"Batman", production draft, revised by Warren Skaaren
Rev. 10/10/88 (Pink)
Rev. 10/12/88 (Blue)

"BATMAN"

Screenplay

by

Sam Hamm

and

Warren Skaaren

Based on the Character Created

by

Bob Kane

FIFTH DRAFT

October 6, 1988

FADE IN:

EXT. CITYSCAPE - NIGHT

Gotham City. The City of Tomorrow: stark angles, creeping shadows, dense, crowded, as if hell had erupted through the sidewalks. A dangling fat moon shines overhead.

EXT. GOTHAM SQUARE - NIGHT

PUSHERS wave to HOOKERS. STREET HUSTLERS slap high-fives with three-card monte dealers. They all seem to know each other... with one conspicuous exception:

A TOURIST FAMILY, MOM, DAD, AND LITTLE JIMMY, march warily down the main drag. Just out of a show. But the respectable theatre crowd has thinned out, and now -- Playbills in hand -- they're on Gotham's meanest street.

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

DAD
I'm trying to get a --
(shouting)
TAXI!!

Three cabs streak pass and disappear. Jimmy reads map.

JIMMY
We're going the wrong way.

Nearby, STREET TYPES are beginning to snicker.

DAD
Put that AWAY. We'll look like tourists.

TWO COPS lean on their patrol car outside an all-night souvlaki stand, sipping coffee and chatting with a HOOKER.

The HOOKER smiles at Jimmy. Jimmy smiles back. Mom yanks him off down the street and glowers at Dad.

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

JIMMY
Seventh is that way.

DAD
I know where we are!

EXT. SIDE STREET - NIGHT (THAT MOMENT)

Deserted street lined with stripped-down cars. Family marches into the darkness.

VOICE
Hey, mister. Gimme a dollar?

A DERELICT -- nineteen or twenty, acne-scarred -- his ratty T-shirt -- "I LOVE GOTHAM CITY" -- family moves on, pretending not to hear.

DERELICT
Mister. How about it. One dollar?
(standing up)
Are you deaf? -- Do you speak English??

TOURISTS cross street. DERELICT doesn't follow.

Their pace quickens. A SHADOWY FIGURE in the alleyway. A GLOVED HAND slams a GUN across Dad's neck.

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

Mom's ready to snap -- STREET PUNK trains his gun on Jimmy.

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

TEARS stream down her face. She stifles a scream and clutches Jimmy. He's paralyzed with fear.

The two PUNKS CHUCKLE and race away.

Mom's self-control disintegrates -- she begins to SCREAM before moving to unconscious Dad. SCREAM ECHOES.

EXT. CATHEDRAL - NIGHT

A darkly ornate Gothic anomaly: old City Cathedral, once grand, long since boarded up.

STONE GARGOYLES gaze down from their shadowy rooftops.

Mom's SCREAM (uninterrupted from the previous scene) ECHOES up. And one of the GARGOYLES MOVES.

EXT. ROOFTOP - NIGHT

Six stories up.

The PUNKS -- NICK and EDDIE -- hunker down on the tar-and-gravel roof, sizing up their take.

NICK
All RIGHT. American Express.
(tossing the credit card at Eddie)
Don't leave home without it.

A chill wind BLOWS as Nick counts cash. There's a distant, metallic CLANG; EDDIE hears it and tenses up.

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

NICK
What are ya, scared of heights?

EDDIE
I dunno. After what happened to Johnny Gobs --

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

EDDIE
No, man. That ain't what I heard at all.
(beat)
I heard the BAT got him.

NICK
The BAT?! Gimme a break, will you, Eddie?

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

NICK
No shit. It was all over the pavement.

ANOTHER SOUND. Now even Nick can't ignore the slight tingle at the base of his spine...

NICK
Shut up.
(conclusively)
There ain't no bat.

At the opposite corner of the roof, some fifteen yards away... at the end of a line, a STRANGE BLACK SILHOUETTE is dropping slowly, implacably, into frame...

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

NICK
You want your cut of this money or don't you? Now shut up! Shut up --

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

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

Eddie freezes, a choked GURGLE in his throat. The BLACK FIGURE advances and spreads its arms, slowly, majestically. GREAT SHADOWY WINGS flap in the wind.

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

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

NICK
-- I'm gettin' outta here.

He bends to retrieve his loot. Eddie lets out AN ODD, PRE-VERBAL SQUEAL...

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

Panic. Stolen money flutters out of Nick's hands. He SCUTTLES FRANTICALLY across the roof. The BLACK SPECTRE is blocking his path to the fire escape. Trapped like a rat, Nick FIRES WILDLY.

Eddie's face is pale. The BAT treads calmly past. A LEG snakes out. A BLACK BOOT catches Eddie high on the chest -- LIFTS HIM CLEANLY OFF HIS FEET -- AND SENDS HIM FLYING THROUGH THE AIR. Eddie slams into a brick chimney and slumps unconscious.

THE BAT DOESN'T EVEN BREAK HIS STRIDE. Nick CHARGES past the black wraith, toward the fire escape...

A GLOVED HAND slices through the air, and Nick pitches forward, his legs ensnared in a tangle of WIRES. SCREAMING, he drags himself across the gravel roof, the BAT at his heels... 'til there's no place left to go. Nick cowers on the edge.

Nick keeps SHOOTING. Eyes closed. Hammer falls on an empty chamber, but Nick still pulls the trigger. He MOANS.

BAT grabs Nick by the shirt, HOISTS HIM into the air.

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

Nick opens his eyes... the BAT is standing on the ledge of the roof -- HOLDING HIM OUT, at arm's length, over six stories of nothingness. A rasping VOICE.

BATMAN
You're trespassing, Ratbreath.

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

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

NICK
Trespassing? You don't own the night.

BATMAN
Tell your friends. Tell all your friends. I AM the night.

Nick HOWLS. Batman heaves him roughly back onto the tar-and-gravel surface of the roof. And then -- casually, without a moment's hesitation -- steps off the ledge, into midair.

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

Nick is still SCREAMING as we PAN UP TO Gotham's moon.
MAIN CREDITS ROLL:

BATMAN

CUT TO:

INT. GOTHAM CITY DEMOCRATS' CLUB - NIGHT

A VICTORY POSTER fills one wall: "CONGRATULATIONS! A NEW GOTHAM CITY! HARVEY DENT - DISTRICT ATTORNEY."

MAYOR BORG, hysterical and self-certain introduces the new District Attorney, HARVEY DENT -- a young, determined lawyer.

MAYOR BORG
Across this nation, the words 'Gotham City' are synonymous with

crime. Our streets are overrun, and our police officials have been helpless. As Mayor I promised you that I would root out the source of corruption at the root! Boss Carl Grissom! Our new District Attorney Harvey Dent will carry out that promise. I promise.

APPLAUSE. DENT stands to speak. We SEE a SINGLE EMPTY PLACE SETTING at the end of the table -- and an engraved placecard which bears the name "BRUCE WAYNE."

DENT
I'm a man of few words. But those words will count. And so will our actions. I have talked today to Police Commissioner Gordon.

ANGLE ON JAMES W. GORDON

Gotham's police commissioner, a distinguished gent in his late fifties.

DENT
He is targeting businesses suspected of fronting for the syndicate in this city. Within one week we'll knock down their doors and shed the light of the law on that nest of vipers.

INT. APARTMENT - NIGHT

A woman's apartment, sparsely furnished but tasteless. Modern chairs and coffee table in front of a TV set. High-fashion magazine picture blow-ups all modeled by the same girl on walls.

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

The TV news has highlights of HARVEY DENT's victory speech.

DENT (V.O.)
(on the TV screen)
Together we can make this city safe for decent people --

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

JACK NAPIER
Decent people shouldn't live here.

They'd be happier someplace else.

JACK NAPIER is right-hand man and chief enforcer to BOSS CARL GRISSOM.

He is tough, vain, takes great pride in his appearance, and is not reconciled to no longer being twenty one. Velvet Death. ALICIA HUNT -- CARL GRISSOM's woman -- glides over in her negligee. Jack has his feet on the table, resting on a copy of Vogue on the cover of which is a picture of Alicia. She lifts his feet and rescues the magazine. She is young, very beautiful, and as narcissistic as Jack. She's the model pictured on the walls.

ALICIA
Pretty tough talk about Carl.

JACK
Don't worry about it. It this clown could tough Grissom... I'd have killed him by now.

Alicia knots Jack's loose tie playfully about his neck.

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

Jack's eye darts back and forth between the TV and his own reflection in a nearby vanity. Not interested in her.

JACK
Don't flatter yourself, angel. He's a tired old man. He can't run this city without me.
(pause)
And besides, he doesn't know.

Jack remotes OFF the TV.

ALICIA
You don't worry about anything, do you, Jack?

Jack gives Alicia a disdainful look, consults his watch, reaches for his topcoat, and stands in front of the vanity. He runs a hand through sculpted hair, checks his fine threads.

ALICIA
You look fine.

He smiles at himself before turning to the door.

JACK

... I didn't ask.

CUT TO:

EXT. ALLEYWAY - NIGHT

The scene of the earlier mugging is now ABUZZ with police cars, an ambulance, a forensics van.

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

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

MEDIC
That's it... What are they SEEING up there?

ECKHARDT
They're all drinkin' Drano.

MEDIC
It's still weird, Lieutenant.

ECKHARDT
(under his breath)
Oh Christ, Knox!

At the mouth of the alley is ALEXANDER KNOX, 30, a crime reporter for the Gotham Globe.

KNOX
Hiya, gents. I hear we got another bat attack. That's eight 'sightings' now in just under a month. I hear the Commissioner's opened a file.

ECKHARDT
Sorry, Knox. These two slipped on a banana peel.

Two uniformed PATROLMEN drag a brain-fried Nick past.

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

Knox smirks. Eckhardt and the Medic trade disgusted looks.

ECKHARDT
(irritated)

Don't be writing this crap in the newspaper, Knox, it'll ruin your already useless reputation.

KNOX
Lieutenant. Lotsa punks in town're scared stiff! They say he drinks blood. They say he can't be killed.

ECKHARDT
I say you're full of shit, Knox.

Eckhardt turns away in annoyance.

ECKHARDT
And you can quote me on that!

KNOX
Lieutenant. Is there a six-foot bat in Gotham City?
(shouting)
If so, is he on the police payroll? If so, what's he pulling down after taxes?

EXT. STREET - NIGHT (THAT MOMENT)

Eckhardt emerges onto the side street -- and spies a STRETCH LIMO IDLING nearby. Leaning on the hood, waving hi, is the dandyish Jack NAPIER. Jack's odd driver BOB HAWKINS polishes the door handle.

Jack swaggers up and tosses Eckhardt a sandwich bag.

JACK
I brought you a little snack, Eckhardt.

Eckhardt looks at the sandwich inside. It's full of 100 DOLLAR BILLS. The cop throws a nervous glance back in KNOX's direction and stuffs it quickly in his coat.

ECKHARDT
Why don't you broadcast it, Napier?

JACK
Shut up and listen -- Harvey Dent is sniffing around one of our companies.

Eckhardt bristles.

ECKHARDT
(testy)
That's my territory, Jack. If there's a problem --

Suddenly, Jack grabs Eckhardt by the lapels of his topcoat.

JACK
Eckhardt... your problems are our problems.

ECKHARDT
(knocking his hands away)
I answer to Grissom, not to Psychos.

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

ECKHARDT
(sneers)
You mean... when you run the show? You got no future, Jack. You're an A-1 nut boy and Grissom knows it.

Jack claps a hand on Eckhardt's face and shoves him full-force into a wall. Stunned, Eckhardt turns bright red and grabs Jack by the coat collar and whips out his gun.

Jack calmly takes his hand from Eckhardt's face as the latter brings the gun up.

JACK
(relaxed)
Watch the suit.

Breathing heavily, Eckhardt lets go of Jack's coat and lowers the gun.

JACK
(smiles)
See. You can make a good decision when you try.

Jack LAUGHS insanely in Eckhardt's ashen face, EXITS. When Jack is out of earshot, Eckhardt MUTTERS menacingly:

ECKHARDT
And where you been spending your nights, handsome...?

DISSOLVE TO:

EXT. GOTHAM CITY SQUARE - DAY

Hard-hatted Dent and Gordon follow Mayor across the construction-filled square. Preparations are being made

for a gigantic public event. Banner goes up saying "200TH ANNIVERSARY OF GOTHAM CITY FESTIVAL."

MAYOR
I don't care how much in debt this festival is. I want a parade, hot dogs, balloons, the whole schmeer. We're gonna celebrate this 200th anniversary proudly. And PUBLICLY.

DENT
We may be celebrating it in bankruptcy court. The tax base is crumbling, and if this festival crashes you can kiss our bond rating goodbye. The Festival is $350,000 in the red and we haven't seen one balloon.

MAYOR
I'll take care of the festival budget. I've got a party of rich old ladies who'll pay $1000 to see the inside of Wayne Manor. You fill this square with people, kids, dogs, families, and the businesses will come back here.

GORDON
I think a lot of people might stay away, Mayor. They're scared.

MAYOR
They won't be scared when you've got Grissom in that courthouse. I promised that, right?

Gordon nods as Mayor marches across the square.

INT. GOTHAM GLOBE - CITY ROOM - DAY

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

REPORTER
Well, well. Count Dracula! You seen Bigfoot lately?

ANOTHER REPORTER
They BURIED your story on the Batman.

REPORTER
They bury garbage.

KNOX

This is the Pulitzer prize zone,
boys! You wait!

BOB
Oh, Knox -- I got something for
you.

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

The REPORTERS CRACK up. Knox, who's used to the ribbing, mumbles.

KNOX
Very nice, boys. A little more
gore on the fangs.
(under his breath)
What a dick...

He moves on

INT. KNOX'S OFFICE - DAY

Knox approaches but stops in his tracks.

Propped up on the desk are a PAIR OF EXCEPTIONAL LEGS. Knox stares. He takes her in -- the most beautiful woman he's ever seen is attached to the legs. Leaning back in Knox's swivel chair, reading the Globe. Her face obscured by a big outrageous HAT. He ENTERS.

KNOX
Hel-lo, legs.

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

VICKI
I'm reading your stuff.

KNOX
And I'm reading yours.

He looks at the oversized CAMERA BAG with decals all over it. Monogrammed "V.V." She stands, shakes hands.

VICKI
Hi, I'm Vicki Vale.

Her attitude is strong, hip, professional.

KNOX
Vicki Vale... Vicki Vale... Let's
see... Vogue, Cosmo... I've seen
your stuff. Listen, you didn't
come here to ask me to pose nude,

because you're going to need a
long lens.

VICKI
Actually I've been in Corto
Maltese.

She pulls out a sheet of COMBAT PHOTOS -- exploding Jeeps, burning huts, bodies in piles. A bloody revolution.

KNOX
Hey , a girl could get hurt doing
this.

Knox is impressed but he's also smitten:

KNOX
(amazed)
What are you doing here?

VICKI
I'm here to see some of the
wildlife in Gotham City.

KNOX
Wildlife... like what?

VICKI
Like -- bats.

She indicates his desk which is littered with doodles of bats.

KNOX
(disbelieving)
Who sent you?

VICKI
No one. I read your piece.
There's something about this
that's very interesting to me.

KNOX
What's your angle?

VICKI
A picture of a guy in a bat suit
catching criminals?
(her hand sweeping
a headline)
BATMAN SWEEPS CRIME FROM GOTHAM.
My pictures. Your words. This
is Pulitzer prize material.

KNOX
(exhilarated)
You're a visionary. Problem is,

you're the only one who believes me. I need something tangible. Gordon's got a file on this but I can't get him on the phone.

A sly look crosses Vicki's face.

VICKI
He'll be at Bruce Wayne's benefit, won't he?

KNOX
I don't seem to be on the guest list.

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

KNOX
Miss Vale... Got a date?

She flutters her great big eyelashes and shakes her head no.

VICKI
Will you help me?

KNOX
Yes. Will you marry me?

VICKI
Perhaps. Do you snore?

She LAUGHS. He offers her his arm.

KNOX
I'll learn.

CUT TO:

INT. PENTHOUSE - NIGHT

A HUGE PLATE GLASS WINDOW on the best view in Gotham. CARL GRISSOM, criminal kingpin, is 50, utterly without charm.

His LIEUTENANTS -- bloodless white-collar types as well as a few outright GOONS -- are sprawled nearby in easy chairs. Grissom waves a copy of the Globe -- with HARVEY DENT staring out from page one.

GRISSOM
Say this son of a bitch makes a connection with us and Axis Chemicals, what kind of damage are we looking at?

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

Jack slouches in an easy chair doing his one-handed shuffle.

JACK
Let's just break-in, trash the office, make off with the books... and call it 'industrial espionage.'

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

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

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

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

Alicia's gaze meets Jack's nervously as she vanishes through a side door. The eye contact is not lost on Grissom.

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

Grissom's CRONIES FILE OUT. Jack, troubled, lingers behind. He looks miserable and obviously doesn't want to go.

JACK
Carl, can't we send somebody else?
The fumes in that place...

GRISSOM
Jack, it's an important job -- I need someone I can trust. You're my number one guy.
(beat)
Now don't forget your lucky deck.

Jack, resigned, pockets the deck and leaves.

GRISSOM
(wolfish grin)
My friend, your luck is just
about to change.

Alicia APPEARS in the doorway, modeling her new purchases.

GRISSOM
(smiling into phone)
Get me Lieutenant Eckhardt.

CUT TO:

EXT. WAYNE MANOR - ESTABLISHING - NIGHT

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

INT. BALLROOM - NIGHT

The ballroom is outfitted with roulette wheels for a CASINO NIGHT. Gotham's POWER ELITE eagerly throw cash into Mayor's festival kitty. Small banner "SAVE THE FESTIVAL!"

ANOTHER ANGLE - HANDSOME YOUNG BRUCE WAYNE

enters from the kitchen. He's a rich, smart guy with a thousand things on his mind. But when you think he's not paying attention -- you're dead wrong. He doesn't miss a thing.

A WAITER hands him something to sign. He signs and the waiter EXITS. Left with the pen, he isn't sure what to do with it. He looks around and finally decides to put it in a flowerpot. Just then ALFRED THE BUTLER, 60s mannered but with sense of humor, APPEARS and takes it from him. Alfred smiles as Bruce continues through the foyer past --

In his cheap suit, stands Knox -- staring inquisitively up at the ceiling.

Alfred appears with a tray of champagne glasses. He, too, looks up at the ceiling.

ALFRED
Can I help you, sir?

KNOX
You know if you cut your bath in
half, you'd have my whole

apartment.

ALFRED
We do have a rather large
bathroom, sir.

KNOX
No, I meant your bath... as in
TUB.

Knox takes a drink and Alfred MOVES ON.

ANOTHER ANGLE

Alfred stoops to pick up some glasses, the other glasses on his tray slide. He's caught a bit. Vicki catches the glasses. Vicki smiles.

VICKI
You okay?

ALFRED
Yes, thank you.

A small bond has been formed. Alfred CONTINUES on his way. As an afterthought Vicki calls after him. Stops. Bruce has been watching. Vicki turns to him.

VICKI
Excuse me... which one of these
guys is Bruce Wayne?

BRUCE
(caught off guard)
I... I'm not sure.

VICKI
Thanks.

BRUCE
Uh... yeah.

Vicki WALKS AWAY. Bruce watches her, very intrigued.

ANGLE ON GORDON

At craps table, blowing into his fist, he rolls dice. Snake eyes. He passes the dice as Knox and Vicki PUSH UP.

KNOX
Commissioner Gordon, Mrs. Gordon.
How nice you look tonight.
(to Gordon)
Have you heard this crazy rumor
that you have opened a file on

the Batman? That's not true is it?

Knox puts his hands up behind his head and wiggles his fingers -- like little bat ears. Gordon GROANS.

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

KNOX
... find him, arrest him... that's what I always hear, Commissioner. Be straight with me.

Dent ambles up, claps a hand on Gordon's shoulder.

DENT
How's your luck, Jim?

KNOX
Mr. Dent. Commissioner Gordon and I were just talking about winged vigilantes, what's your stand?

DENT
Mr. Knox, we have enough real problems in this city without worrying about ghosts.

AN OFFICER motions to Gordon, who FOLLOWS HIM into another room. Vicki nods at Knox as they slip away to FOLLOW THEM.

ANGLE ON BRUCE

He watches them. Especially the beauteous Vicki.

EXT. AXIS CHEMICAL CO. - ESTABLISHING - NIGHT

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

A PLAIN VAN pulls up. Jack and GOONS get out.

ANOTHER ANGLE

The SECURITY GUARD in a booth at the entrance to the lot. One of Jack's BOYS creeps up and takes the GUARD out. Jack and Goons sneak in.

INT. WAYNE MANOR - ARMORY - NIGHT

Knox and Vicki ENTER looking for Gordon. No luck. Knox

goes goggle-eyed at the armory.

KNOX
(ironic)
And here we are in the arsenal.

On the wall hang EXOTIC WEAPONS. Every arcane implement of death the human mind has ever devised. Knox lets out a low whistle.

KNOX
Look at this stuff. Who is this guy?

Bruce ENTERS and stands just behind them. Vicki sees him, but having seen him earlier, regards him casually, like another partygoer. Bruce listens with interest.

VICKI
Strange. He gives to humanitarian causes... And collects all this...

KNOX
Probably does it to get chicks. They like him for his big charity balls.

VICKI
(mischievous)
I think it's his enormous... bankroll they go for.

KNOX
Hey, the more they've got, the less they're worth.

VICKI
This guy must be the most worthless man in America.

KNOX
(pointing to a sword)
Where'd this come from?

BRUCE
It's Japanese.

Knox turns. Bruce is trying to remember, but is really watching Vicki.

KNOX
How do you know?

BRUCE
Because I got it in Japan.

KNOX
Who are you?

BRUCE
Oh... Bruce Wayne.

KNOX
(extending a hand)
Alexander Knox.

BRUCE
(genuine)
I read (present tense) your work. I like it.

KNOX
Great. Give me a grant.

Bruce flips a polite smile at Knox then switches smoothly to VICKI, who is amused at being had by Bruce. She sticks out her hand.

VICKI
Vicki Vale.

BRUCE
Bruce Wayne.

VICKI
(smile and edge)
... You sure?

BRUCE
(smile)
I've seen your photographs from Corto Maltese -- You've got an extraordinary eye.

Bruce is charming. Knox's territorial instincts arouse.

KNOX
Some people think she has two.

VICKI
This is an amazing house. I'd love to shoot it sometime.

A WINE STEWARD ENTERS. Vicki and Knox exchange glances.

STEWARD
Mr. Wayne, we need to open another five cases of the champagne. Will that be allright?

BRUCE
Uh -- yes, sure. Open six.

Steward EXITS. Bruce turns back to catch up with himself.

BRUCE
(to Vicki)
Yes... Will you be staying in
Gotham for a while?

VICKI
I'd like to. I'm intrigued by
Alex's giant bat story.

A RICH COUPLE waves at Bruce as they EXIT. He politely waves to them. Then he looks after them like he can't remember who they are. Then he does remember. Then back to Vicki.

BRUCE
Isn't that a little light after a
war in Corto Maltese?

VICKI
(smiling zap)
Light? What do YOU do for a
living?

Alfred appears in the doorway behind them.

ALFRED
Sir? Commissioner Gordon was
compelled to leave.

BRUCE
Thank you, Alfred.

He turns back to Vicki. Alfred persists.

ALFRED
Ahem. Sir -- very unexpectedly.

BRUCE
(getting it)
Oh, thank you, Alfred.
(to Vicki)
I hope you'll excuse me.

Vicki smiles. A connection has been made. They both know it.

VICKI
Sure.

Bruce turns to go. Setting his glass too close to the edge of the table. Alfred calls to him.

ALFRED
Sir, I think perhaps THIS way.

BRUCE
Oh yes... thanks. Oh, Alfred, they need mare wine in the front and someone named Mrs. Daly wanted a copy of the menu. Oh, and, Alfred. Give Mr. Knox a grant.

He winks at Knox. And goes the OTHER way out of the roam. Alfred fluidly sweeps up Bruce's glass and follows him briskly OUT OF THE ROOM. Knox is stung and Vicki transfixed.

KNOX
Nice talkin' to ya, Bruce. Now are the rich odd? Yes they are.
(jealous)
Helllo? Vicki?

VICKI
(waking up)
Sorry, I was -- He's comp-lic-ated.

KNOX
I said odd.

VICKI
Mm.

KNOX
Ah -- Well you're not the only fan. This guy loves himself. There're mirrors in every roam.

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

KNOX
Maybe it should be Bruce VAIN.

CUT TO:

REVERSE ANGLE - THROUGH MIRROR

LOOKING DOWN ON Knox and Vicki THROUGH one-way glass. Behind the mirror... recording everything that happens in the room... is a small, silent, state-of-the-art SURVEILLANCE CAMERA.

CLOSEUP - VIDEO MONITOR

showing KNOX and VICKI in the library. The screen we're watching is only one in a whole vast bank of video monitors -- a control center showing everything that happens in the house. The background is blurry, indistinct... but we seem to be in the midst of a vast, dark CAVE.

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

PATROLMAN (V.O.)
-- anonymous tip. Napier's cleaning out Axis Chemicals.

GORDON (V.O.)
Good Lord, if we could put our hands on him we'd have Grissom.
(obviously agitated)
Why wasn't I told about this?
Who's in charge of the --

PATROLMAN (V.O.)
Eckhardt, sir.

GORDON (V.O.)
Oh my God...

And suddenly Gordon is grabbing for his coat. The monitor GOES BLACK. Bruce is somehow different. More relaxed. He stands up. He gathers himself. Focuses inwardly in a way that empowers him.

CUT TO:

EXT. AXIS CHEMICAL COMPANY - PARKING LOT - NIGHT

POLICE CARS are pulling into the lot.

Eckhardt circulates among his ARMED SWAT TEAM, handing out Xeroxed copies of a MUG SHEET: Jack NAPIER, front and profile.

ECKHARDT
Shoot to kill.

INT. AXIS CHEMICAL - FILE ROOM - NIGHT

SPARKS FLY. A SAFECRACKER, in welder's mask, trains a blowtorch on the office safe. Behind him, Jack's HOODS are at work on the filing cabinets. Jack stands watching, squinting through the fumes. He holds a silk handkerchief over his nose and mouth.

The SAFECRACKER kills his blowtorch and opens the metal door of the safe, giving Jack a good look inside:

SAFECRACKER
Empty.

JACK shakes his head: they've been set up. A SIREN blares outside.

JACK
We've been ratted out here, boys.

INT. AXIS CHEMICAL - THAT MOMENT

Jack and his HOODS duck out of the office, two stories above the refinery floor, onto a network of ladders and CATWALKS.

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

COP
Freeze!

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

INT. FACTORY FLOOR - A MOMENT LATER

COPS SHOOT BACK as the HOODS scatter. The COPS' bullets puncture ducts and pipes from which gas and unpleasant looking liquid begins to leak.

All at once, a CORRUGATED STEEL DOOR rises -- and COMMISSIONER GORDON MARCHES IN with a squadron of UNIFORMED COPS. He grabs a startled Eckhardt by the shoulder:

GORDON
What the hell is going on here?

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

GORDON
I'm in charge here. Not Carl
Grissom.
(shouting)
I WANT HIM TAKEN ALIVE. I REPEAT
-- ANY MAN WHO OPENS FIRE ON JACK
NAPIER WILL ANSWER TO ME!

Eckhardt SLIPS AWAY INTO THE PLANT. Gordon realizes he's gone and follows with gun drawn.

ANGLE ON JACK

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

COPS an Jack's tail. He SHOOTS at them AND RUNS.

ANGLE ON CATWALKS

HOODS 3 and 4 scuttle across the elevated walkways, FIRING at the POLICE and PUNCTURING mare DUCTS, PIPES, and CONTAINERS, thereby releasing more CHEMICALS. Their HEADS TURN at the sound of a sudden CLANG --

-- as BATMAN drops onto the catwalk from above. For a moment, they gape. Then HOOD 4 takes off running; HOOD 3 turns and LEVELS HIS GUN at Batman --

-- who goes to his belt for a miniature SPEAR GUN and FIRES at HOOD 3... planting a BARBED HOOK in the HOOD'S JACKET, SPINNING HIM AROUND. HOOD 3 drops his gun, slips, and -- with a terrible shriek -- TOPPLES OVER THE RAILING.

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

ANGLE ON COMMISSIONER GORDON

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

GORDON
Oh my God!!

INT. CHEMICAL SUPPLY ROOM - THAT MOMENT

Jack looking for an exit. Behind him, a STEEL DOOR begins to rise -- more COPS. He picks up the axe and runs to bottom of iron stairs to huge steel containers with DANGER! HIGHLY TOXIC written on them under SKULL AND CROSSBONES. He swings the axe releasing a river of wild-colored poisons.

ANGLE ON COPS

At the bottom of the stairs, they RETREAT hastily, bumping into each other, as POISONS FLOOD toward them. Jack on other side of the chemical moat, throws away the axe and climbs the stairs.

INT. FACTORY FLOOR - A MOMENT LATER

A RIVER OF CHEMICALS courses out into the main refinery. COPS SLIP AND SLIDE on the wet surface of the factory floor GASPING on ACID FUMES.

METAL STAIRS LEADING TO CATWALK

Jack climbs metal stairs. Above him, vats of CHURNING CHEMICAL SLUDGE -- and SLUICE GATES opening on the East River. It's the waste dump.

UP ON THE CATWALK, Batman slips into the shadows and watches Jack approach.

Jack reaches the catwalk. Located above the center of it is a glass paneled WINDOW, propped open by a supporting rod. Beyond this is a forty foot drop to the swirling black currents of the East River... and freedom. To reach the window, Jack will be exposed to police bullets. He makes a dash for it, and has begun to climb up to it on the catwalk railings, when BATMAN HURTLES IN and puts him in a wrestling hold. Jack struggles for a moment, then registers what's hit him and freaks out.

JACK
Jesus!

But just then...

VOICE
HOLD IT!

ANGLE ON FACTORY FLOOR - THAT MOMENT

Bob's got a gun pointed AT COMMISSIONER GORDON'S HEAD.

BOB
Let him go or I'll do Gordon.

A tense moment passes.

Eckhardt appears on floor. Looks up at Jack.

CATWALK - A MOMENT LATER

Batman releases Jack and stands clear. Jack straightens his clothes and fixes his hair.

JACK
(smirking at Batman)
Nice outfit.

GOON
Jack, let's get out of here.

Jack spies .38 AUTOMATIC abandoned an the catwalk.

ANGLE ON FACTORY FLOOR

Eckhardt uses this moment to sneak away. A voice breaks the tension:

JACK
Eckhardt!! Think about the future!

ALL EYES TURN to Jack standing poised with the .38 in his fist. He FIRES. Eckhardt FALLS DEAD. Jack turns gun to Gordon.

Batman moves. Jack spins on Batman.

Their eyes meet for a second.

TIGHT ON BATMAN

-- a questioning look on his face. A spark.

TIGHT ON JACK

-- a small smile plays on his lips.

ON TRIGGER

-- He FIRES POINT BLANK at Batman.

ON BATMAN

-- he swings his heavy cape. The BULLET RICOCHETS DIRECTLY BACK AT JACK.

AN UNGODLY HOWL OF PAIN echoes out from the catwalk above. Jack reels and staggers, CLUTCHING AT HIS CHEEKS. BLOOD GUSHES from between his fingers.

JACK NAPIER HAS BEEN SHOT THROUGH THE FACE.

He staggers into the catwalk railing and topples over, just managing to grab hold of the lowest rung. Directly beneath him is a catch basin full of BUBBLING TOXIC WASTE.

ON CATWALK - THAT MOMENT

Batman leaps and tries to grab Jack's hand.

Jack drops but catches himself on a pipe. He's slipping.

Batman reaches, gets a poor grip. He stares, perplexed. at the stricken expression in Jack's eyes.

CUT TO:

ON CATWALK - SAME MOMENT

Jack is sliding out of Batman's grasp. A long BEAT -- Jack looks up at him in terror and SLIPS AWAY to plunge the TWO STORIES DOWN into the CATCH BASIN of BUBBLING, TOXIC WASTE, SCREAMING ALL THE WAY.

ANGLE ON FACTORY FLOOR - MOMENT LATER

GORDON
Goddammit, we had him!

COPS level their guns on Batman. A couple of them appear at either end of the catwalk, effectively blocking his escape. He takes in the situation, HANDS ON HIS BELT.

GORDON
Hold it right there..

Batman raises his hands in a gesture of surrender. As the COPS advance from both ends of the catwalk -- he flicks two tiny capsules at the nearby wall.

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

A tiny grappling hook rockets out of the dense curling cloud and catches on the edge of a window in the roof.

COP
Look!

The COPS are FIRING WILDLY into the smoke. But the BLACK MAJESTIC FIGURE OF THE Batman whips upward, DISAPPEARING into the shadowy heights, safely out of range.

COP
... Who is this guy?

GORDON
(to Cop)
I don't know and until we find out, keep a lid on it.

CUT TO:

EXT. AXIS CHEMICAL COMPANY - NIGHT (THAT MOMENT)

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

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

A BONE-WHITE HAND BREAKS THE SURFACE as we --

SHOCK CUT TO:

INT. GOTHAM GLOBE - CITY ROOM - DAY

A BANNER HEADLINE on the late edition of the Globe: "BATMAN FOILS ROBBERY. JACK NAPIER DEAD. WHO IS MASKED VIGILANTE?"

Behind the newspaper, feet propped up on his desk, is a jubilant Knox. He's on the horn to Gordon.

KNOX
Yes, Commissioner. If there's no Bat, then who dropped this guy Napier into the acid? Wait a minute, I want to get this on tape.

He holds a tape recorder up to phone. Listens. A LOUD CLICK as Gordon hangs up on him.

Vicki BUSTLES IN with sheaf of photographs. Starts to hang them on wail. Making a photomontage of the city. Cartoonist sticks head in door, tapes drawing of Batman with arm on Knox's shoulder. GUY EXITS. Knox hangs up.

KNOX
Vicki Vale! (I'm) Nostradamus!

VICKI
Look at this, Allie.

Knox comes around. She points to her montage map.

VICKI
Here's the inner city, and here's Axis Chemicals. Here are the sightings so far.

KNOX
Did you do this? This is great.

VICKI
Maybe the Batman's got some sort of flight pattern or something.

KNOX
Yeah, tonight we'll walk the trail.

VICKI
Tomorrow maybe. I've got a date with Bruce Wayne. Sorry.

KNOX
(shouting)
Bruce Wayne? No, A DATE is when two normal people go out to enjoy each other. A date for Bruce WAYNE is when he goes out to a restaurant with mirrors, by HIMSELF!

She plants a kiss on his forehead.

VICKI
You're awfully sweet to be so

concerned but thanks anyway.

Vicki smiles and EXITS. Knox looks pole-axed.

KNOX
(irritated, picking up phone)
Copy, get me the morgue.
(BEAT)
Morgue... give me all you got on Bruce Wayne.

CUT TO:

EXT. BRUCE'S ESTATE - RIDING STABLES - SUNDOWN

Bruce and Vicki GALLOP UP on horseback. They dismount; Bruce grooms his horse. Vicki watches.

VICKI
You're not bad on a horse.

BRUCE
Horses love me. I keep falling OFF. Maybe that's why they love me. You should see me, I'm one big mass of bruises.

VICKI
(laughing)
Maybe we can arrange a little examination?

Bruce, without missing a beat, puts the curry comb up on a rail and turns to her.

BRUCE
Yeah, how about right now?

Vicki is caught in her own sexual trap.

VICKI
Just kidding.

BRUCE
You thought you had me, didn't you?

Bruce smiles and walks past her up to the main house. Vicki smiles.

EXT. WAYNE MANOR - PATIO - SUNDOWN

A broad patio behind the manor, looking out on the estate. Bruce and Vicki ARRIVE from the stables. Alfred APPEARS with a bottle of champagne, smiles discreetly at Vicki, then DISAPPEARS. Bruce POPS the cork unhandily.

ALFRED
The historical Society called to remind you of the banquet. Should I say you'll be there?

BRUCE
Yes, absolutely... I'll be there.

Alfred starts to walk away. Bruce thinks.

BRUCE
Alfred... Which Society?

ALFRED
Historical.

BRUCE
Oh, yeah, right. Yes.

Alfred EXITS.

VICKI
That Alfred's great.

BRUCE
I can't find my socks without him. Been with the family since I was born.

Pouring, he tries, unsuccessfully to stifle a yawn.

VICKI
(amused, teasing him)
Am I keeping you up?

BRUCE
(slightly embarrassed)
I'm sorry. I've got a lot going on at the moment.

VICKI
Like who?

BRUCE
(flustered)
No... Just business... I'll be honest with you, I bore myself silly, tell me about you.

VICKI
I take pictures. And I love doing it. I feel naked without a camera.

BRUCE
(little smile)
Well we better get you one.

(as she smiles)
Go on.

VICKI
I'd been floating around for a while, doing fashion. It was alright... I don't know. Things change.
(searching for an explanation)
How old are you?

BRUCE
Just turned 35.

VICKI
You've probably had it happen too. You know... you wake up one morning and say, hey this is who I am. I see things through cameras. All kinds of things. Not just long legs and great skirts, but... things... You know?

BRUCE
I'm not sure.

VICKI
Well... I just picked up and left.

BRUCE
What did you see?

VICKI
(sigh, BEAT)
A lot'a hotels. A little terror. A little love once in a blue moon.

BRUCE
(pandering it)
A little terror. A little love.

VICKI
(softly)
It's out there. I was never in the right place I guess.

Bruce looks around at his opulent estate, falls SILENT.

VICKI
You're a little elusive, Mr. Wayne. I feel like there's a lot going on in there.

BRUCE
Oh... not really.

VICKI
Come on, say what you're thinking.

BRUCE
I was just thinking how beautiful you looked on that horse... and that... it's kinda nice to have someone here who notices things.

She finds herself irrevocably drawn in.

VICKI
(mischievous; offering her hand)
See... I do have an extraordinary eye.

BRUCE
(taking her hand)
Two.

INT. WAYNE MANOR - NIGHT

A vast, darkened entry hall, framed by long semicircular stairways on either side. Bruce and Vicki enter; she's giddy.

VICKI
I feel like I'm in Paris in the '30s. Is this fair? I'm half drunk and you're not even --

BRUCE
Two drinks and I'm flying.

Vicky smiles. They stare into each other's eyes for a moment, on the verge of kissing.

He's struggling with something. She touches him.

VICKY
Why are you afraid of flying?

He steps towards her and they begin a kiss which turns into a passionate embrace. A FLASH OF LIGHTNING transports us to:

EXT. OFFICE BUILDING - ESTABLISHING - NIGHT

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

INT. DOCTOR'S OFFICE - NIGHT

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

The DOCTOR, a nervous little ferret, steps up with a pair of scissors.

DOCTOR
Well, let's see how we did.

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

JACK NAPIER'S POV

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

JACK (O.S.)
Mirror.

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

JACK (O.S.)
Mirror.

ANGLE ON DOCTOR

He clears his throat, reaches apprehensively for a hand mirror, and passes it OUT OF FRAME to Jack.

We hear a GASP and SOB. Two beats. Then, the sound of GLASS SHATTERING as the mirror drops to the floor. The DOCTOR gulps hard.

DOCTOR
You understand that the nerves were completely severed -- Mr. Napier --

Jack begins to LAUGH. The DOCTOR turns uneasily away, gestures apologetically at his seedy equipment.

DOCTOR
-- You see what I had to work with here --

More laughter. The trembling DOCTOR covers his face with one hand, whining now, not daring to look at Jack.

DOCTOR
-- I'm sure that with proper recon -- recon -- reconstructive surgery --

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

DOCTOR
(puzzled)
What's so funny?

INT. BRUCE WAYNE'S BEDROOM - NIGHT

Vicki is asleep. CAMERA PANS TO Bruce lying next to her. He's silently looking at the cascade of her hair on the pillow. He watches her face, perplexed. Grandfather CLOCK CLANGS. He checks his watch, stands up and looks out window. He's constrained. He stretches impatiently.

ON CLOCK FACE

TIME HAS PASSED. PAN TO VICKI -- sleeping. A RHYTHMIC SOUND. She stirs, half-wakes. CAMERA PANS to see Bruce, upside-down, SLIGHTLY SWAYING in inversion boots.

INT. GRISSOM'S PENTHOUSE - NIGHT

The private elevator HISSES open. JACK steps out, bundled up in a trenchcoat, muffler, and slouch hat -- his face concealed from view. He plops in the big plush swivel chair behind Grissom's desk.

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

Grissom WADDLES IN fresh out of the shower, a towel wrapped around him. Using a smaller towel to dry his hair, it's a moment before he sees the bundled-up figure at his desk.

GRISSOM
Who the hell are you?

JACK
It's me. "Sugar Bumps."

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

JACK
Fried. Is that what you heard?

Jack stands and gestures him over to the empty chair. Grissom moves when he sees the gun pointing at his belly.

JACK
YOU SET ME UP!
(beat)
Over a girl. You must be insane!

Grissom surreptitiously reaches for a desk drawer.

JACK
Don't bother.

GRISSOM
Your life won't be worth spit.

JACK
I been dead once already. It's very liberating -- You have to think of it as therapy.

GRISSOM
(beginning to panic)
Jack, listen -- we'll cut a deal --

JACK
Jack? Jack's dead, my friend. You can call me Joker.

He flings away the hat. RIPS THE MUFFLER from his face. And -- as Grissom gasps in shock -- stands revealed in his full horrendous glory.

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

JACK
And as you can see, I'm much happier.

Jack begins to GIGGLE, building to hysterical LAUGHTER. Grissom makes a lunge towards his desk drawer. Jack FIRES. AND FIRES AGAIN UNTIL THE CLIP IS EMPTY.

EXT. GRISSOM'S BUILDING - NIGHT

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

INT. GRISSOM'S PENTHOUSE - NIGHT (THAT MOMENT)

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

JOKER
(nostalgically)
Gotham City. It always brings a smile to my face.

As he swivels in the chair he notices a copy of the Globe

(now blood-splattered) lying on Grissom's desk. The head-line catches his eye. WINGED FREAK TERRORIZES GOTHAM'S GANGLAND. He picks up the paper and starts HUMMING.

JOKER
Watch it, Batman. Wait'll they get a load of me.

DISSOLVE TO:

INT. BRUCE WAYNE'S BEDROOM - DAY

Bruce is asleep, his legs over the back of a chaise lounge. Vicki is dressing. Alert.

VICKI
Bruce. I'm late, but I've a proposition.

Bruce sits up wearily.

VICKI
I'll make us lunch tomorrow. At my apartment. I'll show you same of my photos. Will you come?

He's stretching. A hesitation flashes in his eyes.

BRUCE
Sure. Oh no... I -- I can't make it.

Vicki stops brushing her hair. Checks out his vibes.

VICKI
Oh. Is anything wrong?

BRUCE
No -- I -- I've got a real important meeting.

VICKI
Well... later in the day?

BRUCE
No... I... I've got to leave town for a few days.

Vicki wonders, but continues.

VICKI
Well... when you get back.

Bruce thinks. No answer. Not wanting too much vulner-ability herself, she lightens it up.

VICKI

Hey, I've got to get moving. See you.

She pecks him on the cheek and breezes by him.

BRUCE
Yeah. I'll see you.

DOOR SHUTS. Bruce thinks.

IN HALLWAY - ON ALFRED

Alfred shows her out the door.

ALFRED
So nice to see you again, Miss Vale.

VICKI
Yeah. I guess I'll see you when you guys get back.

ALFRED
Back, ma'am? We're here for quite a while I believe.

VICKI
Oh... never mind. See you.

But she noticed. And it hurt a little. Bruce was lying.

INT. ALICIA'S APARTMENT - NIGHT

Alicia, with an armload of dress bags, ENTERS -- and is startled by a VOICE FROM BEHIND.

JOKER (O.S.)
Honey!

She pivots. Her eyes widen. She SHRIEKS.

Sitting cross-legged in an easy chair is The Joker. He's in a smoking jacket and slippers, reading the paper, a dry martini at his side.

JOKER
You wouldn't believe what happened to me today.

Alicia faints.

INT. PENTHOUSE SUITE - NIGHT

GANGLORDS stare at Joker at the head of the table.

JOKER (O.S.)
So that's how it is, gentlemen.

Until Grissom resurfaces... I'm
the acting President. And I say
we start with this Anniversary
festival and run this city into
the ground.

Joker's dressed in a big slouch hat. His FACE is layered with flesh-toned makeup, and his HAIR's been rinsed black. But he can't conceal his ghoulish SMILE. VINNIE RICORSO is the smartest of the bunch. He doesn't believe Joker for a minute.

RICORSO
Why don't we hear this from
Grissom?

ROTELLI
How come you re wearing that stupid
smirk?

JOKER
Because life's been good to me.

CARMINE ROTELLI, an exceptionally oily mobster, speaks up:

ROTELLI
What if we say no?

JOKER
Nobody wants a war, Carmine. If
we can't do business, we shake
hands... and that's it.

ROTELLI
Yeah?

JOKER
Yeah.

ROTELLI stands up and extends a hand. Joker shakes. A JOY BUZZER's concealed in Joker's palm.

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

A SQUAD OF ARMED THUGS BURSTS INTO THE ROOM. These THUGS have all been specially selected and distinctively STYLED by the JOKER. (NOTE: these are the first of Joker's creations We now begin to see Joker restyling everything in his world.)

BOB's now Joker's number two man, staying close to him.

JOKER
Carmine got a little hot under the

collar.

The Joker begins to LAUGH at his own joke.

RICORSO
(getting up to leave)
... You're insane!

JOKER
(affronted innocence)
Haven't you heard of the healing
power of laughter?

He begins to LAUGH again, removes his hat and mops sweat from his brow, exposing a patch of CHALK-WHITE FLESH -- to the bewilderment of the ONLOOKERS.

JOKER
Now GET OUT OF HERE -- And give it
some thought.

Gangsters are ESCORTED OUT by the Joker's thugs. Joker grabs a copy of the Globe.

JOKER
Bob, I want you to take a camera
and follow this reporter Knox.
Find out what he knows about
Batman. You got to learn to USE
people, Bob.

BOB
Yes sir.

BOB EXITS, leaving the JOKER alone with the charred corpse of ROTELLI. The Joker ADDRESSES THE BODY.

JOKER
Your pals, they're not such bad
guys. What d'you say we give 'em
a couple of days to come round?
(pause; apparently
listening to the
corpse)
No?
(listens again)
Grease 'em now?
(seems shocked)
Okay.
(shakes his head mock
sorrowfully)
You're a vicious bastard, Rotelli.
I'm glad you're dead.

INT. NEWSPAPER MORGUE - DAY

Vicki looks through filing cabinets. She's intense.

Over her shoulder a FILE APPEARS with BRUCE WAYNE on it.
Knox has it.

VICKI
I'm looking for that.

She grabs it and looks through the very thin file.

KNOX
I thought we were a team here.
I'm losing confidence in you --
going out with this weirdo.

VICKY
Speaking strictly professionally
right? This wouldn't be personal
issue for you would it?

KNOX
I just want you to do your job.

VICKI
I AM doing my job.

KNOX
Me too. I'm protecting my partner.
The guy collects weird weapons in
Japan, probably roller skates
through the female population like
a bulldozer.

VICKI
Where does it say that, Knox?
There's nothing in this file but
social puffery. No photos, no
history. Nothing. That's strange.
Where's he get his money? What's
he do all day? Who is he?

She tosses the file on the floor angrily. EXITS.

KNOX
Who cares?

DISSOLVE TO:

EXT. WAYNE MANOR - NEXT MORNING

Vicki in car a block from the Manor. She looks through
her telephoto lens. After a few BEATS -- Bruce Wayne
emerges from the gates, walking. He's dressed incognito.
He carries a package.

Vicki FOLLOWS him.

CAMERA FOLLOWS ACTION THROUGH:

EXT. GOTHAM STREETS - DAY

As Bruce walks through the city. He puts on sunglasses and seems interested in not being seen.

Vicki follows along, at a distance.

EXT. BAD STREET - DAY

The neighborhood is now bad. Few people are around. Bruce ENTERS a blind alley.

Vicki steals up to corner to see what he's doing.

EXT. BLIND ALLEY - DAY

Bruce looks at the trash-scattered alley. He looks up at the sky, then down at a corner. He kicks away a Coke can, cleans off a spat.

ON VICKI

puzzled she raises her camera.

ON BRUCE

He unwraps the package.

Vicki strains to see what he's holding.

Bruce moves a bit and reveals TWO LONG-STEMMED ROSES.

Vicki raises camera and SOFTLY CLICKS THE SHUTTER.

ON BRUCE

He kneels and places the roses as if at a shrine. He holds his hand on his eyes for a BEAT.

Vicki looks and CLICKS again. What is he doing?

ON BRUCE

He stands and kicks the can back out toward the street. He heads out the alley. Where's Vicki? When he passes by where she was. She's gone.

EXT. ANOTHER STREET - DAY

Bruce walks down Broad Street which leads into the City Square.

CAMERA LINGERS -- Vicki follows at a distance.

ON BRUCE

As he enters the City Square.

A PAINTED STREET MIME walks alongside him, feeling his way along an imaginary wall. He is not very good at it, and in spite of his heavy makeup you can tell that he's rather ugly.

A COMMOTION catches Bruce's eye. He steps back to the edge of the gathered crowd.

EXT. CITY HALL - THAT MOMENT

RICORSO -- the CRIMELORD from the boardroom -- emerges flanked by a LAWYER and a pair of BODYGUARDS. They're met by a group of REPORTERS. Including Knox.

ON VICKI

She peers around. Looking for Bruce. Can't see him.

REPORTER
So what is this affidavit you've filed? Grissom gave you all of his businesses?

RICORSO
Mr. Grissom asked me, as a personal favor, to take over the operation of his businesses until he returned.

KNOX
Jeezez, that's a pretty big gift. You must have been VERY close. Did you do a little time together as children?

Ricorso sneers. OTHERS LAUGH.

KNOX
I smell fresh ink, guys. I'm sure you can prove all this? Why am I asking? Of course you can.

ANGLE ON VICKI

Getting closer.

ANGLE ON BRUCE

Something catches his eye.

HIS POV - A HALF A DOZEN STREET MIMES

converging on the scene. Something's very wrong. (These are Joker's men.)

Vicki ARRIVES next to Knox.

ANGLE ON BOB

taking photos of Knox and Vicki from edge of the crowd.

ON LAWYER - TIGHT

LAWYER
We have witnesses.
Grissom's signature is perfectly
legitimate.

VOICE (O.S.)
It's legitimate! I saw him. I
was THERE!

Crowd parts as a LARGE MIME steps up to Ricorso. Ricorso
frowns.

NEW GUY
I saw it all, he raised his dead
hand and signed the paper in his
own blood. And he did it with
this pen!

Mime pulls out a ridiculously long quill pen. Ricorso
gapes in puzzlement at him.

TIGHT ON NEW GUY

Underneath the white skull cap -- it's the Joker.

JOKER
(lifting his wig)
Hello, Vinnie -- it's me, your
uncle Bingo, time to pay the
check!

Joker HURLS the sharp-tipped pen right into Ricorso's
throat. Ricorso falls, clutching his throat.

Someone SCREAMS, reporters SCATTER as MIMES FIRE MACHINE
GUNS IN THE AIR.

Vicki dives behind a parked car. She looks back to see
Bruce, standing frozen, rooted to the ground. He's
watching, transfixed.

Mayhem prevails.

ANGLE ON BRUCE

BRUCE is still frozen to the spot and exposed to the
"mimes."

A FEW FEET AWAY

Vicki crouches behind the car and beckons to him.

VICKI
Bruce! Get DOWN!

He totally ignores her and BEGINS TO WALK. At first slowly, then faster, right toward the Joker.

ANGLE ON BODYGUARDS

ON JOKER

He LAUGHS at the DIN and walks as if immortal through the mayhem. (He never sees Bruce.)

ON BRUCE

He's walking the same way, still at a distance from Joker. But his recognition of him is growing.

ON JOKER

He reaches his car. DRIVER rushes to get him out of there.

Bruce now gets close enough to see Joker's face through the window. Joker's car SPEEDS AWAY past him.

Other cars containing other mimes SPEED AWAY, too. A SILENCE DESCENDS. Only the SOUNDS OF CRYING and ebbing fear.

Bruce stands looking after Joker.
Suddenly Vicki is there.

VICKI
Bruce...?

No answer. He hardly seems to notice she is there.

Bruce turns to her. Sweat pouring down his face. Looks right into her eyes. She looks at him and sees the signs of deep trauma in his eyes.

BRUCE
I'm sorry, Vicki...

He turns and DISAPPEARS into the crowd.

VICKI
Bruce!

CUT TO:

INSERT - TELEVISION SCREEN

A TV CREW broadcasting live from the massacre site.

The minicam angle WIDENS to include HARVEY DENT and the Mayor. The ANCHORWOMAN thrusts a mike in Mayor's face:

ANCHORWOMAN
Does this gang war dampen the city's plans for the 200th anniversary festival?

MAYOR
The festival opens. The police are going to stop these gangsters.

ANCHORWOMAN
Mr. Dent, what do you think of the theory that the mysterious 'Batman' is a mob enforcer killing these men?

Suddenly there is a terrific SCREAM OF RAGE from O.S. and the TV SCREEN SHATTERS.

JOKER'S BOARD ROOM

The CAMERA PULLS BACK from the smashed and smoking TV, placing us in the JOKER's BOARD ROOM.

JOKER's in his swivel chair holding an extendible/retractable pincer on the end of which is a boxing glove making a fist. By squeezing the handle of this he has punched the "fist" through the TV screen. BOB ENTERS.

JOKER
(furious)
Batman! BATMAN! Can somebody please tell me what kind of a world we live in where a man dressed as a bat gets my airtime!? This city needs an enema!

He STORMS OUT of the office into:

INT. AXIS CHEMICAL COMPANY - DAY

LOW ANGLE ON the JOKER. He rushes along a catwalk high above the refinery floor. He passes a COUPLE OF UGLY, CRIMINALLY-MINDED SCIENTISTS in white coats, holding sheets of calculations.

JOKER
(SHOUTING over the noise)
Have we shipped a million of these things?

SCIENTIST
Yes SIR!

JOKER
Ship it all. Untangle the knots, roll the wheels, I've got my blood up!

The Scientists look at each other and RUSH into action.

Joker BANGS OPEN THE DOOR TO:

INT. JOKER'S LAIR - DAY

A dank, windowless room in the bowels of Axis Chemical. Joker is HUMMING, insanely.

THE CAMERA TRAVELS PAST collages of photographs; each photograph cut from scenes of war.

The CAMERA CONTINUES DOWN a stack of folders. On one document are the initials C.I.A. On the front of the folder can be read "DDID NERVE GAS -- RESULTS OF PRELIMINARY EXPERIMENTATION" and stamped across it, "DISCONTINUED 1977." Finally, we see the photos of dead soldiers, lips drawn back in chemical-induced grimaces.

JOKER
Losing is a bad habit, Bob. So much to do and so little time.

BOB STEALS IN and offers some photographs.

BOB
Here's the photos.

Joker looks them over.

TIGHT ON PHOTOS

Joker shuffles through. Stops on Knox.

JOKER
Who's this dud?

BOB
That's Knox.

JOKER
Bad tie. No style.

ON A PHOTO OF VICKI WITH KNOX

JOKER
Stop the press!! Who is that?

BOB
That's Vicki Vale, she's the photographer working with Knox.

TIGHT ON JOKER

He's licking his lips. Looking Vicki up and down.

JOKER
THAT WOMAN has style!! Jeezus Marimba! A lovely beast like that could get a man up and running.

The JOKER, excitedly HUMMING AWAY begins to cut Vicki's picture out of the others. Leaving a border around her. He then fills in border with crayons.

BOB
She's been dating some guy named Wayne.

JOKER
She's gonna trade up! Damn! It's hard to stay inside the lines!

Joker pastes Vicki's picture onto a board.

JOKER
I'm gonna get me a NEW girl, Bobbie.

THE CAMERA PULLS BACK to reveal that the JOKER is surrounded, wall to wall, by a collage of pictures of war and destruction. The huge collage forms a birds-eye-view map of Gotham.

JOKER
I've got a mind to make some mayhem. Phone book!

INT. WAYNE MANOR - BRUCE'S STUDY - DAY

Alfred uses a feather duster. BRUCE ENTERS, obviously distraught and exhausted. Very concerned, Alfred takes his coat and hands Bruce a hot towel. Bruce wipes his hands.

ALFRED
Miss Vale called. She was rather concerned.
(matchmaking a bit)
I've noticed that there is a certain weight that lifts when she's here.

BRUCE
Why don't you marry her, Alfred?

ALFRED
That's not exactly what I had in

mind, sir.

BRUCE
I can't go on with that, Alfred.
(as Alfred nods)
Napier's alive. He's running
Grissom's men. I gotta find out
everything the police have on him.

ALFRED
Yes, sir.

BRUCE
She's good isn't she?

Bruce smiles. Alfred smiles sadly, too.

INT. VICKI' S APARTMENT - DAY (THAT MOMENT)

Puzzled, Vicki looks through her photos of Bruce and
his flowers.

ON SEVERAL PHOTOS

of Bruce along his puzzling route.

TILT UP: Vicki dials Knox.

VICKI
Allie. I want you to check
something for me. Okay? Find out
what's so special about the alley
at Pearl and Phillips Streets.
'Bye.

She hangs up. Looks at photos.

VICKI
What's up with you, Mr. Wayne?

PHONE RINGS. SHE PICKS IT UP.

TONY (V.O.)
Vicki, this is Tony. We have a
session scheduled and the client
INSISTS that you shoot it.

VICKI
Me? Tony, I'm kind of busy.

TONY (V.O.)
The client says he has information
about Batman.

Vicki puzzles. Chews her lip.

VICKI

Batman? When's the session?

TONY (V.O.)
This afternoon at 3:00.

VICKI
Alright, I'll be there.

She hangs up and thinks.

INT. PHOTOGRAPHER'S STUDIO - DAY

ROWS OF MAKEUP in startling profusion: mascara, blusher, eyeliner, lipstick. BEAUTIFUL MODELS giggle into their makeup mirrors as VICKI wanders past.

In a corner of the studio, TONY, a gaunt, tubercular British art director, is dressing a swimsuit layout with two SUPERMODEL5. They all AD LIB GREETINGS to VICKI.

TONY
Come on, girls, magic Vicki is here. Shine it. Think of the money. That's it.

Vicki gets out her camera.

VICKI
Tony. Who's this client that knows about Batman?

TONY
Never met him. All I know is he pays cash.

VICKI
What's his name?

TONY
Mr. Kerr.

VICKI
Mr. Kerr? What's his first name?

TONY
Joseph, Joe Kerr.

A look of fear comes over Vicki's face.

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

TONY
Jesus! Hurry up! Vicki's expensive. Show her some bones.

Suddenly the girls are LAUGHING -- but the laughter is

unnatural, involuntary. Vicki, sensing that something is terribly wrong, lays a hand on Tony's arm.

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

TONY
Is this some sort of joke? -- OH MY GOD!

The SUPERMODELS PITCH TO THE FLOOR, shuddering convulsively, their LIPS drawn back in FRIGHTFUL, FROZEN, CHEMICAL-WARFARE-TYPE GRINS. Vicki GASPS.

CUT TO:

INT. TELEVISION STUDIO - EVENING

The "ACTION NEWS" set, with anchors BECKY NARITA and PETER McELROY.

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

PETER
... and plans continue for the city's 200th birthday as Mayor Borg announced the unveiling of a statue of John T. Gotham, Gotham's founder --

A TECHNICIAN'S HAND passes a slip of paper INTO FRAME.

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

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

PETER
Becky! This is hardly the --
(his eyes widen)
BECKY!!

An O.S. CRASH. PETER jumps out of his seat, mouth agape in horror.

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

TECHNICIANS rush the sound stage in a frenzy. BECKY spins like a dervish and LURCHES BACKWARD over the news desk in a death spasm, giving us a quick look at the grisly Joker's grin etched on her now-lifeless face.

PETER
KILL THE CAMERA!! KILL THE --

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

SPLITSCREEN CLOSEUP - THE SUPERMODELS

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

MODELS
(cartoon voice)
... Love that Joker!

INT. SUPERMARKET - DAY

MUSIC CONTINUES as a deranged pitchman -- The Joker -- pushes his shopping cart down the aisle. He waves merrily in time to the music.

INT. STUDIO - VIDEO CONTROL BOOTH - THAT MOMENT

TECHNICIANS swarm the booth. The studio feed has been JAMMED. Every monitor shows the Joker's PROMO.

DIRECTOR
WHERE'S IT COMING FROM??

TECHNICIAN
I DON'T KNOW!

CLOSEUP - THE JOKER

He thrusts a brightly-colored package AT the CAMERA.

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

TIGHT ON ANONYMOUS MAN

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

JOKER

Ooh. He's not happy! He's been
using Brand X! But with new
improved Joker brand...

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

JOKER
... I get a GRIN -- AGAIN AND
AGAIN!!

INT. GOTHAM BEDROOM - THAT MOMENT

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

INSERT - TV SCREEN - THE JOKER

Lounging beside a full-sized photo of a Jokerized SWIM-SUIT MODEL -- with GREEN HAIR and CHALK-WHITE FLESH.

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

INT. GOTHAM KITCHEN - THAT MOMENT

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

EXT. STREET - SERIES OF SHOTS - NIGHT

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

JOKER (V.O.)
I know what you're saying. Where
can I buy these fine new items?
-- Well, that's the deal, folks,
chances are... you've bought 'em
already!

INT. WAYNE MANOR - STUDY - NIGHT

Bruce tired, is glued to the tube. Onscreen, the Joker leers -- gives the camera a BIG JUICY WINK.

JOKER (V.O.)
So if you did... remember, put on
a happy face!!

MUSIC TAG (V.O.)
(SINGING)

Joker Brand. We're changing the
face of -- Gooootham!

MUSIC UP. VIDEO SNOW fills the screen as the jammed transmission ends. Alfred ENTERS, adds something to the folder in front of Bruce. Bruce reads.

BRUCE
Assault with deadly weapon age
15. Nice guy.
(continues looking)
Psychological testing -- high
intelligence, unstable, aptitudes
science, chemistry and -- art.
Chemistry?

ON BRUCE

He looks at a photo of Napier.

BRUCE
Let's go shopping, Alfred.

SERIES OF SHOTS

-- The Gotham Globe cartwheeling INTO FRAME:

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

-- An ANCH0RWOMAN on the evening news. Her complexion is curiously sallow. BLACK BAGS show under her eyes.

ANCHORWOMAN
... six new deaths, with no clues
as to the Joker's deadly weapon.

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

ANCHORMAN
-- and what is the pattern?
Foods, alcohol, or beauty and
hygiene products. Cologne,
mouthwash, underarm deodorant --

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

ANCHORWOMAN
Or worse yet, there may BE no
pattern. The search goes on
through Gotham's shopping nightmare.

DISSOLVE TO:

INT. DENT'S OFFICE - DAY

The Mayor is distraught. Dent is on the phone.

MAYOR
We're having this festival if I have to carry a shotgun and get people there myself.

Dent hangs up.

MAYOR
Do you hear the words coming out of my mouth, Dent? The festival is ON. You find out what this madman is poisoning us with and fast. DO I make myself CLEAR?

Mayor catches a glimpse of himself in mirror. Checks to see that HIS mouth isn't grimacing.

DENT
We're working on it.

INT. ARMORY - DAY

Alfred oils a blow gun. Bruce ENTERS.

ALFRED
Oh, sir, did you see the message from Miss Vale. She'll be ten minutes late in meeting you at the museum.

Bruce puzzles.

BRUCE
Am I... I'm not meeting her...?

INT. ALICIA HUNT'S APARTMENT - THAT MOMENT

A bone white hand pats a white cheek. The Joker's rinsed his hair black and is applying makeup. He's done it before, many times. He's getting ready for a date. A drugged voice intrudes.

ALICIA (O.S.)
Jack? Where are you going?

As he looks up at the mirror, we get a quick glimpse of Alicia, her face is covered by a shiny white porcelain doll's mask.

JOKER
Daddy's going to make some art.

INT. FLUEGELHEIM MUSEUM - NIGHT

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

INT. FLUEGELHEIM - TEA ROOM - NIGHT

Vicki enters with her camera bag and portfolio -- ready for a confrontation with Bruce.

VICKI
I'm Vicki Vale -- I had a message to meet Bruce Wayne here.

MAITRE D'
Yes, he has not arrived. We have a table waiting.

INT. TEA ROOM - NIGHT (TWENTY MINUTES LATER)

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

WAITER
Miss Vale, this just arrived for you.

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

DEAR V. VALE,
PUT THIS ON RIGHT NOW.

Vicki opens the box to find a MINIATURE GAS MASK.

A strange HISSING NOISE. A few feet away, PURPLE SMOKE billows from air-conditioning vent.

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

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

INT. MUSEUM - ATRIUM - THAT MOMENT

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

The doors BURST OPEN and IN WALKS Joker, looking dapper in his street makeup and BIG PURPLE POP ARTIST'S HAT. He is surrounded by his entourage of UGLY GOONS. One is carrying a huge GHETTO BLASTER which is thumping out

MUSIC, others are toting battles of champagne and glasses, and all have cans of aerosol paint sticking out of their packets. This is a moving nonstop party. The Joker wanders past the artwork examining it with an appreciative eye.

JOKER
Okay, everybody, let's broaden our minds.

Stepping over collapsed PATRONS, he stops at "BLUE BOY" and holds up a PEARL-HANDLED CANE to get a better perspective. Then he pulls a THIN, SHARP SWORD from the head of the cane and carves a BIG JOKER SMILE in the canvas.

Manet's barmaid, a Degas ballerina -- all get the Zorro treatment. Behind him, his UGLY CRONIES go to work, spraying paint on every canvas The Joker has missed.

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

JOKER
I kinda like this one. Leave it.

INT. TEA ROOM - NIGHT (MOMENT LATER)

Vicki at her table, still wearing the gas mask, scared as hell. The Joker saunters over and pulls up a chair. He is flanked by TWO UGLY HENCHMEN, one carrying a pair of CANDLESTICKS, the other, the GHETTO BLASTER.

JOKER
I think it's safe to take that off.

As Vicki, terrified, removes the gas mask, The Joker signals to the two UGLY GOONS who swiftly place the GHETTO BLASTER and CANDLESTICKS on the table and EXIT.

The Joker reaches for his lighter and switches on the GHETTO BLASTER which produces romantic MUSIC. A LONG JET OF FLAME shoots out of the lighter as he lights the candles.

JOKER
(seductively)
You're beautiful.

VICKI
(nervous)
Thank you.

JOKER
In an old fashioned sort of way.
I'm sure we can make you more --
today.

The Joker moves his chair a little closer to Vicki.

JOKER
THIS your portFOLIO!

VICKI
... Yes I'm meeting a friend who
I wanted to see my work...

He leafs through. Magazine covers of celebrities, heads of state and exotic vistas.

JOKER
Crap. Crap. Crap, crap, craaap
... Ahhh. Now here's good work.

The COMBAT PHOTOS from Corto Maltese.

JOKER
The skulls. The bodies. You give
it all such a glow.
(smirking)
I dunno if it's art, but I like it.

Vicki is squirming, but she doesn't care to argue with him.

JOKER
(with deep sincerity;
into Vicki's eyes)
Let me tell you what I've got in
mind, Sweetie. I was in the
bathtub one day, when I realized
why I was destined for greatness.
You know how concerned most people
are about appearances. This is
pretty, that is not.
(shakes head)
Well, that's all over for me. In
crime the passions ripen fully.
Now I DO what others only DREAM
of. I do art, 'til somebody DIES.
See???
(bigger, insane)
I'm the world's first fully
functioning homicidal artist!!!

VICKI
What do you want?

JOKER
I want my face on the one-dollar
bill!

VICKI
(leaning away)
Good goal. I take it you're

joking.

JOKER
(suddenly furious,
he points to his
face)
DO I LOOK LIKE I'M JOKING?

As quickly as he has flared into rage The Joker calms down again.

JOKER
(charming)
Look, we mustn't mistake ourselves for regular people. We're ARTISTS. For instance, let me challenge you with a little piece I did. Bob, Alicia.

He oozes twisted charm. He's coming on to her.

JOKER
You'll make a pictorial record of my work. You'll be with me in the avant garde.

VOICE (O.S.)
Jack?

ALICIA WANDERS IN, drugged, wraithlike. She's still wearing the porcelain DOLL'S MASK we saw earlier.

ALICIA
You said I could watch you improve the paintings.

JOKER
(rolling his eyes)
Oh I'm in trouble now!

Vicki can't take her eyes off this strange figure.

VICKI
Why is she wearing a mask?

JOKER
Well, she's just a sketch really. Alicia! Come here, have a seat. Show the lady why you wear the mask.

Alicia sits down numbly and begins to undo the mask.

JOKER
You see, Miss Vale, Alicia's been made over in line with my new philosophy. Now, like me, she's

a living work of art.

We're looking at Alicia's profile as the mask comes off. The side that's turned to us is indeed beautiful. But the side we can't see... SENDS Vicki RIGHT OVER THE EDGE. Vicki lurches out of her seat, knocking it over, HER FACE FROZEN IN HORROR.

JOKER
(modestly)
I'm no Picasso. You LIKE IT?

Vicki tips a chair in his path. Horrified, she tries to placate him.

VICKI
It's great. But what can I do for you? I...

JOKER
(miming it out)
A little song... a little dance...
and Batman's head upon a lance.
Tell me what you know about...

He makes a flapping with his hands indicating Batman.

VICKI
I don't know anything about Batman.

JOKER
(getting sexy)
Really, well, what do you think
about a little 'you and me'?

VICKI
I think you're insane.

JOKER
I am? I thought I was a Pisces!
(brightly)
C'mon, let's make up. Here's a flower.

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

VICKI
NO!

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

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

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

His hands go up and he doubles over, SHRIEKING, MAKEUP running through his fingers and onto his suit.

JOKER
(like the Wicked Witch of the West dissolving)
NO! NO! I'M MELTING! I'M MELTING! OH GOD! I'M MELTING! HELP ME!

Vicki is appalled. She moves towards him. Her instinct, in spite of everything, is to help him in his suffering. As she gets close to him and extends a hand, he leaps up abruptly, taking his hands from his "melting" face, exposing the HIDEOUS RAVAGED MESS beneath the makeup.

JOKER
(gleefully)
BOO!

He advances on Vicki.

And then -- suddenly -- A SKYLIGHT SHATTERS. A CAPED SHADOW drops to the floor of the tea-room. And all at once, The Joker finds himself face to face with Batman!

On BATMAN's wrist is a STEEL GAUNTLET. He aims it at THE JOKER. The Joker stiffens, thinking he's about to be shot. THE BATMAN then fires the gauntlet, the barrel of which splits in two before sending two metal spikes on wires in opposite directions, either side of The Joker.

The metal spikes embed themselves in walls on both sides of the atrium, creating an escape wire for THE BATMAN. In the wink of an eye he grabs Vicki and plunges over the balcony, leaving The Joker stunned with amazement.

INT. MUSEUM - ATRIUM - THAT MOMENT

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

JOKER
(recovering)
Those toys! Where does he get those wonderful toys?
(to the Goons)
Well don't just stand there! GO AND ASK HIM!!!!

THE GOONS charge off.

EXT. FLUEGELHEIM - NIGHT (MOMENT LATER)

A SIGN on a black metal stand -- "CLOSED FOR THE DAY" -- HURTLES through the glass doors. Batman and Vicki HUSTLE THROUGH; he points her to a side alley. Batman lobs a SMOKE PELLET into the doorway of the Fluegelheim.

BATMAN
GET IN THE CAR!

VICKI
WHICH CAR?

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

VICKI
... Oh.

The BATMOBILE is sleek, futuristic, and... well, indescribable. Vicki climbs in and is dazzled by a stunning array of electronic gadgetry.

BATMAN
Ignition!

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

COMPUTER (V.O.)
Ignition.

The engines are REVVING UP as BATMAN vaults in.

JOKER'S GOONS stumble hacking, coughing, blinded by smoke. They scatter as the BATMOBILE barrels out of the alley.

Choking GOONS climb into their van and two cars.

EXT. STREET - A MOMENT LATER

The BATMOBILE disappears round a corner in a cloud of dust.

EXT. STREETS - A MOMENT LATER

PEDESTRIANS scatter as the Joker's two goon cars swerve hard left and barrel through a crowded intersection.

EXT. STREETS - A MOMENT LATER

BATMOBILE approaches intersection at high speed. The right-side indicator begins to flash. It seems incredible that at this velocity Batman should think it possible to make a right-angle turn. As the BATMOBILE draws level

with the corner a spike with a wire attached to it rockets out of the side of the vehicle and embeds itself in a wall. This enables the BATMOBILE to turn the corner without slowing down or spinning off across the intersection. Having completed the turn, the wire separates from the car which continues without losing speed.

INT. BATMOBILE - THAT MOMENT

ONLOOKERS gawk as the sleek supercar rips up the pavement.

BATMAN
Damn!

EXT. BLIND ALLEY - NIGHT

Into a blind alley. Batmobile doesn't slow down. Batmobile SPINS ON ITS AXIS 180 DEGREES and goes back where it came from.

EXT. DOWN ANOTHER STREET - NIGHT

Batmobile moving up on an empty block -- a night construction team. A huge piece of heavy machinery backs up slowly and inexorably, blocking the intersection.

Batman GUNS THE ENGINE. Swerves left. Tries to glide past. And hits the brakes -- stopping inches short of a head-on collision with a lamppost!

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

VICKI
Can't we --

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

The BATMOBILE'S computerized VOICE replies:

COMPUTER (V.O.)
Shields.

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

Batman and Vicki vault over construction debris.

INT. VAN - MOVING - NIGHT

Three police cars, bubbles blazing, overtake the Joker's van and bear down on the abandoned Batmobile. The Joker's van does a U-turn and rumbles sedately off.

EXT. SIDE STREET - NIGHT (THAT MOMENT)

Batman and Vicki zigzag past storefronts and candy stands.

INT. CAR - MOVING - THAT MOMENT

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

DRIVER
We got 'em!

EXT. STREET - NIGHT (THAT MOMENT)

Batman and Vicki race down the sidewalk. The car is gaining on them. A SUDDEN SPRAY OF BULLETS shatters a storefront.

BATMAN'S POV

He sees a RAGAMUFFIN LITTLE GIRL playwalking her doll around the corner.

He rushes and slides on the street, pulling the girl out of the way of a HAIL OF BULLETS.

ON LITTLE GIRL

She is wide-eyed. She holds up the dolly for Batman to see.

LITTLE GIRL
Is it Halloween?

Batman smiles and rushes back to pick up Vicki from behind a parked car. The GOONS DRIVE BY AGAIN. Batman and Vicki RUN into a BLIND ALLEY.

INT. ALLEYWAY - NIGHT

They watch the Goons glide past the mouth of the alley. Batman looks up five stories, sees a catwalk.

BATMAN
How much do you weigh?

VICKI
... A hundred and eight?

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

BATMAN
HANG ON!

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

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

They slow. They STOP. They DANGLE IN MIDAIR as the Joker's GOONS advance. Batman wriggles, twists. Vicki SCREAMS.

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

BATMAN
Whatever happens -- DON'T LET GO!!

He's detached the reel from his own waist and hitched it around Vicki's belt. He LETS GO.

Vicki rockets upward at blinding speed, SHRIEKING all the way. Batman, his cape billowing, PLUMMETS DOWNWARD.

Vicki SLAMS up into the catwalk and bobs on the line as Batman lands with a loud CRASH, overturning a row of garbage cans. The GOONS are on him in a flash. Batman manages to slam two GOONS into a wall, but before he can get to his feet, GOON III slams a lead pipe into the back of his skull.

THUGS circle around him. The LEAD THUG holds his colleagues back, draws his gun, and fires TWO SHOTS, point-blank, at the yellow-and-black INSIGNIA on Batman's chest. The body jerks; they edge closer -- and stop.

GOON I
... No blood.

GOON II
Jesus. Who is it? Check his wallet.

GOON III
Wait a minute.

GOON III screws up his courage and crouches beside the body. He examines THE Batman's TUNIC.

GOON IV
What is that?

GOON III
Some kind of body armor.

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

EXT. ROOFTOP - ON VICKI

VICKI has pulled herself up onto a roof. Down below, the THUGS are removing Batman 5 cowl. But at this height -- and this angle -- she can't see his face. She reaches for her CAMERA BAG.

ANGLE ON GOONS

Gaping at the shadowed unconscious face of BRUCE WAYNE. (NOTE: WE never see his face, and THEY can't either.)

GOON I
Get out of the way, I can't see him.

And at that very instant... A FLASH GUN EXPLODES OVERHEAD.

Startled, the thugs look up.

GOON III
Goddam, it's the girl!

ON VICKI

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

ON THE THUGS

No sight of Vicki. They begin to relax a little.

GOON II
Did you hit her?

GOON I
I think so. Wax him.

They turn their guns on Bruce. Ready to FIRE.

A GLOVED HAND snakes out, GRABS GOON I BY THE COATTAIL and yanks him DIRECTLY INTO THE LINE OF FIRE. GOON II has PULLED THE TRIGGER TWICE before he knows what's happened.

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

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

Four seconds after all this began, Batman is alone in the alleyway with GOON IV.

GOON IV has his gun out, but he's shaking too much to pull the trigger. Batman smiles. GOON IV SCREAMS and RUNS FOR HIS LIFE.

Through all this, Vicki's camera has been poised on the ledge, snapping away. Batman looks up.

EXT. ROOFTOP - ON VICKI

She peeks down at the alley. Limp goons everywhere. And, in addition, Batman sees her.

ANGLE - ON VICKI

She thinks fast. She may have a clean photo of Batman's face. She removes the roll, drops it down her blouse, and ESCAPES across the roof.

EXT. ALLEY - ON BATMAN

Batman sees her disappear. He looks around, spots the BATMOBILE two blocks away. The car is still there, the chrome-steel shields intact. But DOZENS OF COPS and CURIOSITY-SEEKERS are SWARMING ALL OVER the fearsome machine. Batman snorts in frustration.

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

He takes a RADIO TRANSMITTER from his utility belt:

BATMAN
Shields open.

EXT. STREET - ON BATMOBILE

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

COMPUTER (V.O.)
Shields open.

The steel plates begin to retract.

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

COMPUTER (V.O.)
Ignition.

COP
There's somebody in there!

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

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

PANDEMONIUM BREAKS LOOSE as the COPS bolt for their cars.

CUT TO:

VICKI

running across rooftops, with much fear. She shimmies down a ladder, only one roof to go to get to the street and freedom. She hears SIRENS.

EXT. STREET - NIGHT

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

ON VICKI

SHE'S COME TO AN OBSTACLE. It's a five-foot drop to the street below. Vicki clambers down KERPLUNK and quickens her pace, tossing a nervous glance over her shoulder every couple of steps.

Then suddenly she walks smack into Batman.

BATMAN
Not even a 'thank you'?

VICKI
(embarrassed)
Well -- I think you might thank me. You were as good as dead.

BATMAN
You weigh a little more than 103.

SIRENS APPROACH. Batman takes her gently by the shoulders.

BATMAN
You'd better come with me.

VICKI
... Where are we going?

No reply.

EXT. ALLEYWAY - NIGHT

Street level. Batman emerges pulling Vicki.

EXT. ALLEYWAY - NIGHT

Batman sees the BATMOBILE rounding the corner. With Vicki in front of him, he STEPS DIRECTLY INTO THE PATH OF THE ONRUSHING HEADLIGHTS.

BATMAN
STOP!

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

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

DISSOLVE TO:

INT. BATMOBILE - NIGHT

Batman drives down a deserted stretch of road lined by ancient tall pines. Vicki tries to see out. Batman pushes a button and changes the polarization of the glass. She can't see out. He's stoic.

VICKI
This is kidnapping.

BATMAN
Looks like it.

INT. BATMOBILE - NIGHT (MOMENT LATER)

Vicki studies Batman's face. He flicks a switch on lights behind his head which dazzle Vicki, making it impossible for her to see him.

Vicki frowns, looks through the windshield, and SEES -- much to her horror -- an enormous SHEER CLIFF WALL LOOMING DEAD AHEAD.

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

ANGLE ON CLIFF WALL

Suddenly the cliff wall VANISHES ALTOGETHER -- revealing, in its place, the GAPING MOUTH OF AN UNDERGROUND CAVERN.

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

INT. BATCAVE - NIGHT

Another world -- a vast, dank world of perpetual night, unchanged by the centuries.

STALACTITES hang from walls. Cramped, craggy passageways spiral off maze-like, descending into darkness.

And then -- an incongruous sight: vast banks of blinking computers. A fully-equipped machine shop. A state-of-the-art crime lab. This is THE BATCAVE.

Batman climbs out of the car. He keeps his distance from Vicki. She steps from the Batmobile a little shaky.

DAPPLED POOLS OF LIGHT create an almost operatic stage for Batman and Vicki to alternately hide and reveal themselves in. Vicki steps carefully into the light. Trying to see Batman better.

BATMAN
Watch your step in here.

Vicki stops just over the edge of a DEEP BLACK PIT. She kicks a pebble over. Long seconds pass; no sound. She looks up. Suspended over the bottomless pit are a pair of gymnast's rings. She backs away.

SUDDENLY Vicki's HEAD jerks up abruptly. In the dim recesses overhead, BATS ARE SCREAMING. She shivers.

VICKI
Bats. They're -- terrifying.

BATMAN
That's the idea.

Batman pats the cage of a WOUNDED BAT, its wing is splinted.

BATMAN
They're also great survivors.

Vicki steps away, repulsed.

Batman is rustling papers. She can't see what he's doing. She begins to examine a row of bat-suits hanging nearby.

VICKI
What are these made out of?

BATMAN

It doesn't have a name.

While he seems pleased at Vicki's fascination with his lair, he nevertheless remains guarded. Vicki moves toward Batman, intent on getting a close look at him.

VICKI
What are you going to do with me?

Batman, realizing what Vicki is trying to do, moves away from her into shadow.

BATMAN
You're going to do something for me.

Vicki again begins to approach Batman. Keeping in shadow, he moves behind a lab table. On the table, amid the beakers and test tubes, are dozens of TAINTED PRODUCTS: makeup, deodorant, etc. Nearby, a COMPUTER PRINTER begins to CHATTER; Vicki watches information scrolling across the main monitor.

VICKI
(looking at the tainted products)
What is all this?

Batman turns but keeps his face out of the light.

BATMAN
The police have got it wrong. They're looking for one product. It's much bigger than that. The Joker's tainted hundreds of basic chemicals at the source.

VICKI
But... then whole shipments of every product would be poisoned? We'd all be dead.

BATMAN
No. Each product only contains one component. The poison only works when they're mixed. Hair spray won't do it alone. But... hair spray and perfume and lipstick will be toxic and -- Untraceable.

VICKI
(impressed)
How did you figure that out?

No answer. Batman steps away.

BATMAN

Take this to the press.

He hands her a thick envelope. She looks it over cautiously.

VICKI
I may have some trouble with that. A lot of people think you and the Joker work together.

BATMAN
Do me a favor. Don't flatter my enemy. The man's psychotic.

VICKI
Some people say the same about you.

This is a new idea to Batman. He pauses for a moment.

BATMAN
What people?

VICKI
Well, let's face it, you're not exactly normal, are you?

BATMAN
It's not a normal world.

Vicki stares at him. She's suddenly chilled.

VICKI
(peering into the darkness)
Why did you bring ME here?

BATMAN (O.S.)
(A BEAT; then from another direction)
People need that information.

VICKI
But you could have just sent it.

She looks around. Where is he? NO SOUND.

Suddenly he is near. She backs up.

BATMAN
You're right, I could have. There is something else.

She looks down. She has backed up nearly to the gaping hole.

VICKI

Wh-at?

BATMAN
You have something I want.

Batman suddenly steps very close to her. She holds her hand to her breast.

VICKI
What could I have that you want?

Batman SWIRLS his cape up over her.

Her eyes widen. She starts to SCREAM.

He embraces her. She stops.

And as she closes her eyes -- he produces an AMPULE of KNOCKOUT GAS which he breaks under her nose. She slumps.

THE ROOM SPINS. SOUND OF BATS WINGS.

DISSOLVE TO:

INT. BEDROOM - AFTERNOON

Vicki AWAKENS. She feels her face. Was it a dream?

She steps shakily to the mirror. Touches her lips. What happened? Did he -- make love to her? Then she touches her breast. NO FILM.

VICKI
The film! He took the FILM!

PHONE RINGS.

VICKI
Hell-hello?

KNOX
Vicki? Are you all right? You want me to come over there?

VICKI
(seeing something on her table)
No... Wait. Allie?

She reaches OUT OF FRAME and brings the envelope Batman gave her up to the phone.

VICKI
Allie, can you still make the evening edition if I bring something to you?

KNOX
Just barely. Is it hot?

VICKI
Yeah it's hot.

KNOX
How hot?

She hangs up.

VICKI
Very hot.

EXT. NEWSSTAND - DAY

The early edition of the Globe carries the banner headline:

WAR OF THE FREAKS
JOKER AND BATMAN CLASH AT FLUGELHEIM

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

BATMAN CRACKS JOKER'S POISON CODE
Citizens told to avoid the following products:

INT. TELEVISION STUDIO - EVENING

The "ACTION NEWS" set, with anchor PETER McELROY.

PETER
Avoid the following combinations: deodorants with baby-powder, hair spray, and Odor-eaters. Safe products are flying in as Gotham City goes on a forced fast. And all of Gotham is wondering what to make of Batman. Friend or Foe?

INT. AXIS CHEMICALS - EVENING

Joker SCREAMS at the top of his lungs.

JOKER
I have given a name to my pain and it is BAT MAN!!!

Joker BLASTS the TV with a riot GUN! OTHER GOONS stare. Joker charges for the factory.

JOKER
Bob, you got to possess strength to inflict greater pain! We got

a Bat to kill. And I want to
clean my claws!!

INT. BATCAVE - NIGHT

Bruce looks at assortment of maps. He looks tired.
Alfred brings in some coffee.

ALFRED
(starting to EXIT)
Sir, Miss Vale called again. I
don't know what you intend to do
about her. But I think your
present course of action may just
strengthen her resolve. She's
quite tenacious.

BRUCE
(thinking)
I know, Alfred.

Alfred heads for the door. He stops and pulls himself
tall.

INT. VICKI'S APARTMENT - AFTERNOON

A KNOCK at the door -- Vicki opens it and Bruce is
standing there smiling, a flower in his hand, a shoulder
bag on his shoulder, Vicki is very surprised. She
recovers. Still cool.

VICKI
Well, if it isn't the invisible
man.

BRUCE
You saw through me.

Hands her the flower. She looks at it warmly.

VICKI
Come in.

Bruce ENTERS. She looks at flower like it could squirt
something on her. Bruce smiles. A BEAT of nervous
silence.

BRUCE
So...

VICKI
(hesitates, then)
Listen, I know that we're supposed
to ease into this sort of thing,
but I'm really perplexed about
you.

BRUCE
Yeah, I know, that's why I came.
I...

VICKI
You lied to me about leaving town.
You won't return my phone calls.
Then I saw you march through
bullets like you were trying to
commit suicide.

BRUCE
Look, I... I did kind of lose it
for a while. But some things just
affect me.

VICKI
Affect you? You were a totally
different person.

BRUCE
You have to understand... crime.
I... love this city.

VICKI
See, now he's back... the sweet,
caring guy... but you seem to be
at least two people. What's going
on?

Bruce stands and looks out the window. Torn.

BRUCE
Look, Vicki. There's something
you should know...

A KNOCK AT THE DOOR interrupts him. Vicki lingers and
then goes to the door.

Peering through the peephole, she sees a DELIVERY BOY.

VICKI
Who's there?

DELIVERY BOY
Package for Miss Vale.

DELIVERY BOY hands package in, she signs and shuts door.
Vicki examines the mysterious package. It's another
brown-paper parcel... ADDRESSED IN CRAYON.

VICKI
Bruce, I'm frightened.

Bruce looks at the parcel. Grabbing his shoulder bag, he
takes package to the kitchen.

BRUCE
Shut the door. Just in case.

VICKI
Be careful. Don't set it off.

She shuts the door. Leaving Bruce alone in kitchen.

INT. KITCHEN - DAY

Bruce opens his bag and lifts out a false bottom to reveal his UTILITY BELT. He removes a tiny ULTRASOUND SCANNER from the UTILITY BELT -- rather like a stethoscope, with a sonar display where the earpieces should be -- and runs it over the package.

VICKI (O.S.)
What do you think?

BRUCE
Nothing ticking.

INT. LIVING ROOM - DAY

Vicki moves next to the door and listens.

INT. KITCHEN - DAY

Bruce takes a small gas mask from his belt, puts it on, then SLITS THE WRAPPING with a steak knife. Nothing happens.

VICKI (O.S.)
What's happening? Are you okay?

She KNOCKS. He JUMPS. He's tense. Bruce carefully pulls back the flaps. SUDDENLY the top of the package BURSTS OPEN.

INT. LIVING ROOM - DAY

Vicki JUMPS at the NOISE.

VICKI
Bruce, are you all right?

No answer.

VICKI
Bruce, I'm coming in.

She grabs for the door and PUSHES THROUGH.

INT. KITCHEN - DAY

Bruce stares at the package. No utility belt in sight.

BRUCE
Very poetic.

ON BOX

-- A GLOVED HAND on a SPRING, holding a BUNCH OF DEAD FLOWERS, has erupted through the top of the package and wobbles about. There is a large EMBOSSED CARD in the flowers. Bruce lifts out the card and she reads it.

VICKI
'Roses are red, violets are blue,
these flowers are dead, you could
be, too.'
(suddenly very
frightened)
He sent something just before he
arrived the last time.

Bruce nods her out of there. Vicki heads for the living room, but before she can get through the kitchen door, the Joker, BOB and ONE OTHER GOON BURST THROUGH THE DOOR.

JOKER
Miss me?

The Joker sees Bruce and stops in his tracks.

JOKER
Well, Ms. Vale, another rooster
in the henhouse?

The Joker pulls a gun and moves toward Bruce. He traces the outline of Bruce's cheek with the gun.

JOKER
Tell me something, my friend, you
ever danced with the devil by the
pale moonlight?

Bruce is alarmed. A memory fragment clicks.

BRUCE
What?

JOKER
I ask that question of all my prey
before I send a draft through
their domes. I just like the sound
of it.

BOB CHUCKLES. Bruce is torn, should he fight? Should he reveal his identity? Suddenly he realizes... his utility belt is sitting in plain view on the kitchen counter!!! The Joker has yet to notice. Bruce backs slowly against the counter, shielding the belt from view.

JOKER
Vicki, don't let my happy-go-lucky appearance fool you. I'm really very upset.
(getting angrier)
You were dining with me! Talking art, I was a man who was getting somewhere with a beautiful woman. And then ALL OF A SUDDEN, without a word of apology, you take off with that SIDESHOW PHONY.

He moves closer to her.

JOKER
(bizarrely sincere bad poetry)
I'm only laughing on the outside, my smile is skin deep, if you could see inside I'm really crying you might join me for a weep.

He cups his hand under Vicki's chin. Bruce CHARGES at him.

A BACKHAND from a GOON knocks Bruce off his feet. As he reels backward, he contrives to knock the UTILITY BELT off the counter, by sweeping his ARM across it.

Bruce sprawls in a heap in the corner.

IN A FLASH -- Joker points his gun at Bruce and pulls the trigger. A tiny flag -- "BANG!" -- pops out of the muzzle, prompting GREAT HILARITY all around. Joker HOWLS! Bruce sweats.

JOKER
Came on I want you to shoot some snaps. Make me immortal. It'll be good for you.

BOB hands Vicki her camera and bag and jacket.

A SCREAM FROM OUT IN THE STREET BELOW calls her to the window.

EXT. STREET BELOW - HER POV - DAY

A police car has run up on the sidewalk. TWO POLICEMEN are staggering in the street, grabbing their throats. A WOMAN runs horrified from the scene..

INT. VICKI'S APARTMENT - DAY

She turns back to the Joker.

VICKI
What's wrong with those policemen?

JOKER
Looks like they're rethinking
their spot in the social order.

BOB pulls Vicki OUT THE DOOR, Joker FOLLOWS, pulls the door to.

ON BRUCE

He leaps up and stuffs the utility belt into shoulder bag.

SUDDENLY THE JOKER IS THERE

JOKER
Listen, Bruce, NEVER rub another
man's rhubarb! Get me?

The Joker levels the GUN at Bruce again and FIRES. This time a real bullet. Bruce is thrown back against the wall as the bullet hits him.

Joker EXITS.

EXT. GOTHAM STREET - DAY

Goons force Vicki into a van. Joker heads for it, too.

JOKER
Gotham Square, lickety split.

INT. VICKI'S APARTMENT - KITCHEN - MOMENTS LATER

Bruce is coming around. He checks his side, no blood. He then looks at his shoulder bag, it has a hole in it. He takes out the utility belt. It has a bullet embedded in it.

Bruce struggles up, straps on the UTILITY BELT, dials a number on its digital pad. Red lights scan and then beep. Bruce RUNS INTO THE BEDROOM.

INT. BEDROOM - DAY

He rummages around for something in her closet. Finds a black something and EXITS.

EXT. APARTMENT - HALLWAY - MOMENT LATER

Bruce sprints across the hallway and up a stairway.

EXT. ROOFTOP - DAY (MOMENT LATER)

Bruce bursts onto the roof just in time to see VAN pull

out into the traffic.

He pulls the black nylon ski cap over his head -- and BOUNDS OFF across the rooftops.

EXT. CROSS STREET - DAY (MOMENT LATER)

The VAN passes by. PEDESTRIANS staring goggle-eyed at the rooftops.

Far above them, a MAN -- oddly garbed in a suit, a tie, a yellow belt and a BLACK SKI MASK -- is gliding across the intersection on a ROPE.

INT. VAN - THAT MOMENT

The Joker is being thrown around a bit by the speeding, swerving van. Suddenly he reaches forward and grabs BOB.

JOKER
(violently)
Slow down, you maniac!

The Joker turns to Vicki, putting his hand on her knee. She tries to move away from him.

JOKER
(sadly, trying to gain her sympathy)
I'm a little high-strung. Y'know, I've recently had tragedy in my life. Day before yesterday, Alicia hurled herself out of the window. Couldn't adjust to my new aesthetic.

He hands her a porcelain mask. It has a crack in it.

JOKER
But you can't make an omelette without breakin' some eggs!

EXT. INTERSECTION - DAY (THAT MOMENT)

The Joker's VAN GUNS through a red light, just missing a MOUNTED POLICEMAN standing by his horse. His horse shies, rears back, turns in a circle. THE POLICEMAN, already in bad shape, struggles with his throat, moving slow as molasses. His face contorts into a smile and he shakes his head slowly.

Bruce lands on horse's back. COP turns slowly around, sees Bruce. Bruce looks with alarm at the policeman.

HIS POV - ANOTHER POLICEMAN

staggers down the street, his hands grasping his throat.

Joker has done his evil work.

EXT. SIDE STREET - MOMENTS LATER

Bruce on horseback, charging past elegant brownstones, drawing stares from PASSERSBY. On his belt is a FLASHING RED SIGNAL LIGHT.

EXT. RIVERVIEW DRIVE - THAT MOMENT

A YELLOW VW BUG rips up the street at 70 mph.

INT. VOLKSWAGEN BUG - THAT MOMENT

We can't see the driver. But we do see, on the seat beside him, a VIDEO DISPLAY with a shifting grid map of the city -- and on it a FLASHING SIGNAL blinking in perfect sync with the one on Bruce's belt.

EXT. SIDE STREET - THAT MOMENT

Bruce sees the VW bug rounding the corner and streaking towards him. He reins in the horse; it rears back on its hind legs; the BUG pulls up.

-- and Alfred hands Bruce a bundle of Batclothes.

BRUCE
Alfred, find the records on my family. I want to check something.

ALFRED
Yes, sir. Be careful.

Bruce, now nearly fully dressed as Batman, gets back on the horse and RIDES OFF. Alfred looks pained.

EXT. CENTRAL SQUARE (GOTHAM CITY) - DAY

The square where the unveiling is taking place, has been closed to traffic. There are barricades at the entrance streets.

A temporary stage has been erected around a shrouded statue on one side of the square. A SMALL CROWD is gathered.

OFF TO ONE SIDE - POLICEMAN

crouches in the grass. TWO PEOPLE try to help him.

CLOSER ON POLICEMAN

He struggles to move his head to look up. WE SEE: his face is contorting into a smile.

BACK AT STAGE

A Junior high school BAND is playing the "Happy Birthday" theme.

MAYOR
(gushing)
Happy birthday, Gotham City! You know every city has a father and no one could have been a better father than John T. Gotham.

The van ENTERS the square and stops. Joker, flanked by armed GOONS, gets out, Vicki is pulled along with him.

Joker pushes through the crowd at the bottom of the steps leading up to the stage.

MAYOR
I dedicate the statue of a man who embodies the past, present, and future of our great city.

Mayor pulls a cord and drops the shroud around the statue revealing: Not John T. Gotham. But:

A GARISH, POLYCHROME STATUE OF THE JOKER wielding two Uzi machine guns like they were six-shooters. Expressionism on acid.

JOKER
(excited)
Start shootin', my sweet. I'm makin' history.

Joker clambers onto the stage.

JOKER
(apologetically)
No autographs.

He seizes the mike from terrified Mayor. The Joker holds a small machine gun on him. Under the grin, he's grinning.

MAYOR
Call the police!

JOKER
What police?

ANGLE ON SEVERAL POLICEMEN

lying on grass.

JOKER
(supremely confident)

Hi there, fellow Gothamites! As the NEXT founding father of this fair city, I declare these celebrations well and truly open.

He FIRES A BURST into the air, knocking down one corner of the ANNIVERSARY BANNER. Joker LAUGHS MANIACALLY.

Suddenly, from nowhere, a BAT BOLO ZINGS through the air. Its heavy ends wrap symmetrically around the head of the statue. A HISSING RISES from the bomb-like bolo ends.

Vicki looks up as PEOPLE RUSH away from the stage, PEOPLE are SCREAMING.

BATMAN - ON TOP BUILDING

FIRING the BOLOS from a crossbow sort of weapon.

Suddenly a BLAST as both ends of the bob EXPLODE and knock the head of the statue off. Joker is stunned.

JOKER
My very face destroyed!

TWO GOONS FIRE AT BATMAN.

ON BATMAN

He FIRES two lines into the ground and SWINGS down between them to the stage. BULLETS FLY AROUND HIM. TWO GOONS attack him and he kicks them both down and heads for Joker.

Joker grabs the Mayor around the neck. Covers him with gun.

JOKER
DAMN! I got a good one for you, Batman. What's red and bloody and has no brains?

Batman circles Joker.

JOKER
I didn't know Bats came out in the daytime.

BATMAN
Just when murderous clowns leave the circus. Let him go.

JOKER
Aw, can't I keep him? I'll feed him.

BATMAN

What do you want from this city?

JOKER
(thinking aloud)
I want a new bicycle, I want to visit Florida, I want...

ON VICKI

holding up her camera.

VICKI
Let me get this, Joker.

He turns to her and poses. She FLASHES.

Batman takes this occasion to SNAP his finger.

BATMAN
Joker!

Joker looks at him. Batman materializes a Joker card. Joker looks at it and Batman sucker PUNCHES him in the face as the Mayor rolls away.

Joker rolls backward and zips to his feet. He looks around as GOONS FLEE.

JOKER
The odds are even. So I'm a leavin'. You got your toys -- I got mine.

Joker steps back onto the statue platform and AMIDST COLORED SMOKE AND FIREWORKS he DISAPPEARS DOWN into the sewer system.

Batman spins around. The goons SPEED AWAY in the van. Vicki readies her camera to snap Batman.

BATMAN
Thanks.

VICKI
So we're even. I don't owe you anything.

BATMAN
Whatever you say.

Vicki snaps a photo. Batman looks at her for a beat, a hint of disappointment. POLICE SIRENS. Batman FIRES a line up to the building and ZOOMS UP the line to the top. He disappears as Vicki shoots pix.

INT. GOTHAM GLOBE MORGUE ROOM - DAY

Knox is beside himself. Vicki is thoughtful.

KNOX
... And you didn't have film in your camera?

VICKI
This goon handed it to me. I didn't check. Oh, Allie, I'm really losing it.

KNOX
I found out about your strange street corner.

She looks up at him.

KNOX
Your friend Bruce is pretty screwed up, Vicki.

VICKI
More good news?

He motions her to a microfilm reader. Knox begins cranking through back-issue newspapers.

KNOX
Okay, here we go. Check it out.

Vicki stares at the screen. A BANNER HEADLINE reads:

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

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

BOY stares at the camera -- a mask of UNFORGETTABLE AGONY.

KNOX
Some snap, huh?

VICKI
(true horror)
Oh my God... his parents were murdered in that alley. That's why he went there. It was the anniversary of their death.

TIGHT ON YOUNG BRUCE'S FACE

His features recognizable across all the years -- permanently, indelibly traumatized.

BACK TO SCENE

KNOX
Yep. Poor kid watched the whole thing happen.

VICKI
(deep empathy)
Allie, the look on his face... it's just like that day with the Joker in front of City Hall.

KNOX
Can you imagine what this could do to a guy, Vicki?

TIGHT ON VICKI

She thinks about that.

BACK TO SCENE

VICKI
(after a BEAT)
Allie, does it say... how old his father was -- when he was killed?

KNOX
Yeah, I noticed that, young guy, too... just turned 35 years old.

TIGHT ON VICKI

She makes a connection.

VICKI
(knows now but hides it)
I've got to go.

BACK TO SCENE

Vicki EXITS slowly.

KNOX
Don't let your personal feelings interfere with your job.

INT. BATCAVE - NIGHT

BRUCE'S BANK OF MONITORS, deep in the Batcave. Thirty screens show Wayne Manor's empty rooms.

Bruce is slumped at a table, he's sleeping, head resting on A MAP OF GOTHAM. Alfred TIPTOES IN and folds batcape. Bruce wakes.

BRUCE
The file on my parents?

Alfred nods toward it. He's grave.

BRUCE
What's on your mind, Alfred?

ALFRED
I'm getting old, Sir. And I don't want to fill my days grieving for old friends. Or their sons.

EXT. CITY HALL - DAY

The steps are packed with TV NEWS CREWS. The MAYOR, flanked by JIM GORDON and HARVEY DENT, steps gloomily to a podium.

MAYOR
The 200th Anniversary Birthday Gala has been indefinitely postponed.

EXT. CITY HALL - THAT MOMENT - DAY

TECHNICIANS in VIDEO TRUCKS, watching on remote monitors.

DENT (V.O.)
We're vehemently opposed to terrorism in any form. But a toxin has been found in the coffee at the police station. With two-thirds of our police force disabled we simply can't guarantee public safety --

INSERT - TELEVISION MONITOR - THAT MOMENT

VIDEO NOISE wipes half the image away, leaving a SPLIT SCREEN. On one side is the MAYOR. On the other -- sitting in a director's chair with a big yellow HAPPY FACE behind him -- is THE JOKER. But a very DIFFERENT Joker indeed. Relaxed and very lucid. With his flesh-colored makeup on he manages to make his grin almost friendly.

JOKER
Joker here.
(standing up)
Now you guys have said some pretty mean things. Some of which I admit were true under that fiend Boss Grissom. He was a terrorist and a thief. But on the other hand he was great at Bridge.

Anyway he's dead and he left me in charge. Now I CAN be theatrical, maybe even a bit rough -- but there's one thing I'm not. I'm NOT a killer. I'm an artist.
(big grin)
And I looove a party. So truce. COMMENCE AU FESTIVAL!

He spreads his arms to a torrent of CANNED APPLAUSE.

JOKER
I even got a little present for Gotham City. At midnight I drop 20 million dollars cash on the crowd. I've got plenty so don't worry about me.

MAYOR
We are not prepared to discuss any deals...

JOKER
(interrupting)
You heard me, folks -- $20 million!

SERIES OF IMAGES OF CITIZENS

Ears prick up. They are very interested.

JOKER
And there will be entertainment. The BIG FIGHT. Me in one corner, and in the other, the man who has brought the real terror to this city. BATMAN.

ON MAYOR AND DENT

They look at each other in surprise.

JOKER
(leaning in to CAMERA; to Batman)
Can you hear me! Just you and me. Mano A Mano. I've taken off my makeup, let's see if you can take off yours.

INT. WAYNE STUDY - EVENING

Bruce stares at TV. Shuts it OFF. He takes deep regular breaths.

CLOSER ANGLE

He pulls out a police file.

ON SOUND TRACK

-- A MEMORY SOUNDS FROM THE PAST float by -- A SNATCH OF MUSIC. A WOMAN'S LAUGHTER.

ON FILE

Bruce opens a file "POLICE REPORT. UNSOLVED" is written across the cover.

He turns the page and the POLICE PHOTOS FALL OUT. He picks one up.

A WASH OF MEMORY SOUND floods the screen. STREET NOISES. A LITTLE BOY'S VOICE.

ON PHOTO

The shocked-sad face of the little boy that terrible night.

MEMORY SOUND WASHES LOUDER. QUICKER FOOTSTEPS. A VOICE.

BRUCE'S MOTHER (V.O.)
Tom, there's someone following us!

CUT TO:

BRUCE'S MEMORY - EXT. GOTHAM STREET - NIGHT (1963)

THOMAS, MARTHA and the young BRUCE WAYNE are running TOWARDS us. Something stops them.

CUT TO:

BRUCE'S POV

We see TWO YOUNG HOODLUMS pointing a gun AT us. The HOODLUM with the gun grabs the string of pearls on Martha's neck. Thomas tries to grab the young HOOD's arm. We hear the SOUND OF A SHOT. Thomas falls. Martha SCREAMS. The HOOD FIRES -- Martha falls. The second HOODLUM runs away.

The HOODLUM points the gun AT the CAMERA. The HOODLUM'S FACE IS IN THE DARK.

CUT TO:

YOUNG BRUCE

staring back.

JACK (V.O.)
(distorted by time)
Tell me, Kid...

The Hood steps into the moonlight. It is clearly a young Jack Napier.

YOUNG JACK NAPIER
You ever danced with the devil by the pale moonlight?

ON TRIGGER FINGER

-- It squeezes. Suddenly a VOICE calls out.

OTHER HOOD (V.O.)
C'mon... let's go.

CUT BACK TO:

YOUNG BRUCE'S POV

Where we see Jack begin to move slowly away. He LAUGHS as HE LEAVES.

INT. STUDY - EVENING

CLOSE ON Bruce's tortured face -- his eyes snap open. He is breathing heavily and pouring with sweat.

BRUCE
It was him.

VICKI (O.S.)
Are you alright?

Bruce starts. He turns to see Vicki standing there. Alfred is near the door, having let her in.

BRUCE
Wh... how did you get in here?

Alfred EXITS. Vicki pours herself a drink. She's a little nervous.

VICKI
Alfred. Am I crazy? That wasn't just another 'night' for either of us. Was it? We got to each other. Didn't we?

Bruce gathers himself and shuts the police folders.

VICKI
You were going to tell me something at my apartment... when the Joker came? What was it?

Bruce looks away.

VICKI

Why won't you let me in?

He looks straight into her heart.

BRUCE
You got in.

Vicki looks startled. My God... he loves her. The dilemma fills in the space between them.

VICKI
I don't know how to think about all this.

BRUCE
You said you got to a place where you just had to live with the way you were. Well that's this place.

VICKI
I loved you every night since I met you. But I don't know if I can love you dead.

BRUCE
I can't help you out with that. I've been trying to avoid this. But that's the way it is. I wear a cape. You take pictures. It's not a perfect world.

VICKI
It doesn't have to be a perfect world. I've just got to know if we're gonna try to love each other.

Bruce stops and looks at her. Vicki at him. He can't commit.

BRUCE
He's out there tonight, and now I gotta go to work.

Bruce DISAPPEARS into the dark.

SERIES OF SHOTS

THEME MUSIC UP.

Bruce prepares for a final confrontation with the Joker.

The gloves. The boots. The cape. And finally, the black bat-emblem, framed in yellow, FILLING the SCREEN.

DISSOLVE TO:

EXT. AXIS CHEMICAL - NIGHT

A big yellow moon. The wheels of a truck.

TILT UP TO -- sign AXIS CHEMICAL WORKS. Huge steel gates CLOSE.

Opposite the gate, the headlights of the BATMOBILE come on. Its ENGINES ROAR, shooting clouds from multiple exhausts. Front fender extends as vehicle ROARS down the street.

GOON GUARD jumps for his life as the BATMOBILE, headlights blazing, SMASHES through gates, coming to rest in front of the steel doors of main building.

GATE GUARD
It's Batman!

Flaps on the wings of the BATMOBILE open as the GATE GUARD FIRES his pistol at the car.

Rocket launchers emerge through the open flaps. Guard's bullets BOUNCE off BATMOBILE's bodywork.

The ROCKETS IGNITE AND BLAST OFF to demolish the shuttered steel doors. Gate guard RUNS OFF.

The rocket launchers retract. BATMOBILE moves through hole in doors.

INT. AXIS CHEMICAL - THAT MOMENT

Goons inside take cover as BATMOBILE cruises through the shattered doors and stops. They OPEN FIRE with MACHINE GUNS. One or two of the bullets CRASH through the WINDSHIELD.

EXT. BATMOBILE - THAT MOMENT

Batmobile slowly shields itself. Hunkering down like an iron butterfly.

ON GOONS

They peer at it. FIRE WILDLY to no effect.

ON BATMOBILE WHEELS

From the hubcaps come arms. Each holding a wicked looking cache of plastic explosives. GOONS don't SEE IT.

INT. BATMOBILE - THAT MOMENT

From within the cockpit we see: under the facia, a monitor, flashing a countdown. 12.11.10. We ZOOM INTO the monitor as the numbers flick from 10 to 9.

CUT TO:

INT. BATMOBILE - THAT MOMENT

The MONITOR beneath the facia of the BATMOBILE as it reads DETONATE.

CUT TO:

EXT. AXIS CHEMICAL - THAT MOMENT

The Axis Chemical PLANT EXPLODES like a ball of fire.

EXT. AXIS CHEMICAL - ANOTHER ANGLE

Debris and dust fall to earth. The building is devastated. Flattened. Nothing could have lived through the blast. A BEAT. SILENCE. Suddenly from within the burned rubble -- A RUMBLE.

CLOSER - ON DEBRIS

Something stirs, lifts, moves up and then out, slowly, the Batmobile pulls itself out of the debris.

EXT. AXIS CHEMICAL - NIGHT

BATMOBILE drives up to the gate. From out of the darkness Batman steps and pats it on the fender. It CHUGS.

SOUND OF CHOPPER -- bright search lights flash on Batman. BULLETS FLY all around him. He jumps behind steel gate.

EXT. AXIS CHEMICAL - WIDER

A CHOPPER ROARS up from behind a building. LOUDSPEAKER BLASTS.

JOKER (V.O.)
Not even close! NO CIGAR, fool!

ANOTHER ANGLE - CLOSE ON JOKER

from the open side door of a chopper. He's delighted.

JOKER
I'm going to the festival. You really ought to show up. I'm gonna kill a thousand people an hour until you do.

LAUGHTER as the chopper banks sharply and FLIES OFF over the river toward the searchlights of the festival.

CUT TO:

INT. WAREHOUSE - NIGHT (THAT MOMENT)

A lone WATCHMAN reads in a chair. The LIGHTS WINK OUT.

-- and a THUG clubs him from behind. A SMALL ARMY OF CRIMINAL SHOCK TROOPS ENTERS. Lights relight.

SEARCHLIGHTS, mounted on trucks with portable generators. Behind the trucks: gaudy PARADE FLOATS -- and enormous deflated BALLOONS, hanging limply from rafters.

Joker's men inflate BALLOONS. STEEL DOORS rise; the BEACON TRUCKS RUMBLE out onto the street. Joker STEPS INTO the warehouse.

JOKER
I'm prepared to rule the world!!

EXT. DOWNTOWN GOTHAM (BROAD AVENUE) - THAT MOMENT

The main street, Broad Avenue, leading into the central square. Groups of CAUTIOUS PEDESTRIANS. AMPLIFIED ROCK MUSIC as a truck with searchlights rounds a corner onto Broad Avenue.

Searchlights play up the street and onto the buildings. A beam illuminates A GIGANTIC BALLOON WITH A HUGE CARTOON FACE looking round the corner before entering the Avenue.

This balloon is moored to a parade float. More trucks with searchlights, floats and giant balloons FOLLOW. Cartoon characters and historical figures. Banners proclaim; HAPPY BIRTHDAY GOTHAM CITY.

BYSTANDERS are amazed.

Suddenly THE AIR IS FILLED with thousands of dollar bills.

From the face of the leading balloon (a huge, grotesque, clown smiling ghoulishly and dressed in white Pierrot frills) we TILT DOWN THROUGH the swirling dollars.

Here, on a float, surrounded by armed GOONS, sitting on a giant throne, is the Joker.

Bob hands the Joker bundles of dollar bills. Joker pitches the bills, with a grand gesture, up into the wind from a giant fan. People grab for the greenbacks as they fill the air.

TIGHT ON BILL

A REAL one-dollar bill.

WIDER

Like a demonic D.J. the Joker is LIP-SYNCHING TO WHAT-EVER SONG is BLARING OUT over the SPEAKERS.

PEOPLE flock in from the side streets. Soon the whole area is packed with CITIZENS scrambling for dollar bills.

EXT. SIDE STREET - THAT MOMENT

Vicki's taking photographs of the hysterical CITIZENS.

JOKER (V.O.)
(amplified)
Welcome, everyone. Enjoy yourselves.
Open those hungry wallets!

He LAUGHS.

A HORN BLARES. Vicki glances nervously around and is relieved to see Knox lean out of his car.

KNOX
Vicki!

VICKI scrambles into the car.

INT. KNOX'S CAR - SIDE STREET - MOMENT LATER

KNOX
You think Batman will show for this?

VICKI
He'll be here.

EXT. SIDE STREET - THAT MOMENT

Knox DRIVES OFF to join the parade.

CUT TO:

EXT. GOTHAM CITY - AERIAL SHOT - NIGHT

The city on its island, DARK except for the search-lights lining Broad Avenue.

All at once, a STREAKING BLACK SHADOW ENTERS FRAME... THE BATWING! A phenomenal ULTRALIGHT AIRCRAFT, swift and sleek, it slices through the night, carrying its pilot on a final mission of mercy -- and vengeance.

ANGLE ON BATMAN

In the cockpit, Batman, his jaw set, shifts the joystick and banks the BATWING.

EXT. AERIAL SHOT - BATWING OVER GOTHAM CITY - NIGHT

The BATWING banks away FROM the CAMERA and dives towards the blacked-out city.

CUT TO:

EXT. BROAD AVENUE - THAT MOMENT

MAYHEM continues with dollar bills still flying about and crowds of PEOPLE still chasing them, fighting and looting.

We see Knox' s car join the back of the parade.

INT. KNOX'S CAR - THAT MOMENT

Vicki is taking pictures of everything in sight. But she's clearly looking for Batman.

KNOX
(looking up ahead)
Look at that!

VICKI
(snapping away)
Pull over.

EXT. BROAD AVENUE - KNOX AND VICKI'S POV - THAT MOMENT

Where we see that one of the floats has mounted the side-walk, crashed into a lamp standard and come to a halt. The Goons on board are fighting off the crowds of people who are chasing the dollar bills which have lodged on the float.

CUT TO:

INT. KNOX'S CAR - THAT MOMENT

Knox pulls over to the side of the Avenue while Vicki continues taking pictures.

KNOX
Man, this is sick!

Vicki opens the car door and begins to climb out to get better shots.

KNOX
A girl could get hurt in a place like this.

EXT. BROAD AVENUE - THAT MOMENT

Vicki leans against Knox's car and looks up to see a giant balloon of a grotesque UNDERDOG bouncing against the side of a building. (This is the balloon which is attached to the crashed float.)

Vicki whips out her telephoto lens, and is adjusting the zoom when she does a double take, looks through the lens again -- and sees.

CUT TO:

VICKI'S POV OF UNDERDOG THROUGH LONG LENS - THAT MOMENT

WE SEE, fixed to the underside of the balloon, a number of metal cylinders. One of them, damaged by hitting the side of the building, is beginning TO LEAK A VILE-LOOKING GREEN GAS. The heavy gas drops groundward.

CUT TO:

EXT. BROAD AVENUE - CRASHED FLOAT - THAT MOMENT

GOONS also spot leak and don gas masks. The green gas arrives at street level.

Two unfortunate CITIZENS begin to choke, their faces paralyzed into rictus grins. One of them appears to drop dead.

Forty yards away, Vicki panics.

VICKI
Those balloons are full of Smylex gas! He's going to kill everybody!

Knox tries to drag Vicki back into the car.

KNOX
Get in! Close the door.

At that moment we hear, through the parade music, the SOUND OF THE BATWING overhead. Vicki looks up.

CUT TO:

VICKI'S POV OF BATWING - THAT MOMENT

The BATWING, lower than before, swoops between the skyscrapers.

CLOSE SHOT OF BATWING COCKPIT - THAT MOMENT

Batman, at the controls, looks at Broad Avenue below.

EXT. BROAD AVENUE - THAT MOMENT

VICKI
We've got to cut those balloons loose. I think I saw Batman. We've got to warn him.

Knox drags Vicki into car and SLAMS the door.

INT. KNOX'S CAR (BROAD AVENUE) - THAT MOMENT

Knox thinks for a moment before coming to a decision.

KNOX
Don't move.

He JUMPS OUT.

VICKI
(trying to stop him)
Allie...

He runs round to the trunk, opens it and returns with a tool box. He takes out a pair of metal cutters and a cheap anti-dust mask.

VICKI
What are you doing?

KNOX
Stay here! Let me do this one thing.

VICKI
Allie, please... be careful.

Knox puts on the mask. With the metal cutters in his hand, he races towards the crashed float.

EXT. CRASHED FLOAT (BROAD AVENUE) - MOMENTS LATER

Nobody is paying attention to the few people affected by the gas. Knox LEAPS ONTO the crashed float. Before the Goons have even noticed that he's there, he's cut through one of UNDERDOG's moorings.

ANGLE ON UNDERDOG

As one, now free, corner of the balloon floats up between buildings.

A Goon FIRES at Knox. Knox ducks, but then is hit.

Knox's CAR SCREECHES UP. Vicki flings open the door, grabs Knox by the collar, and DRIVES AWAY, dragging Knox with her.

The Goons SHOOT after them. Holes appear in Knox's car and most of the WINDOWS are SHOT OUT, but the car makes it round a corner and off Broad Avenue before the ENGINE CUTS OUT.

Vicki drags Knox into a SHELTERED DOORWAY next to Gotham

Cathedral.

Blood flows down Knox's face from a minor head wound. He looks at her.

VICKI
You were great, Allie. Don't try any more heroics tonight.

Knox goes unconscious.

EXT. AERIAL SHOT - BATWING HIGH OVER CITY

The Batwing approaches over tops of the skyscrapers.

ANGLE ON BATMAN - THAT MOMENT

Batman looks up ahead towards avenue.

BATMAN'S POV OF BROAD AVENUE - THAT MOMENT

The light from the constantly shifting searchlights beams up from deep canyon of high buildings.

We see Joker's giant balloon procession bobbing eerily. The Batwing slips past the Cathedral tower and begins its descent down Broad Avenue.

EXT. AERIAL SHOT - ANGLE ON BATWING - THAT MOMENT

From behind the Cathedral, the Batwing levels out for its first pass over the parade.

BATMAN'S POV OF PASS OVER BALLOONS - MOMENTS LATER

Batwing ZOOMS low above the tops of the balloons. Searchlights flash into the cockpit. The buildings of Broad Avenue RACE PAST as the BATMAN sees the LUMINOUS GREEN GAS leaking from one of the tanks.

EXT. JOKER ON HIS THRONE - THAT MOMENT

The Joker still graciously dispensing dollar bills.

JOKER
That's right, folks. Who can you trust? Me, I'm here handing out real money. And where is Batman? He's at home washing his tights!

LAUGHING. Suddenly he hears the BATWING, looks up. He waves and leaps up and down with excitement.

JOKER
(screaming into the microphone)
Ah wing-ed battle flies through the night and finds me READY!

The Joker LAUGHS CRAZILY.

ANGLE ON BATMAN - THAT MOMENT

Batman puts the BATWING onto its side, looks down on Joker.

ANGLE ON JOKER - MOMENTS LATER

The Joker throws the last handful of dollar bills into the fan.

JOKER
(to Bob)
Bob, mask!

ANGLE ON MAN IN CROWD

Looking at his money. The green comes off on his hands.

MAN
What is this stuff?

TIGHT ON MONEY

A hand rubs the green dye off and we see underneath. JOKER MONEY, with JOKER'S FACE on the one-dollar bill.

BACK TO SCENE

CROWD
(CHORUS OF ANGER)
This stuff is fake!

The Joker LAUGHS HYSTERICALLY.

JOKER
(through microphone)
Now comes part where I relieve you, the little people, of the burden of your failed and useless lives. But as my plastic surgeon always said, when you got to go, go with a SMILE!

Joker takes a remote control device from under his throne, points it up at the balloons and presses a trigger.

ANGLE ON GIANT BALLOON - THAT MOMENT

The hanging tanks begin to release gas into the balloons in response to the Joker's switch. The balloon swells.

ANGLE ON JOKER - MOMENT LATER

Bob gives a gas mask to Joker and puts one on himself.

The Joker SCREAMS WITH LAUGHTER and puts his gas mask on. The CROWD PANICS AND TRIES DESPERATELY TO ESCAPE.

ANGLE ON BALLOON - THAT MOMENT

The BALLOON SKIN stretches and CREAKS. A bulge develops along one of the seams.

ANGLE ON CROWDS IN BROAD AVENUE - THAT MOMENT

PEOPLE panicking to get away before the balloons burst.

ANGLE ON JOKER - THAT MOMENT

Joker LAUGHS behind his gas mask.

EXT. BATWING - THAT MOMENT

DIVES TO REMOVE THE BALLOONS. BATWING dives into Broad Avenue. It levels out at 30 feet and ZOOMS overhead.

Goons on trucks and people standing in the Avenue duck.

INT. BATWING COCKPIT - THAT MOMENT

Batman throws a switch on the control panel.

ANGLE ON FRONT OF MOVING BATWING - THAT MOMENT

From under the front of cockpit a cable catcher/cutter slides out to protrude in front of the Batwing.

THE CAMERA TILTS DOWN to show the underside of the Batwing. We now see the cable catcher/cutter open like scissors and lock into facing slots on either side of the catamaran-type fuselage.

AERIAL SHOT - BATMAN'S FORWARD POV

AS HE SWOOPS UNDER BALLOONS. The Batwing ZOOMS beneath balloons. The ropes securing the balloons to the floats are coming AT us fast.

ANGLE ON CABLE CATCHER/CUTTER - MOMENTS LATER

The cable catcher/cutter is picking up, cutting and hold ing balloon ropes at a fast rate.

ANGLE ON BATMAN - THAT MOMENT

Batman struggles with the joystick to control the now less stable Batwing. He looks down and smiles.

ANGLE ON JOKER - THAT MOMENT

The Joker whips off gas mask and looks up in dismay.

JOKER
My balloons! Those are my balloons!

ANGLE ON BATMAN - MOMENT LATER

Batman reacts to something directly ahead of him.

AERIAL SHOT - BATMAN'S POV - THAT MOMENT

He's heading straight for the Cathedral tower. He lifts the nose of the Batwing, ENGINE SCREAMING in protest. Batman banks the aircraft to the right and misses the Cathedral, by inches.

ANGLE ON BATMAN - THAT MOMENT

Forced against the side of the cockpit by the "G" forces. His face is distorted.

AERIAL SHOT - GOTHAM CITY SKYLINE - MOMENTS LATER

The Batwing climbs, pulling giant balloons in its wake.

ANGLE ON CABLE CATCHER/CUTTER - THAT MOMENT

The cutting blades slice ropes, releasing the balloons.

AERIAL SHOT - GOTHAM CITY SKYLINE - MOMENTS LATER

Balloons float free into the sky as the Batwing turns and dives back towards the city.

EXT. ANGLE ON JOKER IN BROAD AVENUE - THAT MOMENT

Joker climbs down to now-deserted Broad Avenue. Goons are still hovering around. The Joker looks up.

JOKER
(apoplectic)
HE STOLE MY BALLOONS!

ANGLE ON BATMAN - THAT MOMENT

Batman, grim-faced, looks down from the cockpit.

EXT. ANGLE ON JOKER IN BROAD AVENUE - MOMENT LATER

He waves his fists and SCREAMS.

JOKER
WHY DIDN'T SOMEBODY TELL ME HE HAD ONE OF THOSE THINGS?! --

JOKER SHOOTS BOB. Other Goons look fearful, fall silent.

JOKER
Wage war you BASTARDS!

The Goons quake. Joker hears WHINE of the BATWING.

AERIAL SHOT - BATWING - THAT MOMENT

CHANGES DIRECTION. The Batwing flies past, loops, and returns in the direction from which it came.

ANGLE ON WING OF BATWING - MOMENTS LATER

Flaps open on the fuselage and wing of the Batwing. A laser gun, gatling, missiles and spotlight emerge.

INT. BATWING COCKPIT - THAT MOMENT

Batman clears trigger safety mechanisms and presses switches to arm the rockets and laser. He sets the missile sights.

AERIAL SHOT OF BATWING - THAT MOMENT

The Batwing, with all its weapons primed, descends.

EXT. BROAD AVENUE - THAT MOMENT

Goons glance at each other and begin to run away.

The Joker stares at the retreating Goons in disbelief.

JOKER
It's just cookin' good, you SCHMOES! What's going ON?

Deserted by Goons, he looks up at Batwing. Batwing's spotlights come on as it speeds towards him. Joker LAUGHS, steps into the middle of the Avenue, and opens his arms.

JOKER
Come to me you gruesome son of a bitch!!!

EXT. BROAD AVENUE - THAT MOMENT

Vicki arrives just in time to see the action.

INT. BATWING - THAT MOMENT

Batman, cool and collected, looks down ahead of him.

AERIAL SHOT - BATMAN'S POV - THAT MOMENT

Abandoned floats and trucks litter the road and sidewalks. The searchlights blaze but no longer move.

INT. BATWING - THAT MOMENT

Batman pulls the mobile missile sights to his eyes.

BATMAN'S POV THROUGH MISSILE SIGHT - THAT MOMENT

After a couple of "telescopic" enlargements, Batman zeros the sights on the Joker, who is standing, arms outstretched, in the middle of the Avenue.

EXT. ANGLE ON BATWING WEAPONS - MOMENT LATER

Batman OPENS UP with everything, and we see the GATLING, MISSILES and LASER EXPLODE INTO ACTION.

EXT. ANGLE ON JOKER - MOMENT LATER

A rocket, bullets, and the laser beam SMASH into the street, all around the Joker. He leaps, LAUGHING, into the air and, miraculously, avoids being hit.

ANGLE ON BATWING - MOMENT LATER

The Batwing levels in for the kill, GUNS, MISSILES, LASER, all BLASTING away.

ANGLE ON JOKER - THAT MOMENT

The Joker sneers and starts to draw a gun from his belt. But he goes on drawing it. On and on. Finally, he brandishes the entire weapon. It's a very long barrel.

The Joker takes aim. The GUN GOES OFF WITH A GREAT EXPLOSION and a tongue of flame. The recoil throws the Joker backwards.

INT. BATWING COCKPIT - MOMENT LATER

The cockpit begins to fill with smoke, blinding Batman. The ENGINES COUGH AND CUT OUT.

EXT. BROAD AVENUE - THAT MOMENT

Vicki sees the Batwing's in trouble. She runs after it.

INT. BATWING COCKPIT - THAT MOMENT

Everything is vibrating, the joystick comes loose in Batman's hands. Smoke fills the cockpit.

EXT. BROAD AVENUE - THAT MOMENT

The Joker, clutching his smoking pistol, ducks down as the stricken Batwing careens over his head. He dances a victory jig.

ANGLE ON BATWING - THAT MOMENT

The Batwing belly-flops onto the street and bounces, spewing black smoke and debris.

It bounces again and begins to cartwheel.

INT. BATWING COCKPIT - THAT MOMENT

Batman blows the perspex canopy off the cockpit, releasing some of the smoke. Flames shoot from the control panel.

The Batwing rolls over, throwing Batman around.

BATMAN'S POV - THAT MOMENT

The Cathedral spins as the Batwing hurtles towards it.

EXT. CATHEDRAL STEPS - MOMENT LATER

BATWING SMASHES into Cathedral steps and stops. COMPLETE SILENCE. Then Joker's LAUGH ECHOES down Broad Avenue.

ANGLE ON JOKER - THAT MOMENT

Joker's doubled up with laughter. Tears down his cheeks.

But forming around him is AN ANGRY CROWD. He looks up at it and LAUGHS even harder.

ANGLE ON BATMAN - THAT MOMENT

Batman, dazed and hurt, is trying, with difficulty, to free himself from the smouldering, twisted wreckage of the cockpit.

ANGLE ON JOKER AND CROWD - THAT MOMENT

The crowd is pressing in on Joker. Gordon ARRIVES with SMALL POLICE FORCE. Joker pulls out another GUN and FIRES in the air. He backs off quickly down the street.

EXT. CATHEDRAL STEPS - MOMENT LATER

Joker ARRIVES to see wreckage. No movement inside. Suddenly the BATWING EXPLODES. Knocking Joker head over heels.

Joker stands up, looking at burning wreckage and sees distant crowd coming toward him.

EXT. CATHEDRAL STEPS - MOMENT LATER

The Joker scurries up to the top of the steps.

EXT. TOP OF CATHEDRAL STEPS - MOMENTS LATER

The Joker takes a walkie-talkie from his pocket.

JOKER
Gotham Cathedral tower. It's getting crowded down here. Come and get me in five minutes.

VOICE (V.O.)
(over radio)
Roger, boss.

He looks up towards the absurdly high tower.

JOKER
Better make it ten.

The Joker ENTERS the Cathedral.

EXT. BATWING WRECKAGE - MOMENTS LATER

Vicki comes upon wreckage. Suddenly Batman lifts up from the smoking metal. He's shaken and his cape is torn and caught.

VICKI
Are you all right?

Batman gathers himself like thunder. Total galvanizsed focus on the cathedral and Joker inside.

VICKI
I'll get you out of here.

POLICE CARS approaching, SIRENS BLARING.

BATMAN
(pointing to a large chunk of metal tethering his cape)
Kick that!

Vicki kicks it. The cape is free. Batman walks by her like a knight from hell.

INT. CATHEDRAL - MOMENTS LATER

Suddenly -- framed in the arched doorway -- A RAGGED BLACK GHOST.

Batman closes the Cathedral door. He pulls a heavy bar over the door. He stops and listens. He shuffles forward, falls down a step, and crashes against the rear pew, knocking it over. The pew falls and all the pews go down like dominoes, making a LOT OF NOISE.

Before the front pew has fallen, the Joker darts out from

behind it and runs, LAUGHING, into the belltower.

JOKER (O.S.)
Missed me. Hee hee.

Batman sets off in painful pursuit.

INT. BOTTOM OF BELLTOWER STAIRS - MOMENTS LATER

Batman reaches the bottom of the stairs leading up the belltower and collapses against the bannisters. Above him he can hear the Joker's RECEDING FOOTSTEPS on the CREAKING, rotting STAIRS.

Batman sets his jaw, takes a couple of deep, painful breaths, and hauls himself up the wooden stairs.

EXT. CATHEDRAL STEPS - THAT MOMENT

COMMISSIONER GORDON with a few POLICEMEN rush to Cathedral door.

INT. BELLTOWER STAIRCASE - ANGLE ON JOKER - THAT MOMENT

We see the JOKER's feet climbing the stairs, faster and faster, as he races up the spiral staircase.

INT. BELLTOWER STAIRCASE - ANGLE ON BATMAN - THAT MOMENT

Lower down the stairs we see Batman climbing, slower and slower -- somehow he keeps going.

INT. BELLTOWER STAIRCASE - ANGLE ON JOKER - MOMENTS LATER

The Joker, slightly out of breath, comes bounding up toward the CAMERA, grinning and chuckling, heading for the belltower itself, where the bells are housed.

INT. BELLTOWER STAIRCASE - ANGLE ON BATMAN - THAT MOMENT

Batman, too, moves up toward the CAMERA, but very slowly. He looks dreadful. He turns a corner and looks up.

INT. BELLTOWER STAIRCASE - ANGLE ON JOKER - MOMENT LATER

The Joker reaches the top of the stairs and a wooden ceiling. There is a trapdoor set in the ceiling directly above the stairs.

The Joker, hearing something from below, leans over the handrail, looks down the stairwell and listens.

INT. BELLTOWER STAIRWELL - JOKER'S POV - THAT MOMENT

We see the staircase spiralling down into the gloom and hear the sound of COMMISSIONER GORDON and his POLICE

SQUAD as they ENTER the belltower and begin to climb the stairs.

INT. BELLTOWER STAIRWELL - ANGLE ON JOKER - MOMENT LATER

The Joker opens the trapdoor and climbs into the moonlit belfry.

INT. BELFRY - MOMENTS LATER

Joker EMERGES through the trapdoor into the belfry. Tall louvred "windows" on each side designed to protect the bells but let out sound. Openings in each wall lead out onto a parapet which runs all the way round the tower.

In the middle of the belfry a giant bell sits rusting on its rocker-beds. Two other, smaller, rocker-beds are empty. The bells from these are sitting on the floor beside the trapdoor.

The Joker casually squirts one of the holding pins on the bell with his acid flower, it begins to burn as he walks forward and looks at his watch nonchalantly. The BELL behind him BREAKS, SMASHING down from the tower.

INT. BELLTOWER STAIRCASE - ANGLE ON BATMAN - MOMENTS LATER

Batman flattens himself against the wall as the bell plummets past bringing pieces of staircase with it. Batman nearly falls with the bell.

INT. BELLTOWER STAIRCASE - ANGLE ON GORDON AND POLICE

As the SOUND OF BREAKING STAIRCASE gets CLOSER GORDON and the POLICE run down the stairs. They are quickly followed by the bell and a mass of broken, rotten, dusty timber.

INT. BELLTOWER STAIRCASE - ANGLE ON BATMAN - MOMENTS LATER

Batman claws up stairs and collapses just under the closed trapdoor of the belfry. He tries to open the trapdoor but doesn't have the strength.

INT. BELFRY - THAT MOMENT

Joker paces, impatiently waiting for his rescue helicopter. Glances at his watch.

INT. BELLTOWER STAIRCASE - ANGLE ON BATMAN - THAT MOMENT

Batman, beneath the trapdoor, can hear the Joker pacing.

INT. BELFRY - THAT MOMENT

The Joker, hearing something beneath the trapdoor, begins to move the second bell over it. However, his curiosity gets the better of him and he lifts the trap a fraction of an inch. He opens the trap fully, no Batman.

JOKER
I must have belled the bat!

Joker LAUGHS then stops and looks around slowly.

JOKER
There ain't any more of you up here, are there? -- Daddy or Momma bat?

The Joker LAUGHS, CRAZILY.

BATMAN (O.S.)
My parents are dead. But you remember that, don't you, Jack?

Joker turns quickly to see Batman standing with cape unfurled. A rappeling line hangs from his belt and out onto the parapet. A small pulley on the belt. The Joker CACKLES.

JOKER
You climbed up the outside with a rope!
(LAUGHTER)
You little monkey! God, look at you. You're a mess.
(laughs)
They're gonna be real mad at the costume shop when they see what you did to their suit.

Batman steps toward him. Joker steps back into the half-dark.

BATMAN
(wicked smile)
Yeah, and they asked me to bring your face back to the shop for some work. Even if I have to tear it off.

JOKER
You maniac, it was you who dropped me in the tanks. You made me.

BATMAN
I made you. And you made me.

JOKER
What is this? I say you made me and you have to say I made you?

How childish can you get? You're insane.

BATMAN
(the voice of doom)
Are we going to kill each other, Jack?

JOKER (O.S.)
(slightly nervous)
Jack? Jack's out, I'm running his body while he's gone.

BATMAN
Well, when you see him -- tell him I'm gonna kick his ass!

Batman steps in Joker's direction. From out of the darkness Joker swings a huge BELL which SMASHES INTO BATMAN. He is knocked over backwards out onto the parapet, he nearly falls over the edge.

BATMAN'S POV OF GROUND ZERO - NIGHT

A frightening view thirty stories down toward death.

EXT. CATHEDRAL - NIGHT

Batman catches himself just before he topples over.

INT. BELFRY - NIGHT

Joker creeps around alone. Not sure if Batman fell. He hides, flattened up against an archway inside the belfry.

SOUND OF CHOPPER in distance. Joker hears it.

JOKER
(into his radio)
Step on it. I'll be on the roof.

SUDDENLY, Batman appears behind Joker's shoulder. He jerks an arm around Joker's neck, pinning him against archway.

BATMAN
Have you danced with the devil in the pale moonlight?

Joker jumps off the ground. He tries to get away. Batman wraps his other arm around and, "click," handcuffs himself to the Joker.

BATMAN
Well, now's your big chance.

Joker struggles. He twists and turns the handcuffs but

can't shift them. He can hardly move.

JOKER
(pulling a Joker
flower from his coat)
That was dumb. Now I'm going to
have to operate.

Joker SQUIRTS acid on the handcuffs.

Batman slips his arms back around Joker, pulling him into the open. They stand tethered face-to-face. Joker hits Batman hard, Batman returns the blow, Joker hits again, and Batman returns.

The Joker gives a tremendous tug and the SIZZLING HAND-CUFFS BREAK. He runs to the wooden louvers.

Joker breaks a 2 by 4 from the wooden framework of belfry and SMASHES Batman with it.

Batman goes down. Joker hits him again. HELICOPTER AP-PROACHES and dangles ladder over parapet. Joker STEPS OUT onto parapet. He grabs for the dangling ladder.

Batman looks up from where he has fallen.

HIS POV

UP INTO belfry where there are thousands of Bats stirring.

ON BATMAN

He activates a sonar device on his belt. A SHRILL WHINE lifts into the air.

CUT TO:

EXT. BELLTOWER PARAPET - THAT MOMENT

Helicopter HOVERS at the side of the belltower. Joker steps up onto the wall between two GARGOYLES and puts his foot onto one of the rungs of the ladder. He looks up as he hears UNEARTHLY SCREAMING FROM BELFRY.

EXT. BELLTOWER PARAPET - THAT MOMENT

Suddenly the AIR IS FULL OF BATS, diving and flapping all over the place. The NOISE from Batman's belt CLIMBS IN PITCH. As it does so the bats fly faster. They swarm above Joker in an ever thickening black cloud.

EXT. BELLTOWER PARAPET - MOMENTS LATER

The swarm of bats sweeps out and engulfs him. He SCREAMS, tries to beat them off.

ON BATS

Suddenly Batman steps through the cloud.

He grabs Joker. Pulling him off the ladder. Batman lifts him bodily up off the ground by front of his coat. He pushes him back against a Gargoyle.

Joker struggles and the Gargoyle crumbles and Joker slips backward. Joker knows he's a dead man, and he smiles. He grabs for Batman's cowl and grips it as he falls.

JOKER
I saved the last dance for you.
Both of them tumble down into the endless darkness.

EXT. CATHEDRAL TOWER - NIGHT

Two bodies fall in pas de deux. Joker SCREAMS. SOUND OF WIND RUSHING BY.

EXT. FALLING POV - NIGHT

CAMERA FALLS DOWNWARD. Lights float lazily up AT us from the onrushing street below.

EXT. FALLING - NIGHT - TIGHT

BATMAN FIRES a hook and a line back up at the roof.

ON HOOK

It lands on roof and skitters along looking for a crevice to hook on.

ON JOKER

He stares back at Batman as he drifts away. JOKER'S LAUGHING ALL THE WAY DOWN.

ON HOOK

SKITTERING.

ON BATMAN

He spreads his cape, slowing down a bit.

ON GARGOYLE

Hook skitters to it and seizes on its grimacing jaws.

ON JOKER (SLOW MOTION)

He plummets to earth CRASHING ON CATHEDRAL STEPS. LAUGHTER STOPS!

ON BATMAN (SLOW MOTION)

HE FALLS, TURNS UPSIDE-DOWN AND STOPS in mid-air.

Coming to the end of a long tether from the top of the tower. He bounces a bit and hangs upside-down. Like a bat. A SCREAM fills the air.

EXT. CHURCH STEPS - OVERHEAD ANGLE

We're looking DOWN AT the Joker, whose body lies splayed and broken on the steps. We DRIFT DOWNWARD, CLOSER, until his FACE FILLS THE SCREEN, his chilling grin still intact.

The Joker's expression is almost childlike, as he stares aimlessly at the stars.

A FLASHBULB POPS --

REVERSE ANGLE

to see Vicki Vale, taking the photo of the year. She looks down at him and shakes her head. A SHOUT FROM ELSEWHERE wakes her up.

VOICE
Batman's fallen to the ground.
Over there.

Vicki spins around. LOOKS in that direction and follows the voice.

EXT. CATHEDRAL GROUNDS - NIGHT

People run toward the place where Batman has fallen.

CLOSER

We see the figure of Batman completely covered with his cape, face-down in the courtyard. A CIRCLE OF PEOPLE, press, and police surround him. Commissioner Gordon steps into the circle.

VOICE
Turn him over, now we'll see who
this guy is.

Gordon approaches the body.

Vicki RUSHES UP. Looks down at the cape-covered body. Looking at her camera, conflicted, she raises it to take her prize photo.

ON CAPE

-- as Gordon pulls back cape and turns over the body.

TIGHT ON FACE

-- it's not Bruce Wayne, it's a groggy Alexander Knox (in his own clothes).

ON VICKI

-- she flashes a picture and brings down her camera. A smile plays across her face.

ON KNOX

-- he blinks his eyes at the light.

KNOX
Can I still make the late edition?

EXT. ELSEWHERE IN THE SQUARE - NIGHT

Through a crowd, A MAN walks into a side street. He turns around. It's Bruce Wayne. He's got his utility belt over his shoulder. He DISAPPEARS into the darkness.

DISSOLVE TO:

EXT. WAYNE MANOR - EVENING

It's majestic. WIND RUSTLES through the trees.

DENT (V.O.)
All right members of the press, Commissioner Gordon and I have a few announcements to make.

CUT TO:

EXT. PRESS CONFERENCE - NEXT EVENING

A large group of press gathers outside the courthouse to hear Dent, Mayor and Gordon sum up the events.

DENT
First of all -- to clear up a little misunderstanding. Gotham Globe reporter Alexander Knox is NOT Batman.

ALL HEADS turn to see blushing Knox. He grins and touches the bandage on his head.

KNOX
On the other hand, he's not Alexander Knox.

GORDON

Our police officers have recovered
and although some of them have
sworn off coffee, they're all back
on duty.

Mare LAUGHTER -- Vicki steps up next to Allie.

KNOX
Aren't you covering this press
conference Vicki?

VICKI
No, I'm gonna disappear a while.

Unexpectedly Vicki kisses Allie on the lips, long and
sweet. He is stunned.

VICKI
It was a ride, wasn't it Allie?
See you around.

KNOX
Wait a minute. What about us?

Vicki is already down the street.

KNOX
What about the Pulitzer prize?

VICKI
You get mine for me Allie.

She WALKS AWAY. Allie steps out into the street.
SHOUTS.

KNOX
Well what about your picture of
Batman?

VICKI
(over her shoulder,
with irony)
If he wants his picture taken,
he knows where to find me.

ON DENT

-- he now has the stage.

DENT
We received a letter from Batman
this morning.
(reading)
Gotham City's earned a rest from
crime... But if the forces of evil
should rise again, to cast a
shadow on the heart of the city.

Call me.

ON PRESS

-- they are quiet.

KNOX
Question. How do we call him?

GORDON
He gave us a signal.

ON GORDON

-- he steps to a searchlight and flips it on.

EXT. GOTHAM CITY WIDE - NIGHT

On the side of the old cathedral, the BATSIGNAL - the yellow moon, a black-caped man, the melancholy icon calling for help in the dark night of Gotham City.

EXT. DARK STREET - NIGHT

FOOTSTEPS down the street. As they get closer WE SEE it's Vicki. She passes by an old building. SOMETHING RUNS INTO her. She looks down to see TWO LITTLE BOYS dressed in homemade Batman costumes.

LITTLE BOY
Sorry lady, we was playin' Batman.

They TAKE OFF past her. She looks after them smiling.

A SOUND somewhere in the darkness above. She turns to look.

EXT. TOP OF BUILDING - NIGHT

BACKLIT, Batman, silently looking down at her.

EXT. STREET - NIGHT

She gazes up at him. A limousine is suddenly next to her. She looks in. It's Alfred.

ALFRED
I thought champagne might be in order, Ma'am.

Vicki smiles, GETS IN BACK.

INT. CAR - NIGHT

Vicki settles in. Champagne and crystal set in back-seat. Alfred DRIVES OFF.

ALFRED
Mr. Wayne said to tell you he'd be a bit late.

VICKI
I'm not surprised Alfred. I'm not surprised.

EXT. ABOVE THE STREET - NIGHT

Batman watches, dances across a rooftop. BATSIGNAL IN BACKGROUND.

FADE OUT.

THE END