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BATMAN 2

Screenplay By Sam Hamm

FIRST DRAFT

NOTE: THE HARD COPY OF THIS SCRIPT CONTAINED SCENE NUMBERS.
THEY HAVE BEEN REMOVED FOR THIS SOFT COPY.

NOTE ALSO: THE HARD COPY OF THIS SCRIPT WAS IN THE NON-
PREFORMAT FONT "BOOKMAN OLD". THIS HAS BEEN CHANGED TO
PREFORMATTED TEXT FOR THIS SOFT COPY.

EXT. GOTHAM SQUARE - DUSK

It's finally happened. Hell's frozen over.

Christmas is two weeks off, arid SNOW is falling in Gotham.
Beneath its pristine white blanket, the city looks
uncharacteristically serene -- almost inviting. Peace has
been miraculously restored: strangers wave hello. Salvation

Army Santas ring their bells on streetcorners. And now, as night falls, an ILLUMINATED SIGN winks on above Broad Avenue: "JOYEUX NOEL GOTHAM -- Only 16 Shopping Days Left Till Christmas."

The streets are bustling with jolly shoppers. At a souvenir store, we find an exasperated MOM squabbling with her seven-year old. Like many other storefronts in Gotham, this one is overflowing with bootleg BATMAN MERCHANDISE: t-shirts, key chains, ceramic figurines. The kid is already wearing a Batman baseball cap and a little black cape, but he obviously wants more.

Mom drags him off past another store window, this one full of SCRAP METAL, with a sign reading "AUTHENTIC FRAGMENTS OF THE BATWING -- \$19.95 and up." A PANHANDLER is perched at the entrance. Beneath his array jacket is a grubby sweatshirt with the familiar yellow-and-black logo. In Gotham this winter, Batmania is everywhere...

EXT. GOTHAM SQUARE - LATER THAT NIGHT

Two hours later, the SNOWSTORM's grown into a full-fledged blizzard. The drifts are two feet deep and the streets are all but empty of cars. A massive SNOW PLOW the size of a Panzer tank rumbles past, FILLING THE FRAME...

...and revealing, as it passes, a group of CAROLERS, all bundled up in mufflers and parkas. Unbothered by the weather, they walk the street singing, spreading cheer and goodwill to the few passersby.

They've just gone into a lovely *a capella* rendition of "Silent Night" when an oversized DELIVERY TRUCK, outfitted with snow chains, clanks slowly past in the wake of the plow. Its sides are decorated with cartoon igloos advertising a popular ice cream snack -- POLAR BARS -- oddly inappropriate for this time of year.

A streetcorner SANTA, with bell and bucket, WAVES at the truck as it rounds a corner. The CAROLERS carol. Then --

-- a VIOLENT EXPLOSION rocks the street -- followed by the sound of AUTOMATIC GUNFIRE and a high, wailing SECURITY ALARM.

EXT. SCHRACH AND CO. - THAT MOMENT - NIGHT

Around the corner there's CARNAGE on the streets. The windows have blown out of Gotham's leading jewelry store. Gut-shot SECURITY GUARDS stagger and go face down in the snow as ROBBERS, dressed in white camouflage gear, clamber out through the shattered glass with SACKFULS OF LOOT.

CAROLERS spill around the corner to see what's going on, but a spray of GUNFIRE sends them scattering in panic. The POLAR BAR truck pulls even with the jewelry store, and as it does...

The REAR DOORS open. A RAMP slides down from the back of the truck. The ROBBERS scramble aboard, and mere seconds later SLIDE out AGAIN -- riding atop five SKIDOO SNOWMOBILES.

SIRENS HOWL. A POLICE CAR appears, taking the corner just a trifle too fast -- FISHTAILING on the icy street and plowing into a drift.

INT. SQUAD CAR - THAT MOMENT - NIGHT

The COPS gun the engine, but their wheels are spinning in the snow -- no traction. They're about to climb out and give chase on foot when, through the windshield, they see the Salvation Army SANTA...

...HOISTING AN AK-47 AND FIRING DIRECTLY AT THEM. The windshield disintegrates and the COPS sink from view as SANTA races off to the last of the snowmobiles, which is already burdened with LOOT.

EXT. STREET - THAT MOMENT - NIGHT

MORE SQUAD CARS converge on the jewelry store -- but it's difficult to carry on a high-speed pursuit when the snow's a foot deep and the best you can do is 6 MPH. The COP CARS skid to a halt, blocked by the rumbling SNOWPLOW. By now, of course, the LOOTERS are gone -- scooting off on either side of the plow, sticking to the snowy sidewalks.

EXT. STREETS - A MOMENT LATER - NIGHT

SNOWMOBILES glide across the sidewalks, sending the few hardy souls who are out on the streets DIVING FOR COVER. A couple of DERELICTS are cowering behind a fire hydrant, trying to avoid getting run over. Every time they poke their heads out, another SKIDOO whizzes past, missing them by inches.

The ROBBERS fan out in various directions. These guys are obviously going to get away clean -- unless...

The DERELICT points up at the night sky, where a BEACON is blazing in the darkness -- THE BLACK SILHOUETTE OF A BAT...

INT. POLICE CAR - THAT MOMENT - NIGHT

MORE SIRENS. A COP takes a radio call as he streaks down the long wide avenue which borders Gotham Park -- one of the few streets which is relatively clear. The COP at the wheel goes wide-eyed and nudges his partner in disbelief.

Before their eyes, FIVE SNOWMOBILES appear from the cross streets up ahead and CONVERGE at the entrance to Gotham Park. Bringing up the rear is SANTA CLAUS.

COP
What the hell -- ?

EXT. ENTRANCE TO PARK - THAT MOMENT - NIGHT

BRAKES SQUEAL. Several squad cars are now massed at the entrance to the park -- but there's one problem. The city's snow plows don't operate on the park roads -- and the entrance is blocked off with SAWHORSES reading "CLOSED TO TRAFFIC." A huge steep drift prevents them from entering -- and so all they can do is stand by helplessly, WATCHING as the snowmobiles vanish into the trees.

The COPS race about like headless chickens, trying to concoct a plan. A couple of them are trying to scale the stone walls of the park. Another is at his car, barking into a radio mike:

COP WITH MIKE

Yeah, you heard me. Snowmobiles!

(pause)

So what do we do? Chase 'em on foot??

ALL EYES TURN at the blare of a horn. The COPS peer down the long corridor of the cross street -- and see a STRANGE BLACK VEHICLE barreling toward them at 90 MPH, with no intention of stopping...

THE BATMOBILE!! COPS dive left and right. A split-second later...

...a FORTY-FOOT JET of NOVA-INTENSITY FLAME erupts from the front of the jet-black supercar -- instantaneously DISSOLVING the drift that blocks the entrance to the park -- turning the ice and snow on the paths before it into water!

The BATMOBILE screams past in the wink of an eye. The COPS get to their feet; cold as it is, they're sweating. One of them mops his brow and announces, dumfounded:

COP I

...That was Batman.

COP II

NO SHIT!!

COP II yanks COP I into the nearest squad car, and the others follow suit. ENGINES REV. As long as the BATMOBILE's cleared a path, they might as well join in the chase...

EXT. BRIDLE PATH - THAT MOMENT

TWO BURLY TEENAGERS -- both dressed in RED BERETS and PARKAS with BLACK BATMAN SWEATSHIRTS visible underneath -- are trudging along the path when they're STARTLED by a pair of speeding SKIDOOS. Moments later, they spot a RED GLOW on the horizon...

...and their JAWS DROP as the BATMOBILE roars into view, BURNING OFF THE SNOW IN ITS PATH. Thrilled beyond words, they

WHOOH WITH GLEE, slapping high-fives as the car streaks past.

INT. BATMOBILE - ON BATMAN - THAT MOMENT

His face is weirdly illuminated by the flame still spitting from the front of the car. Cool as ever -- approaching the chase as a simple problem in logic -- he checks a radar display on his dashboard and sees FIVE BLIPS.

EXT. PARK - ON SQUAD CARS - THAT MOMENT - NIGHT

The cops follow along in BATMAN's path. The lead car LOSES CONTROL and plows headlong into a drift. The DRIVER jams the pedal, but his rear wheels end up digging a deep rut in the ice. He sits there cursing, pumping the accelerator as other COPS race past him on foot.

INT. BATMOBILE - ON BATMAN

The various ROBBERS have spread out, their vehicles BOUNDING over the hilly terrain of the park. He spots two of them up ahead; as he draws closer, they PART WAYS, veering off to the left and right...

ANGLE ON BATMOBILE - MOVING

PODS OPEN on the front fenders, and MISSILE LAUNCHERS rotate into place. The Batmobile fires a pair of HEAT-SEEKING TORPEDOS, which BURROW into the snow on either side and disappear.

ANGLE ON LEFT SNOWMOBILE - MOVING

The DRIVER looks back over his shoulder and sees what appears to be a BLACK SHARK FIN plowing through the snow behind him, GAINING FAST. He takes evasive action, but the SHARK FIN always seems to follow. Just as he approaches the crest of a hill...

...the TORPEDO slams into the rear of the SNOWMOBILE. The force of impact knocks the ROBBER cleanly off. His LOOT lands in the snow beside him, but the SNOWMOBILE keeps going -- sailing over the crest of the hill and striking the rocks beyond with a deafening EXPLOSION.

ANGLE ON RIGHT SNOWMOBILE - MOVING

This ROBBER's a little smarter than his buddy. When he sees the shark fin on his tail, he noses his snowmobile off into a GROVE OF TREES. The trees are too closely spaced for the torpedo to maneuver; it strikes the nearest tree trunk and explodes harmlessly.

The ROBBER is feeling good about himself, because the Batmobile can't follow either. But BATMAN has a Plan B. As he drives alongside the grove, he HITS THE ACCELERATOR, passing the snowmobile on its left. A STEEL SPIKE attached to

a cable launches from the side of the Batmobile and WEDGES ITSELF into a distant TREE.

The cable goes taut, and the tree TOPPLES -- directly into the path of the second SNOWMOBILE. The vehicle crashes into the trunk, and the hapless ROBBER goes cartwheeling head-over-heels into a drift.

In the distance, COPS appear -- racing to the scene on foot, ready for mop-up duty. BATMAN kills the flamethrower, hits the brakes, and FISHTAILS, doing a quick 180 on the snow. He's just spotted fresh quarry: snowmobiles three and four, whizzing over a rolling white pasture in the distance.

EXT. PARK - THAT MOMENT

We're at a makeshift CAMPSITE -- where a cluster of HOMELESS PEOPLE are burning refuse in a garbage can to keep warm. They look on in puzzlement as the two SNOWMOBILES whiz past and disappear over a crest of a hill...

EXT. LAKEFRONT - ON SNOWMOBILES #3 AND #4

They bounce down the hillside and SKID -- arriving at the edge of a frozen-over LAKE. With the roar of the Batmobile behind them, the two DRIVERS get the same idea simultaneously. Smiling, they rev their engines and set out over the surface of the lake.

Now the Batmobile crests the ridge. The car's weight tips suddenly and it begins to skid down the hill toward the lake. BATMAN sees what's happening and kills the flamethrower just in time -- but he can't brake the car on the snowy slope. The prow of the Batmobile slides out onto the edge of the lake --

-- and under its weight, the ICE begins to crack. The left front tire takes a sudden dip -- and worse yet, the car is sliding forward.

INT. BATMOBILE - ON BATMAN

He shifts frantically from drive to reverse, trying to rock the car out of its predicament, but his rear wheels find no purchase. He can hear the ice cracking beneath him. Grimacing, he throws a switch on the dashboard --

EXT. LAKE - ON BATMOBILE

-- and the trunk pops open. An industrial-strength GRAPPLING HOOK shoots upward and digs in at a point beyond the crest of the hill; and a concealed WINCH ASSEMBLY begins to grind away, hauling the Batmobile uphill, out of danger.

INT. BATMOBILE - ON BATMAN

Suspended just above the icy lake, he sees the SNOWMOBILE vanishing into the distance. He opens (yet another) panel on

the dashboard...

EXT. LAKE - ON SNOWMOBILES #3 AND #4

The ROBBERS give each other a big thumbs-up. They're almost halfway across the lake now and the Batmobile is disabled. All at once they hear a strange WHISTLING overhead...

Fireworks? No, it's a THERMITE BOMB -- rocketing past them, hitting the ice some forty feet ahead and EXPLODING GAUDILY. JAGGED CHUNKS OF ICE break free and SHIFT in the frigid water -- and the ROBBERS are skidding into the drink before they know what's hit them.

ANGLE ON SNOWMOBILE #5 - MOVING

The last of the robbers is SANTA CLAUS -- his big sack filled not with toys, but precious stones. He approaches the edge of the park, negotiating his way through a maze of rocky outcroppings. He squirts out from behind a boulder into a clearing...

...and GASPS in PANIC as a SEARING BURST OF FLAME erupts behind him. The BATMOBILE speeds out from the other side of the boulder; SANTA twists his accelerator, desperately trying to build up speed.

As it is, he's barely managing to stay ahead of the flamethrower. But the jet of flame suddenly DIES; the HOOD of the Batmobile rises half a foot --

-- and TWIN PROJECTILES launch into the air. A heavy NET is strung between them -- and it lands SMACK ON TOP OF SANTA CLAUS, entangling the snowmobile and stopping him in his tracks.

Immobilized, he watches through the net in horror as the Batmobile barrels down. When the great black machine is almost atop him --

-- it stops on a dime six inches from his heavily-padded frame.

EXT. ENTRANCE TO PARK - A MINUTE LATER - NIGHT

The COPS are spread out near the entrance. They've rounded up the other ROBBERS and returned most of the loot. They hear a dull ROAR in the distance...

...and a few seconds later the BATMOBILE streaks into view, dragging the NET behind it -- SANTA, his loot, and his snowmobile, all tied up in one tidy parcel.

At the entrance to the park, the NET detaches itself from the Batmobile, dumping SANTA into the hands of the waiting COPS. Without stopping, the BATMOBILE roars out of the park and vanishes whence it came. A mildly-humiliated COP turns to his

colleague and SHRUGS:

COP I
...Merry Christmas.

The second COP points to SANTA, still struggling in the net.

COP II
Gift-wrapped and everything.

DISSOLVE TO:

EXT. CITY HALL - DAY

TV MINICAM CREWS are camped out on the steps of City Hall, with a sizable crowd watching from the street. COMMISSIONER GORDON is reading from a prepared statement.

GORDON
After a high-speed chase -- over \$750,000
in precious jewels were recovered intact
by the police force -- working in concert
with Batman.

At the sound of Batman's name, a CHANTING goes up in the crowd:

VOICES IN CROWD
TAKE BACK THE STREETS! TAKE BACK THE
STREETS! TAKE BACK THE --

GORDON winces and lets out a sigh. The CHANTERS are a group of pugnacious, well-muscled KIDS, late teens and early twenties, all dressed in identical garb: black Batman SWEATSHIRTS and little red Guardian-angel BERETS. They're obviously members of the same club -- just like the guys we saw in the park.

GORDON waits for them to shut up, but they don't; so he grabs the mike and speaks slowly and distinctly, trying to be heard over the din.

GORDON
I would like to stress -- that while this
city enjoys a special relationship with
Batman --
(louder)
-- we do not condone vigilantism --
(practically screaming)
-- IN ANY FORM.

It's no use. He's totally drowned out by the RED BERETS, who continue to shout and shake their fists. Giving up, he returns the mike to a REPORTER and marches up the steps in a huff. The RED BERETS CHEER.

CUT TO:

INSERT - TELEVISION SCREEN

The evening news: a live, on-the-spot interview from Gotham Square. A superimposed GRAPHIC identifies a surly kid in a RED BERET as "MIKE SEKOWSKY -- SPOKESPERSON -- ORDER OF THE BAT."

SEKOWSKY

And hey! Where does this --

(BLEEP; expletive deleted)

-- Gordon get off calling us ?

We're not breakin' any laws. We're a group of concerned citizens, that's all -- just like Batman.

WOMAN IN CROWD

You people are nothing but hoodlums!

SEKOWSKY

Hey, lady -- we're out here on patrol riskin' our necks to protect old biddies like you.

(into mike)

If this lame-o Gordon could do his job --

MORE CATCALLS from the crowd. The picture jumps suddenly as a minicam is jostled; some sort of SCUFFLE appears to be breaking out. Before it does, CAMERA PULLS BACK from the TV screen, placing us in:

INT. WAYNE MANOR - KITCHEN - NIGHT

where ALFRED THE BUTLER is watching the Sekowsky interview with extreme dismay. As he trims the crusts from a pair of hearty watercress sandwiches, he SLICES HIS FINGER OPEN.

ALFRED makes a pained face -- it's all Sekowsky's fault. Onscreen, the fracas continues; SEKOWSKY has recommandeered the mike...

SEKOWSKY (on TV)

We're provin' that the spirit of Batman is alive in this city. We're gonna take back the streets!

SEKOWSKY raises a fist. Behind him, his CRONIES begin to chant: "TAKE BACK THE STREETS! TAKE BACK THE STREETS!" Incensed, sucking on his finger, ALFRED moves to the TV and flicks it off.

He turns on the radio in search of something more soothing. "Good King Wenceslas" pipes through the manor; smiling, ALFRED sets the sandwich plate alongside a steaming kettle on a Sterling silver tea service.

INT. BRUCE'S LIBRARY - THAT MOMENT - NIGHT

The CAROL CONTINUES UNDERNEATH as ALFRED, white linen draped over one forearm, sets the tea tray down on his master's big mahogany desk. He digs in his pocket for a key and unlocks a side drawer.

The drawer contains a stack of yellowed, aging NEWSPAPER CLIPPINGS -- among them one which reads "THOMAS WAYNE MURDERED: Prominent Doctor, Wife Slain in Robbery. Unidentified Gunman Leaves Child Unharmd." ALFRED digs around beneath the clippings and finds a concealed SWITCH at the rear of the drawer.

Gears grind, and a sectional bookcase detaches itself from the wall -- sliding out a couple of feet to reveal a STONE STAIRWAY which descends into darkness...

INT. BATCAVE - A MOMENT LATER - NIGHT

Descending the stone stairs, ALFRED arrives in the Batcave. "Good King Wenceslas" is on the speakers down here as well. Across a catwalk the BATMOBILE rests on its little plateau, wrapped in a tarp.

ALFRED clears some space on a lab table and sets the tea service down. He glances up at the bank of video monitors and sees SEKOWSKY, still babbling, on several channels simultaneously. He scans the cave, but there's no trace of BRUCE.

ALFRED
Sir? -- MASTER BRUCE??

As if in response, BATS screech and flutter in the distant recesses of the cavern. ALFRED turns suddenly and sees BRUCE behind him, suspended from a thin filament wire, RISING OUT OF A BOTTOMLESS ABYSS.

BRUCE
I'm not deaf, Alfred. I hear you.

He's wearing his civvie -- tweed pants and cashmere sweater -- but he's got the utility belt, with its spring-action reel, buckled about his waist. Clutching a bundle, he hangs in midair for a moment, dangling over the void. ALFRED slowly regains his composure:

ALFRED
I took the liberty of preparing tea.
(*indicating the monitors*)
I take it you've been watching the news?

BRUCE, still dangling, glances up at the SEKOWSKY interview and nods.

BRUCE
Yeah...lot of crazy people in this world.

BRUCE rocks back and forth to build up momentum. He kicks off on the nearest stone outcropping, lands gracefully on the Batcave floor, and unbuckles his belt. Preoccupied, he drops his mysterious bundle on the lab table: a roll of black fabric, and a cluster of lightweight, hollow ALUMINUM RODS, connected by what appears to be SURGICAL TUBING.

ALFRED

I should inform you...Christmas is approaching, and we've received our annual solicitation from the Fireman's Toy Fund.

(eyeing the equipment)

If I may inquire...?

BRUCE

Oh, yeah. Watch this.

BRUCE hits a trigger on a tiny gas canister attached to the tubing. The tubing inflates and the rods spring erect -- stiffening, wing-like, into something which looks remarkably like the skeleton of an umbrella.

ALFRED

Most ingenious, sir. What exactly it?

BRUCE

What does it look like?

ALFRED

To the untrained eye, sir, it looks remarkably like...the skeleton of an umbrella.

Sounds good. BRUCE eyes his new invention, thinks it over, smiles slyly.

BRUCE

Good guess, Alfred. That's exactly right.

BRUCE hits the trigger, and the rods WILT with a hiss. He sits at his lab table; ALFRED unfolds a napkin on his lap, pours a cup of tea.

ALFRED

Splendid, sir, and if I may say, I'm glad you're putting your time to such productive use.

(beat)

Now -- the Toy Fund. Our contribution last year was a half-million dollars...

BRUCE

We can do better than that.

ALFRED

Then there's the foster-parents program...

the Gotham homeless crusade...

BRUCE nods abstractedly and tucks into his sandwich. He seems oddly preoccupied -- not exactly melancholy, but his thoughts are obviously a million miles away. ALFRED looks on, concerned:

ALFRED (cont.)
Is something troubling you, sir?

BRUCE
Yeah...the holidays, I guess. Always gets me thinking about...
(he changes the subject)
And to tell you the truth, I'm a little -- concerned about Vicki.

ALFRED
(anxiously)
Miss Vale, sir...?

BRUCE
Yeah. I've been thinking about it lately. Thinking about it a lot...
(gravely; shaking his head)
...and I still can't figure out what to get her for Christmas.

BRUCE shoots ALFRED a solemn, perplexed look -- and ALFRED heaves an audible sigh of relief as we

CUT TO:

INT. PRISON CELL - DAY

TIGHT ON a stack of COOPS and CAGES, piled high against a bare concrete wall. Each cage -- and there are at least two dozen of them -- contains a twittering BIRD: starlings, pigeons, cardinals, titwillows...

CAMERA PULLS BACK from the bars of the cages to reveal a VERY ODD FIGURE in prison greys. A CANARY, perched on his shoulder, SINGS HAPPILY as he stands in front of a grimy, cracked mirror, plastering back his hair, BUFFING HIS NAILS with quick, birdlike strokes.

MR. BONIFACE is beak-nosed, epicene, and so fat that it seems his skin should burst; the adjective that comes to mind is "obscene." Despite his eccentric appearance, he comports himself with overblown, theatrical dignity. Fastidious and preening, he does not suffer insults lightly.

CAMERA PULLS BACK FURTHER -- through another set of bars -- and we realize that MR. BONIFACE is himself caged. A PRISON GUARD arrives to slide back his cell door...

GUARD

Up and at 'em, Pengy. -- Pengy?

MR. BONIFACE pointedly ignores the GUARD, refusing to acknowledge the odious (if wholly appropriate) nickname.

GUARD (cont.)

Boniface...

MR. BONIFACE finally turns. With an expression of extreme distaste, he affixes a MONOCLE over one eye, returns the canary to its cage and allows himself to be ushered out.

INT. WARDEN'S OFFICE - DAY

MR. BONIFACE and his ATTORNEY sit at a long table across from the WARDEN and the members of the PAROLE BOARD.

PAROLE OFFICER

You want to return the money you stole.

BONIFACE

Intact. The map will show you where it's buried.

The PAROLE OFFICER stares skeptically at a hand-scrawled MAP.

PAROLE OFFICER

All of it. Forty-two million dollars.

MR. BONIFACE stares down humbly at the table -- as if he finds the mere mention of his transgression too embarrassing to bear.

PAROLE OFFICER II

Why this sudden change of heart?

MR. BONIFACE

Gentlemen, I want my debt to be repaid in full. I want to be a part of civilized society!

(oozing sincerity)

Prison life is not for me. The guilt, the fear, the constant shame...one meets a disturbingly low class of people.

PAROLE OFFICER II

Sure, but -- forty-two million dollars??

MR. BONIFACE nods plaintively. It's quite a performance. He dabs at his face with a handkerchief; it's hot in here, and he's the delicate type...

WARDEN

His record's clean. Thirteen years without an incident.

ATTORNEY

I'd like to point out, my client's put his time to good use. A student of ornithology...articles published in several respected journals...

The PAROLE OFFICER thumbs through a stack of magazines: Bird World, Ornithological Review, Beaks And Feathers, Nest Egg.

MR. BONIFACE

Birds, yes. My only source of solace.

PAROLE OFFICER

In light of this rather extraordinary gesture, I see no reason not to endorse your application for parole.

BONIFACE

Thank you, sir. You won't regret it.

MR. BONIFACE shakes hands with the members of the PAROLE BOARD. As the GUARDS escort him out, a BLACK MYNAH BIRD SQUAWKS LOUDLY from its cage in the corner of the office:

MYNAH

CRIME DOES NOT PAY. AAWWK!! CRIME DOES NOT PAY.

CHUCKLES all around. On his way out the ATTORNEY gestures toward the mynah -- and BEAMS at the parole board:

ATTORNEY

Personally trained by my client.

INT. PRISON CELL - DAY

Free time -- the cell doors are open and the convicts are milling around in the common area. T-BONE, 220 lbs. of dumb, hulking beef, saunters up to his cell and finds his bunkmate, MR. BONIFACE, staring at a stack of EMPTY CAGES. BONIFACE whirls on him suddenly, his face beet-red, APOPLECTIC WITH RAGE:

MR. BONIFACE

-- Where are my birds?!?

T-BONE

Shit, Pengy. I let 'em go.

MR. BONIFACE

Hermione. My canary. It's the dead of winter!

T-BONE flops casually on his bunk, obviously enjoying MR. BONIFACE's profound distress.

T-BONE

They were all cooped up. With you leaving

and all -- seemed like the humane thing to do.

BONIFACE'S GAZE FALLS on a corner of the cell. He spots a scattering of YELLOW FEATHERS -- a patch of FRESH BLOOD. With a supreme effort of restraint, he turns and forces a smile...

MR. BONIFACE

I see. -- You might as well have this. I won't be needing it...

He tosses a SONY WALKMAN to T-BONE, who flicks it on. The dim strains of CLASSICAL MUSIC are audible through the earphones...

T-BONE

Well, thanks, Pengy. No hard feelings.

(chuckling to himself)

Y'know, I'm gonna miss that pudgy little ass of yours.

T-BONE tunes the Walkman to a rock station, slips the headset on, grins from his bunk. TWO GUARDS arrive. As they escort him out, MR. BONIFACE mutters:

MR. BONIFACE

You won't miss it long.

EXT. PRISON - MAIN ENTRANCE - DAY

It's fifteen degrees outside as MR. BONIFACE -- aka THE PENGUIN -- waddles forth from the prison gates, regally attired in cutaway and pin-stripes. He pauses to inhale a deep lungful of the icy air; then, with a smile of exhilaration, he removes his coat and STRETCHES -- spreading his wings, REVELING in the cold.

A STRETCH LIMO pulls up. Two identically gaunt and vulture-like DANDIES, formally dressed, with bowler hats and umbrellas, step out to meet him. These two gentlemen -- FRICK and FRACK -- serve as the Penguin's general factoti and "business managers."

FRICK

Welcome back, Mr. Boniface.

PENGUIN

Mr. Frick. Mr. Frack. Our years of planning are about to pay off.

INT. LIMO - MOVING - DAY

Now that he's loose, the PENGUIN's rapacious side is beginning to show. His eyes twinkle with greed as he contemplates his own ingenuity.

PENGUIN

I take it they found the money all right?

FRACK

We buried it exactly as you specified.
\$42,271,009...

PENGUIN

How much have we got left?

FRICK reaches into his coat for a BALANCE SHEET.

FRICK

Let's see -- an initial capitalization of
42 million and change, compounded over
thirteen years, at an annual return of
just under sixteen percent --

PENGUIN

Fine, fine. How much?

FRICK

Seventy-nine million. -- Excluding the
sum we buried.

THE PENGUIN lets out a dry, heaving CHORTLE, midway between a
normal laugh and a DUCK'S QUACK. He checks his watch and
reaches into his pocket for a small ELECTRONIC DEVICE.

PENGUIN

Speaking of burials...

EXT. PRISON YARD - DAY

T-BONE on work detail. He's got the Walkman on and he's
shoveling snow to the beat. He winces, and removes the
headphones...

The MUSIC he was listening to has been replaced by an eerie,
high-pitched WHINE. He's twisting the knob, trying to find
the station he was tuned to, when a PIGEON dives down STRAIGHT
AT HIS HEAD.

T-BONE

HEY -- !

He drops the shovel as the bird STRIKES, glancing off his
head. Before he can react, THREE MORE PIGEONS have swooped
down at him, PECKING at his head and shoulders in a frenzy.

He lets out a HOWL and staggers through the prison yard in a
frenzy. DOZENS of PIGEONS are pouring over the prison walls,
SHRIEKING HIDEOUSLY, descending on him. He falls to the
ground screaming for help, but the other prisoners run like
rabbits, terrified...

By the time the GUARDS come racing across the courtyard,
T-BONE's no longer even visible. There's just a swarming,

man-shaped mass of PIGEONS, pecking away, flapping their wings insanely. Covering their faces as they move in, the GUARDS blow their whistles -- BEAT AT the pigeons with billy clubs.

All at once, the PIGEONS take off *en masse* -- leaving T-BONE's mutilated corpse sprawled in the yard. A GUARD notices the Walkman, picks up the earphones to listen, and hears nothing but ROCK MUSIC -- "Surfin' Bird" by the Trashmen. Bird bird bird, bird is the word...

EXT. ROAD - ON PENGUIN'S LIMO - MOVING

An AERIAL VIEW of the LIMO as it cruises down the deserted road leading away from the prison. It disappears from view -- and all at once the frame is filled with PIGEONS, great squalling FLOCKS of them, dutifully following their master as he makes his way back to Gotham City.

DISSOLVE TO:

INT. WAYNE MANOR - ENTRYWAY - NIGHT

ALFRED opens the front door and finds a bundled-up VICKI out on the portico, red-cheeked, flushed, and happy. She pulls him forward, gives him a quick peck on the cheek.

VICKI
Guess what, Alfred. I think I found a
present for Bruce.

She's got a long, skinny GIFT BOX propped up against the exterior wall. At first it doesn't want to fit through the door -- it must be eight feet long -- but with ALFRED's help she gets it inside. The faithful butler stares curiously at this odd-shaped gift...

VICKI (cont.)
Skis. -- Don't let on, okay?

ALFRED
He won't hear a word of it from me.

VICKI
He's such a nightmare to shop for. --
What do you get him year after year,
Alfred?

ALFRED
(conspiratorially)
I find you can't go wrong with
surveillance equipment. Let me put this
under the tree...

VICKI
Not so fast.

She reaches into the pocket of her coat and pulls out another

small gift. ALFRED stares at the tag -- "TO ALFRED, LOVE VICKI" -- and tries to suppress a HUGE GRIN.

ALFRED
Why, Miss Vale -- !

VOICE FROM BEHIND
What's all this?

ALFRED and VICKI turn. It's BRUCE, dressed for dinner, marching down the long stairway in the entry hall. VICKI waves frantically.

VICKI
Don't look. It's your present.

VICKI rushes over to embrace him. He gapes at the long skinny box --

BRUCE
What'd you get me? Kareem Abdul-Jabbar?

VICKI frowns and gives him a kiss. She nestles up against him. WHISPERS in his ear:

VICKI
I'm going to give you the happiest
Christmas you've ever had.

Still in the clinch, BRUCE shoots a look at ALFRED. Taking the hint, ALFRED clears his throat and bends to pick up one end of the ski box. He backs out of the entry hall, dragging the box before him...

CUT TO:

EXT. GOTHAM PARK - NIGHT

FIRES burn in garbage cans. TENTS and LEAN-TOS dot the snowy landscape. Men, women, and children wander aimlessly, huddling against the cold.

An army of the HOMELESS has set up camp in Gotham Park. On the nearby periphery, PICKETERS -- half concerned citizens, half down-and-outers -- are marching the sidewalks, keeping a candlelight VIGIL. Hand-lettered placards read: "SAVE THE PARK." "PARKS ARE FOR PEOPLE." "THIS PARK IS OUR HOME."

The source of the protest? A towering SIGN posted in a corner of the park, announcing the imminent consuuction of a new luxury highrise -- the GOTHAM PARK TOWERS -- a project of Shaw Construction, Inc.

A LAMBORGHINI sits at a traffic light nearby...

INT. LAMBORGHINI - THAT MOMENT - NIGHT

BRUCE and VICKI, dressed for dinner, stare out at the demonstration.

VICKI

Homeless.

(beat)

I was just down here Tuesday. Seems like there's more every day.

BRUCE starts to say something, but can't think of anything to say.

VICKI (cont.)

Christmas time. And they say there's over a thousand people living in the park already.

BRUCE

-- Yeah.

The light changes. BRUCE throws the car into gear and -- at the next intersection -- turns the car right, into the park.

EXT. PUB-IN-THE-PARK - NIGHT

Despite the name, it's a tony little bistro catering to Gotham's elite. A PANHANDLER, underdressed for the cold, has been hustling the customers as they come out; a couple of PARKING ATTENDANTS are trying to drag him discreetly away as BRUCE'S CAR pulls up.

A VALET opens the car for BRUCE and VICKI, who look on in concern as the PANHANDLER gets the bum's rush. The liveried DOORMAN shrugs apologetically -- sorry for the inconvenience -- as they enter.

INT. PUB-IN-THE-PARK - NIGHT

Post-dinner. VICKI's got a sheaf of PHOTOS spread out on the table in front of BRUCE -- shots of Gotham's HOMELESS, being forcibly evicted from slum dwellings, erecting their SHANTYTOWNS in Gotham Park.

VICKI

They're already razing the tenements and SRO's downtown. These people don't have anyplace else to go.

(beat)

If the city starts selling off the park...

BRUCE takes a good long look at his opulent surroundings. HUGE WINDOWS open on a serene and picturesque view of the park; CAMPFIRES flicker in the distance...

BRUCE

-- Yeah. I guess I'll pass on dessert.

VICKI
(taking his hand)
Bruce, you do a lot more than most people
even dream of.

BRUCE
Sure. Comes off the top of my taxes --

VICKI
That's not what I meant.

They exchange a long silent look. Of course she's referring
to Batman. Still, the argument doesn't hold much water with
BRUCE.

BRUCE
-- What I "do" doesn't come close to the
root of the problem, Vicki.
(long pause)
I'm just a Band-Aid.

VOICE FROM BEHIND
Bruce! It's been ages!

VICKI turns -- and rapidly closes her photo folder.
Millionaire construction magnate RANDALL SHAW is in the
restaurant table-hopping, and he's just glommed onto BRUCE.

BRUCE
Randall. You remember Vicki. -- How's
the construction business?

SHAW
The park tower? All systems go. If we
can get the junkies and winos cleared
out...
(a big grin)
Not too late to get in on the deal.

BRUCE
I'll think about it.

SHAW
Say, Walter Barrett's due back from
Europe. We should all get together at the
club.
(clapping him on the shoulder)
Nice to see you again, Miss Veal.

"Miss Veal" maintains a big phony smile as SHAW moves off to
the next table. She murmurs to BRUCE through clenched teeth:

VICKI
What a pig.

BRUCE
I've known him since he was seven years

old. He was a pig then too.

VICKI

Now he wants to gobble up the park...

(shivering)

Bruce -- isn't there something you can do about people like that?

BRUCE

What, tie him up with a bat-rope?

VICKI

No, you idiot. I meant you. Bruce.

BRUCE nods -- oh, yeah. Subtle distinction.

INT. PUB-IN-THE-PARK - NIGHT

BRUCE and VICKI emerge from the restaurant. He hands his parking stub to a VALET. A crowd's beginning to form in the lot outside...

The red-and-blue bubble of a POLICE CAR is flashing a short distance off, near the entrance to the park. TWO RED BERETS, in full Order-of-the-Bat regalia, look on as a recently-mugged WOMAN JOGGER gives her statement to the investigating COPS.

BRUCE and VICKI, intrigued by the Batman-wannabes, move a little closer -- within eavesdropping range:

RED BERET I

We were on patrol. Saw the whole thing.

JOGGER

I was attacked. Three men in ski masks --

COP I

(indicating the RED BERETS)

And these two broke it up?

JOGGER

These two?? They ran like rabbits. I never saw anybody take off so --

RED BERET II

Hey! Somebody had to go for the cops.

COP II

You. SHUT UP, all right??

(to the JOGGER)

Lady, who was it that bailed you out??

JOGGER

A kid. Thirteen or fourteen tops. He just came out of nowhere and -- tore into 'em.

(shaking her head)

It was so quick I didn't even see his face.

Nearby, VICKI shoots a highly quizzical look at BRUCE, who responds with a mystified shrug. Her professional curiosity piqued, she wanders over to introduce herself to the JOGGER.

An exasperated COP leads the RED BERETS away from the crime site:

RED BERET I
Dumb shit. Shouldn'ta been jogging in the park at night anyway.
(sullenly)
Look around you. It's fulla bums.

BRUCE gestures at the RED BERET's Batman sweatshirt as he passes.

BRUCE
Nice outfit.

RED BERET I
Piss off, geek.

DISSOLVE TO:

EXT. WATERFRONT DISTRICT - NIGHT

Snow blankets the abandoned warehouses rimming Gotham Harbor. FOGHORNS blare in the distance as a pair of STILETTO HEELS -- totally inappropriate for the weather -- click across the sidewalk and pause at mid-block, where a wide wooden plank leads down from street level to a seedy hole-in-the-wall bar: the WHARF RAT.

INT. WHARF RAT - NIGHT

A roughneck joint, about as trendy as the average bait shack. The clientele consists primarily of surly types who are saving up for their next tattoo. A TV over the bar is tuned to the late news:

ANCHORWOMAN
...and tomorrow, the city's power elite will be turning out in force to greet millionaire industrialist Walter Barrett, who returns to Gotham after a five-year stay in Europe...

The BARTENDER switches to a hockey game, because none of the rowdies at the bar give a shit about Walter Barrett. None, that is, except for a strapping young bruiser named RICKY, who gets up and makes his way to a pay phone in the corner.

Moments later, the owner of the high heels enters; she opens her black fur coat and unwraps her muffler, revealing exotic,

vaguely Eurasian features. She's dark and elegant, fine-boned, regal of bearing -- and her name, though we don't know it yet, is SELINA KYLE.

She's not the kind of girl who typically frequents the Wharf Rat, and so her entrance creates quite a stir. A LONGSHOREMAN at the nearby pool table misses his shot and digs a rut in the felt. Two blowsy WHORES size her up territorially as she finds an open stool at the bar and settles in with serene indifference.

The regulars, of course, are all but licking their chops. The only guy in the joint who hasn't noticed her yet is RICKY, who's still on the phone:

RICKY

Yo. Ricky here. What's the haps?

In mid-conversation he notices SELINA. She smiles invitingly -- right at him. Mildly startled, he smiles back.

RICKY (cont.)

Midnight. No sweat. See you then.

He hangs up eagerly. Then, with a deep breath, he hitches up his pants and swaggers over to SELINA's end of the bar.

SELINA

Well. "Ricky," is it?

RICKY

How'd you know that?

SELINA

I heard you on the phone. Talking to your girlfriend.

RICKY

Girlfriend? No, no. That was business.

SELINA makes a big show of peeling off her gloves.

SELINA

If you've got time for a little pleasure
...maybe you'd like to buy me a drink.

She clasps his hand. His EYES BUG OUT. Three enormous rings, a diamond bracelet -- there must be several thousand in rocks on her left hand alone. RICKY gapes at the sparklers, bedazzled.

RICKY

Jeez -- they look almost real.

SELINA

Why wouldn't they be?

RICKY is not the smoothest guy around, and his line of thought is all too evident. He swallows hard and tries not to stare.

RICKY
You'd have to be crazy. Nobody'd wear the real thing to a dive like this.

SELINA
Oh, they're real, all right. So are these.

She waves her FINGERNAILS -- long, polished, and talon-sharp -- in front of his eyes. With lightning speed, before he can react, she pins his wrist to the bar -- and with one quick stroke carves a THIN BLOODY STRIPE in the back of his hand.

SELINA's eyes flash as he gasps in shock. He tries to jerk his hand away, but he can't break her grip. Then -- her dominance firmly established -- she releases his hand with a coy, Cheshire-cat smile.

SELINA (cont.)
Weren't we going to have a drink?

He blinks, forces a chuckle, smiles unsteadily. She takes his wounded hand, lifts it slowly to her mouth, and LAPS GENTLY at the blood. RICKY is hypnotized.

She's got an odd way of flirting, but RICKY finds it somehow -- intriguing. He dabs at his hand with a napkin and signals to the BARTENDER.

CUT TO:

EXT. WATERFRONT - PIER 31 - NIGHT

Just after midnight; the snow's still falling, the waters are icy, and the wharfs are deserted -- almost. A small STEAMBOAT is docked at Pier 31, and the deck is lined with THUGS -- mean, ugly, and heavily armed.

A similar contingent of gun-toting GOONS is waiting to greet them on the dock below. The boys on the dock hoist ASSAULT RIFLES as the BOAT THUGS extend a gangplank. Something major is about to happen...

The CHIEF DOCK GOON gestures to his LIEUTENANT, who grabs a black MEDICAL BAG. Hands raised, the two of them start up the gangplank.

Throughout all this, the DOCK GOONS keep their guns trained on the BOAT THUGS, covering their buddies. One of them turns to a colleague:

DOCK GOON I
Where's that goddam Ricky?

DOCK GOON II
Probably out gettin' laid. And here we
are freezin' our balls off...

EXT. STEAMBOAT - ON DECK - THAT MOMENT - NIGHT

The LIEUTENANT unloads chemical testing gear from his doctor's bag. The lead BOAT THUG gestures to a stack of SHIPPING CRATES which rest atop a large NET spread out across the deck.

BOAT THUG I
You pick.

The CHIEF GOON selects a crate at random. Two BOAT THUGS tip it on its side and, using a crowbar, pry off a FALSE BOTTOM -- revealing a dozen packets of WHITE POWDER.

POV SHOT - HIGH ANGLE - THAT MOMENT

We're now watching the scene from a vantage point atop a ramshackle boathouse at water's edge. Down on the deck of the steamboat, the LIEUTENANT goes to work testing the merchandise.

LIEUTENANT
It's pure.

REVERSE ANGLE - THAT MOMENT

A BLACK SILHOUETTE is peering down from the boathouse roof. The mysterious watcher ducks quickly out of sight; the only details that register are a pair of ominously familiar POINTY EARS...

CHIEF GOON (O.S.)
Let's do it.

He gestures to his boys on the dock. A CRANE-AND-WINCH assembly rotates into place over the deck -- and the BOAT THUGS gather up the corners of the netting and attach them to the big hook.

BOAT THUG I
Hold it. Let's see the money.

Down on the wharf, a DOCK GOON kneels beside a metal suitcase and opens it. Lots of long green inside. The BOAT THUG signals thumbs up, and the CRATES rise into the air as the goon with the suitcase starts up the gangplank.

LOW ANGLE - ON GANGPLANK - THAT MOMENT

The goon with the suitcase marches up. Beyond him, in the distance, a LITHE BLACK SHADOW vaults off the boathouse roof and makes a silent, graceful landing on the long shaft of the CRANE.

ANOTHER ANGLE - THAT MOMENT

The moment of maximum tension: grim faces all around, everyone holding a gun on someone else as the suitcase arrives on deck and crane swings over the pier.

ANGLE ON CRANE - THAT MOMENT

Razor-sharp, CHROME-STEEL TALONS slash suddenly through the air.

ON DOCK - LOW ANGLE - THAT MOMENT

The netting GIVES WAY, and TWO DOZEN SHIPPING CRATES rain down onto the pier, CRUSHING two DOCK GOONS underneath. The crates explode into splinters, littering the dock with drugs and random ART OBJECTS as the other DOCK GOONS scatter in panic.

ON STEAMBOAT - THAT MOMENT

Nobody knows quite what's going on. Panicking, the GOON with the suitcase full of money turns tail and dives for the gangplank. BOAT THUG I sees him and squeezes off a quick shot. Winged, the GOON topples off the gangplank and hits the drink, suitcase and all.

Pandemonium. All at once, everyone's OPENING FIRE. Thinking he's been double-crossed, BOAT THUG I turns on the CHIEF GOON and SHOOTS HIM TWICE at point-blank range.

BOAT THUG I
YOU SON OF A BITCH!
(to another BOAT THUG)
Go after it. Get the money. GO!!

He raises his gun, and the second BOAT THUG dutifully obeys -- diving off the deck into a hail of gunfire. Everyone's ducking for cover. BOAT THUG I barks orders at the pilothouse:

BOAT THUG I
Soltar las amarras! -- CAST OFF!!

ANOTHER BOAT THUG
LOOK!

BOAT THUG I whirls, just in time to see a SHADOWY FIGURE landing cat-like on the deck mere yards away. Clad in inky black leather from head to toe, the intruder's face is concealed by what appears to be a BONDAGE MASK. Studded, with openings for the eyes and mouth, it spans one incongruous touch: a pair of POINTED CAT EARS.

She bares her teeth and HISSES.

It's a woman.

BOAT THUG I is momentarily mesmerized. In the time it takes him to lift his gun, she's produced a CAT-O'-NINE-TAILS. She SNAPS it at him: REELS HIM IN; and with one lethal stroke, RAKES her steel talons across his face and throat. He slumps to the deck, lifeless.

The other BOAT THUG rushes her; she catches him under the jaw with a sudden upthrust, LIFTS HIM INTO THE AIR, and sends him toppling into the water.

The gangplank falls aside as the steamboat pulls away from the pier. She hoists an abandoned ASSAULT RIFLE, SCATTERS the DOCK GOONS with a round of automatic fire, and VAULTS off the boat -- landing in a graceful crouch on the edge of the pier.

Most of the DOCK GOONS have taken flight, but a few unlucky specimens remain behind. She somersaults forward; takes one goon off his feet with a crack of the whip; knocks another off the dock with a twirling high-kick to the jaw; sends two more reeling with swift talon-slashes. The whole frenzied mop-up action takes just under ten seconds. Alone at last, she stands back to survey the scene.

Counting the stiff's on the boat -- which is now receding in the harbor -- there must be well over a dozen dead. The snow is speckled with red. A half-dozen bodies lie sprawled in their own blood; one of them, the lone survivor, is face-down and softly MOANING.

Retracting her steel claws, the MASKED WOMAN crouches amid the wreckage of the smashed shipping crates. BUNDLES OF WHITE POWDER -- millions of dollars' worth -- are scattered all about the pier, but she couldn't seem less interested. Instead, she's checking the MANIFEST NUMBERS stamped on the sides of the crates.

She finds crate #18396-BB and rummages among its contents until she comes up with a carefully-wrapped parcel. She opens it carefully and holds it up for inspection. The statuette of a RAVEN -- carved from solid onyx -- glistens in the moonlight.

The WOMAN pauses long enough to slip a small CARD in the MOANING PUNK's back pocket. Then, cradling the raven under one arm, she dashes off on silent cat feet.

A LANTERN approaches. It's an OLD SALT -- some kind of hapless night watchman -- and his face goes bone-white at the sight of the carnage on the docks. He kneels beside the moaning punk, turns the body over, and GASPS -- because the PUNK'S FACE has been CLAWED TO SHREDS.

PUNK
Murcielago. MURCIELAGO!!

CUT TO:

INT. PENGUIN'S LAIR - NIGHT

The unique chamber in which we find ourselves is alive with the flutter and song of COLD-WEATHER BIRDS -- dozens of them, all chirping, flitting about in the rafters, alighting on special perches mounted in the walls.

At the center of this penthouse room is a vast sunken POOL. ARCTIC TERNS loll on the surrounding rocks as a LACKEY with a wheelbarrow empties cracked ice into the already-frigid water. Carefully landscaped, it looks like the penguin exhibit at the Gotham Zoological Gardens.

A MASSIVE, INDISTINCT SHAPE glides beneath the surface. It's not a whale; it's too pink. It is, instead, the PENGUIN -- and as he breaks the surface, sputtering, he sees FRICK standing in the open doorway.

FRICK

Mr. Boniface? Your...visitor has arrived.

PENGUIN

Thank you, Mr. Frick. Show her in.

The PENGUIN moves to the edge of the sunken pool. Two of his LACKEYS swivel a CROSSBAR, which hangs from the ceiling by a long chain, into place over his head. He grasps it with both hands -- and the crossbar RISES, hoisting his formidable bulk out of the water.

INT. HIGH-RISE - CORRIDOR - THAT MOMENT

FRICK leads the VISITOR down a long corridor lined on either side with BIRD CAGES -- exotic songbirds with brilliantly-hued plumage. CAMERA TRACKS ALONG behind her, and although we can't see her face, there must be something distinctively feline about her -- because the BIRDS are shrieking and fluttering in their cages, RECOILING INSTINCTIVELY as she strolls past.

FRICK opens a door and ushers her into...

INT. PENGUIN'S LAIR - A MOMENT LATER - NIGHT

Our visitor -- SELINA KYLE -- enters the penguin-pool room. Her teeth begin to chatter. The big bay windows have been thrown open, and SNOW is blowing in from outside. It's freezing in here.

She sees the PENGUIN -- wearing a thin dressing gown and an APRON outfitted with SEED POUCHES -- scattering birdseed on the window ledge for the pigeons, totally oblivious to the cold. He turns, throws his arms wide in greeting, kisses the back of SELINA's hand.

PENGUIN

Ah, Miss Kyle! At last we meet.

SELINA

At last we meet. -- Pigeons?

PENGUIN

Yes, they're common birds -- dirty, stupid, unattractive -- but they're very obedient, and they do crap on people's heads. May I?

She extends a SHOPPING BAG. The PENGUIN removes a parcel and unwraps it, revealing the RAVEN STATUETTE. He sets it on a nearby desk, fondles it reverently...and BEAMS at SELINA.

PENGUIN (cont.)

I see your reputation was not exaggerated.

SELINA

I've located the others. All but one.

(shivering)

I'm surprised you don't catch pneumonia -- !

With an apologetic smile, the PENGUIN pulls the windows shut.

PENGUIN

My normal body temperature is ninety-two degrees. Germs find me inhospitable.

SELINA

I see why they call you the Penguin.

PENGUIN

They may call me that...but rarely more than once. Champagne?

She nods. He pours two glasses, hands one to SELINA, raises a toast.

PENGUIN (cont.)

My dear. Here's to the second biggest crime in the history of Gotham City.

CUT TO:

INT. POLICE OBSERVATION ROOM - NIGHT

COMMISSIONER GORDON and another cop, LT. EDDIE BULLOCK, are in darkened antechamber adjacent to an interrogation room.

BULLOCK

It wasn't about the drugs. Whoever it was left thirty kilos sitting on the docks.

They're watching, through a two-way glass panel, as a terrified man with a heavily-bandaged face tells his story. It's the lone survivor of the dock massacre, JULIO, and his

voice is audible over a concealed intercom:

JULIO (filter)
Un silueta negra -- con colmillos, y
garras -- el demonio. El murcielago.
MURCIELAGO!

GORDON
What's that he keeps saying?

BULLOCK
"Murcielago." -- Bat.

GORDON
Nonsense. That dock looked like a
slaughter-house. Batman's never committed
murder.

BULLOCK
We did find this in his back pocket.

BULLOCK hands GORDON a CARD. It reads: "THOSE WHO FEED ON THE
SOUL OF GOTHAM WILL SUFFER MY WRATH" -- and in lieu of a
signature, there's a little black BAT-EMBLEM in the bottom
corner.

While GORDON's staring at it, a POLICEMAN pokes his head in:

POLICEMAN
Commissioner? We've got Barrett.

INT. POLICE INTERROGATION ROOM - THAT MOMENT

A cubicle down the hall. The splenetic WALTER BARRETT,
millionaire industrialist, is fidgeting in his chair as GORDON
enters.

BARRETT
Fine welcome. These storm troopers of
yours dragged me away from my coming-home
party!
(beat)
I'd like to know the meaning of this --

GORDON
I'd like to know how thirty kilos of pure
cocaine wound up concealed in your
personal effects.

BARRETT
Gordon -- I come from one of the oldest
and most influential families in Gotham.
If you plan to accuse me of smuggling
drugs, be my guest.
(long, menacing pause)
I'll have your badge before you leave this
room.

GORDON weighs the threat. He nods to the COPS in attendance...

GORDON
Book the son of a bitch.

GORDON storms out. BARRETT jumps out of his chair, but the COPS restrain him. Outraged, he bats their hands away...

BARRETT
I believe I'm still entitled to a phone call.

CUT TO:

EXT. DOWNTOWN GOTHAM - DAY

VICKI with her camera, squeezing off snaps. She's standing behind a SAWHORSE, part of a crowd of onlookers at a downtown DEMOLITION SITE. SURVEYORS and HARDHATS bustle about in a VACANT LOT, a full city block in size, fenced off and strewn with rubble. The only structure still standing is a lone, decrepit TENEMENT BUILDING; a WRECKING BALL is poised above it, ready to strike.

A SIGN at one corner of the lot announces a forty-story OFFICE COMPLEX soon to be erected on this site by SHAW CONSTRUCTION, INC. Down below is RANDALL SHAW HIMSELF, in necktie and hardhat, speaking into a WALKIE-TALKIE:

SHAW
Come on! Let's move it! We're an hour behind as it is!!

A few moments later, a CLUSTER OF PEOPLE emerge from the tenement building -- a mixed team of COPS and CONSTRUCTION GOONS who are forcibly removing a DESTITUTE FAMILY from the condemned building. VICKI watches angrily...

HER POV - TELEPHOTO LENS

A quick series of shots: the SQUATTERS wailing and struggling, clinging to the doorways, unwilling to leave. Their few belongings are packed in a couple of CARDBOARD BOXES, which the cops heave rudely out onto the street. Finally, the handcuffs and nightsticks come out...

ANGLE ON SHAW - THAT MOMENT - DAY

A SURVEYOR grabs SHAW by the arm and points out the woman taking photos in the crowd. SHAW recognizes her instantly. His face turns into a mask of outrage -- as if he's been personally betrayed.

SHAW
Jesus Christ, that's Bruce Wayne's bimbo!

He makes eye contact with her. VICKI stares back defiantly. He's about to stroll over and tell her off when a HARDHAT signals to him:

HARDHAT
Phone call, Mr. Shaw. Guy said it's urgent.

SHAW
(to the SURVEYOR)
Hold the ball. I wanna hear it crash.

He climbs into the cab of a nearby TRUCK, where he picks up a CELLULAR PHONE.

INTERCUT - BARRETT AND SHAW

BARRETT's still in custody at the police station -- using his one phone call to contact the construction magnate.

BARRETT
It's me, Randall -- Walter Barrett. I want you to call my attorney. That was my shipment they busted up last night.

SHAW
Jesus, Walter, I --
(suddenly puzzled)
Why are you calling me??

BARRETT
It's worse than that. Somebody took my raven.

SHAW stares at the phone in horrified disbelief.

ANGLE ON VICKI - THAT MOMENT

SHE WATCHES as SHAW climbs out of the truck -- numb, in a daze. He signals to the WRECKING BALL OPERATOR; a WHISTLE blows, and the great iron ball knocks a MAMMOTH HOLE in the facade of the tenement.

SHAW doesn't even stick around to watch it. He scurries off to his car at the end of the block. VICKI, highly intrigued, gets it all on film...

INT. GOTHAM GLOBE - CITY ROOM - DAY

VICKI's in a huddle with the Managing Editor, SCHULTZ, showing him her PHOTOS -- SHAW orchestrating the eviction of the SQUATTER FAMILY.

SCHULTZ
Great stuff, but we're looking at a shitfight with our beloved publisher. He

and Shaw...
(crossing his fingers)
Old money sticks together.

VICKI points to a photo of SHAW racing from the truck to his car.

VICKI
I'd sure like to know what shook him up
so. He was out of there like a scared
rabbit...

Just then, a reporter -- WILK -- rushes up excitedly to SCHULTZ's desk.

WILK
Got a blind tip from downtown. You know
that massacre on the docks? Batman.

VICKI reacts in astonishment. SCHULTZ's jaw drops -- this is hot.

EDITOR
Whoa! Is this on the level?

WILK
Cops even got a note. "Those who feed on
the soul of Gotham will suffer my wrath!"
(grinning; to VICKI)
Sounds like your pal's cranked it up a
notch.

VICKI starts to protest, but thinks better of it.

INT. WAYNE MANOR - ENTRY HALL - EVENING

ALFRED opens the door. A BANNER HEADLINE stares him in the face:

**BATMAN IMPLICATED IN DOCK MASSACRE
Industrialist Linked to Drug Smuggling Ring**

VICKI, who's holding up the afternoon paper for ALFRED's inspection, peeks out glumly from behind the masthead.

VICKI
Seen the late edition?

ALFRED
I'm afraid so, Miss Vale. Master Bruce is
sequestered in the cave.

INT. BRUCE'S LIBRARY - A MOMENT LATER - EVENING

On their way to the Batcave, ALFRED and VICKI pass through the library. They pause in front of the television -- which is tuned to a PANEL SHOW, with various experts discussing the hot

issue of the day.

ENVIRONMENTALIST (on TV)
Walter Barrett's no saint. His factories have been dumping poison into the air and water for years. If he is mixed up with drugs...

PUNDIT (on TV)
That's not the issue. The issue is, do we entrust our public safety to some...masked vigilante. Does Batman have a license to kill?

ALFRED
(*shaking his head*)
Ah, the public. Dishearteningly fickle.

VICKI follows ALFRED out. We HOLD on the TV as the CAMERA PANS OVER to the third guest on the panel, loudly demanding air time. He's wearing a RED BERET and a BATMAN SWEATSHIRT:

MIKE SEKOWSKY (on TV)
Yo, here's the tip, man. Drug dealers are scum. If Batman did wax these punks...SO WHAT? They deserved it! End of discussion.

INT. BATCAVE - A MOMENT LATER - EVENING

ALFRED and VICKI arrive; BRUCE gestures for them to keep quiet. He's hunched over a TAPE RECORDER -- and COMMISSIONER GORDON'S VOICE is blaring from a nearby speaker...

GORDON (O.S.; filter)
Anyone could've written that note.

INT. GORDON'S OFFICE - THAT MOMENT

GORDON's in conference with a number of CITY OFFICIALS -- blissfully unaware that anyone might be eavesdropping.

CITY OFFICIAL I
And I suppose anyone could've taken out a boatload of armed thugs. A dozen men, Jim -- murdered in cold blood --

GORDON
Before we forget, Batman's saved hundreds of lives!

CITY OFFICIAL II
He's still a vigilante. We don't know who he is, where he comes from, why he does it...

CITY OFFICIAL I

Street punks are one thing, Jim. This is
Walter Barrett -- a personal friend of
mine!

As the conversation continues, CAMERA SLOWLY MOVES IN ON a
COMPUTER TERMINAL in the corner. We see the tiny TRADEMARK
embossed on the CPU -- "WAYNE TECHNOLOGIES."

INT. BATCAVE - THAT MOMENT - ON BRUCE

as he LISTENS through his concealed bug.

CITY OFFICIAL II
You've gotta bring him in, Jim -- at least
for questioning. It would sure help if we
could get that mask off...

BRUCE shuts the recorder off. He turns to face ALFRED and
VICKI --

BRUCE
Ladies and gentlemen...I've been framed.

CUT TO:

EXT. GOTHAM CITY - NIGHT

The BAT-SIGNAL blazing in the night sky. After a beat, the
CAMERA TILTS DOWN to a cluster of EXCITED CITIZENS, who point
and holler as the BATMOBILE streaks past.

INT. SQUAD CAR - THAT MOMENT

TWO COPS are parked in an alleyway, watching as the BATMOBILE
whizzes past on the street. The DRIVER pulls out behind it as
the second COP grabs his radio mike...

COP
One-delta-niner -- 10-80 on Riverview
north-bound at 33rd -- 10-78, repeat
10-78.

VOICE ON RADIO (filter)
10-4, one-delta-niner -- that's a 10-37,
repeat 10-37. Backup on the way.

EXT. STREET - ON BATMOBILE

BARRELING TOWARD US on the street. The SQUAD CAR gains behind
it. A SIREN HOWLS; a red-and-blue bubble begins to flash...

The BATMOBILE makes a HAIRPIN TURN -- and ACCELERATES.

OVERHEAD ANGLE - THE STREETS

As the BATMOBILE rounds the corner and picks up speed, TWO
MORE SQUAD CARS scream down the cross street, joining in the

pursuit. All at once THICK BLACK SMOKE billows from the back of the Batmobile -- ENVELOPING the police cars, BLINDING THE DRIVERS...

EXT. STREET - THAT MOMENT - NIGHT

TWO SQUAD CARS parked in a V-formation -- a makeshift roadblock. ANXIOUS POLICEMEN mill about in front of them. They move into position as the BATMOBILE, still trailing smoke, rounds a corner and careens directly toward them...

ANGLE ON BATMOBILE - THAT MOMENT

The FRONT FENDER of the Batmobile detaches and EXTENDS itself from the body of the car. It BENDS in the middle; WING-PANELS flip into place, forming an arrowhead-shaped COW-CATCHER.

EXT. STREET - ON ROADBLOCK

A SHRIEKING HORN BLARES. The COPS see the Batmobile SPEEDING UP and dive for the sidewalk. The COW-CATCHER slams into the SQUAD CARS, pushes them effortlessly aside, and cruises through the gap.

As the PURSUING CARS emerge from the smoke cloud and follow the Batmobile through, we TILT UP to the roof of a nearby building --

EXT. ROOFTOP - THAT MOMENT

-- and realize that the Batmobile's on automatic pilot, because BATMAN's been on the roof all along -- watching the action with some dismay.

His relationship with the Gotham PD appears to be on shaky ground. He speaks into his voice-activated REMOTE CONTROL UNIT:

BATMAN

Evasive.

SIRENS HOWL below as he strolls across the rooftop, lost in thought.

CUT TO:

INT. PENTHOUSE APARTMENT - NIGHT

At this height, the SIRENS are a distant insect drone. We're in the palatial digs of RANDALL SHAW, the construction magnate. There's obviously money to be made in real-estate development -- because the walls are lined with art, and the floor-to-ceiling windows open on the most spectacular view in Gotham.

At the moment, SHAW's posing casually in front of his new Brancusi -- which rests on a pedestal near the windows. An

UNIDENTIFIED WOMAN in a slinky black dress LOOKS ON, her back to the camera...

WOMAN

It's a fake.

SHAW

Hmm. It cost me a half a million dollars.
You're sure?

WOMAN

Absolutely. You see, I...happen to know
where the real one is stashed.

The WOMAN wanders out of frame as SHAW smiles, impressed. He seems peculiarly nonchalant about the whole deal; at the moment, art is not the first thing on his mind. CAMERA STAYS ON HIM as he pours two glasses of red wine and circles in on his mysterious guest.

SHAW

I guess you'd know. I have some "friends"
in the art world. They say that -- for
certain hard-to-get items -- you're the
one to call.

WOMAN (O.S.)

How flattering.

SHAW

They say for the right price...you could
steal Michelangelo off the Sistine Chapel
Wall.

WOMAN (O.S.)

Mr. Shaw. Do you believe everything you
hear?

SHAW

Oh, I'm not one to judge. I admire people
who take what they want. I'm just curious
how you do it.

SHAW hands her the wine, and for the first time we see her face. It's SELINA KYLE, perching seductively on the arm of the sofa...

SELINA

I find that the old methods work best.

Setting her wine down, flashing her patented Cheshire-cat smile, SELINA moves in on him -- and they go into a deep, passionate kiss. Her long red nails dig into his back; SHAW drops his wine glass, which SHATTERS -- splashing red wine across the polished parquet floor.

INT. PENTHOUSE - SHAW'S BEDROOM - NIGHT

The action's gone horizontal. SELINA, peeled down to a sheer lace teddy, is on the bed atop SHAW -- tickling his throat with quick, lapping kisses. She rolls off suddenly; when he tries to sit up, she pushes him back down with a single finger.

Sitting on the edge of the bed, she peels off her STOCKINGS, twisting them around into tight cords. With a coy smile she runs her finger in a circle around SHAW's hairy chest -- and then, abruptly, knots one stocking tightly about his wrist and ties it off on the bedpost.

SHAW

Hey, what are you doing -- ?

He tries to break her grip. She BACKHANDS him sharply across the face.

SELINA

You're very inquisitive. You'll just have to be disciplined.

An EDGY SMILE spreads across his face as she binds his other hand to the bedpost. None too quick, he's just caught on that all this is part of SELINA's kinky scene. She crosses quickly to the bathroom --

SHAW

You know, I've...I've never really done this kind of thing before.

-- and reemerges wearing her CATWOMAN mask...which seems perfectly appropriate in this context.

SELINA

I think people should indulge their fantasies. Don't you?

Now that he's all trussed up, she crosses the room and reaches into an oversized bag. She withdraws an odd-looking chromium BRACE, slips it on over her wrist, and hits a trigger. SIX-INCH STEEL TALONS snick into place. SHAW's dopey smile fades...

SHAW

Hey, what are those -- what are you --

He lets out an awful, shrill SHRIEK as the camera WHIP PANS away from the bed to a Jackson Pollack on the wall nearby. A SPRAY OF BLOOD spatters across it -- in an aesthetically pleasing way -- and the SHRIEK ends in a LOW GURGLE as we

CUT TO:

INT. BUILDING LOBBY - A FEW MINUTES LATER - NIGHT

A SECURITY GUARD is working a crossword at his booth near the entrance of the building. Behind him, a bank of MONITORS show various empty hallways throughout the building. He reaches for his coffee and sees a RED LIGHT flashing on a wall panel nearby.

INT. SHAW'S PENTHOUSE - THAT MOMENT

The penthouse is THROBBING with the clangorous sound of a BURGLAR ALARM. SELINA is standing by an OPEN WALL SAFE -- concealed behind a painting, which has been swung away on hinges -- and she's HOLDING HER EARS, wearing a look of complete exasperation: oh, shit. The GUARD'S VOICE crackles over a nearby intercom:

GUARD (O.S.; filter)
Mr. Shaw? What's going on up there? --
Mr. Shaw?

Furious with herself, she reaches inside the safe and extracts a BLACK RAVEN statuette -- identical to the one she took on the docks. She slams the door shut and swings the picture back into place.

EXT. STREETS - THAT MOMENT - NIGHT

SIRENS echo in the streets. SQUAD CARS make sudden turns and streak off toward SHAW's building.

EXT. ROOFTOP - HIGH ANGLE - NIGHT

Watching the cars from his rooftop vantage, BATMAN raises an ANTENNA mounted on his utility belt and cups one hand to his head. An EARPIECE concealed inside his cowl gives him the police frequency:

DISPATCHER (O.S.; filter)
-- possible 15 in progress, 188 E. 69th at
Gotham Park West. Move out. It's Randall
Shaw. Repeat, all units --

BATMAN's eyes widen. He steps to the ledge and pulls a TINY METAL CYLINDER from his belt -- immediately recognizable as part of BRUCE's hydraulic umbrella-gizmo.

But it's no umbrella. When BATMAN thumbs the switch, his BLACK CAPE begins to SPREAD and RISE -- stiffening, expanding -- INFLATING itself into a pair of RIGID BLACK BATWINGS.

He steps OFF THE LEDGE, INTO MIDAIR -- SOARING SILENTLY ACROSS THE STREET LIKE A HUMAN HANG-GLIDER as the cop cars cruise past far below.

INT. SHAW'S BEDROOM - NIGHT

There's an awful BANGING at the front door. SHAW lies under the bloody sheets, hands folded, staring lifelessly up at the

ceiling. SELINA, now dressed in full Catwoman regalia, slings a lightweight KNAPSACK over her shoulders. She picks up the nearest chair, RAMS IT through SHAW's plate-glass window, and clambers out onto the ledge outside.

Ten seconds later the COPS burst in. They rush to the bedroom -- spot the shattered window, the inert gory mass on the bed --

-- but the real shock comes when they glance over at the wall. Painted there, in blood...is a big, red, dripping BAT.

COP

JESUS!

EXT. ROOFTOP - SHAW'S BUILDING - NIGHT

Forty stories up. The CATWOMAN, in a surefooted crouch, she scurries along the ledge -- SPRINGS at a cornice -- and in one lithe motion VAULTS UP onto the ROOF. She scampers across the rooftops, dropping from one to the next with rope and tackle, like a mountain climber --

-- until she reaches the building at the end of the block. Here she pauses to dig in her knapsack. She pulls out a retractable HOOK at the end of a rope, swings it around, HEAVES IT at the rooftop across the street...

EXT. STREET BELOW - LOW ANGLE - THAT MOMENT

POLICE pile out of cars and race for the entrance, totally oblivious to the odd scene taking place overhead -- where the small, barely-visible figure of a WOMAN, clad entirely in black leather, is doing a TIGHTROPE WALK across the intersection.

EXT. ROOFTOP - A MINUTE LATER - NIGHT

The CATWOMAN bounds across snowy rooftops until she decides she's out of danger. Then, weary and exhilarated, she drops to her knees; bathed in moonlight, she preens, stretches, emits eerie little purrs and hisses of pleasure. She's just made a kill and her blood is running high, so she's stopped for a moment of Quality Time.

She hears an odd crunching noise two roofs over. Her whole body tenses and -- though her head doesn't move -- her eyes dart left.

A CAPED SHADOW has just touched down at the end of a line. The gold BAT-EMBLEM on his chest is visible for the briefest of seconds before he steps back into the shadows. She acts like she hasn't noticed...

...but a little smile flickers across her lips just the same.

TIGHT ON BATMAN - THAT MOMENT

His eyes widen -- his LIPS PART as he watches her. If it's possible to see absolute consternation behind that mask, we're seeing it now.

HIS POV - ON CATWOMAN - THAT MOMENT

She still doesn't let on that she's seen him. Instead, she goes to the ledge of the roof and begins to STRUT, like a gymnast on the balance beam -- POSING for him in a little private show -- a strange, self-infatuated, AUTOEROTIC DANCE ROUTINE for BATMAN's benefit.

EXT. ROOFTOP - THAT MOMENT

His jaw is down around his knees. Whoa. He edges forward slightly, as if hypnotically drawn to her...

She hears a noise. Stops. Makes a big show of looking left and right. Somehow afraid she'll see him watching, BATMAN jumps back into the shadows. She gathers her things; a small WHITE CARD flutters from her knapsack to the snowy roof, and she VANISHES over the edge.

Snapping back to reality, he bolts across the roof just in time to see --

EXT. SIDE OF BUILDING - ON CATWOMAN - THAT MOMENT - NIGHT

She's rapidly working her way down the side of the building, flipping down from one fire escape to tile next -- a master gymnast. Three stories up, she lands on a railing, then STOPS -- LAUNCHING HERSELF out over the street, making a perfect landing on the roof of a passing BUS.

EXT. ROOFTOP - ON BATMAN - THAT MOMENT - NIGHT

BATMAN turns -- and his eyes fall on the WHITE CARD. He kneels to pick it up; a brief three-word MESSAGE is scrawled upon it...

LOOKING FOR LOVE?

He goes goggle-eyed with astonishment. He rushes back to the edge of the roof and sees the BUS just turning toward the entrance to Gotham Park. He's reaching for his grappling-gun, figuring to follow, when a FLOODLIGHT catches him full in the face.

EXT. STREETS BELOW - THAT MOMENT - NIGHT

Down below, the cops are sweeping their beams across the rooftops. Two of them catch a quick glimpse of BATMAN just as he ducks back behind the cornice, out of view.

COP

Hey. You see what I saw...?

This sends the astounded COPS rushing to their radios. Right on cue, COMMISSIONER GORDON's car pulls up. LT. BULLOCK, who's already on the scene, fills him in as he climbs out.

BULLOCK

It's Randall Shaw. Torn to ribbons. --
We just made Batman up on the roof.

GORDON

Oh God.

EXT. GOTHAM PARK - THAT MOMENT - NIGHT

The BUS rumbles deeper into the snowy park. A BLACK SILHOUETTE springs off the roof into the trees, disappearing among the branches...

We TRACK WITH the bus as it moves through the park, arriving finally at:

EXT. CLEARING IN PARK - SHANTYTOWN - NIGHT

The little colony of HOMELESS PEOPLE in their cardboard shacks and lean-tos, still occupying the future site of the Park Towers. MARCHERS and PICKETERS are continuing their protest nearby, and some charitable organization's set up a makeshift soup kitchen on folding tables -- hot coffee and sandwiches.

VICKI's on the periphery of the camp, camera in hand. She's trying to persuade a HOMELESS MAN to let his picture be taken.

VICKI

Please, just one. It's important for people to see what's happening.

HOMELESS MAN

They don't want to see us, lady. They just want us gone -- out of sight, and out of mind.

(mumbling as he wanders off)

Get worse before it gets better. It always does.

VICKI TURNS. In the distance, the PICKETERS are shrieking and wailing. A VAN's just pulled up to the edge of the park, and a dozen HARDHATS are elbowing their way through the crowd. All at once they're swarming through shantytown with TIRE IRONS and BASEBALL BATS, overturning the sandwich tables, RIPPING DOWN the shabby tents and lean-tos.

Some of the HOMELESS PEOPLE run. Those who resist meet with swift and sudden violence. A MARCHER jumps a hardhat, and gets a baseball bat in the gut for his trouble.

VICKI waits for the police sirens, but they don't come. She backs off toward the trees, she begins SNAPPING PHOTOS

FRANTICALLY, capturing the carnage on film.

A HARDHAT is dismantling a lean-to with his tire iron -- sending the terrified family inside scurrying off into the snow -- when he glances up and sees VICKI taking his picture. He points her out to a colleague...

...and suddenly the two of them are RUSHING TOWARD HER with pure cold malice in their eyes. VICKI turns to run, but it's slow going in the snow. She SLIPS and FALLS; her attackers are almost upon her...

...when a SHADOWY FIGURE DIVES OUT OF THE TREES and TACKLES one of the HARDHATS. The FIGURE lands a powerhouse blow to the fallen HARDHAT's jaw, knocking him out cold.

The second HARDHAT turns and lifts his TIRE IRON. But the FIGURE, with surprising agility, is already rolling out of the way. As he rolls, he grabs the first guy's HARDHAT off his head and brings it up in front of him -- blocking the blow from the second guy's tire iron.

In the same motion, he plants a FOOT in the second HARDHAT's belly and sends him REELING BACKWARD, HARDHAT II drops the tire iron, and the FIGURE snatches it out of midair as he gets to his feet. He moves in on the second HARDHAT, BRANDISHING the iron --

-- and while HARDHAT II is staring at it, the FIGURE HIGH-KICKS HIM in the face. HOP; KICK. HOP; KICK. The FIGURE has nailed him three times squarely on the jaw before he can hit the ground.

The FIGURE turns toward VICKI. Her eyes go wide with astonishment.

It's a KID, thirteen or fourteen at the outside, sunken-eyed, grimy-looking, in a torn-and-tattered RAINCOAT. She stares at him for the briefest of instants before he rushes off to the aid of his fellow homeless...

She can't believe what she's seeing. The KID wades smack into the midst of the remaining HARDHATS, and kicks ass -- spinning, pirouetting, kicking, clawing in a furious display of pure athleticism. It seems like he's everywhere at once. There's only one other guy in Gotham City who can handle himself like this...

Rallying behind him, the MARCHERS and HOMELESS PEOPLE snatch bats and tire irons from the fallen HARDHATS -- and the tide turns. The invasion is being repelled. Faced with renewed resistance, the few HARDHATS still left standing TURN TAIL and race off to their VAN.

Triumph in shantytown. The MARCHERS and HOMELESS cluster together to lick their wounds -- and the KID, satisfied that everything is under control, turns and sprints off toward the

trees.

But one prostrate HARDHAT is only playing dead. As the KID runs past, the HARDHAT extends a TIRE IRON into his path -- TRIPPING HIM, sending him sprawling in the snow. The KID throws up his hands as the HARDHAT prepares to smash down at him...

CLANG. The HARDHAT drops his tire iron and topples over, BOARDLIKE. The KID looks up and sees VICKI standing there with a baseball bat.

He gives her a quick nod of acknowledgement as he gets to his feet -- thanks for returning the favor. He's about to light out again when --

VICKI
WAIT! Don't be afraid. I wanted to thank
you. I --

KID
(cautiously)
Twenty.

VICKI
What?

KID
Twenty bucks.

VICKI's mildly taken aback, but she reaches for her purse just the same. She's barely gotten her wallet open when the KID snatches the bill out of her hands. They stare at each other for a long moment --

VICKI
...Who are you?

KID
Dick.

-- and then he's bounding off like a shot. VAULTING up into a tree and vanishing amid the snowy branches. VICKI starts to follow, but there's no way she can keep up. Instead she digs into her CAMERA BAG...

HER POV - THROUGH TELEPHOTO LENS

Using the long lens, she tracks the KID's progress through the treetops. She can't actually see him, but occasional chunks of SNOW and ICE are falling to the ground as he jumps from limb to limb...

For a moment it seems like she's lost him. As she sweeps the lens back and forth, scanning the trees, she catches sight of an EQUESTRIAN STATUE in the distance. She ups the magnification so she can see the plaque on the pedestal. The

stone figure on the horse is Union war hero GEN. OLIVER WAYNE
-- BRUCE's great-grandfather.

As luck would have it, the KID drops to earth not ten feet
from the statue -- VICKI's got him in her sights again. He
looks around cautiously to make sure no one's following, then
races toward a STONE BRIDGE which arches between two small
hillocks, over a frozen creek.

There's a DRAINAGE TUNNEL, four or five feet in diameter,
mounted in the bridge abutment, the KID pries off a wire grate
and clambers inside, then pulls the grate back into place
behind him. Home sweet home.

EXT. PARK - ON VICKI - NIGHT

as she lowers the lens. Her face is full of conflicting
emotions. She'd love to corner this boy vigilante and find
out what his story is. But on the other hand -- even the
homeless are entitled to their privacy...

CUT TO:

INT. PENGUIN'S AVIARY - NIGHT

A CANARY sings in its cage as a BLACK CAT watches transfixed
from a nearby chair. The cat arches its back -- waits -- and
SPRINGS AT THE CAGE, BATTING at it in midair. The canary
SHRIEKS; the cat YOWLS; a WOMAN snatches it up off the floor,
cradles it in her arms...

WOMAN'S VOICE

Now Hecate. You don't want that scrawny
little bird --

It's SELINA, looking ripe and slinky in a sheer black
ensemble. At the desk behind her is the PENGUIN, in his
customary cutaway and waist-coat, polishing his new RAVEN. He
bares his teeth:

PENGUIN

Do you want me to wring that creature's
neck?

SELINA

You try it, I'll do the same to you.
(as he grumbles; bemused)
I saw him, you know.

PENGUIN

Saw who?

SELINA

Batman. He was dreamy.

She strokes the cat, in a reverie. The PENGUIN drops his
polishing cloth, startled.

PENGUIN

Dreamy?!? Are you insane!? My God --
(sputtering wildly)
Are you sure it was him? What did he do?

SELINA

He stood on a roof and watched me. He
didn't realize I'd seen him. I don't
think he knew quite what to make of me.
(smiling)
But he was definitely interested.

This sends the PENGUIN into a frantic round of pacing. (Or
waddling.)

PENGUIN

This scheme of yours is backfiring. We
don't need him on our tails. Do you know
how much money is at stake here?

SELINA

Money isn't everything.
(casually)
What's the point if we can't enjoy
ourselves?

She chuckles to herself. He stares at her in disbelief -- and
SQUAWKS.

CUT TO:

EXT. GOTHAM SQUARE - MORNING

The big SIGN over Gotham Square tells us there are only 9
shopping days left until Christmas. Down below, BRUCE is
walking VICKI to work.

VICKI

Six-on-one, and he took 'em all out...then
vanished into a drainage pipe -- right
next to the statue of General Wayne.

BRUCE

My illustrious great-grandfather. Think
it's the same kid we heard about?

VICKI

Must be. He reminded me of you.

BRUCE chuckles. They pass a NEWSSTAND just outside the Globe
building, pausing to stare at the headlines -- which SCREAM:

NEW BAT-MURDER?

**Batman Suspect in Slaying of Millionaire Developer
Commissioner Gordon Refuses Comment**

The accompanying photo is a full-color spread of the BLOODY RED BAT painted on SHAW's wall. BRUCE scowls at VICKI:

BRUCE
-- You work for this rag?
(*snatching up a paper*)
Your boss is calling for Gordon's
resignation -- unless he brings Batman in
for questioning...

VICKI nudges BRUCE and points at a STOREFRONT across the street.

THEIR POV - SOUVENIR SHOP

The owner is in the store window, hastily removing all of his Batman merchandise and setting up new displays devoted to TEENAGE MUTANT NINJA TURTLES and THE SIMPSONS. A MOTHER drags her squirming TODDLER past the entrance -- the kid smells heavy markdowns on Bat-shit, but Mom clearly doesn't approve...

BACK TO SCENE - ON BRUCE AND VICKI

looking on in dismay. BRUCE crumples the paper in outrage:

BRUCE
I need a good PR man.

NEWS VENDOR
Hey, pal -- you buyin' or borrowin'?

With a sullen look, BRUCE tosses the paper back on the rack. VICKI pulls him off toward the entrance of the Globe.

VICKI
That's what happens when you go after the
rich and powerful.

BRUCE
Hey, it wasn't me, remember? I am rich
and powerful --

As he's talking, BRUCE glances back at the newsstand. He sees an AD FLYER tacked up on one side -- "LOOKING FOR LOVE? Find it in the GOTHAM GLOBE PERSONALS."

Looking for Love. Eyes widening, he digs in his pocket for a quarter and races back to the newsstand. VICKI keeps walking...

VICKI
Maybe it's almost...good. In a weird way.
I mean, Shaw, and Barrett -- if people
like that were really scared, maybe
they'd --

She suddenly realizes she's talking to herself. She turns around and sees BRUCE back at the newsstand, hurriedly unfolding a copy of the Globe. She marches back and tugs at his sleeve.

VICKI (cont.)
Hey, I'm late for work. You can read that later.

BRUCE
Quiet. I'm looking for a personal ad.

Her face screws up in confusion as BRUCE frantically scans the page.

BRUCE (cont.)
"Tall, Dark And Handsome -- You saw me on the roof 12/16. I was in black; you were too."

VICKI
Is this some kind of bad joke?

BRUCE
It's her. That cat woman, or whatever she is.
(reading aloud)
"I jumped a bus into Gotham Park hoping you'd follow, but you were too shy..."

VICKI
What does she want -- a date?

BRUCE
She's trying to contact me. Says she's gonna leave me another ad...

The two of them exchange a look of utter perplexity. BRUCE's mind is racing; he seems bizarrely aroused -- in a way that makes VICKI just a trifle nervous...

INT. GOTHAM GLOBE - CITY ROOM - DAY

VICKI arrives at her desk and sets her portfolio down. She spots a message in the "in" file. She takes one look at it, and her eyes go wide with RAGE. She storms out in a fury...

INT. PUBLISHER'S OFFICE - A MINUTE LATER - DAY

Barging past a phalanx of SECRETARIES, VICKI bursts into the inner office of HARRISON J. PROVOST, publisher of the Globe. He's just opening his mail. He heaves a weary sigh as VICKI BARKS at him:

VICKI
WHY DID YOU KILL MY STORY?

PROVOST

Close the door.

(waiting for her to calm down)

Your story isn't news. With Shaw dead --

VICKI

But the project's still going ahead! If attacking homeless people in the park isn't news, I'd like to know what is --

PROVOST

There's a psycho out there in a mask and cape -- killing off Gotham's most prominent citizens! That's news.

(beat)

I've known Randall Shaw all my life. His family is in mourning. And it just so happens I don't believe in slandering the dead.

VICKI FUMES. She turns and stares PROVOST straight in the eye.

VICKI

Mr. Provost -- how much money do you have tied up in the Park Tower project?

PROVOST

Vicki...I'm going to forget you made that remark. For the sake of your job, I suggest you do the same.

VICKI stalks off -- and PROVOST goes back to his mail. He finds an envelope addressed in a shaky, psychotic scrawl, with the word "CONFIDENTIAL" underlined three times in ink. He tears it open --

-- and HIS FACE TURNS PALE as he stares down at the contents: a small business-sized card, signed with a BAT-EMBLEM...

**THOSE WHO FEED ON THE SOUL OF GOTHAM
WILL SUFFER MY WRATH**

CUT TO:

EXT. GOTHAM HALL OF JUSTICE - DAY

WALTER BARRETT and his ATTORNEY emerge onto the front steps of the courthouse. BARRETT is instantly mobbed by REPORTERS.

REPORTER I

Mr. Barrett! Any comment on the arraignment?

REPORTER II

Is it true bail was set at two million dollars?

ATTORNEY

Stand back! My client has nothing to say
at this time!

The ATTORNEY clears a path for BARRETT, who climbs into a waiting CAR, shielding his face. REPORTERS cluster around it...

As the car pulls out into traffic, we see a flock of PIGEONS taking wing from their perches on the statues outside the Hall of Justice.

OVERHEAD SHOT - ON BARRETT'S CAR

PIGEONS fill the frame, swooping down toward the CAR, which is idling at a traffic light far below.

INT. BARRETT'S CAR - THAT MOMENT

The liveried DRIVER drums his fingers as he waits for the light to change. BARRETT's in the back, speaking into his cellular phone.

BARRETT

It's time we called an emergency meeting
of the Raven Society. Get back to me...

Looking troubled, he hangs up. A fat white glob of PIGEON SHIT splatters across the windshield. Seconds later -- another SPLAT.

BARRETT (cont.)

Damn pigeons.

DRIVER

Just washed it, too.

The DRIVER reaches for the wiper switch. They hear a tiny DINK as a SOLID PELLET bounces off the windshield.

BARRETT and the DRIVER exchange a mystified look. A small, blinking CAPSULE has just lodged in the wiper-blade assembly...

OVERHEAD SHOT - ON BARRETT'S CAR

Just as the light changes, the CAR EXPLODES into a million fragments -- leaving a BLACKENED CRATER in the middle of the intersection.

CUT TO:

INT. BATCAVE - DAY

TIGHT ON A VIDEO MONITOR -- showing FIRE TRUCKS in the intersection we've just left, hosing down the wreckage of

BARRETT's car. BRUCE is watching intently when ALFRED appears behind him.

ALFRED
The Fluegelheim called again, sir. They want to know if you'll be attending the opening of the new Egyptian exhibit.

BRUCE, still engrossed in his news broadcast, waves ALFRED off.

BRUCE
Cancel.

ANCHORWOMAN (on TV)
-- and, citing new evidence in the so-called string of "millionaire murders," Police Commissioner J.T. Gordon today swore out a warrant for the arrest of Batman.

(beat)
We go now live to Mike Sekowsky, spokesperson, Order of the Bat.

SEKOWSKY
Jeez! Talk about gratitude -- !!

At the sight of SEKOWSKY's face, BRUCE kills the sound in disgust. ALFRED looks on helplessly as he paces the floor of the Batcave.

BRUCE
Well, Alfred, it's official. I'm a wanted man.
(beat)
"New evidence"...I've gotta find that woman. Did you check the personals?

As ALFRED shakes his head no, a BUZZER sounds. They've got a visitor. BRUCE hits a switch on a monitor, and sees COMMISSIONER GORDON'S CAR sitting outside the wrought-iron gates of Wayne Manor.

He throws a nervous look at ALFRED. ALFRED speaks into a microphone:

ALFRED
Who's there?

GORDON
Jim Gordon, Alfred. I've got to see Bruce.

A spooky development. Does GORDON suspect? After a moment's hesitation, BRUCE nods to ALFRED -- let him in.

ALFRED

Mr. Wayne will see you, sir.

INT. BRUCE'S LIBRARY - A MOMENT LATER

A curious BRUCE ushers GORDON into the library, gestures toward the liquor cabinet. The Commissioner nods his head no. He's fidgety, ill at ease -- he obviously doesn't want to be here.

GORDON

Sorry to bother you. Bruce -- I'll get right down to it. You knew Shaw and Barrett --

BRUCE

I saw them occasionally. We all sat on the board of the Fluegelheim...

GORDON

Did you have any...dealings with them, or --

BRUCE

No. I never liked the way they did business.

GORDON

The thing is, Bruce, you're all lumped together in the public mind -- the Five Families of Gotham, that sort of thing -- and, uh...

(taking a card from his pocket)
Harrison Provost got this in the mail.

BRUCE examines the card, -- "THOSE WHO FEED," etc. He stares at GORDON in mock-concern, playing it close to the vest...

BRUCE

Then Batman is behind all this.

GORDON

Batman or a damned good imitation.

BRUCE

Well. He's changed tactics, hasn't he.

GORDON

(shrugging; at a loss)
Shaw, with his high-rises -- Barrett, a druglord, major polluter -- they weren't exactly model citizens. Who knows, it could be some crazy social-conscience kind of thing.

BRUCE

You mean he's going after...the root of the problem.

GORDON shakes his head and gets up to go. BRUCE hands him the card.

GORDON

Let me know if you get one of these.
We'll put all our resources at your disposal.

BRUCE nods thoughtfully as ALFRED appears to see the Commissioner out. A moment later, the butler reappears.

BRUCE

Changed my mind, Alfred. I'll be dropping in on the Fluegelheim after all.

CUT TO:

INT. FLUEGELHEIM MUSEUM - NIGHT

It's a party to celebrate the opening of the new Egyptian exhibit, and the Fluegelheim is hopping. BOARD MEMBERS, MUSEUM PATRONS, and SOCIALITES mill about in dinner jackets and evening gowns, making small talk. AN OPEN SARCOPHAGUS has been set up as a wet bar.

On a raised concrete platform in the center of the hall, rimmed by a decorative moat, sits an ancient Egyptian SHRINE. The TEMPLE OF BASTET has been moved to Gotham and reconstructed in the Fluegelheim --sandstone walls, fountains, statuary and all.

Guarding the entrance is a stately bronze statue of the goddess BASTET -- who has the body of a woman and the head of a pointy-eared CAT. She holds an aegis and a sistrum; four tiny KITTENS romp at her feet. BRUCE, who's just arrived, is taking an intense interest in the cat-goddess...

VICKI

What is it?

BRUCE

I just had a weird sense of *deja vu*.

He glances over by the sarcophagus and sees PROVOST, the publisher, huddle with ELIOT TIPTREE III, transit magnate -- the remaining member of Gotham's "Five Families." The two of them are engaged in some urgent conversation which he can't quite make out...

TIPTREE

Harrison -- we really ought to warn Bruce.
We owe him that much.

BRUCE detaches himself from VICKI and strolls toward them. PROVOST and TIPTREE force smiles and wave, affecting an air of nonchalance.

PROVOST (cont.)

The man's a space cadet. Let him look out for himself.

(as BRUCE arrives; cheerfully)

Why, Bruce! What a delightful surprise.

BRUCE

Good to see you two. Looks like the Five Families are suddenly down to three.

(looking around)

In fact, if somebody dropped a bomb on this room right now --

TIPTREE chuckles nervously. PROVOST is even less amused.

PROVOST

Is that your idea of a joke, Bruce?

BRUCE

Not at all. Commissioner Gordon seems to think we should all be hiring bodyguards.

TIPTREE

Oh, that's absurd.

PROVOST

I already have.

The two of them glower at each other. It's like an outtake from *The Newlywed Game*. BRUCE shrugs it off and makes a vacuous face:

BRUCE

Thing is, I can't imagine why Batman would be after us. Can you?

PROVOST and TIPTREE are about to go into another round of hemming-and-hawing when a NEW FACE joins the party. It's SELINA KYLE -- stunning as ever in an extravagantly revealing dress slit up to the armpits. She's holding two glasses of CHAMPAGNE...

SELINA

You two look like you need a drink. --
And is this who I think it is?

She flashes BRUCE her most winning, seductive, heavy-artillery SMILE. He BLINKS, temporarily speechless.

PROVOST

Selina Kyle -- Bruce Wayne.

SELINA

Our absentee board member! I've been wanting to meet you forever.

TIPTREE

Selina's the new Curator of Antiquities. She brought the Temple over block by

block --

SELINA
You two won't be terribly upset if I
borrow Bruce for a moment, will you?

Before he can protest, she's linked an arm around his and dragged him off. A nearby FAT MAN spots SELINA, wiggles his eyebrows and WAVES BRIGHTLY. His tongue is practically hanging out -- he's just dying to write her a check. SELINA SIGHS WEARILY to BRUCE:

SELINA (cont.)
Major contributor. -- I always seem to
wind up in charge of fund-raising...

BRUCE
I can't imagine why.

SELINA
Tax year's almost over, you know. I hope
we can count on your usual generous
donation.
(*indicating PROVOST and TIPTREE*)
Someone's got to set an example for those
two tightwads.

BRUCE
They're proccupied. This string of
murders --

SELINA
I asked them if they'd consider including
us in their wills.
(*chuckling to herself*)
They didn't seem a bit amused...

ANGLE ON VICKI - THAT MOMENT

She's making small talk with a bunch of STUFFED SHIRTS and their overdressed WIVES. She glances across the room at the statue of Bastet, sees SELINA draped all over BRUCE. A frown crosses her face...

ANGLE ON BRUCE AND SELINA - THAT MOMENT

She's still clinging to his arm as they stare up at the statue.

SELINA
-- and this is my good friend Bastet, the
Egyptian Cat Goddess.

BRUCE
I think we've already met. -- This is
quite an expedition you've put together.

SELINA
I'm glad you think so. I have to say,
Bruce -- you're not at all what I
expected.

BRUCE
Sorry to disappoint you.

SELINA
Oh, it's not that. Not at all. It's just
that I'd always heard you were...

BRUCE
What?

SELINA
(*coyly*)
Oh...sort of a...

BRUCE
(*smiling; fascinated*)
No. Come on. What?

BRUCE's state of mounting infatuation is abruptly shattered
when VICKI sidles up alongside him and -- territorially --
takes his other arm. The women exchange big, toothy, plastic
smiles; stranded in the middle, BRUCE realizes they're waiting
for him to introduce them.

BRUCE
Oh. Selina Kyle -- my friend Vicki Vale.

SELINA
The photographer. I've seen your pictures
in the Gazette.

VICKI
The Globe.

SELINA
Oh, that's right. The tabloid one. --
What an original dress!

VICKI, still smiling, cocks an eyebrow at BRUCE. He senses
trouble coming and tries to head it off at the pass.

BRUCE
Selina supervised the reconstruction of
the temple. Brought it back from Egypt...
stone by stone.

VICKI
Really. She must be awfully tired.
(*to SELINA*)
How'd you get to be in charge of a huge
project like this?

SELINA

It was easy. I slept with the Pharoah.

She laughs at her own joke. VICKI responds with a dry little chuckle of her own. SELINA gives BRUCE a SHARP YANK on the sleeve.

SELINA (cont.)

Excuse us, won't you, sweetheart? We have some boring museum business to talk about.

VICKI fumes. BRUCE shrugs apologetically as SELINA drags him off out of earshot.

SELINA (cont.)

I. Short leash.

BRUCE

Pull in the claws, okay? She's really terrific.

SELINA

I'm sorry, Bruce. Sometimes I get a little...aggressive, you know?

(handing him a card)

Look, I need to talk to you. Come by sometime. I'll give you the private tour.

BRUCE

Wait. Let me explain about Vicki --

SELINA

(shushing him)

I understand. Anyone who's that protective must have a pretty good reason for it.

She shoots him one last smile -- sly, conspiratorial, unmistakably juicy. Then she's off in pursuit of another major funder. BRUCE is thoughtfully turning the card over in his hands when VICKI rejoins him.

VICKI

How's "business"?

BRUCE

Relax, okay? I like you better.

He scans the room, trying to find PROVOST and TIPTREE. No luck.

VICKI

If you're looking for your fellow millionaires, they left some time back.

CUT TO:

INT. ROOFTOP - NIGHT

The roof of the Gotham Globe. A STARLING circles overhead for a moment -- then DIVES down an exposed VENTILATION SHAFT.

INT. GOTHAM GLOBE - THAT MOMENT

TWO ARMED BODYGUARDS are standing watch outside an office. Brass letters on the door read "J. HARRISON PROVOST, PUBLISHER."

INT. PROVOST'S OFFICE - THAT MOMENT

PROVOST, agitated, working late. He speaks, *sotto voce*, into the phone:

PROVOST
Don't worry about that. I've had the
office swept for bugs. No one's
listening...

INT. TIPTREE'S LIBRARY - THAT MOMENT - NIGHT

TIPTREE in his paneled study at home. There's an open bottle on the table and he's been hitting the sauce -- hard. His VOICE QUAVERS:

TIPTREE
It's just so -- unfair. I mean...it was
over a century ago. It's not like we're
responsible.
(*hollow-eyed*)
How could he know? How could Batman know
about the Raven Society??

INT. OFFICE - ON PROVOST - THAT MOMENT

PROVOST
Who knows and who cares. The point is,
it's happened...

He hears a CHIRP and looks up. It seems to be coming from a HEATING VENT on the wall. But then it stops, so he resumes his conversation --

PROVOST (cont.)
I'm clearing out of the country, and I'm
taking the raven with me. I suggest you
do the same.

INT. HEATING VENT - THAT MOMENT

In the metal shaft on the other side of the grate is a tiny BIRD -- the same one we saw flying down the air shaft. Now that we've got a close-up view, we can see the thin BATTERY PACK wired to its underbelly...and the MINIATURE MICROPHONE taped to its leg.

PROVOST (O.S.)
I'll tell you how to reach me. And don't
repeat this to anyone.

CUT TO:

INT. PENGUIN'S LAIR - DAY

The PENGUIN stands over his indoor penguin pool. He's wearing rubber gloves, feeding LIVE FISH from an ice chest to his arctic birds. The vents in the windows are open, and the climate in the room is downright icy as SELINA's wrapped in fur, stroking her pet cat:

SELINA
He's just another rich idiot.
(chuckling to herself)
The odd thing is, he didn't seem a bit
concerned.

PENGUIN
Then he is an idiot.

SELINA
He lives in some big sprawling manor.
I'll have to get inside, scope it out...
see where he's got the raven stashed.

PENGUIN
How do you plan to do that?

SELINA
How do you think!

A feline smile from SELINA. The PENGUIN chuckles to himself, lobs a FISH out over the pool. A swooping GULL snatches it out of the air before it hits the water. FRICK arrives in the doorway.

FRICK
It's Mr. Provost, sir. He's planning to
embark on an unscheduled Christmas
vacation.

PENGUIN
Good! That should save us a trip to the
bank.

CUT TO:

INT. FLUEGELHEIM - BACK ROOM - DAY

A huge open room cluttered with all kinds of junk: archaeologist's tools, restoration equipment, etc., plus a healthy assortment of curios and oddities from all over. This is SELINA's private domain. CAMERA TRACKS past a glass case

full of ugly, withered, turdlike specimens...

BRUCE

What have we got here?

SELINA

Mummified cats. Bastet's sacred animal.
They were buried by the thousands at
Bubastis. -- Oh, careful!

BRUCE FREEZES with his hand poised over a set of four earthen
JARS. Each has a lid carved in the shape of a HEAD: ape,
jackal, man, falcon.

SELINA (cont.)

Canopic jars. In the process of
mummification, the internal organs were
buried separately.

(pointing to each jar in turn)

Lungs -- stomach -- liver -- intestine --

BRUCE withdraws his hand with a bemused shudder.

BRUCE

You're in a gruesome line of work.

SELINA

Keeps me interested. And that's not easy
to do...

BRUCE's attention turns to a crumbling statuette of an odd
beast: a WINGED LION with the head of a FALCON.

BRUCE

This one I know. It's a gryphon, right?

SELINA

Very good. A mythical demon, half-bird,
half-lion...sweeping down from the sky to
deliver retribution and justice.

BRUCE nods. He can dig it. He regards the gryphon for a long
moment and CHUCKLES.

BRUCE

Poor guy. Birds and cats -- you wouldn't
think the two halves would cooperate.

SELINA

Only under certain circumstances.

(beat)

I'm really glad you came, Bruce. I was
afraid I'd given you the wrong impression.
Or maybe it was the right impression.

BRUCE

What was it you wanted to talk to me

about?

SELINA

Your collection. I'd love to see it. I mean, everyone says you've got a fabulous --

She breaks off in midstream and chuckles to herself. She toys demurely with her equipment. She looks up at BRUCE and switches tactics -- going for the direct approach. BRUCE braces himself...

SELINA (cont.)

Mainly I just wanted an excuse to see you again. Does she know you're here -- Vicki?

BRUCE

(shrugging)

No.

SELINA

It must be strange. Having all that power, and money -- never really knowing if that's what people are attracted to.

BRUCE

What are you attracted to?

SELINA

I think you're a little bit nuts.

(beat)

I think you're a little -- bored with your life. Having everything you want. No variety, no...danger. And every once in a while you need to take a risk. Shake it all up.

BRUCE

How?

SELINA

Maybe by...coming here today.

She leans back against a crate, moistens her lips. She's letting him have it with both barrels.

SELINA (cont.)

That's one thing I can give you, Bruce -- danger -- a little something you can't get at home.

BRUCE hesitates -- but the lure is irresistible. He moves forward slowly; SELINA's eyes close; their lips draw slowly closer...

...and he SNEEZES IN HER FACE. She backs off in shock as he

covers his face. His eyes are watering and he's WHEEZING.
She rushes over --

SELINA

Are you okay?

BRUCE

Is there a cat in here?

Right on cue, SELINA's black cat HECATE lets out a loud MEOW -- and STRETCHES against BRUCE's pants leg. He brushes the animal aside and it LEAPS into SELINA's arms. BRUCE sniffles uncontrollably.

BRUCE (cont.)

Get it away!

She drops the cat, which scampers off. BRUCE rubs his eyes.

SELINA

Poor thing. You're allergic!

BRUCE

Yeah, cats...ever since I was a kid...

(snorting and weeping)

Look, I'd better get some fresh air.

Maybe another time, okay...

He heads for the door before SELINA can stop him. He's gone, but she knows she's left a dent in his armor. She smiles in bemusement as HECATE jumps into her arms and PURRS.

EXT. FLUEGELHEIM - A MOMENT LATER - DAY

BRUCE stumbles out the museum feeling mildly discombobulated. He marches down the front steps past a NEWSSTAND -- where he stops to buy a copy of the afternoon GLOBE.

He opens it to the PERSONAL ADS and finds what he's been waiting for:

**TALL, DARK, AND HANDSOME -- Christmas is coming.
Why don't we trim the tree together?**

This puzzles him for a moment -- until he looks up the street. In the distance, at the very center of Gotham Square, WORKMEN are stringing lights around an enormous CHRISTMAS TREE, almost fifty feet tall.

The LIGHTING CEREMONY is an annual event in Gotham. BRUCE smiles slightly, tucks the paper under one arm and walks to his car.

DISSOLVE TO:

EXT. GOTHAM SQUARE - NIGHT

SNOW falls on a huge CROWD gathered around the big tree. The tree won't be lit for another twenty minutes or so, and so the ONLOOKERS are singing CHRISTMAS CAROLS from printed lyric sheets.

A BAND is playing on a makeshift ORCHESTRA PLATFORM erected in front of the tree, leading the crowd in a spirited rendition of "God Rest Ye Merry, Gentlemen." The Square is rocking with good will toward men. When they get to the part about saving us all from Satan's power --

EXT. ROOFTOP OVERLOOKING SQUARE - THAT MOMENT - NIGHT

-- the CAMERA TILTS UPWARD to BATMAN, watching the action from his usual gargoyle's perch. He's scanning the streets and the rooftops, waiting for the CATWOMAN to make her move -- whatever it is.

He glances at the building directly across the square from him. On the roof is a neon sign reading Gotham City Globe in ornate old-English letters -- and above that, a ROTATING METAL SCULPTURE of the world turning. His eyes rove downward along the facade of the building...

EXT. GOTHAM GLOBE - THAT MOMENT

At street level, an ARMORED CAR has pulled up in front of the Globe offices. THREE SECURITY GUARDS with rifles climb out of the ARMORED CAR, followed by a FOURTH -- who has an OBLONG BOX handcuffed to his wrist. Of course, we can't see what's inside, but to those of us in the know the box looks just about the right size for a RAVEN STATUETTE.

The GUARDS scan the street and enter the building without incident. As they do, a NEWSPAPER DELIVERY VAN crosses the frame; mounted on its side is an ADVERTISING PLACARD which reads:

**BATMAN: HERO OR MENACE?
Read All About It in the GOTHAM GLOBE!**

EXT. ROOFTOP - ON BATMAN

He watches with some curiosity. An armored car: is this some part of the CATWOMAN's scheme? But no...the GUARDS are safely inside the building, and the CAR is leaving. He settles back to wait.

INT. NEWSPAPER DELIVERY VAN - THAT MOMENT

The innocuous-looking VAN rounds the corner of the Globe building. FRICK is at the wheel, FRACK is riding shotgun, and the PENGUIN is between them, peering out eagerly through the windshield.

They turn into the Globe's BASEMENT GARAGE -- where dozens of similar vans are parked at the LOADING BAYS. Just part of the

fleet...

INT. PROVOST'S OFFICE - A MOMENT LATER

The quartet of SECURITY GUARDS arrive at PROVOST's office. The publisher has already packed his suitcases for a speedy getaway. The LEAD GUARD -- the one cuffed to the RAVEN BOX -- sets his precious cargo on a desk and stands discreetly at arm's length while PROVOST unlocks it and checks its contents.

Satisfied, he slams it shut. He reaches into his top drawer for an ENVELOPE, which he hands to his PERSONAL SECRETARY.

PROVOST

Open this in an hour. Phone my wife and tell her where to meet me.

(to the GUARDS; edgily)

No trouble on the way, I take it?

LEAD GUARD

No sir, Mr. Provost. We came straight from the bank vault.

GUARD II

'Copter should be just touching down.

We'll have you safely out of here in no time.

EXT. ROOFTOP - ON BATMAN

"Here Comes Santa Claus" echoes up from the streets. BATMAN watches as a COPTER descends toward the HELIPAD on the roof of the Globe...

INT. CORRIDOR OUTSIDE OFFICE - A MOMENT LATER

PROVOST and the LEAD GUARD with the raven box are at an elevator bank. The other GUARDS head for a stairwell.

GUARD II

We'll check the stairs. See you on the roof.

The LEAD GUARD starts to press the UP button, but PROVOST pulls a key from his pocket instead:

PROVOST

No -- my private elevator. It's safer.

INT. ELEVATOR SHAFT - THAT MOMENT

shooting DOWN on the car as it rises. The shaft above it is filled with BIRDS -- starlings, crows, pigeons and the like, swooping and gliding among the gears and cables...

EXT. ROOF OF GLOBE BUILDING - THAT MOMENT

In BG, the helicopter on its pad, idling noisily, the rotors still spinning. In FG, the small dormer-like structure that houses the STAIRWAY. The metal access door opens, and the first of the GUARDS steps warily out, rifle at the ready. He smiles back at his pal.

GUARD

No way. They don't pay us enough to
tangle with Batm--

A black-gloved, CHROME-TALONED HAND snakes around the edge of the dormer and RAKES ACROSS HIS THROAT...

INT. ELEVATOR CAR - THAT MOMENT

SWEAT beads up on PROVOST's lip as the GUARD hits the up button and the car begins to rise. Suddenly, the LIGHTS GO OUT. The car stops with a lurch.

PROVOST

What is it?? What's happening??

Suddenly, there in the darkness, they hear a series of loud POPPING SOUNDS...which could be gunfire...

EXT. GOTHAM SQUARE - THAT MOMENT - ON CROWD

singing "Here Comes Santa Claus" at the top of their lungs. Happy faces beam. No one hears anything unusual over the music...

EXT. ROOFTOP - ACROSS STREET - ON BATMAN

BATMAN straining to listen. We get another faint series of POPS -- barely audible over the CAROLING from below, and the loud PUTT-PUTT-PUTT of the helicopter blades.

He can't really be sure he's heard anything at all. He scans the roof of the Globe building, but he can't see what's happening beyond the big steel globe sculpture and the neon sign...

EXT. GLOBE BUILDING - ROOFTOP - THAT MOMENT

The CATWOMAN lets fly with another burst of automatic fire from the dead GUARD's rifle. The helicopter is still idling, but no one's left to fly it -- the rooftop is littered with stiffs...

INT. ELEVATOR CAR - THAT MOMENT

PITCH BLACK. Pre-verbal GROANS and MURMURINGS OF FEAR issue from the darkness. An EERIE RED LIGHT kicks on -- the emergency generators -- and we see PROVOST backed up in a corner of the car, twitching and jumping like a crazed spastic. The GUARD, in a futile effort to placate him, points up at the LIGHT:

GUARD

There. Mr. Provost. See? The generator's kicked in. It's just an electrical problem.

PROVOST is only marginally consoled. They hear a strange TWITTERING NOISE in the shaft above them...

PROVOST starts babbling again. The GUARD slaps him across the face. But the TWITTERING has him a bit concerned as well. He stares up at the ceiling of the car as he PUNCHES BUTTONS on the panel; with another LURCH, the car begins to move.

GUARD

There. See? It's moving. We're fine.

PROVOST

It's going down. We're going DOWN!!!

INT. ELEVATOR SHAFT - THAT MOMENT

The BIRDS in the shaft have all ROOSTED on the TOP OF THE CAR. They're patiently riding it down as it descends...

INT. ELEVATOR CAR - THAT MOMENT

The car stops again. PROVOST is totally losing it. The exasperated GUARD grabs him and SHAKES HIM.

GUARD

Okay, Mr. Provost -- I'm gonna have a look through the trap door. But I need you to help me. Okay? You have to help.

PROVOST nods and tries to get a grip on himself. The GUARD looks up at the trap door in the ceiling of the car. He can't reach it...

He uncuffs the BOX containing PROVOST'S RAVEN from his wrist -- and STANDS on it. Still short. Unholstering his gun and using it as a prod, he can almost reach the trap door. He JUMPS UP and, poking with the gun, manages to dislodge the panel slightly.

More TWITTERING. PROVOST and the guard look up through the tiny crack in the ceiling and see nothing but darkness.

GUARD

Probably just some bird that's gotten in the shaft. Now calm down. You'll have to give me a boost.

The GUARD climbs back atop the raven box. PROVOST gives him a boost and he manages to catch hold of the lip of the trap door.

GUARD (cont.)
Okay, help me out...steady...

PROVOST wraps both arms around the GUARD's wriggling LEGS and tries to hoist him upward.

INT. SHAFT - ON ROOF OF CAR - THAT MOMENT

From a vantage level with the roof of the car, we see the GUARD'S FINGERS, clinging to the lip of the trap door. Now his HEAD rises into view, pushing the panel aside as he pulls himself upward.

He peers around. His BROW wrinkles as he sees a bizarre sight -- PASSELS of SQUAWKING BIRDS, walking back and forth in front of him, STRUTTING and PREENING mere inches from his face...

INT. ELEVATOR CAR - THAT MOMENT

The bottom half of the GUARD dangles from the ceiling. PROVOST still has his arms wrapped around the GUARD's knees. All at once, the GUARD begins to SCREAM -- his body JERKS and his legs KICK WILDLY. Still PROVOST struggles to hang on -- even as BLOOD spatters across the top of his bald dome...

Finally, the GUARD's violent spasms are too much. PROVOST trips over the raven box, stumbles backward and lands on his ass in a corner of the car. The GUARD tumbles in a heap to the elevator floor, his face PECKED and CLAWED beyond recognition, his eyes gone altogether.

PROVOST lets out a series of SHRIEKS. He peers at the open trap door, sees the BIRDS staring curiously down at him, and SHRIEKS AGAIN.

The EMERGENCY TELEPHONE rings. He stares at it. It rings again. Shielding his eyes and screwing up his courage, PROVOST crawls across the floor and reaches for the receiver.

PENGUIN (V.O.; filter)
Sixteenth floor. Linens, housewares,
ladies' lingerie!

PROVOST
W-who is this??

INT. GLOBE - BASEMENT LOADING BAY - THAT MOMENT

NEWSPAPER DELIVERY VANS are parked in neat rows -- all driverless. FRICK is sitting with a boxful of electrical equipment next to a bank of ELEVATORS; all the cars have been LOCKED OPEN here in the basement, except for ONE -- PROVOST's private elevator, the doors to which are still closed. The PENGUIN stands beside it, speaking into a RED PHONE.

PENGUIN
Mr. Provost? If you want to get out of

that car alive, I suggest you follow my instructions to the letter.

As he talks, we see various NEWSPAPER EMPLOYEES sprawled on the concrete nearby, DEAD. A CORRUGATED METAL DOOR has been lowered over the LOADING BAY, separating the newspaper production staff from the VAN POOL. They're trapped on the other side. BANGING AWAY LOUDLY on the door...

PENGUIN (cont.)
SHUT UP IN THERE.
(calmly; into phone)
You should see a cord hanging just behind you.

INT. ELEVATOR CAR - THAT MOMENT

PROVOST looks over his shoulder and sees the aforementioned CORD descending through the trap door.

PROVOST
Yes -- yes, I see it --

PENGUIN (V.O; filter)
Tie the cord to the handle of your box.

PROVOST lets the phone drop. He grits his teeth, but hastens to obey. As he's knotting the cord around the handle of the box, a DINKY BIRD flutters down through the trap and sends him into a panic. Practically weeping, he reaches for the phone.

PENGUIN (V.O.; filter)
When you're done, I want you to give two sharp yanks on the cord.

Cowering in terror, PROVOST reaches for the cord and yanks it twice.

PROVOST
Who are you?? Why are you doing this??

INT. LOADING BAY - ON PENGUIN

Behind him, FRICK and FRACK are pulling on RED BERETS and BATMAN SWEATSHIRTS -- Order of the Bat gear. FRICK climbs into a NEWSPAPER DELIVERY VAN and starts the engine.

PENGUIN
Well, Mr. Provost, I guess you could call me an irate reader. And to be perfectly frank -- I'm doing this because I hate Garfield.

Chuckling, the PENGUIN holds a SONIC DEVICE up to the mouthpiece of the phone.

INT. ELEVATOR CAR - THAT MOMENT

A SHRILL WHINE emanates from the receiver. All at once, the elevator car is FULL OF BIRDS -- squawking wildly, flinging themselves against the wall, going insane in the tiny confined space.

PROVOST is screaming like a madman. The birds are in his hair, his face -- everywhere. He fights his way over to the panel and begins punching buttons in a frenzy...

All at once the car PLUNGES DOWNWARD. It's as if the floor has DROPS AWAY beneath PROVOST's feet -- he's in FREE-FALL.

INT. LOADING BAY - ON PENGUIN

PENGUIN

Going down!

He hangs up the phone and steps a discreet distance back from the ELEVATOR DOORS.

INT. ELEVATOR SHAFT - THAT MOMENT

The RAVEN BOX dangles from its cord in FG as the CAR rockets uncontrollably downward. A steady stream of BIRDS are making a quick exit from the trap door in the roof...

INT. TOP-FLOOR LANDING - THAT MOMENT

The CATWOMAN's on a landing near the stairwell, just below the dormer that leads to the roof. She pries open a pair of ELEVATOR DOORS...

...and a FLOCK of BIRDS pours out of the empty shaft, making for the open ACCESS DOOR a half-story above. She reaches inside, finds the cord attached to the RAVEN BOX, and reels it in.

She rips off the lock and opens the box for a quick look at her trophy. It's there, all right -- another RAVEN just like the first two. An awful CRASH, from twenty-five stories down, RATTLES THE SHAFT...

She makes a disgusted face, grabs the RAVEN, and bolts for the roof.

EXT. ROOFTOP ACROSS STREET - ON BATMAN

He watches in puzzlement as a VAST FLOCK OF BIRDS takes flight from the Globe roof across the square. Something weird is definitely going on. He's about to abandon his post --

-- but down below, the CAROLERS have stopped CAROLING. The big tree's about to be lit, and they're counting off the seconds:

CROWD

Ten! Nine!...

EXT. GOTHAM SQUARE - CORNER NEWSTAND

A ramshackle kiosk at street level. The NEWS VENDOR has stepped out onto the sidewalk to watch the tree festivities. A GLOBE DELIVERY VAN, its side bearing the "BATMAN -- HERO OR MENACE?" advertisement, cruises past and dumps a bundle of papers on the curb.

EXT. GOTHAM SQUARE - ON CROWD AT TREE

EXCITEMENT is BUILDING as the seconds tick off:

CROWD
...Three! Two! One!

The CHRISTMAS LIGHTS come on, and the CROWD breaks into CHEERS. The ORCHESTRA strikes up a sprightly version of "JINGLE BELLS."

EXT. GOTHAM SQUARE - ON NEWSTAND

The NEWS VENDOR is applauding and singing along like everyone else when a second newspaper van rumbles past...

NEWS VENDOR
Hey! No! I already got a --

He spots TWO MASKED MEN in the doorway of the van -- wearing RED BERETS and BAT-SHIRTS. They shove a BODY out the door --

The mutilated corpse of HARRISON PROVOST lands on the sidewalk with a THUD -- right beside a bundle of NEWSPAPERS which read "BATMAN MURDER SPREE BAFFLES POLICE."

EXT. GOTHAM SQUARE - ON VAN - MOVING

The NEWS VENDOR chases after the VAN, but it's already rounded a corner and is cruising along the periphery of Gotham Square. The CROWD is still singing merrily, unaware of its presence --

-- until the BACK DOORS fly open -- and a swarm of RABID, CHITTERING BATS screech out into the midst of the crowd!!

EXT. GOTHAM SQUARE - ON CROWD AT TREE

The CAROLERS break into MASS HYSTERIA as HIDEOUS BATS swoop down from above, CLAWING at their heads and shoulders. ORCHESTRA MEMBERS drop their instruments and stagger off the BAND PLATFORM, falling into the branches of the giant Christmas tree.

EXT. GOTHAM SQUARE - ON SIDEWALKS

CHRISTMAS SHOPPERS are teeming in and out of nearby STORES. They drop their SHOPPING BAGS and race about in utter CHAOS as

the bats attack. WOMEN SCREAM. CHILDREN SCREAM. MEN SCREAM TOO.

A MAN staggers backward through a GLASS STOREFRONT and lands on his butt in a WINDOW DISPLAY -- a big mechanical SANTA CLAUS on his North-Pole throne, chuckling merrily in a prerecorded voice: "HO HO HO." The MAN STRUGGLES WILDLY as the BATS converge on him.

INT. DEPARTMENT STORE - THAT MOMENT

HORRIFIED SHOPPERS scatter through the aisles as the BATS pour in through the broken window. WOMEN lined up for a FREE MAKEOVER squeal in panic as BATS arrive to rearrange their hairdos.

EXT. ROOFTOP - ON BATMAN

He stares down stunned at the PANDEMONIUM raging below. He glances across the street...and sees the TINY SILHOUETTE of a WOMAN standing atop the cast-iron GLOBE SCULPTURE, LAUGHING at the chaos, TAUNTING him.

EXT. STREETS - OVERHEAD ANGLE - THAT MOMENT

A few blocks away from Gotham Square. SIRENS HOWL. There's a steady stream of COP CARS speeding toward the site of the disturbance. One vehicle is moving in the opposite direction, against traffic -- a NEWSPAPER DELIVERY VAN.

EXT. GLOBE BUILDING - ROOFTOP - A MOMENT LATER

BATMAN touches down on the roof and stares in horror at the CORPSES strewn across the helipad. A dying GUARD raises a shaky hand...

BATMAN crouches beside him. A GURGLE comes up from his throat and a bubble of BLOOD swells on his lips. All at once he hears a WOMAN'S VOICE from the shadows of the GLOBE SCULPTURE...

CATWOMAN (O.S.)
Some people just can't take discipline.
(beat)
Go ahead. Finish 'em off...

His head jerks up. He can't see anything. A sudden WHOOSHING noise, and now the voice is coming from the other side of the roof.

CATWOMAN (O.S.)
You might as well. You're going to get
blamed for it anyway.

He stands. He gets a quick glimpse of a FELINE SHADOW springing past a skylight; she's jumping all around the roof, clinging to exposed pipes and fixtures. He reaches for a

Batarang.

CATWOMAN (O.S.)

Oh, come on, angel. You know you want to.
(*purring loudly*)
Besides -- I want to see how you do it!

BATMAN

Who are you?

He's barely gotten it out when she SLAMS INTO HIM from behind, feet first, knocking him to the rooftop. He tries to get up, but she comes at him with a couple of CARTWHEELING KICKS, knocking him back into a cornice. He ducks right just as a SHARP SPIKED HEEL strikes the exposed brick a mere three inches from his throat.

He catches her leg, upends her -- but she somersaults away and lands on her feet. Cats always do...

CATWOMAN

My, aren't we frisky tonight.

He flings the BATARANG. It CLANGS into the big NEON SIGN as she SPRINGS up into the darkness, out of reach. GLASS TUBING shatters and SPARKS FLY as she calls down from the shadows --

CATWOMAN

I should tell you -- I've got nine lives
to play with -- and you've only got one...

He turns -- she drops DIRECTLY ONTO HIM -- and locked in a death grip, they STAGGER BACKWARDS across the roof, directly toward the HELICOPTER. The huge ROTOR BLADES are still turning...

BATMAN ducks instinctively and the CATWOMAN breaks free -- FALLING BACKWARD onto the roof. It's a strategic move: when he rushes at her, she BRACES HERSELF against the ground and KICKS UPWARD with startling force.

This time the spiked heel connects -- LIFTING BATMAN off his feet, KNOCKING HIM BACKWARD into the TAIL of the HELICOPTER. He slumps there, stunned -- and before he knows it, she's on him.

She grabs his THROAT with one hand and clamps the other around his CROTCH. He tries to break her grip, but she's just as strong as he is. And she's LIFTING him -- forcing him upward, toward the REAR STABILIZING ROTOR on the tail of the helicopter!

The rear ROTOR BLADES WHINE LIKE A BUZZSAW as his head rises perilously closer. At the last possible instant, he grabs a handful of her HAIR -- YANKS IT as hard as he can --

With a YOWL, she releases him. They tumble to the roof and

she DIVES ATOP HIM. Her TALONS click into place -- he sees them poised directly above his EYES --

-- but manages to slam an ELBOW under her chin before she can strike. Now they're disentangled; they get up groggily and circle each other...

SOMEONE IS BANGING on the metal door that leads up to the roof, trying to break it down. BATMAN turns for an instant -- a sudden CRACK --

-- and he finds himself all wrapped up in the CATWOMAN's CAT-O'-NINE-TAILS...which is also outfitted with a TASER. She sends a PARALYZING ELECTRIC CHARGE through his body and he collapses to the roof in a jittering heap. The BANGING on the door is louder...

CATWOMAN

Did I tell you I invited company? -- Keep 'em busy, angel, I've gotta scat.

She kneels down and plants a BIG WET KISS on his twitching face. Then she scurries to the edge of the roof, DISAPPEARING --

-- just as the DOOR gives way -- and an ARMED SWAT TEAM comes crashing out onto the roof!

Just coming around, BATMAN tries to roll out of sight -- but the COPS are swarming the place. They spot the BODIES on the tar and gravel, see BATMAN scuttling for cover, and draw the obvious conclusion. Pulling guns, they OPEN FIRE. BULLETS RICOCHET off the big metal GLOBE.

BATMAN, as is customary in these situations, shoots a GRAPPLING HOOK at the roof of the next building over -- which is a couple of stories taller than the Globe -- and REELS HIMSELF UPWARD along the side wall. The SWAT COPS score a couple of dead hits which set him swinging like a pendulum, but his body armor holds and he clings to the line long enough to reach the roof.

CUT TO:

INT. NEWSPAPER VAN - MOVING - THAT MOMENT - NIGHT

FRICK and FRACK, still in their Order-of-the-Bat garb, are in the front seats; the PENGUIN is leaning out the side door. Someone's obviously tipped the COPS about the source of all the ruckus --

-- because a pair of POLICE CARS are on their tail and gaining fast. Still hanging in the doorway, the PENGUIN raises his UMBRELLA, peers down its length like a RIFLE SIGHT, and PULLS A TRIGGER.

ANGLE ON SQUAD CAR - MOVING - THAT MOMENT

A SONIC DART -- one of the PENGUIN'S BIRD MAGNETS -- lodges itself in the GRILLE of the foremost POLICE CAR.

INT. SQUAD CAR - MOVING - THAT MOMENT

The COPS in the car react in astonishment as PIGEONS begin HURLING THEMSELVES at the WINDSHIELDS. A DOZEN KAMIKAZE BIRDS bounce off in rapid succession. CRACKS begin to spread across the glass.

The COPS can't see where they're driving. The car SWERVES WILDLY. And still the PIGEONS KEEP COMING -- COVERING THE WINDSHIELD -- TOTALLY OBSCURING THE STREETS FROM VIEW...

EXT. STREETS - ON SQUAD CARS - THAT MOMENT

The first car, COMPLETELY COVERED WITH BIRDS, smacks into a LAMPPOST and SKIDS. The second car CRASHES INTO IT. And the pigeons continue to pour down from the heavens, SWARMING onto the immobilized squad cars.

INT. NEWSPAPER VAN - MOVING - THAT MOMENT

The PENGUIN grins with delight as the van speeds off unmolested.

PENGUIN

Look at that, boys -- they do flock together!!

CUT TO:

EXT. GOTHAM SQUARE - THAT MOMENT - NIGHT

AMBULANCES are pouring into the square as the BAT ATTACK continues. COPS are firing their guns blindly into the skies as they try to evacuate the citizenry. PARAMEDICS drop the stretcher they're carrying when BATS swoop down at their heads...

EXT. ROOFTOPS - NIGHT

BATMAN is still pursuing the CATWOMAN, who's perched one roof over, in a squat, wiggling a finger for him to follow. The roofs are icy and treacherous, but he matches her step for step, leap for leap, as she vaults from one building to the next, leading him on. Finally she reaches the edge of a building on the corner of the block; there's no place to go but down. She squats on the ledge and smiles, beckoning to him --

CATWOMAN

Ooh. Where have you been all my life?

He edges closer. Suddenly, she does a BACKFLIP -- DIRECTLY OFF THE EDGE OF THE ROOF.

BATMAN hears GLASS SHATTERING. He hesitates a second -- moves closer to the edge of the roof -- PEERS OVER THE ICY CORNICE.

BATMAN'S POV - THAT MOMENT

Staring down, he sees a narrow LEDGE running around the facade of the building some ten or twelve feet below. The window of a corner apartment has been smashed; the curtains are flapping in the chill wind.

EXT. ROOF - ON BATMAN - A MOMENT LATER - NIGHT

She's obviously making her getaway through the apartment. BATMAN climbs up on the slippery cornice and prepares to drop to the ledge below -- cautiously, because it's a long way down. A sudden CRACK --

The CATWOMAN hasn't entered the apartment. Instead, she's followed the ledge around the corner of the building, silently doubling back onto the roof behind BATMAN. He TURNS just as her WHIP wraps itself around his left leg. She gives it a sharp tug -- his feet SKID on the ice -- and HE TOPPLES OVER THE EDGE OF THE ROOF.

EXT. FACADE OF BUILDING - ON BATMAN

He plunges downward for the briefest of seconds -- then JERKS UP SHORT, SLAMMING INTO THE WALL OF THE BUILDING. The WHIP has coiled itself around his leg, and for now it's holding tight. He's dangling upside down, bat-like; he bounces away from the wall; he SPINS in midair as one loop of the whip UNRAVELS, dropping him another foot or so.

He manages to brace his left foot against the wall. It's a massive strain, but he's momentarily safe if he can keep from moving. The alternative is a twelve-story drop, straight down to the pavement...

EXT. ROOF - ON CATWOMAN - THAT MOMENT

She's wrapped the handle-end of the whip around an exposed pipe on the roof, anchoring BATMAN in place. With a cheshire-cat grin, she removes the RAVEN from her knapsack and holds it on the edge of the cornice.

EXT. FACADE - THAT MOMENT

BATMAN hanging immobile. Craning his neck, he can just see the

RAVEN STATUETTE on the ledge above him -- bouncing slightly, and apparently talking to him...

CATWOMAN (O.S.)
Nevermore. Nevermore!

Now the CATWOMAN appears beside it -- elbows on the cornice, chin propped up on her folded hands, like a chatty girl at a fern bar.

CATWOMAN

Cute, huh! I think it'll look nice over the fireplace. Maybe you can drop by and see it sometime.

(demurely)

I hope you won't think I'm too... aggressive or anything, but I find you very attractive.

She toys aimlessly with the whipcord, batting at it like a cat with a piece of yarn. BATMAN grimaces. She speaks in a low, soothing, seductive tone -- almost a purr. Behind the bondage mask she bats her eyelashes.

CATWOMAN (cont.)

It's just so hard to meet interesting men these days. Don't you think so?

(sighing)

I have trouble with relationships. Men find me intimidating...kind of predatory, you know? Really I'm not. Really I'm just playful...

BATMAN huffs and puffs, trying to bend at the waist so he can grab hold of the whip. She frowns and YANKS on it. His foot flies free of the wall, and another loop of the whip uncoils before he can stabilize himself.

CATWOMAN (cont.)

Don't laugh! I'm trying to open up to you!

Angrily, she holds a STEEL CLAW to the whip -- ready to cut him loose.

ANGLE ON BATMAN

He's palmed the GRAPPLING-HOOK LAUNCHER from his belt. Holding it close to his body, out of view, he works it around into firing position. He'll shoot it right through her if he has to...

CATWOMAN (cont.)

I always seem to fall for the wrong guys. You know...most men are rats.

ANGLE ON CATWOMAN

She withdraws her hand from the whip, reverts to her philosophical mode.

CATWOMAN

Mice, really. It's disgusting -- they beg

you to walk all over them and then they whine when you do it. Once you've had your fun there's not much you can do but kill them.

(beat)

But you seem different. I mean, you obviously understand about dressing up... that saves a lot of explaining. I think people should indulge their fantasies, don't you?

BATMAN is sweating profusely. He can't hold his position much longer. And the CATWOMAN is dragging this insane flirtation out endlessly...

CATWOMAN

So I think I'll let you live. Cute boys like you are hard to find...

(standing up)

'Bye, angel. I'll be thinking about you.

And just like that, she VANISHES -- moving silently off with her raven, leaving BATMAN to dangle. He hangs there a moment, tries to twist himself around without moving his foot. He braces one hand against the wall; with the other, he lifts his grappling gun and FIRES.

The HOOK SNAGS somewhere on the roof. BATMAN yanks the line taut and is laboriously trying to pull himself erect when --

-- the CATWOMAN reappears over the edge of the cornice!

CATWOMAN

Gee...I'm so fickle.

A QUICK SWIPE of her STEEL TALONS, and the whipcord is neatly SEVERED. BATMAN'S FOOT slips out from under him -- but he's still got hold of the GRAPPLING GUN. He DROPS eight or ten feet...

EXT. ROOF - ON CATWOMAN

watching with amusement as BATMAN's weight causes the hook to DISLODGE. It skitters across the gravel surface of the roof and CATCHES, at the last instant, on the edge of the CORNICE --

-- which promptly CRUMBLES and GIVES WAY. Fascinated, the CATWOMAN leans over the edge of the roof and peers down...

ANGLE ON BATMAN - AS HE FALLS

He flails wildly, tangled in his cape, as the ground rushes up toward him. He gets a last-ditch inspiration -- finds the GAS CYLINDER on his belt and hits the switch. The rods in his cape begin to INFLATE...

Six stories up, his BATWINGS spring erect, slowing his plunge. Five stories up, an UPDRAFT hits him and he suddenly INVERTS. Four stories up, he rights himself. Three stories up, he goes into a downward spiral, out of control, gliding in great wide arcs over the street...

...and a moment later there are no stories left. With an ugly crunch, he smacks into the slush-covered pavement and BOUNCES. Face down, he skids some twenty feet to a halt -- right in the middle of a BUSY INTERSECTION.

EXT. INTERSECTION - THAT MOMENT - NIGHT

A DELIVERY TRUCK hits the brakes and screeches to a stop, two feet away from BATMAN'S HEAD. He doesn't move. PEDESTRIANS are already gawking and pointing as the DRIVER climbs out and peers down at the inert caped figure lying face-down in the street:

DIRECTOR DRIVER

What the hell is this?

CARS are backed up, due to the panic in Gotham Square a few blocks over. HORNS are honking. A TRAFFIC COP marches over --

DIRECTOR TRAFFIC COP

Awright, what's the problem here?
(spotting BATMAN)
Jesus.

He tries to clear the crowd away. A full-fledged GRIDLOCK is forming around the prostrate BATMAN. The COP blows his whistle, tries to maintain order as two uniformed PATROLMEN rush up to join him.

They manage to roll the unconscious BATMAN over on his back. The assembled COPS stare down at the mask, the scuffed body armor. Still waxy, they finger the GUNS in their holsters...

DIRECTOR PATROLMAN

Good God. Cowan -- get to the car --
radio the commissioner!!

By now there must be two hundred people in the intersection, all surging forward to get a look. More COPS are arriving to beat them back.

DIRECTOR TRAFFIC COP

Is he dead? What do we do?

DIRECTOR PATROLMAN

The mask. Get the mask off.

They hunker down over BATMAN. One of them tugs at his mask -- but the helmet-like cowl doesn't want to give way. He feels around --

TRAFFIC COP
Some kinda seam here on the neck...

The PATROLMAN nods okay, and the COP tugs at a Velcro-like fastening under BATMAN's chin. The instant it comes open --

-- a BURST of FINE GREEN MIST spews forth from concealed JETS in the gold-and-black BAT-EMBLEM, and the COPS reel backward, shrieking, gasping for breath and clewing at their eyes. Booby-trap -- they've just been Maced.

One of the ONLOOKING COPS steps back in horror and confusion. On impulse, he draws his gun and FIRES TWICE at BATMAN. The body JERKS and the bullets RICOCHET OFF --

TRAFFIC COP
DON'T SHOOT, you idiot. The crowd --

Before he can finish, a BLACK BOOT kicks the gun out of the ONLOOKING COP's hand. BATMAN is back among the living. SIRENS BLARE as he spins and rolls into a crouch -- lashing out with elbows and knees -- driving the cops back --

Fuck the crowd. TWO MORE COPS pull their guns and open fire in absolute panic. BATMAN slams backward into the delivery truck and crumples to the ground. As he falls, he grabs a couple of SMOKE CAPSULES from his belt and flings them to the pavement.

Seconds later, a THICK CLOUD OF BLACK SMOKE is spreading through the intersection. BATMAN emerges into the midst of the crowd -- weaving in and out among the stalled vehicles --

EXT. INTERSECTION - ANOTHER ANGLE - NIGHT

A MOUNTED COP rides up to the outer fringe of the traffic jam, drawn by all the confusion. He rears the horse back, turns it in a circle; blows his piercing whistle as he tries to reroute the incoming cars...

Suddenly a WIRE wraps itself around his chest and arms. He looks down. He sees a BATARANG in the instant before a sudden JERK pulls him cleanly off his mount.

BATMAN climbs up on the hood of the nearest car -- vaults over to the next -- and the next -- then hops into the saddle of the MOUNTED COP's waiting HORSE. He digs in his heels, maneuvering through traffic...

EXT. POLICE CAR - A MOMENT LATER - NIGHT

LT. EDDIE BULLOCK and another plainclothesman are a few blocks off trying to get through the jam. Their siren is on, but the cars blocking their path have no room to pull over. BULLOCK grabs the radio mike:

BULLOCK
Hell of a mess up here, Commissioner.
We'll have to go in on foot...

As they wait for a response, they see a HORSE charging past in the opposite direction. On the back of the horse...is BATMAN.

Gaping, BULLOCK nudges his partner -- who throws the car immediately into REVERSE. As they watch, BATMAN kicks the horse's flanks and turns right -- toward Gotham Park.

INT. GOTHAM PARK - A MOMENT LATER - NIGHT

Two RED BERETS, members of the Order of the Bat, are on night patrol, strolling down a rambling path near the entrance to the park.

RED BERET I
This is wack, man. Nothing ever happens
around here anymore.

The other RED BERET lets out a WHOOP OF FEAR and yanks his partner out of the way. They tumble into a snowdrift as BATMAN'S HORSE vaults over the stone wall of the park and gallops past, nearly trampling them in the process. By now, SQUAD CARS are roaring into the park...

INT. PARK - ANOTHER SECTION - A MOMENT LATER

SIRENS BLARE and RED LIGHTS FLASH in the distance as the COP CARS spread out along the winding roads that run through the park. BATMAN reins the horse in suddenly as a black-and-white whips past on an access road just ahead of him, no more than twenty yards away.

He turns the horse in a circle. MORE RED LIGHTS appear in the distance; another contingent of SQUAD CARS has just entered from the opposite side of the park. It's going to be tough getting out of here...

Then: his eyes fall on the statue of his great-grandfather, GENERAL WAYNE -- two Waynes on horseback, not twenty feet apart. He thinks back to his earlier conversation with VICKI and gets an inspiration.

He rides past General Wayne to the STONE BRIDGE which spans the little frozen creek. There he finds the DRAINAGE TUNNEL VICKI described, obscured by the wire-mesh grate. This must be where the boy vigilante holes up...

He dismounts, ties his CAPE to the pommel of the horse's saddle and sends it off with a slap. He pries the grate loose and crawls inside.

INT. DRAINAGE TUNNEL - THAT MOMENT

A dank, but cozy, hideout; WARM STEAM hisses from a grate in

the floor.

RUMBLING SOUNDS fill the little chamber as a SUBWAY TRAIN passes directly underneath. A little farther back there's an ACCESS SHAFT, with a Jacob's ladder, leading to the train tracks below.

Poking around, he finds a couple of cardboard BOXES -- the boy vigilante's stash. The first contains tins of food, plus various odds and ends. The second's more in line with what he needs -- it's full of OLD CLOTHING.

A TRAIN rumbles past underneath. BRUCE removes his COWL and sets about putting together a civilian disguise that'll get him out of the park. A wool hat and a long, moth-eaten topcoat: perfect. As he's pulling them out of the box, he spies something extremely odd --

It's a COSTUME -- a spangled red-and-green GYMNASTS OUTFIT with a little yellow CAPE -- neatly folded and in pristine condition. He removes it carefully from the box and holds it up in front of him. Stitched on the vest is a single initial, "R," in a black circle. He stares at the whole mystifying ensemble in complete befuddlement...

The roar of the train subsides, and he hears a SCUFFLING NOISE. Someone's in the tunnel with him. He lowers the costume abruptly --

-- revealing DICK, the boy vigilante, who's crouched in front of him not three feet away. The kid's just crawled up through the ACCESS SHAFT, and he's not at all happy to see an intruder messing with his stuff:

DICK

It's MINE!

He lunges furiously at BRUCE. The two of them tumble back into the grate at the tunnel entrance, KNOCKING IT LOOSE --

EXT. PARK - MOUTH OF TUNNEL - THAT MOMENT - NIGHT

A POLICE CAR streaks past on the bridge overhead mere seconds before BRUCE and DICK roll out into the snow, still grappling. BRUCE flings the kid into the bridge abutment. DICK lands hard; when he looks up, his EYES WIDEN, and a weird crooked smile comes to his face...

Out here in the moonlight he can see his opponent. The body armor -- the gold-and-black emblem on the breastplate -- and above it all, the face of BRUCE WAYNE, exposed to view...

As a siren howls nearby, BRUCE flattens himself against the bridge. Like it or not, his fate rests entirely in a strange little boy's hands.

The kid sizes up the situation immediately. He nods his head

up and down. Then he takes off his own ratty coat and throws it to BRUCE.

BRUCE is in no position to look a gift horse in the mouth. He pulls on the coat, gives DICK a nod of acknowledgement, and starts to move off.

DICK

NO. WAIT!

BRUCE turns, uncertainly. DICK throws him his woolen SKI CAP.

The KID GIGGLES -- oddly, uncontrollably. Then he sprints off into the woods, dancing, leaping. As he disappears from view, he lets out a shrill, piercing, almost FERAL SHRIEK --

-- which is obviously intended to divert the cops. BRUCE makes haste in the opposite direction.

EXT. PARK - ANOTHER SECTION - A MOMENT LATER

BRUCE'S HORSE gallops through the trees, the black bat-cape still attached to its saddle and BILLOWING behind it.

INT. SQUAD CAR - MOVING - THAT MOMENT - NIGHT

TWO COPS scanning the park. The CAPED HORSE charges past in front of them and is momentarily silhouetted in the headlights. From a distance, it looks like BATMAN is still in the saddle.

The COP at the wheel makes a sudden turn. A moment later, he SLAMS ON THE BRAKES.

A MAN has just stepped out onto the road, directly in the squad car's path -- a hunched figure in an old coat and woolen ski cap, obviously one of the homeless. A COP leans on the horn and shouts out the window:

COP

Dumb son of a bitch!!

The MAN -- BRUCE -- steps back out of the squad car's path. The COPS take off -- in hot pursuit of a riderless horse.

CUT TO:

INT. WAYNE MANOR - KITCHEN - PRE-DAWN

A DOCTOR'S BAG rests on the kitchen table. ALFRED, in robe and slippers, rummages inside it and comes up with an ACE BANDAGE.

ALFRED

Commissioner Gordon called. He wants to install a full contingent of police guards here at the manor -- in round-the-clock

shifts -- to protect you from Batman.

BRUCE is sitting erect in a straightbacked chair. His shirt is open and he's holding his arms aloft while ALFRED wraps a full roll of adhesive tape around his battered RIBS.

BRUCE

Great. What'd you tell him?

ALFRED

I told him that since you were Batman,
you'd require no protection from Batman.

BRUCE makes a face: how droll. ALFRED tears off the tape with a brisk YANK -- and BRUCE lets out an involuntary YELP OF PAIN.

BRUCE

Jesus, Alfred -- !!

ALFRED

In future, sir...I strongly advise against trying to fly off twenty-story buildings.

BRUCE

It's just a few bruises.

ALFRED

One bruise, sir. Which covers your entire body.

BRUCE gets up -- stiffly -- and buttons his shirt in gingerly fashion while ALFRED packs his first-aid gear in the doctor's bag.

BRUCE

I'm getting too old for this line of work.
(beat)
Cops placed me at the scene of the crime
-- that weird kid of Vicki's saw my
face --

ALFRED

I shouldn't worry overmuch. I doubt the two of you move in the same circles.

BRUCE

-- and I got the living shit knocked out of me by a woman.

ALFRED

Sir -- such outmoded sexist attitudes are quite unbecoming.

INT. UPSTAIRS BEDROOM - DAY

In a lavishly-appointed guest room on Gotham's Upper East Side

(or equivalent thereof), we find a pair of PLAINCLOTHES COPS settled in for a stakeout: rumpled topcoats thrown across antique chairs, french-fry bags and GREASY BURGER WRAPPINGS littering the carpet. HIGH-POWERED RIFLES propped against one wall.

They peer through venetian blinds at an ELEGANT OLD BROWNSTONE across the street...

HIS POV - ROOF OF BROWNSTONE - THAT MOMENT

A UNIFORMED COP, also carrying a walkie-talkie, is keeping watch on the roof of the brownstone. He signals "all clear" to his counterpart watching from the house opposite.

INT. UNMARKED CAR - THAT MOMENT

TWO MORE PLAINCLOTHESMEN are parked at the end of the block, munching on donuts and watching the same brownstone. They spot a POSTMAN lugging his sack up the tree-lined street on his way to the brownstone. One of the PLAINCLOTHESMEN picks up his RADIO MIKE:

PLAINCLOTHESMAN
Mailman's coming.

EXT. BROWNSTONE - A MINUTE LATER

The POSTMAN marches up the front steps of the brownstone, sorting through letters and packages. He hasn't even rung the bell when the door is opened by ANOTHER COP -- who snatches the mail delivery from his hands and SLAMS THE DOOR IN HIS FACE.

INT. BROWNSTONE - THAT MOMENT

MORE COPS, at least half a dozen, are milling about inside -- unshaven, ties loosened, shirtsleeves rolled up. They're in for the long haul.

The first COP gives a handful of letters to a couple of COLLEAGUES -- then hands over a PARCEL, wrapped in brown paper, to a pair of BOMB-DISPOSAL EXPERTS. They carry it gingerly into the kitchen. Into the midst of all this bustling activity strides COMMISSIONER GORDON:

GORDON
Anything suspicious!

In the parlor, where all the shades are drawn, TWO COPS are examining each letter in turn, holding them up to a light bulb, CREASING THEM carefully before slitting them open.

COP
Nothing yet. Christmas cards and bills.

He anxiously watches their progress. A VOICE calls from the

kitchen.

BOMB-DISPOSAL EXPERT (V.O.)
Commissioner -- ?

INT. KITCHEN - A MOMENT LATER

GORDON enters. The bomb-disposal boys have their equipment scattered all over the kitchen table. They've slit the brown-paper wrapping of the PACKAGE, exposing a ROUND DECORATIVE TIN.

BOMB-DISPOSAL EXPERT
It's a fruitcake.

He lifts the lid for GORDON to have a look.

GORDON
...Have it analyzed.

INT. BROWNSTONE - ENTRY HALL - THAT MOMENT

A bleary-eyed ELLIOTT TIPTREE marches down the stairs carrying a pair of OVERSIZED SUITCASES. His WIFE and TWO KIDS are behind him -- all bundled up, preparing to embark on an extended vacation.

POLICEMAN
Mrs. Tiptree? The car's here.

TIPTREE, fighting back tears, embraces his wife for a long wordless moment. Their LITTLE GIRL, aged six, tugs at Mommy's sleeve.

LITTLE GIRL
I don't wanna go to Grandma's. I wanna stay here with Daddy.

MRS. TIPTREE
She's got a nice tree just like ours, honey. Daddy'll be up as soon as he can.

LITTLE GIRL
She's old. She doesn't even have cable.

LITTLE BOY
What about our presents?

He gestures toward the GIFTS piled high around the tree in the parlor.

TIPTREE
Don't worry. I'll bring 'em up with me.
We'll open 'em when I get there.

TIPTREE forces a smile for the kids. He CLUTCHES his wife's hand.

GORDON

Sorry, folks, but we'd better move along.

MRS. TIPTREE

Kids? Tell your Daddy goodbye...

Tearful hugs all around; then a cadre of UNIFORMED COPS escort MRS. TIPTREE and the KIDS to the door. TIPTREE pulls GORDON aside.

TIPTREE

They'll be safe, won't they?

GORDON

As safe as we can make 'em.

(beat; sternly)

It would help if you could give us some small hint what this is all about.

TIPTREE

I told you. I...

TIPTREE shrugs helplessly and stares at his shoes. GORDON is convinced he's holding something back.

GORDON

You have no idea what was in that box that Provost had delivered from the bank.

TIPTREE shakes his head wearily. GORDON glowers as he turns to go.

GORDON (cont.)

All right, Mr. Tiptree. Merry Christmas.

GORDON exits. TIPTREE wanders listlessly into the living room, pulls back the drapes, and WATCHES as his wife and kids ride off in a convoy of POLICE CARS. One of the COPS tries to pull him away from the window, but he refuses to move...

...until a PHONE RINGS. Everyone jumps at once. A TECHNICIAN hits a switch on a loudspeaker-and-tape-recorder assembly, then gestures for TIPTREE to pick up the receiver...

TIPTREE

Hello...?

VOICE ON LOUDSPEAKER

Mr. Tiptree? Andy here. Listen -- we've got a chance to grab a good-sized block of Atlantic Teledyne at twenty-six and an eighth --

The COPS heave sighs and turn off their tracing equipment.

TIPTREE

Not today, Andy. Let's talk after New Year's.

TIPTREE hangs up and starts to BAWL right there in the middle of the room. The COPS turn away in sympathetic embarrassment as he goes to a corner wet bar and pours himself a good stiff jolt.

INT. TIPTREE'S BEDROOM - DAY

Wallowing in despair, TIPTREE sits at an antique secretary composing a LETTER. He takes a long pull on a glass of Scotch, signs his name, and inserts the letter into an envelope. He opens the desk drawer -- takes a long look at a .38 automatic stashed inside -- then finds a stamp and affixes it to the envelope. He addresses it to BRUCE WAYNE.

A moment later he hears a noise at the window: TINK TINK TINK. He peers through the blinds and sees a CARRIER PIGEON on the ledge outside -- pecking at the glass, asking to come in.

He raises the window and the PIGEON hops fearlessly inside, onto the sill. The bird, well-trained, struggles only slightly as he unties a tiny CAPSULE from its leg and removes a FOLDED NOTE. Scrawled across it is a handwritten message:

IF POLICE SEE THIS YOUR FAMILY IS DEAD

He opens the note and begins to read as the PIGEON takes wing.

CUT TO:

INT. BRUCE'S LIBRARY - DAY

BRUCE is at his desk examining the morning editions. A BANNER HEAD-LINE shrieks:

**BATMAN SOUGHT IN PUBLISHER'S MURDER
Bat Attack Panics Gotham Square
J. Harrison Provost, 41, Leaves Distinguished Legacy**

He hears a VISITOR arriving in the entry hall. He gets up...

INT. ENTRY HALL - THAT MOMENT - DAY

BRUCE ambles out and sees SELINA, who's just arrived, doing her patented thing on ALFRED.

SELINA
English accents are so stimulating.
(beat)
You have the most beautiful silver hair!

ALFRED stammers as she reaches up to STROKE HIS HAIR. He's about to break into a sweat. He's eminently relieved when she turns and sees --

SELINA (cont.)

Bruce!

BRUCE

Selina. What are you doing here?

ALFRED affects a look of grandmotherly outrage as SELINA slinks over and takes BRUCE by the arm. She's on him like a barnacle.

SELINA

I wanted to see your things, remember?
And I got tired of waiting for you to call
me back.

(gesturing toward ALFRED)

He's adorable. How long have you had him?

INT. HALLWAY - A MOMENT LATER - DAY

BRUCE leads SELINA down a hallway to the armory. He glances back over his shoulder and sees ALFRED peering snoopily around the corner.

BRUCE

You heard about Harry Provost.

SELINA

It's incredibly awful. It got me a little
worried.

(sidling up closer)

I hate to think of something happening to
you.

BRUCE

Same here.

SELINA

It's odd, though. Danger, the thought of
suddenly dying -- in a weird way it gets
you sort of...aroused. Don't you think?

BRUCE cocks an eyebrow at her. Everything gets her sort of
aroused.

INT. ARMORY - A MOMENT LATER

SELINA BEAMS at the fantastic collection of armored gear and exotic weapons. She's like a kid in a toy shop.

SELINA

Bruce, this is incredible.
(indicating a suit of armor)
Malaysian -- ?

BRUCE

Not bad. Sarawak warrior caste.

SELINA
It's like -- everything in here is another
little piece of your mind. I was right
about you.
(*turning to face him*)
Promise, okay? Promise you'll show me
every inch of this place.

PAGE 87 MISSING FROM HARD COPY

INT. BATCAVE - FIFTEEN MINUTES LATER

ALFRED is at a PRINTER, scanning page after page of computer printout. He delivers his findings to BRUCE, who's seated at a nearby terminal, scanning data and tapping away at the keyboard.

ALFRED
The police have no files whatsoever on
Selina Kyle.

BRUCE
(*abstractedly*)
London...Cairo...Belgium...

ALFRED
What exactly are you --

BRUCE
Her credit card records.
(*looking up*)
Every major art theft in the last five
years -- she's been on the scene or close
to it.

ALFRED
You mean she's some sort of -- collector?
A...cat burglar, or --

BRUCE
Could be. Museum curator, authenticator
-- she's got the perfect cover for it.
(*beat*)
What would she want with that stupid
raven?

ALFRED
Raven, sir?

BRUCE
That's what the Catwoman took from
Provost. A little raven statuette, about
so big...

(shaking his head)
But it couldn't have been that valuable.

He continues to scan the screen. ALFRED is suddenly lost in thought.

ALFRED
How very odd.
(long pause)
I'm sure it's nothing, but --

BRUCE
What, Alfred?

ALFRED
Your father had a raven, sir. A small statue of the very sort you describe. It used to sit on his desk.

This piques BRUCE's interest. He swivels around in his chair and stares directly up at ALFRED.

BRUCE
What happened to it?

ALFRED
After your father's...demise, Mr. Tiptree came to the house and asked if he could have it. As a keepsake. I saw no harm...
(shrugging)
That was thirty years ago.

BRUCE
Wait a minute. Mr. Tiptree?

ALFRED
George Tiptree. Your friend Elliott's father.

CUT TO:

INT. TIPTREE'S BEDROOM - AFTERNOON

TIPTREE has an oversized suitcase open on the bed. It's empty -- except for the BALLED-UP WADS of NEWSPAPER which he's stuffing inside it. His head turns suddenly at the sound of the doorbell...

INT. UPSTAIRS HALLWAY - A MOMENT LATER

TIPTREE emerges from his bedroom and peers over a bannister into the ENTRYWAY below. Standing there is an unexpected visitor -- BRUCE WAYNE -- holding his arms aloft while a battery of COPS pat him down.

BRUCE
What are you looking for -- Batarangs?

TIPTREE
Bruce! Come on up.
(to the COPS)
I want to talk to Mr. Wayne alone.

The COPS look on suspiciously as BRUCE ascends the stairs.

INT. TIPTREE'S LIBRARY - A MOMENT LATER

TIPTREE lets BRUCE inside and shuts the door behind him.
BRUCE hands him a GIFT BOX.

BRUCE
I brought you a Christmas present. Sorry
about the wrapping -- the police made me
open it.

TIPTREE opens the box and pulls out a diamond-studded TIE
CLASP. He looks up at BRUCE with an odd mixture of
bewilderment and gratitude. BRUCE nods for him to try it on,
and he obliges...

TIPTREE
...I'm afraid I don't have anything for
you.

BRUCE
I think you may have something that
belonged to my father.

TIPTREE
-- You know?

He stares at BRUCE, astonished. His head sinks into his
hands.

TIPTREE (cont.)
It'll all be over tomorrow. One way or
another, it'll all be over.
(looking up; despondent)
I've decided, Bruce. I'm gonna give him
the last two ravens. He's already got the
others.

BRUCE
What are you talking about? Who?

TIPTREE
Batman. I don't know how he found out,
but --

TIPTREE reaches for the bottle on his desk to pour himself a
drink, but BRUCE angrily knocks the glass out of his hands.

BRUCE
It's time you told me what's going on

here.

TIPTREE

Didn't you ever wonder where it came from,
Bruce? All the privilege, all the power
...all the money?

(beat)

The ravens are a...a kind of map, Bruce.
The key to an incredibly vast fortune.

BRUCE

Whose fortune?

TIPTREE

Gotham City's.

FLASHBACK - PROCESSED FOOTAGE (MOS)

The cobblestone streets of 19th-Century Gotham. A massive
EXPLOSION blows open one wall of a municipal building, and
total CHAOS erupts: fires starting, BYSTANDERS screaming,
POLICE rushing to the scene...

TIPTREE

In 1880 the Gotham City Treasury was
looted. It was a fantastic operation --
perfect military precision. The robbers
made off with millions in gold and silver
bullion...

A HORSE-DRAWN CART weighted down with gold bricks careens
around a corner. Atop it are two men in MASKS, firing a
GATLING GUN into the crowd. POLICE and ONLOOKERS tumble to
the pavement, shot dead, as ANOTHER CART emerges from the
wreckage of the treasury and takes off in the opposite
direction.

FLASHBACK - PROCESSED FOOTAGE (MOS)

CITY OFFICIALS in a boardroom trading papers back and forth,
arguing furiously with five calm, distinguished-looking GENTS
-- one of whom is the bushy-bearded Civil War hero GEN. OLIVER
WAYNE.

TIPTREE (V.O.)

The city was going under. Bankrupt...
until five rich men stepped in to bail it
out. In exchange they took the land
rights, the mineral rights, the service
contracts --

BACK TO SCENE - ON BRUCE AND TIPTREE

BRUCE

The Five Families.

TIPTREE

Our ancestors. They bought Gotham City -- carved it up and ran it into the ground. In five years they were rich beyond imagining.

(pause)

We've just been following in their footsteps. And in all this time no one's ever suspected --

BRUCE

-- that they were the ones behind the robbery?

FLASHBACK - PROCESSED FOOTAGE (MOS)

The FIVE PATRIARCHS in front of a roaring fireplace at Wayne Manor, raising a celebratory toast. CAMERA PANS OVER to a nearby table; on it rest FIVE RAVEN STATUETTES.

TIPTREE (O.S.)

They had five ravens made. Five ravens which -- combined -- would reveal the location of the treasure they'd stolen.

(beat)

But they never touched it. They never needed to. It's still there to this day.

BACK TO SCENE - ON BRUCE AND TIPTREE

TIPTREE

The ravens, and the secret -- have been passed down through generations. Father to son...

(shaking his head)

Your father -- died before he could tell you.

BRUCE

So they stole his piece of the puzzle.

TIPTREE

Yeah. I've got it, Bruce, and I'm going to hand it over. He's right, you know. We've all been feeding -- feeding on the soul of Gotham...

BRUCE stares at him, stony-faced. There's one part of the story that doesn't quite add up.

BRUCE (cont.)

I don't believe you, Elliott. My father was a decent man -- an honorable man. He would never have taken part in a scheme like this.

TIPTREE

It wasn't his doing, Bruce. It was --

BRUCE

That doesn't matter. If he knew that his fortune was based on a crime -- a crime against the city...

(violently)

Reputation or not, he would've tried to --

TIPTREE

Christ, Bruce! Do you want me to spell it out for you?!?

BRUCE backs off. An awful shiver of anticipation runs down his spine.

TIPTREE (cont.)

He was a decent man. He was an honorable man. That's why they had him killed.

CAMERA ZEROES IN ON BRUCE'S HORRIFIED FACE as we get a

SERIES OF SHOTS

Quick, almost subliminal glimpses of BRUCE's primal trauma: a MUGGER snatching at his mother's necklace. THOMAS WAYNE lunging at him. The young JACK NAPIER firing at THOMAS. PEARLS showering down on the rain-drenched sidewalk. A second bullet felling his MOTHER --

-- and finally, young BRUCE himself, face wracked with PAIN and GRIEF --

BACK TO SCENE - ON BRUCE

-- an expression which perfectly matches the one which the adult BRUCE is wearing as he relives it all thirty years later. Staggered and glassy-eyed, he stares off into space as TIPTREE finishes his tale.

TIPTREE

They killed him...to protect their secret
...and now the bill's come due. Now the
bill's come due.

CUT TO:

EXT. WAYNE MANOR - ESTABLISHING - TOWARD DUSK

The wrought-iron gate outside BRUCE's vast estate -- and beyond it, Wayne Manor itself, rising bold and stately against the setting sun. A COUNTY SHERIFF'S CAR cruises past...

INT. WAYNE MANOR - BRUCE'S BEDROOM - THAT MOMENT

BRUCE lies motionless on his bed. Scattered about him are SCRAPBOOKS, FAMILY PHOTOS and yellowed NEWSPAPER CLIPPINGS which describe the murder of his parents. Disoriented, he

gazes about aimlessly at his familiar surroundings -- which no longer seem quite so familiar...

He folds his arms formally across his chest and stares up at the ceiling, inert, as if the very weight of his heritage is crushing him down. Somewhere, a PHONE RINGS. He makes no move to answer it.

INT. WAYNE MANOR - KITCHEN - DUSK

VICKI's at the kitchen table drinking coffee. ALFRED, who's in his apron preparing dinner, picks up the ringing phone.

ALFRED

Thank you, yes, everything's fine. I'll expect your next call in an hour.

(hanging up; to VICKI)

The police are becoming an awful nuisance.

VICKI

I feel so awful for him, Alfred. There must be something we can do.

ALFRED

I realized long ago -- that there are places in Mr. Wayne's heart which no one will ever penetrate -- or share.

(pause)

He loves you, Miss Vale. But in certain ways he will always be alone.

BRUCE (O.S.)

...Thanks for the testimonial.

ALFRED turns and sees BRUCE standing in the doorway, staring at him. He starts to say something, but thinks better of it. He returns to his dinner preparations as BRUCE sits down across from VICKI. She extends a hand and he takes it -- making a visible effort to hold himself together.

BRUCE

Tiptree's planning some kind of rendezvous with 'Batman.' I think Batman ought to be there when it happens.

ALFRED

I see, sir. When shall we expect you back?

BRUCE

Get your cap. You're driving.

INT. TIPTREE'S BROWNSTONE - NIGHT

It's late, and the house is dark as TIPTREE treeds silently downstairs carrying an OVERSIZED SUITCASE. The lights are on in the kitchen, where the COPS are playing poker and watching

TV.

INT. PARLOR - A MOMENT LATER - NIGHT

CHRISTMAS TREE LIGHTS twinkle in the darkness. TIPTREE kneels beside the tree and digs around among the packages. He pulls out an OBLONG GIFT BOX with a tag addressed "TO DADDY -- FROM SANTA."

With a glance back at the kitchen, he soundlessly unwraps the package -- and opens it to reveal a matched set of RAVEN STATUETTES. He transfers them to the big suitcase -- then slinks into the hallway...

INT. BEDROOM ACROSS STREET - THAT MOMENT - NIGHT

The two STAKEOUT COPS are chuckling at a Charlie Brown Christmas special on a portable TV. One of them glances out the window and sees a man in a topcoat emerging from the brownstone, SUITCASE in hand...

STAKEOUT COP I
Shit -- that's Tiptree!!

The COP grabs for his WALKIE-TALKIE.

EXT. STREET OUTSIDE BROWNSTONE - THAT MOMENT - NIGHT

TIPTREE is halfway down the block when two COPS burst out of the brownstone.

COP
Mr. Tiptree! What the hell are you --

HEADLIGHTS FLASH ON as the SURVEILLANCE CAR revs its engine. TIPTREE breaks into a RUN -- and the COPS from the brownstone follow suit. At the end of the block he vanishes down a SUBWAY ENTRANCE.

INT. SUBWAY STATION - THAT MOMENT

A VIOLINIST is panhandling outside the token booth as the COPS come racing down the stairs. The COPS trip over his open violin case, scattering small change across the concrete floor. They flash their badges at the booth and VAULT OVER THE TURNSTILE --

-- just in time to see TIPTREE, with his SUITCASE, scuttling down a stairway which leads to the train platform below.

INT. SUBWAY PLATFORM - A MOMENT LATER

TIPTREE steps onto an EXPRESS TRAIN. The doors slide shut behind him -- and the hapless COPS curse under their breath as he rolls off.

COP

We've gotta get back to the radio.

INT. SUBWAY CAR - A MOMENT LATER - MOVING

TIPTREE takes an open seat and looks around apprehensively. Being fabulously rich, he's probably ridden the subway twice in his life -- and at this time of night, EVERY FACE in the sparsely-populated car looks vaguely menacing. Derelicts, prostitutes, teen-gang members -- ALL OF THEM eye this well-heeled stranger with intense curiosity as he clutches his suitcase and stares anxiously at the floor...

An ODD, GAUNT FIGURE enters at the end of the car. It's a DEAFMUTE. He shambles down the aisle passing out little white CARDS. One side is a guide to International Sign Language. The other reads:

**DEAF AND DUMB
PLEASE HELP -- \$1.00**

TWO YOUNG TOUGHS take a card and tear it in half, chuckling, shining the DEAFMUTE on. A HOOKER, the heart-of-gold type, stuffs a buck in his tin cup. He reaches TIPTREE and extends a card; TIPTREE ignores him, refusing to make eye contact --

-- but the DEAFMUTE shoves the card insistently into his face. Now TIPTREE looks up. THIS CARD bears a personalized message:

**GOTHAM CENTRAL STATION
B-TRAIN WEST TO RIVERVIEW**

TIPTREE's eyes widen. The DEAFMUTE -- who is in fact FRICK -- glowers down and holds out his cup. TIPTREE digs in his pocket; the smallest bill he's got is a twenty, but he hands it over anyway.

Smiling at this act of generosity, FRICK moves on to the next car. TIPTREE stares down tremulously at the card. He fidgets with his TIE CLASP -- the one BRUCE gave him earlier...

INT. LIMO - MOVING - NIGHT

TIGHT on a hand-held ELECTRONIC TRACING DEVICE. A small BLIP moves across a shifting GRID not unlike a radar screen.

BRUCE is in the back of the limo, eyeing the tracer intently. ALFRED's up front, at the wheel.

BRUCE
According to this, he's directly below us.

ALFRED
The subway, sir?

BRUCE
Yeah. Take a right.

INT. GOTHAM CENTRAL STATION - THAT MOMENT

It's slightly more crowded here in the hub of Gotham. TIPTREE emerges onto the platform and spies a squad of TRANSIT COPS thirty or forty feet away -- speaking into WALKIE-TALKIES as they scan the crowd.

Sticking close to the tracks, he turns swiftly toward the nearest stairway -- blending in with the crowd, trying to hold the SUITCASE out of view.

INT. LOWER PLATFORM - A MINUTE LATER

TIPTREE IS RUNNING for the B-train just as the doors begin to close. He manages to thrust the suitcase inside -- but the doors SLIDE SHUT on his hand, and he DROPS IT. He stands there on the platform, his face turning BONE WHITE as the train lurches forward...

False alarm. The train stops, and the doors hiss open again.

INT. SUBWAY CAR - MOVING - A MOMENT LATER

TIPTREE clambers aboard with a severe case of palpitations. As the train pulls out, a couple of rough-looking but helpful STREET TYPES show him to a seat and hand him his precious suitcase. He sits there panting...

Moments later, a DEAFMUTE enters the car. TIPTREE does a take: it's the exact same guy who was riding the other line! Of course, he doesn't know about Frick's malignant twin -- FRACK...

WIPE TO:

INT. LOCAL STOP - TEN MINUTES LATER - NIGHT

Having changed trains twice more since we left him, TIPTREE debarks at a deserted local stop. The station is EMPTY except for one other passenger, who's gotten off here as well -- a WOMAN in a long fur coat.

TIPTREE WATCHES as she approaches on her way to the stairwell, STILLETTO HEELS clicking across the floor. There's something familiar about her -- but she's wearing a big, broad-brimmed hat, and she TILTS IT DOWN as she passes, obscuring her face. It is, of course, SELINA...

TIPTREE stands there expectantly with his suitcase, awaiting further instructions. They aren't long in coming. A BLACK MYNAH BIRD swoops out of the tunnel, lands on the platform, and STRUTS in front of him.

MYNAH
FOLLOW ME. AWWWKK! FOLLOW ME.

The bird flutters its wings and takes off again -- INTO THE

TUNNEL. TIPTREE stares after it in disbelief. Then the bird CAWS AGAIN -- its shrill voice echoing from the darkness of the tunnel:

MYNAH (O.S.)
FOLLOW ME. AWWWKK!

TIPTREE clambers over the edge of the platform, dropping awkwardly to the tracks below. Suitcase in hand, he begins to walk...

INT. LIMO - MOVING - NIGHT

ALFRED tearing up the streets as BRUCE consults his tracer.

BRUCE
He's slowed down. Looks like he's under the park.

ALFRED
How do you propose to get down there, sir?
We can't have Batman strolling up to buy a token.

BRUCE
I know another way in.
(beat)
Step on it. They're down there waiting for him.

ALFRED turns the limo hard right -- into GOTHAM PARK -- past the statue of GENERAL WAYNE atop his horse...

INT. SUBWAY TUNNEL - THAT MOMENT

A LOCAL TRAIN roars by, filling the screen. When it passes, we see TIPTREE with his suitcase, walking along the express tracks at the far wall of the tunnel -- more frightened with each step. It's dark and eerie down here in the tunnels; the only illumination comes from dim LANTERNS spaced at fifty-foot intervals.

He sees the lights of an EXPRESS TRAIN behind him, and quickly switches to the local tracks. The train rumbles past with a deafening blare, and the car lights briefly illuminate his surroundings. TIPTREE glances over at the inside wall of the tunnel...

...where he sees, huddled in an ALCOVE just off the tracks, a small gathering of HOMELESS PEOPLE. They've set up camp down here in the tunnels, away from the elements. Surrounded by bags full of old clothes, DINING on canned food and cheap wine, they stare curiously at the well-heeled stranger with the suitcase who's invaded their domain.

TIPTREE eyes them fearfully and picks up his pace, hastening down the tunnel. The HOMELESS make no move to follow -- with

one exception. A KID, thirteen or fourteen, in a ratty topcoat, climbs down onto the tracks and watches inquisitively as TIPTREE vanishes into the shadows.

His face is familiar. It's DICK -- the boy vigilante from the park.

INT. TUNNEL - FARTHER DOWN TRACKS - A MOMENT LATER

In this stretch of the tunnel the LANTERNS don't seem to be working -- and the MYNAH is completely invisible. When he comes to a fork in the tracks, he has to wait for the sound of the bird's shrill voice to guide him:

MYNAH
AWWRRK! FOLLOW ME.

TIPTREE stumbles ahead blindly in the darkness. He trips on the tracks and drops the suitcase. As he's getting to his feet, a FLASHLIGHT shines DIRECTLY IN HIS FACE...

VOICE
STOP THERE.

The MYNAH BIRD flutters through the beam of light and perches on the shoulder of an UNSEEN FIGURE. TIPTREE COWERS and SQUINTS, trying to make him out, but the figure who stands before him is shielding his face with an open UMBRELLA.

TIPTREE
I've cooperated. I've done everything you said.

PENGUIN
Open the case.

TIPTREE lifts the lid, revealing TWO RAVENS in the suitcase. A CACKLING LAUGH echoes in the darkness.

PENGUIN (cont.)
...Two ravens?

TIPTREE
The other one is Bruce Wayne's.
(*trembling*)
He doesn't know anything about this.
You've got what you want. There's no need to --

PENGUIN
Thank you, Mr. Tiptree. You may go.

TIPTREE stands. He backs away from the suitcase warily.

TIPTREE
My family. You won't --

PENGUIN
We'll certainly take your unexpected
generosity into consideration.

TIPTREE
We -- ?!?
(*shielding his eyes*)
You're not Batman.

PENGUIN
No. I'm his brother-in-law -- Birdman.
Now move out.

INT. TUNNEL - HIGH ANGLE - THAT MOMENT

TIPTREE marches slowly down the tracks, TOWARD CAMERA,
silhouetted in the flashlight beam. The beam SHIFTS SLIGHTLY
as the Penguin moves toward the suitcase and sets the light
down --

-- and we catch sight of the CATWOMAN perched on a steel
cross-girder above the rails, her CHROME-STEEL TALONS GLINTING
as she waits for TIPTREE to pass underneath.

INT. TUNNEL - ON TIPTREE

looking increasingly twitchy as he approaches the cross-
girder. He slips a hand into the pocket of his topcoat,
WHIRLS SUDDENLY --

-- and brings up his .38 AUTOMATIC, firing THREE QUICK SHOTS
at the PENGUIN. The shots RICOCHET LOUDLY off the umbrella --
which happens to be a bulletproof job. The PENGUIN lifts his
brolly; FIRE SPITS out of the shaft --

-- and TIPTREE staggers backward. SHOT IN THE CHEST. He
spins into a steel upright and topples, face-forward, onto the
ELECTRIFIED THIRD RAIL -- FRYING HIMSELF in a shower of
sparks.

The smoke is still clearing when the CATWOMAN drops to the
tracks. The PENGUIN rushes to her side to check TIPTREE for
signs of life.

CATWOMAN
That idiot. Another six feet --

PENGUIN
So sorry to spoil your fun. -- He brought
two ravens. We've got a complete set!

CATWOMAN
What??

PENGUIN
Yeah! They're in the suitcase --

An AWFUL RUMBLING fills the tunnel. They see the lights of a TRAIN approaching on the center track -- the same one they're standing on, the one TIPTREE's body is slumped across. The PENGUIN's first impulse is to run back toward the inner track, where the ravens lie, but the CATWOMAN is trying to drag TIPTREE out of the train's path...

CATWOMAN
GIVE ME A HAND!

They pull the corpse onto the outer express track just as the train arrives. They stand against the outer wall, waiting for the train to pass...

...and when it does, they see DICK -- the boy vigilante -- standing on the inner track directly across from them. HOLDING THE SUITCASE. The kid takes off like a shot. The CATWOMAN and the PENGUIN exchange quick looks of utter disbelief -- and BOLT AFTER DICK.

INT. TUNNEL - ON DICK

The bulky suitcase is slowing his progress. He looks back over his shoulder; although the stubby-legged PENGUIN has fallen well behind, the CATWOMAN is gaining fast.

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INT. TUNNEL - ON DICK

watching in the light from the train as the two costumed figures grapple in the distance. He races back toward the scene of the melee...

INT. TUNNEL - OUTER EXPRESS TRACK - THAT MOMENT

...where BATMAN and the CATWOMAN are trading punches, blow for blow. He knocks her off her feet with a vicious right hook, and she sprawls on the track, dazed and bleeding. She lifts a hand: *no mas...*

He looks back toward the suitcase on the center track. Before he can make a move toward it, he spots ANOTHER TRAIN approaching on the outer tracks -- right on the heels of the last one. He crouches to pull the CATWOMAN's limp frame out of its path...

...but as he does so, a HORN BLARES -- and a SECOND TRAIN comes barreling down the center track from the opposite direction! Now he's got trains approaching on either side, and there's no place to go --

The CATWOMAN is groggily getting to her feet. He LUNGES at

her -- THRUSTS HER BACKWARD, toward an ALCOVE in the outer tunnel wall.

INT. TUNNEL - ON DICK - THAT MOMENT

The OUTER train is already speeding past, obscuring BATMAN and the CATWOMAN from view. The CENTER train is bearing down fast. A split-second before it arrives, DICK'S HAND snatches the suitcase out of its path -- and he TUMBLES TO SAFETY on the innermost LOCAL TRACK.

He stands and watches as the two trains pass in opposite directions. He doesn't know if BATMAN is alive or dead...

INT. ALCOVE - THAT MOMENT

BATMAN and CATWOMAN are flattened in the tiny alcove -- there's not two inches of breathing space between them and the passing TRAIN. She's come around now, and she's FLAILING and CLAWING at him, trying to PUSH HIM OUT.

HER HAND closes around his UTILITY BELT. As they struggle, she hits the trigger of a SMALL GAS CYLINDER...

It's BRUCE's hydraulic BATWING DEVICE -- the one that saved him when he fell off the roof. But this time the results are altogether different. He GASPS IN HORROR as the WINGS OF HIS CAPE stiffen and inflate -- FORCING HIM AWAY FROM THE WALL OF THE TUNNEL.

His OUTER WING strikes the TRAIN -- FLAPPING WILDLY against the passing CARS -- SNAGGING FINALLY on the railing of the rearmost car --

-- and BATMAN is suddenly RIPPED OUT OF THE ALCOVE -- DRAGGED OFF DOWN THE TRACKS by the passing train!

INT. TUNNEL - INNERMOST TRACK - ON DICK

He's still there with the suitcase -- waiting apprehensively to see what's become of BATMAN. Finally the center train passes --

-- and he sees CATWOMAN standing ALONE IN THE ALCOVE -- smiling at him -- advancing menacingly. DICK TURNS TO RUN...

A GUNSHOT rings out -- and the last thing he sees as he slumps to the tracks is a whiff of SMOKE pluming from the shaft of the PENGUIN'S UMBRELLA.

The PENGUIN's panting -- soaked with sweat. The CATWOMAN snatches up the suitcase and rushes over to join him. She peers off into the tunnels after BATMAN, exhilarated...

CATWOMAN

God. Did you see him? Isn't he hot?

PENGUIN

Haven't you got anything else to think about?

(mopping sweat from his brow)

I'm hot. That was exhausting.

CATWOMAN

No pain, no gain! -- Suck it up. We're not out of here yet.

She sprints off down the tracks. SQUAWKING, he waddles along behind her, as fast as his fat little legs will carry him...

As they vanish into the darkness, the CAMERA TRACKS back -- past DICK, who lies unconscious on the tracks, bleeding heavily from his shoulder wound -- DEEPER INTO THE MAZE OF TUNNELS --

-- arriving finally on the ragged black figure of BATMAN as he staggers forth from the shadows, dazed and bloody. He scans the tunnel, finding no trace of his enemies -- and then his gaze falls on DICK.

He limps over and KNEELS at the boy's side -- cradling his head protectively, staring helplessly into the blackness all around him...

DISSOLVE TO:

EXT. GOTHAM CITY SKYLINE - NIGHT

The stark outlines of the city, BATHED IN MOONLIGHT. CAMERA ZEROES IN on the glowing, ornamental DOME of CITY HALL...

INT. CITY HALL - THAT MOMENT - NIGHT

A PENTAGONAL BALCONY girds the interior of the dome. We TILT DOWN to ground level -- where TWO AGED SECURITY GUARDS lie sprawled at odd angles on the marble floor, FATALLY SHOT.

The PENGUIN closes his gun-umbrella and waddles across the atrium of City Hall, past a statue of blind Justice, to a point directly under the dome. There, encased in a plexiglass case, is a SCALE MODEL of GOTHAM CITY -- circa 1885, when City Hall was erected. He shouts up:

PENGUIN

LETS DO IT!

INT. CITY HALL - BALCONY UNDER DOME - THAT MOMENT

The CATWOMAN, FRICK, and FRACK are already up on the balcony. Lining its periphery are various DISPLAY CASES of historical interest; and positioned along the wall at each point of the pentagon are FIVE ARCHED NICHES -- each one containing a bronze bust. The patriarchs of Gotham's Five Families...

The CATWOMAN and co. go to work quickly. She removes the FIVE RAVENS from a gunny sack as FRICK and FRACK work their way around the balcony, YANKING the busts from their recessed bases. She follows along behind them, replacing each bust with a RAVEN.

When they're done, the PENGUIN yells up:

PENGUIN

Now. Give each raven a quarter-turn.

His pals in the dome oblige -- TWISTING each raven in its recessed socket, in quick succession...

INT. CITY HALL - ATRIUM - ON PENGUIN

The moment of maximum tension. He stands there frothing at the mouth with anticipation. SECONDS TICK OFF, and nothing happens.

CATWOMAN

What happens now?

PENGUIN

I don't know. That's all...!

He looks around expectantly as the others peer down at him from above. He really doesn't know what's supposed to happen next. Suspecting the worst, he throws his umbrella to the floor and begins STAMPING ABOUT IN A RAGE, SPUTTERING, flapping his arms like wings.

PENGUIN (cont.)

We've been TRICKED! It's a HOAX! It's
a --

He SHUTS UP suddenly at the sound of a loud CHUNK. Somewhere behind him, ANCIENT GEARS are beginning to grind. He spins and stares at the SCALE MODEL of GOTHAM in its plexiglass case...

The city model is TREMBLING slightly. As he watches, the DOME of the miniature CITY HALL -- in the dead center of the model city -- POPS OFF on a hinge. A METAL STRONGBOX rises into view...

INT. DOME - ON BALCONY - THAT MOMENT

The CATWOMAN, FRICK and FRACK stare down at the little metal box. The PENGUIN is already clambering atop the plexiglass case of the model, SMASHING AT IT with his umbrella, trying to get at the box.

FRICK

That's the treasure?

CATWOMAN

No. It's a map...

She affixes a ROPE to the balcony railing and CLIMBS OVER.

INT. CITY HALL - ATRIUM - ON PENGUIN

The plexiglass case finally SHATTERS -- and the PENGUIN falls through, landing atop Gotham City. He snatches at the strongbox and gets to his feet, bestriding the city like a colossus. He's climbing down off the tabletop when the CATWOMAN, on her rope, touches down behind him.

He hunkers down on the floor and knocks the rusted padlock off the box. He opens it and stares greedily at the contents -- a MAP and a bunch of old, crumbling PHOTOS. The CATWOMAN creeps over to his side:

PENGUIN

Bruce Wayne. So he doesn't know a thing about the treasure, eh...?

(handing her the map)

Look at this. It's right under Wayne Manor. It's been there all along!

Now the CATWOMAN snatches at the PHOTOS. They show progressively closer views of ANCIENT GNARLED STALACTITES -- an odd, distinctive SUBTERRANEAN ROCK FORMATION...

PENGUIN (cont.)

Looks like some kind of cave.

FADE THROUGH TO:

INT. WAYNE MANOR - GUEST BEDROOM - DAY

TIGHT ON THE FACE of DICK. He lies unconscious in a big soft frilly bed A WOMAN'S HAND wipes his feverish brow with a damp cloth; he moans slightly...

His eyes snap open suddenly. He sits BOLT UPRIGHT with a yelp.

VICKI

No, no -- don't try to get up -- you're hurt.

He pushes her aside and climbs out of bed anyway. His shoulder is bandaged, his arm in a sling. The pajamas he's wearing are three sizes too large. He paces about, staring at his unfamiliar surroundings.

VICKI (cont.)

It's all right. You're safe. You can stay here as long as you need to.

DICK

I don't belong here. You can't keep me

here.

Vaguely unnerved, he goes to a window, pulls back the shades, looks out at the grounds.

VICKI
It's "Dick", isn't it? Or do you prefer
"Richard"?

He stares at her as if she's nuts. VICKI opens a closet door: all of his ratty belongings are hanging inside -- including the red-and-green GYMNAST'S SUIT with the "R" insigne on the breast.

VICKI
"R" -- for Richard, right? See, all your
things are here...
(staring at the costume)
What is it, some kind of gymnast's outfit?

DICK
It's none of your business. What is this,
some kind of home?

VICKI
No, not that kind. There's a swimming
pool -- tennis court -- you can have
anything you want.

DICK
Tennis court?! -- Lady, you're rich. How
the hell would you know what I want?

VICKI tries to lay a soothing arm on his shoulder. He bats it away, pushes her aside and turns toward the door in agitation --

DICK
I'm not staying. You can't make me --

-- and sees BRUCE standing in the doorway looking at him.

BRUCE
I can make you.

DICK freezes -- as if BRUCE's mere presence has mesmerized him. The hint of a smile plays across his face: ohhhhh. I'm in Batman's house.

BRUCE (cont.)
Come on. Wanna go at it?
(no response)
Look, kid -- like it or not, you're my
guest -- and long as you're here you might
as well enjoy it.

ALFRED appears with a tray of hot food and sets it down on a

bedside table. DICK edges toward it and sits down. He waits for ALFRED to leave and then TUCKS IN HUNGRILY -- eyeing BRUCE all the while.

BRUCE (cont.)
Will you two be okay in here?

VICKI nods yes. BRUCE backs out of the room.

INT. WAYNE MANOR - OUTSIDE GUEST ROOM - DAY

BRUCE pulls the door shut. ALFRED follows him down the hall.

ALFRED
What do you propose to do with him, sir?
Keep him in the room for the rest of his
life?

BRUCE
I don't know, Alfred. I've got other
stuff to worry about.

ALFRED
The child is hurt, sir. At the very least
we should attempt to locate his parents.

BRUCE
He hasn't got any parents.

ALFRED
How do you know that, sir?

BRUCE turns and fixes ALFRED with a steely gaze.

BRUCE
...I know.

The PHONE RINGS as BRUCE starts down the long stairway. ALFRED picks up a hallway extension. He covers the mouthpiece:

ALFRED
Sir -- it's Miss Kyle.

BRUCE rushes back upstairs to take the call.

INT. PENGUIN'S LAIR - THAT MOMENT - DAY

ARCTIC BIRDS chirping all around in the penguin-pool room. A SNOW OWL struts across the PENGUIN's desk as SELINA makes a phone call -- with the PENGUIN, FRICK, and FRACK hovering over her.

SELINA
Well! Tall, dark and handsome. Are we
still on for tonight?

INT. WAYNE MANOR - ON BRUCE

He covers the receiver and stares intensely at ALFRED. On his look we

DISSOLVE TO:

INT. WAYNE MANOR - FRONT PARLOR - NIGHT

Christmas carols playing. VICKI's got DICK helping her trim the tree.

INT. BRUCE'S BEDROOM - NIGHT

BRUCE is getting dressed for his date with SELINA.

ALFRED

Is this necessary, sir? After all...it is Christmas eve.

BRUCE reaches for his UTILITY BELT. He empties the contents of one packet onto a dresser: a dozen tiny, red GLASSINE CAPSULES. He scoops up a handful of the CAPSULES and deposits them in his jacket pocket.

BRUCE

Stuff'll knock out a moose, much less a cat.

ALFRED

I don't like to see you going out on a date...unprotected, sir.

BRUCE

She'll be ready for Batman -- but not for me.

(turning to go)

It's the only way, Alfred. I've got to take her out tonight.

INT. ENTRY HALL - FIVE MINUTES LATER (DICK'S POV)

DICK watches from the front parlor as VICKI meets BRUCE at the bottom of the stairs. The two of them exchange a few brief words; he embraces her, strokes her hair gently -- then glumly sets his jaw and moves off toward the front door.

VICKI reenters the parlor, trying to force an expression of cheer as DICK turns discreetly away. This is one weird household he's landed in...

INT. SELINA'S LOFT - NIGHT

SOFT MUSIC plays in the background as SELINA preens in front of a vanity, doing her eye makeup, taking great pleasure in her own reflection. She's looking especially sultry tonight in a glittering low-cut gown. She lowers one shoulder strap

and strikes a pose in the mirror: better. She runs a hand through her hair, TOUSLING IT for that recently-ravished look.

The DOORBELL rings, and by the time SELINA crosses over to answer it, she's lowered the other strap as well -- which means she has to hold up the top of her dress with one hand. BRUCE finds himself dumbstruck as she lets him in. She pulls up both straps as she greets him nonchalantly:

SELINA
You're early. I'm afraid I'm not quite dressed.

BRUCE enters and takes a long look around. It's a big open loft, only partly finished, filled with Egyptian artifacts. The walls feature modern paintings with CAT MOTIFS. The finished section is dominated by a huge BED on a raised platform -- three or four CATS are walking around on it, yowling at BRUCE. SELINA CHUCKLES as he scopes it all out.

SELINA (cont.)
If you're looking for my bondage gear, it's at the cleaners.

BRUCE
Christmas eve. No tree?

SELINA
No presents. I've been a bad girl this year.

BRUCE takes a seat on the sofa while SELINA goes to a nearby wet bar.

BRUCE
I'm surprised you kept this date. I thought you would've lost interest by now.

SELINA
What makes you say that?

BRUCE
You've got what you want, don't you?

SELINA
I do now.
(*smiling*)
We've had this date for a long, long time.

With that, she sets the drinks down on the table and moves in to KISS him -- a long, slow, wet kiss. But BRUCE seems strangely unresponsive. She breaks free and gives him a funny look.

BRUCE
How much is it going to cost me?

SELINA

What?

BRUCE

...To get the ravens back.

He watches her closely for a reaction. SELINA's shocked, but she conceals it well -- chuckling in apparent confusion.

SELINA

You're the oddest man I've ever met.

(moving in on him)

Let's talk later, Bruce. I've got kind of a short fuse...

BRUCE tenses slightly as she KISSES him again -- leaving a crimson LIPSTICK SMEAR on his cheek. She works her way downward, kissing him around his neck and throat...

HIS HAND reaches into his jacket pocket. He withdraws a tiny GLASSINE CAPSULE. But before he can use it --

He JERKS BACK suddenly -- pushes her away. His free hand goes to his neck, where a thin trickle of BLOOD is oozing from between two bright red LIPSTICK LIPS. She's bitten him...

Now she SHUSHES him -- reaches over to the tiny wound and massages it gently with one hand.

SELINA

Did I hurt you? Just relax -- you'll start to enjoy it.

BRUCE pulls away again. His eyes are strangely glazed. He tries to speak, but his tongue feels thick and swollen.

SELINA (cont.)

Bruce, you look faint. It must be the cats.

BRUCE stands suddenly. It's as if he's mired in a slo-mo nightmare. His legs give way beneath him and he topples to the floor, INERT. His fingers go slack and the capsule rolls out; he tries to reach into his pocket, but his arm won't seem to work.

SELINA's cat, HECATE, strolls across his prostrate form -- purring and stretching...

BRUCE'S POV

A worm's-eye view -- SELINA looms over him with a predatory smile on her face, shifting in and out of focus.

BRUCE

What di-- what did you d--

She runs a finger across her lips and holds it up -- bright red.

SELINA
I guess I've...gotten under your skin.

BACK TO SCENE - ON BRUCE

His hand goes to the BITE on his neck -- and he realizes SELINA's lipstick is spiked with a fast-acting PARALYTIC DRUG. He writhes helplessly on the carpet, his whole body gradually going slack.

The PENGUIN, FRICK and FRACK stroll through the doorway and stand over him -- ALL LAUGHING...

DISSOLVE TO:

EXT. WAYNE MANOR - NIGHT

A COUNTY SHERIFF'S CAR cruises past the manor, right on schedule.

INT. WAYNE MANOR - PARLOR - NIGHT

ALFRED on the telephone, checking in with the County Sheriff's boys.

ALFRED
Everything's fine, thank you. We'll talk in an hour.

Behind him, VICKI is waiting up for BRUCE. She's curled up on the sofa, reading a book, throwing the occasional anxious glance at a big grandfather clock -- which strikes eleven o'clock.

INT. WAYNE MANOR - GUEST BEDROOM - NIGHT

DICK opens the bedroom door and peeks down the hall. He's got all his belongings tied up in a bundle on the bed; he opens a window and throws the bundle outside.

There's a nice strong TREE BRANCH some ten or twelve feet from the window -- just close enough that he should be able to make it. He climbs up onto the windowsill, crouches, and SPRINGS.

INT. CAR - OUTSIDE - THAT MOMENT - NIGHT

A car full of trouble: SELINA, wearing a fur coat over her Catwoman garb, at the wheel; the PENGUIN riding shotgun; and FRICK in the back seat -- next to BRUCE, who's semi-conscious and stone limp. The car idles outside the wrought-iron gates of Wayne Manor.

PENGUIN
Try his mag card.

FRICK digs in BRUCE's pockets and finds a bunch of RED CAPSULES.

FRICK
Look at this. He's a pillhead.

Now FRICK finds a mag-striped card and INSERTS IT into an electronic device at the edge of the drive. The gates magically part. There's a large VAN just behind the car -- driven by FRACK, and carrying two random GOONS. Both vehicles pull in before the gates slide shut.

INT. WAYNE MANOR - A MOMENT LATER

VICKI hears a signal from the security panel in the kitchen announcing what should be BRUCE's arrival. She heaves a huge sigh of relief -- then rushes to the door and flings it open.

She sees BRUCE standing there and her face lights up.

VICKI
Ohh. Am I glad to --

To her horror, BRUCE topples forward -- and lands on the floor, flat as a board. VICKI SHRIEKS as the PENGUIN enters, throwing his arms wide.

PENGUIN
MER-R-R-RY CHRISTMAS!!

EXT. WAYNE MANOR - THAT MOMENT - NIGHT

DICK has shimmied down to a lower branch. He lets go and drops to the snow, WINCING; his shoulder wound is bleeding again. As he grabs his bundle, he hears RAUCOUS LAUGHTER coming from around the house.

He races over to peer around the corner. He sees the two cars out front. He sees the last of the goon squad barging in through the front door.

His face full of confusion and conflict, he moves to a window. In the entry hall he sees BRUCE on the floor -- and VICKI surrounded by gun-toting intruders. One of them grabs her and twists her arm behind her back.

INT. WAYNE MANOR - ENTRY - THAT MOMENT

VICKI shrieking and struggling as she stares down at BRUCE.

VICKI
What did you do to him??

SELINA gives her a catty little smile.

SELINA

First-time jitters, I guess. Everything was going great, and then...he just went limp as a noodle.

INT. WAYNE MANOR - ON STAIRWAY

Drawn by the commotion, ALFRED rushes down the stairs to the entry hall, pulling a robe around him. He freezes in his tracks when he sees FRICK dragging VICKI into the front parlor, holding a gun to her head.

PENGUIN

You'd be the butler. Why don't you come on down and attend to your guests?

ALFRED hesitates, until the PENGUIN pulls a gun on him. He marches down the stairs slowly, pausing by BRUCE's prostrate form.

ALFRED

Mr. Wayne. Is he -- ?

PENGUIN

You know how it is. Some guys just can't hold their egg nog.

INT. FRONT PARLOR - A MOMENT LATER

The PENGUIN marches ALFRED in where the rest of the gang's already assembled. FRICK throws VICKI down roughly on a sofa just next to the Christmas tree while the GOONS drag BRUCE inside.

PENGUIN

I should explain the occasion of our visit. There's a treasure underneath this house -- and I don't plan to leave until you tell me how to find it. Now who's going to talk -- Miss Vale?

VICKI

I don't know what you're talking about.

PENGUIN

The cave. Under the house. How do I get there?

The PENGUIN gestures. FRICK holds the gun to her head.

VICKI (cont.)

I don't know! I swear, I would tell you --

PENGUIN

(turning to ALFRED)

Then maybe you'd like to tell me.

ALFRED
You're no more than a common thief.

PENGUIN
Wrong, you old idiot. I happen to be a
very uncommon thief.
(beat)
Are you going to tell me, or does Miss
Vale get an early present this year?

FRICK cocks the gun. VICKI stares aghast at ALFRED, who scans
the room, weighing his options. Trembling, he shuts his
eyes --

ALFRED
I...don't...know...

PENGUIN
Then go ahead, Mr. Frick...decorate the
tree.

FRICK's finger tightens on the trigger. VICKI winces. ALFRED
starts to blurt something out. But a split-second before he
can speak --

SELINA
Wait!
(crossing over to VICKI)
We don't know how to get down there yet.
We may need her when Bruce wakes up.

The PENGUIN sighs and waves FRICK off. ALFRED and VICKI heave
simultaneous sighs of relief. He throws her a shamefaced look
-- but she gives him a tiny nod of acknowledgement: you made
the right play.

SELINA (cont.)
Besides -- I want this one for myself. So
pretty...I'm going to give her a brand new
face for Christmas.

The PENGUIN throws a look at BRUCE, who's still out cold on
the floor. He turns to FRICK and FRACK.

PENGUIN
Why don't you two tie up our host?

ALFRED sits beside VICKI while SELINA wanders off to tour the
premises. FRICK and FRACK, meanwhile, drag BRUCE into a back
parlor which opens off the room they're in.

INT. BACK PARLOR - THAT MOMENT

They dump BRUCE face down on a sofa -- then rip the telephone
cords from around the baseboard and use them to bind his hands
and feet.

INT. FRONT PARLOR - ON MR. BONIFACE

Still holding his gun on VICKI and ALFRED, he wanders about the room, admiring the various furnishings and expensive objects.

PENGUIN

It's all so plush and tasteful, isn't it?
Just the sort of setting in which I've
always imagined myself.

ALFRED, on the sofa, can't resist letting out a snort of disgust.

PENGUIN (cont.)

I see. You think I'm vulgar. You think
I'm...*nouveau*.

ALFRED

I think you're a dirty little man with
a --

The PENGUIN silences him by sweeping one arm across a tabletop, sending a bunch of PRICELESS CHINA FIGURINES crashing to the floor. He points to ALFRED as FRICK and FRACK reappear.

PENGUIN

See, boys, that's old money talking.
After a while, they actually start to
believe they've earned all this.

(*smirking*)

I don't mind. Someday I'll be old money
too -- when the statute of limitations
runs out.

SELINA (O.S.)

Hey! -- Guess what I just found.

Face full of anticipation, he TURNS -- just in time to see SELINA returning from the kitchen with a big silver tray of...

SELINA (cont.)

Christmas cookies!

The PENGUIN is crestfallen, but that doesn't stop him from cramming a handful of cookies down his gullet. SELINA graciously serves VICKI and ALFRED, who munch away with limited enthusiasm.

PENGUIN

Let's spread out and see what we can find.

(*to FRICK and FRACK*)

You two -- keep an eye on our friends
here. Give me a yell the minute Wayne
comes to.

FRICK and FRACK post themselves at the doors to the front parlor as SELINA, the PENGUIN and the GOONS fan out through the house. CAMERA TRACKS WITH THEM as they move past BRUCE --

-- and in a quick CLOSEUP we see his EYES OPEN -- his hands STRUGGLING against his bonds.

SERIES OF SHOTS

QUICK GLIMPSES of the intruders enacting their depredations as they search for the entrance to the cave. SELINA and the PENGUIN are flinging open doors, moving clocks, looking for secret panels; as they go, they systematically TEAR THE HOUSE APART -- smashing BRUCE's possessions, ripping paintings out of frames, etc.

Meanwhile, the TWO GOONS are outside prowling around the grounds, looking for an exterior entrance -- and back in the parlor, FRICK and FRACK are keeping their guns trained on ALFRED and VICKI.

INT. WAYNE MANOR - CORRIDOR OFF KITCHEN - NIGHT

CAMERA TRACKS down a long, empty hallway -- arriving at a LOCKED DOOR with curtained-off glass panels. Suddenly, an ELBOW smashes through the glass -- a hand reaches inside and fumbles for the lock --

INT. FRONT PARLOR - THAT MOMENT

FRICK and FRACK start at the sound of a SECURITY ALARM blaring from the kitchen. VICKI looks at ALFRED...

FRICK
Better check it out.

FRICK stays behind as FRACK rushes out into the entryway and down a long hall to the kitchen. He tosses a glance back at VICKI and ALFRED, then steps out into the entryway himself.

FRICK (cont.)
What is it? What's going on??

VICKI and ALFRED look into the back parlor. DICK GRAYSON has sneaked in behind the sofa -- and he's busy sawing away at BRUCE's bonds with a letter opener. Both of them stiffen simultaneously -- if FRICK steps back inside, he'll have a clear view of DICK and BRUCE.

INT. KITCHEN - THAT MOMENT

FRACK has opened a panel on the kitchen wall, revealing the SECURITY SYSTEM from which the alarm emanates. A RED LIGHT is blinking, indicating DICK's break-in. FRACK throws switches frantically, trying to kill the sound. Finally he succeeds -- and SHOUTS:

FRACK
Some kind of security system --

INT. BACK PARLOR - THAT MOMENT

DICK's gotten BRUCE free -- but BRUCE, still under the effects of the drug, isn't much use. He tries to get off the sofa and crumples in a heap.

DICK
Can you move, man?

BRUCE
Library -- got to get me to the library --

DICK slings an arm around BRUCE and drags him to a door opening onto the hallway. They're just about to step outside when FRACK comes marching back on his way from the kitchen.

INT. FRONT PARLOR - ON VICKI AND ALFRED

-- faces wracked with utter, desperate tension as they watch the situation develop.

INT. ENTRY HALL - THAT MOMENT

FRICK and FRACK conferring, ignoring VICKI and ALFRED for the moment. By now the PENGUIN is waddling in from a hallway:

PENGUIN
What is that ungodly racket?

FRACK
A security alarm. It went off in the kitchen.

PENGUIN
My God! Is someone in here?

He struts over to huddle with his cronies. BRUCE and DICK are still poised in the doorway. It looks bad...

INT. FRONT PARLOR - THAT MOMENT

ALFRED looks at BRUCE and DICK -- then at FRICK and FRACK bickering with the PENGUIN in the entryway. He pats VICKI's knee -- gestures for her to keep her seat --

-- and LUNGES at FRICK, making a play for his gun. A moment of confusion ensues -- giving DICK and BRUCE just enough time to dart out into the hallway, duck around a corner, and vanish --

-- but ALFRED is a frail old gent, and he can't keep it up for long; a blow to the face sends him sprawling to the floor. FRICK instinctively pulls the trigger and SHOOTs HIM at point-blank range.

VICKI rushes into the hallway -- screaming, crying.

INT. LIBRARY - THAT MOMENT

The room's a mess, books all over the floor. The groggy BRUCE props himself up against his desk. He manages to pull the bottom drawer open -- gropes frantically for the secret switch. He's CRYING.

BRUCE

Alfred...

DICK

I'll go back.

BRUCE

I can't...get down there...without you.

DICK turns. To his amazement, the sectional bookcase is swinging open -- revealing the secret passage to the BATCAVE.

INT. ENTRY HALL/FRONT PARLOR - THAT MOMENT

We will all be pleased to know that ALFRED has only suffered a superficial wound to the arm. VICKI is on her knees beside him; the PENGUIN is watching them with utter contempt.

PENGUIN

What an extraordinarily stupid thing to do.

VICKI

SHUT UP. Help me with him.

The PENGUIN rolls his eyes and orders FRICK and FRACK to give VICKI a hand without him. They carry him into the parlor, lay him out on the sofa. VICKI reaches into her purse for a handkerchief and begins binding his wound as the PENGUIN pulls FRACK aside.

PENGUIN

You and I had better check the ground floor and see what's going on. Mr. Frick -- do you think you'll be able to manage this pair?

FRICK

Yes sir.

PENGUIN

Oh, good. That does relieve my mind --

He turns, glances into the back parlor, and sees a pile of CUT CORDS on the love seat. The blood drains out of his face.

PENGUIN (cont.)

Where's Wayne???

INT. BATCAVE - THAT MOMENT

DICK has just entered another world -- and he's looking around him in pure, unalloyed amazement. BRUCE is fumbling with a packet on a spare UTILITY BELT; he shakes out a fistful of pills and swallows them dry.

Then he goes to his bank of monitors and begins flipping switches. They blink on one by one; DICK moves up behind BRUCE and looks on, dazzled.

INSERT - MONITOR

The screen shows The PENGUIN in a sun room, shouting to his two armed GOONS through a pair of French doors.

PENGUIN
Check the grounds! The shape he's in, he
can't have gotten far.

BACK TO SCENE - ON BRUCE

He turns to his main control panel, reaches for a switch, and waits.

EXT. WAYNE MANOR - THAT MOMENT - NIGHT

The two GOONS outside, with guns and flashlights, roaming cautiously around the grounds. They turn suddenly --

-- as CORRUGATED-STEEL SECURITY PANELS slam into place over every ground-floor door and window in Wayne Manor!

INT. SUN ROOM - THAT MOMENT

The PENGUIN sees the same thing happening, only from inside. He listens helplessly as his GOONS pound on the steel panels from outside. It's just occurred to him that he's trapped in here...

INT. BATCAVE - A MOMENT LATER

DICK is up on a catwalk leading back to the library of Wayne Manor. BRUCE shouts up to him from the control console down below.

BRUCE
-- as soon as he gets to the East wing.
Wait for my signal. You know what to do.

DICK nods yes and bolts off.

INT. FRONT PARLOR - A MOMENT LATER

VICKI and ALFRED are still sitting at gunpoint. With the

commotion going on all around them, FRICK is getting itchy-fingered.

Suddenly the STEREO begins blaring at top volume -- "SANTA BRING MY BABY BACK TO ME." FRICK turns and stares at it in confusion -- goes over to fiddle with the controls --

-- and suddenly BRUCE'S VOICE is coming through the loudspeakers.

BRUCE (O.S.; filter)
VICKI! RUN! NOW!

She's off the sofa like a shot, DIVING for the entry hall. FRICK turns and takes aim --

-- but before he can squeeze the trigger, DICK's come out of nowhere to HIGH-KICK him in the face! The shot goes wild and the two of them tumble into the Christmas tree, knocking it over...

INT. ENTRY HALL - THAT MOMENT

VICKI hits the floor of the entry hall. HUGE OAKEN SLIDING DOORS are already slamming shut behind her. The same thing is happening all down the hall -- the East wing of the house is sealing itself off!

INT. FRONT PARLOR - THAT MOMENT

DICK CARTWHEELS across the carpet -- catching FRICK high on the chest and RAMMING him backward, into the hearth. Before FRICK can regain his balance, DICK's BEANED HIM across the back of the skull with a fireplace poker.

He bends and picks up FRICK's gun -- which he tosses to ALFRED, who's been watching all this with some fascination from the sofa.

DICK
Here. You might need it.

ALFRED
Thank you, Master Dick. And...bravo.

INT. KITCHEN - THAT MOMENT

VICKI has made it to the wall phone. She can't seem to get a dial tone --

VOICE FROM BEHIND
Do you really think we're that stupid?

VICKI turns, and realizes to her horror that the VOICE is SELINA's.

SELINA (cont.)

I tawt I taw a pudgy tat...!!

With that she raises a hand -- and her CLAWS pop out. VICKI turns, grabs a carving knife from a wooden block -- but before she can do anything with it, a WHIP cracks and wraps around her wrist, jerking the knife loose. SELINA tugs on the other end, reeling her closer.

SELINA

You know, I've got a great recipe for
Sliced Bitch --

VICKI lunges forward suddenly, causing the whip to slacken and throwing SELINA off-balance into the center island. While they're tangled up, VICKI grabs a MEAT CLEAVER and tries to bring it down on SELINA, but SELINA rolls effortlessly out of the way and returns the favor, SWIPING at VICKI with her claws. VICKI brings a Calphalon skillet up just in time to block the blow: CLANG.

VICKI sweeps her arm across the countertop, showering SELINA with knives and appliances. It buys her enough time to make for the door -- but SELINA comes flying after her. Another downswipe with the claws -- but VICKI shoves a BUTCHER'S BLOCK into SELINA's path, and her TALONS wedge a half-inch deep in the wood.

VICKI rushes out while she's trying to pry herself loose.

INT. DINING HALL - A MOMENT LATER

SELINA enters but finds no trace of VICKI.

SELINA

I love a good old-fashioned catfight --
but this is pissing me off.

VICKI charges out from behind a sideboard, pushing a WHEELED COCKTAIL CART before her. It SLAMS full-force into SELINA, who lands on her back on the great long dining table. VICKI is in the doorway to the entry hall by the time she gets up.

INT. ENTRY HALL - STAIRWAY - A MOMENT LATER

VICKI races up the stairs. She has a good lead, but SELINA makes up the difference in a hurry. She takes the stairway in three giant bounds -- reaches the landing just as VICKI ducks down the hall and into a bedroom, slamming the door behind her and LOCKING IT.

SELINA

HERE, kitty kitty kitty...HERE, kitty
kitty...

She KICKS THE DOOR OPEN.

INT. BEDROOM - THAT MOMENT

SELINA enters and strikes a coy pose as she shuts the door behind her. VICKI has opened a pair of French doors leading to a balcony, but it's too long a drop. She stands there paralyzed as SELINA advances.

SELINA

So this is where you earn your keep.

She GRABS VICKI -- holds her out at arm's length and shoves her roughly back onto the bed. VICKI flails wildly as SELINA kneels atop her...

SELINA's CLAWS shred VICKI's blouse, revealing a frilly section of bra --

SELINA

Mmm! Frederick's of Gotham?

She plants a talon against VICKI's sternum and RAKES IT DOWNWARD, drawing a RED STRIPE on the exposed flesh of VICKI's belly. Now VICKI just loses it. She begins to SHRIEK uncontrollably.

SELINA

Not so loud, honey! The neighbors'll get the wrong idea.

(laughing)

Santa's coming. Time for all good girls to go to sleep...

She raises her claw-hand and prepares to slash down at VICKI's neck. But an instant before she can strike -- VICKI goes wide-eyed and shuts up. A BLACK SHADOW falls across the moonlit bed. SELINA tenses --

-- as a BLACK-GLOVED HAND grabs a fistful of her hair --

BATMAN

Miss me, "Angel"?

He yanks her bodily off the bed. Before she knows what's happening, he delivers a POWERHOUSE UPPERCUT. She flies into the door and knocks it cleanly off its hinges.

INT. HALLWAY/STAIRCASE - A MOMENT LATER

BATMAN steps out after SELINA, who's only now picking herself up.

SELINA

Okay -- let's do it, huh? You and me...
all the way this time.

She HISSES and jumps him. They grapple -- a quick flurry of fists -- and he knocks her ass-over-teakettle down the long stairway.

She gets to her feet, limping, and darts around a corner.
BATMAN marches implacably down the stairs, taking his time...

INT. HALLWAY - A MOMENT LATER

VICKI rushes out of the bedroom. She looks down the hall and sees FRACK flying out of the guest room, UPSIDE DOWN -- slamming into the wall opposite. He slumps to the carpet, out cold.

A moment later DICK strolls out. VICKI rushes to his side --

VICKI
Come on. We'll be safe in the cave.

INT. DOWNSTAIRS HALLWAY/ARMORY - A MOMENT LATER

BATMAN PAUSES outside the door to the armory, which is slightly ajar. He pushes it in cautiously...

...and a HALBERD smashes through the wood frame -- slicing down mere inches from his face. It's the PENGUIN wielding the ax; he backs off in seeming terror as BATMAN advances on him. But then --

-- SELINA springs down from a perch above the doors -- landing on his back -- and the two of them are going at it again. It's a room full of exotic weaponry, and most of it gets a good workout in the next thirty seconds.

BATMAN dodges a LANCE -- which embeds itself into the wall behind him, QUIVERING -- and swings a MACE squarely into SELINA's ribs. It's a crippling blow; she flies backward, knocking over a suit of exotic armor -- which TOPPLES, knocking over another -- and another --

-- until the various suits of armor have all fallen over, domino-style -- the last of them landing squarely atop the cowering PENGUIN.

SELINA is badly hurt now. She makes it out of a rear door to the armory. BATMAN pauses to check on the PENGUIN -- he seems to be out for the count -- and sets off in pursuit of SELINA.

SEVERAL MOMENTS PASS before the groaning PENGUIN comes around enough to dig himself out.

INT. HALLWAY - A MOMENT LATER

As the PENGUIN stumbles around a corner, he peers into the LIBRARY. VICKI is crouched by BRUCE's desk, reaching into a bottom drawer. A hidden panel in the bookcase pops open...

INT. LIBRARY - THAT MOMENT

As she helps ALFRED into the secret passageway, VICKI turns to

DICK:

VICKI
Come on. Come with us.

DICK
No. I can still help...

INT. HALLWAY - A MOMENT LATER

The PENGUIN flattens against the wall as DICK sprints out of the library and heads off in the opposite direction. There's a flabbergasted look on his face -- he recognizes this kid.

WIPE TO:

INT. BATCAVE - A MINUTE LATER

At the monitor bank, watching BATMAN's pursuit of SELINA, are VICKI and ALFRED. They pivot suddenly at the sound of a VOICE:

PENGUIN
Such primitive entertainment.

He's holding a gun on the two of them. He stares about delightedly, taking in the prehistoric splendor of the cave. His eyes light up at the sight of the BATMOBILE, parked on its little plateau.

PENGUIN (cont.)
So Bruce equals Batman. It seems I've discovered two treasures!
(*an evil smile*)
Don't move. I'd be only too happy to shoot you both.

He pulls out his packet of photos and begins to scan the cave. He spots the distinctive ROCK FORMATION in an upper vault of the cavern. It's a couple of plateaus over; a long narrow CATWALK runs past it, some ten or twelve feet below.

PENGUIN
The Gotham City Treasury. It's about to be stolen twice.

ALFRED
Don't be absurd. You'll never be able to get it out of here.

PENGUIN
Oh, I'll manage somehow. You two are my guarantee of that.
(*nudging VICKI with the gun*)
Let's have a look, shall we? You go first.

He shoves her. She starts across the catwalk, his gun at her head.

INT. UPSTAIRS HALLWAY - THAT MOMENT

SELINA's made it back upstairs, but she's moving at quarter-speed, favoring one leg and clutching her ribs as she lopes down the hallway. She's just passed the balcony overlooking the entry hall when BATMAN appears dead ahead in her path.

He's ready to rumble -- but instead of responding, she packs it in. She stops, slumps against a wall and begins to laugh.

SELINA

It could've been so nice -- you and me --
if only you weren't so screwed up.

BATMAN

It's over. I don't want to hurt you any
more.

SELINA

Tell me something -- one thing. If you
don't enjoy all this...why do you do it?

He just looks at her. He doesn't have an especially good answer. She sighs.

SELINA (cont.)

I'll never understand men.

She SPINS SUDDENLY, delivering a high-kick to BATMAN's throat. As he reels backward, into a wall, she leaps up onto the narrow BANNISTER RAILING some thirty feet above the entry hall floor and goes into a CROUCH -- preparing to SPRING at the enormous crystal CHANDELIER mounted to the ceiling --

-- but just as she launches off, BATMAN rolls -- and brings up a GUN from his belt. He fires a RAZOR-SHARP DISK which sails past her head, cleanly SLICING THROUGH the chain which suspends the chandelier.

The chandelier FALLS just as CATWOMAN catches hold of it -- and she finds herself PLUMMETING to the floor of the entry hall. On impact, the chandelier EXPLODES into a thousand fragments; the CATWOMAN lands hard on her back and lies sprawled in the midst of the wreckage, unmoving.

BATMAN advances slowly down the stairs. Her arms and legs jut out at unnatural angles; she lets out an eerie, whimpering YOWL OF PAIN -- a cri du chat. He stands over her; she glares up at him.

BATMAN

Nine lives.

CATWOMAN

I can't move. I can't move.

Her face is cut and bleeding. She tries to lift an arm and can't quite manage it. He crouches down beside her, still cautious...

CATWOMAN (cont.)

DON'T LOOK AT ME!!

(pleading)

Do me, baby...do me now...that's what I want. Please?

BATMAN looks up. DICK is standing on the balcony overlooking them, highly curious as to what he'll do.

BATMAN

No.

BATMAN slowly rises to his feet. She lets out another gruesome WHINE.

CATWOMAN

COME ON. Don't stop now. FINISH ME OFF.

(almost weeping with pain)

Son of a bitch. You're all alike...

Her STEEL CLAWS snick into place. With an agonizing effort she lifts her forearm -- bends her wrist. She's trying to slit her own throat.

He reaches for his belt, extracts a GLASSINE CAPSULE, and breaks it open with his thumb. He drops it amid the shattered glass around her face. A tiny cloud of GREEN GAS plumes out, and her hand falls limply at her side as she lapses into unconsciousness.

BATMAN stands over her for a minute as DICK marches down to join him.

DICK

You should've done it, man. You should've killed her.

BATMAN gives him a long, hard look -- but says nothing.

BATMAN

There's a radio in the cave. We'll send for help.

INT. BATCAVE - A MOMENT LATER

The PENGUIN and VICKI are on a catwalk just below the ROCK FORMATION. A STONE OUTCROPPING extends toward the catwalk, and he forces her to JUMP FOR IT. Now he has to follow; the prospect makes him nervous, but it's a short hop, and he clears it okay -- finding his footing on the rocky slope.

They're cautiously making their way up toward the ROCK FORMATION when BATMAN appears suddenly at the far end of the catwalk -- sizes up the situation and FREEZES IN HIS TRACKS.

PENGUIN

Ah, the illustrious Mr. Wayne. Look at you now. Whatever would your friends say?

(smiling)

You've been an exceptionally congenial host -- but I must ask you to back off.

The PENGUIN grabs hold of VICKI and HOLDS HER CLOSE as they climb the last few feet toward the grotto. BATMAN swings his cape around, concealing his hands from view. He takes a cautious step backward.

CLOSEUP - BATMAN'S HAND

His free hand closes around a BATARANG -- flicks it open.

ANGLE ON ROCKS - PENGUIN AND VICKI

They've pulled almost even with the rock formation. A LARGE DARK GROTTO is visible through a small gap in the rocks.

PENGUIN

No sudden moves. It's a long way down.

Gun at her head, he peers into the grotto...

HIS POV - INSIDE THE GROTTO

A VAST FORTUNE in GOLD and SILVER BULLION, undisturbed in all these years. GLINTING in the darkness. Hanging upside-down, above it, like silent guardians, are BATS -- DOZENS of them -- their tiny wet red eyes GLIMMERING at the PENGUIN...

He dislodges a rock. It tumbles into the grotto...

...and a startled BAT comes screeching out of the gap in the rocks -- FLYING DIRECTLY AT HIS FACE.

ANGLE ON ROCKS - PENGUIN AND VICKI

He BACKS AWAY IN HORROR as the bat streaks past him. He FIRES HIS GUN wildly. The SOUND OF IT rouses MORE BATS, and they come flying out of the hole -- a VAST, CHITTERING SWARM. VICKI SHRIEKS; the PENGUIN STUMBLES -- and the two of them FALL BACK ONTO THE ROCKS, hanging on for dear life.

BATMAN

VICKI!

An instant later BATMAN lets fly with the BATARANG. Clean hit; the PENGUIN staggers back, and his GUN skitters down across the rocks.

With BATS screaming all around her, VICKI takes a deep breath and VAULTS toward the CATWALK. She's a foot short; she grabs hold of the railing and HANGS THERE, over the ABYSS, trying to pull herself up. BATMAN races toward her --

-- but the PENGUIN, clambering down across the rocky outcropping, has managed to grab hold of his GUN. The BATS have begun to swirl up toward the higher recesses of the cavern, and he's able to draw a clean bead on BATMAN.

THUNDEROUS ECHOES reverberate through the cave as the first shot strikes BATMAN and knocks him backward. As the second spins him around. As the third sends him TOPPLING OVER THE RAILING.

VICKI screams. BATMAN manages to grab the rail with one hand. Now two of them are hanging from the catwalk -- sitting ducks -- and the PENGUIN is determined to empty the clip.

The ECHOES are cacophonous. ANCIENT STALACTITES drop from the vaulted roof of the cavern, PLUMMETING DOWNWARD like deadly projectiles, shattering against the cave floor. And then --

BATMAN pulls a tiny DEVICE from his utility belt and FLINGS IT. It lands in the rocks at the PENGUIN's feet. He stares down at it, and two beats later --

-- it begins to emit an EERIE ELECTRONIC WHINE. Within moments, EVERY BAT IN THE CAVE is in a FRENZY -- HOMING IN ON THE SIGNAL. The PENGUIN looks up sees them coming. A CHOKED WAIL emits from his throat as he drops the gun and stands there, PARALYZED.

He's just been beaten at his own game. He lets out a last awful HOWL as HUNDREDS OF BATS ENGULF HIM --

-- and he PLUNGES DOWN INTO THE PIT -- his hideous scream dwindling to a faint echo, then vanishing altogether...

BATMAN manages to drag himself up onto the catwalk. He rushes over to VICKI, pulls her up, drapes his cape around her protectively. Gradually, as the BATS recede to their distant perches, he stands and helps VICKI to her feet. They embrace on the edge of the abyss.

On the far plateau, DICK has hooked up with ALFRED. The butler is slumped against a lab table, weary and exhausted, clutching his wounded arm. DICK slings an arm around him and helps him to the stairway.

CUT TO:

EXT. WAYNE MANOR - NIGHT

SQUAD CARS everywhere. FRICK and FRACK emerge in handcuffs, flanked by COPS. PARAMEDICS carry the still-unconscious SELINA past on a stretcher and load her into the back of an

ambulance.

INT. WAYNE MANOR - ENTRY HALL - NIGHT

The place is an utter mess. Amid the carnage we find BRUCE conferring with COMMISSIONER GORDON and LT. BULLOCK. In b.g., a POLICE DOCTOR is dressing ALFRED's gunshot wound.

GORDON
...and then Batman showed up?

BRUCE
He saved all our lives, Jim. I can't say for sure, but I'd bet she's the one behind the murders.

GORDON
God -- I pray you're right.
(beat)
One thing before we go, Bruce. Who's the kid?

BRUCE looks into the front parlor, where VICKI and DICK are righting the fallen Christmas tree.

BRUCE
Oh, that's Vicki's little cousin. He's in town for the holidays.

GORDON
Well, he picked a hell of a time to visit.
(turning to go)
Merry Christmas, Bruce. Good luck cleaning this place up.

GORDON and BULLOCK file out, followed by the POLICE DOCTOR. BRUCE smiles wearily to himself and strolls into the front parlor.

INT. FRONT PARLOR - NIGHT

ALFRED loads 'SILENT NIGHT' on the CD. VICKI ambles up to BRUCE:

VICKI
What are you going to do with all that gold?

BRUCE
I dunno. Might be a good start on a place to live -- for some people who don't have one.

She hugs him. DICK plugs in the Christmas-tree lights; they blink to life just as the GRANDFATHER CLOCK strikes twelve.

VICKI

It's Christmas.

BRUCE

Yeah. Maybe you should -- open your present.

She runs a hand along his cheek and laughs softly.

VICKI

Oh, Bruce, presents doesn't matter. None of it matters. We're all safe. We're together.

BRUCE

...You might as well.

He digs around in his jacket pocket and produces a tiny GIFT BOX, which he hands to VICKI. She unwraps it, opens it slowly -- and sees a DIAMOND RING inside.

She gazes up at him, speechless. He gazes back.

CAMERA PULLS UP and away until we can see the whole of the devastated room, and all the people in it -- VICKI, falling into BRUCE's arms; DICK, off to one side, watching them; ALFRED, tossing broken furniture into a roaring fireplace. And on the image of this decidedly eccentric family unit, we

FADE OUT.

THE END