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 to 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.

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

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

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 . . .

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.

BATMAN'S MONITOR - CLOSE - THE GOTHAM MUSEUM
PUSH IN

EXT. GOTHAM MUSEUM - NIGHT
A stone and glass palace set on the edge of Gotham's Central Park.

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 brontosaurus 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
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.

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.

FREEZE
Cop-suey.

He begins racing again for his gun.

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

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

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.

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

FREEZE
Caution. Bridge may ice over.

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

BATMAN begins skating towards Freeze.

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

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

ROBIN
Sweet.

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

Freeze spins and FIRES.

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

FREEZE disappears behind the giant brontosaurus.
ROBIN skates into line with Batman, both heading fast for Freeze.

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

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

FREEZE
What killed the dinosaurs? The ice age.

FREEZE pushes on the belly of the beast, the mighty creature toppling forward, EXPLODING in front of Batman and Robin.

ROBIN
He's definitely extinct.

BATMAN AND ROBIN skate fast to avoid the debris.

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

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

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

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.

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.

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

FREEZE
Thanks for playing.

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

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.

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.

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.

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

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

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.

FREEZE throws Batman, hard, into the bulkhead, uses his pistol, to FREEZE Batman's ankles and wrists to the wall in chunks of ice.
Watch the numbers, Batman. For they are the harbingers of your doom.

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.

EXT. CAPSULE

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

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.

EXT. NIGHT SKY

Freeze begins to plummet towards the lights of Gotham below.

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.

INT. CAPSULE

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.

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 MELTS the other ice gauntlet. Batman is free.

ROBIN
Is it cold in here or is it just me?

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

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

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?

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

BATMAN
Watch the first step.

Surf's up.

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

THE BATCHARGE LIGHT - CLOSE. Goes red.

EXT. NIGHT SKY - FALLING

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

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

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

The caped crusader immerses Robin in the steaming sea.

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

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

ROBIN

Did we get him?

EXT. SOUTH AMERICAN RAIN FOREST - NIGHT

(OVER) THUNDER. Lighting flashes on a maze of tends 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...

INT. TENTED GREENHOUSE LAB - NIGHT

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

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

PAMELA

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

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 soldier 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.

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.

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 interconnected 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
Two years ago.

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 cryosolution mutated his body.

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**  

**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 Wanye 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. Freeze 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.

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.
I'm so sorry to trouble you, but-

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

Uncle Alfred?

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

Uncle?

Bruce, Alfred, Dick, and Barbara tour.

How long has it been, Uncle Alfred?

Ten years.

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

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

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

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

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

Eventually she married a young physician.

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.

BRUCE
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. The 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 cards 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.
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...

**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.

**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)

**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.

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

SCIENTIST
Yes, if you'll watch the monitors -

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
Brucy, 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?
(to Julie)
Can I get some help over here?

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

BRUCE
Can I get some help over here?

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?

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 INVIATION - 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, Brucy, 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 video images change to show the couple playing with a 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 tot he 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 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 amid 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, covertsly 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.
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.

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.

ROBIN-CLOSE. Smiles.

ROBIN
Gorilla my dreams.

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

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

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.
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?

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

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

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-scrapers. 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
BATMAN
Pull back.

ROBIN
I can make it.

Robin SHOOTS a wheelie, overtaking the Batmobile.

INT. BATMOBILE

BATMAN
Redbird control codes.

MONITOR - CLOSE. Schematics for the Redbird flash.

BATMAN
Disable engine.

EXT. REDBIRD - NIGHT

Robin's engine warning-light goes on. The motor begins to DIE. The abyss is coming up fast. Robin side-grounds the bike, SKIDDING.

EXT. STATUE’S HAND - NIGHT

Freeze and his cronies split towards the separate fingers.

SUPER-THRUSTERS fire and Freeze's truck clears the jump, landing on the sloping roof on the other side of the abyss.

His Crony Trucks follow, taking different fingers, flying into the air towards the rooftops beyond. Not high enough.

EXT. ROOFTOP ABYSS - NIGHT

One Crony truck BLOWS into an elevated billboard, the other EXPLODING into the opposing building.

EXT. ROOFTOPS

Freeze's truck hits the roof, breaks SCREECHING, spinning 180 degrees, his freeze gun now pointing back over the abyss.

EXT. STATUE’S HAND

The Redbird slides dangerously close to the end of the finger and the abyss below, finally coming to a halt as the Batmobile ROCKETS its engine and roars past, flying over the chasm.

ROBIN stands on the fingertip, SHOUTING his rage into the night.

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

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.

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

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.
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.

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.

BACK TO SCENE

But I can't can I?

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

INT. WAYNE MANOR GARAGE - NIGHT

The competition bike's headlight goes out.
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.
Freeze throws off the Guards in a sudden fury, SMASHING one in the head with closed fists, kicking the other in the face.

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?

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.

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.

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

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

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 cars, others across the tops of stoops. Barbara watches as a biker beside her careens into an EXPLODING pile of trash cans.

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

300 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.

301 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.

302 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.

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

SPIKE Crazy broad.

304 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.

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

306 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.

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

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

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

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.

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

DICK
So, this is where you hang out.

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 to SHASH the far wall. It doesn't break.

334 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.
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
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.

3460 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.
(blow 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 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?
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.

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.

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...enchanting. 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 TREE 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

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. 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 BAT SIGNAL 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 SINGAL 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?

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

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.
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.

428 Ivy spins. From the shadows, a figure emerges. Batman.
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 lighting.

BATGIRL
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.

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.

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 SIRES.

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.

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.

INT. BATHAMMER - NIGHT

BATMAN
Attack plan alpha.

Batman peels left.

EXT. BATSLED - NIGHT

ROBIN
Alpha. Roger.

Robin peels right.

EXT. BATBLADE - NIGHT

BATGIRL
Alpha. Got it.
(a beat)
What the hell is attack plan Alpha?

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.

EXT. BATBLADE - NIGHT

A second pair of skiing icemen whip towards Batgirl, their guns SPITTING rounds of shells into the ice around her.

EXT. FREEZE'S TRUCK

Side mounted rocket launchers FIRE towards the Bathammer, BLOWING holes in the ice.

EXT. BATHAMMER

Batman maneuvers, managing to swerve around the sudden, steaming pools. He GUNS the TURBOS, heading straight for the truck.

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.
Batman races past the sinking truck, Icemen crawling to safety.

**BATMAN**
Don't sink and drive.

Under the pulse of Freeze's BEAMS hitting the city, the Batvehicles fire TURBOS, closing in on the Observatory.

Freeze tilts his gun down towards the frozen river below.

**FREEZE**
Not so fast. Time you cooled your heals.

Freeze FIRES.

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.

Batman hits a console stud marked: EMERGENCY BURN.

The Bathammer engines ROAR, the Bathammer BLOWING straight through the frozen wall in an EXPLOSION of ice.

THE BADTBLADE and the BATLED shoots up the face of the ice wall on either side of the Bathammer, soaring over the top of the mountain of snow.

**ROBIN**
Youwsa! Nothing but air.

**BATGIRL**
(to the old 60's Batman theme)
Batgirl, Baatgirl, Baatgirl.

The Batsled and the Batblade hit the ice running, WHIPPING in alongside the speeding Bathammer.
The Batvehicles BLAST towards the Observatory.

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.

A GIANT CLOCK TOWER - CLOSE. 11:49

BATMAN (OVER)
We have eleven minutes to stop Freeze and thaw the city.

PAN DOWN

EXT. ICE CLIFFS - NIGHT

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?

THE LEDGE ABOVE THEM. Suddenly a score of ice-climbing thugs pour over the edge on ropes, sliding down, FIRING their guns madly.

ROBIN
That's why.

A SHOOTER comes flying down a rope straight towards them, 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?

Four figures land on the snow beside them. Icemen, guns drawn.

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.

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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 climb 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 batgrapple 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.
BATGIRL AND ROBIN tumble down the telescope barrel, rolling towards the lens and the drop to the city below.

BATMAN tumbles, rights himself, spins.

BATMAN - POV. Freeze is climbing towards the control console. Batgirl and Robin are rolling towards the end of the telescope.

No way to get both. A beat. Batman rushes towards Freeze.

EXT. OBSERVATORY

Batgirl and then Robin tumble off the end of the telescope, dropping towards the city below.

INT. OBSERVATORY - TELESCOPE PLATFORM

Freeze has reached the main telescope control. He hits a switch.

MONITOR - CLOSE. Graphic satellites blink red under the flashing message: TARGET LOCK DISABLED. Clock reads: 11:56

EXT. SPACE

THRUSTERS quit as the satellites stop turning.

INT. OBSERVATORY - TELESCOPE

Batman is struggling up the slope of the telescope towards Freeze.

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.

EXT. OBSERVATORY

BATGIRL is plummeting towards the city below. Robin is falling a couple of feet above her. He FIRES a bat tether over his head.

ROBIN'S GRAPPLE secures in a glacier-like overhang.

ROBIN reaches down for Batgirl as Batgirl reaches up towards him.

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
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, sending Batman soaring into the air towards the dome above.

569 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.

570 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

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

BATGRAPPLIES - 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, writing, 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 quick 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