

THE DARK KNIGHT RISES

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Batman created by
Bob Kane

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T H E D A R K K N I G H T R I S E S

BLACK SCREEN.

GORDON (V.O)

Harvey Dent was needed. He was everything Gotham has been crying out for. He was...a hero. Not the hero we deserved - the hero we needed. Nothing less than a knight, shining...

The sound of cracking. Splintering. A shape appears, in ice. The shape of a BAT. The ice disintegrates...

EXT. GOTHAM STREET - DAY

Gordon stands before a massive picture of Harvey Dent.

GORDON

But I knew Harvey Dent. I was...his friend. And it will be a very long time before someone inspires us the way he did.

Gordon, choked with emotion, gathers the papers of his eulogy.

I believed in Harvey Dent.

And we FADE TO BLACK.

CUT TO:

Racing along a cratered dirt road, and we are -

INT. LAND CRUISER JOSTLING OVER UNEVEN TERRAIN - DAY

Three Hooded Men guarded by East European Militia. A third Militia drives. Next to him is a nervous, bespectacled man.

EXT. AIRSTRIP, EASTERN EUROPE - DAY

An airstrip overlooking a grey city rocked by artillery fire. A bland CIA Operative, flanked by Special Forces Men, stands in front of a commuter plane. CIA Man watches the Land Cruiser pull up, hard. The Militia Men jump out of the vehicle.

The Driver shoves the bespectacled man in front of the CIA Man.

CIA MAN
Dr. Pavel, I'm CIA.

Dr. Pavel nods, nervous. CIA Man hands the Driver a briefcase.

DRIVER
He wasn't alone.

CIA Man, confused, spots the Hooded Men. He turns to Dr. Pavel.

CIA MAN
You don't get to bring *friends*.

DR. PAVEL
(shaken)
They are *not* my friends.

DRIVER
Don't worry, no charge for them.

CIA MAN
Why would I want them?

DRIVER
They were trying to grab your prize. (*Smiles.*) They work for the mercenary. The masked man.

CIA MAN
(excited)
Bane?

The Driver nods. CIA Man turns to his Special Forces Men.

CIA MAN
Get 'em on board - I'll call it in.

EXT. SKIES OVER MOUNTAIN RANGE - DAY

The commuter plane struggles over snow-capped mountains.

INT. MAIN CABIN, COMMUTER PLANE - CONTINUOUS

The three Hooded Men kneel by the cargo door, handcuffed. CIA Man grabs Hooded Man 1.

CIA MAN
What are you doing in the middle of my operation?

Hooded Man 1 says nothing. CIA Man pulls out a handgun.
The flight plan I just filed with
the Agency lists me, my men, and
Dr. Pavel here. But only one of
you.

CIA Man opens the cargo door. Special Forces hang Hooded Man 1 out into the howling wind - CIA Man shouts above the wind.

CIA MAN
FIRST ONE TO TALK GETS TO STAY ON
MY AIRCRAFT! (*Cocks weapon.*)
SO...WHO PAID YOU TO GRAB DR.
PAVEL?!

Nothing. CIA Man fires out the open door and the Special Forces yank Hooded Man 1 back in, clubbing him quiet.

CIA MAN
HE DIDN'T FLY SO GOOD! WHO WANTS TO
TRY NEXT?!

The Soldiers grab Hooded Man 2, hang him out the door.

CIA MAN
TELL ME ABOUT BANE! WHY DOES HE
WEAR THE MASK?!

The prisoner says nothing. CIA Man presses the gun to the man's hood - he cocks the gun...nothing.

CIA MAN
LOT OF LOYALTY FOR A HIRED GUN!

THIRD PRISONER (O.S.)
Or he's wondering why someone would
shoot a man before throwing him out
of an aeroplane.

CIA Man turns to the Third Prisoner. Shuts the cargo door.

CIA MAN
Wiseguy, huh? At least you can
talk. Who are you?

THIRD PRISONER
We are nothing. We are the dirt
beneath your feet. And no one cared
who I was until I put on the
mask...

CIA Man, wary, approaches the Third Prisoner - pulls off his hood, revealing a dark mask with a breathing apparatus. The eyes behind it are cold. Still. This is Bane.

BANE

Who we are does not matter. What
matters is our plan.

CIA MAN

(fascinated)

If I pull this off, will you die?

BANE

It would be extremely painful.

CIA MAN

You're a big guy -

BANE

For you.

CIA MAN

(unnerved)

Was being caught part of your plan?

BANE

Of course. Dr. Pavel refused our
offer in favor of yours. We had to
know what he told you about us.

DR. PAVEL

Nothing! I said nothing!

CIA MAN

Why not just ask him?

BANE

He would not have told us.

CIA MAN

You have methods.

BANE

Him, I need healthy. You present no
such problem.

CIA Man laughs for the Special Forces' benefit. A heavy bass
tone is rising. The Sergeant looks out the window.

EXT. SKIES OVER MOUNTAIN RANGE - CONTINUOUS

The commuter plane is dwarfed by a massive transport plane
looming over it, dangerously close...

INT. MAIN CABIN, COMMUTER PLANE - CONTINUOUS

The plane lurches. The noise is building.

SERGEANT

Sir?

CIA MAN

Well congratulations, you got yourselves caught. What's the next step of your master plan?

BANE

Crashing this plane...

EXT. MOUNTAINS - CONTINUOUS

The ramp of the transport opens... Four men leap out on tethers - dropping towards the commuter plane, two each side...

INT. MAIN CABIN, COMMUTER PLANE - CONTINUOUS

The Spacial Forces react to the turbulence from the plane above. CIA Man looks at Bane.

BANE

(rising)

With no survivors.

A Special Forces soldier spins around - an Armed Man is outside the window. Bang -

EXT. SKIES OVER MOUNTAIN RANGE - CONTINUOUS

Two men shoot through the windows, the other two attach grapples to the fuselage - give the thumbs up - hoists start to pull and the tail of the commuter plane is lifted, unnaturally.

INT. COCKPIT, COMMUTER PLANE - CONTINUOUS

The Pilots battle the controls as the plane tilts forward.

INT. MAIN CABIN, COMMUTER PLANE - CONTINUOUS

Like lightning, Bane has the CIA Man is his handcuffed arms, legs wrapped around a seat back, The entire cabin upends. Tumbling chaos - Soldiers falling - Bane cracks CIA Man's neck and drops him onto the Sergeant - they tumble down the plane, smashing into the cockpit door with a terminal thud.

Dr. Pavel, strapped in, pushes against the seat in front of him - the plane vibrates, trying to tear itself apart.

EXT. ATLAS MOUNTAINS - CONTINUOUS

The men climb the tail of the smaller plane as it dangles helplessly above the mountains. Its wings shear off.

INT. MAIN CABIN, COMMUTER PLANE - CONTINUOUS

Bane breaks his handcuffs as if they were plastic, then opens his legs and drops down the cabin, somersaulting gracefully and using his arms to stop himself halfway down, by Dr. Pavel.

EXT. SKIES OVER MOUNTAIN RANGE - CONTINUOUS

The men attach explosives to the tail, then jump away, swinging out as the tail explodes.

INT. MAIN CABIN, COMMUTER PLANE - CONTINUOUS

An explosion takes off the rear door of the cabin - the Armed Men drop through the smoke on cables.

A body bag is lowered into the cabin. Bane lies it on the seat backs next to Dr. Pavel and unzips it to reveal a body the same age and build as Dr. Pavel.

Bane rips Dr. Pavel's sleeve - pulls out a length of surgical tubing - pushes a needle into Dr. Pavel's arm - runs the tube to the body's arm... Dr. Pavel watches, horrified, as Bane starts compressions on the body's chest, drawing Dr. Pavel's blood across the tube and into the body...

An Armed Man pulls Hooded Man 1 up through the cabin and out. Bane stops Hooded Man 2.

BANE

Friend. They expect one of us in
the wreckage.

The man nods, unhooks himself, takes Bane's arm.

HOODED MAN 2

Have we started the fire?

BANE

(nods)

The fire rises.

Hooded Man 2 hands Bane his line. Bane clips it around Dr. Pavel, takes out a knife and cuts Dr. Pavel's seat belt. Dr. Pavel panics, flails. Bane takes his arms. Gentle.

BANE

Calm, Doctor. Now is not time for
fear...

Bane slides Dr. Pavel out of his seat. They hang in the vertical, windblown cabin. Bane takes out a detonator.

BANE

That comes later.

Bane presses the detonator - the cabin drops from around them, revealing the terrifying drop to the peaks below. Dr. Pavel screams as they are hoisted up towards the transport, and we -

CUT TO:

EXT. GOTHAM - EVENING

Drifting over the vast city...

MAYOR (V.O.)

*Harvey Dent Day may not be our
oldest public holiday...*

...moving past the enormous Gotham Bridge...

MAYOR (V.O.)

*But we're here tonight because it's
one of the most important...*

...over the Gotham river to the Palisades on the far side...

MAYOR (V.O.)

Harvey Dent's uncompromising stand against organized crime and, yes, ultimately, his sacrifice, have made Gotham a safer place than it was at the time of his death, eight years ago...

...finding a party in the grounds of Wayne Manor. The Mayor addresses the wealthy and powerful of Gotham.

MAYOR

This city has seen a historic turnaround. No city is without crime. But this city is without organized crime because the Dent Act gave law enforcement teeth in its fight against the mob. Now people are talking about repealing the Dent Act. And to them I say...not on my watch.

Enthusiastic applause as the Mayor wraps up.

I want to thank the Wayne Foundation for hosting this event. I'm told Mr. Wayne couldn't be here tonight, but I'm sure he's with us in spirit...

High above, on a darkened balcony, a lone figure. Watching.

MAYOR (O.S)

Now I'm going to give way to an important voice...

Down below at the bar, Commissioner Gordon examines some sheets of densely written paper. A Congressman muscles in.

CONGRESSMAN
Commissioner.

GORDON
Congressman.

CONGRESSMAN
Ever lay eyes on Wayne at one of these things?

Gordon shakes his head. Gordon's Deputy Commissioner, Foley, cuts in.

FOLEY

No one has. Not in years.

MAYOR (O.S)

He can tell you about the bad old days, when the criminals and corrupt ran this town with such a tight grasp that people put their faith in a murderous thug in a mask and a cape. A thug who showed his true nature when he betrayed the trust of this great man - (*Turns to picture of Dent.*) And murdered him in cold blood.

The Congressman watches a tray of canapés breeze past, then grabs the ass of the maid carrying them. She freezes.

CONGRESSMAN

Sweetheart, not so fast with the chow.

MAID

(turns, tight smile)

Shrimp balls?

The Congressman grabs two. The Maid moves off. The Congressman glances down at Gordon's papers.

MAYOR (O.S)

Jim Gordon can tell you the truth about Harvey Dent...

CONGRESSMAN

Jesus, Gordon, is that your speech? We're gonna be here all night.

GORDON

Maybe the truth about Harvey isn't so simple, Congressman.

MAYOR (O.S)

But I'll let him tell you himself - Commissioner Gordon?

Applause. Gordon approaches the mike. Looks down at his long speech. Thinks.

GORDON

The truth...?

INSERT CUT: Harvey Dent, face half destroyed, threatens Gordon's son with a handgun.

Gordon surveys the audience. Deciding.

I have written a speech telling the truth about Harvey Dent...

Gordon folds up his speech.

Maybe the time isn't right...

Gordon stuffs the papers inside his jacket. The Congressman mutters under his breath.

CONGRESSMAN
Thank Christ for that...

GORDON

Maybe right now all you need to know is that there are a thousand inmates in Blackgate Prison as a direct result of the Dent Act. These are violent criminals, essential cogs in the organized crime machine that terrorized Gotham for so long. Maybe, for now, all I should say about Harvey Dent's death is this...it has not been for nothing.

The figure on the balcony turns back into the mansion. People clap as Gordon leaves the mike. Gordon approaches Foley.

GORDON
The second shift reports in?

FOLEY
On your desk. But you should put in some more time with the Mayor -

GORDON
That's your department.

Gordon heads for the line of town cars in the gravel drive.

CONGRESSMAN
Anyone shown him the crime stats?

FOLEY
He goes by his gut, and it continues to bother him, whatever the numbers.

CONGRESSMAN
Must be popular with the wife.

FOLEY

Not really. She took the kids and moved to Cleveland.

CONGRESSMAN

He'll have plenty of time for visits. Mayor's dumping him in the spring.

FOLEY

Really? He's a hero.

CONGRESSMAN

War hero. This is peacetime. Stay smart, the job's yours.

INT. KITCHENS, WAYNE MANOR - MOMENTS LATER

Our Maid dives into the bustle of Wayne Manor below stairs - Caterers and Maids, Wait Staff. She overhears another Maid.

MAID 2

They say he never leaves the East Wing.

MAID 3

I heard he had an accident - that he's disfigured.

The other Maids signal her to be quiet. All the chatter has died. Alfred has entered the kitchen.

ALFRED

Mr. Till, why are your people using the main stairs?

Alfred places a glass of water on a tray next to a covered plate. Picks up the tray, looks around the chaotic kitchen.

ALFRED

Where's Mrs. Bolton?

MAID

She's up at the bar, sir. Can I help?

Alfred looks at the Maid. Hands her a key and the tray.

ALFRED

The East drawing room. Unlock the door, place the tray on the table, lock the door again. Nothing more.

The Maid nods. Takes the tray.

INT. HALL, WAYNE MANOR - MOMENTS LATER

Following the Maid through the empty house. She comes to the large oak door to the East Wing. Unlocks it...

INT. DRAWING ROOM, EAST WING, WAYNE MANOR - CONTINUOUS

The room is dark, quiet. The Maid places the tray on the table. She looks at the inner door opposite. It is ajar...

INT. HALL, WAYNE MANOR - CONTINUOUS

Alfred talks to an elegant woman, thirties, Miranda Tate.

ALFRED

I'm sorry, Miss Tate, but I've tried. He won't see you.

MIRANDA

It's important, Mr. Pennyworth.

Her accent is European. Hard to place.

ALFRED

Mr. Wayne is as determined to ignore important things as trivial ones.

MALE VOICE (O.S.)

Don't take it personally, Miranda.

They turn to see a man in his fifties. Daggett.

DAGGETT

Everyone knows Wayne's holed up in there with eight-inch nails, peeing into Mason jars. (To Alfred.) Good of you to let me on the grounds.

ALFRED

The Dent Act is about all Gotham. Even you, Mr. Daggett. Miss Tate, always a pleasure.

Alfred turns and walks off. Daggett smiles, glib.

DAGGETT

Why waste your time talking to the man who threw away your investment on some save-the-world vanity project? He can't help you get your money back. But I can.

MIRANDA

I could try explaining that a save-the-world project, vain or not, is worth investing in, whatever the return. I could try, Mr. Daggett, but you understand only money and the power you think it buys, so why waste my time, indeed?

She walks away. Daggett watches her go.

INT. DRAWING ROOM, EAST WING, WAYNE MANOR - CONTINUOUS

Close on the dinner tray. We hear a labored step approach. Bruce Wayne appears, leaning on a cane. Gaunt. Grey temples. He lifts the lid of his dinner, then freezes, hearing something. He slowly limps into the next room...

INT. SITTING ROOM, EAST WING, WAYNE MANOR, CONTINUOUS

The Maid looks at framed photographs of Rachel, Thomas and Martha Wayne. Some are half-burned. She notices an archery target, arrows stuck in it. She reaches out. WHAM! An arrow sticks into the target - the Maid spins around, flustered. Wayne, at the other end of the long room, lowers a composite bow. Picks up his cane.

MAID

I'm, I'm terribly sorry, Mr. Wayne.
It is Mr. Wayne, isn't it?

Wayne nods, gently. Limps towards her.

MAID

Although you don't have the long nails... (*Nervous laugh.*) Or facial scars...

She trails off, embarrassed. Coy. She seems very young.

WAYNE

Is that what they say about me?

MAID

It's just that...nobody sees you...

Wayne approaches slowly. He nods at her pearl necklace.

WAYNE

That's a beautiful necklace.
Reminds me of the one that belonged
to my mother. It can't be the same
one - her pearls are in this safe -

He reaches out with his cane to press open a panel on the bureau, revealing a safe door...

- which the manufacturer clearly
explained is uncrackable.

...which swings open with an awkward creak.

MAID

Oops. No one told me it was
uncrackable.

The Maid suddenly seems more confident. Older.

WAYNE

I'm afraid I can't let you take
those.

She smiles at him. Moves towards him.

MAID

Look, you wouldn't hit a woman any
more than I would beat up a
cripple.

She kicks his cane from under him, smashes him down.

Of course, sometimes exceptions
have to be made.

The Maid vaults onto the bureau and up to a high window.
Goodnight, Mr. Wayne.

She flips backwards through the window. Wayne smiles, then rocks forward on his good leg and rises with athletic grace. He looks at the safe, notices something. Powder...

EXT. DRIVE, WAYNE MANOR - CONTINUOUS

Moving toward the line of town cars, the Maid pulls off her white apron, cuffs and collar, leaving a black dress and pearls. A Valet hurries to open a car door for her - she slips into a town car...beside the Congressman.

MAID
Can I have a ride?

The Congressman, a little tipsy, looks at her hungrily.

CONGRESSMAN
You read my mind.

INT. EAST WING, WAYNE MANOR - LATER

Alfred enters, to find Wayne kneeling at the safe.

ALFRED
Miss Tate was asking to see you again.

WAYNE
She's very persistent.

ALFRED
And quite lovely, in case you were wondering.

WAYNE
I wasn't.

ALFRED
What are you doing?

WAYNE
Examining print dust. We've been robbed.

ALFRED
And this is your idea of raising the alarm?

WAYNE
(shrugs)
She took the pearls. Tracking device and all.

ALFRED
She?

WAYNE
One of the maids, perhaps you should stop letting them in this side of the house.

ALFRED

Perhaps you should learn to make
your own bed, then. Why are you
dusting for prints?

WAYNE

I'm not. She was.

EXT. ROOFTOP, MAJOR CRIMES UNIT - CONTINUOUS

Gordon brings a stack of files against the air duct, settles
to read. Next to him is a rusty, broken searchlight.

YOUNG VOICE (O.S.)

Sir?

A young Cop is standing there. This is Blake.

BLAKE

I didn't want to bother you up
here, but they're looking for you.

GORDON

What's the problem, son?

BLAKE

Congressman Gilly's wife's been
calling. He hasn't made it home
from the Wayne Foundation event.

GORDON

That's a job for the police?

BLAKE

Sir, I've been a cop for a year and
I've only logged half a dozen
arrests. When you and Dent cleaned
the streets you cleaned 'em good.
Pretty soon we'll be chasing
overdue library books.

Gordon smiles at this. Blake looks at his stack of files.

BLAKE

But here you are. Like we're still
at war...

GORDON

Old habits.

BLAKE
Or instinct.

GORDON
What's your name, son?

BLAKE
Blake, sir.

GORDON
You have something you want to ask
me, Officer Blake?

BLAKE
It's that night. *This* night, eight
years ago. The night Dent died.

GORDON
What about it?

BLAKE
The last confirmed sighting of the
Batman. He murders those people,
takes out two SWAT teams, breaks
Dent's neck...then just *vanishes*?

GORDON
I'm not hearing a question, son.

Blake shifts uneasily. Then looks at Gordon.

BLAKE
Don't you want to know who we was?

Gordon turns to look at the broken searchlight. He brushes
his fingers across its rusted shell.

GORDON
I know exactly who he was. (*Turns
to Blake.*) He was Batman.

Gordon walks past Blake, heading for the stairs.

GORDON (O.S.)
Let's go see about the
Congressman's wife...

INT. EAST WING, WAYNE MANOR - MORNING

Alfred takes his tray into the bedroom. The bed is empty.

ALFRED
Master Wayne?

Alfred's voice echoes through the vast mansion. No reply.

INT. STUDY, WAYNE MANOR - MOMENTS LATER

Alfred hits three notes on the piano. The bookcase opens.

INT. ELEVATOR SHAFT - CONTINUOUS

Alfred descends into the caverns beneath Wayne Manor.

INT. BATCAVE - CONTINUOUS

Alfred walks through the arches as the stone floor starts to lower, becoming a ramp. At the bottom, Alfred is level with a series of dark slate obelisks - a bridge over the water to where Wayne sits at a computer atop a massive slate cube.

ALFRED
You haven't been down here in a
long time...

WAYNE
Just trying to find out more about
our jewel thief. I ran her prints
from the photos she handled -

Wayne pulls up a mug shot - a fat, male armed-robery suspect.

- but she was wearing someone
else's fingerprints. She's good.

ALFRED
She may be. But we have the trace
on the necklace.

WAYNE
We do, so I cross-referenced the
address she went back to with
police data on high-end
B-and-E's...

Wayne hits a key. A photograph of the Maid appears.
Selina Kyle. The databases are full
of close calls, tips from fences...

Newspaper headlines appear -

THE CAT STRIKES AGAIN, POLICE SUSPECT 'CAT' BURGLAR IN JEWEL HEIST.

WAYNE

She's good, but the ground is shrinking beneath her feet.

ALFRED

We should send the police before she fences the pearls.

WAYNE

She won't. She likes them too much. And they weren't what she was after.

ALFRED

What was she after?

WAYNE

My fingerprints. There was printer toner mixed with graphite on the safe. Gives you a good pull, and it's untraceable.

ALFRED

Fascinating. Maybe you should exchange notes over coffee.

WAYNE

Now you're trying to set me up with a jewel thief?

ALFRED

At this point, sir, I would set you up with a chimpanzee if I thought it would bring you back into the world.

WAYNE

There's nothing out there for me.

ALFRED

And that's the problem. You hung up the cape and cowl, but never moved on. You won't get out there and find a life. Find someone -

WAYNE

(bitter)

I did find someone, Alfred.

ALFRED

I know. And then you lost them.
That's part of living, sir. But
you're not living - you're waiting.
Hoping for things to go bad again.

Wayne says nothing.

Remember when you left Gotham?
Before all this. Before Batman.
Seven years you were gone. Seven
years I waited. Hoping that you
wouldn't come back.

Wayne looks at Alfred. Not understanding.

Every year I took my holiday. I'd
go to Florence. There's a café by
the Arno... Any fine evening I
would sit there and order a Fernet
Branca...

INSERT CUT: Alfred seated in a café sipping his drink...

I had a fantasy. I liked to imagine
that one day I'd look across the
tables, and see you. Sitting there
with your wife. Perhaps some kids.
You wouldn't say anything to me, or
me to you, but we'd both
know...that you'd made it. That you
were happy.

INSERT CUT: Alfred spots a couple at another table and looks
closer, hopeful. But they are strangers.

I never wanted you to come back to
Gotham. I knew there was nothing
there for you but pain and tragedy,
and I wanted more for you than
that. I still do.

Alfred leaves Wayne to his cave. His bats.

EXT. WATER TREATMENT FACILITY - DAY

Blake and his partner, Ross, get out of their patrol car. A
DWP Man leads them down a long concrete trough.

DWP MAN

They wash up a couple times a
month. More when it gets colder -
homeless sheltering in the tunnels.
We had to pull him to clear the
basin, but other than that we
didn't touch him...

They come out by the catchment basin. Above the grille lies a body - a teenage boy. Blake looks down at him. Freezes.

ROSS

What?

BLAKE

Name's Jimmy. He's at St.
Swithin's. (*Off look.*) The boys
home where I...I coach some ball.

EXT. ST. SWITHIN'S HOME FOR BOYS - DAY

Blake looks up at the shabby building.

INT. ST. SWITHIN'S HOME FOR BOYS - MOMENTS LATER

Blake is talking to Father Reilly.

FATHER REILLY

Jimmy hadn't been here for months.

BLAKE

Why?

FATHER REILLY

You know why, Blake - he aged out.
We don't have the resources to keep
boys on after sixteen -

BLAKE

The Wayne Foundation gives money
for that -

FATHER REILLY

Not for two years now.

BLAKE

He has a brother here, right?

FATHER REILLY

Mark. I'll tell him.

BLAKE

I'd like to, if that's okay.

EXT. PLAYGROUND, ST. SWITHIN'S - MOMENTS LATER

Father Reilly watches as Blake sits with Mark - ten.

BLAKE
I'm sorry.

Mark nods slowly. Staring straight ahead.

BLAKE
What was he doing in the tunnels?

MARK
Lot of guys been going down the
tunnels when they age out. Say you
can live down there. Say there's
work down there.

BLAKE
What kind of work are you gonna
find in the sewers?

MARK
More than you can find up here, I
guess.

Blake considers this. Troubled.

INT. DIVE BAR - NIGHT

Selina Kyle, in a little black dress, walks in with a drunk
in a Hawaiian shirt. She sits him on a bar stool - walks
over to a table where a neatly dressed man, Stryver, sits.

STRYVER
You brought a date?

SELINA
I like having someone around to
open doors for me.

Selina glances around. Things scattered throughout the bar.
Jumpy. Selina hands an envelope to Stryver.

SELINA
Right hand. No partials.

Stryver slides a transparency out of the envelope. Holds it
up to the light. Four perfect fingerprint transfers.

STRYVER

Very nice.

He pockets the envelope.

SELINA

Not so fast, handsome. You got something for me?

STRYVER

Oh, yes.

Stryver signals a Thug who locks the door. Another Thug joins them at the table. Selina smiles.

SELINA

I don't know what you're going to do with Mr. Wayne's prints...but I'm guessing you'll need his thumb.

As Stryver checks the envelope again -

SELINA

You don't count so good, huh?

STRYVER

I count fine.

The Second Thug puts a gun to Selina's head.

STRYVER

In fact, I'm counting to ten right now...

Selina looks in his eyes. The Thug cocks his gun. She blinks.

SELINA

Okay, okay -

She reaches for her purse. The Thug stops her, reaches in himself - pulls out a cellphone. Slides it across the table.

SELINA

My friend is waiting outside. Just hit 'send'...

Stryver looks at the phone. Hits 'send'. Selina sizes up her options. A knock on the door. Second Thug hides his gun. The door opens - a young woman, Jen. She enters, cheerful, spots Selina. Pulls out an envelope, looks around.

JEN
Place is a little dead.

SELINA
(takes envelope, tense)
It'll liven up in a minute, trust
me.

JEN
Everything okay?

SELINA
Great. Catch you later.

Jen leaves. Stryver checks the envelope. Satisfied.

SELINA
It would've been a lot easier to
just give me what we agreed.

STRYVER
We can't have loose ends. And even
in that dress, no one's going to
miss you.

SELINA
No. But my friend over there...?

Stryver looks at Selina's 'date' drooling into a bowl of nuts at the bar - he looks familiar...

SELINA
Every cop in the city's missing
him.

Across the bar, the TV on mute -

MANHUNT FOR MISSING CONGRESSMAN.

Stryver looks at Selina.

STRYVER
Cute. But they're not gonna be
looking in a place like this.

SELINA
I don't know... You did just use
his cell phone.

Stryver glances down at the cell phone as - SCREECH - the Thugs look out the window at cop cars and SWAT units descending on the bar. Stryver glances at the window and - SMASH - Selina CRACKS his head against the table, grabs

Second Thug's gun hand, flips over the table, firing at the other Thugs, who drop. The SWATs batter down the door. Selina crouches, cowering, screaming.

SWAT
It's alright, Miss. Just stay down
-

The SWATs barrel past, chasing the remaining Thugs back through the bar and out into the back alley. Selina smiles.

EXT. ALLEY BEHIND BAR - CONTINUOUS

The Thugs turn and open up on the SWATs with automatic weapons.

INT. DIVE BAR - CONTINUOUS

Selina moves to the door. Spots the Congressman under the bar, clutching his bleeding leg.

SELINA
Keep some pressure on that,
sweetheart.

She adjusts her dress in the broken mirror behind the bar. Moves for the door.

CONGRESSMAN
(weak)
Call me?

EXT. DIVE BAR - CONTINUOUS

Selina waltzes out - right into Blake. She feigns panic.

SELINA
There's a man in there - he's
bleeding!

BLAKE
It's okay, Miss. It's okay.

Blake helps Selina down onto the tailgate of a SWAT truck. He heads into the bar, weapon drawn. Selina slips behind the truck and into the night.

INT. DIVE BAR - CONTINUOUS

Blake enters, gun drawn. Spots the Congressman.

BLAKE

(into radio)

I've got the Congressman - bullet
to the leg, but he's okay.

EXT. ALLEY BEHIND BAR - CONTINUOUS

The SWATs return fire. The Thugs lay down cover fire, then race around a corner into a smaller passage.

A cop car pulls up, blocking the mouth of the alley - Gordon jumps out, gun drawn.

The SWATs approach the passage, massing on both corners tactically. The two corner SWATs exchange hand signals, counting down... They round the corner, aiming low and high.

The passage is empty.

The SWATs cover a fire escape, but Gordon spots at once -

GORDON

Manhole!

He races to the manhole cover - SWATs wrench off the cover, Gordon grabs a flashlight from the nearest SWAT.

GORDON

You three, down with me. You two,
head down to cover the next exit -

SWAT

Where -?

GORDON

Get the DWP down here, now!

Gordon starts climbing down the ladder...

INT. SEWERS - CONTINUOUS

Gordon moves down the tunnel, flashlight low. Three SWATs fall in behind...

EXT. ALLEY BEHIND BAR - CONTINUOUS

Blake comes into the alley. Cops surround the manhole.

COP

Where's the DWP guy?

BLAKE

They went down there?

FOLEY

(shaking his head)

And Gordon took SWAT in after them.

INT. SEWERS - CONTINUOUS

Gordon hears a noise up ahead - pushes forward, rounds the corner. BANG! GUNFIRE. SWATs return fire, shots sparking off the concrete walls, then - BOOM - behind him the tunnel ERUPTS IN FIRE, blasting the SWATs. Gordon races forward, tearing through the tunnels.

EXT. ALLEY BEHIND BAR - CONTINUOUS

Blake jumps back as a fireball bursts out of the manhole.

INT. SEWERS - CONTINUOUS

Gordon races around a corner, gun drawn. A noise makes him turn - WHACK, he is clobbered from behind by a Thug.

EXT. ALLEY BEHIND BAR - CONTINUOUS

Blake pushes forward.

BLAKE

Come on, we gotta get down there -

COP

That was a *gas explosion*, kid -

BLAKE

Gas? This is a sewer!

FOLEY

No one goes in there till we know what's down there.

BLAKE

We know what's down there, sir. The Police Commissioner!

FOLEY

Somebody get the hothead out of here. And get me a DWP guy!

Blake backs off. Gets an idea - goes for his patrol car.

INT. SEWERS - CONTINUOUS

Thug 1 flips Gordon onto his back.

THUG 1

This one's alive. (*Looks closer.*) Jesus. It's the Police Commissioner.

THUG 2

What do we do?

THUG 1

Take him to Bane.

The two Thugs drag Gordon down through the maze of tunnels. As they descend deeper they encounter work crews of muscular men wielding large drills and jackhammers, working the walls and ceiling of the larger tunnels. Some of the men are armed Mercenaries, overseeing gangs of homeless street kids. They stare as Gordon is dragged past. The Thugs drag Gordon between two waterfalls, into -

INT. BANE'S LAIR, SEWERS - CONTINUOUS (NIGHT)

They approach a figure, turned away, crouched in the firelight. Bare-chested, muscular, masked. Bane. A crooked line of scar tissue runs the length of his spine...

BANE

Why are you here?

The Thugs drop Gordon at Bane's feet.

THUG 1

Answer him!

Bane slowly turns to the Thugs.

BANE
I'm asking you.

THUG 1
It's the Police Commissioner.

BANE
And you brought him down here?

THUG 2
We didn't know what to do. We -

BANE
You panicked. And your weakness
costs three lives.

THUG 1
No, he's alone -

Bane flips the Thug's chin up and to the side with a crack.
Thug 1 drops. Bane turns to Thug 2.

BANE
Search him. Then I will kill you.

The Thug, terrified, pulls out Gordon's badge, wallet,
gun...and the folded papers of the speech he did not read.
Bane takes these one by one with quick glances. He stops at
the papers. Unfolds them...

As he reads, Gordon rolls off the steps, dropping into the
rushing flow of water - gunshots ring out...

THUG 2
He's dead.

Thug 2 trails off as Bane looks up from the papers...

BANE
Then show me his body.

THUG 2
That water runs to any one of the
outflows - we'd never find him.

Bane turns to the Lead Mercenary.

BANE
Give me your GPS.

Lead Mercenary hands him a GPS - Bane tucks it into Thug 2's
jacket, zips it up like a mother sending her kid to school.

BANE
Follow him.

THUG 2
Follow him?

Bane shoots Thug 2, kicks him into the water. Turns to Lead Mercenary.

BANE
Track him. Make sure both bodies will not be found. Then brick up the south tunnel.

EXT. WATER TREATMENT FACILITY - NIGHT

Blake comes out to the catchment basin. He spots something stuck up against the grille, thrusts his hand into the raging waters - Gordon is there, alive. Just. Blake pulls him up onto the concrete, hoists him up, hurrying...

INT. FRONT HALL, WAYNE MANOR - DAY

Alfred opens the door to reveal Blake in his dirty uniform.

BLAKE
I need to see Brice Wayne.

ALFRED
I'm sorry, Mr. Wayne doesn't take unscheduled calls. Even from police officers.

BLAKE
And if I go get a warrant, in the investigation of Harvey Dent's murder? Would that still count as unscheduled?

INT. STUDY, WAYNE MANOR - MOMENTS LATER

Blake is sitting, drumming his leg, nervous. Wayne enters.

WAYNE
What can I do for you, officer?

BLAKE
Commissioner Gordon's been shot.

WAYNE

I'm sorry to hear that -

BLAKE

He chased a gunman down into the sewers. When I pulled him out he was babbling about an underground army. A masked man called 'Bane'.

WAYNE

Shouldn't you be telling this to your superior officers?

BLAKE

I did. One of them asked if he saw any giant alligators down there. He needs you. He needs the Batman.

WAYNE

If Commissioner Gordon thinks I'm the Batman he must be in a bad way

-

BLAKE

He doesn't know or care who you are. (*Off look.*) But we've met before. When I was a kid. At the orphanage. See, my mom died when I was small. Car accident, I don't really remember it. But a couple of years later my dad was shot over a gambling debt. I remember that just fine. (*Looks at Wayne.*) Not a lot of people who what it feels like, do they? To be angry. In your bones. People understand, foster parents understand. For a while. Then they expect the angry kid to do what he knows he can never do. To move on. To forget.

Wayne stares at Blake.

BLAKE

So they stopped understanding and sent the angry kid to a boys' home - St. Swithin's. Used to be funded by the Wayne Foundation. See, I figured it out too late. You have to hide the anger. Practice smiling in the mirror. Like putting on a mask. You showed up one day in a cool car, pretty girl on your arm.

(MORE)

BLAKE (cont'd)

We were so excited - Bruce Wayne, billionaire orphan. We made up stories about you. Legends. The other boys' stories were just that. But when I saw you I knew who you really were... (Beat.) I'd seen that look on your face. Same one I taught myself.

Blake gets up to leave. Wayne is lost in thought.

BLAKE

I don't know why you took the fall for Dent's murder, but I'm still a believer in the Batman. Even if you're not.

WAYNE

Why did you say your boys' home used to be funded by the Wayne Foundation?

BLAKE

Because the money stopped. Might be time to get some fresh air and start paying attention to the details. Some of those details might need your help.

INT. HALL, WAYNE MANOR - MOMENTS LATER

Wayne and Alfred watch Blake drive away.

WAYNE

You checked that name? 'Bane' -

ALFRED

Ran it through some databases. He's a mercenary. No other known name. Never been seen or photographed without a mask. He and his men were behind a coup in West Africa that secured mining operations for our friend John Daggett.

WAYNE

Now Daggett's brought them here?

ALFRED

It would seem so. I'll keep digging.

Alfred turns to leave.

WAYNE

Why did the Wayne Foundation stop funding boys' homes in the city?

ALFRED

The Foundation is funded from the profits of Wayne Enterprises...
(Off look.) There have to be some.

WAYNE

Time to talk to Mr. Fox, I think.

ALFRED

I'll get him on the phone -

WAYNE

No. Do we still have any cars around the place?

ALFRED

(lights up)

One or two.

WAYNE

And I need an appointment at the hospital. About my leg.

ALFRED

Which hospital, sir?

WAYNE

Whichever one Jim Gordon's in.

Alfred is less excited by this part of the request.

EXT. WAYNE ENTERPRISES - DAY

Moving towards the tall skyscraper downtown.

MIRANDA (V.O.)

Mr. Fox, I believe in what Mr. Wayne was trying to do...

INT. BOARDROOM, WAYNE ENTERPRISES - CONTINUOUS

Miranda is talking to Lucius Fox at the table.

MIRANDA

I'm only asking for explanations
because I think I can help.

FOX

I'll pass along your request. Next
time I see him.

Miranda catches something in this.

MIRANDA

He doesn't talk to you either?

FOX

Let's just say that Bruce Wayne has
his...eccentricities.

MIRANDA

(rising)

Mr. Fox, are you aware that John
Daggett is trying to acquire shares
in Wayne Enterprises?

FOX

I was not. But it wouldn't do him
any good - Mr. Wayne still retains
a clear majority.

Miranda leaves. Fox moves into his office - stops.

FOX

Bruce Wayne. As I live and breathe.

Wayne rises, pushing hard on his cane.

FOX

What brings you out of cryo-sleep
Mr. Wayne?

WAYNE

I see you haven't lost your sense
of humor...even if you have lost
most of my money.

FOX

Actually, you did that yourself.
See, if you funnel the entire R and
D budget for five years into a
fusion project that you then
mothball, your company is unlikely
to thrive.

WAYNE

Even with -

FOX

A wildly sophisticated CEO, yes.
Wayne Enterprises is running out of
time. And Daggett is moving in.

WAYNE

What're my options?

FOX

If you're not willing to turn your
machine on -

WAYNE

I can't, Lucius.

FOX

Then sit tight. Your majority keeps
Daggett at arm's length while we
figure out a future for the energy
program with Miranda Tate - she's
supported your project all the way.
She's smart, and quite lovely.

WAYNE

You too, Lucius?

FOX

We all just want what's best for
you, Bruce. Show her the machine.

WAYNE

I'll think it over.

FOX

Anything else?

WAYNE

No, why?

FOX

These conversations always used to
end with some...unusual requests.

WAYNE

I retired.

FOX

Let me show you some stuff, anyway.

Fox hits a button - the bookcase opens into a hidden
elevator.

INT. APPLIED SCIENCES - MOMENTS LATER

Fox leads Wayne into the vast, gadget-filled space. They pass Tumblers with different weapons configurations...

WAYNE

I figured you'd have shut this place down.

FOX

It was always shut down, officially.

WAYNE

But all this new stuff?

FOX

After your father died, Wayne Enterprises set up fourteen different defense subsidiaries. I've spent years shuttering them and consolidating all the prototypes under one roof. My roof.

WAYNE

Why?

FOX

Stop them falling into the wrong hands. Besides, I thought *someone* might get some use out of them...

Wayne shakes his head.

FOX

Sure I can't tempt you to something? Pneumatic crampons? Infrared lenses? Least let me get you something for that leg.

WAYNE

It's fine the use it gets these days.

FOX

Well, then I have just the thing for an eccentric billionaire who doesn't like to walk...

Fox opens a door - we glimpse a sleek vehicle. Wayne's eyes light up.

WAYNE

Now you're just showing off.

FOX

Defense Department project for
tight-geometry urban pacification.
Rotors configured for maneuvering
between buildings without
recirculation.

WAYNE

What's it called?

FOX

It has a long and uninteresting
Wayne Enterprises designation. So I
took to calling it the Bat. And
yes, Mr. Wayne, it *does* come in
black.

Wayne touches its sleek side. Marveling.

FOX

Works great except for the
autopilot.

WAYNE

What's wrong with that?

FOX

Software-based instability. Take a
better mind than mine to fix it.

WAYNE

Better mind?

FOX

I was trying to be modest. A less
busy mind. Yours, perhaps.

Wayne looks wistfully at the machine. Turns away.

WAYNE

I told you. I retired, Lucius.

INT. EXAMINATION ROOM, GOTHAM GENERAL HOSPITAL - NIGHT

Wayne listens, distracted, while a Doctor examines an X-ray.

DOCTOR

I've seen worse cartilage in knees

-

WAYNE

That's good -

DOCTOR

No, that's because there is no cartilage in your knee. And not much of any use in your elbows and shoulders. Between that and the scar tissue on your kidneys, residual concussive damage to your brain tissue and general scarred-over quality of your body... (*Takes a deep breath.*) I cannot recommend that you go heli-skiing. About the only part of your body that looks healthy is your liver, so if you're bored I recommend you take up drinking, Mr. Wayne.

Wayne smiles. The Doctor leaves. Wayne pulls on a ski mask, steps to the window, hops up, pulls a wire from his cane, which he clips to his belt. He props his cane behind the frame - jumps out. The wire unspools from the cane as -

EXT. TENTH FLOOR, GOTHAM GENERAL HOSPITAL - CONTINUOUS

Wayne drops three floors...

INT. PRIVATE ROOM, GOTHAM GENERAL - CONTINUOUS

Gordon lies in his bed, hooked up to machines. Wayne, in ski mask, stands over him. Gordon's eyes flutter open. He tries to speak with a weak, hoarse voice...

GORDON

We were in this together. Then you were gone...

WAYNE

The Batman wasn't needed anymore.
We won.

GORDON

Built on a lie. Our lie. Now there's evil rising from where we tried to bury it. Nobody will listen... The Batman has to come back.

WAYNE
What if he doesn't exist anymore?

GORDON
He must. He must.

INT./EXT. LAMBORGHINI ON GOTHAM STREETS - NIGHT

Wayne pulls up in front of a row of shabby subdivided town houses. Checks a tracking device. Jon, provocatively dressed, leads a Yuppie Banker-type in through a front door.

INT. SELINA'S APARTMENT - CONTINUOUS

Selina sits in a small room getting ready to go out. She picks up the pearls - hears a disturbance in the hall.

JEN (O.S.)
I told you - money first -

YUPPIE (O.S.)
Goddammit, you took my wallet!

INT. STAIRWELL OUTSIDE SELINA'S APARTMENT - CONTINUOUS

The Yuppie has Jen against the wall - he reaches back to hit her with an expensive wristwatch-clad arm. But Selina has grabbed his wrist with a powerful grip.

SELINA
Get out.

YUPPIE
She took my wallet!

Selina twists his arm behind him in a blinding move.

SELINA
Now.

She releases the Yuppie, who moves off down the stairs. Selina turns to Jen. Who is examining a wallet.

SELINA
I told you not to try it with the assholes, Jen.

JEN
They're all assholes.

SELINA

Okay, the assholes who hit.

JEN

I don't know what he's so upset about, he only had sixty bucks in here.

SELINA

Probably the watch.

YOUNG WOMAN

Watch?

Selina opens her hand and gives Jen the Yuppie's Rolex.

EXT. SELINA'S BUILDING, OLD TOWN, GOTHAM - LATER

Selina exits and hails a cab. Wayne watches her go. Then pulls out. Checking his tracker.

EXT. MUSEUM, GOTHAM - LATER

Town cars dispense Gotham society in tasteful masquerade. Wayne pulls up to the Valet. Paparazzi line the entrance. Wayne uses his cane to get out of his Lamborghini...

PAPARAZZI

Another stiff too old to climb out of his sports car.

PAPARAZZI 2

No, that's Bruce Wayne! Hey, Wayne, where you been hiding?

Lenses swing onto Wayne, who pushes a button on his key fob - a pulse. The cameras die. Wayne heads to the door.

WAYNE

I'm not sure if my assistant put me on the guest list -

GREETER

Right through here, Mr. Wayne...

INT. MUSEUM - CONTINUOUS

A lavish ball - the expressively attired dance under falling confetti... Even Bruce Wayne is struck by the ostentation. He spots Selina dancing with a deeply smitten Rich Twit. She wears a small, velvet pair of cat ears. And the pearls.

MIRANDA (O.S)
Bruce Wayne at a charity ball?

Wayne turns to find Miranda Tate, amazed, a small mask her only concession to fancy dress.

WAYNE
Miss Tate, isn't it?

MIRANDA
Even before you became a recluse,
you never came to these things...

WAYNE
True. Proceeds go to the big fat spread, not the cause. It's not about charity, it's about feeding the ego of whichever society hag laid it on.

MIRANDA
Actually, this is my party, Mr. Wayne.

WAYNE
Oh.

MIRANDA
And the proceeds will go where they should, because I paid for the big fat spread myself.

WAYNE
That's very generous of you.

MIRANDA
You have to invest to restore balance to the world. Take our clean-energy project...

WAYNE
Sometimes the investment doesn't pay off. Sorry.

MIRANDA

You have a practiced apathy, Mr. Wayne. But a man who doesn't care about the world doesn't spend half his fortune on a plan to save it... (*Gentle.*) And isn't so wounded when it fails that he goes into hiding...

Wayne looks at Miranda. Intrigued.

MIRANDA

Have a good evening, Mr. Wayne.

Wayne watches Miranda glide away. Then turns to Selina.

WAYNE

Mind if I cut in?

Rich Twit turns, annoyed - Wayne hands him his cane. Takes Selina by the waist. She glares at him.

WAYNE

You don't seem very happy to see me.

SELINA

You were supposed to be a shut-in.

WAYNE

Felt like some fresh air.

SELINA

Why didn't you call the police?

WAYNE

I have a powerful friend who deals with this kind of thing. (*Admires her cat ears.*) Brazen costume for a cat burglar.

SELINA

Yeah? Who are you pretending to be?

WAYNE

Bruce Wayne, eccentric billionaire.
Who's your date?

SELINA

His wife's in Ibiza. She left her diamonds behind, though. Worried they'd get stolen.

WAYNE

It's pronounced 'Ibeetha'. You wouldn't want these folks realizing you're a crook not a social climber.

SELINA

(flash of anger)

You think I care what anyone in this room thinks about me?

WAYNE

I doubt you care what anyone in this room thinks about you.

SELINA

Don't condescend, Mr. Wayne. You don't know a thing about me.

WAYNE

Well, Selina Kyle, I know you came here from your walk-up in Old Town - modest place for a master jewel thief. Which means either you're saving for your retirement - or you're in deep with the wrong people.

SELINA

You don't get to judge me because you were born in the master bedroom of Wayne Manor.

WAYNE

Actually, I was born in the Regency Room.

SELINA

I started off doing what I had to. Once you've done what you had to they'll never let you do what you want to.

WAYNE

Start fresh.

SELINA

There's no fresh start in today's world. Any twelve-year-old with a cell phone could find out what you did. Everything we do is collated and quantified. Everything sticks. We are the sum of our mistakes.

WAYNE

Or our achievements.

SELINA

The mistakes stick better. Trust me.

WAYNE

You think that justifies stealing?

SELINA

I take what I need to from those who have more than enough. I don't stand on the shoulders of people with less.

WAYNE

Robin Hood?

SELINA

I'd do more to help someone than most of the people in this room. Than you.

WAYNE

Maybe you're assuming too much.

SELINA

Or maybe you're being unrealistic about what's really in your pants other than your wallet.

WAYNE

Ouch.

SELINA

You think all this can last?

Wayne glances around at the sumptuous party.

SELINA

There's a storm coming, Mr. Wayne. You and your friends better batten down the hatches, because when it hits you're all gonna wonder how you ever thought you could live so large and leave so little to the rest of us.

WAYNE

Sounds like you're looking forward to it.

SELINA
I'm adaptable.

WAYNE
These pearls do look better on you
then they did in my safe...

Wayne rolls her into his shoulder - reaches up to the back
of her neck, unclasps the necklace.

But I still can't let you keep
them.

The pearls slide off her neck into his other hand. Selina
looks at him. Angry. Then kisses him, hard, and disappears
into the crowd. Wayne's cane reappears.

RICH TWIT
(annoyed)
You scared her off.

WAYNE
Not likely.

EXT. MUSEUM - MOMENTS LATER

Wayne approaches the Valet. Pats down his pockets.

WAYNE
I must have lost my ticket -

VALET
Your wife said you were taking a
cab home, sir.

WAYNE
My wife?

INT./EXT. LAMBORGHINI RACING DOWN STREETS - CONTINUOUS

Selina permits herself a little smile as she guns the
engine.

INT. ROLLS ROYCE - LATER

Alfred watches in the mirror as Wayne climbs into the back.

ALFRED
Just you, sir?

Wayne gives him a withering glare.
(MORE)

ALFRED (cont'd)
Don't worry, Master Wayne. Takes a
little time to get back into the
swing of things.

Wayne dials his phone.

FOX (O.S.)
This is Fox.

WAYNE
Remember those 'unusual requests' I
used to make?

FOX (O.S.)
I knew it!

Up front, Alfred listens. Concerned.

INT. BATCAVE - DAY

Wayne pushes a button on a hi-tech carbon fiber brace strapped to his good knee - the brace tones. As Wayne starts moving his knee, bending, stretching, Alfred puts down a Thermos.

ALFRED
You've got the wrong leg, sir.

WAYNE
You start with the good limb so it
learns your optimum muscle
patterns.

Wayne swaps the brace to his bad knee. Puts his weight on it - the knee bends, kicks. He sits again. Cautious.
Now we tighten it up.

Wayne gingerly pushes a button - the brace starts to shrink tight to his leg, digging in. Wayne grits his teeth.

ALFRED
It is terribly painful?

WAYNE
(gritted teeth)
You're welcome to try it, Alfred.

ALFRED
Happy watching, thank you, sir.

Wayne shouts as the brace clicks home. He gets to his feet.

WAYNE

Not bad -

Wayne executes a perfect roundhouse, knocking out a brick.
Not bad at all.

Alfred picks up the brick. Considers it. Uneasy. He follows Wayne across the bridge to the cube.

ALFRED

Master Wayne, if you're considering going back out there you need to hear some rumors surrounding Bane.

WAYNE

I'm all ears.

ALFRED

There is a prison. In a more ancient part of the world. A *pit*. Where men are thrown to suffer and die. But sometimes, a man rises from the darkness. Sometimes...the pit sends something back.

WAYNE

Bane.

ALFRED

Born and raised in a hell on earth.

WAYNE

Born in a prison?

ALFRED

No one knows why. Or how he escaped. But they know who trained him one he did...Rā's al Ghūl. Your mentor.

Wayne takes this in. Shocked.

ALFRED

He plucked Bane from a dark corner of the earth and trained him in the blackest disciplines of combat, deception and endurance. Just like you.

WAYNE

Bane was a member of the League of Shadows.

ALFRED

Until he was *excommunicated*. And a man considered too extreme for Rā's al Ghūl is not to be trifled with.

WAYNE

I didn't realize I was known for trifling with criminals.

ALFRED

That was then. And you can strap up your leg and put the mask back on. But it won't make you what you were.

WAYNE

Which was?

ALFRED

Someone whose anger at death made him value all life. Even his own.

WAYNE

If this man is all the things you say he is, then this city needs me.

The Batsuit emerges from the cube.

ALFRED

Yes, this city needs *Bruce Wayne*. Your resources, your knowledge...not your body. Not your life. That time has passed.

WAYNE

I tried helping as Bruce Wayne, Alfred. And I failed.

ALFRED

You *can* fail as Bruce Wayne. As Batman, you *can't afford to*.

WAYNE

That's what you're afraid of - that if I go back out there I'll fail.

ALFRED

No. I'm afraid that you *want to*.

Wayne looks at Alfred. Then turns to examine the Batsuit.

INT. STOCK EXCHANGE - EVENING

A frenzy of trading on the packed floor...

Two Traders sit on a shoeshine stand in the lobby.

TRADER 2

You can't short the stock because
Bruce Wayne goes to a party -

TRADER 1

Wayne coming back is change. Change
is either good or bad.

TRADER 2

On what basis?

TRADER 1

I flipped a coin.

Near the front entrance: a Food Delivery Guy is standing there negotiating with a Trader.

TRADER 3

No. Rye. I told 'em rye.

Trader 3 spots bad news on a screen.
Alright, I'll take it.

He thrusts Food Guy a tip and grabs the bag, distracted...

At the rear secure entrance: a Motorcycle Courier enters, wearing his helmet - a Female Security Guard gets in his face.

FEMALE SECURITY GUARD

Rookie! Lose the helmet! (*Points at a camera.*) We need faces for cameras.

In the rest room: a Janitor mops the floor, shifting out of the way of two Traders who rush in to pee.

At the shoeshine stand, Trader 1 waves a bill down at the man shining his shoes without a glance. Shoeshine Man takes the bill, then, as the Traders step off, he reaches into a gym bag and checks an automatic weapon. He clicks the slide home, then hoists the gym bag and heads for the trading floor.

At the secure entrance: the Courier pulls off his helmet. The Female Security Guard's eyes go wide.

In the rest room: the Janitor reaches into his bucket and pulls out a machine pistol in a Ziploc bag.

Near the front entrance: Food Guy pulls an automatic pistol - clubs Trader 3 with it, pastrami flying. Shoeshine Man moves onto the floor, pulls out his weapon.

Under the Courier's helmet - a mask. Bane. He grabs the Female Security Guard and throws her into her colleagues, lashing out in four directions with rapidfire lethality.

Shoeshine Man fires into the large trading screens. The floor erupts into a different frenzy - traders hit the deck, screaming. Bane moves onto the floor...

TRADER 1

This is a stock exchange, there's no money you can steal -

He dries up as Bane stops. Turns to him...

BANE

Why else would you people be here?

Bane grabs Trader 1 by the throat and drags him across the floor to an online automated trades terminal... He puts the man's thumb onto the print reader - the screen lights up.

BANE

Enter your password. Or I send these men to your home.

Trader 1, terrified, types in his password. Outside, sirens. Shoeshine man pulls out a USB drive with an antenna - plugs it into the computer - figures race across the screen...

EXT. STOCK EXCHANGE - CONTINUOUS

Police vehicles screech into the narrow street - construction vehicles are blocking. Blake argues with a burly Construction Worker.

BLAKE

Move it, now! We've got a situation.

CONSTRUCTION WORKER

Where can I move it?!

BLAKE

That way!

Blake points - but SWAT vehicles pile in, blocking.

BLAKE
Get in your vehicle and stay there!

Foley and the SWAT Commander, Allen, approach the entrance. The Market Security Chief walks up, frantic.

SECURITY CHIEF
You've gotta get in there!

FOLEY
This is a hostage situation -

SECURITY CHIEF
It's a robbery! They've got direct access to the online trading desk.

FOLEY
I'm not risking my men for your money -

SECURITY CHIEF
It's not our money, it's everyone's!

ALLEN
Really? Mine's in my mattress.

SECURITY CHIEF
If you don't shut these guys down, the stuffing in that mattress might be worth a whole lot less, pal.

FOLEY
Cut the fiber line - shut down the cell tower. That'll slow them down.

INT. STOCK EXCHANGE - CONTINUOUS

Shoeshine Man looks up from the laptop.

SHOESHINE MAN
They cut the fiber. Cell's working.

BANE
For now. How much longer does the program need?

SHOESHINE MAN
Eight minutes.

BANE
Time to go mobile.

Shoeshine Man picks up the laptop, slips it into his pack...

EXT. STOCK EXCHANGE - CONTINUOUS

Allen shouts at his men.

ALLEN
Get the barriers up - no more in
and out on this street!

Steel wedge-shaped barriers rise up at the mouth of the street. A Sniper watches the doors through a thermal scope. Six large heat signatures bloom, too big for people...

SNIPER
I've got something -

The door explodes. SWATs duck, six sportbikes race out and leap the ramp-like barricades, sending SWATs scattering. Cops scramble to pull their vehicles out to give chase.

EXT. GOTHAM STREET - CONTINUOUS

The bikes weave through traffic, Traders strapped to the back, facing backwards - screaming, ties flying in the wind. A cruiser falls in behind.

ROOKIE COP
Shoot the tires!

A Veteran Cop sights a shot, but the Traders are in the way.

VETERAN COP
No shot!

EXT. STOCK EXCHANGE - CONTINUOUS

Foley is barking into his radio.

FOLEY
Back off, back off! They've got
hostages!

INT./EXT. CRUISER ON GOTHAM STREETS - CONTINUOUS

The cruiser follows the bike into a large tunnel. A Rookie Cop looks up into his rear-view.

ROOKIE COP

What's going on with the lights?

The Veteran Cop looks back - streetlights and headlights are dying one after another. The darkness is chasing them - the darkness hits them. Their lights, sirens, and engine die...

And, out of the silence, a dark shape roars past -

VETERAN COP

It can't be...

ROOKIE COP

The hell was that?!

VETERAN COP

Oh boy. You're in for a show
tonight, son.

EXT. HIGHWAY - CONTINUOUS

Food Guy drives the rear bike. He looks back - sees streetlights explode behind him - darkness catching him up.

The engine chokes and dies. The Trader jumps off, shouting for the cops. Food Guy turns, pulling his gun. SMASH! - Food Guy is thrown backwards off his bike by a dark wing as BATMAN races by on the Bat-Pod.

EXT. STOCK EXCHANGE - CONTINUOUS

Foley rushes to Blake's cruiser.

FOLEY

Let's roll, they've spotted the
Batman!

EXT. HIGHWAY INTERSECTION - CONTINUOUS

The remaining bikes split up as they reach a high overpass.

EXT. HIGH OVERPASS - CONTINUOUS

Batman pulls up, overlooking the intersection - pulls a rifle-shaped device. A tone builds - he aims it at the bike and fires.

EXT. HIGHWAY OFF-RAMP - CONTINUOUS

Janitor's bike sparks and dies. Sirens as Cops move in, Another bike splutters and dies - the Hostage breaks for cover.

EXT. HIGH OVERPASS - CONTINUOUS

Batman sees the last two bikes disappear beneath an overpass. He holsters his EMP rifle and guns the Bat-Pod.

INT. BLAKE'S CRUISER - CONTINUOUS

Foley, in the back, is using the cruiser as a mobile command station.

FOLEY
(into radio)
Call everyone in - every car
patrol, beat cop, off-duty, too!
Pull 'em in, close every street!
Now!

Foley looks out at Gotham rushing by.

FOLEY
I'm gonna do what Gordon never
could.

BLAKE
What's that?

FOLEY
I'm gonna take down the Batman.

BLAKE
Sir, what about the armed robbers?

Foley ignores him.

EXT. GOTHAM - CONTINUOUS

All around the city, cops mobilize - cars, vans, choppers...

EXT. HIGHWAY - CONTINUOUS

Bane pulls up at speed alongside Shoeshine Man. Shoeshine Man glances inside his pack - signals '2'. Bane turns, sees darkness approaching, reaches back and grabs his Hostage, lifting him onto the back of Shoeshine Man's bike. Bane peels off - Batman stays on Shoeshine Man.

INT. CHOPPER - CONTINUOUS

A Spotter watches Bane peel off, hits the radio.

SPOTTER
(into radio)
One bike's pulled off, no hostage -

INT. BLAKE'S CRUISER - CONTINUOUS

Foley listens to the radio, hungry -

SPOTTER
(over radio)
Should we pursue?

FOLEY
Negative! Stay on the Batman!

BLAKE
But he's getting away!

FOLEY
(annoyed)
Who do you want to catch? Some
robber, or the son-of-a-bitch who
killed Harvey Dent?

INT. DAGGETT'S PENTHOUSE - CONTINUOUS

Coverage of the pursuit blares from all the TVs, as Daggett and Stryver watch. Tense.

TV ANNOUNCER
People aren't saying much -
frankly, they're too busy - but all
signs suggest that what we're
(MORE)

TV ANNOUNCER (cont'd)
seeing is, in fact, the return of
the Batman...

INT. INNER OFFICE, DAGGETT'S PENTHOUSE - CONTINUOUS

Moving in on a shadow, crouched in front of Daggett's safe, working the dial... The shadow slides up a pair of goggles onto the top of its head creating the silhouette of cat ears. It is Catwoman. She turns to the TV, watching the pursuit.

CATWOMAN
Well, what do you know?

Catwoman opens the safe. Nothing inside. She frowns.

EXT. GOTHAM STREETS - CONTINUOUS

Bane slips between two cruisers who tear after the Batman. He jumps up onto a concrete barrier, then down to the mouth of an outflow pipe. He glances at the entire Gotham Police Department descending on one man. Disappears into the pipe.

EXT. GOTHAM STREETS - CONTINUOUS

Shoeshine Man glances into his pack - the program beeps, finished. He looks back to see the Bat-Pod racing at him, ducks as it comes alongside...riderless. Shoeshine Man looks up, confused. WHUMP! His hostage is ripped off the bike by a low-flying dark shape.

Shoeshine Man lays down the bike in a shower of sparks, rolls off dazed. Batman grabs him.

BATMAN
WHAT WERE YOU STEALING?!

Shoeshine Man stares. Unafrfraid. Batman rips the computer from his pack. The screen reads:

APPLICATION COMPLETE

Blinding light and noise as police choppers descend - sirens everywhere. Batman grabs the USB drive from the laptop. He jumps on the Bat-Pod - pauses, taking in the sight of thousands of police, cars, choppers, dogs, closing in.

POLICE VOICE
(over loudspeaker)
STEP AWAY FROM THE BIKE!

Batman looks at the line of stopped traffic. An empty car transporter is below the on-ramp... Batman fires the cannons at the transporter, the near ramp crashes down, and Batman roars towards it - mounts it and jumps onto the on-ramp...

INT. DAGGETT'S PENTHOUSE - CONTINUOUS

Daggett angrily grabs some ice cubes for his drink.

DAGGETT
After eight years he has to pick
tonight...

STRYVER
He's drawing the cops off Bane...

Daggett watches, intrigued.

INT. BLAKE'S CRUISER - CONTINUOUS

Foley shouts down the phone.

FOLEY
How did you let him go?!

COP
(over radio)
He's got a lot of firepower -

FOLEY
And you don't?! We're not letting
one nut with a bad attitude and
some fancy gadgets run this town
down, you hear me?!

COP
(over radio)
He's heading back downtown...

FOLEY
(excited)
Then he's as dumb as he dresses -
close it down, gentlemen!

EXT. GOTHAM STREETS - CONTINUOUS

Thousands of police jockey to pursue the Batman as he races back into the downtown area.

EXT. DOWNTOWN STREET - CONTINUOUS

The Bat-Pod tears along, pursued by a phalanx of cruisers, choppers overhead. More cops appear at the far end of the boulevard.

The Bat-Pod executes a ninety-degree turn, flipping over as it goes, then guns into the darkness of a large blind alley.

Cruisers and choppers block the mouth of the alley. Blake arrives last, his cruiser sealing the bottleneck. Foley swaggers out.

FOLEY

Like a rat in a trap, gentlemen...

Foley reaches for a loudhailer. VARRROOOOM!! A noise from the alley that none of the cops have heard before...

VETERAN COP

You might have the wrong animal there, sir -

Spotlights smash on and a massive dark cyclone roars out of the alley, spinning the choppers sideways, dual rotor downdraft forcing all the cops to the ground.

The Bat, now black, thunders up and over the entire Gotham PD. Blake slides up to Foley. Dry.

BLAKE

Are you sure that was him?

Foley looks at Blake. Thrusts the loudhailer at him.

INT. HOSPITAL ROOM - CONTINUOUS

Gordon, still hooked up to machines, watches TV. He smiles.

ANNOUNCER

(on TV)

Police are keeping quiet about the prospect of a return by the Batman, but eyewitness accounts seem the clearly suggests the type of...

INT. DAGGETT'S PENTHOUSE - NIGHT

Daggett watches the TV coverage, concerned. Stryver enters.

STRYVER

Bane says the Batman interfered,
but the task was accomplished.

DAGGETT

What about the men they arrested?

STRYVER

He says, and I quote, they would
die before talking.

DAGGETT

(grins)

Where does he find these guys?

Daggett gets to his feet, relieved, moves to his inner office.

Open the champagne...

INT. INNER OFFICE, DAGGETT'S PENTHOUSE - CONTINUOUS

Daggett comes through the door, calling back.

DAGGETT

And can we get some girls in here?

CATWOMAN (O.S.)

Careful what you wish for.

Catwoman grabs him, throws him across the room. His back slams against the wall - he draws a gun, but - WHACK! - Catwoman pins his wrist to the wall at shoulder height using the high heel of her boot. He whimpers as she leans in.

CATWOMAN

Cat got your tongue?

She plucks the gun from his trembling hand.

DAGGETT

You dumb bitch.

CATWOMAN

Nobody ever accused me of being
dumb.

DAGGETT
Dumb to show up here tonight.

CATWOMAN
I want what you owe me -

Click - Stryver has a gun to her head.

DAGGETT
'I want' never gets...

Stryver looks appreciatively at Catwoman as she lowers her leg...

STRYVER
Nice outfit...those heels make it
tough to walk?

Catwoman digs her stiletto into his calf, hard. He screams.

CATWOMAN
I don't know, do they?

Catwoman spins, disarms Stryver, grabs Daggett.

CATWOMAN
So where is it?

DAGGETT
Where's what?

CATWOMAN
The program. The 'Clean Slate'.

DAGGETT
Oh, yeah - the ultimate tool for a
master thief with a record. I don't
have it.

The Bodyguard bursts in, gun drawn. Catwoman, holding Daggett, spins, kicking the window with the point of her heel. The glass shatters. She pulls Daggett through the window. He screams - they drop...

EXT. WINDOW-CLEANING PLATFORM - CONTINUOUS

...ten feet onto the window-cleaning platform. Catwoman uses her bladed heel to cut a rope - the platform plunges down the side of the building.

EXT. FLAT ROOF - MOMENTS LATER

Catwoman dumps Daggett onto the roof, towering over him.

CATWOMAN

Where is it?

DAGGETT

The 'Clean Slate'? Type in a name and date of birth and within a couple hours that person ceases to exist in any database? Little too good to be true.

CATWOMAN

You're lying. Rykin Data took it to prototype stage -

DAGGETT

That's why I bought them. But they had *nothing*. It was a gangland myth.

Catwoman leans back from Daggett, taking this in... Shapes drop onto the rooftop. Emerge from fire exits. They're not Daggett's bodyguards, these are Bane's men... Catwoman holds Daggett by the throat, threatening him.

CATWOMAN

Stay back!

They continue to approach. One of them screws a silencer onto his gun.

CATWOMAN

I'm not bluffing!

VOICE (O.S.)

They know...

All eyes search for the source of the voice. Catwoman spots it - a dark shape, crouched on the roof above: Batman.

BATMAN

They just don't care.

As the Mercenary with the silencer looks up, Catwoman leaps forward, grabs his gun. Batman drops into the middle of the fray, fighting back Mercenaries at Catwoman's back - she fires at one, clipping him, he drops. She spins aiming at another's head - Batman yanks her arm down, forcing her to miss the Mercenary. Batman takes him out with a kick.

CATWOMAN
You've got to be kidding.

BATMAN
No guns. No killing.

CATWOMAN
Where's the fun in that?

As more mercenaries come out onto the roof, Batman runs for the far edge.

BATMAN
Come on!

Catwoman follows, confused, as Batman leaps off the roof. She gets to the edge, pauses to look down into the alley - sees the black angular roof of the Bat, cockpit open.

Shots impact around her - she leaps, landing hard, but gracefully on the back of the vehicle, slides into the cockpit. As the engines thunder into life, and the canopy hisses shut, taking bullets from above.

CATWOMAN
My mother warned me about getting into cars with strange men -

BATMAN
This isn't a car.

Catwoman flinches as the Bat thunders into the sky, downdraft forcing the Mercenaries down onto the roof, all but one, who walks slowly across the roof, strong against the wind...Bane. He watches the Bat roar off into the night.

EXT. ROOFTOP, SKYSCRAPER, GOTHAM - MOMENTS LATER

The Bat lands - the canopy opens. Catwoman jumps out.

CATWOMAN
See you around -

Batman steps down after her.

BATMAN
You're welcome.

CATWOMAN
I had it under control.

BATMAN

Those weren't street thugs - they were trained killers. I saved your life. In return I need to know what you did with Bruce Wayne's fingerprints.

Catwoman looks at him. Considering.

CATWOMAN

Wayne wasn't kidding about a 'powerful friend'. I sold his prints to Daggett. For something that doesn't even exist.

BATMAN

I doubt many people get the better of you.

CATWOMAN

Hey, when a girl's desperate...

BATMAN

What were they going to do with them?

CATWOMAN

I don't know. But Daggett seemed pretty interested in that mess at the stock market.

Batman considers this. A police chopper sweeps past, searching. Batman turns to it. Then turns back.

BATMAN

Miss Kyle -?

But she is gone.

So that's what that feels like.

INT. BATCAVE - NIGHT

Alfred is studying security camera footage of Bane killing at the stock exchange. A roar builds - the waterfall glows brighter until...SMASH! The Bat breaches, downdraft spraying water. Two cubes rise - the Bat lands, Batman jumps out. Alfred brushes water off his suit.

ALFRED

Very inconspicuous. Shall I tell the neighbors you got yourself a new leaf-blower?

WAYNE
We bought all the neighbors.

Alfred takes the cowl from him, then the cape, as they walk.

ALFRED
From the look of the television
coverage, you seem to have your
taste for wanton destruction back.

WAYNE
(pulls out USB drive)
I retrieved this.

ALFRED
Shouldn't the police be gathering
the evidence?

WAYNE
They don't have the tools to
analyze it.

ALFRED
They would if you gave them to them
-

WAYNE
One man's tool is another man's
weapon.

ALFRED
In your mind, perhaps. But there
aren't many things you couldn't
turn into a weapon.

WAYNE
Alfred. *Enough.* The police weren't
getting it done -

ALFRED
Perhaps they would've if you
haven't made a sideshow of
yourself.

WAYNE
Perhaps you're upset you were
wrong.

ALFRED
Wrong?

WAYNE

You thought I didn't have it in me.

Alfred looks at him. Puts down the cape and cowl.

ALFRED

You don't. You lead a bloated police force on a merry chase with some fancy new toys from Fox. What about when you come up against *him*. What then?

Alfred points to the monitor - Wayne sees Bane killing...

WAYNE

I'll fight harder, I always have.

ALFRED

When you had something to fight for. What are you fighting for now? Not your life.

Wayne moves to switch off the monitor. Alfred grabs his hand.

ALFRED

Take a good look. At his speed, his ferocity, His *training*. I see the power of belief. Of the fanatic. I see the League of Shadows *resurgent*.

WAYNE

You said he was excommunicated.

ALFRED

By Rā's al Ghūl. Who leads them now?

WAYNE

Rā's al Ghūl was the League of Shadows. And I beat him. Bane's just a mercenary, and we have to find out what he's up to.

Wayne plugs the USB in, hits keys. Text scrolls.

WAYNE

Trades of some kind. Coded...

The screen blanks, a thumb print appears.

ALFRED
Is that -?

WAYNE
Mine. Courtesy of Selina Kyle.

Wayne pulls out the USB, rises.
Get this to Fox - he can crack the
code and tell us what trades they
were executing.

Alfred looks at Wayne. Takes the USB.

INT. HALL, WAYNE MANOR - CONTINUOUS (NIGHT)

As Wayne hits the bottom of the stairs, Alfred calls.

ALFRED
I'll get this to Fox. But no more.

Wayne hears his tone of voice. Turns to him.

ALFRED
I've sewn you up and set your
bones...but I won't bury you. I've
buried enough members of the Wayne
family.

WAYNE
You'd abandon me?

ALFRED
You see only one end to your story.
Leaving is all I have to make you
understand: you aren't Batman
anymore - you have to find another
way. You used to talk about
finishing. About life beyond that
awful cave -

WAYNE
Rachel died knowing we'd decided to
be together. *That was my life*
beyond this cave and I can't just
move on. She didn't. She couldn't.

Alfred considers this. Looks away.

ALFRED
What if he had? What if she wasn't
intending to make a life with you?

WAYNE

She was, I can't change that -

ALFRED

What if, before she died, she'd written a letter? Explaining that she'd chosen Harvey Dent over you?

Wayne watches, confused, as the old man prepares to say -

ALFRED

And what if, to spare you pain...I'd burned that letter?

Wayne stares at Alfred, shocked.

WAYNE

Why would you say such a thing?

ALFRED

Because I have to make you understand.

WAYNE

You're lying.

ALFRED

Because you are as precious to me as you were to your own mother and father and I swore to them that I would protect you and I haven't.

WAYNE

You're lying!

ALFRED

I've never lied to you. Except when I burned Rachel's letter.

Wayne turns on the old man, furious.

WAYNE

How dare you use Rachel to stop me!

ALFRED

I'm using the truth, Master Wayne. Maybe it's time we all stopped trying to outsmart the truth and just let it have its day. I'm sorry.

WAYNE

Sorry?! You expect to destroy my
world, then shake hands?!

ALFRED

No. I know what this means -

WAYNE

What does it mean, Alfred?!

ALFRED

It means your hatred. It means
losing the person I've cared for
ever since I heard his first cries
echo through this house. But it
might also mean saving your life.
And *that* is more important.

Wayne looks at Alfred. Furious. Summons the worst thing to say and says it quietly and calmly.

WAYNE

Goodbye, Alfred.

ALFRED

(quiet)

Goodbye, Bruce.

Wayne mounts the stairs...Alfred watches him go. Turns.

INT. MASTER BEDROOM, WAYNE MANOR - MORNING

Wayne is woken by the doorbell.

INT. STAIRCASE, WAYNE MANOR - MOMENTS LATER

As Wayne moves through the empty house, tying his dressing gown, he can't resist one tentative.

WAYNE

Alfred?

But Alfred is gone.

INT. FRONT HALL, WAYNE MANOR - CONTINUOUS

Wayne opens the front door the find Fox. Fox is surprised.

FOX
Answering your own door?

WAYNE
Yes. Could you decode the trades on
that drive?

Fox hands Wayne a newspaper - the main headline:

BATMAN BACK TO FOIL OR MASTERMIND STOCK RAID...

FOX
I didn't need to. Page three.

Wayne turns the page:

WAYNE DOUBLES DOWN - AND LOSES...

FOX
It seems you made a series of large
put options on the futures
exchange. Verified by thumb print.
The options expired at midnight
last night.

Wayne looks up from the newspaper, reeling.

FOX
Long term we may be able to prove
fraud, but for now...you're
completely broke. And Wayne
Enterprises is about to fall into
the hands of John Daggett.

WAYNE
The weapons - we can't let Daggett
get his hands on Applied Sciences -

FOX
Applied Sciences is shut up tight,
and off the books. The energy
project is a different story.

WAYNE
Miranda Tate. We need to convince
the board to get behind *her*. Let's
show her the reactor -

FOX
We're meeting her there in
thirty-five minutes. You better get
dressed.

EXT. WAYNE ENTERPRISES RECYCLING PLANT - DAY

A scrapyard on the Gotham river. Across the water, the towers of Gotham. Lucius leads Miranda from her car.

MIRANDA

You brought me out here to show me
a rubbish dump, Mr. Fox?

FOX

Bear with me, Miss Tate.

They arrive at a Portakabin and enter.

INT. PORTAKABIN - CONTINUOUS

Miranda looks around the derelict office. Fox smiles at her.

FOX

Keep your hands and feet inside the
car at all times.

He hits a button and the floor descends, Miranda is shocked
as the office becomes an elevator into -

INT. ELEVATOR, FUSION REACTOR - CONTINUOUS

They descend diagonally into a massive concrete tunnel...

MIRANDA

This is it, isn't it?

FOX

The reactor is beneath the river so
that it could be instantly flooded
in an event of a security breach.

MIRANDA

Is Bruce Wayne really that
paranoid?

FOX

I'm gonna plead the fifth on that
one.

Miranda marvels as they step off the elevator. She spots a figure deep within: Bruce Wayne.

WAYNE

I thought you might like to see
what your investment built.

MIRANDA

No radiation, no fossil fuels.
Free, clean energy for an entire
city.

WAYNE

If it worked. It doesn't.

Wayne leads Miranda to the core. Two perpendicular rings of electromagnets suspend a bowling-ball-sized mass of metal. Wayne hits buttons - the ball glows, then dies to cold.

WAYNE

Ignition, yes. But no chain
reaction.

MIRANDA

You've built a lot of security
around a damp squib.

Nothing.

About three years ago a Russian scientist published a paper on weaponized fusion reactions. One week later your reactor started developing problems... (*Looks at Wayne.*) I think this machine works.

WAYNE

Miranda, if it were operational, the danger to Gotham would be too great.

MIRANDA

Would it make you feel better to know that the Russian scientist died in a plane crash six months ago?

WAYNE

Someone else will work out what Dr. Pavel did. Someone else will figure out how to turn this power source into a nuclear weapon. I need you to take control of Wayne Enterprises and this reactor.

MIRANDA

And to do what with it?

WAYNE

Nothing. Until we can find a way to guarantee its safety.

MIRANDA

And if we can't?

WAYNE

Decommission it. Flood it.

MIRANDA

Destroy the world's best chance for
a sustainable future?

WAYNE

If the world's not ready. Yes.

MIRANDA

Bruce, if you want to save the
world you have to start trusting
it.

WAYNE

I'm trusting you.

MIRANDA

Doesn't count. You have no choice.

WAYNE

I could've flooded this chamber any
time in the last three years. I'm
choosing to trust you, Miranda, and
that's not the easiest thing for
me. Please.

His eyes are genuine. Pleading. Miranda nods.

FOX

We have a board meeting to get to.

INT. BOARDROOM, WAYNE ENTERPRISES - DAY

The Board Members, including Daggett and Miranda, take their seats. Fox at one end of the table, Wayne at the other.

DAGGETT

I'd like to point out that we have
a non-board member here. Highly
irregular, even if it is his family
name above the door...

All eyes go to Wayne. An older member of the board pipes up.

FREDERICKS

Bruce Wayne's family built this
company -

BOARD MEMBER 2
And he himself has run it -

DAGGETT
Into the ground, sir. Anybody disagree? Check the value of your shares this morning. Gambling on crazy futures didn't just lose Mr. Wayne his seat, it's lost us all a lot of money. He needs to leave.

FOX
I'm afraid he has a point, Mr. Wayne.

WAYNE
I understand. Ladies and gentlemen.

Wayne glances at Miranda who nods at him. Wayne leaves.

DAGGETT
Let's get down to business.

FOX
Right away.

INT. LOBBY, WAYNE ENTERPRISES - CONTINUOUS

Wayne exits the building. There is an angry mob of Shareholders and a pack of hungry Reporters.

REPORTER
Wayne, how's it feel to be one of the people?!

COMPANY VALET
I'm sorry, sir, they had paperwork -

Wayne looks over to see his Lamborghini being towed.

BLAKE (O.S.)
Looks like you need a lift.

Wayne turns to see Blake standing by his patrol car. Nods.

INT. DAGGETT'S PENTHOUSE - DAY

Daggett bursts in, furious. Stryver tries to placate him.

DAGGETT

How the hell did Miranda Tate get
the inside track on the Wayne
board?! Was she meeting with Wayne?
Was she *sleeping* with Wayne?

STRYVER

Not that we know of -

DAGGETT

Clearly you don't 'know of'
anything, do you?! Where's Bane?!

STRYVER

We told him it was urgent -

DAGGETT

Then where is the masked -

BANE (O.S.)

Speak of the devil...

Daggett turns. Bane is already there.

BANE

...and he shall appear.

DAGGETT

What the hell's going on?

BANE

The plan is proceeding as expected.

DAGGETT

You see me running Wayne
Enterprises?! (*Moves towards Bane.*)
Your stock exchange hit didn't
work, friend. And now you've got my
construction crews working all
hours around the city? How's that
supposed to help my company absorb
Wayne's?

BANE

(to Stryver)

Leave us.

DAGGETT
You stay right there! I'm in
charge!

Bane places a gentle hand on Daggett's shoulder.

BANE
Do you feel in charge?

Daggett is taken aback. Stryver leaves.

DAGGETT
I've paid you a small fortune -

BANE
And that gives you power over me?

Daggett considers the heavy hand on his shoulder. Nervous.

DAGGETT
What is this?

BANE
Your money and infrastructure have
been important. Till now.

DAGGETT
What are you?

BANE
Gotham's reckoning. Come to end the
borrowed time you've all been
living on...

Bane gently takes the terrified Daggett's head in his
hands...

DAGGETT
You are true evil...

BANE
I am *necessary* evil.

Stryver, on the steps outside the living room, flinches.

SCENE OMITTED

INT./EXT. CRUISER ON GOTHAM STREETS - MOMENTS LATER

Wayne stares out the window. Blake glances across.

BLAKE

When you began...why the mask?

WAYNE

To protect the people closest to
me.

BLAKE

You're a loner with no family.

WAYNE

There are always people you care
about. You just don't realize how
much until they're gone. (*Collects
himself.*) The idea was to be a
symbol. Batman could be anybody,
that was the point.

BLAKE

It was damn good to see him back.

WAYNE

Not everybody agrees.

BLAKE

They'll figure it out in the end.

WAYNE

Got anything on Bane's whereabouts?

BLAKE

Yeah, I've got five hundred pages
of tunnel records and a flashlight.
I could use some help.

WAYNE

(thinks)

You know what? Drop me in Old
Town...

EXT. SELINA'S BUILDING, OLD TOWN, GOTHAM - DAY

Blake drops Wayne off.

WAYNE

Don't wait. I'll get a cab.

BLAKE
You got money?

WAYNE
(smiles, sheepish)
Actually, no.

Blake hands him some bills, watches him cross the street.
The radio squawks. Blake reacts - drives off.

INT. SELINA'S APARTMENT - MOMENTS LATER

Selina is packing a bag. She hears voices in the stairwell.

JEN (O.S.)
I told you, money first.

WAYNE (O.S.)
I don't think so.

INT. STAIRWELL OUTSIDE SELINA'S APARTMENT - CONTINUOUS

Selina finds Wayne standing there with Jen.

SELINA
He's not a mark.

Jen looks at Selina. At Wayne.

SELINA
And he doesn't have a cent to his
name, anyway.

INT. SELINA'S APARTMENT - MOMENTS LATER

Wayne looks at the cramped space. Selina shifts,
embarrassed.

SELINA
Yeah, it's not much. (*Smiles.*) But
it's more than you've got right
now.

WAYNE
Actually, they're letting me keep
the house.

SELINA
(shakes head)
The rich don't even go broke same
as the rest of us, huh?

WAYNE
(spots her bag)
Vacation?

SELINA
Let's just say that I've incurred
the wrath of some people less
susceptible to my charms than you.

WAYNE
My powerful friend hopes to change
your mind about leaving.

SELINA
And how would he do that?

WAYNE
By giving you what you want.

SELINA
It doesn't exist.

WAYNE
He says it does. He wants to meet.
Tonight.

SELINA
Why?

WAYNE
He needs to find Bane. He thinks
you'd know how.

SELINA
Tell him I'll think about it.

Wayne nods, starts to leave.

SELINA
Mr. Wayne? I'm sorry they took all
your money.

WAYNE
No, you're not.

INT. HOSPITAL CORRIDOR - DAY

Blake moves through the hospital corridor, looking for -

INT. HOSPITAL ROOM - CONTINUOUS

Blake enters. Gordon is sitting up in bed, talking to Foley.

FOLEY

Can we help you, officer?

BLAKE

John Daggett's body was found in a
dumpster an hour ago. I thought you
might like to know.

GORDON

Why?

BLAKE

Because Daggett's name is all over
the permits I pulled to map the
tunnels under Gotham.

Blake hands Gordon a stack of files. Foley glares at Blake.

BLAKE

MTA maintenance, sewer
construction...

GORDON

(to Foley)

Where did you get to with the
tunnel searches?

FOLEY

(to Blake)

Remind me to tell the detail to
keep hotheads out. (To Gordon.)
We've had teams down there, but
it's a huge network -

GORDON

Get more men, work a grid. I want
him found.

FOLEY

Yeah, yeah - the masked man. We're
on it.

Gordon eyes the files hungrily - glances up at Blake.

GORDON

This is good work. Lose the uniform
- you're working for me now. We
could use some hotter heads around
here.

BLAKE

This could just be a coincidence.

GORDON

You're a detective now, son, you're
not allowed to believe in
coincidence anymore.

Blake tries to conceal his excitement from Foley.

EXT. WAYNE MANOR - EVENING (END OF DAY)

Wayne, covering his head with a newspaper, hurries up the driveway in the rain. Steps into the alcove. Hits the bell.

MIRANDA (O.S.)

Nobody's answering.

Wayne turns to find Miranda there.

WAYNE

No. I'm on my own now.

MIRANDA

Do you have keys?

Wayne looks a little helpless all of a sudden.

WAYNE

Never needed them...

She takes his hand.

MIRANDA

Let's find a window.

INT. GREAT ROOM, WAYNE MANOR - CONTINUOUS (END OF DAY)

They force the French windows - enter, brushing off the rain.

MIRANDA

Fox worked the board like you've
never seen - I'm in, Daggett's out
and he's not happy.

Wayne sets down the newspaper:

FROM BILLIONAIRE TO BUM

WAYNE
Hope you don't like me for your
money.

Miranda kicks off her shoes. Glances at the paper.

MIRANDA
Suffering builds character.

Then at a photo of Wayne's parents.

MIRANDA
I'll take care of your parents'
legacy, Bruce.

Miranda picks up a photo of Rachel.

MIRANDA
Who's this?

Wayne looks at her. Can't find words...

MIRANDA
Where's Alfred?

WAYNE
He left. Taking everything.

Miranda puts the photo down. Kisses him. Passionately. Then again. He kisses back. Suddenly the lights go out.

MIRANDA
What's that?

WAYNE
(sheepish)
I think my power's been shut off.

INT. SAME - LATER (NIGHT)

Wayne watches as Miranda tends to a roaring fire.

WAYNE
You're pretty good at that.

MIRANDA
When I was a child we had almost
nothing. But on the nights we had a
fire, we felt very rich indeed.

She returns to him, pulling a blanket around both of them.

WAYNE

I assumed your family was wealthy.

MIRANDA

Not always. Not when I was young.

He traces a scar on her shoulder.

MIRANDA

An old mistake.

WAYNE

I've made a few myself.

She turns to him, tracing the scars across his chest.

MIRANDA

More than a few... (*Smiles.*) We could leave. Tonight. Take my plane. Go anywhere we wanted.

WAYNE

Someday perhaps. Not tonight.

She pulls him close. He kisses her. They fold into each other, the warm heart at the center of a vast, cold room.

INT. GREAT ROOM, WAYNE MANOR - NIGHT

Miranda is sleeping, wrapped in the blanket. Wayne studies her for a moment, then slips out...

INT. BATCAVE - MOMENTS LATER

Wayne moves to the Batsuit. Picks up the cowl.

EXT. SKIES ABOVE GOTHAM - NIGHT

The Bat roars towards downtown. Batman kills the lights and main engines - the Bat quietly autorotates into the canyons.

INT. MIA TUNNEL - LATER

Catwoman on a wall, watching trains go by. She senses...

CATWOMAN

Don't be shy.

...Batman is there.

CATWOMAN

Wayne says you can get me the
'Clean Slate'.

BATMAN

That depends.

CATWOMAN

On what?

BATMAN

On what you want it for. I acquired
it to keep it out of the wrong
hands.

CATWOMAN

Still don't trust me, huh? How can
we change that?

BATMAN

Start by taking me to Bane.

CATWOMAN

(shrugs)

You asked.

Catwoman jumps down. Batman follows. Catwoman leads him down
into a service tunnel...

INT. SERVICE TUNNEL - CONTINUOUS

Catwoman speaks over her shoulder as she walks.

CATWOMAN

From here, Bane's men patrol the
tunnels...and they are not your
average brawlers.

BATMAN

Neither am I.

Catwoman swings into a -

INT. SEWER TUNNEL - CONTINUOUS

A Mercenary patrols. Catwoman comes up behind.

CATWOMAN

He's behind you.

MERCENARY
(spins)
Who?

Batman hangs upside down behind him.

BATMAN (O.S.)
Me.

Darkness smashes onto the Mercenary. Gunfire in the tunnel. Catwoman races along, pursued by a Mercenary. He is yanked off his feet by darkness - he screams...

Batman picks off more and more Mercenaries. Screams echo... Batman follows Catwoman through the dark tunnel.

CATWOMAN
Just a little further.

A grate slams down, separating them - the lights come on. He is deep inside.

INT. BANE'S LAIR, SEWERS - CONTINUOUS

Mercenaries look down on him from above. Catwoman turns.

CATWOMAN
I had to find a way to stop them
trying to kill me.

BATMAN
You've made a serious mistake.

BANE (O.S.)
Not as serious as yours, I fear.

Batman turns. Bane emerges from behind the waterfalls.

BATMAN
Bane.

BANE
Let's not stand on ceremony here,
Mr. Wayne.

Catwoman hears the name. Less sure of what she's done. Batman moves at Bane - strikes powerful blows - Bane catches his fist.

BANE
Peace has cost you strength.
Victory has defeated you.

Bane SMASHES Batman back - kicks him off the catwalk - Batman drops, uses his cape to land. Bane climbs down on a chain - his men watch in disciplined silence - Batman hurls flashbangs at Bane, who doesn't flinch.

BANE

Theatricality and deception are powerful agents...to the uninitiated.

Batman lashes out at Bane - Bane counters - they separate.

BANE

But we are initiated, aren't we, Bruce? The League of Shadows. And you betrayed us...

BATMAN

Us? You were excommunicated. From a gang of psychopaths.

BANE

Now I *am* the League of Shadows, here to fulfill Rā's al Ghūl's destiny...

Batman hurls himself at bane, throwing his into the waterfall, where he smashes his fists and gauntlets into Bane's mask again and again, water cascading over them.

Bane is not moving. Just taking the blows. Batman pauses. Bane's arms SHOOT OUT, SMASHING Batman aside - Bane RISES...

BANE

You fight like a younger man. Nothing held back. No reserves. Admirable. But mistaken.

Batman hits a switch on his belt - the lights go out - Bane turns slowly addressing all the shadows at once.

BANE

You think darkness is your ally. But you merely adopted the dark. I was born in it. Formed by it...

In the shadows, Batman circles, looking to strike...

BANE

I didn't see the light until I was already a man. And by then it was nothing to me but *blinding*...

Bane lunges backwards into the darkness - Batman's throat in his grasp.

BANE

The shadows betray you, because
they belong to me...

Bane SMASHES him into the ground, POUNDING, pounding,
pounding the hard cowl with his bare fists until it CRACKS.

Bane RISES from Batman, gestures to the ceiling of the
chamber - explosive charges have been drilled into holes...

BANE

I will show you where I've made my
home while preparing to bring
justice. Then...I will break you.

A Mercenary tosses Bane a detonator - Batman watches through cracked cowl - Bane hits the detonator - explosions BURST over his head as the ceiling CRUMBLES revealing:

Applied Sciences - Bane has dropped the bottom out of Fox's weapons store...a camouflage Tumbler rests in the rubble.

BATMAN

No...

BANE

Your precious armory. Gratefully accepted. We will need it.

INT. APPLIED SCIENCES - CONTINUOUS

Mercenaries race through the stacks of equipment...

INT. BANE'S LAIR, SEWERS - CONTINUOUS

Batman climbs to his feet, swaying. Bane approaches.

BANE

I wondered which would break first
- your spirit...

Batman SWINGS at him - misses - Bane GRABS him, lifts him HIGH.

...or your body.

Bane brings Batman down onto his knee, BREAKING his back with a horrific CRACK.

In the shadows, Catwoman looks on. Shocked. Bane crouches to pull the broken cowl off the broken Wayne. Mercenaries lift Wayne's body and carry him off... Bane stares into the hollow eyes of his trophy...

Catwoman slinks back into the shadows, and we -

FADE TO BLACK.

FADE IN:

EXT. WAYNE MANOR - DAY

Blake's cruiser pulls up. He noses up to the windows. Nothing.

EXT. SELINA'S BUILDING, OLD TOWN, GOTHAM - DAY

Blake sits in his cruiser. Selina exits, wide-brimmed hat, bags. Blake recognizes her. She hails a cab.

BLAKE
(into radio)
Get Commissioner Gordon. Tell him
I've got a line on the
Congressman's kidnapping.

Blake pulls out to follow.

INT. TERMINAL, GOTHAM INTERNATIONAL AIRPORT - DAY

Selina moves through the terminal. She clocks a Uniform Cop staring at her - ducks down a service hallway.

INT. SERVICE HALLWAY, AIRPORT - CONTINUOUS

The Uniform rounds the corner to find Selina applying make-up.

UNIFORM
Excuse me, Miss. I need to see your ticket and identification, please.

Selina, surprised, fumbles with her purse.

SELINA
Would you mind?

She hands the Uniform her had - punches him through the brim, stuffs him in a closet - plants her mangled hat on his head.

INT. JETWAY, AIRPORT - MOMENTS LATER

Selina makes her way down the jetway - spots Security at the far end - turns - Blake smiles at her. Badge in hand.

INT. INTERROGATION ROOM, AIRPORT - DAY

Selina, now in cuffs, looks up as Blake walks in.

BLAKE

I showed your picture to the Congressman and guess what?

SELINA

Don't tell me, still in love?

BLAKE

Head over heels. Pressing charges, though.

Blake lays a police file down with a thump.
You've made some mistakes, Ms.
Kyle.

SELINA

Girl's gonna eat.

BLAKE

You have an appetite. Why run? You can't hide from us with this record.

SELINA

Maybe it's not *you* I'm running from.

BLAKE

Who then? Bane? What do you know about him?

SELINA

(quiet)

That you should be as afraid of him as I am.

BLAKE
We can offer you protection...

Selina looks at him with contempt. Blake shrugs, switches off the tape, moves to the door.

BLAKE
When I spotted you, I was looking
for a friend...Bruce Wayne.

Selina turns to look at Blake. His eyes plead with her.

BLAKE
Did the kill him?

SELINA
I'm not sure.

And we -

CUT TO:

BLACK SCREEN. Sounds: screaming, laughing, CRYING. Sights: LIGHT, bodies FALLING, a DARK SKULL... And we are -

INT. STONE CELL - DAWN

Wayne opens his eyes. Unshaven. Filthy. Someone else is in the cell - Wayne cannot move to look - even the attempt is painful...the skull drifts into his sight. Bane. Squatting at Wayne's bedside, muscled shoulders curving into his mask.

WAYNE
Why didn't you just kill me?

BANE
You don't fear death. You welcome it. Your punishment is to be more severe.

WAYNE
(scathing)
You're a torturer...

BANE
Yes. But not of your body. Of your soul.

Wayne exhales. Eyes losing focus from sheer pain.

WAYNE

Where am I?

BANE

Home.

Wayne's eyes dart about: filthy stone walls, distant sunlight from above, iron bars: an underground prison.

Where I learned the truth about despair. As will you. (*Rises.*)

There is a reason that this prison is the worst hell on earth...

Bane steps to the bars - looks up at a bright opening five hundred feet above. Like being at the bottom of a gigantic well...

Hope. Every man who has rotted here over the centuries has looked up to the light and imagined climbing to freedom. So simple. So easy. And, like shipwrecked men turning to sea water from uncontrollable thirst, many have died trying. I learned that there can be no true despair without hope. (*Turns to Wayne.*) So as I terrorize Gotham, I will feed its people hope to poison their souls. I will let them believe they can survive so that you can watch them clamber over each other to stay in the sun...

Bane points to an old TV, just outside the bars.

You will watch as I torture an entire city to cause you pain you thought you could never feel again. Then, when you have truly understood the depths of your failure, we will fulfill Rā's al Ghūl's destiny. We will destroy Gotham. And when it is done...when Gotham is ashes...then you have my permission to die.

Bane rises. Leaves. Wayne drifts back to unconsciousness.

EXT. BLACKGATE PRISON - DAY

A van pulls through the gate. Selina, inside the van, looks up at the formidable grey building.

INT. BLACKGATE PRISON - CONTINUOUS

Guards lead Selina down the cells. Whistles and catcalls.

GUARD

We're locking her up in here?

WARDEN

The Dent Act allows non-segregation based on extraordinary need. First time she broke out of women's correctional she was sixteen.

Selina passes a Huge Inmate who strains through the bars...

HUGE INMATE

Little closer, baby...

SELINA

Why, honey, you wanna hold my hand?

Without breaking step, she slips his outstretched hands between her handcuffed ones and cartwheels, snapping his arms - he screams in agony - she keeps walking...

WARDEN

She'll be just fine.

INT. WAYNE ENTERPRISES - DAY

Fox comes out of the elevator with Miranda.

FOX

I don't see the need for a board meeting on the energy project -

MIRANDA

Bruce got a lot of things right.
Keeping the board in the dark
wasn't one of them...

Fox swings the doors to the boardroom open...

INT. BOARDROOM, WAYNE ENTERPRISES - CONTINUOUS

The board is there. Scared. At the head of the table - Bane.

BANE

This meeting is called to order.

Fox and Miranda freeze. Staring at the mask.

BANE
Chair and President. I also need
one ordinary member - Mr. Fox,
would you care to nominate?

FREDERICKS
No. I volunteer.

The dignified older board member gets to his feet.
Mercenaries round the three up.

FOX
Where are you taking us?

BANE
Where you buried your resources.
The bowels of Gotham.

INT. HOSPITAL ROOM - DAY

Gordon, with a Nurse's help, pulls himself to a seated position as Blake watches.

GORDON
So you think our friend is gone again?

BLAKE
(grave)
This time...he might not be coming back.

Gordon takes this in...Foley bursts in, agitated.

FOLEY
Okay, Commissioner, you were tight.

GORDON
What's happened?

FOLEY
Your masked man kidnapped the Wayne Enterprises board. He let most of them go, but took three down into the sewers.

GORDON
No more patrols, no more hide and seek. Send every available cop down there to smoke him out.

FOLEY

The Mayor won't want panic -

BLAKE

So it's a training exercise.

Foley looks at Gordon.

FOLEY

I'm sorry for not taking you seriously -

GORDON

Don't apologize for believing the world's in better shape than it is...just fight to make it true.

Foley nods. Leaves. Blake gets up.

GORDON

Not you. You're telling me the Batman's gone. So you chase up the Daggett leads, any way you can.

Blake nods.

INT. STONE CELL, UNDERGROUND PRISON - DAY

Wayne lies, weak, feverish. A Prisoner drips water onto his parched lips. An elderly Blind Prisoner squatting by the wall in the next cell rasps something in an ancient tongue.

PRISONER

He asks if you would pay us to let you die. I told him you have nothing.

WAYNE

Do it for the pleasure.

The Prisoner puts bread to Wayne's lips.

PRISONER

They pay me more than that to keep you alive.

A chant gets Wayne's attention. He rolls his head painfully to watch a Tattooed Prisoner hand a thick rope to a Strong Man, who ties it around his chest, watched by other Prisoners.

PRISONER
He will try the climb.

String Man starts scaling the wall. The Prisoners' chant grows stronger as he climbs towards the light.

Above: Strong Man stops, perched on a ledge, a twelve-foot leap from the rest of the climb... The chanting peaks as Strong Man leaps...misses...falls. The rope catches - he swings into the rock face. Prisoners fall silent as Strong Man is lowered, broken, bloody, to the prison floor.

WAYNE
Has anyone made it?

PRISONER
Of course not.

The Blind Prisoner barks at him.

WAYNE
What does he say?

PRISONER
He says there is one who did. A child...

INSERT CUT: a child of about ten looks up towards the light.

PRISONER
A child who had been born in this hell...

WAYNE
Bane.

PRISONER
An old legend. Nothing more.

The Prisoner leaves Wayne's cell - switches on the TV.

WAYNE
Don't.

PRISONER
Whatever they want you to see...it's happening soon.

INT. BANE'S LAIR, SEWERS - DAY

Bane's men lead Fox, Miranda and Fredericks through the debris. Fox stares at Mercenaries working on his old inventions...

EXT. LOCATIONS AROUND GOTHAM - EVENING

SWATs and Cops mass around entrances to sewers, tunnels...

INT. MASSIVE TUNNEL - CONTINUOUS

Bane leads Fox and the others to where Mercenaries plant charges on a hewn wall. Dr. Pavel is here. Waiting. Bane nods at his men. The wall blows.

EXT. LOCATIONS AROUND GOTHAM - CONTINUOUS

A SWAT team about to enter a sewer pipe hear a low echoing boom. They look at each other, then head in. Thousands of Police head into manholes, tunnel entrances, checking weapons, using flashlights...

INT. MASSIVE TUNNEL - CONTINUOUS

Bane leads the way over rubble into the REACTOR. Dr. Pavel follows. Bane approaches the machine. Turns to Fox.

BANE

Turn it on.

Fox shakes his head. Bane holds his gun to Fredericks' head.

BANE

I only need one other board member.
There are eight more waiting
upstairs.

FOX

I won't do it.

Fredericks trembles. Bane cocks the weapon.

MIRANDA

Alright, stop.

She walks up to the scanner. Places her hand on it. It beeps. She turns to Fox. Quietly pleading.

MIRANDA

Lucius, you'll kill this man and yourself, and barely slow them down.

Fox reluctantly puts his hand on the scanner. Then Fredericks. The core glows brighter and brighter. Dr. Pavel is transfixed.

BANE

Do your work.

Bane turns to his men. Gestures at the hostages.

Take them to the surface. People of their status deserve to see the next era of western civilization.

Fox, Miranda and Fredericks are led back into the rubble.

EXT. GOTHAM STADIUM - DAY

The Mayor, flanked by Security, talks to a crowd of Reporters.

REPORTER

We're seeing literally thousands of police heading into the sewers -

MAYOR

A training exercise, that's all. If you'll excuse me, I've got tickets to watch our boys thrash Rapid City.

The Mayor heads into the stadium with the crowds...

INT. SEWERS - CONTINUOUS

Hundreds of SWATs wade, flashlights swinging, heading towards the center... Teams are converging from different entry points...

INT./EXT. CRUISER ON GOTHAM STREETS - CONTINUOUS

Blake is on the phone.

BLAKE

I've been to half Daggett's cement plants, logged locations they've poured for underground construction...

GORDON (O.S.)
Anything strange about the
pourings?

Blake glances at a large map - dots mark pouring locations.

BLAKE
Honestly, Commissioner, I don't
know anything about civil
engineering.

GORDON
But you know about patterns. Keep
looking.

Blake pulls up in front of a cement plant.

INT. REACTOR PLANT - CONTINUOUS

Dr. Pavel finishes his work. Turns to Bane. Grave.

DR. PAVEL
It's done. This is now a
four-megaton nuclear bomb.

BANE
(to his men)
Pull the core out of the reactor.

DR. PAVEL
(horrified)
You can't. This is the only power
source capable of sustaining it - if
you move it, the core will decay in
a matter of months.

BANE
Five, by my calculations.

DR. PAVEL
And then it will go off.

BANE
For the sake of your family, Dr.
Pavel, I hope so.

Dr. Pavel stares as Mercenaries start to disconnect the
core...

EXT. CEMENT PLANT - CONTINUOUS

Blake is led through a fence by a Worker.

WORKER

Boss is about to leave.

Blake walks past cement mixers. Spots someone. A Driver.

BLAKE

Hey.

The Driver turns.

BLAKE

That was you outside the stock exchange, right?

DRIVER

When?

BLAKE

When? When half the city's cops were trying to pull onto Castle Street and your truck shut them out.

DRIVER

Oh yeah. You're that cop -

BLAKE

Detective, now.

Behind Blake the Worker puts his hand in his pocket...

BLAKE

And as a detective...I'm not allowed to believe in coincidences anymore -

Blake spins, drawing his weapon. The Worker lunges with a knife, Blake smashes his hand to one side and shoots him. The Driver grabs him from behind. Blake wrestles, but the Driver is strong, trained. Blake can't aim his gun, he fires behind, into a steel mixer - the bullets ricochet, one catches the Driver in the back and he goes down... Blake, gasping, kneels beside the Driver.

BLAKE

What were you doing?! What?!

The man dies. Blake looks down at his gun. Disgusted. Tosses it down. Pulls out his phone. Dials.

BLAKE
Commissioner, I'm at the Fourteenth
Street plant with two dead
witnesses and a lot of questions.
Call me -

Blake freezes, stooped to pick up his gun. Looking at some empty barrels...

Commissioner, they've got
Polyisobutylene here... (*Looks
around.*) And motor oil. They
weren't making cement, they were
making explosives -

INT./EXT. CRUISER OUTSIDE CEMENT PLANT - MOMENTS LATER

Blake grabs his carts - scanning the pattern of the dots - realizes.

BLAKE
Oh, God.

Blake fires up the cruiser and pulls out, hard.

INT./EXT. CRUISER ON GOTHAM STREETS - CONTINUOUS

Blake is driving furiously, shouting into the radio -

BLAKE
Patch me into Foley!

DISPATCH
(over radio)
Foley's overseeing the operation -

BLAKE
They're heading into a trap!

EXT. MTA TUNNEL - MOMENTS LATER (DAY)

Foley, concerned, takes the radio from a colleague.

FOLEY
Foley.

BLAKE
It's a trap! Pull everyone out!
Bane's been pouring concrete laced
with explosives -

FOLEY

Where?

BLAKE

There's a ring around the tunnels -
they're gonna blow it and trap the
cops underground!

Foley looks up with dread at the mouth of the tunnel.

FOLEY

Pull out! Pull 'em out!

INT. BOILER ROOM - CONTINUOUS

Mercenaries rise from a hole in the floor - Bane emerges...

INT. GOTHAM STADIUM - CONTINUOUS

The Mayor, in a corporate box, mouths the National Anthem...

INT. LOCKER ROOM TUNNEL - CONTINUOUS

The Mercenaries pull out detonators. Bane listens to the kickoff like a hunting dog sensing the wind...decides.

BANE

Let the games begin.

The Mercenaries hit the detonators.

INT. SEWERS - CONTINUOUS

SWATs react - the tunnel roof behind collapses... Chunks of concrete structure drop - thousands of police throughout different tunnels are trapped...

EXT. GOTHAM STADIUM - CONTINUOUS

The crowd goes wild as a Receiver catches - starts a run - the Mayor looks on, suddenly confused.

As the Receiver sprints for the end zone, the field behind him DROPS away in smoking ruins, swallowing Players...

The crowd is not cheering but SCREAMING... The Mayor's box EXPLODES...

The Receiver, nearing the touchdown, glances back - sees Armageddon - the entire field is now a smoking mass of rubble, but for one strip of turf...Mercenaries pour out of the tunnel, creating a gauntlet...

INT./EXT. CRUISER ON GOTHAM STREETS - CONTINUOUS

Blake's cruiser swerves to avoid eruptions of asphalt. An eruption TOSSES Blake's cruiser onto its roof.

EXT. GOTHAM RIVER - CONTINUOUS

All bridges, except the Gotham Bridge, suffer controlled demolitions.

INT. LOCKER ROOM TUNNEL - CONTINUOUS

Bane steps into the smoking stadium, a gladiator walking into the arena...TV cameras swing onto him. Passing a dead umpire, he takes the men's headset - surveys the screaming crowd, lifts an arm for silence, raises the mike to his mask.

BANE
Gotham, take control of your
city...

INT./EXT. OVERTURNED CRUISER ON GOTHAM STREET - CONTINUOUS

Blake squeezes out of his cruiser, reaches in for the radio.

BLAKE
Foley?

FOLEY
(over radio)
Jesus, Blake! Every cop in the
city's down in those tunnels!

BLAKE
(realizes)
Not every cop...

Blake pulls the shotgun from his cruiser - flags down a car.

INT. HOSPITAL ROOM - CONTINUOUS

Gordon's heart-rate monitor alarms. Gordon wakes, groggy...

INT. HOSPITAL LOBBY - CONTINUOUS

Patients and Doctors crowd the entrance. mercenaries with automatic weapons force their way in - hit the stairwell.

INT./EXT. CAR GOTHAM STREETS - CONTINUOUS

Blake drives, swerving around dazed and terrified people. Flames and smoke billow from the sewers.

EXT. GOTHAM HOSPITAL - CONTINUOUS

Blake races up to the hospital entrance.

INT. CORRIDOR, GOTHAM HOSPITAL - CONTINUOUS

Two Mercenaries move room to room, searching.

INT. HOSPITAL ROOM - CONTINUOUS

Gordon pulls himself out of his bed, wheeling his IV.

INT. CORRIDOR, HOSPITAL - CONTINUOUS

Blake jumps into the corridor, gun raised. Shots echo down the hall - Blake sprints.

INT. HOSPITAL ROOM - CONTINUOUS

Blake leaps into the room, gun high - freezes as warm metal touches the base of his skull.

GORDON (O.S.)
Clear the corners, rookie.

Blake turns. Gordon holds his service weapon. The mercenaries are on the ground, dead.

GORDON
Get my coat, son.

EXT. GOTHAM STADIUM - CONTINUOUS

Mercenaries pull the glowing core onto the field.

BANE

This is the instrument of your
liberation...

INT. PENTAGON WAR ROOM - CONTINUOUS

Analysts and military personnel assess the situation.

ANALYST

Satellite shows a radiation
spike...

ANALYST 2

Whatever it is...it's nuclear.

EXT. GOTHAM STADIUM - CONTINUOUS

The Mercenaries thrust Dr. Pavel to his knees before Bane.

BANE

Identify yourself to the world.

DR. PAVEL

Dr. Leonid Pavel, nuclear
physicist.

Bane turns Dr. Pavel's head for the cameras.

INT. PENTAGON WAR ROOM - CONTINUOUS

Armed Forces and Intelligence staff scramble to verify.

CIA ANALYST

Pavel was confirmed dead - plane
crash on an Agency pull-out of
Uzbekistan... But it certainly
looks like him -

He points to a monitor with a photo of Dr. Pavel. An Air
Force General rubs his chin, thinking, nervous.

EXT. SKIES ABOVE GOTHAM - CONTINUOUS

F-22's streak over the river, sizing up the island.

EXT. GOTHAM STADIUM - CONTINUOUS

Bane rests his powerful hand on Dr. Pavel's shoulder.

BANE

Tell the world what this is.

DR. PAVEL

A fully primed neutron bomb. With a
blast radius of six miles.

BANE

And who can disarm this device?

DR. PAVEL

Only me.

BANE

Thank you, Doctor.

Bane snaps Dr. Pavel's neck in front of the world.

BANE

The bomb is armed, the bomb is
mobile, the identity of the
triggerman is a mystery. One of you
holds the detonator - we come not
as conquerors, but as liberators to
return control of this city to the
people. At the first sign of
interference from the outside world
or of people attempting to flee,
this anonymous Gothamite, this
unsung hero, will trigger the bomb.
For now, martial law is in effect.
Return to your homes, hold your
families close, and wait. Tomorrow
you claim what is rightfully yours.

Bane turns, leaves the field, followed by his men.

INT. PENTAGON WAR ROOM - CONTINUOUS

The General breaks the silence.

GENERAL

Pull back the fighters, start
high-level reconnaissance flights.
And get the President on the line.

EXT. GOTHAM BRIDGE - SUNSET

Mercenaries hold the bridge. A tank rolls across from the mainland, soldiers behind. The Lead Mercenary uses a bullhorn.

LEAD MERCENARY

Tanks and planes cannot stop us
detonating our device. Send an
emissary to discuss terms of access
for supplies and communication.

A Captain steps forward, walks to the apex of the bridge.

CAPTAIN

How many of you are there, son?
(*Nothing.*) You don't have enough
men to stop twelve million people
leaving that island.

LEAD MERCENARY

We don't. But you do.

CAPTAIN

Why in the hell would we help you
keep your hostages?

LEAD MERCENARY

If people start crossing this
bridge Gotham gets blown to hell.

The Captain considers this. Troubled.

EXT. SKIES ABOVE GOTHAM - CONTINUOUS

As night falls the F-22's peel away from the fire-ringed city. The voice of the President echoes across the airwaves...

PRESIDENT

(over radio)

The people of our greatest city are
resilient. They have proven this
before, they will prove this
again...

INT. STONE CELL, UNDERGROUND PRISON - CONTINUOUS
Wayne stares at the old TV. At his burning city.

PRESIDENT
(over TV)
We do not negotiate with
terrorists, but we do recognize
realities...

Wayne starts to cry.

INT. CAR - CONTINUOUS (NIGHT)

Blake drives the deserted streets. Gordon is slumped in the passenger seat, listening.

PRESIDENT
(over radio)
As the situation develops, one
thing must be understood above all
others... People of Gotham, we have
not abandoned you.

BLAKE
What does that mean?

GORDON
It means we're on our own. I have
to get in front of a camera -

BLAKE
Sir, they'll kill you the second
you show your face -

GORDON
The Mayor's dead. I'm the symbol of
law and order. Bane says he's
giving Gotham back to the people -
they need to know that I could
lead.

BLAKE
Bane's not gonna let that happen -

GORDON
Then he'll show his true colors.

BLAKE
And you'll be dead.

Gordon says nothing.

EXT. GOTHAM STREET - DAY

Three camouflage Tumblers roll down the deserted street.

EXT. BLACKGATE PRISON - MOMENTS LATER

A crowd of news crews has gathered. Guards in the towers look down, apprehensive. The Tumblers roll up, stopping in front of the gates. Bane emerges from the lead Tumbler.

BANE

Behind you stands a symbol of oppression. Blackgate Prison...

INT. CELLBLOCK, BLACKGATE PRISON - CONTINUOUS

Prisoners strain to hear Bane's words. Selina is there.

BANE (O.S.)

Where a thousand men have languished for years. Under the Dent Act. Under the name of this man -

EXT. BLACKGATE PRISON - CONTINUOUS

Bane holds up a photo of Harvey Dent.

BANE

Harvey Dent. Held up to you, and over you, as a shining example of justice and good...

INT. BLAKE'S APARTMENT - CONTINUOUS

Gordon sits watching Bane's speech. Blake gathers supplies.

BLAKE

We're gonna keep moving you, till we can get you in front of a camera
-

EXT. BLACKGATE PRISON - CONTINUOUS

Bane sets fire to the picture of Dent...

BANE

But they supplied you a false idol.
A straw man. To placate. To stop
you tearing down this corrupt
city...

INT. CELLBLOCK, BLACKGATE PRISON - CONTINUOUS
The Prisoners start cheering, shouting.

BANE (O.S.)

...and rebuilding it the way it
should have been rebuilt
generations ago...

EXT. BLACKGATE PRISON - CONTINUOUS
Bane drops the burning picture.

BANE

Let me tell you the truth about
Harvey Dent. In the words of
Gotham's Police Commissioner, James
Gordon...

INT. BLAKE'S APARTMENT - CONTINUOUS
This gets Blake's attention. Gordon watches, uneasy...

EXT. BLACKGATE PRISON - CONTINUOUS
Bane unfolds the pages of Gordon's undelivered speech...

BANE

'The truth about Harvey Dent is
simple in only one regard - it has
been hidden for too long. After his
devastating injuries, Harvey's mind
has recovered no better than his
mutilated face. He was a broken,
dangerous man, not the crusader for
justice that I, James Gordon, have
portrayed him to be for the last
eight years. Harvey's rage was
indiscriminate. Psychopathic. He
held my family at gunpoint, then
fell to his death in the struggle
over my son's life. The Batman did
not murder Harvey Dent - he saved

(MORE)

BANE (cont'd)
my boy. Then took the blame for
Harvey's appalling crimes, so that
I could, to my shame, build a lie
around this fallen idol.'

INT. BLAKE'S APARTMENT - CONTINUOUS

Blake stares at the TV, Gordon's face lowers into his hands...

BANE (V.O.)
*'I praised the madman who tried to
murder my own child.'*

EXT. BLACKGATE PRISON - CONTINUOUS

The crowd is silent, stunned, as Bane continues to read.

BANE
'The things we did in Harvey's name
brought desperately needed security
to our streets... But I can no
longer live with my lie. It is time
to trust the people of Gotham with
the truth, and it is time for me to
resign.'

Bane folds the papers. Looks out to the stunned crowd.
Do you accept this man's
resignation?

Individuals in the crows start shouting 'Yes!'

INT. CELLBLOCK, BLACKGATE PRISON - CONTINUOUS

Prisoners cheer, pounding against the bars. Selina
watches...

EXT. BLACKGATE PRISON - CONTINUOUS

BANE
Do you accept the resignation of
all the liars?! All the corrupt?!

More and more of the crowd is chanting 'Yes!'

INT. BLAKE'S APARTMENT - CONTINUOUS

Blake turns to Gordon, who stares at the TV.

BLAKE

These men, locked up in Blackgate
for eight years, denied parole
under the Dent Act. Based on a lie.

GORDON

A lie to keep a city from burning
to the ground. Gotham needed a
hero, someone to believe in -

BLAKE

Not as much as it does now. But you
betrayed everything you stood for.

GORDON

(looks at Blake)

There's a point. Far out there.
When the structures fail you. When
the rules aren't weapons anymore,
they're shackles, letting the bad
get ahead. Maybe one day you'll
have such a moment of crisis. And
in that moment, I hope you have a
friend like I did. To plunge their
hands into the filth so you can
keep yours clean.

BLAKE

Your hands look pretty filthy to
me, Commissioner.

Gordon stares at him. Blake goes back to packing.

EXT. BLACKGATE PRISON - CONTINUOUS

Bane signals a Tumbler - its turret turns to the prison
doors.

BANE

We take Gotham from the corrupt.
The rich. The oppressors of
generations who've kept you down
with the myth of opportunity. And
we give it to you, the people.
Gotham is yours - none shall
interfere. Do as you please...

The Tumbler fires, blowing the doors to hell.

(MORE)

BANE (cont'd)
But start by storming Blackgate and
freeing the oppressed... Step
forward, those who would serve...

Bane's men surge through the burning gates...

INT. BLACKGATE PRISON - CONTINUOUS

Selina watches as Prisoners stream out of open cell doors.
She makes her way quietly through the excited throng.

BANE (V.O.)
For an army will be raised...

Mercenaries hand out weapons to escaping Prisoners...

EXT. PARK BOULEVARD - DAY

As Mercenaries shoot open locks, people storm into expensive
apartment buildings overlooking the park...

BANE (V.O.)
*The powerful will be ripped from
their decadent nests...*

INT. BEAUTIFUL OLD GOTHAM APARTMENT - DAY

People ransack the apartment...

BANE (V.O.)
*...and cast into the cold world the
rest of us have known and
endured...*

EXT. PARK BOULEVARD - DAY

Wealthy people are herded onto the street by Mercenaries...

BANE (V.O.)
Courts will be convened...

INT. STOCK EXCHANGE - DAY

A kangaroo court is in session, presided over by a Criminal
we recognize from Blackgate. Bane watches from the
gallery...

BANE (V.O.)
The spoils will be enjoyed...

INT. ELEGANT APARTMENT, PARK BOULEVARD - DAY

Tough-looking Revellers crack open champagne - spraying it, swigging it - Selina amongst them, watching...

BANE (V.O.)
Blood will be shed...

INT. SEWERS - DAY

Hundreds of Police living underground. Dividing up supplies lowered by ropes... Ross opens a pack of supplies.

BANE (V.O.)
*But the police will live, until
they are ready to serve true
justice...*

EXT. GOTHAM STADIUM - NIGHT

Moving in on the bright glow of the core...

BANE (V.O.)
This great city will endure...

Close enough to see the flickering digits of its countdown...

BANE (V.O.)
Gotham will survive.

Mercenaries load the core into the back of a black truck.

INT. STONE CELL, UNDERGROUND PRISON - DAY

Wayne rolls of his cot. Grunts. The Prisoner realizes Wayne is trying to do a push-up. From the next cell, the Blind Prisoner says something...

PRISONER
He says you must first straighten
your back.

The Prisoner helps Wayne roll over, painfully.

WAYNE

How would he know?

PRISONER

He was the prison doctor. A morphine addict who incurred the displeasure of powerful people. Including your masked friend.

WAYNE

How?

PRISONER

Many years ago, during a time of plague, Bane was attacked by other prisoners. The doctor's fumbling attempts to repair the damage left him in perpetual agony. The mask holds his pain at bay.

WAYNE

Is Bane the child you spoke of? Was he born here?

PRISONER

The legends is that there was a mercenary working for the local warlord who fell in love with his daughter. They married in secret.

The Prisoner takes a rope - ties it under Wayne's arms.

PRISONER

When the warlord found out, he condemned the mercenary to this pit. But then exiled him instead.

INSERT CUT: the Mercenary is dropped at the side of a barren road. He starts to walk.

PRISONER

The mercenary understood that the warlord's daughter had secured his release, but he couldn't know the true price of his freedom. She had taken his place in the pit.

INSERT CUT: a Woman is lowered into the prison. The prisoners below all have their faces covered with muslin masks...

PRISONER

And she was with the child. The
mercenary's child.

INSERT CUT: the Woman watches as the Doctor, (the Blind Prisoner, younger-looking, sighted) examines her small child. The Doctor exits, locking the cell...

PRISONER

One day the doctor forgot the lock
the cell...

INSERT CUT: Prisoners move into the cell towards his mother. The child runs at them with a knife...

PRISONER

Innocence cannot flower
underground. It was to be stamped
out. But the child had a friend. A
protector...

INSERT CUT: the Protector, face covered, pulls the Child off the attackers. One grabs for the Child - the Protector snaps his arm, carries the Child into a corner...

PRISONER

...who showed the other that this
innocence was their redemption. The
mother was not so lucky.

The Blind Prisoner shouts at the Prisoner. He nods.

PRISONER

This is Bane's prison now. Bane
would not want this story told.

The Prisoner pulls - Wayne screams in pain as he is pulled upright. The Prisoner ties him off. Checks his spine.

You have a protruding
vertebra...I'm going to force it
back...

WAYNE

How -?

The Prisoner punches Wayne in the back, hard. Wayne screams.

PRISONER

You stay like this. Until you
stand.

Wayne passes out from the pain and we FADE TO BLACK.

Wayne is hanging in his cell, delirious.

RĀ'S AL GHŪL (O.S.)
Did you not think I'd return,
Bruce?

Rā's al Ghūl, in his Ducard guise, steps in front of Wayne.

RĀ'S AL GHŪL
I told you I was immortal.

WAYNE
I watched you die.

RĀ'S AL GHŪL
There are *many* forms of
immortality.

Wayne looks inward, remembering...

INSERT CUT: Rā's at the campfire (*from Batman Begins*).

RĀ'S AL GHŪL
Once I had a wife. My great love.
She was taken from me...

INSERT CUT: the Woman is lowered into the prison...

Wayne looks at Rā's.

WAYNE
You were the mercenary. Bane is
your child. Your heir.

INSERT CUT: the Mercenary at the side of the road. Rā's.

RĀ'S AL GHŪL
An heir to ensure the League of
Shadows fulfills its duty to
restore balance to civilization.

WAYNE
No...

RĀ'S AL GHŪL
You yourself fought the decadence
of Gotham for years. With all your
strength and resources, all your
moral authority. And the only
victory you could achieve was a
lie. Finally you
understand...Gotham is beyond
saving...

WAYNE
NO!

RĀ'S AL GHŪL
And must be allowed to die.

CUT TO WHITE. And we are -

EXT. STREET, DOWNTOWN GOTHAM - DAY

Snow blankets the street. A Tumbler carves tracks as it patrols the deserted street. Blake peers from behind a parked car - he is crouched, feeding a kite string down a storm drain.

INT. SEWER TUNNEL - CONTINUOUS

Ross strains to reach a note dangling on a string - he grasps it. All around him are dozens of Cops living underground...

EXT. GOTHAM STREET - CONTINUOUS

Blake winds the string, picks up a jerrycan, hurries off.

INT. ST. SWITHIN'S HOME FOR BOYS - CONTINUOUS

The home is packed. People, not just kids, huddle in every corner. Blake spots Father Reilly. Hands him the can.

BLAKE
For the bus in case there's a chance to evacuate. Keep it in here - people are siphoning parked cars.

FATHER REILLY
Really?

BLAKE
(grins)
How do you think I got it?

FATHER REILLY
Right. Any news? Is the Commissioner -

BLAKE
Less you know, Father. How're the boys?

FATHER REILLY
Power's been on more, so they get
some TV.

Blake smiles. Moves to the door.

Blake, you be careful out there.
They're hunting down cops like
dogs.

Blake nods. Leaves.

INT. ELEGANT APARTMENT, PARK BOULEVARD - DAWN

Following Selina through rooms strewn with trash, empty bottles and sleeping partygoers. She spots a family photograph, glass smashed. A hand lands on her shoulder.

JEN
Who's that?

SELINA
This was someone's home.

JEN
Now it's everyone's home.

Selina stares out at a Tumbler rolling by.

JEN
'Storm's coming', remember? This is
what you wanted.

SELINA
No. It's what I thought I wanted.

INT. STONE CELL, UNDERGROUND PRISON - DAY

The Prisoner unties the rope from Wayne's chest. Wayne stands. Just. Then walks.

INT. SAME - LATER

Wayne does push-ups. Stronger. The Prisoner watches.

PRISONER
Why build yourself?

WAYNE
I'm not meant to die in here.

The Prisoner indicates the TV:

SIEGE OF GOTHAM: DAY 84.

PRISONER
Here? There? What's the difference?

Wayne ignores this. Focuses on his body...

INT. STONE CELL, UNDERGROUND PRISON - DAY

Wayne moves to the wall - takes the rope from the Tattooed Prisoner, wraps it around his chest. Curious Prisoners gather, the Prisoner at their head. Wayne looks up at the light, hundreds of feet above. Starts to climb. Prisoners get excited as Wayne RISES - money starts exchanging hands.

Reaching the precipice, he checks his rope, looks up at the next handhold, far away. He takes a breath, then LEAPS.

His fingers brush the ledge. Wayne DROPS a hundred feet - the rope catches, SLAMMING him into the rock face. The Prisoners disperse, losing interest as the Tattooed Prisoner lowers Wayne on the rope. The Blind Prisoner turns away.

PRISONER
I told you it could not be done.

WAYNE
You told me a child did it...

PRISONER
No ordinary child...

INSERT CUT: the Protector fights off prisoners as the Child, older now, moves to the climbing wall
A child born in hell.

INSERT CUT: the Child makes the climb...pauses, looking down - making eye-contact with the Protector, who fights off Prisoners... They swarm over the Protector, knives drawn.
A child forged by suffering,
hardened by pain...

INSERT CUT: the Child leaps across the abyss, grabbing a handhold on the ledge and swinging up...
Not a man from privilege.

Wayne's eyes close in despair.

EXT. CHECKPOINT, GOTHAM BRIDGE - DAY

Supply trucks await inspection. Mercenaries open an 18-wheeler - check boxes of rations...wave it on...

EXT. SUPERMARKET - CONTINUOUS

The 18-wheeler pulls up. A line of Gothamites waits patiently along the sidewalk.

INT. 18-WHEELER - CONTINUOUS

Three plain-clothes Special Forces Men emerge from the boxes, checking, then concealing weapons. The doors open - they exit.

INT. SUPERMARKET - CONTINUOUS

The Special Forces Men carry boxes into the store as if delivering. The Store Manager leads them into the back and down into -

INT. LOWER STOREROOM - CONTINUOUS

Where they are met by four Cops out of uniform.

FOLEY
You have ID?

SPECIAL FORCES 1
Of course not.

FOLEY
How can we trust you?

GORDON (O.S.)
They don't have any choice.

Gordon and Blake emerge from the back of the room.

SPECIAL FORCES 1
Commissioner Gordon? Captain Jones,
Special Forces.

GORDON
Captain, glad to have you here.

CAPTAIN JONES
How many of you are there?

GORDON
Dozens. I'd rather not say exactly.
But the men trapped underground
number almost three thousand.

CAPTAIN JONES
What kind of shape they're in?

GORDON
They've been getting water, food.

CAPTAIN JONES
Could we break them out?

BLAKE
Yes, sir - take out the mercenaries
guarding the outflow south of
Ackerman Park, blow the rubble,
you've got a hole big enough for
ten at a time. I'm in contact with
my partner - they're waiting for
the day.

SPECIAL FORCES 2
Men who haven't seen daylight for
three months?

BLAKE
Men with *automatic weapons* who
haven't seen daylight in three
months.

CAPTAIN JONES
What about the bomb? The satellites
can't see any radiation hot
spots...

EXT. DOWNTOWN STREET - DAY

Blake scouts with Jones. A rumble makes them turn.

GORDON (V.O.)
*They keep it on a truck - it must
have a lead-lined roof. They move
it constantly.*

CAPTAIN JONES (V.O.)
But you know the truck?

GORDON (V.O.)
They've got three of them. The routes don't vary much.

Two Tumblers lead a massive black truck down the street. Captain Jones reaches into his jacket and triggers a Geiger counter. Shows Blake the display. Nods. One of the Tumblers stops, turns back. Blake leads them down a side street.

INT. LOWER STOREROOM - CONTINUOUS

CAPTAIN JONES
What about the triggerman?

GORDON
No leads. It's a bluff - Bane wouldn't give control of that bomb to someone else.

CAPTAIN JONES
We can't take that chance. Until we have the triggerman, we just track the device, smuggle men over -

BLAKE
While Gotham lives under a warlord, like in some failed state?

CAPTAIN JONES
Dial it back, officer. This situation is unprecedented. We can't do anything to risk millions of lives.

BLAKE
(to Gordon)
Aren't you gonna tell him?!

GORDON
Captain, things are more complicated than you think. There's somebody you need to meet. Blake?

Blake nods, leads Jones and his men up the stairs.

EXT. SIDE STREET, DOWNTOWN - CONTINUOUS

Blake leads them to the door of an empty bank.

INT. TELLSONS BANK - CONTINUOUS

They head across the empty lobby to an elevator.

INT. OFFICES ABOVE TELLSONS - MOMENTS LATER

Blake leads them into empty offices. Cots and makeshift furnishings line the offices and corridors.

BLAKE

I was up here looking for a vantage point. Found the people who run the corporation who owns it living here.

CAPTAIN JONES

Which corporation?

FOX (O.S.)

Wayne Enterprises.

Lucius Fox is there, with Miranda Tate.

BLAKE

Captain, meet Mr. Fox. Mr. Fox, I'd like you to brief the Captain.

Captain Jones indicates Miranda.

FOX

Miss Tate is fully aware of the situation.

MIRANDA

And as CEO of Wayne Enterprises, I have to take responsibility for it.

CAPTAIN JONES

Why?

MIRANDA

Because, Captain, we built it.

CAPTAIN JONES

You built the bomb?

FOX

It was built as a fusion reactor. The first of its kind. Bane turned the core into a bomb, then disconnected it from the reactor.

BLAKE
And here's the important part.

FOX
As the device's fuel cells decay,
it's becoming increasingly
unstable...until the point of
detonation.

BLAKE
The bomb's a *time bomb*.

FOX
And it *will* go off. In twenty-three
days.

Captain Jones reels at this news.

BLAKE
Bane's revolution is a sham. He's
watching Gotham rearrange its
deckchairs while the whole ship's
going down. Your appeasement plan
might not be as practical as you
thought.

Captain Jones throws Blake a look. Addresses Fox.

CAPTAIN JONES
Could you disarm it?

FOX
I don't know, But I could reconnect
it to the reactor. Stabilize it.

CAPTAIN JONES
We'd have to let the Pentagon know.

SPECIAL FORCES 2
They'll be monitoring our
frequencies -

CAPTAIN JONES
We have no choice. Let's move away
from this location, then call it
in.

INT. TELLSONS BANK - MOMENTS LATER

Captain Jones exits the elevator, followed by his men and Blake. Halfway across the floor, hell breaks loose. Mercenaries blast them with machine guns - the lobby becomes a devastating ambush. Blake dives back into the elevator.

INT. OFFICES ABOVE TELLSONS - CONTINUOUS

Blake flies out of the elevator.

BLAKE
Fox, somebody sold us out!

Fox and Miranda burst into the corridor.

FOX
Take Miranda -

Blake grabs Miranda, heads for the back stairs. Mercenaries jump out of the elevator, firing high.

MERCERNARY
DOWN ON THE FLOOR!

Fox freezes. Lowers himself to the ground.

INT. TELLSONS BANK - CONTINUOUS

Captain Jones goes down in a hail of bullets. The other Special Forces Men are down. Bane enters, midges Jones with his toe. He is alive. Barely. Bane leans in close. Jones looks up at him, defiant.

CAPTAIN JONES
I'll die before I talk...

BANE
I'm on your schedule, Captain.

Bane places his hand over Jones's nose and mouth.

MERCERNARY
There were people living upstairs.

Bane looks up, disinterested. Jones is dead.

BANE
Give them over for judgement.
(*Indicates bodies.*) Hang them where the world will see.

INT. STONE CELL, UNDERGROUND PRISON - DAY

Wayne stares at the TV: the Special Forces bodies hang in the cables of Gotham Bridge. Wayne throws a stone into the screen.

INT. SAME - LATER

Wayne does endless push-ups, squats, stretches. The Blind Prisoner listens. He speaks in an ancient tongue.

PRISONER

He says the leap to freedom is not about strength.

WAYNE

My body makes the jump.

BLIND PRISONER

(cracked English)

Survival is the spirit. The soul.

WAYNE

My soul's as ready to escape as my body.

BLIND PRISONER

Fear is why you fail.

WAYNE

I'm not afraid. I'm angry.

Wayne throws punches...focused.

INT. UNDERGROUND PRISON - DAY

Wayne takes the rope at the foot of the climb. Prisoners look up, but none bother to gather round. Wayne starts climbing, determined.

He FIGHTS the rock face...breathing hard. Grabs at a rock - it comes away in his hand. He DROPS - SMASHES into the rock face. The Blind Prisoner shakes his head.

A Skinny Prisoner playing cards with the Prisoner looks up at Wayne, hanging upside down.

SKINNY PRISONER

Shouldn't you get him down?

The Prisoner glances up at Wayne, disdainful.

PRISONER
He'll keep.

As Wayne drifts into unconsciousness we -

INSERT CUT: Young Bruce lies at the bottom of the well, looking up at his father, lowering down to rescue him.

THOMAS WAYNE (V.O.)
And why do we fall?

INT. CAVE PRISON - NIGHT

Wayne wakes with a start - the Blind Prisoner is there.

BLIND PRISONER
(cracked English)
You do not fear death. You think
this makes you strong. This makes
you weak.

WAYNE
Why?

BLIND PRISONER
How can you move faster than
possible? Fight longer than
possible? If not from the most
powerful impulse of the spirit. The
fear of death. The will to survive.

Wayne gets up onto his elbow. Looks at the Blind Prisoner.

WAYNE
I do fear death. I fear dying in
here while my city burns with no
one there to save it.

BLIND PRISONER
Then make the climb.

WAYNE
How?

BLIND PRISONER
As the child did. Without the rope.
(Dry laugh.) Then fear will find
you again.

Wayne considers this.

INT. CAVE PRISON - MORNING

Wayne puts some scraps of bread into a rough coat which he folds into a makeshift shoulder pack.

PRISONER
Supplies for your journey?

Prisoners nearby laugh. Wayne moves to the cliff face. The Prisoner follows, intrigued by Wayne's new demeanor. The Tattooed Prisoner offers him the rope. Wayne refuses. Starts to climb. Prisoners gather around as word spreads. Wayne makes his way cautiously up the treacherous rock face. Down below the Prisoners start a low chant.

As Wayne hoists himself up onto the precipice something EXPLODES from the cliff face. Wayne flinches - BATS... They circle up to the opening above...

Wayne closes his eyes. The chant RISES. Wayne takes a breath...opens his eyes...looks down at the drop...up again...then he jumps.

Time skips a beat as the Prisoners stop breathing.

And Wayne GRABS the ledge above.

The Prisoners go WILD as Wayne hoists himself up onto the ledge. The Blind Prisoner nods. Wayne climbs to FREEDOM.

EXT. CAVE PRISON, NEAR A FORTRESS - CONTINUOUS

Wayne climbs out of the hole and into formidable desolation. He shoulders his pack - spots a large coil of rope attached to the wall. He pushes it into the hole then walks away...

INT. BASEMENT, ABANDONED STOCK EXCHANGE - DAY

A mass of huddled Gothamites. Professionals (traders, industrialists). In a corner, Fox. Mercenaries come down into the chamber, pull out a man, who starts yelling. It is Stryver, Daggett's functionary.

STRYVER
I want to see Bane! There's been a mistake! Take me to Bane!

Fox watches him dragged upstairs...

INT. ABANDONED STOCK EXCHANGE - MOMENTS LATER

A kangaroo court. Stryver is dragged before a jeering crowd.

STRYVER

There's been a mistake! Where's
Bane?!

VOICE (O.S.)

There's been no mistake, Mr.
Stryver.

Stryver turns to look at the 'judge': Dr. Jonathan Crane.

CRANE

You are Philip Stryver, executive
vice-president of Daggett
Industries? (*Off nod from Stryver.*)
The same Philip Stryver who for
years lived like a prince off the
blood and sweat of people less
powerful?

STRYVER

Call Bane! I'm one of you!

Jeers. Pull back to reveal a silent figure, watching. Bane.

CRANE

Bane has no authority here. This is
merely a sentencing hearing. The
choice is yours, death or exile.

Stryver looks around, terrified, as the crowd shouts
'Death'.

STRYVER

Exile.

CRANE

(smashes gavel)
Sold...to the man in the cold
sweat!

Mercenaries pull Stryver from the dock...

EXT. GOTHAM RIVER - DAY

Stryver, with other wealthy Gothamites, is led down to the
ice. A Blackgate Inmate undoes his handcuffs, whispering.

BLACKGATE INMATE
Follow the tick ice. Try to swim -
you're dead in minutes.

STRYVER
Has anyone made it?

The Blackgate Inmate turns away. Stryver is forced onto the ice. He shuffles forward, listening to the creaking...

Stryver is a hundred yards out when the river swallows him.

INT. EMPTY OFFICE BUILDING - DAY

Gordon stands over a map of the city. A handful of Cops sit around the room. Waiting. Gordon looks at his watch.

GORDON
Where the hell are they? It's not
like we have a lot of time, here.

COP
How long?

GORDON
The bomb goes off tomorrow. We've
got about eighteen hours to do
something.

COP
To do what?

GORDON
We mark that truck. Get a GPS on
it, then we can start thinking
about how to take it down.

The door opens and Blake enters, followed by ten cops.
Gordon is counting them in. He moves to Blake.

GORDON
(low)
That's it?

Blake just looks at him. Gordon checks the faces. Realizes.

GORDON
Foley. Where's Foley, dammit?!

Gordon heads for the door.

BLAKE
You shouldn't be out on the streets
-

EXT. FOLEY'S BROWNSTONE - DAY

Gordon hurries up the steps to a brownstone. Stabs the bell.

FOLEY'S WIFE
Jim. He's not here -

Gordon, furious, addresses the hallway behind her.

GORDON
You're sending your wife to the
door when the city's under
occupation?!

Foley appears at the end of the corridor. Ashamed.

FOLEY
Wait in the kitchen, honey.

GORDON
What did you do, bury your uniform
in the backyard?

FOLEY
Jim, you saw what they did to those
Special Forces.

GORDON
You forgotten all the years we went
out on patrol with every gangbanger
wanting to plant one as soon as our
backs were turned?

FOLEY
This is different and you know it.
These guys run the city - the
government's done a deal with them
-

GORDON
Deal?! Bane's got their balls in a
vice. That's not a deal -

FOLEY
You move against Bane, the
triggerman's gonna hit the button -

GORDON

You think he's given control of
that bomb to one of 'the people'?!
You think this is part of some
revolution? There's one man with
his finger on the button - Bane.

FOLEY

We have to keep our heads down
until they can fix this. If you
still had family here maybe you'd -

GORDON

This only gets fixed from *inside*
the city, Foley. (*Calmer.*) Look,
I'm not asking you to walk down
Grand in your dress blues. But
we've got to do something before
this maniac blows us all to hell.

FOLEY

I'm sorry Jim. I gotta -

GORDON

Keep your head down? What's that
gonna do tomorrow, when that thing
blows?

FOLEY

You don't know that's going to
happen.

Foley closes the door on Gordon. Gordon stands there.

MIRANDA (O.S.)

I hear you're looking for men,
Commissioner.

Gordon turns to see Miranda, Blake behind her. Blake shrugs.

MIRANDA

How about me, instead?

GORDON

Miss take, I can't ask you -

MIRANDA

My company built it.

GORDON

Bruce Wayne built it.

MIRANDA

And he wanted to destroy it. It was
me who didn't listen. Please.

Gordon looks at Blake. Then Miranda. Nods.

GORDON

Let's go.

EXT. GOTHAM STREET - DAY

A Kid sprints down the deserted street, chased by two Gangbangers. The Kid slips in the snow - the men are on him.

GANGBANGER

You steal from us, you little
bastard?

They grab the Kid's backpack, the Gangbanger pulls out an apple, moves to hit the Kid when - SMACK! - his hand is grabbed, and the apple flies into the air as his arm cracks. Selina catches the apple.

SELINA

You boys know you can't come into
my neighborhood without asking
politely.

Gangbanger 2 lunges with a knife - she spins him, making him stab himself in the backside. The Gangbangers run off, howling. The Kid eyes her, wary.

SELINA

Never steal anything from someone
you can't outrun, kid.

KID

Now you're gonna take it.

Selina looks at the red apple. Takes one perfect bite.

SELINA

Just tax.

She tosses him the apple. He takes it and runs.

WAYNE (O.S.)

Pretty generous, for a thief.

Selina recognizes the voice. Turns to find Wayne - strong, but weathered. Beard, work clothes.

SELINA

You came back. I thought they'd killed you.

WAYNE

Not yet.

SELINA

If you're expecting an apology -

WAYNE

It wouldn't suit you. I need your help.

SELINA

And why would I help you?

Wayne pulls a USB drive out of his pocket.

WAYNE

For this. The 'Clean Slate'.

SELINA

You're gonna trust me with that?
After what I did to you?

WAYNE

I admit I felt a little let down.
But I still think there's more to you. In fact, I think for you -
(indicates USB) this isn't a tool,
it's an escape route. You want to disappear. Start fresh.

She looks at him. Takes the drive, staring at it.

SELINA

Start fresh? I can't even get off this island.

WAYNE

I can give you a way off. Once you've gotten me to Lucius Fox. I need you to find out where they're holding him. Then take me in.

SELINA

Why do you need Fox?

WAYNE

To save this city.

SELINA

Who says it needs saving? Maybe I like it this way.

WAYNE

Maybe you do. But tomorrow that bomb's going off.

SELINA

Get your powerful friend on the case.

WAYNE

I'm trying. But I need Fox.

EXT. GOTHAM STREETS - DAY

Gordon and his Men are in two-man teams. Gordon is walking down the street with Miranda. He hands her a Geiger counter.

GORDON

Stay further up the block. (*Points at Men.*) They're gonna cross the street and try and slow the truck down. As it approaches, hit this button. If the needle hits two hundred - give me the signal and I mark the truck. Okay?

BLAKE

(over radio)

Heads up.

Blake is up on a rooftop. Gordon moves down to the other end of the block. As the truck rumbles into view, Gordon's Men walk out into the street in front of it as if crossing the road. The convoy barely slows. Miranda gives Gordon the signal. As the truck comes past, he tosses a magnetic GPS locator at the lower part of the truck...

Gordon regroups with his Men on the corner. Checks his GPS.

GORDON

Got it.

They keep moving, turning down the next street...into an ambush. Dozens of Mercenaries, weapons trained.

MERCENARY

Commissioner Gordon, you're under arrest.

GORDON
On whose authority?

MERCERNARY
The people of Gotham.

Blake, from his vantage point, watches Gordon, Miranda and the other Cops being rounded up and led away...

INT. BASEMENT, ABANDONED STOCK EXCHANGE - DAY

Miranda comforts a crying Woman in the corner. Thugs come down the stairs, laughing, leading a Hooded Prisoner. They kick him down the last step and he stumbles. Fox moves to his aid.

BASEMENT THUG 1
Find this one a spot, he's got a
big day tomorrow.

They dump the Hooded Man with Fox.

BASEMENT THUG 2
We all do. It's not every day you
bag Bruce Wayne...

Fox hears this. Pulls the bag from Wayne's head. Wayne nods at him, silent. Fox nods back. The Thugs leave. Miranda comes over.

MIRANDA
Bruce?

FOX
You picked a hell of a time to go
on vacation, Mr. Wayne.

WAYNE
How long until the core ignites?

FOX
That bomb goes off in twelve hours.

WAYNE
Unless we can connect it to the
reactor.

FOX
If you can get it there. I'll find
a way to plug it back in.
(Indicates Miranda.) Can you get
Miranda out?

WAYNE

Not tonight. I'm sorry.

MIRANDA

Do what's necessary.

WAYNE

(to Fox)

Tonight I need you.

FOX

What for?

WAYNE

To get me back in the game.

Catwoman comes down the stairs with the Thugs.

CATWOMAN

Sorry to spoil things, boys, but
Bane wants these guys himself...

The thugs pull Wayne and Fox to their feet - Miranda looks up.

WAYNE

I won't forget about you.

MIRANDA

I know.

EXT. COLONNADE, HOLDING AREA - CONTINUOUS

The Thugs lead Wayne and Fox along the colonnade. Catwoman spins, takes out one Thug with a heel, one with a punch to the throat. Fox smiles as she unlocks his wrists.

FOX

I like your girlfriend, Mr. Wayne.

CATWOMAN

He should be so lucky.

And she's gone. Fox turns to Wayne. Who shrugs.

INT. DARK SPACE - NIGHT

Lights flicker on... Wayne and Fox are in the Bat-Bunker.

WAYNE

Any move I make against Bane or the bomb - the triggerman sets it off.

FOX

They can't be using radio or cell - too much interference. Infrared doesn't have the range. It could only be micro-burst long wave...

Wayne opens a panel in the wall, takes out equipment: mini-mines, Batarangs, utility belt...

WAYNE

Could you block it?

FOX

Yes. I need the EMP cannon-guidance mount from the Bat. You remember where you parked?

Wayne nods. Smiles. The Batsuit rises from the floor...

INT. ABANDONED STOCK EXCHANGE - EVENING (LATE DAY)

Gordon and his men on trial. Crane presides.

CRANE

The charges are espionage and attempted sabotage... Do you have anything to say in your defense?

GORDON

No lawyer, no witnesses. What sort of due process is this?

CRANE

More than you give Harvey's prisoners, Commissioner. Your guilt is determined, this is merely a sentencing hearing. What's it to be, death or exile?

GORDON

Crane, if you think we are going willingly out onto that ice, you've got another think coming.

CRANE

Death, than?

GORDON

Looks that way.

CRANE

Very well... Death... (*Smiles.*) By
exile.

He smashes his gavel. Bane leans in to one of his men,
indicates Miranda.

BANE

Bring her to me.

INT. STAIRWELL, SKYSCRAPER - SUNSET

Wayne bounds up the stairs. Fox follows, out of breath

LUCIUS

I think it's time to talk about my
year-end bonus...

EXT. ROOFTOP, SKYSCRAPER, GOTHAM - MOMENTS LATER

Fox emerges to see Wayne uncovering the Bat... As the sun
sets, Fox starts pulling apart the gun mount.

FOX

She fly pretty well?

WAYNE

Even without the autopilot...

FOX

Autopilot? That's what you're there
for.

EXT. GOTHAM RIVER - NIGHT

Gordon and the rest of the men stand at the edge of the ice.
A Mercenary fires his gun in the air. Gordon takes a breath,
then leads his men onto the ice...which creaks and groans...

Further out, Gordon stops - sniffs - looks down: a pool of
liquid, beside it: a flare. Gordon picks it up, puzzled.

BATMAN (O.S.)

Light it up.

Gordon, energized by the familiar voice, lights the flare - jams it into the liquid, sending a trail of FIRE across the ice - up into a building where it forms the shape of a BAT...

INT. FOLEY'S BROWNSTONE - CONTINUOUS

FOLEY'S KIDS
Dad! Check it out!

FOLEY'S WIFE
Honey, take a look!

Foley moves to a back window. Sees the flaming sign.

EXT. GOTHAM STREET - CONTINUOUS

A Mercenary nervously approaches Bane's back.

MERCENARY
Sir?

Bane turns. The Mercenary points at the sign.

MERCENARY
You think it's really him?

BANE
Impossible...

INT. FOLEY'S BROWNSTONE, BEDROOM - MOMENTS LATER

Foley yanks up the floorboards. Pull his dress blues from their hiding place.

EXT. OUTFLOW PIPE, ACKERMAN PARK - CONTINUOUS

Mercenaries guarding the entrance see the sign. One of them moves out to get a better look. WHAM! He is taken out by a dark figure. The figure steps into the light - it is Blake...

EXT. GOTHAM RIVER - CONTINUOUS

Batman hands Gordon a metal box.

BATMAN

This blocks the remote detonator signal to the bomb. Get into onto the truck by sunrise. They might hit the button when it starts.

GORDON

When what starts?

BATMAN

War.

EXT. OUTFLOW PIPE, ACKERMAN PARK - CONTINUOUS

Blake takes out a second Mercenary - moves over to the open manhole. Ross emerges - nots at Blake, who helps him climb out. BANG - Ross goes down as Blake dives for cover. Blake is grabbed by Mercenaries. They detonate the manhole, sealing it, prepare to execute Blake. A dark shape drops onto the Mercenaries... Blake watches, in awe, as Batman takes them out in a fury of punches and kicks - then it is finished. Quiet. One of the Mercenaries moves slightly.

BLAKE

You missed a spot.

Batman boots him in the head as he moves towards Blake.

BATMAN

If you're working alone, wear a mask.

BLAKE

No one cares who I am.

BATMAN

The mask is not for you. It's to protect the people you care about.

BLAKE

Huh. And you always seem to know where those people are. How is that?

BATMAN

I lost someone once. Since then I break into their homes when they're sleeping and implant a tracking device on the back of their neck.

Blake laughs. Then feels the back of his neck. Batman tosses Blake a mini-mine.

BATMAN
On three - one, two, three -

They throw the mini-mines at the rubble of the entrance -
the blasts barely move any rubble.

BLAKE
No offense, but you got anything
bigger in that belt?

BATMAN
That's to warn the men on the other
side.

Batman disappears into the shadows.

BLAKE
But how do we -?

KAABOOOM! The Bat's cannons light up the night.

BLAKE
Okay.

Cops climb out into the cold night - skinny, ragged, but
glad to be alive and carrying guns...

BLAKE
What now?

BATMAN
All-out assault on Bane...but you
need to get the people your care
about across the bridge.

BLAKE
Why?

BATMAN
In case we fail. Lead an exodus
across the bridge. Save as many
lives as you can.

BLAKE
Don't you need me here?

BATMAN
You've given me an army. Now go.

Blake nods. Turns to leave. Stops.

BLAKE

Thank you.

BATMAN

Don't thank me yet.

BLAKE

I might not get a chance later.

Batman nods. Blake disappears into the night.

EXT. GOTHAM STREET - CONTINUOUS

Gordon checks the metal box. Puts it under his coat. Nods at his men, hiding in the doorways. Checks his GPS...

EXT. ALLEY - NIGHT

Batman leads Catwoman to a rusty old container. He opens it, revealing the Bat-Pod. Catwoman's eyes light up.

CATWOMAN

Oh, you shouldn't have...

She hops on, feeling the controls.

BATMAN

The mid-town tunnel's blocked by debris, but the cannons give you enough firepower to make a path for people.

Catwoman marvels at the controls...

BATMAN

To start it, you -

VARROOOM!

CATWOMAN

I got it.

BATMAN

We've got forty-five minutes to save this city -

CATWOMAN

No, I've got forty-five minutes to get clear of the blast radius, because you don't stand a chance against these guys.

BATMAN
With your help I might.

She shakes her head.

CATWOMAN
I'll open that tunnel, then I'm
gone.

He looks at her.

BATMAN
There's more to you than that.

She stares back at him. Facade slipping a touch.

CATWOMAN
Sorry to keep letting you down.

He says nothing. She looks at him, imploring.

Come with me. Save yourself. You
don't owe these people anymore -
you've given them everything...

BATMAN
Not everything. Not yet.

Batman turns. Catwoman watches him go. Then fires up the bike and takes off.

EXT. STREETS LEADING TO SOUTH TUNNEL - NIGHT

Catwoman tears along on the Bat-Pod. She pulls up at the tunnel entrance blocked by stacked vehicles.

EXT. DOWNTOWN STREETS - DAWN

The army of Cops stands at the low end of the street. At the op is Bane's stronghold - City Hall. Men pour out of the building, forming up into an opposing line.

A Cop wearing full dress blues steps forward. It is Foley. The silence is eerie... The numbers look evenly matched - until two Tumblers arrive.

VOICE
(over loudspeaker)
DISPERSE. DISPERSE OR BE FIRED
UPON.

The Cops look shaky, pale, but determined.

FOLEY

There's only one police in this city.

He steps forward. The line follows.

EXT. CITY HALL - CONTINUOUS

Bane stands in the colonnade. Watching.

BANE

Open fire.

EXT. STREET, DOWNTOWN GOTHAM - CONTINUOUS

The Tumblers FIRE into the line of Cops, THROWING men into the air, SCREAMING. The line of Cops is about to scatter - WHOOOSH. The Bat DROPS down in front of the Cops and BLASTS both Tumblers, FLIPPING them sideways. The Bat RISES and the cops run towards the Mercenaries, firing - until they are close enough to fight hand-to-hand. The street is filled with thousands of men in pitched battle.

EXT. STREETS LEADING TO SOUTH TUNNEL - CONTINUOUS

Catwoman, hearing the distant battle, blasts the tunnel blockage...the dust settles. Her path is clear.

EXT. GOTHAM STREET - CONTINUOUS

Gordon heard the fighting. Checks the box. Nervous.

GORDON

Come on, come on...

EXT. DOWNTOWN STREET - CONTINUOUS

Bane strides through the battle, taking out Cops left and right. A space clears - he is face the face with the Batman...

BANE

You came back. To die with your city.

BATMAN

No. I came back to stop you.

Bane leaps at batman, smashing powerful blows into his head. Batman ducks, weaves and smashes his fists into Bane's side.

Someone is watching from the window of City Hall - Miranda.

EXT. GOTHAM STREET - CONTINUOUS

The black truck rounds the corner. Gordon signals his man in a Greyhound bus - who pulls across the street. The truck smashes into the bus and stops. Gordon and his men swarm in, blasting at the Guards. Gordon opens the back - empty. No bomb. Wrong truck.

GORDON

That's impossible... Come on! Cut over to Fifth!

They sprint for the next parallel avenue...

INT. REACTOR PLANT - CONTINUOUS

Fox hurries into the reactor - starts throwing switches...

EXT. ST. SWITHIN'S HOME FOR BOYS - CONTINUOUS

Blake leads the boys out of the home - points down the street.

BLAKE

Knock on doors, spread the word - the bomb's going to blow! Get out by the South Street tunnel, or over the bridge! Do two blocks, then get back to the bus!

The boys race down the street. Father Reilly climbs into the bus.

EXT. DOWNTOWN STREETS - CONTINUOUS

Batman and Bane fight, Batman pushing Bane back - a Tumbler roars between them, separating them. Batman chases after.

INT. LOBBY, CITY HALL - CONTINUOUS

Bane SMASHES backwards through the door, Batman on him. Batman POUNDS Bane against the marble floor. Mercenaries guarding Miranda move towards them -

BANE

Stay back. He is *mine* -

Bane SMASHES Batman's head - moves in for the kill, but Batman SMASHES Ben to the ground, RIPS sideways across the tubes of Bane's mask with the blades of his forearm. Bane bellows, thrashing in AGONY. Batman holds him down with a hand on his throat - searches him with his free hand.

BATMAN

Give me the trigger! You'd never give it to an ordinary citizen -

Bane's thrashing calms as he stares at batman through pain-soaked eyes...gasping through his broken mask for relief.

BANE

I broke you. How have you come back?

BATMAN

You thought you were the only one who could learn the strength to escape?

Bane looks at Batman, curiosity behind his pain.

BANE

I never escaped - Rā's al Ghūl rescued me. That is why I must fulfill his plan. That is why I must avenge his murder.

BATMAN

(confused)

The child of Rā's al Ghūl made the climb -

MIRANDA (O.S.)

But he is not the child of Rā's al Ghūl...

Batman flinches, frozen as Miranda leans into his ear...

MIRANDA

I am.

Miranda has a knife through Batman's suit, into his ribs...
And though I am not 'ordinary', I
am a citizen...

She pulls out the trigger...

EXT. FIFTH STREET - CONTINUOUS

Gordon spots the second black truck moving down the street. His men pull in front, slowing it. Gordon jumps into the back. The truck accelerates - Gordon drops, hanging on to the bumper, struggling with the box, trying to turn it on...

INT. LOBBY, CITY HALL - CONTINUOUS

Batman cannot move to defend himself. He has Bane by the throat, but Miranda has her knife in his side -

MIRANDA/TALIA

My mother named me Talia before she was killed. The way I would've been killed if not for my protector...Bane.

INSERT CUT: the child, Talia, makes eye-contact with the Protector, then leaps. Down below, Prisoners swarm over the protector, ripping the muslin from his face. Bane looks up at Talia, says one quiet word -

BANE

Goodbye.

Then is overrun.

TALIA

I climbed out of the pit...

INSERT CUT: Young Talia stands by the hole looking out at the landscape...

I found my father and brought him back to exact terrible vengeance - but by that time...the prisoners and the doctor had done their work to my friend...my protector...

Talia reaches up to touch Bane's mask.

INSERT CUT: the League of Shadows descend into the prison - at their head, Rā's al Ghūl. They slaughter prisoners. Then stop. Rā's al Ghūl has found Bane, bandaged.

TALIA

The League took us in. Trained
us...

INT. TEMPLE, LEAGUE OF SHADOWS - DAY

Bane in a prototype mask, stands on logs, blocking blows from men with sticks.

TALIA (V.O.)

*But my father could not accept
Bane.*

Rā's al Ghūl watches Bane training. Turns away.

INT. LOBBY, CITY HALL - CONTINUOUS

Talia looks into Bane's eyes as she holds the knife in Batman's side.

TALIA

He saw only a monster who could never be tamed. Whose very existence was a reminder of the hell he'd left his wife to die in. He excommunicated Bane from the League of Shadows. His only crime was that he loved me. I could not truly forgive my father...

Talia looks at Batman, cold.
Until you murdered him.

BATMAN

He was trying to kill millions of innocent people -

TALIA

'Innocent' is a strong word to throw around Gotham, Bruce. I honor my father by finishing his work. Vengeance against the man who killed him is simply a reward for my patience...

Talia twists the knife in Batman's side.
You see, it's the slow knife...the
knife that takes its time, the
(MORE)

TALIA (cont'd)
knife that waits years without
forgetting, then slips quietly
between bones...that's the knife -

Talia arms the trigger...
- that cuts deepest.

She hits the button - nothing.

EXT. FIFTH STREET - CONTINUOUS

A light on the metal box is blinking. Gordon hangs on -

INT. LOBBY, CITY HALL - CONTINUOUS

Talia turns, furious.

BATMAN
Your knife may have been too
slow...

A Mercenary steps forward -

MERCENARY
The truck's under attack -

Talia looks around, mind racing.

TALIA
Gordon. (*To Batman.*) You gave him a
way to block my signal. No matter -
(*Looks at watch.*) He's bought
Gotham eleven minutes. (*Shouts at*
Mercenary.) Prepare a convoy. We
must secure the bomb until it
detonates.

Talia jumps to her feet. Bane grabs a shotgun from a
Mercenary - points it at Batman.

TALIA
Not yet... I want him to heel the
heat. (*To Batman.*) Feel the fire of
twelve million souls you failed.

Talia reaches up to Bane's mask, reconnects his tubes,
tenderly.

Goodbye, my friend.

Bane nods at her, slowly. Talia moves out with the
Mercenaries.

EXT. CITY HALL - CONTINUOUS

Talia gets into a Tumbler with a Mercenary. Three Tumblers pull out in convoy, blowing anything out of the way - cars, cops.

Foley stands in the road, firing his sidearm. Talia's Tumbler SMASHES him out of the way.

INT. LOBBY, CITY HALL - CONTINUOUS

Bane grabs Batman, throws him into the floor - checks the rounds in the barrels.

BANE

You'll have to imagine the fire -

He shuts the gun - jams it into Batman's face.

We both know I need to kill you
now.

He squeezes the trigger. BLAMMM! Bane is blasted across the lobby by cannon fire.

Catwoman is there, on the Bat-Pod.

CATWOMAN

The whole no-guns thing? I don't
feel as strongly about it as you
do.

EXT. GOTHAM BRIDGE - CONTINUOUS

Blake pulls up to the barricade, leads the kids off, marching them up the bridge, Father Reilly at the rear. A Uniform shouts through the loudhailer -

UNIFORM

Stay there! What are you doing?!

BLAKE

(pulls badge)

Blake, MCU - I'm getting these boys
to safety -

UNIFORM

Safety?! You're gonna get us all
killed. Anyone crosses this bridge
they blow the city -

BLAKE

It's gonna blow anyway. We need
this bridge open right now.

UNIFORM

No one leaves the island. Orders -

BLAKE

Whose orders? Bane's?

UNIFORM

Police Department's.

BLAKE

Haven't you heard the shooting? The
Batman's battling it out with Bane
-

UNIFORM

The Batman's dead. Look, Officer -

BLAKE

It's Detective -

UNIFORM

Well, Detective, you take one more
step, we have to shoot you. Two
more steps, we have to blow the
bridge.

BLAKE

(to the boys)

Wait for me back at the bus.

The Boys walk back down the bridge...

EXT. DOWNTOWN STREETS - CONTINUOUS

Talia's convoy surrounds the black truck. Tumblers off each flank, protecting the bomb as it counts down...

INT. LOBBY, CITY HALL - CONTINUOUS

Batman looks at Catwoman.

BATMAN

I need you on the ground, me in the
air, we have to force that convoy
east, to the entrance to the
reactor -

EXT. CITY HALL - MOMENTS LATER

Catwoman roars down the steps on the Bat-Pod.

INT. BLACK TRUCK - CONTINUOUS

Gordon climbs into the back of the truck - the bomb is there, heating up. He looks at the countdown - nine minutes...

EXT. GOTHAM BRIDGE - CONTINUOUS

Blake turns back to the Uniform.

BLAKE

Your orders are out of date! The situation's changed! Listen, I'm a cop like you. And I'm walking out there. Please don't shoot me.

Blake walks. Shots ring out at his feet. He keeps walking...

EXT. GOTHAM STREETS - CONTINUOUS

The Bat descends on the convoy, Catwoman approaches on the ground. A rolling battle ensues. Catwoman targets the rear of the Tumblers, Batman swings the Bat in low at the junctions, trying to force the convoy east...

The Tumbler's gun turrets swing around onto Catwoman. She swerves to avoid heave fire.

EXT. GOTHAM BRIDGE - CONTINUOUS

Blake continues to walk, ignoring the warning shots.

UNIFORM

Son-of-a-bitch! (*To his partner.*)
Blow it! Before he reaches the line
-

His partner arms the detonator. Uniform shouts at Blake -

UNIFORM

Get down! We're blowing the bridge!

As Blake looks, disbelieving, the bridge in front of him blasts upwards in a massive fireball. Blake dives backwards.

EXT. GOTHAM STREETS - CONTINUOUS

The Bat blasts away in front of the convoy, making a huge crater in front of a Tumbler and trapping it, rear in the air. Catwoman dodges around it, uses the Bat-Pod cannons to take out another Tumbler... The countdown ticks away...seven minutes.

INT. REACTOR PLANT - CONTINUOUS

As Fox fires up the reactor something catches his eye - something is wrong...

EXT. GOTHAM BRIDGE - CONTINUOUS

The smoke clears, Blake sees the impossible gap.

BLAKE

You idiots! You sons of bitches!
You're killing us!!

INT. BLACK TRUCK - CONTINUOUS

Gordon climbs out the back of the truck but is immediately strafed by gunfire from the Tumblers. He dives back inside, moves to the front of the trailer - looks at the bulkhead, gauging the driver's position. Starts firing blind through the bulkhead -

INT. CAB, BLACK TRUCK - CONTINUOUS

Bullets fly through the cab. The driver takes one, falls forward, dead. Talia takes the wheel - bullets keep coming.

EXT. GOTHAM BRIDGE - CONTINUOUS

Blake races back. Father Reilly has the boys in a huddle, praying -

BLAKE

Father! Get the boys on the bus -

FATHER REILLY

But there's nowhere to go, son.

EXT. GOTHAM STREETS - CONTINUOUS

The Bat spins down in front of the black truck, forcing it into a hard right turn...

INT. TRUCK - CONTINUOUS

Talia watches the navigation screen.

TUMBLER DRIVER
(over radio)
They're trying to force us onto
Grand -

TALIA
Pushing us to the entrance of the reactor. They're going to try and reconnect the core.

TUMBLER DRIVER
(over radio)
Can they?

Talia smiles.

INT. REACTOR PLANT - CONTINUOUS

Fox runs to a ladder. Alarms sound. As he hits the ladder he turns. A massive rumble builds - water SMASHES into the reactor, flooding in from both directions.

EXT. GOTHAM STREETS - CONTINUOUS

Catwoman comes up behind the lead Tumbler. She blasts it again and again - it flips diagonally into the path of the black truck, causing the truck to lurch onto its side. Both vehicles careen into the mouth of the tunnel.

INT. REACTOR PLANT - CONTINUOUS

Fox loops his arm around a rung of the ladder and braces as a wave smashes into him, painfully...

EXT. TUNNEL ENTRANCE - CONTINUOUS

Gordon jumps out of the truck, opening the rear doors to expose the glowing core. Catwoman pulls up on the Bat-Pod.

GORDON
Give me a hand!

The Bat lands at the tunnel mouth. Gordon moves in to try and grab the core but it is too hot.

Let's get a cable on it and drag it out! Come on, we're almost there -

Laughter. Gordon turns. Talia, lying half out the truck. Dying.

TALIA
Fox showed me how to operate the reactor core. Including the emergency flood -

INT. REACTOR PLANT - CONTINUOUS

Fox pulls himself above the rising whitewater -

EXT. TUNNEL ENTRANCE - CONTINUOUS

Gordon looks down at Talia. Batman is at his side.

TALIA
There is no way to stop this bomb.
Prepare yourselves... (*Looks up at Batman.*) My father's work is done.

Talia smiles as her eyes flutter closed. Gordon turns - Batman is at the core, plunging his hands into the heat to attach a hoist from the Bat.

GORDON
What're you doing?

BATMAN
Two minutes. I can fly it out over the bay...

Catwoman is at his side as he works.

CATWOMAN
Rig it out to fly over the water, then bail -

BATMAN
No autopilot.

She takes this in. He stands to face her.

CATWOMAN
You could've gone anywhere. Been anything. But you came back here.

BATMAN
So did you.

CATWOMAN
I guess we're both suckers.

She puts his arms around his neck. Kisses him. Batman moves to the Bat, Gordon alongside.

GORDON
So this is the part where you vanish, only this time you don't come back?

Batman opens the canopy.

EXT. GOTHAM BRIDGE - CONTINUOUS

Blake grabs at the smallest boys, shoving them onto the bus.

BLAKE
Come on! On the bus!

FATHER REILLY
What're you doing?

BLAKE
Protection from the blast -

FATHER REILLY
It's an atom bomb -!

Blake turns on Father Reilly, furious.

BLAKE
You think they need to hear that in their last seconds? You think I'm going to let them die without hope?

EXT. TUNNEL ENTRANCE - CONTINUOUS

Gordon puts a hand on Batman's arm.

GORDON

I never cared who you were -

BATMAN

And you were right.

GORDON

But shouldn't the people know the
hero who saved them?

BATMAN

A hero can be anyone. That was
always the point.

Batman sits into the cockpit, then looks again at Gordon.
Anyone. A man doing something as
simple and reassuring as putting a
coat around a little boy's [redacted]
shoulders to let him know that the
world hadn't ended...

The canopy loses - and as the Bat fires up Gordon remembers
-

INSERT CUT: Gordon, in his uniform, wraps the overcoat
around the Young Bruce's shoulders, his eyes reassuring,
loving.

Gordon looks up to the cockpit -

GORDON

Bruce Wayne?

- but is dusted by downdraft as the Bat RISES. Gordon LEAPS
out of the way as the core is dragged along and out of the
tunnel mouth.

The Bat struggles with the weight of the smoking core... A
building is in the way - Batman fights the controls but
there's no power to get over it.

EXT. GOTHAM BRIDGE - CONTINUOUS

Blake shouts into the bus -

BLAKE

Heads down! Heads down, now!

FATHER REILLY

Blake, they need to make their
peace.

Blake turns to him, furious.

BLAKE

They're children! They have no
peace to make -

An EXPLOSION from downtown Gotham. Blake looks across,
startled, turns to the children on the bus.

Get down! This is it!

The smallest of the boys stares through the window past
Blake.

LITTLE BOY

No. That's Batman!

Blake turns to see the Bat thundering out of the heart of
Gotham, trailing smoke, the core hanging from it. It curves
dangerously close to the bridge before heading for the mouth
of the river...the bay...the ocean...

Until a point of light fires into an enormous nuclear BLAST
- wind and light and dust blowing VIOLENTLY but harmlessly
over the bridge, the tunnel mouth, all of Gotham...

As the nuclear dawn fades over Gotham, and we see its
inhabitants start to raise their heads, and helicopters and
boats converge on the island, we hear a voice. Jim Gordon.

GORDON (V.O.)

*'I see a beautiful city and a
brilliant people rising from this
abyss...'*

Blake pulls out his badge. Throws it into the river.

GORDON (V.O.)

*'I see the lives for which I lay
down my life, peaceful, useful,
prosperous and happy...'*

EXT. GARDENS, WAYNE MANOR - DAY

Gordon is reading from *A Tale of Two Cities*. Opposite is
Fox, arm in a sling, and Blake, grim. Another figure is
there, whose face we do not yet see...

GORDON

'I see that I hold a sanctuary in their hearts, and in the hearts of their descendants, generations hence. It is a far, far better thing that I do, than I have ever done...'

Gordon closes the book, looking down at Bruce Wayne's grave.
'It is a far, far better rest that I go to than I have ever known.'

Gordon looks up at the figure standing across from him...

Alfred. Tears streaming.

Fox places a gentle hand on Alfred's shoulder, then leaves. Gordon and Blake follow. Alfred, alone with the Wayne family, turns to the grave beside Bruce's - the grave of Thomas and Martha Wayne.

ALFRED

I'm so sorry. I failed you. You trusted me, and I failed you.

And the old man's shoulders begin to shake with sobs.

EXT. FRONT ENTRANCE, WAYNE MANOR - CONTINUOUS

Gordon nods at Lucius. Blake is at Gordon's side.

GORDON

Can I change your mind about quitting the force?

BLAKE

No. What you said about structures. About shackles. I can't take it. The injustice. (*Gestures at gardens.*) I mean...no one's ever going to know who saved an entire city.

GORDON

They know. (*Off look.*) It was Batman.

EXT. PLAZA, DOWNTOWN GOTHAM - DAY

Gordon, on a platform with dignitaries, watches a statue being unveiled. The curtain parts: Batman, immortalized in granite. We move in on the stone face...

VOICE (V.O.)

Mr. Wayne's will was not amended to reflect his more modest estate...

INT. LAWYER'S OFFICE - DAY

The voice belongs to Wayne's lawyer, addressing a small group.

LAWYER

Nonetheless, there are considerable assets to dispose of... The contents of the house are to be sold -

He glances up to see someone slip into the room - Blake.

EXT. WAYNE MANOR - DAY

Movers carefully bring artworks and furniture out of the house, watched by a solitary figure. Alfred.

LAWYER (V.O.)

*- to settle the estate's accounts.
The remainder is left in its entirety to Alfred J. Pennyworth...*

INT. LAWYER'S OFFICE - DAY

Blake shifts. Out of place. The Lawyer continues.

LAWYER

The house and grounds are left to the city of Gotham, on condition that they never be demolished, altered, or otherwise interfered with -

EXT. WAYNE MANOR - DAY

Different movers carry bunk beds into the huge house.

LAWYER (V.O.)
And that they shall be used for one purpose, and one purpose only...

A schoolbus pulls up. Father Reilly shepherds children towards the house. The children look up at the house, wide-eyed.

The housing and care of the city's at-risk and orphaned children.

A sign reads:

THE MARTHA AND THOMAS WAYNE HOME FOR CHILDREN

INT. LAWYER'S OFFICE - DAY

People file out as the Lawyer stands.

LAWYER
My clerk will help anyone with the smaller correspondences and instructions...

Blake approaches the Clerk. She smiles.

BLAKE
Blake, John.

CLERK
(checks list)
Nothing here.

Blake realizes, offers her his driving license.

BLAKE
Try my legal name.

The Clerk glances at the license. Checks.

CLERK
Yup, here it is.

She reaches down behind the desk, sorting through various items, and hands him a sports bag. Blake takes it, curious.

CLERK
You should use your full name. I like that name... Robin.

Blake smiles, embarrassed. Leaves.

LAWYER

Any word in the missing item?

CLERK

No, not yet.

LAWYER

Well, they'd better leave no stone unturned... We can't just put a string of pearls on the manifest as 'lost'.

INT. APPLIED SCIENCES - DAY

Fox stands in front of the second camouflage rotor. Two Techs are examining the controls in the cockpit.

TECH 1

Why worry about the stabilization software? This whole autopilot system's obsolete -

FOX

Please, I just need to know what I could've done to fix it.

TECH 2

But Mr. Fox, it's already been fixed. (*Typed on panel.*) Software patch...six months ago.

FOX

(confused)

Check the user ident on the patch...

Tech 2 types some more keys. Looks surprised.

TECH 2

Huh. Bruce Wayne.

Fox turns away from the rotor, an idea starting to form...

EXT. WOODS - DAY

Blake sits in his car looking at a GPS device, puzzled. Beside him, the sports bag, open. In it is a piece of paper with coordinates, on top of some climbing rope and shackles. Blake gets out of the car with the bag. Follows the GPS into the trees.

EXT. CAFÉ, FLORENCE - DAY

Alfred, paper under his arm, heads to his usual table. Sits.

WAITER

Lei e solo?

ALFRED

Si, Fernet Branca, per cortesia.

EXT. WOODS - DAY

Blake finds a large waterfall... He checks his GPS, confused. Stares at the waterfall. Reaches for the climbing gear...

EXT. MCU - NIGHT

Gordon steps onto the roof with his pile of arrest reports...

EXT. CAFÉ, FLORENCE - DAY

As Alfred sips his drink, he glances up at a couple at the next table. Strangers. Alfred looks back down...

INT. CAVE - DAY

Moving in on the waterfall from inside... Blake bursts through, landing painfully on the shale inside. he gets to his feet, moving cautiously into the cave...

EXT. MCU - NIGHT

Gordon bangs his files against the air duct, straightening them. He stops. Sees something. The searchlight...fixed. Gordon runs his fingers across a brand new, steel Bat symbol... He looks up into the night...

INT. CAVE - DAY

Blake lights his torch...then ducks, crouching, as THOUSANDS of SCREECHING creatures descend. BATS...

EXT. CAFÉ, FLORENCE - DAY

Alfred folds his paper. Pulls out his money, then stops, seeing...across the tables, a familiar couple... Bruce smiles at Alfred, who nods. Bruce turns back to the pretty brunette in pearls. Selina. Alfred pays his bill, content.

INT. CAVE - DAY

Blake lifts his head, FEELING the bats all around him... Blake RISES, and is SWALLOWED by the darkness of their wings and we -

FADE OUT.

CREDITS.

END.