

"BATMAN RETURNS"

by

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[with revisions by Wesley Strick]

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NOTE: THE HARD COPY OF THIS SCRIPT CONTAINED SCENE NUMBERS
AND SOME "OMITTED" SLUGS. THEY HAVE BEEN REMOVED FOR THIS
SOFT COPY.

INT. A STUFFY MANSION--A NIGHT ABOUT FORTY YEARS AGO

The viewer floats through an overbearing mansion and up its sweeping staircase to where a stern man in conservative dress is pacing back and forth, smoking a cigarette in a cigarette holder. He is the FATHER. The throes-of-labor pants and moans of the MOTHER can be heard from down the hall.

Now, eerie Gaas and Goos chill the air. The Father stops and gapes the cigarette holder out of his mouth to see a dazed NURSE shuffle out of the birth room and disappear down the hallway.

A TRAUMATIZED DOCTOR next wanders out. The Father runs past him into the room. The viewer remains outside and hears the Father's subsequent screams.

INT. MANSION LIVING ROOM--CHRISTMAS EVE PAST

A bizarrely corrugated Cage sits amid the plush, period, and Christmased-up surroundings of the mansion. With their backs turned to the sickly squeals emerging from the Playpen from Hell, Father and Mother, holding martinis, look out a window of gentle snowfall, with bloodshot eyes. A 50's-type radio warbles "Santa Claus is coming to Town."

A strange pair of eyes peer from the cage. Taking the point of view of the eyes from inside the playpen, one sees the mansion's Christmas tree from between the dark cage slats.

GIDDY YULETIDE SINGERS

"He knows when you are sleeping,
he knows when you're awake..."

The family cat skulks past the cage -- almost. Without warning, the cat is yanked -- so fast and powerfully it seems that it's been sucked -- through the bars, into the cage. A feline SCREAM, then sickening silence.

With dead syncopation, Mother and Father finish off their martinis, and plop the empty glasses down.

EXT. A PARK--THAT NIGHT

A HAPPY COUPLE in 50's dress, pushes a baby carriage through the park cooing toward their bundle of joy inside.

Father and Mother straggle from the other direction, creaking forward an ominously closed-up, wickedly designed baby carriage that serves to muffle nasty whining and thumping noises.

HAPPY COUPLE

Merry Christmas!

Father and Mother fake a smiling response that collapses as the happy couple passes. They then brake at a story-book bridge over a bubbling brook. With dark nonchalance, Father and Mother each grab an end of the carriage and heave it upward.

EXT. THE CARRIAGE--NIGHT

swirls in the air and splashes down into the small river. Right side up, the carriage gently rides the tranquil rapids out of the park area. It bobs through an open sewer tunnel pipe.

INT. THE SEWER--NIGHT

The carriage innocently slides through the murky waters of the awesomely cavernous and creepy sewer, softly surfing its sides.

INT. A DARK LAIR--NIGHT

The resilient carriage spews from a gaping pipe into a moat of water that surrounds a vast patch of snow and ice that is the centerpiece of a dark and mysterious lair.

The carriage rides a gentle wave onto the sanctuary's arctic island, into a patch of light. From out of the darkness of the lair, FOUR STATUESQUE EMPEROR PENGUINS WITH DISTINGUISHED GRAY BELLIES regally approach the carriage and surround it with spooky authority.

FROM OUT OF THE DARKNESS OF THE OPENING CREDITS WE

GO TO...

EXT. A DISPLAY WINDOW--EARLY EVENING OF THE CURRENT ERA

A Batman logo fills the frame with a portentous soundtrack boom. A playful salvo of snowballs reverberates against this image as the logo is revealed to be a hanging centerpiece in the display window of a store that sells Batman sleds, lunch boxes, T-shirts, and ticking-to-twenty-before-Seven clocks.

EXT. GOTHAM PLAZA--EARLY EVENING

Bathed in pristine snow and packed with ELATED SHOPPERS, POINSETTIA GRASPING LOVERS, BLESSED CAROLERS, and an overwhelming array of Christmas decoration, the intimate Plaza center of Gotham City has been dragged kicking and screaming into a state of beauty and happiness.

An ALL-AMERICAN DAD holds up a bowed Batman sled to an ALL-AMERICAN MOM. An ALL-AMERICAN SON rushes up causing All-American Dad to exaggeratedly hide the present behind his back.

Just behind them, an ADORABLE LITTLE GIRL takes a dollar from her precious little purse and gives it to a SALVATION ARMY SANTA. A sweet, microphoned voice wafts out over the Plaza.

SWEET MICROPHONED VOICE (O.S.)

Could I have your attention, Gotham
City?

EXT. FROM AN ELEVATED STAGE AT THE CENTER OF THE
PLAZA--EVENING

A dewy-eyed young lovely, wearing a snow bunny fur, a tiara, and a banner streamed across her chest that reads ICE PRINCESS, continues into her mike. An Elegant Lampost Clock, near the stage, ticks fifteen minutes till seven.

ICE PRINCESS

It's time for tonight's Lighting
of the Tree! How 'bout that!

The merry Consumers stop to watch the Ice Princess scurry to an IMMENSE VIBRANTLY MULTI-COLORED BUTTON and press it

down. This causes a mammoth Christmas Tree to light up. The crowd erupts in aahs and oohs.

INT. A VERTICAL SEWER GRATE--EVENING

Through a grand, vertical half-circle sewer grate, an older pair of strange eyes peer. Taking the point of view of the eyes through the grate slats, one sees the blazing Christmas Tree, just as one did through the Playpen bars.

EXT. OUTSIDE THE SEWER GRATE--EVENING

A pair of black webbed hands -- flippers, really -- curl out around the grate bars. Eerily poking out next is a twisted bird-like nose and a creepy pair of barely audible lips.

THE CREEPY LIPS

"I know when you are sleeping, I know when you're awake."

The world's most beloved butler, ALFRED, marches past the sewer grate, past a PAPERBOY who bustles up, holding a newspaper headlined "PENGUIN -- MAN OR MYTH OR SOMETHING WORSE?"

PAPERBOY

Read about the latest sighting of the Penguin creature! He was seen torching a homeless shelter, robbing a blind --

ALFRED

Dear Boy! Sometimes it is a diversion to read such piffle. Most times it is a waste of time.

Alfred suddenly feels a chill from behind, and below him. He turns to the sewer grate just as the slimy flippers disappear into the darkness.

EXT. THE TOP OF THE SHRECK BUILDING--NIGHT

The viewer goes from Gotham's bowels to its summit. The top floor of the building housing the department store is a tower of Ivory with a large, friendly sentinel of

a cat at its tippy top. Two men stand in the window, pointing down to the Plaza below.

INT. MAX SHRECK'S CONFERENCE ROOM--NIGHT

The conference room presents itself in its high-tech splendor. A mighty Shreck Corporation logo of a friendly cat adorns one wall.

The two men are MAX SHRECK and THE MAYOR. Max is a pillar of community charisma. The Mayor is more straightforward, less spectacular.

MAYOR

Well here's hoping ... With Batman protecting us, and all your enterprises keeping our economy on full boil, Gotham just might have its first real Christmas in a good long while.

MAX

(nods, then)

I feel almost vulgar, in this Yuletide context, about mentioning the new power plant. But if we're gonna break ground when we've gotta break ground, I'll need permits, variances, tax incentives ... that sort of pesky nonsense.

Evidently, this is the first the Mayor has heard of it.

MAYOR

"Power plant"? Max, our studies show that Gotham has enough energy sources to sustain growth into the next cen--

MAX

(scoffs)

Your analysts are talking growth at one percent per annum. That's not growth, that's a mild swelling. I'm planning ahead for a revitalized Gotham City ... So we can light the whole plaza without

worrying about brownouts ... Do
you like the sound of "brownouts"?
Do you?

Behind them, Max's football-hero son CHIP (as in Chip off the old block) enters, with SELINA KYLE, Max's beautiful-beneath-bifocals-and-a-subdued-haircut assistant. She sets down fresh coffee for Max and the Mayor.

MAX

Imagine a Gotham City of the future
lit up like a blanket of stars ...
but blinking on and off,
embarrassingly low on juice.
Frankly I cringe, Mr. Mayor.

Chip glances to a fierce digital clock showing 6:50.

CHIP

Dad. Mr. Mayor ... It's time to
go downstairs and bring joy to the
masses.

Max looks to the Mayor: what's it gonna be?

MAYOR

(curt)

Sorry. You'll have to submit
reports, blueprints and plans to
the usual committees, through the
usual channels.

This isn't what Max wants to hear. But before he can
retort:

SELINA

Um, I had a suggestion. Well,
really, actually more of just a
question ...

Max turns, goggle-eyed at the impertinence.

MAX

I'm afraid we haven't properly
house-broken Ms. Kyle. In the
plus column, though, she knows
how to brew coffee.

As Chip follows his father and the Mayor out he tells Selina, re the untouched coffee.

CHIP

Thanks. Y'know it's not the
caffeine that buzzes us -- it's
the obedience.

Now Selina is alone.

SELINA

Shut up, Chip.

Then she slaps her forehead with her palm.

SELINA

"Actually more of just a question."
You stupid corn dog. Corn dog.
Corn dog.

EXT. OUTSIDE SHRECK'S DEPARTMENT STORE--NIGHT

Max, his son and the Mayor roll out from beneath the SHRECK sign, through popping flashbulbs and happy Gothamites.

Max smoothly hands a fifty and a second bill to a Salvation Army Santa. Santa checks the second bill. It's a single.

CHIP

Watch your step, Dad, it's pretty
grotesque...

Max gracefully side-steps an island of melting sludge. We follow its oozing stream down into a sewer grate.

INT. BELOW IN THE SEWER--NIGHT

A silhouette of a squat, gnarled figure responds to the icky drizzle by flapping open an umbrella, in shadow.

EXT. THE STAGE--NIGHT

As Max and the Mayor move -- both smiling -- to the dais:

MAX

I have enough signatures -- from
Shreck employees alone -- to warrant
a recall. That's not a threat.
Just simple math.

MAYOR

Maybe. But you don't have an issue,
Max. Nor do you have a candidate.

The elegant clock behind them says five minutes till
seven. Max and the Mayor both peck the Ice Princess's
cheek. Now the Mayor takes the mike. With forced
joviality:

MAYOR

The man who's given this city so much
is here, to keep giving. Welcome
Gotham's own Santa Claus, Max Shreck.

INT. MAX'S OUTER OFFICE--NIGHT

Selina sullenly scribbles "Obey" on a post-it pad which
she then sticks on the edge of her computer beside other
girlishly masochistic post-its like "Don't 'get' jokes"
and "Save it for your diary".

Selina pouts at the sound of the cheering crowd. A
phone rings. She just stares at it. Then past it, to
a legal pad sheet with the word SPEECH scribbled atop
it. Selina pops to it in a panic.

SELINA

Darn. Darn.

EXT. THE STAGE--NIGHT

Max, the Mayor, and his staff proudly hurl small wrapped
boxes into the eager audience. Max then stops to unzip
a hand-size portfolio--it is empty. He then gives a calm,
clenched-teeth hiss to Chip.

MAX

Forgot. My. Speech. Remind me to
take it out on Selina.
(into mike)
"Santa Claus"? 'Fraid not. I'm

just a poor schmoe who got a little lucky, and sue me if I want to give a little back. I only wish I could hand out more than just expensive baubles. I wish I could hand out World Peace, and Unconditional Love, wrapped in a big bow.

INT. SEWER BELOW THE STAGE--NIGHT

The umbrella closes to reveal a POV of the babbling Max up through a stage-side sewer grate.

A RASP

Oh, but you can. Oh, but you will ...

His clammy flipper rises up, barely into the light, to flick open a rusted, ornately battered time-piece. One minute till.

EXT. GOTHAM PLAZA--NIGHT

A GARGANTUAN CHRISTMAS PRESENT WITH A COLOSSAL RED BOW is suddenly seen floating into the Plaza. Citizens turn their heads from the stage to gasp in wonder.

Behind the Adorable Little Girl, Alfred reaches a parked Wayne Rolls Royce and tosses in his present. He pulls off a ticket from the windshield with a huff, then looks out to the big present. Warily.

The alarms on the clocks in the Batman Store window go off at seven o' clock.

EXT. THE STAGE--NIGHT

The Mayor admires the Mega-gift. Grudgingly:

MAYOR

Great idea.

MAX

(mystified)

But not mine...

Max drops a present. It lands atop the sewer grate

below.

INT. THE SEWER BELOW--NIGHT

Angle on a shadow of the face of the man one calls PENGUIN.

PENGUIN

Deck the halls.

EXT. THE PLAZA--NIGHT

One can make out motorcycle wheels churning beneath the box and even some moving feet when suddenly the front of the box tears open. With a rebel yell, a GANG of SURLY CARNIVAL DENIZENS WITH RED TRIANGLES TATTOOED OVER THEIR LEFT EYES blitzkrieg the crowd, which includes Alfred, who protectively bolts toward the Little Girl.

A STRONGMAN COVERED IN TATTOOS emerges out of the box to slam the All-American Dad and swipe his Batman sled, which Strongman then uses to hammer down Santa Claus.

EXT. BEFORE THE DEPARTMENT STORE--NIGHT

Oblivious, Selina rushes out with Max's speech.

A TRIO OF SCOWLING BIKERS buzz her to the ground.

The Batman sled crunches against a frosty police windshield. A disgruntled COMMISSIONER GORDON sputters out into his radio.

GORDON

What are you waiting for? The
Signal!

EXT. THE GOTHAM SKY--NIGHT

THE RENOWNED BAT BEACON blazes onto the edge of the night.

INT. WAYNE MANOR--NIGHT

The Bat Beacon can be seen through an elegant mansion window.

Its reflection is picked up in an ornate mirror in the

grand living room and then followed to another strategically placed mirror. The reflection glows against the face of a sitting-in-darkness Bruce Wayne. He moves out of the light.

INT. THE SEWER--NIGHT

Through the grate bars, the beacon in the sky can be made out, accompanied by strange squawks.

THE RASP OF PENGUIN

Ooh, Batman... You gonna piss on my parade..?

EXT. THE PLAZA--NIGHT

A FIRE BREATHER smashes open a big hole in the Batman Store display window with his Fire-rod. He sticks his rod in his mouth, then bellows a cloud of flame onto the Batman merchandise.

Amid the chaos of whimpering victims and dropped shopping bags, a fleeing Ice Princess shoves an Elderly Woman to the ground.

EXT. THE STAGE--NIGHT

Monkeys with cap-pistols frolic on the shoulders of a man equipped with an organ-grinder-Gatling-gun, as he fires artillery into the Christmas tree, blasting off ornaments, cables, and lights. Max and the Mayor hit the deck.

ORGAN GRINDER

Take that, tannenbaum!

A FAT CLOWN leaps onto the stage with a WICKEDLY DRESSED DAME, who wears an assortment of knives, and a RAGGEDY SWORD SWALLOWER who chokes up an Excaliber.

KNIFETHROWER DAME

Relax. We just came for the guy who runs the show.

The Mayor bravely steps forward.

MAYOR

What do you want from me?

Laughing, the Sword Swallower pushes him off the stage.

SWORD SWALLOWER

Not you. Shreck.

Now Chip heroically stands.

CHIP

You'll have to go through me.

FAT CLOWN

All this courage. Goosebump-city.

Simultaneously the Knifethrower whip-throws a knife that grazes Chip's ear.

MAX

Son!

CHIP

Dad! Save yourself!

Max has already dashed off the dais.

EXT./INT. BATMOBILE--NIGHT

The Batmobile rockets toward the viewer, the bat insignia reflecting off the windshield. It plows through the gargantuan "present," shredding it to pieces.

Three STILT-WALKERS are viciously kicking the crowd.

BATMAN slams down a lever.

Twin blades sprout from the Batmobile's sides, like wings, to saw off the stilts, whose owners now crash down, face-first.

Out of slots, Batman fires a whooshing array of small, black, metal frisbees into the heads of some Carnival gangsters and Bikers.

Now he focuses upon the Tattooed Strongman, chasing Alfred and the Little girl.

Alfred looks to the oncoming Batmobile and knowingly

ducks. A black frisbee savagely jettisons over his head, into the Tattooed Strongman's face, crumpling him to the ground. Alfred rises up to broadly beam at the passing Batmobile.

EXT. PLAZA SIDE STREET--NIGHT

Max huffs with growing confidence, into a less crowded sidestreet. He trots over a sewer grate.

INT. BENEATH THIS SIDE-STREET SEWER GRATE--NIGHT

Loud animalistic panting and splashing sounds are heard as we watch Max stamping across the grate.

EXT. THE PLAZA--NIGHT

Three Clowns spin and fire frantically at the charging Batmobile. One dives out of the way.

The other Two (one, a midget) slam atop the hood as Batman roars toward the Batman store and the Fire-breather blaspheming the display window.

The woozy hood-top clowns raise their guns toward the windshield, while the escaped Clown rains bullets against its back window.

Batman brakes the Batmobile. The Hoodtop Clowns sail into the stunned Firebreather and all three land on the merchandising.

Batman twists a square black Knob. A powerful STEEL JACK-TYPE DEVICE jets out the bottom of the Batmobile and lifts the vehicle up off the ground. The Batmobile does a sharp 180 degree spin. Batman re-twists the knob. The jack slams back up into the Batmobile.

The Exhaust of the spun-around Batmobile volcanoes toward the gaping Firebreather, fittingly setting him on fire, along with both clowns. The Batmobile thunders at the clown who'd escaped.

This clown grabs innocent bystander Selina Kyle. In the scuffle, a heel cracks off one of her shoes.

The blitzing Batmobile comes to a skidding halt. The

Clown presses a sleek stun-gun to Selina's neck.

SELINA

I probably shouldn't bring this up, but this is a very serious pair of shoes you ruined. Couldn't you have just been a prince and broken my jaw? My body will heal, but this was the last pair left in my size.

CLOWN

All these innocent bystanders and I had to pick you ...SHUT UP!

The Batmboile door whooshes open. Batman pounds straight at the Clown, an eerie force of nature. An ACROBAT somersaults into his face. Batman casually punches his lights out.

CLOWN

Listen up, Mister Man-bat, you take one step closer and I'll...

BATMAN

Sure.

Batman gunslingers out his grapple speargun. The wired hook rockets past the clown's jerking away head and into the wall behind him.

CLOWN

(jeers)

Nice shot, Mister...

Batman yanks the wire, ripping off a chunk of wall that smacks the back of the clown's head. As he staggers:

SELINA

You shouldn'a left the other heel.

With her surviving heel, she kicks the Crumpled Clown's knee, knocking him and the stun gun to the ground.

Batman bends to his vanquished foe. Touches the triangle tattoo over his left eye, as Selina gushes:

SELINA

Wow. The Batman--or is it just
"Batman"? Your choice. Of course.

Batman finds himself staring at the lovely young woman.
For a moment, time freezes.

BATMAN

Gotta go.

In a wink, he's a half-block away, being schmoozed by
Commissioner Gordon. Onlookers CHEER.

It's just Selina alone here with her unconscious attacker.

SELINA

Well. That was ... very brief.
Like most men in my life. What
men? Well, there's you, but ...
you need therapy.

She kneels beside the Clown. Picks up his stun-gun.
Zaps him, jolting his body a bit.

SELINA

Electroshock therapy. What a
bargain -- we both feel better.

EXT. PLAZA SIDE STREET--NIGHT

Hearing the sounds of cheers, Max smiles and stops atop
a manhole to wipe his brow. Suddenly, the manhole cracks
in half, sucking down a wailing Max. The manhole flaps
back up into a normal, seemingly untouched position.

EXT. THE PLAZA--NIGHT

The Commissioner hustles to keep pace with Batman.

GORDON

Thanks for saving the day, Batman.
(good natured huff)
Thanks for making the rest of us look
like a bunch of dolts ... I'm afraid
the Red Triangle Circus Gang is back.

BATMAN

We'll see...

Now the Mayor bustles up.

MAYOR

The Caped Crusader. We don't
deserve you! They almost made off
with our mover and shaker, Max
Shreck. But --

Belatedly it dawns on the Mayor. He looks around,
blinking.

MAYOR

Where is that insufferable
sonovabitch?

Then he turns back, to Batman. But Batman has vanished,
too.

INT. SELINA'S APARTMENT--LATER THAT NIGHT

Selina enters, hanging up her winter coat and calling out.

SELINA

Honey, I'm home.
(then)
Oh, I forgot. I'm not married.

She wearily laughs at her private joke, then takes in her
'90's quaint, "feminine" apartment -- pink carpet, cute
linoleum, a neon "HELLO THERE!" on the wall --

-- a meticulous doll house, a quilt-in-progress, a pretty
embarrassing assortment of stuffed animals and a Christmas
tree.

Through her open window, a feisty, beautiful CAT slinks in.

SELINA

Miss Kitty ... Back from more
sexual escapades you refuse to
share ... not that I'd ever pry.
Drink your dinner.

She sets out a dish of milk. Miss Kitty comes over, purring.

SELINA

What did you just purr? "How can anyone be so pathetic?" Yes, to you I seem pathetic. But I'm a working girl, gotta pay the rent. Maybe if you were chipping in, 'stead of stepping out ...

She passes childhood PHOTOS of a younger happier Selina on a trampoline, on a horse, on a mountain face ... then turns on her answering machine.

As it plays, she opens her Murphy bed, turns down the covers ...

MOM'S VOICE

(stern)

Selina dear. It's your mother. Just calling to say hello --

SELINA

Yeah right, "but" --

MOM'S VOICE

-- "but" I'm disappointed you're not coming home for Christmas. I was looking forward to discussing your life. To hearing just why you insist on languishing in Gotham City as some lowly secretary --

SELINA

Lowly "assistant". Thank you.

She fast forwards to:

LAME BOYFRIEND'S VOICE

Selina, about that Christmas getaway we planned? I'll be going alone. Doctor Shaw says I need to be my own person now, and not an appendage.

SELINA

(scoffs)

Some appendage.

As she fast forwards:

SELINA

The party never stops on Selina
Kyle's answering machine ... Guess
I should've let him win that last
racquetball game.

Onto the next message:

GRUFF WOMAN

Selina ... We've missed you at the
rape prevention class ... It's not
enough to master martial arts. Hey,
Elvis knew those moves, and he died
fat. You must stop seeing yourself
as a vict--

Onward. Miss Kitty compassionately snuggles beside her,
as:

SELINA'S OWN VOICE

Hi, Selina, this is yourself
calling. To remind you, honey,
that you have to come all the way
back to the office unless you
remembered to bring home the Bruce
Wayne file, because the meeting's
on Wednesday and Max Slavemaster
will freak if every pertinent fact
is not at your lovely tapered
fingertips.

Selina fires her stun gun at the answering machine, jolt-
ing it off. Again, she slaps her forehead with her hand.
Then goes to her closet, puts her coat back on. As she
exits:

SELINA

The file! You stupid corn dog.
Corn dog. Deep fried! Corn dog ...

EXT. THE OLD GOTHAM ZOO--NIGHT

The viewer is suddenly wafting over the creepy panorama
of an abandoned Zoo Expo Area.

We whoosh downward to a DECREPIT "ARCTIC WORLD" PAVILION,
and through its Colossal, cracked Observation window.

INT. PENGUIN'S LAIR--NIGHT

We continue to squirm down the walls of the lair where
Penguin found his home, before settling to a tight glimpse
of Max Shreck slumped over the edge of a block of ice.

Max teeters up into consciousness, glancing to his side
to see a grand Emperor Penguin curiously staring at him.
Max yelps. The Penguin yelps back.

Calming himself, Max turns to face forward, then screams
again. The block of ice is revealed to be a strange con-
ference table populated by the Red Triangle Circus Gang,
including: a disturbingly Ratty Poodle and its matching
owner, a Ratty POODLE LADY; the Organ Grinder and his two
monkeys; the Tattooed Strongman; the Sword Swallower; the
Knifethrowing Dame; the Fat and Thin Clowns; the three
Stiltwalkers; Flame, the Snakewoman; and four ND acrobats.

An awesome, SEEDY ELECTRICAL GENERATOR wires to a massive
air conditioner, wheezes sparks with a malevolent hum.

The gang's snickering now fades into respectful silence.

Actual penguins of every size heedlessly horseplay in
the icy moat. Now we hear the sound of a drip. Max
turns...The drip is seen thudding against an umbrella
improbably held by one of the penguins. As he emerges
from the pack, we see that he wears a grimy coat. Then
he flaps down his umbrella, revealing his face for the
first time in glory. It is not a penguin but The Penguin.

PENGUIN

Hi.

Max launches into a face-contorting wail, but his shock
prevents him from emitting actual sound. He closes his
mouth then tries another Munchesque wail to no aural effect.

PENGUIN

I believe the word you're looking
for is...A-A-A-A-A-G-H-!

Then:

PENGUIN

Actually this is all just a bad dream. You're home in bed. Heavily sedated, resting comfortably, and dying from the carcinogens you've personally spewed in a lifetime of profiteering. Tragic irony or poetic justice? You tell me.

MAX

My god ... it's true. The Penguin-Man of the sewers ... Please, don't h--

PENGUIN

Quiet, Max. What do you think, this is a conversation?

Max shuts right up. Penguin idly "tries out" his little umbrella -- it spits fire. Satisfied, he sets it down.

PENGUIN

We have something in common, we two ... We're both perceived as monsters. But, somehow, you're a well-respected monster, and I am... to date... not.

There is a small arsenal of umbrellas at his feet. He picks up another one: it shoots knives.

MAX

(mustering courage)

Frankly I feel that's a bum rap. I'm a businessman. Tough, yes. Shrewd, okay. But that doesn't make me a mon--

Penguin cuts him off with a CACKLE.

PENGUIN

Don't embarrass yourself, Max. I know all about you. What you hide, I discover. What you put in your toilet, I place on my mantelpiece. Get the picture?

Penguin is playing with a third umbrella. He begins to twirl it at Max -- it's got a bright spiral pattern, like one of those cheesy "hypno-disks" from the backs of comic books.

MAX

What, is that supposed to "hypnotize" me?

PENGUIN

No, just give you a splitting headache.

MAX

Well it's not working.

Penguin "fires" the umbrella at Max -- a DEAFENING gunshot. Max flies back in horror: Am I hit?

PENGUIN

You big baby! Just blanks. Would I go to all this trouble tonight just to kill you? No, I have an entirely "other" purpose.

Suddenly Penguin is solemn, subdued -- is that a tear in his eye?

PENGUIN

I'm ready, Max. I've been lingering down here too long. I'm starting to like the smell ... bad sign. It's high time for me to ascend. To re-emerge. With your help, your know-how, your savvy, your acumen. I wasn't born in the sewer, you know. I come from ...

He looks up, at a place far above the sewers.

PENGUIN

Like you. And, like you, I want some respect ... a recognition of my basic humanity ... an occasional breeze ...

Even the Circus Gang looks touched. Max stays poker-faced.

PENGUIN

Most of all, I want to find out who I am. By finding my parents. Learning my "human" name. Simple stuff that the good people of Gotham take for granted.

MAX

(boy, is he tough)
And exactly why am I gonna help you?

On cue, one of the Carny Creeps hands Penguin a grimy Christmas stocking with "Max" disturbingly stitched on it.

PENGUIN

Well, let's start with a batch of toxic waste from your "clean" textile plant. There's a whole lagoon of this crud, in the back...

He pulls a rusty thermos from the stocking and, from the thermos, pours some goo onto the tabletop, which sizzles.

MAX

Yawn. That coulda come from anywhere.

PENGUIN

What about the documents that prove you own half the firetraps in Gotham?

MAX

If there were such documents -- and that is not an admission -- I would have seen to it they were shredded.

Another Carny Goon hands over a sheaf of papers -- they've been shredded, but carefully placed together with tape.

PENGUIN

A lot of tape and a little patience make all the difference. By the way, how's Fred Adkins, your old partner?

MAX

(rattled)

Fred. Fred? He's ... actually he's
been on an extended vacation, and --

From under the table, Penguin pulls out a discolored human
hand and happily waves it at a whitened Max.

PENGUIN

(ventriloquist)

Hi, Max. Remember me? I'm Fred's
hand.

(leans forward)

Want to greet any other body parts?
Or stroll down memory lane, with
torn-up kinky Polaroids? Failed
urine tests? Remember, Max ...
You flush it, I flaunt it.

Max sits here -- chastened, thoughtful, considering all
the incriminating evidence before him. Now he manages
a smile.

MAX

You know what, Mr. ... Penguin-Sir?
I think perhaps I could help
orchestrate a little welcome-home
scenario for you. And once we're
both back home, perhaps we can
help each other out ...

PENGUIN

You won't regret this, Mr. Shreck.

He puts out a hand. Max shakes. Penguin abruptly pulls
his flipper away, leaving Max holding "Fred"'s severed
paw.

The Carny Crew booms in laughter. Max offers a weak giggle.

EXT. GOTHAM PLAZA - NEXT DAY

The Mayor, accompanied by TV news-cams, grimly tours the
scene of last night's rampage. Accompanied by his Wife,
holding their BABY (great photo op) and an appropriately
solemn Max.

MAYOR

(to reporters)

I tell you this, not just as an official, but as a husband and father ... last night's eruption of lawlessness will never hap--

Suddenly from behind the ravaged Tree, an ACROBAT-THUG somersaults at the Mayor's Wife, and snatches the Baby! Then leaps onto the platform and holds the baby up, like an Oscar.

ACROBAT-THUG

I'm not one for speeches, so I'll just say "Thanks".

The Mayor lunges for the attacker and gets pivot-kicked to the ground. The THUG races through a frightened crowd -- -- and falls into an open manhole. As bystanders gather, and try to peer into the darkness below, we HEAR:

THUG'S VOICE

Hey! Oww!

Now the THUMPS of somebody taking a merciless pounding. And the SCREAMS of the Thug. Now he comes scrambling out of the manhole, dazed and empty-handed ... and madly dashes away ...

Next, amid cries of "Stand back!" and "My God, look!" the bystanders back off, revealing the spectacle of the Mayor's tiny child levitating -- as if by magic -- from the depths of purgatory. But no, it's not magic ... it's ... Penguin! He holds the babe aloft in one yucky but powerful flipper.

INT. WAYNE MANOR LIVING ROOM - THAT NIGHT

Alfred is standing on a stepladder attaching ornaments to a Christmas tree, but finding his attention claimed by the TV.

Bruce is sitting on the couch, also entranced by the lead item on the local news.

TV ANCHORMAN'S VOICE

This morning's miracle... Gotham

will never forget.

INSERT - TV SCREEN

The rest of the scene in Gotham Plaza plays out on video:

Now Penguin is fully out above the pavement, so we can see how he'd miraculously floated up ... on a big Rubber Duck attached to a tall scissor-lift. As CAMERA ZOOMS IN:

ANCHORMAN'S VOICE

That's him: The shadowy, much rumored penguin-man of the sewers, arisen. Until today, he'd been another tabloid myth, alongside the Abominable Snowman and the Loch Ness Monster ...

The Mayor's wife snatches up her baby in tears. Then, fighting nausea, she embraces the modest, abashed Penguin -- whose eyes heartbreakingly blink in the unaccustomed light.

ANCHORMAN'S VOICE

But now this odd little man-beast can proudly stand tall, alongside our own legendary Batman.

The Mayor tries to shake Penguin's hand ... but somehow Max Shreck is standing between them, patting Penguin's back.

ANCHORMAN'S VOICE

Gotham's leading citizen, Max Shreck, had been on a fact-finding mission in Gotham Plaza...

Shreck whispers something in Penguin's pointy little ear -- c'mon, you're a hero, it's your moment. Embarrassed, but -- aw, what the hell -- Penguin takes a little bow.

Gotham Plaza erupts. "Joy To The World" PEALS over the PA.

INT. WAYNE MANOR LIVING ROOM - NIGHT

Bruce and Alfred are both frozen (Alfred's arm outstretched to the tree, ornament dangling). Both still staring, at:

INSERT - TV SCREEN

Penguin is in Gotham Plaza, doing a live interview. Shabby but proud in his tattered cloak, shielding his eyes with a small, touchingly frayed umbrella from the glare of the studio lights. He haltingly, earnestly tells CAMERA:

PENGUIN

All I want in return ... is the chance to ... to find my folks. Find out who they are ... and, thusly, who I am ... and then, with my parents, just ... try to understand why ... why they did what I guess they felt they had to do, to a child who was born looking a little ... different. A child who spent his first Christmas, and many since, in a sewer.

INT. WAYNE MANOR LIVING ROOM - NIGHT

Alfred is back to trimming the tree. But Bruce still stares at the TV screen. Presently:

ALFRED

Mr. Wayne ... Something wrong?

BRUCE

No, nothing, ah ...

(pause)

His parents ... I ... I hope he finds them.

Alfred murmurs his agreement: that would be nice.

HOLD ON BRUCE as he continues to scrutinize the image of the Penguin, on the screen...

EXT. HALL OF RECORDS - NEXT DAY

Press Photographers jostle to snap photos through the

windows of the baroque old building. Frustrated Journalists, barred from the building by a row of Cops, interview each other.

JOURNALIST 1

Whattaya think he'll do to his mom and dad, when he finds 'em?

JOURNALIST 2

(stupid question)

What would you do to your mom and pa, if they flushed you down the poop-chute?

An AGGRESSIVE REPORTER tries to sneak in through a side entrance. He's grabbed by two Shreck Security GUARDS.

GUARD 1

(escorting him off)

Mr. Penguin is not to be disturbed.

AGGRESSIVE REPORTER

(professional outrage)

The Hall of Records is a public place! You're violating the First Amendment, abridging the freedom off the press --!

Suddenly Max Shreck is standing here, surrounded by a posse of his own sympathetic reporters, who jot down every pearl.

MAX

What about the freedom to rediscover your roots, with dignity, with privacy?

AGGRESSIVE REPORTER

What's the deal, Mr. Shreck? Is the Penguin a personal friend --?

He thrusts his tape-recorder at Max's mouth. Shreck smiles.

MAX

Yes he's a personal friend. Of this whole city. So have a heart, buddy.

He flicks off the reporter's Record button.

MAX

And give the Constitution a rest,
okay? It's Christmas.

INT. HALL OF RECORDS - DAY

We find Penguin alone in the vast, silent Main Hall. Seated at an enormous table. Surrounded by files marked "Birth Certificates" ... hundreds of thousands of birth records of Gotham's citizens, past and present ...

... and Penguin is patiently checking each certificate, "thumbing" through them all with his slimy left flipper...

His right flipper is wrapped around a pen. Every so often, Penguin pauses, then jots down another name, on a legal pad. So singleminded in his search, he doesn't hear the muffled CRIES of his name, through the windows, from reporters ...

DISSOLVE. It's night now. A cloak of DARKNESS through the oversized windows ... even the press has gone home ... but Penguin is still here, he hasn't budged.

Still methodically "flipping" through all those birth certificates ... and still jotting down names ... male names, boy names ... on a legal pad. He's filled many pads by now -- a tall stack of them.

By the eerie light of a single table-lamp, he keeps writing.

EXT. GOTHAM STREET - NIGHT

The Batmobile sleekly cruises down a deserted street.

INT. BATMOBILE (MOVING) - NIGHT

As Batman drives, Alfred's face comes on a screen inside the Batmobile.

ALFRED

The city's been noticeably quiet
since the thwarted baby-napping
... yet still you patrol. What

about eating? Sleeping? You
won't be much good to anyone else
if you don't look after yourself.

BATMAN

The Red Triangle Circus Gang ...
they're jackals, Alfred. They
hunt in packs, at night --

ALFRED

Are you concerned about that
strange, heroic Penguin person?

Batman scoffs -- then glances out the window, at:

THE HALL OF RECORDS

Surprise, that's where he's cruising.

The one light inside still burns, throwing a long shadow
of the strange, hunched-over Penguin -- at his desk,
resolutely doing his research.

In front of the building are a Shreck Guard and a Police-
man. Both slumped on the front stairs, both snoozing.

INT. BATMOBILE - LATE NIGHT

As Batman drives around the Hall, checking the silent
street for trouble, then surveying the single lit window,
again:

BATMAN

(ambiguous)

Funny you should ask, Alfred.
Maybe I am a bit concerned.

EXT. CEMETERY - DAY

A MOB of PRESS, MORBID CURIOSITY-SEEKERS, even some over-
night PENGUIN-GROUPIES, try to muscle their way into this
grand, well-tended boneyard for the rich and expired.
Gotham's own Forest Lawn, and a flying wedge of the city's
FINEST, arms interlocked, keeps out the rabble, as ...

The Penguin, in threadbare black, waddles past the
manicured headstones to the twin markers etched with the

names Tucker Cobblepot and Esther Cobblepot.

Now, reaching his parents' final resting places, he falls to his knees -- not very far to go. The plucks two wilted old roses from his sleeve, and places one upon each plot.

From behind the police barricade, camera motor-drives WHIRR. Not an instant of this drama is being lost to posterity. A Penguin groupie faints. Around her, other girls pick up the cue -- some wail, others swoon.

After a moment of silent contemplation, Penguin rises again. Mournfully shambles back to the crowded cemetery entrance.

AGGRESSIVE REPORTER

(he's back)

So -- Mr. Penguin --!

PENGUIN

(quiet, tragic dignity)

I have a name. It's Oswald
Cobblepot.

AGGRESSIVE REPORTER

Mr. Cobblepot! You'll never get a
chance to settle up with 'em, huh?

Around him, the crowd gasps in shock at such nerve.

But Penguin doesn't look shocked, merely surprised. As the flashbulbs flash (Penguin doesn't cringe -- he's already used to this media mishegas) he pensively twirls his umbrella and, in a reasonable facsimile of a soft, sweet squawk:

PENGUIN

True. I was their number one son,
and they treated me like number
two. But it's human nature, to
fear the unusual ... even with all
their education and privilege ...
My dad, a district attorney, mother
active in the DAR ... Perhaps when
I held my Tiffany baby rattle with
a shiny flipper, and not five
chubby digits, they freaked.
(perfect beat)

But I forgive them.

Another ripple through the crowd, of pure love and devotion.

EXT. GOTHAM PLAZA--THAT EVENING

The Paperboy doesn't have enough tabloids to sell -- they're flying out of his hands. He quotes the banner headline:

PAPERBOY

Penguin Forgives Parents ... "I'm Fully At Peace With Myself and the World ..."

All around him, charmed Gothamites read each other their fave quotes from the cover story.

GOTHAMITE 1

"... You don't need hands, as long as you've got heart ..."

GOTHAMITE 2

"... My heart is filled with love. I feel five feet tall ..."

GOTHAMITE 3

He's like a frog, that became a prince...

GOTHAMITE 4

No, he's more like a penguin...

We pick up the exchange of a COUPLE, as they pass:

MAN

Abandoned penguins from the old Arctic World raised him...

The WOMAN wipes a tear, squeezes his hand, and gushes:

WOMAN

Makes you remember the true meaning of the holiday. The love, the giving ...

Forget Christmas shopping ... It's a virtual sea of the late-city edition. Hot-off-the-presses newspapers everywhere ...

INT. BATCAVE LABORATORY--SAME TIME

Bruce Wayne is also reading a newspaper. But he's not holding it and it's not today's issue ...

The newspaper is on microfiche, and it's projected on a large screen before him. It's old, faded, yellowed ... Bruce scans the articles and MURMURS, as he scrolls from one to the next:

BRUCE

" ... Red Triangle Circus put on a swell show last night, with fierce lions ..."

He punches in a command, that appears on top of the screen: CONTINUE SEARCH FOR: Red Triangle. A blur as back issues whiz by, then another old article appears.

BRUCE

" ... Triangle Circus has returned for a two-week ... Kids will love ..."

As he searches for the next reference (blurry screen again), Alfred enters with supper, on a tray.

BRUCE

Thanks, Alfred.

He sips the soup.

BRUCE

It's cold.

ALFRED

It's vichyssoise, sir.

BRUCE

Vichyssoise.

(then)

Supposed to be cold, right?

He returns to his search through the file.

ALFRED

Mr. Wayne. Does the phrase
"Christmas holiday" hold any
resonance for you?

Bruce laughs. Then grabs an interactive CD on his table-
top and lobs it at Alfred like a frisbee.

BRUCE

Listen to yourself, Alfred. Hassling
me, yesterday, in my car.

Alfred dutifully pops the CD in a player, and hears his
own voice, recorded last night in the Batmobile.

ALFRED'S VOICE

What about eating? Sleeping? You
won't be much good to anyone else --

Bruce snaps it off.

BRUCE

I learned to live without a mother
a long time ago, thanks.

Tense, he turns back to the next article, onscreen.

BRUCE

" ... Circus is back, with a freak
show that may not be suitable for
your kids. Featuring a bearded
lady, the world's fattest man, and
an aquatic bird-boy."

He turns to Alfred: what do you make of that? Alfred
shrugs.

ALFRED

Why are you now determined to prove
that this Penguin -- er, Mr. Cobblepot
-- is not what he seems? Must you be
the only lonely "man-beast" in town?

But Bruce is already engrossed in the next article
onscreen.

BRUCE

"... Circus folded its tents yesterday, perhaps forever. After numerous reports of missing children in several towns, police have closed down the Red Triangle's fairgrounds. However, at least one freak show performer vanished before he could be questioned."

Bruce turns back to Alfred, a strange "smoking-gun" smile on his face.

ALFRED

I suppose you feel better now, sir.

BRUCE

No, actually I feel worse.

The two men, regard each other -- wordless, worried. Finally:

ALFRED

Eat up your vichyssoise.

EXT. SHRECK BUILDING--THAT NIGHT

As we BOOM UP to the Executive Suite, we see Selina Kyle at her desk in the outer office, slaving away.

INT. OUTER OFFICE--NIGHT

Selina makes notes. Now her pen nervously jerks as Max oozes in, surprising her with a smarmy palm on her shoulder.

MAX

Working late? I'm touched.

SELINA

(under her breath)

No, I am.

(then, officious)

Yes, I'm boning up for your Bruce Wayne meeting in the morning. I pulled all the files on the proposed power plant, and Mr.

Wayne's hoped-for investment...
I've studied up on all of it ...
I even opened the protected files
and --

Max looks surprised.

MAX

Why, how industrious. And how did
you open protected files, may I
ask?

SELINA

Well I figured that your password
was "Finster." Your Pomeranian.
And it was. And it's all very
interesting, though a bit on the
technical side, I mean about how the
power plant is a power plant in
name only since in fact it's
gonna be one big giant...

Max encouragingly nods: go on. She consults her notes.

SELINA

Big giant capacitor. And that,
instead of generating power it'll
sort of be --

(checks notes again)

-- sucking power, from Gotham City,
and storing it ... stockpiling it,
sort of? Which, unless I'm being
dense, is a novel approach, I'd say.

MAX

And who ... would you say this to?

Selina is suddenly a tad less certain of her position, as
Max lights a match, and sets her notepad afire. She
swallows.

SELINA

Well ... um ... nobody --?

Max drops the charred notepad and moves toward her.

MAX

... Where did curiosity get the cat?

SELINA

I'm no cat. I'm just an assistant.
A secretary --

MAX

And a very, very good one.

SELINA

(a guess)

Too good?

Max nods: You got it, babycakes. Selina backs away.

SELINA

It's our secret. Honest. How can
you be so mean to someone so
meaningless?

MAX

I must protect my interests, Ms.
Kyle. And Interest Number One, is
moi.

Selina is up against the window now, her back to the
pane.

SELINA

(burst of bravado)

Okay, go ahead. Intimidate me, bully
me if it makes you feel big. I mean,
it's not like you can just kill me.

MAX

(almost pitying)

Actually, it's a lot like that.

Tense silence. Then Max smiles. Selina wipes away a
tear.

SELINA

For a second, you really frightened --

Max savagely pushes Selina through the window.

EXT. SHRECK ALLEY--NIGHT

Selina swirls downward through shattering glass and snowflakes with tragic beauty.

Her fall is (luckily) slowed by a protruding flagpole with the smiling Shreck cat logo on its flapping flag. Then she (luckily) lands in a deep snowdrift.

Her eyes creak open, fuzzily focusing on the happy cat above.

SELINA

(faintly)

Help me ... someone ... Miss Kitty ...

INT. SHRECK CONFERENCE ROOM--NIGHT

Max turns away from the window, stunned by his own violence. Even more stunned, when he sees:

Chip, who's been standing in the doorway.

MAX

I ... it was terrible, I leaned over, and accidentally knocked her, out --

CHIP

(cool)

She jumped. She'd been depressed.

MAX

(beat, then nods)

Yes. Yes. Boyfriend trouble ..?

CHIP

(shakes his head)

PMS.

He turns and walks out. Max watches his son go, seeing him in an entirely new light.

EXT. SHRECK ALLEY--NIGHT

Miss Kitty, summoned by her desperate owner, now appears ... leading cats of every shape, color and demeanor from every direction. Selina's cat crawls up onto Selina's blouse and begins to breathe into her mouth in an eerie

feline C.P.R. ballet.

A Siamese whispers in Selina's ear, aw-so-cute Tabbies snuggle against the soles of her feet. A scraggly Tom viciously bites her finger. Selina's eyes fly open.

INT. SELINA'S APARTMENT--STILL LATER THAT NIGHT

Battered, bloodied, and clutching Miss Kitty, Selina re-enters her apartment. She is the malevolent antidote to her poignantly pleasant previous self. She stares in unmoving, but torrid self-contemplation. Then she explodes into vivid montage:

With a black spray paint can in each hand, Selina attacks everything pink and eggshell--carpet, couch, wallpaper.

With uncoiled wire coat-hangers, she sets about transforming her Murphy bed into something weird and painful.

She flings her childhood picture off the wall into a mini-bonfire (that includes her sad Christmas tree) set up on her kitchen-nook table.

She lustily shoves a stuffed unicorn into her garbage disposal. The carnage of other ex-cute toy creatures are spread about.

Miss Kitty races about, purring in delight.

With a sewing needle, Selina repeatedly stabs her doll's house, annihilating the micro-detailed rooms. In close-up, the rooms seem to be invaded by a giant silver missile.

Next, with the same needle, we see her stitching together something slinky, stretchy and black.

Then she assaults her feel-good neon sign. With bare fists, she punches out the last letter of the first word and the first letter of the second, turning "HELLO THERE!" into "HELL HERE!"

INT. SELINA'S APARTMENT--THE NEXT MORNING--DAY

As the sun rises through the windows, Selina sits in a lotus position on the floor of her very redone apartment. She is wearing her sinful black hand-sewn cat-suit. She

slides a pristine bowl of milk to her content cat and speaks in a sultry voice. Her Catwoman voice.

SELINA

I don't know about you, Miss
Kitty, but I feel. So. Much.
Yummier.

EXT. GOTHAM PLAZA--MORNING--DAY

MECHANICS hustle about the tree, trying to fix it.

Bruce Wayne gazes at this hapless exercise, then moves past the torched Bat merchandising toward the Shreck building.

INT. THE OUTER OFFICE--DAY

Max and Chip stare, expressionless, out the shattered office window. Snow has wisped into the office.

MAX

... I hope nothing--I don't know,
"icky" happened to her. Devoured
by stray reindeer, or ... Bruce.

Bruce Wayne has just entered. As he shakes with Max, his eyes drift to the window.

BRUCE

Hmm. Primitive ventilation.

MAX

Damn those Carny bolsheviks the
other night, throwing bricks at
my windows --

BRUCE

No. No glass on the inside.

MAX

(fidgets)
Weird, huh?

INT. THE CONFERENCE ROOM--DAY

Bruce sits at the circular conference table. Max paces.

MAX

I'd offer you coffee, but my assistant is using her vacation time.

BRUCE

Good time, too.

(pointedly)

Everyone but the bandits seem to be slacking off till after New Years'.

Max aggressively sits knee to knee with Bruce.

MAX

Not sure I like the inference, Bruce. I'm pushing this power plant now only because it'll cost more, later. And a million saved is a million earned --

Bruce SNAPS open his briefcase, pulls out a bound report.

BRUCE

I commissioned this report. Thought you should see it.

Ostentatiously bored, Max flips through the thing.

BRUCE

I'll cut to the chase, Max: Gotham City has a power surplus. I'm sure you know that. So the question is: what're you up to?

Max jumps to his feet.

MAX

"A power surplus"!? Bruce, shame on you -- no such thing! One can never have too much power.

Chip, standing tall beside his dad, vehemently nods.

MAX

(pious)

If my life has had any meaning, that's the meaning.

BRUCE

Max, I'm gonna fight you on this.
The Mayor and I have already spoken
and we see eye to eye here. So --

MAX

Mayors come and go. And heirs
tire easily. Really think a
flyweight like you could last
fifteen rounds with Muhammed
Shreck.

BRUCE

I'm not scared of you, Max.

He shuts his briefcase and stands.

BRUCE

Not compared to that "Cobblepot"
person you're promoting...

MAX

(derides)

Scared of Oswald, are you? Why,
if his parents hadn't eighty-
sixed him you two might've been
roomies, at prep school!

BRUCE

"Oswald" is linked to the Red
Triangle Gang. I can't prove it
but we both know it's true.

MAX

Wayne, I'll not stand for mud-
slinging in this office. If my
assistant were here, she'd already
have escorted you out, to --

WOMAN'S VOICE, OS

-- wherever he wants.

Bruce, Max and Chip all turn, to see:

Selina, as she sashays in. Assertively dressed and
coiffed, hand bandaged but head held high.

SELINA
Preferably some nightspot, grotto,
or secluded hideaway ...
(to Bruce)
You look good in a suit.

Recognizing her as the spirited woman he'd stared at in
the plaza, Bruce gives her a warm smile.

MAX
(stunned)
Selina?! Selina ... Selina ...

SELINA
That's my name, Maximillions.
Don't wear it out, babe, or I'll
make you buy me a new one.

MAX
Uh, Selina, this is, uh, Bruce
Wayne.

BRUCE
We've met.

SELINA
Have we?

Bruce realizes his "error."

BRUCE
Sorry. I mistook me for somebody
else.

SELINA
You mean mistook me?

BRUCE
Didn't I say that?

SELINA
(amused)
Yes and no ...

Bruce steps forward. Gently takes her bandaged hand.

BRUCE

What happened?

MAX

Yes, did -- did you injure yourself on that ski slope? Is that why you cut short your vacation and came back?

His steely smile says: answer "yes" or else. Selina shrugs.

SELINA

Maybe that broken window over there had something to do with it, or maybe not, it's blurry ... I mean, not complete amnesia ... I remember Sister Mary-Margaret puking in Church, and Becky Riley said it was morning sickness. And I remember the time I forgot to wear underpants to school, and the name of the boy who noticed ... Ricky Friedburg, he's dead now ... But last night? Complete and total blur.

Max trades looks with Chip. Then:

MAX

Selina... Please show out Mr. Wayne.

INT. OUTER OFFICE - DAY

Selina sees Bruce to the elevator. They scope each other ...

SELINA

You don't seem like the type who does business with Mr. Shreck.

BRUCE

No. And you don't seem like the type who takes orders from him.

SELINA

Well that's a ... long story ...

BRUCE
Well, I could ... free up some
time...

SELINA
I'm listed.

BRUCE
I'm tempted.

Selina backs toward the conference room.

SELINA
I'm working.

Bruce backs into the corridor.

BRUCE
I'm leaving.

INT. CORRIDOR--DAY

Bruce punches the down button to punctuate the syllables:

BRUCE
Se-li-na.

The car arrives. He gets in. Suddenly remembers something. Fights the closing doors, dashes out!

INT. OUTER OFFICE--SAME TIME

Selina stops to spitefully squeeze a few drops of blood from her injured fingertip into the percolating coffee.

Suddenly she looks up, realizing that Bruce is standing here. Embarrassed, she jokes:

SELINA
Pouring myself into my work.

BRUCE
(smiles, then)
I, ah ... didn't catch your last
name.

SELINA

Oh. "Kyle."

She mimes making a telephone call.

SELINA

Rhymes with "dial."

Bruce signals: gotcha. Then backs out.

INT. CONFERENCE ROOM--SAME TIME

As a brooding Max dials out:

CHIP

You buy this "blurry" business?

MAX

(shrugs)

Women... nothing surprises me, Chip.
Excepting your late mother... Who
even knew Selina had a brain to
damage? Bottom line: she tries
to blackmail us, we drop her out
a higher window. Meanwhile I got
badder fish to fry.

(into phone)

Yeah -- Oswald, please.

INT. STOREFRONT OFFICE BUILDING (CAMPAIGN H.Q.)--DAY

A two-story warehouse space with a particularly funky top floor. A dozen Red Triangle Carny Creeps rough-house on the filthy loft floor. Others crawl in and out, through a vent.

Penguin is sitting by an open window, enjoying the brisk winter air as he reviews his stack of legal pads, cross-referencing them against a Gotham City White Pages ... and scribbling down addresses, next to the boys' names ...

The Organ Grinder lofts the phone to Penguin.

ORGAN GRINDER

For you, boss.

PENGUIN

Yeah, what is it? I'm busy up here?

INT. SHRECK CONFERENCE ROOM--SAME TIME

Max smiles.

MAX

Good. Stay busy up there.

INT. STOREFRONT OFFICE BLDG.--SAME TIME

As Max continues, VO, we slowly BOOM DOWN to the GROUND FLOOR. A far shinier, spiffier, classier, freshly-painted space ...

MAX'S VOICE

I got plans for us, below.

A lone Volunteer tapes red, white and blue bunting around the perimeter of the room. Bunting never looked so ominous.

QUICKLY BOOM BACK UP to the funky top floor.

PENGUIN

(distracted)

"Plans." Swell. Later.

He slams down the receiver. Then goes back to the phone book, and his list ...

EXT. ANOTHER ALLEY--NIGHT

where a relatively normal-looking MUGGER slaps his hand over a FEMALE VICTIM's mouth and rummages into her purse.

FEMALE VICTIM

Help Bat--

MUGGER

Now-now, pretty young thing, nice and easy...

FEMALE VICTIM

Please, don't hurt me, I'll do anything...

Suddenly the mugger squeals in pain -- his hand is yanked out of the purse by a stinging whip that's wrapped around his wrist.

With a screech, Catwoman suddenly lands around the mugger's neck, twisting him down in a brutal tackle.

CATWOMAN

I just love a big strong man who's not afraid to show it, with someone half his size.

MUGGER

Who the...

Catwoman smiles politely, and puts away her whip.

CATWOMAN

Be gentle, it's my first time.

The Mugger charges up at Catwoman, who savagely Rockettes him back, gasping with fixed-the-toaster-by-myself delight. Then a flurry of talon scratches across his face that sends him squealing to the asphalt.

CATWOMAN

Tic....Tac....Toe.

FEMALE VICTIM

(rushing up)

Thank you, thank you, I was so scared...

Catwoman swats the Female Victim back against a wall.

CATWOMAN

You make it so easy, don't you -- you pretty, pathetic young thing? Always waiting for some Batman to save you.

The Female Victim is quaking, mouth twitching in fear ... As Catwoman leans forward, Victim cringes, expecting the worst. But Catwoman throatily whispers into the Female Victim's ear:

CATWOMAN

"I'm Catwoman, hear me roar."

Then gaily cartwheels out of the alley, into the night.

INT. STOREFRONT OFFICE BLDG. (CAMPAIGN H.Q.)--NEXT DAY

The Strongman pumps iron, rippling the bellydancers tattooed on his biceps. An acrobat walks on his hands across the filthy floor, past ...

Max, walking Penguin down the stairs, one hand over his protegee's slitted eyes.

MAX

Don't look, Oswald. It's a surprise.

PENGUIN

A big bag of fan mail? Filthy lucre? Wait don't tell me ... Is it a broad?

We follow them down to the spiffy ground floor storefront.

INT. CAMPAIGN H.Q.--DAY

Max lifts his palm off Penguin's puss.

MAX

Ta-da.

Penguin's eyes pop. We reveal the storefront (the window is draped for secrecy) as Cobblepot For Mayor campaign headquarters! Bunting, balloons, posters proclaiming Ozzie vs. the Insiders, desks, MacIntoshes, and fresh-scrubbed college-kid Volunteers.

Who now burst into CHEERS and APPLAUSE for a speechless Penguin. Under all that ruckus.

PENGUIN

Bu ... wh ... I ... I mean ...

MAX

Yes, adulation is a cross to bear. God knows I know. But someone's got to supplant our standing-in-

the-way-of-progress Mayor and
don't deny it, Mr. Cobblepot, you've
got the magic!

PENGUIN

Max, elections happen in November.
Is this not late December, or have
I inhaled too much swamp gas in my
time?

Suddenly, a stylish, slick and instantly loathsome pair pop
out of nowhere, bedecked with accessories -- JOSH and JEN.

JOSH

Keep the umbrella! Works for you!
I'm Josh. Here! Reclaim your
birthright!

He sticks a gold cigarette holder in Penguin's mouth. As
they flutter around him, Penguin instinctively fidgets.

JEN

I'm Jen. Stand still while I slip
on these little glove-thingies ...

She's tugging cute stuffed Mickey Mouse-y gloves over the
Penguin's fingers, and trying to suppress her gag reflex.

JEN

Our research tells us that voters
like fingers.

Josh, meantime, queasily fingers Penguin's tattered
clothes. Then flashes a "we've got a ways to go"
grimace, at Max.

JOSH

Not a lot of reflective surfaces
down in that sewer, huh?

Jen chuckles. Penguin joins in the laughter. The
Volunteers laugh, too.

PENGUIN

Still, could be worse. My nose
could be gushing blood.

JOSH
(frankly confused)
Your nose could ... what do you ...

Penguin suddenly -- viciously -- chomps on Josh's cute snout. The Volunteers GASP.

MAX
Enough! Everyone ...

While Josh faints, in b.g., Max leads Penguin away to a quiet corner. And confides:

MAX
You're right, we missed the regularly scheduled election. But elected officials can be recalled, impeached, given the boot! Think of Nixon, Meacham, Barry ... Then think of you, Oswald Cobblepot, filling the void.

Penguin nods. He's thinking about something quite like that.

PENGUIN
Me and that "Jen" chick... maybe we could take a tumble...

He furtively glances over at Jen, swabbing Josh's blood.

PENGUIN
Wonder if it's worth my time.

MAX
We need signatures. To overturn the ballot. I can supply those, Oswald.

PENGUIN
I could teach her my "French flipper" trick...

MAX
Oswald: We need one more thing.

PENGUIN
(snapping out of it)

A platform? Lemme see ... Stop global warming. Start global cooling. Make the world a colder place. Frigid ...

MAX

That's fine, Oswald. But to get the Mayor recalled, we still need a catalyst, a trigger, an incident. Like the Reichstag fire, the Gulf of Tonkin.

PENGUIN

"You're doin' great, Mayor Cobblepot." "Your table is ready, Mayor Cobblepot." "I need you, Oswald. I need you now. That's the biggest parasol I ever --"

Suddenly Max's words sink in. Penguin points at the ceiling.

PENGUIN

Ah. You want those lawless, mindless, homicidal imbeciles up there ... you want my old friends ... want them to humiliate the powers that be. Drive the Mayor into a foaming frenzy. You want my hideous cohorts to go haywire.

Max smiles.

MAX

Precisely. But they must come and go via the plumbing ducts that I've provided. That shall be as sacred as the separation between church and state.

PENGUIN

... Want 'em to go apeshit. Nutso. Ballistic ... Do permanent damage to little old ladies. Loot, pillage, annoy people in a big way ...

(muses)

Sounds fun. But I ...

Max looks at him: but you what? An evil shadow falls over Penguin's face. We DRIFT IN on his slitted eyes, as:

PENGUIN

I got my own ... quest to pursue up here. It's crucial I not get sidetracked, with some silly ...

MAX

Sidetracked? Oswald, this is your chance to fulfill a destiny that your parents carelessly discarded ...

PENGUIN

(puffing up)

Reclaim my birthright, y'mean?

MAX

(nods)

Imagine: You'll have the ear of the media. Access to captains of industry. Unlimited poontang ...

Penguin quickly decides.

PENGUIN

I wanna be the Mayor. I wanna be the Mayor of Gotham City ...

Then looks out at the city. And makes a benediction:

PENGUIN

Burn, baby, burn.

EXT. ANOTHER GOTHAM STREET--NIGHT

Wearing protective goggles, the ORGAN GRINDER twists out some music as his monkeys dance. Then nges down on his Organ Box causing an Insta-Teller machine to explode. His monkeys hop up to snatch flaming cash.

ORGAN GRINDER

All this dough... it's burning a hole in my pocket!

INT. CAMPAIGN HEADQUARTERS--NIGHT

Upstairs. Penguin stands by the open window, watching the destruction, his face lit by the flames outside as he HEARS updates from a fat Clown, his ear against a radio.

FAT CLOWN

The Ice Rink was torched!

(then)

The 12th Precinct reports
offensive graffiti and a pharmacy
heist!

Penguin makes a fist, with phony fingers.

PENGUIN

Love to get my flippers dirty.

Bust someone's skull. Eat someone's
pet ...

(then, a statesman)

But action must be balanced with
discretion ...

He moves back to his desk. Resumes writing.

As we MOVE IN on Penguin, we reveal that he's adding new addresses, to his mysterious list...

INT. SELINA'S APARTMENT--NIGHT

Selina looks out almost longingly at the unfolding apocalypse below. Suddenly Miss Kitty leaps onto the sill and then out the open window. Inspired, Selina jumps up and goes for her Catwoman garb. As she effects a quick change:

SELINA

An orgy of sex and violence? Count
me in, Miss Kitty.

She crawls cat-like through the narrow gap, onto the ledge.

SELINA

It's the purr-fect cover, for
the purr-fect crime.

EXT. ANOTHER GOTHAM STREET--NIGHT

The Knifethrower Dame axes down a store door. Other gang members pound DEFENSELESS VICTIMS. All suddenly turn TO CAMERA -- to Batman.

Batman reaches into his bat-belt and pulls out what looks like a sleek black Gameboy. As if bored on a plane, batman casually punches in a set of white dots and one red one. The Knifethrower Dame rockets a blade into his Bat-chest plate. Batman keeps punching in dots.

With a simultaneous howl, the band of thugs charge at Batman from every direction. Batman presses a button on his Gameboy that causes batarang arms to sprout out. Batman heaves the super-batarang.

The super-batarang whizzes with wild concentration, pinballing from Creep skull to Creep skull, slamming them all, including a lunging gang member behind Batman, to the ground.

But now, as it wobbles back to Batman, the Ratty Poodle leaps up and snatches the batarang in his rotten teeth. The Poodle, led by the Poodle Lady, scurries off.

Before Batman can give chase, the Raggedy Sword-Swallower leaps out at him. Batman gives him a strategic elbow to the ribs and pulls the sword from his mouth. A Thin Clown with a bomb strapped to his chest pops out next.

THIN CLOWN

I'll blow up this whole --

Batman lashes out with the sword and shears the bomb from the Thin Clown's chest.

Batman catches the bomb, then slams the Clown to the ground with the back of the sword. Flinging away the sword, Batman goes searching for his super-batarang.

EXT. SHRECK'S DEPARTMENT STORE--NIGHT

Catwoman saunters up to the door of a closed Shreck's department store and punctures the Shreck Kitten logo on the glass, with her talons.

INT. DARKENED DEPARTMENT STORE--NIGHT

Catwoman dashes down an aisle, shredding the priceless blouses of a gauntlet of pouting mannequins. She twists up the volume on a stereo, blasting cool jazz. She stamps atop a jewelry case in a girlish tantrum.

CATWOMAN

Oh, for me? You shouldn't have...

At the sound of shattering, a PAIR OF SECURITY GUARDS round a corner to see Catwoman now merrily bouncing on a trampoline in Physical Fitness.

From Catwoman's rising and falling POV, the Security Men gasp up.

SECURITY ONE

Who is she? What is she?

SECURITY TWO

I don't know whether to shoot or fall in love.

CATWOMAN

You poor guys ... always confusing your pistols with your privates ...

The Guards have unholstered. Before they can fire, Catwoman swooshes down, thrashing them to the ground. Then cartwheels to a wall tile that she bashes open, revealing a propane tank behind it. She talons off a hose, letting gas hiss away ...

GUARD 1

Don't hurt us! Our take-home is under three-hundred.

CATWOMAN

You're overpaid. Hit the road.

The Guards have already taken off running as Catwoman skips over to Car-Care, gathers up a handful of aerosol cans ... then saunters down to Today's Kitchen, and shoves the cans into a row of microwave ovens. Giddily BEEPS them all ON.

EXT. GOTHAM PLAZA--NIGHT

The Tattooed Strongman swaggers out from a patch of smoke behind Batman and looses a savage kidney punch. Batman painfully reels forward, keeping balance.

TATTOOED STRONGMAN

Before I kill you, I let you hit me. Hit me. Come on, hit as hard as you can. I need a good laugh.

Batman punches the Strongman's stomach. The Tattooed leviathan roars with laughter.

TATTOOED STRONGMAN

You call that a...

The Tattooed Strongman stops laughing when he looks down and sees that Batman has attached the Thin Clown's bomb to the Not-so-Strongman's leopard skin. Batman gives him a calm, firm push into an open manhole.

An explosion geysers out of it. Batman turns from the blast at the precise moment Penguin meanders out of the darkness, casually shaking debris off his umbrella. They stop dead at the sight of each other.

BATMAN

Admiring your handiwork?

PENGUIN

Touring the riot scene. Gravely assessing the devastation. Upstanding mayor stuff.

BATMAN

You're not the Mayor.

PENGUIN

(shrugs)

Things change.

(sticks out a glove)

Hey, good to meet you. We'll be working hand in glove in Gotham's glorious future.

Batman doesn't shake. Instead he gestures at the plumes of smoke all around the plaza.

BATMAN

Once you were their freak, now
these clowns do your bidding.
Must feel pretty good.

PENGUIN

Better than you know, Bat-boy.

BATMAN

What're you really after?

PENGUIN

Ah, the direct approach. I admire
that in a man with a mask. But
you don't really think you'll ever
win, playing it your way ..?

BATMAN

(cold smile)

Things change.

Penguin is fashioning a retort, when both men suddenly turn, mesmerized, to the sight of Catwoman coming toward them from out of Shreck's department store, startling back flip by startling back flip. She does a final somersault and lands on her feet, ten yards away.

CATWOMAN

(dry enunciation)

Meow.

The department store behind her goes up with a glowing roar. Batman and Penguin are knocked back. Both men quickly regain their balance. But neither can speak, right away. Presently:

PENGUIN

I saw her first.
(then, opens
umbrella)
Gotta fly.

The steel rods of Penguin's umbrella spin out of control, shredding off the black cloth and turning into a mini-

helicopter that lifts Penguin off the ground.

Meantime Batman catches sight of Catwoman scaling the ridges of a Plaza building.

EXT. BUILDING ROOFTOP--NIGHT

Batman storms up the last of the fire escape and passes Catwoman, curled atop a rooftop power shack. When she speaks, Batman turns to see her slink down. Disarming patches of flesh are revealed all over her battle-ripped outfit.

CATWOMAN

Where's the fire?

BATMAN

"Shreck's." You --

Catwoman launches a brutal kick in Batman's face. Batman vibrates back a few steps, then comes forward and slams Catwoman into a whimpering ball. She looks up, shocked.

CATWOMAN

How could you? I'm a woman...

BATMAN

(suddenly taken
aback)

I'm -- sorry, I --

Catwoman spins, pounding Batman off the ledge. Then lashes out her whip, coiling it around Batman's flapping arm. With both hands, she jerks him up. Lashes her end of the whip to a weather vane.

CATWOMAN

As I was saying: I'm a woman, and can't be taken for granted. Are you listening, you Batman you?

BATMAN

(grimaces)
Hanging on every word.

CATWOMAN

Good joke. Wanna hear another one?

Batman nods: Lay it on me.

CATWOMAN

The world tells boys to conquer the world, and girls to wear clean panties. A man dressed as a bat is a he-man, but a woman dressed as a cat is a she-devil. I'm just living down to my expectations. Life's a bitch -- now so am I.

She runs her talons over the whip-lifeline. Meantime with his free arm, Batman reaches into his bat belt and pulls out a plastic mini-test tube with a blue fluid on top, red fluid on the bottom, separated by a thin barrier.

BATMAN

A "he-man"? Sure. They shine that beacon in the sky, then wonder what hole I crawl out of.

CATWOMAN

Wow, a real response and you're not even trying to get into my tights. But explain me ... If you're so down on "them" out there, why bust your bat-buns to protect 'em?

BATMAN

I just can't sleep at night. Exploding department stores keep me up. One ...

He snaps the tube. As the blue seeps into the red and the tube slowly glows purple ...

CATWOMAN

I can't sleep either, lately. A little link, between us. But bottom line baby, you live to preserve the peace, and I'm dying to disturb it. That could put a strain on our relationship.

BATMAN

...four, five.

He lobs the now-bubbling tube as Catwoman starts to sever the whip. The mixture explodes against her forearm. She SHRIEKS like a dying cat and soars down onto the next ledge, barely.

Batman leaps down, to her. Her talons frantically claw and scratch as she tries not to plummet. Batman grabs her, pulls her up -- for a moment, they're embracing.

CATWOMAN

Who are you? Who's the man behind
the bat? Maybe he can help me
find the woman behind the Cat.

(pressing armor)

That's not him ... Ah, here you
are ...

Her talons poise at the edge of Batman's armor, just above the waist. Suddenly Catwoman thrusts. Batman ROARS with pain and fiercely swats Catwoman away -- off the building!

BATMAN

-- No --

He watches in shock as her body hurtles toward the ground.

EXT. GOTHAM STREET--NIGHT

But at the last minute, from out of nowhere, a dumptruck filled with sand passes, and Catwoman lands in a soft dune.

EXT. TRUCK (MOVING)--NIGHT

As the truck motors off, Catwoman waves a paw up at Batman. Then murmurs, as she cozily rolls around in the sand:

CATWOMAN

Saved by kitty-litter. Some
date ...

Then, lit by a streetlamp, she tears up her sleeve to study the nasty injury Batman dealt her.

CATWOMAN

So it's not a corsage. But a

burn lasts so much longer. The
bastard.

INT. THE BAT CAVE--NIGHT--LATER

Batman, disrobing, checks the puncture wounds on his
stomach.

BATMAN

The bitch.

Then he buzzes for his butler.

BATMAN

Alfred ... Would you bring me some
antiseptic ointment, please?

ALFRED'S VOICE

Coming ... Are you hurt?

BATMAN

My ego, mostly.

He signs off. Then lightly rubs the wound ... and
murmurs:

BATMAN

... Meow.

INT. SHRECK OUTER OFFICE--NEXT DAY

Selina sits at her desk. The old Post-its are now
replaced. The new ones read "Defy Authority," "Take No
Prisoners" and "Expose The Horror." A buzzing fly
distracts her as she works ... without looking up, her
hand nails the little pest with feline precision. With
her other hand she grabs a carton of lowfat milk. Then
impatiently stands ...

INT. SHRECK CONFERENCE ROOM--DAY

Selina saunters in, with coffee. Chip, seeing her, sits
up ramrod-straight.

SELINA

Morning, Max. Bummer about the
store. You insured?

MAX

I damn well better be. In fact I want you to phone those goniffs over at Gotham Insurance and tell them --

SELINA

Actually I have to split. Take a "personal day." You don't mind? Max, you're tops.

Max nods -- sure, sure -- then sips his coffee. And spits a live cockroach from his mouth!

Both Max and Chip GAG as it crawls across the table.

SELINA

Those darned exterminators. They swore the machine was ship-shape.

With that she turns, and saunters out.

EXT. CAMPAIGN HEADQUARTERS--NOON

After last night's rampage, the curtain has come off the window, revealing the storefront as the nucleus of a new political movement. Twin banners read: "Oswald Means Order" and "Cobblepot Can Clean It Up."

INT. CAMPAIGN HEADQUARTERS--NOON

The room is crowded with Press and Volunteers, who surround Penguin (cooled by a fan) as he pontificates ...

PENGUIN

I may have saved the Mayor's baby, but I refuse to save a Mayor who stood by, helpless as a baby, while a band of hooligans flushed our fair city down the tubes of debauchery, devastation --

ANGLE--AGGRESSIVE REPORTER

One one of the pay phones in back. Other reporters call in stories to their editors as Penguin RAGES in b.g.

AGGRESSIVE REPORTER

Oswald Cobblepot, the mystery man-beast who's been delighting Gotham, today made his bid to deliver Gotham ... from ruffians who've run riot, and from a Mayor he's called "impotent, inept ..."

BACK TO PENGUIN

As he concludes his exhortation to the throng:

PENGUIN

... inept, indecisive, and ... and too tall. We don't need a tall man to run this town. The bigger they are, the harder they fall. We need a ... compact man who carries a big umbrella. Thank you, all.

Puffing from the APPLAUSE, he heads for the stairs and passes an adoring young Volunteer Bimbo.

VOLUNTEER BIMBO

Mr. Cobblepot, you're the coolest role model a young person could have ...

PENGUIN

(raw lust)

And you're the hottest young person a role model could have. Here, wear a button.

Penguin fondles and fumbles a campaign button onto the pert breast of the starry-eyed Bimbo.

Then, as he struts upstairs:

PENGUIN

I could really get into this Mayor stuff. It's not about power, it's about ... reaching people. Touching people. Groping people ...

INT. CAMPAIGN H.Q. UPPER STORY--AFTERNOON

In sordid contrast to the gleaming h.q. below. The Organ Grinder supervises construction of various arcane weaponry. As Penguin enters, the Fat Clown pops in his face.

FAT CLOWN

Hey Penguin, there's a --

Penguin savagely stomps on the Clown's oversized shoe.

PENGUIN

My name's not Penguin! It's
Oswald Cobblepot!

He continues on, still musing:

PENGUIN

Hell, maybe I'll get laid on the
campaign trail ... Happy Trails ...

The KNIFETHROWER DAME blocks his path.

KNIFETHROWER DAME

Oswald ... someone here to see
you.

She nods at Penguin's bed, in the corner. He lights up as he sees Catwoman, sexily curled up on the mattress. (Hanging above is a birdcage, where Penguin's filthy CANARY intermittently SHRIEKS.)

PENGUIN

(throaty squawk)
Just the pussy I been looking for.

Catwoman sits up, languidly stroking her shoulders.

CATWOMAN

Chilly in here.

In fact there are twin air conditioners, on adjacent walls, both aimed at the bed and going full blast.

PENGUIN

I'll warm ya! I got hot mitts --!

CATWOMAN

Down, Oswald. We have to talk. You see we've got something in common.

PENGUIN

Appetite for destruction?
Contempt for the czars of fashion?
Wait don't tell me ... Naked sexual charisma?

CATWOMAN

Batman. The thorn in both our sides, the fly in our ointment.

PENGUIN

(cagey)

Huh? You're implying I'm some kinda psycho criminal?

Catwoman ironically takes in the sociopathic chaos. Then stands.

CATWOMAN

My mistake.

Penguin sits her back down.

PENGUIN

Are you perchance a registered voter? I'm also a mayoral prospect.

CATWOMAN

I have but one pet cause, today:
Ban The Bat.

PENGUIN

Oh, him again. He's already history -- check it out.

Penguin gestures at the wall ... detailed drawings and blueprints of the Batmobile, inside and out.

PENGUIN

We're gonna disassemble his spiffy old Batmobile, then reassemble it as an H-bomb on wheels. Capiche? Yesterday's victor is tomorrow's

vapor.

CATWOMAN

(shakes her head)

He'd have more power as a martyr.
No, to destroy Batman we must
first turn him into what he hates
most. Meaning, us.

There's an array of closed umbrellas, propped. Penguin
picks a disturbingly phallic one, strokes Catwoman's
thigh with it.

PENGUIN

Y'mean frame him?

CATWOMAN

You're quick. Mayor Cobblepot.

As the umbrells-dildo travels up, toward Catwoman's
crotch:

PENGUIN

Right on! Batman goes Manson, and
the Mayor goes South. Straight
into the sewer. Actually it's not
so bad down there, I miss the
drip, drip, drip ...

Meanwhile Catwoman has noticed, on Penguin's night-table,
the tall stack of legal pads filled with names.

CATWOMAN

Hmm ... Not even in office yet,
and already an enemies list ..?

Attempted seduction forgotten, Penguin springs up,
scurries over and covers the stack with his gloves.

PENGUIN

Those names are not for prying eyes!

And suddenly it hits him:

PENGUIN

Hey, why should I trust some
Catbroad? This is the big-time.

Are you the real item? Maybe you're just some screwed-up sorority chick who's getting back at Daddy for not buying her that pony when she turned sweet sixteen ...

Catwoman gulps, nervous -- then retaliates by shooting her paw into the birdcage. She pulls out the canary and shoves it into her mouth. Penguin leaps up, frantic.

PENGUIN

No, don't hurt Gertrude! I was just -- whattaya call it -- "flirting."

Catwoman coolly spits out the canary, which flutters off.

PENGUIN

Thanks. Jeez. Not used to this man-woman, cat-mouse business. Generally the babes flock to me, I tell 'em take a number.

CATWOMAN

You're off the hook, Ozzie. But Batman is decidedly not.

She drifts over to Penguin and starts to vamp him, gliding her talons over his grotesque, sweating features.

CATWOMAN

(sultry skulking)

He napalmed my arm. He knocked me off a building just when I was starting to feel good about myself. I want to play an integral part in his degradation.

PENGUIN

(tentative)

Well, a plan is forming ... A vicious one, involving the loss of innocent life ...

CATWOMAN

I want in. The thought of busting Batman makes me feel all ...

dirty. Maybe I'll give myself a
bath right here ...

Catwoman slyly licks an arm. Penguin grossly licks his
lips.

PENGUIN

You just got yourself a deal,
Cat-doll.

EXT. WAYNE MANOR--THAT NIGHT

Through the window, we see the sparkling Christmas tree.
And we HEAR, wafting from the TV set:

PENGUIN'S VOICE

I challenge the Mayor to re-light
the tree in Gotham Plaza, tomorrow
night.

INT. WAYNE MANOR LIVING ROOM--NIGHT

Alfred serves Bruce his supper, as Bruce impassively
watches "Oswald Cobblepot" at campaign headquarters, on
local news.

PENGUIN

(on TV)

He must prove that under his
administration, we can carry on
our proud traditions without fear.
Not that I have any faith in the
Mayor... but I pray, at least,
that Batman will be there, to
preserve the peace.

Alfred notices his boss quietly seething.

ALFRED

Sir. Shall we change the channel
to a program with some dignity and
class? "The Love Connection,"
perhaps?

Bruce quietly tells the preening image on the screen:

BRUCE

You're very subtle, "Oswald."

Then moodily clicks OFF the TV.

EXT. THE SHOPS OF GOTHAM PLAZA--DAY

NAIVELY GIDDY CHILDREN and GUARDEDLY AMUSED PARENTS browse a damaged but not defeated line of Plaza shops. Father, Mother, and Boy--A FAMILY HIGHLY REMINISCENT OF YOUNG BRUCE WAYNE AND HIS DOOMED PARENTS--drift to a magically intact toy store window.

Bruce Wayne sidles up beside them and sadly contemplates the cozy menage. He turns and looks, not through the window, but at it, at the reflection of himself.

In the corner of the window reflection is a reflection of Selina Kyle standing across the street. Her back turned, she is also looking toward a store window. Noticing her, Bruce turns from his window.

EXT. THE STORE ACROSS THE STREET--DAY

Selina grimly stares at her reflection. And asks herself:

SELINA

Why are you doing this?

Bruce touches her shoulder, startling her.

BRUCE

Selina. Hi. Didn't mean to --

SELINA

Scare me? No, actually, I was just scaring myself ...

BRUCE

I don't see how ... Anyway, it's a treat to find you out in the world, away from Ebenezer Shreck.

SELINA

(halfhearted)

Treat to be here.

They begin to stroll, together.

BRUCE

What's the story? Holiday blues?

Selina nods at a newsstand as they pass it: blazing headlines that read "BATMAN BLOWS IT," "IT'S A CAT-ASTROPHE" and "MEE-OUCH!"

SELINA

The news these days ... weird. People looking to superheroes for their peace of mind, and blaming their problems on super-villains ... instead of themselves, or their spouses at least.

BRUCE

And it's not even accurate ... I mean, "Batman Blows It"? The guy probably prevented millions in property damage.

SELINA

(nodding)

I heard on TV, "Catwoman is thought to weigh 140 pounds." How do these hacks sleep at night?

In b.g., Police cordon off the Plaza. Workers hoist signs that read "The Relighting of the Tree, Tonight at Seven!"

SELINA

You're not coming to that, are you? "The Relighting of the Tree" thing?

BRUCE

I wouldn't be caught dead. No, it's probably how I would be caught. The Mayor stupidly took Cobblepot's bait --

SELINA

-- and it's gonna be a hot time

in the cold town tonight.

Bruce glances at her, surprised.

BRUCE

You almost sound enthusiastic.

SELINA

(shrugs)

I detest violence, but ...
Christmas complacency can be a
downer, too.

BRUCE

(chuckles)

You've got a dark side, Selina
Kyle.

SELINA

No darker than yours, Bruce.

BRUCE

(muses)

Well, I'm... braver at night, if
that's what you mean...

SELINA

(surprised, glances over)

Yeah? Me too...

They pass the stage where, the Ice Princess is being re-briefed on the difficult job of pressing the gaily multi-colored button whose wires lead to the tree.

BRUCE

... Maybe I'll watch it on TV.

SELINA

(brightens)

"We"? You and...

BRUCE

... and me.

(thinks)

No, that's be me and me.

(beat)

Is that what I said?

SELINA
(laughing)
Yes and no...

Laughing too, Bruce takes her hand and leads her off the sidewalk just as Alfred pull up, playing chauffeur ...

INT. ICE PRINCESS' DRESSING ROOM TENT--NIGHT

She's alone, in front of the mirror, nervously primping and reviewing:

ICE PRINCESS
The tree lights up, I press the
button ... No wait, I press the
button and --

She turns at the sound of her dressing room door opening. Penguin waddles in, grinning the Ratty Poodle at his heels.

ICE PRINCESS
(cold)
Who are you?

PENGUIN
Talent scout.

ICE PRINCESS
(warmer)
Come in! You know I don't just
light trees. I studied the Method.
By mail, but --

Penguin wrests the stolen Batarang from the Poodle's jaws.

ICE PRINCESS
What is that, a camera or
something?

PENGUIN
Say cheese.

The Ice Princess strikes a pose.

INT. WAYNE MANOR LIVING ROOM--EVENING

Nat King Cole on the stereo, does his romantic Yuletide thing. Bruce and Selina, in matching mellow-melancholy moods, sit close on the couch opposite a blazing hearth.

Alfred refills their eggnog, then discreetly ducks out.

SELINA

I'm sure he's wonderful company
and all, but ... doesn't the gold-
plated bachelor bit get a little
... stale?

BRUCE

Somewhat like the lonesome
secretary syndrome, I'd suppose.

SELINA

Executive Assistant.

(hell)

Secretary.

(then)

Girlfriend?

BRUCE

Had one. Didn't work.

SELINA

What went wrong? Hang on, I think
I know ... You kept things from
her.

BRUCE

Nope, I told her everything.

SELINA

And the truth frightened her?

BRUCE

(careful, pained)

Well ... How can I put this.
There were two truths ... and she
had trouble reconciling them.
Because I had trouble reconciling
them. Vicki said.

SELINA

(giggles)

"Vicki." Ice-skater, or
stewardess?

BRUCE

Photojournalist.

SELINA

Sure.

Now they both laugh. Selina tries to get serious again.

SELINA

Well? Was "Vicki" right? About
your difficulty with duality?

BRUCE

If I said yes, then you might
think me a Norman Bates, or a Ted
Bundy type ... and then you might
not let me kiss you.

Selina responds by leaning forward and planting a wet one
on Bruce's mouth, that lingers. When their lips finally
part:

SELINA

It's the so-called "normal" guys
who always let you down. Sickos
never scare me. At least they're
committed.

BRUCE

Ah ... then you've come to the
right lonely mansion.

They fall into another kiss. Now Selina starts to undo
his shirt. But Bruce remembers his Catwoman-wound, and
stops her. They kiss some more ... then he starts to
unbutton her blouse ... but she remembers her Batman-burn,
and stops.

They pull apart.

BRUCE

I, ah ... never fool around on the

first date.

SELINA
Nor I, on the second.

BRUCE
What're you doing three dates
from now?

Selina hops off the couch and crosses the room.

SELINA
Weren't we gonna watch the
Relighting of the Tree?

She flicks ON the TV. And there is PANDEMONIUM in the
Plaza.

INSERT--TV SCREEN

An ANCHORMAN standing in Gotham Plaza is jostled by
frenzied crowds, as he SHOUTS:

ANCHORMAN
We repeat ... The Ice Princess
has been kidnapped! And it only
gets worse ... Commissioner Gordon
... Can you confirm the reports
we're hearing, of Batman's
suspected involvement in the
abduction?

We GO LIVE to an ashen Police Commissioner, in front of
the Ice Princess's tent.

COMMISSIONER GORDON
The evidence is purely
circumstantial. We found this,
stained with blood, in the missing
girl's dressing room ...

He holds up a baggie that contains Batman's stolen
batarang.

INT. WAYNE MANOR - LIVING ROOM--NIGHT

Selina looks quietly shocked: How could she forget?

Corn Dog! Bruce is freaked too, but plays it cool.

BRUCE

Selina, I'm just gonna check on
those chestnuts, Alfred was roasting ...

He slouches out.

INT. WAYNE MANOR FOYER--NIGHT

Bruce sprints INTO FRAME, nearly colliding with his butler.

BRUCE

Sorry, Alfred, I have to get to the
Plaza. You heard Penguin, he was
practically begging me to show.

ALFRED

Which is why I hoped you'd snub him.

BRUCE

(backing out)

'Fraid I can't. There's been a
kidnapping ... Tell Selina ...
Ms. Kyle ... that some business came
up -- no, tell her some major deal
fell through, she'll feel sorry ...
No, no, here's what to do, just tell
her ... let her know that I ... not in
a dumb "Be my girlfriend way," but --

ALFRED

I will relay the message.

BRUCE

Alright, thanks.

Bruce bolts.

INT. LIVING ROOM--NIGHT

Selina waits a moment, then sneaks out, into:

INT. THE FOYER--NIGHT

Where she bumps into Alfred.

SELINA

Alfred! Hi. I --

ALFRED

Ms. Kyle. Mr. Wayne told me to
tell you that --

SELINA

Mr. Wayne. Bruce.
Yes ... Would you tell him for me
that I've been going through a lot
of changes and ... no, don't say
that. Just ... this is not a
rejection, my abruptly leaving,
it's ... In fact, tell him he makes
me feel the way I hope I really
am ... no ...

(laughing)

If you whip up a sonnet,
something -- a dirty limerick ...

ALFRED

(smiles, assures her)

One has just sprung to mind.

Selina laughs, exits.

INT. BATCAVE--NIGHT

Opening his vault, Bruce breaks out the Bat suit and
begins to get into it.

INT. SELINA'S VOLKSWAGEN--NIGHT

As she drives, Selina pulls her Catwoman outfit out from
underneath the single-woman-old-People-magazine-Diet-
Cola-can detrius of her Volkswagen.

EXT. COUNTRY ROAD--NIGHT

The VOLKSWAGEN CHUGS away.

EXT. A GOTHAM ALLEY--NIGHT

The Batmobile coasts into a deserted alley. Batman bounds
forth and activates the car's security shields.

EXT. GOTHAM PLAZA--NIGHT

Klieg-lights sweep the plaza, as though everything was fine. The rattled Mayor is at the mike, trying to maintain calm.

MAYOR

People .. fellow citizens ...
There's no need for panic, this
can still be a party that Gotham
will remember for --

His tremulous voice overwhelmed by SHRIEKING feedback.

EXT. GOTHAM ALLEY--NIGHT

Led by the Poodle Lady, the Ratty Poodle hobbles to the mouth of the alley. There's the Batmobile.

Behind them come Penguin's perverse crew, each holding a toolbox.

The Knifethrower Dame climbs atop the security cloak with a crude laser device. She jimmies the laser and with a whoosh, the shield sputters off.

Each Gang-member sports a meticulous drawing on a protruding headpiece, so he can scan the card while toiling with both hands. The Red Triangle Gang begins taking apart the Batmobile.

EXT. ATOP A GOTHAM PLAZA BUILDING--NIGHT

Hidden in shadow, Batman cautiously surveys the crowd. Amid the feedback, sentence fragments waft up from the PA:

MAYOR

... incess will be safely ... atman
will be brought in for ques ...

Now Batman notices a building across the alley. In the one open window sits a bound and gagged Princess.

Batman fires across a grapple to the ledge above.

EXT. GOTHAM ALLEY--NIGHT

The Batmobile has been dismantled like a post-Thanksgiving turkey. Wires are twisted. Clamps are added. The piece de resistance is A BEACON/ANTENNA that is placed carefully beneath the vehicle.

EXT. LOFT LEDGE--NIGHT

The viewer catches Batman on the last squeak of a swooshing ride, into:

INT. LOFT--NIGHT

All that's in here are the Ice Princess and the chair she's lashed to. Batman pulls out her gag. She BABBLES her thanks as we BRING UP the WHINE of SIRENS, below. As Batman struggles to untie the many knots, restraining her:

BATMAN

Gotta hurry. I was set up to look like I did this --

ICE PRINCESS

No sweat, I'll just tell the police I was kidnapped by an ugly little birdman with fish breath.

CATWOMAN (O.S.)

Did someone say 'fish'?

She drops from the ceiling.

CATWOMAN

Yummy, I haven't been fed all day.

Then she kicks out at Batman -- but the came-to-play Crusader grabs her heel and twists her down, face first.

BRUCE

Eat floor. High fibre ...

Catwoman springs up, pouting.

CATWOMAN

Hey stud: I thought we had something together.

BATMAN

We do.

He head-butts her. But Catwoman quickly recovers, then back-flips to the Princess and talons her free. Tosses the chair at Batman as she drags the squealing Princess through a door.

CATWOMAN

Gotta go, girl-talk, guys keep
out!

Batman swats away the flying chair and hustles after them. The door is dead-bolted. He crunches it open.

EXT. FIRE ESCAPE--NIGHT

Catwoman wrenches a resisting, squealing Ice Princess up a fire escape. Batman rumbles after them, a floor behind.

EXT. GOTHAM ALLEY--NIGHT

The Gang busily backtracks, restoring the Batmobile to its original state.

The Knifethrower Dame reactivates the security shield as the Gang skedaddles.

EXT. FIRE ESCAPE--NIGHT

Batman crashes up the last flight, onto...

EXT. BUILDING ROOFTOP--NIGHT

Catwoman has vanished. The Ice Princess stands here, near the lip of the building, shivering in her skimpy costume.

ICE PRINCESS

She let me go. I think 'cause
I reasoned with her, girl to girl.

BATMAN

(cautious, approaches)
Okay .. just slowly move toward
me ... away from the edge ...

As the Ice Princess takes a tentative step forward:

PENGUIN'S VOICE

Look out -- lawn dart!

He steps into the light and lofts an umbrella.

Its sharp point sticks in the roof, an inch from the Princess's big toe. The umbrella automatically opens, releasing several live baby bats, that swarm up at her.

BATMAN

No -- don't panic --

Batman bounds to her aid, but the Ice Princess steps back, away from the bats, losing her balance ...

One sweeping Klieg-light catches Batman as he rushes at the Ice Princess, arms outstretched to save her.

The other Klieg lights the Princess herself, as she topples off the building!

EXT. GOTHAM PLAZA--NIGHT

A huge crowd is gaping up at the terrible scene.

CROWD MEMBER

Batman? Batman pushed the Princess!

The devastated Mayor and his staff follow, with their heads, the trajectory of the Princess -- which corresponds to that of their careers.

Her body slams down onto the gaily multi-colored button.

This makes the Christmas tree come to life, but not with lights. Instead a legion of EEKING BATS bellow out from the tree's branches and swoop upon the crowd, violently rearranging a hundred hair-do's.

EXT. BUILDING ROOFTOP--NIGHT

Both Batman and Penguin stand here (on opposite ends of the roof), looking down on the mind-boggling pandemonium.

PENGUIN

Bats with wings, do your things ...

Batman turns on Penguin, to do irreparable injury, but the rooftop door flies open (hiding Penguin) and a squadron of Cops drop into combat position.

BATMAN

Wait --

COMMISSIONER GORDON

Hold your f--

Too late. The volley of bullets violently ripple against Batman's armor, sending him over the edge of the building.

He clangs onto a terrace railing, then lands on another ...

EXT. TERRACE--NIGHT

An enfeebled Batman tries to stand, but is gently pushed back down by Catwoman's sexy straddle.

CATWOMAN

You're catnip to a girl like me:
handsome, dazed, and to die for.

As she leans down to kiss him cat-style (a lick on his lips) Batman sees, above her head, a hanging sprig of mistletoe.

BATMAN

A kiss under the misteltoe.
Mistletoe can be deadly, if you
eat it ...

CATWOMAN

But a kiss can be even deadlier,
if you mean it.

She unfastens his Bat-belt, flings it off the terrace.

EXT. TERRACE--NIGHT

Still straddling the winded Crusader:

CATWOMAN

You're the second man who killed
me this week. But hey, no prob ...
I've got seven lives left.

BATMAN

I tried to grab you -- save you --

CATWOMAN

Seems like every woman you try to
save ends up dead, or deeply
resentful.

She savagely pulls him up.

CATWOMAN

Maybe it's time to retire.

She viciously claws at his face, and mask, but Batman
feints back and does a reverse swan-dive off the terrace.

EXT. IN AIR--NIGHT

As Batman falls, a pair of balsa wood-enforced, black
cloth kite-wings extend out and open.

EXT. PLAZA BELOW--NIGHT

Gotham citizens gape at the bizarre sight of Batman flying
amid his real-life counterparts.

EXT. GOTHAM ALLEY--NIGHT

Batman continues to swoosh ever downward. He edges out
before the crowd. Parallel to the ground, Batman glides
into the alley for a skidding, quasi-crash, leaving him
barely conscious. The black balsa batwings crunch to
pieces in the tumble. The Batmobile looms at the end of
the alley.

EXT. THE TERRACE--NIGHT

Catwoman turns away from the scene of Batman's disgrace.

CATWOMAN

You said you were going to scare
the Ice Princess.

Penguin is standing here, with a battered Tiffany box.

PENGUIN

And I kept my word! The lady
looked terrified.

He opens the box, revealing a hideous engagement ring.

PENGUIN

Let's consummate our fiendish union!

CATWOMAN

(sneers)

I wouldn't touch you to scratch you.

PENGUIN

I oughta have you spayed! You
sent out all the signals!

CATWOMAN

(moment of doubt)

Did I? Only 'cause my mom trained
me to, with a man... any man, all
men --

(slaps her forehead)

Corn dog!

Enough self-hate. Catwoman redirects her rage at Penguin.

CATWOMAN

Me, domesticated? By you? I doubt
it! You repulsive... awful...
penguin.

PENGUIN

The name is Oswald Cobblepot.

He hooks the umbrella's handle around her neck. It auto-
matically curls into a tight semi-noose, then the ribs
start to spin, shredding the pannels... it's now a tiny
helicopter...

PENGUIN

And the wedding's been called off.

Catwoman is yanked up, into the air. Penguin wistfully
waves fairwell. Then mopes away.

EXT. GOTHAM SKYLINE--NIGHT

Catwoman whirls through the Gotham sky.

She painfully stretches out with her claws and tears open the strangling handle. She is released.

Catwoman makes a dazzlingly awesome freefall plunge, finally crashing through a skylight into...

INT. A PENTHOUSE GREENHOUSE--NIGHT

and a tableful of flowers. She lies for a moment in stunned silence then bursts into an inhuman wail that shatters the greenhouse glass.

EXT. PLAZA--NIGHT

Penguin is escorted through the crowd toward a CAMPAIGN BUS emblazoned "Cobblepot, Soft He's Not". Gothamites offer encouragement, which cheers him a tad ... he presses buttons upon his more bosomy supporters ... which cheers him a lot.

INT. CAMPAIGN BUS--NIGHT

Invigorated, Penguin moves straight to a twisted-tech remote control panel of switches, buttons and levers, all labeled with the various functions of the Batmobile. As a bonus, there's a mini-steering wheel. Cackling, Penguin grabs it.

EXT. GOTHAM ALLEY--NIGHT

Batman staggers toward his car. He undoes the security cloak on the deceptively pristine Batmobile. A CROWD OF PURSUERS of the "There-he-is-Don't-let-him-get-away" variety, swing around the corner.

Batman quickly crashes down into the driver's seat and takes a breath of guarded relief when suddenly the doors loudly lock. All systems on the control panel flash on by themselves. The engine cacophonously VROOMS.

INT. THE BATMOBILE--NIGHT

Batman pounds his fist into a Batmobile window to no effect. Penguin's face comes on the screen the same way Alfred's innocuously did before.

PENGUIN (screen)
Don't adjust your set. Welcome
to the Oswald Cobblepot School
of Driving. Gentleman, start
your screaming...

The vehicle thunders forward, slamming him back.

EXT. THE BATMOBILE--NIGHT

blasts from an alley, freaking out his pursuers, and makes a wild turn into the street.

INT. CAMPAIGN BUS--NIGHT

Penguin rambunctiously juggles the steering wheel. On one screen, he sees Batman's tensed face. On another screen is a Batmobile-eye view.

PENGUIN
Maybe this is a bad time to mention
it, but my license has expired.
Of course, so have you.

INT. THE BATMOBILE--NIGHT

Batman tears off a shard of his console. Rips and tugs at various wires...

INT. CAMPAIGN BUS--NIGHT

PENGUIN plays his controls like the Phantom of the Opera.

INT. BATMOBILE--NIGHT

Levers on the console move down by themselves. Batman uses Herculean strength to push them back up.

PENGUIN
(onscreen)
Batman... I know you're not having
a swell time, but lemme tellya:
Taking control of your vehicle,

mowing down decent people, and
laying the bad vibes squarely on
you ... makes the hairs in my
nose tingle.

EXT. GOTHAM PLAZA--NIGHT

There is a major traffic jam on this one-way street caused by two cars involved in a fender-bender. The two angry Drivers are out of their vehicles, arguing; a Cop tries to mediate. Meantime sixteen or so cars are backed up. Suddenly, from down the block, there's a NOISE loud enough to drown out all the blaring horns. Everyone turns back, to silently gape at:

The Batmobile, blasting up the block! It's plowing stopped cars out of its path onto the sidewalk, where some crash through storefronts! Now the Batmobile reaches the head of the line ...

As the two stunned Drivers stop arguing and just stare in horror, both their vehicles are sent flying -- one hits a fire hydrant and shears it clean off! A heavy geyser of water shoots up and strikes the electrical insulator suspended above, knocking the large coil onto the wet sidewalk. Now the coil starts to short, firing off sparks, setting a small store afire as the Batmobile streaks out of frame, to continue its trajectory of terror.

INT. BATMOBILE--NIGHT

As Batman continues to tear at his console:

PENGUIN

(onscreen)

Just relax, and I'll take care of
the squealing, wretched, pinhead
puppets of Gotham.

EXT. ANOTHER GOTHAM STREET--NIGHT

A pack of Gothamites flee in different directions, leaving a stranded old lady immobile with fear. The Batmobile spectacularly angles right at her. She's a bunny paralyzed by the headlights.

INT. CAMPAIGN BUS--NIGHT

Penguin licks his lips as the Batmobile zooms toward her.

PENGUIN

Helpless old lady at twelve o'clock
high.

He presses down on the accelerator.

INT./EXT. THE BATMOBILE--NIGHT

Batman yanks open a ceiling panel, revealing another
myriad of wires and fuses. He stares with harsh
concentration. He pulls out a round fuse.

The Batmobile squeaks to a sudden dead halt, centimeters
before the vibrating then fleeing old lady.

EXT. GOTHAM STREET--NIGHT

The steel jack-type device again explodes out of the
bottom of the Batmobile, lifting it up off the ground.
But instead of going into a simple, suave 180 twist,
the car convulses into a Tasmanian Devil spin that
revolves it at mind-roasting speed. A battalion of
police cars surround it. Officers jump out and begin
firing.

INT. THE BATMOBILE--NIGHT

Penguin's image on the spinning screen surreally
cackles....

INT. CAMPAIGN BUS--NIGHT

Penguin twists the Square knob some more, as he squawks:

PENGUIN

Ya gotta admit ... I've played
this stinking city like a harp
from hell!

EXT./INT. THE BATMOBILE--NIGHT

spins even faster. Batmobile drives his fist through the
screen, shutting up his nemesis.

Then he kicks and tears open a panel on the floor. There's a thick tangle of wires and spinning gears down here. Batman bravely plunges his glove through the mess, pounding out a hole through the Batmobile's gleaming black skin...

Looking up at the underside of the Batmobile, we see Batman reach down through the hole and find the gang's Beacon Rod.

He snaps it in half.

The jack is sucked back up and the Batmobile breaks out of its cartoon swirl and rockets between two police cars, smashing a third as it speeds off.

INT. CAMPAIGN BUS--NIGHT

Frustrated, Penguin pounds the controls.

PENGUIN

Came this close to a perfect evening! Iced the princess. Blew away Batman. Almost got married. Killed the bitch. This close..!

EXT. STREET--NIGHT

The two Police Cars give chase, blowing out their weaponry at the Batmobile.

INT. THE BATMOBILE--NIGHT

Batman floors the pedal while rummaging through his console's twisted wires. With his free hand, he makes a sharp right turn.

DEAD-END STREET

The Batmobile swooshes onto a road that has two brick buildings towering at the end of it with only a small not-quite-a-car-let-alone-a-Batmobile-size gap between them.

THE POLICE screech behind them.

POLICEMAN

(shouts)
He'll never fit!

INT./EXT. THE BATMOBILE--NIGHT

The Batmobile streaks closer to the building. The cops continue to fire.

Batman sparks two wires together. The windshield wipers come on.

BATMAN
(gently puzzled)
That's funny...

The buildings loom before the windshield.

BATMAN
(with a strange laugh)
Now I'm a little worried....Oh.

Batman connects two wires.

EXT. BATMOBILE--NIGHT

The sides of the Batmobile break off and clang to the ground and the wheels of the car remarkably contort in a single-file roller blade configuration, leaving only a sleek missile of a car that smoothly darts between the two buildings.

EXT. THE STREET--NIGHT

The lead cop car tries to follow, but gets wedged between the buildings. The cop car behind piles into it!

EXT. OTHER SIDE OF THE BUILDINGS' GAP--NIGHT

The Bat-missile-mobile slashes out of the gap. Then does a suave, angled speed skate around a corner. And disappears.

EXT. PLAZA--NEXT DAY

Max escorts Penguin -- er, Oswald Cobblepot. Despite the heavy turnout for the "Recall The Mayor" rally, Penguin (twirling a red-white-and-blue umbrella) is cranky.

MAX

... So he survived ... C'mon, be a mensch, stand t...

Max trails off. Penguin is giving him that "my nose could be gushing blood" look.

PENGUIN

He didn't even lose a limb, an eyeball ... bladder control ..

MAX

Point is, listen to them. They've lost faith in old symbols. They're ready to bond with you, the icon of the future. If it works, don't fix it...

He fairly pushes the grumpy Penguin onto a platform.

MAX

We'll celebrate tonight, at my annual Max-squerade ball. Shreck and Cobblepot, the visionary alliance.

Penguin takes the mike, looking grouchy and uninspired.

Down in front, a shameless, toothsome Cobblepot-Groupie flashes major cleavage, as though Penguin were a pop star.

This heartens Penguin. He quickly rises to the occasion.

PENGUIN

(booming squawk)

When it came time to ensure the safety of our city, did the Mayor have a plan? No, he relied on a man. A "bat" man.

Somewhere in the crowd stands Selina. Staring poker-faced at the podium, her gaze flicking between Penguin and Max Shreck.

INT. WAYNE MANOR STUDY--DAY

Bruce and Alfred watch "Cobblepot's" address on TV.

PENGUIN

(onscreen)

A ticking time bomb of a costumed
freak who finally exploded last
night, spraying this city with
shrapnel of shame!

Bruce rises. Rolls up a sleeve as he moves to his aquarium.
Sticks in his arm, puts two fingers through the window of a
miniature Wayne Manor. Fish swarm his wrist...

ALFRED

I'm less worried about this ghastly
grotesque... more concerned about
repairing the Batmobile. It's not
as though we can simply bring it
to any old Joe's Body Shop. Is
it, sir?

Bruce pulls out a key. And laughs.

BRUCE

Hey, who let Vicki Vale into the
Batcave? I'm sitting there
working, I turn around, it's like,
"Oh hi, Vick, c'mon in."

Then on to a medieval Iron Maiden set in a corner across
the room. He muses:

BRUCE

Selina ... more facets than Vicki,
huh? Funny, but sort of mysterious...

BRUCE

"Affair" ... yes, maybe ... if
she ...

ALFRED

I think I'll take the stairs.

The spikes retract and the bottom drops out of the Iron
Maiden, as it closes.

INT. THE BATCAVE--DAY

Bruce slides out of a chute, then strolls to a console. He pulls out the CD he'd pocketed last night, and inserts it into a sleek apparatus as Alfred comes puffing downstairs.

Penguin is still posturing, on a large SCREEN down here.

PENGUIN

You ask, am I up here for personal glory? Ha ... I toiled for many years in happy obscurity, beneath your boulevards ... No, the glory I yearn to recapture, is the Glory of Gotham ...!

Alfred, all the while, is manning his own console. He's punches in a command, "Find Frequency", which quickly brings up the read-out "Frequency Found". His next typed command, "Jam Frequency" soon yields the read-out "Frequency Jammed."

Alfred nods to Bruce: time to play. Bruce presses Play.

EXT. GOTHAM PLAZA STAGE--DAY

PENGUIN

How can this be accomplished? I know you're all concerned.

Suddenly his mike goes dead -- but his VOICE keeps RINGING out over the Plaza, somehow.

PENGUIN'S VOICE

Hey, just relax and I'll take care of the squealing, wretched, pinhead puppets of Gotham.

Penguin is stunned.

PENGUIN

Wait a sec -- I didn't say that.

But nobody can hear his unamplified voice, over the recorded one, from last night.

PENGUIN'S VOICE

Ya gotta admit ... I've played this
stinking city like a harp from
hell!

As his Campaign Workers back off the stage, the puffed-up
Oswald Cobblepot reverts to the limping, twisted Penguin.

INT. THE BATCAVE--DAY

Like a sophisticated rap Club DJ, Bruce "scratches" the
CD.

EXT. GOTHAM PLAZA--DAY

The single phrase loudly resounds, again and again, as
Penguin helplessly stands here, lips moving but unheard.

PENGUIN'S VOICE

"This stinking city, stinking
city ..."

Mortified, Penguin spazzes -- looking, for a second, like
a rapper. His performance is greeted with snowballs ...
then a couple of eggs and tomatoes find their way to his
face.

Finally Penguin gallops away from the mike -- bumping into
Max Shreck, who is fighting to get off the platform.

Penguin claws at his mentor, losing a glove in the
process.

PENGUIN

Max! Relax! Josh and Jen'll put
a spin on this. We'll talk it over
tonight, at your costume par--

MAX

(shakes his head)

I think you'd feel out of place at
my party. You see, it's for
winners.

He scrams. Leaving Penguin wiping his face and wondering:

PENGUIN

Why is there always someone who

brings eggs and tomatoes to a
speech!?

When suddenly a posse of livid Gothamites, ripping off their Oswald Cobblepot buttons, come at him like a human wave.

EXT. GOTHAM PARK--DAY

Penguin makes a wild dash through the park, just ahead of the angry mob, barely leaping a park bench. As the Gothamites gain, he turns, FIRING a salvo from his patriotic umbrella. In response, the Park Cops unholster their weapons and shoot back. Penguin saves himself by diving off the storybook bridge -- the very bridge his parents dumped him from, many Christmases ago -- splashing deep into the icy brook.

INT. PENGUIN'S LAIR--DAY

Penguin trudges, head down, out of the abyss of his sewer pipe back into the light of his Lair. Thuds into his Rubber Duck boat and revs it toward the abandoned Arctic island.

Oblivious to his pain, his penguins squawk and play. This brings a dark smile to the Penguin's thin lips.

PENGUIN

My babies ... Did you miss me?

As he docks his Duck, the remaining members of the Red Triangle Circus Gang straggle into the lair through a tunnel of Snow and Ice. The Thin Clown pops into his face.

THIN CLOWN

Great speech, Oswald. The way you told those rubes the score!

Penguin brutally smacks the Clown's skull with his umbrella.

PENGUIN

My name's not Oswald, it's Penguin!
(burst of renewal)
I am not a human being! I'm an
animal! A cold-blooded one.
Crank the a.c.!

He yanks off his tux, rips off his other glove and wiggles his webbed hands, as he rallies his gang.

PENGUIN

I'm glad this happened. I've learned a little somethng: I don't want their "love". Their "love" is false and suffocating. Ah, but their hatred and disgust -- that frees me! Anyway it's too damn muggy up there! Christmas, right? And I'm schvitzing.

The Gang clucks its sympathy. Penguin claps his hands.

PENGUIN

Where's my list!? Bring me the names!

A beat, and then the Knifethrower Dame is here, with Penguin's stack of legal pads he'd filled at the Hall of Records.

PENGUIN

It's time. What I've been waiting for my whole putrid life. They had their chance, they blew it, and now they'll pay ...

Penguin hops around with dark glee, like Rumpelstiltskin.

PENGUIN

Oh, what a colossal bill has come due! Gotham will never forget.

He tears pages from the pad, starts handing them out. The Red Triangle Hoods are reading the names ... "Evan Black, 181 Shepherd Lane"... "Thomas Frankel, 273 Carlton Avenue" ... frankly confused.

PENGUIN

These are the first-born sons of Gotham City! Like I was! And just like me, a terrible fate waits for them.

The surviving Circus Members send up a changed-my-mind CHEER.

INT. THE BATCAVE--NIGHT

Bruce works on the battered Batmobile, rewiring, etc. The TV SCREEN is on ... a press-conference with the Mayor. We catch phrases like "Return to normalcy" and "Seen the last of that hateful charlatan ..."

Now Alfred appears, holding the invitation to tonight's ball -- away from him, as though it smells.

ALFRED

Mr. Wayne ... a reminder: Tonight is that loathsome party, hosted by that odious Mr. Shreck. May we RSVP in the resoundingly negative?

BRUCE

I'm tempted, but ... well ... it is an occasion for celebration, and ... umm ... Selina will probably be there ...

ALFRED

Ah.

(then)

"Who", may I ask, are you going "as"?

BRUCE

(ambiguous smile)

You'll never guess.

INT. THE SPOOKILY REBUILT DEPARTMENT STORE--NIGHT

Max Shreck stands on a platform before a microphone, wearing a scary black leather jacket-and-everything-else-ensemble with a vivid red eye-mask.

MAX

Attention Shoppers...

A SWARM OF PARTY GUESTS laugh appreciatively, also in COSTUME--costumes that are exotic, erotic, evil, and

pretty stupid. An ARMORED KNIGHT lifts his visor to bulge his eyes at this annoying behavior. It is Alfred.

As Max speaks, one takes in the rejuvenated department store, still eerily burnt around the edges. New and glitzy Christmas decorations shine. The whole store has been bathed in seductive nightclub lighting.

MAX

Like this splendid department store, Gotham can quickly bounce back from the tumult of the past days ... So deck the halls, and shake your booties!

A BAND behind Max launches into a sultry headbanger. Guests begin to groove out on a make-shift dance floor.

Max gives a "forgive me?" toast toward the vindicated Mayor who is dressed in a Roman Toga that sprouts a Caesar-style myriad of plastic daggers and fake blood.

Various people are in Batman and Catwoman outfits, including an undulating couple on the dance floor, Josh and Jen. Josh is Catwoman. Jen is Batman.

JOSH

Jen, look over there, but don't stare.

JEN

(staring)
My god. How rude.

They are revealed to be looking at Bruce Wayne strutting down the main aisle, dressed dramatically as.....BRUCE WAYNE. The only one without a costume, Bruce catches some glares from the hedonists. He and Max shake hands, trading chilly smiles.

MAX

Ingenious costume. Let me guess ... Trust-fund goody-goody?

BRUCE

Course you're feeling fine ... You almost made a monster the Mayor of

Gotham City.

MAX

I am the light of this city. And
I am its mean, twisted soul. Does
it really matter who's the "mayor"?

BRUCE

It does to me.

MAX

Yawn.

He drifts off. Bruce considers having the last word, when his attention is diverted to a new guest, entering. It's:

Selina Kyle, dramatically dressed as ... Selina Kyle. She draws the same sour looks as Bruce did. And ignores them, as Bruce did. Gives Bruce a lovely, world-weary smile.

INT. STORE DANCE FLOOR--NIGHT

Chip Shreck is dressed as an old-time football hero, in knickers, etc. He moves, warily, across the floor ...

CHIP

Selina ... Ms. Kyle... May I have
this --

Bruce cuts in and Selina lets him: The band does a ballad as Selina flows into Bruce's arms. They nakedly dance amid the swathed-in-artifice revelers.

BRUCE

Sorry about yesterday ... Some big
deal came together, no, fell
through, and --

SELINA

'S'okay, I had to go home, feed my
cat.

BRUCE

No hard feelings?

Selina presses against her partner. Smiles.

SELINA

Actually ... semi-hard, I'd say.

Bruce blushes, steps back. Selina does a sultry pirouette.

SELINA

There's a big, comfy California King over in Bedding. What say we ...

BRUCE

(ironic)

Y'mean take off our costumes?

SELINA

(sad laugh)

Guess I'm sick of wearing masks ...

BRUCE

Same here. So why'd you come tonight?

SELINA

You first.

Bruce presses close to her again.

BRUCE

To see you.

He waits for a response. Selina pauses, then:

SELINA

That's lovely and I really wish I could say the same, but ... I came for Max.

At first, Bruce doesn't understand.

BRUCE

You don't mean ... you and Max ..?

Selina gives a harsh laugh, shakes her head.

SELINA

This and Max.

She discreetly pulls a little derringer from her evening bag. Shocked, Bruce pushes it back in her bag.

INT. THE SEWER BELOW THE STORE--EVENING

The spooky ballad wafts into a sewer below the Store. The lights of the party radiate through the grate of a ventilator shaft. Rising into this strange mix of music, light, and slime is Penguin's Rubber Duck. On its scissor-lift, it continues to climb, at first revealing Four Penguin Shock Troops, in bizarre headgear, missiles pointed straight up.

INT. STORE--DANCE FLOOR--NIGHT

Bruce and Selina continue to dance, emotions rising.

SELINA

Now don't give me a killing-Max-won't-solve-anything speech, because it will. Aren't you tired of this sanctimonious robber baron always coming out on top? When he should be six feet under?

BRUCE

Jesus, Selina, you're not the judge or the jury... I mean, just who do you think you are?

SELINA

I don't know anymore, Bruce ...

They glide together beneath a piece of hanging mistletoe, and she gives a soft, almost regretful kiss. And laughs.

SELINA

A kiss under the mistletoe. Mistletoe can be deadly, if you eat it ...

BRUCE

But a kiss can be even deadlier, if you mean ... it.

And suddenly it hits them -- what? No! Can it be?

BRUCE
You're ... her?

SELINA
You're ... him?

Bruce tenderly, carefully undoes the cuff of Selina's blouse and pulls back her sleeve. Feels:

BRUCE
The burn I gave you.

Meanwhile Selina's hand explores under Bruce's shirt, finds:

SELINA
The puncture wounds I gave you.
(wearily)
Oh god ... does this mean we have
to start fighting now?

Bruce's answer is to hold her tight. He's scared, so is she.

SELINA
... What do we do?

BRUCE
I don't know. Till we figure it
out, let's ... let's keep dancing.

That works for Selina. They sway on, to the haunting song.

Alfred is standing next to Commissioner Gordon, watching.

GORDON
A darling couple.

ALFRED
Yes, made for each other ...

Abruptly a square of dance floor EXPLODES, sending Bruce, Selina, Chip, Max, Josh, Jen, Alfred, Gordon, et al, sprawling.

Erupting up from the sizzling hole is Penguin, in his Rubber Duck. In addition to the Four Penguins, he's brought the Organ Grinder with his Gatling gun. The Revelers SHRIEK as the Organ Grinder introduces his boss:

ORGAN GRINDER

Yes, Virginia, there is an anti-Christ!

PENGUIN

You didn't invite me, so I crashed!

Once again, the Mayor steps forward.

MAYOR

What do you want ... "Penguin"?

PENGUIN

Nothing from you ... "Putz".

He pushes the Mayor out of the way. And announces, to the horrified throng:

PENGUIN

Right now, my troops are fanning out across town, for your children ...

(over gasps)

Yes, for your first-born sons ... The ones you left helpless, at home, so you could dress up like jerks, get juiced on Max's Shreggnog...

As those closest to the bomb blast dazedly pick themselves up off the dance floor ...

PENGUIN

I've personally come for Gotham's favorite son ... Mr. Chip Shreck!

The Organ Grinder grabs a struggling Chip holding him with an ornate handgun.

A woozy Selina turns, to her dance partner:

SELINA

Bruce ... we have to do someth ...

Then trails off. Bruce has slipped away, in the confusion.

Penguin crows, as Chip is hustled over to the Rubber

Duck:

PENGUIN

You're coming with me, you Great
White Dope! To die, way down in
the sewer!

MAX

Not Chip! Please! Penguin ...
If you have one iota of human
feeling, you'll take me instead.

PENGUIN

I don't. So, no.

MAX

(grabs Penguin's coat)
I'm the one you want! Penguin,
please! Ask yourself: Isn't it
Max Shreck who manipulated and
betrayed you? Isn't it Max, not
Chip, whom you want to see immersed
up to his eyeballs in raw sewage?

PENGUIN

(removing Max's hands)
Okay, you have a point. Plus, the
hysterics are getting on my nerves.

Then barks:

PENGUIN

Let Knute Rockne live. For now.

The Organ Grinder frees Chip, grabs Max. Forces him into
the Rubber Duck. Penguin jumps in after them.

As the Rubber Duck swooshes back down into the hole, the
penguins cover the escape by firing a smokey volley:

Smoke bombs ... that create massive, coughing chaos ...

EXT. GOTHAM CITY - NIGHT (MONTAGE)

The Red Triangle Gang sweeps the city for its first-born
sons.

1. A Darling Little Boy sits at the window-sill, dreamily staring out. Suddenly a CLOWN pops up, into view.

DARLING LITTLE BOY

Finally. The tooth fairy ... What do I get?

We see he's lost a front tooth.

CLOWN

Why, the ride of your life. Hey c'mon, little guy ...

The Clown reaches out a hand. The Boy eagerly steps up onto the sill, then disappears into the night ...

2. A cute bathroom. Sheep, daisies, and the Alphabet adorn the walls. A Toddler is standing here, making faces at himself in the mirror, and giggling. OS, we hear:

NANNY'S VOICE

Billy ... If you're not brushing, I'll tell your Mama ...

Suddenly, in the mirror, the Organ Grinder appears, monkey scampering across his shoulders. The Toddler starts to scream, but the Organ Grinder clamps a huge hand over his mouth --

3. A plush nursery. An Infant boy peacefully sleeps in a custom-wood crib. An Acrobat-Thug quietly vaults through the window. Scoops up the infant, vaults out as an alarm WAILS, but the Infant sleeps on --

The montage quickly accelerates: a swift succession of sleeping, bundled babes handed through windows, doors ...

INT. LAIR - NIGHT

Penguin impatiently waits, pacing as he twirls two identical long, elegant umbrellas.

PENGUIN

Ooh, this is gonna be good...

He turns to Max, confined to a cage half-submerged in goo, clutching a tattered blanket against the cold.

PENGUIN

To cut down a whole crop of
Gotham's most promising, before
their prime...

He gestures at a brown-ish gurgling subterranean lake.

PENGUIN

How do I lure 'em in, you ask?

He pops one of the umbrellas at Max, who flinches.

PENGUIN

Little "Pied Penguin" action...

The umbrella is wickedly charming... open, it's a mini-merry-go-round, playing the "Penguin Theme" in a hauntingly childlike rinky-dink style. Penguin shows, with a happy prance, how he'll use it to lead the kids to their doom.

PENGUIN

And you get to watch them all sink,
in a deep puddle of your industrial
by-products. Then you join them.
Tragic irony or poetic justice?
You tell me.

We DISSOLVE from the twirling merry-go-round umbrella to a WAGON-WHEEL, turning ... then WIDEN to REVEAL:

EXT. "CIRCUS TRAIN" - NIGHT

The lead circus wagons in a long caravan of wagon, winding through Gotham's dark and empty streets. The wagons are barred, more heavily than in Dumbo. Reminiscent, in fact, of Penguin's playpen of yore. The sides painted with the faded, peeling Red Triangle Circus logo. Through the heavy bars, we glimpse a little pair of hands, a pair of frightened eyes ... HEAR the occasional CRY of a cold or thirsty baby.

At the wheel sits the Organ Grinder, impatiently petting his monkey. Now he barks, at his unseen subordinates:

ORGAN GRINDER

Would'ya hurry up loading those
kids already..?

A shadow falls... The silhouette of a caped figure...
Batman reaches down and yanks the Organ Grinder UP out
of frame!

INT. LAIR - NIGHT

As a silent, despairing Max Shreck and a manic, amused
Thin Clown look on, Penguin practices his balletic walk
over to the toxic lake, waving his merry-go-round
umbrella with its tinkly THEME.

PENGUIN

(dry run)

This way, kiddies ... Jump right in!

Now the Organ Grinder's monkey appears at the top of the
stairs, holding something. As he scampers down:

PENGUIN

So ... Where're the kids? Don't
tell me they stopped at McDonald's ..?

THIN CLOWN

Boss ... he's got a note!

Indeed, the monkey waves a little piece of stationary,
which Penguin snatches from him. And reads:

PENGUIN

"Dear Penguin: The children
regret they're unable to attend.
Have a disappointing day. Batman."

Penguin is working to control his rage. He glares at the
hopping, dancing monkey, and reminds himself:

PENGUIN

You're the messenger. It doesn't
make sense to shoot the messenger.

The other long umbrella is a semi-automatic. Now Penguin
swivels, and sprays the Thin Clown with bullets.

INT. ELSEWHERE IN THE LAIR--NIGHT

Penguin militarily struts as he addresses his legion of penguins. They're wearing eerie headgear. On each one's back is strapped a large bazooka.

PENGUIN

My penguins ... We stand at a great threshold. It's okay to be scared. Many of you won't be coming back ...

He's choked up. He has to pause, compose himself.

PENGUIN

Thanks to Batman, the time has come to punish all God's chillun ... first, second, third and fourth-born, why be biased? Male and female ... hell, the sexes are equal with their erogenous zones blown sky-high ...

In this area are TV monitors scavenged from the Arctic World info-pavilion and other technology cannibalized from the old exhibit. Today the screens show various angles of the sleeping city. The Fat Clown mans the controls.

PENGUIN

Forward, march! The liberation of Gotham has begun!

The Penguin Army, on remote control, swivels in unison and splashes toward the big open sewer pipe.

Behind them, Penguin dries his eyes and gloats:

PENGUIN

The Grinch just stole Christmas. I'm gonna kill it, barbecue it, chop it up and chew its bones!

INT. A SEWER--NIGHT

All is quiet in a musty sewer. Then a buzzing noise is faintly heard, and suddenly Batman plows at the viewer,

driving a sleek, dark vehicle that is part boat, part jet-ski. The Bat Boat slaloms up the side of the sewer pipe to avoid colliding with:

A division of penguin Commando Bombers, marching in unison. Their headgear clicks and whirs.

EXT. GOTHAM CITY STREET--NIGHT

Another squadron of penguin mercenaries pours out from an open sewer grate and continues to march in eerie formation through a deserted city street.

INT. THE SEWER--NIGHT

As he rockets ahead, Batman communicates through a strange phone device:

BATMAN

I'm homing in on the signal's origin...

INT. BATCAVE - SAME TIME

Alfred is poised at the same console at which he'd jammed Penguin's speech.

ALFRED

Ready when you are, sir.

INT. THE SEWER OF BATMAN--NIGHT

Batman motors further...

BATMAN

Got the coordinates. They're --

Two penguins suddenly appear before Batman, firing their payloads. Batman savagely curls his boat all the way up the oval pipe until he is momentarily upside down. He swooshes back down past the penguins and the twin explosions.

BATMAN

As I was saying...

INT. THE LAIR--NIGHT

Penguin stands in front of a screen, watching his army waddle down the street. Then gleefully rubs his hands as the Fat Clown starts the countdown, off a big clock:

FAT CLOWN

Ten, nine...

PENGUIN

The Christmas Eve of Destruction -- !

FAT CLOWN

... eight, seven...

PENGUIN

("sweetly" sings)

Silent night, violent night...

FAT CLOWN

(sings along)

All is shrill, all is blight...

EXT. GOTHAM STREET LEADING TO PLAZA--NIGHT

The vanguard penguin division stops. Gotham Plaza, heavily populated, looms ahead. As one, the penguins bend forward, angling their bazookas for maximum destruction.

INT. BATCAVE - SAME TIME

The last of the coordinates crackles over Alfred's headset.

BATMAN (V.O.)

... 28 degrees west. Shall we?

ALFRED

(punching buttons)

Let's dance. Sir.

The read-out reads: FREQUENCY JAMMED.

EXT. THE REGIMENT OF PENGUINS--NIGHT

The Penguins' headgear begins to whine and rattle.

The penguins simultaneously turn and trot away from the

Plaza.

INT. THE LAIR--NIGHT

Penguin is glued to the screens, elated at a Gotterdammerung that's only seconds away.

PENGUIN

Ah, Gotham. You wouldn't put me on a pedestal, so I'm laying you on a slab!

Meantime the Fat Clown is frantically punching the controls.

FAT CLOWN

Well, um... funny thing, your penguins... they're not responding to the launch command. Fact they're kind of turned around now... Like someone jammed our signal...

PENGUIN

But who could've ... no, don't say it.

FAT CLOWN

My lips are sealed.

Penguin punches up the controls so the image of Batman plowing through the sewers is spread out across the screens in Cinerama.

PENGUIN

I'm starting... just starting... to lose my temper, now.

EXT. GOTHAM PARK - NIGHT

The Penguin army advances, en masse. The Old Zoo looms in the distance.

INT. THE LAIR--NIGHT

Penguin grabs the nearest umbrella and jumps into his Rubber Duck.

The Fat Clown rushes forward to join him but Penguin heedlessly slams his vehicle into his former cohort -- catapulting his huge carcass across the lair where it lands with a definitive THUD in front of Max's cage.

Penguin steers his Duck for stairs -- then rides it all the way up the stairs, and out of the lair.

Meantime Max reaches out and grabs a key off the Fat Clown's key-ring, releasing himself. Then creeps out of his cage. He pauses to swipe the gun from the Fat Clown's holster and stashes it in his back pocket. Then starts to dash off when a familiar cat 'o nine tails SNAPS into FRAME, coils around his ankle and drags him OFF-SCREEN.

INT. SEWER - NIGHT

As Batman thunders up the pipe toward the lair, he hears a BLEEP. The screen on his console shows a thermal image -- shaped like a duck -- heading for the surface.

Batman has just reaches a fork in the sewer pipes. At the last second he spins the wheel, steering into the pipe that angles up.

EXT. ARCTIC WORLD--NIGHT

Penguin grandly plows around a corner with a victorious laugh --

Simultaneously the Bat-boat comes crashing through the top of Arctic World --

Penguin stops laughing as he looks up and sees the Bat-boat in mid-air --

It crash-lands on top of Penguin's Rubber Duck!

A beat of silence. Stillness. Batman, dazed, pops open his cockpit and alights, looking for Penguin. For Penguin's corpse perhaps ... pinned inside his Rubber Duck ... when:

From out of frame, a shrill and frenzied Penguin springs at Batman! His legs wrapped around the Caped Crusader's

neck, the beast savagely gouges (with his umbrella-tip) and pecks (with his beak)! Snarling, as he attacks:

PENGUIN

I think you're jealous that I'm a genuine freak, and you have to wear a mask!

BATMAN

Maybe you're right.

Penguin jumps down, off Batman.

PENGUIN

But in the end all that counts, is:
Who's holding the umbrella?

He activates his umbrella -- a long blade protrudes. In response, Batman pulls out his weapon: a palm-sized multi-colored button (like the one that lit the Gotham Plaza Christmas tree). A stand-off. But now, over Batman's shoulder, Penguin sees:

Standing here -- what the hell are they doing here? -- his poker-faced Penguin commandos.

PENGUIN

My babies ...

Batman turns to look -- and Penguin lunges with his umbrella-sword. Batman swipes at it, dropping his button-weapon in the process.

Cackling, Penguin snatches it up. Aiming it at Batman, he vengefully presses the button.

Suddenly an insane family of bats billows out of breakaway panels in the Batboat and thunders straight at the Penguin.

PENGUIN

Ah, you brought your in-laws. I'm sure, once you get to know them --

He tries to swat them away with his umbrella, but the bats besiege Penguin, biting and screeching as they send him reeling back and down, shattering through the

observation window.

INT. THE LAIR - NIGHT

Penguin spectacularly twirls down into his lair, bats tearing at him all the way, until he splashes down into the moat.

EXT. ARCTIC WORLD - NIGHT

Batman, at the Observation window, looks down. Penguin is submerged, but he can see the struggling Catwoman and Max.

Simultaneously the Penguin Army -- headgear clacking, back on schedule -- launches its payload.

Batman, standing between them and the old zoo, now looks up at the magnificent trajectory of missiles overhead ...

EXT. ZOO GROUNDS--NIGHT

The grand panorama of rotten zoo cages and decayed Expo-
tecture is mightily laid to glorious waste in a symphony
of fireballs.

INT. THE LAIR--NIGHT

Flaming debris from the big bombs has devastated the
floe, melting most of the ice, and blasting the odd chunk
out of the warmed-up water.

Revealed in her arousingly tattered costume, Catwoman
is dragging Max by his neck toward the Lair's ominously
buzzing electrical generator.

MAX

I don't know what you want, but I
know I can get it for you with a
minimum of fuss. Money, jewels, a
very big ball of string...

CATWOMAN

Your blood, Max.

MAX

My blood? I ... I gave at the

office.

CATWOMAN

A half-pint. I'm talking gallons.

EXT. ARCTIC WORLD - NIGHT

Batman darts to the Observation window and looks down at the struggling Catwoman and Max below.

He hooks a grapple to the edge of the glass.

INT. THE LAIR--NIGHT

Catwoman continues to drag a balky Max toward the generator.

MAX

Let's make a deal. Other than my blood, what can I off--

CATWOMAN

Sorry, Max. A die for a die.

MAX

Either you've caught a cold, or you're planning to kill me.

Batman does a slide down the grapple that ends in a graceful touchdown. Max crawls toward him.

MAX

You're not just saving one life, you're saving a city and its WAY of life.

Batman heaves a kick into Max that sends him sailing against the generator.

BATMAN

First you're gonna shut up. Then you're gonna turn yourself in.

CATWOMAN

Don't be naive. The law doesn't apply to people like him! Or us --

BATMAN

Wrong on both counts.

He tries to grab Max, but Catwoman makes a lunge for Batman's abdomen sending him reeling. He picks himself up, then, talking in a calming, soothing way:

BATMAN

Why are you doing this? Let's just take him to the police, then go home together ...

She's still for a moment, considering.

BATMAN

Don't you see, we're the same... split down the middle... please...

Batman rips off his mask, looks straight at her.

CATWOMAN

Bruce, I could live with you in your castle forever. Just like in a fairy tale.

She leans forward as for a kiss. Batman touches her face about to rip off her mask. But she whips back, lashing out at him, kicking him, sending him stumbling backward.

CATWOMAN

I just couldn't live with myself. So don't pretend this is a happy ending.

Max, recovering, pulls out the Organ Grinder's gun.

MAX

Selina! Selina Kyle!? You're fired! And Bruce -- Bruce Wayne! Why are you dressed up as Batman?

CATWOMAN

He is Batman, you moron.

MAX

(raising the gun again)

Was.

Max squeezes off a shot at Batman as he rises, nicking the Caped Crusader's neck. Now Max swings the gun toward Catwoman -- who sexily saunters right at him.

CATWOMAN

You killed me, Batman killed me,
Penguin killed me. Three lives
down. Got enough bullets to
finish me off?

MAX

One way to find out?

He fires a shot, that rips into her arm. And another, that smashes into her leg. Still coming, she pulls off her hood.

SELINA

Four, five. Still alive.

Batman rips off his own mask and woozily holds his bleeding neck. He's on his knees, dizzy and weak ...

BRUCE

Selina ... please, stop ...

Max shoots her other leg and the hand holding the stungun, blowing away the barrel. Selina's left gripping a sparking gun-butt. She hobbles forward.

SELINA

Six, seven, all good girls go
to ...

Max pulls the trigger. But he's shot his wad.

SELINA

Hmm, two lives left. Think I'll
save one for next Christmas.
Meantime how 'bout a kiss, Santey
Claus?

A panicked Max has backed against the generator.

CATWOMAN

You're the light of Gotham City?
So be the light of Gotham City!

Selina shoves the sparking half-a-stun-gun into her mouth like a suicidal pacifier, then grabs Max in a close embrace.

MAX
(seriously weirded)
What're you --

She plunges her steel talons into an open fusebox and gives Max a stunning kiss! Their bodies briefly buck together before getting lost in a dense display of crackling sparkage.

EXT. GOTHAM PLAZA--NIGHT (SAME TIME)

The lights of the city vividly flash on and off, a vision that Max had prophesied ...

The Batm Beacon eerily winks against the sky.

The grand Christmas Tree brilliantly blinks. Now we see that the Plaza is filled with ecstatic Parents, reunited with dazed and delighted Children ...

INT. THE LAIR--NIGHT

Catlike screams of joy waft out off the mysterious mist of wattage.

BRUCE
Se-li-na Kyle...

Bruce frantically searches the thickening mist... but finds only Max's body, not Selina. He stumbles back, as:

Penguin rises like a wraith behind him, soaking and bleeding and sweating. Wiping his brow and gasping for breath, he stumbles toward the shorted-out compressor, using his long, elegant umbrellas for support.

PENGUIN
(pants)
Gotta crank the a.c. Stuffy in

here.

He drops one umbrella. With his free flipper, Penguin vainly twiddles the singed dials. Nothing -- the unit's kaput. Fiery rubble continues to rain down on the lair, raising the temperature even higher. penguin turns away in defeat from the busted air-conditioner. And sees:

A stone-faced Bruce/Batman standing here, pitilessly watching.

PENGUIN

Without the mask you're drop-dead handsome. So, drop dead.

With great effort, he raises his elegant umbrella. And fires it. No ... not quite. It's the merry-go-round.

PENGUIN

Shit. Picked the cute one.
Heat's gettin' to me ...

Penguin reaches down for the other umbrella ... the deadly one ... the one that Bruce/Batman is holding.

PENGUIN

Hey. You ... wouldn't blow away
an endangered bird ...

He desperately tugs at his collar a la Rodney. His face is turning a deep, pre-coronary scarlet ...

Bruce/Batman wordlessly raises the umbrella and aims it between Penguin's eyes.

Penguin pivots. Starts waddling away. Huffing, puffing ...

PENGUIN

You wouldn't shoot me in the back ...
would'ya ..?

Bruce/Batman never takes the gun/umbrella off Penguin ...

Who is waddling, slower and with greater difficulty, toward the once-icy, now-nearly-melted moat.

PENGUIN

I'm overheated, is all ... I'll
murder you, momentarily ...

With a last ounce of strength he pulls open his collar.

PENGUIN

But first, a cool drink ...

Then one more step ... and he bellyflops in front of
one glistening, beckoning chunk of ice that was blown
out of the water.

PENGUIN

Of ice-water ...

One flipper feels for the block of ice ... it's just an
inch away ... And then the flipper falls.

Penguin belongs to the ages.

A beat, then Bruce/Batman sets down the deadly umbrella
and silently watches, slightly awed:

In death, as in birth, the Four Elder Gray Bellied
Emperor penguins surround their fallen disciple. Then,
like pallbearers, they lift Penguin's body with their
beaks and mournfully bear him away, into darkness.

EXT. GOTHAM PLAZA--NIGHT

The bat beacon light, the city lights, and the Christmas
tree lights continue to flash in wondrous syncopation.
The Carolers begin singing again.

EXT. CITY HALL--NIGHT

The Mayor, his staff, and Commissioner Gordon, out of
their costumes, look up at the flashing bat signal.

GORDON

Think he'll ever forgive us?

MAYOR

Probably not. But he'll always
help us.

EXT. WAYNE ROLLS-ROYCE--NIGHT

Alfred drives. As the limo zips past Gotham Plaza, Bruce soulfully gazes out at the celebrants.

BRUCE

(numb)

I guess this mean we won.

ALFRED

Yes, I suppose that we did.

He turns, taking a short-cut away from the crowds, through a dark back alley ...

ALFRED

Well ... Come what may... Merry Christmas, Mr. Wayne.

BRUCE

Right. Sure. And "Peace on earth, good will toward men."

Suddenly he's brought up short by a loud meow. Bruce glances behind him ...

In time to see the shadow of something dart from the street into an alley. Was it just a cat ..? Or something taller, shapelier?

Bruce shivers.

BRUCE

And women.

TILT UP. In the night sky, the Bat beacon blinks on ... then off, on then off, as we move closer and closer, till Batman's symbol fills the screen ... on, then off --

AND CUT TO BLACK.

THE END

