

BATMAN 3

By

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Unknown draft - circa 1993

FADE IN:

EXT. ARKHAM ASYLUM -- NIGHT

The famous Gotham City insane asylum.

INT. ASYLUM CORRIDORS

DR. BURTON, the Head Psychiatrist moves down the dark, eerie hall. He goes through MAXIMUM SECURITY towards a lone PADDED CELL. A GUARD unlocks the heavy door.

GUARD

Be careful, Dr. Burton.

INT. PADDED CELL

Burton enters. A DARK FIGURE BOUND BY A STRAIGHT JACKET SITS IN THE SHADOWS, his back to us and Burton.

DR. BURTON

I'm very disturbed by your latest evaluation. You've been here six months and still demand to be called "Face" and "Harvey Two-Face"... when clearly your name is...

HARVEY

Come closer...

DR. BURTON

Wha...?

HARVEY

Come closer. You have nothing to fear.

Burton moves forward toward the hunched form in the shadows.

HARVEY

(mechanically)

Closer. Closer.

Burton touches his shoulder as the BODY SPINS AROUND. A GUARD HAS BEEN GAGGED and bound. A TAPE RECORDER SWINGS FROM HIS NECK

HARVEY'S VOICE

You have nothing to fear. 'Cause I'm not here!!!!

The ropes around the Guards chair have been rigged so that now they YANK HIM UPWARD where he spins frantically from the CEILING FAN as the RECORDER BELLOWS INSANELY.

HARVEY'S VOICE

Now the Bat must die! BAT MUST DIE! BAT MUST DIE!!

DISSOLVE TO:

EXT. FIELD, DAY

Autumn, golden light, burning leaves. A KITE FLIES. YOUNG BRUCE WAYNE'S FEET RUNNING.

BRUCE'S FATHER'S VOICE (O.S.)
...watch out for rabbit holes.

YOUNG BRUCE

running faster, flying his kite, enjoying being linked to the golden autumn sky.

HIS FOOT

trips into a large hole, and suddenly we and Young Bruce are plummeting DOWN, DOWN, DOWN THROUGH A DARK HOLE.

INT. - BLACK CAVE

Young Bruce lands abruptly on the floor. Unhurt, but shaken, he peers upward to find out that he has not fallen into a rabbit hole, but a

BAT CAVE

Hundreds of sleeping bats hang above him. Suddenly a HUGE MONARCH BAT -- THE FIERCEST WARRIOR OF THEM ALL -- flies out of the darkness toward Young Bruce. Bruce runs terrified through the cave with the Bat behind him. A STRONG BEAM OF FLASHLIGHT SHOOTs FROM ABOVE.

FATHER'S VOICE (O.S.)
Bruce are you alright?

Now we see Young Bruce run into the circle of light with the silhouette of the bat wings behind him. A foreshadowing of his destiny.

FLIGHT ATTENDANT (V.O.)
We're approaching Gotham City, Mr.
Wayne.

THE SHADOW OF THE BAT CROSES OVER the face of BRUCE WAYNE NOW. Mature, handsome, over-worked and troubled by the day dream. Golden Autumnal, late afternoon light fills his perfectly designed corporate jet as he looks out the window.

EXT. - GOTHAM CITY AND HARBOR, SUNSET

...THE JET silhouetted against the SETTING SUN, a gorgeous fireball seen through a gray, urban haze. We FOLLOW THE JET as it swings away from the Sun and banks over Gotham's harbor. On the Jet's tail we catch the name "WAYNECORP."

Now, ahead of us, the great city herself. Gothic towers of granite and glass all SHIMMERING GOLDEN in the late afternoon sun.

As we FLOAT a bit lower, however, we drift into the Gotham City the tourist brochures don't show.

Rotting scum buildings. Trash in the streets. Stripped cabs. Drug deals on every corner. Graffiti everywhere.

INT. - PLANE

Bruce TURNS ON a seatback video screen. A NEWSCASTER talks over the familiar CNN logo.

NEWSCASTER

...And in Gotham City today, ex-District Attorney Harvey Dent escaped from Arkham Asylum for the criminally insane.

INSERT SCREEN

Harvey Dent stands, handsome, talking on the courtroom steps.

NEWSCASTER

Dent, once Gotham's leading contender for mayor, was horribly scarred during an indictment hearing more than a year ago.

INSERT SCREEN

Dent questions a Crime Boss on the stand. Batman watches from the courtroom. Suddenly a Thug races forward, throws a VIAL OF ACID TOWARD Harvey. Batman shoots across the courtroom and deflects it from hitting Harvey full in the face, but unfortunately, Harvey's own arm sends it half-way back toward him, the acid scarring one side of his face.

NEWSCASTER (VO)

Dent, who publicly blamed The Batman for his accident, launched a grizzly crime spree before being captured. He is extremely dangerous. Repeat...

A SMALL GRAPHIC OF A TELEPHONE

flashes inside the corner of the screen. Bruce hits a button; the news report is replaced by the familiar image of ALFRED PENNYWORTH.

ALFRED

Welcome home sir, I trust you've heard the news?

BRUCE

Any leads yet?

ALFRED

No, sir. Perhaps he's fled Gotham

City.

BRUCE

I wouldn't count on it, Alfred. One thing about Harvey, he's persistent.

ALFRED

Shall I meet you with the Rolls? Will you be coming home?

Bruce just smiles, shakes his head, rubs his eyes.

BRUCE

No. Today is my weekly review of WayneTech.

EXT. - PLANE'S POV

A spotless, healthy Electronic Corporation. "WAYNETECH" rests on the harbor of Gotham City, its power from a small but mighty DAM below.

ALFRED

Responsibility is the price one pays for success, sir.

EXT. - WAYNETECH PRIVATE LANDING STRIP, SUNSET

Briefcase in one hand, looking sharp and business-like, BRUCE WAYNE descends to a team of WayneTech executives, secretaries, assistants, etc. Everyone wants a piece of him; schedules, papers to sign, messages, "Who will he take to the Big Charity Circus?" Will this treadmill ever end?

INT. - WAYNETECH ELECTRONICS - TWILIGHT

Efficient, successful, cutting edge, environmentally and ecologically responsible.

Bruce, with a Junior Exec ENTOURAGE trailing his every step, strolls down an assembly line where robotic welding arms demonstrate high-tech wonders.

Bruce's tour is led by FRED STICKLEY, a fuss-budget plant manager.

We CRANE UP over the factory floor across acres of assembly lines and work stations.

WE ANGLE DOWN ON

INT. - LYLE HECKENDORF'S WORK STATION, CONTINUOUS

A clutter of computer and electronics parts and circuits. Paperwork everywhere. Compounding the disaray, dozens of

crossword puzzle books, Rubik's cubes, and pieces of various games.

However, one cubicle wall is incredibly neat. The wall is nothing less than a shrine to Bruce Wayne: newspaper headlines about Bruce, a sharp-looking GQ cover, lots of clipped-out photos.

CLOSE-UP ON

A pair of hands working a keyboard.

ON SCREEN

It's a crossword puzzle program. And, at the rate the operator fills in the clues, he's an expert.

WIDER

LYLE HECKENDORF. Geeky, disheveled and incredibly brilliant, hammers away at his keyboard.

LYLE

Four letter word for oaf.
(self loathing)

Lyle.

Lyle types in the word "fool". (OVER) the SOUNDS of approaching commotion. Lyle peeks over his cubby wall.

LYLE'S POV

Wayne is heading his way.

LYLE

Oh my god. It's him.

The WORKERS greet the boss. Bruce is friendly, welcoming. Lyle appears on the edge of the group. He keeps trying to get a good look, but someone always gets in his way. To call out, but his nerves have stolen his voice.

Stickley sees Lyle. A cloud crosses his face.

STICKLEY

Well, Mr. Wayne, perhaps we should move to our next division.

LYLE

(barely audible)

Mr. Wayne.

STICKLEY

If you would just come this way.

LYLE

(slightly louder)

Mr. Wayne.

Stickley puts his hand on Wayne's elbow. Lyle sees his one chance, about to disappear. He musters all his courage and...

LYLE

(a cracking shout)

MR. WAYNE!

Unfortunately, Lyle's call comes at a moment when all others have ceased to speak. Too loud. Vaguely pathetic. All eyes to Lyle. Including Bruce's.

STICKLEY

I'm so sorry Mr. Wayne. I've tried to keep him away from...

BRUCE

There's always time for an employee, Fred.

(stepping forward)

What's your name?

But Lyle can barely speak, so awestruck is he by the presence of his personal hero. Bruce shakes his hand.

LYLE

(reverential)

Bruce Wayne.

BRUCE

(laughing)

No. That's me. What's your name?

LYLE

What? Ah. Yes. Of course. I'm not Bruce Wayne. You're Bruce Wayne.

BRUCE

(gentle)

That's a start. Now you are...

LYLE

I am? Me? I'm? Lyle Heckendorf. Sir. Sorry. It's just. I've admired you for so long. It feels like I've waited forever to meet you. It's almost as if we've been kept apart. I've always revered your work. The way you carry yourself, I mean...

BRUCE

(SMILING)

What's on your mind, Lyle?

LYLE

Yes. Exactly.

BRUCE

Excuse me?

LYLE

What's on my mind? What's on your mind? What's on all our minds? Brainwaves.

BRUCE

Brainwaves.

LYLE

The future of WayneTech is brainwaves. More precisely, theta spectrum cerebral radiation in the 10 to 12 megahertz range. What is the mind, really? Nothing more than a constant exchange of electrochemical impulses. Nature's radio, if you will. And I, Mr. Wayne, have managed to devise a system to broadcast brainwaves.

STICKLEY

I really do apologize, Mr. Wayne. I assure you, none of Lyle's "work" here has been on company time.

BRUCE

It's okay. Really.

(TO LYLE)

Go on.

LYLE

Imagine it, Mr. Wayne. To beam information directly into the brain. No more school. Want to take a trip abroad? Just dial up the program and you're fluent in French. Join the army? Simply run the program and you're the best fighter jock in the world. No more painful experiences. No more failure. Everyone can be something. Someone. I just need a bit more funding. For human trials.

But Bruce doesn't seem to be listening whole-heartedly. He's distracted by a distressing sight out the factory window.

THE BAT SIGNAL BEAMING AGAINST THE NIGHTLY CLOUDS OVER GOTHAM CITY.

BRUCE

Uh, yes. Sounds interesting...

LYLE

Interesting? Surely you can see. I'm handing you the future. We'll be in this together. Partners. Friends. We'll talk science until late into the night. Take business trips. People will know me. They'll like me. We'll be inseparable. Two of a kind. I have it all worked out.

Lyle is suddenly aware of the dozens of co-workers all around him, snickering and whispering. Bruce's eyes dart toward the Batsignal again. He needs to leave now.

BRUCE

Uh, thank you, Mr. Heckendorf. Your proposal is... well, fascinating, and I'd like to hear more. But right this minute I, uh... Do this. Call my secretary and she'll set something up. Factory looks great, guys. Keep up the good work.

LYLE

No, please don't go. You can't reject me. I'm so close to a break through. You have to okay some additional funding.

BRUCE

I'm sorry. I really have to go.

LYLE

No. Please. BRUCE DON'T!

He has grabbed Bruce's arm. The room goes silent.

LYLE (CONT'D)

I mean, please, Mr. Wayne, sir. You're my idol, sir. Just say "yes."

BRUCE

We'll have to review it, Lyle. When you're dealing with people's brains and brainwaves, well... It raises too many question marks.

Bruce heads off.

STICKLEY

Alright everyone, back to work.

(to Lyle)

We'll discuss this later.

LYLE

(staring after Bruce)

I did this all for you, Bruce Wayne. You don't understand.

(a beat)

I'll show you. I'll make you understand.

INT. - BRUCE WAYNE'S PRIVATE OFFICE

Rich, warm, masculine. Bruce quickly locks the door. Jumping into the large leather chair behind his desk, he presses a BUTTON and as a SECRET PANEL OPENS BELOW, the chair seat drops him below where he slides comfortably into a HUMAN SHAPED, high-tech capsule that moves through and underground TUNNEL AT WARP SPEED.

INT. - CAPSULE

Computer readouts and Alfred's face appear in front of Bruce.

BRUCE

Alfred...

ALFRED

I saw the signal, sir. All is ready.

INT. - NEW IMPROVED BAT CAVE

Alfred waits as the CAPSULE ARRIVES and in seconds Bruce is in the NEW IMPROVED BATSUIT and jumping into the new improved BATMOBILE. Bruce speaks to the car.

BRUCE

Go...

The car shoots whitish-blue light from underneath its belly. Hub Caps and detailing also light up as the Batmobile zooms out of the cave.

THROUGH A SERIES OF CEMENT UNDERGROUND ARCHES.

THROUGH A HOLOGRAPH OF TREES, hiding the entrance and onto the FORREST ROADS at night, speeding toward GOTHAM CITY AND THE BATSIGNAL. As the car picks up speed, the blue-white light goes to blue the purple, the RED, The single bat wing splits into two as the car becomes a stealth speed bullet.

ANGLE OUTSIDE THE WINDOW ON

The Batsignal, cutting through the darkness, round and glowing.

PULL BACK TO REVEAL

INT. - SECOND BANK OF GOTHAM, 22ND FLOOR, NIGHT

A worried THUG looks out at the Batsignal through the skyscraper window. Outside is another skyscraper, this one under construction, all steel girders and scaffolding.

RACK FOCUS TO REVEAL

REFLECTED in the window, the Thug's colleagues, hooking chains around a huge two-ton SAFE.

In the foreground, a spinning SILVER DOLLAR flips again and again up into frame, blocking out the Batsignal.

THUG

The Bat should show any minute, Face.

SLOW PAN DOWN TO

a hand, catching the Coin and reflipping it.

PAN UP THE ARM TO

the RIGHT HALF of a face: a rackishly handsome profile belonging to HARVEY "TWO-FACE" DENT. The other half of Harvey's face is hidden in deep shadow.

TWO-FACE

What do you think, sport? Are you counting on the "Batman" to rescue you? We know we are!

Two-Face is talking to a SECURITY GUARD, tied up on the floor with duct tape over his mouth. The helpless Guard gags a response.

TWO-FACE

What's that? We didn't quite hear you.

He YANKS the tape off the poor Guard's face.

GUARD

Are... are you gonna kill me?

TWO-FACE

We might. Or we might not. You might say we're of two minds on the subject.

GUARD

I have a wife and kids. Please let me go.

TWO-FACE

We'll have to flip for it.

Two-Face shoves the silver dollar under the Guard's nose. One side is unblemished, in shiny mint condition.

TWO-FACE (CONT'D)

What could be fairer than than the random toss of an honest coin? Life...

The other side bears deep, disfiguring scratches.

TWO-FACE (CONT'D)

...or death.

GUARD

Please, just let me go. I swear I won't testify -

TWO-FACE

Too late. The coin wants to decide this case. Here we gooo!

FOLLOW THE COIN

as it spins and glistens in the dim light.

The coin lands on the floor three inches from the Guard's face. Two-Face stamps his foot down hard on the coin, kneels down and winks at the sweating Guard.

TWO-FACE

Kind of a rush, isn't it? The suspense? Not knowing? Make you appreciate the moment.

Two-Face removes his foot, exposing the coin. Unblemished side up. The Guard sobs with relief.

Several of the thugs, however, mumble with disgust as Two-Face folds his jacket as a pillow and places it under the Guard's head. He become the nicest crook in the world.

TWO-FACE

That floor has got to be very hard. Is that better?

GUARD

Uh, yeah. Thank you, Mr., uh... Face.

TWO-FACE

Just call us Harvey. Can we get you a sandwich? A soft drink? How about we cut you in for a share of tonight's haul, given all the trouble we caused you?

THUG 2

Face! For cryin' out loud! He's your prisoner! And you're gonna pay him -

Two-Face turns on Thug 2 with a vengeance, shooting out a hand that pins the fellows throat to the wall.

TWO-FACE

Did we ask your opinion? The coin has rendered its verdict! This poor man has a family to take care of! You have a problem with that?

We know see for the first time the LEFT HALF OF HIS FACE - a hideously repulsive, acid eaten mutilation of his flesh.

THUG 2

Oh no, Face. Anything you say.

EXT. - PAN-ASIA TOWN, STREET OUTSIDE SECOND BANK OF GOTHAM, NIGHT

Spotlights, SWAT teams. Police wagons. Swirling BLUE LIGHTS.

COMMISSIONER GORDON, 50s, pushes too hard, smokes too much, waits anxiously with a beautiful YOUNG WOMAN.

HIGH ABOVE

The Batmobile screeches to a stop on a PEDESTRIAN BRIDGE.

All look up as THE BATSIGNAL IN THE SKY SUDDENLY TURNS into THE SHAPE OF BATMAN'S CAPE as he jumps from his car and, using a BATROPE, leaps to the GROUP BELOW. He lands almost face to face with the BEAUTIFUL YOUNG WOMAN. But, Batman is all business as he speaks to Gordon.

BATMAN

Is it Two-Face?

GORDON

Yup. Two guards dead. He's holding the third hostage. Didn't see this one coming.

BEAUTIFUL YOUNG WOMAN

We should have, though.

DR. CHASE MERIDIEN - 30s, confident, inshockable, and smart enough to give Batman a run for his money.

CHASE

Two million dollars waiting to be transferred from the Second Bank of Gotham on the 22nd? How could Harvey Two-Face resist?

BATMAN

And you are?

GORDON

Batman, I'd like you to meet -

CHASE

(offering her hand)

Chase Meridien. Commissioner Gordon asked me to consult on this case.

GORDON

Cr. Meridien specializes in the treatment of dual personalities. I felt, if we have to negotiate -

BATMAN

(to Chase)

Ph.D?

CHASE

In abnormal psychology. M.D. in criminal psychiatry. I just moved to Gotham City. Already I'm overworked.

BATMAN

Join the club.

CHASE

Harvey's case is especially interesting because of the severity of the personality split. You might have some interesting insights into someone like Two-Face.

BATMAN

What makes you think so, Doctor?

As Batman and Chase trade repartee, they check each other out, stepping a little closer.

CHASE

Schizoid disorders are usually rooted in intense trauma.

BATMAN

And you think I'm a schizoid maniac?

CHASE

Let's just say I could write a helluva paper on why a grown man dresses up like a flying rodent.

BATMAN

Bats aren't rodents, Dr. Meridien.

CHASE

I didn't know that. See? You are interesting. And call me Chase.

GORDON

Excuse me, kids. May I remind you two we have a deranged psychopath on the loose here?

A titanic BOOM rocks everyone.

Police SEARCHLIGHTS quickly scan up the skyscraper under construction next door to the Bank Building. The lights race up steel girders and beams to REVEAL...

A giant CRANE and WRECKING BALL. The wrecking ball smashes again into the bank building.

INT. - SECOND BANK OF GOTHAM, 22ND FLOOR, NIGHT

Flying dust and debris. The wrecking ball SMASHES IN again, leaving a gaping hole more than 10' across.

TWO-FACE

Right on schedule!

Two-Face's thugs lean out the hole and attach the chains from the safe...

EXT. - CONSTRUCTION SITE, NIGHT, CONTINUED

...to an even thicker chain dangling down 30 stories from the top floor of the construction site.

FOLLOW THE CHAIN UP as it yanks tight, revealing...

An enormous Blackhawk HELICOPTER already atop the construction site, perched on steel beams. It revs up its mighty rotors. A giant WINCH aboard the Blackhawk starts to haul up the chain over pulleys up through a cargo hatch in the chopper's belly.

INT. SECOND BANK OF GOTHAM, 22ND FLOOR, NIGHT

Thug 1 at the window spots the police below storming the building.

THUG 1

The Bat's taking the bait! Whadda we do?

We see only the handsome side of Two-Face as he holds out his coin quietly contemplating it's "good" side.

TWO-FACE

The graceful thing would be to surrender peacefully.

He flips the coin.

FOLLOW THE COIN as Two-Face snatches it out of mid-air and slaps it on his wrist. He lifts his hand and peeks. It's the "bad" side.

ANGLE ON

Two-Face's left side. Decrepit, gloating evil fills the screen.

TWO-FACE

But we are not feeling graceful today, as it turns out. At last, THE BAT DIES!!

The chains attached to the safe suddenly YANK the safe towards the hole in the wall. Thug 2 gestures to the Guard on the floor.

THUG 2

What about him?

TWO-FACE

He dies too!

Thug 2, grinning, draws a GUN from his waistband.

GUARD

Wait! You said you'd let me go!

TWO-FACE

You never heard of a double-cross?

A soft DING by the elevators in the hallway. The thugs all whirl around with machine guns ready. The elevator door opens and...

SIX MACHINE GUNS OPEN FIRE, ripping the elevator - and anyone in it - to shreds.

While the Thugs are distracted, a large ceiling panel lifts and BATMAN silently drops into the room. He taps Thug 2 on the shoulder. The creep turns to see Batman smiling coldly at him.

BATMAN

(whispering)

Sweet dreams.

Before Thug 2 can yell for help, Batman fires PURPLE GAS from a Mace dispenser into the Thug's face. Thug 2 drops like a sack of potatoes.

Batman hooks a line from the ceiling opening to the captive Guard's bound feet, then yanks the line. A split second later, hanging upside down, the guard is WHISKED UP into the ceiling and out of danger. Rescue complete!

Two-Face and the other Thugs whirl at the sounds, startled. But Batman's too fast for them. Kicking the machine guns out of their hands.

TWO-FACE

Boys, welcome our guest.

The thugs rush Batman. They are brave - or foolhardy - enough to fight, spin and chop in a phenomenal martial arts display. Batman is their equal, however, countering their every move.

From opposite fire doors, TWO SWAT TEAMS burst in, armed for bear.

SWAT LEADER

Police! Give up!

But Two-Face is ready. He drops a SMOKE GRENADE and dives out the hole in the wall.

The other thugs run through the SPREADING BLACK SMOKE and follow Two-Face's escape.

EXT. CONSTRUCTION SITE, NIGHT, CONTINUOUS

FOLLOW THE THUGS jumping from the Bank Building 15' through empty space, and ROLLING to a landing like skilled gymnasts, at the construction site next door. They scatter across beams and up girders.

Swat officers shoot at the Thugs from the Bank Building - but none make the jump.

Meanwhile, Two-Face happily rides the wrecking ball upward, overtaking the safe, which is still being steadily winched up to the chopper.

Suddenly, one story above him, a window on the bank building EXPLODES OUTWARD! Shards of glass shower down past Two-Face.

From the shattered window, Batman LEAPS out, landing on the wrecking ball.

Two-Face pulls a gun - but Batman kicks it out of his hand as it fires.

BATMAN

Give it up, Harvey.

TWO-FACE

Make it easy on both of us...

Two-Face ducks as the rising wrecking ball passes a hanging girder.

TWO-FACE (CONT.)

...Die.

He shoves Batman so that the girder smashes right down on him, knocking him off the wrecking ball!

TWO-FACE (CONT.)

Toodle-oo, Bats!

FOLLOW BATMAN

free falling, as he twists and somersaults, trying to gain control. He strains for the chain hauling up the safe, grabs it.

Batman jolts to a stop. He drops down onto the top of the safe, then looks up.

BATMAN'S POV

Two-Face has just reached the chopper with his thugs.

INT. HELICOPTER, NIGHT

Two-Face climbs into the chopper's cargo bay. Three of his Thugs are already there waiting, plus the PILOT.

EXT. - CONSTRUCTION SITE, NIGHT

Batman, still aboard the safe, which is still being cranked toward the chopper, pulls a miniature ACETYLENE TORCH from his utility belt. A BLUE FLAME ignites. Batman starts to slice through the chains.

INT. - HELICOPTER, NIGHT

Two-Face looks down in horror.

TWO-FACE

That's our money! We stole it fair and square!

EXT. - CONSTRUCTION SITE, NIGHT

Batman's blowtorch slices the last chain. Batman grabs the winch chain as the safe TUMBLES FREE.

BATMAN'S POV

as the two-ton safe CRASHES DOWN through more than 40 stories, careening off hanging girders, knocking Harvey's Thugs off their perches, before SMASHING to the ground.

INT. - HELICOPTER, NIGHT

Relieved of its cargo, the winch is winding up the chain like crazy.

TWO-FACE

Get this turkey in the air! Now!!

EXT. - CONSTRUCTION SITE, NIGHT

Batman grips the winch chain for dear life as it hauls him up to the helicopter at top speed.

INT. - HELICOPTER, NIGHT

TWO-FACE

How do you stop this thing?!

The winch operator cuts the power. The winch jerks to a halt.

EXT. - CONSTRUCTION SITE, NIGHT

Stopped dead 50 feet below the chopper, Batman starts climbing the chain hand over hand.

INT. - HELICOPTER, NIGHT

Two-Face and his small crew work feverishly to unbolt the winch.

EXT. - HELICOPTER / CONSTRUCTION SITE, NIGHT

Batman is almost up to the chopper when the winch TUMBLES out of the cargo hatch. Batman falls but grabs hold of a steel girder and ducks clear of the FALLING WINCH AND CHAIN.

Tenacious as hell, Batman now climbs the girder.

But the chopper starts to lift off slowly just as Batman finally makes it to the top. He's too late!

CLOSE-UP ON

Batman's gloved hand, gripping a tethered BATARANG. He throws!

CLOSE-UP ON

the helicopter skid, moving, as the Batarang CLANGS against it, spirals around, catching the skid.

The helicopter lifts off, accelerating rapidly away from the scene of the crime. At the other end of the tether, Batman is YANKED INTO THE AIR as the chopper accelerated, veering wildly out over the city.

BELOW

Gordon and Chase watch. She is smitten.

EXT. - HELICOPTER, OVER GOTHAM, TRAVELING, NIGHT

The chopper ROARS at 100 mph down a mile-long corridor of skyscrapers.

INT. - HELICOPTER, TRAVELING, NIGHT

Behind the PILOT, Two-Face and his Thugs settle down.

TWO-FACE

Boys, tell us he's dead. Tell us we are finally rid of that pointy eared, rubber suited, cross dressing, night rat...

WINCH OPERATOR

Ah, Face? I hate to tell ya... but...

Two-Face leans over the hatch. He sees Batman hanging from the chopper.

TWO-FACE

(screaming)

The man is taking his job much too seriously!

EXT. - HELICOPTER, GOTHAM CITY, NIGHT

The chopper veers around a skyscraper, jerking Batman in a new direction. Batman hangs on, but starts SWINGING wildly at the end of his tether. GUNSHOTS from above whiz past him, just missing.

The helicopter makes a sudden turn, whipping Batman toward the side of a building and SLAMMING him against solid granite! Batman still holds on.

Another tight turn in the opposite direction, SLAMMING Batman against an office window, 50 stories up. Batman BOUNCES off the resilient panel. Still holding on! And now he starts to CLIMB, hand over hand, up the tether.

The chopper DIVES.

EXT. - ARKHAM SQUARE, NIGHT

The crawl of bumper-to-bumper nightlife traffic. This Times Square-ish pocket of downtown glutted with with huge NEON SIGNS and GIANT ANIMATED BILLBOARDS.

The helicopter ROARS into view. First it drags Batman down a block long line of cars stalled in traffic - bouncing him, smashing him against windshield after windshield. Batman still holds on.

The helicopter TURNS A WIDE CIRCLE around Arkham Square, whirling Batman into a series of animated billboards.

First, at one corner of the square, a HAPPY LITTLE GIRL - animated - bounces her pig-tailed head back and forth as she BLOWS 20' bubbles.

Immediately across the street, a SOPHISTICATED SOCIETY BABE drags leisurely on a cigarette, emitting perfectly formed smoke rings.

The chopper swings Batman through a SMOKE RING. Batman starts coughing..

Only to find himself inhaling SOAP BUBBLES as he's jerked right into a huge bubble, which POPS all over him!

Next, an ENORMOUS COFFEEPOT, 30' high, pouring continuously recycled "coffee" into and equally huge COFFEE CUP below.

The helicopter spins on its axis quickly, sending Batman through the stream of pouring "coffee". Batman is drenched. But he hangs on! And keeps climbing, although a huge ENERGIZER RABBIT BANGS him into a drum.

The chopper zooms across the square.

Another huge ad prop straight ahead: This time it's a 40' long HOT DOG, moving repeatedly in and out of the MOUTH of a grotesquely huge automated freckle-faced kid, who bites down on the hot dog each time it approaches.

BATMAN'S POV

of the mouth straight ahead looming open, as the helicopter maneuvers trickily above. Batman swings straight into the mouth!

The automated kid's mouth closes on the hot dog - and on Batman!

Suddenly - WHAM! Batman's feet kick the kid's two front teeth straight out! He lands on a huge billboard where a 3-D BOUNCING BASKETBALL advertizes Nikes. Batman jumps on the ball and zooms upward.

As the helicopter lifts away, Batman is pulled free. The chopper roars up and over the buildings.

EXT. HELICOPTER, HARBOR, NIGHT

Two-Face pulls out a mean-looking knife.

TWO-FACE

(to Winch Operator)

You. Get down there. Cut his line.

WINCH OPERATOR

Screw you! Do it yourself!

Two-Face kicks him savagely! The Winch Operator tumbles out the hatch, screaming as he plunges toward the water below.

Two-Face holds the switchblade up to his three remaining Thugs.

TWO-FACE

We need a new volunteer.

EXT. - HELICOPTER, HARBOR NIGHT

Thug 1 crawls out the hatch and onto the helicopter skid. He's ready to cut the line, but...

THUG'S POV

The line hangs free. No Batman.

BATMAN (O.S.)

Looking for me?

Batman, hanging from the other skid, swings his feet out and KICKS the Thug off his perch and into the harbor, screaming. Two down.

INT. - HELICOPTER, HARBOR, NIGHT

PILOT'S POV OUT WINDOW

as Batman LEAPS onto the very windshield of the chopper. His cape billows out to either side, obscuring the Pilot's entire view.

TWO-FACE

Shoot him!

PILOT

No! Not while I'm -

Too late! Thug 2 fires bullets out the windshield. One hits the Pilot. But nothing hits Batman - who's vanished.

The helicopter lurches wildly out of control. As the second Thug fights to regain mastery of the craft, it swings out across the flashing beam of LADY GOTHAM, directly across the harbor.

TWO-FACE

Whaa--? Where did he go?

The door of the helicopter is KICKED open - and Batman is inside!

Batman immediately knocks out Two-Face's last Thug. Now it's just Batman versus Two-Face. The fight begins, with the two of them wrestling for control inside the madly lurching helicopter. Outside Lady Gotham looms closer.

BATMAN

Harvey! You need help. Turn yourself in.

TWO-FACE

Words of wisdom from our ex-friend?

BATMAN

Harvey listen -

Bitterness pours out of Two-Face's evil side.

TWO-FACE

No. You listen. You did this to me. You split me in half. Now I'm going to do the same to you.

BATMAN

I didn't destroy your face, Harvey. You know that.

TWO-FACE

Were you lonely, being the only man in town with two faces?

As the hideous side of his face shifts into the light...

TWO-FACE (CONT.)

At least we are honest enough to show both our faces!

And with that, Two-Face slips free of Batman and THROWS the last Thug out of the helicopter and sits down at the controls. The Thug falls screaming into the water below.

Two-Face sets the autopilot, then slaps "The Club" on the controls. Now the controls are locked - straight into Lady Gotham!

TWO-FACE (CONT.)

We're the same, you and me. Two, two, two men in one! Now we'll give you some words of wisdom. The only good bat is a dead bad.

And Two-Face SWAN DIVES out the door of the chopper!

Batman hangs in the doorway, frozen in disbelief as Two-Face plummets to the dark water below.

Then POOF! Caught in Lady Gotham's lighthouse beam a PARACHUTE opens over Two-Face, unfolding into a giant Yin/Yang pattern - the symbol of Two-Face's duality.

Batman glances up and out the windshield.

BATMAN'S POV

Lady Gotham's face is huge in the windshield. We're seconds away from a monumental crash!

Batman grabs the ends of his cape - and DIVES!

EXT. - HELICOPTER. LADY GOTHAM, NIGHT

The helicopter CRASHES spectacularly into the LEFT SIDE of Lady Gotham's face. A FIREBALL EXPLOSION!

EXT. - HARBOR, CONTINUOUS, NIGHT

Batman SPLASHES roughly into the harbor. Treading water, he looks at the burning wreckage as a final series of SMALL EXPLOSIONS erupts.

BATMAN'S POV

of Lady Gotham's one beautiful face. The left side of her face is completely destroyed, scarred and disfigured as Two-Face is scarred. Harvey Two-Face has made his mark on the city.

INT. - WAYNETECH, NIGHT

Dark, save for the light from a single cubicle.

INT. - LYLE'S WORKSTATION, NIGHT

Lyle is hunched over his repair desk, adjusting a small black box hooked into his computer. Lyle stares up at the picture of Bruce Wayne.

LYLE

You'll see. I'll show you it works.
I'll change the world. Then we'll be
friends. You'll see. We'll go skiing
and hunting...

Lyle turns to his computer, starts loading programs into his tiny box, the name of each flashing on the screen as he goes. Math. Physics. Ancient history. Geography.

LYLE

Yes. Yes. I'll be an expert on...
everything.

Fumbling, he knocks a disk on the floor. As he spins he accidentally hits a switch and suddenly his crossword puzzle programs come up on the screen, hundreds of them, now all being loaded into the EBS box.

Lyle sits back up, unaware of what has just happened. He points a small optical downloader toward his forehead.

LYLE

This Bud's for you, Bruce.

He hits a switch. What happens next is remarkable. A beam of blue light shoots straight into his head. In the focused glow, we see tiny graphic representations corresponding to the various programs he's absorbing. Musical notes. Small continents. Mathematical equations. And then suddenly, as he absorbs his crossword puzzle programs, an almost endless series of QUESTIONS, RIDDLES, AND QUESTION MARKS!

STICKLEY (O.S.)

What the hell?

Stickley shouts.

STICKLEY (CONT'D)

Heckendorf, what are you doing? Working on that insane invention using company equipment and...

Lyle turns around. He smiles. He may be a super genius. But one thing's for sure. So much information has made him totally insane.

LYLE

Stickley, I've had my break-through! And a breakdown? Maybe. Nevertheless. It works. I'm a genius.

STICKLEY

I'm calling security -

Suddenly Lyle CRACKS Stickley on the head with a coffeepot.

LYLE

I'm impressed. Awed. Excited. Just darn happy.

CUT TO

Minutes later. Stickley awakens to find himself strapped in a swivel chair.

LYLE

Good morning Fred Stickley. Come on down. You're the next contestant on I Want Your Brain.

STICKLEY

Heckendorf, let me go this minute.

LYLE

Oh, please. Spare me the chatter.

Lyle walks toward Stickley. He's got a bizarre metal headband with wires running back to his box, like a '50s sci-fi movie.

LYLE

(off the headset)

Is it you? I don't know.

He places it on Stickley's head.

LYLE

Oh, yes. Definitely you.

LYLE

Riddle me this, Fred. What is everything to someone and nothing to everyone else? Can you guess? Your mind of course.

(to himself)

I seem to have developed an odd penchant for the anagramatic. The acrostic. The cryptogramatic. How puzzling.

STICKLEY

Get this thing off my head.

LYLE

All this computer generated information. Like cold hands on a warm heart. I yearn for more human experience. Ah, to taste the mind of a hero. A nobleman. A poet. But we have to start somewhere. I'm slumming, here, but I'll have to take yours.

With that Lyle hits the switch and a beam bounces from Stickley's headgear to his forehead, within tiny holographic representations of Stickley's memories and thoughts.

Stickley SCREAMS.

LYLE

It hurts. A design flaw.

(like Wayne)

R&D?

(like Stickley)

Yes, boss.

(like Wayne)

Fix it in the next model.

(to Stickley)

Whoa, friend, weird is not the word for what you got floating around in there.

He shuts off the machine.

LYLE (CONT'D)

I could read your stupid little mind with my brilliant invention.

STICKLEY

(hatred)

Then you must know YOU ARE FIRED!!!

LYLE

I don't think so.

Lyle, crazed with new power and evil, savagely sends Stickley creeping across the slick floor still trapped to the swivel chair.

STICKLEY

heads straight for the huge round window.

LYLE

For a moment it almost seems like he has regrets as he dashes after Stickley. But as the chair

SMASHES THROUGH THE ROUND WINDOW

it teeters on the edge of the building. The dam and powerful water below. He is being held there by the long wire attached to his electronic head piece. And it is really only this that Lyle came to save.

LYLE
You are fired. Or should I say
TERMINATED!

He yanks the invention from Stickley's head who crashes below to certain death.

Lyle races back to his cubicle.

LYLE
Fired? No-no-no-no. I'm firing all of
you. You're all so stupid. --Question
marks, Mr. Wayne???

Lyle stands staring at the picture of Bruce Wayne.

LYLE
You think my work raises too many
question marks?

In a frenzy of activity, almost faster than we can follow, Lyle begins tearing up magazines and documents lying on his desk, ripping out individual words. Then he starts pasting the words quickly onto a blank piece of paper, starting with Bruce's signature at the top.

LYLE (CONT'D)
Ten years. 28.57142857ths of my
estimated life span toiling for the
likes of you. Smart? Yes. Debonair?
Without a doubt. Handsome? Certainly.
And richer than God.

He seizes the framed GQ cover, a picture of Bruce with the words "The Most Exciting Man in the World" emblazoned across it. THROWS it to the floor! The SMASH of breaking glass.

LYLE (CONT'D)
But the most exciting man in the world?
My dear Bruce Wayne, you just haven't
had anyone worthy to compete with you.

ANGLE DOWN

as Lyle stomps on the picture, pulverizing the glass.

LYLE
--to put... you... in... your... PLACE!

CUT TO BLACK:

A COIN FLIPS TOWARDS US. It's Harvey Two-Face's coin. As it whirls we see Harvey Dent when he was District Attorney. Handsome, vital. He questions a Crime Boss on the stand. Batman watches from the courtroom. Suddenly one of the CRIME BOSS'S THUGS races forward and throws a VIAL OF ACID TOWARD Harvey. Batman shoots across the courtroom and deflects it from hitting Harvey full in the face, but unfortunately, Harvey's own arm sends it half-way back toward him so it hits only one side of his face. He crumbles in agony as Batman watches and the coin whirls and whirls and whirls.

TURNING INTO THE FALL INTO THE BATCAVE AND YOUNG BRUCE BEING CHASED BY THE MONARCH BAT.

TWO-FACE

We're the same, you and me... Two, two,
two men in one.

Harvey's words echo over and over. We see CHASE'S FACE. LADY GOTHAM.

We see one half of Bruce's face as he wakes in the moonlight. But he turns in bed to discover that he is split down the middle like TWO-FACE.

HALF OF HIM IS BRUCE WAYNE AND HALF BATMAN. Worse, he is suddenly pulled in both directions.

DREAM ENDS as SUNLIGHT HITS BRUCE WAYNE'S FACE.

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

As Alfred pulls the curtains.

ALFRED

Anything wrong, sir?

BRUCE

No, just a bad dream.

ALFRED

Again?

BRUCE

Again.

As Bruce sits up, Alfred sees that his well muscled body is bruised from the Two-Face adventure.

Alfred picks up Bruce's carelessly tossed Batsuit from the floor. He holds it up to the light and shakes his head, frowning. The Batsuit is ripped, dented, punctured.

ALFRED

I suppose it's an imposition to ask you to take better care of your equipment, sir?

BRUCE

Then you'd have nothing to complain about.

ALFRED

Hardly. Commissioner Gordon would like to see you.

BRUCE

(suddenly alert)

I'll need a spare costume from the cave.

Alfred brings over a robe, holds it out for Bruce.

ALFRED

Pardon me sir. You misunderstand. The commissioner phoned for Bruce Wayne. It seems there's been an accident at WayneTech. A Mr. Stickley.

INT. - WAYNETECH, MORNING

Lyle Heckendorf stands crying to the head of personnel.

LYLE

I can't believe it. I can't. Ten years. Working in the same office. And then this. He left this.

He hands her a note.

LYLE (CONT'D)

I couldn't possibly continue working here. The memories. I'll just get my things.

Lyle turns on his heel and walks out, nearly colliding with Bruce and Commissioner Gordon, heading towards Bruce's office.

BRUCE

Mr. Heckendorf?

But Lyle doesn't answer, just sobs and runs away.

GORDON

We've questioned everyone who worked on the floor. But the computer records show no one coming in or out after Stickley.

BRUCE

Computer records can be forged. I'll have my people pull up -

A cop hands Gordon the forged note.

GORDON

Suicide. It looks like Stickley left a note. Oh... and with all due respect, Mr. Wayne, our job is difficult enough without interference from amateurs. Please leave the police work to us. We'll be in touch.

As the Commissioner exits, Bruce heads into his office, followed by his secretary, MARGARET.

INT. BRUCE'S OFFICE (CONTINUOUS)

MARGARET

And the society ladies of Gotham call hourly to find out who you'll be taking to the Circus. (handing him an

envelope) And this arrived without postmark or stamp. The back of the envelope identifies the sender as one "E. Nygma."

BRUCE

Enigma. Cute.

Margaret answers the phone.

CLOSE-UP ON

the letter as Bruce opens the envelope and unfolds it. A photo of Bruce. Below: in pasted-on letters cut out from newspapers and magazines, it reads:

"WHEN FIRST I APPEAR, IT WILL BE MYSTERIOUSLY, BUT WHEN I'M EXPLAINED, YOU'LL TAKE ME SERIOUSLY."

(SIGNED) THE RIDDLER

Bruce lifts an eyebrow.

BRUCE

"The Riddler?" Must be a joke.

Margaret hands him the phone.

MARGARET

It's Alfred.

She leaves.

BRUCE

Yes, Alfred.

ALFRED

Channel 12, sir.

Bruce reveals a large TV. He clicks the TV remote to Channel 12. We're in the middle of a feisty talk show debate.

ON THE TV SCREEN

A radiant black host: VONDELLE MILLIONS talks to a panel of experts, an image of the disfigured Lady Gotham over his shoulder.

VONDELLE

--just joined uss, we're talking about the horrible mutilation of Lady Gotham. The destruction of the statue's face, caused late last night by Batman, will
-

BRUCE

(interrupting the screen)

Excuse me?!!

VONDELLE

--take up to nine months to repair. Today's topic:

"Understanding the Bat."

As the shot widens to reveal the panel.

VONDELLE (CONT'D)

We have with us today a distinguished panel of experts -

BRUCE

How 'bout Harvey?! Anyone here heard of him?

He cuts himself off to listen.

ON THE TV SCREEN

Our first expert - DR. JANISLAUS ROYCE, a rent-a-bore type with a goatee and tiny hip glasses - is spouting off with extreme confidence.

ROYCE

"Batman" is unable to reveal himself. He can't let any other human being enter into his comfort zone - and therefore he can't allow an icon such as Lady Gotham to extend her own symbolic comfort zone across the city.

The second guest, DR. DAVID AIMS, fat, pompous.

AIMS

You don't go far enough. It is criminals such as Batman who belong behind bars, not his morally disadvantaged victims

VONDELLE

So you're saying, then, that Batman incites crime?

ROYCE

Exactly! He places himself above the law, above the justice system.

VONDELLE

I'm sure our audience would object to your continual gender bias. Batperson.

AIMS

(ignoring him)

Batman had no court order; no arrest warrant, no hard evidence that Harvey Two-Face ever posed a public threat. Batman drove this cosmetically impaired individual into a reckless action. Batman must take responsibility for that!

A new female voice cuts through from off screen.

CHASE (O.S.)

Bullshit!!

The panel are shocked to silence.

VONDELLE

What did you say?

CHASE

I said bullshit! All of you are full of it.

Watching, Bruce sits up a little straighter, more hopefully.

BRUCE

I could like this woman!

ON THE TV SCREEN

CHASE

Batman is a reaction to the crime in this city, not a creator of it! The criminals - remember them? -- are the ones with no regard for the life, liberty or happiness of Gotham's citizens.

VONDELLE

Hey, Chase. You got the hots for Batman?

HOOTS AND HOLLERS FROM THE AUDIENCE

Bruce enjoys it.

CLOSE. CHASE ON TV, busted.

A hand reaches up and turns off the TV. The screen goes black.. and the reflection in the glass is that of Harvey Two-Face.

PULL BACK TO REVEAL

INT. - TWO-FACE'S HIDEOUT, DAY

Two-Face turns away from the TV, disgusted.

TWO-FACE

We are sick and tired of hearing about Batman!

A low, husky female voice beckons off screen.

LEATHER

So do something, my hideous darling. Show him who's boss.

LEATHER is a vixen extraordinaire from the Rent-A-Goddess Agency - a Helmut Newton fantasy woman, in ruby red lipstick, tight red leather miniskirt and bra, knee high red boots, a choker of nasty spikes, razor blade earrings.

She brings her oh-so-luscious lips to Harvey's "handsome" face. Instead of kissing him, she teases with little hot breaths up and down his cheek.

LEATHER

Oh you are disgusting, my love.

Another set of supple arms entwine around Two-Face.

LACE, a submissive blonde Venus in lacy lavender bustier, thong and garter belt, sheer nylon and ruffled fingerless gloves. She nuzzles his "disfigured" side.

LACE

Don't listen to that trash. You're the handsomest man in the world. So strong and virile. Why, you're every girl's dream.

LEATHER

Yeah, in Hell.

Leather pulls Lace off "her man" and Judo THROWS HER ACROSS THE ROOM where she lands on a fluffy pile of satin pillows.

LEATHER (CONT'D)

Stick to your own side of the room, honey. Harvey's on my turf now.

WIDEN TO REVEAL

the bizarre layout of Two-Face's hideaway, a "set" created inside an industrial warehouse. It's divided straight down the middle.

One half - where Lace resides - is a tidy, elegant gentleman's flat filled with Tony furnishings, tasteful carpets, crystal chandelier, harpsichord, classical art, etc. The epitome of order and grace.

Leather's domain, on the other hand, is a Surrealist's delight: dark, ugly, everything damaged, or distorted.

LEATHER

Isn't that right, hideous Harv?

Two-Face shakes off Leather and starts pacing the room.

TWO-FACE

Later. We have things on our minds. Batman must die as soon as possible.

Without thinking, Harvey steps over the line to Laceland. His demeanor immediately changes, becoming more reasoned and calm.

TWO-FACE (CONT'D)

On the other hand, revenge is a dish best served cold. We must wait for the right moment, be methodical, plan everything to the last detail...

He wanders back across the Leatherland - instantly becoming mad and horrific again.

TWO-FACE (CONT'D)

But why wait? Let's strike fast and hard! Make Batman pay!

Back in Laceland.

TWO-FACE (CONT'D)

But how? Simple murder? It's not so simple. Besides, it's been done.

Back to Leatherland.

TWO-FACE (CONT'D)

No, it must be something inspired, something random and senseless! Utterly without redeeming social value!

Back to Laceland, stopping to add..

TWO-FACE (CONT'D)

Yet witty.

EXT. - WAYNE MANOR, NIGHT

Lyle stalks Wayne Manor. He looks through the massive gates at the warm light inside. He is filled with envy and anger. He PRESSES THE BELL.

INT. BATCAVE, NIGHT

Alfred goes to answer the bell.

Bruce sits at his Command Center chair studying INSIDE SCHIZOID DIMENTIA, by Chase Meridien, Ph.D. Nearby, a conspicuous pile of more psyche textbooks and magazine articles by Chase. All dealing with dual personalities.

ON THE SCREENS - all computer and video readouts about her.

Alfred arrives carrying an envelope.

ALFRED

No one at the door sir. Just this odd envelope.

It looks familiar to Bruce. He opens it to read: "WHEN I AM YOU AND YOU ARE ME, SUCCESS FOR ME AND DEATH FOR THEE," THE RIDDLER.

BRUCE

Check this out. I'm sorta busy.

He hands Alfred the Riddler's letter. Alfred walks to the crime lab part of the cave where he begins processing it.

ALFRED

Yes, I can see you are stepped in scholarly research. "Dr. Chase Meridien?"

BRUCE

She has an excellent mind.

ALFRED

She appears to have an excellent everything.

BRUCE

She's brilliant. No pretentious psycho-babble. Cuts right to the heart of things.

ALFRED

If I misinterpreted your interest in the young lady, I humbly apologize.

BRUCE

I wonder if she'd go out with me.

ALFRED

I retract my apology.

BRUCE

She definitely is attracted to Batman. So why wouldn't she be attracted to me?

ALFRED

(raising an arched eyebrow)

The letter bears no finger prints, no distinguishing water marks. Common paper purchased anywhere. "The Riddler?" How ominous. Dinner is in half an hour. The poached salmon does not reheat well.

Alfred heads upstairs. Bruce boots up the computer and starts hacking away fervently.

BRUCE

Uh, right. I'll be there. Poached. Half a minute... whatever.

The COMPUTER SCREEN beep-beep-beep-beeps and comes alive, mapping out a complicated PHONE CALL SYSTEM ROUTING DISPLAY. As it hits the target destination we hear a BUSY SIGNAL on the speaker. VIDEO SHOWS ALL OF GOTHAM, THEN ZOOMS INTO DISTRICTS, NEIGHBORHOODS, STREETS, A BUILDING, CHASE'S WINDOW AS SHE TALKS ON THE PHONE.

BRUCE

Who's she talking to?

Bruce looks around to make sure Alfred's really gone. He furtively types a few more commands which tap into Chase's phone.

BRUCE

Sorry, Alfred. This is for a noble cause.

Alfred unexpectedly returns halfway down the stairs, announcing dryly...

ALFRED

By the way, the FCC frowns heavily upon listening in to private conversations.

BRUCE

(mouthing to himself)

How does he know?

He shuts off the sound but Bruce freeze frames on her. She sure does look great. Then picks up Riddler letter. He's got an idea.

ALFRED

I would take that letter seriously, sir.

BRUCE

Just a harmless crackpot.

EXT. - UGLY TENEMENT, BAD NEIGHBORHOOD, NIGHT

SOUND OF POUNDING

INT. - HALLWAY OUTSIDE LYLE'S APARTMENT, NIGHT

The source of the POUNDING - MRS. OWENS, Lyle's middle-aged no-bullshit landlady with a cigarette-ruined voice. She keeps pounding.

MRS. OWENS (O.S.)

Heckendorf? Ya wanna cough up your rent, or do I post the eviction notice?

The sound of LOCKS TURNING. The door opens a crack. Lyle peeks out.

LYLE

Mrs. Owens. Come in. I was just sitting down to write the check.

Lyle opens the door wide.

INT. - LYLE'S APARTMENT, NIGHT

Mrs. Owens barges inside - then stops, aghast.

HER POV

Lyle's apartment is decorated in Traditional Serial Killer Blankets over the windows, blocking out all light. Stacks of unopened mail, unread newspapers. A dining room table covered with wires and electronic components. And floating over it all...

A WALL SIZED poster of BRUCE WAYNE, LAUGHING PHOTOGENICALLY ON A SKI SLOPE IN THE Alps... And over his face, Lyle has painted green TARGET CIRCLES zeroing in on the forehead.

As Mrs. Owens gasps at this mess, she doesn't notice Lyle behind her... LOCKING THE DOOR.

MRS. OWENS

Why's it so dark in here?

Lyle guides Mrs. Owens to a recliner in front of the TV.

LYLE

Sit. Rest. Settle right on down, Mrs. Owens. I'll get your check post haste.

As he clicks on the TV, an evening soap comes on.

MRS. OWENS

I ain't got time to watch - I do love my stories.

Lyle goes to the table where a new Remote Encephalographic Stimulator sits.

FOLLOW THE WIRES

running the back of the TV

LYLE

Yes. TV. Balm to the minds of the masses. The great deadener. If only it were more lively. But I can help.

Lyle clicks the RES device on. A faint GREEN-BLUE GLOW immediately pours from the TV screen, surrounding Mrs. Owens.

And with that he hits a switch and suddenly the image of the young couple kissing on her TV screen jumps into the air, a perfect holograph hovering before her.

MRS. OWENS

Oh my lord.

Lyle PLANTS and ELECTRODE on his forehead.

LYLE

Not quite. But I'm getting there.

Lyle punches buttons on his RES device. A TRAIL OF GREEN-BLUE ENERGY zaps Mrs. Owens' brain through the TV screen, then along the wires leading to Lyle's electrode. A GREEN-BLUE aura forms around Lyle's head as he sucks intelligence from Mrs. Owens.

LYLE

YESSSS! Score. And the crowd goes wild.

As he grooves on Mrs. Owens' brainwaves, he gets more excited.

LYLE

Why, Mrs. Owens. What a dirty mind we have. I never would have guessed. Leather. Dobermans. Goldfish?

But Mrs. Owens is oblivious, lost in the spell of the ever changing images before her.

LYLE

I've done it. From their brains to the TV to my brain, with no commercial interruptions!

(tracing his fingers over the TV screen)

There are seven million brains in the Naked City... and they'll all be mine!!!

EXT. - MUNICIPAL POLICE COMPLEX, DAY

Bruce enters the complex. He is excited.

INT. CHASE'S OFFICE

She opens the door to Bruce Wayne, who expects the same response from Chase that Batman got!

CHASE

How do you do, Mr. Wayne. I'm Chase Meridien.

He shakes her hand, but there is no chemistry at all on her part. He is totally shot down. There is a long pause.

CHASE

How can I help you Mr. Wayne...?

BRUCE

Ah... I received this and I thought you might give me your expert opinion. And please call me Bruce.

Bruce sits across from Chase as she looks over his collection of "Riddler" letters.

CHASE

My advice? Hire a bodyguard. Whoever's behind these letters is a total wacko.

BRUCE

Wacko. That would be a technical term?

CHASE

We're talking deep-seated duality. Schizoid mania. Pathological adoption of a ghost identity to act out sublimated rage. Anyone who needs to lead two lives - two separate identities, can never be whole. Can never lead a balanced life.

Just what Bruce fears about himself.

BRUCE

Really...

CHASE

You want technical terms? This guy's two tacos short of a combination plate.

BRUCE

You really think this "Riddler" is that dangerous?

CHASE

Mr. Wayne, you came to me for my opinion. This is someone who once worshipped the ground you walked on, but now would like to slit your throat. The good news is that, for the time being, I think he just wants to scare you. Still, I would have someone with me at all times.

BRUCE

So I would be safe to go out on, say, a date?

CHASE

In public, avoiding dark places. I see no problem.

BRUCE

Good. Are you doing anything tonight?

CHASE

Me?

BRUCE

You said dating was a good idea.

CHASE

Mr. Wayne, we've just met.

BRUCE

I'm a quick judge of character.

CHASE

Uh-huh. Zillionaire playboy Bruce Wayne wants to take me out for my "character." I don't think so.

BRUCE

Didn't you once write, "overcoming the stereotype is the first step on the road to discovering truth?"

CHASE

I'm flattered. Really. But I don't date my patients. Ever.

BRUCE

I'm not your patient. This Riddler guy. He could be your patient. But me - Do I look psychotic? Do I look like some unbalanced individual who lives a double life?

CHASE

No, of course not.

BRUCE

Well then?

CHASE

I'm just not a dinner-and-a-movie person.

BRUCE

Me either. How about the circus?

A beat. Then Chase smiles.

EXT. - HIPPODROME, NIGHT

Standing at the edge of Gotham Harbor, the historic HIPPODROME has all the hulking grace of a beached whale.

A SIGN READS "GOTHAM CHARITY CIRCUS"

Blazing searchlights stationed around the building shoot moving, criss-crossing BEAMS OF LIGHT a half-mile into the sky. FLAGS of 100 nations flutter on poles adorning the Hippodrome's oval roof. Crowds cheer excitedly.

INT. - HIPPODROME LOBBY

Concessions, side shows, kissing booths. The glitter and glitz of a big charity event. Bruce and Chase are the center of attention as they arrive.

IN THE CROWD

Lyle stalks Bruce. He gets close enough to hear them. Bruce is introducing Chase to the Mayor, important Gothamites, etc.

They walk towards the circus ring, past a variety of stands and exhibitions. Bruce spots a couple of "freaks" banners, including a half man-half woman.

BRUCE

Looks like you might want to make a house call.

CHASE

In a sense, we are all split personalities. The side we show in day light, good, loving, civilized. And out night side.

BRUCE

(with surprising intensity)

Rage. Passion. Anger. Pain.

Chase stares at him, puzzled.

CHASE

...Right. Only by joining the two can we become whole.

BRUCE

Easy for you to say.

CHASE

Excuse me?

Bruce spots a BOOTH ADVERTISING "LARRY THE LEPRECHAUN TELLS YOUR FORTUNE, Toss Gold in the Leprechaun's Pot and he'll tell you your future."

BRUCE

Shall we check out our future...
together?

But before they can reach the booth, they are swamped by the GOTHAM CITY SOCIETY LADIES - too much jewelry, too many face lifts - and the GOTHAM CITY PRESS.

REPORTER

And of course no social event would be complete without Bruce Wayne. The richest, handsomest and most eligible bachelor in Gotham City.

THE GOTHAM SOCIETY LADIES surround Bruce for a photo op. They gush. Chase looks disgusted.

LYLE

watches with envy burning. Then he gets an idea.

INT. LEPRECHAUN FORTUNE TELLING BOOTH

As JOVIAL CUSTOMERS leave, LARRY, the pudgy Fortune Teller; dressed like a Leprechaun, green derby and all, ducks through curtains into

A BACK ROOM

where he grabs a beer and catches the score from a game on a small TV. But suddenly Lyle appears.

LYLE

Like to try my new invention?

LARRY

What? Who?

But before he can stop Lyle he's been put into the electronic helmet and the small attachment has been put onto his TV. He zombifies off into Green/Blue TV land. Lyle tries on the green derby.

LEPRECHAUN BOOTH (FRONT ROOM)

Chase and Bruce enter. They look around.

BRUCE

Hello...

Suddenly the back curtain opens and Lyle appears dressed in the green outfit, derby and the addition of a mask.

LYLE

Sure and beghorum and Sinead O'Conner.
What a lovely couple. Come to find out
what the future has in store?

CHASE

Sure. Why not?

BRUCE

Anything for charity.

LYLE

Then please put money in my pot of
gold.

Bruce puts a nice sum in.

LYLE

That's all? I mean, it's such a worthy
cause.

Bruce tosses in some more as Lyle grabs his hand.

LYLE

What an interesting hand. So much
success. So much power. Quite the star
aren't we? All of Gotham at your feet.
Inventive, rich, young, handsome - a
beautiful woman. Everything that would
make a person green with envy..!

BRUCE

(uncomfortable)

Why don't you read Dr. Meridien's hand
here. She's much more interesting.

Lyle doesn't let go though.

LYLE

But someone's coming to take your
place. A genius, an architect of the
future! Someone who will win the
hearts, minds and money of Gotham City.
You're a dinosaur.

The room has taken on a strange tone.

BRUCE

And who is this person?

LYLE

I don't know. All I see is a big
question mark!!!

FROM O.S. A BIG MUSICAL INTRO

CHASE

The circus is starting.

BRUCE

Yeah...

(to Lyle)

Thanks.

Bruce and Chase shake off the eerie feeling as they leave and Lyle grabs all the money out of the pot and racing through the back of the BOOTH grabs his equipment. The Leprechaun jumps up, wearing his underwear.

LEPRECHAUN

Hey, my suit!

INT. - HIPPODROME, NIGHT

WIDE SHOT

The 15,000 seat Hippodrome is packed solid.

MONTAGE OF CIRCUS PARADE HIGHLIGHTS

INT. CENTER RING

THE FLYING GRAYSONS - Mom, Dad, two daughters and two handsome teenage boys - run out and greet the crowd.

They wear colorful red and green outfits with yellow capes. They remove their capes, then CARTWHEEL over to four different guywires.

RINGMASTER

Ladies and gentlemen. On the trapeze, 70 feet high above the ground, risking life an limb, performing incomparable feats of aerial skill without a net, the one, the only, the legendary FLYING GRAYSONS!

The ARENA LIGHTS DIM. SPOTLIGHTS hit and follow each Grayson as hoist cables whisk them up to the trapeze and high wire.

ON THE TRAPEZE

The Graysons pull off TRIPLE FLYING SOMERSAULTS across the arena. Very difficult stuff!

ANGLE ON

DICK GRAYSON, 16, concentration furrowing his handsome face.

RINGMASTER

Ladies and gentlemen, I'm pleased to announce that tonight's special benefit has raised \$372,000 for Gotham Children's Hospital. Thanks to Bruce Wayne.

SPOTLIGHT FINDS BRUCE AND CHASE TAKING THEIR SEATS TO WILD APPLAUSE.

BACKSTAGE

Lyle, still in costume, watches with envy. Suddenly a GROUP OF CLOWNS mistakes him for one.

CLOWN

Come on. We're on...

He is carried into the ring with them.

CENTER RING

RINGMASTER

And now ladies and gentlemen, above you, Richard Grayson, the youngest member of the Flying Graysons, will perform a feat so difficult that few people in the world dare to attempt it even with a net: The Quadruple Flying Somersault!

All eyes are riveted on DICK. A DRUM ROLL.

Dick swings out on the trapeze and fling himself into the air!

DICK'S POV - spinning dizzily through space.

The catch, by older Brother, CHRIS, is shaky. Dick catches by one hand! The crowd gasps. Dick DANGLES for an instant.

Chris pulls Dick up to safety. An uproarious ovation!

BRUCE

watches Chase having a great time. He moves closer.

BRUCE

How 'bout next Sunday we go parachuting or sky diving?

CHASE

Bruce, you seem like a really great guy...

BRUCE

But...

CHASE

But, well, I met someone...

BRUCE

Here, in Gotham City? But you just moved here.

CHASE

It just happened the other night. You could say he just kind of dropped out of the sky and bang, just like that, I knew... I think he felt it too.

BRUCE

He sure did.

CHASE

What?

BRUCE

I said, "I'm sure he did."

CLOWNS FILL THE CENTER RING, LYLE AMONG THEM.

INT. - RINGMASTER'S DRESSING ROOM, NIGHT

"Clown" music drifts in from the arena. The Ringmaster is taking a break at his makeup table, sneaking a cigarette.

A MENACING SHADOW appears on the wall. The Ringmaster looks in his mirror, then turns around, scared shitless.

RINGMASTER

Who - Who are you?

INT. - HIPPODROME, NIGHT

A TINY CAR, horn honking away, roars into the middle ring and begins dislodging clowns. DOZENS OF CLOWNS, all impossibly tumbling out of the cars and over each other.

The "Ringmaster" returns to center ring. No one notices at first that it is not the same person as before.

NEW RINGMASTER

Ladies and gents. May we have your attention. Tonight we have a new act for your amusement. We call it "Massacre under the Big Top."

He turns. It's Harvey Two-Face.

METAL FIRE DOORS drop down at every exit, sealing in the seating areas. SLAM! / SLAM! / SLAM! THUGS AT EVERY DOOR.

ON THE CIRCUS FLOOR

The "clowns" now all out of their tiny car, pull MACHINE GUNS and start firing over the audience's heads. PANIC. SCREAMS. Lyle hits the floor.

TWO-FACE

Ladies and gents. A little decorum please.

(blasting into his microphone)

WE SAID QUIET!!!

MORE MACHINE GUN BURSTS. The audience hushes up, stays in its seats.

Bruce's mind races as he and Chase try to calm people around them.

Lyle is trapped also.

TWO-FACE (CONT'D)

Don't even bother trying to escape. All passageways and exits out of this arena have been sealed and welded shut.

(like a carny barker)

If we may di-rect your attention up to the Hippodrome ceiling...

A thug trains a spotlight up into the rafters, where a WOODEN CRATE is suspended on ropes amid the catwalks high above the high wire.

TWO-FACE (CONT'D)

Inside that wooden box is a bomb powerful enough to make the entire Hippodrome roof come crashing down.

(holding up detonator)

And thiisss is a radio detonator. In case there are any would-be heroes in the audience, the device is keyed to our hand print so that only we can stop the countdown once it starts.

Two-Face presses the button. An ELECTRONIC TIME CLOCK lowers from the ceiling. It has 2 minutes and 22 seconds showing.

Two-Face presses the button again... The digital countdown begins. 2:22. 2:21. 2:20...

The audience shrieks.

THE MAYOR

For god's sake, what do you want?

TWO-FACE

Want, Mayor? We want nothing. Well, I suppose we do want one little thing. Batman.

Shock from the audience. A hint of alarm in Bruce's eyes. Chase looks around nervously, expectantly.

TWO-FACE (CONT'D)

We stand before you, naked and unashamed, honest and true before all Gotham City. But Batman! What kind of man needs to wear a mask like that? Obviously a prominent man, a well-known man. Someone every soul in Gotham would recognize instantly.

Bruce is frozen in his seat. How can he respond without blowing his cover completely?

TWO-FACE (CONT'D)

Under this one roof, we have the so-called cream of Gotham society. The Mayor. The new D.A., Businessmen, civic leaders, artists. Why not Batman? How about it, Bats? Are you here tonight? ARE YOU ENJOYING THE SHOW?!... Reveal yourself. We'll disarm the bomb and

everyone can go home and watch reruns
of Hee Haw. Otherwise... KABOOM!

Two-Face reactivates the time clock: 2:12. 2:11.

Bruce, his eyes riveted on the bomb, hesitates a moment,
deciding... Then he stands up. Chase, misunderstanding his action,
tries to pull Bruce back into his seat.

CHASE

Bruce. There's nothing you can do. Only
Batman can save us.

IN THE SIDE RING

The Grayson Family speed up the guywires to stop the bomb.

TWO-FACE

(to Thugs)

Stop them! They'll ruin everything!

Bruce ducks behind the row of seats and crawls quickly toward a
tent pole.

The Graysons keep moving. Down below, several Thugs start
SHOOTING their machine guns.

TWO-FACE

Stop! Not with bullets, you idiots!
You'll hit the bomb! Go after them!

The Thugs fan out, speeding up the guywires toward the Graysons.

A tremendous FIGHT - swinging, flying fists, kicking - is now
underway up on the trapezes and platforms: The Thugs vs. The
Graysons.

The Thugs are actually well-trained gymnasts, surprisingly adept
at aerial stunts. They all pull out NASTY SWITCHBLADES.

BRUCE unnoticed shimmies up a pole.

And the countdown continues. 1:20. 1:19.

CHRIS

(to Dick)

Keep going. We'll hold them off!

FOLLOW DICK

as he performs some of the most staggeringly difficult aerial
work we've ever seen -

Launching himself trapeze to trapeze ever higher -

Leaping onto the high wire...

Bouncing on the high wire to gain height enough to...

grab a catwalk rail and pull himself up.

Dick now leaps through space to yet another catwalk, then climbs
hand-over-hand into the rafters towards the bomb crate.

Chase watches Dick's progress. 1:03. 1:02. 1:01.

Bruce tries to reach them in time.

ON THE TRAPEZE

The battle of the Graysons vs. The Thugs continues. Several near falls on both sides.

A Thug stabs Dad Grayson in the leg, but Dad manages to escape to another trapeze.

Mom's luck runs out - one Thug punches her off the uppermost trapeze platform. She FALLS!

Mom grabs a wildly swinging trapeze with one leg, wraps her ankle around a rope.

Bruce drawing nearer.

Another Thug CUTS ONE OF THE TRAPEZE ROPES. Mom DROPS, but still holds on precariously. 0:45. 0:44. 0:43.

IN THE CENTER RING

Two-Face flips his coin. It lands "bad" side up. He drops the mike, runs over to the TRAP DOOR the "clowns" were popping out of.

TWO-FACE

We never did like the circus. Too many freaks.

Suddenly one of the Thugs points to the Time Clock - less than 20 seconds left!

Bruce shimmies closer.

The Thugs abandon the fight and SLIDE helter skelter down ropes and guywires to the floor, racing for the trap door.

Dad and Chris race to Mom's aid. They form a HUMAN CHAIN to reach her. Dad - his leg hurt - anchors Chris who SWINGS OUT towards Mom. Mom starts SWINGING from her end to gather momentum.

UP IN THE RAFTERS

Dick has reached the bomb crate. He unties it from its moorings carefully, then runs it down to the catwalk to a MAINTENANCE LADDER leading up through a roof hatch.

ON THE CIRCUS FLOOR

The Thugs begin to pour through the trap door, as fast as they can get there. A few thrill-seekers fire their MACHINE GUNS madly at the crowds, just for the fun of it.

Lyle grabs one of the thugs. He pushes all the money he stole at him.

LYLE

Here. I'll pay you to take me with you.

ON THE TIME CLOCK

0:15. 0:14. 0:13.

AT THE ROOF

Dick climbs the ladder, struggling to open the rusted hatch.

ON THE TRAPEZE

The Graysons are still trying to rescue Mom.

Bruce is almost there.

ON THE CIRCUS FLOOR.

Two-Face looks up at the dangling Graysons. Grinning wickedly, he pulls a huge THROWING STAR from his boot.

AT THE ROOF

Dick shoves the hatch open, climbs out.

ON THE TIME CLOCK

0:10. 0:09. 0:08.

ON THE CIRCUS FLOOR

Two-Face THROWS his throwing star - UP - UP toward the Graysons. He disappears into the TRAP DOOR.

FOLLOW THE THROWING STAR

spinning straight toward the rope holding up Chris and Dad's trapeze.

Bruce reaches for it. Misses.

INT. - UNDERGROUND TUNNEL

Harvey and Thugs escape. Lyle with them.

INT. - HIPPODROME, CONTINUOUS, NIGHT

ON THE TIME CLOCK

0:07. 0:06.

ON THE TRAPEZE

Dad and Chris make their final swing to connect to Mom. Mom LEETS GO and SAILS gloriously toward Chris.

ABOVE THE TRAPEZE

The throwing star slices neatly into the rope holding up the trapeze.

EXT. - HIPPODROME ROOF, CONTINUOUS, NIGHT

Behind Dick as he emerges on the roof, SCREAMS from the audience.

Dick runs to the roof edge overlooking the harbor, and uses the rope to SWING THE BOMB CRATE around and around like a slingshot.

INT. - HIPPODROME, CONTINUOUS, NIGHT

ON THE TIME CLOCK

0:05. 0:04. 0:03.

EXT. - HIPPODROME TUNNEL

Harvey and the Thugs emerge as Harvey notices Lyle.

Who's he? TWO-FACE

A dead man. THUG

And he pulls a gun on Lyle.

Nooo. You wouldn't shoot a Leprechaun. LYLE

EXT. - HIPPODROME ROOF, CONTINUOUS, NIGHT

Dick launches his missile. The bomb crate FLIES OFF THE ROOF and out into the harbor.

FOLLOW THE BOMB

as the crate LANDS IN THE HARBOR, sinks... and one second later - BOOM! A huge WATER EXPLOSION.

EXT. - FAR END OF HIPPODROME PARKING LOT, NIGHT

Two-Face looks over a sea of parked cars at the waterspout - at the Hippodrome still standing. He cries out in primal agony..

Damnnnnn!!!! TWO-FACE

LYLE USES THE DISTRACTION TO ESCAPE INTO THE SHADOWS.

EXT. - HIPPODROME ROOF, NIGHT

Dick's heart is pounding. He's out of breath, but exultant. He's saved the day! A hero is born.

INT. - HIPPODROME, NIGHT

Dick excitedly swings down the ladder and runs back along the catwalk to the trapeze rigging. Then he freezes at the rail. He looks down and his knees buckle. Bruce catches him.

DICK'S POV - STRAIGHT DOWN

The DEAD BODIES of his mother, father and brother and sisters lay across the center ring.

CLOSE-UP ON DICK

Tears. Shock. Anger. A shattered spirit. Bruce feels almost as bad.

DISSOLVE TO:

INT. - POLICE STATION, NIGHT

Authorities console Dick Grayson.

On the fringes of this activity, Bruce and Chase stand behind Commissioner Gordon, watching.

BRUCE'S POV

Dick, totally distraught, is being comforted by a SOCIAL WORKER.

BRUCE

The bravest thing I've ever seen.

CHASE

That kid saved our lives.

BRUCE

But at what price? What's going to happen to him?

GORDON

State home for juveniles. Apparently the boy has no other family. And the law won't allow him to stay with the circus.

CHASE

What about a foster home?

GORDON

There isn't a big market for 16-year-old boys. Can you imagine losing your whole family like that.

Bruce can.

BRUCE

I'll take him.

CHASE

Look, Bruce, it's not like buying a car. Kids take time. And this boy's been hurt. Badly.

BRUCE

I said he can come stay with me. As long as he likes.

GORDON

Bruce Wayne? Adopt a kid?

BRUCE

What's so funny about that?

GORDON

(chuckling)

No offense, Bruce, but I just can't see you as the father type.

BRUCE

Then maybe you need new glasses.

EXT. - WAYNE MANOR, LATE DAY

The gates to Wayne Manor swing open before us. Bruce drives Dick up the long, winding drive toward the motor court.

INT. - WAYNE MANOR FOYER, LATE DAY

Alfred greets them. Dick carries a suitcase.

ALFRED

Welcome, Master Grayson.

DICK

Big house.

BRUCE

Uh, yeah. Very big.

DICK

How many rooms?

BRUCE

Gee, I'm not sure.

(calling across the foyer)

Alfred? How many rooms. Total.

ALFRED

Forty-three, including the sauna.

DICK

This is just to make the social services people happy. It's not like I want to be here or anything. Nothing personal.

BRUCE

Well, I hope your time here, isn't too distasteful. If there's anything I can do... If you want someone to talk to...

DICK

I don't need charity, and I don't need anyone's hand to hold. I'm only doing this to stay straight with the authorities long enough to get a fix on that Two-Face guy.

BRUCE

And then what?

DICK

And then I'm going to kill him.

BRUCE

Dick, listen to me. I know how much pain your in. What it's like to lose people you love. But you can't -

DICK

Don't tell me what I can't do. You're not my father, okay. My father's dead. He's dead.

And with that he grabs his bag and bolts up the stairs.

BRUCE

Shit.

He starts to head after him.

ALFRED

Sir.

Bruce follows Alfred's gaze. THE BAT SIGNAL HAS GONE ON IN THE SKY.

Bruce starts up the stairs. Back out the window. Torn.

BRUCE

Maybe he's right. Wayne Manor is no place for kids.

ALFRED

It served you well, as I recall.

BRUCE

I had you, Alfred. If you weren't here, the place would be... a mausoleum. You know, sometimes I wonder why we stay here.

ALFRED

It reminds us of who we are.

Bruce stares past Alfred, at a framed picture of his long dead parents, of himself, younger, with no knowledge of the future.

BRUCE

And who are we, Alfred? I'm not sure I know any more.

INT. - GUEST BEDROOM

Dick Grayson finishes unpacking. He moves into the

HALLWAY

the house seems empty.

DICK

Hey?... Hello?... Anybody home?

That's odd.

EXT. - GOTHAM CITY STREET, NIGHT

Batman speeds along in the Batmobile. He hits top speed as the car glows RED.

BACK ALLEYS

He suddenly encounters a wedding party getting into their vehicles in the back of a restaurant. Just as it seems he will mow the innocent people down, Batman gives a voice command to the Batmobile and the TWO FLANKS SPLIT FROM THE SIDES, making him a narrow enough bullet car to breeze through the guests.

OVERHEAD SHOT

Like homing pigeons, the TWO FLANKS OF THE CAR race left and right around the block meeting Batman and the Batmobile where he emerges through TWO NARROW BUILDINGS and reconnects to the side of the BATMOBILE. SHEER PERFECTION IN TECHNOLOGY.

EXT. - TOP OF TALL BUILDING, NIGHT

Where the Batsignal originates. Batman leaps from a neighboring roof. But he finds no one there. He's all alone with the HUGE SEARCHLIGHT.

BATMAN

Commissioner..?

A shadow appears from behind the HUGE SEARCHLIGHT. Batman steels himself for a battle, only to discover Chase.

BATMAN (CONT'D)

Where's Commissioner Gordon?

CHASE

Home. I turned on the Signal.

BATMAN

What's wrong?

CHASE

I was afraid I'd never see you again.

BATMAN

The Batsignal is not a beeper. I was in the middle of something important. I have no time for...

She comes closer.

CHASE

Me...

BATMAN

I heard you were seeing Bruce Wayne.

CHASE

Oh, I like him very much... but...

Chase runs her finger along the outline of Batman's mask.

CHASE (CONT'D)

Pity I can't see behind the mask.

BATMAN

We all wear masks.

CHASE

My life's an open book. Do you like to read?

BATMAN

It's not that easy.

CHASE

We could play doctor. Test my theory on my psychiatrist's couch.

BATMAN

Depends who's on the couch.

CHASE

We'll switch off. I'll bring the wine, you bring me your scarred psyche.

BATMAN

You are direct, aren't you.

CHASE

Thank you. But then you like strong women, don't you? Especially if they're wearing skin-tight vinyl and carry a whip.

Their bodies are so close.

BATMAN

I haven't had much luck with women...

CHASE

Maybe you just haven't met the right woman...

Their faces are so close. It seems they are just about to kiss when suddenly Commissioner Gordon, trench-coat over his pajamas, comes huffing and puffing onto the roof.

GORDON

I saw the light... rushed over... What's going on?

BATMAN

Nothing... False alarm...

CHASE

You sure?

Batman shoots a Batarang into the night and dives from building to building to aqueduct. The cockpit of the Batmobile opens as he jumps inside and takes off.

CHASE

watches him as Gordon shuts off the signal.

EXT. - SEEDY PART OF TOWN, DAY.

POLICE SIRENS whine as a pair of CRUISERS zoom down a pot-holed street.

ANGLE ON

One particularly seedy building.

INT. - TWO-FACE'S HIDEOUT, DAY

The room is dark. The screech of POLICE SIRENS continues, fading away, as a trap door in the floor of Leatherland pops open. Two-Face enters.

TWO-FACE

This town has no sense of humor. One little terrorist act, the police are all over your case.

VOICE IN THE DARK

Riddle me this, what do I get to keep after I give it to someone else?

Two-Face instantly pulls his gun and blindly aims.

TWO-FACE

Who's there? Speak up or we shoot!

Over in Laceland, a light flicks on, revealing..

LYLE

It's your new best friend. "The Riddler."

LYLE - NOW IN HIS NEW COSTUME, LIME GREEN, COVERED WITH QUESTION MARKS, A BETTER DERBY. A MENACING MASK.

RIDDLER

Oh, come on. You're not even trying.
The answer is "my word." Keep it..?
After giving it away..? Never mind. I
can see you're not the intellectual
type. I'll bet your idea of a brain
teaser is finding the tomato in a
double deck hamburger.

Two-Face snaps his fingers and his Thugs begin to enter.

TWO-FACE

How'd you find us?

RIDDLER

(rapidly)

I mean you are Tow-Face, you would need
to face Noth and South and East and
West... be on all points at the same
time... Face both rivers always evenly
divided geographically and there is
only one spot in Gotham City serving
all of these bi-facial, bi-coastal, bi-
lingual, biodegradable and biological
needs... and that I believe is the spot I
am standing on right NOW! Am I clever
or what? Be honest. Be brutal.

Two-Face is absolutely stupefied at this stranger's sheer moxie.

RIDDLER (CONT'D)

I simply loooooove what you've done with
this place.

As he crosses to Leatherland...

RIDDLER (CONT'D)

It's so darrrrrk and Gothic and
disgustingly decadent...

As he bounces to Laceland...

RIDDLER (CONT'D)

Yet so bright and chipper and
conservative!

(to "bad" side)

It's so youuuuu.

("good" side)

And yet so you! Very few people are
both a summer and a winter. But you
pull it off nicely.

Two-Face draws a gun. Points it at the green clown.

RIDDLER (CONT'D)

Hook up with me, pretty boy
(patting Harvey's ugly cheek)
you will help me gather enough cash to
become the greatest electronics mogul
of all time; eclipsing Bruce Wayne
forever!!! And I'll give you Batman's
head on a silver platter.

TWO-FACE

We don't need a third partner.

RIDDLER

Oh. Right. Since you've gotten out of Arkham, you've managed what? To bungle stealing a safe? And, correct me if I'm wrong here, you were outsmarted by a sixteen year old at the circus. You have muscle, and I have the mind. A mind smart enough to bring down Batman for you and Bruce Wayne for me.

He has moved to the front of the room, where Leather and Lace, both on their respective sides, are glued to their TVs totally involved in the BLUE-GREEN INTERACTIVE HOLOGRAPHIC HALO.

RIDDLER (CONT'D)

...I need production capital. So every home of every person in Gotham City will have one of these Boxes... They enjoy a modern miracle...

He tosses a receiver electrode to Two-Face.

RIDDLER

...and I will tap into all their intelligence. Take a hit.

Two-Face looks at the electrode curiously.

RIDDLER (CONT'D)

(rapping his forehead)

Up, up, up.

A beat. Then, gun still trained on the Riddler, Two-Face holds the receiver up to his own forehead. He's blasted with a dose of Leather and Lace's thought patterns.

TWO-FACE

Holy shit.

RIDDLER

Alright. So not everyone can be a poet. Still, I respect the sentiment. Pretty spiffy, huh? It makes you smarter, and smarter and smarter.

(off the girls)

And they don't know much of anything while they're tapped in.

Riddler waves his hand in front of the girls' eyes. No response. Definitely zoned.

RIDDLER (CONT'D)

(to the oblivious girls)

This is your brain on the box.

He looks at Two-Face, eyes wide as he absorbs Leather and Lace's presumably not un-interesting fantasies.

RIDDLER (CONT'D)

This is your brain on their brain.

He slips out another electrode, plants it on his own forehead.

RIDDLER

This is my brain on your brain on their brains. How great is this?

The Riddler grabs Two-Face's receiver.

TWO-FACE

No. Wait...

RIDDLER

Addictive, isn't it, my dual-visaged friend. Just Say No. Until I say yes. Call it a little fringe benefit of working with me. Here's the concept. Crime. My I.Q., your AK-47. We'll take Gotham to the cleaners! You'll be so rich, after you kill Batman you can afford to buy two enormous houses - together we'll call them Congress!

TWO-FACE

You are a very strange person. You speak to us as if we are old friends, which we are not. You have very peculiar toys. You help yourself to our women when it is clearly suicidal to do so. Still, an intriguing proposition.
(pulling out "The Coin")
Heads we take you up on your offer.

He cocks the gun and puts the barrel to The Riddler's temple.

TWO-FACE (CONT'D)

Tails we blow your GODDAMN GREEN HEAD OFF!!!

FOLLOW THE COIN

as Two-Face flips it high into the air... SPINNING.

INT. - DIAMOND EXCHANGE, NIGHT

Two-Face and his Thugs grab handfuls of gems as a BRAVE GUARD risks his life by pressing the ALARM BUTTON. But when he does, the LOONEY TUNES and MERRI-MELODIES THEME plays and Daffy Duck fills the surveillance screens. The Riddler appears, laughing daffier than Daffy. He has electronically fooled the system.

FULL SCREEN NEWSPAPER

"RIDDLER/TWO-FACE PULL OFF MULTI-MILS DIAMOND HAUL. NO BATMAN!"

INT. - WAYNE MANOR, DAY

Bruce is disturbed watching the news. Alfred exits and finds Dick Grayson in the

HALLWAY

trying to open a locked door which leads to the Bat Cave.

ALFRED

May I help you, Master Grayson?

DICK

How come this is the only locked door around here?

ALFRED

The silverware collection. Aren't you supposed to be doing your homework?

Dick reluctantly leaves the hallway. When Alfred thinks it's safe, he takes a key from his pocket and looking both ways, disappears into the secret doorway, unaware that Dick is watching him.

EXT. - CLAW ISLAND, DAY

Lyle takes a lease on the old island, remnants of the old army base and prison remain.

INT - GOTHAM CASINO, NIGHT

The Riddler, Two-Face and the Thugs pull off a daring robbery. This time the MANAGER sets off the POLICE AND BAT ALARM. This is just what the Riddler wants.

EXT. - CASINO

As the Thugs make a getaway.

EXT. - GOTHAM STREET

Batman, in the Batmobile races toward them reading his coordinates on the windshield screen.

EXT. - CASINO

The Riddler uses an electronic wand.

BATMAN

It scrambles his coordinates. Where's he going?

EXT. - CASINO

The Thugs are long gone as Batman arrives.

ABOVE THE CITY

Riddler and Two-Face cackle.

TV SCREEN - VONDELLE MILLIONS AND HIS PANEL OF EXPERTS
ATTACK BATMAN.

VONDELLE

Has Batman lost his touch?

AIMS

We don't need Batman anyway. It's about
time we took care of ourselves. We've
become weak. Any time someone's in
trouble they scream "Batman, Batman!"
Weaklings!

PULL BACK we are in the laundry room of Wayne Manor. Alfred does
laundry as Dick enters with his.

ALFRED

Starch or no starch?

DICK

I'll do it myself. I don't believe in
servants.

ALFRED

As you wish, sir.

QUICK CUTS FOLLOW Dick washing and drying his clothes using all
Martial Arts techniques. It's quite a display and Alfred is
impressed. He exits and moves into..

A HALLWAY

Alfred quickly goes to the locked door that leads to the Bat
Cave. Using his key, he enters quickly.

ANOTHER ANGLE

Dick has not missed this, and he's timing it.

INT. - STRUCTURES ON CLAW ISLAND, DAY

Construction, installations, Lyle is beginning to manufacture
"The Box."

EXT. - ARMORED TRUCK BASE

An ARMORED TRUCK sits open on the street.

WIDER

The GUARDS sit in the small base station, mesmerized by
holographic images of the LOVE BOAT emanating from the box on
their TV.

The Riddler, dressed like a construction worker straight out of the VILLAGE PEOPLE, cavorts to the music, leaping over growing stacks of money being hauled out of the trunk by his gang.

THR RIDDLER SPRAY PAINTS A RIDDLE ON THE STREET.

INT. - RIDDLER'S CONTROL ROOM

The Riddler sits, sucking IQ points from TVs all over Gotham.

EXT. - LOADING DOCK

Thugs steal precious gems, PAINTINGS, all sorts of valuable cargo while the SECURITY GUARDS sit in their booth, zoned out on holographic TV.

RIDDLER PAINTS ANOTHER RIDDLE ON THE SIDE OF THE BOAT.

INT. - BAT CAVE, DAY

Batman studies all of the Riddler's notes and letters to Bruce Wayne, compares them to the riddles left at the crimes.

EXT. - ARKHAM SQUARE, DAY

HEADLINES FLASH ELECTRONICALLY ON THE GOTHAM TIMES BUILDING.

"HAS THE BAT GONE BLIND?"

CAPED CRUSADER NO HELP DURING GOTHAM CRIME SPREE

INT. - WAYNE MANOR GYM, DAY

Bruce enters to work-out. He discovers Dick kicking, socking, chopping an EFFIGY OF TWO-FACE. Dick is savage, unrelenting as he destroys the canvas effigy. He finishes to find Bruce watching him with concern.

EXT. - GOTHAM STREET, DAY

AN ELECTRONICS STORE DEMONSTRATES "THE BOX". Crowds gather. They are mesmerized.

INT. - GOTHAM OPERA, NIGHT

"The Barber of Seville" is in full swing. As the bejewelled and bedecked AUDIENCE watches the Italian opera, the translation is being spelled out for them on a large electronic panel over the stage.

BACKSTAGE

We see HANDS in green gloves with Question marks on them rework the wiring on the TRANSLATOR BOX.

AUDIENCE

The familiar BLUE/GREEN energy beam we associate with The Riddler bathes the audience and the performers. In seconds they are all transfixed.

Harvey and his Thugs take the balcony in their protective headgear and strip everyone of their jewels, etc.

THE RIDDLER

Picks up the aria and a-capella racesthrough the stunned audience as he collects jewels and wallets, etc.

He finishes the aria with panache and he and the Thugs disappear just as Batman leaps to the stage from the ceiling. He looks around at a stunned audience. Suddenly he sees a SMALL BOX WITH A QUESTION MARK ON IT. He opens it to find a pair of PLASTIC HANDS APPLAUDING HIM.

At that second the BLUE/GREEN BEAM goes off and the

AUDIENCE, suddenly seeing Batman on the stage with the plastic hands, starts laughing. They all laugh until someone notices her tiara is missing and laughs turn to screams.

HEADLINE - "BATMAN BLOPERA AT OPERA"

QUICK CUTS OF GOTHAM CITY RESIDENCES.

RICH, POOR AND MIDDLE. PEOPLE ARE INTO "THE BOX."

INT. - CONTROL ROOM

The Riddler gives Harvey a dose of Gotham's mind. Just a little one though. Harvey wants more but Riddler pulls back the electrode jealously.

EXT. - ELECTRONIC STORES

Crowds of people line up. Some stores say "SOLD OUT" other "YES, WE HAVE THE BOX."

INT. - LYLE'S ELECTRONIC CONTROL CENTER - CLAW ISLAND

He bathes in the glow of all the brainwaves they are sapping from Gothamites.

TWO-FACE

(entering)

You promised me Batman.

RIDDLER

(holding out an electrode)

Harv. Relax. Take a hit.

A beat. Then Harvey moves reluctantly forward, staring at the electrode with the glowing eyes of an addict.

LYLE'S HEAD

VERY, VERY SUBTLY WE SEE HIS BRAIN GROWING.

EXT. - HECKTECH HEADQUARTERS - CLAW ISLAND, DAY.

A GIANT CORPORATE SIGN reading "HECKTECH" is raised by cranes into place over a sleek, state-of-the-art industrial building.

Watching the ceremony are SEVERAL DOZEN APPLAUDING EMPLOYEES and a whole herd of MEDIA, cameras clicking and rolling away. As the sign is settled into place, Lyle, a natty green slave to fashion, steps up to a podium and microphone.

LYLE

Thank you, thank you, ladies and gentlemen. Let me tell you my vision for the future.

The GOTHAM CITY SOCIAL MATRONS who have always fawned over Bruce, now fawn over Lyle.

LADIES

Are you busy Thursday... Have you met my cousin... etc, etc.

QUICK CUTS OF NEWSPAPERS, MAGAZINES, TALK SHOWS, all proclaiming Lyle Heckendorf as the new King of Electronics in Gotham City. Move over Bruce Wayne, etc. Gotham's most Eligible Bachelor, etc., etc. Lyle is becoming quite the creature of fashion. Purple hair, BRILLIANT REFLECTIVE CLOTHES, a little makeup sort of Karl Lagerfeld meets Elton John meets Ted Turner (what a concept!) And all the while his brain and brilliance keep growing.

INT. - WAYNE MANOR, DAY

Alfred quickly and quietly walks to the LOCKED SECRET DOOR.

ALFRED

(calling out)

Where are you, Master Dick?

THIRD FLOOR

High above, Dick appears on the third floor landing.

DICK

Up here, Alfred!

ALFRED

Just checking, young sir.

DICK

(to himself)

You have four seconds from...

Below, Alfred opens the door.

DICK (CONT'D)

Now!

Alfred disappears and the secret door begins to close, Dick leaps over the bannister, grabs the chandelier, catapults to a large tapestry, slides down the bannister and makes a daring slide across the long first floor hall, just sliding into the passageway before the secret locked door slams shut.

INT. - SECRET HALL

Dick quietly tiptoes down a small staircase into

THE BAT CAVE!!!

INT. - BRUCE WAYNE'S OFFICE, NIGHT

Chase and Bruce look over all of The Riddler's material.

BRUCE

The style's the same as those found at the crime sites. But why would The Riddler be sending me riddles? Why not... Batman for instance?

CHASE

Why don't you ask him?

BRUCE

The Riddler?

CHASE

No, Batman. Do you know him?

BRUCE

I'm... familiar with him.

CHASE

What's he like?

BRUCE

He's... hard to get to know.

CHASE

Tell me about it.

BRUCE

Anyway, thanks for coming over and giving me the benefit of your expertise.

CHASE

I have to be honest, Bruce. I had an ulterior motive.

BRUCE

(hopefully)

Sounds good...

CHASE

Can you get a note to Batman for me. I know it's crazy but...

She hands him a note.

BRUCE

Chase, you can't make a life with Batman. He can't have a normal life. His world is darkness and anger and fear.

CHASE

You seem to understand him pretty well.

BRUCE

Maybe we're not as different as you think.

Just then, Alfred interrupts on the VIDEO PHONE.

ALFRED

Sir, I'm sorry to interrupt you.

BRUCE

Alfred, you remember Chase, don't you?

CHASE

Hi, Alfred.

ALFRED

Sir. I'm afraid I have some rather distressing news. About Master Dick.

BRUCE

What's the matter? Is he all right?

ALFRED

I'm afraid Master Dick has... gone traveling.

BRUCE

He ran away?

ALFRED

That's not the actual problem. He took the car.

BRUCE

What? He boosted the Jag?
(with great relief)
Is that all?

(to Chase)

He took a joyride. Teenagers.

ALFRED

I'm afraid you still don't understand, sir. Master Dick did not take the Jaguar. He took the other car.

BRUCE

The Rolls? That is more serious.

ALFRED

No, sir.

(trying harder to get through,
nodding slightly downward)

He took the OTHER car.

Bruce finally gets it. Uh-oh.

EXT. - GOTHAM CITY, NIGHT

The Strip. Gotham Night Life. Everybody's out. Neon, Traffic, Sleaze.

Suddenly Dick cruises into this energy in the BATMOBILE! This gets everybody's attention.

INT. - BATMOBILE

The vehicle is a little bit out of his league, however, as he tries to grapple with the power and the many features he doesn't know how to use. He presses the WRONG BUTTON.

EXT. - BATMOBILE

and the FLANKS POP OFF. OOOOps! He gets them back on.

Suddenly his is confronted with a GROUP OF FLASHY LOW RIDERS. They HYDRAULIC UP AND DOWN competitively.

Dick finally finds the right button. He can PUMP THE BATMOBILE, HIGHER AND FASTER AND puts them all to shame.

He turns a corner and tries speeding through the alleys.

Suddenly he hears a SCREAM.

A YOUNG TEEN-AGE GIRL is being chased by SIX GANG MEMBERS through the alley. Dick stops the Batmobile and jumps out to her rescue. Dick takes on the group with a fantastic display of Martial Arts expertise. They are a tough group, however, and just as it seems he's polished them all off, one of whom had gotten away earlier, returns, bringing THIRTY GANG MEMBERS with him. They are running with bats and clubs and anything they could get their hands on. Dick prepares for war.

Suddenly a dark shape jumps from above the alley.

GANG MEMBER

Holy shit... It's the Bat!!!

Batman dives into them like a bowling ball makes a strike. They scatter as he calls for the Batmobile and makes a quick getaway with Dick.

INT. - BAT CAVE, NIGHT - TEN MINUTES LATER

Bruce argues with Dick as Alfred watches.

DICK

I'm sorry. I won't pull a stunt like that again... I promise. But you have to let me be a part of this.

BRUCE

Absolutely not. This is not your fight.

DICK

Harvey Two-Face took the only life I've ever known. But know it seems like there's some rhyme or reason to this. Let me work with you. Be your partner.

BRUCE

This isn't about personal vengeance.

Dick glances at a small framed headline of Bruce's parents' murder.

DICK

Right.

BRUCE

You don't know what you're asking.

DICK

Don't I?

BRUCE

(ice cold)

No. You don't.

(softening)

You're young and...

DICK

I am not a kid! You wanna catch Harvey Two-Face, don't you? So do I! Let me at least help you long enough to bag him.

BRUCE

Define "bag him."

Dick looks away.

DICK

I've sworn on my parents graves to kill him.

BRUCE

That's what I was afraid of. The discussion is over. You are going away to school.

DICK

Screw you, Bruce.

BRUCE

Listen to me, Dick. You don't know what it's like. You give up real life. You live in shadows. Always hiding. Loneliness. Isolation. No family. No friends. Dick. I want better for you.

DICK

Save the sermon, okay? Don't you read the papers... Batman's slipping... You could use some new blood. So either you let me help you or I do it myself. You decide, Batman.

Dick turns on his heel and storms out. Bruce stares after him with tired eyes.

A beat. Then he notices Chase's letter. Opens it. He melts. What's a legend to do.

INT. - CHASE'S BEDROOM, NIGHT

Chase wakes from a sound sleep as a shadow crosses her face. She looks up.

FRENCH WINDOWS TO HER TERRACE

BATMAN'S SILHOUETTE. She gets up and quickly goes to the windows and opens them. She's in a diaphanous white nightgown. He's in black rubber. The moon, the wind. They kiss as Chase leads him into the bedroom. MUSIC BEGINS. She goes to remove his mask. He stops her.

INT. - CHASE'S BEDROOM, LATER

Post coital. Chase stands at the window, pulling closed her robe. Batman is before her.

She touches his mask.

CHASE

Does it ever come off?

BATMAN

No.

CHASE

Is your war against evil more important than... than this?

BATMAN

I was six when I fell into the darkness. My father thought it was a rabbit hole, but I fell into a bat cave. Thousands of bats everywhere. I fought them off bravely but then out of the shadows a hissing, gliding with ancient grace, unwilling to retreat as his brothers did, eyes gleaming untouched by love or joy or sorrow.

Breath hot with the taste of fallen foes. The stench of dead things. Damned things. Surely the Purest Warrior ever known. The only evil I have never been able to face. I ran...

CHASE

You were only six...

BATMAN

Most people think I became Batman to fight crime. I became Batman to fight that fear. I became the FEAR!

CHASE

Tell me, please. Who are you?

BATMAN

I don't know anymore.

And with that he steps up onto the balcony and is gone. A shadow of the wing in the dead of night.

INT. - LYLE'S POWER CENTER, HECKTECH, CLAW ISLAND, NIGHT

AS MUSIC becomes SONG INTRO, we find Lyle plugged into almost every TV set in Gotham. Brain canals growing. Becoming more insane sitting in his control center. He begins singing "MY WAY" as the TV monitors become one giant "Karaoke" and the words to the song appear. Images include, Lyle, Lyle and More of Lyle.

EXT. - HECKENDORF SPIRES, NIGHT - WEEKS LATER

An elegant skyscraper with twin spires at the top twisting gracefully into the night sky.

At the marble entrance, the red carpet is rolled out for a pull-out-the-stops party. Over the door, a vibrant banner proclaims "Hecktech - Imagine the Future."

At the curb, portly, well off businessmen and their ladies, dressed in over-the-top runway fashions, pile out of luxury cars and hand off the keys to a battalion of valet parkers.

Down the street, a few party-goers come upstairs from a subway stop with a brand new lighted sign announcing "Heckendorf Plaza."

Next car up - Bruce Wayne's Rolls, driven by Alfred. A valet hands Chase out. She looks stunning in a simple gold silk sheath.

Bruce leans over Alfred before stepping out of the car.

BRUCE

I smell trouble.

ALFRED

For once, I must insist you have a good time. I shall be near at hand, monitoring the police bands.

BRUCE

Am I being paranoid?

ALFRED

No more than usual, sir. The lady awaits.

BRUCE

Right.

Bruce joins Chase at the curb. He escorts her down the red carpet toward the building elevators.

INT. - HECKENDORF SPIRES, BANQUET HALL

An enormous space without a bit of subtlety. Ostentatious marble and chrome everywhere, in a garish punk-meets-Art Deco theme.

The room is packed with people sipping exotically colored cocktails, munching lavish hors d'oeuvres. Conversation BUZZ is high.

Into this zoo walk Bruce and Chase. Bruce is skeptical, on his guard.

BRUCE

Too much, too fast.

Bruce and Chase snag drinks and begin to wander around.

At brightly-lighted stations throughout the room, showy displays announce "THE NEW IMPROVED BOX." Pretty, scantily-clad showgirls beckon partygoers to try out the wares.

And sure enough, there are lines of people waiting to step into the BLUE ENERGY BEAMS emanating from the sleek electronic new boxes.

Bruce and Chase stop by the first display, where a SOCIALITE cloaked by the Energy Beam gasps with delight as she finds herself dazzling in diamonds from head to toe.

CHASE

I don't believe this!

BRUCE

Where did he get the financing for this? The Mob? Some European cartel?

CHASE

Do I detect a note of professional jealousy?

They wander to the next display, where a CHUBBY PROFESSOR frolics through an Energy Beam with a sword in hand, fighting off a KNIGHT ON HORSEBACK who falls back with every blow struck by the Professor.

CHASE

Come on, Bruce. Don't you want to try it?

Bruce shakes his head. Instead he slips around a piled-high display of The Box, takes one off the top and tries to pry the back open. But the SHOWGIRL on duty plucks it out of his hands.

SHOWGIRL

(with a smile)

Naughty, naughty!

BRUCE

My mistake.

He moves on, still observing everything keenly, Chase at his side.

CHASE

What's wrong with you, Bruce? This is a fantastic party!

BRUCE

Marketing, PR, packaging - The clumsy little guy who used to work for me couldn't have put this together this fast.

Chase bursts out laughing at the next display they come to. An extremely BALD GUY, who's gone to great pains to look distinguished, steps into the blue energy mean and looks into a mirror.

CLOSE-UP ON

The Bald Guy, now has HAIR. Lots of hair. Rivers of it, flowing down to his shoulder, thick and lustrous. In absolute heaven, the Bald Guy looks like he never wants to move from this spot.

Bruce sees acquaintances approaching.

BRUCE

Evening ladies...

The GOTHAM CITY SOCIETY MATRONS, dressed to the nines, tens and elevens hardly notice him.

MATRONS

Hi, Bruce...

as they rush madly over to Lyle and crowd around him for a Photo Op as he is being interviewed by a gang of the press. Lyle now has magenta hair and a beauty mark. He is fashion and society's darling.

NEWSCASTER

So you're outselling WayneTech...

LYLE

Two to one...

JOURNALIST

And you're expanding faster than...

LYLE

I am outdoing Bruce Wayne in every way.
There is nothing he stands for or
possesses that I cannot have...

Suddenly he looks over.

BRUCE AND CHASE

She looks incredibly beautiful. Lyle is immediately obsessed and
possessed. He has a new goal.

LYLE (CONT'D)

Nothing!

BRUCE AND CHASE

CHASE

Thank you for giving my note to Batman.

BRUCE

Did you guys connect?

CHASE

Uh huh... yes we connected.

Is she blushing?

They are interrupted by LYLE - higher than a kite, bubbling over
with excitement and charm.

LYLE

Bruce Wayne! I am soooo glad you came!

BRUCE

Congratulations.

LYLE

And whoooo is this ravishing creature?

BRUCE

Dr. Chase Meridien, Lyle Heckendorf.

Lyle snatches up Chase's hand.

LYLE

My dear. You look like a woman who
loves to dance. I have the most special
partner for you!

Puring over her, he gestures her towards a nearby new Box
display.

LYLE

I'm afraid this model won't be in the
stores until Christmas. But youuuu are
welcome to drop by my island anytime,
day or night, to play with the
merchandise.

Chase walks tentatively to the display. Lyle nods to a technician and a shimmering BLUE ENERGY BEAM engulfs her. Chase gasps as her party dress transforms into a gauzy white BALLROOM GOWN straight out of a 1930s movie. Then, miraculously MATERIALIZING beside her, the greatest dance partner of all time...

FRED ASTAIRE. In person. In black and white. Chase also turns BLACK AND WHITE to match.

In the b.g., Fred and Chase perform one of the most breathtakingly romantic dance routines as Bruce and Lyle talk.

LYLE

We meet on even terms, at last. Or a bit uneven, the way things are going for you, Bruce. Alas. You had your chance to join me.

BRUCE

I'm happy for you, Lyle. Really.

LYLE

Gracious in defeat. How charming.

Suddenly MACHINE GUN FIRE bursts across the room and up into the ceiling, sending a chandelier CRASHING to the floor.

HARVEY TWO-FACE and his THUGS - weilding MACHINE GUNS at every entrance. The crowd SCREAMS.

TWO-FACE

All right, folks, this is an old-fashioned, low-tech stick up. We're interested in the basics: Jewelry, cash, watches, high-end cellular phones. Hand 'em over nice and easy and no one gets hurt.

Two-Face's Thugs charge into the room. The crowd SCREAMS.

While Chase is distracted, Bruce backs toward a French door and slips away out onto the balcony.

The Thugs circulate quickly through the room, yanking jewels from ladies' ears and necks, grabbing wallets and purses, shoving them all into pillowcases.

EXT. - SIDE OF BUILDING

Bruce leaps into the Rolls.

BRUCE

Emergency, Alfred.

A SECRET PANEL IN THE BACK OPENS TO A BATSUIT.

INT. - PARTY

Mayhem as Chase looks around.

CHASE

Bruce..?! Bruce..?!

Meanwhile, Lyle pushes his way against the crowd, through Two-Face's ring of personal guards and right up to Two-Face's face.

LYLE

(confidentially)

If you wanted an invitation, all you had to do was ask.

Two-Face turns the full force of his evil side.

TWO-FACE

We're sick of waiting for you to deliver the Bat, Riddle boy. Maybe this'll show you who's boss.

LYLE

(tantrum)

This is my big party!!!

TWO-FACE

And this is your wake up call! You promised me Batman. We're still waiting!

LYLE

Patience, oh bifurcated one. Patience.

TWO-FACE

Screw patience. We want him dead.

(looking around)

Nothing brings out Batman like a little mayhem and murder.

LYLE

Oh well, in that case. As long as you were going to rob me, the least you could have done was let me in on the caper. We could have organized this, planned it, pre-sold the movie rights! Given it a theme.

Suddenly the CRASH of breaking glass - and BATMAN flies in through a window, kicking a row of Thugs down before he lets go his rope and lands lightly on the floor.

LYLE

Harv, babe, I gotta be honest. Your entrance was good. His was better. What's the difference? Showmanship.

TWO-FACE

Outta our way.

Two-Face shoves Lyle away and starts looking for a clean shot at Batman. He tries a couple of times, but only destroys an ice sculpture and some liquor bottles. More screams.

LYLE

If you wouldn't mind taking your fight
outside..?

One HUGE THUG charges right at Batman. Batman heaves him overhead, then THROWS him into a tall display of stacked Boxes, which SMASH to the floor. Lyle, seeing this, yelps in pain.

More Thugs fistfight Batman into the Energy Beam where the Armored Knight waits, lance drawn. The KNIGHT ON HORSEBACK CHARGES Batman. Batman whirls around to meet him, confused for a second.

The Knight barrels down on Batman, poised to skewer him viciously! The Thugs shriek and dive for the floor. The Knight GALLOPS STRAIGHT THROUGH Batman - then disappears at the edge of the Energy Beam.

Hearing the scream of POLICE SIRENS from outside, Two-Face and his Thugs scam into the express elevator. The doors close.

A group sigh of relief. CHEERS erupt for Batman. Chase, her eyes bright, tries to cut through the crowd to get to him.

But Batman leaps onto the balcony - and JUMPS! Party guests rush over to watch.

EXT. - HECKENDORF SPIRES, NIGHT

PARTY GUESTS POV

Gripping the edges of his cape, Batman GLIDES 60 floors down the skyscraper toward the street.

BATMAN'S POV, AERIAL

Below, Harvey and his thugs are disappearing down the subway stairs.

INT. - HECKENDORF SPIRES SUBWAY STOP, NIGHT

The Thugs pile across the platform, shoving subway passengers out of their way. They're running for..

The TRAIN, which has just opened it's doors.

TWO-FACE

Is he following?

THUG

He's right behind us.

TWO-FACE

Excellent.

The Thugs fling off-boarding passengers aside with abandon, bulldozing their way onto the train. Two-Face, neatly protected by his men, steps onto the train calmly.

Batman flies down the steps after the Thugs. He catches the hindmost Thug, knocks him out as he keeps running.

The last few Thugs fight through the crowds to get to the tail end of the train. Two Thugs elbow an UNLUCKY THUG out of the way to get to the door. They push him off the platform.

UNLUCKY THUG

Noooo! Wait! Help me!

Grabbing for anything to stop his fall, the Unlucky Thug, unfortunately, grabs the THIRD RAIL. He fries as the ELECTRIC SHOCK pulses through him. His SCREAMS are drowned out by the WAIL of the train's siren as the doors start to close.

Batman races to board the train. He's too late. The doors HISS closed and the train starts moving.

As the train pulls away, Batman DIVES for the back of the last car.

INT. - SUBWAY TUNNEL, NIGHT

Batman clings with one hand to a handle on the very back of the subway train. He scrambles for a foothold.

ANGLE ON

Batman's feet, dangling perilously close to the third rail.

There! One foot's up on a ledge. Then the other. Batman's cape billows in the wake of the train's passing.

INT. - SUBWAY STOP, NIGHT

The train squeaks to a stop. As the doors wheeze open, Two-Face's Thugs pour out, shoving passengers out of the way, shooting a path clear ahead of them when necessary.

Batman swings off the end of the train.

Two-Face, charging the platform, runs smack into Dr. Aims.

TWO-FACE

Hey. We know you. You've bored us on TV.

Two-Face grabs Aims around the neck and shoves his gun right under Aims' chin. Aims is an instant quivering pile of jelly.

AIMS

You don't like my show?

TWO-FACE

No! Two thumbs down.

Two-Face traces Aims' face with the muzzle of his gun.

AIMS

Batman! Help me!!

Two-Face cocks back the reveolver -

WHIP PAN TO

Batman, standing tall and ominous at the edge of the platform.

A BATARANG hits Two-Face square in the hand! He drops the gun, yelping in pain and runs away.

BATMAN swoops down. Aims, cowering on the ground, gapes with awe at Batman's display of pure strength.

AIMS

Batman. You're a god!!

BATMAN

Which way did Two-Face go?

Aims points to a stairway exit downward. Batman is off on the chase again. Aims staggers against a post, grateful to be alive.

INT. - ABANDONED SUBWAY TUNNEL, NIGHT

Batman makes his way down the floor of the subway tunnel. The train tracks are torn up in some places, the curved brick walls are crumbling. He looks, listens in both directions of the tunnel. The tunnel swallows up all light. No sound of footsteps.

Batman opens his Utility Belt and takes out the BATLENS - a magnifying glass-type device that functions as an infrared night-scope. He dials up the contrast and scans the area.

BATLENS POV - INFRARED

Nothing to the left. The Batlens swerves around. To the right... Heat radiation reveals Two-Face and his gang hugging the walls to avoid being seen.

FARTHER UP THE TUNNEL

Two-Face and his gang.

THUG

The Bat.

TWO-FACE

It's about time. Keep him coming.

The crooks fire some bullets Batman's way, then run.

They reach a tunnel intersection where some light leaks down from upper subway levels. Two-Face trips on an old gas pipe.

TWO-FACE

Nothing worse than a bad case of gas.

Two-Face smashes the ancient pipe with the butt of his machine gun.

The Thugs recoil as the rotten-egg smell of gas hits them. Angrily, Two-Face YANKS the pipeline away from the wall.

TWO-FACE

C'mon.

Two-Face and his Thugs retreat into the dimly lit subway station behind them, Two-Face grabs a "Rhodesian street sweeper" from one of the Thugs - a fearsome weapon, it shoots mini-grenades like a revolver.

TWO-FACE

Lights. Camera. Action.

Two-Face backs off and FIRES as his Thugs run for cover behind him. The Grenade EXPLODES right by a piece of broken pipe.

WHOOSH! ESCAPING GAS EXPLODES. A huge FIREBALL, dense and brilliant, forms and rushes down several hundred feet of tunnel straight at Batman!

Batman spins around. But there's nowhere for him to hide! He grips the ends of his cape and twirls it closed around him.

The fireball swooshes over Batman, blanketing him completely! Still barreling straight toward us, it dissipates gloriously into black smoke down the tunnel.

TWO-FACE'S POV, DOWN THE TUNNEL

Nothing's left. Nothing but smoke. No Batman. A moment of dead quiet.

Two-Face chortles malevolently.

TWO-FACE

Finally. Next, The Riddler.

Then Two-Face's smirk vanishes. The Thugs also drop their jaws.

THUG

No. It can't be.

TWO-FACE'S POV

Back in the smoke, a figure rises up from the ground. Raising its hands to its face dramatically, the arms open, unfolding into WINGS.

And Batman strides out of the smoke and down the tunnel toward Two-Face, his cape swirling wide around him. He's alive! The Thugs start running.

INT. - ABANDONED SUBWAY STATION, NIGHT, CONTINUOUS

Batman emerges from the tunnel into an abandoned subway station - a visually amazing underworld with crumbling Gothic arches, elaborate tile work, and lit through stained glass panels connecting to the sidewalks above. The space is huge, eerie, dark.

Batman walks stealthily by an old construction scaffolding.

ANGLE UP TO REVEAL

A pile of huge rocks on top of the scaffolding. Hiding in the shadows Two-Face gives the scaffold a push in just the right place.

The scaffolding COLLAPSES. The rocks pound down on Batman, half burying him. Batman struggles, but is pinned under all the weight!

Two-Face strolls up to Batman.

TWO-FACE

This should have been over a long time ago.

Two-Face draws his gun - then reholsters it. Meanwhile, Batman is still fighting to get free. He's got one knee out now.

TWO-FACE (CONT'D)

No. Much too conventional.

Two-Face picks up a 30 pound boulder and raises it...

BATMAN'S POV FROM GROUND LEVEL

of the rock, high overhead... ready to smash in his skull!

TWO-FACE

("refined" Harvey)

We think it's time to let the primitive man experience the pleasure

("demonic" Harvey)

of cracking your brains wide open!

Adios, guano breath!

Suddenly, from directly overhead, a CRAASH through one of the stained glass panels above - and a strangely-garbed masked figure bursts through the window and down into the fray.

It's DICK, wearing an improvised costume rigged from his circus outfit: green shorts, red vest with a crude "R" on the chest, yellow cape, and a black mask over his eyes.

Dick lands on Two-Face, knocking him backwards. As the Thugs come to Two-Face's defense, Batman struggles out from under the rubble. He pulls the Thugs off Dick.

Batman and Dick go into action together, fighting as a very effective team. Dick acrobatic agility is especially outstanding. He's too fast for the Thugs even to aim a fist at. Batman and Dick take down at least a dozen challenges, hard and fast.

But across the subway platform...

Two-Face and his bodyguards are machine-gunning through a boarded up tunnel. They make their escape.

Batman dashes into the old tunnel after them - and stops.

BATMAN'S POV

The tunnel breaks into four passages. It's impossible to tell which way they went. Two-Face has escaped again... for now.

Bruce turns to Dick.

BATMAN

What the hell do you think you're doing?

DICK

I saved your Batbutt back there! I think a little appreciation is in order.

BATMAN

Why were you following me in the first place?

DICK

I told you. I want to be your partner. I want to help you.

BATMAN

And who are you supposed to be, "Robin Hood?" What's with these colors, anyway? Great camouflage - in a paint factory, maybe.

DICK

You have a real gratitude problem here, Bruce. You know that?

BATMAN

Batman. In public, you call me Batman.

DICK

Man, you need to chill. Look. I tracked you, I kicked some ass to help you get out of there, I didn't cause any problems - I know you're a solo act, but...

Suddenly Commissioner Gordon, the Cops and an army of Press engulf them.

GORDON

Who's the "boy wonder," Batman?

A beat. Then Dick/Robin chimes in...

DICK/ROBIN

I'm his new partner.

REPORTER #1

Who are you?

REPORTER #2

What's your name?

BATMAN

...Robin.

All eyes turn to Batman.

BATMAN

My partner's name is Robin.

INSERT NEWSPAPER HEAD - "BIRD JOINS BAT IN FIGHTING
CRIME."

WIDER

INT. - WAYNE MANOR GYM, DAY

Bruce and Dick work out strenuously.

THE POOL

They swim vigorously.

EXT. - WAYNE MANOR, POLO FIELD, DAY

A MOTORIZED BATARANG hovers above the luscious green playing field, as if looking for a spot to land. Suddenly a coil of fishing line shoots out of the Batarang -

And LASSOS Dick, who's been watching with awe from below!

DICK

Hey! No fair!

PULL BACK TO REVEAL

Bruce, operating the Batarang by remote control strapped to his arm. He starts to untie Dick. The lasso recoils into the motorized Batarang.

Bruce whistles sharply, and the Batarang zooms across the field straight at him, landing squarely in his hand. Bruce tosses it to Dick and unstraps the remote.

BRUCE

You're turn.

Dick eagerly grabs the remote and starts pushing buttons. The Batarang soars into the sky, whooshing all over the polo field crazily. Then it CRASHES into one of the windows of Wayne Manor.

DICK

Oops.

INT. - BAT CAVE, DAY

Alfred creates a better suit for Dick.

Bruce demonstrates his virtuosity at the computer keyboard. Screens full of criminal case files whiz past as Dick sits goggle-eyed.

BRUCE

Criminals are usually out for the easy score. They tend to repeat themselves. Form behaviour patterns, M.O.'s.

ROBIN

Yeah, yeah, I get the idea. You promised to teach me some of your moves.

BRUCE

I am. I'm teaching you to think before acting. This job is 90% mental and only 10% physical.

INT. - BAT CAVE, GYM, NIGHT

All the various "Bat-equipment" displayed. Bruce stands showing Robin his new Utility Belt.

BRUCE

Batarangs go here. Remember to lead the filament first. Gas canister go in here.

DICK

Where's the holster?

Bruce stares at him blankly.

DICK

The holster. You know. For the guns.

INT. - BAT CAVE, GYM, NIGHT

Bruce and Dick face off on a training mat, going head to head sparing in a sharp combination of Karate and kickboxing. Dick's good, but Bruce can clearly wipe up the floor with him.

BRUCE

No guns.

DICK

No way.

Whomp! Bruce flips Dick to the floor, hard. Dick gets up. They face off again.

BRUCE

Guns are the weapons of cowards. Guns let the man doing the shooting hide from the death and destruction he causes... NO KILLING!

DICK

No way!

Whomp! A flying kick to Dick's shoulder sends him flying across the room. He picks himself up.

BRUCE

We're not the jury, or the executioner.
That's what the justice system is for.

DICK

What good did the "justice system" do
my family?

Dick tries for Bruce, but Bruce is way too fast for his. He dodges and feints, then wraps Dick's leg right up to his ear. Dick slaps the floor, and Bruce lets go.

BRUCE

This is about fighting criminals. Not
about becoming one yourself.

Suddenly Dick finds a weak spot and breaks through Bruce's defenses. Before we can blink, Bruce is on the floor, with Dick sitting triumphantly on top of him.

Bruce winces in pain, but grins proudly as he twists to look up at the ever-so-smug Dick.

BRUCE

Nice move.

As he gets up, he surprises Dick with a leg sweep. Now Dick is on his butt, not looking quite so smug.

BRUCE (CONT'D)

If you work with me. You don't kill.
Not ever!!

INT. - HECKTECH CONTROL CENTER

On his throne, in his sphere, electronically getting more brilliant every second, Lyle fills all his screens with Chase's image from the party.

HIS BRAIN

We can see the rivulets of brain power ripple and dance as his brain grows under his magenta hair.

Suddenly Harvey gets him by the throat.

TWO-FACE

I flipped the coin and guess who lost.
I'm going to kill you.

LYLE

No you're not.

TWO-FACE

I have all the muscle. I know how your brain-straw works. Why do I need you? I can be the smartest person in Gotham city. I built the empire. Now I want it all.

LYLE

Of course, of course... the empire...
Please. Go ahead. Have it all... or
Batman.

TWO-FACE

That tired old promise won't work.

LYLE

Attentione... Per favore...

He points to his large SCREENS. IMAGE CHANGES. We see Robin's
attack in the subway. Then next to it Lyle runs Dick Grayson
moves at the circus... he blends them together.

TWO-FACE

So...

LYLE

So I am a genius, a prodigy, a
virtuoso. For I may solve the greatest
riddle of them all.

TWO-FACE

Which is?

LYLE

Who is Batman.

OFF Two-Face. He just might let him live.

CLOSE ON BAT

It's a fake one on top of a poll.

CAMERA PULLS BACK TO REVEAL

Group of YOUNG KIDS in Halloween costumes running through

EXT. GOTHAM CEMETARY - DUSK

They pass DICK who is visiting his family's graves.

KIDS

Happy Halloween.

DICK

Happy Halloween

PULL BACK TO REVEAL

A VAN is parked outside the cemetery.

INT. - VAN

Two-Face, The Riddler, and company sit watching Dick as he
rises, begins heading down the street.

RIDDLER

Show time.

The van begins to follow.

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

Bruce dresses for dinner.

Dick ENTERS, wearing the same clothes he had on in the cemetery, he is deeply troubled.

BRUCE

Hey, pal. What's up?

DICK

Bruce. I'm... I'm leaving.

BRUCE

Alright, but if you're going to take the Jag, fill it up this time. I got halfway to work last week and...

DICK

No, I mean I'm going away. I'm moving out. For good.

BRUCE

(spinning)

What are you talking about?

DICK

Bruce, you've been good to me. And the thing is, I can't lie to you. I've given it a lot of thought. Bruce, when I find Harvey Dent I'm going to kill him. There's no way I can't. So I'm gonna go. I'm sorry.

Dick turns and heads out the door. Bruce stares after him.

BRUCE

Dick, wait.

He follows.

EXT. - WAYNE MANOR, ACCESS ROAD

The familiar surveillance van sits parked. The thugs mill around outside.

INT. - SURVEILLANCE VAN

The Riddler and Two-Face sit alone, watching the manor.

RIDDLER

All the money. All the access. Of course. How could I have been so stupid?

TWO-FACE

Why would Batman's partner live with
Bruce Wayne?

The Riddler shoots him a disbelieving look.

RIDDLER

You actually passed the bar? They let
anybody become a lawyer these days.

RIDDLER - POV

A car pulls up to the manor entrance. Chase emerges, heads for
the door.

RIDDLER

This is too good to be true. And
today's not even my birthday.

TWO-FACE

Enough's enough. What are we doing
here?

RIDDLER

I see why they don't call you Two-
Brains.

He grabs Harvey's coin. Tosses it up in the air. HOLD ON the
spinning faces as (OVER) we hear...

RIDDLER

Bruce Wayne, Batman. Bruce Wayne,
Batman. Bruce Wayne, Batman.

INT. - WAYNE MANOR

Bruce chases Dick to his room.

BRUCE

Listen to me, Dick. You can't just walk
away. We can work this out.

Alfred appears behind Bruce.

ALFRED

Ms. Chase has arrived.

Bruce looks from Alfred to Dick.

BRUCE

Something has come up, Alfred. Please
tell her...

(off Dick)

Tell her, it's a family matter.

Dick is moved.

DICK

No. It's okay. Go on downstairs.

BRUCE

We need to talk this out. You can't go,
Dick. I...

DICK

How about this? Let me sleep on it.
We'll talk about it tomorrow. Okay?

Bruce holds his eyes.

BRUCE

Are you sure?

DICK

Go on. Have your date. You deserve a
little R-and-R. But remember, no glove,
no love.

Bruce LAUGHS.

BRUCE

You're a good friend, Dick...

Dick smiles, watching him go.

DICK

You too, Bruce. Thanks...
(to himself with finality)
Thanks for everything.

INT. - WAYNE MANOR. ALCOVE, NIGHT

An intensely romantic setting in an alcove filled with greenery
and live roses. Alfred serves and intimate candlelight dinner to
Bruce and Chase.

Bruce sips his taster of wine as Alfred hovers, overly
attentive.

ALFRED

It might be a trifle acidic. If you'd
prefer I open the Rothschild...

BRUCE

Alfred. The wine is perfect. The meal
is perfect.

Under the table, Bruce is unsuccessfully trying to shoo Alfred
away.

ALFRED

And the young lady enjoy her salad?

CHASE

Delicious, thank you, Alfred.

BRUCE

Don't you have to check on Dick or
something.

ALFRED

I don't believe so.

(a beat)

Oh. Yes, sir. Of course, sir.

BRUCE

Take your time.

Alfred exits. Finally Bruce and Chase are alone. Bruce pours the wine.

CHASE

Such a sweet man.

BRUCE

The best. Sometimes he goes a little overboard playing the butler role.

CHASE

But he's your butler. What other role should he play?

BRUCE

I only meant... Look, I didn't ask you to dinner to talk about Alfred. I wanted to talk about... well us. I know we haven't been seeing each other that long -

CHASE

I'm glad you brought that up.

BRUCE

You know, Chase, when I'm with you, I feel -

CHASE

Bruce, I don't want to hurt you for the world. It's just...

BRUCE

It's Batman, isn't it?

CHASE

You're an amazing man, Bruce. You're a prince. Maybe that's the problem.

BRUCE

Go on.

CHASE

I'm a criminal psychiatrist. Doesn't that tell you something? I'm attracted to abnormal behavior. Sometimes it takes someone dark - dangerous even - to...

BRUCE

I'm not as balanced as you think I am. Trust me on this.

INT. - BATCAVE

Dick, suitcase in hand, stands looking up at the glory of the cave. One last time.

He turns, heads towards the costume vault. Opens it with a hiss. He passes the various Batman costumes until he comes to a single standing figure different from the rest.

His ROBIN costume. Dick packs it and leaves his life at Wayne Manor.

EXT. - BATCAVE

Dick walks through the protective hologram of the trees, heading away, out into the dark night.

INT. - WAYNE MANOR, NIGHT

Chase and Bruce talk.

CHASE

When I first met Batman, the attraction was instant. Like fire. But, after all the time you and I have spent together, there's something here, too. Something peaceful. Beautiful. Almost like... home. I feel...

BRUCE

What?

CHASE

I feel I'm in love with both of you. Oh, God. If only the two of you could be the same person.

BRUCE

Chase... Chase... Chase...

CHASE

Yes, Bruce... say it... What is it?

THE DOORBELL RINGS

FRONT DOOR

Alfred peeks out to a sea of Halloween masks.

LITTLE VOICE

Trick or Treat?

ALFRED grabs his Halloween treats as he opens the door to The Riddler, Harvey and the Thugs.

Alfred is hit on the head and locked into the hall closet.

RIDDLER

Get her.

Harvey and the Thugs run for the dining room.

BRUCE

What the hell?

Bruce and Chase begin to fight.

MEANWHILE

The Riddler, using his electronic scanner, finds the secret door and uses the electronic device to open it.

INT. - BAT CAVE

The Riddler has found heaven.

RIDDLER

Yes, now I know who you are... Now I know
why I hate you so much...

He is smashing everything right and left, destroying the Bat
Cave. FIRE BREAKS OUT.

RIDDLER

Because BRUCE WAYNE IS BATMAN!!!!!!

(singing)

Fun, Fun, Fun 'Til Her Daddy Took The
Batmobile Away!!!!

He destroys the Batmobile.

INT. - WAYNE MANOR GRAND STAIRCASE

Bruce and Chase race up the stairs fighting off the Thugs. Bruce
makes a valiant effort, but when the Thugs get a hold of Chase,
he calls to her, and that's just the moment Two-Face has been
waiting for. He shoots at Bruce and the bullet grazes his head
and Bruce falls DOWN THE GRAND STAIRCASE.

Two-Face slams a clip of ammo into this pistol. But The Riddler
slaps Two-Face on the elbow.

RIDDLER

Put that nasty thing away!

TWO-FACE

We're not going to dust him?!

RIDDLER

How many times do I have to tell you?
Killing for the sake of killing is -

TWO-FACE RIDDLER

(sourly) (patronizingly)

--unsportsmanlike-- --unsportsmanlike--

RIDDLER (CONT'D)

Not to mention environmentally
incorrect. You must learn to pay
attention to trends.

TWO-FACE

But if he is who you say he is, we can
kill him now...

RIDDLER

Oh, we'll kill him, my dear "Two"— may
I call you "Two", but first we make him
suffer.

INT. - BAT CAVE

Destruction. Devastation.

EXT. - WAYNE MANOR

Two-Face and Thugs shove a bound and gagged Chase into their
van.

INT. - STAIRCASE

The Riddler races down. He hovers over the wounded and
unconscious Bruce.

RIDDLER

More fun to come, Brucey... or should I
call you Batsy...

(he begins to laugh and shout)

I AM A GENIUUUUUUUUUUUSSSS.

He cackles maniacally.

DISSOLVE TO:

INT. - BAT CAVE

More explosions. More destruction. The Bat Cave now looks like a
scene from Dante's Inferno.

A new FLARE-UP over by the robing room. The Riddler had pulled
every Batsuit off the rack and has set the pile on fire. The
Batsuits begin to MELT.

CLOSER

Surrounded by flame, the golden Bat emblem too begins to MELT.

DISSOLVE TO:

BRUCE'S EYE

Camera moves closer as we fall down the dark hole once again and
the Monarch Bat flies straight at the camera He red eye fills
the screen as we

DISSOLVE TO:

BRUCE'S EYE

WIDER - BRUCE'S BEDROOM, MORNING

Bruce is in bed, his head bandaged. Alfred is walking a doctor to the door.

DOCTOR

The injuries are pretty minor. Although the bullet did cause a rather severe concussion. Watch for headaches. Odd behavior. Memory lapses. I'll check back in a few days.

Alfred shows him out, returns to Bruce's bedside.

ALFRED

How are you feeling, young man?

BRUCE

I'm not that young. It's been a long time since you've called me that.

ALFRED

Old habits die hard, I suppose. Are you alright?

BRUCE

As well as can be expected, I suppose. Tell me the bad news.

ALFRED

They have taken Dr. Meridien. And I'm afraid they found the cave, sir. It's been destroyed.

Bruce looks up at Alfred, eyes narrowed, puzzled.

BRUCE

The cave? What cave?

EXT. - ROOFTOP OF POLICE HEADQUARTERS, NIGHT

The Batsignal is on. Commissioner Gordon paces, puffing on his pipe.

GORDON

Where is he?

A concerned DEPUTY comes out onto the rooftop.

DEPUTY

Commissioner - Your desk is piling up. The Mayor's been calling... He's not going to show. He's probably dead by now.

GORDON

No. He's out there somewhere. I can feel it. But where?

Gordon looks up at the sky. The Deputy shakes his head.

INT. - BATCAVE

Or what's left of it. Melted ruin and rubble. Bruce stands with a worried Alfred, surveying the landscape. His eyes are wide.

BRUCE

(disbelieving)

I'm Batman? I remember my life as Bruce Wayne. Everything. My parents dying. You taking care of me. Founding WayneTech. Dick. Chase.

(looking around)

But all this. It's like the life of someone else. A stranger.

ALFRED

Well, perhaps in some ways, it is.

BRUCE

What do you mean?

ALFRED

The Batman side of your personality has always been, well, separate from you. It is not inconsistent that you might blank on it alone, the way certain amnesiacs lose just a single language.

BRUCE

There's the other thing, Alfred. I feel...

ALFRED

What?

BRUCE

...Afraid.

ALFRED

Mr. Wayne. Bruce. Listen to me. You are a kind man. A strong man. But in truth you are not the most sane man.

(looking off)

I remember the day you fell into that sink hole and that bat chased you in here. I have never seen a child so frightened. I saw that look in your eyes only once since. And that was the day your parents died.

Lifting the framed headline, now shattered.

ALFRED

Bruce, I think you never dealt with your parents' death. Rather than brave your nightmares, you became one yourself. You wear the Bat on the outside, but you have never faced him,

never accepted the dark side of
yourself. You must find a way to
embrace your fear. To bring the Batman
back. We need him.

Just then a SCREECH cuts the air, and several bats fly out of
the back of the cave and the deeper blackness there. Bruce
turns, looking into the dark.

ALFRED

Bruce?

But Bruce doesn't answer.

INT. - BRUCE WAYNE'S BEDROOM, NIGHT

Alfred enters, carrying a dinner tray. A chair sits in front of
the TV.

TV-CLOSE

NEWSCASTER

...And crime continues to run rampant as
Commissioner Gordon tries to do his job
without The Batman, who has been
missing for a week now. Has some
terrible fate befallen the caped
crusader...?

ALFRED

(approaching)

Master Bruce?

Alfred spins the chair. Empty. No sign of Bruce Wayne.

INT. - RIDDLER'S HIDEOUT

FORCE FIELD SURROUNDING the ever increasingly brilliant and
insane Riddler. His brain still growing.

RIDDLER

(singing)

I'm in heaven. I'm in heaven with a
girl like you.

WIDER

We see, now, that Chase sits tied up near his throne.

CHASE

Batman will rescue me.

RIDDLER

I'm counting on it.

INT. - BATCAVE

Bruce stands at the dark mouth at the back of the Batcave. This passageway leads to the cave as it once was, rough, dripping granite, a shifting world of night and shadow. And from within, comes a squawking symphony of a thousand tiny feral shrieks.

Bruce steps inside.

INT. - INNER BATCAVE

FAVOR BRUCE as he walks deeper into the darkness. The passageway narrowing. Almost no light at all now. The walls around him seem to undulate and shift, as if covered in water.

But the movement on the walls isn't water at all, it's the shruffling of bats. Millions and millions of bats.

Bruce presses on. Fear in every step. Sweat beads on his face.

Suddenly, there, ahead in the darkness, another dark shape, moving head rising, slits open to reveal two blood red eyes.

The giant monarch bat begins to shift, to spread it's wings, huge, unearthly, as it rises, suddenly airborne, rushing toward him.

BRUCE-CLOSE. And terrified.. He can't help himself. He begins to turn. To run. The bat's flapping wings beat like ever growing drums, closing fast.

Bruce stops, using all his resolve, he spins and there, screeching towards him in all it's nightmare fury is the giant monarch bat, it's glistening fangs only inches from his face.

Bruce holds his ground. And then something remarkable happens. The bat holds its position, staring into Bruce's eyes, it's wings spread wide.

A beat. And then Bruce raises his arms, slowly, wide, coming up directly in line with the bat's wingspan. The two stand facing each other, man and bat, and in the faint light on the wall, their shadows begin to blend, to merge, becoming one.

INT. - BATCAVE

The entrance to the inner cave. A sudden screaming din as a million bats explode out into the cave, a shooting column of life and there, stepping out from its center comes a man.

REVERSE ANGLE

ALFRED is standing at the control platform.

ALFRED

Master Bruce?

BRUCE

...Batman, Alfred. I'm Batman.

EXT. - NIGHT SKY

The Batsignal still shines. Suddenly the air above the familiar globe begins to shimmer and glow, becoming...

A GIANT GREEN QUESTION MARK. The Batsignal itself, how now just the small period at the symbol's bottom.

FOLLOW THE GREEN PROJECTION BEAM

down, towards the river, a familiar island into...

INT. - THE RIDDLER'S LAIR, NIGHT

The Riddler is ecstatic. He plants a bunch of electrodes all over his face.

RIDDLER

It's happy time! Hello Gotham! Have you hugged your little boxes today?!

(making a Walter Winchell rat-a-tat sound)

This just in. Dateline: Hollywood. Devotees of PBS go on a rampage. Four ad execs are killed. Two seriously.

(singing)

I've got a date with Batman. Batman's got a date with me.

CHASE

You are beyond crazy.

RIDDLER

Is that your professional diagnosis, or are you just trying to flatter me?

He fiddles with his remote control frenetically. Various scenes flash by on the TV screens - all shots of people sitting catatonically before their TVs, staring straight into the camera.

CHASE

You're frying your brain. I've been watching you.

RIDDLER

As well you should. I am eminently watchable.

(tuning his electrodes)

Oooh oooh! I got some live ones over in the commodities district. "Pork bellies! Buuuuyyy pork bellies now!"

CHASE

There's a reason we only use ten percent of our brains at a time. You're cramming too much in there. You're going to short circuit!

RIDDLER

(Vito Corleone on speed)
Youse guys. Listena me. This is how you
run a business. You don't take no for
an answer. Buy low, sell high, hedge
your bets, keep two sets of books,
always use a pay phone, never trust
your secretary, deduct everything! It's
the American Way. An' if they call you
to testify, you say, "Mister Senator, I
don't recall nothin'."

He puts his face very close to Chase's.

RIDDLER

Nap time gorgeous.

Before she even sees it, a hypodermic needle filled with GREEN
liquid appears in his right hand behind her. He plunges it into
her arm as she passes out.

INT. - DEMOLISHED BAT CAVE, NIGHT

Bruce and Alfred open a HIDDEN TRAP DOOR.

INT. - STONE STAIRCASE

Bruce leads Alfred through a secret stairway.

BRUCE

It's a good thing "The Riddler" didn't
know about the cave under the cave.

INT. - SUBTERRANIAN CAVE

DARK, JAGGED, SURROUNDED BY WATER. This is where the BATPLANE
and BATBOAT are stored.

ALFRED

I didn't see any "Riddler." Only that
Lyle Heckendorf person.

BRUCE

One and the same, Alfred. I should have
guessed it sooner.

ALFRED

And where will you find Dr. Meridien?

BRUCE

I tracked that beam projecting that
question mark to Claw Island.

(realizing)

Are all the Batsuits destroyed..?

ALFRED

All except... well I've been putting
together a new one... with the sonar

modifications you so disapprove of... But
it hasn't been tested.

BRUCE

I'll test it.

As the BATMAN MUSIC begins slowly...

CLOSE-UP ON

Batman's fist being shoved into a new improved gauntlet.

CLOSE-UP ON

Batman's new improved boot snapping shut.

CLOSE-UP ON

the new improved Utility Belt buckling on firmly.

CLOSE-UP ON

the new improved cowl sliding down over Batman's head.

PULL BACK TO REVEAL

A new improved Batman, dark and ominous. A new and improved
enemy to fear even more.

BATMAN

What do you suggest, Alfred. The boat
or the plane?

Before Alfred can answer, a figure steps out of the shadows.
It's Dick, dressed in his new and improved Robin uniform.

This version is much tougher-looking and seriously sexy.

That cape is now black on the outside like Batman's, yellow on
the inside only. Robin now wears a red armored vest, green
tights with knee armor, a Utility Belt and ultra-flexible black
boots.

ROBIN

Why not both?

BATMAN

Dick...

ROBIN

I thought you could use a partner.

BATMAN

I could. But only one that's willing to
play by my rules.

ROBIN

You have my word.

BATMAN

Welcome back, Robin.

The Dynamic Duo shake hands.

Then Robin jumps into the boat as Batman runs for the plane.

EXT. - WAYNE MANOR, TENNIS COURT, NIGHT

A calm moon peeks through a cloudy sky. Nothing moves.

And then something indeed starts to move. The ENTIRE TENNIS COURT. Sliding to one side.

The BATWING levitates vertically up from the giant hole in the ground. Up... up... up.

EXT. - ROOFTOP OF POLICE HEADQUARTERS, NIGHT

Commissioner Gordon is still standing vigil. The Deputy is back.

DEPUTY

It's not gonna happen. I'm sorry.

Gordon taps his pipe empty. He sadly comes away from the edge of the roof.

GORDON

You're right. Who am I fooling? Shut it down.

The Deputy heads for the Batsignal searchlight, which still shines on the clouds. He reaches for the "off" switch.

In the distance, we hear the approaching ROAR of an aircraft. The Deputy looks up. Gordon looks up too.

ANGLE UP TO

The Batsignal. The ROAR gets louder. Suddenly -

The Batwing BURSTS THROUGH THE BATSIGNAL! It almost seems as if the Batsignal itself is flying toward us!

The Batwing buzzes Police Headquarters, dipping a wing to Gordon.

Gordon joyously waves Batman onward.

INT. - COCKPIT

Batman is back!!!

EXT. - GOTHAM HARBOR, NIGHT

THE BATBOAT, running without lights, racing through the darkness across the harbor. Robin is at the controls wearing night-vision goggles.

ROBIN'S POV - INFRA-RED

CLAW ISLAND LOOMS AHEAD

INT. - RIDDLER'S LAIR, NIGHT

The Riddler and Harvey Two-Face watch Robin's approach on HUGE SCREENS.

RIDDLER

(over PA system)

Avast me hearty! Scuttle yer jibs!
Lower yer sails! Man yer ballast! Heave
yer scuppers!

EXT. - WATER

Robin cuts his speed as

Suddenly SEARCHLIGHTS atop the island building pop on, one by one, flooding the area with overpowering light.

A MORTAR SHELL hits near the Batboat, shooting a WATER SPOUT high in the sky. Then another!

Robin abandons ship jumping into the cold water.

A third MORTAR SHELL - almost DIRECT HIT! A glorious EXPLOSION..

INT. - RIDDLER'S LAIR, NIGHT

The Riddler and Two-Face cackle and push buttons like they're playing a video game.

EXT. - UNDERWATER, NIGHT

Robin holds his hands to his ears from the pain of the last explosion. He shakes his head clear and starts to swim away.

Suddenly, UNDERWATER FLOODLIGHTS flip on all around him. From every direction FROGMEN in green wetsuits swim toward him - armed with SPEAR GUNS. They start shooting.

One spear fires, missing Robin by inches. Then another.

Robin dives, putting in a mouthpiece, wrapping his dark cloak around him. He swims back up behind a Frogman, pulls out his airhose.

EXT. - GOTHAM HARBOR, NIGHT - MOVING

IN THE AIR

The BATWING speeds, swift and silent, high over the water.

INT. - COCKPIT

Bruce, using INFRA-RED SONAR SCREEN, sees Robin underwater in trouble.

EXT. - BATWING, GOTHAM HARBOR, NIGHT

THE BATWING DIVES RIGHT INTO THE WATER

UNDERWATER

Where it automatically becomes a SUBMARINE.

A new set of VENTS open. A SUBMARINE PROPELLER pops out the back of the Batwing and starts to spin.

UNDERWATER - WITH ROBIN

A FROGMAN grabs Robin and holds him while a THIRD FROGMAN comes at Robin with a knife.

The Batwing RAMS two more oncoming Frogmen - WHAM!... WHAM! Then suddenly, a TORPEDO TUBE opens and FIRES something that streaks out at blinding speed. The bubbles clear revealing..

BATMAN wearing a rebreather and steering an underwater JET UNIT.

The Frogmen fire at Batman. He eludes their spears and attacks at full speed. He rams the first Frogman, takes him out easily.

The next Frogman catches Batman and wrestles him off the jet unit. Batman lets it go.

Now it's hand-to-hand combat. The Frogman pulls his knife and tries to kill Batman. At the same time, the third New Frogman attacks Robin. Robin parries and dodges, but can't get a grip on this guy.

A tap on the Third Frogman's back. Startled, he turns and sees..

THIRD FROGMAN'S POV, THROUGH MASK

Batman, looking just as ferocious underwater as on land. His cape billows out behind him like a manta ray. Batman's FIST comes crashing straight at us.

Batman's fist SMASHES the tempered glass of the Frogman's mask. The man sinks in a mass of bubbles.

EXT. - GOTHAM HARBOR, ON THE SURFACE, NIGHT

Batman and Robin break the surface and tread water. Batman removes his rebreather, Robin his mouthpiece. Finally, fresh air! The sorely beaten Thugs sputter and choke.

BATMAN AND ROBIN

charge toward the shore of Claw Island, but as they start to set foot on solid ground.. they find it's not so solid.

A horrendous CRUNCHING noise grabs their attention. The whole SURFACE OF THE SMALL ISLAND RISES. It's the top surface of a huge SPHERACLE STRUCTURE, all made of rusted steel, balanced atop an enormous cylindrical oil tank, slowly rising up, thrusting it's way up out of the water. The whole island is now FIVE STORIES HIGH.

ROBIN

Parking structure for UFOs?

BATMAN

Oil storage tank for subs during World War II. The O.S.S. converted it to an intelligence command center near the end of the war... then a prison.

ROBIN

I like my explanation better.

Batman and Robin see a tiny iron staircase. They dash up it.

INT. - RIDDLER'S LAIR

High on top the cylinder, watching the Dynamic Duo run up the stairs. He turns to Two-Face.

RIDDLER

You're on Facey.

INT. - RIDDLERLAND, NIGHT

Batman and Robin step inside. The door behind them DISAPPEARS altogether. Robin tries to find it and hits solid stone wall.

They look around. It's as if they've entered another dimension.

THEIR POV

of an intertwining complex of geometrically impossible castle-like stairs and walkways, a la the visual illusions of Karl Escher.

Each pathway appears perfectly logical, but as one travels along them, they turn sideways, even upside-down. "Down" stairways turn out to actually lead upward, and visa versa. Ceilings become floors or walls, depending on the direction one is coming or going. And gravity functions in all directions.

ROBIN

This can't be real.

BATMAN

It's not. He's bombarding our brains with theta radiation, interfering with our neural receptors.

In a far corner of the room, Chase suddenly appears. Two-Face is holding a knife to her throat.

CHASE

Batman!

TWO-FACE

You want the lady? Come and get her!

Batman and Robin race up the same stairway after Chase. Two-Face pulls her out of site behind a pillar.

Suddenly Chase calls out again. Two-Face and Chase step out into view - but this time they're upside-down on the ceiling.

CHASE

Up here!

Chase kicks Two-Face in the shins and breaks away. She tries to run to Batman. Two-Face comes after her. Robin climbs up a ledge, trying to intercept Two-Face.

And the mad pursuit is on! Chase trying, but unable to reach Batman. Batman trying to reach Chase! Robin trying to catch Two-Face! Two-Face trying to elude Robin but still catch Chase!

And each of them is running, climbing, leaping, jumping, turning in every possible direction with relation to each other. At any given moment, Batman is upside down, Chase is sideways, Robin is opposite sideways, and Two-Face is right-side up! All obeying gravity as it relates to them.

Suddenly, Batman jumps, swerves and catapults like an Olympic Gymnast and catches Chase upside-down. Chase laughs hysterically as Batman realizes IT'S ONE OF HARVEY'S THUGS IN DRAG.

FOLLOW ROBIN

as he jumps and tackles Two-Face. They wrestle on the floor (which to some might seem like the ceiling) and fall over a ledge together.

Robin and Two-Face scramble all over Riddlerland. The room may be bizarre, distorted - but the fight seems real enough. Robin won't let go. But Two-Face still wields the knife.

TWO-FACE

Come on, circus boy. Show us your best moves.

Robin holds back nothing. He vents his full rage at Two-Face, beating him back into submission.

ROBIN

(with each blow)

This is for my mother! This is for my father! This is for my sisters... and brother! And this is for me!

Two-Face can't resist anymore. Robin wrests the knife from his hands, raises it high to deliver the death blow.

INT. - MAZE

Batman finishes hog-tying Harvey's Thug in Drag and races through a hall of FUN HOUSE MIRRORS.

BACK TO ROBIN AND TWO-FACE

Robin holds the knife above him.

TWO-FACE

You'll be doing us a favor... Just make sure you strike twice. You must kill us both. Striking once won't do it.

Robin hesitates at Two-Face's words. He looks at his reflection in a FUN HOUSE mirror. Suddenly the mirror changes to glass. Batman is on the other side.

BATMAN

Robin... No...

TWO-FACE

What are you waiting for? You know you're dying to do it?!

ROBIN

...no. No!

Robin lowers the knife.

Two-Face pounces. Robin is his prisoner.

INT. - MAZE

Batman shouts and kicks the mirrors, but cannot reach them.

INT. - TUNNEL, NIGHT

Batman runs down the tunnel, it's getting narrower and narrower. Gravity seems to be behaving now. He spots the only door at the end of the ever narrowing corridor.

THE DOOR IS A PERFECT SILHOUETTE OF BATMAN

He opens it and steps into:

EXT. - GOTHAM CITY STREET, NIGHT

Batman can't believe it. He's suddenly in the middle of Gotham City, but suddenly it all seems too familiar. It's many years ago, it's that fateful night, and now, up ahead, he sees his PARENTS ABOUT TO BE KILLED.

BATMAN

NO!

But as Batman dashes toward them, THE GUN FIRES, THE PARENTS FALL, THE PEARLS BREAK and the IMAGES DISAPPEAR AS BATMAN RUNS THROUGH THE ELECTRONIC PROJECTION.

As he continues to dash through a NARROW BLACK, ASCENDING CORRIDOR, EVIL PROJECTED IMAGES OF THE JOKER, THE PENGUIN AND CATWOMAN BOMBARD HIM.

Batman skilfully avoids them as he continues ever upward through the narrow, black corridor.

And now, out of the blackness HERE COMES THE RIDDLER!

And this is no projection. This is the real thing. He plunges downward toward Batman who strikes out with the ULTIMATE LEFT HOOK TO THE JAW.

Causing "The Riddler's" fake head to fly off exposing the machinery of the now headless ROBOT. A CARTOON-LIKE Cuckoo shoots out of the neck mocking "cuckoo, cuckoo, cuckoo."

Batman dispenses with the robot as he reaches a DOOR SHAPED LIKE A QUESTION MARK. He enters.

INT. - RIDDLER'S LAIR, NIGHT

Batman enters the HUGE SPHERACLE DOME that sits on top of the island and is the center of control for The Riddler and HeckTech. It is shimmering with FLOURESCENT ND NEON. Far at the other end sits The Riddler in all his maniacal glory. Surrounded by TV SCREENS. Plugged into all the sets in Gotham. His brain ever larger. A HUGE ANTENNA in RAINBOW SHADES OF NEON shoots up behind him through a round hole in the spheracle dome and into the GOTHAM SKY. A large ring of the Green Neon circle him, feeding him more and more brain power.

RIDDLER

Hi ya, Bats. How's tricks?

BATMAN

No more tricks, Riddler. Release Chase and Robin. This is between you and me.

Two-Face appears from behind The Riddler ominously.

TWO-FACE

And me and me.

BATMAN

Fine. We'll settle this once and for all, just let Chase and Robin go.

RIDDLER

And poop on the party??? Oh Batsy/Brucey/Batsy/Brucey/Batsey/Brucey ! Shame on you. You were too high and mighty to pay attention to little Lyle Heckendorf, weren't you, Bruce Wayne??? While you were ignoring me, Bruce, I was watching you. Figuring you out.

(a beat)

But discovering you were Batman. That's when all the pieces fit the puzzle, if you will. I understand your greatest fear. That Bruce Wayne and Batman can never truly coexist. Stop me if I'm wrong here.

Batman remains stoic, but The Riddler is right on.

RIDDLER (CONT'D)

So let's have some fun and help you decide, once and for all, who you really are. Behind Curtain #1 we have Dr. Chase Meridien.

A curtain lifts to The Riddler's right, revealing CHASE IN A CYLINDER bound and unconscious.

RIDDLER (CONT'D)

The love of Bruce Wayne's life! Whereas behind Curtain #2 we have Robin, the Boy Wonder...

A curtain to his left reveals ROBIN IN A SIMILAR CYLINDER and situation.

RIDDLER (CONT'D)

Batman's one and only partner. Below...

He presses a button and all of his VIDEO SCREENS reveal the water five stories below. Huge POINTED ROCKS. Instant death if anyone were to fall.

RIDDLER (CONT'D)

A WATERY GRAVE!!!

He presses another BUTTON and TRAP DOORS beneath Chase and Robin's cylinders open in the question mark patterned floor, giving us a glimpse of the WATERY HORROR BELOW. His question mark gloved hand now points to a BUTTON SHAPED LIKE A GLOWING GREEN SKULL.

RIDDLER (CONT'D)

Now once I push this button you only have five seconds before they smash on the rocks below. You can't save them both so who will it be? Bruce's love. Batman's partner. You decide. Fun, huh?

BATMAN

You're a monster.

RIDDLER

Flatterer. No, just the Riddler, and here's yours. What is without taste or sound, all around, but can't be found? On your mark, get set...

Batman sees that The Riddler really plans to hit the button. He moves forward getting ready to try to save Chase and Robin in this impossible situation when suddenly he realizes that the tip of his right foot, which seems to be on the question mark patterned floor, actually dips into space.

SHOT FROM WATER LEVEL BELOW, LOOKING HIGH ABOVE

We see now that the floor Batman is standing on is only partial. So is the other side of the floor where The Riddler and Harvey are. In between there is no floor, just a HOLOGRAPHIC PROJECTION which we can see through now.

BACK TO BATMAN

who whispers to himself.

BATMAN

Death...

(louder)

Death... without taste, sound and all
around us.

(to Riddler)

Because there is no way for me to save
them or myself. This is one giant death
trap!

RIDDLER

Bingo, Bats!!! And won't it be fun
watching you all die. Ready, get set...

He is just about to press the SKULL BUTTON. Batman suddenly
hears a sound. He looks up.

HIGH ABOVE the Riddler's antenna, GLIDING in the NIGHT SKY - is
the GIANT MONARCH BAT. It doesn't scare Batman anymore. There
is a brief second of communication between them. A kind of
spiritual bonding. Batman understands. They are one.

BATMAN

Wait, Riddler. I have a riddle for you.

RIDDLER

(overjoyed)

For me? You have a riddle for me?
Really? Oh tell me. Tell me, tell me,
tell me!

BATMAN

"I see without seeing. To me, darkness
is as clear as daylight. What am I?"

RIDDLER

(disappointed)

That's the best you can do? That's
easy! You're "blind as a bat."

BATMAN

Exactly!!!

Batman quickly throws a new improved LASER BATARANG directly at
the HUGE NEON ANTENNA. All power BLINKS OFF and SPARKS FLY as
The Riddler SCREAMS.

CLOSE-UP ON

Batman's mask. Two METAL EYELIDS "whirrr" shut over Batman's
eyes. THE LAIR GOES PITCH BLACK.

CLOSE UP ON

The Riddler. For the first time, he's worried.

RIDDLER

NOOOO!!!

Batman once again starts to move across the room - but completely assured.

BATMAN'S POV, INSIDE THE MASK

Through the magic of the SONAR WAVE IMAGERY coming through Batman's ears, we see everything as it really is. The trick floor vanishes, revealing a wild criss-cross of interconnected steel beams. Below is crashing ocean. Chase and Robin drop. Nothing but death below.

STILL SONAR IMAGERY

Batman throws up the Remote Control Batarang, which lassos a beam overhead then PULLS him up to Chase.

Batman pulls Chase to safety on one of the steel beams. She clings on for dear life as she wakes up.

CHASE

Batman.

BELOW THEM

Robin drops to certain death.

BATMAN

I'll be back!

He dives toward Robin and the sea below as he whips out THE TECHNO-MIRACLE-MOTHER OF ALL BATARANG LASSOS. It whips around a beam above him, breaking his fall. He CATCHES ROBIN just before he hits the ROCKS and then hitting another GIZMO on his BATBELT, the metallic rope becomes a speedy pulley that allows Batman to ZOOM UPWARD and place Robin safely next to Chase.

BUT SUDDENLY, IN THE DARKNESS, ALMOST BLINDING BATMAN through his MASK, TWO-FACE leaps onto

him wearing a MINER'S LIGHT ON HIS HEAD.

Cornering Batman, Chase and Robin, Two-Face brandishes his gun.

TWO-FACE

All those heroics for nothing. No more games, no more riddles, no more Curtains #1 and #2. JUST CURTAINS!!!

He cocks the trigger. Batman buys time.

BATMAN

Harvey you're always of two minds about everything. Have you forgotten...

The handsome side of Harvey's face turns toward them.

TWO-FACE

Thank you, Bruce. Emotion is so often the enemy of justice.

He takes out his famous coin and flips it. Batman starts to reach for his Utility Belt, to out smart Two-Face. But as the

coin flies high into the air, it comes down just a hair too far away.

TWO-FACE

No!

As Two-Face reaches out to catch it, he loses his balance and falls from the precarious beam on to the ROCKS AND ANGRY SEA BELOW.

CHASE

Did he call you Bruce?

BATMAN

No, of course not. I'll be back, I promise.

He bends over Chase -- and kisses her, a strong, sexy kiss. Chase grips on to his mask, as if she's going to faint. As Batman draws back...

CHASE

I'm not going anywhere.

Batman LEAPS up to The Riddler's lair.

INT. - RIDDLER'S LAIR, CONTINUOUS

Batman turns on a light. The Riddler is over in a corner, in his own little world, with electrodes over every square inch on his entire body, taking on brainwaves.

RIDDLER

I'll find a way to beat you. Somebody out there must know a way to beat you.

Riddler hits a switch, taking far too many of everybody's thoughts far too fast. Overload. Riddler's brain begins to pulse and fry.

Batman RIPS the wires from The Riddler's head and body, and pulls off the green mask. He sees...

CLOSE-UP ON

Lyle, a pathetic, whimpering little creature who's lost his identity, his memory, and his ability to reason.

Batman looks at Lyle with pity and speaks to him in a calmer voice.

BATMAN

You see, Lyle. There was no choice of who to save. I had to save them both. Just as there was never a choice for me. I was always Bruce Wayne and Batman. I just had to let myself see that.

Lyle cowers in the corner, refusing to open his eyes.

LYLE
(crying)

I was bad, wasn't I?

Lyle jerks in fear as he looks up at Batman.

LYLE
Ah! Who're you? What do you want with me?!

LYLE'S POV

Lyle sees coming toward him... not Batman... but a hideous demonic GIANT BAT.

CLOSE-UP ON

Lyle. He screams!

DISSOLVE TO:

EXT. - ARKHAM ASYLUM - NIGHT

The famous Gotham insane asylum. A TAXI pulls up outside and Chase gets out. She is dressed glamorously for a date.

DRIVER
Should I wait?

CHASE
No thanks. I don't know how long this will take.

INT. - ASYLUM CORRIDOR

Dr. Burton walks down the corridor with Chase.

DR. BURTON
Lyle Heckendorf has been screaming for hours that he knows the true identity of Batman.

CHASE
And do you think he's rational?

DR. BURTON
That's why I wanted a second opinion. I hope I haven't ruined your evening.

CHASE
Not at all. I have a very deep, personal interest in finding out Batman's true identity.

They reach the end of the long corridor where they come to a HIGH SECURITY CELL.

THEIR POV -- INT. - PADDED CELL

lit only by the MOON. No one in sight. Chase speaks through the small barred window in the heavy door.

CHASE

Lyle...

VOICE FROM DARKNESS (LYLE)

Who is it?

CHASE

It's Dr. Meridien. Do you remember me?

LYLE (O.S.)

How could I forget?

CHASE

Dr. Burton tells me you know who Batman is.

LYLE (O.S.)

(giggles, giggles)

Yeesssss. I know!

Chase and Dr. Burton look at each other, on edge.

CHASE

Who is Batman, Lyle?

LYLE (O.S.)

Can't tell you if you don't say please.

CHASE

You're right, Lyle. I didn't mean to be impolite. Please.

No response. Just giggles.

CHASE

Lyle, please. Who is Batman?

When suddenly a HUGE SILHOUETTE OF A BAT APPEARS ON THE PADDED CELL WALL. Into it leaps LYLE, the sleeves of his straight jacket flapping around him like a bat.

HE SCREAMS AT THE TOP OF HIS LUNGS TOWARD CHASE.

LYLE

I AM BATMAAAAAANNN!!!

EXT. ARKHAM ASYLUM, NIGHT

Chase walks down the front steps to find Alfred waiting with the Rolls. Holding the rear door open.

CHASE

Alfred?

ALFRED

Mr. Wayne sent me to pick you up.

EXT. ROLLS -- MOVING

The Rolls moves out the front gate of Arkham Asylum.

CHASE

Where is Bruce?

ALFRED

He asked me to convey his deepest apologies. He will be tied up most of tonight.

CHASE

(disappointed)

...and I had so many questions to ask him.

ALFRED

He is very fond of you, Dr. Meridien. But duty calls.

She notices the BATSIGNAL in the sky. She wonders.

CHASE

Does it ever end?

ALFRED

No, Miss. Not in this lifetime.

She stares out the car window. In the distance, the signal shimmers against the clouds.

The Batsignal, filling the screen.

PAN DOWN TO

EXT. - TOP OF SKYSCRAPER, NIGHT

Batman stands on the edge of the gargoyled building -- a lone silhouette keeping vigil over the city.

The another figure -- steps up into frame, taking his place a half step behind Batman. Their capes billow in the stiff breeze together.

Now there are two guardians of the night: BATMAN and ROBIN. Beware!

THE END