

BATMAN & ROBIN

1 INT. BATCAVE -BATMAN'S COSTUME VAULT

Chrome and shadow. A black gauntlet SNAPS into place. A cape WHIPS over a dark rubber back.

A bat-shaped buckle LOCKS.

2 INT. BATCAVE ROBIN'S COSTUME VAULT - INTERCUT

A silver throwing-bird is chosen from a weapon's array. Gloved hands lift a black eye mask. Tunic armor CLICKS shut, turning to reveal the chest-borne insignia of a Robin.

3 INT. BATCAVE

BATMAN - CLOSE. Emerges from his costume vault.

WIDER

Deeper excavation has doubled the size of the cavern.

New state-of-the-art computing systems flash. Surveillance screens monitor news and police FREQUENCIES. Crime's worst nightmare.

Batman strides towards the rising steam-obscured pedestal which bears the sleek, redesigned Batmobile.

ROBIN appears in the door of his costume vault, dressed in the black and red of his Nightwing costume.

Two dark avengers stand suited, ready to take back the night.

BATMAN

Nice suit. And today you are?

ROBIN

Nightwing. Scourge of darkest evil.

BATMAN

This is all about fashion for you, isn't it?

ROBIN

It's the gear. Chicks love the gear.

ALFRED steps forward, out of the shadows.

ALFRED

Do call if you're going to be late for dinner, sir.

4 TURBOS - CLOSE. ROAR. The Batmobile SHOOTS away through the arches of the cave access tunnel.

5 The compass top of the Batmobile service pedestal splits wide like the opening petals of a flower, revealing a sleek, turbo-charged motorcycle. meet Robin's bike: The Redbird.

ALFRED

Drive carefully, Master Wing.

ROBIN

Don't wait up, AL.

6 The REDBIRD'S TURBO - CLOSE. EXPLODES into life.  
The powerful bike SHOOTS after the Batmobile.

7 ALFRED watches them go.

Then, he relaxes, lets his weight  
fall against the main console, a man not as well as he seems.

8 INT. BATCAVE ACCESS TUNNEL - BATMOBILE - MOVING

Batman is behind the wheel, Robin visible through the  
window.

BATMAN

Ten police cruisers frozen solid on  
the Gotham Expressway . . .

9 INT. BATCAVE ACCESS TUNNEL - REDBIRD - MOVING

Robin is on his bike, data scrolling on his console monitor.

ROBIN

... A giant drilling truck burrowing under  
the city ...

BATMAN

Mr. Freeze.

ROBIN

The batcomputer tracks him heading  
for the Gotham Museum.

BATMAN

The new antiquities exhibit. The  
Second Sun of the Sudan.

ROBIN

Of course. He's going to steal the  
giant white diamond.

BATMAN

No, Robin. He's going to jail.

10 BATMAN'S MONITOR - CLOSE - THE GOTHAM MUSEUM

PUSH IN

11 EXT. GOTHAM MUSEUM - NIGHT

A stone and glass palace set on the edge of Gotham's  
Central Park.

12 INT. GOTHAM MUSEUM - NIGHT

A GIANT DRILLING TRUCK points up through the rubble of the shattered museum floor.

13 WIDER. A great hall bearing the skeleton of a mighty brontosaur amongst a myriad of other exotic antiquities. All frozen.

14 HOLD on A GIANT DIAMOND CASE

The case begins to glow blue, then white, the shatterproof glass EXPLODING into a thousand flying fragments.

15 RACK IN through the storm of ice and glass, ACROSS the frozen floor, PAST exhibits of Aztec ruins peppered now with three FROZEN GUARDS, UP stone steps of a pyramid altar TO REVEAL...

...A silver suited figure stands, bald head visible beneath a helmet,

A high-tech bazooka in his hand. MR. FREEZE

FREEZE

The Iceman Cometh.

16 WIDER

A gang of Thugs in thermal suits, THE ICEMEN, skate to the base of the steps. Two hold a MOANING, shivering GUARD captive.

GUARD

Please. Show some mercy.

Freeze begins down the altar steps. A SHIMMERING, TERRIFYING GOD.

FREEZE

I'm afraid my condition has left me cold to your pleas of mercy.

17 Freeze FIRES his weapon, the beam of cryonic energy engulfing the Guard, turning him to ice.

FREEZE

(knocks on the guard's cheek)  
Copsicle.

Freeze closes, now, on the shattered case.

FREEZE

In this universe, there is only one absolute. Everything...

Freeze swipes away the shattered glass and steel, from the debris lifts a tremendous diamond.

FREEZE

...Freezes.

Freeze holds the diamond high over his head, the light hitting the gem like a star.

18 THE SKYLIGHT - CLOSE. EXPLODES.  
Batman free-falls into the room, hitting the brontosaurus and sliding down its neck, SMASHING Freeze with his feet, the diamond sliding across the frozen floor.

FREEZE  
(aiming his pistol)  
Bat on ice, anyone?

19 Batman KICKS the pistol high in the air, catches it.

BATMAN  
Didn't your mother ever tell you not to play with guns?

20 Freeze cartwheels across the room, kicking the gun away from Batman, catching it in mid air.

FREEZE  
You're not sending me to the cooler.

21 Freeze FIRES. Batman dodges the blast. Freeze takes aim again.

22 THE FRONT DOORS - CLOSE. BLOW OPEN  
Robin, on the Redbird, flies into the room.

23 BATMAN uses the distraction, flying-kicks the gun into the air.

24 ROBIN soars over Freeze's head, kicks the airborne gun to the altar atop the giant pyramid.

ROBIN  
Score. And the crowd goes wild.

25 Robin lands, laying his bike sideways in a slide, KNOCKING a precious vase into mid air. he grabs a statue, using it to whip around in a dismount.

26 BATMAN catches the falling vase, replaces it, as Robin skates beside him. The two heroes race for Freeze.

FREEZE  
Grab the gem. Kill the heroes.

28 MORE INCEMEN in hockey masks, sticks in hand, rush the caped crusaders from both sides.

29 ROBIN

It's the hockey team from hell.

30 FREEZE is racing towards the altar and his fallen gun. SIX GUARDS rush in through a side door and swarm the unarmed Freeze. Mistake.

Freeze begins wailing on the Guards. It's a straight display of fisticuffs executed with unbelievable speed and precision, hooks, jabs, upper and lower cuts all perfectly delivered, felling the assault force.

30A FREEZE  
Cop-suey.

He begins racing again for his gun.

31 BATMAN AND ROBIN begin a martial arts extraordinaire, blocking stick blows, punching and kicking the Icemen.

32 THE GEM lays on the ice behind the wall of advancing ICEMEN.

33/34 BATMAN AND ROBIN grab two assailants, slipping between their legs, skates popping out of their boots, as they snatch the Icemen's sticks and trip the villains.

35 FREEZE has made it to his gun. He turns, FIRES, creating an ice bridge to the floor.

FREEZE  
Caution. Bridge may ice over.

35A He slides down the ice bridge to the floor below. Starts racing for his giant drilling truck.

36 BATMAN begins skating towards Freeze.

BATMAN  
You get the ice. I'll get the iceman.

37 ROBIN skates through the Thugs, double sticking, CHECK-ING them wildly into the boards, reaches down and scoops up the diamond.

ROBIN  
Sweet.

38/39 FREEZE is racing towards his truck, Batman closing fast behind him.

Freeze spins and FIRES.

40 BATMAN ducks, using his cape as an ice shield, deflecting the beam into a closing Iceman behind him, freezing the villain solid.

41 FREEZE disappears behind the giant brontosaurus.

42 ROBIN skates into line with Batman, both heading fast for Freeze.

ROBIN  
(shows the diamond)  
I got mine. Where's yours?

43 FREEZE FIRES his gun, freezing the legs of the mighty Brontosaur.

FREEZE  
What killed the dinosaurs? The ice age.

44/45 Freeze pushes on the belly of the beast, the mighty creature toppling forward, EXPLODING in front of Batman and Robin.

46 ROBIN  
He's definitely extinct.

47/48 BATMAN AND ROBIN skate fast to avoid the debris.

49 AN ICEMAN flies in from the side, hitting Robin's hand, sending the gem flying free.

50 ANOTHER ICEMAN skates to the gem, HITTING it with his stick, sending the diamond flying up onto the landing by the front doors.

51 FREEZE has made it to his truck, is climbing towards the hatch.

52 THE ICEMEN are a rushing wall between the caped crusaders and the gem. Batman and Robin skate toward the villains, pulling flagpoles from a display as if they are about to joust the Icemen.  
At the last second, Batman and Robin drive their poles into the ice, vaulting over the heads of the Icemen towards the landing and the waiting gem above.

53 FREEZE has climbed to the hatch of his vehicle.

FREEZE  
Hit me boys.

54/55 Batman and Robin land on the landing inches from the gem.  
An Iceman skates from the wings, with a SLAPSHOT, sends the diamond flying.

56 FREEZE'S GLOVE - CLOSE. The diamond HITS. A perfect catch.

FREEZE  
Thanks for playing.

57 Freeze drops into the cab of his giant drilling truck. The hatch starts to slide closed.

58

BATMAN

Round up the thugs. I'll get Freeze.

59/60 Batman leaps onto the banister, slides standing down the rail and jumps, dropping into the closing hatch after Freeze.

61 INT. DRILLING TRUCK - CONTROL CAPSULE

A bank of control panels are set inside the giant glass head of the drill. Batman falls in to find Freeze standing at the main console.

BATMAN

Stop the insanity.

FREEZE

Nice of you to drop in.

Freeze hits a button. A tremendous ROAR.

62 INT. MUSEUM

The capsule, set on the end of an ejection cylinder, BLASTS out of the drilling truck, rising like a rocket towards the roof.

63 ROBIN jumps on another banister, slides down, grabs a banner and swings himself onto the side of the cylinder, clutching a porthole ledge and hanging fast.

64 EXT. GOTHAM MUSEUM

The capsule BLOWS through the top of the museum, ROCKETING towards the starry night sky above.

65 ZOOM IN. Robin clings to the side of the rocket for dear life.

66 INT. CAPSULE

Batman is thrown to the floor by the powerful acceleration. Freeze stays upright, protected by his mighty suit.

BATMAN

You were a great scientist once.  
Don't squander your genius on evil.

FREEZE

I hate being lectured.

67 Freeze throws Batman, hard, into the bulkhead, uses his pistol, to FREEZE Batman's ankles and wrists to the wall in chunks of ice.

FREEZE

Watch the numbers, Batman. For they  
are the harbingers of your doom.

68 ALTIMETER CLOSE. 10,000 feet and climbing fast.

FREEZE

Can you feel it coming? The icy cold  
of space. At 30,000 feet your heart  
will freeze and beat no more.

THE ALTIMETER CLOSE. 15,000 feet and rising.

69 EXT. CAPSULE

Robin has climbed onto the nose-cone. Is struggling  
against the acceleration, using bat-magnets to crawl  
towards the escape hatch.

70 INT. CAPSULE

Freeze steps into a glide-wing backpack mounted on the wall.

FREEZE

After you have frozen, your icy tomb  
will plummet back to Gotham.

BATMAN

Freeze, you're mad. This capsule  
will slaughter thousands.

Freeze releases the door behind him, the sky WHIPPING past  
beyond.

FREEZE

Ain't it grand? Freeze well.

Freeze leaps out into the night.

71 EXT. NIGHT SKY

Freeze begins to plummet towards the lights of Gotham  
below.

72 FREEZE'S BACKPACK - CLOSE. A sleek wing extends from its  
housing. Freeze angles himself downward in mid air, using his  
glide wing to control his fast flight towards the distant city.

73 INT. CAPSULE

74 The controls, the glass nose-cone, the capsule itself are  
all frosting over. The hatch opens. Robin drops in.

ROBIN

I was just hanging around.

BATMAN

I thought you were going to stay in

the museum and round up the thugs.

ROBIN

How about, nice to see you? Glad  
you're here to save my life.

75 Robin pulls a laser from his utility belt, FLASH MELTS  
one of his ice-shackles.

BATMAN

When we get home, we're having a  
little communication workshop.

Robin FLASH METLS the other ice gauntlet. Batman is free.

ROBIN

Is it cold in here or is it just me?

76 ALTIMETER - CLOSE. 20,000 and rising. Ice is forming  
everywhere.

BATMAN

Got to make sure this rocket doesn't  
turn Gotham into a crater.

77 Batman whips a bat-shaped charge, throws it onto the  
ceiling. An armed light on the charge flashes green.

ROBIN

Now what? We call a taxi?

78 Batman grabs a handle marked CAUTION: EXPLOSIVE BOLTS.  
Robin smiles, grabs a similar handle on the opposing metal  
door.

BATMAN

Watch the first step.

ROBIN

Surf's up.

79 Both pull the release handles, leaping onto the capsule  
doors as the EXPLOSIVE bolts BLOW them into space.

80 THE BATCHARGE LIGHT - CLOSE. Goes red.

81 EXT. NIGHT SKY - FALLING

As the capsule EXPLODES above them raining falling  
debris, Batman and Robin skyboard on the doors down  
towards...

82 FREEZE is ROCKETING to earth, the diamond in his hand.

83 BATMAN AND ROBIN race towards Freeze and the city  
below.

The caped crusaders avoid skyscraper turrets and elevated bridges as they follow in Freeze's wake.

- 84 BATMAN swoops down above the villain, pushing off his skyboard, grabbing Freeze around the neck, the diamond flying into mid air.
- 85 ROBIN maneuvers in a grand flip, grabs the falling gem.
- 86/87 FREEZE releases his glide pack buckle, dislodging Batman, the hero and the glide pack spinning away from Freeze.
- 88 BATMAN dumps the glide pack, arcs back into his rushing drop.
- 92 FREEZE is descending fast towards the giant smoking  
93 chimney of a towering industrial complex. He aims his gun at the smoking toward and FIRES, the fast maw quickly covering with snow.
- 94 Freeze plummets into the snowy chimney.
- 95 BATMAN AND ROBIN drop into the ice shaft after the villain.
- 96 FREEZE FIRES his gun as he falls, slowing his descent by turning the chimney into a madly snaking tunnel of ice before him.
- 97 BATMAN AND ROBIN tumble head first through layers of snow after the villain. They pull their Batgrapples and FIRE.
- 98 BATGRAPPLES - CLOSE. Hit the wall. Catch.
- 99 BATMAN AND ROBIN use their tethers to slow their descent, landing hard in...
- 100 INT. INDUSTRIAL BASEMENT
- A long submarine-like corridor
- ROBIN  
Cool. Can we do that again?
- 101 Batman and Robin race towards Freeze who is fleeing down the other end of the corridor. he points his gun at the ceiling. FIRES.
- 102 The sprinkler system pipes EXPLODE, forming a mighty, intense blizzard in the wind-tunnel.
- 103 BATMAN  
Sudden temperature drop. Watch out for the...
- 104 A blast of wind ROARS down the tunnel, SLAMMING the doors, sending snow and ice whipping towards them

BATMAN

Wind.

- 105 Batman and Robin WHIP their capes over their faces, push forward, fighting the storm, going through the doors one by one.
- 106 INT. BOILER ROOM  
Frozen. At the terminus of the tunnel. A frozen boiler stands in the center of the icy moat of the building's INTERNAL RESERVOIR. The door swings open, Batman pushing inside.
- 107 Freeze flies from behind the door, SLAMMING the metal portal hard into Batman's face. Batman tumbles forward.
- 108 Freeze raises his gun. Another figure leaps in from the hallway, going for Freeze. Robin.
- 109 Freeze FIRES, turning the boy into a frozen sculpture of ice. He plucks the diamond from his icy hand.
- 109A EXT. CROSS SECTION OF GOTHAM CITY-VFX  
A schematic map of Gotham. Freeze's vehicle burrows underneath the city, freezing the firmament in its path and clearing away the debris, heading towards the boiler room.
- 110 INT. BOILER ROOM  
(OVER) a RUMBLING.  
Suddenly the wall EXPLODES. Freeze's drilling truck appears in the clearing smoke.
- 111 FREEZE  
Can you be cold, Batman? You have eleven minutes to thaw the bird. What will you do, chase the villain or save the boy?  
  
Freeze leaps onto the giant vehicle.
- FREEZE  
Your emotions make you weak. That is why this day is mine.  
(smile)  
Stay cool, bats.
- 112 And Freeze is gone, sealing the tunnel hole after him with a blast of ice, clearing the frosted pane to wave goodbye.
- 113 Batman moves fast to the boy wonder, touches his frozen skin. He whips out his bat-laser, points at the icy reservoir and FIRES.

114 THE RESERVOIR - CLOSE. The frozen water melts, begins to  
SIMMER.

115 The caped crusader immerses Robin in the steaming sea.

115A Under the water, the boy's face is perfectly still.

116 A long beat. Then Robin's head breaks the surface.  
COUGHING. Alive

ROBIN

Did we get him?

117 EXT. SOUTH AMERICAN RAIN FOREST - NIGHT

(OVER) THUNDER. Lighting flashes on a maze of tents and  
tarpaulins affixed to the ruins of a decaying PRISON MORTE.  
A "FOR SALE OR LEASE" sign is illuminated by the storm.

SCREEN READS - Meanwhile, somewhere in the South American  
Jungle...

118 INT. TENTED GREENHOUSE LAB - NIGHT

Bunsen Burners flicker. Beakers BUBBLE.  
Martha Stewart does Fankenstein.

PAMELA ISLEY, lovely features hidden by a glasses and bad  
hair, shape obscured by her lab coat, TALKS into a  
cylindrical micro-recorder.

PAMELA

I still have high hopes for the  
animal plant cross-breedings

Pam surveys the two lab tables. One table is a mass of plants.  
The other is covered with tanks of spiders, snakes and  
scorpions. Tubes run from the lethal beasts into a jar of  
milky fluid labeled VENOM.

More tubes run from the Venom jar into the plants.  
One plant twitches as it receives the toxins.

PAMELA

If I can only find the correct dose  
of Venom, these plants will be able  
to fight back like animals.  
I will have given flora a chance against  
the thoughtless ravages of man.

(OVER) An agonized SCREAM. Terrified, Pam walks towards  
the source of the WAILS, a gothic prison door to which the  
tent is affixed. The portal is marked: PROJECT GILGAMESH.

PAMELA

Personal note: my work would proceed  
faster if Dr. Woodrue weren't always

whisking my Venom samples back to  
his mysterious Gilgamesh Wing. Why  
won't he let me into his lab?

(OVER) Another blood-curdling SCREAM. Pam turns off the  
recorder.

PAM

What is he doing in there?

119 Just then the door opens, a startled Pam dropping her  
recorder as lightning flashes and DOCTOR JASON WOODRUE  
ENTERS. Einstein's hair. Manson's eyes.

WOODRUE

Dr. Isley, loveliest flower in our  
garden. How fare our little wards?

Woodrue moves in, too close, backing Pam against her  
worktable, his face inches from hers. He spots the jar of  
Venom.

WOODRUE

What do we have here? A lovely new  
supply of Venom.

(lifts the jar)

I'll just take this to my laboratory  
for further study.

PAMELA

What exactly are you working on in  
there? What are those screams?

A bright flash of lightning. Woodrue advances on Pam.

WOODRUE

How I'd love to share my secrets with  
you. But I ask you, sweet sapling,  
can you be trusted? You refuse my  
invitations to dine. You hide your  
honeyed buds behind these sallow robes.

(OVER) More lightning and ever more deafening THUNDER.

WOODRUE

Ah, but there's romance in the air  
tonight. Perhaps a moonlit stroll in  
the jungle. And then, later, in the  
dark, we can share everything.

Woodrue has her up against the wall, his twitching lips  
only inches from hers. Pam winces, manages to step away.  
(OVER) another SCREAM.

PAMELA

You have to tell me what you're  
doing with my Venom.

WOODRUE

(nasty)

You must show me your secrets,  
blossom, before I show you mine.

120 Pam watches him leave. As the door to the Gilgamesh wing swings closed, Pam kicks her fallen recorder, the metal cylinder rolling between door and jamb, keeping the entrance from sealing.

121 INT. LABS - GILGAMESH SECTION - WALKING  
Pam steals through the crumbling hallway of the abandoned prison following the SCREAMS (OVER) as they grow ever LOUDER.

122 INT. LABS - GILGAMESH CHAMBER  
Banks of flashing SuperCrays. A gurney is surrounded by SPARKING and HUMMING equipment. Frankenstein meets Frankenstein.

Woodrue emerges from the shadows, a portable phone in hand.

WOODRUE

Ladies and gentlemen of the  
un-United Nations.

(into the phone)

And our mystery bidder.

123 Pull BACK TO REVEAL

A small bridge arcs over the room. AN AMERICAN GENERAL, A RUSSIAN COMMISSAR, A SHEIK, and A DICTATOR all watch on from above.

WOODRUE

I give you the future of military  
conquest.

A scrawny PRISONER in a too-large tank suit is dragged into the room by several gun-toting CAPOS and shackled to the gurney. His bald skull is adorned with three surgically implanted ducts.

WOODRUE

May I present Antonio Diego, serial  
murderer serving life in prison and  
sole surviving volunteer.

Diego SPITS.

WOODRUE

And what a charmer he is.

124 WIDER. Pam slips in, unseen, hides behind a stack of circuit boxes, watching on as Woodrue lifts the jar of

milky Venom.

WOODRUE

The super solder serum, code named  
Venom, patent pending of course.

Woodrue pours the venom into a high-tech injector pack  
strapped to the back of the gurney. He lifts an open-front  
black and white mask attached by snaking tubes to the  
injector pack.

WOODRUE

Notice the hassle free zipper.

He pulls the oversized mask over Diego's head, tubes fitting  
into the ducts in his skull, zips the fabric closed over his  
face.

WOODRUE

(lifts a remote)

Time to scream.

He hits a control stud on the remote. The injector pack  
begins PUMPING the milky Venom into Diego's skull. Diego  
SCREAMS.

125      Something strange happens to the prisoner. His chest  
begins to enlarge. His neck becomes thick. his forearms grow.

WOODRUE

Behold, the ideal killing machine. I  
call this little number...Bane. Bane  
of humanity. Imagine it, your own  
personal army made up of thousands  
of these super soldiers. Bidding  
begins at a mere 10 million.

Woodrue ups the Venom flow. Impossibly the prisoner grows  
larger. Arm and leg shackles SNAP. Bane lurches for the  
Venom pump, SMASHING consoles, SPARKING components raining  
down around Pam.

PAM SCREAMS.

As Capos rush to subdue Bane, Woodrue strides to the dazed  
Pam.

WOODRUE

Welcome to my parlor.

126      INT. CORRIDOR - WALKING

Woodrue is escorting a nervous Pam back towards her lab.

WOODRUE

...Our original sponsor had no  
stomach for military applications.

he cut the funding for our work -

PAMELA

Our work?

WOODRUE

Without your research, I could never  
have come this far. Join me. The two  
of us, entwined, side by side...

They have arrived at Pam's workshop. Woodrue opens the  
door.

127 INT. PAMELA'S WORKSHOP - CONTINUOUS

PAMELA

Join you? I've spent my life trying  
to protect plants from extinction  
and now you corrupt my research into  
some maniacal scheme for world  
domination. When I get through you  
won't be able to get a job teaching  
high school chemistry, do you hear  
me, you psycho?

WOODRUE

Well, I can respect your opinion.

Woodrue shoves Pam viciously backwards into the inter-  
connected tables, plants and poisonous beasts raining  
down on top of her.

WOODRUE

Sadly, I'm not good at rejection.

Woodrue begins pulling shelves of cages and BUBBLING  
beakers CRASHING down atop the struggling Pam, burying her  
and all her specimens entirely.

WOODRUE

I'm afraid you'll have to die.

128 WOODRUE - CLOSE. Smiles as the SOUNDS of Pam's struggle  
are finally silenced. He turns, heading back into the  
hallway.

WOODRUE

(loud)

Fellow maniacs, bidding begins!

129 INT. BATCAVE - NIGHT

Bruce stands with Dick, now wrapped in a blanket, steaming  
mug in hand, watching the main monitor.

BRUCE

Gotham University Labs. Security

video. Two years ago.

130 SCREEN - CLOSE. The image of a dazzling hi-tech laboratory. A beautiful young woman (NORA FRIES) lays on a gurney. A SCIENTIST works a bank of controls over a SMOKING vat of cryonic solution. Handsome, the intense gaze of genius, the man Freeze once was.

BRUCE

Dr. Victor Fries Two time Olympic Decathlete. Nobel Prize winner in molecular biology. After his wife contracted a rare disease, McGregor's Syndrome, he hoped to freeze her in cryogenic sleep until he could discover a cure. Here's where everything goes north.

Alarms flash. A panel EXPLODES. Fries is BLOWN into the vat of cryogenic solution.

BRUCE

That liquid is fifty below.

Fries SCREAMS, engulfed in the mists of the cryonic solution, his skin now frozen, bluish, his hair brittle, all but gone.

DICK

That's gotta hurt.

BRUCE

Somehow he survived. But the cryoslution mutated his body.

131 The display shows a turning schematic of Fries.

DICK

What happened to his wife?

BRUCE

Presumed dead. No one knows.

The display now shows a turning Mr. Freeze. Compartments in both suit sleeves are highlighted, flashing diamond shapes within.

BRUCE

He needs extreme cold to survive. His cryo-suit uses diamond enhanced lasers to keep him at zero degrees.

DICK

Let me get this straight. A brilliant citizen, disfigured by a horrible accident, re-emerges as a psychotic super-villain bent on

theft, revenge and destruction.  
You see a pattern here?

BRUCE

< Maybe it's something in the water.

Bruce returns Dick's smile.

BRUCE

Well, if it's ice the iceman  
wants...Alfred!

132 INT. COSTUME VAULT - CONTINUOUS

Alfred stands near the costumes, clutching a console, a man in intense pain. He lets the wave subside, regains his composure.

133 INT. BATCAVE - CONTINUOUS

Alfred emerges as if nothing were wrong.

BRUCE

I need the Wayne Diamonds.

DICK

We gonna trap ourselves a snowman?

BRUCE

Absolutely. Just as soon as you take ten hours training in the simulator.

DICK

Whoa, I made a mistake. I'm sorry.  
Don't go all protective on me. It won't happen again.

BRUCE

Dick, you were reckless. You could have been killed.

DICK

I'm fine. See. Me. here. Alive.  
How are we gonna work together if you're never going to trust me?

ALFRED

How, indeed?

Bruce stares at the two of them. He smiles a wry smile.

BRUCE

When did I become the bad guy?

134 INT. BACK STAIRCASE - WALKING

Bruce and Alfred travel the winding stair that leads from

the Batcave to the top of the house.

BRUCE

He's over-eager, impulsive. I can't trust him not to get hurt.

ALFRED

Perhaps the truth is you don't really trust anyone.

BRUCE

Don't tell me you're on his side. Again.

ALFRED

Despite all your talents, you are still a novice in the ways of family. Dick follows the same ends as you but gets there by his own course. You must learn to trust him. For that is the nature of family.

They step through a doorway into...

135 INT. ALFRED'S QUARTERS - NIGHT - CONTINUOUS

BRUCE

I trust you, Alfred.

Alfred seems oddly pained by Bruce's words.

ALFRED

But I shan't be here forever.

Bruce stares at Alfred a beat. But Alfred just smiles.

ALFRED

Good night, Master Bruce.

135A EXT. WAYNE MANOR - HALLWAY

Bruce EXITS his butler's room. Looks to the end of the hallway.

135B A YOUNGER BRUCE, no older than ten comes racing around the corner, trips, tumbling to the wooden floor. Another figure steps out behind him. ALFRED, decades younger, kneels by the boy, brushing off his knees, giving the boy comfort.

135C BACK TO SCENE

BRUCE - CLOSE. Blinks away the images from the past, only the fragile ghosts of memory, moves off down the empty hallway.

135D INT. ALFRED'S QUARTERS - NIGHT

Alfred sit at his computer, activates the screen. he

lifts a CD, slips in into the disk drive, begins to TYPE.

COMPUTER

Override engaged. Copying protected files.

Alfred lifts a micro-recorder.

ALFRED

Still unable to reach you. have vital information you must see...

136 SCREEN - CLOSE. The files Alfred is copying. Batmobile design. Batsuit schematics. All downloading onto the small disk.

137 EXT. SOUTH AMERICAN JUNGLE - PRISON MORTE - NIGHT

A full moon shines over the hidden complex.

138 INT. TENTED GREENHOUSE LAB

Woodrue stands at Pam's workstation, TALKING on his portable phone as he rifles through her research.

WOODRUE

Yes, sir, I'm so pleased you won the bidding, Your Supreme Ruthlessness..

(OVER) Bane SCREAMS in the distance.

WOODRUE

We're making the final modifications on Bane right now. We'll have a thousand super soldiers out to you tomorrow by overnight mail...

139 He hangs up. HOLD on a patch of ivy in the b.g. Perfectly still. Suddenly the leaves RUSTLE, as if being moved from beneath.

Woodrue turns as a figure BURSTS, fast, from beneath the brush.

Magenta hair. Chlorophyll green eyes. Ravaged clothes revealing the form and demeanor of a goddess. The woman who was once Pamela Isley smiles, moves forward.

WOODRUE

Dr. Isley? Pamela? You look great. Especially for a dead woman.

PAMELA

Hello, Jason. I think I've had a change of heart.

Her lips glisten. She leans in and kisses him.

PAMELA

Quite literally. I don't think I'm human anymore. The animal-plant toxins had a rather unique effect on me. They replaced my blood with aloe, my skin with chlorophyll and fill my lips with Venom.

Woodrue begins to CHOKE. He falls, clutching his throat.

PAMELA

Oh, and Jason? One other thing. Silly me, I probably should have mentioned this earlier. I'm poison.  
(shrugs)  
It's a jungle in here.

140 Pam spills beakers of chemicals onto the floor. She throws a Bunsen burner to the ground, the lab suddenly in flames.

PAMELA

Let the flames touch the sky. For I am nature's arm, her spirit, her will. Hell, I am mother nature. The time has come for plants to take back the world so rightfully ours. Because it's not nice to fool with mother nature.

Something catches Pam's eye. Pam lifts a broken beaker. On it, the Wayne Enterprises logo. (OVER) Bane SCREAMS in the distance.

PAMELA

Coming, Bane darling. We've got a plane to catch.

141 EXT. SNOWY CONES ICE CREAM FACTORY - NIGHT

An abandoned ice cream factory built in the shape of a snowman's face, a dripping cone stuck onto the giant snowball head.

142 INT. SNOWY CONES ICE CREAM FACTORY

Abandoned. Always freezing. Ice sculpture everywhere. Freeze walks the bowels of the old factory.

ICEMEN in parkas and SNOW BUNNIES eat frozen dinners, GUFFAWING as they watch TV. The SEXIEST BUNNY sidles up to Freeze.

MS. B. HAVEN

Freezy, I'm feeling...hot.

FREEZE

I find that unlikely.

MS. B. HAVEN

Okay, my hair is brittle, my skin is dry and I don't care. I'd weather blizzards to have you. You're the most perfect man I've ever known.

FREEZE

To be frozen. To never change. A life of perpetual ice-olation. There is little perfection in that.

MS. B. HAVEN

(pushing closer)

What say we turn up the heat?

FREEZE

You're skating on thin ice. My passion thaws for my bride alone.

MS. B. HAVEN

Forget your frosty femme. These lips are wet and ready to get frostbite.

FREEZE

Hop away little bunny. Before I cool your jets. Permanently.

The Bunny storms off.

FREEZE

I wonder how cold I can get my shower...Frosty!

Freeze's faithful aide, FROSTY, appears by his side.

FREEZE

Everyone is always having a good time. Except me. Try as I might, can find no pleasure. Perhaps my heart truly has turned to ice.

143 Freeze lifts his gun and FIRES, freezing Frosty solid.

FREEZE

Well, that was fun. There's hope for me yet.

143A Freeze stares at his frozen aide a beat, changes the setting on his gun and FIRES, a THAWING BEAM melting Frosty so he stands now, soaked and dripping like a wet cat.

143B Freeze turns on his heel. Frosty follows him past mounting files of research. Scrawled schematics An icy

workshop.

FREEZE

Do you think I'm mad, Frosty?

FROSTY

(wringing out his sleeves)

That's really a judgment call, boss.

145 A flashing display on his suit watch reads LOW POWER.

FREEZE

Battling the bat exhausted my power.

From a safe, Freeze takes three small diamonds, place them in the suit compartment. His power levels spike to normal.

FREEZE

But I was successful nevertheless.

146 Freeze continues to a pedestal atop which sits a machine powered by two giant diamonds. Slots for two more diamonds are empty. He removes the giant stolen diamond from within his tunic, place the gem in an empty third slot.

FREEZE

One more giant diamond of this size and my freezing cannon will be complete. I will hold Gotham ransom. Unless the city bows to my demands, it's winter forever here in goat-town. The city fathers will have no choice but to give me the billions I need to complete my research, to find the cure for...

146 Freeze has come to a frozen wall.

FREEZE

Leave us. We need quality time.

148 As Frosty EXITS in the b.g., Freeze enters a walk-in freezer, lifts a frozen dinner box. A SECRET VAULT opens. Freezes steps into...

148A INT. FREEZE'S SUBTERRANEAN COLD VAULT

Within, a computerized glacier-like sarcophagus bears his frozen wife, a snowflake pendant around her neck.

FREEZE

(touches the glass)

Soon we will be together once more.

Freeze turns towards his research, heading back to work.

FREEZE

Nothing frustrates a man like a  
frigid wife.

149 INT. LIMBO - NIGHT

Robin is fighting Mr. Freeze and his cronies. Robin delivers a fast set of spinning kicks to the Thugs, felling them like toys.

150 A Thug carrying a large diamond breaks free, racing away. Robin leaps for the escaping Thug, putting his back to Freeze.

151 Freeze raises his joined fists high above Robin's head, coming down fast. Robin is done for.

152 Suddenly Batman swing out of the dark, his boots flying into Freeze's chest, sending the villain hard to the ground.

153 Batman drops to Freeze's chest, HAMMERS a series of punches into his tunic, rendering him unconscious. Batman looks up at Robin.

154 BATMAN  
We'll be starting again now.

155 Just then Freeze's hand shoots up, grabbing Batman by the throat.

156 BATMAN  
Pause virtual reality simulation.

PUSH IN as Batman reaches towards his cowl. SCREEN WIPES TO REVEAL...

157 BRUCE WAYNE - CLOSE. Pulls off a pair of VR goggles.

WIDER

Bruce and Dick, also in VR goggles, stand on an empty platform in the back of the Batcave.

DICK  
I got the diamond. Quell problemo, Bruce?

BRUCE  
You left your back wide open. Freeze could have killed you.

158 Dick demonstrates a spinning back kick that would have dropped Freeze in his tracks.

DICK  
I had it covered.

(OVER) A doorbell RINGS.

DICK

You know, in the circus, The Flying Graysons were a team. We had to trust each other. We had to count on each person to do his part. That's what being partners is all about.

(loud)

End simulation.

159 Ambient lights come up in the cave.

160

DICK

Sometimes counting on someone else is the only way to win.

(OVER) the doorbell RINGS again.

DICK

(puzzled)

Where's Al?

Dick heads for the door.

BRUCE

(following)

Couldn't we just for once pretend that I'm the teacher and you're the student?

162 INT. WAYNE MANOR - FOYER - AFTERNOON

Columns of dancing sunlight fill the giant entryway. Dick goes to the front door as Bruce meets Alfred emerging in the b.g.

ALFRED

I must have dozed off. My sincerest apologies, sir.

BRUCE

No apology necessary. That's the first time in thirty years.

Bruce smiles, but he can't take his eyes off Alfred. The butler seems pale, older than usual.

DICK

Mystery pizza delivery?

163

Dick opens the door. A young girl stands in the autumn light, beautiful, dressed in prim, schoolgirl clothes, BARBARA WILSON.

DICK

Please be looking for me.

BARBARA

I'm so sorry to trouble you, but-

That's when the girl sports Alfred. The old man's eyes widen.

BARBARA

Uncle Alfred?

164 Barbara rushes in, past Dick and Bruce, into the old butler's arms. he holds her close. Bruce and Dick face each other.

BRUCE & DICK  
(mouthing)

Uncle?

165 EXT. WAYNE ESTATE GARDENS - AFTERNOON - WALKING  
Bruce, Alfred, Dick, and Barbara tour.

BARBARA

How long has it been, Uncle Alfred?

ALFRED

Ten years.

(to Bruce)

Barbara isn't really me niece, sir.  
She's Joanna Clark's daughter.

BRUCE

Of course. Alfred still keeps your  
mother's picture in his room.

DICK

Anybody want to tell us kids in the  
cheap seats who Joanna Clark is?

ALFRED

Joanna and I were in love in London.  
But when I realized our age difference  
was too extreme -

BARBARA

Uncle Alfred left for America. Much  
to my mother's dismay -

ALFRED

Eventually she married a young  
physician.

166 EXT. WAYNE ESTATE - STABLES - WALKING - CONTINUOUS

DICK

Al's main squeeze. Is she here?  
(off everyone's looks)  
I'm about to scrape the bottom of my

shoe off my tongue, right?

BARBARA

My parents were killed in an auto accident ten years ago. Alfred has been supporting me ever since.

BRUCE

You have?

ALFRED

Secrets are a virtual prerequisite in this house, don't you think?

BARBARA

I'm on break from-

BRUCE

Oxbridge Academy?

BARBARA

Their new computer sciences division. How did you know?

BRUCE

I recognized the accent.

167 They have come to the garage. A motorcycle sits out front.

BARBARA

What is it? It's beautiful.

The way the sun catches Barbara, she looks like an angel.

DICK

You can say that again.  
(catching himself)

It's a competition racer I've been fixing up. Maybe one day I'll show you how to ride.

ALFRED

You certainly will not.

BARBARA

Oh no, those things frighten me.

BRUCE

Well, I hope you'll stay with us.

ALFRED

There's a lovely inn just down --

BARBARA

All this luxury really isn't my

style but-  
    (still eyeing the bike)  
I'd love to stay.

                    BRUE  
Then it's settled.

                    ALFRED  
Oh, but, sir. So much goes on-

                    BRUCE  
Don't be silly, Alfred.  
After all, she's family.

170     EXT. GOTHAM AIRPORT - TARMAC \_ NIGHT

A vintage DC-3 steams on the runway. Pilots descend the gangway.

Pamela Isley, dressed as a grieving widow, supervises the LUGGAGE HANDLERS' debarkation of a coffin. An immense coffin.

                    PAMELA  
Be gentle. He's always been touchy.

                    HANDLER  
Whatever you say, lady.

Pam watches the Handlers carry the coffin away. She turns, walks off across the tarmac.

171     FAVOR THE BAGGAGE HANDLERS as they bear the coffin to the terminal.

                    HANDLER  
                    (imitating Pam)  
He's always been touchy. Right.

172     A GIANT FIST CRASHES through the splintering lid. The Handlers drop the coffin as a figure emerges. Bane, wearing his full costume, his injector pack strapped to his back.

Bane lifts a Handler, begins swinging him like a baseball bat, sending the other Handlers flying.

173     EXT. AIRPORT - TARMAC

A LIMOUSINE sits at the edge of the runway. A lone BUSINESSMAN approaches the waiting car. The DRIVER smiles, opens the door. he Businessman climbs in to find...

174     INT. LIMO - NIGHT

Pam sits sprawled on the back seat, showing no small bit of leg.

BUSINESSMAN

There must be some mistake --

PAMELA

Silly darling, there's no need to pretend in front of the driver.

She grabs his face kisses him passionately. She lets go, the Businessman slumps to the seat. Dead.

PAMELA

Love hurts. In my case it kills.

175 THE REARVIEW MIRROR

176 The limo driver watches on. Suddenly a hand reaches in SNAPPING his neck, drags out his body. Bane climbs into the driver's seat.

PAMELA

Once around the park.

177 INT. ALFRED'S ROOM

The door is ajar. (OVER) a gentle KNOCK. Barbara pushes inside, wearing a long terry robe.

The room is empty. She notices a pile of envelopes on the desk.

ENVELOPES - CLOSE. All addressed to Wilfred Pennyworth. Royal Court of Mirajanpore. All stamped RETURN TO SENDER.

ALFRED (OVER)

I didn't know sneaking around was on the curriculum at Oxbridge.

Barbara starts, turns. Alfred steps from the shadows in his robe.

BARBARA

I'm sorry, Uncle, I came to tuck you in. And...

ALFRED

You came to tuck me in. That's quite a switch.

(off the envelopes)

I am looking for my brother, Wilfred. He is first butler to the Maharajah of Mirajanpore. But Mirajanpore is a floating court, it travels across India, so Wilfred can be rather difficult to find.

178 Alfred TAPS his computer keyboard.

179 SCREEN - CLOSE. Full motion images of a resplendent royal court, carried entirely on the back of elephants.

BARBARA (OVER)

I guess they don't have fax machines on elephants.

ALFRED

I have been trying to reach Wilfred with no success. As one grows older, one yearns for family.

BARBARA

(she smiles)

It's good to see you again, Uncle. I've missed you.

ALFRED

As I've missed you.  
(kissing her head)  
Sleep well, child.

Barbara heads out, closing the door behind her.

180 INT. HALLWAY - CONTINUOUS

Barbara walks to her room. She pauses, waiting for the light under Alfred's door to go out. Then she disappears inside.

181 INT. WAYNE MANOR - BARBARA'S ROOM - CONTINUOUS

Barbara whips off her robe. Underneath, a tight black leather motorcycle outfit. She begins pulling on sleek black boots.

182 EXT. WAYNE MANOR - NIGHT \_ CONTINUOUS

A knotted climbing rope tumbles out of one of the windows. A figure expertly descends into the courtyard below. Turns, face now visible in the moonlight. Barbara.

183 INT. WAYNE MANOR GARAGE - NIGHT - CONTINUOUS

Kids collect Matchbox and Corgi. Billionaires collect the real thing. Barbara ENTERS, cloaked in the shadows, moves stealthfully past the myriad cars until she comes to the row of motorcycles.

She stops at a sleek competition bike, climbs on, pulling a racing helmet from her back-pack, expertly kick-starts the ENGINE.

184 Barbara rides out through the open garage into the night.

185 INT. SNOWY CONES ICE CREAM FACTORY - NIGHT

Freeze is standing at his computerized work-station, entering data into the keyboard.

FREEZE

Maybe this time, this new formula,  
will return you to me.

Freeze hits a switch. A beat. Then an ALERT panel flashes a simple message: TEST FAILURE.

Freeze SLAMS the console with his fist.

FOLLOW FREEZE as he rises, walks through the open door into...

185A INT. FREEZE'S VAULT - NIGHT

Freeze stares up at his wife in her frozen sarcophagus, fighting back the tears.

FREEZE

No cure tonight, my love. Forgive  
me. But soon, I promise you. Soon.

186 INT. LIMOUSINE - DAY

Morning. Bane drives. Ivy sits in the back seat, applying brown contact lenses, donning a dark wig. Pamela Isley once more.

PAMELA

(to the Charlie jingle)  
Kind of Hip, kind of Wow, Ivy. Kind  
of Free, kind of Now, Ivy.

187 EXT. GOTHAM OBSERVATORY - DAY \_ESTABLISHING

A stone and copper observatory in the process of being restored, set atop the banks above the Gotham River and the city beyond.

188 INT. OBSERVATORY

An immense circular hall under construction. Within, a partially installed telescope. Bruce stands flanked by his stunningly beautiful date (JULIE MADISON), a SCIENTIST and his ASSOCIATE, all on a podium backed by blueprints, facing the PRESS.

BRUCE

My father once told me that to  
succeed we need only pick our  
star and follow it. And so Wayne  
Enterprises is donating the world's  
most advanced telescope to Gotham's  
Observatory Restoration Project.

Perhaps this telescope will give  
future generations a chance to  
find their own stars.

GOSSIP GERTY

Bruce, is it true this new telescope  
can see all around the globe?

SCIENTIST

Yes, if you'll watch the monitors -

189 A MONITOR BANK - CLOSE. A graphic of the earth.  
Equidistant satellites in geosynchronous orbit are  
highlighted.

SCIENTIST

Satellites already in orbit allow us  
to reflect light around the planet.

ON SCREEN - A graphic ray of light is reflected from a  
satellite over Australia, to a satellite over the U.S.,  
and then beamed to a graphic of the Gotham-based telescope.

ASSOCIATE

From here we'll be able to see the  
sky anywhere on earth.

BRUCE

Just don't point it at my bedroom.

GOSSIP GERTY

Bruce, you and the exquisite Julie  
Madison have been going out forever.  
Are you planning to tie the knot?

BRUCE

Get married? me? No...

JULIE

No!?

BRUCE

Umm. What I mean is...no plans at  
the moment...

JULIE

But soon...

GERTY

Soon?

BRUCE

Ah...Sooner or later...all  
relationships evolve and...

JULIE

And?

BRUCE

(to Julie)

Can I get some help over here?

Julie smiles, turns to the PRESS. the very picture of composure.

JULIE

Bruce and I are lucky enough to be recklessly in love. And that is most certainly enough for us.

(to Bruce)

For now.

FOLKS LAUGH, charmed.

SCIENTIST

Now, if you'll all follow me, I'll show you the central control grid...

The Scientist and Associate tour Julie and the Press around the telescope, leaving Bruce to confer with two of his Aides.

GUARD (OVER)

Mr. Wayne?

190

WIDER

Pam, hair in a bun, face behind glasses, cloaked in a frumpy suit, is standing behind two door GUARDS.

GUARD

She doesn't have a pass, sir.

BRUCE smiles, waves off the guards with a gesture.

BRUCE

They're overly protective. You're Not going to hurt me are you, Ms...

PAMELA

Dr. Pamela Isley.

BRUCE

What can I do for you, Doctor? A research grant? A hospital wing?

PAMELA

Actually, I already work for you. Or did. Your arboreal preservation project in South America.

BRUCE

We cut our support. A conflict of ideologies. Dr. Woodrue was a lunatic.

PAMELA

I see you knew him.

BRUCE

That lab was consumed by fire last week. how did you manage to escape?

PAMELA

I have here a proposal showing how Wayne Enterprises can immediately cease all actions that toxify our environment.

Bruce takes the proposal, scans it. Pam's eyes shine despotic.

PAMELA

Forget the stars. Look here, at the Earth, our mother, our womb. She deserves our loyalty and protection. And yet you spoil her lands, poison her oceans, blacken her skies. You're killing her.

BRUCE

Your intentions are noble, but no diesel fuel for heat. No coolants to preserve food. Millions would die of cold and hunger alone.

PAMELA

Acceptable losses in a battle to save the planet.

BRUCE

People come first, Dr. Isley.

191 The tour has returned. Pam turns to the Press. Begins to soapbox.

PAMELA

Mammals. So smug in your towers of stone and glass. A day of reckoning is coming. The same plants and flowers that saw you crawl blind from the primordial soup will reclaim this planet. Earth will be a garden again. Somehow, some way, I will bring your man-made civilization to its knees and there will be no one to protect you.

Pam's tirade is so extreme, folks around her LAUGH.

GOSSIP GERTY

You must be new in town. In Gotham City, Batman and Robin protect us. Even from plants and flowers.

BRUCE

Perhaps you'd like to meet them.

Bruce nods and an Aide hands Pam an invitation.

192 INVITIATION - CLOSE. Batman and Robin to appear at the Flower Ball.

BRUCE

The caped crusaders are helping us auction off a prized diamond to raise money for the Gotham Botanical Gardens. Just a few mammals doing what we can for our world's plants.

GOSSIP GERTY

So, Brucey, will the delicious Ms. Madison be your date for the flower ball tonight?

PAMELA

Tell me, billionaire, would you warm faster to my pleas if I looked more like Ms. January here?

BRUCE

Although the Wayne Foundation is hosting the event, sadly I will be unable to attend. Thank you all.

(to Pam)

Good day, Doctor.

Pam watches him go, trailed by press. Peers at her invitation.

PAMELA

Batman and Robin. Militant arm of the warm-blooded oppressors. Animal protectors of the status quo. First I'll rid myself of the fur and feathered pests. And then Gotham will be mine for the greening.

193 INT. SNOWY CONES ICE CREAM FACTORY

194 Nora and Victor Fries kiss at their wedding altar. The  
195 video images change to show the couple playing with a  
196 puppy. Nora LAUGHS as her husband crowds beside her. He  
EXITS frame, hands her something.

NORA

Oh, Victor, it's beautiful.

Nora holds her snow-flake necklace up for the camera. Places it around her neck, smiling up at the warm summer sun.

197 PULL BACK TO REVEAL

Freeze sits watching the images on his screen.

FROSTY (OVER)

'Scuse me, chief. I got something  
her you might want to see.

198 Frosty stands in the door, newspaper in hand. Without  
shifting his gaze, Freeze lifts his freezing gun, FIRES.  
Frosty Freezes.

FREEZE

I hate it when people talk during  
the movie.

199 Freeze continues staring at the screen. Finally the happy  
images are just too much for him. He FIRES his gun at the  
screen, the picture EXPLODING into flying shards of light.

FREEZE

One more diamond, my love. One more.

200 Freeze rises. he breaks off the cover of the frozen paper  
201 in Frosty's hand. PAPER-CLOSE. Wayne Donates Diamond to  
Flower Ball.

202 EXT. GOTHAM BOTANICAL GARDENS - NIGHT

An immense glass greenhouse set atop the roof of a mighty  
skyscraper. Elegant guests mill admist the stars.

203 INT. GOTHAM BOTANICAL GARDENS - GREENHOUSE - NIGHT

A hanging banner reads GOTHAM CHARITY FLOWER BALL. A  
GIANT BEAST MASK covers the entrance. DRUMMERS STOMP on  
congo drums. GUESTS dress as flowers. TWO COSTUMED  
GORILLAS romp about the room.

203A Batman and Robin stand by the stage.

ROBIN

You think Freeze will take the bait?

BATMAN

He'll be here.

203B ATOP THE STAIRS. The two Gorillas have converged on the  
DRUMMERS. One begins dancing around, covertly KNOCKING  
the drummers unconscious with his paws.

204 ON STAGE. The MC walks out, followed by Gossip Gerty.

MC

Ladies and Gentlemen. Gossip Gerty  
of Good Morning Gotham and I welcome  
you to the gem of our evening.

204 Two armed guards emerge bearing a palette upon which hangs a silver necklace supporting a perfect, grapefruit sized diamond.

GOSSIP GERTY

The famed Heart of Isis, on loan from the Collection of my close, personal friend Bruce Wayne.

The MC gestures and several woman step forward dressed as flowers, each more strikingly gorgeous than the next.

MC

Tonight, on auction, an opportunity to dine with one of our fabulous flowers, the famed diamond draped around her neck.

GOSSIP GERTY

Ooo, look at all these luscious lovelies. let's start the bidding.

MAN #1

Ten thousand for Chrysanthemum.

MAN #2

Twenty thousand for Lilac.

MAN #3

Thirty thousand for Rose.

GOSSIP GERTY

Boys, please. Show some gusto.

205 THE TOP OF THE STAIRS. ONE GORILLA begins to BEAT the drums. The other removes her paw mitts. Her gorilla's head. From within her gorilla costume, steps a vision. Skin tight green costume made of leaves. Green boots and mask. magenta hair. Glowing green eyes. Meet POISON IVY, simply the most beautiful woman known to man.

205A ROBIN-CLOSE. Smiles.

ROBIN

Gorilla my dreams.

206 Ivy lifts her green gloved hands, both filled with piles of sparkling dust, blows the powder over the startled patrons.

207 FOLLOW THE DUST as it spins out in fairy-like spirals, curling through the crowd.

208 THE CROWD - VARIOUS SHOTS. Folks blink their eyes, suddenly bewitched, as Ivy tilts backwards, falling into the arms of several jungle clad men on the ballroom floor.

209 IVY saunters over a bridge made of the backs of kneeling men, through the parting crowd, towards Batman and Robin.

IVY

Hi there.

MC

(sputtering)

And you are...

IVY

Poison. Poison Ivy.

210 BATMAN - CLOSE. Dazed. Like a man who's drunk a quart of love potion. He takes her hand.

IVY

Why not send junior to bed early, I could come and take your measurements?

Ivy turns now to Robin, offers the other hand. She blows another volley of dust into Robin's face.

IVY

On the other hand, youth does have its advantages. Endurance. Stamina.

211 ROBIN - CLOSE. Also suddenly smitten, perhaps even harder.

IVY

Why settle for second place? Robin is a sidekick, a junior partner. If we were a team, you'd be the star. Forget the geriatric bat. Come, join me, my garden needs tending.

The two help her up onto stage. She turns to the mesmerized MC.

IVY

I'll take it from here, pal.

Ivy lifts the diamond, places it around her neck.

IVY

Some lucky boy's about to hit the honey pot. I'll include an evening of my company for the winner. I'll bring everything you see here. Plus everything you don't.

(off Batman and Robin)

And I'll bring my imagination.

MAN #1

50 thousand for Poison Ivy - -

MAN #2  
100 thousand for Poison Ivy - -

BATMAN  
One million - -

ROBIN  
(sotto voce)  
You own it.  
(loud)  
Two million - -

The two lock eyes.

BATMAN  
(sotto voce)  
You don't have two million.  
(loud)  
Three million - -

ROBIN  
(sotto voce)  
I'll borrow it from you.  
(loud)  
Four million - -

IVY  
You two boys aren't going to fight  
over little old me, are you?

Batman reaches to his utility belt, draws a batarang.

BATMAN  
Five million - -

Robin reaches to his utility belt, pulls a throwing bird.

ROBIN  
Six million - -

GOSSIP GERTY  
Is it getting nippy in here?

212 THE TEETH of the giant mask EXPLODE as Freeze's truck  
213 SMASHES into the room from an elevated bridge beyond.  
214 Standing atop the vehicle, backed by swirling mists,  
Freeze, his Icemen following behind.

FREEZE  
(drawing his gun)  
Did I use the wrong door again?

215 Batman hurls his batarang, knocking Freeze's pistol free.  
Batman and Robin race forward, engulfed by the rushing  
force of Icemen.

HIS PISTOL flies into the hands of one of the Guests. A THUG

rams the Guest from behind, the gun bouncing into the air.

215A A swarm of armed SECURITY GUARDS and GUESTS swamp Freeze.

215B FREEZE  
When technology fails...brute force.

215C FREEZE moves like lightning, SMASHING guards with mighty punches, WHIPPING guests flying across the room.

FREEZE'S PISTOL bounces from Guest, to Thug, to Guest like a wildly fumbled football, a Thug finally tipping the soaring gun back towards Freeze.

215D FREEZE  
Alright, everyone, chill!

216 Freeze FIRES, turning a few guests and several exotic flower arrangements into ice.

FREEZE  
I should have been a decorator.

217 Freeze starts for the stage.

218 BATMAN and ROBIN are in mid-melee, fighting off an army of Icemen.

219 Batman SMASHES one Thug three times in the chin.

220 Robin does a spinning side kick to another approaching villain, then ducks, sending one villain crashing into another.

221 Batman grabs a Thug, throws him to Robin, who punches him back to Batman who punches him back to Robin.

222 Both punch him simultaneously, the Thug flying back through the air. They begin fighting their way towards the stage.

223 FREEZE climbs onto the stage to face Poison Ivy.

FREEZE  
Let me guess, Plant Girl? Vine Lady?  
Ms. Moss?

IVY  
Listen, Captain Cold, the suit, maybe,  
even though silver went out in the  
70's. But those boots are unforgivable.  
What is it with men?

FREEZE  
I'd love to stand here all day and  
exchange fashion tips but I'm kind  
of pressed for time. So hand over

the diamond, Garden Gal, or I turn  
you into mulch.

Ivy pulls a handful of dust from her belt-pouch, blows it  
towards him. The dust swirls around his helmet. Ivy  
frowns.

FREEZE

Pheromone dust. Designed to heat a  
man's blood. Doesn't work on the  
cold hearted. Now, if you please...

Freeze extends his gloved hand.

IVY

Well, if you insist.

Ivy hands him the diamond.

FREEZE

Clever little clover.

224 Just then one of the Thugs flies across the room,  
SHASHING into the back of the stage.

FREEZE

That's my exit cue.

FREEZE races for his truck.

225 BATMAN and ROBIN dispatch the last Iceman, make for the  
stage.

BATMAN

(to Gordon)

You have eleven minutes to thaw those  
guests, Commissioner.

226 Batman and Robin race after the escaping Freeze and his  
men.

227 Ivy stares after them. She lifts a small souvenir. A tiny  
glass globe that says Welcome To Gotham. Shakes the  
bauble, the tiny city within suddenly covered by snow.  
Gordon appears behind her.

GORDON

Miss Ivy, you've just met one of  
the most sinister men in Gotham.

IVY

That's no man. That's a God!

Gordon moves off as the second Gorilla arrives on stage,  
removes his mask. Bane.

IVY

Enough monkey business. We've got  
work to do.

228 EXT. GOTHAM CITY - NIGHT

A GIANT STATUE stands amidst Gotham's sky-scrappers.  
CLOSER.

Freeze in his Ice Truck, two Crony Trucks behind him,  
race up the interconnecting bridges that crisscross  
Gotham's skyline.

229 INT. FREEZE'S TRUCK

FREEZE - POV. Gothamites veer their cars off the roadway in  
his path as Freeze spots the statue. He reaches for his dashboard.  
Freeze hits a flashing gun-shaped button on the dash.

230 EXT. FREEZE'S TRUCK - NIGHT

A giant freeze-gun atop the truck FIRES.

231 EXT. GOTHAM ROOFTOPS - NIGHT

THE STATUE'S HEAD - CLOSE. Freezes, the neck of the giant  
figure EXPLODING in a storm of ice.

232 FREEZE'S TRUCK swerves off the road, leaping through the  
hole in the statue's neck and racing onto its shoulder.  
His Crony trucks follow, all racing away down the statue's  
arm.

233 THE BATMOBILE AND THE REDBIRD follow in close pursuit,  
BLOWING through the hole in the statue's neck.

234 INT. BATMOBILE

BATMAN - POV. The Freeze vehicles are heading towards the  
hand of the statue. Batman hits a button.

235 MONITOR - CLOSE. Flashing schematics of the various  
trajectories of the Freeze vehicles and their imminent  
jumps from the hand, over the abyss of the city, to the  
lower rooftops beyond.

BATMAN

Pull back. You can't make the jump.

236 EXT. REDBIRD

ROBIN

I can make it.

237 EXT. STATUE'S ARM

The Batmobile is shooting down the arm, the Redbird close  
behind



The Batmobile soars over the abyss towards Freeze's truck.

251 INT. FREEZE'S TRUCK - NIGHT

FREEZE

It's a cold town.

Freeze hits the flashing gun-shaped button on the dash.

252 EXT. FREEZE'S TRUCK - NIGHT

The freeze-gun FIRES its deadly blast, hitting the Batmobile.

252A EXT. STATUE'S HAND - NIGHT

Robin watches as the flying Batmobile begins to ice over from Freeze's cryonic blast.

254 INT. BATMOBILE

The controls are frozen. A monitor flashes: SYSTEMS FAILURE.

255 BATMAN - POV. The windscreen is covering with ice.

257 EXT. ROOFTOP ABYSS

The Batmobile is falling across the abyss like frozen sculpture. Suddenly the windscreen EXPLODES as Batman is catapulted through the glass like a torpedo, flying into the air high above the busy city.

257A EXT. LOWER ROOFTOPS

The frozen Batmobile drops to the safety of the rooftops on the other side of the abyss.

258 EXT. NIGHT SKY

Batman flips, angling down, WHIPPING his cape open like the wings of a giant dark angel, riding the urban winds in a racing glide towards Freeze's truck below.

260 INT. FREEZE'S TRUCK - NIGHT

261 THE SHADOW OF THE BAT falls over the open cab of Freeze's truck.

FREEZE

Uh-oh.

262 FREEZE - POV. Batman, cape extended, soars directly over the cab.

263 EXT. FREEZE'S TRUCK

Batman SMASHES through the glass driver's dome, wrenching Freeze out of the cab, and soaring towards...

267 EXT. LOWER ROOFTOP

Batman lands standing in the moonlight, a stunned Freeze rolling out of his cape, diamond still in hand.

BATMAN

I'm putting you on ice.

268 EXT. WAYNE MANOR - NIGHT - VFX

The moonlit mansion sits on its clifftop perch above the river. PUSH IN as a portion of the cliff BURNS AWAY TO REVEAL...

269 INT. BATCAVE - NIGHT

Bruce and Dick argue.

DICK

I could have made the jump.

BATMAN

You could have splattered your brains on the side of the building.

DICK

This is no partnership. You're never going to trust me.

BATMAN

Trust you? You can't even keep your head on the job. All you could think about was Poison Ivy.

DICK

You just can't stand that she might have wanted me instead of you; that's your idea of friendship, isn't it, Bruce? You have to have everything. Your house. Your rules. Your way or the highway. It's Batman and Robin not Robin and Batman. I'm sick of it.

Dick is right up in Bruce's face.

BRUCE

Yes it's my rules. My rules that keep us alive. And if you want to stay in this house and on this team then you'll abide by them.

270 INT. ALFRED'S QUARTERS - NIGHT

Alfred is completing a cassette tape.

ALFRED

I have tried every address I  
know for you. I am praying this  
reaches you. We have very little  
time.

Alfred puts the tape in the envelope. (OVER) a KNOCK.  
Bruce ENTERS.

ALFRED

Congratulations on your  
apprehension of Mr. Freeze. Batman  
monopolized the evening news.

BRUCE

Thanks.

But the billionaire seems anything but celebratory.

ALFRED

Is there something wrong, sir?

BRUCE

Alfred, am I pigheaded? Is it always  
my way or the highway?

ALFRED

Why, yes, actually. Death and chance  
stole your parents. But rather than  
become a victim, you have done  
everything in your power to control  
the fates. For what is Batman if  
not an effort to master the chaos  
that sweeps our world, an attempt  
to control death itself.

270A BRUCE - POV. Out the window, young Bruce and Alfred lay  
wreaths on a windy grave. Alfred puts his arm around the  
boy, holds him close.

270B BACK TO SCENE

BRUCE

But I can't can I?

ALFRED

No, my boy. I'm afraid none of us can.

271 INT. WAYNE MANOR GARAGE - NIGHT

The competition bike's headlight goes out.

272 WIDER

Barbara walks the bike stealthfully back into the garage.

273 A HAND touches her shoulder. Barbara moves fast, flipping the assailant over her shoulder in an expert judo move.

274 She spins to face...Dick. Floored in every sense of the word. Barbara's demeanor suddenly changes. All school girl politeness.

BARBARA

Oh. I'm so sorry. I'd just never seen anything like it. So massive. I took it out for a spin. I do so hope I didn't inconvenience you.

(off his look)

Ah yes, the outfit. For a...costume party. Just trying it out. One never knows how leather will wear.

(helping him up)

Judo lessons at school, you know. All the rage, really. I suppose they've taken better than I thought. Again, my greatest of pardons.

She's gone before Dick has a chance to speak. he stares after her. All is not as it seems in Wayne Manor.

275 EXT. ARKHAM ASYLUM - NIGHT

Moonlight illuminates the familiar castle out of nightmare.

276 INT. ARKHAM ASYLUM CORRIDOR

Several ARMED GUARDS are rolling a giant sub-zero refrigerator on a gurney, the door chained and padlocked shut. Freeze is jammed inside, face visible through the torn off freezer compartment door.

HEAD GUARD

You're the common cold. And we're the cure. Welcome home, frost face.

FREEZE

Allow me to break the ice. My name is Freeze. Learn it well for it is the chilling sound of your doom.

277 INT. ARKHAM ASYLUM - FREEZE'S CELL - NIGHT

Glowing rings on the floor and ceiling project a shimmering column of snowing cold within the center of the room.

Two GUARDS dump a suitless Freeze out of his frigidaire prison onto the floor, begin dragging him into the cold field.

278 Freeze throws off the Guards in a sudden fury, SMASHING one in the head with closed fists, kicking the other in the face.

279 He rushes for the door. Mistake. As his body passes out of the hypothermic field, he tumbles to his knees, his skin turning gray as he begins to wither and die.

GUARD (OVER)

Look at him stew. How do you like your bad guy, medium or well done?

280 The Guards stand over him, Laughing as he crawls back over the filed threshold. His color begin to return to normal.

GUARD #2

Get used to it. You're gonna be here a very long time.

Freeze looks up at the Guard who stands now at the wall sink, washing his hands. A beat. Then Freeze smiles.

FREEZE

I'm afraid not. You see the means of my liberation is in your hands. Sadly, you will not live to see it.

281 EXT. GOTHAM ALLEY - NIGHT

The entrance to an abandoned Turkish bath-house. Ivy and Bane approach a boarded-up portal.

IVY

Batface and Birdbrain turned out to be more resistant to my love dust than expected. No matter, I'll give them a stronger dose. Next time, they'll literally be dying for me.

282 Bane SMASHES through the wooden boards with joined fists, two by fours splintering like balsa. They disappear inside.

283 INT. BLOSSOM STREET TURKISH BATHS - NIGHT

Abandoned. Mid-eastern furniture crumbles. Slaves and sycophants cover the walls, weeping color.

IVY

A fixer-upper, yes. But with a certain homey charm.

That's when the shadows in the cave begin to move. One slips across the doorway. More appear on all sides, encroaching.

IVY

Ah, a minus. Current tenants.

One figure steps into a column of moonlight. Pale. The toughest of urban predators. These are a gang of punks called the GOLUMS.

GOLUM

Hello, pretty.

IVY

Hello yourself. I love this place. I hope it's priced to sell.

GOLUM

We love you. You look good enough to eat.

IVY

Oh, that I am. Come and get me. If you can.

The Golums close in. IVY SLAMS the activation stud on Bane's chest.

284 BANE - CLOSE. Venom is pumped from his backpack through the tubes on his back into his skull.

285 The Golums attack. But Bane hurls them off like animals. Kick and beats them, tossing them into walls, until the survivors race away.

IVY

For the strong, silent type, you are most persuasive. Let's redecorate.  
(crossing the baths)  
First, the light is all wrong.

286 Bane rips a hanging board from the ceiling, the old wooden planks tumbling to the floor, sudden moonlight streaming in from above.

IVY

Also, what is this floor?

287 Bane stomps the floor, now revealing the dirt beneath.

IVY

Au natural. Still, I've always hankered for something on the water.

288 Bane SMASHES a water main with his foot, irrigating the soil.

IVY

Now a little color. It took God seven days to create paradise.

Ivy withdraws a handful of tiny seeds from Bane's satchel.

IVY

Let's see if I can do better.

289 Ivy drops the tiny plants on the ground. They begin to sprout into vines that spawn fast-budding flowers.

Ivy lifts the Welcome to Gotham Bauble in her hand.

IVY

Bane, I've found a fellow who strikes my fancy. A cool customer, yes. Icy demeanor, no question. But I detect a certain ruthless charm I may be able to use to my advantage.

(off the dead thugs)

290 INT. WAYNE MANOR - LIVING ROOM - NIGHT

Candlelit. A table set for two. Alfred fills Bruce's wine goblet, walks away. His forehead beads with sweat. A man hiding pain.

291 BRUCE - POV. Across the table sits Ivy. She licks her lips.

IVY

Bruce?

Bruce blinks. Looks again. Not Ivy at all but Julie.

JULIE

You're not even listening to me.

BRUCE

What? I'm sorry. You were saying...

JULIE

We've been going out over a year now and...Okay, here goes. Bruce, I want to spend my life with you.

Ivy saunters up behind Bruce, runs her hands down his chest. Bruce rises, shaking off the vision. Goes over to Julie.

BRUCE

Julie, I'm not the marrying kind. There are things about me you wouldn't understand.

JULIE

I know you're a dedicated bachelor. That you've had a your wild nights.

BRUCE

Wild doesn't exactly cover it.

JULIE

But there's nothing you've done  
under the cover of darkness I  
couldn't learn to understand.

BRUCE

I wouldn't bet on that.

JULIE

I'm betting on you. You'll make  
someone a good husband one day.  
But I can't wait around forever.  
Don't answer now. Just think it  
over.

(leaning close)

Here's some food for thought.

They kiss passionately. Bruce opens his eyes. He's kissing  
Ivy. He recoils. But it's only Julie before him, looking  
up, puzzled.

JULIE

Who's Ivy?

BRUCE

What?

JULIE

You just called me Ivy. Who's Ivy?

BRUCE

I wish I knew.

292 INT. BATCAVE - ROBIN'S COSTUME VAULT - NIGHT

(OVER) loud MUSIC. Various magazine covers of Robin. Dick  
is at his computer terminal, staring at a monitor.

293 MONITOR - CLOSE. A newsphoto of the flower ball  
survivors.

DICK

Enhance detail, 14 to 19.

A corner of the screen is highlighted, the IMAGE expands.  
IVY.

DICK

Who are you?

(OVER) an ALARM SOUNDS. The screen suddenly changes to an  
IMAGE of Barbara climbing out of her window, rappelling down  
an exterior wall.

COMPUTER

Alert! Unauthorized motion within  
specified parameters.

DICK

Got ya!

Dick is up fast, heading for the door.

295 INT. WAYNE MANOR GARAGE - NIGHT - MINUTES LATER

Barbara has donned her leathers once again. She mounts the competition bike. Kick-starts the ENGINE, peeling out into the night.

Dick rolls another racer out of hiding in the shadows. Pulls on his racking helmet. He kicks his ENGINE and starts after her.

296 EXT. GOTHAM ALLEY - NIGHT

Groups of motorcycle gangs have gathered. Each is represented by a single racer. Leather clad. Costumed. Dyed hair. Pierced faces. Boys and girls for whom speed is a drug, the streets their home.

Barbara pulls up her bike. A rider (BANKER) looks her up and down.

BARBARA

What's the entry fee?

BANKER

Two-fifty.

Barbara nods, hands the cash. Another biker (SPIKE) steps forward.

SPIKE

You got a handle?

BARBARA

Folks call me Three-Jump.

SPIKE

You're the babe won the tunnel run two nights ago. That was trike racing. This is the big time. Maybe you should ride my hog instead.

Barbara smiles.

BARBARA

How about a side bet?

As Spike and Barbara move in line beside the other racers, another helmeted racer emerges from the shadows to pay his entry fee. His face hidden by his helmet, Barbara can't see that it's Dick.

The racers, all helmeted, are in their starting positions.

Engines are REVVED. Banker raises a pistol in the air and FIRES.

298 Bikers SHOOT into the street. Some go over the tops of  
299 cars, others across the tops of stoops. Barbara watches as a  
biker beside her careens into an EXPLODING pile of trash cans.

300 Two bikers are going neck and neck towards a racing  
301 truck. They split at the last instant, fly up off parked  
302 cars, then hit the ground, one SPINNING OUT, the other  
taking a position at the front of the pack.

303 Barbara, Spike, two others hold the lead, leaving the  
rest in the dust. One of the bikers hits an oil skid,  
flies into a FIREBALL.

304 THE FINISH LINE is a series of flashing yellow warning  
beacons atop the incomplete construction of a draw-bridge  
in the near distance.

The race is down to three, Barbara, Spike and a third  
biker, all racing now onto the bridge, riveted steel  
beneath their wheels.

305 THE FINISH LINE is coming up fast, and just beyond the  
line of flashing cones, an abyss separating the two as yet  
unconnected sides of the bridge. The trick is to cross the  
finish line first, but not so fast you can't brake before  
going over the edge into the water below.

306 Spike is trying to keep up. But he's coming up on the  
finish line too fast for his taste.

SPIKE

Crazy broad.

307 He hits his BRAKES, slowing, falling out of position.  
Barbara looks across to see the racer on the other side.  
Barbara can't see his face, but it's Dick.

308 The finish line is coming up fast. Instead of braking,  
both GUN their ENGINES.

309 THE FINISH LINE - CLOSE. Barbara flies over the line,  
Dick a hair behind her, and then both shoot over the edge  
of the unfinished bridge, into the air, soaring high above  
the abyss.

310 Dick's front wheel hits the metal roadway on the other  
side of the gap, spinning rubber catching steel.

311 Barbara's front wheel hits the edge badly, rolling  
backward.

312 Dick spins over his shoulder, sees what's happening.  
Barbara's bike is losing purchase, slipping backwards  
over the edge.

313 Dick ditches his still moving bike and helmet, rolling off on tucked shoulder, leaping towards the edge as Barbara's bike finally slips, she and her hog tumbling downwards into the abyss.

314 Dick's jump sends him over the edge, hands extended, feet catching the lip of the bridge, hand grabbing Barbara's ankle, her bike plummeting beneath her as her helmet falls into the water below.

315 Dick hangs by one foot, holding a dangling Barbara by her ankle.

DICK

So, this is where you hang out.

316 EXT. GOTHAM BRIDGE - NIGHT

Barbara stands in the b.g. receiving her winnings from Banker and Spike. Dick rights his bike as she approaches.

BARBARA

I could have made it, you know. I didn't need your help.

DICK

Whatever you say, lady. It's all in a day's work for me.

Barbara tries to hand Dick her winnings.

BARBARA

This is to replace the bike I lost. I'll get you the rest.

DICK

Keep it.

BARBARA

Of course, Dick Grayson, ward of the fabulously wealthy Bruce Wayne. Why would you need a few hundred dollars?

DICK

Hey, what's your problem?

BARBARA

I guess, the truth is I'm just not comfortable with the idle rich. Even when they try to act like heroes.

Dick pats the back of his seat.

DICK

Well you better get comfortable real

fast, sister. Cause we've only got  
one bike and it's a long walk home.

319 INT. WAYNE MANOR - GARAGE

Dick and Barbara dismount.

BARBARA

I started racing after my parents  
died. There was something about the  
speed, the danger, that took me out  
of myself, that made the hurt  
go away. You wouldn't understand.

DICK

You'd be surprised.

BARBARA

Street racing isn't exactly an  
acceptable major at Oxbridge. They  
kicked me out. it doesn't matter.  
I've won enough money to do what  
I've always dreamed.

DICK

Just don't tell me you're hoping to  
run away and join the circus.

They head towards the entrance to the house.

BARBARA

Alfred has supported me my whole  
life. Now I'm going to pay him back.  
I'm going to liberate him from his  
dismal life of servitude.

DICK

What are you talking about?

BARBARA

Servants, Masters, it's ridiculous.  
Alfred is the sweetest, most noble  
man alive and he's subjugated all  
his life and dreams to someone else.

320 INT. WAYNE MANOR - FOYER - WALKING - CONTINUOUS

DICK

Alfred and Bruce are like family.

BARBARA

Paying someone to prepare your  
meals and do your laundry and  
clean your dishes, you call that  
family?

DICK

Alfred's happy here.

BARBARA

Happy.

(a beat)

You honestly don't know, do you?  
You can't even see what's in  
front of your own eyes.

They've reached the main stair. Dick stares at her  
puzzled.

BARBARA

Look at his skin. At how he's hiding  
the pain all the time. Can't you see  
it? Alfred's sick.

And with that, Barbara disappears upstairs. Dick stares  
after her.

BRUCE (OVER)

Alfred's not sick.

Bruce steps from the shadows. Sits now at the foot of the  
steps.

BRUCE

He's dying. And I can't deal with it.

DICK

But he's never said a word-

BRUCE

You know Alfred. He'd never say  
Anything. But I can tell. Until  
you came along, Alfred was the  
only family I ever had. Without  
him, I don't know how I would  
have survived. He saved my life,  
Dick. And I've never told him.

DICK

Talk to him, Bruce. There's nothing  
worse than losing someone without  
telling them how you feel.

BRUCE

I'm scared, Dick. Maybe for the  
first time in my life. I'm really  
scared.

321 INT. ARCKHAM ASYLUM - FREEZE'S CELL - NIGHT

Freeze stands within the anti-thermic field, crafting a  
tiny ice sculpture of his wife. He lifts the miniature  
gearworks from an alarm clock, places the ice sculpture  
atop of it, the statuette beginning to turn. He covers the

figure with a drinking glass.

GUARD(OVER)  
Hey Icehead, you got a visitor.

322 WIDER

A GUARD stands by the door.

GUARD  
Your sister's here to see you.

323 FREEZE - CLOSE. Puzzled.

FREEZE  
(to himself)  
Sister?

The Second Guard ENTERS, followed by a woman in a cloak.  
None other than Poison Ivy.

324 INT. ARKHAM LOCK-UP - NIGHT

A tiny basement room with a single barred window where  
prisoner's effects are kept. Mannequins display familiar  
costumes, Joker's, Riddler's, Freeze's.

325 A GUARD sits against the wall, watching TV. Suddenly two  
fists SMASH through the cement wall and grab the chair,  
wrenching the seated Guard through the wall in a storm of  
dust.

Bane ENTERS, walks to Freeze's suit.

326 INT. FREEZE'S CELL

The two Guards stand by the console as the door seals  
behind Pam.

GUARD  
Don't mind us, ma'am. You can converse  
freely.

But Pam isn't interested in Freeze, instead walks to the  
Guards.

PAMELA  
Oh, I don't mind you at all.

Pam begins a saunter around the room, shedding her cloak  
to reveal her skintight Ivy costume.

PAMELA  
You're not that attractive. Pretty  
average I'd say. But your fantasies  
aren't average, are they?

327 INT. ARKHAM HALLWAY - HALLWAY

(OVER) ALARMS. Bane, rolling Freeze's suit in a shopping cart, barrels down the hallway, KNOCKING Guards and Doctors into walls.

328 INT. FREEZE'S CELL

Pam's saunter has brought her back to the two mesmerized Guards.

IVY

Men. The most absurd of all God's creatures. We give you life and we can take it back just as easily.

She holds one Guard's chin in each hand. Leans in to kiss them.

IVY

What if I told you one kiss from me would kill you?

GUARD

Right

GUARD #2

Whatever.

IVY

I really am to die for.

She kisses first one, then the other. They CHOKE, fall. Dead.

FREEZE

Impressive

IVY

Well, I, my most unabominable snowman, have been impressed by you. In fact I propose a pairing. So I'm here to set you free.

FREEZE

An enticing offer. But what does the lady want in return?

IVY

Let's cool it for now. There's someone I want you to meet.

330 Ivy presses a button and the door slides open. Bane runs in, wheeling Freeze's suit. Ivy seals the door behind him.

FREEZE

Ah, a laundry service that delivers.

Bane rolls the cart across the cryonic field. Freeze begins to dress.

IVY

I love that belt. What are you,  
about a fifty Big and Tall?

FREEZE

I always go a size smaller. Makes  
me look slimmer.

331 FREEZE - POV. His watch like status display shows his  
power supply. Dangerously low. Auxiliary Power Only.

Freeze opens his sleeve compartments. Empty.

FREEZE

They've confiscated my generator  
diamonds. I'm running on empty.

332 (OVER) the SHOUTS of approaching Guards. The flame of a  
laser torch begins to cut around the side of the front  
door.

333/ IVY hits the Venom pump. Bane lifts his fists and tries  
334 to SHASH the far wall. It doesn't break.

IVY

Not good.

335 (OVER) the SHOUTS of more Guards coming down the hall.  
Freeze reaches for his holster. Empty.

FREEZE

No gun. How disarming.

IVY

I wonder if I can get a cell with  
a view of the gardens?

FREEZE

Dear daisy, don't despair.

336 Freeze walks to a sink set into the cell wall. He turns  
on the water. Freeze cracks his gauntlet seal, cryo-gas  
HISSING out.

FREEZE

Always winterize your pipes.

337 Freeze aims the gas jet at the spigot. PIPES around the  
room begin to freeze, bulging with the cold, frozen water  
within them splitting metal, rushing towards, CRACKING,  
the stone wall.

338 EXT. ARKHAM ASYLUM - NIGHT

The wall of Freeze's turreted isolation tower begins to CRACK.

339 INT. ARKHAM ASYLUM - FREEZE'S CELL

The wall has split apart, revealing the night beyond. Bane, Ivy, and Freeze look down at the rushing river far below.

IVY

I hate heights.

340 The cell door flies off its hinges.

FREEZE

You'll hate prison more.

The three villains jump.

341 EXT. ARKHAM ASYLUM - NIGHT

Three tiny figures plummet towards the fast rushing waters below.

342 INT. WAYNE MANOR - NIGHT - WALKING

Bruce walks with Alfred through the old house, shutting out lights.

BRUCE

Are you well, old friend?

Alfred stops, stares into his charge's eyes, then turns away.

ALFRED

I am as well as can be expected.

BRUCE

Alfred, I know you're sick -- I can get you the best doctors.

ALFRED

I've seen the best doctors--! A gentleman does not discuss his health. It's not civilized. I hope I've taught you at least that much, young man.

Bruce bites back a bitter smile. He knows better than to push him when he's like this.

BRUCE

Have you ever regretted your life working here, Alfred?

ALFRED

Attending to heroes? No sir. My  
Only regret is that I was never  
able to be out there with you.

BRUCE

Not all heroes wear masks.

Alfred smiles.

BRUCE

Alfred, if I've never told you...I  
just want to say...

ALFRED

Yes?

Bruce looks away, fighting tears, unable to say the words.

342A BRUCE - POV. Out the window, a young Bruce plays hide  
and seek with Alfred, the old Butler gone behind a hedge,  
then back again.

342B BACK TO SCENE

DICK

(running in)

Freeze has escaped.

OUT THE WINDOW. The Batsignal shines in the night sky.

343 INT. LIMO - NIGHT

Filled with flowers. Bane sits at the wheel, Ivy and Freeze  
in back, watching the Snowy Cones Ice Cream Factory,  
surrounded now by a police perimeter.

FREEZE

My reserves are exhausted. I must  
have the gems that power my suit.

IVY

You are looking unseasonably hot.  
Let's go inside and grab your rocks.

The Batmobile SCREECHES up. Batman and Robin race inside.

FREEZE

In my weakened state I am no match  
for the bat and the bird.

IVY

You leave Batman and Robin to me.

Freeze looks skeptical. Ivy smiles seductively.

IVY

Trust me. Vegetable magnetism.

FREEZE

Fine. While I retrieve my diamonds,  
you and meatloaf will bring my wife  
to your lair. She's frozen in -

IVY

Hold it. You never said anything  
about a wife, frozen or otherwise-

Freeze moves fast, grabbing her neck, SMASHING her against  
the seat back. Bane moves in but Ivy SHOOS him off with a  
gesture.

FREEZE

You will rescue my wife

IVY

OK, OK. Ms. Ivy to the rescue. Now  
where do I find your brittle bride?

346 INT. FREEZE'S LAIR

Police tagged and tapped. Batman and Robin examine  
Freeze's lab. Commissioner Gordon ENTERS, drops a video  
disk in a console player.

GORDON

There's no sign he came back here  
after the escape. We pulled this  
off the surveillance cameras at  
Arkham.

346A MONITOR - CLOSE. The three villains daring aerial escape.  
Batman hits a switch. The image of Ivy fills the screen.

ROBIN

She's definitely part of this. It's  
weird, for a while Ivy was all I  
could think about. But then...

BATMAN

I know. The feeling just vanished.

ROBIN

I can't believe we were fighting  
over a bad guy.

BATMAN

Bad, yes. Guy, no. This is one  
majorly beautiful evil person.

ROBIN

I'm totally over her. Positively.

BATMAN

Me too. Great stems, though.

ROBIN

Umm-hmmmm.

BATMAN

Definitely.

Batman has gone to the walk-in freezer. Examines a wall of food. He lifts a frozen oriental dinner. The secret vault swings open.

ROBIN

How did you...?

BATMAN

(off the box)

Open Sesame...Chicken.

346B INT. FREEZE'S VAULT

Batman and Robin ENTER, examine Nora Fries in her sarcophagus.

BATMAN

She's still alive. He's adapted his freezing technology to reverse McGregor's Syndrome.

(off a scrolling monitor)

He's even found a cure for the early stages of the disease.

ROBIN

Can he save her?

BATMAN

No. Her case is too advanced. But maybe, someday, with more research-

346B FAIRY-LIKE SPIRALS begin winding through the room. Batman and Robin, both dazed, follow the dust through a snaking passage, wrench open two service doors TO REVEAL...

346C INT. SNOWY CONES FACTORY - INDUSTRIAL BASEMENT

Bane stands atop a staircase overlooking an industrial basement crisscrossed by catwalks above giant mixing vats and conveyer belts. He hits a switch, the machinery WHIRRING to life.

BATMAN

No beauty...

ROBIN

Just the beast.

BATMAN rushes the monster. Bane SIDESWIPES him, sending him

flying off the stairs towards the basement below.

Robin uses Batman's distraction to SMASH into Bane's chest.  
Robin bounces off, landing hard atop the landing.

ROBIN

Ouch.

(standing)

Anymore at home like you?

The two begin to fight atop the stairs.

346D INT. SNOWY CONES ICE CREAM FACTORY

The front doors BLOW open. Gordon and the Cops stare up  
to face Mr. Freeze, standing atop the steps.

FREEZE

I hate uninvited guests.

The Cops race up the stairs towards Freeze. He pulls a lever  
marked COOLANT GAS. VENTS around the room begin to HISS blue  
freezing gas.

346E INT. SNOWY CONES INDUSTRIAL BASEMENT

Batman has landed in a giant ice cream mixer. He rolls clear  
of the giant stirring arm, flipping out of the vat to face...  
Poison Ivy. She smiles, blows a handful of dust into his face.

IVY

I must confess, the combination of  
heroic daring-do and an anatomically  
correct rubber suit puts fire in a  
girl's...lips.

She leans in to kiss him. Batman stares a beat, shakes it  
off.

BATMAN

Why do all the gorgeous ones have to  
be homicidal maniacs? Is it me?

346F BATMAN - POV. Bane is spinning Robin over his head.  
Batman races up the steps towards his partner.

346G INT. SNOWY CONES FACTORY

The Cops are fighting through the HISSING coolant gas  
towards Freeze at the top of the stairs. Freeze reaches  
for another lever.

FREEZE

Why don't you boys slip into  
something more comfortable?

346H THE ICY STPES - CLOSE. SNAP into a steep, curving ramp.

Freeze PUNCHES the lead Cop backwards into his shivering cohorts, the police tumbling in a slipping pile down to the floor below.

346I INT. INDUSTRIAL BASEMENT - TOP OF STAIRS

Bane hurls Robin down the steps. Batman SMASHES into Bane, both falling off the platform, taking their fight to a catwalk below.

346J INT. BASEMENT FLOOR

Robin stands, behind him a giant miller's wheel carries planks of wood through a chopper and back up as pallets of popsicle sticks.

IVY (OVER)

Her pretty birdie.

Robin spins to face Ivy. She blows a pile of dust into his face. She begins advancing, backing him towards the chopper blades.

ROBIN

Give it up. If you threw yourself-

IVY

(leaning in)

At you? Polly want a kiss?

She leans in, lips pursed.

346K ON THE CATWALK OVERHEAD Bane's mighty BLOWS back Batman towards the edge of the catwalk.

Robin looks from Ivy to Batman, grabs a strut on the miller's wheel, the giant cog lifting him up towards the catwalk and his partner.

IVY

I must be losing my touch.

346L INT. SNOWY CONES FACTORY

Freeze is striding through the mists towards his diamond vault. More Cops rush him from the HISSING gas.

FREEZE moves like lightning, WHIPPING billy clubs from the holsters of two police, using them like disconnected nunchucks, KNOCKING the cops unconscious in a flurry of SLAMS and JABS.

FREEZE

Stick around.

A COP hits the wall. Beside him a button reads; EMERGENCY HEAT. He SLAMS the stud, filaments coming to life, the room glowing red.

Freeze's watch begins to flash. No power.

346M INT. CATWALK

Bane kicks Batman off the end of the catwalk as Robin leaps onto the villain. Robin and Bane begin fighting again.

346N INT. CONVEYOR BELT

Batman lands on his back on a moving belt that is feeding ancient tubs of ice cream into a clown shaped flash freezer. Ivy jumps atop the caped crusader, their faces close.

IVY

You bring out the animal in me.

BATMAN

I should have brought my leash.

IVY

Enough sweet talk.

With that Ivy blows another handful of dust into Batman's face. Ivy licks her lips. Leans in for a kiss.

At the last second, Batman averts his face, wrenching Ivy to the floor just ahead of the clown's freezing maw.

BATMAN

(mustering all his will)

You're going to jail.

IVY

I'm a lover not a fighter. That's why every Poison Ivy action figure comes complete with...him.

BANE stands atop a giant storage vat, a dazed Robin hanging in his hand. Bane tosses the boy aside, slide, feet first, down a conveyer belt and double fists Batman, CRASHING, into the wall.

IVY

I'm off to find Bachelor Number Two.  
Try not to make a mess when you die.

346O INT. SNOWY CONES ICE CREAM FACTORY

The room is growing even hotter. Freeze stagger towards his diamond vault, his flesh turning ray.

With his last strength, Freeze wrenches open his safe, filling his sleeve power compartments with diamonds, his color returning.

FREEZE

Ahh. Chilled to perfection.

Freeze hits his watch, the villain now suddenly encased in ice.

346P WIDER

The Cops are warming back into action, draw guns, FIRE, bullets bouncing off Freeze's armor of ice, ricocheting into the walls.

FREEZE

Superman, eat your heart out.

Freeze starts towards his weapons locker.

346Q INT. INDUSTRIAL BASEMENT

Bane SMASHES Batman into the wall. Advances. At the last second, Batman FIRES a Batclub, HITTING Bane in the head stunning him.

346R BATMAN - POV. Ivy is closing in on Robin.

346S INT. SNOWY CONES ICE CREAM FACTORY

The Cops rush Freeze. The villain whips a small icing jewel from his weapons locker, the floor GLOWS, suddenly covered with ice.

The Cops begin slipping on the glassy floor in classic Keystone style, ending up sprawled on their backs.

Freeze stands, pulsing with power, this icing cannon now under one arm. He lifts his pistol in his free hand. Points at the police.

FREEZE

All right coppers, Freeze.

He FIRES.

346T INT. INDUSTRIAL BASEMENT

Ivy has Robin up against a giant vat.

IVY

Stop living in the shadow of the big bad bat. You don't need him.

(blows more dust)

You deserve your own legend. Your own bright shining signal in the sky. Let me guide you. Let me...

(touches his face)

...Touch you. Kiss you.

He can't resist, about to kiss her. A tiny batarang hits

his cheek.

BATMAN

Remember the victim at the airport.  
Toxins introduced through the mouth.

ROBIN

What are you talking about?

BATMAN

Why is she so desperate to kiss us?  
I'm betting her lips are poison.

ROBIN

A poison kiss? You have some real  
issues with women, you know that?

(advancing)

You just couldn't stand that she  
was about to kiss me.

(shoves him)

Couldn't stand that something might  
be mine and not yours. Could you?!

Robin shoves him harder still. In frustration, Batman  
delivers a fantastic roundhouse, sending Robin SMASHING  
into a wall.

BATMAN

Damn.

Batman tries to help Robin up. Robin shrugs him off, stands.

ROBIN

Ivy's right. I don't need you. I'm  
going solo. I want my own signal  
in the sky.

Batman looks around. Ivy and Bane are gone.

GORDON

(arriving)

What happened? How'd they get away?

But the caped crusader doesn't have an answer.

347 INT. FREEZE'S HIDDEN CHAMBER

Ivy enters through the snaking passage. She turns to face  
Freeze's wife, still in her frozen sarcophagus.

IVY

So sorry, Ms. Fridigaire. I'm just  
not good with competition.

Ivy pulls the main power switch. Status lights flash red.

350 INT. BLOSSOM STREET TURKISH BATHS - DAWN

Transformed. Sunlight streams in through the broken ceiling. The ground thrives, now a rich garden.

351 IVY ENTERS, strolls through the gardens into a small  
352 ante-room where Freeze sits over his freezing engine,  
having ZAPPED the walls with his pistol, the room now  
a world of ice.

IVY  
Make yourself right at home.

FREEZE  
Where is my wife?

IVY  
There was nothing I could do. Batman  
deactivated her. She's dead.

FREEZE  
You lie!

353 Freeze lunges for Ivy. Bane steps between them. Mistake.  
Freeze hurls him across the room. Ivy stills Bane with a  
gesture.

IVY  
I'm sorry.

Ivy reaches up, holding the snowflake necklace between her  
and the looming Freeze. Freeze stops, takes the chain in  
his hand.

FREEZE  
Their bones will turn to ice. Their  
blood will freeze in my hands.

IVY  
Kill them. Of course. But why stop  
there? Why should only Batman and  
Robin die while the society that  
created them goes unpunished?

Ivy lifts the frozen Gotham bauble off the iced table.  
Turns it over in her hand absentmindedly. Freeze stares at  
her.

FREEZE  
Yes. I shall replay the world  
for sentencing me to a life without  
the warmth of human comfort. I will  
blanket the city in endless winter.  
First Gotham and then the world.

IVY  
Just what I had in mind. Everything  
dead on Earth except us. A chance

for mother nature to start again.  
(she lifts a flower)  
Plants and flowers are the oldest  
species on the planet yet they are  
defenseless against man. Sorry hon,  
this is for science.  
(she crushes the flower)  
Behold the dawn of a new age.

From a canisters labeled PROJECT GILGAMESH, Ivy removes a  
savage, other-worldly plant with HISSING fangs.

IVY

I have created a race of plants  
with the strength of the deadliest  
animals. Once you have frozen  
mankind, my mutants will overrun  
the globe. The Earth will become  
a brave new world of only plants.  
And we shall rule them. For we  
will be the only two people left  
in the world.

FREEZE

Adam and Evil.

Freeze lifts the Gotham bauble, holds it on his palm, his  
gauntlet glowing blue, tiny Gotham freezing. He CRUSHES the  
city.

FREEZE

You will distract the bat and bird  
while I prepare to freeze Gotham.

IVY

Can't we just ice them along with  
the rest of the citizenry?

FREEZE

That is far too merciful. Batman  
will watch his beloved Gotham perish,  
then I will kill him.

IVY

As a team, the duncely duo protect  
each other. But the Robin is young.  
Impetuous. If I could get him alone-

FREEZE

One kiss and you could lift the mask  
from his lifeless face. Their secret  
identities would be revealed. But  
how best to bait a brid?

IVY

The way to a boy's heart is through  
his ego. What strapping young hero

could resist his very own...signal?

FREEZE

Inspired, Ms. Ivy.

IVY

I'm hungry. I think I'll have poultry.

393A INT. WAYNE MANOR - UPSTAIRS HALLWAY \_ EVENING

Barbara and Dick stand talking to a DOCTOR.

DOCTOR

It's Stage One of McGregor's Syndrome.  
I'm sorry. All we can do is make him  
comfortable.

PUSH IN through a partially open door in the b.g...

394 INT. WAYNE MANOR - ALFRED'S ROOM - EVENING

Alfred lays on his bed. Bruce in black tie, kneels beside  
him.

BRUCE

I've spent my whole life trying to  
beat back death. What good are all  
my heroics now if I can't save you?

ALFRED

Everyone dies, Master Bruce. There's  
no defeat in that. Victory comes in  
fighting for what we know is right  
while we still live.

394A Bruce looks past Alfred. There in the adjacent suite, a  
young Alfred finishes reading to a young Bruce. Shuts out  
the light.

394B BACK TO SCENE

BRUCE

I love you, old man.

ALFRED

Remember this. And remember it  
always. I'm proud of you. And  
I love you too, son.

They embrace.

395 INT. WAYNE MANOR - FOYER

(OVER) the doorbell is RINGING. Dick follows Bruce  
downstairs, the billionaire donning his coat.

DICK

McGregor's Syndrome. That's what Freeze's wife had.

BRUCE

Yes. But Alfred's condition is less severe. Freeze's research says he cured a case like Alfred's. It just doesn't say how.

DICK

I checked the medical database. No one else is even close.

BRUCE

I'm late for the dedication. Then I go after Freeze and Ivy. Alone.

DICK

Like hell you do.

BRUCE

Dick, don't push me right now.

DICK

Or what? No one can capture Ivy but the big bad Bat. Crap! You just want her for yourself. Don't you? Answer me, damn it!

BRUCE

Yes! Yes, I want her so badly I can taste it. That's the whole point. Look at us. Orphans. Isolated. Obsessed to the exclusion of life, love, family. We're perfect targets. She's done something to us, got us fighting over her somehow.

DICK

Hail the all-knowing Bruce Wayne. Here's what I know, she loves me, Not you and it's driving you crazy. It's why you stopped us from kissing. Because if you can't have her, nobody can.

BRUCE

She's clouded your mind. You're not thinking straight.

DICK

Oh but I am. For the first time in a long time. I'm through living in your shadow. All that ends right now.

395A Dick walks away. Bruce stares after him. (OVER) The bell RINGS again. The front door swings open, Julie ENTERS. A

limo sits out front.

JULIE

I've been ringing forever. Where's Alfred?

But Bruce doesn't answer.

395B INT. WAYNE MANOR - ALFRED'S QUARTERS - NIGHT

Barbara stands over the old man.

BARBARA

I'm sorry. I was too late.

ALFRED

Too late for what, dear child?

BARBARA

I came to give you your freedom,  
a chance to live the life you choose.  
The same gift you gave me.

ALFRED

I have been part of the greatest  
adventure ever know. I have found  
purpose here, and the family I  
could never have.

Alfred smiles, is hit by a sudden wave of pain.

ALFRED

You must do something for me.

Alfred takes her hand, puts an envelope in her grasp.

ALFRED

Find my brother Wilfred. Give him  
This. I have duties he must fulfill  
in my stead. Only family can be  
trusted.

BARBARA

What is it?

ALFRED

It is the hearts of two good men  
whom I have had the honor of  
calling son. Take it, child. But  
I implore you, never open it.  
(he touches her cheek)  
You look so like your mother.

And with that his eyes close.

BARBARA

Uncle Alfred?

400 INT. GOTHAM OBSERVATORY - NIGHT

A black tie gala celebrating the telescope unveiling. PAMELA ISLEY stands in the center of the room. Alone. Her drab outfit and demeanor make her anything but a conversation magnet. Bruce and Julie ENTER, smiling through the storm of FLASHBULBS, and the crowd of PRESS, being greeting guests. Commissioner Gordon steps away, reaches for champagne off a try.

VOICE (OVER)

I've always wondered, where does  
that big old bat light come from?

Pamela stands before Gordon. She flips open a compact, blows a pile of love dust, the tiny swirl catching the cop in the face, a bit more hitting Bruce who stands behind the Commissioner.

GORDON - CLOSE. Stunned. And suddenly in love.

GORDON

(stammering)

It's on top of police headquarters.

Pam takes Gordon's arm, leads him like a puppy into an alcove.

PAMELA

I'd just love to see it. But you  
probably don't have access.

GORDON

Why, I'm Commissioner of Police.

(patting his pocket)

I have the keys right here.

401 BRUCE, still standing with Julie, amidst the PRESS and WELL-WISHERS, seems suddenly distracted, begins looking around the room.

As if summoned by an inaudible call, Bruce peels away from a perplexed Julie, begins searching the crowd. A man on a quest.

PAM has Gordon against the alcove wall. Her fingers slip into his pocket.

PAMELA

On second thought, you're way too  
old for me.

She pushes a stunned Gordon away, spins, heads towards the door, tossing something in her hand. Gordon's keys.

402 A HAND grabs her. Pam spins to face Bruce Wayne.

BRUCE

Dr. Isley. it was like I could feel  
you in the room. You're...enchanted.  
Gorgeous. The most beautiful woman  
I've ever seen. If you're...um...  
free...this evening.

JULIE

(arriving)

Bruce? What are you doing?

PAMELA

I think he's asking me on a date, in  
an awkward, stammering sort of way.

JULIE

I've heard of commitment anxiety,  
but this is insane. You're not  
really propositioning another  
woman right in front of me.  
Are you?

BRUCE

Well, define 'propositioning'.

The PRESS has noticed the conflict, now surround Bruce,  
Julie and Pam.

JULIE

Make a choice, Bruce. Her or me.

BRUCE

Well...um...her.

JULIE

(crestfallen)

You were right. I get it. You're not  
the marrying kind. You've made your  
point. Goodbye Bruce Wayne.

PAMELA

Physical perfection, charm and  
wealth tossed over for a dowdy spinster.  
How do you explain your behavior?

BRUCE

(puzzled)

I can't. But perhaps tonight, over  
dinner...I've just had an opening.

PAMELA

Maybe your witless playboy persona  
works on every bimbo du jour but I  
am not the least bit titillated by  
your attentions. So back off or I'll  
have you in court quicker than you

can spell sexual harassment. Got me?

402A WIDER

Folks are staring. MURMUR to each other. Bruce is chagrined.

BRUCE

Does that mean dinner's a no?

Pam has already pushed past him, out the door.

BRUCE

It's just I sort of...kind of  
...love you.

403 INT. BLOSSOMS TREET TURKISH BATHS - FREEZE'S CHAMBER

Freeze stands, putting on his suit.

He SNAPS his fingers. A legion of Icemen step out of the swirling mists. Freeze lifts his freezing engine.

FREEZE

Bundle up boys. There's a storm  
coming.

Freeze and his battalion head into the night.

404 EXT. POLICE HQ - ROOF - NIGHT

A giant door swings open. Bane and Ivy emerge onto the roof.

IVY

Let there be light.

Bane walks to the dormant Batsignal, TEARS it from its shackles.

404A INT. WAYNE MANOR - BARBARA'S ROOM - NIGHT

Barbara ENTERS, lost in grief. She sits, turns Alfred's envelope over in her hand. A long beat. She withdraws a single, silver CD.

BARBARA

Only family can be trusted?

Barbara slides the disk into her computer.

COMPUTER

Access denied. Protected files.

BARBARA

Perhaps you didn't give me your  
genes. But you gave me your heart.

Barbara begins hacking the disk, trying to break the code.

406A INT.-WAYNE MANOR-HALLWAY-NIGHT

Bruce, still in his tux, ENTERS, sits at the main batcomputer console, distraught, starting in to the darkness of the cave.

407A A YOUNGER ALFRED stands with an ADOLESCENT BRUCE, working together over the original Batsuit prototype.

407B BRUCE - CLOSE. As the images dissipate to memory.

BRUCE

Alfred, old friend, I could use your help right now.

ALFRED (OVER)

Right here, sir.

408 Bruce spins, stunned. A monitor flickers into life. The words COMPUTER SIMULATION flash under an image of Alfred.

ALFRED

I anticipated a moment might arrive where I became...incapacitated. As such, I programmed my brain algorithms into the batcomputer and created a virtual simulation.

Bruce stares a beat. Then he smiles.

BRUCE

It's good to see you.

ALFRED

What seems to be the problem?

BRUCE

Women.

ALFRED

That, sir, does not compute.

BRUCE

First Ivy had an intoxicating effect on both Dick and me. Tonight my feelings spread to someone else.

ALFRED

Specify, please.

BRUCE

Pamela Isley. I was so attracted to her I couldn't reason clearly. I still can't. She used to work for

Wayne Enterprises. Find a file.

ALFRED

Coming on line now, sir.

A spinning Isley appears on the monitor.

BRUCE

What was her area of research?

Study and report titles scroll up the side of the image.

ALFRED

Advanced botany. DNA splicing.  
Recombinant animal plant patterns.  
Pheromone extractions.

BRUCE

Pheromones?

ALFRED

Glandular secretions from animals.  
Scents that create powerful  
emotions. Fear. Rage...

BRUCE

Passion. Of course. Find the photo  
of Ivy after the flower ball.

A spinning Ivy appears beside the spinning Isley.

BRUCE

Deconstruct and resolve.

Schematics of various features, finger and retina prints,  
height, weight, are highlighted and compared. All match.

BRUCE

Amazing what a good wig and contact  
lenses can do. And I thought Clark  
Kent got away with murder just  
wearing those glasses.

Suddenly ALERT panels start flashing. ALARMS SOUND.

BRUCE

What is it?

ALFRED

It appears, sir, that someone has  
stolen the batsignal.

408A INT. WAYNE MANOR - NIGHT

Barbara is still hacking away at the disk.

COMPUTER

Access code accepted.

BARBARA

This better be one hell of a  
secret.

She hits a key. a Pictures begin to reflect in the dark of  
her eye.

BARBARA

Oh my God.

409 EXT. GOTHAM STREET

Freeze's trucks SCREECH to a stop, Freeze and Bane at the  
helm.

FREEZE

No matter what they tell you, it's  
the size of your gun that counts.

410 PAN UP

The giant TELESCOPE of the Gotham Observatory aims into  
the night.

411 CAMERA CONTINUES UP to the heavens as the BATSIGNAL  
appears in the sky. Then something amazing happens. The  
familiar beacon turns blood red, the shape within changing  
from a bat to bird. THE ROBIN SIGNAL shines over Gotham.

412 INT. BATCAVE - NIGHT

THE ROBIN SIGNAL glows on the central monitor.

WIDER

Bruce stands in civvies talking to Dick who is suiting up.

DICK

That's no batlight, it's a birdcall.

BRUCE

Her name is Pamela Isley. I saw  
her talking to Gordon. She must  
have stolen his keys, altered  
the signal-

DICK

And she did it all for me. For love.

BRUCE

She's infected us with some kind of  
pheromone extract-

DICK

Is that it, Bruce? I'm under some

magic spell?

BRUCE

She wants to kill you.

DICK

You'd say anything to keep me away from her. To keep her for yourself.

BRUCE

You once said to me that being part of a team means trusting your partner. That sometimes counting on someone else is the only way to win. DO you remember?

Dick doesn't answer.

BRUCE

You weren't just talking about being partners. You were talking about being a family. Well, part of our family is dying. I'm not going to lose everyone I've ever loved. So I'm asking you now, friend, partner, brother - will you trust me?

416 INT. OBSERVATORY - TOWER PLATFORM

The Scientist and his Associate stand amidst the debris from the party, testing the telescope. (OVER) A TREMENDOUS SMASHING.

ON THE FLOOR BELOW Freeze and Bane Enter.

FREEZE

Hi. Sorry about the door. Is the party over?

BANE begins pulling charges from his satchel and setting them around the room.

SCIENTIST

Who the hell is this nutball?

417 Freeze points up, FIRES a cryonic BLAST at him, turning him to ice.

FREEZE

That's Mr. Nutball to you. Half a set of bookends.

(to the Associate)

You. Go like this.

Freeze pantomimes the Scientist's frozen expression of terror for the Associate. The Associate, terrified, imitates Freeze's move.

FREEZE

No. move your hands up. Higher.  
Now a hint more fear. Excellent.

418 Freeze fires another BLAST, freezing the Associate in the same position as the Scientist.

FREEZE

A matched pair. Sometimes I exceed  
even my wildest expectations.

Freeze smiles at the mighty telescope.

FREEZE

If revenge is a dish best served  
cold, then put on your Sunday  
finest. It's time to feast.

419 INT. BATCAVE - NIGHT

Dark. Dormant. The automatic activation sequence engages.  
Ambient lights come on. Computers flicker into life.

The giant Batmobile pedestal begins to rise. On it, no  
car but a single figure standing now in the center of the  
cave. Barbara.

419A BARBARA - CLOSE. Eyes wide with awe.

Barbara walks to the main terminal of the Batcomputer.  
Touches the console. The Alfred simulation appears on  
screen.

BARBARA

Uncle Alfred?

ALFRED

In spirit only, I'm afraid.

BARBARA

The boys need help.

420 The image of Alfred stares at her a beat. Then smiles.

ALFRED

Your mother would be proud.

421 MAIN SCREEN - CLOSE. Flickers into life. Costume  
schematics turn.

ALFRED

Forgive my being personal, dear  
girl, but I must know your size.

421A EXT. BLOSSOM STREET TURKISH BATHS

Robin arrives the entrance to the dark baths, lush, inviting, mysterious. He passes the giant bird signal chained to the door, the spotlight shutting out as he disappears inside.

422 INT. BLOSSOM STREET TURKISH BATHS

Giant floral fans spin. Leaf curtains undulate. Fruits burst with color. In the center of the cave, a giant bed of buds. Ivy touches the buds. All instantly blossom.

ROBIN (OVER)

Is your thumb the only part of  
you that's green?

Ivy looks up. A figure stands in the darkness. She smiles.

IVY

You'll just have to find out.

Ivy extends her hand. Robin steps out of the shadows.

423 INT. GOTHAM OBSERVATORY - TOWER PLATFORM - NIGHT

Freeze attaches the icing engine to the telescope. Bane finishes laying his explosive charges, joins Freeze.

FREEZE

Big family? Like pets? Don't talk  
much, do you?

424 Freeze engages the engine. Suddenly the entire pedestal is washed in a blue wave of freezing cryonic energy.

425 EXT. OBSERVATORY - NIGHT

The ambient ice wave spreads down, encasing the old structure. The nearby banks whiten, turning into snow cliffs, the river freezing into an icy channel. The Observatory has transformed into a fortress of ice.

426 INT. BATCAVE

A SERIES OF SHOTS. Boots are pulled on. A slim utility belt LOCKS. A cape WHIPS over a lithe female back.

427 INT. BLOSSOM STREET TURKISH BATHS

Ivy sits on the bed, draws Robin down beside her, faces close.

IVY

I'm glad you came. I can't breathe  
without you.

ROBIN

I want us to be together. But I

need to know you're serious about turning over a new leaf. I need a sign.

IVY  
How about dangerous curves?

ROBIN  
Of trust. Tell me your plan.

IVY  
Kiss me and I'll tell you.

ROBIN  
Tell me and I'll kiss you.

IVY  
Freeze has turned the new telescope into a freezing gun. He's about to turn Gotham into an ice cube.

ROBIN  
(recoiling)  
I've got to stop him.

IVY  
(pulling him back in)  
One kiss, my love. For luck.

Robin can't resist. They kiss. Ivy pulls back, holds his gaze.

IVY  
Bad luck, I'm afraid. It's time to die, little bird.

ROBIN  
What do you mean?

IVY  
You should have heeded your pointy-eared pal. These lips can be murder.

ROBIN  
Then you never loved me?

IVY  
Love you? I loathe your bipedal arrogance, your animal superiority. My only joy is knowing that even now my poison kiss is sucking the life from your ape-like face.

VOICE(OVER)  
I'm not saying I told you so.

IVY

You're too late. Say bye-bye birdie.

ROBIN

Sorry to disappoint you. But rubber lips are immune to your charms.

Robin peels a rubber coating from his mouth. Ivy stares in dismay.

428A

BATMAN

Robin and I found the cure to your evil spell. And that's teamwork.

428B

Then she SCREAMS her rage. She shoves Robin into the lily pool, the Boy Wonder immediately tangled into predatory vines.

428C

MORE VINES wrench Batman hanging upside down to the ceiling, the stalks squeezing our heroes.

IVY

Sorry, boys, my vines have a little crush on you.

Ivy begins leaping across lily pads towards the exit.

IVY

Gotta run. So many people to kill. So little time.

431

THE SKYLIGHT - EXPLODES. The room fills with moonlight.

432

A figure comes flipping down from above. Long cape. Tall ears. Black leather. BATGIRL.

BATGIRL

You're about to become compost.

433

Ivy and Batgirl begin a furious martial arts battle. (CHOREOGRAPHY TO COME).

BATMAN pulls a bat-knife, begins cutting himself free.

ROBIN struggles to untangle himself from the aquatic vines.

BATGIRL is fighting Ivy, feet flying, hands moving like lightning.

BATGIRL

Using feminine wiles to get what you want. Trading on your looks. Exploiting men's weakness for sex. Read a book, sister. That passive-aggressive crap went out in the seventies. Chicks like you give

women a bad name.

BATMAN deftly slashes through his captor vines.

ROBIN struggles, trying to free himself

IVY gets the upper hand, backs Batgirl against the wall.

IVY

As I told Lady Freeze when I pulled  
her plug, this is a one woman show.

BATGIRL

I don't think so.

438 Batgirl grabs Ivy's hair, knocking her out with a knee  
to the forehead, then batcuffs her.

BATMAN cuts himself freed, drops to the floor to face Batgirl.

ROBIN pulls himself, dripping, from the pool.

438A

BATMAN

And you are?

BATGIRL

Batgirl.

BATMAN

That's not awfully PC. How about  
Batwoman? Batperson?

BATGIRL

It's me. Barbara. I found the cave.

ROBIN

We gotta get those locks changed.

BATMAN

She knows who we are.

ROBIN

I guess we'll just have to kill her.

BATMAN

Kill her later. We've got work to do.

439 The three heroes race into the night.

440 INT. GOTHAM OBSERVATORY - TELESCOPE PLATFORM - NIGHT

Freeze stands on the platform, giant telescope in his  
hands. (OVER) approaching SIRENS.

FREEZE

1-Adam 12, 1-Adam-12, see the mad  
scientist with the freezing ray.

441 A SQUAD OF CRUISERS SCREAM up the avenue towards the observatory, their bubble lights flashing.

FREEZE

Cops on the rocks, anyone?

444 He FIRES a giant blue beam of cryonic energy at the street below.

445 THE COP CARS become skidding, SCREECHING cubes of ice, They SHASH into each other, EXPLODE into a pyre of raging flames.

FREEZE

Police are so hot tempered these days. Don't you agree, Mr. Bane?

449 EXT. FROZEN RIVER BANKS

A sleek one man ice sail (THE BATSLED) blows out onto the frozen water. Robin is at the helm.

450 A modified white Batmobile on rocket skis (THE BATHAMMER), BLASTS onto the ice, falling in alongside the Batsled. Batman drives.

A single-bladed, rocket snowcylce (THE BATBLADE), whips onto the ice, falling into the attack line. Batgirl helms the craft.

The bat-force BLASTS upriver towards the icy Observatory.

452 INT. GOTHAM OBSERVATORY - ELESCOPE PLATFORM - NIGHT

TELESCOPE VIEWFINDER - CLOSE. The Batvehicles are visible through the lens.

453 FREEZE

Ivy failed to unmask the Dynamic Duo. No matter, the Bat and Bird are mine at last. Watch, Batman, as your beloved Gotham freezes. And prepare to die. Because you're next.

Freeze points the telescope downtown. He FIRES

454 EXT. GOTHAM STREET - NIGHT

Folks walking their dogs, drinking on stoops, kissing against alley walls, mailboxes, lampposts, the pavement itself, are all suddenly encased in glistening ice.

455 EXT. OBSERVATORY RIVER BANKS - NIGHT

FREEZE (OVER)

The Bat-allion approaches. Icemen.

Attack.

FREEZE'S TRUCK bursts through the mists, BLASTING down the frozen river on blades, two pairs of icemen hanging from tail lines on skis, machine guns BLAZING.

456 INT. BATHAMMER - NIGHT

BATMAN

Attack plan alpha.

Batman peels left.

457 EXT. BATSLED - NIGHT

ROBIN

Alpha. Roger.

Robin peels right.

458 EXT. BATBLADE - NIGHT

BATGIRL

Alpha. Got it.

(a beat)

What the hell is attack plan Alpha?

459 EXT. BATSLED - NIGHT

ROBIN

Divide and conquer.

Robin is flying downriver. One pair of icemen sweep out alongside the truck, heading towards Robin's billowing craft, guns FIRING.

460 EXT. BATBLADE - NIGHT

A second pair of skiing icemen whip towards Batgirl, their guns SPITTING rounds of shells into the ice around her.

460A EXT. FREEZE'S TRUCK

Side mounted rocket launchers FIRE towards the Bathammer, BLOWING holes in the ice.

461 EXT. BATHAMMER

Batman maneuvers, managing to swerve around the sudden, steaming pools. He GUNS the TURBOS, heading straight for the truck.

462 EXT. BATSLED

The two icemen bearing down on Robin release their tethers, converging on the Batsled, guns FIRING madly.

ROBIN

Tack.

Robin pulls the boom and the sail LUFFS. His boat suddenly changes course and the two skiers COLLIDE, flying onto the ice.

ROBIN

Boy, I hope Freeze hires these guys  
by the dozen.

471 EXT. BATBLADE

The skiers are closing fast. Batgirl hits a key and a status panel displays a menu of the Batblade's special modifications.

BATGIRL

Nice extras package.

472 PANEL - CLOSE. Barbara selects a setting called Ice Cutter.

473 THE BATBLADE scythe peels back, revealing a sharper blade.

474 BATGIRL uses her deft driving skills to spin and side-skid, her blade sending a wave of frozen ice into the faces of the icemen, the villains tumbling in backwards somersaults across the ice.

BATGIRL

That's what I call a close shave.

478 EXT. BATHAMMER

Batman is shooting the center of the frozen river, heading straight for the ice truck, its side guns BLAZING.

480 INT. BATHAMMER

Batman hits a control stud.

482A EXT. BATHAMMER

Two torpedoes shoot out of the Bathammer chassis, hitting the frozen river directly in front of Freeze's truck, ice flying skyward in a tremendous EXPLOSION.

482B EXT. FREEZE TRUCK

The driver can't swerve in time, the hole in the ice dead ahead.

482C EXT. FREEZE TRUCK

The truck hits the steaming pool, flipping up, nose first, and begins to sink into the icy waters.

482D INT. BATHAMMER

Batman races past the sinking truck, Icemen crawling to safety.

BATMAN  
Don't sink and drive.

482E EXT. FROZEN RIVER

Under the pulse of Freeze's BEAMS hitting the city, the Batvehciles fire TURBOS, closing in on the Observatory.

483 INT. GOTHAM OBSERVATORY - TELESCOPE PLATFORM - NIGHT

Freeze tilts his gun down towards the frozen river below.

FREEZE  
Not so fast. Time you cooled your heels.

Freeze FIRES.

484 EXT. FROZEN RIVER - NIGHT

The frozen channel ahead of the bat-force is hit by the FREEZING RAY. A giant wall of rock-hard ice forms, blocking the river.

485 INT. BATHAMMER - NIGHT

Batman hits a console stud marked: EMERGENCY BURN.

488A EXT. FROZEN RIVER

The Bathhammer engines ROAR, the Bathhammer BLOWING straight through the frozen wall in an EXPLOSION of ice.

488B THE BADTBLADE and the BATSLED shoots up the face of the ice wall on either side of the Bathhammer, soaring over the top of the mountain of snow.

488C EXT. BATSLED - FLYING

ROBIN  
Youwsa! Nothing but air.

488D EXT. BATBLADE - FLYING

BATGIRL  
(to the old 60's Batman theme)  
Batgirl, Baatgirl, Baatgirl.

488E EXT. FROZEN RIVER

The Batsled and the Batblade hit the ice running, WHIPPING in alongside the speeding Bathhammer.

The Batvehicles BLAST towards the Observatory.

489 INT. OBSERVATORY - TELESCOPE PLATFORM - NIGHT

Freeze stares at a monitor. The bat-team is now below the observatory, at the base of the giant ice cliffs.

FREEZE

Mr. Bane, I'll finish off the city.  
You, as they say in showbiz, are  
on. Take the boys and kill the kids.  
But bring me the Bat.

490 A GIANT CLOCK TOWER - CLOSE. 11:49

BATMAN (OVER)

We have eleven minutes to stop Freeze  
And thaw the city.

PAN DOWN

491 EXT. ICE CLIFFS - NIGHT

492 Three tiny figures scale the ice using pitons and ropes.  
PUSH IN.

BATGIRL

This is easy.

ROBIN

Crimefighter's rule number one:  
never say that.

BATGIRL

Why?

493 THE LEDGE ABOVE THEM. Suddenly a score of ice-climbing thugs pour over the edge on ropes, sliding down, FIRING their guns madly.

494 ROBIN

That's why.

495 A SHOOTER comes flying down a rope straight towards them,  
496 guns BLAZING. Robin swings wide on his rope, grabbing Batgirl, pulling her out of the line of fire. They hit a snow bank and roll.

BATGIRL

Does this mean we're going steady?

497 Four figures land on the snow beside them. Icemen, guns drawn.

498 EXT. ICE CLIFFS - NIGHT

Batman uses batpitons to pull himself up onto a ledge just below the Observatory. That's when another wave of Icemen descend on him from the mists.

Batman reaches for a batarang. A beat. Then he smiles.

BATMAN

Let's do this the old-fashioned way.

Batman leaves his batarang belted, begins wailing on the Icemen using only his hands and feet, flying back fists, and spinning roundhouse kicks felling the thugs one after another.

505 EXT. ICE CLIFFS - NIGHT

Robin and Batgirl move back to back, surrounded now by a band of Icemen. Robin notices a heavily cantilevered overhang of snow.

ROBIN

Crimefighter's rule number two.

BATGIRL

I'm afraid to ask.

ROBIN

Be ready for anything.

506 Robin puts his hands together and YELLS. The ECHO shoots up the hill. A tremendous RUMBLING comes back down, the overhang of snow dumping on several Icemen.

508 Robin does a standing backflip into the Thugs behind him.

509 Batgirl goes down, taking out several more with a deft leg sweep.

BATGIRL

(kicks a thug)

Pow!

(punches another)

What!

(backhands a third)

Kazow!

ROBIN

(fighting)

What exactly are you doing?

BATGIRL

I don't know. It just feels right.

510 Batgirl and Robin begin fighting their way through the Icemen up towards the Observatory.

511 INT. OBSERVATORY - NIGHT

Batman pulls himself up onto the aperture ledge as Robin and Batgirl climbs in from the other side. The giant chamber is empty, the telescope still aimed at Gotham.

BATMAN

No sign of the snowman.

ROBIN

Maybe he melted.

512 Batman SHOOTS a batgrappler into the ceiling, swings across the room, dropping two bat-charges at the feet of the frozen Scientists, continues his swing landing on the telescope platform.

BATGIRL AND ROBIN swing onto the Telescope platform to join Batman.

513 THE BAT CHARGES begin to glow, their radiating heat starting to melt the Scientists.

513A

BATGIRL

I hope you've got about ten million more of those little toys.

514 Batgirl points at the control console clock. 11:52

515

ROBIN

Eight more minutes and a city full of Gothamites are ice cubes forever.

BATMAN

Sunlight could reverse the freezing process.

BATGIRL

Sunrise isn't for five hours.

BATMAN

Here.

ROBIN

But it's morning in the Congo.

516 Batman points to a screen showing a graphic representation of the satellites in orbit.

BATMAN

If we could relay the sunlight-

ROBIN

From the other side of the equator-

BATGIRL

It'll take the satellites about a minute to re-align, but...damn!

ROBIN

Damn? Damn is not good.

BATGIRL

Those targeting mirrors are frozen.  
The sun beam won't work.

517 PULL BACK TO REVEAL TWO SMALL MIRRORS sitting on the  
telescope barrel. Both are encased in ice.

BATMAN

I'll set the telescope. You two  
thaw the mirrors.

518 Batgirl and Robin race out onto the telescope, each  
pulling a laser from their utility belts.

BATGIRL

I love this belt. Can I get a  
matching handbag?

519 Their LASERS FLARE. Batgirl and Robin begin thawing the  
mirrors.

520 BATMAN goes to the main console, begins working the  
keyboard.

BATMAN

Who ever thought Aunt Harriet's  
typing lessons would lead to this?

521 EXT. EARTH - VIEW FROM SPACE

Satellite thrusters FIRE. The giant orbital mirrors  
begin to turn.

522 INT. OBSERVATORY

MONITOR - CLOSE. Graphic satellites begin to adjust.  
TARGETING flashes over a blinking graphic of Gotham  
A digital clock reads: 11:54.

523 BATMAN - POV. As he aims the telescope. The skyline  
524 through the crosshairs is suddenly obscured by a blur as  
Freeze drops from the rafters onto the telescope, his face  
now visible in the targeting scope.

FREEZE

Tonight's forecast...  
(smiles)  
...a freeze is coming!

526 Freeze grabs Batman and hurls the caped crusader up over  
his head onto the telescope barrel, using his free hand to  
yank the telescope control joystick. The telescope tilts  
sharply downward.

527       BATGIRL AND ROBIN tumble down the telescope barrel,  
          rolling towards the lens and the drop TO the city below.

528       BATMAN tumbles, rights himself, spins.

529       BATMAN - POV. Freeze is climbing towards the control  
530       console. Batgirl and Robin are rolling towards the end  
          of the telescope.

531       No way to get both. A beat. Batman rushes towards  
          Freeze.

532       EXT. OBSERVATORY

          Batgirl and then Robin tumble off the end of the  
533       telescope, dropping towards the city below.

534       INT. OBSERVATORY - TELESCOPE PLATFORM

          Freeze has reached the main telescope control. He hits  
          a switch.

535       MONITOR - CLOSE. Graphic satellites blink red under the  
          flashing message: TARGET LOCK DISABLED. Clock reads: 11:56

535A      EXT. SPACE

          THRUSTERS quit as the satellites stop turning.

535B      INT. OBSERVATORY - TELESCOPE

          Batman is struggling up the slope of the telescope towards  
          Freeze.

535C      Freeze pulls the control level. The telescope begins  
          to tilt and spin madly, the ambient condensation creating  
          an indoor snowstorm.

          Batman goes down, hanging from the telescope frame.

542       EXT. OBSERVATORY

          BATGIRL is plummeting towards the city below. Robin is  
543       falling a couple of feet above her. He FIRES a bat tether  
          over his head.

544       ROBIN'S GRAPPLE secures in a glacier-like overhang.

545       ROBIN reaches down for Batgirl as Batgirl reaches up  
          towards him.

547       INT. OBSERVATORY - TELESCOPE

          Batman flips himself back up onto the wildly spinning  
          telescope, advancing on Freeze and the control console.

BATMAN

Millions will die so you can save  
on air conditioning. Isn't that  
taking self help a little too far?

548 Freeze draws his pistol.

FREEZE

We aim to...  
(fires)  
...Freeze.

Batman deflects the blast with his suit armor.

FREEZE

That's new. Let's swing.

550 Freeze smashes the control joystick to the stop, the  
telescope's spin accelerating, swinging towards...

551 THE TWO SCIENTISTS have finally melted, stand drenched  
on the Tower Platform, the massive Telescope now careening  
towards them.

SCIENTIST

This just isn't my day.

551A THE TELESCOPE SMASHES directly into the TOWER PLATFORM.  
The platform begins to topple.

551B ASSOCIATE

Up, up and away.

551C As the platform falls CRASHING onto the floor below, the  
two PhDs leap, landing safely on the swinging telescope,  
hanging on to the tensioning bar for dear life.

551D SCIENTIST

PhDs rule!

551E FREEZE is thrown by the impact of the telescope hitting  
the tower into the Telescope Platform rail, his gun falling  
to his feet.

553 EXT. OBSERVATORY

Robin's hand is inches from Batgirl's, the city coming up  
fast.

554 INT. OBSERVATORY - TELESCOPE CONTROL PLATFORM

Freeze is scrambling for his gun. Suddenly a figure looms  
above him. Batman.

555 Freeze draws. Batman kicks the gun out of his hand. The  
two begin to fight on the twirling platform. A battle of  
titans.

BATMAN

You've turned Gotham to ice.

(a right)

You've endangered countless lives.

(a left)

It's payback time.

555A Batman KNOCKS Freeze with a mighty punch, hurling him onto the back of the telescope. Batman turns towards the console, TYPING commands.

555B MONITOR - CLOSE. TARGETING. Graphic satellites flash green. Clock reads: 11:58

555C THE MIRRORS overhead open, beginning to glow with ambient sunlight.

555D Freeze SCREAMS at the emerging light, leaping onto Batman, sending the caped crusader sprawling onto the barrel of the telescope. He advances on the fallen bat.

555E Freeze kicks Batman hard in the face, the hero rolling down the telescope towards the opening and Gotham beyond.

556 EXT. OBSERVATORY

557 Robin grabs Batgirl's hand as Batgirl FIRES a batarang from her wrist. Robin's tether pulls taught, the boy wonder holding Batgirl dangling over the city.

ROBIN

I've got you.

558 ROBIN'S GRAPPLE rips free from the melting ice.

559 BATGIRL'S GRAPPLE hits the metal roof above. Holds firm.

560 ROBIN'S line tears free, Robin falling as Batgirl's tether pulls tight, Batgirl now holding Robin dangling above Gotham.

561 BATGIRL

No. I've got you.

She pulls him eye level. The two hang suspended, face to face.

562 INT. OBSERVATORY

Batman is tumbling towards the open slat and Gotham below.

565 He slows his fall, stopping on the barrel.

VOICE (OVER)

Wow. Batman.

WIDER. The two Scientists are clinging to a targeting groove along the body of the barrel.

SCIENTIST

I've seen you on TV.

566 BATMAN - POV. Freeze is heading back to the control panel.

BATMAN

Nice to meet you. Can you give me any more height on this thing?

567 The Scientist reaches down to a red EMERGENCY lever.

SCIENTIST

Going up.

568 He pulls the lever and the telescope tilts straight up,  
569 sending Batman soaring into the air towards the dome above.

570 Batman flips in mid air, dives, SMASHING directly into Freeze, the villain CRASHING over the edge of the control platform and into the freezing engine.

571 THE MIRRORS overhead align, the beams of sunlight hitting the freezing engine.

Freeze is struck by the rays, the sun penetrating his damaged suit.

571A THE TELESCOPE activates, a powerful THAWING BEAM shooting from it's giant lens.

572 Batman turns to Freeze, the villain beginning to gray and wither.

BATMAN

You're loosing your cool

FREEZE

I think not. There'll be no hot time in this old town tonight.

(pulls a remote)

You'll get a charge out of this.

573 He presses a button. As Freeze rolls out of the sunlight, falling towards the floor below, CHARGES around the telescope base EXPLODE.

574 The TELESCOPE tilts, dropping out of the open slat towards Gotham, taking a chunk of observatory floor with it.

575 EXT. OBSERVATORY

Robin and Batgirl are just pulling themselves onto an ice ledge beneath the dome slat as the giant telescope carrying Batman and the two Scientists plummets over them towards the city below.

575A

ROBIN

Now that's what I call an exit.

BATGIRL

(looking past Robin)

Please tell me he's on our side.

A figure steps out from behind the ice. BANE

575B

Robin coils, leaps into a spinning roundhouse, but Bane KNOCKS him away, the boy wonder flying hard into the snow.

The monster begins advancing on Batgirl.

578

EXT. TELESCOPE - FALLING

579

Batman slides down the telescope towards the two Scientists, simultaneously FIRING a double ended bat-tether, two grapples SHOOTING horizontally into the air.

580

EXT. OBSERVATORY

BATGRAPPLES - CLOSE. Sink into the arms of the giant sculpture holding up the Observatory just as the telescope plummets past.

580A

EXT. OBSERVATORY - ICE LEDGE

Robin shakes off the blow, looks up to see Batgirl fending off Bane with a fast series of punches and kicks. She might as well be hitting steel.

580B

BATGIRL

(to Robin)

Don't worry. I've got him.

Just then Bane SLAMS her into an ice wall by the throat, rears back with his fist, about to deliver the killing blow.

ROBIN

No. I've got him.

580C

Robin leaps, ripping off the tubes leading from Bane's injector pack to his skull, venom spraying wildly into the air.

580D

Bane hits the snow, writhing, as the venom effect is reversed. His muscles shrink, his form diminishing until he is again a scrawny prisoner, struggling in the folds of his costume.

580E

ROBIN

You should get that suit taken in.  
No one's buying baggy anymore.

581 EXT. TELESCOPE - FALLING

The ground is rushing up below them.

BATMAN

Grab my belt and hang on.

The Scientists each grab one side of Batman's utility belt.

582 THE CABLE pulls taught, slowing Batman's fall, the telescope dropping from under them as the cable bends like a bow, Batman and the Scientists sinking at its center.

583 The cable reaches its nadir over an outcropping of rock on the cliff. Below the telescope EXPLODES into the frozen river.

BATMAN

This is your stop.

584 Batman pushes the Scientists onto the ledge, the reduced weight SHOOTING the cable taught, ROCKETING Batman up towards the dome like an arrow.

585 INT. OBSERVATORY

Batman flips in through the telescope slat, followed immediately by Batgirl and Robin, all landing together on the observatory floor.

ROBIN

Winded, old timer?

BATMAN

Don't make me kill you in front of the girl.

BATGIRL

It's midnight. The telescope's gone. There's no way to thaw the city.

BATMAN

Theoretically, the satellites could be positioned to thaw the city directly. But it would take a computer genius.

ROBIN

I'm on it.

Robin clears the rubble from a fallen console, begins to type. Nothing. The equipment is dead.

BATGIRL

(shouldering him aside)  
No. I'm on it.

She quickly patches a couple of broken wires, the console lighting up, WHIRRING to life. Begins hacking.

BATGIRL  
Ms. Genius. Madame Genius. Her  
Geniusness. Which sounds better?

586 EXT. EARTH - VIEW FROM SPACE

The giant orbital satellites finally align. A full disk of the sun appears in the mirror, beamed from one to the next and then the next, the beam cutting downward towards.

587 EXT. GOTHAM SKYLINE

The giant rays of focused sunlight begin warming the city.

590 EXT. OBSERVATORY - NIGHT

Rays of light hit the Observatory, melting the ice covered stone.

591 INT. OBSERVATORY FLOOR

Batman walks over to Freeze who lies amidst the rubble, weak and gray with the growing heat, straining to BREATHE.

FREEZE  
Go on, kill me too. Just as you  
killed my wife.

BATMAN  
I didn't kill your wife.

Batman presses a button on his utility belt.

BATMAN  
Run Ivy evidence tape 001.40.

592 BATMAN'S GAUNTLET - CLOSE. A tiny monitor shows an image of Poison Ivy.

IVY (OVER)  
As I told Lady Freeze when I pulled  
her plug, this is a one woman show.

FREEZE SCREAMS his rage. His face streams with frozen tears, like tiny diamonds.

BATMAN  
But she's not dead, Victor. We found  
her, restored her icy slumber.

593 BATMAN'S GAUNTLET MONITOR shows Mrs. Fries restored in

cryogenic slumber.

BATMAN

She's still frozen, Victor, alive,  
waiting for you to find a cure. I  
know what it's like to lose  
everything you've ever loved. But  
vengeance isn't power. Any two-bit  
thug with a gun can take a life. To  
give life, that's true power, a  
power you once had. I don't know  
if you'll ever find a cure for your wife.  
But I'm asking you now, Doctor  
Victor Fries, to save another life.  
Show me how to cure McGregor's  
Syndrome Stage One. And maybe you  
can also save the man your wife once  
loved. He's still inside you, buried  
somewhere deep beneath the snow.  
Will you help me? Doctor?

Freeze stares at Batman. Finally he unseals his  
chestplate, removes two glowing power orbs, holds them  
out, his smile, bittersweet.

FREEZE

Take two of these and call me in  
the morning.

594 INT. WAYNE MANOR - ALFRED'S QUARTERS - NIGHT

Robin and Batgirl watch as Batman attaches the modified  
power sources from Freeze's suit to Alfred's life-support.

BATMAN

All we can do now is wait.  
(takes Alfred's hand)  
And hope.

594A EXT. ARKHAM ASYLUM - NIGHT

The prison is secure once again.

594B INT. ARKHAM ASYLUM CELL - NIGHT

Ivy sits in the barred moonlight, staring out the window,  
holding a small flower in her hand, pulling the petals  
out one by one.

IVY

He loves me. He loves me not.  
He loves me. he loves me...

VOICE(OVER)

Not.

A figure stands cloaked in shadows. He steps forward.

Mr. Freeze.

FREEZE

(off his suit)

It's amazing what you can buy around  
here for a few dozen diamonds.

Freeze begins coming towards her, menacingly.

FREEZE

Prepare for a bitter harvest.  
Winter has come at last.

IVY

Not good.

595 EXT. WAYNE MANOR - DAWN

Morning breaks on the great old building.

596 A PILE OF PIZZA BOXES - CLOSE

PULL BACK TO REVEAL

597 INT. WAYNE MANOR - LIVING ROOM - DAWN

World War III was lost in this room. Strewn clothes.  
Barbara dozes on the couch. Dick paces. Bruce stands,  
staring out the window, afraid he has lost Alfred forever.

(OVER) a THROAT CLEARS. LOUDER.

All look up. Alfred is descending the stairs. Scowling.

BRUCE

Alfred, are you...?

ALFRED

Rather disappointed at how poorly  
I taught you proper housekeeping.

(a beat)

And quite well, it seems. Thanks  
to you, son. Thanks to you all.

The three move to him. A family reunion. Dick turns to  
Bruce.

DICK

One question. When Batgirl and I  
rolled off the telescope, how  
come you didn't try and save us?  
It was the first time I fell and  
you weren't there to catch me.

BRUCE

I knew you could handle it.

Barbara CLEARS her throat. Dick shoots her a look.

BRUCE  
Sometimes counting on someone else  
is the only way to win.

BARBARA  
Hey, I'm the one who kicked Ivy's  
botanical butt. Personally. Me. I did.

BRUCE  
You are going back to school.

DICK  
You're never going to win this  
argument, Bruce.

Barbara extends her hand.

BARBARA  
Partners?

A beat. The other heroes follow suit. A team is born.

BRUCE & DICK  
Partners.

ALFRED  
We're going to need a bigger cave.

600 EXT. BATSIGNAL - NIGHT

Three costumed avengers race into the night.

FINAL FADE TO BLACK

THE END