EXT. STREET - VIETNAM - DAY

SUPERIMPOSE: VIETNAM - 1973

The street is deserted except for the VIETNAMESE and U.S. DEAD that lie in mangled heaps in crimson pools. Buildings that once housed stores and apartments are now nothing but piles of burned rubble. A MAN is fireman carrying a SECOND MAN over his shoulders. Both men are dressed in the olive drab fatigues of U.S. Soldiers.

In the distance, the RATTA-TAT-TAT of machineguns and the EXPLOSIONS of grenades and mortars sends the burdened soldier to shelter.

The soldier passes an overturned, burned out Jeep and the charred remains of the DRIVER. Smoke wafts into the air from the blackened flesh.

The soldier steps cautiously over debris as he makes his way to the ruins of a building with two intact walls. He gazes skyward as three Huey Helicopters pass by overhead, the WHUMP-WHUMP-WHUMP of the blades fading as they fly into the distance.

Looking away from the Hueys, he lowers his fellow soldier to the rubble strewn floor, then checks the pressure bandage on his chest.

The steady STACATTO RYTHUM OF MACHINEGUNS and other sounds of battle are getting closer.

The wounded soldier is pale, PANTING, and sweating profusely.

His eyes suddenly roll back, becoming bright, white orbs! His friend grits his teeth and gives him a good shake, as if that will keep death at bay.

> SOLDIER 1 Dammit Regan! Stay with me!

The wounded soldier, REGAN, suddenly goes limp as his LAST BREATH escapes in one long, AUDIBLE EXHALE.

SOLDIER 1 (he shakes him again more forcefully) Regan! Regan!

The soldier leans back against the wall and flings the K-Pot helmet off of his head. It THUNKS loudly on the floor, CRUNCHING GLASS and other debris before coming to rest against a pile of still smoldering beams.

A single tear rolls down his dirt smeared face. He runs a hand through his short brown hair as he gazes at his dead friend

The SOUNDS OF COMBAT are even closer now! He draws his .45 Caliber Colt 1911 and stands. He turns and chances a glance down the destroyed street.

SOLDIERS P.O.V.

BODIES, smoke and destruction everywhere!

BACK TO SCENE

The soldier takes one last look at his friend. He kneels down beside him and slides the .45 from the dead soldier's holster, then begins removing the dead man's pistol belt.

SOLDIER 1

Sorry buddy.

The soldier unfastens his own pistol belt and slides on the extra canteen, bayonet, and pouch of M1 Clips that he'd taken from his friends belt.Once hes completed this, he snaps the Dog Tags from his friends neck and stuffs one in his pocket, then pushes the other into the dead man's boot.

He steps out into the street, then suddenly drops to one knee and takes aim with the .45 as he hears a COARSE, RASPY VOICE calling out to him!

VOICE (V.O.) Shield the weak.

SOLDIER 1

Identify!

He listens for a reply. A moment later and he hears the voice again.

VOICE (V.O.) It's up to you.

The soldier looks worried. He turns in the direction he believes the voice is coming from and keeps his .45 at the ready.

SOLDIER 1 I said identify!

Nothing but the SOUNDS OF BATTLE. He lingers a moment, then sprints back into the ruined building and grimaces as he steps over Regan.

He closes his eyes for a moment and takes a deep breath. He lets it out slowly and transfers the .45 to his other hand. He hears RUSTLING in the ruins. He spins and sees Regan standing, his uniform shirt open and the bloody field dressing hanging loosely from his bloody chest!

> SOLDIER 1 Regan! My God man, I thought you were dead!

He steps toward Regan but as he does so, Regan quickly fades from view.

SOLDIER 1 What the hell?

The voice speaks and he spins on his heels. Regan is behind him!

REGAN It's up to you now. You have to make things right.

The perplexed soldier takes a few steps backward and stumbles on loose debris.

SOLDIER 1 How the hell did you do that?

Regan slowly lifts his hand and points to the bewildered soldier.

REGAN

It's your destiny Rory. You're the one. You'll help the defenseless and crush those that oppose you.

SOLDIER 1 Rory? That's not my name. What's going on?

The soldier is clearly confused.

REGAN The time is now for you to walk the path chosen for you. The weak need you.

SOLDIER 1 (aiming his .45 at his once dead friend) Get away from me!

Regan grips the .45 tighter as he prepares to pull the trigger.

REGAN (V.O.) Remember what I've said to you. If not, hope is lost.

Then Regan is gone, leaving the stunned soldier standing in the ruined building. Then, an EXPLOSION sends him spinning through the air!

He lands on a pile of debris. Dazed, he feels for wounds. SIGHING with relief as he realizes there aren't any, he slowly slides off the pile. Then something snags his uniform shirt. He peers down and sees that a hand is gripping him tightly!

He pulls the hand loose and quickly pushes himself away from what is really a PILE OF DECAYING BODIES!

SOLDIER 1

Jesus!

Then the bodies begin to squirm as if they're attempting to rise! With HOARSE VOICES, they CRYING out in unison,

reaching for him with their necrotic hands!

THE DEAD WE CAN'T BE SAVED! BUT OTHERS CAN BE! GO TO THEM! PROTECT THEM!

The soldier's horrified.

SOLDIER 1 This isn't possible!

He turns tail and runs but he doesn't get far. The ground opens beneath him and he plummets into nothingness! He SCREAMS as the dark abyss engulfs him.

SMASH CUT TO:

INT. RORY'S BEDROOM - DAY

The man on the bed rises with a start as the annoying, incessent BEEP-BEEP-BEEP of the elctronic alarm clock on the nightstand beside him shatters the quiet calm of the early morning.

Rolling over, RORY REGAN quickly silences the alarm, swings his legs over the side of the bed and allows himself a moment to catch his breath as he uses the sheet to wipe sweat from his brow.

> RORY I hate that damn dream.

EXT. GOTHAM CITY/THE DREGS - DAY

SUPERIMPOSE: GOTHAM CITY - THE DREGS - 2007 - DAY

Old Brownstones and Tenements sit alongside vacant lots and abandoned Bungalows, the plowed snow at the curbs as dark as the cities hopelessness.

INT. BATHROOM - DAY

The bathroom is extremely small; a claustrophobes worst nightmare. Rory turns on the sink and without waiting for the water to warm, he cups his hands and splashes his face with cold water.

He glances into the mirror above the bathroom sink and stares at his reflection. He winces as he takes in the dark circles beneath his brown eyes and the three day growth of beard that accentuates a strong, masculine jaw.

Opining to himself in the mirror as he stands to his full six foot height:

RORY You've definately looked better. And you feel fifty-three. (beat) You're never going to be able to put it behind you.

EXT. STORE YARD - DAY

Rory opens the door to his apartment and steps out into an enclosed yard filled with JUNK. In the center of the yard, leaning against a patio table is a rusted sign that reads: GOTHAM METAL WORKS.

Rory lets the door close behind him as he makes his way through the congested lawn.

He comes to another door on the opposite side of the yard. Painted on the door window is the name of the business: RAGS 'N' TATTERS JUNK & PAWN. He pushes it open and steps inside.

INT. STORE GALLERY - A MOMENT LATER - DAY

Like outside, the gallery is an assortment of common household items, tools and appliances. There's a menagerie of furniture from different decades, all in states of varying condition, as well as a few racks of clothing. The glass counter contains watches and other jewelry.

GERRY REGAN, Rorys father, is sliding into a well worn, gray wool trenchcoat. Though he is in his 70's, its done nothing to change his stature. He's thin but fit and sports a well groomed mustache. The round wire-rimmed glasses he wears gives him the appearance of an old professor.

RORY Good morning Dad.

Gerry turns at the sound of his sons voice and gives him a smile.

GERRY Excellent timing Son. I was just coming to get you.

He looks at his son and sighs.

GERRY You didn't sleep so well last night did you?

RORY The dream again.

GERRY You saw things that no man should. Horrible things.

RORY Its been over thirty years. I thought that the dreams would've stopped by now.

Gerry moves to his son and places his hands on his shoulders.

GERRY Unfortunately Rory, those images will always be with you. Remember, I also saw the face of war.

RORY They're like ghosts Dad. I feel haunted.

GERRY Do you think that maybe you're experiencing guilt?

RORY

For what?

GERRY Remaining alive while so many of your friends didn't.

Gerry takes his hands from his son's shoulders and turns and lifts a small box off of an antique corner table.

> GERRY I struggled with feeling of guilt. But I realized that God had willed my survival. Unlike my dreams, maybe yours are telling you something.

> > RORY

Like what?

GERRY

Have faith Rory. I suppose all will soon be revealed to you.

Rory nods as his dad exixts through the store's main door and crosses the street to his older model sedan parked at the curb.

RORY'S P.O.V.

Rory watches his father unlock the car door and slide behind the wheel. A few seconds later, Gerry pulls away from the curb and is soon out of Rory's site.

Several HOMELESS MEN walk down the sidewalk across the street carrying worn duffel and garbage bags stuffed with everything they own. There's a coffee shop, THE TASTY BREW, in the building across the street next to an alley. A large BLACK MAN emerges from the coffee shop carrying a cup of steaming joe and glances into Rags 'N' Tatters as he walks into the alley and disappears.

BACK TO SCENE

Rory turns away from the window and walks over to where there is a large floor model television and turns it on.

RORY Lets see what's happening in the world today.

He goes to take his seat behind the counter as the picture slowly fades in on the screen.

EXT. ALLEY ACROSS FROM STORE - A MOMENT LATER - DAY

VORST, a freckle faced, redheaded goon in his 30's, adjusts the black leather trenchcoat he's wearing and leans against the wall as a cold wind blows through the alley carrying loose pages of newspapers and candy wrappers.

Standing across from him is ONE SHOT, the large black man that had emerged from the coffee shop across from the Regan's store. He's tall with broad shoulders and a bald head. He's clearly uncomfortable in the cold and agitated as well.

> ONE SHOT What are we waitin' for Vorst?

VORST Be patient big guy.

One Shot takes a sip of his coffee.

ONE SHOT I'm freezin' my nuts off out here.

VORST I know you're lookin' forward to showcasing your talents, but we can't move until we get word.

One Shot glances over his shoulder at Vorst.

ONE SHOT Seems to me that rat hole of a store ain't really worth the effort.

VORST Sure it is. It's a prime location in a neighborhood like this. It's the perfect front. All the angles have been worked out.

ONE SHOT I hope so. Cause if I've been standin' out here feelin' like a snow-cone for nothin', someone other than the old man and his loser son's gonna get cut.

Vorst doesn't like the sound of that and it shows on his face. He takes a few steps backwards as One Shot produces a vicious looking knife. He grins as he feels the blades sharpness. Vorst swallows hard.

INT. STAIRWELL - DAY

Gerry's FOOTFALLS echo in the confines of the stairwell as he descends towards the steel gray door that leads back out onto the sidewalk. He reaches the bottom landing just as the door is opened from the outside.

BETTY BERG, a homeless woman in her late 40's with blond hair and blue eyes smiles at Gerry when she sees him. Her coat and gloves are worn thin and she looks miserably cold.

BETTY

(strong Brooklyn accent) Ger. Whatcha doin' here?

GERRY (smiling friendly) I just dropped off some items that I'd repaired. It's awfully cold outside today, why aren't you at the mission where it's warm?

Betty shrugs.

BETTY The crazies ran me out.

Gerry lets out a small CHUCKLE and reaches down and takes Bettys hands in his.

GERRY

Why don't you come back to the shop with me. I have coats and scarves and better gloves for you.

BETTY

That's very kind of 'ya Ger, but I was makin' my way there already when I noticed yer car in the lot, so I thought I'd step in to find 'ya. Guess it's devine intervention.

GERRY

Is there something wrong?

Betty has become more serious. Her voice is deeper and her face has taken on a worried look.

BETTY

There's talk all over town that ya' got creeps gunnin' fer ya'.

Gerry gives her a reassuring smile and opens the stairwell door. They step out onto the sidewalk.

EXT. SIDEWALK - CONTINUOUS - DAY

Betty looks nervously around as if someone may see her talking to him. She's clearly uneasy being seen with him but she's determined to warn him.

GERRY

No need to worry about me Betty. I'll be fine.

BETTY I think callin' the police ain't such a bad idea. Someone has it in fer ya'.

GERRY There's no need to involve the Police Betty. Nothing's going to happen.

BETTY Please keep yer eyes open.

Gerry nods to Betty. He watches her make her way up the side walk and slides his glasses back up the bridge of his nose. He furrows his brow in concern and turns towards the lot where his vehicle is parked.

INT. SEDAN - A MOMENT LATER - DAY

Gerry opens his car door and slides behind the wheel. He stares out of the windshield for a moment, then inserts the key into the ignition when siddenly, TWO POWERFULLY STRONG HANDS grip his shoulders from the back seat!

INT. STORE GALLERY - DAY

Rory is still sitting behind the counter. Before him is an assortment of rings. He's using a jewelers eye piece to look at the stones that decorate the rings. The DOOR CHIME sounds and he sets the eye piece down and rakes the rings into a box and places it in a drawer beneath the counter as a WOMAN, late 50's, approaches the counter.

Rory smiles and greets her warmly.

RORY (pleasantly) Good afternoon Madam? How may I help you?

She pulls from her tattered brown coat a broach which appears quite old. Rory takes it from her cold, wrinkled hand and retrieves the jewelers eye piece and begins inspecting the broach.

> WOMAN (thick German accent) Was my great Grandmothers. It's very valuable.

Rory continues to check the piece over as the woman explains why she has come to pawn the piece.

WOMAN (desperation in her voice) It really is a valuable piece. My husband is out of work. This is all we have.

Rory sets the eye piece and broach down on the counter top and he goes to the cash register.

RORY

I can't give you what it's worth Madam, but I can give you fifty bucks. I hate that you're forced to pawn it. It's a nice piece.

He opens the cashregister and withdraws two twenties and a ten and hands them over to her. Then he closes the cash register as she takes the cash from him.

WOMAN

Thank you. My husband will find work soon. I'll be back to reclaim.

She turns swiftly and quickly exits the store.

He slides the drawer open and places the broach inside the box, then pushes it closed.

Rory walks around the counter and goes to a shelving unit and begins straightening the items on it as the DOOR CHIMES again. He turns and is suddenly horrified.

Gerry is stumbling, blood oozing from his nose! One eye is swollen and his wool trenchcoat is torn. He has sveral scratches on his face and his glasses, though broken, are still on his face.

RORY

Dad!

Rory runs to him and catches him just as he tips forward. He lets out a series of GASPS.

RORY What happened?

He helps him into a worn recliner.

GERRY It's nothing Rory. Do..don't worry about it.

Gerry COUGHS, and once he's finished, a tiny GROAN escapes his lips.

RORY Don't worry about it! You're hurt. I need to get you to the hospital.

As Rory attempts to go to the phone, Gerry grabs the sleeve of his sweater and shakes his head.

GERRY

No. That would bring the Police.

RORY Who did this to you? Dad, what's going on?

GERRY

I told you Son, don't worry about it. I had a bit of a disagreement with a couple of boys is all.

Rory looks at his Dad and then his face goes dark.

RORY You know who they are, don't you?

His father nods his answer.

GERRY

Couple of muscle men wanting to run me away from my business so they can use the store as a front for their drug operation.

RORY Why didn't you tell me?

Gerry goes into a COUGHING fit.

RORY Hold on Dad.

Rory goes to the door and locks it, then flips the closed sign over to be seen from the outside.

RORY Can you make it to your room?

Gerry nods in the affirmitive and Rory helps him stand from the recliner. His father Lets out a GRUNT and bends slightly at the waist.

> RORY You've got some broken ribs. You really need to get to the hospital. Let me call you an ambulance.

GERRY (through gritted teeth) No. Just get me to my room and cleaned up. I'll be fine after I've rested a while.

INT. GERRY'S BEDROOM - A MOMENT LATER - DAY

Rory closes the blinds of the bedrooms only window and only the dull light from a lamp on the bedside table illuminates the room. All of the furniture appears to be antique.

Gerry is lying on his back with his head resting on fluffed pillows. His shoes have been removed, as have his glasses and his shirt has been loosened and pulled open. His torn wool trenchcoat has been thrown over the back of an old wooden chair.

Gerry holds a cold rag to his forehead.

RORY You should've told me.

GERRY

Every man must fight at some point in his life. You can walk away from some fights, others you can't.

He lowers the rag and looks directly at Rory.

GERRY

I left the Old Country for you Rory. I left because I didn't want for you to fight and struggle. But The United States sent you to Vietnam. You came back whole, thank God, but it left you scarred. Not just physically, but emotionally too.

RORY

What are you talking about?

GERRY

I know those dreams you have are unsettling. I have nightmares too Rory. I wanted it to be over for us, but it isn't. I'm an old man now. I can't save the business or defend the neighborhood. It's all up to you.

Rory looks perplexed.

EXT. ALLEY ACROSS FROM STORE - NIGHT

One Shot busily chews on a toothpick as Vorst nonchalantly crosses his arms over his chest. One Shot glances back at him and the corner of his lips curl into a devilish smile.

> VORST They didn't pack up and leave One Shot. That means you get to have some play time.

ONE SHOT 'Bout time to. Its been a while since I cut somebody.

VORST Just don't play too much. We're on a tight schedule.

ONE SHOT I'll do the job to the bosses likin'.

VORST AND ONE SHOTS P.O.V.

Vorst and One Shot watch as the store lights go out.

BACK TO SCENE

One Shot smiles evily as he pulls the vicious looking blade.

ONE SHOT (speaking to the knife) It's showtime baby.

Vorst eyes One Shot warily as they exit the alley towards the store.

As they step out of the alley, another man joins them. He's QUINCY SHEPP, mid 50's with salt and pepper hair and dressed much like an old school gangster.

> QUINCY Let me do the old man.

EXT. STREET - VIETNAM - DAY

Rory is carrying his friend down the bombed out street. This time, he's stepping over bones as he navigates his way along.

He comes to a Jeep that's operational and lies his wounded comrade in the back seat.

He jumps in the drivers seat and turns over the motor, then barrels off after throwing it in gear. He glances back at his friend and reassures him.

RORY Hold on! We're gonna make it!

When he returns his eyes back to the road, they go wide and he slams on the breaks.

RORY

Oh my God!

RORY'S P.O.V.

Slowly moving towards him on shaking legs, are dozens of DEAD U.S.and VIETNAMESE SOLDIERS! Some are burned while ohers are missing arms. They're all CALLING out to him.

THE DEAD IT'S TOO LATE FOR US RORY! BUT OTHERS CAN BE SAVED! GO TO THEM! DEFEND THEM! GO!

BACK TO SCENE

Rory quickly throws the jeep in reverse.

RORY No! No! Leave me alone!

He rolls the jeep over a pile of bones and quickly turns around. He leaves the walking dead in a cloud of dust. He glances over his shoulder to check on his wounded friend.

> RORY Just hang on! you're gonna be alright!

Then he hears that familiar voice.

VOICE (V.O.) Help them. You're their defender.

He looks back to his wounded friend but he isn't there! Confused, he pulls the jeep over and jumps out. He backs away as if the jeep may come to life and attack him.

VOICE (V.O.) You can't run from your destiny Rory. To defend the oppressed is your legacy.

RORY (angrily) Who are you?

Then the ground suddenly opens beneath him and he finds himself falling into that deep, dark abyss, SHOUTING in terror.

SMASH CUT TO:

INT. RORY'S BEDROOM - NIGHT

Rory wakens suddenly as his bedroom door comes flying open! Silhoutted against the cold moonlight filtering in from outside, is Vorst. He approaches a stunned Rory.

> RORY Wha...who are you? What do you want?

VORST Doesn't matter who I am. As for what I want, I'm about to get it.

RORY What did we do to you? Why can't you leave us in peace?

VORST Now, what fun would that be?

Vorst steps aside as One Shot appears beside him.

VORST This here's One Shot. He's my business associate.

Rory is worried and glances at One Shot with an unknowing expression.

Rory rolls out of bed and engages One Shot. But the attempt is futile. One Shot strikes him down easily

19.

enough with a backhand punch.

One Shot kneels beside a dazed Rory and produces his knife. He kisses it lovingly as Rory peers at him through glazed eyes.

ONE SHOT This here's my lil' girl. Lovely ain't she? I'm gonna let the two of you get aquainted.

INT. GERRY'S BEDROOM - SAME TIME - NIGHT

The bedroom door CREAKS as Quincy pushes it open and saunters inside. He goes to the nightstand and turns on the lamp.

Gerry opens his eyes and sees Quincy. He attempts to rise but he's forced back onto the bed by the pain shooting through him from his broken ribs!

Quincy grins wickedly as he pulls a pistol and aims it at Gerry's head.

QUINCY You look like a wounded pup. I'll have to put you out of your misery.

Quincy pulls the trigger!

EXT. WARSAW GHETTO - DAY

Rory is slowly walking down a dirt alleyway. It's eerily quiet. Smoke wraps around his booted feet as he makes his way out to the street. Once in the street, he sees the BODIES of MEN, WOMEN and CHILDREN! There is debris everywhere.

Carts are overturned and there are buildings still burning. He listens for any movement but there is only the BUZZING of flies over the bloodied and twisted corpses.

He looks at a sign hanging askew above a shop door. He can't read it because it's written in Polish!

RORY Oh my God! I recognize this place. It's the Warsaw Ghetto.

He turns back to the alley and walks down it until he emerges on the other side. He sees more of the same. But this time there are hills of dirt and one of them is moving!

He reaches for his .45 and realizes that it isn't there.

The hill is human in shape. It arms and legs are massive, tree trunk in appearance. It moves slowly but purposefully.

Rory knows what the thing is. It is a GOLEM. And it is coming for him!

He turns and runs back into the alley but trips over something unseen and falls. He quickly snatches up his K-Pot helmet off of the ground and notices something written on the brim: EMET.

Rory throws the helmet at the advancing Golem and makes a hasty retreat. As he exits the alley, he's once again engulfed in the dark of the abyss.

SMASH CUT TO:

INT. DOCS CLINIC

Betty's standing in a small room containing a hospital bed on which is an unconscious Rory. His chest is covered with sterile bandages and his face has a large, new scar. An I.V. is connected to his right arm.

On the other side of the bed is a small sink and dingy mirror.

Also standing at Rory's bedside is DOC, a tall African American man in his late 40's, thin and wearing an eye patch over his left eye. He wears the typical scrubs of an emergency room physician.

Rory stirs and Betty and Doc share a glance.

Rory rolls his head from side to side a couple of times

and lets out a soft MOAN. Doc puts his hand on Rory's shoulder.

DOC Rest easy Son. You've had a rough go of it.

Still groggy, he attempts to speak.

RORY (weakly) Wat..water.

BETTY Fergit water Doc. Get 'em some whiskey.

DOC To everyone who visits my clinic, I'm called Doc.

Rory looks at him through bleary eyes.

RORY

Rory.

BETTY He looks good considerin'.

DOC Do you remember what happened to you?

Rory feels his face and lets his fingers trace the scar and the thicker growth of beard, then he moves them down to his bandaged chest and grimaces.

> RORY Local thugs hit the store. Caught me sleeping.

Suddenly a deathly palor appears on his face and he sits up in bed, GRUNTING in pain as he does so.

> RORY My God! Dad! Where is he?

Doc CLEARS his throat and turns his gaze to Betty.

DOC I'll let you speak with Betty. She has things to tell you.

He turns and walks towards the door, then glances back at Rory and Betty.

DOC

It's time to get that whiskey.

Then he exits the clinic room, leaving Rory and Betty alone.

Betty pulls up a chair and sits. She reaches for Rory's hand and cups it in hers.

BETTY I found ya' in the alley across from the store. You'd lost a lot of blood. To be honest which ya', I thought ya' were dead.

Rory feels the bandages on his chest once more.

BETTY So I came here and got Doc. He

picked ya' up and brung ya' here to the clinic. Rory, you've been out of it fer a month!

RORY What about my Dad? Did he make it?

Betty squeezes his hand and looks him right in the eyes as she answers.

BETTY

'Fraid not. They shot 'em in his own bed. Sorry. I really am. Your pops was a good man. Always treated me kindly. He cared a lot ya' know. Not just for me and you, but for the whole neighborhood.

Rory closes his eyes tightly and settles back into bed.

RORY (holding back sobs)

Dad.

BETTY But the bastards that did this to ya' and yer pops have the store now. There's a couple of dip shits in there claiming to be yer family.

Betty watches Rory for a moment.

BETYY Whatcha gonna do Rory?

He doesn't answer. Instead, he allows the tears to run down his face.

EXT. DOCS CLINIC - DAY

SUPERIMPOSE: 7 DAYS LATER

Rory steps out of the clinic into the cold winter air. Snow is falling and has given everything a fresh coat of whitewash. He takes a couple of deep breaths and exhales slowly.

He descends the clinic steps and notices that the neon sign above him proclaiming in large letters: DOCS CLINIC, has no working lights.

He flips up the collar of his coat to help ward off the bitng breeze as he moves up the sidewalk.

EXT. CEMETERY - DAY

Rory kneels before his fathers headstone. It's shaped as the STAR OF DAVID. He reaches into the pocket of his coat and withdraws a small rock. He stands and places it on top of the headstone.

He turns and walks away from his father's final resting place. But he doesn't get far. He stumbles as if tripped by an unseen hand. He grabs his head and falls to his

knees!

SHOUTING as if in great pain, he falls over clutches his head, like he's keeping it from exploding.

INT. ROOM OF RAGS

Rory is kneeling in a huge pile of rags. They're of all shapes and sizes and colors. He looks around the room, confused. He's alone. There's no furniture or other signs of habitation. He stands slowly.

Then the voice speaks.

VOICE (V.O.) You've made the decision then.

Rory spins around, looking for the source of the voice.

RORY Where are you?

VOICE You've decided to act out your revenge.

RORY

My revenge?

VOICE On those responsible for your fathers death.

RORY I haven't decided to do anything. What are you talking about?

The Rags beneath his feet begin to rise! He steps away from them as they take shape. To his horror, standing before him, is a pile of rags in the shape of a MAN! Rory can't see a face beacuse it's hidden beneath a hooded mask attatched to a long cloak cut in strips.

> RORY My God! What are you?

RAGS

I'm you.

Suddenly, strings of rags lash out at him and he SHOUTS in fear!

SMASH CUT TO:

EXT. CEMETERY - DAY

Rory thrashes about on the cold, snow covered ground as if he's fending off the man made of rags. A moment passes before he realizes that he's in the cemetery.

PANTING, his breaths issuing forth like smoke from a stack, he stands and staggers, knees weak from the exertion of strength and his thirty-seven day Clinic stay.

To his father's headstone:

RORY What's happening to me Dad?

EXT. ALLEY ACROSS FROM STORE - NIGHT

ROLIIE, a friend and homeless man perhaps a few years older than Rory stands in the alley across from the store with him. He's tall with broad shoulders and has obviously suffered a broken nose at one point in his life. He's wearing a camoflauge army field jacket that has a 101st Airborne patch on the shouldrer.

> RORY There's only two of them?

ROLLIE Yeah. They don't go out much. They're staying pretty low profile.

RORY Who are they Rollie?

ROLLIE No one knows exactly. But (MORE)

ROLLIE (cont'd) they're claiming to be your relatives.

RORY Everyone around here knows that it was just Dad and me.

ROLLIE

Everyone's scared. Whoever these people are, they're well connected. Gotham PD hasn't made an appearance since the day you and your father were found.

RORY Dad said they wanted the place as a cover for a drug operation.

ROLLIE And drugs is what they're pushing.

Rollie looks at his friend with concern etched on his face.

ROLLIE You're not thinking of doing anything stupid are you?

Rory sighs and averts his eyes from his friend to his store across from the alley.

ROLLIE

Well, what ever you do, don't get yourself killed. Keep your head about you Rory. We've lost one good man already, it would be a shame to lose another.

Rollie gives him a pat on the shoulder and exits the alley, leaving Rory to watch the store in the cold winter night.

INT. STORE GALLERY - NIGHT

The DOOR CHIME sounds as CALVIN, a local addict, slowly

approaches the counter, limping from an injury suffered long ago. To aid his movement, he used a simple wooden cane.

MABEL is at the counter looking at Calvin disdainfully. She's robust, with a tangle of short blond hair and large glasses over a pug nose which gives her a bull dog appearance.

Vorst is lounging in the recliner near the counter, casually smoking a cigerette as Calvin approaches Mabel.

CALVIN

(desperate) I need something bad Ms. Mabel.

MABEL You got any money?

CALVIN Please. I need something really bad!

MABEL I ain't givin' you nothin' without you givin' me some dead presidents.

CALVIN I can pay you tomorrow! Honest I can!

MABEL Get outta here ya' boil before I shoot ya' in the face!

Calvin backs towards the door, not taking his eyes off of Mabel until he exits the store.

As Calvin is leaving the store, STU walks into the room. He's tall, perhaps in his mid to late 50's with short salt and pepper hair. Mabel walks by him and gives him much the same look that she'd given Calvin.

Vorst CHUCKLES.

VORST I have to say that Mabel is one mean bitch Stu.

STU You don't know the half of it.

VORST Guess prison didn't do anything to tame her mean streak.

STU Just made it worse.

INT. DOCS CLINIC

Rory, Doc and Betty are standing in Docs cramped office. The only shelving unit in the office contains medical volumes and his desk is cluttered with paper work. His laptop computer is open and on the walls are a few pictures of CLINIC STAFF.

> DOC That's a very bad idea Rory!

RORY I have to get these people out of my father's store Doc.

DOC

The people that have control of your father's business are definately out for keeps. They murdered your father in cold blood and left you to die. Now they have two strangers in the store posing as your kin and no one's asking any questions. Everyone has assumed they are who they say they are.

BETTY

Doc and me are in agreement with ya' about regainin' control of the shop, but ya' gotta be careful. This's dangerous (MORE)

BETTY (cont'd) business, which ya' found out the hard way.

RORY

Don't think I'm not shaking in my boots. But the shop's all I'm able to think about. It's torturing me knowing what's happening in there now. I owe it to my Dad.

DOC Do you even have a plan?

Rory SIGHS.

RORY

Guess I'm just going to have to get tough.

Betty nods to Rory and unzips her thin jacket half way and produces a black skimask and hands it to him. Rory takes it from her with a slight smile. Doc shakes his head in exasperation.

DOC

You knew what his decision would be all along.

BETTY

I don't like what yer doin' Rory. You're takin a hell of a chance. But I know how ya' must feel and I loved yer pops too. I may not like what yer' about to do, but I'll support ya'.

DOC

Rory, at least get some help. Acting alone is insane.

RORY

This is The Dregs of Gotham. Insane is... (beat) ...normal. EXT. STORE YARD - NIGHT

Rory, now wearing the black skimask, hops the fence easily enough. He moves through the yard as quietly as possible. He's hunched, staying low. It has satrted to snow again. His breaths leave his lips in thick, gray vapors. He approaches the door to his bedroom and hesitates a moment.

He looks around as if some one has seen him. Seeing no one himself, he squeezes his gloved hands togethers and adjusts the skimask.

Rory moves to the door. He stops as he makes himself ready to kick the door in.

RORY (to himself) It's now or never.

He puts himself in position to kick in the door but stops when he sees the alarm system on the building.

RORY

Damn!

He backs away slowly. His foot falls CRUNCHING the freshly fallen snow. Then he sees a GLINT OF LIGHT to his right. He stares at it for a second, then goes to it. He kneels and sees that it is an old steam trunk.

The trunk is beneath a pile of assorted yard furniture and broken office chairs. He stands and walks off but a BUZZING noise that seems to be coming from the trunk stops him. He goes back to it and kneels, then places a hand on it. He slides it out carefully.

He slowly flips the latch and as he pulls the lid open, BLUE SPARKS OF STATIC ELECTRICITY arc up his arms. He stands quickly as the lid falls back and watches the streaks of electricity dance over his body.

Once the light show has ended, he kneels again and reaches into the trunk and pulls out what appears to be nothing but an assortment of old rags. His eyes go wide with the realization of what he's seeing!

RORY

My God!

INT. ROOM OF RAGS

The room is dark except for a crimson glow that seems to be seeping through the wall slats from the outside. Standing in the corner of the room is the Ragman, who looks like a living shadow!

Rory is standing in the middle of the empty room, this time, he's dressed as he is in the store yard.

RORY I can't believe you're real.

RAGMAN

You'd better, or a lot of innocent people are going to die.

RORY So I really am supposed to wear the suit?

RAGMAN

Yes. It belongs to you.

Rory watches as the Ragman steps out of the shadowed corner and into the crimson light.

RAGMAN

And now that you've made the decision to strike out at your father's killers, putting it on will help you.

RORY

How?

RAGMAN Put on the suit and you'll see.

Rory closes his eyes and takes a deep breath.

SMASH CUT TO:

EXT. STORE YARD - NIGHT

Rory has accepted his fate. He is to don the suit of the Ragman. He stands, pulling the suit out of the trunk as he does so. Then the suit begins to wind around him like a snake, quickly covering his arms and legs. Soon, the suit has completely covered him!

Rory Regan is now the RAGMAN! Tall and wraith like, the strips of the multicolored cloak reach out like tentacles.

INT. STUS BEDROOM - NIGHT

Stu is sleeping soundly. Outside the bedroom window, the light from the street light catches the flakes of the falling snow. There is a RUSTLING sound coming from O.S.

Stu sets up quickly. He listens for a moment and hears it again. He calls out.

STU Hey Mabel! Is that you?

He gets no reply. He swings his legs over the side of the bed after flinging the covers back and slides open the night stand drawer and pulls out a Revolver.

He stands and makes his way to the door. He hesitates before opening it and calls out again.

STU Damn you Mabel, answer me!

Still no reply. He pulls open the door and steps out into the tiny hall that leads to the store's main gallery.

INT. STORE GALLERY - CONTINUOUS - NIGHT

Stu is in the store. He has his revolver held low. The street light outside casts enough light that he can see most things clearly. The floor CREAKS and POPS as he searches for an intruder. He hears a SHUFFLING behind him and turns around to see Mabel standing behind him holding her own pistol and wearing a blue robe.

MABEL Stu. What the hell are ya' doin'? I could've shot ya'.

STU Thought I heard something.

MABEL All I heard was yer yellin'.

STU You turned on the alarm tonight didn't you?

MABEL Of course I did. Don't be stupid.

Mabel turns around and stalks off.

MABEL I'm goin' back to bed. Ain't nothin' to worry about.

Then Stu thinks he sees movement coming from a corner where the light from outside doesn't reach. He studies it for a moment.

STU Better not be any rats in here.

He takes a step closer just as a tendril of multicolored cloth snakes out at lightening fast speed and knocks the revolver from his hand with a loud SMACK!

Before he can call out for Mabel, another tendril strikes him under the jaw with a well placed upper cut. Stu goes to the floor.

The Ragman steps from the shadowed corner and kneels beside the dazed Stu, grabbing him by the neck and lifting him off the floor. He pulls Stu close to his mask covered face so he can stare into the cold eyes of the Ragman mask, then gives him a massive shake, and his neck CRACKS.

Ragman drops Stu and watches him crumple to the floor. Dead!

MABEL (O.S.) Can't say that I'll miss him, but ya' still shouldn't have done that.

Ragman sees that she has the pistol trained on him but doesn't have enough time to react. She pulls the trigger!

The Ragman jerks violently as the bullet slams into his gut and he falls to the floor.

Mabel smiles evily as she slowly advances on the still form of The Ragman.

MABEL

I don't know who you are freak, but ya' got what was coming to ya'.

A tendril reaches out and knocks the pistol from her hand. She staggers backward from shock but more tendrils snake out and wrap around her body. She struggles in vain.

MABLE

What the hell!

The Ragman stands and slowly advances towards the terrified crook as the tendrilss pull her to face him.

She stares into the cold eyes of The Ragman and goes limp.

The tendrils of the suit unwrap themselves from around her plump body, releasing her to the floor. The Ragman looks at the obviously dead woman and then steps over her body and heads for his father's old bedroom.

INT. STUS BEDROOM - CONTINUOUS - NIGHT

The Ragman slides the bed away from the wall and tears open the door of the floor safe that's hidden beneath it as easily as if he were tearing tin foil.

He pulls out several thousands of dollars and a small caliber pistol. He also retrieves a large brick of Cocaine from the safe. The Ragman stands and exits,

taking the brick of cocaine with him.

EXT. SIDEWALK - NIGHT

Betty walks slowly up the side walk. She adjusts her thin coat against the cold breeze and wipes snow from her face. She sees someone coming down the sidewalk from the opposite direction. She slows down a moment.

The Big Man walks on tree trunk sized legs and has a set of arms to match. His short blond hair is cut in a high and tight and the bomber jacket he's wearing looks too small for his broad shoulders. She has no idea that he's really the GOLEM!

Betty smiles at him as they approach each other.

BETTY

Good evenin'.

The Golem says nothing.

Betty attempts to be cordial again as she turns and CALLS after him.

BETTY If yer hungry or need a place to crash, there's a mission not far from here.

The Golem nods his understanding, but remains silent.

BETTY Strong silent type.

EXT. STREET CORNER - NIGHT

One shot and DEPRIEST, a local addict, stand under a street light. It's still snowing. There are few lights accept what businesses that still have operational neon signs. Some of the buildings have boarded over windows.

One Shot is clearly cold. He pulls up the collar of his trenchcoat against the cold night wind. it doesn't seem to bother Depriest.

Depriest hands One Shot a wad of money that he withdrew
from beneath his coat. One Shot takes it and quickly counts it.

DEPRIEST It's all there.

ONE SHOT I'd rather make sure.

Depriest looks offended.

DEPRIEST How long we been doing business One Shot? Three, four years maybe?

One Shot stuffs the money in the inside pocket of his trenchcoat, then he hands Depriest a baggie of cocaine.

ONE SHOT I don't care if you're my brudder, I get cheated here, then I gotta answer to the boss. Then that'd mean I'd have to find ya' and cut ya' up.

Depriest swallows hard and begins backing away from One Shot.

DEPRIEST Alright man, alright. It's cool. Didn't mean any harm.

ONE SHOT (annoyed) Get your chicken ass outta here before I decide to use my lil' girl!

Depriest turns and runs, leaving One Shot alone under the street light.

Suddenly something hits One Shot on the back of the head! He spins around, pulling a gun from its hiding place. He looks around but sees no one. Then he looks to the ground to see what hit him. He bends down and picks up the brick of cocaine taken from the store.

He walks to the mouth of the alley nearby and gazes into it.

ONE SHOT Depriest. What ya' playin' at?

When he gets no answer, he steps into the alleyway.

EXT. ALLEY - CONTINUOUS - NIGHT

Nothing is moving in the alley except for what trash is being blown around by the cold wind. He holds his gun at the ready.

ONE SHOT This ain't funny Depriest. Ya' don't show yourself now, I might plug ya' by accident.

Still nothing. One Shot is in the center of the alleyway now. He turns and scans in all directions.

ONE SHOT If ya' had that much powder on ya', why'd you have to buy from me? What the hell's goin' on?

He hears the snow CRUNCHING above him. He looks up and sees The Ragman standing on the edge of the building to his left two stories above him!

ONE SHOT

What the...

He drops the cocaine, FIRES off a couple of rounds, and attempts to flee as The Ragman launches himself down at One Shot but gets ahead of him, flipping to land in his path. One Shot attempts to stop but slides a couple of feet before he can come to a stop.

Ragman smacks the gun out of his hand and with one powerful punch, sends One Shot sailing backwards. One Shot lands hard but recovers quickly and counters with several jabs. Ragman easily deflects his attacks and has him hoiseted in the air by his shirt with one hand.

ONE SHOT I..I got money! Take it! It's yours!

Ragman throws him against the wall of one of the buildings and all the air explodes from his lungs. Dazed, One Shot attempts to rise with burning lungs.

> RAGMAN (deep, gravely voice) I know you.

One shot is on his knees, gasping for air.

ONE SHOT You..don't... know me. You're some kinda...freak!

Ragman reaches down and picks him up forcefully from his knees and throws him into the other wall. This time One Shot lies there motionless.

ONE SHOT I can't move! Ya', ya' broke my back!

Ragman lets out a small, dark CHUCKLE.

RAGMAN Oh, I'm just warming up.

EXT. ALLEY - LATER - NIGHT

The Golem walks into the alley. He stops and kneels beside One Shot. He takes one of his huge hands and pulls One Shot forward and inspects his bloody face.

He GRUNTS and lets One Shots body fall back onto the snow covered alley floor. He stands and exits the alley.

EXT. BAR - NIGHT

The bar is a small building with one large front window. The neon sign hanging above the door is flashing as if it's getting ready to go out. Several signs of famous brands of beer cover the window and dim light filters out onto the snow covered sidewalk. INT. BAR - NIGHT

Vorst is sitting at a small round table. Before him on the table is a mug of beer. He glances at his wristwatch and smirks. HALCOMB, the tall bartender with thinning hair and wire rimmed glasses is busily putting away glasses. They CLINK and CLANK as he places them on the shelves behind the bar.

> VORST I wonder what's keeping One Shot.

Halcomb turns to him. He has a glass in his hand that he's drying with a blue dish towel.

HALCOMB I was wonderin' that myself.

It's not like him to be late.

Vorst takes a quick drink from his mug. Then he reaches down and unclips his cellphone from his belt, flips it open and dials. After a few seconds, Vorst snaps it closed and clips it back onto his belt.

Vorst takes a final drink of his beer and stands. He reaches into his pocket and pulls out a five dollar bill and places it on the table top.

> VORST I'm going to have to go look for him.

EXT. ABANDONED BUILDING - SAME TIME - NIGHT

Ragman is perched on the ledge of the abandoned building.

RAGMAN'S P.O.V.

He watches Vorst move down the sidewalk away from the bar.

BACK TO SCENE

Ragman stands, then leaps into the air, rising high into the cold winter night sky!

INT. STORE GALLERY - LATER

Vorst uses a key and opens the front door of Rags 'n'

Tatters. He steps inside and turns on the light, goes to the alrm panel to punch in the code before the alarm can sound.

VORSTS P.O.V.

The LED on the alarm panel reads: DISARMED.

VORST (0.S.) That's not good.

BACK TO SCENE

Vorst walks to the center of the store and CALLS out.

VORST Hey Stu! Mabel!

There's no reply, so he heads towards the store bedrooms. Something catches his eye. He makes his way over to the counter and steps around and sees two sets of legs sticking out from behind the counter.

VORST

Oh shit!

He draws a pistol from beneath his coat and begins to check the store. He gives the main part of the store a quick once-over and then moves to the bedroom.

INT. STUS BEDROOM - CONTINUOUS

Vorst is standing in the doorway, pistol at the ready. He reaches around and turns on the light. He sees that the bed has been moved away from the wall and the floor safe beneath it has been ripped open.

He hears a THUD behind him. He spins to confront whoever is there.

But there's no one.

VORST I heard you! I'm armed!

He steps out of the bedroom and back into the store.

INT. STORE GALLERY - CONTINUOUS - NIGHT

He sees nothing but walks cautiously back through the store. Again he hears something behind him. He turns and The Ragman is standing behind him, tall and menacing. Energy CRACKLES over the suit!

VORST

(shocked) Whoa!

He pulls the trigger twice and Ragman jerks as the rounds hit him in the chest, but he doesn't fall. Instead, he advances on Vorst who backs away and FIRES one more round.

Ragman smacks the revolver out of Vorsts hand easily enough and then punches him twice, sending him flying through the store's front window. It SHATTERS loudly in the cold air of the winter night.

The Ragman leaps through the window from where he is, nearly twenty feet as quickly as a bird takes to flight.

EXT. RAGS "N" TATTERS - CONTINUOUS - NIGHT

Vorst has multiples cuts on his face. He wipes his brow with his hand to keep the blood from dripping into his eyes. Ragman lands in front of him and he begins crab walking backwards, as quickly as he can.

VORST

Who..who are you?

Ragman says nothing but slowly stalks him as he's attempting to flee. Ragman kicks his legs out from under him and he goes to his back onto the cold snow covered sidewalk. Ragman reaches down and lifts him by the collar of his overcoat, his feet dangling in the air.

VORST

My God! What did I do to you?

Ragman throws him into the air. Vorst lands on top of the stores roof. Ragman leaps into the air and easily jumps to the roof. EXT. STORE ROOF - CONTINUOUS - NIGHT

Vorst is lying on his side, COUGHING, the wind having been knocked from his lungs. Ragman Rolls him onto his back with his foot. Vorst looks at him with terror filled eyes.

> VORST Please! I didn't..do anything to.. you!

Ragman kneels beside him and grabs him by the throat. He lifts Vorst by his throat and lets his legs dangle in the air. Vorst is making sick CHOKING sounds.

> RAGMAN You left someone to die and are in league with those that murdered a defensless old man. Everything in my being wants you dead.

Vorst manages to speak.

VORST

I...I'm sorry.

Ragman drops him to his feet. Vorst stumbles backwards, clutching at his throat. He watches the Ragman uneasily for a moment and then heads to the fire escape.

But a powerful hand clutches his shoulder and spins him around. Vorsts eyes go wide in terror.

Ragman lifts Vorst over his head.

RAGMAN A little late for sorry isn't it?

The Ragman throws Vorst out into the night air! He sails across the street and into the alley across from the store. He comes down hard on a dumpster.

The Ragman stands on the roof top looking at the twisted body lying in the alley. The strips of his cloak are reaching out as if looking for something to destroy. EXT. BUILDING LEDGE - LATER - NIGHT

Ragman is on the ledge of a building across from the apartment of Quincy Shepp. The cold wind blows the tattered strips of his cloak and the snow is falling steadily.

Ragman steps off of the ledge and soars easily towards Quincy's apartment. Without slowing down, Ragman smashes into the apartments window five stories above the pavement and the SHATTERING of the glass is deafining in the cold silence of the winter night!

INT. QUINCY'S APARTMENT - CONTINUOUS - NIGHT

The explosion of the window wakens Quincy suddenly and he rolls out of bed just as Ragman lands. Quincy reaches over and picks up his pistol and FIRES four shots at the Ragman.

Ragman flinches from the impact and HOWLS more from anger than from pain. He leaps and quickly overtakes Quincy. Knocking the gun out of his hand, Ragman clutches his wrist and it CRUNCHES as the bones break.

Quincy CRIES out in pain and goes to his knees. Ragman pulls him up and tosses him over his bed. He lands on the floor hard. He watches Ragman through glazed eyes walk around the bed and puts his good hand up in an attempt to defend himself.

Ragman breaks this arm as well and Quincy is now completely helpless.

QUINCY Please! I'll give you anything!

RAGMAN Anything Mr. Quincy?

QUINCY

Yes! Money! Jewelry! I can get you what ever you want! Just don't hurt me any more!

RAGMAN

I don't need any of those things. But you do have something I want.

QUINCY What is it? Tell me and it's yours!

Ragman reaches down and lifts Quincy up from the bedroom floor. Ragman pulls Quincy to him and the white eyes of the hooded mask narrow.

> RAGMAN I want your life.

QUINCY

Oh my God! No!

Ragman slams Quincy down onto the floor on his back. The sound of his body hitting the floor with such force makes a WET, SPLAT sound.

Ragman stares at Quincy's lifeless form as blood pools beneath his head.

RAGMAN That's for my father.

INT. HOWARD SPRATTS OFFICE - DAY

HOWARD SPRATT is standing behind his mahogany desk loosening his ridiculously expensive tie as the SHRILL RINGING OF A TELEPHONE escapes the speaker of his desk phone. In the b.g. through the large office window is the Gothically designed structures of Gotham City.

HOWARD

Answer your damn phone Vorst!

He begins pacing behind his desk.

Vorst's voicemail message replaces the ringing.

VORST'S VOICEMAIL (V.O.) I can't get to the phone right now, so leave me a message. If I like you, I'll call you back.

HOWARD Yeah. I'll leave a message. Here (MORE)

HOWARD (cont'd) it is. If you don't call or report in soon, I'm going to restructure, if you catch my meaning.

Howard clicks it off speaker phone and disconnects the call. He goes to a MODEL OF A GATED COMMUNITY displayed inside a large glass case. Bronze letters proclaim it as: NEW AVALON.

On the wall behind the model is a large aerial view of The Dregs, and on this picture, New Avalon has been mapped over it!

INT. STORE GALLERY - DAY

Rory, now clean shaven, is busy sweeping up the store's main gallery as Betty enters. She smiles warmly at him and he returns it. He sets the broom against the counter to take a break while Betty is there.

In the b.g., two GLASS INSTALLERS are busy replacing the main gallery window.

BETTY I'm glad the store's yers again Rory.

RORY Me too. I feel like Dad's happy.

BETTY

That's good.

The two stand in silence for a moment and then Rory turns to a rack of coats. He selects one and hands it to Betty.

> RORY Here you go. I put gloves in the pockets.

Betty hugs him affectionately.

BETTY You're a kind soul Rory. Just like yer pops.

Betty breaks off the embrace and cups his face gently in her hands. She looks into his eyes like an adoring mother.

BETTY

(whispering) I read in the paper that five bodies were found. Tow of 'em were the stooges that had control of the shop. Their ugly mug's is on the front page.

RORY

Betty, I..

BETTY (continuing to whisper) Yer a good man Rory, a good man. Don't lose site of that. Ya' got what ya' wanted, now put it behind ya'.

Rory doesn't know what to say. Betty moves her hands down to his shoulders and gives them a good squeeze, then changes the subject.

> BETTY Would ya' like some help cleanin' up 'round here?

RORY I appreciate the offer but it's not necessary.

BETTY

I'm available.

Rory smiles.

RORY That's okay. Really. I don't have that much more to do.

BETTY I'll be at the mission tonight if ya' change yer mind.

She turns to leave but Rory stops her. He takes the coat he had given her and holds it out. She smiles and shrugs out of the thin coat she's wearing and puts the new one on, then she puts her hands into the soft gloves.

RORY

Perfect fit.

INT. RORY'S BEDROOM - LATER - DAY

Rory takes the Ragman suit off the chair he draped it over and pushes the hood open inside out and reads the word: EMET.

RORY

Truth.

The DOOR CHIME sounds from O.S. He stuffs the suit into a worn olive drab duffel bag, then slides it under his bed. When he turns to exit his bedroom, he finds RABBI MOGEN standing in the doorway. In his 70's, he still has a youthful face. His hair is as white as cotton and he's leaning on a cane with a silver handle.

RABBI

(strong Polish accent)) Good afternoon. I've been waiting a long time for this moment.

RORY (suspiciously)) Who are you and what are you talking about?

RABBI My boy, I will explain all over a good cup of tea.

INT. KITCHEN

Rabbi Mogen and Rory are seated at the tiny table in the cramped confines of the kitchen. Rabbi Mogen takes a

careful sip of tea.

RORY Is it to your liking?

RABBI

A bit on the sweet side, but not bad.

RORY Good. Now how about you tell me who you are and why you're here.

RABBI I am Rabbi Mogen and you are my apprentice.

RORY

Apprentice?

RABBI That's correct. I am your Rabbi just as I was your fathers before you.

RORY So you knew my Dad? He never mentioned you.

RABBI It was all so long ago. But I am here to help you now.

RORY Help me do what?

RABBI To properly harness the power of the suit.

Rory is shocked. Rabbi Mogen LAUGHS at his expression.

RORY How could you possibly know of the suit?

RABBI I felt it the moment you put it on.

RORY That's impossible!

RABBI

Ah! There are things about the suit that you are ignorant of. I am connected to it. We have a history. However, one of the most important things you need to know is, that the lives you have taken are now patches on the siut.

Rory shakes his head in amazement. Rabbi Mogen takes another sip of tea.

RORY

That's absolutely crazy.

RABBI

I see. So you think the ability to take bullets to the chest and soar on air currents is crazy? How do you account for the great strenght you possess while wearing it?

RORY

Alright. I get your point.

RABBI

Excellent!

Rabbi Mogen takes another sip of tea and then leans forward in his chair as he returns his tea cup to the table top. A more serious expression is on his face.

RABBI

During the sixteenth century, Jews were being persecuted on such a grand scale. Our people were being accused of the most (MORE)

RABBI (cont'd)

ridiculous things and because of the superstitions of the time, these false accusations resulted in many deadly pogroms. Entire Communities were burned to the ground.

Rabbi Mogen hangs his head in sadness.

RABBI

They needed a protector. One man, Rabbi Loew who was a skilled practioner of the Kabbalah, decided that he would take action. So he formed the shape of a man out of the earth and inscribed the word Emet on its forehead.

RORY

I know the legend. Scratching Emet on its forehead brought it to life and a Golem was born.

RABBI

Yes. But there is more young man. Much more. You see, the Golum is a creature, a monster without a soul. A council of Rabbis was convened over the matter and it was quickly decided that it should be replaced with an actual man. So the Rabbis made a suit out of pieces of cloth and by using the same spell performed on the Golum they had created a living costume. Now that they had the suit, they needed a worthy individual to don it.

Rabbi Mogen puts his hands around the warm cup.

RABBI A man was chosen who had all the (MORE)

RABBI (cont'd) attributes and virtues that the council desired and the first Ragman came into being.

Rory leans back in his chair and crosses his arms over his chest. His expression is one of disbelief.

> RORY. This is too much. A Golum? I don't believe it.

Rabbi Mogen stands quickly and TAPS his cane angrily on the floor as he speaks.

RABBI

You don't believe it? Foolish Boychick! You have worn the suit, felts its power and were able to do incredible things! And your dreams! The voice that speaks to you in them, who do you think it is? It is the voice of a past Ragman. You have done magnificent things while wearing the suit and the idea of a Golem you find absurd! Because of the suit, five men are dead! The suit is not to be taken lightly. It is a weapon of unspeakable power and that power should be harnessed correctly and for the right reasons. Revenge is a great motivator, but it is the killer of the soul. Vengeance is God's alone.

RORY

I didn't...

RABBI You did not know. That is why I am here, to teach you the correct way to harness the power of the suit.

Rabbi Mogen SIGHS and heads for the store gallery.

RABBI Now I shall tell you the rest of the story.

INT. STORE GALLERY - CONTINUOUS - DAY

Rory and Rabbi Mogen are standing behind the counter gazing up at a picture of Gerry Regan that's hanging on the wall. Rabbi Mogen leans on his cane.

> RABBI Jerzy Raganiewicz my old friend,

I always wondered what became of you.

Rory looks at Rabbi Mogen with a furrowed brow.

RORY Raganiewicz? His name is Regan.

RABBI That is my fault I'm afraid.

RORY

How so?

RABBI Your father and I became seperated while we were still in Prague, in the Warsaw Ghetto.

Rory looks surprised.

RORY The two of you were in the Warsaw Ghetto?

RABBI

Yes. You have been there to, in your dreams. The images are memories of the Ragman before you, your fathers memories that have been interwoven into the suit.The year was nineteen forty three. It was horrible Rory, absolutely horrible. Men, women (MORE)

53.

RABBI (cont'd)

and children, butchered like cattle. Our homes were destroyed and those who did survive were forced aboard the rail cars to Treblinka. But yourfather rallied the able bodied to mount a defense.

Rory swiftly turns his gaze away from Rabbi Mogen to his fathers picture.

RORY (astonished) So my dad was the last Ragman?

RABBI

He was brilliant Rory, just brilliant. He inspired so many. He was seen as a symbol of freedom and strength. He was magnificent. I will show you.

Rabbi Mogen leans the cane aginst the counter and reaches out to touch Rorys temples with the tips of his fingers. Rory looks confused.

> RORY What are you doing?

RABBI Relax Boychick, you will not be harmed.

Rabbi Mogen closes his eyes and presses the tips of his fingers more firmly against Rory's temples. Rory sways a bit as his eyes close. He reaches up and grabs Rabbi Mogens wrists.

DISSOLVE TO:

EXT. WARSAW GHETTO - DAY

The Warsaw Ghetto is burning! Thick smoke fills the air as does the sound of German ARTILLARY as it pounds the buldings and streets. EXPLOSIONS throw chunks of concrete and parts of buildings into the smoke filled

air.

The SHOUTS of terrified citizens compete with the sounds of SMALL ARMS fire and the German heavy weaponry. Bodies of the dead lie beneath pools of blood. A group of RESISTANCE fighters are hunkered down, returning fire from behind the remains of a still smoldering building.

RABBI (V.O.)

You see Boychick, the Ghetto was literally hell on earth. Pockets of resistance formed everywhere but we were disorganized at first. We were taking more casualties than we were inflicting.

NAZI SOLDIERS dart in and out of cover, laying down suppresive fire as they move from position to position. The RESISTANCE FIGHTERS return fire as best they can but are forced to fall back. Several go down in a spray of blood as Nazi soldiers open fire.

> RABBI (V.O.) There were some gains made but many people were trapped in collapsed buildings. The Nazis decided to burn them alive! Stormtroopers began setting the buildings ablaze. Of course, this brought what little resistance there was out in the open to try and stop them. They played right into the Nazis hands!

Two groups of MEN and WOMEN charge out of a building, smoke trailing behind them. They fire blindly as they flee but the Stormtroopers mow them down easily enough.

> RABBI (V.O.) Eventually the survivors were gathered together and marched in groups towards the trains that would carry them to Treblinka and other death camps.

A squad of Stormtroopers marches a large group of haggard looking MEN, WOMAN and CHILDREN down a debri filled street. Bodies are strewn everywhere.

> RABBI (V.O.) The wounded were executed like lame animals! The butchers!

Nine MEN, bloodied and bruised, are kneeling in front of an intact brick wall. Two Stormtroopers stand fifteen feet behind them holding machine guns. The two Stormtroopers open fire on the nine wounded men. They jerk and convulse as the bullets slam into their bodies.

> RABBI (V.O.) Then a most wonderful thing occurred. Your father appeared suddenly and swiftly. He quickly dispatched a squad of Stormtroopers and freed a group of prisoners who took up arms to fight again!

The Ragman drops into the midst of the Stormtroopers who are clearly taken by surprise. He pummels two while the tendrilled cloak finished the rest. Then he leaps into the air and soars like an unholy angel towards another group of Nazis.

EXT. WARSAW GHETTO - CONTINUOUS - DAY

The Ragman lands beside a Nazi Half-Track and wrenches the door from its hinges. He pulls the DRIVER out and slams him to the ground. The SOLDIERS in the back all turn to open fire on him but he leaps. He lands and immediately he sends two soldiers flying out of the halftrack high into the air. Their SCREAMS die suddenly as they land twisted and dead.

The rest open fire on him. He spasms as the rounds pound him. He falls over the side. Once the machine guns have ceased, the soldiers peer down at the figure in rags. Without warning, the tendrils of the cloak reach out and strangles the soldiers.

RABBI (V.O.)

It went on like that for hours. Your father attacked the Stormtroopers with such vigor! During that time, your father had unknowingly inspired a great many and the resistance began anew.

EXT. WARSAW GHETTO - SYNAGOGUE - DAY

Through a thick veil of smoke, the ghettos Synagogue stands tall and proud as around it, the buildings crumble and throw hot embers into the sky. Two squads of Stormtroopers are shooting through the walls of the Synagogue. Then one of them kicks in the door and several of them run in with guns blazing.

A moment later, a Half-track pulls up and several soldiers jump out holding cans of gasoline. They charge into the Synagogue and then moments later, emerge just before flames leap out through the door.

> RABBI (V.O.) (sadness in voice) They burned our Synagogue. I guess it was their way of destroying the last vestige of hope we had left; God. But you see Rory, we are synagogues because God lives within us! We believed that the Ragman and the resistance frightened them so much that that is why they burned the synagogue to the ground. It was a desperate attempt at obliterating morale. It was their feeble way of killing God and ending the resistance.

EXT. TREBLINKA - DAY

MEN and WOMEN and CHILDREN in front of their wooden barrack type housing stand in formation in the yard of the concentration camp. They're thin and are all wearing the expression of death. The striped uniforms with the

yellow stars on the chest hang loosely from their frail bodies. CAMP GAURDS watch them through cautious eyes.

RABBI (V.O.) The unfortunate souls that suffered at Treblinka and other camps carried the knowledge of the Ragman with them. He was their hope and inspiration! Many have told me that is what kept them alive while at the camps.

DISSOLVE TO:

INT. STORE GALLERY - DAY

Rabbi Mogen takes his hands from Rory's temples and Rory looks at him with new respect.

RORY What happened to my father?

RABBI Jerzy went to where he was needed.

RORY You mean he left?

RABBI

No. As I had taught Jerzy the way of the suit, he was reluctant to wear it. When he did, it was right on time. After he had accomplished what he needed to in Prague, the suit took him to another location. A location just as desperate as the ghetto.

RORY But he could've done more! The resistance still needed him.

RABBI He had given the resistance hope.

RORY So you never saw my father again after that day?

RABBI No. I assumed that he thought I was dead. But once you wore the suit, I knew where to come.

Rory puts his hands in his pockets and leans against the counter.

RORY You mean the suit brought you here?

RABBI (smiling)) All the way from Poland. It called out to me.

Rabbi Mogen taps his cane on the floor and sighs.

RABBI That is enough for now.

EXT. STREET - NIGHT

TOBY, a local addict and pick-pocket is crossing a snow covered street. The street light casts a dim glow but gives his escaping breath a yellowish hue as it slowly moves on the still air.

He hears the snow CRUNCHING behind him and turns to see the Golem standing tall and vigilant in the dim light of the streetlight.

TOBY (suspiciously) You need somethin' man?

The Golem nods.

TOBY Lookin' to score are you. Well, I got what you need.

Reaching out, the Golem grabs the front of Toby's coat and lifts him off the ground. Toby frantically hits the Big Man's wrists. But it's no use.

> TOBY Come on man! I have drugs! You can have them!

The Golem tosses Toby into the air and he lands on top of a car with a resounding THUNK! He rolls off onto the street and tries to get up but he is too winded. The Golem goes to him and pushes him down face first into the street.

TOBY

Please man! Don't...

The Golem presses his massive booted foot down onto Toby's head and it CRUNCHES with a wet POP! The Golem reaches down and searches through the dead man's pockets until he finds vials of Crack Cocaine, which he quickly smashes with his fingers.

He stalks off down the street, leaving Toby's body in the street.

INT. HOWARD SPRATTS OFFICE - NIGHT

Howard Spratt is standing at his window looking out at the city skyline. His desk lamp is the only illumination in the room and makes him but a silhouette in the window. He has his cell phone to his ear.

HOWARD

I want you to find out who's responsible and eliminate him!

He flips the cell phone closed and continues to stare out at the city.

INT. RORY'S BEDROOM - NIGHT

Rory is lying in bed staring at the ceiling. He quickly sits up on the side of the bed as his bedroom door opens. Standidng there in the cold of the night is Rabbi Mogen.

RORY You scared the hell out of me Rabbi.

RABBI Sorry. It was not intentional my friend.

RORY I had the door locked. How did you open it?

RABBI Just another gift I possess.

RORY Step in out of the cold.

Rabbi Mogen closes the door as Rory turns on the bedside lamp. Rabbi Mogen pulls a chair up to the bed and sits. He's wearing a rather warm looking housecoat. His white hair is all frazzled but his expression is serious.

> RABBI Tell me about your dreams.

> > RORY

Why?

No.

RABBI Because they are important.

RORY This can't wait till morning?

> RABBI (flatly)

Rory runs a hand through his brown hair and leans forward.

RORY They're always the same. I'm back in Nam carrying a wonded buddy, but he dies. Only my (MORE)

RORY (cont'd)

wounded buddy is me, or at least that's who I think he is. Turns out that he isn't me after all and he's suddenly some strange person who's giving me cryptic messages.

RABBI

These messages being that you are to avenge those that have been wronged.

RORY

Exactly. Then I see the dead, and they're calling out to me. Pleading with me to help others.

RABBI But you have had a new dream.

RORY Yeah. I was in the Warsaw Ghetto and I saw a Golem.

RABBI

That is why I am here Rory. I came to teach you how to use the costume because you must face the Golem.

Rory, clearly surprised, stands and looks down at Rabbi Mogen.

RORY

Why?

RABBI Because he is coming for you.

RORY What for? Aren't we doing the same thing?

Rabbi Mogen slumps down in the chair.

RABBI You might as well sit Rory. You are not going to like what I have to tell you.

Rory sits and looks directly at Rabbi Mogen.

RABBI

Once the war was over, I tried finding Jerzy but I came to the conclusion that he had either been killed or had never donned the costume again.

RORY

That fits. I found the suit in a trunk out in the yard.

RABBI

Though the world was no longer on fire, evil still existed. I could not find Jerzy and I was burdened with guilt.

RORY

Why?

RABBI

I had survived Treblinka while so many did not. I felt as though I should have been one of the many that should have met his fate in the gas chambers.

RORY

My Dad said that I felt guilty about Nam. He said that was why I was having the nightmares. To a degree he was right. I can certainly understand your feelings Rabbi.

RABBI

With the absence of the Ragman, I decided that the world needed a protector. So I created a (MORE)

RABBI (cont'd)

Golem. Once I inscribed Emet on its forehead, the creature awoke with an unquenchible desire for vengeance.

Rabbi Mogen closes his eyes and shakes his head.

RABBI

He did exactly what he was created for. With each passing year his intelligence and strength grows. He is a most dangerous opponent.

RORY

(flatly) That's just great.

RABBI

I could not find Jerzy Rory. I felt that creating the Golem was the only way! But now that you have worn the suit, it is coming for you.

RORY

I don't understand Rabbi. Why is it coming after me?

RABBI

A Golem and a Ragman cannot exist simultaneously. One must defeat the other.

RORY

By defeat you mean that it has to kill me or I have to kill it? I got it.

RABBI

The magic that powers the Golem is the same as what allows the suit to harness the souls of the evil dead. One must be triumphant.

RORY This just keeps getting better by the second.

RABBI I am sorry Boychick. It will be only one of the many monsters you will have to face.

EXT. ABANDONED FACTORY - DAY

The factory is a long narrow building. Most of the windows have been broken and the shards of glass lying on the ground twinkle in the sunlight. The Ragman is hovering in the air. Beneath him is a terrified junkie and pusher known as STUMPY.

He is short and a bit robust and the worn GOTHAM BLADES Hockey cap he wears makes his head look enormous.

STUMPY

Look man! I don't know why you're leaning on me for, I haven't done anything to you!

RAGMAN

That's true punk. But you sell poison to the people of this great city, and it angers me. The people are under my protection, and protect them I shall.

STUMPY Okay man. I can respect that.

RAGMAN

I want so desperately to choke the life from you and it's taking everything in my being not to.

STUMPY

I appreciate that.

RAGMAN Today you live. If I find you again selling drugs in my neighborhood, then I promise you I will tear you apart as painfully as possible.

Stumpy reaches into his pockets and shows Ragman the drugs.

STUMPY

Watch dude. I'm going to dump it.

Stumpy does just that. He tears open the bags and dumps out the cocaine onto the cold concrete floor.

RAGMAN That's a good boy.

EXT. BUILDING LEDGE - DAY

Ragman is standing on the ledge of a building looking down on The Dregs. The cold winter wind whips the tendrils of his cloak behind him and they SNAP much as a flag does in the wind.

INT. KITCHEN

Rabbi Mogen is sitting at the small table sipping from a cup of tea. From O.S. he hears the door to the back of the building SLAM shut. Rory steps into the door way.

RABBI

How did it go?

RORY I didn't kill anyone if that's what you're getting at.

RABBI You didn't answer my question.

RORY

I didn't even touch him. I wanted to though. The suit was screaming at me to kill the boy. (MORE)

RORY (cont'd) It was a struggle, I'll have to admit.

Rabbi Mogen takes another sip of tea and turns to face him.

RABBI

The suit senses the evil of a person. It can tell what an individual is actually guilty of. The boy you came across today was guilty of no great crime. If he had been, the struggle between you and the suit would have been much greater.

RORY

Understood.

RABBI

Remember, you must stay Rory in the mind while using the suit's power. If you give in to the souls weaved into the suit, then Rorys mind becomes one with the suit. This is what I want you to have understood.

INT. HOWARD SPRATTS OFFICE - DAY

Howard Spratt is saturding behind his desk as WARREN HOBBS, an overweight man, 50's, with a receding hairline and REED BURROWS, a tall man with a thick head of blonde hair and wrinkled brow who looks a bit older than Warren stand in front of the desk. Both men are wearing expensive suits.

HOWARD

You're telling me that this rag person is single handedly taking out my organization?

REED I'm afraid so boss. He's doing (MORE)

REED (cont'd) such a great job of it that we're down to less than ten percent.

WARREN What should we do?

Howard lets that question linger for a moment as he walks over to the model of the housing community.

HOWARD I don't think we've totally lost the element of surprise.

REED I have to tell you that gangs are moving in to fill the void.

WARREN Two actually. The Devastators and the Red Devils.

HOWARD I was afraid that was going to happen.

He turns to the two men with a thoughtful expression.

HOWARD I want each one of you to go to the leaders seperately and offer them control of the drug trade. This will pit the two organizations against each other. Nothing tears a neighborhood apart like gang warfare.

Warren and Reed nod and exit. Howard flips open his cell phone. He quickly dials and waits a moment for the party on the other end to answer.

> HOWARD Yuri my old friend. I'm in need of equipment. Where shall we meet?

INT. BATHROOM - DAY

Rabbi Mogen is sitting on the toilet wearing his warm housecoat talking to Rory who is in the shower. Steam hangs in the air like disembodied spirits.

> RABBI Let us go over it one more time.

RORY I'm kind of busy right now Rabbi.

RABBI The water is not keeping you from speaking, or listening.

RORY

I let the guy go.

Rabbi Mogen stands and pulls the shower curtain back to where he can look Rory in the eyes.

RABBI

You and I both know that he barely escaped with his life. You said that the impulse to kill him was very strong.

RORY

Just trust me on this. I was able to tell the suit no and the guy lived.

RABBI

Every time you wear the suit, those you come across are literally at deaths door. If you give in to the hate and rage the suit generates, then you become exactly what the Ragman is against: Evil.

RORY You're right Rabbi. I can hear the souls pleading with me to kill. But I can fight the voices. I'm gaining ground.

Rabbi Mogen closes the curtain and turns to exit the

bathroom.

RABBI It is only going to get more difficult Rory. I cannot stress it enough.

INT. RED DEVILS HIDEOUT

An old round table sits in the midle of a cavernous room. There are smaller tables scattered throughout the place and each table either has a television or radio sitting on it. On the floor in different areas are lava lamps and disco balls. RAP and HEAVY METAL MUSIC compete for dominion.

Worn recliners and sofas are occupied by men wearing black leather jackets with a white circular patch emblazoned with a red devil holding a pitchfork on the right shoulders.

At the round table sits Warren Hobbs and DIAMOND JIM, the charasmatic leader of the Red Devils. His black hair is short and styled and his face is long and covered with a coarse five o'clock shadow.

DIAMOND JIM

This is just too good to be true.

Warren seems to shrink inside of his jacket.

WARREN

This mysterious costumed maniac has left my employer nervous. He's cut our personnel down to just ten percent and profits are now at an all time low. We need an organization like yours to muscle him out. You have the numbers.

DIAMOND JIM Still, something's not right.

WARREN I can assure you that my employer's a very generous man.

DIAMOND JIM He'll give us eighty percent of the profits and the weapons to take care of this prick?

WARREN That's his promise.

Diamond Jim sits quietly for a moment. He looks around at the members of his gang who are watching him intently.

DIAMOND JIM Alright fat ass. You got yourself a deal. When do we get our guns?

Warren stands to leave.

WARREN

Nightfall. I need to inform you that the The Devastators will be at the construction site on East Walden street. They're trying to infiltrate our organization to take over the flow of merchandise. My employer wants you to take care of them as well. Will this be a problem?

DIAMOND JIM This neighborhood belongs to us. We'll exterminate those cockroaches. Tell your employer not to worry.

EXT. CEMETERY - DAY

Rabbi Mogen is standing before Gerry Regan's grave. The top of the tombstone is blanketed in thick snow. The sun above quickly fades from view as dark clouds block its light and plunges the cemetery into a dingy grayness.

> RABBI Jerzy my old friend, I have to tell you that you raised a wonderful boy. I am trying my (MORE)

RABBI (cont'd) best to guide him but I fear he will fail the final test, just as you did.

Rabbi Mogen pulls a rock from his coat pocket and brushes the snow off of the stone and then places the rock on top of it.

INT. DEVASTATORS LAIR

Reed Burrows stands in a room containing a long wooden table on which sits several small lamps. The lamps barely illuminate the room. Standing in the room with Reed is CHAOS, leader of the Devastators. He's tall, muscular and the long scar that runs from his forehead to his chin causes Reed to grimace.

REED

It's a very generous offer Mr. Chaos. It will make you and your men very wealthy.

CHAOS It is a generous offer which doesn't sit right with me.

REED

Our profits have dropped due to the interference of this strange vigilante, but once he's out of the way, the flow of merchandise under your control will raise profits back to acceptable levels.

CHAOS

The offer is eighty percent of the drug trade plus the guns and ammo to kill this guy?

REED

Yes.

Chaos smiles evily.
CHAOS

Get me those guns and my guys and me will off the bastard tonight!

REED

For some time now, the Red Devils have been trying to muscle their way into our organization. This source told me that the Red Devils will be on East Walden at the costruction site later this evening. I trust this is good news?

INT. STORE GALLERY - NIGHT

Rory is standing at the door looking out as the snow begins to fall. The flakes are huge and as they hit the glass, the heat from the inside causes them to melt and slide down the glass, leaving wet streaks.

> RORY It's snowing pretty heavy.

RABBI You think that should stop you from going out?

RORY It's starnge Rabbi. As thin as the suit is, I don't feel the weather.

RABBI Another one of its magical aspects.

Rory nods and turns the OPEN sign over so that it reads CLOSED to those who would pass on the street. Then he turns out the lights. Rory and Rabbi Mogen are standing in the darkness of the store's main gallery.

> RABBI Come. I want you to try something.

INT. RORY'S BEDROOM - A MOMENT LATER

Rabbi Mogen lifts the duffel containing the suit and places it on top of Rorys bed. He unzips it and pulls it open, revealing the Ragman costume concealed within.

> RABBI I know that you can hear the suit calling to you. Now you call to it.

Rory looks confused.

RORY You mean actually call out to it?

Rabbi Mogen CHUCKLES softly.

RABBI No Boychick. Not with your voice, with your mind.

RORY I can do that?

RABBI

Try it.

Rory looks at the suit and then takes a deep breath.

RORY

Here it goes.

He closes his eyes and immediately the suit leaps from the duffel and begins attatching itself to Rorys body! He opens his eyes and watches in amazement as the suit assimilates itself.

In just a matter of seconds, Rory is now the Ragman.

RABBI Whenever you need the suit, just will it to you and it will come.

RAGMAN

Incredible!

RABBI You control the suit Rory. It does not control you.

EXT. SIDEWALK - NIGHT

Betty is busilly rummaging through a trash can. She finds several alluminum cans and puts them into a garbage bag. While she is searching for cans, she hears the snow CRUNCHING above her. she turns to see what has made the noise and suddenly looks frightened.

BETTYS P.O.V.

The Ragman leaps into the air from the building above her and soars out over the buildings across the street, then disappears from view.

BACK TO SCENE

Betty is stunned by what she has seen.

BETTY

Oh my God!

EXT. CONSTRUCTION SITE - NIGHT

The RED DEVIL GANG members are taking positions behind dump trucks, a crane, trash dumpsters and various other heavy equipment. All of them are armed with AK-47s. They all look eager for a fight.

Chaos slowly and cautiously leads THE DEVASTATORS GANG into the construction site. They are all armed with AR-15s.

Diamond Jim signals his men with a SHOUT.

DIAMOND JIM

Now!

The Red Devil Gang leaps out from behind their hiding places and OPENS FIRE on the The Devastators, taking them completely by surprise.

They RETURN FIRE immediately, the automatic weapons shattering the still of the cold winter night. Several

are downed within seconds. The snow beneath the fallen gang members turns red as it flows from their wounds.

Red Devil members have casualties as well. SHOUTS of the wounded and the TING-TING of bullets hitting the construction equipment adds to the manic scene.

Landing right in the middle of the gun fight is the Ragman!

When the two battling gangs see him, they stop momentarily to peer at what appears to be the Reaper, come to collect the evil souls of the dead.

Ragman leaps into action. He kicks an AK-47 out of the arms of one and twirls in a low sweep kick that sends another into the air, then onto his back. Several tendrils of the cloak snake out and remove the guns from the downed punks hands.

The two shocked punks attempt to flee but the cloak keeps them from doing so and holds them in place. They struggle for several seconds but their attempts are in vain. The Devastators and The Red Devils decide to FIRE upon the Ragman.

Bullets slam into the two gang members caught in the tendrils of the costume. Blood sprays into the air. The Ragman takes dozens of rounds and jerks violently. He falls to the snow covered ground.

The MACHINE GUN fire stops as the gang members inspect the Ragman. They approach him cautiously, weapons trained on his still form.

Taking them by surprise, the tendrils of the cloak reach out and wrap around ankles and wrists and violently wrenches those it has ahold of to the ground. GRUNTS of pain and EXCLAMATIONS of surprise escape into the night.

Like lightning the Ragman is back on his feet. He wades into the remaining gang members like a battering ram. Some get off SHOTS but he doesn't go down this time.

Chaos barks an order to retreat.

CHAOS Lets get out of here!

The Ragman grabs two who are attempting to flee and slams them viciously to the ground. He watches as the rest run off into the cold winter night, frightened and shaken.

The gang members that he had taken out begin to stir. He watches them writhe on the ground in pain. Eventually some manage to rise to their knees.

RAGMAN

Tonight you live.

One of them slowly reaches for a weapon lying near him. A tendril of cloak darts out and slaps him in the face, knocking him back down.

RAGMAN

That was stupid. Leave the guns and get out of here before I give into my better judgement and kill you all.

They all manage to stand and make a hasty retreat, though on wobbly legs.

RAGMAN

(to himself))
I let them live Rabbi. The suit
wanted me to kill them, but I
fought against it. I won't kill
unless it's absolutely necessary.

INT. STORE GALLERY - NIGHT

Rabbi Mogen is standing at the store's main display window, hands folded in front of him. A sly smile turns up the corners of his mouth.

> RABBI Very good Rory. Your father failed this test miserably. After fighting the Nazis, his taste for destruction could not (MORE)

RABBI (cont'd) be sated. You have passed admirably.

INT. LIMOUSINE - MOVING - DAY

Howard Spratt is seated comfortably in the plush leather seat of the limousine. Across from him is Reed Burrows and Warren Hobbs, who are sharing worried expressions. Outside the limousines windows, the daylight sun shines bright and illuminates the city of Gotham.

WARREN

It's bad Boss. This vigilante nearly took out both gangs.

REED

What's worse is neither gang has come out of hiding in nearly a week.

HOWARD

I want to know who this person is and how we can stop him. If what was said about him is true, armor piercing rounds isn't enough. Maybe we need something that goes boom.

REED

Heavier fire power might do the trick Boss but do you really want the gangs running around with rocket launchers?

HOWARD

(angrily))
I want that neighborhood! It's
an abomination. I want the scum
out! After we've accomplished
that, we'll get rid of the
gangs. Right now, using them is
a necessary evil.

Howard leans forward and looks both men squarely in the eyes.

HOWARD

I have a vision for that neighborhood, my old neighborhood, being cleaned of the rubble and trash and of a grand revitalization. After all is said and done, it will be as clean as a fresh snowfall.

EXT. SIDEWALK - DAY

Betty is walking up the sidewalk carrying a small bag over her shoulder. With the new coat, gloves and scarf that Rory had given her. She looks much warmer. Ahead of her, coming from the opposite direction is the Golem. He adjusts the collar of his bomber jacket to ward off the cold winter breeze that bites at his neck.

BETTY

Hello again.

The Golem nods. This time Betty puts out her hand and touches his massive arm. He stops and looks down on her with a blank expression.

BETTY

I didn't recognize ya' as a regular the other night. Thought maybe ya' might be one of us unfortunates?

He shifts uncomfortably as he looks beyond Betty at the sidewalk behind her, as if he's looking for someone. She turns to look to see if anyone's there and all she sees is several other HOMELESS MEN.

GOLEM

(deep,raspy voice) I'm fine. Thank you.

BETTY

Yer voice. Sounds like ya' need to see Doc. Come on.

She puts her arm through his and begins leading him back up the sidewalk.

BETTY Doc's an alright guy. He'll fix ya' up.

The Golem sways slightly.

BETTY Do ya' need to sit down a sec?

The Golem shakes his head and trudges on. Betty is looking at him with her worried motherly expression.

INT. RORY'S BEDROOM - NIGHT

Rory's door comes open and Rabbi Mogen is standing there in his housecoat. The slippers on his feet make a SHOOSH-SHOOSH sound as he walks across the floor.

Rory is lying in bed, resting comfortably.

RABBI What are you doing Boychick?

RORY Getting some shut eye.

RABBI You want to sleep now?

RORY

I have to sleep sometime Rabbi. I've been going at it pretty much non-stop lately.

RABBI Be lazy if you want to!

Rabbi Mogen turns on his heels and SLAMS the door behind him as he exits. Rory swings his legs over the side of his bed and sits for a moment.

> RORY He's a task master.

INT. DOCS CLINIC

Betty is sitting in a chair reading an old magazine. On

the table next to her is a steaming cup of coffee. Doc steps into the room and sits himself across from her. She sets the magazine in her lap and furrows her brow at Docs expression.

> BETTY Ya' look like ya' seen a ghost Doc.

Doc leans back in his chair and looks thoughful for a second.

DOC I did like you asked Betty. I checked him over with a fine toothed comb.

BETTY

Is he okay?

DOC Okay is not how I'd term it. He has no pulse, no blood pressure and his skin feels extremely coarse.

BETTY What does that mean?

DOC

No pulse, blood pressure or audible lung sounds could be detected. For all intents and purposes Betty, your new friend is dead.

BETTY How's that possible? Maybe ya' need to check him again.

DOC I did. I used different equipment. The results were the same. I offered to give him an xray and he refused.

Just then, the Golem steps into the room. He slides into

his bomber jacket and heads for the clinic door. Doc stands and watches him exit the clinic.

BETTY He's not gonna say good bye or nothin'?

DOC I think it's best if you just let him go his way Betty. You said you saw the mysterious Ragman and now we have this thing walking around.

BETTY Ya' think they're connected somehow?

DOC Yes. I think he's dangerous. I don't know why Betty, but I think Rory has something to do with this Ragman, and your dead friend.

BETTY

Rory? What are ya' talkin' about Doc?

DOC It's just a hunch. I know Rory is your friend, but I have a bad feeling.

BETTY Ya' been drinkin' today Doc?

INT. KITCHEN

Rabbi Mogen is seated at the kitchen table. There is a cup of tea before him and on the opposite side of the table, draped over a chair, is the Ragman costume.

> RABBI I told you he is good. He is controlling you.

Rory steps into the kitchen and sees Rabbi Mogen talking to the suit and WHISTLES.

RORY Would you like a straight jacket with your tea Rabbi?

Rabbi Mogen points his finger at the suit.

RABBI

You are right. We can both do without the sarcasm. But you have to admit, his mind is as sharp as his wit.

RORY Please tell me you're actually hearing someone talking back to you Rabbi.

RABBI

Of course. The suit was telling me of your exploits. It is having a hard time convincing itself that you have beaten it.

EXT. BUS STOP - NIGHT

The Golem is seated on the bus stop bench. Snow flakes are beginning to fall. He looks up as Betty approaches. She sits next to him and touches his arm gently. He looks at her with that blank expression of his.

> BETTY Doc told me about yer exam. Is it true?

The Golem looks away from her.

GOLEM

Some secrets must remain secrets.

INT. HOWARD SPRATTS OFFICE - NIGHT

The city lights through the office window twinkle in the falling snow. Howard is sitting behind his desk with a newspaper spread before him.

Standing on the other side of the desk is Reed Burrows and Warren Hobbs. They watch as their boss delights in the news.

INSERT

The story headline reads: GOTHAM P.D.POWERLESS TO STOP WELL ARMED GANGS.

BACK TO SCENE

Howard smiles wickedly as he reads the headlines.

HOWARD Pretty soon the gangs will work their way into the heart of The Dregs and cause it to collapse.

REED Families are already leaving and shelters are closing down.

WARREN Seems that equipping the Red Devils and The Devastators with rocket launchers was the smartest choice to make.

HOWARD

We still haven't taken care of that costumed freak and we're no closer to finding out who he is.

EXT. BUS STOP - NIGHT

Two Red Devil Gang Members flank Betty and the Golem. One reaches down and pulls Betty to her feet! Betty drops her bag. The other points a handgun at the Golem who had begun to stand when Betty was forced to her feet.

> RED DEVIL #1 Easy. Don't want to have to shoot you in front of the little lady. All I want is for you to give me your money and then get the hell out of town.

The Golem GRUNTS in anger.

BETTY He ain't got no money.

The Gang member holding Betty gives her a good shake and presses his gun into her side.

RED DEVIL #2 We don't want no lip from you bitch. (to the Golem) Do what he says or I plug her.

The Golem suddenly reaches out and grabs the gang member closest to him and pulls him in front of himself as a shield as his buddy points and FIRES at him. He jerks from the bullets impact. Blood sprays into the cold night air.

Betty uses both of her hands and smacks down on the gang members hand and forces the gun down. He pulls the trigger accidentaly, sending a bullet into the snow covered sidewalk.

Betty runs away looking for shelter. The Golem leaps over to the gang member and smacks the gun out of his hand. He clutches him by the throat and lifts him. Then he slams him down onto the seat of the bus stop bench, breaking it in half with the gang members body.

The Golem turns to Betty.

GOLEM I'm sorry you had to see that.

He picks up her bag and walks it over to her. She takes it from his large hand and looks up at him through shock filled eyes.

> GOLEM I want you to go back to Docs clinic Betty. You'll be safe there. Get off of the streets tonight.

Betty shakes her head and looks past the Golem at the

two dead gang members. Giving him one last glance, she turns and walks away.

INT. KITCHEN

Rory and the Rabbi are sitting at the small, round kitchen table. The Rabbi has finishing his dinner. Rory has the newspaper out in front of him on the table top. Rabbi Mogen is watching Rory intently.

RABBI

You are breathing heavy.

RORY It's those damn gangs Rabbi.

RABBI

So are you going to disarm them of their bazookas boychick?

RORY

I'm going to do my best.

Rory stands to leave but Rabbi Mogen stops him.

RABBI

Be careful Rory. The suit gives you safety from bullets and knives, but it does not protect you from fire. Explosives pose a great threat to you. Anything that can create a flame you should avoid at all costs.

RORY

So fire can destroy the suit? Why didn't you tell me that need to know information before?

RABBI

Before they did not have bazookas and rocket launchers.

RORY

You're absolutely one of a kind Rabbi. You know that?

EXT. ANOTHER ALLEY ACROSS TOWN - NIGHT

The Golem is walking through an alley when he teeters and is forced to put out a hand and take hold of one of the dumpsters for support. He stops to steady himself.

> GOLEM The suit's being used.

EXT. ROOF OF RED DEVILS HIDEOUT - NIGHT

The Ragman watches the gang through a skylight. He stands slowly and continues to watch them for a few more seconds.

RAGMANS P.O.V.

Many of the gang members are busy doing there own thing. Some are playing cards while others are snorting lines of cocaine. One group of gang members have their weapons disassembled and are cleaning them.

TECHNO MUSIC BLARES from a stereo and there are several gang members dancing with their GIRLFRIENDS. They are oblivious as to what is about to happen to them.

BACK TO SCENE

Ragman jumps into the air and allows himself to freefall down.

INT. RED DEVILS HIDEOUT - CONTINUOS - NIGHT

The skylight above the oblivious punks suddenly SHATTERS into thousands of pieces as the Ragman busts through it! He's already halfway to the ground before anyone reacts.

The women SCREAM from fright as the Ragman lands on top of a table and kicks the radio onto the floor where it breaks and the BLARING TECHNO MUSIC stops.

Now some have their pistols drawn and are SHOOTING, the REPORTS of the guns echoing inside of the hideout. The Ragman leaps into action. Although bullets tear into him, he barely feels the effects due to the raw energy in the suit.

He executes a series of punches and sweeping kicks that takes out several gang members quickly. His attention

diverts to five who are moving to a long wooen box that is leang against a wall.

He jumps into the air and soars to them and drops down onto them from above. They hit the ground hard but they all recover and come up fighting. The Ragman incapacitates them quickly enough.

He spies the women as they exit the hideout, SCREAMING as they do so.

GUN SHOTS ring out and he jerks from the impacts. He GRUNTS more from annoyance than pain.

Diamond Jim has his AK-47 aimed at Ragmans chest. He pulls the trigger and follows the Ragman as he runs a zigag pattern. Doing this causes him to shoot several of his own men.

DIAMOND JIM

Get the Laws!

Ragman is on Diamond Jim in a flash. Knocking the assault rifle from his hands, Ragman pummels him until he is bleeding and dazed and nearly unconscious on the cold cement floor.

He returns his attention back to the punks that have remained standing. He sends the tendrils of the suit out and they strike out at some who are attempting to fire their weapons.

The tendrils lifts them into the air and then slams them to the ground, knocking them unconscious

The sound of SPLINTERING WOOD captures Ragmans attention. He sees two punks breaking into the wooden crate. They both produce a LAW ROCKET LAUNCHER and take aim at him!

He leaps as they fire. The rockets soar beneath him as he races for the skylight. Gang members who've become conscious SHOUT out in surprise and fear as the rockets slam into a wall of the hideout and EXPLODE.

The EXPLOSION sends several into the air and the concussion is enough to knock several more to the

ground. Debri flies through the air and injures others, taking them to the ground.

The wounded and dead lie in pools of blood.

Those only rattled by the blast stagger as if drunk. Diamond Jim sits up groggily and looks around through bleary eyes. He sways a moment, then falls onto his back, unconscious.

EXT. SKY - NIGHT

Ragman soars on the cold winter air currents. The tendrils of the cloak snaking out behind him. Below him, The Dregs looks like a dark, abandoned city. It is a pitiful image to behold.

EXT. DOORWAY - NIGHT

The Golem leans back against the door of a dark building and holds his head in his hands. He seems weak.

GOLEM The suit's growing stronger and it's killing me. The more it's used, the weaker I become. I hope I have enough strength left to defeat him.

INT. KITCHEN

Rabbi Mogen is leaning against the tiny counter, his cane is propped next to him. On the counter is a steaming cup of tea. The Rabbi has his eyes closed but there is a sad expression on his face.

> RABBI You are closer than I expected my Golem.

EXT. STREET - NIGHT

Ragman lands silently on the snow covered street. He looks at the Golem as it emerges from the doorway. It walks confidently towards him causing the tendrils to shy away, but not from fright.

RAGMAN The suit detects no evil in you.

GOLEM

I wasn't created for evil purposes.

RAGMAN

Is there really no other way to coexist?

GOLEM

Unforunately not. The magic that I use comes from the same source that powers the suit. The more you use it, the weaker I get.

RORY

I don't want to fight you Golem. You're not an enemy as far as the suit's concerned, and I have to agree.

GOLEM

It has to be this way Ragman. The longer I roam the earth, the closer I come to changing.

RAGMAN

Into what?

GOLEM

A human.

RAGMAN The good Rabbi neglected to tell me that piece of information.

GOLEM I must destroy you Ragman.

RAGMAN

I don't want to kill you Golem.

GOLEM

Enough talk Ragman. Let it begin.

Ragman SIGHS, the vapor escapes through the multicolored mask and eddies around his head.

RAGMAN

Damn!

The Golem charges! Ragman leaps into the air but the Golem catches his feet. He pulls the Ragman down and slams him onto the hood of a car. The Golem then lifts Ragman with his two huge hands and throws him through the boarded window of the building across the street.

INT. KITCHEN

The DOOR CHIME announces the presence of a customer. Rabbi Mogen opens his eyes and reaches for his cane. He exits the kitchen, calling out as he does so.

RABBI

Just a moment!

INT. STORE GALLERY - CONTINUOUS - NIGHT

Betty is standing in the center of the gallery. She adjusts her coat as Rabbi Mogen approaches her. He smiles and greets her warmly though there is a hint of sadness in his voice.

> RABBI How might I help you Madam?

BETTY (urgency in her voice) Ya' can help me by helpin' Rory, and the Golem.

Rabbi Mogen narrows his eyes as he looks Betty over.

RABBI Rory is perfectly fine, and Golems do not exist.

BETTY I know that Rory's this Ragman and that lump of clay I met days ago is a Golem.

RABBI That is quite an imagination you have Madam.

BETTY Can ya' help them or not?

Rabbi Mogen taps his cane on the floor as he studies Betty. He sees that she is clearly worried.

> RABBI Rory i

Very well. Rory is in fact the Ragman and you did indeed meet a Golem. I can tell you genuinely care for Rory but I can assure you that Rory is perfectly capable of beating the Golem.

BETTY Ya' didn't exactly answer my question.

RABBI It is forbidden for us to interfere.

BETTY I don't believe it.

RABBI

I do not like it any more than you but that is the way it has to be. I am sorry. There can be only one survivor.

Betty gives the Rabbi a disappointed glare and turns and heads for the door.

RABBI

Please! You have no idea what you are walking into!

INT. EMPTY STORE BUILDING - NIGHT

The Ragman slowly rises from the floor as the Golem steps through the now open storefront window. He is moving with a purpose.

Tendrils of Ragmans suit lash out and pummel the Golem. He staggers but doesn't fall. Ragman charges and shoulders the Golem in his massive chest. As thre Golem falls, the tendrils of cloak catch him before he slams to the floor and violently flings him through the ceiling.

EXT. EMPTY STORE ROOF - CONTINUOUS - NIGHT

The Golem is on his knees as the Ragman emerges through the gaping hole in the roof. The Golem gets to his feet as Ragman touches down.

devoid of emotion, the Golem dives towards Ragman who performs a flawless roll beneth the bulk of the Golem passing by overhead. Ragman comes up and turns to face the Golem just as he's coming out of his landing.

The Golem stands in place a moment, staring at the Ragman. This hesitation is all that the Ragman needs. He hovers several feet above the roof and then shoots staright at the Golem.

The two collide and dash over the side of the store roof. The Ragman is hovering in the air. The Golem and the Ragman are battling in the air, their fists pummeling each other relentlessly.

The Ragman gains the upper hand and slips out of the Golems grip and drop kicks him, sending him spinning towards the street.

EXT. STREET - CONTINUOUS - NIGHT

The Golem lands on top of a car parked alongside the curb and the impact of him hitting it sounds like a CANNON SHOT that echoes through the cold night air.

The windows EXPLODE in a shower of glass and the wheels go careening away from the vehicle.

The Golem lies on the mangled wreckage for a moment, stunned from the impact. The Ragman lands beside the destroyed car and lifts it above his head. Taking a couple of steps forward, he tosses the car down the street.

It hits the pavement and rolls over and over, leaving pieces scattered where they break off from the ruined vehicle. The METALIC CACHUNK sound of the ruined car reverberates off of the buildings lining the street.

The Ragman slowly advances towards the wreckage. The tendrils of his costume hang loose behind him.

Suddenly there is a stirring from beneth the wreckage. The Ragman stops his advance and watches as the Golem slowly stands and pushes the remains of the car off of him.

RAGMAN

You're persistent, I'll give you that.

GOLEM There's still enough magic in me to fight you Ragman.

RAGMAN Is it magic or pure will that's driving you?

GOLEM Tonight you're going to meet your end and then I'll be completely human.

The Ragman and the Golem slowing stalk towards each other. As the distance closes, the tendrils of the suit snap towards the Golem who catches them and uses them as leverage as he spins the Ragman in circles through the air.

After several revolutions, the Golem lets the tendrils go and the Ragman flies backwards into a streetlight. He hits it with enough force to pull it from its moorings and it crashes to the street with a loud BANG! The glass of the light SHATTERS with a show of blue sparks.

The Ragman stumbles as he rises to is feet and sways in a daze. Once he has regained his senses, he reaches down to the light pole and tears off a shard which he brandishes like a knife.

The Golem runs at him like a raging bull. The Ragman leaps over the Golem at exactly the right moment and slices with the shard from the light pole, cutting the Golems head from his body.

The head rolls along the snow covered street for several feet before it comes to rest against the curb.

The Golems body stays upright with arms outstretched, searching for something to hold onto. Ragman watches it stagger before it finally falls. The body attempts to rise but it is weak and does nothing but roll from side to side.

The Ragman tosses the shard to the side and turns his attention to the Golems decapitated head. To his astonishment, Betty is standing there holdong the Golems head!

> BETTY It's over now Rory.

RAGMAN How in the ...

BETTY Doesn't matter. Go on home now and rest. I'll take care of my bud here.

RAGMAN

You're bud?

BETTY It's a shame Rory. He was good.

RAGMAN

I know.

Betty looks at the severed head and a shadow of sadness masks her face.

Ragman lifts into the air and hovers a moment as he watches Betty. She looks up at him and he flies off into the night.

BETTYS P.O.V.

The head is roughly textured. The eyes are now like that of a mummy, faded and colorless. The hairs are sprinkled with flecks of sand. The mouth is open slightly, as if the head is attempting to speak.

On the forehead just beneath the hairline is the word: EMET. Betty puts her thumb on the E and hesitates.

> BETTY (V.O.) I'm sorry it had to end like this. Ya' was a good fella. Too bad the Rabbi couldn't find a way to help ya'. Go in peace my friend.

With that, she wipes away the word EMET from its forehed and it immediately turns to sand and slips between her her gloved fingers.

BACK TO SCENE

The body of the Golem EXPLODES in a huge geiser of sand!

INT. KITCHEN

Rabbi Mogen is seated at the small kitchen table with a steaming cup of tea before him. His head is bowed and his eyes are closed which gives him the appearance of being in prayer.

On his face is a mask of grief.

RABBI I am sorry my Golem. If I could have found a way to prevent the events of this eveing, I would have. May Jehova forgive me.

EXT. JAY'S MARKET - NIGHT

Foppish Warren Hobbs exits through the store's only glass door, the RING-A-LING OF CHRISTMAS BELLS that are taped to the door sound as he opens it. Above the door is the stores marquis which says: JAY'S MARKET, and only two of the neon letters are working, but just barely. They are flashing on and off, close to going out like the others.

Warren is carrying a brown paper bag full of groceries. He WHISTLES as he goes to his car at the curb. He sticks a hand in his pocket and removes his car keys. As he opens the door, from behind him, someone CALLS his name.

He jerks at the sound of his name and drops the bags of groceries. He spins to see two Red Devil gang members standing across the steet brandishing AK-47S.

GANG MEMBER This is a message from Diamond Jim! This is what happens when you set him up!

The two gang members raise their assault rifles and let a volley loose! Bullets slam into the fat man and he spasms and convulses as each bullet enters him. Blood sprays a dark crimson into the night air.

The THUNK-THUNK of bullets can be heard as they strike his car. The car windows EXPLODE in a shower of glass under the the hail of bullets.

Warren hits the ground hard. Blood pools beneth his fat body.

INT. REED BURROW'S HOME - NIGHT

Reed Burrow's is sitting comfortably on his sofa in front of the livingroom's bay window. The curtains are pulled back and fastened and the blinds are down but turned open. He leans forward after loosening his tie and unbuttoning the top button of his shirt to retrieve the beer he has sitting on the coffee table in front of him.

As he leans back to get comfortable, he takes a swig from the beer as the SCREECHING OF TIRES can be heard from 0.S.

GUNFIRE erupts from outside his home. The bay window SHATTERS and the blinds are quickly chopped to pieces as hundreds of bullets rain in on an unsuspecting Reed!

Still seated on the sofa, he writhes and contorts under the barrage of deadly gun fire. In a matter of seconds he is a bloody mess. He slumps to his side onto the 97.

blood soaked sofa as the SCREECHING OF TIRES signals the gunmen's hasty get away.

INT. KITCHEN

Rory enters the kitchen wearing a comfortable robe and pair of house shoes. Rabbi Mogen and Betty are seated at the tiny table sharing pleasant conversation over a hot cup of tea. Rory stares at them with bleary eyes.

RABBI

Finally you are awake. Your breakfast is still warm in the oven.

RORY Why did you let me sleep so long? I have a business to run.

BETTY

Don't worry yerself none Rory. I covered ya' today.

RORY

Thank you. I should've asked you a long time ago if you wanted to work here at the store.

RABBI

Madam Berg has volunteered her services any time that you need her Boychick.

BETTY

That was one hellacious fight. Ya' took a pretty serious beatin'. If yer gonna have nights like that from now on, yer gonna need the help around here.

RORY I'm glad to have you onboard Betty.

BETTY Good. Now eat yerself somethin'.

Rory goes to the stove and pulls open the oven door.

INT. STORE GALLERY - NIGHT

Betty and Rory are busy sweeping while Rabbi Mogen stands behind the counter, gazing at the picture of Gerry Regan. Outside the gallery window, the street light illuminates the items on the shelf running along the sill.

RABBI

I wish that you were here Jerzy to tell you what a fine boy you have. He passed his final test, I am pleased to say.

Betty stops sweeping and looks at Rory with a confused expression.

BETTY

Jerzy?

RORY Jerzy was my fathers real name. He changed it when he came to the states.

BETTY Hm. He never told me.

RORY

Me either.

Rabbi Mogen turns to them and watches as they continue to tidy up the store.

RABBI

Are you going out tonight?

Rory stops sweeping and lets the question linger for a moment.

RORY

I have to. After the fight with the Golem, the spirits of Mabel and Stu told me who the power behind the scenes really is.

RABBI And this person is?

RORY

Howard Spratt.

Betty is surprised.

BETTY

Howard Spratt the billionaire?

RORY

Apparently. We already knew that he was using the store as a front for a major drug operation. He intended to use the revunues from it to buy buildings and raze them to replace them with new ones. He'd already had a scapegoat in place incase his scheme became compromised.

BETTY

Why?

RORY

He grew up in the old tenament two blocks from here. He hates the neighborhood. A lot of unsavory characters made it hard for he and his family to get out of the ghetto and he was forced into a gang to protect them.

RABBI

So his life experiences became a catalyst for revenge. What better way to wipe out what you would consider a blemmish by (MORE) 100.

RABBI (cont'd)

making the neighborhood much worse for those already living here.

BETTY

Yeah. I seen more and more people than ever come here to get their drugs. Make the entire neighborhood junkies and eventually everybody is killin' each other.

RABBI

Only Rory here put a stop to that plan when he put on the suit. So Spratt had to think of something fast.

BETTY

The gangs.

RORY

That's right. He had two of his liuetenents go to the Devastators and Red Devils seperately and offer them a chunk of the drug trade, only he set them up and started a gang war. His last attempt at destroying the neighborhood.

RABBI

It is sad really. With his wealth, he could have purchased any of the condemned buildings and began rebuilding. It does not make any sense. (beat) I think you should go and pay Mr. Spratt a visit and see if you can change his mind concerning the neighborhood.

INT. HOWARD SPRATTS OFFICE - NIGHT

Howard is sitting in his chair behind his desk. His tie

is around his neck hanging loose and his shirt is unbuttoned. He looks extremely worried. He holds the reciever to his ear as he frantically speaks to another of his goons on his desk phone.

Behind him, the moon is full and bright over the high rises of Gotham City.

HOWARD Both of them?

He leans forward in his chair and SLAPS the top of his desk.

HOWARD The gangs took out both of them? That means they'll be coming after me.

He stands and turns to gaze out into the city.

HOWARD

Beef up security. There's a good chance this rag creature knows who I am and will be coming to. I want your best shooters. Maybe someone will get lucky this time and hit it in the right place. The damn thing has to have a weakness.

He turns back to his desk and SLAMS the phone down onto its base.

INT. STORE GALLERY - NIGHT

Betty is lounging on a recliner as Rabbi Mogen paces back and forth. He is troubled and it shows on his wisened face.

> BETTY Rabbi, yer about to make this lady sea sick.

RABBI I apologize.

BETTY What's on yer mind?

RABBI

I came here to teach Rory how to use the suit. I have done that. There is nothing else that I can teach him.

BETTY

Ya' leavin' us?

RABBI

There really is no reason for me to stay. I have completed the task that I set out to do. He is no longer in need of my tutelage.

BETTY

I don't know Rabbi. Yer a pretty wise man. I think ya' hangin' around ain't such a bad thing.

RABBI

I do not want to leave Madam, but I must. Besides, I am leaving him in very capable hands.

He smiles sweetly at her and gives her a little bow.

BETTY Don't ya' think you should say good bye or somethin'?

RABBI I believe it best if I depart now. I trust that you will tell him for me.

EXT. THE SPRATT BUILDING - NIGHT

The Ragman sails towards the glass covered building that shines like a giant diamond in the winter moonlight. The tendrils of the suit are stretched out behind him as he streaks towards the lobby doors from the air.

He lands just outside of the glass doors and pushes them open.

INT. LOBBY - CONTINUOUS - NIGHT

The BODIES OF SECURITY PERSONNEL cover the marble floor. Blood splatter dots the walls and bullet casings lie scattered on the floor. The hundreds of bullet holes in the lobbies front desk give it a swiss cheese appearance.

The Ragman takes in the horrific scene.

RAGMAN

The gangs.

INT. HOWARD SPRATTS OFFICE - NIGHT

Howard Spratt is on the ground with his back pressed against his desk. His eyes are nearly swollen shut. Blood oozes from the corners of his mouth. His shirt is torn and covered in blood.

Several Members of the Red Devils and the Devastators stand above him. All of them are armed with the weapons he'd provided for them. Diamond Jim and Chaos glare down at him with murderous intent.

CHAOS

That was a smooth move Spratt. And bold. I have to give you kudos.

DIAMOND JIM

But unfortunately for you, your plan failed. Now you're going to get yours in spades.

HOWARD

You don't understand! I used to live here! All I wanted to do was rid it of the undesirables! I remember what it was like to live in fear, never knowing if I was going to make it or if my family would be hurt! Or worse!

DIAMOND JIM

So freakin' what. You're from the neighborhood. Doesn't change anything.

CHAOS

You had some bad breaks in life like the rest of us. Now you're sitting on top of the world. You could've bought the neighborhood.

DIAMOND JIM

The only difference between us and you is your money.

HOWARD

Please! I'll give you what ever you want! Don't do this! I can make you all rich men!

CHAOS

You made us that offer once already, all the while hoping we'd run everyone out of the ghetto and kill each other off in the process.

DIAMOND JIM You're a bastard Spratt. We'll see you in hell.

Diamond Jim and Chaos lift their weapons and take aim at his head. He throws his hands out in front of himself as if that will deflect the bullets.

HOWARD

NO!

The two gang leaders pull the trigers of their guns and the simultaneous BOOMS of their reports is near deafening.

Howards head springs back in a spray of blood and his body jerks violently.

The two punks turn to the model of Howard Spratts hoped

for new city and motion for the members to smash it to pieces. They do so with the butts of their weapons. The glass of the case SHATTERING and the thin wood of the model SPLINTERING into thousands of pieces!

CHAOS Let your dream die with you.

The Ragman speaks low and ominously, taking them all by surprise.

RAGMAN (O.S.) You shouldn't have done that.

They all turn and raise their weapons. Not wasting any time, they OPEN FIRE. The Ragman jerks and convulses but doesn't fall. They cease fire momentarily in astonishment.

> CHAOS This dude ain't human!

DIAMOND JIM Let him have it and this time don't stop!

GUNFIRE erupts once again. But the Ragman seems less affecteed by it this time. He wades into them and begins nuetralizing them. Several well placed punches and kicks sends several spinning and the tendrils of the suit jerk several to the floor, pulling them so hard that their arms and legs break with a loud SNAP-CRUNCH!

SCREAMS of pain mix with the noise of GUNFIRE.

The Ragman has made quick work of every one. Diamond Jim and Chaos are lying on the floor, bleeding from the nose and mouth. Diamond Jim spits several teeth onto the floor. Chaos rolls on the floor MOANING and holding his ribs.

Guns and shell casings litter the carpeted office floor. Gun smoke floats in the air like waiting spirits. Bullet holes dot the walls. SIRENS sound in the distance. The Ragman looks towards the now busted out window as he hears the approaching police.

Walking to the window, he peers down at the two gang leaders and gives them a final warning.

RAGMAN Now you boys play nice for the police when they arrive. If not, I'll be paying you another visit, and I promise you I won't be as good natured as I was this evening.

The Ragman leaves them bleeding and in pain as he leaps out of the window and into the cold winter night.

EXT. BUS STOP - NIGHT

Rabbi Mogen is sitting on the cold bus stop bench. His suitcase is on the ground beside the bench. His trench coat is buttoned and the collar is pulled up to protect his ears from the winter breeze.

The streetlight on the corner casts a dull yellow glow over him.

He lowers his eyes to the ground and allows himself a brief smile.

RABBI MOGEN Very good Boychick. Well done indeed.

A moment later, a bus pulls to the curb, its engine KNOCKING from a bad cylinder. The driver opens the bus doors and they CREAK shrilly. Rabbi Mogen grabs his suitcase and climbs the bus steps. The driver closes the door as Rabbi Mogen drops the fair into the recepticle.

INT. KITCHEN

Betty is sitting at the tiny kitchen table. She has a newspaper open before her. Rory enters the kitchen, yawning. Betty averts her gaze from the article she's reading to greet him.

> BETTY Mornin' sleepy head.

RORY Good morning.

Rory seats himself at the table where Betty already has a cup of tea waiting for him.

RORY So. What does it say?

BETTY Just that the gangs killed Spratt in his office. They're still workin' on a motive. Think they'll ever find out what his plan was?

Rory lifts the cup of tea to his lips.

RORY Sure. It's only a matter of time before one of them talks.

Betty folds the newspaper and leans on the table with her elbows. She suddenly looks sad.

BETTY I have somethin' to tell you. Last...

RORY The Rabbi's gone.

BETTY

How..

RORY I could feel it. Another gift of the suit.

BETTY You know, he loves you like a son.

Rory takes a sip of tea.

RORY I know. I love him to.

The two of them sit in silence for a moment.

BETTY Do ya' think we'll ever see him again?

Rory gives her a reassuring smile.

RORY I'm sure we will.

EXT. HIGHRISE ROOF - NIGHT

The multicolered Ragman suit turns crimson with each intermittent flash of the proximity warning beacon fixed atop the highrise. The night wind fans the tendrils of cloak out behind him.

He turns at the sound of FOOTSTEPS. Approaching him, also bathed in the crimson light of the warning beacon, is THE BATMAN!

The long ears of the cowl, the white slits for eyes and the unmistakable bronze Bat in flight emblazoned across his massive chest leaves no room for doubt as to who the menacing form is.

> RAGMAN I was wondering when you were going to show.

BATMAN I was away with the Justice League.

RAGMAN What's on your mind Batman?

Batman moves to stand only inches from Ragman.

BATMAN You amassed quite a body count in my absence.

RAGMAN It was the suit. I didn't have full control over it.

BATMAN And you do now?

RAGMAN

Yes.

Batman walks to the ledge and steps up. He pulls a Batgrapple from his utility belt.

BATMAN

I don't mind new players on the field, just as long as they play by the rules.

He pulls the trigger of the Batgrapple, which issues a slight POP and a slight muzzle flash that reflects off of the bronze bat on his chest. He gives a quick tug on the line to make sure that its found purchase, and then steps off of the ledge and swings into the night.

Ragman lifts slowly into the air, hovering above the highrise for a moment, then shoots away from the highrise, engulfed in the darkness.

FADE OUT

THE END