

THE DARK KNIGHT RISES

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Based upon characters appearing in comic books  
published by DC Comics

Batman created by  
Bob Kane

Transcribed to PDF from:  
"The Dark Knight Trilogy - The  
Complete Screenplays"  
Published July 2012 by Faber &  
Faber Ltd. (UK)

In memory of the victims of  
the tragedy in Aurora, CO, on  
July 20, 2012.

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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 Special 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-robbery 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. Unafraid. 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 that 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 and 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 crowd 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 off 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 legend 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 then  
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. Ir'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 - WHOOOSHHH. 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 Bane 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 feel 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  
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.