

B A T M A N

"Never Say Uncle"

OUTLINE

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"NEVER SAY UNCLE"

ACT ONE

1. INT./EXT. WAYNE MANOR - LATE NIGHT

Alfred's nightly duties are interrupted when a car roars in and screeches to a stop outside Wayne Manor. Alfred looks out a window and sees a taxi at the front entrance. Being rather late, Alfred's curious.

Outside, we see FRED get out of the taxi: 60's, humorously robust and avuncular looking. The taxi driver gets out and slams the door, clearly vexed, and heads for the trunk. Fred fishes for money, notices a rear-tire and tells the driver he thinks it needs air. Fred kicks the tire...which immediately blows with a flat. The driver fairly throws Fred's luggage at his feet and refuses the fare; "Keep it buddy. It's a relief just gettin' you outta my cab. You're bad news." Unphased, Fred thanks him profusely and waves goodbye. The driver "flumps" out as fast as he can with his damaged tire. Fred surveys Wayne Manor.

Meanwhile, around the corner, a curious tableau also surveys Wayne Manor. Two men ("Hawk" and "Finch") keep a hunched vigil in their car...while an equally vigilant raven perches on the car's hood ornament. Finch wonders if they can really pull this off...this is Wayne Manor! Hawk says "if the boss thinks it'll work, then it will." As Hawk checks his watch CUT TO:

2. INT. WAYNE MANOR - FOYER - LATE NIGHT

Alfred opens the door to Fred, who greets him boisterously and announces he's there to see Bruce. Alfred covers; Bruce is out for the evening, not expected till very late. Fred barrels in with his luggage, nearly knocks over an entrance table, apologizes and says he'll wait. Alfred asks if Bruce was expecting him? No, the visit is a surprise and Fred can't wait to see Bruce's face when he finds out Fred is here. "Exactly who are you?" asks Alfred. Before a beaming Fred replies, CUT TO:

3. EXT. WAYNE MANOR W/STREET - LATE NIGHT

Hawk checks his watch again and says "Let's go." Hawk raps on the windshield and the bird takes off. Hawk and Finch don stocking masks and stealthily exit the car with a gunny sack.

We follow them to a wall of the estate. The raven sails over the top. Hawk and Finch take out rope and grappling hooks and begin their ascent. CUT TO:

4. INT. WAYNE MANOR - GAME ROOM - LATE NIGHT

Fred has made himself "at home", much to the chagrin of a rattled Alfred (a name Fred will NEVER get right) who finds the smoothly jocular, and comfortably parasitic personality of the uninvited guest abrasive and rude. Alfred tries to "get rid" of

Fred, but tenacious Fred has an answer and/or excuse for all of the butler's concerns. Picking up a pool cue, Fred asks if "Albert" won't join him in a game of 8 ball until Bruce arrives?

Outside, Hawk and Finch are on the grounds. Finch doesn't think they can get past the security system. Hawk indicates the raven up in the tree and says that's what HE'S for. The bird takes flight from the tree.

The bird lands next to the outdoor security system box, peruses it, carefully selects a wire and disconnects it. CUT TO:

5. INT. BATMOBILE - LATE NIGHT

We open on flashing, red-lit words - WAYNE MANOR. We PULL BACK to see a concerned Batman seeing the warning on the dashboard. He makes a quick about-face and roars off. CUT TO:

6. INT. WAYNE MANOR - GAME ROOM - LATE NIGHT

Fred is "entertaining" Alfred with an exotic "billiard story" when he too zealously scratches the cue ball. It sails through the air, barely missing Alfred, and crashes through a window. Fred apologizes, goes to look at the damage and reacts; "There's somebody out there!" CUT TO:

7. EXT. WAYNE MANOR - BACK TERRACE - LATE NIGHT

Fred storms outside hell-bent on protecting "house and home" from dirty thieves against a protesting Alfred's wishes.

Hawk and Finch jump out of the bushes and assume threatening poses. Before Alfred can stop him, Fred yells some karate phrase and clumsily descends on the men, using the pool cue like a martial arts tool. To Alfred's surprise, the men flee. Fred smiles triumphantly and says all that activity made him hungry, could "Archie" make him a snack?

8. EXT. WAYNE MANOR W/STREET - LATE NIGHT

Hawk and Finch get in the car and start it up. Just as they're about to take off, Batman descends from above and lands on the car hood. Determinedly, Hawk guns the engine and the car takes off, Batman hanging onto the hood. CUT TO:

9. EXT. STREETS OF GOTHAM - LATE NIGHT

Hawk drives recklessly through the streets but can't shake Batman off no matter how quickly he turns or slams on the brakes.

Hawk drives deeper into Gotham and getting an idea, sees the car hood release lever. He jerks it outward and slams on the brakes. The hood flies up. Batman is flung off and thrown to the ground, dazed.

Unable to see, Hawk rams the car into a streetlight pole. They fall out, see Batman's still form in the street and run.

When Batman recovers, Hawk and Finch are gone. CUT TO:

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10. INT. BATCAVE - VERY LATE NIGHT

Batman (COWL OFF) greets Alfred who says the strangest things have happened at Wayne Manor, including the arrival and dogged stay of a mysterious guest. "Who?" "Your...long lost "Uncle Fred", says Alfred. A shocked Bruce says he doesn't have one! "Well," says Alfred, "you apparently have one now, and any family resemblance is elusive at best." CUT TO:

8. INT. WAYNE MANOR - THOMAS WAYNE'S STUDY - VERY LATE NIGHT

Bruce and Alfred find Fred asleep. Upon being awakened, he bear-hugs a suspicious, unresponsive "Brucie". He apologizes for falling asleep but "Arthur" made him feel so at home, he couldn't help himself. Bruce is sorry, but has no idea who Fred is. Fred's a little groggy and says if Arthur makes some coffee and Fred can get some air, he'll explain everything.

9. EXT. WAYNE MANOR - POOLSIDE TERRACE - VERY LATE NIGHT

Fred tells his story; Bruce of course knows his mother Martha was an orphan, but what he apparently doesn't know is that Martha had a brother. Neither knew who their real parents were but they both shared their early years at an orphanage together and were then cruelly parted by different adoptions. It took Fred years (and he admits some unscrupulous means) to track his loving sister down but indeed he did -- married to Thomas Wayne and living here with their adorable 5 year old son, "Brucie". Fred spent a wonderful summer at Wayne Manor getting to know his nephew, but he grew restless to see the world again and left. His one big regret was not hearing about the unfortunate death of Bruce's parents until long after the event had passed -- he would have been here to "comfort" his favorite nephew; but after all these years he fully intends to make up for lost time; he needs to bond with a "family" again.

Alfred appears. Fred compliments "Arnold" on the "cafe", and launches into an exotic "coffee story". Alfred interrupts, reminding Bruce he has a hectic day ahead. Bruce is sorry they have to call it a night but will arrange to have Fred driven to wherever it was he was planning to stay the night.

A hurt Fred declares he was hoping to stay right here, where he and "little Brucie" had so many happy times together. As Bruce reacts, Fred insists on helping "Arnold" clean up. He and Alfred have a tug of war over the tray. Fred trips near poolside. Bruce and Alfred go to steady him...and fall in themselves. Fred howls with laughter...then falls in anyway. As a mortified Alfred and a speechless Bruce exchange a glance of helpless disbelief.... FADE OUT

END OF ACT ONE

ACT TWO

10. INT. WAYNE MANOR - GUEST ROOM - VERY LATE NIGHT

Fred is now comfortably settled in bed in a robe in the

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guest room as a robed Bruce and Alfred stand by. Fred really IS sorry...can't thank Bruce enough for saving his life, will make it up to him...things like that just happen to him; he remembers a time in the Amazon jungle...

Bruce cuts him off, says it's okay. After all, he understands from Alfred that Fred ward off some thieves tonight...so they're even.

Fred feigns feeling uncomfortable and probably should check into a hotel or something somewhere. Bruce assures him it's okay. After all it's only for one night. "One night?" says Fred. "That's not near enough "quality time" for us to catch up, Brucie. I was planning on staying a couple of weeks!" Alfred and Bruce react but before they can say anything Fred gets up and asks "Armond" if he wouldn't sneak Fred and Brucie up some warm milk and cookies...just like "Armond's" father, Jarvis used to do when Fred and Brucie had their late night chats. On Bruce, watching Alfred's reaction to Fred's knowledge of his father....CUT TO:

11. EXT. WAREHOUSE CORNICE AND ROOF - VERY LATE NIGHT

The raven is sitting on the head of an imposing, carved Phoenix-like bird attached to the cornice of a warehouse. DISSOLVE INSIDE TO:

12. INT. LIMBO WAREHOUSE AREA - VERY LATE NIGHT

Hawk and Finch are standing near an open door talking to someone O.S. in front of them. Finch thinks it was all for nothing, Bruce Wayne wasn't even there. The unseen "boss" says then they'll come up with something else when Bruce Wayne IS around...and in the daytime, when Batman doesn't seem to "interfere". CUT TO:

13. INT. BATCAVE - BATCOMPUTER AREA - VERY LATE NIGHT

Bruce paces while Alfred tears off a readout on the Batcomputer. As Alfred and Bruce suspected, the orphanage Fred claims he and Martha Wayne were raised in burned down years ago...along with all the records. BOTH are sure that, despite anything Fred seems to "remember", he's an imposter -- but WHAT is his game? Bruce is tired, will take care of it in the morning and wryly says "Goodnight..." "Albert". Alfred reacts a little stiffly, nods and goes. As Bruce looks at the computer readout and grows thoughtful DISSOLVE TO:

14. INT. WAYNE MANOR - KITCHEN - MORNING

A shocked Alfred finds Fred already up and "cooking" breakfast -- he didn't realize that his nephew and "Ambrose" were such late sleepers so he thought he'd help himself. But in making the simple fare, Fred has transformed the kitchen into a war zone. Alfred grits his teeth and kindly offers to finish things himself. Fred starts on some exotic "culinary tale" but Alfred quickly ushers him from the kitchen only to turn and find billows of smoke emanating from the oven. CUT TO:

15. INT. WAYNE MANOR - GUEST ROOM - DAY

Bruce finds Fred finishing up a phone call which Fred says was to a bank to see about some funds. "Money troubles?" Bruce fishes. Fred denies, saying he's "pretty fixed" from this venture and that venture and he was just wiring for some "play money"...now that he knows he's welcome here.

Bruce delicately tries to tell him otherwise, but Fred drags him out into the hall. "Remember when I taught you this little trick?" he asks. Fred kicks off his shoes, takes a running start, then lets his weight carry him the rest of the way down the hall, stocking feet skidding on the smooth floor until he crashes into the wall. "Come on" urges Fred, "your Mom's not here to scold either one of us...don't you remember?" Bruce doesn't. "How about the easy way Fred showed Bruce down to breakfast?" Bruce looks puzzled, then alarmed, when Fred straddles himself over the banister. Fred laughs, yells "Geronimo" and slides down out of sight.

At staircase bottom, an alarmed Alfred JUST manages to remove a priceless vase off a pedestal as the ripe derrier of Fred plummets down the banister and whizzes by. Fred lands in a heap and turns red in the face as Bruce comes down and help him up. Fred starts laughing and Bruce, unable to help himself, joins in. Alfred doesn't. CUT TO:

16. EXT. WAYNE MANOR - POOLSIDE TERRACE - AFTERNOON

Alfred serves Bruce lunch, assumes "Uncle Fred" will be joining him? Bruce isn't sure about anything; what does Fred hope to gain by this charade? "Perhaps," says Alfred, "he's done this kind of thing before...and people pay him to leave!" Bruce laughs as Fred comes barreling down to poolside clutching a photo album. Fred knows Bruce and "Alphonse" don't believe him, but here it is in black and white - a photo of "little Brucie" with his favorite uncle. A shocked Bruce and Alfred see a big glossy of young Bruce and Fred, hand in hand. "So, it's official, now...give your Uncle Fred a REAL hug!" Uncle Fred charges Bruce...and knocks a still stunned Alfred into the pool. CUT TO:

17. EXT. GOTHAM STREETS - AFTERNOON

Fred is leading Bruce down the street, apparently lost. It's a run-down, down-town section. Bruce thinks they should head back, or have taken the car. Fred resists; Gotham City can't have changed THAT much and he KNOWS there's this little ice cream parlor right around here where Fred used to walk to with his nephew and have ice cream sodas...it's Fred's way of celebrating them REALLY finding each other, like the old days.

As Bruce and Fred pass, we see Hawk and Finch hidden and watching. They start to follow them.

Bruce is getting very cautious, esp. when Fred leads them into a dead end area, darkened by late afternoon shadows. Fred is sorry, he's "done it again!" Hawk and Finch jump out of nowhere, intent first on robbery, then on kidnapping when they

"recognize" Bruce Wayne.

There's a chase, then a battle as Fred comically "saves the day" and keeps his "little nephew" unharmed while the injured thugs take off. Bruce is now more confused than ever about his "uncle". CUT TO:

18. INT. WAYNE MANOR - DINING ROOM - EARLY EVENING

Alfred is clearing the dinner table as Fred acts out his valiant rescue of Bruce for the butler...and winds up breaking something. Fred apologizes and remarks that after the attempted break-in last night and the kidnapping thing this afternoon, it's clear to him that "Brucie" needs somebody around to "watch out for him" -- and since Fred is enjoying himself so much he might extend his stay indefinitely. Alfred goes pale. AND, adds Fred, if Bruce wouldn't mind, he'd like to get involved in the Wayne Foundation; Fred's real good with finance, what is the foundation all about...industry, real estate, development? No, says Bruce, it's all about social and environmental charities to benefit mankind and Bruce would love to have him aboard. Fred reacts oddly. Alfred just stares at Bruce. On Bruce unreadable, watching Fred CUT TO:

19. INT. WAYNE MANOR - FOYER - EARLY EVENING

Fred has announced he's going for a walk alone. Bruce throws him some car keys, insisting Fred take the lamborghini. Alfred reacts in the shadows. An oddly subdued Fred thanks Bruce and goes. Alfred comes forward, thinks Bruce is making a terrible mistake and feels that Bruce is actually beginning to BELIEVE Fred! Bruce tells Alfred to just trust him. Alfred insists he's merely concerned for Bruce, knows how much he wants a "family" but...well, he just doesn't want to see Bruce get hurt. Bruce thanks him, then goes. A hardened Alfred exits the room with purpose. CUT TO:

20. EXT. WAYNE MANOR - GARAGE AREA - NIGHT

Fred takes off in the lamborghini. The raven, watching nearby, also takes off and follows the car. CUT TO:

21. INT. WAYNE MANOR - THOMAS WAYNE'S STUDY - NIGHT

Alfred finds the Bruce/Fred photo in the album. DISSOLVE TO:

22. INT. BATCAVE - BATCOMPUTER AREA - NIGHT

Alfred "feeds" the photo into the Batcomputer, then types in some information and asks the computer to run a complete cross-reference on the man's face. Name -- "Frederick Smith". CUT TO:

23. EXT. GOTHAM STREETS - NIGHT

Fred parks the lamborghini in a side alley and gets out. The raven is perched above him. He flies off and heads for a large warehouse. Fred follows. CUT TO:

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24. INT. BATCAVE - BATCOMPUTER AREA - NIGHT

While Alfred eyes the photo with a magnifying glass, a computer read-out sheet spills forth. Alfred tears it off and begins to read. CUT TO:

25. INT. BATMOBILE - NIGHT

Batman is driving to some unknown destination. He's focused on a radar screen where we see a motionless green "blip". Batman adjusts some gadgetry and heads for the appropriate direction. We CLOSE IN on the blip and DISSOLVE TO:

26. EXT. STREETS OF GOTHAM - NIGHT

We're CLOSE on a TRACING DEVICE. We PULL BACK and discover it's attached to the Lamborghini. CUT TO:

27. INT. WAREHOUSE AVIARY - NIGHT

Fred is cautiously walking through a huge warehouse that's been turned into a zoo-size aviary; towering ceilings with controlled indoor/outdoor lightning, mature plants and trees and paths through rocky outcroppings and bridges over streams and ponds. Certain areas are partitioned and blocked off, each area housing a different species-array of birds. This particular room is alive with exotic, brilliantly colored song birds that fly free in the artificial "skies", the air alive with their music.

Fred calls out that he's back with news to report.

"Good evening, Frederick," says an O.S. voice -- "And how is our plan going for the ultimate pigeon, Bruce Wayne?"

Fred turns and we see Hawk and Finch standing with the "boss" who has a raven on one arm, umbrella slung over the other -- The Penguin. As Pengy chuckles the raven's chin we...

FADE OUT

END OF ACT TWO

ACT THREE

28. INT. BATCAVE - BATCOMPUTER AREA - NIGHT

Alfred drops the magnifying glass from the photo and declares it a planted fake, like he expected. He picks up the computer printout and begins to read; "Frederick Smith", alias, Frank Simon, Fritz Shubert, Floyd Sanford; real name, unknown, reared in Bethany Orphanage, East Rutherford, New Jersey as Felix Sinclair." On Alfred's reaction CUT TO:

29. EXT. STREETS NEAR WAREHOUSE - NIGHT

Batman finds a collection of various molted feathers on the ground. He looks up and sees the Phoenix-carved cornice above. Batman shoots his spring-loaded Batrope which secures itself around the bird's head and he begins to climb. CUT TO:

30. INT. BATCAVE - BATCOMPUTER - NIGHT

Alfred continues to read; after leaving the orphanage, Felix Sinclair worked his way through school and became a mail-order genealogist, tracing family trees for profit and later conned many wealthy, unsuspecting orphans with his "long-lost relative" racket. Managing to squeeze away sizeable sums from several noted family fortunes, Sinclair donates major portions of his "take" to international children's charities and orphanages. Present whereabouts unknown. CUT TO:

31. EXT. WAREHOUSE - NIGHT

Batman has scaled the wall and stares at the Phoenix, carefully feeling around for cracks. With a "flick" of the beak, the entire bird swings outward, opening into a large secret passageway. Batman enters. CUT TO:

32. INT. AVIARY - NIGHT

The Penguin is expounding on the merits of birds and the DEMerits of mankind's conceited ignorance that threaten the existence of his feathered friends. Fred stares at him like he's crazy. A mechanized "birdsong" alarm goes off. Pengy sends Hawk and Finch to investigate. Alone with Fred, Pengy wants to know how the plan's going -- has Fred been welcomed into the bosom of Bruce Wayne's nest? Fred thinks it's all gone smoothly -- Fred's heroic acts", the photo, the scraps of real and made up remembrances...yeah, it's all worked, except.... "Except WHAT?" demands Pengy with beady eyes. CUT TO:

33. INT. PENGUIN'S BEDROOM AND STUDY - NIGHT

Batman stealthy comes out a secret panel in Penguin's lavish bedroom. All the artfully carved furniture, including the bed, is done in a "bird motif". Batman looks around and finds an umbrella stand filled with "artfully crafted" umbrella's. He sees light emanating behind some drapes and carefully goes to separate them, when Hawk and Finch attack in the dark. Batman finishes them off quickly and parts the drapes, revealing a huge tinted window that looks down on the aviary where Fred and Pengy are talking. Batman pulls out a suction cup listening device and affixes it to the glass. Birdsong and conversation are easily heard.

As the dialogue continues we learn that Pengy hired Fred to pull off his "Uncle-con" to gain eventual financial control of the Wayne fortune, then turn it over to Pengy...for a handsome handling fee. Pengy figures he can buy respect and a place in society with such power and money.

34. INT. AVIARY - NIGHT

Fred has thought it over and really thinks Pengy's plans are for the birds -- NO ONE can BUY RESPECT, it's something that's earned...like Bruce Wayne earned it. Pengy explodes with anger, saying that Fred's gone soft! Fred sadly agrees; Bruce isn't the

obnoxious, selfishly-rich spoiled playboy Pengy said he was -- he uses his money to make the world a better place; Fred even LIKES Bruce, won't take advantage of him, wants out of the plan and out of town!

Pengy ejects a knife attachment from the end of his umbrella and begins silently forcing Fred up against a large wooden door.

Fred says wait, they can talk about this!

Pengy quotes Shakespeare: "The silence of malice persuades when speaking fails!"

Fred says Pengy's got that wrong; it's the "silence of INNOCENCE that...."

"Don't correct ME!" snarls Pengy and he thrusts the umbrella. Fred closes his eyes, but instead of stabbing Fred, Pengy jabs the blade into a button near the door behind Fred. The door slides open. The raven attacks a surprised Fred, pushing him off-balance into the O.S. room and the door slides shut behind them.

Batman crashes through the mirror and lands into the aviary among the screeching birds.

"You!" says Pengy. "Bats! Filthy, disgusting parasites that foul the skies and hide from the light of day!...he can't strike them all down, but he'll start with HIM!" Pengy arms himself with his umbrella and thrustily advances.

35. INT. AVIARY - BIRD OF PREY ROOM - NIGHT

Fred finds himself in a moonlit partitioned room filled with eyes gleaming off stark tree branches and outcroppings of rocks. Dim red lights flash on and Fred sees he's surrounded by hungry-looking birds of prey. As some of them take wing and start to circle for him Fred runs for the door and screams for help.

36. EXT. AVIARY - NIGHT

Batman hears Fred's cries. The Penguin assures Batman that he'll be too late...unless he lets the Penguin go free. Batman hesitates, then agrees with a nod. The Penguin scuttles by him. Batman heads for the door, turns quickly and throws the Batarang connected to the Batrope. Pengy is caught in the coils and goes down, ranting.

37. INT. AVIARY - BIRD OF PREY ROOM - NIGHT

Fred is yelling for help, the various huge birds of prey toying with him, beating him with their wings and ripping off pieces of his clothes. The door crashes open and Batman enters and quickly tells Fred to cover his eyes. Fred does. The birds see new prey and start to swoop down on the Dark Knight but with a flick of his wrist, he sends up a brilliant flare that blinds the surprised shrieking birds and sends them back. Batman gets Fred out of the room. Some of the birds swoop past them.

38. INT. AVIARY - NIGHT

Batman and Fred emerge to see Pengy yelling for the birds to break his bonds with their beaks. But when he sees Batman, Pengy yells "FLY!" The great birds of prey lift Pengy into the air

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and fly up and through the shattered mirror. CUT TO:

39. INT/EXT. WAREHOUSE W/PHOENIX CORNICE AND PASSAGEWAY - NIGHT

As Batman appears in the open escape hatch, he sees the silhouette of the birds carrying Pengy off into the skies vowing revenge. As he looks down, he sees a tattered Fred running through the streets. A moment later, the Lamborghini roars into life, backs up and screeches away. DISSOLVE TO:

40. INT. BATCAVE - BATCOMPUTER AREA - LATE NIGHT

"The Penguin?" asks Alfred, with Batman. Batman removes his cowl. "It's a long story...." Batman spies the remnants of Alfred's investigation and picks up the doctored photo. "But I see you already know a lot of it." CUT TO:

41. INT. WAYNE MANOR - FOYER - NEAR MORNING

A flustered, luggage laden (cleaned up) Fred apologizes to Bruce and Alfred; "unexpected business opportunity" has arisen that demands his immediate attention in another city and he has to leave immediately, hopes Bruce understands. Bruce AND Alfred both say they do. There's the screech of tires outside. "That must be my cab", says Fred. CUT TO:

42. EXT. WAYNE MANOR - FRONT ENTRANCE - NEAR MORNING

The SAME cab driver is suicidal over seeing Fred again. Fred and Bruce have a near-tender goodbye, Bruce actually giving Fred a real hug with Fred offering promises to "keep in touch". Bruce nods. Fred goes with a goodbye to "Alvin", gets in the cab and goes. Bruce and Alfred wave goodbye...as they hear one of the taxi's tires blow into another flat. CUT TO:

43. EXT. WAYNE MANOR - POOLSIDE TERRACE - MORNING

Alfred serves Bruce breakfast. Bruce sighs. "Alfred, if I really had an uncle..." "I know, sir," interrupts Alfred, "you'd want him to be a lot like Fred, wouldn't you?" "No," says Bruce, "I'd want him to be a lot more like you." "Why, thank you, sir", responds Alfred, quite pleased, "and may I say, sir, you have excellent taste!"

"There IS one curious thing", adds Alfred. "By some bizarre quirk of fate, "Fred" actually WAS raised at the same orphanage as your mother...though actual dates are sketchy, at best."

"You don't suppose," says Bruce, "that Fred, without even knowing, could actually BE...."he trails off.

"No," says Alfred quickly. "The two of you are NOTHING alike".

Alfred drops a napkin. BOTH he and Bruce go for it...and Bruce accidentally knocks Alfred in the pool. As Bruce laughs, despite himself and Alfred joins in.....FADE OUT

THE END