

He runs OFF. She looks after worriedly.

BACK ON THE VENDOR

By now the Second Biker has come up behind him with a blackjack and SMACKS him across the back of the head (SFX). The vendor lets go of the cash box --

VENDOR
(fainting moan)

-- and the First Biker is able to take it from him easily.

NEW ANGLE

The vendor falls, CRASHING into his card table (SFX). The table COLLAPSES, flattening and scattering the vendor's wares O.S. The vendor rolls OFF as Bruce comes running INTO the fray.

ON FIRST BIKER, BRUCE

The First Biker turns to find himself face to face with Bruce, who runs headlong into him, leading with his shoulder like a charging linebacker (SFX).

BRUCE / FIRST BIKER
(impact groans)

The First Biker drops the cash box. It goes CRASHING to the pavement, but does not break open.

NEW ANGLE

Bruce grabs The First Biker and judo-flips him OFF.

HIGH ANGLE - THE RIVER

The first Biker plummets into the drink (APPROPRIATE SFX).

FIRST BIKER
(trailing cry)

WIDE ANGLE - BRUCE AND BIKERS

The other two Bikers dismount their bikes and face Bruce.

ON BRUCE

He settles into a fighting stance.

CLOSE ON BRUCE

His expression hardens, eyes straight ahead, as he puts himself totally into the now of the task. DIAL DOWN MUSIC AND SFX; all we hear is his HEARTBEAT: steady, not racing. His brow is smooth, his

expression serene. He is the water wearing away the boulder drop by drop, the bird carrying away the mountain pebble by pebble. His entire being is focused on his foes; be there three or a thousand, it makes no difference.

Except --

His eyes flicker and glance to one side. RACK FOCUS to show Andrea some distance behind him, watching anxiously. He can't see her, but he knows she's there.

ANDREA (V.O.)
(memory reverb)
Just come back to me in one piece.

REFIELD ON Bruce; his brow now furrowed, his concentration no longer pure.

ANOTHER ANGLE

The two Bikers approach menacingly. One swings a tire chain -- the other SNAPS open a switchblade.

SECOND BIKER
Better have your insurance paid up,
sucker!

INTERCUT ANDREA - REACTION

Watching from a distance, horrified. Jamming her knuckles into her mouth to keep from screaming.

ON BRUCE

He delivers a high pinwheeling roundhouse kick, KICKING the blade out of the Second Biker's hand. The knife goes SKITTERING O.S. But before Bruce can regain his balance the Third Biker leaps up in a clumsy but effective flying side kick that HITS Bruce in the midsection.

BRUCE
(impact groan)

ON WALL OF GUARDHOUSE

Bruce SLAMS into it, taking the impact across his shoulderblades.

ON SECOND AND THIRD BIKER

They beat a hasty retreat, the Second Biker snatching up the cash box.

ON BRUCE

He gets to his feet, somewhat woozily, and charges O.S.

ANGLE INCLUDES BIKES

The Bikers leap onto their bikes and KICKSTART them. Bruce runs INTO SHOT.

ANOTHER ANGLE

Bruce leaps for one of them, just misses him. The two Bikers ROAR OFF.

SECOND BIKER
(mocking laughter, hooting)

ON BRUCE

A concerned-looking Andrea steps IN, drops to one knee beside him as he sits up.

ANDREA
Thank god you're all right. I was so
frightened...!

CLOSER - BRUCE, ANDREA

Bruce is seething, clearly angry at himself. Andrea tries to touch his face...

ANDREA (CONT'D)
C'mon, let me have a look at you...

But Bruce annoyedly brushes her hand away...

BRUCE
Andrea, please...

He scrambles to his feet and moves OFF. HOLD a beat on the startled Andrea, looking after...then...

DISSOLVE TO:

INT. WAYNE MANOR - NIGHT - BRUCE'S STUDY (FLASHBACK CONTINUES)

Bruce sits with a sketch pad, doodling for a beat. Then he stops, looks up out the window, brooding.

OTS BRUCE - TO SKETCH-PAD PAGE - BRUCE'S DRAWING

It's a figure study of a man in a skin-tight uniform with a long, flowing cape pinned at the shoulders -- basically the Batman costume, but without any of the bat-like touches: no scalloped bat-wing effect on the hem of the cape; no fins on the gloves; no bat-eared cowl, etc.

BACK TO BRUCE

He stares down at his drawing a beat, then his brow furrows with disgust. He RIPS the drawing out of the pad and CRUMPLES it up (SFX).

BRUCE
(under his breath)
What am I still doing this for?

ANGLE - PAST BRUCE TO DOORWAY BEHIND HIM

Bruce tosses the wad of paper into the blazing fireplace. Simultaneously, Alfred APPEARS in the doorway behind him, silently. Bruce doesn't yet realize he's there. Now Alfred listens as if he knows exactly what Bruce is talking about, as Bruce POUNDS the arm of his chair as he speaks:

BRUCE
It's gotta be one or the other, I
can't have it both ways. I can't put
myself on the line as long as there's
someone waiting for me to come home.

Bruce reacts, startled by Alfred as:

ALFRED
Miss Beaumont would be glad to know
you feel that way, Master Bruce.

NEW ANGLE

Bruce turns to regard Alfred incredulously as the butler picks up the telephone extension on an endtable (its pick-up button is FLASHING -- Andrea's call is on "Hold") as:

ALFRED (CONT'D)
She's holding on line one, sir.

Alfred holds out the phone to him. Bruce leaps up, recoiling as if the butler were holding out a handful of snakes.

BRUCE
Alfred, I can't. Not now.

Bruce grabs a jacket hanging from a doorknob in b.g.

ON ALFRED

He looks on as Bruce, wearing a troubled expression, races out.

ALFRED
What shall I say?

BRUCE
I don't know. I just don't know!

And Bruce EXITS, SLAMMING THE DOOR behind him. Alfred reacts, startled, then recovers. He looks after a beat, clearly disappointed. Off which...

WIPE TO:

CLOSE-UP OF BRUCE - NIGHT

Somewhere else. Can't tell where yet. But it's outside. The b.g. is dark. Distant THUNDER CLAPS are heard (SFX) and LIGHTNING FLASHES illuminate Bruce's face in staccato bursts as:

BRUCE

(softly)

It doesn't mean I don't care any
more. I don't want to let you down
-- honest. But...but...

It begins to RAIN. We PULL BACK SLOWLY, REVEALING BRUCE in the jacket we saw him don in the previous scene. Huddling against the cold. Addressing someone O.S.

BRUCE (CONT'D)

...it just doesn't hurt so bad any
more. You can understand that, can't
you?

We continue pulling back, REVEALING that we're in:

EXT. CEMETERY - NIGHT - THE WAYNE PLOT

Bruce is standing before the monument to Thomas and Martha Wayne. He gestures in supplication as if pleading a case to them, trying to persuade them:

BRUCE (CONT'D)

Look, I can give money to the city,
they can hire more cops. Let someone
else take the risks. It's different
now.

CLOSE - BRUCE

BRUCE (CONT'D)

Please. I need it to be different
now.

RESUME SCENE

He drops to his knees, clasps his hands in his lap.

BRUCE (CONT'D)

I know I made a promise, but I didn't
see this coming. I didn't count on
being happy.

ON BRUCE

He leans forward, clutching the large grave-marker like he's gripping a man's shoulders.

BRUCE (CONT'D)
Please. Tell me that it's okay.

A beat. Silence. Then:

ANDREA (O.S.)
Maybe they already have.

Bruce reacts, eyes widening...and whirls to see

ANDREA

standing a few feet away, near her mother's grave. Holding an umbrella as she steps forward out of the shadows toward him, and we
TRUCK OUT TO INCLUDE BRUCE...

ANDREA (CONT'D)
Maybe they sent me.

BRUCE

rises, just stares at her a beat...then...

NEW ANGLE - BRUCE, ANDREA

They embrace. TIGHTEN ON BRUCE as his eyes squeeze shut, and a single tear streams down his cheek.

MATCH-DISSOLVE TO:

EXT. CATHEDRAL - PRESENT - CLOSE ON BATMAN

still perched here. RAIN is now pouring down, dripping off his face and cowl like tears. DIAL UP BLIMP MOTOR (SFX) from above. It catches his attention; he looks up O.S., toward the source of a light that is spilling INTO FRAME.

LOW ANGLE - POLICE BLIMP OVERHEAD - QUICK CUT

It drifts lazily between sheets of rain, sweeping the area below with searchlights.

BACK ON CATHEDRAL GARGOYLE

The searchlight beam stabs INTO SHOT, sweeping the spot where Batman had been perched...but now he is gone.

FAST WIPE TO:

EXT. GOTHAM STREET - DAY (NEXT MORNING)

Arthur Reeves is walking briskly along the sidewalk, overtaking other pedestrians and avoiding puddles, from the night before.

HIGH ANGLE - TRACKING WITH REEVES

FOLLOW him a beat. Suddenly, he stops dead as a black limo SCREECHES INTO VIEW right in front of him, emerging from an alley (SFX) and cutting him off.

ON LIMO

A rear window SLIDES down to REVEAL a much older-looking Sal Valestra, beckoning to him. No cigar smoke this time. Reeves steps INTO SHOT, approaching the car.

VALESTRA

Get in.

NEW ANGLE - FAVORING REEVES - QUICK CUT

He looks around to make sure that no one is watching, then.

INT. THE LIMO

Reeves crawls inside warily and sits beside Valestra, as the unseen DRIVER pulls away from the curb (SFX).

VALESTRA (CONT'D)

All I want to know is, is it true?
Is the Batman really hitting our
people?

ON REEVES

With a grim expression, he nods.

REEVES

There are eyewitnesses.

ON VALESTRA

His features contort into a mask of fury.

VALESTRA

(building anger)

Beautiful. That's just beautiful.
Why? He never leaned on us before.
I'm too old for this!

FAVOR REEVES

He gives Valestra a withering look.

REEVES

I suppose you could demand police protection.

FAVOR VALESTRA

Thru the following he begins to GASP, spittle forming at the corners of his mouth.

VALESTRA

What are you, a comedian? This is the Batman we're talking about here. A freak job -- he'll crucify me --
(breaks down into wheezing, racking coughs)

WIDER

to INCLUDE a PORTABLE OXYGEN TANK leaning against the seat back. He lunges forward and grabs the mask, clutching it to his face as he frantically plucks at the valve, CRANKING it up full. (SFX: BELLOWS EFFECT as oxygen is pumped).

VALESTRA

(hungry, wheezing gasps)

Reeves leans forward toward the partition separating the back seat from the driver, KNOCKS (SFX).

REEVES

(to driver)
Pull over.

CLOSE - REEVES

giving the O.S. Valestra a sidelong glance, clearly unnerved.

REEVES (CONT'D)

It's not very healthy in here.

WIPE TO:

INT. BATCAVE - MAIN COMPUTER STATION - EXTREME LONG SHOT

Batman sits at a keyboard, INPUTTING data (SFX). Then:

BATMAN

(reading screen)
O'Neil Funding Corp...Adams Tool and Die...

(beat)
I should've known.

ALFRED (O.S.)

Sir?

CLOSER - ON BATMAN

BATMAN
(re: screen)
Chuckie Sol and Buzz Bronski...they
have some history together.

ON ALFRED

In the weapons area. He is polishing the fencing foils with an oilcloth. He looks up, cocking an eyebrow in keen interest.

BATMAN (CONT'D) (O.S.)
They were partners...in dummy
corporations set up over ten years
ago.

WIDER - TO INCLUDE BATMAN

As Alfred steps toward him. During the following, the screen shows a database with a highlight moving down a list of names to HOLD on the name VALESTRA, SALVATORE.

BATMAN (CONT'D)
The third director was one Salvatore
Valestra.

The name gives him pause. In his expression we see a flicker of recognition.

NEW ANGLE - BATMAN, ALFRED

Batman rises, turns to go. ANGLE ADJUSTS TO INCLUDE THE BATMOBILE, waiting on its turntable.

BATMAN (CONT'D)
(rising)
Sal's having company tonight. Don't
wait up.

Batman strides toward the Batmobile, and Alfred -- still with the foil in hand -- steps back into the weapons area.

ALFRED
(hopeful)
Meaning, I trust, that once you're
done with him, you'll be seeing her?

WITH BATMAN

He steps up to the car, then stops, turns to shoot Alfred a sharp look.

BATMAN
(defiant)
You think you know everything about
me, don't you?

BACK ON ALFRED

He gives the foil one more wipe with the cloth, then, on the word
"Sir," JAMS it into the sword rack with an irritated scowl:

ALFRED
(grumbling)
I diapered your bottom, I bloody well
ought to. Sir.

ON BATMOBILE COCKPIT

Batman leaps in and without sliding the canopy closed, floors the
gas pedal.

BATMAN
Well, you're wrong.

REAR OF BATMOBILE (STOCK)

The afterburner FLARES (SFX: ROCKET ROAR) and the car starts OFF.

ALFRED

Disappointedlly watches it go. Off which...

WIPE TO:

EXT. VALESTRA'S TOWNHOUSE - TO ESTABLISH - DUSK

START on the Batmobile parked in semi-concealment in an alley
behind the building...then PAN over to FRAME a fire-escape outside
an upper-floor window of the townhouse. A beat...then we SEE the
bat-shadow inside, moving across a window.

CUT TO:

INT. VALESTRA'S TOWNHOUSE - STUDY - ON DESKTOP

HOLD a beat on various papers -- personal documents -- strewn over
the blotter. Blue-black gloves are thumbing through them.

BATMAN

looks up, scans room. WIDEN as he grabs the goose-necked desk
lamp, tilts the light up toward

THE WALL

START on a single photo, Valestra and a nightclub singer,
spotlighted in the pool of light from the O.S. desk lamp.

HOLD a beat, then PAN over the wall, the lamplight REVEALING, in turn, lots more photos of Valestra:

Valestra and MAYOR HILL... Valestra and union chiefs...and finally we HOLD on one more picture, REVEALING Valestra and Chuckie Sol and Buzz Bronski AND Carl Beaumont, all seated together at a restaurant, all smiles, pouring and toasting champagne. A fifth figure -- the Tall Man -- is a shadowy shape at the picture's edge.

BACK ON BATMAN

Reacting with widening eye-slits. You can almost see his ears twitch.

BACK TO WALL PHOTOS

We PUSH IN to FRAME the smiling Carl Beaumont, his white teeth FILLING FRAME, which lightens and whitens as the following FADES UP:

ANDREA (REVERB)
(mid-sentence; fading up)
...you know how much I've always
wanted to see Europe, Bruce. And Dad
has business there next week...

And when we PULL BACK, the white dulls to the slate-gray of an overcast sky and we see that we've gone back ten years again, and we're in:

EXT. REAR OF THE WAYNE ESTATE - SUNSET (FLASHBACK RESUMES)

A rocky promontory far to the rear of Wayne Manor. We see Bruce and Andrea, in silhouette, strolling along. The SURF POUNDS below (SFX).

ANDREA (CONT'D) (V.O.)
It's some sort of hush-hush deal. He
won't tell me a thing.

CLOSER - ANDREA AND BRUCE

Bruce stops, reacts, clearly dismayed.

ANDREA (CONT'D)
He can't even say when we'd be coming
back.

BRUCE
(turning to her)
Will you at least let me try to talk
you out of it?

Bruce puts an arm around her shoulders, steers her toward a rock near a crevice...

ANDREA

Bruce...

...then gently pushes down on her shoulders, sitting her down.

BRUCE

Wait. Please.

FAVOR BRUCE

He looks down at her blankly for a beat, as if trying to figure out what to say. Silence. Then:

BRUCE

Oh, never mind, I'm no good at this.

He rummages in a pocket, then pulls out a velvet box, crouches to hand it to her, as:

BRUCE (CONT'D)

Here. You'll get the idea.

FAVOR ANDREA

She opens the box, and inside it is an engagement ring, with a glittering diamond big enough to choke the proverbial horse.

ANDREA

(admiring gasp)

She seems tongue-tied, but it's only the shock of the moment.

BRUCE

What do you say?

ANGLE ADJUSTS TO INCLUDE the beaming BRUCE, as she looks up at him lovingly, eyes puddling up.

ANDREA

Of course I will.

THRU THE FOLLOWING, we hear WHAT SOUNDS LIKE SEAGULLS CHIRPING (SFX), at first softly, but increasing in intensity. As Bruce holds the box for her, she takes the ring from it and slips it on, then admires it a beat...

ANDREA

I never thought this would happen. I always felt like...like I'd thrown you a curve ball, like you never knew what to do with me, 'cause I wasn't in the plan.

CLOSE TWO - ON BRUCE AND ANDREA

They embrace...

BRUCE

You are now. I'm changing the plan.

They're about to kiss. By now the O.S. "CHIRPING" is more clearly a SCREECHING sound and has grown DEAFENING...

WIDER

ON THE CUT, the crevice suddenly ERUPTS with an explosion of bats, forcing Bruce and Andrea to stagger back! (SFX: MAD SCREECHING of dozens of bats)!

Bruce throws a protective arm over his intended as they look up in awe at the bats that keep coming, swirling in a great vortex, blanketing the darkening sky. It's as if Hell had blown open! The crazily-fluttering bats FILL FRAME, BLACKENING it! A beat, then...

FADE IN ON:

EXT. ON GOTHAM SUBURBAN STREET - ON A MANSION - NIGHT -
(FLASHBACK CONTINUES)

The home of the obviously well-to-do Beaumonts. The Wayne limo pulls into the long driveway and makes its way up to the circular drive before the front door. As the limo pulls up, we SEE that there are already two cars out front.

INT. BRUCE WAYNE'S LIMO - CONTINUOUS - MOVING

Andrea and Bruce sit behind the liveried Alfred. Andrea notices something O.S., reacts with puzzlement.

ANDREA

Uh-oh.

INT. BACK SEAT OF LIMO - FAVOR ANDREA

She points up and OFF.

ANDREA (CONT'D)

Looks like he's got company --

WHERE SHE POINTS - WINDOW OF BEAUMONT'S STUDY

From the silhouettes on the curtains, we can SEE that Carl Beaumont has clients in there. He's conferring with them across the desk.

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

-- business-type company.

INT. REAR OF LIMO

Andrea turns to Bruce, puzzled. He senses her unease.

ANDREA

He doesn't usually see clients here.
At least not at this hour.

She bites her lower lip.

EXT. LIMO

The right rear door opens, REVEALING Bruce and Andrea. He leans forward to hold the door open for her, DURING:

ANDREA (CONT'D)

Maybe we should wait till tomorrow
before we give him the good news.

BRUCE

Maybe.
(beat)
Goodnight, baby.

She turns back, gives him a kiss.

ANDREA

Goodnight, Bruce... Alfred...

ON FRONT DOOR

We SEE The Tall Man, in a fedora, leaning against a column. He is smoking a cigarette and using a cuticle remover. Andrea passes THRU FRAME on her way into the house. She ignores The Tall Man as she passes him. He gives her an admiring leer...

TALL MAN

(sexual come-on growl)

INT. LIMO - MOVING

down the drive as Alfred pulls away. TIGHTEN ON BRUCE, staring back hostilely at

THE TALL MAN

He senses Bruce's hot stare. He looks back in the o.s. Bruce's direction and, brows knitting with annoyance, he flicks his lit cigarette in the limo's direction as if to say, "F*** you." Off which...

WIPE TO:

EXT. REAR OF ESTATE - ON CREVICE - NEXT MORNING (FLASHBACK CONTINUES)

We're on the crevice from which the bats burst earlier. There is a painter's ladder propped against the side of the shaft. ON THE CUT, a flashlight beam plays over the ladder...then Bruce, dressed in sweatshirt and jeans, and holding the flashlight, rises INTO VIEW, calling out as he climbs the ladder:

BRUCE

It's another cave, all right. Could
be as big as the house...

BRUCE'S POV - ALFRED'S FEET

standing at the edge of the pit. START on them, then TILT UP,
simulating Bruce's rising POV, up to Alfred's face. His brow is
furrowed; the expression clearly one of sadness and dismay. In his
hand he holds a small package wrapped in brown paper.

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

...judging from the number of bats
that came out of it.

(beat; off his expression)
Alfred, what's wrong?

NEW ANGLE - FAVORING ALFRED

Bruce rises INTO SHOT beside him, alarmed. He hands Bruce the
package.

ALFRED

(subdued)

This just arrived, sir.

BRUCE

takes the package, stares at it a beat. His puzzled expression
seems to say, "What the hell does this mean?" Then he TEARS the
package open (SFX).

OTS BRUCE - TO PACKAGE IN HIS HANDS

as the paper falls away to REVEAL the ring box. With a "Dear
Bruce" letter taped to it.

RESUME BRUCE

who can't believe his eyes as he scans the note.

BRUCE

(aghast; muttering/reading)

"...left with Dad...too young...need
time...forget about me..."?

The note slips from his slackening hand and FLUTTERS OFF as his
face contorts in sudden sorrow.

EXTREME HIGH ANGLE

as Bruce throws back his head and howls -- a regular classical-
Greek theatre "Earth cry."

BRUCE (CONT'D)
(from the depths)
NO!

HARD CUT TO:

INT. BRUCE'S STUDY - CLOSE ON THE PORTRAIT OF THE WAYNES (FLASHBACK CONTINUES)

Bruce's parents stare out at us, stiff, formal, unsmiling. We PAN AWAY to FRAME a window...then PUSH IN and

DISSOLVE THRU TO:

EXT. PROMONTORY - ON THE CREVICE - CONTINUOUS

The CAMERA DESCENDS into the hellhole, turning and twisting around rock formations, becoming lost in the darkness.

DISSOLVE TO:

INT. MAIN CAVERN (THE FUTURE BATCAVE) - CONTINUOUS

The CAMERA continues PANNING down stalactites, dripping limestone tears, as if this were all ONE SHOT. END PAN on the bat cowl draped over a dressmaker's form in the foreground. Alfred steps IN to pick it up, and ANGLE ADJUSTS as he turns to hold it out to Bruce, who stands in the shadows wearing the rest of the costume. He takes the cowl.

NEW ANGLE - BRUCE

His back to us as he puts on the cowl. Then he turns around, eyes glowing, demonic...and even the imperturbable butler is taken aback.

ALFRED
(barely a whisper)
My God...

Bruce solemnly moves past him. He is now someone else..."a creature dark and terrible"...

DISSOLVE TO:

INT. VALESTRA'S STUDY - ON BATMAN - THE PRESENT

Batman takes Beaumont's photo from the wall, slips it under his cloak. He moves to the open window, and in a swirl of his cape, he is gone.

WIPE TO:

EXT. GOTHAM WORLD'S FAIR GROUNDS - DUSK - CLOSE ON GLOBE

The once beautiful globe of the moon, the glistening centerpiece of the fair, is now a rusted hulk, a white-stained roosting place for pigeons.

CAMERA TILT-PANS DOWN across the now-abandoned and rotting fair exhibits and picks up another antique -- Sal Valestra pulling up in his dark sedan. The car stops in front of the now-dilapidated "World of the Future" exhibit. A few saw horse barriers have been arranged in front to keep people out.

CLOSER ON SEDAN

The door opens and Valestra, wearing a top coat and slouch hat, warily steps out. In one hand he carries a briefcase. In the other he holds his small oxygen tank and takes a deep breath from it to bolster himself.

VALESTRA
(oxygen mask breath)

Valestra lowers the mask and looks nervously toward the exhibit.

VALESTRA
(nervous)
Geez, if there was just some other way...

Valestra moves O.S.

WIDER ON VALESTRA

The old mobster edges around the barrier and hobbles into the exhibit.

ANGLE ON PHANTASM

Watching cautiously from a nearby vantage point. He melts back into the mist around him.

INT. WORLD OF THE FUTURE EXHIBIT - DARK

Valestra makes his way hesitantly through the darkened exhibit. All around him strange, gnomish shapes are seen clumped together in the shadows. Valestra pulls his collar tighter and takes a few steps forward. Suddenly the lights flash on revealing the old mobster standing in the midst of the "World of the Future" ride. Only now the doll-like audio-animatronic puppets have taken on a freakish look thanks to rust and decay. The dolls spasmodically jerk to life as a quavering, badly-pitched tape of the ride's formerly peppy theme song is heard.

RIDE SINGERS (V.O.)
(slurred)
Forward Gotham to the future.
Our dreams are shining bright.
Glory and wonder --

Suddenly MACHINE GUN FIRE shatters one of the smiling dolls to Valestra's right.

VALESTRA
(terrified gasp)

Valestra leaps away in horror as the long, uninterrupted gunfire rips the doll to bits. All is silent as the GUNFIRE ENDS (the song has since cut off) but the O.S. gunman comically pumps one last SHOT into the broken pile of junk for good measure. Very shaken, Valestra looks toward the source of the gunfire.

VALESTRA
(frightened wheezes)

VALESTRA'S POV - ANGLE ON THE JOKER

The malevolent clown is first seen only as a tall, thin shape in the shadows. Just his eyes, grin, and the smoke rising from his uzi are visible. Then THE JOKER steps into the light as he tosses the gun away.

JOKER
I hate that song.

Suddenly the Joker brightens with mock-joy as he recognizes Valestra.

JOKER
Gasp! Can it be? Old Sallie "The Wheezer" Valestra!

ON VALESTRA

He forces a nervous smile as the Joker hurries in to over-enthusiastically pump his hand and slap him roughly on the back.

JOKER
Welcome, Pisan'! It's been a dog's age!

VALESTRA
Hello, Joker. Didn't mean to drop by unannounced.

The Joker grandly waves away Valestra's apology as he gives him a mock-comradely hug.

JOKER

Oh, Sal-va-tore! Why so formal? Mi
casa nostra es su casa nostra.

ANGLE ON AUTOGYROS

Suddenly a flock of small autogyros streak out of the tunnel.
CAMERA FOLLOWS the small flying models as they whirl around the
surprised Valestra. The Joker looks at them nonchalantly.

JOKER

Oh, don't mind my home security
system.

ON JOKER

As he removes a small remote from his pocket and activates it.

JOKER

Can't be too careful with all those
weirdos around.

ON AUTOGYROS

They pause and streak back into the darkness.

BACK TO JOKER AND VALESTRA

The Joker shoots Valestra a suspicious grin.

JOKER

So, what's an old-timer like you want
with a two-timer like me?

VALESTRA

Business. I got...

JOKER

(interrupting)

Ooh! Business. Sounds like fun.
Come...

ON DELAPIDATED TRAM CAR

As Joker escorts Valestra to it.

JOKER (CONTD')

We'll repair to more comfortable
environs. But first...

(acting like a tour guide)

You must be at least this tall...

The Joker holds one hand up high over his head to indicate the
height.

JOKER (CONT'D)
...to go on this attraction.

He then yanks Valestra up by his collar with his other hand.

VALESTRA
(pained gasp)

The Joker looks between his hand and Valestra.

JOKER
Close enough!

ON VALESTRA

Joker lets Valestra drop into the seat.

VALESTRA
(cry of surprise)

The Joker SLAMS the safety bar down on Valestra's lap so hard that he recoils.

JOKER
(leaning in)
Now hold onto those hats and glasses.

The Joker slides down next to Valestra.

JOKER (CONT'D)
(normal voice, casual)
There's a teensy little bit of a jump at first.

The Joker pulls a lever and BAM! The car shoots away like greased lightning.

JOKER (CONT'D)
(overlapping Valestra)
Wheeee!

VALESTRA
(overlapping Joker)
Auuuuugh!

WIDER ON RIDE

They streak past darkened dioramas of wondrous devices, now decaying with age. We SEE space-age designed refrigerators, bubble cars, personal robots, etc.

ON JOKER'S CRAFT

It zooms into a well-lit diorama showing an ultra-modern home of the future. This diorama has definitely seen better times, having a particularly moth-eaten look to it.

An android HOUSEWIFE, (the Joker calls her HAZEL) her head askew and half-rusting away, stands at a kitchen counter and mindlessly chops with a rusted knife. Nearby a decaying robot dog wags his exposed-wire "tail" as he lays on a couch. The car shudders to a stop and the Joker jumps out and loudly proclaims:

JOKER
Honey, I'm home!

Valestra crawls out of the ride, gasping painfully and fumbling for the oxygen.

VALESTRA
(gasps)

CLOSER ON HOUSEWIFE ANDROID

Mindlessly fixing dinner on her perpetual cycle. The Joker sidles up to her and looks at the nonexistent food.

JOKER
(kidding)
What, meatloaf again? Aww, I had it for lunch.

The Joker gently pinches her cheek as he flashes a big, playful smile at the O.S. Valestra.

JOKER
Isn't Hazel here a cutie? True, she's a real homebody, but you can't help who you fall in love with.

Part of Hazel's face rips off in the Joker's fingers, but he just casually tucks it in his pocket and moves off.

ON VALESTRA

Standing uncertainly by the couch. The Joker walks in and knocks the robot dog off the couch with a vicious backhand swipe.

JOKER
Down, Rusty.
(to Valestra)
Have a seat, Sal. Tell me what's on your so-called mind.

The Joker flops down comfortably in a modern-styled Eames chair as Valestra perches nervously on the couch.

VALESTRA
It's Batman. He's gone nuts.

CLOSER ON VALESTRA

A bundle of paranoia as he tells his story.

VALESTRA

First he whacked Chuckie Sol, then
Buzz, and now he's after me. I know
it! Couple days ago I saw him spyin'
on me, from the roofs.
(starts to gasp)

Valestra takes another hit from his oxygen tank (SFX).

VALESTRA

(oxygen gasp)

ON JOKER

Reclining in the chair with his arms behind his head.

JOKER

(thoughtful)

Y'know, I've been reading lately how
ol' Guano Man is wound tight enough
to snap.

An insane, animated expression flashes into the Joker's eyes and he
gleefully rubs his hands.

JOKER

Wouldn't it be great if I've finally
driven him off the deep end?!?
(excited squeal of delight)

ON VALESTRA

Starting to look desperate. He stands and begins to nervously
limp/pace.

VALESTRA

This isn't a joke! Batman's knockin'
us off and you're the only one who
can take him down.

ANOTHER ANGLE

Valestra grabs up his suitcase and opens it for the Joker to see.
The case is filled with cash. As Valestra talks, Joker stands,
takes out a stack of bills, smells them like a fine cigar, and
finally uses them as a fan as he mimes a yawn.

VALESTRA

Look. Five million up front with
whatever you want to finish him off.

The Joker raises a contemptuous eyebrow as he tosses the bills back
into the case.

JOKER

What do I look like, pest control?
(smug chuckle)

ON VALESTRA

All control gone, Valestra tosses the case down.

VALESTRA

Think, you fool! Once he gets me,
how long 'till he gets you?

Valestra frantically grabs the Joker by the lapels. The Joker's grin instantly turns into a hateful, murderous scowl.

VALESTRA (CONT'D)

You know what I'm talkin' about!
Your hands are just as dirty!
Dirtier!

FAVOR JOKER

The Joker savagely SMACKS Valestra's hands off his lapels, grabs Valestra by the back of his hair and thrusts his face close to the shaking mobster.

JOKER

(murderous hiss)
Don't touch me, old man.

Suddenly the Joker breaks into a big smile.

JOKER (CONT'D)

(lighter)
I don't know where you've been.
(good-natured laugh)

WIDE ANGLE

The Joker releases Valestra and places a friendly arm around his shoulders. The clown shakes his head and rolls his eyes as Valestra smiles hesitantly.

JOKER

Oh, Sal. No one could take a joke
like you. Of course I'll help you
out.

VALESTRA

Really?

ANGLE ON HAZEL

Still chopping away in the F.G. In the B.G. we see the silhouettes of the Joker and Valestra.

JOKER

Certainment! No way is anybody gonna hurt my ol' pal, Sal.

ON JOKER AND VALESTRA

Valestra starts to hesitantly smile and the Joker points to him with delight.

JOKER

That's it! That's what I want to see...

CLOSER ON JOKER

He now points to his own grinning face.

JOKER (CONT'D)

A nice big smile.

CUT TO:

EXT. GOTHAM CITY - NIGHT - CLOSE ON SPINNING COPTER BLADES

The blades of a police helicopter spin down AWAY FROM CAMERA. The copter passes by the roof of a fancy hotel. After the copter passes, Batman rises up from the shadows. He moves to the edge of the roof and vanishes over the side.

INT. HOTEL SUITE - CONTINUING - DARK

Batman's silhouetted form lands on the balcony outside the suite's bedroom. He works the door's lock and it swings open. Batman steps into the suite and closes the door behind him just as the outer door opens. Batman quickly leaps into the shadows as voices are heard O.S.:

ANDREA

I'm exhausted. Thanks for dinner, Artie.

Arthur Reeves follows her to the door.

REEVES

You know, it's not good to go to bed on a full stomach.

Reeves's hand strays down to stroke against Andrea's hand on the door handle.

REEVES (CONT'D)

We could stay up, talk for awhile...

ON ANDREA

Her eyes dart around, looking for a graceful way out.

ANDREA

Oh, Artie. I've got a killer day
tomorrow. The banks, the attorney...

Andrea's eyes catch some movement in the back of the room.

ANDREA'S POV - BATMAN

A form in the shadows, but more than an indication to Andrea that
he is there.

BACK TO ANDREA AND REEVES

Andrea gives Reeves a friendly smile and takes his arm.

ANDREA

But call me, okay?

Reeves is pleasantly surprised as Andrea gives him a kiss on the
lips.

ON BATMAN

Watching, impassive, from his place in the shadows.

ON ANDREA

She waves to Reeves, who is on his way out the outer door.

ANDREA

Good night.

REEVES

Night.

He goes. Andrea closes her bedroom door, leans against it crossly
and snaps on the light.

ANDREA

Don't you ever knock?

ON BATMAN

He steps forward and takes the photo of Beaumont and the gangsters
from his belt.

BATMAN

Have you ever seen this?

Andrea takes the photo, looks at it and shakes her head.

ANDREA

No.

BATMAN

But that's your father. He's the one who set up their corporate partnership.

Andrea shrugs and moves away from Batman.

ANDREA

So? That's his job.

BATMAN

He was the one element that tied these gangsters together. Where's your father now?

ON ANDREA

She moves to a small bar, uses ice tongs to fill a glass and pours a drink from an elegant glass pitcher.

ANDREA

Haven't a clue. He's a world traveler, remember? Why don't you try Madagascar?

Before she can drink, Batman's hand enters and pushes her hand down, SLAMMING the glass onto the bar. Batman glares at her.

BATMAN

That's not what you told Reeves. You told him you were closer than ever to your father.

Andrea flashes Batman an ugly smile.

ANDREA

You had me bugged, is that it?

BATMAN

I can read lips.

ANDREA

Then read them now. Get out.

ANOTHER ANGLE

A tense moment as they both stare at each other, neither one giving quarter. Then Batman silently withdraws and turns to pause at the window.

BATMAN

Why won't you tell me where he is?
Are you still following his orders?

ON ANDREA

He holds up her drink and swirls around the ice, looking at it thoughtfully.

ANDREA

The way I see it, the only one in
this room controlled by their parents
is you.

She looks coldly over the rim of her glass at Batman as she takes a drink.

ON BATMAN

Silhouetted against the window. His eyes narrow, then he vanishes through the French doors.

ON ANDREA

Taking another drink, she walks slowly and deliberately over to the doors, closes them and locks them tight. She turns and the glass falls from her hand. She slumps weeping into a nearby chair.

ANDREA

(Quiet sobs)

DISSOLVE TO:

EXT. GOTHAM - NIGHT CLOSE ON SWIRLING MIST

Phantasm's death-head mask rises out of the mist.

ANGLE WIDENS to show Phantasm moving silently across rooftops, his mist following after him like a long gaseous cape. He pauses as he spots Sal Valestra's townhouse on the other side of the street.

ANGLE ON VALESTRA'S WINDOW

Phantasm leaps onto the windowsill and starts to pry the window open. His mist swirls around him, and when it clears we see Phantasm is gone and the window is open.

INT. VALESTRA'S TOWNHOUSE - CONTINUING

Phantasm makes his way cautiously through the halls, aware of distant laughter gradually growing louder (SFX).

VALESTRA (O.S.)

(Wheezing laugh)

ANGLE ON DEN DOORS

Phantasm's hand enters and pushes open the big wooden den doors. Sal Valestra, wearing a robe and slippers, can be seen sitting in

an easy chair. He is holding up a copy of the color comics section, which obscures his face.

VALESTRA (O.S.) (CONT'D)
(Wheezing laugh)

CAMERA TRUCKS IN fast on Valestra and Phantasm's hand ENTERS to rip the paper away from his face. Valestra is dead, his face stretched into a hideous grin by the Joker's nerve toxin. A small Bag O' *Laughs* on Valestra's lap is making the giggles. Rigged onto Valestra's chest is a small two-way radio-camera device. A green light on the device is blinking, indicating that it is transmitting.

JOKER (V.O.)
Whoops! Guess the joke is on me!
You're not Batman after all. Looks
like there's a new face in Gotham...

ON PHANTASM

Warily looking at the corpse and device.

JOKER (V.O.) (CONT'D)
And soon his name will be all over
town. To say nothing...

INT. HALLWAY

Phantasm suddenly bolts through the den door and dashes down the hallway, headed for the window.

JOKER (V.O.) (CONT'D)
Of his legs, and feet and head and...

EXT. WINDOW

Phantasm dives through the window just as the top floor of Valestra's townhouse EXPLODES.

CUT TO:

EXT. ON STREETS - COP CAR

Their car is parked on the street. They are in the midst of sipping coffee from styrofoam cups when the EXPLOSION illuminates them. Bullock is in the passenger seat and nearly gags on his cruller as he says:

BULLOCK
That's Sal Valestra's place!

The other cop points.

DRIVER COP
Look!

CUT TO:

COP'S POV - PHANTASM

Or to be precise, Phantasm's outline, seen running inside a cloud of mist atop a nearby building. Again, it could be the Dark Knight.

ON PHANTASM

as he stops in the middle of the roof to get his bearings. Already SIRENS are heard in the b.g. As Phantasm looks around he suddenly sees...

OVER PHANTASM'S SHOULDER - BATMAN

In the distance atop an adjacent building. Phantasm heads O.S.

CLOSER ON BATMAN

He shoots his grappling line and swings off after the fleeing figure.

ON PHANTASM CLOUD

Batman swings down into the mist and KNOCKS Phantasm out of the cloud.

BATMAN

This madness ends now.

Batman fires a mighty blow at Phantasm's head but the wraith ducks and kicks Batman in the gut. (APPROPRIATE SFX).

BATMAN

(impact grunt)

Batman drops down and spins around, tripping Phantasm. Batman grabs his enemy by the cloak and hauls him up. Just then a police helicopter is heard approaching (SFX). Batman and Phantasm both look toward the sound.

CLOSE ON PHANTASM

He activates his mist screen and punches out at Batman, causing the Dark Knight to drop him.

BATMAN

(impact grunt)

WIDER

Phantasm quickly vanishes back into his mist as the helicopter thunders overhead. A spotlight stabs down, picking out Batman.

HELICOPTER COP (O.S.)
(over bullhorn)
Batman! Stay where you are.

Batman bolts for the edge of the building.

ON POLICE COPTER

The cop with the bullhorn turns to the pilot.

HELICOPTER COP
Stay on him!

The pilot nods and the copter peels off after Batman (SFX).

ON BATMAN

He races over the rooftops, jumping, dodging and swinging off flagpoles as the helicopter tries to stay with him.

Batman dives for a fire escape ladder which lowers downward. The helicopter has to veer off, back up into the sky.

ANOTHER ANGLE ON BATMAN

CAMERA FOLLOWS Batman as the ladder lowers him into an alley, then WIDENS to show Bullock and a number of cops, Swat officers and squad cars waiting for him.

BULLOCK
Freeze!

Batman SHOOTS his grapple and swings away just as the Cops run forward.

ON BATMAN

He swings up over the rim of a huge stone gargoyle and runs to the edge of the building. He leaps off and lands within the structure of a half-built apartment complex.

WIDER ON APARTMENT STRUCTURE

A canister of tear gas is SHOT up into the structure (SFX).

ON BATMAN

The canister EXPLODES almost beneath his feet (SFX). He leaps back coughing.

BATMAN
(gasps, coughs)

ON SWAT TEAM LEADER

One of the Swat Team Officers reacts to Batman's cough.

SWAT LEADER
I hear him!

He squeezes off a round of MACHINE GUN FIRE as Bullock runs to stop him.

BULLOCK
Wait!

ON BATMAN

He reaches for his gas mask as the volley of GUNFIRE from the street splinters the half-finished ceiling above his head. It falls on him and CRASHES through the floor. Batman and the debris fall to a floor below. (APPROPRIATE SFX).

BATMAN
(cry of pain)

ON BULLOCK

He shouts an order to his men.

BULLOCK
Get a light up there!

WIDER ON UNFINISHED APARTMENTS

Showing the gas still billowing out of one of the floors. There is a terrific amount of damage. A spotlight starts to play over the building.

ANGLE ON BATMAN

In complete darkness. He starts to slowly push his way out of the wreckage.

BATMAN
(pained gasps)

As the light sweeps through the building, we see that Batman's cowl has been torn open and he is bleeding. He touches his head and sees the blood on his glove. SFX: HELICOPTER ENGINE. Batman looks toward the sound.

BATMAN'S POV - HELICOPTER

The police helicopter has circled around for another pass, but as we are seeing it through Batman's dazed eyes it looks fuzzy, unfocused.

BATMAN (O.S.)
(dazed groans)

ON BATMAN

He starts to painfully pull his grapple from his belt.

ON HELICOPTER COP

Leaning out the door of the copter. He shouts back to the pilot:

HELICOPTER PILOT

I think I see movement. Circle back.

Suddenly the cop REACTS with surprise as the clamp of Batman's grapple shoots IN, attaching itself to the copter's skid (SFX).

COPTER COP'S POV - BATMAN

Seen in silhouette, swinging beneath the copter.

HELICOPTER PILOT (O.S.)

He's climbing on!

ON COPTER PILOT

He pulls his gun and FIRES at the figure.

ON SWAT LEADER

The leader pulls his piece and points to the copter.

SWAT LEADER

Fire!

The Swat Officers pull their weapons and start FIRING at Batman.

ON BATMAN'S SILHOUETTE

The bullets from the copter cop and the Swat team rip into Batman. He is bounced around wildly by the GUNFIRE. Suddenly the ripped-to-shreds cape falls away, revealing a saw horse attached to the line beneath.

ON SWAT LEADER AND COPS

They realize they've been had.

SWAT LEADER

Quick! Around the back!

ON BRUCE

Without his cape and cowl, still bleeding from his head injury. He slides down a hanging construction cable to the street. He falls the last few inches and wearily tries to stagger back to his feet. He looks around as he hears cops approaching (SFX).

COPS (O.S.)
This way!

BRUCE'S POV - COPS AND BULLOCK

Distant, blurry shapes running toward him through the darkness.

BULLOCK
You! Stop!

ON BRUCE

He lurches forward, trying to escape.

ON FENCE

Bruce scrambles over a fence at the end of the alley and starts to run across a street.

ANOTHER ANGLE

Suddenly a small two-seater convertible (with the top up) skids to a stop next to him (SFX). The door opens and Andrea gestures for him to get in.

BRUCE
(groans)
Andrea...

ANDREA
Hurry!

Bruce leaps in the car and it shoots away just as the cops are scrambling over the fence.

DISSOLVE TO:

EXT. MANSION - NIGHT

PUSH IN as we hear:

ALFRED (V.O.)
There are certain advantages to
having a sturdy cranium, Master
Bruce...

INT. MANSION - BRUCE'S BEDROOM

Bruce is sitting on the edge of the bed, shirt off, his lower body still clad in gray tights. There could be a few small bandages on his torso in addition to the skull wrapping around his head. Andrea sits on the bed beside him, and Alfred stands nearby.

ALFRED

But, then, hard-headedness was always
your virtue.

She puts a hand on his arm. Alfred notices this.

FAVOR ALFRED

He arches an eyebrow slightly.

ALFRED

Well. I'm sure I have things to do
elsewhere...

He EXITS SHOT discretely.

ON BRUCE AND ANDREA

He puts his hand on hers.

BRUCE

You have an excellent sense of
timing.

ANDREA

It was all over TV -- I had to do
something. Good thing my hotel
wasn't too far away...

FAVOR BRUCE

He raises his hand to her face, touches her cheek. She turns away
slightly, as if to say, "Don't." A beat, then:

BRUCE

I'm grateful, of course.

(beat)

But I still need to know why you're
not telling me the truth about your
father.

FAVOR ANDREA

She hesitates for a moment. Then shrugs slightly and reaches for
her purse. She takes out the photo Batman gave her earlier. Bruce
looks at it.

ANDREA

(sighs)

Well, I suppose the world's greatest
detective will find out eventually.
You remember Daddy was having a
meeting that night with his
"partners"...

BACK TO:

EXT. BEAUMONT HOUSE - NIGHT (FLASHBACK)

As young Andrea leaves Bruce's limo and heads for the house.

ON THE TALL MAN

As before, he leers at her as she passes.

TALL MAN
(sexual come on growl)

CUT TO:

INT. FOYER

As she enters the house she pauses when she hears:

CHUCKIE SOL (O.S.)
(faint)
It ain't right, Carl. You're a
businessman, you know that.

BRONSKI (O.S.)
(faint)
You've taken what's ours. You're
going to pay one way or another.

Andrea reacts to this and runs inside.

INT. STUDY - WIDE ANGLE

Beaumont, looking pale and trapped, faces the three gangsters.
Andrea rushes IN, takes in the situation.

ANDREA
Leave him alone!

FAVOR VALESTRA

He turns his head slowly, a sinister homunculus, and regards her
through a cloud of cigar smoke.

VALESTRA
I'm sorry you had to see this, Ms.
Beaumont.

ON ANDREA

As Bronski grabs her in an armlock. Andrea struggles to use her
judo skills, but Bronski has her pinned.

ANDREA
(Gasp!)

FAVOR BEAUMONT AND CHUCKIE

Looking toward his daughter in horror.

BEAUMONT
Let her go!

Beaumont raises a hand toward Bronski when Chuckie Sol suddenly lunges forward like a striking asp and forces him back.

CHUCKIE
Watch it, Pops.

ON BEAUMONT AND CHUCKIE

Beaumont grovels, clutching his shattered hand. Nearby, Chuckie casually smooths back his hair and steps aside as Valestra walks up.

BEAUMONT
Please, Sal -- give me one more day!
I swear I'll get the money!

ANOTHER ANGLE

Valestra looks back at Beaumont.

VALESTRA
Convince me.

FAVOR BEAUMONT

Groveling. As he speaks, REFIELD TO FAVOR Andrea, who stares at her father in incredulous shock.

BEAUMONT
This time tomorrow. On my mother's grave. As soon as the European banks open I'll have the whole amount wired to you.

FAVOR VALESTRA

With Bronski and Sol on either side. Valestra leans back, glances at the other two for confirmation. A beat, then:

VALESTRA
Twenty-four hours. This time tomorrow, we'll have the money -- or I'll have your heart in my hand.
(beat)
Let's go, boys.

ON ANDREA AND BRONSKI

As Bronski lets her go with a little shove.

WIDE ANGLE

Bronski and Sol EXIT, followed by Valestra. Beaumont and Andrea watch them go.

ANOTHER ANGLE

Andrea turns to him.

ANDREA

Dad -- are you alright?

CLOSER ON THEM

Beaumont stands and says:

BEAUMONT

(intensely)

Pack a suitcase. We've got to get to the airport now.

Andrea stares at him in disbelief.

ANDREA

What?! But you said you'd have the money --

ANOTHER ANGLE

Beaumont starts shoving papers into his briefcase.

BEAUMONT

It's not that simple. The money's tied up in investments. Could take weeks to free it up.

ON ANDREA

She's never seen her father like this before. She rushes to him, SLAMS the file drawer shut, forcing him to face her.

ANDREA

But I can't leave! Bruce proposed to me -- we're going to get married!

ANGLE INCLUDES WINDOW

Beaumont grabs Andrea by the shoulders before she can finish and shakes her.

BEAUMONT

Listen to me! I just used up the last shred of pity Sal Valestra has! If I don't pay him back within twenty-four hours, they'll find us and they will kill us both!

He drags her to the window, pulls open the blinds a tiny fraction.

BEAUMONT (CONT'D)

Look!

CLOSER ON WINDOW

Andrea leans forward to peer through the crack in the blinds.

HER POV - STREET - NIGHT

We can barely see the Tall Man seated in the parked car.

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

You see? One way or another, they'll
get what they want.

BACK TO SHOT

Andrea pulls away from the window, looks at her father. Tears well
up in her eyes.

ANDREA

(verge of tears)

How -- why did you do this, Dad?
Why'd you get involved with those
people...?

ANOTHER ANGLE

Beaumont puts his arms around her.

BEAUMONT

(brokenly)

I'm sorry, Andi. I -- just wanted a
chance for you -- I --

(beat)

I'll get you out of this. Somehow
we'll be free of those guys, whatever
it takes. That's a promise.

CLOSE ON ANDREA

Looking up at him, tearful, hurt and betrayed -- but trusting.

CUT TO:

EXT. BEAUMONT HOUSE - NIGHT

The Tall Man sits in the car before the house, shuffling a deck of
playing cards. The night wind WHISTLES outside.

EXT. REAR OF HOUSE - NIGHT

We SEE two shadowy figures moving quickly and furtively from the rear of the house into the woods beyond. Each carries a suitcase. Over this we hear:

ANDREA (V.O.)

We hid all over Europe. Eventually settled on the Mediterranean coast. Dad was able to parlay the money he embezzled into a fortune.

DISSOLVE TO:

INT. BRUCE'S BEDROOM (PRESENT)

Andrea and Bruce sitting on the bed as we left them. Andrea stares at the floor as she finishes her story.

ANDREA (CONT'D)

Finally he had enough to pay them back -- or so he thought.

She looks at him.

ANDREA (CONT'D)

But when he contacted them, it turned out it wasn't enough. It would never be enough. They wanted interest compounded in blood.

(beat)

He had to find another way.

FAVOR BRUCE

He reacts grimly.

BRUCE

The man in the costume -- your father?

ANDREA

He said he'd get them, somehow. When I heard about Chuckie Sol...well, I had to come back. To find him. To stop him.

ANOTHER ANGLE

She stands, looks down at him.

ANDREA (CONT'D)

I'm sorry, Bruce. That's twice now I've come into your life and screwed it up.

She starts for the door. Bruce stands, takes her arm, pulls her to him.

CLOSER ON THEM

They gaze into each other's eyes, and then kiss the kind of kiss that Max Steiner wrote scores for.

ANGLE INCLUDES DOOR

Alfred walks in with a tea tray, sees them, turns without missing a beat and walks out again. They don't even notice.

DISSOLVE TO:

EXT. WAYNE MANOR - PATIO - DAY

The following morning. The sun shines down more brightly than we've ever seen in Gotham.

Andrea walks out sipping a cup of coffee, a look of tranquility on her face. As a morning breeze whips around her, Bruce (still bandaged and dressed in lounging clothes) steps in from behind, puts his arms around her and draws her close.

She smiles, placing the cup on a patio table and turns to face him, putting her arms around his neck.

ANDREA

Can we make it work this time?

BRUCE

I want to say yes. But you know it's going to come down between me and your father.

Andrea rests her head on Bruce's chest.

ANDREA

Daddy doesn't matter anymore.

CUT TO:

EXT. WAYNE MANOR DRIVEWAY - DAY

Andrea is in her now top down convertible. Bruce is leaning over the car, giving his girl a good-bye kiss.

ANDREA

I'll see you tonight.

BRUCE

I'll be here.

She gives him a wave and drives off.

ANGLE ON BRUCE

Watching her go. Alfred steps cheerfully out of the main doors.

ALFRED

It's so good to see you and Miss Beaumont together again.

(beat)

Might one ask what this bodes for your alter ego?

ON BRUCE

Deeply troubled.

BRUCE

I'm not sure, Alfred. So much has changed --

Alfred raises an eyebrow as Bruce walks back into the house.

ALFRED

You still love each other. That much, at least, has not changed.

He follows Bruce inside.

INT. WAYNE MANOR - BEDROOM - CLOSE ON TABLE

On it rests the photo of Beaumont and the gangsters, next to a small framed reproduction of the portrait of Thomas and Martha Wayne that hangs in the den. PULL BACK TO INCLUDE Bruce and Alfred as they ENTER. Bruce is in the throes of indecision.

BRUCE (O.S.)

(off Alfred's line)

It's true -- I love her. Maybe... after this is settled...

He picks up the picture of his parents, looks at it.

BRUCE (CONT'D)

...maybe then...

ANOTHER ANGLE

including Alfred, who is very happy indeed to hear this.

ALFRED

(softly)

I'm sure they would have wanted you to be happy, sir.

ON BRUCE

Bruce nods, sets the picture down. As he does so, he notices the

photo lying beside it. He picks it up, studies it, frowns.

ALFRED
Is something wrong?

ON PHOTO

We can see the shadowy shape of the Tall Man near the others.
CAMERA PUSHES IN on the Tall Man as Bruce says...

BRUCE (O.S.)
Maybe...

CUT TO:

INT. BATCAVE - CLOSE ON COMPUTER, BRUCE, ALFRED

Bruce sits behind the computer with Alfred standing nearby.
Bruce places the photo on a scanner.

ANGLE ON COMPUTER

As Bruce talks, the photo is enlarged onto the computer's main screen.

BRUCE
Computer, isolate image and enlarge.

ON COMPUTER SCREEN

The area around the Tall Man is instantly blacked out and his facial image is enlarged several times, filling in a good portion of the screen.

BRUCE (O.S.)
Render an accurate likeness based on visible features.

The photo now vanishes completely, leaving only computer generated lines suggesting the visible parts of the Tall Man's face. The computer starts "sketching out" his face.

ON BRUCE

His eyes widen with realization.

BRUCE
(whisper of dread)
Oh, no.

TRUCK IN on Bruce's face, growing angry and hard.

RIPPLE DISSOLVE TO:

SURREAL SEQUENCE - INT. CHEMICAL PLANT

A freakish, surreal reinterpretation of the Chemical Plant where Batman and The Joker first met.

We SEE The Tall Man bolting back in fear as a looming, silhouetted Batman looms over him.

The Tall Man falls into an impossibly wide vat of green chemicals. The chemicals swirl and boil, filling the screen. Suddenly it turns into a swirling surrealistic jumble of purple and green colors, out of which erupt various objects of Joker-related imagery -- playing cards, chatter teeth, Harley, laughing fish, murderous robot clown toys, and finally a gigantic image of The Joker himself, evil as sin and laughing like to bust a gut.

JOKER
(shrieking laugh)

The green liquid fills the screen, then FREEZES and CAMERA PULLS BACK to show the image of the Joker. The image DISSOLVES BACK to the Tall Man on the bat computer screen, now completely drawn. Police finger print blotches appear next to his face, along with data and aliases too small to read.

ON BRUCE

looking at the image with cold hatred.

BRUCE
Joker.

CUT TO:

EXT. GOTHAM CITY HALL - DAY

Through the window of his office, we see Councilman Reeves on the phone. Reeves is pacing as he speaks, waving his free arm in rage.

REEVES
You're telling me there were four
precincts on Batman's boot heels and
he still got away!?!?

INT. REEVES OFFICE

Reeves SLAMS the phone down and glares at it.

REEVES (CONT'D)
Unbelievable!

JOKER (O.S.)
Tsk! Tsk! And to think our tax
money goes to pay those jerks!

Reeves turns, surprised by the voice. CAMERA PANS to the Joker, dressed in his top coat and hat, leaning against the doorway of a back room.

REEVES
(horrorified)
You!

Reeves quickly starts to hurry toward the other door.

JOKER
(smug laugh)
That's right, Artie. Bring in the
press, why don'tcha?

ANGLE ON JOKER

Mugging as if for imaginary photographers.

JOKER (CONT'D)
Whatta photo op. The councilman and
his wacky pal.

ON REEVES

He hesitates by the door.

REEVES
You're no friend of mine.

ON JOKER

He looks mock-wounded.

JOKER
Oh, Artie! I'm crushed! How the
high and mighty forget.

The Joker moves casually toward Reeves' desk and sits down in the chair.

JOKER (CONT'D)
Don'tcha remember? You, me, Sallie
and the gang.

ANOTHER ANGLE

The Joker props his legs up on Reeves' desk as the councilman moves closer, protesting.

REEVES
I never met them or you. I worked
for Beaumont. I didn't know what he
was doing.

ON JOKER

He playfully picks up a letter opener and mimes picking his gloved fingernails.

JOKER

Oh, but you knew about it afterwards...

Joker uses the letter opener to tilt up the brim of his hat and then grins conspiratorially at Reeves.

JOKER (CONT'D)

And put it to good use, eh?
(evil chuckle)

ON REEVES AND JOKER

Reeves feels trapped but still tries to hold a brave front.

REEVES

What do you want?

The Joker stabs the letter opener into the desk for emphasis.

JOKER

To find out who's iced the old gang.

REEVES

Haven't you read the papers? It's Batman.

ON JOKER

He playfully holds up his palm, showing a joy buzzer in it. He buzzes it with his thumb. SFX: BUZZ.

JOKER

Ennnnh! Wrong! It ain't the Bat.
Nope, nope, nope. I've seen the guy.
He looks more like the Ghost of
Christmas Past. Nowhere near as cute
as Bat-boy.

CLOSE ON REEVES

He looks honestly surprised at this.

REEVES

You're saying it's someone else?

The Joker leans in to look him squarely in the face.

JOKER

Yeah. Someone who wouldn't mind
seeing our old pals out of the way.

The Joker's lower lip quivers in mock-sadness.

JOKER (CONT'D)
Maybe -- gulp, sob -- me, too.

The Joker's faked sorrow instantly vanishes as he glares at Reeves.

JOKER (CONT'D)
That's when I thought about you,
Arturo. An important, upstanding guy
like you could find it awkward if
certain secrets were revealed about
his past.

WIDER ON REEVES

Protesting his innocence as the Joker rises and stalks forward.

REEVES
Wait, you're not saying that I...

Just then, Reeves's desk phone SFX: BUZZES.

SECRETARY (V.O.)
Mr. Reeves? Miss Beaumont on the
line.

The Joker looks at the phone curiously.

JOKER
Beaumont? Not the babe?

The Joker flashes Reeves a sly look.

JOKER (CONT'D)
Oh, you devil, you.

The Joker hits the speaker button. Andrea's voice is heard.

ANDREA (V.O.)
Arthur?

Forced to take the call, Reeves leans forward to pick up the phone
but the Joker holds him back, indicating that he wants to listen,
too.

REEVES
Hello, Andrea. We're still on for
lunch, right?

CUT TO:

INT. ANDREA'S CAR

Andrea speaks on her car phone.

ANDREA
I'm sorry, I got hung up. I'll
explain everything tonight, okay?

CUT TO:

ON JOKER AND REEVES

Reeves looks at the Joker nervously as he concludes the call.

REEVES
All right. I'll see you then.

With a flourish, the Joker presses the speaker button as the call ends. He flashes Reeves a big cat who swallowed the canary smile and casually saunters around to position himself between Reeves and the door.

JOKER
Now ain't that a co-inky-dink? We're
talkin' about the old man, and the
spawn of his loins just happens to
call.
(Smug, sighing laugh)
Haa, makes you want to laugh, doesn't
it Artie?

ON REEVES

Boxed in by the Joker, frantically looking for a way around him. There is none. The Joker's laughing shadow falls over the frightened counselor.

JOKER (O.S.)
(Rising maniacal laughter)

CUT TO:

EXT. GOTHAM HOSPITAL - NIGHT

TRUCK IN on a lit window in the upper reaches of the hospital. Laughter is coming from the room.

REEVES (O.S.)
(Wild gasping laughter)

DISSOLVE THRU TO:

INT. HOSPITAL - CONTINUOUS

Councilman Reeves, dressed in a hospital robe, is twitching back and forth on the bed, laughing uncontrollably. His face is almost twisted completely into the Joker's rictus grin.

REEVES
(Gasping laugh)

A DOCTOR and a tray-bearing NURSE stand nearby, trying to administer to Reeves, but he is moving too much for the doctor to give him an injection.

DOCTOR
Councilman, please! You've got to control yourself.

REEVES
(through laughing gasps)
I'm trying, for God's sake!

ANOTHER ANGLE

Reeves's arms flail wildly, knocking the tray out of the nurse's hands (SFX). The nurse holds Reeves down and the doctor gives him the shot. Reeves laughter subsides and he sags back onto the bed.

REEVES
(Weakened laughs)

DOCTOR
There. That should relax you enough for the toxin to run its course. Try to stay calm.

REEVES
(gasps)
Okay, okay.

The doctor and nurse exit. CAMERA PANS over to the window to show Batman's silhouetted form entering.

ON REEVES

He turns and sees Batman O.S. The ominous bat shadow falls over him.

REEVES
(weak giggle)
Oh, n-no...

ON BATMAN

A dark shape looming over the bed.

BATMAN
Why did the Joker meet with you?

ON REEVES

He just shakes his head, his mouth stretching out into a panicked grin, tears forming at the edges of his eyes.

REEVES
(rising giggle)

ON BATMAN

He looms threateningly over the bed.

BATMAN

It has to do with the gangster
murders, doesn't it? He thinks
you're involved. Why?!?

CLOSE ON REEVES

Tears stream out of Reeves' eyes as he tries to keep himself from
laughing.

REEVES

(fighting giggles)
I don't know.

Batman's hand reaches IN and yanks Reeves up by the front of his
gown. CAMERA FOLLOWS Reeves up as he stares into Batman's narrow-
slitted eyes.

BATMAN

That's not the answer I want.

Terrified, Reeves starts to babble.

REEVES

(gasping for breath)
B-Beaumont needed me to help him and
his kid get out of town. He kept in
touch.

BATMAN

When was the last time you spoke to
him?

Reeves swallows hard, the ugly truth finally coming out.

REEVES

Years ago. My first election
campaign. I was running out of money
and asked Beaumont for help. He said
no.

Batman scowls grimly, getting the picture.

BATMAN

So you sold him to the mob.

Reeves starts to giggle uncontrollably again.

REEVES
(through giggles)
I was broke! Desperate! They said
all they wanted was their money back!
(bursts into gales of laughter)

ON BATMAN AND REEVES

Scowling with disgust, Batman tosses the now-roaring Reeves back onto the bed. He sweeps back out through the window a second before the doctor and nurse run in and try to calm down Reeves.

REEVES (CONT'D)
(Hysterical laughter)

DISSOLVE TO:

INT. ANDREA'S HOTEL ROOM

Looking out at the balcony and the night. A batwinged shape drops down from O.S., steps into the dark room.

ANOTHER ANGLE

Batman moves about the room, a shadow among shadows. He opens the closet cautiously, glances into it, then approaches the desk.

ON DESK

Andrea's locket lies there, illuminated by a sliver of moonlight. Batman reaches INTO SHOT and picks it up. His hand brings it CLOSE TO CAMERA and his thumb trips the release catch. The locket springs open, revealing side-by-side pictures of a younger Bruce and Andrea.

REVERSE ANGLE - BATMAN

His face is set in stone. He SNAPS the locket shut, and drops it back on the desk. The chain runs through his fingers like water.

WIDE ANGLE

He turns toward the door and is about to leave when the PHONE RINGS. He turns toward it.

ON PHONE

Batman picks it up, holds it to his ear and listens.

JOKER (V.O.)
Hell-ooo...anybody home?
(laughs)

ANGLE INCLUDES WINDOW

With the moon shining through it. We can SEE three black dots hovering against the lunar disk, growing gradually larger. Over this next scene GRADUALLY DIAL UP MOTOR SFX. Batman has his back to the window as he listens to the phone.

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

Listen, boopsie -- even though you never call and never write, I still got a soft spot for you. So I'm sending you a few gifts -- air mail.

The MOTOR SFX are now loud enough for Batman to notice. He wheels toward the window. The approaching dots are now recognizable as the small autogyros from the Gotham World's Fair. Each has the Joker's grinning face on them, and each is sporting enough plastique to orbit Kate Smith.

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

Oh, by the way -- I wouldn't recommend jumping out the window this time. Ta-ta, Toots.
(crazy laughter)

ANOTHER ANGLE

The JOKER'S LAUGHTER continues as Batman drops the phone receiver.

ANGLE INCLUDES WINDOW

The first autogyro is about to cross the balcony as the Dark Knight whips out his grappling gun and FIRES the grappling hook toward the approaching menace.

EXT. HOTEL ROOM - ON BALCONY

The grappling hook shoots IN and strikes the first autogyro, driving it back into the next one, which is likewise driven backwards into the third (SFX). PULL BACK as the three EXPLODE like a chain of firecrackers (really big firecrackers), doing severe damage to the outside of the building wall.

INT. ROOM - BATMAN - CONTINUOUS

Batman dives for cover behind the couch as shrapnel from the EXPLOSIONS PULVERIZE the French windows, sending shards of broken glass sleeting across the room.

ANOTHER ANGLE

Smoke wreathes the room. Batman rises cautiously and approaches the balcony, a batarang in one hand, ready to fend off any autogyros that might have avoided the chain reaction. But all is silent save for the JOKER LAUGHING his head off on the other end of the line.

JOKER
(crazy laughter)

CUT TO:

INT. FUTURE HOME - CONTINUOUS

The Joker playfully fidgets with the phone.

JOKER
Hello? Hello? Operator. I believe
my party's been disconnected!
(gales of laughter)

As he hangs up the phone we...

CUT TO:

EXT. ELSEWHERE IN THE FAIRGROUNDS - NIGHT - ANDREA

Medium close, from the shoulders up, dressed in black. Haunted eyes. She hears the O.S. LAUGHTER, which begins to REVERB as we

DISSOLVE TO:

EXT. MEDITERRANEAN VILLA - LATE AFTERNOON (FLASHBACK)

A remote, pastoral scene overlooking an unbelievably blue sea. Andrea carries groceries in cloth sacks up the steps. The late sun casts long shadows.

CLOSER

As she reaches for the door it is suddenly pulled open from within and the Tall Man steps out. Andrea stares at him in shock.

ANDREA
You?! But he paid you --
(realizing)
Dad --!!

ANOTHER ANGLE

She hurls herself past him into the villa, dropping the sacks of groceries (SFX). The Tall Man grins, uses his handkerchief to wipe his prints from the doorknob. He stuffs it back in his breast pocket, fixing it just so.

WIDE ANGLE

The Tall Man starts down the steps, glancing at the spilled produce.

TALL MAN

Hope you didn't buy him dinner too...

ANDREA (O.S.)

(Screams, then muffled sobs)

TALL MAN

(laughs)

The LAUGHTER builds as he continues down the steps. It's the same LAUGHTER we heard from the Joker, and it REVERBS the same way to bring us back to:

EXT. FAIRGROUNDS - NIGHT - ANDREA - AS BEFORE

Her face bleak. PULL BACK to see her dressed in the Phantasm costume. She raises the death's head mask and dons it, stands framed against the decaying remnants of the future.

CUT TO:

BACK INSIDE THE KITCHEN AREA - ON THE JOKER

Walking about, scratching his sides as he stretches.

JOKER

(yawn)

Well, Haze, guess it's time to call it a night.

EXT. FUTURE HOME - NIGHT

The door opens and the Joker BOOTS the electronic dog out.

JOKER

Out, Rusty!

The robot animal SHATTERS on a broken concrete pylon.

EXT. HOME - ANGLE ON ENTRANCE

A black figure, wreathed in smoke, steals toward the doors.

INT. HOUSE - JOKER

The Joker turns out the light and places an arm around his honey's waist.

JOKER

Whaddaya say, hon? Feeling the ol' electricity tonight?

(chuckles)

ANOTHER ANGLE

He turns, sees the curtains rustling in the breeze. The patio doors are open. The Joker raises his eyebrows.

JOKER

Tsk. Ain't that always the way?
Y'get in the mood and company shows
up.

WIDE ANGLE

The darkness before the Joker seems to solidify into a column of thick black smoke. Phantasm steps from the smoke, glaring at the Joker like Hell made flesh.

PHANTASM

Joker -- the Angel of Death awaits.

FAVOR JOKER

He's surprised.

JOKER

I'm impressed, lady. You're harder
to kill than a cockroach on steroids.

ON PHANTASM

She hesitates a beat, then pulls the mask off.

ANDREA

So you figured it out.

ON JOKER

Smug.

JOKER

Gotta hand it to you -- nice scheme.
Costume's a bit theatrical, but hey,
who am I to talk?

ANOTHER ANGLE

He suddenly hurls a punch at her. Andrea sidesteps nimbly, raises an arm toward the Joker.

CLOSER

The black smoke seems to ripple from it like a living thing, enveloping the Joker's head. The Joker staggers backwards, waving his hands frantically.

JOKER

(coughs, gags)

ANGLE INCLUDES WALL

The Joker SLAMS back against the wall as the tenebrous mist finally dissipates, letting him see again. He glares at Andrea.

JOKER
Cute, very cute.
(soft menace)
But I can blow smoke too, Toots.

Gas HISSES from the flower in his lapel in a narrow stream toward Andrea.

FAVOR ANDREA

She once again disappears in smoke. The Joker's gas stream passes harmlessly through the thick black fog.

FAVOR JOKER

Looking about in vain for his antagonist.

JOKER
Nice trick, sweetheart. You could
teach ol' Batsy a thing or two about
disappearing.

ANOTHER ANGLE

Andrea suddenly appears behind the Joker and sends him flying ass over teakettle with a well-placed karate KICK.

JOKER
(cry of pain and surprise)

FAVOR ANDREA

She grabs the Joker, pulls him to his feet, then BELTS him again.

JOKER
(Oof!!)

WIDE ANGLE

Andrea stalks toward the Joker, who backs away from her on his hands and knees.

ANDREA
You're not smiling, Joker. I thought
you found death amusing.

FOLLOW JOKER

As he pushes pieces of furniture aside in a desperate attempt to get away from her.

INT. FUTURE HOME - CONTINUOUS

The Joker's reclining on the decaying Eames chair. A big-screen TV is on, displaying STATIC. The Joker aims his remote, channel-surfing. The screen CLICKS from one channel to another, all showing nothing but STATIC. *

JOKER

Lookathis, Hazel. Same boring thing
on every channel. I tell ya,
television just keeps getting worse.

He stands and hurls the remote into the screen.

ON SCREEN

It SHATTERS and SHOWERS SPARKS.

ANOTHER ANGLE

Hazel stands nearby. The Joker stretches luxuriously.

JOKER

(groan as he stretches)
Well, Haze, guess it's time to call
it a night.

EXT. FUTURE HOME - NIGHT

The door opens and the Joker BOOTS the electronic dog out.

JOKER

Out, Rusty!

The robot animal SHATTERS on a broken concrete pylon.

EXT. HOME - ANGLE ON PATIO

A black figure, wreathed in smoke, steals toward the doors.

INT. HOUSE - JOKER

The Joker turns out the light and places an arm around his honey's waist. *

JOKER

Whaddaya say, hon? Feeling the ol'
electricity tonight?
(chuckles)

ANOTHER ANGLE

He turns, sees the curtains rustling in the breeze. The patio doors are open. The Joker raises his eyebrows. *

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Tsk. Ain't that always the way?
Y'get in the mood and company shows
up.

WIDE ANGLE

The darkness before the Joker seems to solidify into a column of thick black smoke. Phantasm steps from the smoke, glaring at the Joker like Hell made flesh.

PHANTASM

Jack Napier -- the Angel of Death
awaits.

FAVOR JOKER

He's surprised.

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I'm impressed, lady. You're harder
to kill than a cockroach on steroids.

ON PHANTASM

She hesitates a beat, then pulls the mask off.

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ON JOKER

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who am I to talk?

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Looking about in vain for his antagonist.

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disappearing.

ANOTHER ANGLE

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JOKER
(cry of pain and surprise)

FAVOR ANDREA

She grabs the Joker, pulls him to his feet, then BELTS him again.

JOKER
(Oof!!)

WIDE ANGLE

Andrea stalks toward the Joker, who backs away from her on his hands and knees.

ANDREA
You're not laughing any more. I
thought you found death funny.

FOLLOW JOKER

As he pushes pieces of furniture aside in a desperate attempt to get away from her.

seen better days. Other exhibits include a huge car battery and a giant turbine prop.

ANOTHER ANGLE

Andrea ENTERS SHOT cautiously. She reacts as she hears:

JOKER (O.S.)
Well, if it isn't Smoky the Babe --
just in time to meet her biggest fan!

ANGLE INCLUDES TURBINE PROP

Which suddenly begins to TURN. It CRANKS UP RAPIDLY, quickly producing a HURRICANE WIND.

ON ANDREA

Bracing herself against the RISING GALE. Dust and small debris BLOW THROUGH SHOT. The WIND strips away her concealing fog, revealing her form-fitting costume.

ON JOKER

Crouching in the shadows of what was once a concession stand, behind the turbine, holding a portable control mechanism. He twists a dial on it.

JOKER
Time for a little pick-me-up!
(laughs)

ON ANDREA

Phantasm is lifted from the ground by the WIND. She grabs one of the wires of the giant car battery to keep from being blown O.S.

CLOSER ON HER

The WIND TEARS at her, RIPPING her cape from her. Debris PUMMELS her, causing her grip to slip until she's barely hanging onto the cable's end.

**

JOKER (O.S.)
(mad laughter)

CLOSE ON HER HANDS

They lose their grip. REFIELD as she's blown several yards away, only to STOP her FLIGHT by grabbing the skeletal framework of a partly-demolished building.

ON JOKER

Watching. He twists the dial to maximum. SFX: INCREASING WIND.

JOKER
Me? Oh, no.

CLOSER

He backs up against the control panel for the robot. His hand crawls like a frantic spider over the buttons.

JOKER (CONT'D)
You won't hear a giggle...

CLOSE ON HIS HAND

His finger pushes the button he pushed earlier.

JOKER (O.S.) (CONT'D)
...out of me!

WIDE ANGLE

Hazel the robot suddenly begins LAUGHING, jerking her arms spasmodically. Phantasm whips about in anticipation of an attack from behind.

ON JOKER

He seizes a futuristic food processor and hurls it O.S.

JOKER
Made you look!

ON ANDREA

She starts to turn back, but the piece of equipment STRIKES her, dropping her to her knees.

ANDREA
(stunned groan)

ANGLE INCLUDES REAR GLASS DOORS

The Joker turns and runs away from the dazed Andrea. He CRASHES through the doors and dashes into the night.

JOKER
(fading laughter)

ON ANDREA

She jerks herself to her feet, defeating the pain by sheer force of will. She charges after the Joker.

CUT TO:

ON ANDREA

One hand's grip is torn away. She hangs on one-handed for another desperate moment -- then is blown O.S. APPROPRIATE SFX.

ON BATMAN

who suddenly appears in the far entrance. He sees...

ANDREA

Dragged across the floor, trying to hang onto anything. At that point a three foot spark plug collides with her and she is lifted wholly into the air.

ON BATMAN

shooting the grappling gun.

ON THE TURBINE

as she is about to be blown into the turbine, the grappling hook latches onto her belt and stops her in mid-air.

ON JOKER

looking at Batman in anger.

JOKER

What?!

ON BATMAN

bracing himself as he holds onto the grappling device.

CLOSE ON GRAPPLING DEVICE

which begins to turn, drawing in the cable.

ON ANDREA

as she is pulled away from the turbine.

ON JOKER

Angry beyond words, he pushes the power to the max.

WIDE

as the turbine spins to a HIGHER PITCH. The pull is so strong that Andrea's body is doubled over by the wind.

ON BATMAN

who is literally sliding on his feet toward the wind as he tries to hold on.

ON JOKER

Smiling maliciously. He may kill two turds with one stone.

ON BATMAN

As he slides up to a building support pillar, he steps around it to use it to help brace himself. The wind is blowing furiously at him now.

CLOSE ON BATMAN

using all his strength, he holds onto the grappling device with one hand, while he pulls out a batarang with another.

ON THE BATARANG

It's red, folded in half. With a flip of his hand he opens it to reveal that it contains tiny rocket thrusters.

ON BATMAN

looking over he throws the jet-powered batarang.

ON THE BATARANG

which BURSTS with jet thrusters the second it's thrown.

ANGLE INCLUDES

a concrete wall, toward which she's BLOWN like a leaf in a gale. Just before she can smash into it Batman's grappling hook snakes INTO SHOT and wraps around her arm. She flutters like a black flag at the end of the taut cable.

ON BATMAN

Standing atop the big tire, cape FLAPPING in the WIND; he's out of the mainstream, however, so he's able to keep his balance. He hangs on to the grappling gun in a tortured pose. The gun is slowly reeling Andrea in against the WIND.

ON JOKER

He sees this and reacts.

ON BATMAN

Andrea is reeled INTO SHOT; Batman grabs her up in one arm and leaps O.S.

ANOTHER ANGLE

He lands, whips an exploding batarang from his belt and hurls it O.S.

ON GIANT TIRE

The batarang whips INTO SHOT and EXPLODES at the base of the tire. The tire is jolted free of its anchorage and begins to ROLL O.S.

ON JOKER

He reacts to this, turns and takes to his heels.

WIDE ANGLE

The huge tire rolls at an angle (so it won't be deflected by the WIND) into the huge turbine, which shatters and EXPLODES.

ON BATMAN AND ANDREA

As the final pieces of debris fall down, they both rise, regaining their bearing.

**
**

CLOSER

They regard each other against an apocalyptic flaming b.g.

JOKER
Oh, I do, I do.

CLOSER

He backs up against the control panel for the robot. His hand crawls like a frantic spider over the buttons.

JOKER (CONT'D)
But what I enjoy most is --

CLOSE ON HIS HAND

His finger pushes the button he pushed earlier.

JOKER (O.S.) (CONT'D)
-- a good laugh!

WIDE ANGLE

Hazel the robot suddenly begins LAUGHING, jerking her arms spasmodically. Phantasm whips about in anticipation of an attack from behind.

ON JOKER

He seizes a futuristic food processor and hurls it O.S.

ON ANDREA

She starts to turn back, but the piece of equipment STRIKES her, dropping her to her knees.

ANDREA
(stunned groan)

ANGLE INCLUDES REAR GLASS DOORS

The Joker turns and runs away from the dazed Andrea. He CRASHES through the doors and dashes into the night.

JOKER
(fading laughter)

ON ANDREA

She jerks herself to her feet, defeating the pain by sheer force of will. She charges after the Joker.

CUT TO:

EXT. FAIRGROUNDS - TRANSPORTATION EXHIBIT - ESTABLISHING - NIGHT

The atrophied remains of an elevated monorail track swoops through the b.g. A giant automobile tire advertising Regal Tires has also

seen better days. Other exhibits include a huge car battery and a giant turbine prop.

ANOTHER ANGLE

Andrea ENTERS SHOT cautiously. She reacts as she hears:

JOKER (O.S.)
Well, if it isn't Smoky the Babe --
just in time to meet her biggest fan!

ANGLE INCLUDES TURBINE PROP

Which suddenly begins to TURN. It CRANKS UP RAPIDLY, quickly producing an intake suction of hurricane proportions (SFX).

ON ANDREA

Bracing herself against the RISING GALE. Dust and small debris BLOW THROUGH SHOT. The WIND strips away her concealing fog, revealing her form-fitting costume.

ON JOKER

Crouching in the shadows of what was once a concession stand, behind the turbine, holding a portable control mechanism. He twists a dial on it.

JOKER
Time for a little pick-me-up!
(laughs)

ON ANDREA

Phantasm is lifted from the floor by the WIND. She grabs one of the wires of the giant car battery to keep from being blown O.S. into the prop.

CLOSER ON HER

The WIND TEARS at her, RIPPING her cape from her. Debris PUMMELS her, causing her grip to slip until she's barely hanging onto the cable's end.

JOKER (O.S.)
(mad laughter)

CLOSE ON HER HANDS

They lose their grip. REFIELD as she's blown several yards closer to the prop, only to STOP her FLIGHT by grabbing the fin of the jet car (seen in FLASHBACK).

ON JOKER

Watching. He twists the dial to maximum. SFX: INCREASING WIND.

ON ANDREA

One hand's grip is torn away. She hangs on one-handed for another desperate moment -- then is pulled O.S. APPROPRIATE SFX.

ON BATMAN

who suddenly appears in the far entrance. He sees...

ANDREA

Hurled across the floor, trying to hang onto anything. At this point a three foot spark plug COLLIDES with her and she is lifted wholly into the air.

ON BATMAN

He SHOOTS the grappling gun.

ON THE TURBINE

as she is about to be sucked into the turbine, the grappling hook latches onto her belt and stops her in mid-air.

ON JOKER

looking at Batman in anger.

JOKER

What?!

ON BATMAN

bracing himself as he holds onto the grappling gun.

CLOSE ON GRAPPLING GUN

which begins to turn, drawing in the cable.

ON ANDREA

as she is pulled away from the turbine.

ON JOKER

Angry beyond words, he cranks the power to the max.

WIDE

as the turbine spins to a HIGHER PITCH. The pull is so strong that Andrea's body is doubled over by the wind.

ON BATMAN

who is literally sliding on his feet toward the WIND as he tries to hold on.

ON JOKER

Smiling maliciously. He may kill two birds with one stone.

ON BATMAN

As he slides up to a building support pillar, he steps around it to use it to help brace himself. The WIND is blowing furiously at him now.

CLOSE ON BATMAN

using all his strength, he holds onto the grappling device with one hand, while he pulls out a batarang with another.

ON THE BATARANG

It's red, folded in half. With a flip of his hand he opens it to reveal that it has tiny rocket thrusters.

ON BATMAN

looking over, he throws the jet-powered batarang.

ON THE BATARANG

which BURSTS with jet thrusters the second it's thrown and zooms O.S. ***

ON BATMAN

Andrea is reeled INTO SHOT; Batman grabs her up and leaps O.S.

ON GIANT TIRE

The batarang jets INTO SHOT against the wind and EXPLODES at the base of the tire. The tire is jolted free of its anchorage and begins to ROLL O.S.

ON JOKER

He reacts to this, turns and takes to his heels.

WIDE ANGLE

The huge tire, aided by the turbine suction, rolls into the huge turbine, which shatters and EXPLODES.

ON BATMAN AND ANDREA

As the final pieces of debris fall down (SFX), they both rise, regaining their bearing.

CLOSER

They regard each other against an apocalyptic flaming b.g.

BATMAN

Your father's dead, isn't he? You
came into town early to get Chuckie
Sol and used your father as an alibi.

*
*
*

ANDREA

They took everything, Bruce. My Dad.
My life. You.

*
*

(beat)

I'm not saying it's right, or even
sane, but it's all I've got left. So
either help me or get out of the way.

ANOTHER ANGLE

Batman takes a few steps toward her.

BATMAN

You know I can't do that.

*

ANDREA

(anguished cry)

Look what they did to us! What we
could have had! They had to pay.

*
*
*

FAVOR BATMAN

Torn, hurting. He takes her by the shoulders tenderly.

BATMAN

But, Andi -- what will vengeance
solve?

*

She looks at him, eyes dry and empty.

ANDREA

If anyone knows the answer to that,
Bruce -- it's you.

Stung, he lets go of her. The sadness deepens if possible.

*

BATMAN

Leave, Andi. Now. Please.

*
*

She looks at him hard for a beat, then steps back.

*

WIDER

*

As she backs into the shadows, Batman turns away. Mustering up
whatever resolve he has left, he heads for the Joker.

*
*

CUT TO:

TRAVELING SHOT - JOKER AND BATMAN

Batman dangling beneath the Joker as they move over the dismantled fairgrounds.

WIDE ANGLE

The Joker approaches the center of the fair, where the starship and moon structures tower over everything else.

ON BATMAN - MOVING

He's dragged brutally across the rough cratered surface of the moon (APPROPRIATE SFX). His costume is ripped in a dozen places. Blood wells.

ANOTHER ANGLE

The Joker ROCKETS up the side of the spaceship structure, pulling Batman with him.

ON OBSERVATION DECK

A narrow railed ring that surrounds the spaceship just below the needle nose. The Joker rises up past it.

CLOSER

As Batman is dragged up he manages to hook one leg around the railing, stopping his upward flight.

ON JOKER

His movement comes to an abrupt halt. He looks down O.S., reacts.

HIS POV - BATMAN

Anchored to the railing, pulling on the rope.

WIDE ANGLE

The Joker has drifted somewhat, so he and the rope are now at a slight angle to the vertical thrust of the ROCKET EXHAUST -- which means Batman can reel him in without winding up barbequed. The Joker reacts in horror to this.

JOKER

What are you doing?!

ANOTHER ANGLE

The Joker frantically maneuvers, trying to aim the EXHAUST so as to fry Batman. This is not easy, since he has to keep himself upright so as to remain aloft.

FAVOR BATMAN

He dodges the FLAMES, doggedly pulling the Joker closer and closer.

JOKER

In another minute this whole place
will be toast!

ANOTHER ANGLE

Batman has pulled the Joker as close as he can without being roasted by the ROCKET EXHAUST. Now he climbs onto the railing and leaps for the Joker.

DRAMATIC ANGLE

Batman grabs the Joker, ripping at the latter's rocket harness as the two weave above the fairgrounds far below, drifting away from the spaceship sculpture.

JOKER

You're crazy! I'm your only chance
to get out of here! Let me go or
we'll both die!

BATMAN

Then I'll see you in hell!

CLOSER

He manages to KICK one of the twin jets of the rocket pack, causing it to go askew and FIRE at an angle, causing the Joker to go into a spin.

JOKER

(cry of fear)

ANOTHER ANGLE

The Joker goes into a nose dive, spiraling down spectacularly as Batman leaps from him for the railing.

JOKER

(trailing cry)

ON BATMAN

He barely manages to grab the railing. He looks down O.S.

ON JOKER - FALLING

As he plummets, he manages to free himself of the out-of-control rocket, which JETS OFF at an angle.

JOKER
(injured)
Pretty...good joke on...both of
us...huh?

FAVOR BATMAN

He hobbles toward the Joker; whether to help or finish it is hard to say at this point. Pieces of FLAMING RUBBLE are still FALLING from the spaceship structure.

ANGLE INCLUDES JOKER

As Andrea suddenly materializes out of the night beside him. He reacts, looks up at her.

JOKER
Looks like...the future...isn't what
it used to be...
(weak laughter ending in coughs)

ON BATMAN

He starts forward, surprise and fear on his face.

BATMAN
Andrea! We've got to get out of
here! The place is wired to explode!

As if to underscore his words, a SERIES OF EXPLOSIONS begin in the distance, growing closer.

ANGLE INCLUDES ANDREA AND JOKER

A large piece of the structure CRASHES down between them, the FLAMES driving Batman back. Through the dancing heat we can see Andrea. She is calm as only one who embraces death can be. If there is an emotion in her face and voice, it is sadness. During the next few shots we can hear the STRING OF EXPLOSIONS GROWING LOUDER, even see them in the distance.

ANDREA
No. One way or another, it ends
tonight.

CLOSER ON HER

She holds up one of the gas canisters.

ANDREA (CONT'D)
Goodbye, my love.

ON JOKER

He looks up, realizes what she's about to do.

JOKER
(weak laughter)

WIDE ANGLE

Andrea TRIGGERS the canister. Black mist obliterates our view of her and the Joker.

JOKER (O.S.)
(laughter grows stronger, more manic)

ON BATMAN

He realizes what she plans to do. He tries to reach her.

BATMAN
(primal anguish)
NOOO --!!!

ANOTHER ANGLE

An EXPLOSION close by hurls him O.S.

ON STREET

Batman is hurled INTO SHOT next to a grating that is partially askew. FLAMING DEBRIS RAINS down around him. He can barely move, but he tries to crawl back through the flames to the only woman he ever really loved. If he can't save her, at least he can die with her.

JOKER (O.S.)
(crazy laughter)

ANOTHER ANGLE

Another O.S. EXPLOSION -- really close -- causes the street to COLLAPSE beneath him. Batman tumbles into the abyss.

BATMAN
(startled cry)

INT. SEWER

Batman, along with a SHOWER OF DEBRIS, falls into the swiftly RUNNING WATER and is carried into darkness. A moment later another EXPLOSION causes the street to completely COLLAPSE, burying the sewer.

CUT TO:

PANORAMIC ANGLE - THE FAIRGROUNDS

The whole place is going UP IN FLAMES as the EXPLOSIONS tear the grounds apart. The Joker's WILD LAUGHTER CONTINUES.

JOKER (O.S.)
(mad laughter)

In the center, at the base of the moon structure, is a small blot of black mist. But not for long -- the MOTHER OF ALL EXPLOSIONS turns the blackness white hot, CUTTING OFF the Joker's LAUGHTER at its peak, and we...

CUT TO:

EXT. AQUEDUCT - NIGHT

Batman, battered and broken, pulls himself from the drainage pipe. He climbs onto the aqueduct and stares back at the CONFLAGRATION. His shoulders sag in a defeat unbearable.

DISSOLVE TO:

INT. THE BATCAVE - ON THRONE CHAIR

Batman sits, shell-shocked. His costume is ripped and blackened -- we can see bandages beneath it. His cowl and cape is off -- this is necessary, as will be seen. One leg is in a splint where his legging has been ripped away. Alfred steps IN with a tray of bandages and medicinals.

FAVOR BRUCE

He looks at his fist, clinches it, then lets it fall limply. He looks up at Alfred.

BRUCE
I couldn't save her, Alfred.

ALFRED
(gently)
I don't think she wanted to be saved, sir.

FAVOR ALFRED

He hurts for him. He puts a hand on Bruce's shoulder.

ALFRED (CONT'D)
Vengeance blackens the soul, Bruce. I always feared you would become that which you fought against. You walk the edge of that abyss every night, but you haven't fallen in. And I thank God for that.
(beat)
But Andrea fell into that pit years ago. And no one -- not even you -- could have pulled her back.