

BATMAN

by
Sam Hamm

RED
ORIGINAL

FADE IN:

1 EXT. CITYSCAPE - NIGHT 1

The place is Gotham City. The time, 1989 -- once removed.

The City of Tomorrow: stark angles, creeping shadows, dense, crowded, airless, a random tangle of steel and concrete, self-generating, almost subterranean in its aspect -- as if hell had erupted through the sidewalks and kept on growing. A dangling fat moon shines overhead, ready to burst.

2 EXT. CATHEDRAL - NIGHT 2

Amid the chrome and glass sits a dark and ornate Gothic anomaly: old City Cathedral, once grand, now abandoned -- long since boarded up and scheduled for demolition.

On the rooftop far above us, STONE GARGOYLES gaze down from their shadowy, windswept perches, keeping monstrous watch over the distant streets below, sightless guardians of the Gotham night.

One of them is moving.

3 EXT. GOTHAM SQUARE - NIGHT 3

The pulsing heart of downtown Gotham, a neon nightmare of big-city corruption, almost surreal in its oppressiveness. Pushers wave to hookers. Street hustlers slap high-fives with three-card monte dealers. They all seem to know each other ... with one conspicuous exception:

A TOURIST FAMILY, Mom, Dad, and little Jimmy, staring straight ahead as they march in perfect lockstep down the main drag. They've just come out of a hit show two blocks over; the respectable theatre crowd has thinned out, and now -- Playbills in hand -- they find themselves adrift in the predatory traffic of Gotham's meanest street.

MOM

For God's sake, Harold, can we please just get a taxi??

DAD

I'm trying to get a --
(shouting)

TAXI!!

Three cabs streak past and disappear. MOM grimaces in frustration as LITTLE JIMMY consults a subway map.

JIMMY

We're going the wrong way.

Nearby, STREET TYPES are beginning to snicker. DAD surveys them nervously, gestures toward the subway map.

DAD

Put that away. We'll look like tourists.

TWO COPS lean on their patrol car outside an all-night souvlaki stand, sipping coffee and chatting with a HOOKER. The HOOKER smiles at JIMMY. JIMMY smiles back. MOM yanks him off down the street and glowers at DAD.

DAD (cont.)

We'll never get a cab. Let's cut over to Seventh.

JIMMY

Seventh is that way.

DAD

I know where we are!

4 EXT. SIDE STREET - THAT MOMENT - NIGHT 4

A deserted access street lined with the husks of stripped-down cars. MOM, DAD, and JIMMY take a deep breath and march into the darkness.

VOICE

Hey, mister. Gimme a dollar?

The VOICE belongs to a DERELICT -- nineteen or twenty, acne-scarred -- who sits between two garbage cans, his palm outstretched. MOM, DAD and JIMMY stare at his ratty t-shirt -- 'I LOVE GOTHAM CITY' -- then move on, pretending not to hear.

DERELICT

Mister. How about it. One dollar?
(standing up)

One dollar, man. Are you deaf? Are you deaf? -- Do you speak English??

The TOURISTS cross the street. Mercifully, the DERELICT doesn't follow.

They pick up their pace. They don't see the SHADOWY FIGURE in the alleyway. They don't see the GUN until a GLOVED HAND brings it down, butt-first, across the back of DAD's neck.

He crumples. MOM grabs JIMMY and backs up against a brick wall, too terrified to scream. The DERELICT races across the street to join his confederate, the STREET PUNK, who's already searching for DAD's wallet.

MOM gasps in panic. She's just about ready to snap -- until the STREET PUNK trains his gun on JIMMY.

STREET PUNK

Do the kid a favor, lady. Don't scream.

The poor woman is horrified. TEARS stream down her face. But she keeps her wits, stifles the urge to shriek, and hustles JIMMY off down the street.

The two PUNKS watch -- then chuckle and race off in the opposite direction.

5 EXT. ROOFTOP - NIGHT

5

Six stories up. The PUNKS -- NICK and EDDIE -- hunker down on the tar-and-gravel roof, sizing up their take. NICK empties the wallet:

NICK

All right. The Gold Card.
(tossing the credit card at
EDDIE)

Don't leave home without it.

A chill wind whips across the roof as NICK extracts the cash and counts it. There's a distant, metallic CLANG; EDDIE hears it and tenses up.

EDDIE

Let's beat it, man. I don't like it up here.

NICK

What are you, scared of heights?

EDDIE

I dunno. After what happened to Johnny Gobs --

NICK

Look, Johnny Gobs got ripped and walked off a roof, all right? No big loss.

EDDIE

No, man. That ain't what I heard at all.

(beat)

I heard the bat got him.

NICK

Gimme a break, will you? Shut up.

EDDIE

Five stories, straight down. There was no blood in the body.

NICK

No shit. It was all over the pavement.

NICK has no patience with EDDIE's campfire tales -- but here on the roof, in the pale moonlight, he can't ignore the slight tingle at the base of his spine ...

EDDIE

There was no blood, man.

(beat)

My brother says ... all the bad things you done ... they come back and haunt you ...

NICK

God! How old are you? There ain't no bat.

EDDIE

My brother's a priest, man.

NICK

No wonder you're such a chickenshit.

Shut up.

(conclusively)

There ain't no bat.

As they speak our attention shifts to a point at the opposite corner of the roof, some fifteen yards away ... where, at the end of a line, a STRANGE BLACK SILHOUETTE is dropping slowly, implacably, into frame ...

EDDIE

You shouldn'ta turned the gun on that kid, man. You shouldn'ta --

NICK

Do you want this money or don't you? Now shut up! Shut up --

BOTH PUNKS FREEZE at the sudden, inexplicable sound of BOOTS CRUNCHING ON GRAVEL. They turn slowly. Their JAWS DROP.

At the edge of the roof, bathed in moonlight -- is a BLACK APPARITION.

EDDIE stands rooted to the spot, a choked gurgle in his throat. The BLACK FIGURE advances and spreads its arms, slowly, majestically. GREAT SHADOWY WINGS flap in the wind.

On its chest is THE EMBLEM OF A BAT, in an oval yellow field, glowing like a target in the darkness ...

NICK drops to the gravel, grabs the gun, and FIRES TWICE. TWO CLEAN HITS. The strange black figure is knocked bodily to the roof.

NICK
I'm gettin' outta here.

He bends to retrieve his loot. EDDIE lets out an odd, pre-verbal squeal ...

... and NICK sees THE HUMAN BAT, BACK ON ITS FEET, NIGHT-MARISH, UNDEAD, MOVING SLOWLY AND INEVITABLY CLOSER.

Panic. Sheer, raw, unrelenting panic. Stolen money flutters out of NICK's hands as he scuttles frantically across the roof. The BLACK SPECTRE is blocking his path to the fire escape. Trapped like a rat, NICK FIRES WILDLY.

EDDIE is frozen in place, his face drained of blood. The BAT treads calmly past. A LEG snakes out. A BLACK BOOT catches EDDIE high on the chest --

-- LIFTS HIM CLEANLY OFF HIS FEET --

-- AND SENDS HIM FLYING THROUGH THE AIR. EDDIE slams into a brick chimney and slumps to the roof unconscious, a broken, weightless puppet.

THIS ACTION IS SO SMOOTH, SO AUTOMATIC, THAT THE BAT DOES NOT EVEN BREAK HIS STRIDE. NICK sees his chance and CHARGES past the black wraith, scrambling for the fire escape ...

A GLOVED HAND slices through the air, and NICK pitches forward, his legs ensnared in a tangle of WIRES. Screaming now, he drags himself across the gravel roof, the looming figure of the BAT at his heels ...

... until there's no place left to go. NICK cowers on the ledge, his pants torn, his hands and knees bloody. He has dissolved into total mindless hysteria.

Almost by reflex, NICK keeps shooting. He'd do better if he could manage to open his eyes. By now the hammer is falling on an empty chamber, but NICK continues, obsessively, to pull the trigger. He weeps; he moans; he wails ...

THE BAT grabs NICK by the shirt, and with supernatural ease HOISTS HIM into the air.

NICK
Don't kill me -- don't kill me ...

When NICK finally opens his eyes, he realizes THE BAT is standing on the ledge of the roof -- HOLDING HIM OUT, at arm's length, over six stories of nothingness. The black ghost speaks, in a rasping whisper:

BATMAN

I won't kill you. I want you to do me a favor.

NICK looks down. Far, far below, CARS wink silently past.

He looks up. And sees, in the mirrored lenses where BATMAN's eyes should be, the twin reflections of his own stricken face.

BATMAN (cont.)

Tell your friends. Tell all your friends.

NICK HOWLS. Almost as an afterthought, THE BATMAN heaves him roughly back onto the tar-and-gravel surface of the roof. And then -- casually, without a moment's hesitation -- STEPS OFF THE LEDGE, INTO MIDAIR.

Trembling, NICK crawls to the ledge and looks over ... finding ABSOLUTELY NO TRACE of the Batman.

NICK is still screaming as we PAN UP to the bilious yellow globe of Gotham's moon. MAIN CREDITS ROLL:

BATMAN

CUT TO:

6 INT. GOTHAM CITY DEMOCRATS' CLUB - NIGHT

6

A CAMPAIGN POSTER fills one wall: "A NEW GOTHAM. HARVEY DENT FOR DISTRICT ATTORNEY." Down below, the man himself -- determined, dynamic HARVEY DENT -- addresses a crowd from behind his podium.

DENT

Across this nation, the words 'Gotham City' are synonymous with crime. Our streets are overrun, but our public officials do nothing. Ladies and gentlemen, we must attack corruption at the root!

On the dais behind DENT, CIVIC BIGWIGS applaud wildly. As they do, we SEE a SINGLE EMPTY PLACE SETTING at the end of the table -- and an engraved placard which bears the name "BRUCE WAYNE."

DENT

If elected, my first act as district attorney will be to return an indictment against Boss Carl Grissom!

CUT TO:

7-8 OMITTED

7-8

9 INT. APARTMENT - NIGHT

9

A woman's apartment, decorated in pastel pinks and mauves. Original paintings and sculptures everywhere. The place reeks of money.

In the foreground: a MAN'S HAND, long, elegant, and manicured, manipulates a DECK OF CARDS -- doing a one-handed shuffle with extraordinary finesse.

In the background: a TV set tuned to the 11 o'clock news, with highlights of HARVEY DENT's campaign speech.

DENT

Together we can make this city safe for decent people --

THE HAND sets the deck on a table, turns up FOUR JACKS off the top. This unique deck sports a .22 calibre BULLET HOLE straight through the middle.

JACK NAPIER

Decent people shouldn't live here. They'd be much happier someplace else.

JACK NAPIER, 32, is right-hand man and chief enforcer to Boss Carl Grissom. His features are delicate, almost feminine, and he takes a vain, gangsterish pride in his appearance. He has no more conscience than a turnip.

He trains a cold eye on DENT's image as ALICIA HUNT -- 26, beautiful, Carl Grissom's kept woman -- glides over in her negligee and snuggles up.

ALICIA

Anything new?

JACK

The usual gas. If this clown could lay a hand on Grissom ... I would've had to kill him by now.

ALICIA finds JACK's necktie and knots it playfully about his neck.

ALICIA

If Grissom knew about us ... he might kill you.

JACK seems uninterested in her affections. His eye darts back and forth between the TV and his own reflection in a nearby vanity.

JACK

Don't flatter yourself, angel. He's a tired old man. He can't run this city without me.

(pause)

And besides, he doesn't know.

JACK gets up, reaches for his topcoat, and stands in front of the vanity. He runs a hand through sculpted hair, checks out his Albert Nipon ensemble.

ALICIA

You look just fine, Jack.

He smiles at himself before turning to the door.

JACK

... I didn't ask.

CUT TO:

10 EXT. ALLEYWAY - NIGHT

10

The scene of the earlier mugging, off Gotham Square. Only now, the deserted alleyway is a beehive of activity: police cars, an ambulance, a forensics van.

EDDIE THE PUNK goes past on a stretcher, catatonic. Watching him are a POLICE MEDIC and a porcine cop, LT. ECKHARDT, who jots on a notepad:

ECKHARDT

No, let me guess. A gigantic, menacing, supernatural form ... in the shape of a bat.

MEDIC

Yeah, just like the others. -- Lieutenant? What exactly are they seeing up there?

ECKHARDT

Damned if I know, but it must be pretty hairy. The commissioner's keeping a file. We got twelve of these ... "sightings" in just under a month.

MEDIC

It doesn't make any sense. What would a giant bat be doing in --

ECKHARDT

Looks like he's doing our goddamned job for us.

(under his breath)

Oh Christ, it's Knox.

At the mouth of the alley is ALEXANDER KNOX, 30, a crime reporter for the Gotham Globe. He waves cheerily as he saunters up to ECKHARDT.

KNOX

Hiya, gents. I hear we got another bat attack.

ECKHARDT

Sorry, Knox. Strictly routine.

At this exact moment two uniformed PATROLMEN drag a brain-fried NICK past the mouth of the alley.

NICK

A bat, I tell you, a giant bat! He wanted me to do him a favor ... !

KNOX smirks. ECKHARDT and the MEDIC trade disgusted looks.

KNOX

Now boys. Talk straight for once. There's something up there.

ECKHARDT

That scumbag's stoned out of his mind.

KNOX

Ask around on the streets, lieutenant. Every punk in town is scared stiff!

ECKHARDT

These punks of yours. Any of 'em ever seen this ... whatever-it-is?

KNOX

Yeah. They say he drinks blood. They say he can't be killed. They say --

ECKHARDT

I say you're full of shit, Knox. And you can quote me on that.

ECKHARDT snorts in disgust and turns away. KNOX calls out:

KNOX

Lieutenant. Is there a six-foot bat
in Gotham City?

(shouting)

If so, is he on the police payroll?
If so, what's he pulling down after
taxes?

11 EXT. STREET - THAT MOMENT - NIGHT

11

LT. ECKHARDT emerges onto the side street -- and spies a
STRETCH LIMO idling nearby. Leaning on the hood, waving hi,
is the dandyish JACK NAPIER.

JACK swaggers up and hands ECKHARDT a fat brown envelope.
The cop throws a nervous glance back in KNOX's direction and
stuffs it quickly in his coat.

ECKHARDT

Sorry I'm late. We had another bat
sighting.

JACK

Shut up and listen. -- Harvey Dent is
looking into our front companies. And
that means someone's been talking.

ECKHARDT bristles. There's no love lost between these two.

ECKHARDT

I'm on top of it. If there's a
problem --

Suddenly, JACK grabs ECKHARDT by the lapels of his topcoat.

JACK

Eckhardt ... our problems are your
problems.

ECKHARDT

(knocking his hands away)

I answer to Grissom, punk. Not to
you.

JACK

Why, Eckhardt. You should be thinking
about the future.

ECKHARDT

The future. You mean ... when you run
the show?

(laughing in his face)

You got no future, Jack. You're an
A-one crazy boy and Grissom knows it.

JACK claps a hand on ECKHARDT's face and shoves him full-force into a WALL. The fat cop, stunned, turns bright red. His hand goes instinctively to his gun.

JACK whips a .38 from his pocket. Holding it by the barrel, he offers it to ECKHARDT -- daring him to take it.

JACK

Here. Use mine!

He doesn't. JACK LAUGHS insanely. He pockets the gun and, with a final sneer at ECKHARDT, turns to go.

But ECKHARDT has an ace in the hole. When JACK is out of earshot, the crooked cop MUTTERS menacingly:

ECKHARDT

Where you been spending your nights,
pretty boy ... ?

DISSOLVE TO:

12 INT. GOTHAM GLOBE - CITY ROOM - DAY

12

Gotham's leading tabloid daily. KNOX saunters in, spots BOB THE CARTOONIST at his drafting table, with several amused REPORTERS looking on.

REPORTER

Well, well. Count Dracula!

BOB

Oh Knox -- I got something for you.

BOB holds up a drawing of a HUMAN BAT, with an awful, fanged rodent's face, wearing a business suit. The caption reads: "HAVE YOU SEEN THIS MAN?"

The REPORTERS crack up. KNOX, who's used to the ribbing, takes it in his stride. He smiles, nods appreciatively:

KNOX (cont.)

Very nice, boys. Maybe a little more
gore on the fangs, huh?

(under his breath)

You ignorant jerkoffs ...

He moves on. A bespectacled COLLEAGUE spots him passing:

COLLEAGUE

Hey Knox, you got a visitor.

KNOX

I'm real busy, Clark. Be a pal and
dust him, okay?

COLLEAGUE

This one you might want to dust yourself.

His curiosity piqued, KNOX moves toward his desk ... and stops in his tracks. Propped up on the desk are a PAIR OF LEGS. The legs -- exceptionally nice ones -- are attached to a WOMAN leaning back in KNOX's swivel chair, napping, her face obscured by a big outrageous HAT.

KNOX

... Vicki Vale.

The hat tips back. VICKI VALE, her face framed by a shock of bright red hair, flashes a dazzling smile.

VICKI

How'd you know it was me?

KNOX

Honey, I would know any randomly selected square inch of Vicki Vale.
-- Plus I had a hint.

He points at the oversized CAMERA BAG on his desk. It bears the monogram "V.V." VICKI catches on, makes a face at him.

KNOX (cont.)

The globetrotting photojournalist.
Where you been? Majorca? The Riviera?

VICKI

Corto Maltese.

KNOX

Corto What?? -- you're shitting me.

She reaches into the camera bag and pulls out a sheaf of COMBAT PHOTOS -- exploding jeeps, burning huts, bodies in piles. Corto Maltese, it seems, is in the midst of an especially bloody revolution. KNOX is impressed:

KNOX

God, Vick, a girl could get hurt this way. -- I thought you were kind of the glamor type.

VICKI

I felt like a change of pace, okay?
Now what's your new obsession?

She indicates his desk. It's littered with police reports and doodles of BATS.

KNOX

Oh. -- Seems we got a six-foot bat in Gotham City.

VICKI

... A bat?

KNOX

Yeah, he's terrorizing the underworld. I figure it's some nut in a suit, but still, a masked crimefighter -- it could be the story of the decade.

VICKI

Well, congratulations.

KNOX

But nobody believes me. Commissioner Gordon won't even answer my calls!

He sinks into a chair, despondent. A sly look crosses VICKI's face:

VICKI

He'd be at that benefit, wouldn't he? The one Bruce Wayne's throwing for the D.A. campaign?

KNOX

Sure. -- Unfortunately, I don't seem to be on the guest list.

Sulking, he doesn't notice VICKI reaching into her camera bag. He doesn't see the small white INVITATION until she DANGLES IT right in front of his nose.

KNOX (cont.)

Aw, Vicki, Vicki, SHIT!! Got a date?

She flutters her great big eyelashes, shakes her head no. KNOX grabs her face and plants a kiss on her forehead, nearly knocking her out of her chair.

KNOX

Vicki, baby, I love you, I've always loved you. Will you marry me?

VICKI

No.

KNOX

Well, I'm starving. Will you at least buy me a hamburger?

She laughs. Overcome with glee, he offers her his arm.

CUT TO:

13 INT. PENTHOUSE - DAY

13

A HUGE PLATE GLASS WINDOW opens on the best view in Gotham. This spectacular penthouse suite is just one of the power perks available to CARL GRISSOM, criminal kingpin, fat, fifty, and utterly without charm.

His LIEUTENANTS -- bloodless white-collar types as well as a few outright GOONS -- are sprawled nearby in easy chairs.

LIEUTENANT
How do we go? Strike a match?

ACCOUNTANT
Arson gives you a nice writeoff. On the other hand, we do have a history of unexplained fires.

The big boss waves a copy of the Globe -- with HARVEY DENT staring out from page one.

GRISSOM
Say this son of a bitch does get elected ... what kind of damage are we looking at?

ACCOUNTANT
If he ties us in with Ace Chemical, we're dead and buried.
(clearing his throat)
We should move immediately.

JACK NAPIER slouches in an easy chair at GRISSOM's right, doing his trademark one-handed shuffle.

JACK
Why not a break-in? Trash the office, make off with the books ... call it "industrial espionage."

GRISSOM
Smart thinking, Jack. That's the way to go. In fact -- I'd like you to handle this operation personally.

JACK
... Me?

JACK's hand FREEZES over the lucky deck. Nervously, he turns a card off the top. It's not a jack; it's a JOKER -- a Joker with a neat, round, .22 calibre HOLE through its face.

At this exact moment, METAL DOORS slide back -- and ALICIA HUNT steps out of GRISSOM's private elevator with an armful of SHOPPING BAGS.

GRISSOM

Hello, sweetheart. I wonder if you'd mind waiting in the other room.

ALICIA's gaze meets JACK's as she vanishes through a side door. The eye contact is not lost on GRISSOM.

GRISSOM (cont.)

Thank you, gentlemen. That's all for now.

GRISSOM'S CRONIES file out. JACK, troubled, lingers behind.

JACK

Why me? It's just a simple break-in.

GRISSOM

Jack, it's an important job. -- I need someone I can trust.

(beat)

Now don't forget your lucky deck.

JACK, resigned, pockets the deck and leaves. GRISSOM leans back in his plush chair and GRINS WOLFISHLY.

GRISSOM (cont.)

My friend, your luck is just about to change.

ALICIA appears in the doorway, modeling her new purchases for him. He smiles at her as he reaches for the phone.

GRISSOM (cont.)

Get me Lieutenant Eckhardt.

CUT TO:

14 EXT. WAYNE MANOR - ESTABLISHING - NIGHT 14

A vast, rambling mansion on sixty wooded acres a half-hour's drive from Gotham: old money, and how. Out front, a team of red-jacketed VALETS are parking expensive cars.

15 INT. BALLROOM - NIGHT 15

It's casino night at Wayne Manor; the ballroom has been outfitted with roulette wheels, blackjack tables, etc., and the various members of Gotham's power elite are eagerly throwing cash into Harvey Dent's campaign kitty.

DENT is surrounded by a gang of political cronies. VICKI's off in another group, looking luscious. And, in a corner of the room, all alone in his cheap suit, stands KNOX -- staring inquisitively up at the ceiling.

A butler, ALFRED, appears alongside KNOX with a trayful of champagne glasses. He too looks up at the ceiling.

KNOX

How high up would you say that is?

ALFRED

I'd say about thirty feet, sir.

KNOX

You know, if you cut your bathroom in half, you'd have my apartment.

ALFRED

Which bathroom is that, sir?

KNOX

The small one.

KNOX takes a drink and ALFRED moves on. A moment later, VICKI appears at KNOX's side.

KNOX

Man, I feel like Robin Leach. You actually know all these people?

VICKI

Some. I am a rich bitch, remember.
(nudging him)

I'm quoting.

KNOX winces at the reminder. She smiles and takes his arm.

KNOX

Yeah, I guess we move in different circles. -- Though I did meet a one-eyed pimp last week.

16 ANGLE ON JAMES W. GORDON

16

Gotham's Police Commissioner, a distinguished gent in his late fifties. He's at a craps table, blowing into his fist. ONLOOKERS cheer as he lets the dice fly.

Snake eyes. He passes the dice as KNOX and VICKI wander up.

KNOX

Commissioner Gordon! What do you hear from our pointy-eared friend?

KNOX puts his hands up behind his head and wiggles his fingers like little bat ears. GORDON groans.

GORDON

Knox, for the ninth time, there is no bat. If there were, we would find him -- we would arrest him --

KNOX

Aww, Commissioner. There's gotta be one honest cop in Gotham City.

HARVEY DENT ambles up, claps a hand on GORDON's shoulder.

DENT

How's your luck, Jim?

KNOX

Mr. Dent. What's your stand on winged vigilantes?

DENT exchanges a meaningful look with GORDON.

DENT

Mr. Knox, we have enough real problems in this city without worrying about ghosts and goblins, don't you think?

CUT TO:

17 EXT. ACE CHEMICAL CO. - ESTABLISHING - NIGHT 17

A NEON SIGN reads: "ACE CHEMICAL. THE FUTURE IS NOW." From the SIGN we PAN to a METAL SLUICE GATE -- dumping TONS of CHURNING TOXIC SLUDGE into Gotham's East River.

18 INT. VAN - THAT MOMENT - NIGHT 18

Parked outside the complex. In the rear-view mirror, JACK NAPIER is meticulously applying BLACK CAMOUFLAGE PAINT to his face. He could be getting ready for a date.

19 JACK'S POV - THROUGH WINDSHIELD 19

The SECURITY GUARD in a booth at the entrance to the lot. One of JACK'S BOYS creeps up and takes the GUARD out; JACK turns the key in the ignition, shifts into first.

20 OMITTED 20

21 INT. WAYNE MANOR - LIBRARY - NIGHT 21

KNOX and VICKI have wandered off from the party to take an unauthorized tour of BRUCE'S luxurious digs. KNOX goes goggle-eyed as they enter the library.

KNOX

Vicki. We found the arsenal.

One wall is lined to the ceiling with leather-bound volumes. On the other walls hang EXOTIC WEAPONS. Halberds. Maces. Blowguns. Bolas. Thuggee ropes and samurai swords ... every arcane implement of death the human mind has ever devised. KNOX lets out a low whistle.

KNOX (cont.)

Who is this guy? Where'd he get all this stuff?

VICKI

All over, I guess. He just came back from a five-year world tour.

KNOX

Likes to kill?

VICKI

I don't think so. He bankrolls half a dozen charities.

(smiling)

Women find him magnetic.

KNOX

I bet they like him for his big charity balls.

VICKI

His bankroll's even bigger than that.

KNOX

Well, you know me. The more they've got, the less they're worth.

(scanning the room)

This guy must be the most worthless man in America.

VOICE FROM BEHIND

You disappoint me. Why not the world?

KNOX turns. We get our first look at BRUCE WAYNE: 32, aristocratic, urbane -- and intensely handsome.

KNOX

I assume in my usual charming manner I've just insulted the host.

(extending a hand)

Alexander Knox.

BRUCE

Bruce Wayne. -- I've read your work. I quite like it.

KNOX

Great. Give me a grant.

BRUCE

I might, if you introduce me to Miss Vale.

KNOX blinks at VICKI. BRUCE already seems to know who she is. KNOX shrugs and forges bravely ahead:

KNOX

"This is Miss Vale." -- That felt redundant.

BRUCE

(to VICKI)

I saw your photos from Corto Maltese.
-- You have an extraordinary eye.

BRUCE is laying on the charm now. KNOX, his territorial instincts aroused, pipes up:

KNOX

Some people think she has two.

VICKI

(a sidelong glance at KNOX)
Don't mind my friend. He's a little nervous tonight.

KNOX, chastened, calls off the dogs and sizes up his competition. BRUCE is charming, all right, but there's something formal, even calculating about it -- he could be reading his compliments off cue cards. It's almost as though he's an actor doing a brilliant imitation of charm.

This is a man who thinks three moves ahead. KNOX doesn't like him. But VICKI -- who's used to seeing male charm turned on and off, at will -- doesn't seem to mind at all:

VICKI (cont.)

What an amazing house. I'd love to shoot it sometime.

BRUCE

I don't ... seek publicity. -- Will you be staying in Gotham for a while?

VICKI

As far as I know.

BRUCE

Then I hope we'll meet again.

ALFRED, the butler, appears in the doorway behind them.

ALFRED

Sir? Commissioner Gordon was compelled to leave -- very unexpectedly. He asked me to convey his regrets.

BRUCE

Thank you, Alfred.

(to VICKI and KNOX)

I hope you'll excuse me. It was a great pleasure meeting you.

Without bothering to shake hands BRUCE does a sharp 180 and strides briskly out of the room.

KNOX

I know the rich are different, but that guy is real different.

(no response)

Hello? Vicki?

VICKI

Oh. Sorry. I was thinking.

KNOX

What were you thinking?

VICKI

Yum, yum.

KNOX

Well, he must like the way he looks. He's got a mirror in every room.

And indeed, the two of them are standing before an enormous WALL MIRROR, eight feet wide, running from floor to ceiling.

VICKI

I get it. Bruce Vain.

She pokes KNOX. He groans at the dumb pun. And suddenly we

CUT TO:

22 REVERSE ANGLE - THROUGH THE MIRROR

22

looking DOWN ON KNOX and VICKI THROUGH ONE-WAY GLASS. Behind the mirror ... recording everything that happens in the room ... is a small, silent, state-of-the-art SURVEILLANCE CAMERA.

23 CLOSEUP - VIDEO MONITOR

23

showing KNOX and VICKI in the library. The screen we're watching is only one in a whole vast bank of monitors -- a control center showing everything that happens in the house.

The background is blurry, indistinct ... but we seem to be in the midst of a vast, dark CAVE.

On another screen, GUESTS move backward with exaggerated speed as a videotape REWINDS. At the panel, BRUCE WAYNE hits a button -- and watches COMMISSIONER GORDON talking to a uniformed PATROLMAN.

PATROLMAN

-- anonymous tip. The Ace Chemical Company.

GORDON

Good Lord, if we could put our hands on Jack Napier we'd have Grissom.

(obviously agitated)

Why wasn't I told about this? Who's in charge of the --

PATROLMAN

Lt. Eckhardt, sir.

GORDON

Eckhardt. Oh my God ...

And suddenly COMMISSIONER GORDON is grabbing for his coat. The monitor goes black. BRUCE stands up, unbuttons his dinner jacket.

CUT TO:

24 EXT. ACE CHEMICAL CO. - PARKING LOT - NIGHT 24

UNMARKED POLICE CARS pull into the lot. ECKHARDT circulates among his ARMED SWAT TEAM, handing out xeroxed copies of a MUG SHEET: JACK NAPIER, front and profile.

ECKHARDT

Shoot to kill.

25 INT. ACE CHEMICAL - FILE ROOM - NIGHT 25

SPARKS FLY. A SAFECRACKER, in welder's mask, trains a blowtorch on the office safe. Behind him, JACK'S HOODS are at work on the filing cabinets.

The SAFECRACKER kills his blowtorch and opens the metal door of the safe, giving JACK a good look at its contents:

SAFECRACKER

... Empty.

HOOD I

Just like the file cabinets.

HOOD II

I don't get it. If this place is cleaned out already, why do we need five men?

JACK shakes his head. His boys are antsy, ready to mutiny. By now it's depressingly obvious: they've been set up.

Then, as if they needed any proof -- a SIREN blares outside.

26 OMITTED

26

27 INT. ACE CHEMICAL - THAT MOMENT

27

JACK and his HOODS ducking out of the office. It's two stories above the refinery floor, accessible by a network of steel ladders and CATWALKS running between the walls.

A COP, stationed behind a bank of machinery, shouts out:

COP

Freeze!

One of the hoods OPENS FIRE. Half of his colleagues dive back into the office, looking for a rear exit. The others take off across the CATWALKS.

28 INT. FACTORY FLOOR - A MOMENT LATER

28

COPS SHOOT BACK as the HOODS scatter. All at once, a CORRUGATED STEEL DOOR rises -- and COMMISSIONER GORDON marches in with a squadron of UNIFORMED COPS. He grabs a startled ECKHARDT by the shoulder:

GORDON

What the hell is going on here?

ECKHARDT

Christ, what are you trying to do -- blow the collar?

GORDON

I'm in charge here. Not Carl Grissom.
(shouting)

I WANT JACK NAPIER TAKEN ALIVE. I
REPEAT -- ANY MAN WHO OPENS FIRE ON
JACK NAPIER WILL ANSWER TO ME!!

29 INT. HALLWAY - THAT MOMENT

29

TWO HOODS are running down a tiled corridor in the office section of the complex when A CAPEd BLACK SHADOW steps into their path. It EXTENDS ITS ARMS -- like giant WINGS -- to reveal the yellow insigne on its massive chest. BATMAN.

One second later, the HOODS are racing back in the opposite direction. THE BATMAN reaches into a packet on his belt and flings a handful of STEEL BALL-BEARINGS across the tiled floor. HOOD I tumbles to the floor and lands hard, losing his breath; HOOD II rolls and pulls a GUN.

BATMAN hurls a BOOMERANG -- its edges scalloped, like a bat's wing. It wedges in the wall; HOOD II finds his gun hand PINNED by the twin prongs of the BATARANG.

BATMAN strides briskly toward them. He grabs HOOD I by the hair, lifts his head off the floor, KNEES HIM IN THE FACE.

He turns to the petrified HOOD II. A TALON springs from the end of his glove. He strolls past HOOD II, reaching out to give him a QUICK, TINY NICK on the chin -- and HOOD II slumps against the wall, unconscious.

30 ANGLE ON JACK

30

down on the floor, racing along a wall, THROWING SWITCHES -- anything to create a diversion. GIGANTIC MACHINES roar to life. OVERHEAD CHEMICAL TANKS rotate into place above giant basins and spew out their contents.

JACK SEES a squad of COPS on his tail. He SHOOTS AND RUNS.

31 ANGLE ON CATWALKS

31

HOODS III and IV on the elevated walkways, FIRING at the police. Their HEADS TURN at the sound of a sudden CLANG --

-- as BATMAN drops onto the catwalk from above. For a moment, they gape in disbelief. Then HOOD IV takes off running; HOOD III turns and LEVELS HIS GUN at BATMAN --

-- who goes to his belt for a miniature SPEAR GUN and FIRES at HOOD III ... planting a BARBED HOOK in the HOOD'S JACKET, SPINNING HIM AROUND. HOOD III drops his gun, slips, and -- with a terrible shriek -- TOPPLES OVER THE RAILING.

The hook in his jacket jerks him up short ... leaving him to DANGLE thirty feet above the factory floor!

32 ANGLE ON COMMISSIONER GORDON

32

His gaze whips upward from the dangling hood to the figure on the catwalk. As he's just realized ... there is a bat.

GORDON

My God ... it's him.

33 OMITTED

33

34 INT. CHEMICAL SUPPLY ROOM - THAT MOMENT

34

JACK looking for an exit. Behind him, a STEEL DOOR begins to rise -- more cops. His eye falls on a nearby FORKLIFT, parked behind a mountain of shipping crates.

35 ANGLE ON COPS

35

They enter -- and SCATTER as the FORKLIFT barrels full-tilt toward them. JACK jumps clear as the forklift rams into a wall lined with CHEMICAL SUPPLY TANKS. An awful CRASH ... and the forklift is DRENCHED in a gusher of DEADLY TOXINS.

36 INT. FACTORY FLOOR - A MOMENT LATER

36

A RIVER OF CHEMICALS courses out into the main refinery. COPS reel backwards, gasping, SLIPPING and SLIDING on the wet surface of the factory floor as the CHEMICALS combine ... sending up a dense cloud of ACID FUMES.

JACK RACES ALONG behind the spreading wall of smoke. Above him, vats of CHURNING CHEMICAL SLUDGE -- and SLUICE GATES opening on the East River. It's the waste dump!

Up on the catwalk, BATMAN has a clean view of JACK. If JACK can make it to the sluice gates without getting shot, he'll reach the river. BATMAN hooks a rope to his Batarang, FLINGS IT at a catwalk across the floor.

JACK sees his chance and bolts for a Jacob's ladder mounted on the back wall. And just as he does --

BATMAN leaps off the catwalk and swings down toward him! An instant later, he's on top of JACK. But just then ...

VOICE

HOLD IT!

HOOD IV has circled back behind the cops. Now he's got a GUN pointed DIRECTLY AT COMMISSIONER GORDON'S HEAD.

HOOD IV

Let him go or I'll do the geezer.

A tense moment passes -- then BATMAN releases JACK and stands clear. With a satisfied smirk, JACK moves to the Jacob's ladder ... and begins to CLIMB.

No one moves. HOOD V stands there, his gun hand shaking as he waits for JACK to climb safely out of shooting range.

ECKHARDT's hand drops to his side. He's half-tempted to pull a gun and get the Commissioner plugged.

37 ANGLE ON JACK

37

groping his way along the catwalk. He reaches a paneled glass window propped open by a supporting rod. It's a forty-foot drop to the swirling black currents of the East River ... and freedom.

Then his eye falls on a .38 AUTOMATIC -- which lies, abandoned, on the gridwork floor of the catwalk mere yards away.

38 ANGLE ON FACTORY FLOOR

38

With his gun at the Commissioner's temple, HOOD IV backs slowly toward the door. A VOICE breaks the tension:

JACK

ECKHARDT!!

ALL EYES TURN to the catwalk overhead, where JACK stands poised with the .38 in his fist. A SINGLE SHOT drops ECKHARDT cleanly.

The moment is all BATMAN needs. He hurls a NINJA WHEEL -- a small, ratcheted, razor-sharp disc -- at the FOREARM of HOOD IV. A sudden SHRIEK -- and GORDON IS FREE.

The HOOD'S GUN drops to the floor, DISCHARGING ACCIDENTALLY.

AN UNGODLY HOWL OF PAIN echoes out from the catwalk above. JACK REELS and STAGGERS, CLUTCHING AT HIS CHEEKS. BLOOD GUSHES from between his fingers.

JACK NAPIER HAS BEEN SHOT THROUGH THE FACE.

Doing an agonized pirouette, he pulls the trigger convulsively. A YOUNG COP, unnerved, draws his gun and SHOOTS --

GORDON

NO!!

-- striking an OVERHEAD TANK. A SPRAY OF CHEMICALS catches JACK full in the face ... and the COPS look on helplessly as he plunges TWO STORIES DOWN into a CATCH BASIN full of BUBBLING TOXIC WASTE, SCREAMING ALL THE WAY.

GORDON (cont.)

Goddammit, we had him. We --

And suddenly, with JACK out of the picture, all attention focusses on THE BATMAN. COPS reach for their guns, circle warily around him. He backs off slowly, HANDS ON HIS BELT.

GORDON (cont.)

Hold it right there, Mister. Take off that mask.

BATMAN raises his hands in a gesture of surrender. As the COPS advance, he flicks TWO TINY CAPSULES onto the floor.

A BLINDING FLASH OF LIGHT. COLORS BURST in a wild pyrotechnic display. COPS stumble backwards, momentarily dazzled, as a THICK WALL OF BLACK SMOKE conceals BATMAN from view.

A TINY GRAPPLING HOOK rockets out of the dense curling cloud and CATCHES on a catwalk overhead.

COP

LOOK!

The COPS are firing wildly into the smoke. But it's too late. At the end of a cord, THE BLACK MAJESTIC FIGURE OF THE BATMAN whips upward, rising out of the smoke like an avenging angel -- and DISAPPEARING into the shadowy heights, safely out of range.

GORDON

HOLD YOUR FIRE!

COP

... Who is this guy?

GORDON

I don't know, but he's one hell of a showman.

CUT TO:

39

EXT. ACE CHEMICAL CO. - THAT MOMENT - NIGHT

39

A BLACK SHADOW scurries across the roof. From the illuminated sign with its neon ace, WE PAN DOWN past the chemical sluice to a SECOND ACE ... a card from JACK's lucky deck, pierced by a neat, round bullethole, bobbing on the oily surface of the foul, polluted river.

Gradually, OTHER CARDS from the deck swirl past: a nine. A deuce. A jack. And finally, a JOKER -- SHOT CLEANLY THROUGH THE FACE.

A BONE-WHITE HAND BREAKS THE SURFACE as we

SHOCK CUT TO:

40

INT. GOTHAM GLOBE - CITY ROOM - DAY

40

A BANNER HEADLINE on the late edition of the Globe: "BAT MAN FOILS ROBBERY. WHO IS MASKED VIGILANTE?"

Behind the newspaper, feet propped up on his desk, is a jubilant KNOX. He's on the horn to COMMISSIONER GORDON.

KNOX

Commissioner. Do us both a favor.
Don't tell me some lie you'll have to
retract later.

CLICK. KNOX hangs up, lowers the paper, finds himself
looking up at the smiling face of VICKI VALE. He points out
the headline:

KNOX (cont.)

Check it out, Vick! I'm a genius
after all. -- Why the dopey grin?

VICKI

Guess who's got a date with Bruce
Wayne.

KNOX

Bruce Wayne? Date? He called you up
and asked you for a date? ... Shit.

(shouting)

HEY MIRANDA! C'MERE!

(to VICKI)

I want you to pay close attention to
this. Miranda -- tell my friend here
what you told me about Bruce Wayne.

A SUPERANNUATED SOUTHERN BELLE toddles over. MIRANDA REITZ,
60, is the society editor of the Globe.

MIRANDA

You mean Mister One-Nighter?

KNOX

Yeah. "Mister One-Nighter." --
Because that's the average length of
his relationships with women.

MIRANDA

The current record is almost two
weeks. That cover girl -- what's her
name? You must know her, Vicki --

KNOX

Tell her about the peanuts.

VICKI

Peanuts?

KNOX

Yeah, peanuts. Which is how he goes
through women.

MIRANDA

Like Planter's Peanuts.

VICKI breaks out into helpless giggles. She stands up:

VICKI

Alex, I'm very flattered that you've gone out and done all this research.

KNOX

(blushing suddenly)

Aw, come on, Vicki, I'm a reporter. I'm curious. I do this for a living.

(indicating telephone)

There's a phone. You can call him up and cancel.

VICKI shakes her head and laughs. KNOX fumes. She takes his face in her hands, plants a kiss on his forehead.

VICKI (cont.)

You're awfully sweet to be concerned, but it's really not necessary. I'll call you, okay?

She exits. KNOX stands there looking poleaxed.

KNOX

... What was that?

MIRANDA

That was one of the most gracious kiss-offs it's ever been my pleasure to watch. What a nice girl.

KNOX, totally flustered, sighs and sinks into his chair.

KNOX

Miranda, I'm busy. Go be productive.

CUT TO:

41 EXT. BRUCE'S ESTATE - RIDING STABLES - DAY

41

BRUCE and VICKI gallop up on horseback. They dismount; BRUCE leads the horses inside. Then -- smiling, exhausted -- they wander up gently rolling hills to the main house.

42 EXT. WAYNE MANOR - PATIO - DAY

42

A broad patio behind the manor, looking out on the estate.

VICKI

You're quite a horseman.

BRUCE

I keep falling off. You should see me -- I'm one big mass of bruises.

VICKI

Maybe we can arrange an examination.

ALFRED appears with a tray of drinks, cocks an eyebrow at BRUCE, and disappears discreetly. BRUCE grins, sinks into a wrought-iron chair as VICKI takes a sip of her drink.

BRUCE

Look, I bore myself silly. Tell me about you. How'd you wind up in a war zone?

VICKI

Because ... the stuff I was doing was essentially useless. Vanity Fair covers -- I mean, it paid well, but --
(shrugging)

I wanted my work to matter. And Corto Maltese, well -- people have never really seen what goes on down there.

BRUCE

What did you see?

VICKI

Suffering. -- Terror.

BRUCE

There's terror everywhere. If you know where to look for it.

VICKI

Oh. Like here?

BRUCE looks around at his opulent estate and CHUCKLES. VICKI, afraid she's offended him, decides to lighten up.

VICKI (cont.)

I'm sorry, I didn't mean to be so dramatic.

BRUCE

Oh, I think it's very admirable. I wish I had your courage.

VICKI

I'm not criticizing you. I just ...

BRUCE

Vicki, I'm the first to admit. I am "the most worthless man in America."

He LAUGHS -- and VICKI joins in. If this is a come-on, it's like no come-on she's ever seen.

VICKI

You are not. You're a total nut, but you're not worthless.

BRUCE

Vicki, when people look at me they see a lot of power, and a lot of money, and that's about it. So I'm always surprised when someone takes the time to look a little harder, that's all.

The guy's a chessplayer, but on the other hand he's also rather touchingly, almost childishly, sincere. Before she knows it, VICKI finds herself melting.

VICKI

... I do have an extraordinary eye.

BRUCE

(taking her hand)

Two.

43 INT. WAYNE MANOR - NIGHT

43

A vast, darkened entry hall, framed by long semicircular stairways on either side. BRUCE and VICKI, in evening clothes, enter; she's giddy, all champagned up.

VICKI

It's not fair. I'm half drunk and you're not even --

BRUCE

Two drinks and I start swinging from the rooftops.

(teasing her)

Don't want to take advantage. I'll drive you home if you'd like.

VICKI

God. Gentlemen. They make me sick.

(sidling up to him)

Why don't you have just one drink. As an experiment.

BRUCE

Well ... I gave Alfred the night off, and I'm a piss-poor bartender.

(pause; then, smiling --)

Kiss me hello.

VICKI

... Hello.

They embrace. A FLASH OF LIGHTNING transports us to:

44 EXT. OFFICE BUILDING - ESTABLISHING - NIGHT 44

Broken windows, graffiti on the walls: a waterfront rathole.

45 INT. DOCTOR'S OFFICE - NIGHT 45

TIGHT ON a face swathed in bandages. The patient sits erect in a wooden chair, surrounded by the grimy paraphernalia of an unlicensed gangland doctor.

The DOCTOR, an itchy little ferret with the bedside manner of a back-alley abortionist, steps up with a scissors.

DOCTOR
Well, Mr. Napier, let's see how we did.

He begins to snip away. As the bandages come off, we get:

46 JACK NAPIER'S POV 46

The last strands of gauze peel back. The DOCTOR stands there, looking at his handiwork. His mouth falls open. His eyes bug out. He GAGS.

JACK (V.O.)
Mirror.

The DOCTOR just stands there staring AT CAMERA, stock-still, transfixed by the sight of JACK's face.

JACK (V.O.)
Mirror.

47 ANGLE ON DOCTOR 47

He clears his throat, reaches apprehensively for a hand mirror, and passes it out of frame to JACK. Two beats. Then, the sound of GLASS SHATTERING as the mirror drops to the floor. The DOCTOR gulps hard.

DOCTOR
You understand the facial muscles were completely severed --

JACK begins to laugh. The DOCTOR turns uneasily away, gestures apologetically at his seedy equipment.

DOCTOR (cont.)
-- you can see what I have to work with here --

MORE LAUGHTER. The trembling DOCTOR covers his face with one hand, whining now, not daring to look at JACK.

DOCTOR (cont.)
I'm sure that with proper recon--
recon-- reconstructive surgery --

A DOOR SLAMS. JACK is gone. The grateful DOCTOR breathes a sigh of relief and steadies himself on an operating table as JACK'S AWFUL LAUGH echoes in the hall outside.

48 OMITTED 48

49 INT. BRUCE WAYNE'S BEDROOM - NIGHT 49

VICKI nestled peacefully under the covers. Beside her is BRUCE: hands behind his head, staring up at the ceiling. He doesn't know what to do with himself. It's almost as though BRUCE is not used to sleeping.

He looks at VICKI. She's terribly lovely. But despite all that, we can't shake the feeling that BRUCE ... would really rather be somewhere else.

50 OMITTED 50

51 INT. GRISSOM'S PENTHOUSE - NIGHT 51

The private elevator hisses open. JACK steps out, bundled up in a trenchcoat, muffler, and slouch hat -- his face concealed from view. He plops in the big plush chair behind GRISSOM'S desk and stares out at the skyline.

GRISSOM (O.S.)
That you, sugar bumps?

GRISSOM waddles in unsuspectingly. He's fresh out of the shower, a towel wrapped around his impressive girth. He's using a smaller towel to dry his hair, and so it's a moment before he sees the intruder at his desk.

GRISSOM (cont.)
Who the hell are you?

JACK
It's me. "Sugar Bumps."

GRISSOM
Jack?
(advancing cautiously)
Thank God you're alive. I heard you'd been --

JACK
Is that what you "heard"?

JACK stands, gestures him over to the empty chair. GRISSOM doesn't move until he sees the GUN pointed at his belly.

JACK

YOU SET ME UP!

(beat)

Over a girl. You must be insane!

GRISSOM surreptitiously reaches for a desk drawer.

JACK (cont.)

Keep your hands on the desk.

GRISSOM

It's not the girl, Jack. Sooner or later you would've tried to take me. You may get me now, but your life won't be worth a dime.

JACK

I've died once already. It wasn't so bad. -- In fact I recommend it.

GRISSOM

(beginning to panic)

Jack, listen -- we'll cut a deal --

JACK

JACK? JACK? DO I LOOK LIKE A JACK??

He flings away the hat. RIPS THE MUFFLER from his face. And -- as GRISSOM gasps in shock -- STANDS REVEALED in his full horrendous glory.

His flesh is bleached bone-white. His hair is a luminous seaweed-green. And his cheeks are torn and puckered from the bullet wound, TWISTING HIS MOUTH INTO A HIDEOUS, PERPETUAL HARLEQUIN'S GRIN.

JACK

I'm not a Jack any more.

(pause; cackling)

You made me a Joker!

THE CACKLE BUILDS INTO FURIOUS, HYSTERICAL LAUGHTER. GRISSOM, revulsed, edges back toward the window.

GRISSOM

Jack -- wipe that lunatic grin off your face!

JACK

HA! That's the best part. I CAN'T!!

JACK pulls the trigger. And fires. And fires again until the CLIP IS EMPTY.

52 EXT. GRISSOM'S BUILDING - NIGHT 52

We TILT UP the facade of the skyscraper, arriving finally at the TOP FLOOR: a PLATE GLASS WINDOW spiderwebbed with cracks where Jack's bullets hit.

53 INT. GRISSOM'S PENTHOUSE - THAT MOMENT - NIGHT 53

Darkness. JACK -- or, as we'll know him from this moment on, THE JOKER -- sits in GRISSOM's swivel chair and surveys the moon-drenched city.

JOKER

Our little city. It always brings a smile to my face.

He reaches for a glass of bourbon and glances down at GRISSOM -- who lies dead on the floor, the towel still wrapped around him.

JOKER (cont.)

Guess it's my little city now. Wonder what it'll look like when I get done with it.

(pause)

I bet it'll be something real fine.
Real fine and pretty.

DISSOLVE TO:

54-55: OMITTED 54-55

56 INT. GLOBE - CITY ROOM - DAY 56

KNOX examines the morning Globe. He's turned to page six -- the gossip page -- and there, under Miranda Reitz's byline, is a picture of VICKI. It seems she and BRUCE are the talk of the town. KNOX snarls in jealousy:

KNOX

... Peanut.

COPY BOY

(handing him a folder)

Here's that morgue file you wanted.

The file is labelled "BRUCE WAYNE: 1982-1989." KNOX opens it and begins to leaf through old clippings from back issues of the Globe. On top is a column from the society page: "BRUCE WAYNE ARRIVES IN GOTHAM CITY -- Socialite Returns from Five-Year World Cruise."

Then: "WAYNE FOUNDATION TO FUND LOW-COST HOUSING."

"MILLIONAIRE HEADS CHARITY DRIVE FOR GOTHAM HANDICAPPED."

"ORPHANED CHILDREN SAY 'THANK YOU' TO BRUCE WAYNE." KNOX's

face sags in dismay. Every article seems to be telling us just how swell a rich philanthropist can be.

KNOX

Come on. Gimme some dirt!

Then he notices something odd. In the whole fat file of clippings, there are no pictures of Bruce Wayne -- with two partial exceptions.

One is a group shot, Bruce in the middle, waving at the camera and blocking our view of his face. The other is an ancient picture of a collegiate Bruce, stern-faced, hair down to his collar. The caption reads "BRUCE WAYNE IN 1973" -- years out of date even when it ran in the paper.

KNOX

... Why don't you want your picture taken?

57 OMITTED 57

58 INT. ALICIA'S APARTMENT - DAY 58

ALICIA, with an armload of groceries, lets herself in -- and is startled by a VOICE FROM BEHIND.

VOICE

Honey -- I'm home!

She pivots. Her eyes widen. She SHRIEKS.

Sitting cross-legged in an easy chair, a twisted grin on his loathesome face, is THE JOKER. He's in a smoking jacket and slippers, reading the paper, a dry martini at his side.

This grim parody of domesticity sends poor ALICIA into a dead faint.

59 INT. PENTHOUSE SUITE - DAY 59

At a long table sit GANGLORDS and RACKETS BOSSES from every corner of the city. They stare suspiciously at the head of the table.

JOKER (O.S.)

So that's how it is, gents. Until Grissom decides to come up for air ... I'm running the show.

They're looking at THE JOKER, dressed flamboyantly in a big slouch hat. His FACE is layered with flesh-toned makeup, and his HAIR's been rinsed black. Unfortunately ... he can't conceal his ghoulish SMILE.

GANG BOSS

Why don't we hear this from Grissom?

RACKETEER

There's something I'd like to know.
How come you're wearing that stupid
smirk?

JOKER

'Cause I got an army, chum. I got
Grissom's army. And this city is
mine.

CARMINE ROTELLI, an exceptionally oily mobster, speaks up:

ROTELLI

I don't like taking orders from
Grissom. And I especially don't like
taking orders from Grissom's goon.

JOKER

I've considered that possibility.

ROTELLI

And what happens if we say no?

JOKER

Nobody wants a war, Carmine. If we
can't do business, we shake hands and
part friends.

ROTELLI

That's it?

JOKER

That's it.

THE JOKER extends a hand. ROTELLI shrugs and reaches out to
shake it. He doesn't see the JOY BUZZER concealed in the
JOKER's palm.

40,000 VOLTS course through ROTELLI's body. He drops back
into his seat a blackened husk, SMOKE pouring out from his
sleeves and shirt collar.

The CRIMELORDS recoil in horror. Before they can make a
move, a squad of ARMED THUGS burst into the room.

JOKER

Carmine got a little hot under the
collar.

CRIMELORD

... You're insane!

Agitated, the JOKER removes his hat and mops sweat from his brow, exposing a patch of CHALK-WHITE FLESH -- to the bewilderment of the ONLOOKERS.

JOKER

That's what they said about Lee Iacocca. Now GET OUT OF HERE. -- And THINK IT OVER!!

The sickened CRIMINALS file out cautiously. That leaves THE JOKER alone in the room with the charred corpse of ROTELLI. THE JOKER sinks into a chair and -- as is his wont -- ADDRESSES THE STIFF:

JOKER (cont.)

Heck, they're not such bad guys. I say we give 'em a couple of days to come around.

(thoughtful pause)

We-e-ll ... maybe one day.

(then, casually)

Aaah, screw it. Let's grease 'em.

CUT TO:

60-61: OMITTED

60-61

62 EXT. MUNICIPAL DISTRICT - DAY

62

Amid the pedestrians we catch BRUCE and VICKI, all smiles, strolling down the sidewalks on the way to lunch.

VICKI

... To tell you the truth, I'd just about given up waiting.

BRUCE

I said I'd call the minute I got free. And I did. -- And here we are.

VICKI

(teasing him)

Mm hmm. Lunch. Not even dinner.

He stops in his tracks, takes her by the shoulders.

BRUCE

Vicki, I wish I had more time to give you. I think about you every minute.

(grinning)

Now. Are you going to waste this lovely afternoon being mad at me?

All this, of course, is delivered with devastating sincerity. VICKI finds herself totally disarmed.

VICKI

Okay, I'm a sucker. You sound so much like someone I used to ...

(stopping suddenly)

Bruce? I know this is silly, but -- you're not married, are you?

He stops and laughs. She smiles crookedly, takes his arm.

63 EXT. CITY HALL - THAT MOMENT

63

PHILLY RICORSO -- another CRIMELORD from the boardroom -- emerges, flanked by a LAWYER and a pair of PAID BODYGUARDS. They're instantly met by a small group of REPORTERS.

LAWYER

The charges are totally without merit. My client is a law-abiding citizen ...

64 ON BRUCE AND VICKI

64

A PAINTED STREET MIME walks alongside them, feeling his way along an imaginary wall. VICKI groans.

VICKI

All street mimes should be executed.

BRUCE

... Looks like a convention.

And indeed, there are HALF A DOZEN STREET MIMES converging on City Hall.

RICORSO and co. duck the REPORTERS and start down the City Hall steps. Nearby, ANOTHER MIME reaches into a trash bin -- and pulls out a MACHINE GUN.

SUDDEN SCREAMS OF TERROR from the onlookers. VICKI turns to BRUCE. Before she can get his name out, he's HOISTED HER BODILY and THROWN HER behind a parked car.

65 SERIES OF SHOTS

65

BRUCE'S EYES darting birdlike around the street -- INTERCUT with the following POV SHOTS, ALL IN SLOW MOTION:

-- TWO MIMES with machine guns. One of them taking aim at PHILLY and co., the other holding the CROWD at bay;

-- A WOMAN in the crowd fainting. A THIRD MIME gleefully imitating her swoon, to no one's amusement;

-- PHILLY and his pals, COWERING, hands in the air, as OTHER MIMES cruelly mimic their terrified poses ...

... and suddenly BRUCE is RUNNING FRANTICALLY, looking for a secluded spot, an alleyway, anything. No go. He's out in the open, with onlookers everywhere. In his civvies, he's just another citizen ... TOTALLY IMPOTENT.

He darts around a corner, backs against a wall. WOMEN, CHILDREN, GROWN MEN race past. No privacy. He's practically quaking now, in the throes of some terrible anxiety. He looks up at the sky overhead, terrified.

A BRILLIANT SUN bears down on him as MACHINE GUNS CHATTER.

66 ANGLE ON PHILLY AND BODYGUARDS

66

BODIES JERKING as the MIMES blast away.

67 ANGLE ON BRUCE

67

his back arched, his mouth agape, his face drained of blood as the sounds of carnage echo through the streets. It's almost as if the bullets are striking him.

A moment later, it's all over. VICKI rounds the corner and finds BRUCE slumped against the wall, nearly catatonic.

As if by reflex he reaches out and GRABS HER BY THE ARMS -- with a grip so strong it could crush bone. She GASPS, looks up -- and sees, in his traumatized EYES, a look so raw and desperate that it virtually defies comprehension.

VICKI (cont.)

BRUCE!!

He blinks rapidly. He relaxes his grip. Before VICKI's eyes, he's changing ... becoming the BRUCE she knows.

BRUCE

Oh my God ... are you all right?

He reaches for her. Involuntarily, she steps back.

He sees her reaction and his face goes slack -- frightened, pleading. This time she lets him embrace her ... but her face is full of bewilderment and doubt.

68 INSERT - TELEVISION SCREEN

68

A TV CREW broadcasting live from the massacre site.

ANCHORWOMAN

This gangland-style execution is the third in a rash of underworld killings. I'm here with newly-elected District Attorney Harvey Dent ...

The minicam angle WIDENS to include HARVEY DENT. The ANCHORWOMAN thrusts a mike in his face:

ANCHORWOMAN (cont.)

Mr. Dent, we've all heard the rumors. Isn't your prime suspect the mysterious costumed vigilante known as 'Batman'?

DENT hems and haws onscreen as HYSTERICAL LAUGHTER fills the air. CAMERA PULLS BACK from the TV, placing us in the JOKER's boardroom. Behind the big desk he SWIVELS INTO VIEW, phone in hand.

JOKER

All reet! I think it's about time we called another meeting, huh?

DISSOLVE TO:

69 INT. VICKI'S APARTMENT - DAY

69

VICKI on the phone to Wayne Manor.

VICKI

Please tell him ... I'm not trying to make his life difficult. I'd just -- I'd like to know what's going on.

69A INT. WAYNE MANOR - BRUCE'S STUDY - DAY

69A

ALFRED on the other end, a feather duster in his hand. BRUCE sits a few feet away, obviously distraught. He looks at ALFRED, shakes his head no.

ALFRED

I'm sorry, Miss Vale. I've given him your messages. That's all I can do.

He hangs up. BRUCE, disgusted with himself, gets up to leave the room.

ALFRED (cont.)

Sir, couldn't you speak to her?

BRUCE

I've let it go on too long as it is. It's better to end it.

ALFRED glowers reproachfully. BRUCE TURNS in the doorway.

BRUCE (cont.)

Alfred ... what I want doesn't matter. We've already begun. It's too late to turn back now.

70 INT. VICKI'S APARTMENT - THAT MOMENT - DAY

70

Depressed, VICKI putters around aimlessly. She's at the stereo, flipping through records, when she hears a KNOCK.

She goes to open the door and finds KNOX -- wearing a big, cheshire-cat smile.

KNOX

Hiya, peanut. I got something I'd like you to see.

71 INT. GOTHAM GLOBE - MORGUE ROOM - DAY

71

A MICROFILM MACHINE. As VICKI looks on curiously, KNOX -- all eagerness now -- threads up a roll of film and begins cranking through back-issue newspapers. He finds the one he wants and stands back.

KNOX

Okay, here we go. Check it out.

VICKI stares at the screen. A BANNER HEADLINE reads:

THOMAS WAYNE MURDERED
Prominent Doctor, Wife Slain in Robbery
Unidentified Gunman Leaves Child Unharmed

Beneath it, a PHOTO: cops kneeling over corpses. Medics with stretchers. And off to one side, a YOUNG BOY -- BRUCE WAYNE -- his arms wrapped around the waist of a BEAT COP.

The BOY stares straight at the camera. His face is a mask of UNFORGETTABLE AGONY. You can't take your eyes off it.

KNOX

Nice snap, huh? Pulitzer Prize, 1963.

VICKI

Oh my God ... Bruce ...

TIGHT ON THE BOY'S contorted face, staring out in shock and disbelief, his features recognizable across all the years -- permanently, indelibly traumatized.

KNOX

Yep. He watched the whole thing happen. -- Recognize the beat cop?
Jim Gordon.

VICKI

Allie, the look on his face ... it's just like that day at City Hall.

KNOX

Something like this -- what do you suppose this could drive a guy to?

72

INT. GLOBE - CITY ROOM - DAY

72

KNOX at his desk, showing VICKI the contents of his rapidly-expanding file on Bruce Wayne. It's lunchtime, the place is almost empty, but he speaks in hushed tones nonetheless.

VICKI

You are on drugs.

KNOX

He walks out on his own party. Half an hour later, who turns up? Batman. Sees an execution, freaks out in some alley. No place to change.

VICKI

Are they paying you for this nonsense?

KNOX

Everybody needs a hobby.
(holding up a clipping)
"Five-year world cruise," hah!! --
Probably off in Tibet with some kung fu master.

VICKI

This is ridiculous. He's best friends with Jim Gordon and Harvey Dent. They would know.

KNOX

Yeah? Maybe they do.
(on a roll)

Now the way I see it, he's got this childhood trauma and he can't deal with it. So instead of going into therapy like anybody normal, he puts on a cape and --

VICKI lets out a loud GROAN, rolls her eyes impatiently.
KNOX looks nervously around the newsroom.

KNOX (cont.)

Keep it down, will ya? I don't want the whole world in on this.

VICKI

Allie, you're acting like a jealous little nitwit. I've had it. I'm leaving.

KNOX

Bruce Wayne is out of his mind.

(grabbing her arm)

Next time you call him up and he can't go out Friday night -- think it over.

CUT TO:

73 INT. ACE CHEMICAL CO. - DAY

73

LOW ANGLE on the JOKER. He stands on a catwalk high above the refinery floor, overseeing production like a demented middle manager.

74 INT. JOKER'S LAIR - DAY

74

A dank, windowless room in the bowels of Ace Chemical. SAP-LIKE GOO drips in puddles from exposed pipes overhead.

CAMERA DRIFTS across the JOKER's desk. Shipping manifests, ledgers, PSYCHOTIC DOODLES scrawled in crayon. More significantly: an old CONTRACT dating back to the mid-seventies. The initials 'CIA' are plainly visible.

Then: a BOUND REPORT with the title 'DDID NERVE GAS: RESULTS OF PRELIMINARY EXPERIMENTATION.' Across its title page, a red rubber stamp: 'DISCONTINUED January 1977.'

And finally: a sheaf of PHOTOS. Laboratory apes, chimps and orangutans. Their LIPS are drawn back, exposing BIZARRE, DRUG-INDUCED GRIMACES.

On one wall, a photographic reproduction of the Gotham skyline. GRINNING APES, blown up to poster size, peer over the rooftops -- simian delegates to a Kong family reunion.

A PHONE RINGS. The JOKER, who's been sitting on the floor by the cityscape, POPS INTO FRAME and picks it up.

JOKER

How's that first shipment coming?

VOICE ON PHONE

Right on schedule. Oh, we got that address for you -- 79 East End, #12-D.

JOKER

Swingin'. How'd you find it?

VOICE ON PHONE

Called her agent.

The JOKER smiles and resumes his place on the floor. Like a happy kindergartener, with paste pot and scissors, he's CLIPPING PHOTOS from a magazine -- violent scenes of chaos

and destruction from some wartorn land. One by one, he PASTES the pictures on the blowup of Gotham City, all along sidewalk level -- creating a massive photomontage of ANARCHY IN THE STREETS.

We've seen these shots before. VICKI VALE took them ... in Corto Maltese.

75 INT. PHOTOGRAPHER'S STUDIO - DAY

75

ROWS OF MAKEUP in startling profusion: mascara, blusher, eyeliner, lipstick. BEAUTIFUL MODELS giggle into their makeup mirrors as VICKI wanders past with a former colleague, CLAIRE, who owns and operates the studio.

CLAIRE

Vicki! I saw your, what were they, combat photos in Time. My goodness.

-- You know, Giorgio's going with a camouflage look this year.

(eagerly pulling her aside)

I hear you've got your hooks in Bruce Wayne.

VICKI

Well -- we're having lunch on Tuesday, but ... I think it's basically over.

CLAIRE

Oh my. Well. -- Come on, dear, Tony's dying to see you.

In a corner of the studio, TONY, a gaunt, tubercular Brit, is shooting a swimsuit layout with two SUPERMODELS. They all ad lib greetings to VICKI as TONY darts around hyperkinetically, snapping the girls in a series of poses.

TONY

Yes, ladies, smiles, show me those smiles, fabulous, tropical smiles, think Tahiti, I want to see teeth, yes, those glorious teeth --

As VICKI looks on, the SUPERMODELS freeze in place simultaneously, a strange, STRICKEN LOOK on their faces.

TONY (cont.)

My God no, don't stop now, those smiles, I need those smiles --

Suddenly the girls are LAUGHING -- but the laughter is unnatural, involuntary. VICKI, sensing that something is terribly wrong, lays a hand on CLAIRE's arm.

The MODELS, now wearing HUGE SMILES, go into VIOLENT SPASMS.

TONY (cont.)

Yes! Oh baby, YES! That's --

(beat)

No! Too far, too far! Pull back,
pull back!

(dropping the camera)

OH MY GOD!

The SUPERMODELS PITCH TO THE FLOOR, shuddering convulsively, their LIPS drawn back in FRIGHTFUL, FROZEN, LAB-APE GRINS. VICKI GASPS. CLAIRE SCREAMS. TONY SCREAMS.

CUT TO:

76 INT. TELEVISION STUDIO - EVENING

76

The Eyewitness News set, with anchors BECKY NARITA and DAVE McELROY.

BECKY

The fashion world was stunned today by the sudden deaths of models Patsy Walker and Katie Keene. Cause of death has been attributed to a violent allergic reaction, although authorities have not ruled out the possibility of drug use. Dave?

DAVE

In Gotham, plans continue for the city's 300th birthday celebration as the mayor announced --

A TECHNICIAN'S HAND passes a slip of paper into frame.

DAVE (cont.)

This bulletin just in. Three mysterious deaths at a beauty parlor in --

Off to the left, BECKY begins to LAUGH. DAVE FROWNS.

DAVE (cont.)

Becky! This is hardly the --

(his eyes widen)

BECKY!!

An offscreen CRASH. DAVE jumps out of his seat, mouth agape in horror.

BECKY HAS GONE INTO CONVULSIONS. CAMERA WHIPS RIGHT AND LEFT as she jerks out of her seat and TOTTERS UNCONTROLLABLY across the set, LAUGHING INSANELY.

TECHNICIANS rush the soundstage in a frenzy. BECKY spins like a dervish and LURCHES BACKWARD over the newsdesk in a

death spasm, giving us a quick look at the grisly Joker's grin etched on her now-lifeless face.

DAVE
KILL THE CAMERA!! KILL THE --

Suddenly, CRACKLING VIDEO STATIC wipes out the screen. A moment later, we're looking at:

77 SPLITSCREEN CLOSEUP - THE SUPERMODELS 77

Their gorgeous faces sprout BIG, ANIMATED-CARTOON GRINS as a BOUNCY TUNE -- "Put on a Happy Face" -- comes up underneath.

MODELS (CARTOON VOICE)
... Love that Joker!

78 INT. SUPERMARKET - DAY 78

MUSIC CONTINUES as a deranged pitchman -- THE JOKER -- pushes his shopping cart down the aisle. The shelves are filled with products bearing his TRADEMARK HARLEQUIN'S FACE. He waves merrily in time to the music.

79 INT. STUDIO - VIDEO CONTROL BOOTH - THAT MOMENT 79

TECHNICIANS swarm the booth. The studio feed has been JAMMED. Every monitor shows THE JOKER'S PROMO.

DIRECTOR
WHERE'S IT COMING FROM??

TECHNICIAN
I DON'T KNOW!

80 CLOSEUP - THE JOKER 80

He thrusts a brightly-colored package at the camera.

JOKER
... new improved Joker brand. With
the secret ingredient ... SMYLENOL!
(a sweep of the hand)
Let's go to our blind taste test.

TIGHT ON an anonymous MAN -- GAGGED AND BLINDFOLDED, tied to his chair, squirming, struggling. On the table before him is a package labelled "BRAND X." A SUPERIMPOSED TITLE reads: "NOT AN ACTOR."

JOKER (cont.)
Ooh. He's tense. Irritable. He's
been using Brand X! But with new
improved Joker brand ...

ANGLE WIDENS to include a BLINDFOLDED CORPSE, limp in his chair, GRINNING HORRIFICALLY.

JOKER (cont.)

... it's a SMILE EVERY TIME!!

81 INT. GOTHAM BEDROOM - THAT MOMENT 81

A YOUNG MAN watching TV as he dresses for a date. He's got an aerosol deodorant poised under one arm. He looks down at the can, suddenly uncertain. Could it be ... ?

82 INSERT - TV SCREEN - THE JOKER 82

lounging beside a full-sized photo of a Jokerized SWIMSUIT MODEL -- with GREEN HAIR and CHALK-WHITE FLESH.

JOKER

That luscious tan, those ruby lips --
and hair color so natural, only your
undertaker knows for sure!

83 INT. GOTHAM KITCHEN - THAT MOMENT 83

A FAMILY in their kitchen, eyeing a 12-inch portable as MOM serves dinner. They dig in automatically, then FREEZE with their forks in midair.

84 EXT. STREETS - SERIES OF SHOTS - NIGHT 84

DELIVERY TRUCKS, bearing colorful manufacturers' logos, drive through the city bringing tainted products to market.

JOKER (V.O.)

I know what you're saying. Where can
I buy these fine, fine products? --
Well, that's the gag, folks, you never
know. Chances are ... you've bought
'em already!!!

85 INT. WAYNE MANOR - STUDY - NIGHT 85

ALFRED THE BUTLER in a crouch, glued to the tube. Onscreen, the JOKER leers -- and gives the camera a BIG JUICY WINK.

JOKER

Now on your grocer's shelf. So
remember -- use Joker brand -- and put
on a happy face!!

MUSIC UP. VIDEO SNOW fills the screen as the jammed transmission ends. ALFRED looks over his shoulder as we TRACK IN ON THE GRIM, DETERMINED FACE OF BRUCE WAYNE.

-- The Gotham Globe cartwheeling into frame:

PANIC GRIPS GOTHAM
Contaminated Products Claim 13 Lives
WHO IS THE MYSTERIOUS "JOKER"?

-- An ANCHORWOMAN on the evening news. Her complexion is curiously sallow. BLACK BAGS show under her eyes.

ANCHORWOMAN

-- six new deaths, with no clues as to the Joker's identity or demands. The list of lethal products now includes: perfume, mascara, cold cream --

-- An ANCHORMAN with a BIG UGLY ZIT on his nose:

ANCHORMAN

-- a seeming pattern of beauty and hygiene products. Cologne, mouthwash, underarm deodorant --

-- The original ANCHORWOMAN, whose look is now 100% natural. Her hair is frizzy. Her eyebrows are missing altogether. Every wrinkle on her face is plainly visible.

ANCHORWOMAN

Hair spray and eyebrow pencil. We repeat: do not use the following products --

DISSOLVE TO:

87 EXT. STREET - DUSK

87

From across the street we see VICKI headed down the sidewalk toward a museum. A GLOVED HAND reaches for a pay phone.

VOICE

She's outside the Fluegelheim.

88 INT. ALICIA HUNT'S APARTMENT - THAT MOMENT

88

A BONE-WHITE HAND slams a phone receiver down. THE JOKER is at his vanity. He's rinsed his hair black. He's applying pounds of pancake base to his bleached face, his puckered cheeks. In the right light he could almost pass for human.

In all of Gotham, he's the only person still using makeup. A DREAMY, DRUGGED VOICE intrudes:

ALICIA

Jack? Who was that?

As he looks up at the mirror, we get a quick glimpse of ALICIA behind him. The voice, the long blonde hair, are unmistakable. But for some reason, ALICIA'S FACE is COVERED ... by a SHINY WHITE PORCELAIN DOLL'S MASK.

JOKER

Get dressed. We're going out.

89 INT. FLUEGELHEIM MUSEUM - EVENING

89

A few PATRONS are viewing paintings in a square, open atrium, enclosed on all four sides by a BALCONY. One story up, overlooking the atrium, there's a TEA ROOM -- an airy, fern-filled dining room popular with tourists and elderly matrons who work up an appetite looking at art.

90 INT. FLUEGELHEIM - TEA ROOM - EVENING

90

VICKI enters with her camera bag and portfolio -- ready for what will probably be her last date with BRUCE.

VICKI

I'm Vicki Vale --

MAITRE D'

Yes, Mr. Wayne phoned. He's been delayed. -- We have a table waiting.

91 INT. TEA ROOM - TWENTY MINUTES LATER - EVENING

91

VICKI, sipping on a gin and tonic, checks her watch. A WAITER brings her a small parcel, wrapped in brown paper, bearing a single word: URGENT.

WAITER

Miss Vale, this just arrived for you.

As the WAITER leaves, she tears off the wrapper. Inside is a small white box and a NOTE -- SCRIBBLED IN CRAYON.

DEAR V. VALE,

PUT THIS ON RIGHT NOW.

Unsigned, of course. VICKI opens the box to find a MINIATURE GAS MASK.

She hears a strange HISSING NOISE. A few feet away, PURPLE SMOKE is billowing out of an air-conditioning vent.

TRAYS OF FOOD CRASH TO THE FLOOR as WAITERS pass out. ART LOVERS drop forks, go face down in their pasta salad.

VICKI hurriedly fits the gas mask over her nose and mouth. Within seconds, she's the only one conscious in the room.

PURPLE SMOKE plumes up toward the ceiling as we TILT DOWN toward the floor of the atrium. PATRONS lie sprawled on the floor, twisted at odd angles, out cold.

The doors swing open and in strolls THE JOKER, looking quite dapper in his street makeup and BIG PURPLE PIMP'S HAT.

A GOON SQUAD enters behind him. They begin uncrating LARGE CANS OF BLACK PAINT as the JOKER wanders past, examining the artwork with an appreciative eye.

JOKER

Okay, boys, let's broaden our minds.

Stepping over collapsed PATRONS, he stops at Rouault's "Head of Christ" and holds up a PEARL-HANDLED CANE to get a better perspective. Then he pulls a THIN, SHARP SWORD from the head of the cane and, with two swift strokes, carves a BIG JOKER SMILE in the canvas.

Manet's barmaid, a Degas ballerina -- all get the Zorro treatment. Behind him, his CRONIES go to work, HEAVING BLACK PAINT on every canvas the JOKER has missed.

He cocks an eyebrow at Edvard Munch's "THE SCREAM."

JOKER

I kinda like this one. Leave it.

VICKI at her table, still wearing the gas mask, scared as hell. The JOKER saunters over and pulls up a chair.

JOKER

I think it's safe to take that off.

VICKI recognizes the deranged smile instantly. She removes the gas mask, tries to gather her wits.

JOKER (cont.)

You're quite beautiful.

VICKI

... Thank you.

JOKER

Unfortunate, but I think we can work around it.

He sets a couple of CANDLESTICKS on the table and reaches for his lighter. A LONG JET OF FLAME shoots out, Jerry Lewis-style, as he lights the candles.

JOKER (cont.)

Is this your portfolio?

She nods. He opens it and leafs through the record of VICKI's career. News photos from the Globe, at first; then, magazine covers of celebrities -- and, as her career becomes international in scope, heads of state and exotic vistas.

JOKER (cont.)

Crap. Crap. Crap, crap, crap ...
Ahhh. Now here's what caught my eye.

He's come to the COMBAT PHOTOS from Corto Maltese.

JOKER (cont.)

The skulls. The bodies. You give it all such a glow.

(smirking)

I dunno if it's art, but I like it!

VICKI's squirming, but she doesn't care to debate the point.

JOKER (cont.)

See, I'm just an old cornball, but I live for beauty. I look around at my drab little city, it gets me down.

(enraptured)

Then it came to me that what Gotham City needs ... is beautification.

Kind of a big makeover.

(indicating the photos)

And this is exactly the look I'm going for. You know the saying. "In his image created he them"?

VICKI

You mean -- you want a --

JOKER

A visual record, yes. A before-and-after kind of thing.

(leaning closer)

This could make your reputation.

He oozes twisted charm. It's almost as if he's coming on to her. But just then, a tiny BELL sounds behind them ... and a VOICE intrudes:

VOICE

Jack?

ALICIA steps out of a ROOFTOP ELEVATOR and wanders in, drugged, wraithlike. She's still wearing the porcelain DOLL'S MASK we saw earlier.

JOKER
Christ, it's my girlfriend. -- WHAT?

ALICIA
You said I could look at the pictures
before you -- before you --

JOKER
Shucks, honey, I forgot.
(rolling his eyes)
I'm in trouble now. -- This is
business, sweetie. Why don't you go
outside and see how the boys are
coming?

VICKI can't take her eyes off this strange figure drifting
eerily through the abandoned room. Hesitantly, she asks:

VICKI
... Why the mask?

JOKER
Alicia! Come here, have a seat. Show
Miss Vale why you wear the mask.

ALICIA sits down numbly and begins to undo the mask.

JOKER (cont.)
You see, Miss Vale, Alicia's beau-
tiful. One in a million. A work of
art. In fact ...

We're looking at ALICIA's profile as the mask comes off.
The side that's turned to us is indeed beautiful. But the
side we can't see ... SENDS VICKI RIGHT OVER THE EDGE.

JOKER (cont.)
She makes you look sick.

VICKI lurches out of her seat, knocking it over, HER FACE
FROZEN IN HORROR. THE JOKER advances on her. She tips a
chair in his path.

VICKI
You SCUM! You SICK FILTH! ... You
DID THAT to her!

JOKER
What? I improved her a little ...

VICKI
I'll see you hurt. I'll see you dead.
-- GET AWAY FROM ME!!

JOKER

Gee, was it something I said?

(brightly)

Do you want to sniff my flower?

There's a BRIGHT PURPLE BOUTONNIERE in his lapel. He holds it up for VICKI's inspection as he moves menacingly closer.

VICKI

NO!

The JOKER squeezes a concealed BULB. A JET OF CLEAR LIQUID spurts out of the FLOWER, NARROWLY MISSING VICKI.

She GASPS. BUMPS INTO A TABLE. ACRID BLACK SMOKE rises from the floor where the clear liquid hit. Acid.

VICKI backs into a WAITER'S CART. Her hand closes around a pitcher. She FLINGS IT at the JOKER'S HEAD, DOUSING HIS FACE WITH WATER.

His hands go up and he doubles over, SHRIEKING, MAKEUP running through his fingers. Then, with a gruesome CACKLE -- like the Wicked Witch of the West dissolving -- he TURNS on VICKI, his HIDEOUS RAVAGED FACE exposed to view.

VICKI

Your face. That's your real face.

You're --

Aghast, VICKI hoists her camera and begins snapping the shutter -- as the JOKER advances, enjoying himself, striking a series of MENACING POSES.

JOKER

Beautiful? Yes, but beauty -- is in the eye -- of the beholder.

VICKI, cornered, grabs a plate. She's rearing back to heave it at him when he LUNGES FORWARD and grabs a fistful of her hair. Giggling insanely, he draws her face ever closer to the deadly FLOWER in his lapel.

JOKER (cont.)

Come on, Miss Vale ... STOP AND SMELL THE ROSES!!

And then -- abruptly -- A SKYLIGHT SHATTERS in a hail of glass. A CAPED SHADOW drops to the floor of the tea room. And all at once, THE JOKER is face to face with ...

THE BATMAN!

On his wrist is a STEEL GAUNTLET. He AIMS IT at the JOKER, then PIVOTS suddenly -- POINTS HIS ARM THROUGH THE DOOR OF

THE RESTAURANT -- AND FIRES A METAL SPIKE across the atrium, into the OPPOSITE WALL!!

JOKER

... YOU!!

On the end of the spike is a CORD leading to BATMAN's belt. In the wink of an eye he's GRABBED VICKI and PLUNGED OVER THE BALCONY!!

94 INT. MUSEUM - ATRIUM - THAT MOMENT

94

The JOKER'S GOONS can only gape in awe as BATMAN and VICKI swoop past -- swinging across the floor and STRAIGHT THROUGH AN ARCHED DOORWAY labelled "EXIT."

JOKER

GET 'EM!! GET 'EM!!

95 EXT. FLUEGELHEIM - A MOMENT LATER - DUSK

95

A SIGN on a black metal stand -- "CLOSED FOR THE DAY" -- HURTLES through the locked glass doors of the museum. BATMAN and VICKI hustle through; he points her to a side alley. She rounds the corner just as BATMAN lobs a SMOKE PELLET into the doorway of the Fluegelheim.

BATMAN

GET IN THE CAR!

VICKI

WHICH CAR?

VICKI suddenly feels quite stupid. Because -- while there are many cars parked along the side alley -- there is only one BATMOBILE.

VICKI (cont.)

... Oh.

The BATMOBILE is sleek, futuristic, and ... well, indescribable. Imagine your own. VICKI climbs into the passenger seat and is immediately dazzled by a stunning array of electronic gadgetry.

BATMAN

Ignition!

As he sprints down the alley, a COMPUTER DISPLAY on the dashboard registers his unique voiceprint. A tinny, synthesized VOICE repeats the command:

COMPUTER

Ignition.

The engines rev up as BATMAN vaults into the cockpit.

Guns in hand, the JOKER'S GOONS are stumbling out of the Fluegelheim, hacking, coughing, blinded by smoke. They DIVE FOR THEIR LIVES as the BATMOBILE comes barrelling out of the alley at ninety miles an hour.

JOKER
I WANT HIM!! I WANT HIM!!

The JOKER climbs into the back of a van labelled "MONARCH PLAYING CARDS." Some of his GOONS pile into the van behind him, the rest into TWO CARS waiting nearby.

96-97: OMITTED

96-97

98 INT. VAN - MOVING - A MOMENT LATER

98

TIGHT ON the demented face of the JOKER. He catches sight of the BATMOBILE and screams into a RADIO DISPATCHER'S MIKE.

JOKER
SOUTHBOUND! FOLLOW THAT -- BAT!

99 EXT. STREETS - THAT MOMENT

99

PEDESTRIANS SCATTER as the JOKER'S TWO GOON CARS swerve hard left and SCREECH through a crowded intersection.

100 INT. BATMOBILE - THAT MOMENT

100

ONLOOKERS GAWK as the sleek supercar RIPS UP THE PAVEMENT.

BATMAN
DAMN!

They're moving up on an EMPTY BLOCK -- a NIGHT CONSTRUCTION TEAM. A HUGE PIECE OF HEAVY MACHINERY backs up slowly and inexorably, BLOCKING THE INTERSECTION.

BATMAN guns the engine. SWERVES LEFT. Tries to glide past. And HITS THE BRAKES -- stopping inches short of a head-on collision with a lamppost!

He jumps out of the car. No chance to get through. ONLOOKERS and CONSTRUCTION WORKERS cluster around them; the JOKER'S VAN is two blocks back and coming up fast.

VICKI
Can't we --

BATMAN
Too many people. Come on!
(as she scrambles out)
SHIELDS!!

The BATMOBILE's computerized VOICE replies:

COMPUTER

Shields.

With a series of CLANGS, CHROME-STEEL PLATES slide into place -- across the cockpit, over the tires -- leaving the BATMOBILE an inert, impenetrable BLOCK OF BLACK METAL.

BATMAN and VICKI sprint through the CONSTRUCTION SITE, vaulting over mounds of loose dirt and concrete rubble.

101 INT. VAN - MOVING - NIGHT

101

THREE POLICE CARS, bubbles blazing, OVERTAKE THE JOKER'S VAN and bear down on the abandoned BATMOBILE.

JOKER

Slow down. Let's get out of here!

The VAN does a discreet U-turn and rumbles sedately off.

102 EXT. SIDE STREET - THAT MOMENT - NIGHT

102

BATMAN and VICKI zigzag past storefronts and candy stands, dodging astonished PEDESTRIANS.

103 INT. CAR - MOVING - THAT MOMENT

103

FOUR GOONS with GUNS. They spot BATMAN and VICKI coming off the side street. The DRIVER shouts into a radio:

DRIVER

Boss! We got 'em!

104 EXT. STREET - THAT MOMENT - NIGHT

104

BATMAN and VICKI race down the sidewalk. The car is gaining on them. A SUDDEN SPRAY OF BULLETS shatters a storefront window; BATMAN and VICKI dive out of sight behind a parked car and ROLL into a BLIND ALLEY.

105 INT. ALLEYWAY - NIGHT

105

Hunkered on the pavement, they watch the car glide past the mouth of the alley. VICKI sighs in relief. BATMAN looks overhead, sees a catwalk spanning the width of the alleyway five stories up.

BATMAN

How much do you weigh?

VICKI

... A hundred and eight?

He's doing some quick mental calculations when the CAR reappears, backing up, BLOCKING their only avenue of escape. Galvanized, BATMAN unfurls a rope, HEAVES A BATARANG UPWARD, and grabs VICKI roughly about the waist.

BATMAN

HANG ON!

The JOKER'S THUGS pile out of the car. The BATARANG catches on the catwalk, and BATMAN triggers the spring-action REEL on his utility belt.

BULLETS zing past as BATMAN and VICKI WHIP UPWARD like fish on a line. One story; two stories; and then ...

They slow. They STOP. They DANGLE IN MIDAIR as the Joker's goons advance. BATMAN wriggles, twists. VICKI SCREAMS.

Her additional weight is too much for the reel mechanism. They're stranded two stories up -- SITTING DUCKS.

BATMAN

Whatever happens -- DON'T LET GO!!

In a flash he's detached the reel from his own waist and hitched it around VICKI's belt. Before she has a chance to protest, he LETS GO.

VICKI rockets upward at blinding speed, shrieking all the way. BATMAN, his cape billowing, PLUMMETS DOWNWARD.

VICKI slams up into the catwalk and BOBS on the end of the line as BATMAN lands with a loud crash, overturning a row of garbage cans. The GOONS are on him in a flash. Random kicking and flailing ensue; BATMAN manages to slam two GOONS into a wall, but before he can get to his feet ...

... GOON III slams a lead pipe into the back of his skull. He's down for the count.

The THUGS dust themselves off and circle around his prostrate form, still wary. The LEAD THUG holds his colleagues back, draws his gun, and fires TWO SHOTS, point-blank, at the yellow-and-black INSIGNE on BATMAN's chest. The body jerks; they edge closer -- and stop.

GOON I

... No blood.

GOON II

Jesus.

GOON III

Wait a minute.

GOON III screws up his courage and crouches beside the body. He examines THE BATMAN'S TUNIC ... and RIPS IT OPEN.

GOON IV
... What is that?

GOON III
Some kind of body armor.

GOON I
He's human after all. -- Take that mask off.

106 EXT. ROOFTOP - ON VICKI

106

VICKI has pulled herself up onto the roof of the adjacent building. Down below, the THUGS are removing BATMAN's cowl. But at this height -- and this angle -- she can't see his face. She reaches for her CAMERA BAG.

107 ANGLE ON GOONS

107

gaping stupidly at the unconscious face of BRUCE WAYNE.

GOON I
Well? ... Who is this guy?

GOON II
I dunno. You seen him before?

GOON III
Maybe he's got some kind of I.D.

GOON IV
Good idea. Let's check his wallet.

GOON I
We'll worry about it later. Plug him.
-- In the head.

GOON II draws his automatic. And at that very instant ... A FLASH GUN EXPLODES OVERHEAD. Startled, the THUGS look up.

GOON III
Goddam, it's the redhead!

108 ON VICKI

108

A chunk of ledge chips off mere inches from her head as the GOONS OPEN FIRE. She ducks back behind the overhang, holds the camera out over the ledge, and KEEPS ON FLASHING.

109 ON BRUCE

109

HIS EYES WINK OPEN.

110 ON VICKI

110

MORE GUNFIRE as she digs in her bag for new film. She reloads the camera -- and then reaches back inside for a TELEPHOTO LENS. All the better to see you with, Batman ...

111 ON THE THUGS

111

No response from VICKI. They begin to relax a little.

GOON II

Did you hit her?

GOON I

Who cares? Wax that freak.

They turn their guns on BRUCE. A GLOVED HAND snakes out, GRABS GOON I BY THE COATTAIL and yanks him DIRECTLY INTO THE LINE OF FIRE. GOON II has pulled the trigger twice before he knows what's happened.

In one fluid motion BRUCE HEAVES GOON I's lifeless body THROUGH THE AIR, knocking GOON II backward over a garbage can. GOON II falls and CRACKS HIS HEAD on the nearest wall.

GOON III takes a rabbit punch to the throat. On the way down he catches a STEEL-TOED BOOT in the gut.

Four seconds after all this began, BRUCE is alone in the alleyway with GOON IV. GOON IV has his gun out, but he's shaking too much to pull the trigger. BRUCE smiles. GOON IV SCREAMS and RUNS FOR HIS LIFE.

Through all this, VICKI's camera has been poised on the ledge, snapping away. BRUCE looks up, shakes his head, and bends to retrieve his cowl.

112 EXT. ROOFTOP - ON VICKI

112

She peeks down at the alley. Limp goons everywhere. And, in addition, THE BATMAN -- grabbing the edge of a fire escape, climbing up to meet her.

VICKI thinks fast. She may have a clean shot of BATMAN'S FACE. She removes the roll, drops it down her blouse, and scurries across the roof. She should have a minute or so to get away before BATMAN arrives.

It's a three-foot drop to the next roof over. VICKI clambers down and quickens her pace, tossing a nervous glance over her shoulder every couple of steps.

Then, somehow -- and she'll be damned if she can figure out how -- she walks smack into THE BATMAN.

BATMAN

... Not even a 'thank you'?

VICKI

Well, you might consider thanking me.
You were good as dead.

BATMAN

That's because you lied about your
weight.

VICKI shrugs and tries to walk past him. He grabs her arm.

BATMAN (cont.)

I'll have to ask you for that film.

VICKI

I just wanted to distract them. I
wasn't trying to get a picture of you.

BATMAN looks down at the camera hanging from her neck. The
telephoto lens juts out six inches. He smiles menacingly.

BATMAN

Please.

VICKI

Okay, I know! You can break my neck
and take it! But the Joker's on that
same roll. I --

BATMAN

The Joker would've killed you, Vicki.

VICKI

I appreciate what you did back there.
But this is my job. And I'm keeping
those photos.

BATMAN

Look, here's the deal. I'll develop
the roll. If I see my face, I keep
the photo -- and you get the rest.

VICKI

How do I know you won't keep them all?

BATMAN

I don't break my word. -- You can
come with me if you want.

He takes her gently by the shoulders. His voice is deep and
soothing. VICKI is a little dizzy from all that's happened,
but she's undeniably drawn to him.

Still cautious, though. She reaches into her bag and hands over a roll of film. The original roll -- not the telephoto shots, which are still stashed in her blouse.

BATMAN (cont.)
That's better. Thank you.

VICKI
... Where are you going to take me?

No reply. She looks up into his mirrored eyes. He pulls her close, brushes back her hair, runs one hand delicately along the line of her cheek ...

... AND BREAKS A TINY CAPSULE under her nose. VICKI SLUMPS into BATMAN's arms, unconscious.

CUT TO:

113 EXT. ALLEYWAY - NIGHT

113

Street level. BATMAN emerges carrying VICKI's inert form in his arms and spots the BATMOBILE two blocks away. The car is still there, the chrome-steel shields intact. But DOZENS OF COPS and CURIOSITY-SEEKERS are SWARMING ALL OVER the fearsome machine. BATMAN snorts in frustration.

Just then, A GIANT THREE-TON CATERPILLAR WINCH rumbles up the street toward the Batmobile. He's about to get towed.

He takes a RADIO TRANSMITTER from his utility belt:

BATMAN
Shields open.

114 EXT. STREET - ON BATMOBILE

114

TWO COPS are crawling along the hood of the car. From within they hear the tinny computerized voice:

COMPUTER
Shields open.

The steel plates begin to retract.

BATMAN (V.O.)
(over radio)
Ignition.

COMPUTER
Ignition.

COP
There's somebody in there!

The stunned COPS gaze into the Batmobile's cockpit -- then TUMBLE OFF THE HOOD as the turbine engines ROAR TO LIFE and THE BATMOBILE BEGINS TO MOVE.

COPS AND ONLOOKERS quickly clear a path. They stand there stunned as the futuristic auto PICKS UP SPEED and advances toward the end of the block. The LEFT TURN SIGNAL flashes dutifully. And the BATMOBILE VANISHES AROUND THE CORNER.

PANDEMONIUM BREAKS LOOSE as the COPS bolt for their cars.

115 EXT. STREET - NIGHT

115

SIRENS WAIL. PASSERSBY STARE SLACKJAWED at the driverless BATMOBILE as it tears down the street, passing, darting, dodging buses and CUTTING OFF TAXIS -- all with a squad of COP CARS in hot pursuit.

116 EXT. ALLEYWAY - NIGHT

116

BATMAN sees the BATMOBILE rounding the corner. With VICKI in his arms, he STEPS DIRECTLY INTO THE PATH OF THE ONRUSHING HEADLIGHTS.

BATMAN

STOP!

BRAKES SQUEAL. The BATMOBILE stops one yard short of BATMAN and VICKI. A moment later BATMAN is AT THE WHEEL.

SIRENS BUILD. LIGHTS FLASH. The COP CARS are now visible behind them. BATMAN floors the pedal; the Batmobile's powerful AFTERBURNERS kick in; and the hapless cops KILL THEIR SIRENS as BATMAN zooms off into the night at 140 mph.

DISSOLVE TO:

117 INT. BATMOBILE - NIGHT

117

BATMAN drives down a deserted stretch of road lined by ancient tall pines. VICKI is gradually coming to on the passenger's side.

VICKI

... How long have I been out?

BATMAN

Quite a while. I took the scenic route.

VICKI

(gazing around her)

Well, I've certainly enjoyed it. --
What's that?

He's just hit a **BUTTON** on the dashboard.

BATMAN

Garage door.

118 EXT. ROAD - THAT MOMENT - NIGHT 118

At the side of the road, a fallen tree **RISES HYDRAULICALLY INTO THE AIR** -- revealing a **SECRET ROAD** invisible from the main thoroughfare.

Doing sixty, the **BATMOBILE** makes a hairpin turn. Seconds later, the **FALLEN TREE** drops back magically into place.

119 INT. BATMOBILE - A MOMENT LATER - NIGHT 119

As they cruise down the hidden road, **VICKI STUDIES BATMAN'S FACE**. **KNOX's** words are very much on her mind.

VICKI

I meant to ask you. Up on the roof -- how did you know my name?

BATMAN SMILES in response. **VICKI** smiles with him.

VICKI (cont.)

I'm serious. How did you know?

No reply. **VICKI** frowns, looks through the windshield, and **SEES** -- much to her horror -- an enormous **SHEER CLIFF WALL LOOMING DEAD AHEAD**.

Wide-eyed, she looks at **BATMAN**. Still smiling, he **HITS THE GAS** -- **SPEEDING UP**. She lets out a **SCREAM**.

120 ANGLE ON CLIFF WALL 120

One second to impact. Suddenly the cliff wall **VANISHES ALTOGETHER** -- revealing, in its place, the **GAPING MOUTH OF AN UNDERGROUND CAVERN**.

The **Batmobile** zooms through. A moment later, the **CLIFF WALL** -- which is nothing more than a **HOLOGRAPHIC PROJECTION** -- winks back into existence, showing no trace of the cavern.

121 INT. BATCAVE - NIGHT 121

Welcome to another world -- a vast, dank world of perpetual night, unchanged by the centuries. **GNARLED STALACTITES** hang from arching, ribbed walls. Cramped, craggy passageways spiral off from the main vault, mazelike, descending into impenetrable darkness.

And then -- in the midst of all this prehistoric splendor -- an incongruous sight: vast banks of blinking computers. A

fully-equipped machine shop. A state-of-the-art crime lab. This is THE BATCAVE, ancient, futuristic, home of gleaming technology and primordial mystery.

BATMAN climbs out of the car. He removes his cape, strips off his bullet-riddled jersey and body armor to reveal TWO SWOLLEN WELTS on his chest. He goes to a rack along one wall and picks out a fresh tunic; VICKI wanders over to examine the row of bat-suits -- and the BODY ARMOR.

VICKI

What is this stuff? Kevlar?

BATMAN

Better. It's not on the market yet.

VICKI

It doesn't protect your head, though.

BATMAN

That's why I wear a target on my chest.

THE BATMAN takes obvious pleasure in showing her his subterranean lair. His tone is jokey, almost flirtatious. Behind the mask, he's a lot looser, more carefree, than some guys we could name ...

... like Bruce Wayne.

VICKI

How'd you find this place?

BATMAN

Oh, I used to like exploring in the woods. -- I was a solitary child.

VICKI'S HEAD jerks up abruptly. In the dim recesses overhead, BATS ARE SCREAMING. She shivers.

BATMAN (cont.)

They won't come down here. They're afraid of the lights.

VICKI

I loathe bats. They're --

BATMAN

Terrifying? I know.
(spreading his wings --
with a big smile)

Where do you think I got the idea?

VICKI, awed, wanders around gaping at high-tech marvels. On a lab table, amid the beakers and test tubes, are dozens of

TAINTED PRODUCTS: makeup, deodorant, etc. Nearby, a COMPUTER PRINTER begins to chatter; VICKI watches information scrolling across the main monitor.

VICKI

What is that?

BATMAN

Police database. I'll do your photos now.

He goes to a HIGH-SPEED PHOTO PROCESSOR and loads the roll. Then he sits down at the computer monitor.

BATMAN (cont.)

They've got it all wrong. They're watching the warehouses, the loading docks, looking for a tamperer. The Joker is supplying tainted ingredients at the source.

VICKI

That can't be. That would mean every shipment of every product is poisoned. We'd all be dead.

BATMAN

No. Every product contains one component. The elements react in combination. Hair spray won't do it. But hair spray and perfume and lipstick will.

(nodding his head)

Untraceable. It's very elegant.

VICKI wanders over to the edge of a DEEP BLACK PIT. She kicks a pebble over. Long seconds pass; no sound.

She looks up. Suspended over the bottomless pit are a pair of GYMNAST'S RINGS. This guy is dedicated.

VICKI

I just can't absorb it all. This place, the equipment. What it must have cost.

(laughing in disbelief)

Why do you wear that mask?

BATMAN

I don't want to jeopardize anyone close to me.

VICKI

If you don't mind my asking -- who's close to you?

A rhetorical question. BATMAN, stuck for an answer, smiles slightly to himself, then moves to the photo machine and examines the finished prints.

BATMAN
Your photos are ready.

He hands her the photos. Joker. Joker. Joker. And four shots of BATMAN in action. He's without his mask, but there's no clean angle on his face.

BATMAN (cont.)
Does this give you what you wanted?

VICKI
You could've killed him, you know.
You could have killed the Joker.

BATMAN
I had to save you, Vicki. I --
(turning to face her)
Please trust me.

The request is sudden and oddly plaintive. VICKI's hand goes automatically to the telephoto roll concealed in her blouse. He sees the gesture; their eyes meet; and all at once, VICKI understands what he's really asking for.

But she can't bring herself to speak. Eventually BATMAN turns to shut down the photo machine. Trembling now, she steps up silently behind him and reaches for his cowl. At the last second ... she STOPS.

VICKI
... Bruce?

HE FREEZES IN PLACE for an indecisive moment. Then:

BATMAN
Are you talking to me?

He turns in seeming incomprehension. And shows her a SMILE ... curious, childlike, painfully lonely ... the same smile BRUCE showed her on the patio of Wayne Manor.

BATMAN (cont.)
Maybe we've had enough for one night.

He's going to let her keep the second roll. Almost in a trance now, she lets him lead her to the BATMOBILE. As she takes her seat he reaches into his utility belt and hands her another KNOCKOUT CAPSULE.

BATMAN (cont.)
Don't be afraid.

He climbs in on the driver's side. VICKI takes one last look at the familiar SMILE beneath the mask ... then breaks the capsule and BREATHES DEEP.

FLAME ERUPTS from the rear of the Batmobile as the after-burners kick in and BATMAN screeches off. A FIERY RED GLOW fills the screen, BURNING OUT THE IMAGE as we

DISSOLVE TO:

122 EXT. GOTHAM STREET - 1963 - NIGHT (VICKI'S DREAM) 122

The red glow resolves itself into a DREAMLIKE STREET SCENE: liquid, weightless figures moving in a tinted, soundless cityscape as DISTANT, TINKLY CARNIVAL MUSIC plays underneath. We're outside a theatre watching first-nighters emerge from the opening of a hit musical.

In the crowd we pick out THREE FIGURES: DR. THOMAS WAYNE, his wife MARTHA, and -- in THOMAS's arms -- their young son BRUCE. BRUCE hasn't made it through the show. He's asleep, head nestled peacefully against his father's shoulder.

THOMAS rouses the boy gently, sets him down on the sidewalk. BRUCE rubs the sleep from his eyes as THOMAS puts an arm around his wife.

IN A SINGLE CUT the crowd has DISAPPEARED, and the WAYNES are walking toward us up a deserted street. THOMAS and MARTHA are laughing, making jokes, reaching down to tousle BRUCE's hair. Their FACES, as they draw closer, are FULL OF JOY. And then, without warning --

A HANDGUN enters frame.

The WAYNES freeze. THOMAS steps protectively in front of his wife, reaches for his wallet, begins unbuckling his watch. He won't put up a fight.

MARTHA's hand goes involuntarily to the PEARL NECKLACE at her throat. The GUNMAN sees it, gestures for her to hand it over. But MARTHA is paralyzed, afraid to move.

The GUNMAN steps past THOMAS and SNATCHES AT THE NECKLACE. The instant his wife is threatened, THOMAS ATTACKS. The GUNMAN dodges his blow and drops to the sidewalk, the pearl strand BREAKING in his hand.

A SILENT BURST OF FLAME erupts from the muzzle of the gun.

THOMAS CRUMPLES. MARTHA emits a HIDEOUS SHRIEK -- a shriek we cannot hear --

-- a shriek cut short by a second burst of flame.

BRUCE stands paralyzed, in shock. THE GUNMAN scoops a handful of pearls off the sidewalk, reaches for MARTHA's purse, and rises slowly -- his gun levelled directly at the boy.

Almost catatonic, BRUCE stares down at the corpses of his parents. At their hands, somehow intertwined. At the tiny glinting pearls and the spreading pool of blood around them.

He looks up with a gaze so bleak, so petrifying ... that the GUNMAN turns and runs.

AND WE CUT. To an exact reproduction of the Pulitzer Prize-winning photo ... the cops bent over the bodies, the medics with their stretchers, the boy BRUCE, his arms wrapped tightly around the waist of OFFICER GORDON.

There's only one difference. BRUCE's head is turned away from us. We can't see his face.

And now a HAND enters the frame. Much like the GUNMAN's hand, but feminine, beckoning. BRUCE, hearing his name, LOOKS UP; then, agonized, ashamed, he BURIES HIS FACE in GORDON's side. GORDON gestures angrily at the intruder.

But the hand keeps beckoning. And ultimately BRUCE turns. Showing us the tear-stained face from the famous photo. A face slack with horror. The horror of his parents' death ... and more importantly, the horror that someone would dare to violate this most private and terrible of moments.

At last we see what BRUCE sees: a WOMAN crouched on the sidewalk nearby. The WOMAN is holding a camera. The WOMAN is smiling prettily at BRUCE.

The WOMAN is VICKI VALE.

A FLASHBULB EXPLODES. FILLING THE SCREEN with its blinding white light, SCORCHING OUT THE IMAGE as a HARSH RINGING SOUND cuts through the silence.

CUT TO:

123 INT. BEDROOM - NIGHT

123

VICKI AWAKENS from her dream. The bedside phone is ringing. She reaches for it, but her hand freezes in midair. She knows who's calling.

When she manages to lift the receiver, she finds she cannot speak. Finally, she hears a VOICE at the other end of the line.

BRUCE (V.O.)

Vicki ... ?

Darkness. BRUCE at a big mahogany desk in his somber, book-lined study.

BRUCE

I know it's late. I -- Are you there?

125 INTERCUT BRUCE AND VICKI

125

VICKI

Yes, Bruce. I'm here.

BRUCE

I'm sorry about today. I got all tangled up at work. I'd like to make it up to you ...

VICKI

Well, Bruce -- I don't think -- that would be possible.

BRUCE

I know, the way things have gone between us ...

(groping)

I wish you'd reconsider.

VICKI

I, uh ...

126 ON VICKI

126

Her voice trails off. She's profoundly shaken.

BRUCE (V.O.)

Vicki? Vi--

She returns the receiver to its cradle.

127 ON BRUCE

127

He hears the click. He hangs up and sits there, staring straight ahead.

CUT TO:

128 INT. VICKI'S BATHROOM - NIGHT

128

TOTAL DARKNESS. VICKI stands before the bathroom mirror. She holds the OPENED ROLL OF TELEPHOTO SHOTS over the sink.

Then she strikes a match. IGNITES the film. Drops it into the sink, and -- with hollow eyes -- WATCHES IT BURN.

VICKI, wrapped in a bathrobe, still shaky, pours a cup of coffee. Across from her is a rumpled, stubbly KNOX.

KNOX

The guy's bats all right. He's bat
shit crazy. He --
(ecstatically)
I can't believe it. I was right!!

VICKI

Allie, he's not.

KNOX

Not what?

VICKI

He's not crazy.

KNOX slaps his own forehead, sprawls back in the chair.

KNOX

Vicki. We got a wealthy millionaire
here ... who dresses up like a bat.
He goes out at night and swings around
-- in his cape -- on a rope.
(throwing up his hands)
Fine. Maybe I'm crazy.

VICKI

Allie, he wants to tell me. I had a
roll of film. His face was on it. He
knew that. -- And he let me keep it.

KNOX

Jesus, Vicki! Where is it??

VICKI

It's gone.

KNOX gasps in disbelief as it all comes into focus: he's lost her loyalty. VICKI is in over her head with BRUCE.

VICKI (cont.)

He has to tell someone. And I'm the
one. He's trying to tell me.

KNOX, hurt in a way he doesn't fully understand, gets up and pulls on his coat. He stares at her coldly:

KNOX

Well, when he does you know my number.

CUT TO:

The early edition of the Globe carries the banner headline:

WAR OF THE FREAKS
Batman, Joker in Fluegelheim Shootout

A DELIVERY TRUCK cruises past, dumping a bundle of AFTERNOON EDITIONS on the sidewalk. "WAR OF THE FREAKS" has been relegated to the lower right-hand corner of the page -- supplanted by more pressing news:

STOCK MARKET CRASHES
Product Scare Drops Dow to 1100
Biggest One-Day Decline in History

131 INT. WAYNE FOUNDATION - DAY

131

BRUCE in his plush, fortieth-floor office suite downtown. At the moment he's on the phone to his broker.

BRUCE
Don't sell Comtex. We'll ride it out.
And if Dynavue hits nineteen, buy
every share you can get your hands on.
(beat)
Yes I'm serious. Now do it!

He hangs up and sits there for a moment staring at the phone. He lifts the receiver, hesitates, sets it back in its cradle. Then he grits his teeth and dials a number.

BRUCE (cont.)
Vicki? ... This is Batman. I thought
I'd call and see how you're doing.

132-133: OMITTED

132-133

134 INT. VICKI'S APARTMENT - DAY

134

VICKI
... I know it's you, Bruce. I'm not
going to talk to you unless we can
discuss it.

135 INT. WAYNE FOUNDATION - ON BRUCE

135

BRUCE
(a little smile)
Who's this "Bruce"? Are you trying to
make me jealous?

VICKI (V.O.)
I'm serious, Bruce. We have to --

VOICE

Mr. Wayne?

Startled, BRUCE looks up and sees a SECRETARY standing in the doorway. Blanching, he stares at the phone for a beat. Then, guiltily, he HANGS UP -- with VICKI'S tinny voice still squeaking on the other end of the line.

CUT TO:

136 EXT. GOTHAM PARK - DAY

136

There's a partially-built OPEN-AIR STAGE at the entrance to the park; nearby, CONSTRUCTION WORKERS are killing time, waiting for the order to resume work.

THE MAYOR stalks past the construction site, flanked by a number of CITY OFFICIALS -- HARVEY DENT, COMMISSIONER GORDON and others -- all decked out in hardhats.

MAYOR

Cancel!? Christ, we've got millions invested in this thing, the networks are coming in ...

DENT

Your honor, we've got a city in fear, a market panic of national proportions -- people are dying.

MAYOR

Goddammit, we can't just cave in to some clown-faced terrorist. We've got to stand tall!

DENT and co. stare at the MAYOR as if he's gone insane.

MAYOR (cont.)

Well, can't we cut a deal??

DENT

He hasn't made any demands.

MAYOR

Look, the police are working round the clock, the feds are coming in. This thing could break any minute now. Tell him, Jim!

GORDON

Frankly, your honor -- we're screwed.

The MAYOR stands there muttering to himself. A pot-bellied CONTRACTOR wanders up, taps his watch crystal.

CONTRACTOR
Look, time is short. Whatever it is,
we gotta know soon, huh?

MAYOR
... Give the order.

The MAYOR storms off. The CONTRACTOR shrugs, turns and blows a whistle. The WORKERS hoist an enormous BANNER into view: 'GOTHAM CITY -- 300TH ANNIVERSARY CELEBRATION.'

137 OMITTED 137

138 EXT. WAYNE MANOR - DAY 138

A TAXI drops KNOX at the entrance to the estate. He glances up at a VIDEO CAMERA mounted over the wrought-iron gate, hits a BUZZER. A LOUDSPEAKER blares:

ALFRED (V.O.)
Yes?

KNOX
Alexander Knox. Gotham Globe.

ALFRED (V.O.)
Mr. Wayne is out for the day.

KNOX
Actually, I wanted to talk to Batman.
Pass that on to Mr. Wayne, would you?

KNOX turns to go -- then STOPS. Behind him, iron gates are SLIDING OPEN.

139 INT. BRUCE'S LIBRARY - TEN MINUTES LATER - DAY 139

KNOX drums his fingers on the edge of a big leather chair.

KNOX
That's how it is, chum. One column --
and I can take you off the streets for
good.

(pause)
Dent and Gordon. Do they know about
this?

BRUCE
They'd put me behind bars in a minute.

KNOX
Then you're in no position to bargain.
(pause)
I want you to hang up the suit. And I
want you to stay away from Vicki.

BRUCE
I can't do that. Not while the
Joker's still at large.

KNOX
Then stay away from Vicki. That's all
I want, man. I just want your word.

BRUCE turns, evading his gaze. KNOX fumbles in his jacket
for a cigarette.

KNOX (cont.)
See, I don't know how it happened --
she's a smart girl and you are an
extraordinarily screwed-up guy -- but
she's in love with you.

BRUCE
If you've got the story, why haven't
you printed it?

KNOX
Because I ... because she'd never
speak to me again.

KNOX is a bundle of nerves now. No longer cocky, he stubs
out his newly-lit cigarette -- and begins to PLEAD OPENLY.

KNOX (cont.)
Come on, Bruce. What have you got to
offer? You gonna marry her? Batman
and Mrs. Batman?
(laughing bitterly)
Gimme a break, huh? Who's gonna be
Best Rodent?

BRUCE sinks wearily into a chair and sighs, unable to put up
an argument. ALFRED appears in the doorway.

BRUCE
Alfred, bring something for Mr. Knox.
-- I'll have one too.

KNOX
Tell me one thing. Why do you do it?

BRUCE
Just at the moment ... I do it because
no one else can.

CUT TO:

140 INT. VICKI'S APARTMENT - AFTERNOON

She's on the sofa beside a grim-faced BRUCE.

140

VICKI
So we just pretend none of this ever happened. We never met. We --

BRUCE
Knox is right, Vicki. I can't give up what I'm doing. And it wouldn't be fair to you --

VICKI
Not fair? Bruce, you're going to get yourself killed!

BRUCE
I've tried to avoid this sort of thing. I got careless. I thought you'd understand.

VICKI gapes in disbelief. He just doesn't get it. She stands up, furious, and ACCUSES HIM DIRECTLY:

VICKI
You could do so much good. As Bruce Wayne. And instead you're stuck in some kind of asinine fantasy --
(totally drained)
Oh, God. I finally meet a guy I like, and he thinks he's ... Clark Kent!

BRUCE
I wish you wouldn't put it like that.

In a huff she heads for the kitchen. BRUCE squirms, sinks back on the sofa. Then, suddenly, there's a KNOCK at the door -- and BRUCE is on his feet instantly.

Peering through the peephole, he sees a DELIVERY BOY.

BRUCE (cont.)
Who's there?

DELIVERY BOY
Package for Miss Vale.

BRUCE
Set it down by the door.

The DELIVERY BOY sets the package down and wanders off, tipless. VICKI rushes in as BRUCE opens the door and bends to pick up the mysterious package. It's another brown-paper parcel ... ADDRESSED IN CRAYON.

Their eyes meet. They both know who sent it. He strides past her, handling the parcel gingerly, and sets it down on the kitchen counter.

VICKI
Bruce, it's him. It's the Joker.

BRUCE
What's going on with you two?

VICKI
... He likes my work.

As VICKI watches, he goes into the living room and finds his ATTACHE CASE. He opens it and lifts out a false bottom to reveal his UTILITY BELT.

VICKI
Bruce -- don't tell me you carry it around with you.

BRUCE
I feel naked without it.

He takes out a tiny ULTRASOUND SCANNER -- rather like a stethoscope, with a sonar display where the earpieces should be -- and runs it over the package.

BRUCE (cont.)
Wait in the next room.

He takes a small GAS MASK from his belt, puts it on, then SLITS THE WRAPPING with a steak knife. Nothing happens. Cautiously, he pulls back the flaps. The box is full of STYROFOAM POPCORN. BRUCE shoves a hand down into the popcorn ... and extracts a HUMAN EAR. VICKI GASPS.

141 INT. APARTMENT HALLWAY - THAT MOMENT

141

ELEVATOR DOORS open on THE JOKER. A THUG hoists an enormous KEY RING and locks the car in place on VICKI's floor.

The KEY RING belongs to an unconscious DOORMAN. The JOKER and co. drag him out of the elevator, dump him unceremoniously in the hall, and march toward VICKI's apartment.

142 INT. VICKI'S KITCHEN - THAT MOMENT

142

BRUCE upends the box. A DOZEN EARS spill onto the counter.

BRUCE
... They're wax.

VICKI
It's just like the last time. He sent me a present before he --

Before she can finish, a KEY turns in the lock -- and the JOKER toddles in, with a pair of GUN-TOTING THUGS in tow.

JOKER

Miss Vale. I see you got my present.
(picking up an ear)
Not too original, but it worked for
Van Gogh. -- And who might this be?
Your boyfriend?

His twisted smile turns into a sneer. He pulls a gun, uses
it to trace the outline of BRUCE's cheek.

JOKER (cont.)

Quite a hunk. I bet he's got an
enormous bankroll.

(to BRUCE)

Hey, cutie, tell me something -- you
like to dress up in tights?

BRUCE is startled -- but he manages to conceal it:

BRUCE

... What??

JOKER

That's the type she seems to go for.
Right, Miss Vale?

The THUGS chuckle. BRUCE relaxes -- but not for long.
Because ... as he's just realized ... his utility belt is
sitting on the kitchen counter, in plain view!!

VICKI sees it at the same moment, but the JOKER has yet to
notice. BRUCE backs up against the counter, shielding the
belt from sight, while VICKI tries to distract the JOKER.

VICKI

What do you want?

JOKER

I'm throwing a little shindig this
weekend. I thought maybe, if you
didn't have a date --

VICKI

Thanks, I'm busy.

JOKER

I'd treat you like a lady, Miss Vale.
I might even let you live.

He cups a hand under her chin. BRUCE CHARGES at him.

BRUCE

DON'T YOU TOUCH HER!

A BACKHAND from a THUG knocks BRUCE off his feet. As he reels backward, his ARM SWEEPS across the counter. Small appliances clatter to the floor.

BRUCE sprawls in a heap in the corner. The UTILITY BELT lands just behind him -- obscured in the pile of junk from the counter.

VICKI

BRUCE!!

JOKER

"Bruce," huh? That figures.

(drawing his gun)

Well, "Bruce." Can you give me one good reason not to kill you now?

BRUCE

Please -- no -- I'm sorry, I --

Gun in hand, the JOKER WHACKS BRUCE across the face.

Then he stands back and takes aim. BRUCE COWERS on the floor. With one hand -- hidden from view -- he FUMBLES DESPERATELY at the UTILITY BELT on the floor behind him.

VICKI watches white-faced, mystified by BRUCE's coward act. Then he throws a covert glance her way, and she realizes -- he must have a plan.

JOKER

Why, Bruce, you spineless little weasel. What about Miss Vale?

BRUCE

Take her. Just -- don't kill me.

JOKER

(grinning at VICKI)

You sure know how to pick 'em.

Just for the fun of it, he hauls off and KICKS BRUCE in the gut. BRUCE doubles over, moaning. Although the JOKER doesn't realize it ... BRUCE has just clamped a SMALL ELECTRONIC DEVICE TO THE BACK OF HIS SHOE.

VICKI

Stop it. Please. I'll go with you!

JOKER

Well, Bruce, anyone who can snivel like that has my respect.

(to his THUGS)

Tear out the phones and tie him up.

The THUGS pull BRUCE to his feet. Suddenly the JOKER barks:

JOKER (cont.)

BRUCE!

Without warning he points the gun at BRUCE and PULLS THE TRIGGER. A tiny flag -- "BANG!" -- pops out of the muzzle, prompting GREAT HILARITY all around.

CUT TO:

143 INT. APARTMENT HALLWAY - A MINUTE LATER

143

The JOKER and his THUGS hustle a struggling VICKI to the elevator.

144 INT. VICKI'S APARTMENT - THAT MOMENT

144

BRUCE, bound and gagged in a dining room chair. He rocks forward; his muscles strain; the veins on his neck bulge ...

... and the CHAIR SNAPS TO SPLINTERS beneath him. He shakes free of his bonds, grabs the utility belt and RACES DOWN THE HALLWAY.

Moments later, he reemerges from the bedroom with a BLACK NYLON STOCKING in his fist.

145 EXT. APARTMENT HALLWAY - A MOMENT LATER

145

BRUCE sprints to the elevator, watches the floor indicator. The car has just stopped at 'G' -- the underground garage. He darts up a stairway.

146 EXT. ROOFTOP - EVENING - A MOMENT LATER

146

BRUCE bursts onto the roof just in time to see the JOKER'S VAN exiting the garage and pulling out into traffic. He pulls out a tiny handset -- a directional indicator keyed to the ELECTRONIC HOMING DEVICE on the JOKER's shoe.

Then he clamps the utility belt around his waist, pulls the BLACK NYLON STOCKING over his head -- and BOUNDS OFF across the rooftops.

147 EXT. CROSS STREET - A MOMENT LATER - DAY

147

The VAN turns right at the intersection. Nothing unusual. But for some reason, PEDESTRIANS are pointing at the sky, staring goggle-eyed at the rooftops.

Far above them, a MAN -- oddly garbed in a suit, a tie, a yellow belt and a BLACK STOCKING MASK -- is gliding across the intersection on a ROPE.

In the back, the THUGS have their guns trained on VICKI. The JOKER sits beside them. His ankle itches; he reaches down, scratches it, and readjusts his purple argyle socks.

VICKI's eyes widen. She's just spotted the TRACER on his shoe. The JOKER notes her sudden interest and grins.

JOKER

Like my socks, huh?
(to the DRIVER)
Slow down, you maniac!

149 EXT. INTERSECTION - THAT MOMENT - DAY

149

The VAN guns through a red light, just missing a MOUNTED POLICEMAN. His horse shies, rears back, turns in a circle.

He's just about gotten the beast calmed down when a MAN IN A STOCKING MASK plummets from the sky and lands directly behind him on the horse's back. A quick elbow to the chin leaves the startled COP riding the pavement.

150 EXT. SIDE STREET - THAT MOMENT - DAY

150

BRUCE on horseback, charging past elegant old brownstones, drawing stares from passersby. On his belt is a FLASHING RED SIGNAL LIGHT.

151 EXT. RIVERVIEW DRIVE - THAT MOMENT - DAY

151

A YELLOW VW BUG rips up the street at 70 mph.

152 INT. VOLKSWAGEN BUG - THAT MOMENT

152

We can't see the driver. But we do see, on the seat beside him, a VIDEO DISPLAY with a shifting grid map of the city -- and on it, a FLASHING SIGNAL blinking in perfect sync with the one on BRUCE's belt.

153 EXT. SIDE STREET - THAT MOMENT

153

BRUCE sees the VW bug rounding the corner and STREAKING TOWARD HIM. He reins in the horse; it rears back on its hind legs; the BUG zooms past --

-- and ALFRED heaves out a BROWN LAUNDRY BUNDLE, neatly tied in string. BRUCE grabs it, gives ALFRED a quick salute -- and the BUG is gone.

154 INT. JOKER'S VAN - DAY

154

The VAN is stalled in heavy traffic at the southern border of Gotham Park. POLICE BARRICADES are everywhere; the park

has been emptied and the surrounding streets roped off in preparation for the birthday gala.

JOKER

Are we gonna sit here all day??

DRIVER

It's the celebration. They're backed up for blocks!

The JOKER snorts. He happens to glance into the side-view mirror. What he sees there ... CURDLES HIS BLOOD.

JOKER

Oh my God. How does he do it ... ?

155 EXT. STREET - A BLOCK AWAY - THAT MOMENT 155

THE BATMAN, in full costumed glory, GALLOPING UP THE STREET ON HORSEBACK -- weaving in and around traffic, GAINING FAST.

156-157: OMITTED 156-157

158 INT. VAN - THAT MOMENT 158

The JOKER clambers into the front of the van, climbing over his startled DRIVER. He HITS THE GAS, RUNS THE VAN UP ON THE SIDEWALK, and -- at the first opening he sees -- CRASHES THROUGH A POLICE BARRICADE INTO GOTHAM PARK ITSELF.

159 EXT. GOTHAM PARK - DAY 159

CONSTRUCTION TEAMS prepare for the big celebration. WORKERS and SECURITY MEN dodge in panic as the VAN careens past.

On the open-air stage, ROADIES are setting up mikes and amps for a free concert; FIVE ELVIS IMITATORS -- dressed in everything from black leather to white spangled jumpsuits, representing the King in progressive stages of deterioration -- gape in confusion as BATMAN gallops by, hot on the JOKER's trail.

In the distance, TWIN TOWERS -- wooden scaffolds some forty feet high -- jut out above the treetops.

160 EXT. AERIALIST'S PLATFORM - THAT MOMENT 160

An AERIALIST in a spangled RED-AND-GREEN SUIT -- JOHN GRAYSON, of the renowned FLYING GRAYSONS -- peers over the edge of the scaffold. On the ground, four stories below, WORKERS are unfurling a SAFETY NET.

A HIGH WIRE stretches between the two towers. A grizzled CARNY cranks it tight as GRAYSON waves to his wife, MARY, who stands on the opposite platform some thirty yards off.

GRAYSON
Let's give it a try.

CARNY
John -- shouldn't you wait for the
net?

GRAYSON merely smiles in response. He hops onto a UNICYCLE and pedals out onto the high wire.

161 EXT. GOTHAM PARK - GROUND LEVEL 161

BATMAN is closing in. The VAN barrels through the park, HORN BLARING. It veers off the access road down into the brush and nearly topples over sideways.

162 EXT. BASE OF AERIALIST'S PLATFORM - THAT MOMENT 162

At the base of the scaffold is a kid, 15, compact, tough, and wiry: DICK GRAYSON. Like his parents, he's wearing a red-and-green suit. He mounts the vertical ladder to the platform, climbs up a few rungs -- and pauses, distracted.

DICK
What's all the ruckus over there?

163 INT. VAN - MOVING - THAT MOMENT 163

The JOKER checks his mirror, sees BATMAN on his tail. In the distance he spots a CROWD OF PEOPLE -- construction workers, carnies, etc. -- milling around the base of the aerialist's platforms. With a grin, inspired, he FLOORS THE GAS PEDAL and AIMS FOR THE CROWD.

164 EXT. BASE OF PLATFORM - A MOMENT LATER 164

WORKERS SCATTER as the VAN roars past. The SAFETY NET drops to the ground, abandoned, as the VAN sideswipes the BASE OF THE PLATFORM. A wooden SUPPORT PILING SNAPS -- and the platform begins to TOTTER.

165 EXT. PLATFORM - THAT MOMENT 165

MARY GRAYSON atop the rickety platform, clinging to a rail, struggling to keep her balance. She SHRIEKS as the HIGH WIRE goes slack, and the UNICYCLE falls out from under JOHN.

On the way down, he makes a one-handed grab for the wire -- and CATCHES HOLD, hanging on for dear life.

166 ANGLE ON DICK GRAYSON 166

The impact of the VAN has thrown him clear of the platform. He gets up shakily off the ground, looks on in horror as his FATHER dangles helplessly in midair.

Then he sees something even more terrifying: the JOKER throwing his van INTO REVERSE, gaining speed as he backs up to deliver the coup de grace.

167 EXT. BASE OF PLATFORM - THAT MOMENT

167

THE VAN RAMS FULL-FORCE INTO THE BASE OF THE PLATFORM, shearing a second support in two. Timbers GROAN and SNAP.

BATMAN is in the midst of the panicking crowd, reining in the horse, trying to avoid the scurrying bystanders. He watches aghast as JOHN GRAYSON loses his grip on the wire and PLUNGES to his doom.

A second later, the SCAFFOLDING CAVES IN ALTOGETHER -- and MARY GRAYSON meets the same fate as her husband. BATMAN spurs the horse and takes off after the JOKER'S VAN.

168 INT. VAN - MOVING - ON JOKER

168

speeding off, LAUGHING MANIACALLY at his lethal handiwork.

169 ANGLE ON DICK

169

his face contorted with RAGE and PAIN as the VAN disappears.

DICK

No!! -- NOOOOOOOOOOO!!!

He doesn't take long to grieve. He bounds off in a blind fury, oblivious to danger, chasing the JOKER'S VAN through the woods.

170-173: OMITTED

170-173

174 EXT. PARK - "RAMBLES" - DUSK

174

A densely wooded area. A BRICK OVERPASS spans the gully between two hillocks; atop the overpass is a paved walkway, and beneath it, there's a shallow, arched DRAINAGE TUNNEL.

BATMAN, still on horseback, saunters downhill. He spots the VAN -- empty, an axle snapped -- and consults his TRACER DEVICE. The directional arrow places the JOKER dead ahead. He advances cautiously toward the tunnel.

Suddenly he jerks the horse up short. He sees a dark SILHOUETTE at the opposite end of the tunnel. It's the JOKER -- and he's holding a gun to VICKI's head.

JOKER

I got a good one for you. What's red and bloody and has no brains?

Hands raised, BATMAN rides up to the mouth of the tunnel.

BATMAN

Take me. Let her go.

The JOKER shoves VICKI aside -- into the arms of his THUGS, who are stationed behind him. He lifts the gun and laughs.

JOKER

I almost hate to shoot you. After all ... you made me what I am today.

BATMAN

What are you talking about?

JOKER

Why, Batman! Don't you even recognize your old pal Jack?

Their eyes lock, and a cold wave of understanding passes over BATMAN. The JOKER cackles with pleasure. He's a split-second away from pulling the trigger ...

... when a RED-AND-GREEN FIGURE VAULTS DOWN from the OVERPASS and sends him SPRAWLING TO THE GROUND!!

DICK

YOU SCUMBAG! YOU MOTHERF--

DICK is all over him, pummeling, thrashing. The astonished THUGS move to pull him off. And in the wink of an eye --

VICKI is loose, dashing through the tunnel. She passes BATMAN, headed the opposite way at full gallop -- CHARGING into the midst of the THUGS!!

In one smooth motion he SCOOPS DICK off the ground and RIDES OFF at full tilt, keeping low. The THUGS scramble for their guns and OPEN FIRE as BATMAN and DICK vanish into the trees.

THUG

WHAT WAS THAT?!?

JOKER

Christ! The woods are full of 'em!!
-- GET THE GIRL!!

He points off after VICKI -- just as a squadron of POLICE CARS appears at the crest of a hill, SIRENS HOWLING.

Discretion is the better part of valor. The JOKER and his men take off on foot, scattering into the woods.

175 EXT. PARK - FARTHER OFF - THAT MOMENT

175

BATMAN, one arm around DICK, trying to stay on the horse. The kid is quite a handful: kicking, clawing, scratching.

DICK
LET ME GO!! LET ME --

He gets an arm around BATMAN's neck -- and the two of them TOPPLE OFF THE HORSE. DICK is up first; BATMAN starts after him, but the boy holds up a hand in warning as he backs off.

DICK (cont.)
He killed my parents. He killed my parents.

BATMAN flinches at the sound of the words. Slowly he stands -- and watches passively as DICK races off into darkness.

DISSOLVE TO:

176 INT. BATCAVE - NIGHT

176

BRUCE'S BANK OF MONITORS, deep in the Batcave. Thirty screens show the various rooms of Wayne Manor, all empty.

We move to the video display of a COMPUTER WORKSTATION, showing TWO FACES side-by-side: a mug shot of JACK NAPIER and a freeze-frame of the JOKER from one of his pirate transmissions. A GRAPHICS PROGRAM abstracts the twin heads into THREE-DIMENSIONAL, ROTATING TOPOLOGICAL GRIDS -- and, as we watch, the two spinning heads COLLIDE AND MERGE. Except for the fearsome grin, they MESH PERFECTLY.

Nearby, BRUCE's electronic HANDSET, the tracing device, is wired to another terminal showing a map of Gotham. At the bottom of the screen, a single phrase is flashing: ACE CHEMICAL CO. ACE CHEMICAL CO.

Finally we see BRUCE HIMSELF, slumped at a table, his head in his hands. He's realized, to his horror, that he is indeed responsible for the birth of the Joker. And frankly ... he would just as soon be dead.

CUT TO:

177 INT. CITY HALL - DAY

177

The room is packed with TV NEWS CREWS. The MAYOR, flanked by JIM GORDON and HARVEY DENT, steps gloomily to a podium.

MAYOR
People of Gotham City ... it is my sad duty to announce that the 300th Anniversary Birthday Gala has been indefinitely postponed.

178 EXT. CITY HALL - THAT MOMENT - DAY

178

TECHNICIANS in VIDEO TRUCKS, watching on remote monitors.

MAYOR

We have declared a state of emergency. I want to emphasize that this administration remains vehemently opposed to terrorism in any form. But in the interest of public safety --

179 INSERT - TELEVISION MONITOR - THAT MOMENT

179

VIDEO NOISE wipes half the image away, leaving a SPLIT SCREEN. On one side is the MAYOR. On the other -- sitting in a director's chair with a big yellow HAPPY FACE behind him -- is THE JOKER, grinning fiendishly.

JOKER

Joker here. Can we talk?

(standing up)

Now you guys have said some pretty rough things about me. Some of it, I admit is true. I'm a terrorist, I'm a murderer, I'm a total maniac -- but there's one thing I'm not. And that's a party-pooper.

(pause)

So how about it, folks? LET'S MAKE A DEAL!

He spreads his arms to a torrent of CANNED APPLAUSE. The MAYOR and co., panicked, go into a quick huddle.

MAYOR

All right. We're prepared to offer you total amnesty ... in return for --

JOKER

BORRR-ING!! BORRR-ING! -- Your honor, we're losing viewers. Whaddaya say we spice up the pot?

MORE APPLAUSE as the JOKER moves to an oversized LOTTERY WHEEL. The edge of the wheel is ringed with numbers from one to fifty.

JOKER (cont.)

One million -- to fifty million. A single spin of the wheel. Fair enough??

The MAYOR's protestations are drowned out by CANNED APPLAUSE as the JOKER steps up and gives the wheel a spin.

CHEERS and WHISTLES as the wheel begins to slow. Fifty mil is moving up fast. A chorus of EXCITED SHOUTS -- then, GROANS OF DISAPPOINTMENT as the wheel spins past fifty and stops on TWO.

JOKER (cont.)
 AWWWWW! SHUCKS!!
 (brightening suddenly)
 Wait a minute -- WAIT A MINUTE --

Of its own volition, the wheel REVERSES ITSELF -- jerking back two notches.

JOKER (cont.)
 FIFTY MILLION DOLLARS!!

The CANNED APPLAUSE reaches a crescendo. The JOKER dances a JIG oncamera as the MAYOR screams, apoplectic.

MAYOR
 YOU MADMAN! WE WON'T DEAL! THIS CITY
 WILL NEVER DEAL WITH --

JOKER
 Wait a minute. Are you calling me a
cheat??
 (furiously)
 GET OFF MY SCREEN!!

VIDEO STATIC sweeps across the screen, pushing the MAYOR clean out of frame. THE JOKER leers at the camera.

JOKER (cont.)
 That's my price. You've got exactly one hour to decide. So happy 300th, Gotham ... let's hope you make three hundred and one.

CUT TO:

180-183: OMITTED

180-183

184 INT. HARVEY DENT'S OFFICE - DAY

184

BRUCE looks on as a weary HARVEY DENT examines a stack of PRINTOUTS.

DENT
 Ace Chemical. How did you get this information?

BRUCE
 It doesn't matter, Harvey. Time's running out.

DENT
 All right, I'll get a subpoena. We'll send in a crew.

BRUCE
Crew, hell. I suggest a nice big
bomb.

(pause)
What are you waiting for? I told you
-- he's going to move this weekend.

DENT
No. No. He won't.

BRUCE
What are you talking about?

DENT
Don't you get it yet? We cut the
deal, Bruce!
(angrily)
That's right. Twenty-five million
now, and the rest in a week. -- After
the celebration.

BRUCE
You idiots. The Joker is mad. Do you
really think he cares about money??

BRUCE shakes his head in disgust and stalks off, fuming.

185 OMITTED

185

186 INT. BATCAVE - EVENING

186

TIGHT ON a tiny electronic device: two cylindrical steel casings bracketed together, topped by a DIGITAL TIMER. BRUCE watches the TIMER tick off seconds: 30. 29. 28. At 25 seconds, BRUCE kills the countdown and CLAMPS THE DEVICE into an empty packet on his utility belt.

He stands up wearily. Behind him, hanging back discreetly in the shadows, is his loyal butler ALFRED.

BRUCE
All these years of preparation, and planning ... trying to avenge one pointless act. Well, I suppose our intentions were good.

ALFRED
Don't ever say that, sir. Don't ever believe it.

BRUCE
If not for you I wouldn't have made it, Alfred. You know that. My own father couldn't have ...

ALFRED
Sir -- I beg you ...

ALFRED, unable to speak, takes him by the shoulders. Their eyes lock. BRUCE's butler is fighting back tears.

BRUCE
Thank you, Alfred.

(pause)
But if it weren't for me there'd be no Joker. I have to undo what I've done.

ALFRED takes a moment to steady himself, then starts up the long circular stairway which leads to the main house. BRUCE stands and watches until he's out of sight. Then he finds an alarm clock and sets it; the current time is 7:09 PM.

He sits cross-legged on the floor of the cave, slumps forward slightly, and closes his eyes. He inhales, exhales, taking deep, regular breaths. His muscles relax. Ten seconds later, BRUCE has plunged into DEEP SLEEP.

Time passes. The clock shows 7:19, 7:32. At 7:44 we TRACK IN on BRUCE's unconscious face, drawing closer and closer until HIS EYELIDS FILL THE FRAME, twitching with the irregular movement characteristic of R.E.M. sleep. Without warning his EYES SNAP OPEN.

HOLD ON BRUCE'S GAZE -- grim, alert, determined -- as the clock hits 7:45. An ALARM SOUNDS, BREAKING THE SILENCE with its grating electronic WHINE.

187 OMITTED

187

188 SERIES OF SHOTS

188

The ALARM BLARES as BRUCE dons the famous costume in preparation for a final confrontation with the JOKER's forces. We get a succession of quick, almost iconic images: the gloves. The boots. The cape. And finally, THE BLACK BAT-EMBLEM, framed in yellow, FILLING THE SCREEN.

DISSOLVE TO:

189 EXT. ACE CHEMICAL - AERIAL SHOT - NIGHT

189

The trademark ace on the illuminated sign. A half-mile away, THE BATMOBILE cruises up the waterfront, approaching soundlessly, its headlights off.

190 EXT. ACE CHEMICAL - THAT MOMENT - NIGHT

190

The BATMOBILE stops short of the main gate. ENGINES ROAR and the supercar ACCELERATES, SMASHING THROUGH THE GATE and taking half the chain-link fence with it.

In the guard's booth, ARMED GOONS pull guns as the BATMOBILE streaks across the parking lot and LAUNCHES A ROCKET at the corrugated metal door which opens on the factory floor. A THUNDEROUS EXPLOSION tears a gaping hole in the door.

191 INT. ACE CHEMICAL - THAT MOMENT - NIGHT 191

The BATMOBILE cruises through the flaming wreckage and SKIDS TO A HALT on the refinery floor. The JOKER'S MEN take one look at the BATMOBILE, PANIC, and PELT THE CAR with a barrage of MACHINE-GUN FIRE.

CRACKS begin to spread across the Batmobile's plexiglass dome. Within moments, the windshield SHATTERS -- and COLLAPSES ALTOGETHER.

192 INT. BATMOBILE - THAT MOMENT 192

BULLETS rip through the upholstered passenger seats. It doesn't matter. The car is empty. No one's driving.

TRACK IN on the computer console -- where a familiar tinny voice calmly repeats its pre-programmed command:

COMPUTER

... Detonate.

A beat. Then: BLAM.

193 EXT. ACE PARKING LOT - THAT MOMENT - NIGHT 193

THE JOKER'S MEN running for their lives, KNOCKED FLAT by a DEAFENING EXPLOSION. For a few seconds everything is flame and fury. And then ... all that's left of Ace Chemical is a pile of charred rubble and a PILLAR OF THICK BLACK SMOKE, spiraling up to the sky.

194 INT. POLICE CAR - THAT MOMENT - NIGHT 194

A CONVOY is approaching Ace Chemical -- GORDON's team preparing to raid the plant. Inside each car: SPECIAL UNIT COPS dressed in asbestos suits, gas masks in their laps. They look on in disbelief as the chemical plant BURNS.

GORDON

Good Lord!

In the back seat, a COP stares out the windshield.

COP

Commissioner -- !

Across the harbor, GOTHAM CITY IS GOING DARK.

CUT TO:

A lone WATCHMAN sits in a chair, reading a magazine. The LIGHTS WINK OUT. He looks up in consternation --

-- and a THUG clubs him from behind. The JOKER enters with a small army of CRIMINAL SHOCK TROOPS.

Housed in the warehouse are a number of SEARCHLIGHTS, mounted on trucks with portable generators. Behind the trucks: gaudy PARADE FLOATS -- and enormous deflated BALLOONS, hanging limply from the rafters.

The JOKER gives a signal, and his MEN go to work inflating the BALLOONS. STEEL DOORS rise; the BEACON TRUCKS rumble out onto the street.

JOKER
ROLL OUT, boys. The party is on!!

196 OMITTED

196

197 SERIES OF SHOTS - GOTHAM CITY

197

DARKNESS EVERYWHERE -- and Gotham's criminal element is having a field day in the blackout. FLAMES ERUPT. PUNKS race down the street carrying fur coats and color TV's. The cops are overwhelmed, helpless against the first waves of RIOTING AND LOOTING. THE JOKER'S DREAM IS COMING TRUE.

LOUDSPEAKERS blare, and ROCK MUSIC echoes through the streets: the Rolling Stones, 'Under My Thumb.' In the distance, BEACONS sweep the sky.

198 EXT. BROAD AVENUE - NIGHT

198

The BEACON TRUCKS are stationed up and down Gotham's widest thoroughfare, where a bizarre PROCESSION is taking place. Rumbling along at two-block intervals, moored to floats, are DOZENS OF ENORMOUS BALLOONS in the shapes of cartoon characters and historical figures -- a hellish Macy's parade. BANNERS proclaim: 'HAPPY BIRTHDAY GOTHAM CITY.'

The LEAD-OFF BALLOON is a gigantic, grotesque CLOWN -- smiling ghoulishly, dressed in white Pierrot frills. We TILT DOWN to the FLOAT BENEATH IT ...

... and there, atop a mountain of roses where the prom queen should be, sits the JOKER -- surrounded by armed bodyguards, waving daintily at the rioters and looters, presiding over the carnage like some demented parade marshal.

The sidewalks are mobbed. Because the JOKER'S GOONS are throwing MONEY -- \$25 million in municipal funds -- INTO THE STREETS.

199 EXT. STREET - ACROSS TOWN - NIGHT

199

In a crouch on the pavement, snapping photos of the rioting, is VICKI -- fearless, professional, doing her job. A battered FORD ESCORT cruises up behind her.

KNOX

VICKI!

VICKI sees KNOX, climbs into the passenger seat. He's wearing a big smile. They're jazzed, oblivious to danger.

KNOX (cont.)

God, Vick, a girl could get hurt this way.

VICKI

Yeah. Deja vu.

KNOX

Come on. Let's head for the lights.

200 EXT. AERIAL SHOT - GOTHAM CITY - NIGHT

200

The city on its island, PITCH DARK except for the searchlights lining Broad Avenue. All at once, a STREAKING BLACK SHADOW enters frame ...

THE BATWING! A phenomenal ULTRALIGHT AIRCRAFT, swift and sleek, it SLICES THROUGH THE NIGHT, carrying its lone passenger on a final mission of mercy -- and vengeance.

201-202: OMITTED

201-202

203 ANGLE ON BATMAN

203

in the cockpit, his jaw set as he wings toward the city.

203A EXT. BROAD AVENUE - ON FLOATS - NIGHT

203A

The JOKER'S GOONS litter the sidewalks with cash. A LOOTER tries to climb onto a float, and is met with a blast of MACHINE-GUN FIRE. Half the population of the city seems to be converging on Broad Avenue!

204 EXT. BROAD AVENUE - FARTHER BACK - NIGHT

204

A PARADE FLOAT, run aground on the sidewalk. Above it, a damaged BALLOON -- the cartoon character UNDERDOG -- is losing helium, warping and buckling in on itself.

The balloon drifts repeatedly into the side of a building -- making a loud metallic CLANG each time it strikes. Suddenly there's a loud HISSING NOISE ... and UNDERDOG mysteriously begins to REINFLATE!

VICKI at the window, snapping photos of the wounded balloon as the Ford draws near.

KNOX

So much for Underdog.

VICKI'S EYES WIDEN as the balloon BLOATS and DISTENDS. All at once, a jet of DEADLY GREENISH GAS begins to gush from UNDERDOG'S BUTT NOSE!!

VICKI

ALLIE!! THE WINDOWS!!

206 EXT. STREET - A MOMENT LATER - NIGHT

206

The Ford Escort, windows up, swerves out of a THICK SPREADING CLOUD of GREEN LAUGHING GAS -- threatening to engulf the entire block!

207 INT. FORD - MOVING - THAT MOMENT

207

VICKI stares back at the green cloud. Turns. And sees, up the street, THE JOKER'S PROCESSION: BALLOONS BY THE DOZEN!

VICKI

Oh my God. Compressor tanks. He's got the balloons rigged with compressor tanks!!

208 INT. BATWING - THAT MOMENT - NIGHT

208

BATMAN, at the controls, gliding over Gotham. He looks down, sees a BILLOWING HAZE of DENSE GREEN FUMES.

209 INT. FORD - MOVING - THAT MOMENT

209

VICKI staring through the windshield. Overhead, an AIRCRAFT streaks past ... an aircraft with SCALLOPED BLACK BAT WINGS.

VICKI

LOOK! IT'S BRUCE!!

(frantically)

Allie -- the balloons. We've got to find some way to tell him!

KNOX

Great. How??

They speed up the street toward the PARADE. SPOTLIGHTS SHINE. Suddenly KNOX's eyes bug out. He SLAMS ON THE BRAKES and SKIDS TO A HALT.

COME ON!

210 EXT. AVENUE - A SECOND LATER - NIGHT

210

Before VICKI can speak, KNOX has grabbed a tire iron from the back of the car and RACED OUT ONTO THE STREET. He flings the TIRE IRON through the glass storefront of a COSTUME SHOP.

In the window, MANNEQUINS dressed in party costumes: Frankenstein. Ronald Reagan. And, that current popular sensation ... THE BATMAN.

KNOX drags the Batman dummy out of the store window. RIPS OFF ITS BLACK CAPE. And DASHES MANIACALLY UP THE SIDEWALK.

Waving the cape, he VAULTS onto the back of a SPOTLIGHT TRUCK. VICKI's face goes slack. Now she gets it.

KNOX
GIMME A HAND UP HERE!

VICKI climbs aboard. They drape the cape over the face of the spotlight. Then they put their shoulders to the swivel assembly -- tilting the spotlight -- AIMING THE BEAM ...

... DIRECTLY AT THE JOKER'S WHITE CLOWN BALLOON!!!

211 INT. BATWING - THAT MOMENT

211

BATMAN stares at the CLOWN BALLOON dead ahead. On its massive distended belly ... a BURNING YELLOW OVAL. And in the center of the oval ... THE BLACK SILHOUETTE OF A BAT.

BATMAN'S MOUTH drops open. He understands.

212 EXT. AVENUE - ON JOKER'S FLOAT - THAT MOMENT

212

THE JOKER distributes GAS MASKS to his troops on the float. Then he pulls out a REMOTE CONTROL DEVICE and points it up at the CLOWN BALLOON.

Suddenly, the CLOWN begins to INFLATE. Its joints bulge. Its FACE SWELLS UP as the COMPRESSOR TANK concealed inside releases its odious contents. The JOKER is BEAMING, a look of PURE UNALLOYED JOY on his face ...

... when his PARADE FLOAT BLOWS TO SMITHEREENS BENEATH HIM! The JOKER and his men CARTWHEEL THROUGH THE AIR and TUMBLE TO THE ASPHALT as THE BATWING WHIPS PAST OVERHEAD, soaring through the stone canyons of Gotham at a 90-degree angle to the ground!

as it rises, rises, swelling to grotesque proportions in the starless night. The tallest buildings are far below it now. Finally it BURSTS -- and the deadly GAS inside it disperses harmlessly in the wind.

THE JOKER on the edge of a tantrum as he digs amid the rubble of his float for the remote device. At last he finds it; aims it up at the other balloons in the procession; hits a button repeatedly ...

... and HOWLS IN FRUSTRATION. Nothing happens. The remote is broken. He heaves it to the street in a fit of pique.

A SCREAMING COMES ACROSS THE SKY as the BATWING swings back for another pass, BUZZING the JOKER at an altitude of twenty feet. SIZZLING LASER FIRE sweeps the street.

CABLES SNAP and BALLOONS DRIFT UPWARD as BATMAN'S LASERS sever their moorings. The JOKER can only look on helplessly, in stunned disbelief. And then ... HIS EYES FALL ON THE MAKESHIFT BAT-SIGNAL.

JOKER

They rained on my parade. GET 'EM!!

A SPRAY OF MACHINE-GUN FIRE shatters the Bat-signal. KNOX throws VICKI to the street, ducks down behind the spotlight, and tosses her his CAR KEYS.

KNOX

GET THE CAR!

The JOKER'S GOONS race up the street as VICKI reaches the Ford, starts it, and comes ROARING UP toward KNOX. He jumps off the truck as VICKI twists the wheel, lays rubber, and noses the car back in the opposite direction.

GUNFIRE as KNOX jumps inside and they PEEL OUT.

KNOX's breathing is ragged, but he breaks out in HYSTERICAL LAUGHTER nonetheless. He's totally exhilarated. He can't believe what he's just done.

KNOX

HOLY SHIT!!

VICKI

You okay?

KNOX

Yeah. Yeah. Little winded. DID YOU SEE THAT?!

VICKI

God yes, Allie. I've gotta say -- that was the ballsiest move I ever --

KNOX

Holy shit. Holy --

A BUBBLE OF BLOOD appears between his lips -- and BURSTS.

VICKI

ALLIE!!

His hand goes to his stomach -- and comes away wet. He looks down in genuine bewilderment.

KNOX

Jesus, Vicki.

That quickly, he's dead. VICKI lets out an awful wail and slams on the brakes. She sits there POUNDING THE WHEEL, TEARS pouring down her face.

217 EXT. GOTHAM HARBOR - NIGHT 217

In the sky, CARTOON CHARACTERS drift lazily out to sea.

218 EXT. STREET - THAT MOMENT - NIGHT 218

The JOKER'S FORCES scatter. He stands in the middle of the street, barking out orders -- but no one listens. Suddenly his EYES TURN SKYWARD.

219 INT. BATWING - THAT MOMENT 219

BATMAN arcs hard left for another run down Broad Avenue. On the control panel, a TARGETING SYSTEM pinpoints the JOKER's location. BATMAN fingers a RED TRIGGER -- his ROCKET LAUNCHER -- and DIVES DIRECTLY AT THE JOKER.

220 EXT. STREET - ON JOKER 220

LAUGHING INSANELY as the BATWING bears down, he hoists a SUBMACHINE GUN. BULLETS pepper the dome of the cockpit.

BATMAN'S MISSILE goes wide right, EXPLODING on the sidewalk. The JOKER drops to the street, unharmed, as the BATWING swoops past. The rear stabilizer wing is trailing THICK BLACK SMOKE.

- 221 INT. BATWING - MOVING - THAT MOMENT 221
BATMAN knows he's in trouble. He buckles a parachute around his chest, finds a button on the control panel. THE COCKPIT DOME flies free of the BATWING, leaving BATMAN exposed to the buffeting wind.
- 222 EXT. STREET - ON JOKER 222
He's scored a hit. He HOWLS IN TRIUMPH. But his maniacal glee is short-lived.
Standing not twenty feet away, in the clearing smoke from the rocket explosion, is an ominous figure in a ratty raincoat. He throws it off to reveal a RED-AND-GREEN GYMNAST'S SUIT -- and DICK GRAYSON, eager for the kill, sets out in pursuit of the JOKER.
- 223 INT. BATWING - MOVING - THAT MOMENT 223
Losing altitude. BATMAN's CAPE billows wildly around him as he reaches for a SECOND BUTTON -- this one labelled 'EJECT.'
He punches the button. His SEAT disengages. But BATMAN finds himself suddenly JERKED BACKWARD -- INTO THE COCKPIT.
HIS CAPE HAS SNAGGED ON THE EJECTION MECHANISM!!! Frantic, he clutches at his throat as the plane plummets to earth!
- 224 EXT. STREET - THAT MOMENT - NIGHT 224
THE JOKER, on the lam, darts around a parade float. DICK vaults onto the float, LAUNCHES HIMSELF into the air, and DROPS the JOKER with a flying tackle. But before he can strike ... A RESOUNDING CRASH shakes the street.
- 225 ANGLE ON BATWING 225
The plane lies in pieces on the pavement. FLAMES ERUPT. BATMAN's been thrown free, but he's PINNED BY THE WRECKAGE. It's a matter of seconds until the gasoline tank goes up.
- 226 EXT. STREET - ON DICK AND JOKER 226
DICK watches in shock. On one side, the killer of his parents. On the other, BATMAN -- who will surely die unless someone pulls him free.
There's only one choice, and they both know it. DICK glares at the JOKER for the merest of seconds, then TURNS HIM LOOSE. MAD LAUGHTER echoes in the streets as the JOKER escapes -- and DICK races off to the BATMAN's aid.

BATMAN grimaces in agony as DICK struggles to free him. His right leg -- shattered -- is like rubber beneath him. His ribs are crushed. He's barely alive.

Just as they clear the wreckage, the remnants of the Batwing EXPLODE.

BATMAN

The Joker. Is he -- ?

DICK spots an abandoned .38 on the pavement -- left there by one of the JOKER'S GOONS -- and moves to retrieve it.

DICK

Relax. -- He's mine now.

BATMAN

NO!

THE BATMAN tries to pull himself erect, but the pain is unendurable. He collapses on the pavement, powerless to intervene, as DICK races off with the gun in his hand.

228 EXT. GOTHAM CATHEDRAL - NIGHT

228

A BELLTOWER's jagged spire, jutting up into the night sky, piercing the moon. At street level, the JOKER scrambles up the marble steps to the entrance of the old abandoned cathedral. He pulls a WALKIE-TALKIE off his belt.

JOKER

Gotham cathedral. Come and get me.

He forces his way in through heavy paneled doors. A beat. Then DICK GRAYSON appears, hot on his trail, sprinting up the steps two at a time.

229 INT. CATHEDRAL - A MOMENT LATER - NIGHT

229

A huge pipe organ, shattered stained-glass windows, row after row of mahogany pews. DICK enters, spots the JOKER near the pulpit, and squeezes off THREE QUICK SHOTS. The JOKER dives.

Groping along the wall, THE JOKER finds a door opening on a wooden STAIRWAY. He ducks inside and starts up.

DICK sets out after him -- and FREEZES. His GUN drops with a thud. In the second before he slumps to the floor, unconscious, DICK sees a curious sight: a TINY BLACK TRANQUILIZER DART, imbedded in the flesh of his leg.

Behind him -- framed in the arched doorway -- A RAGGED BLACK GHOST begins his final unholy march down the center aisle of the old cathedral.

230 INT. CATHEDRAL - BELLTOWER - NIGHT 230

A tiny stone chamber, 8'x8', open on four sides to the wind. The enormous church bell has long since been removed.

The JOKER stands in an archway, gazing at the gargoyles on the roof below. He hits a button on the walkie-talkie:

JOKER

Don't land. I'm in the belltower.

231 INT. HELICOPTER - MOVING - NIGHT 231

A PILOT replies through his radio headset.

PILOT

E.T.A. two minutes. Hang on.

232 INT. STAIRWAY TO BELLTOWER - THAT MOMENT - NIGHT 232

BATMAN. Broken, beaten, his right leg useless, he hauls himself up the steps one at a time. He should be dead. Dried blood cakes his face, his chest.

Quaking all over, he tries to draw himself erect ... and TOPPLES OVER, landing with his full weight on the rotten wood of the belltower stairs.

THE STAIRWAY COLLAPSES, turning to splinters beneath him. And suddenly BATMAN finds himself DANGLING PRECARIOUSLY IN MIDAIR, hanging by one hand to an upper step. It would be so easy to let go.

Then he looks up. At the trapdoor. A mere six feet away. His TEETH CLENCH in a monstrous grimace. WITH AN INHUMAN EFFORT, HE HOISTS HIMSELF UP ONTO THE UPPER STEPS -- and collapses, exhausted.

The trapdoor is a foot above his head. It could be a mile. BATMAN finally realizes he's not going to make it. He rips open a Velcro seal on his utility belt, revealing the strange TIMER DEVICE we saw him making earlier. Before he can activate it his hand falls limply at his side.

THE BATMAN is out like a light.

233 INT. BELLTOWER - THAT MOMENT - NIGHT 233

The JOKER hears a noise. He draws his gun, moves to the trapdoor, and lifts it a few inches ... just enough to see the unconscious form on the stairs.

JOKER

... Batman?

No reply. The JOKER lets out a curious snicker. Then, inspired, he steps down THROUGH THE TRAPDOOR and LUGS BATMAN up into the belltower. He props his nemesis up against a wall and -- almost tenderly -- pats his face.

JOKER (cont.)

Batman? Batman?

THE BATMAN's lips part. But he's too weak to speak.

JOKER (cont.)

I thought you'd be more comfortable in the belfry.

(chuckling to himself)

Before I kill you I'd like to see who you are. Okay?

BATMAN moans. The JOKER takes it as a yes, reaches over to undo his cowl -- and BRUCE WAYNE stares up with dulled, sightless eyes. The JOKER moistens a purple handkerchief and dabs at the caked blood on BRUCE's face.

JOKER (cont.)

Oh my, aren't we pretty.

(brightening suddenly)

I know you! You're the rich boy!!

The JOKER is vastly tickled by this discovery. He claps his hands in glee.

JOKER (cont.)

I can't believe it. There's only one explanation. You're nuts! You're totally insane!

(practically dancing)

You know, we should've sat down and had us a little heart-to-heart. I bet we would have got on famously.

BATMAN

... Murderer ...

JOKER

Bruce, we're both murderers. Think how many people you've killed by letting me live.

A SPOTLIGHT cuts through the night sky. The JOKER hears his helicopter approaching in the distance.

BRUCE reaches down furtively. Finds the timer on his utility belt. FLICKS A SWITCH ... and the countdown begins.

The JOKER pulls a straight razor from his pocket, opens it.

JOKER (cont.)

I'll make it very, very quick. Now relax. The bat's in his belfry, all's right with the world ...

Suddenly BRUCE reaches out and GRABS HIS LAPELS in a death grip. The JOKER is momentarily amused by this seeming display of affection.

JOKER (cont.)

Why, Bruce ...

Then he hears ticking.

Looks down at the flashing digital display on BRUCE's belt. 26 seconds. 25.

He SHRIEKS and DROPS THE RAZOR, sprawling back on the floor of the belfry. BRUCE is wearing a big Joker smile.

JOKER

IT'S NOT FUNNY!!!

BRUCE

No ... sense ... of humor?

The JOKER reaches out for the ticking bomb -- and hesitates. Better not.

The copter approaches, slicing through the clouds. The JOKER screams, waves a flashlight in the air. 0:20 to go.

His eyes fall on the trapdoor. He races over, flings it open, starts down the stairs in a frenzy. But there are no stairs. They've collapsed. 0:16 and counting.

Frantic, the JOKER turns back and makes for the open stone archway. The copter is directly overhead. A rope ladder drops from its belly.

234 EXT. BELLTOWER - THAT MOMENT

234

The copter descends, its whirling blades stirring up a windstorm on the roof of the old abandoned cathedral. DEAD LEAVES rise and swirl in the churning air.

235 INT. BELLTOWER

235

The JOKER makes a futile grab at the rope ladder, almost losing his balance. He gestures wildly for the copter to make another pass. 0:12 and counting.

A maelstrom of swirling leaves. And now, among the leaves -- roused from their resting place in the rotten rafters of the old cathedral --

-- A HORDE OF SQUEALING, CHITTERING BATS!! Filling the air like a black cloud, fanged, awful, HUNDREDS of them --

He sees what's happening, hits a trigger on his belt. An eerie electronic WHINE fills the air, rising to an ULTRA-SONIC PITCH, DRIVING THE BATS INTO A BLIND, UNCOMPREHENDING FRENZY as the helicopter descends --

The JOKER leaps into empty space, grabs hold of the ladder, cackles in mad triumph --

-- AND SUDDENLY THE BELLTOWER IS FULL OF BATS. A SCREECHING SWARM, HIDEOUS, BLACK-WINGED -- SWOOPING THROUGH THE ARCHWAYS, ENGULFING THE JOKER --

-- WHO SCREAMS IN TERROR -- LETS GO OF THE LADDER --

-- and plunges into the night.

TIGHT ON BATMAN. Six seconds remain. There is still time if he makes his choice now.

Surrounded by the flapping of leathery wings, his body working on pure adrenaline, he unbuckles the belt and HEAVES IT out into the darkness.

It snags on the bottom rung of the dangling rope ladder.

The CO-PILOT is hanging out one side of the copter, just enough to see what's going on.

CO-PILOT

PULL UP!! PULL --

It's as if time has stopped. The world has grown suddenly silent. We're looking down at the JOKER, whose body lies splayed and broken on the flagstone surface of the churchyard. Slowly, elegantly -- we have all the time in the world, now -- we DRIFT DOWNWARD, closer, until his FACE FILLS THE SCREEN, the familiar chilling grin still intact.

Sad clown, A-one crazy boy, staring aimlessly at the stars. Suddenly his face is bathed in a brilliant gasoline GLOW.

240 POV JOKER

240

Looking up he sees a beautiful display of fireworks, bursting and burning, spirals of color snaking through the sky as the helicopter explodes in eerie silence.

241 REVERSE ANGLE - THE JOKER'S FACE

241

It's lovely. The JOKER's expression is happy, almost child-like, as he gazes up at this private show. Gradually, though, the bright colors fade; and the JOKER's face begins to relax, the twisted grin dissolving at last as darkness sets in.

FADE THROUGH TO:

242-244: OMITTED

242-244

245 INT. BATCAVE - DAY

245

BRUCE's bank of monitors. On one of them -- tuned to the local news -- JIM GORDON is facing a herd of REPORTERS.

GORDON

I don't know who he was, or why he did it. But Batman -- if you're alive -- if you're listening -- thank you.

An ANCHORWOMAN replaces GORDON onscreen.

ANCHORWOMAN

And so, as the details of the Joker's heinous plan become known, a city's gratitude goes out to Batman -- that mysterious caped crusader whose heroic deeds will live on in the --

A few yards away, stretched out on a long table, is BRUCE -- wearing enough bandages to wrap a small mummy. VICKI, who's just finished taping a splint to his leg, helps him to his feet; he winces in pain, but manages to stay erect.

BRUCE

Thanks. That ought to keep me going for a while, anyway.

VICKI

I don't know why I'm doing this. I half wish you'd stay a cripple.

BRUCE

I hope you don't mean that.

VICKI

I don't, but ... I do. It's just ...
I love you, Bruce. I just want to
believe that -- all this is over.

BRUCE is reaching for a crutch when his leg slides out from under him. He catches himself on the edge of a table, lets out a YOWL of pain.

BRUCE

(grimacing)

I think it's over for a few weeks at least.

VICKI

Good. I'll take what I can get.

VICKI hands him the crutch, puts an arm around his shoulder and leads him over toward the MONITORS -- where the news coverage continues.

VICKI (cont.)

Well, "Batman," it looks like you're a national hero. How's it feel?

BRUCE

(deadly serious)

Do you want the truth, Vicki?

(long pause)

It hurts like a sonofabitch.

246 INT. WAYNE MANOR - GUEST BEDROOM - DAY

246

DICK GRAYSON is sprawled on a huge four-poster bed, unconscious, softly moaning. He COMES TO with a jolt.

Before he can get his bearings, ALFRED enters. He unfolds a napkin, calmly sets a sterling silver BREAKFAST TRAY across the squirming kid's lap.

ALFRED

My name is Alfred. I work for a Mr. Bruce Wayne. If there's anything you require, please don't hesitate to inform me.

That quickly, he's gone. DICK looks around at his opulent surroundings. A look of ABSOLUTE PANIC crosses his face:

DICK

... Where the hell am I??

CUT TO: