debris scatter everywhere. He spots:

Steel panel -- "HIGH VOLTAGE" labels plastered over it, but without a seconds pause, he yanks at the handle. The ceiling COLLAPSES as he tumbles into:

INT. BASEMENT/ABANDONED TENEMENT - NIGHT

Darkness. He struggles to his knees, surrounded by -- a labyrinth of stacked pallets, trapped!

Debris showers from above, glass shatters. Flames linger. It's barren and ruined. Held up by weathered pillars.

He limps through darkness, SPLASH. He shines the flashlight downwards --

The water's ankle-deep and rises. He turns and kneels underneath a preceding staircase, blends in the shadows.

Drain pipes and rivulets pour into the cellar.

EXT. DEVELOPMENT SITE/INNER CITY - NIGHT

Choppers circle the building, their search-lights blaze through, sweeping each crumbling floor. Flames rise.

Gordon and Bullock, overwhelmed with horror, move in, cautious.

BULLOCK

(murmurs)

My god. What have we done?

INT. GROUND LEVEL/TENEMENT APARTMENT - NIGHT

Branden enters the lobby, searching, finds an old elevator shaft, ignores it. He approaches the steel panel.

BRANDEN

Terry, shotgun.

SWAT Captain approaches, chambers a shell and --

BOOM!

BRANDEN (CONT'D)

Again!

BOOM! SWAT Captain blows the handle. Branden yanks at the door.

EXT. NEARBY ROOFTOP - NIGHT

Rooted, a team of SHARPSHOOTERS wait on a rooftop, opposite the tenement. Their rifles sit atop metal ventilation pipes and the parapet. LEAD SHARPSHOOTER glares through cross-hairs, takes aim.

(CONTINUED)

LEAD SHARPSHOOTER

In position. No shot.

Second Sharpshooter sits beside him. He shivers as a flurry of rain slaps across his face.

INT. BASEMENT/ABANDONED TENEMENT - NIGHT

Branden leads his team down the staircase, it CREAKS. Flashlights crisscross the darkness -- the flowing water douses lingering flames.

IN THE SHADOWS -- intense white eyes glow, then disappear:

BRANDEN

Stay frosty. Shoot at anything that moves.

SWAT One edges toward the window, peers through -- police lights twirl in the night.

The team fan out, splashes, searches, hunts. SWAT One moves away and crosses a large, heavily damaged pillar.

SPLASHES of rubble distract him, he turns -- gasps as he reaches for his neck:

SWAT ONE

What the hell?

He pulls out a small dart, studies it. He turns and levels his flashlight toward the disturbance:

Batman -- lurking. Hiding.

Before SWAT One can make a sound he drops, SPLASH!

BRANDEN (O.S)

There!

MACHINE GUNS rip up the basement -- bullets chew up windows, and riddle the walls.

As Branden and his team exhaust their clips -- they expertly insert another. Firing continues, debris flies everywhere. They don't know what they're shooting at, but they don't care either.

EXT. DEVELOPMENT SITE/INNER CITY - NIGHT

Gordon and Bullock take cover behind the car -- Officers hide behind barricades, onlookers cower and flee.

GORDON
STAY DOWN!

BULLOCK
Bastards will hit us in a minute.

GORDON
Damned building wasn't even cleared.

INT. BASEMENT/ABANDONED TENEMENT - NIGHT

Behind the pillar, Batman's stranded. Flanked by a barrage of GUNFIRE, dust scatters around him -- more water bursts from chewed up pipes.

Batman braces himself, dives and rolls to the side. He lands behind the destroyed elevator shaft as Branden advances, exhausts another clip.

Behind elevator shaft, Batman pulls out a grenade:

The team advances, machine guns CHATTER. The grenade plunges into the water -- BANG -- a blinding glare shoots from the capsule, followed by a SHRILL, pierces through the building. Branden shields his eyes.

The team writhe, covering their eyes and ears.

Behind the elevator shaft -- in a rapid, fluid movement Batman reaches into his belt again and hurls a sharp implement, carving deep into SWAT Two's hand, he HOWLS, drops his gun.

Two shurikens whistle through the darkness, pierce Swat's Three and Four --

Branden, dazed, senses danger. Charges toward the elevator shaft:

Batman springs from the shadows, delivers a monstrous KICK -- Branden flies through a wall, weakened from decay and destruction --

Batman wraps his cape around him, shields himself from debris and blind gunfire.

(CONTINUED)

He turns, braces himself and slams another kick into the pillar -- he YELLS, clutches his damaged leg -- pillar crumbles and collapses atop the SWAT team.

Batman dives out of harms way, reaches into his belt, pulls another canister, tosses it -- a burst of smoke erupts, shrouds the basement -- SWAT members cough and YELL.

EXT. DEVELOPMENT SITE/INNER CITY - NIGHT

Standing behind the sedan, Gordon and Bullock wince at the ear-piercing SOUND and blinding light emerging from the tenement.

BULLOCK

(aghast)

What the hell's going on in there!

OFFICER

Are we sure the bat's even in there?

Gordon looks on, expressionless.

GORDON (V.O)

He's in there alright, but he's probably hurting, no normal person could've survived that blast, and now they have him cornered. I can only imagine how bad that is... for them.

INT. BASEMENT/ABANDONED TENEMENT - NIGHT

Batman struggles through the flooded cellar, passes the downed SWAT team. He climbs the staircase.

INT. GROUND LEVEL/ABANDONED TENEMENT - NIGHT

Stumbles through the door, dizzy, fading. He heads straight into:

A SEARCH-LIGHT -- peering through the window.

EXT. NEARBY ROOFTOP - NIGHT

Sharpshooters REACT.

LEAD SHARPSHOOTER

Target acquired! Have shot--

(CONTINUED)

SWAT SERGEANT (O.S)
--Fire, dammit, FIRE!

BANG!

INT. GROUND LEVEL/ABANDONED TENEMENT - NIGHT

With a sudden burst -- Batman moves, adrenaline charged, legs pumping, ignores the pain.

The remaining windows shatter under heavy sniper power, the glass drops at once --

Batman staggers and tumbles out into the alley --

EXT. PATHWAY/ABANDONED TENEMENT - NIGHT

He lands hard. Rolls on his back and glances up to see the choppers sweeping above --

Batman lies, pale. Blinded by light, smeared in dirt, dressed in tatters -- bloody and nearly broken, but he welcomes the rain falling on him. Search-lights pass --

He cranes his head toward a narrow passage heading north. He rolls on his side. He crawls toward his motorcycle.

EXT. GOTHAM STREETS - NIGHT

Red lights dazzle as an ambulance guns down the main drag.

INT. AMBULANCE - NIGHT

PARAMEDICS examine a barely conscious Sionis, hooked up to a breathing apparatus.

PARAMEDIC ONE
Hurry up, I need more morphine.

PARAMEDIC TWO
What the hell happened to him?

Paramedic Two grabs a medical kit. Sionis moans, quiet.

PARAMEDIC TWO (CONT'D)
Easy friend, we're gonna take good care--

--SMASH! The Paramedics jerk from the gurney.

EXT. GOTHAM STREETS - NIGHT

The ambulance, totaled by an SUV. Steam rises. Armed MEN emerge from the SUV, circle toward the doors.

INT. AMBULANCE - NIGHT

Startled, the Paramedics get to their feet, Paramedic One attends to the cut on his head. Paramedic Two checks on Sionis. The doors open, they stare --

Armed Men level their guns -- fire.

EXT. DEVELOPMENT SITE/INNER CITY - NIGHT

LATER. Medics attend to Branden and his men -- firefighters wrestle with flames. Bullock waves over nearby cops.

Across the yard, Gordon walks alone.

EXT. PATHWAY/ABANDONED TENEMENT - NIGHT

Flashlight leveled, he advances. He spots charred window boards, sweeps the alley. He sees: a blood trail, he follows.

GORDON

Can't be...

He stops at a crossing of two alleys, the trail stops. He levels his flashlight on a set of tire tracks, heading north. Gordon looks on, stark disbelief. He glances around, back at the tracks.

GORDON (CONT'D)

Son-of-a-bitch.

EXT. FRONT LAWN/WAYNE MANOR - NIGHT

LATER. THUNDER echos. LIGHTNING sparks up an old-world mansion -- Wayne Manor. In the distance, emerging from a forest: a dark figure moves past -- Batman.

He hums around the manor on his busted motorcycle, smoke still rises. He approaches a narrow access ramp leading to a self-raising steel door.

INT. UNDERGROUND GARAGE - NIGHT

Batman walks his motorcycle through a disused parking bay, worn-down brickwork. The floor's earthen with weeds. He examines the bay. He caresses his wounds, still hurting.

INT. STAIRWELL/WAREHOUSE - NIGHT

A shabby staircase, stained with disease and excrement, dimly lit. Muffled VOICES become clear: the Goons ascend, carrying Sionis.

They reach the top of the stairs. Two KNOCKS. The door opens.

INT. SECOND FLOOR/WAREHOUSE - NIGHT

The Goons hurry Sionis into a dimly lit space --

A table sits center of the room, bags of sharp implements sit on a worktop. Three GUARDS stand in matching black uniform, perfect form. They offer uncomfortable eyes toward their guests.

At the far end of the room, a DARK FIGURE sits in shadow. He wears a well-pressed shirt and crisp tie, underneath a raincoat. His face, hidden in darkness.

Scarred Goon glances up, stares at him, a stern look; he means business.

SCARRED GOON

He's hurt, and we have no time.

The Doctor gestures to his guards, they expertly apply a blanket and comforter to the worktop. One guard reaches for the tool bag, the goons place Sionis on the table, Greasy Goon throws a small bag on the side.

The Doctor watches in silence.

DOCTOR

Oh my, Roman. Been playing with fire again.

His tone's shallow.

SCARRED GOON

Get to work, our boss doesn't pay you to sit.

The Doctor looks on, his fist clenches taut.

(CONTINUED)

DOCTOR

Since when did I take orders from a senseless fool and his goons.

The Doctor doesn't rush. He gets to his feet, removes his coat, rolls his sleeves. Nothing above his wide chest's visible. He examines Sionis' charred features.

SCARRED GOON

Well?

DOCTOR

Get out.

INT. LIBRARY/WAYNE MANOR - NIGHT

Alfred sits alone. He pulls a bottle of whiskey from the cabinet and pours himself three fingers. He's tense. THUD! He cranes his neck, reacts sharply. His brows furrow. He pulls himself up with his cane, straightens.

ALFRED

Who's there?

No response. Alfred reaches into the drawer and pulls out a Smith and Wesson 9mm revolver, old school, like its owner. He edges toward the corridor.

INT. MAIN HALL/WAYNE MANOR - NIGHT

Alfred enters the main hall, nothing but darkness. THUD!

Alfred swings toward the noise, levels his gun.

ALFRED (CONT'D)

You know who's house this is? Come out you stupid bastard.

The door swings open --

Batman, stumbles through, battered. Alfred recoils. Lowers his gun.

ALFRED (CONT'D)

My god...

Alfred hurries, kneels over him.

ALFRED (CONT'D)

... goddamn it Bruce.

Wayne, mask off, mumbles, sweaty. Bleeding.

(CONTINUED)

WAYNE

Help me.

INT. BEDROOM/WAYNE MANOR - NIGHT

LATER. Wayne, in bed, unconscious, his bloody, battered body bares a maze of scars. Alfred stands over him, reaches into a doctor's bag resting on a worktop. He checks Wayne's pupils with a penlight.

Alfred pulls a clean roll of tape, places it on the table. He grabs a pair of scissors and cuts the bandage from Wayne's cracked ribs. BLACK --

BATS EXPLODE FROM A BLACK CREVICE. A HIGH-PITCH SHRILL --

INT. BEDROOM/WAYNE MANOR - DAYS LATER

DAWN. It's barely light outside, Wayne's already awake, looks tired. He sits up slowly, heavily bandaged, frustrated, sits on the edge of a master bed.

The room's barren, forgotten. Through dim light peering through a window -- across the floor: the batsuit, bloody and damaged. Wayne struggles with the pain.

ALFRED (O.S)

I was wondering when you'd wake.

Wayne looks up. Alfred enters, ferries a syringe, pills and a glass of water. Alfred sets the tray down, sits at the edge of the bed, watches.

WAYNE

(hoarse)

What happened?

ALFRED

You've been unconscious for two days.

Wayne calms. Considers this.

WAYNE

How bad?

Wayne sits up slowly, sweaty. Winces at the pain, holds his ribs.

ALFRED (CONT'D)

The knife wound will take some time, but the bullets went straight through, so, no permanent damage.

(CONTINUED)

Wayne shrugs.

WAYNE
Anything else?

ALFRED
Mild concussion, minor tissue damage and two cracked ribs, you've lost a lot of blood too, I've done everything I can... but you should be in a hospital.

WAYNE
No hospitals, Alfred.

ALFRED
Then, I suggest you take a week off.

Wayne shakes his head.

WAYNE
I don't have time. I've got things to do.

Wayne gingerly climbs out of bed, reaches for the pills, throws them back and downs the water. His balance falters, drops to his knees, pain soars through his entire body, Alfred snatches at his arm.

ALFRED
Make time Bruce, you're weak...

INT. SECOND FLOOR/WAREHOUSE - DAY

Harsh flood lamps illuminate the room. Windows are sealed with layers of tarpaulin:

Sionis -- lies unconscious, barely breathing. His face, charred and bubbly.

On the surrounding worktops, bottles of chemicals. Next to him are bloodied scalpels, knives and a host of sterile utensils. Sionis gasps, his body convulses and spasms. His skin sizzles, veins cording in his neck and arms.

FIRST GUARD
What's happening? What's he doing?

DOCTOR
The formula's working. He's responding to it better than I thought.

(CONTINUED)

The Doctor enters, pressed shirt and trousers, protected with a surgical white apron and surgical gloves. The Doctor flicks a needle, sticks it in Sionis' arm. Sionis calms.

FIRST GUARD

Is this gonna work, boss?

The Doctor turns and reaches inside a duffel bag, he pulls out:

DOCTOR

Yes.

A mask -- black, wooden. He hovers the mask above Sionis, who's hyperventilating, thrashes gently. The Doctor deliberates.

DOCTOR (CONT'D)

I'm gonna fix you up real good,
Roman.

INT. LIBRARY/WAYNE MANOR - DAY

Wayne and Alfred enter the library. Wayne stops. He examines the room, years of forgotten memories, he pauses. Grabs the remote and switches on the TV; a broadcast flashes on.

WAYNE

Nothing's changed.

ALFRED

The renovations were put on hold
when you left.

Wayne ponders a moment. Alfred steps forward, reluctant.

ALFRED (CONT'D)

If you're serious about this,
crusade thing--

WAYNE

--Spare me the lecture, Alfred. I'm
getting tired of hearing it.

ALFRED

Just hear me out. I can't condone
what you're doing, I don't think
it's right, especially seeing you
like this... but if you're serious
about it, and you are. If you
really wanna get this guy, then...
I'll help you.

(CONTINUED)

WAYNE

This isn't about Weaver anymore.

ALFRED

What are you talking about?

WAYNE

Weaver's just a pawn, this is bigger than that, you said yourself. This is about someone else.

ALFRED

Who?

Wayne hesitates, deep in thought. He glances up at a framed photograph above the liquor cabinet.

PHOTOGRAPH

Three YOUNG BOYS, stand side-by-side in tuxedos. In the middle: YOUNG BRUCE, smiling. The boys to his side, one has brown hair and the other; red hair. Both have resentful, distant looks in their eyes.

Wayne looks on, saddened:

WAYNE

I tried to help him, Alfred. I tried to help them both, but Roman was never going to change.

ALFRED

What happened?

Wayne tries to speak. He pauses, troubled.

WAYNE

He's been running his own supply of guns and drugs from his warehouses. He wants what Falcone wants... and he knows there's only one way to get it.

Alfred's deep in thought. He knows the solution.

ALFRED

War.

WAYNE

I can't let that happen.

(CONTINUED)

ALFRED
What will you do?

Wayne pauses. His eyes fix on the TV, he watches.

WAYNE
I've seen you before.

ALFRED
What? Who?

WAYNE
The cop.

EXT. PLAZA/GOTHAM PRECINCT - NIGHT

Loeb stands on a podium before a sea of REPORTERS, in b.g., Gordon, Flass and Hill. A press conference, in full swing.

LOEB
--The situation's well in hand, my department have already setup a task force to bring this madman to justice.

REPORTER ONE
What about the destruction caused by you and your men on fifth Avenue?

LOEB
The destruction of the inner city was caused by the criminal, Bat-man--

REPORTER TWO
--On your authority, your department bombed a housing development, killing three people.

Loeb absently shuffles through his notes at the podium. Lost in thought. Gordon rolls his eyes, shoots a look at Loeb, a look of utter disdain.

REPORTER ONE
And what about the lives of innocent bystanders your S.W.A.T. team put in jeopardy--

REPORTER 2
--Are you losing grip on this city, Commissioner? Your fight against crime has taken huge blows since the vigilante's appearance.

(CONTINUED)

Loeb stammers, change the subject.

LOEB

Our spotters say he was caught in the blast, but at this moment in time, the whereabouts and condition of this man are unknown. Lieutenant Gordon's personally running the investigation on the Bat-man, and he has ensured me that his best people are on the case. Now if you'll all excuse me, I have a city to protect.

Loeb exits the podium. Reporters push microphones and hand held devices in his face. He ignores them, forces himself through, enters a sedan, drives off. Lenses swing onto Gordon. He stands silent.

Flass flashes a grin as he follows.

INT. GORDON'S OFFICE - NIGHT

Gordon sits, deep in thought, yawns. Bullock enters. Hands him a coffee.

BULLOCK

What's the latest?

GORDON

A criminal in a costume. This is the sort of thing that lures the crazies out. It's only a matter of time before he crosses the line, and then... who knows what evil we'll face.

Gordon takes a large gulp. Closes his eyes, savors it.

BULLOCK

This guy, he's something else.

Gordon swings in his chair, studies the wall of photos, sketches and reports on Batman, Falcone and Sionis.

BULLOCK (CONT'D)

He survived that explosion, the gunfight, Branden and his dogs. The city will keep routing for him.

GORDON

He uses fear to drive the scum away. He's creating his legend with

(MORE)

(CONTINUED)

GORDON
a superhuman image. An invisible
foe, can't be killed; can't be
caught, strikes without warning...
what man can stop that?

Bullock and Gordon share a moment, understand one another.

BULLOCK
We will.

Gordon considers this, smiles thinly, but he doesn't look at all convinced.

INT. SECOND FLOOR/WAREHOUSE - NIGHT

A group of thugs mill around the warehouse.

Sionis lies on the table, a ratty towel covers his head, he's conscious and moving.

SCARRED GOON
Take it easy, boss.

The Doctor stands and watches, arms folded.

DOCTOR (O.S)
How do you feel, Roman?

Sionis sits up, a little dazed. His shirt's stained with blood. His sullen VOICE gasps.

SIONIS
I feel... wholesome.

Thugs draw back, exchange uneasy glances as a low, depraved chuckle fills the room.

SIONIS (CONT'D)
Come, gents. You've got work to do.

He raises his hand toward the towel:

Yanks it off. His head's unseen, secreted by a dark guise.

SIONIS

A monstrosity, a black mask, skull-like features. His right eye's drawn and gray. His left, a lifeless black eye, blotted with a bloody, black iris and a dilated white pupil.

(CONTINUED)

SIONIS (CONT'D)
... I've got and a Bat to kill.

INT. RECEPTION/WAYNE TOWER - NEXT DAY

Employees move through a busy corridor, amongst them: Mr. Riley, heavily fatigued, and Wayne, just as weary, but gives nothing away, deep in conversation:

WAYNE
--I hope everything's okay.

RILEY
It was pretty horrifying, Bruce.
You couldn't imagine what I went through.

Wayne gives an accustomed nod.

WAYNE
Some people will do anything for money.

They enter an express elevator.

INT. BASEMENT/WAREHOUSE - DAY

They exit and move down the narrow passage toward R&D. They approach:

Fox, thumbing through files and blueprints, bares a few cuts above his eye.

RILEY
Fox.

Fox looks up, smiles thinly at Riley, then removes it as he spies Wayne next to him.

RILEY (CONT'D)
(turns to Wayne)
This is one of our newer employees.
Lucius Fox, he's really quite something.

Wayne smiles at Fox; a moment of tension passes. Fox burrows his brow, slightly annoyed, all together confused.

FOX
What's going on?

(CONTINUED)

RILEY

Mr. Fox, I'd like you to meet Bruce Wayne.

Fox's jaw drops; eyes go wide. He looks at Wayne in bewilderment. Wayne offers a hand.

WAYNE

Pleased to meet you, Mr. Fox, and I'd like to thank you personally for your incredible contribution over the past six months while I've been away, R&D couldn't be in safer hands. I've heard some pretty wonderful things about you.

Fox, speechless.

FOX

You're, Mr. Wayne?

Wayne flashes a shrewd smile; somewhat pompous.

WAYNE

(dry)

Were you expecting someone else?

Fox shoots him a look. Riley's completely unaware.

RILEY

How are you holding up Lucius?

FOX

Better, thanks.

Wayne's smile goes, knows all too well.

WAYNE

I heard about your ordeal, must've been terrible.

Riley checks his watch, frowns.

RILEY

You needn't worry Bruce, the cops are dealing with it as we speak. Sionis was always a loose cannon; and a terrible businessman. Damn flunkee.

Wayne checks his watch.

(CONTINUED)

RILEY (CONT'D)

Something wrong?

WAYNE

I'm sorry Mr. Riley; Mr. Fox, I'm needed elsewhere, but we'll pick this up later.

RILEY

Of course.

Wayne nods politely and walks away. Fox keeps an eye on Wayne.

EXT. PLAZA/WAYNE TOWER - DAY

Wayne exits the plaza. He approaches -- Alfred, waiting by a black sedan.

WAYNE

We all set?

ALFRED

Uniform's in the car.

Wayne nods, gets in.

EXT. GOTHAM STREETS - NIGHT

A high-end sedan hums along the street; black, tinted windows and custom plate.

INT. FALCONE'S SEDAN - NIGHT

Falcone sits in the backseat, ponders, angry. His bodyguard sits opposite, cautious. Next to him is: Flass. Falcone checks his watch, frowns. Faces his driver.

FALCONE

Hurry up.

FLASS

Relax pal, we've got time.

EXT. GOTHAM STREETS - NIGHT

The sedan turns a corner:

AN SUV

SMASHES into the sedan, drives it into a streetlight. The glass smashes. Smoke rises from the whirring engines. Goons emerge from the SUV, pulling guns. The bodyguards exit the sedan, reaching for their guns:

The Goons riddle Falcone's bodyguards -- BLAM!

INT. FALCONE'S SEDAN - NIGHT

Falcone winces, holds a cut above his eye. He scowls. Flass nurses a damaged shoulder; his face bleeds.

FALCONE

Dammit.

FLASS

What the hell was that?

His bodyguard, Grapa, pulls a gun.

GRAPA

Stay here.

Grapa exits, then: BLAM!

FALCONE

Blood splatters across his face, he watches as Grapa's body slumps into the backseat. Flass struggles for his gun.

Falcone reaches for a pump-action. A rattle -- an EXPLOSIVE enters the sedan.

BANG! A light erupts.

Falcone winces, looks up, gingerly. He crawls out the sedan, falls out onto the street, moans.

He looks up -- open-mouthed, bares witness to the horror in front of him.

SIONIS

Looms above him in his black death skull.

SIONIS

Hello Carmine...

INT. BULLPEN/GOTHAM PRECINCT - NIGHT

The bullpen swarms. COPS, DETECTIVES and ADMINISTRATORS mill from pillar to post, paperwork in hand. Across the room, a MAN wears tattered janitor overalls and a baseball cap. He exits an office.

Gordon enters, head down, he bundles into the Janitor.

(CONTINUED)

JANITOR
Sorry, sir.

GORDON
It's fine.

Janitor walks away. Gordon enters.

INT. GORDON'S OFFICE - NIGHT

Gordon thumbs through a file. He stops, eyes a box of folders on his desk; something distracts him. He probes inside, looks for something. His cellphone RINGS. He answers.

GORDON
(beat)
This is Gordon.

VOICE: (O.S)
Meet me at the docks in one hour...
alone.

GORDON
Excuse me?

VOICE: (O.S)
I have something you need.

Gordon narrows his eyes, puzzled.

GORDON
Who's this? How did you get this
number?

CLICK -- line dead. Gordon freezes. Scans the bullpen. He sees:

BRANDEN

Entering with his squad, slaps a young beat across the head, they laugh.

Merkel watches it all unfold from his desk, shakes his head. Gordon stands, concluding.

GORDON
Ok.

EXT. DOCKLANDS - NIGHT

Dark clouds roll in over the city as distant RUMBLES OF THUNDER approach. Rain falls in sheets.

Large parts of the docks are sectioned off with police tape. Remote and deserted.

A car pulls up; Gordon emerges, gun and flashlight leveled; rain drips off his matted hair; scans the area. He spots a nearby warehouse.

INT. ABANDONED WAREHOUSE - NIGHT

A run-down, darkened room. Gordon passes derelict shelves and stacks of boxes. His flashlight sweeps the shadows. A low, resolute VOICE whispers in darkness.

VOICE (O.S.)
You came along?

Gordon turns, sees: nothing. Gordon spins on a heel.

GORDON
Who's there?

Gordon turns toward the voice -- crouching by an open window -- a black figure, cracks in his suit are visible. Gordon levels his gun -- aims straight at Batman's chest.

GORDON (CONT'D)
Hey! Don't move.

Gordon's gaze's fixed, inches toward him.

GORDON (CONT'D)
Put your hands where I can see them.

Batman doesn't react.

GORDON (CONT'D)
Do it now!

BATMAN
You need to calm down--

GORDON
--No, you need to step down and put your hands above your head. Slowly.

Gordon shuffles closer to Batman, unsure. Gordon FIRES above him; the bullet ricochets off a railing. Batman doesn't even flinch.

(CONTINUED)

GORDON (CONT'D)
That was a warning shot.

BATMAN
It didn't work--

--BANG! Batman whistles into the shadows. Gordon fires again, clang of bullets echo.

BATMAN (O.S)
We're wasting time here lieutenant,
I'm on your side... you should
listen to me.

Gordon's rooted, he twists and turns uneasily, watches the moving shadows.

GORDON
My side? I don't work with
criminals. Now why don't you make
it easy on yourself and give up.

BATMAN (O.S)
Perhaps you should examine that
claim, detective... if you don't
want my help then fine, but you
need to stay out of my way!

GORDON
What do you want?

BATMAN (O.S)
There's a war coming, and it'll
happen soon.

A slim folder flies from the shadows, onto a tarp covered workbench. Gordon hesitates.

GORDON
What's that?

BATMAN (O.S)
Answers... I saw you at Sionis'
warehouse; I've seen you on TV, you
want what I want. This will help.

Gordon thumbs through it, incredulous.

GORDON
What? How did--

(CONTINUED)

BATMAN (O.S)
 --I've compiled everything you
 need.

GORDON
 How did you come by this?

BATMAN (O.S)
 I have my methods.

GORDON
 Such as?

Something looms over Gordon, emerging behind him -- the
 gravelly VOICE draws near, with more potency.

BATMAN
 I need you to lower your gun.

Gordon spins -- a towering demon stands before him, harrowed
 gunmetal eyes look fixedly at Gordon, who's leveling his gun
 right at Batman's head.

BATMAN (CONT'D)
 Read on.

GORDON
 How...
 (grasps information)
 You've got case files, evidence,
 reports. Conversations...

Gordon stops, has a thought, something's hit him. Gordon's
 brow furrows.

GORDON (CONT'D)
 How'd you get in my office?

BATMAN
 That's not important, now hold out
 your hand.

GORDON
 Why?

BATMAN
 I have something for you. In the
 right hands, it'll help cleanse
 this city.

Gordon holsters his gun, reluctantly. Batman extends his arm
 and opens his hand, offering to Gordon. He takes a small
 device from Batman's palm -- a recording device.

(CONTINUED)

GORDON

And this?

BATMAN

This contains everything you need to pin Loeb and his subordinates. Only you can see it.

GORDON

Loeb's sent out a task force to bring you down.

BATMAN

The walls are closing Lieutenant. Loeb's desperate. Falcone will move to strike. Pretty soon I'll have the whole city after me.

Gordon pockets the device and continues to flick through Batman's folder:

A PHOTOGRAPH

Grainy but unmistakably Gordon; a whole file on him, everything: address; date of birth; family; and things no man should know. Gordon's perplexed.

GORDON

This is...
(glances up)
you've been following me?

BATMAN

I needed to be sure.

GORDON

Be sure of what?

BATMAN

That I could trust you.

GORDON

A vigilante with trust issues?
Who'd have thought...

BATMAN

We don't have time for this, Sionis wants full control of Gotham's underworld, and he'll get it when he gets his hands on Falcone, which can't happen.

Gordon stares at Batman, thinking.

(CONTINUED)

GORDON

What's Falcone got to do with it?

BATMAN

He has his hands in too many pockets in Gotham, if we're to stop corruption we'll need him alive, we can't let Sionis find him first.

GORDON

I thought Sionis was targeting Wayne Industries?

BATMAN

He was, but that was the start. That would've been the blueprint of his plan. Gain control of WayneTech, use it to take over the city.

Gordon's deep in thought; he understands now.

GORDON

So, he wants Falcone dead... okay, what's the plan?

BATMAN

Find Sionis. He's our priority.

GORDON

He never showed up at Gotham Central after the attack, we found the paramedics shot and left down Eighth Street. Some of his goons are bound to have picked him up. Where do we start?

Batman glances out toward the window, searching into the distance.

BATMAN

There's only one place he can go now...

Gordon smirks at Batman's words, a knowing look.

GORDON

The Steel Mill. What do you propose? I trust you have some sort of anti-cop plan that will keep me out of the loop.

(CONTINUED)

BATMAN

Get a team ready; your partner, Bullock and those you trust, as fast as you can. Set up a perimeter around the site and wait for my signal.

Gordon shoots a look at Batman. He glances back at the folder, his eyes adjust -- his face, stark with distrust. He holds his gaze.

GORDON

But why me?

Gordon looks up -- Batman's gone.

GORDON (CONT'D)

Never mind...

Gordon stands alone. Thinks. Pulls his radio.

GORDON (CONT'D)

Harvey. It's me, get the car and meet me down Tricorner. You got twenty minutes.

EXT. STEEL MILL/TRICORNER - NIGHT

A hulking, oddly majestic silhouette of a functional steel mill, smoke shoots up from a quadrant of timeworn blast furnaces.

SIGN

Swings in the wind, the letters shine as phosphorescent molten steel. They read...

"SIONIS STEEL MILL"

The industrial heartland of Gotham. A silent walkway leads to the GRINDING and WHIRRING of huge machinery, raised VOICES are HEARD over the din.

INT. UNFINISHED OFFICE/STEEL MILL - NIGHT

Flass writhes in pain in the center of a dark room as thugs leave with bats. He attends to his bloody nose as:

BLACK MASK

Circles him, like a predator.

(CONTINUED)

BLACK MASK
Having fun, detective.

FLASS
You son of a bitch! You know I'm a
goddamn cop!

A GUN

Pulled from Black Mask's jacket as he steps behind Flass.

BLACK MASK
You were a cop...

Black Mask places the barrel of his gun against the back of his head and FIRES -- Flass flops to the floor -- Black Mask discards the gun beside Flass' corpse and leaves.

INT. MAIN BUILDING/STEEL MILL - NIGHT

A host of THUGS hustle on the ground floor, they stack boxes and load crates into shipping trucks.

Six thugs linger by parked SUVs -- five thugs sit atop loading stacks -- twelve thugs stand armed and tense.

The rest move between aisles. Two more carry bags. They climb a narrow staircase:

INT. SIONIS' OFFICE/STEEL MILL - NIGHT

They set the bags aside and leave, across the room. A FIGURE stands by the worktop, overlooking the smelting floor below, he turns --

Black Mask; draws a blade. He approaches:

FALCONE

Bruised and bloody, swings from a steel joist above the room.

FALCONE
(hoarse)
You'll never get away with this
Sionis. You've lost control.

BLACK MASK
Don't drag your feet, Carmine.
It'll only make things worse.

Black Mask rips open Falcone's shirt with his blade, he shrugs.

(CONTINUED)

FALCONE

Whatever happens to me... my sons,
my daughters... they'll hunt you,
and gut you--

BLACK MASK

--Do be quiet.

EXT. STEEL MILL - NIGHT

A trio of ARMED GUARDS walk the grounds, light rain drizzles. One thug stops by an open Quonset hut, he scowls at the rain as he scurries under the shelter. He jams a cigarette in his mouth and whips out a zippo.

INT. GORDON'S SEDAN - NIGHT

Gordon and Bullock sit and wait. Gordon watches through binoculars, from afar. Bullock checks his gun and snaps back the hammer.

BULLOCK

Anything?

GORDON

Three sentries guarding, standard rotation, anti-clockwise. One's stopped for a smoke. Seems fairly light, considering.

BULLOCK

And what about him?

Gordon draws back from the binoculars, he offers a distressed look.

GORDON

Nothing yet.

EXT. STEEL MILL - NIGHT

First Thug shrugs at Second Thug as he blows out smoke. Then:

A BLACK GLOVE

Reaches out and yanks him from the shadows.

Second Thug reacts, skulks toward the hut, levels his gun.

INT. QUONSET HUT - NIGHT

Second Thug flicks his flashlight on and scans the storage unit. He edges toward an open crate. A hollowed THUD. Second Thug spins on a heel, wipes his brow. He turns a stack of boxes, glances the flashlight downward.

FIRST THUG

Is bound and unconscious. Second Thug pants and spins into:

A clenched fist, he reels as his gun zips from his grasp. Sprawled on a dusty floorboard, he holds his bloody nose --

Batman overshadows him. He lunges for Second Thug, clutches at his throat, hauls him to his feet and slams him into the wall, a RATTLING ECHO.

BATMAN

How many men inside?

SECOND THUG

Hell if I know--

--Batman chops at Second Thug's neck, he jerks in pain.

BATMAN

I won't ask twice...

Second Thug hesitates. Batman flicks a small blade from his belt and draws it close to his eye.

BATMAN (CONT'D)

You have a choice. Eye or tongue.

Second Thug squirms.

SECOND THUG

I don't know, thirty, maybe...

BATMAN

And Sionis! Where's he hiding?

SECOND THUG

Second floor workstations--

BATMAN

--Does he have Falcone?

SECOND THUG

Trussed in his office, I don't know what he's gonna do... please, let me go, I won't say anything!

(CONTINUED)

BATMAN

I know.

Batman smashes an elbow into Second Thug's jaw, he flops to the ground. He spins from the boxes and heads toward the door; he shifts into a quick dash outside.

EXT. STEEL MILL - NIGHT

Third Thug hastens toward the hut as Batman springs from the shadows and spears him to the sodden ground. His gun unloads as he sprawls across the mud -- POP!

INT. SIONIS' OFFICE/STEEL MILL - NIGHT

Black Mask whips his head back as the GUNSHOT echos; Falcone smiles, cold.

FALCONE

It's over Sionis... my boys are already here.

Black Mask's still, he focuses toward the large entry, looks for something.

BLACK MASK

No. It's much worse than that... which means you're no longer needed.

FALCONE

You son-of-a-bitch!

BLACK MASK

I had such wonderful plans for you, Carmine, but it seems I'll have to amend them right here.

FALCONE

I'll kill you--

--Black Mask slashes at Falcone with the blade -- slitting his throat. Black Mask nonchalantly wipes the blade clean as blood pours from Falcone.

BLACK MASK

Some other time, perhaps...

INT. GORDON'S SEDAN - NIGHT

Gordon jolts; Bullock twists in his chair, they exchange glances.

GORDON

Let's move.

Bullock and Gordon hop from the sedan.

EXT. STEEL MILL - NIGHT

Batman jumps to his feet and drags the thug into the Quonset hut, he spins on a dime and vanishes into darkness. SIRENS BLARE as a fleet of police cruisers gun down the thoroughfare, they draw close.

-- A SWAT VAN POUNDS THROUGH THE WROUGHT IRON FENCES --

They SCREECH to a halt outside the main entrance. A legion of THUGS emerge from the building, they FIRE on the convergent police force --

They fire back, a FIREFIGHT befalls the thugs as light drizzle turns to heavy rain, falling in sheets.

BATMAN

Atop a bonded warehouse, cape flutters in the wind, he drops. Rain splatters off his cape. He maneuvers through winding alleys and narrow corners. He edges toward a wide entry to the steel mill.

EXT. NARROW PASSAGE/STEEL MILL - NIGHT

He moves through a dark passage lined next to the steel mill; he spots a side entry, a wrought iron door, yanks at rusted metal, it WHINES open.

INT. STEEL MILL - NIGHT

He sneaks into the vast welding floor of the mill, heavy activity ahead --

HUGE SMELTERS

Pour out bubbling molten and fire from a huge galley. He cycles through heavy machinery, toward half-loaded trucks.

EXT. STEEL MILL - NIGHT

VOICES bawl over the din of GUNFIRE. Bullets riddle cars and bodies. Gordon crouches behind an armored swat van; Bullock leans around the fender, he turns to Gordon.

BULLOCK
I'll be back in a minute.

Bullock's already taken flight toward a narrow passage.

GORDON
No -- Bullock!

Bullock tunes out the call, slips unnoticed into the shadows. Gordon curses softly --

GORDON (CONT'D)
Dammit, kid.

INT. WELDING FLOOR/STEEL MILL - NIGHT

Four Thugs stash guns by the truck. Batman bolts toward them -- leaps over a crate, sends one thug reeling with a hard boot: a flurry of movements, he attacks the remaining three:

A chest punch to the solar plexus -- a wrist-lock throw through an empty crate -- a naked strangle --

Three thugs, sprawled on the ground. Batman straightens and hops in the cargo of the truck. He analyzes the crates inside --

GUNS EVERYWHERE!

He focuses in on the label -- a red 'T' emblem. Below it reads:

'TYGER SECURITY'

He reaches for his earpiece.

BATMAN
Alfred? I need you to check something.

BANG! Gunshots whistle past him; he spins --

-- thugs approach, firing blindly. Batman turns and charges through a narrow aisle of furnaces.

INT. MACHINE FLOOR/STEEL MILL - NIGHT

Bullock sneaks up a ratty staircase, gun leveled, he enters.

INT. SIONIS' OFFICE/STEEL MILL - NIGHT

He edges in the room, wary. Lowers his gun, aghast at --

FALCONE

Trussed above a pool of blood; he's bled to death.

BULLOCK

Shit.

A CLANK draws his attention, he levels his gun and hastens toward the other door.

INT. MAZE OF MACHINES/STEEL MILL - NIGHT

Bullock creeps through a network of machinery, scans the corners. A RATTLE behind him. He glances back toward an automated-crane. He sees another metal staircase leading up to a mezzanine platform towering above vats.

INT. WELDING FLOOR/STEEL MILL - NIGHT

Batman ghosts through steam and dark passages. He turns a corner:

An armed thug turns, startled. Batman slams him into the wall. He continues, sneaks up on two more thugs: they turn; one stabs at Batman with a blade, he swats the blade and slams a hard elbow --

Punches second thug in the face; CRACK! He turns, another thug charges him, Batman disarms him in an instant, simultaneously delivering a strong uppercut in the thug's stomach.

Batman looks up, he sees --

BULLOCK

Some twenty feet above him, charging through steam-filled aisles. Batman advances.

INT. MAZE OF MACHINES/STEEL MILL - NIGHT

Bullock passes a brace of huge smelter crucibles. Sweat trickles down his head, he turns and maneuvers toward distant GROANING.

BULLOCK

Hello? Anyone there... this is the
Gotham PD!

He turns onto:

INT. CATWALK/STEEL MILL - NIGHT

Bullock hesitates, unsure where to go. Distant grumbling draws near. He proceeds through an aisle, slowly. He approaches an OFFICER, bleeding.

BULLOCK (CONT'D)

Shit. Hold on.

OFFICER

NO!

A RATTLE behind Bullock, he turns --

-- SMASH. He flops to the ground. Blink rapidly.

BULLOCK'S POV of a blurry figure emerges in front of him.

Bullock gets knocked out by the butt of a shotgun, SMASH!

Black Mask, looms over him. His shirt's stained with blood. He turns to the Officer then shoots him; he faces Bullock.

BLACK MASK

Child's play.

EXT. STEEL MILL - NIGHT

Gordon lays down fire at the wide entry of the mill, he motions left as he scrambles away from the van.

GORDON

PUSH THEM BACK!

The police drive forward as thugs begin to draw back, deep into the mill, cowering behind crates and crucibles. Gordon sprints after Bullock.

INT. MAZE OF MACHINES/STEEL MILL - NIGHT

Gordon's paces through active machinery, rolling mills PIPE and oxygen furnaces HISS. He scans narrow aisles. He sees:

INT. CATWALK/STEEL MILL - NIGHT

Bullock, trussed up. He dangles loosely from an I-beam. Gordon's eyes widen, he lowers his gun and hastens toward Bullock.

GORDON

Harvey?

BULLOCK

Gordon, stop--

Black Mask ambushes Gordon, cracking him atop the head --

-- WHACK!

Gordon stumbles, his glasses fall. His face slams hard into a platform grille --

Black Mask drags Gordon away from Bullock --

-- hauls him to his feet.

BLACK MASK

Too many goddamn cops in this place.

Black Mask throws Gordon into a machine, he slumps.

INT. WELDING FLOOR/STEEL MILL - NIGHT

Firefight continues between cops and thugs; bodies drop from both sides. The ROAR of police choppers circle overheard.

INT. CATWALK/STEEL MILL - NIGHT

Black Mask stands over Gordon, with Bullock's gun in hand, he sticks the barrel in Gordon's mouth.

BLACK MASK

Lieutenant Gordon! Whilst we wait for our mutual friend, can I just say, what an honor it is to meet you, I've heard such wonderful things...

Black Mask kneels down and leans in close --

-- his demonic death skull.

(CONTINUED)

BLACK MASK (CONT'D)

And despite all appearances, I'm actually smiling. It'll almost be a shame to kill you.

BATMAN (O.S)

Drop the gun, Roman!

Black Mask cranes his neck, looms over Gordon, he levels the gun above Gordon's head.

BLACK MASK

Just in time, Bats... you get to choose. Celebrity cop James Gordon... or rookie blue oh, whatshisname.

Black Mask thumbs back the hammer of the gun. Batman glances toward the precariously injured Bullock, struggles with his chains, gently thrashing, tries to get free.

BATMAN

You're not going to kill anyone Roman, we both know that.

BLACK MASK

Tell that to Falcone, he's hanging out in my office. I'll give you the tour.

Batman passes Gordon, edges closer toward Black Mask; he levels his gun, steps back a step.

BLACK MASK (CONT'D)

Right there, just fine... thank you.

BATMAN

It's over Roman, you've lost it... your men are compromised, you're surrounded. You can still walk away from this, don't do anything stupid.

Black Mask pauses, he hesitates; he muses over Batman's words.

BLACK MASK

You mean like this--

--Bullock yanks at the I-Beam, he loosens his chains and charges Black Mask, Batman steps to intervene: Black Mask shoots Bullock, BOOM! His shirt seeps red --

(CONTINUED)

GORDON
BULLOCK!

BATMAN
NO--

--Batman howls, he charges Black Mask as Bullock drops to the floor. Batman pounds Black Mask atop the platform, Gordon drops to one side, lies on his shoulder, searching.

Steam hisses from every corner as Batman and Black Mask exchange blows, Batman combines fists, elbows and knees, too quick for Black Mask: a hook to the ribs, head butt, they stagger back: both weakened, still hurting...

Batman grabs him and with extreme force, throws him into a concrete wall --

-- Black Mask's crucified on the thick wall --

-- Batman charges again, Black Mask sidesteps, drives an elbow to the back of the head, Batman falls, smashes through a stanchion on the railing, looming above the molten steel. He lies, perilously close to falling, beat.

Black Mask picks up a length of pipe. Advances slowly, drags the steel weapon. Black Mask prowls along the catwalk looming over the large vat, sparks fly --

He swings at Batman. Batman rolls aside, STEEL CLANGS, he swings again:

The steel crashes against Batman, again and again -- the pile-driver blows smash against his battered cowl, splitting it in two --

Batman collapses on the grille, crawls away, toward Bullock, nears the edge of the platform.

BATMAN
(hoarse)
You're not going anywhere, Roman.

BLACK MASK
That's quite alright. I'm known for my patience.

Batman lies on the fringe of the platform, perilously stagnant above the vat of molten steel.

(CONTINUED)

BLACK MASK (CONT'D)
(re: Bullock)
Maybe I should take Mr. Gumshoe
over here and open him up! Huh?

The liquefied castings glow a burning orange in the crucible of the furnace below --

Black Mask looms over Batman, blade in hand, he kneels atop of him, he grabs hold of his cowl and snaps it. Reveals: the clouded face of Bruce Wayne in a bloody masquerade.

BLACK MASK (CONT'D)
Or I could just remove the rest of
this mask and cut off your head,
what do you say?

His disparate colored eyes blaze with feral intensity, leaning over the edge. Black Mask shifts icy stares between Batman and the sprawled, lifeless Bullock.

BLACK MASK (CONT'D)
Well, he didn't last very long.

Black Mask ponders.

BLACK MASK (CONT'D)
I've just decided... sorry, Bats--

BATMAN
--Roman. It's me.

Black Mask hesitates a split second:

GORDON (O.S)
Sionis!

Black Mask turns: Gordon advances, shotgun in hand. He chambers a shell and BLASTS --

The shell splinters into Black Mask's chest, he howls as he falls over the side of the catwalk --

He plummets, fingers clutching, entangled by thick inch chains, his arm's caught. He dangles above the pool of steel.

Batman rolls, reaches low, extends an arm. He's in agony, completely spent. broken. Clenches his teeth.

BATMAN
Take my hand, now!

(CONTINUED)

BLACK MASK
Bruce? It can't be--

--The chains loosen, Black Mask laughs as he drops, a
FRIGHTENING BAWL.

BATMAN
ROMAN!

A terrifying, INHUMANE SCREAM. A siren of SHRILLS over the
din of machinery, as Sionis thrashes violently in the pool
of steel --

His mask disintegrates in a flash, his skin wastes away in a
fleshy gunk --

His SCREAMS CEASE as he slips beneath the surface of the
liquid metal. Batman exhales deeply, aghast. He drops his
head, closes his eyes -- a look of pain, and total loss.

Gordon drops the shotgun, CLATTERS to the floor, he bends on
one knee, clutches his arm. Batman lies still, his bloody
face exposed from the broken cowl -- he gets to his knees:

Struggles, collapses, tries again. Gordon shuffles toward
Bullock, kneels over him. Batman can barely stand.

BATMAN
He'll, be okay...

Gordon checks Bullock's pulse, he rips at his shirt,
Reveals: Kevlar.

Gordon sighs, relieved. A faint smile crosses his lips.

GORDON
Smart kid.

Bullock's eyes flicker gently, he spots Gordon, offers a
faltering smile, closes his eyes.

GORDON (CONT'D)
I've gotcha...

Batman staggers to his feet, winces at immense pain, Gordon
stands, gingerly. They stare at each other. Gordon focuses
in, probes Batman's face.

BATMAN
Problem, lieutenant?

Gordon wavers, shrugs off the question.

(CONTINUED)

GORDON

No problem. It's just, I thought I was dead. Then you showed up, and well...

Batman digests Gordon's words.

BATMAN

Is that a thank you?

GORDON

Perhaps.

Gordon offers a thin smile and nods, his eyes don't stray from the broken cowl.

INT. WELDING FLOOR/STEEL MILL - NIGHT

A dozen cops race up the stairs, toward the narrow aisles and vats, YELLING and STOMPING.

INT. NARROW AISLE/STEEL MILL - NIGHT

Gordon cranes his head, reacts to distant VOICES, he faces Batman, who doesn't move. Gordon laments softly and shrugs.

GORDON

You better go...

Batman offers an obliged, acknowledged look. He nods gently, turns to leave...

GORDON (CONT'D)

You know, for a minute there, I thought I recognized you...

Batman freezes, slowly cranes his head, his back to Gordon.

GORDON (CONT'D)

... but, I'm pretty much blind without my glasses.

Batman turns, smiles timidly, then disappears into the steam filled aisles.

Gordon bows his head as cops draw near.

MERKEL

GORDON!

Gordon waves them over.

EXT. STEEL MILL - NIGHT

Cops escort thugs into cop cars. Gordon ambles out the entry, hands in pockets, bandaged and exhausted. He looks up.

Bullock, on a gurney, placed in an ambulance, under the watchful eye of a MEDIC.

MERKEL

We got 'em Jim... every last one,
congratulations.

Gordon shrugs.

GORDON

It's a start.

MERKEL

How'd you know they were here?

Gordon pauses, he glances up at the rain-swept sky.

GORDON

I, had help...

INT. CATWALK/STEEL MILL - NIGHT

The cowl, broken -- military boots approach, stand over the cowl.

EXT. STEEL MILL - NIGHT

Beat Cop nods, snorts as he walks away. Gordon watches on. He reaches in his pocket, pulls out the small black device, studies it, then smiles.

GORDON (V.O)

*Things have changed, for the
better...*

EXT. PLAZA/GOTHAM PRECINCT - NEXT DAY

MORNING. Journalists swarm the plaza as Loeb's escorted in cuffs into a sedan. Collective MURMURS and VOICES scrutinize his exit.

GORDON (V.O)

(through microphone)

*I can confirm that, with the heroic
efforts of some of this city's
finest, we have officially put an
end to the organized crime and*

(MORE)

(CONTINUED)

GORDON (V.O)
corruption that has tainted this city for so long... so, let this be a warning, to those of you still hiding, still feeding on the fear of others... we're watching you, we know where you are, we know what you look like...and we will find you, all of you--

INT. CORRIDOR/GOTHAM PRECINCT - DAY

AGENTS surround Branden, they flash a warrant in his face, he trembles as they haul him down the corridor.

FEMALE BROADCAST: (V.O)
--following the shocking allegations of corruption and bribery within the city council and Gotham's own police department, it's now confirmed that a line of inquiry will be made into the alleged involvement of Police Commissioner Gillian Loeb--

MALE BROADCAST: (V.O)
--Mayor Hamilton Hill has resigned after a mass of protests. The pair have been heavily linked to a recent influx of drugs and weapons in the past few months, as well as ongoing deals with some of Gotham's most dangerous criminals.

Officers look on as Branden's lead away.

MALE BROADCAST: (V.O)
--Whilst some say it was the efforts of Gotham PD, many have swarmed to commend the actions of the vigilante they call, The Batman, who's rumored to have had a big part to play in Loeb's indictment.

INT. FOX'S OFFICE - DAY

Fox sits, works on a device. A news broadcast breaks on his TV. He glances up.

FEMALE BROADCAST:
--and what has become of Gotham's masked vigilante? This follows the
 (MORE)

(CONTINUED)

FEMALE BROADCAST:
*rumors of his direct involvement in
 not only providing the police with
 valuable information, but also
 apprehending a number of high
 profile criminals--*

Fox changes the channel.

MALE BROADCAST:
*--only time will tell if this
 masked man, is truly on our side...
 the Batman... crime fighting hero?
 Or glorified law breaker?*

Fox smiles earnestly, shakes his head and returns to his device --

He carves metal blades, the shape's familiar: a bat, he inspects his work, blows the debris.

FOX
 Sweet.

INT. STUDY/WAYNE MANOR - DAY

An injured Wayne and Alfred watch vast news reports, spreading across multiple channels.

ALFRED
 Well, you did it.

Wayne shrugs and reaches for a wet towel. Alfred smiles.

ALFRED (CONT'D)
 What will you do now? Retire into
 the sunset?

Wayne pauses, hands on hips, considers Alfred's words.

WAYNE
 I haven't really thought about it
 yet... maybe a vacation.

ALFRED
 I hear Metropolis is nice this time
 of year.

They smile.

INT. MAIN HALL/WAYNE MANOR - DAY

Wayne and Alfred emerge from the dark passage, the vast windows welcome gleaming sunshine into Wayne Manor, Wayne thumbs through a newspaper:

"THE BATMAN: HERO?"

Beneath it: Pictures of citizens wearing batman memorabilia.

Wayne frowns.

ALFRED

You could make this a thing you know, The Batman... fans, tee-shirts, coffee mugs, maybe an autograph signing.

Wayne, shoots a look at Alfred, who shrugs.

ALFRED (CONT'D)

I'm just saying... if you're gonna play hero out there, then you can at least enjoy it.

Wayne listens, maybe not such a bad idea.

ALFRED (CONT'D)

Make the most of your resources too. Give them something to hold on to, someone to trust, and maybe love.

Wayne bins the newspaper and faces Alfred.

ALFRED

Don't hide Bruce Wayne from the world anymore. Your official return will wake this city up.

WAYNE

We'll give them a better Batman.

ALFRED

No... we'll do more than that.

INT. STUDY/WAYNE MANOR - NIGHT

Wayne and Alfred examine sketches and diagrams of alternate batsuits: dozens, different colors, shapes and sizes.

EXT. GROUNDS/WAYNE MANOR - NEXT DAY

Wayne and Alfred tend to weeds --

Mow the lawn -- chop down trees...

INT. GUEST ROOM/WAYNE MANOR - DAY

Wayne's deep in intense training, sweat pours from his matted hair.

Press-ups --

ALFRED (V.O)

We're going to make you a legend...

Sit-ups --

EXT. GROUNDS/WAYNE MANOR - DAY

Wayne free runs -- sprints -- climbs trees.

EXT. LAKE - DAY

Wayne explodes from the glassy lake, he drinks in the fresh air and hauls himself onto the jetty -- the hulking, wet frame of Bruce Wayne glistens in sunlight.

INT. LIBRARY/WAYNE MANOR - EVENING

Wayne and Alfred analyze a rough sketch, they exchange glances, smile. Wayne places it atop the desk, Reveals:

A car -- black; armored; ceramic plates.

ALFRED (V.O)

*We need a base. Somewhere to work,
somewhere secluded, where no-one
can find us.*

WAYNE (V.O)

*And where do you suppose we do
that?*

ALFRED (V.O)

Did I ever tell you about the cave?

EXT. GROUNDS/WAYNE MANOR - NEXT DAY

MORNING. Wayne plows fields, stops: he flings the shovel and turns to Alfred, perplexed.

WAYNE
What cave?

INT. CAVERNS/WAYNE MANOR - DAY

Alfred leads Wayne through a dark passage underground, the flashlights stab the darkness as they pass labyrinths of tunnels and sewers.

INT. CAVE - DAY

They enter a huge, cavernous space. Wayne ventures towards the edge, holding a gas lamp. He stands motionless in the chilly, damp offering of the cave.

ALFRED (O.S)
It was excavated years ago. I
thought maybe, it would serve
better than a study.

Wayne gazes tentatively at the large stone columns:

Bats -- flutter and SHRILL in the darkness around them. Alfred watches Wayne.

ALFRED (CONT'D)
So, what do you think?

Wayne lowers his lamp, flames illuminate his face before the infinite blackness behind him. He smiles.

CUT TO BLACK:

CRACKLE. STATIC --

A record player needle drops --

A vinyl HISSES. MUSIC PLAYS.

A WOMAN'S VOICE, sweet. She SINGS:

"HUSH LITTLE BABY"

INT. APARTMENT - NIGHT

Dark, partly lit by hanging moonlight, it beams through huge picture windows, offering a view of the entire city.

SPINNING RECORD

In b.g., an out-of-focus FIGURE sits in an arm chair.
SINGING continues --

The figure comes into focus: a MAN, wears a trench coat, face hidden, sits in shadow. He examines something --

BATMAN'S COWL

Shattered. It lies in bandaged hands --

RECORD PLAYER

Stops. He hovers a hand over a chessboard, grips the top of a pawn, moves it forward, just once...

FADE OUT: