

THE DARK KNIGHT

by
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Story by
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Batman created by
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T H E D A R K K N I G H T

BURNING. Massive flames. A dark shape emerges- The BAT SYMBOL. Growing. Filling the screen with BLACKNESS.

CUT TO:

DAYLIGHT. Moving over the towers of downtown Gotham... Closing in on an office building... On a large window... Which SHATTERS to reveal-

INT. OFFICE, HIGH RISE -- DAY

A man in a CLOWN MASK holding a SMOKING SILENCED PISTOL ejects a shell casing. This is DOPEY. He turns to a second man, HAPPY, also in clown mask, who steps forward with a CABLE LAUNCHER, aims at a lower roof across the street and FIRES a cable across. Dopey secures the line to an I-beam line- CLAMP on- sends a KIT BAG out then steps OUT the window...

EXT. HIGH-RISE -- DAY

...into space. The men SLIDE across the DIZZYING DROP... landing on the lower roof across the street.

EXT. DOWNTOWN GOTHAM -- DAY

A MAN on the corner, back to us, holding a CLOWN MASK. An SUV pulls up. The man gets in, puts on his mask. Inside the car- two other men wearing CLOWN MASKS.

GRUMPY

Three of a kind. Let's do this.

One of the Clowns looks up from loading his automatic weapon.

CHUCKLES

That's it? Three guys?

GRUMPY

There's two on the roof. Every guy is an extra share. Five shares is plenty.

CHUCKLES

Six shares. Don't forget the guy who planned the job.

GRUMPY

Yeah? He thinks he can sit it out and still take a slice then I get why they call him the Joker.

Grumpy cocks his weapon. Bozo pulls the car over in front of the GOTHAM FIRST NATIONAL BANK.

EXT. ROOFTOP, BANK -- CONTINUOUS

Dopey PRIES open an access panel-

HAPPY
Why do they call him the Joker?

DOPEY
I heard he wears make-up.

HAPPY
Make-up?

Dopey pulls out thick bundles of blue CAT 5 cables.

DOPEY
Yeah. To scare people. War paint.

EXT. BANK -- CONTINUOUS

Grumpy, Chuckles and Bozo get out of the car and march into the bank CARRYING ASSAULT RIFLES-

INT. BANK -- DAY

The Security Guard looks up- Grumpy FIRES into the ceiling. Customers SCREAM. Chuckles CRACKS the Security Guard.

As Grumpy and Bozo round up the hostages, one of the TELLERS presses a button mounted beneath her window- a SILENT ALARM.

EXT. ROOFTOP -- DAY

Dopey watches the alarm PING his handheld.

DOPEY
Here comes the silent alarm.
(touches a button)
And there it goes. That's funny. It didn't dial out to 911- it was trying to reach a private number.

Behind him, Happy RAISES his silenced HANDGUN.

HAPPY
Is it a problem?

DOPEY
No, no. I'm done here.

Happy SHOOTS. Dopey SLUMPS. Happy picks up his bag and FORCES OPEN the roof access door...

INT. STAIRWELL, BANK -- DAY

...and speeds down the stairs, to the basement. He SLAMS open the door...

INT. VAULT ROOM, BANK -- DAY

...and comes face to face with a huge VAULT.

INT. LOBBY, BANK -- DAY

Bozo and Grumpy move down the line of hostages- Bozo hands each Hostage OBJECTS from a bag. A GRENADE. Grumpy follows, PULLING THE PINS.

GRUMPY

Obviously, we don't want you doing anything with your hands other than holding on for dear life.

BLAM. Chuckles is BLOWN OFF HIS FEET- Grumpy and Bozo DIVE for cover- the Bank Manager steps out of his office, SHOTGUN in hand. Hostages SCRAMBLE, CLINGING their grenades...

INT. VAULT ROOM, BANK -- DAY

Happy CLAMPS a DRILL to the vault- the bit SPINS- SLIDES into the metal door- a BOLT of ELECTRICITY RIPS THROUGH THE DRILL, THROWING HAPPY TO THE FLOOR-

INT. LOBBY, BANK -- DAY

Grumpy and Bozo cower as the Bank Manager FIRES again.

GRUMPY

He's got three left?

Bozo raises TWO fingers. Grumpy squeezes off a SHOT. The Bank Manager FIRES. FIRES again. Grumpy looks at Bozo, who nods. Grumpy JUMPS UP.

The Bank Manager FIRES- Grumpy GRUNTS as buckshot CLIPS his shoulder. FALLS. The Bank Manager moves in for the kill, FUMBLING for new shells. Bozo STANDS- SHOTS him.

Bozo picks up the shotgun. Grumpy checks his wound- it's superficial. He struggles to his feet.

GRUMPY

Where'd you learn to count?!

Bozo's mask stares him down. Grumpy heads for the stairs in the back. Bozo starts loading fresh shells into the shotgun.

BANK MANAGER

You have any idea who you're stealing from? You and your friends are dead.

Bozo looks down at him. Says nothing.

INT. VAULT ROOM, BANK -- DAY

Happy at the vault door, barefoot, turning the tumblers with hands stuffed into his SNEAKERS. Grumpy walks in.

HAPPY
They wired this thing up with 5,000 volts. What kind of bank does that?

GRUMPY
A mob bank. Guess the Joker's as crazy as they say.

Happy shrugs. Grips the WHEEL BOLT and SPINS it.

GRUMPY
Where's the alarm guy?

HAPPY
Boss told me when the guy was done I should take him out. One less share.

GRUMPY
Funny, he told me something similar...

Happy FREEZES. The wheel SPINS to a STOP- the vault DOOR CLUNKS OPEN- Happy GRABS for his weapon- SPINS to see Grumpy SHOOT. Grumpy steps over Happy into the vault...

INT. VAULT, BANK -- DAY

...which is filled with an eight-foot MOUNTAIN OF CASH.

INT. LOBBY, BANK -- DAY

Grumpy walks into the lobby, straining under several DUFFELS filled with cash. He DUMPS them. Looks at Bozo. LAUGHS.

GRUMPY
C'mon, there's a lot to carry...

INT. LOBBY, BANK -- DAY

Bozo walks back into the lobby with two more DUFFELS. Sets them down on an ENORMOUS PILE. Grumpy looks at it.

GRUMPY
If this guy was so smart he would have had us bring a bigger car.

Grumpy JABS his pistol in Bozo's back. Takes his weapon.

GRUMPY
I'm betting the Joker told you to kill me soon as we loaded the cash.

BOZO
 (shakes head)
 No. I kill the bus driver.

GRUMPY
 Bus driver? What bus-

Bozo steps backwards. SMASH. Hostages SCREAM as the TAIL END OF A YELLOW SCHOOL BUS ROCKETES through the front of the bank, SLAMMING Grumpy into the teller's window.

Bozo picks up Grumpy's weapon. Another clown OPENS the rear door of the bus. Bozo SHOOTS him. Then loads the bags onto the bus. The wounded Bank Manager watches him. In the distance: SIRENS.

BANK MANAGER
 Think you're smart, huh? Well, the guy who hired you's just do the same to you...

Bozo slowly shakes his head.

BANK MANAGER
 Sure he will. Criminals in this town used to believe in things...

Bozo turns back to the Bank Manager. Crouches over him.

BANK MANAGER
 Honor. Respect. What do you believe, huh? What do you bel-

Joker slides a GRENADE into the man's mouth. A PURPLE THREAD is knotted around the pin.

THE JOKER
 I believe that what doesn't kill you...

Bozo PULLS off his MASK. The Bank Manager GASPS. In the reflections of the glass DEBRIS behind the Bank Manager we see GLIMPSES of a SCARRED MOUTH and CLOWN MAKEUP. THE JOKER.

THE JOKER
 ...simply makes you stranger.

The Bank Manager's eyes go wide. The Joker rises, strolls towards the bus, the purple thread attached to the grenade pin UNRAVELLING FROM THE PURPLE LINING of his jacket as he walks. The Joker climbs into the bus, SHUTS the rear door, TRAPPING THE PURPLE THREAD...

EXT. SCHOOL, GOTHAM -- DAY

Kids pour out, heading onto a long line of school buses.

INT. BANK -- CONTINUOUS

As the bus pulls out, the purple thread PULLS THE PIN-
hostages scream and scurry away from the Bank Manager, who
shakes with fear as, with a FIZZ, the grenade does not
explode, but SPEWS RED SMOKE.

EXT. BANK -- DAY

The School Bus pulls free of the Bank wall and pulls out onto
the street, SLIDING INTO THE LINE OF IDENTICAL BUSES HEADING
PAST THE BANK. The buses trundle past COP CARS racing up the
street... and we-

CUT TO:

EXT. MOVING OVER GOTHAM -- NIGHT

From the top of a brick building a SHAFT OF LIGHT comes on.

EXT. VARIOUS LOCATIONS -- CONTINUOUS

A PATROLMAN looks up at the BAT-SIGNAL. Smiles. A DEALER
standing beside a car spots the signal. Steps back.

DEALER

No, man. I don't like it tonight.

BUYER

What're you, superstitious? You got
more chance of winning the powerball
than running into him...

INT. MAJOR CRIMES UNIT, GOTHAM CENTRAL -- NIGHT

DETECTIVE RAMIREZ, female, rookie detective, 30's, makes
coffee, watching a news show on the television.

ON SCREEN: The host, MIKE ENGEL, lays into the MAYOR.

ENGEL

*Mr Mayor, you were elected on a
campaign to clean up the city... when
are you going to start?*

MAYOR

Well, Mike-

ENGEL

*Like this so-called Batman- a lot of
people say he's doing some good
that criminals are running scared...
but I say NO. What kind of hero
needs to wear a mask? You don't let
vigilantes run around breaking the
law... where does it end?*

(MORE)

ENGEL (cont'd)
Yet, we hear rumors that instead of trying to arrest him the cops are using him to do their dirty work.

MAYOR
I'm told our men in the Major Crimes Unit are close to an arrest.

RAMIREZ
 Hey, Wuertz- the Mayor says you're closing in on the Batman.

WUERTZ looks up, listless. Crumples up a paper.

WUERTZ
 The investigation is ongoing.

He throws the paper at the trash. It rebounds off a board headed 'BATMAN: SUSPECTS.' Lined with pictures: Abraham Lincoln. Elvis. The Abominable Snowman.

EXT. ROOFTOP, MAJOR CRIMES UNIT -- NIGHT

Ramirez comes out onto the roof. LIEUTENANT GORDON sits by a SEARCHLIGHT. She hands Gordon a cup of coffee.

RAMIREZ
 Ever intending to see your wife again, Lieutenant?

GORDON
 I thought you had to go look after your mother, detective.

RAMIREZ
 They checked her back into hospital.

GORDON
 I'm sorry.

RAMIREZ
 (making light)
 Least there she's got someone round the clock. Unlike your wife.
 (looks at bat-signal)
 He hasn't shown?

Gordon gets up. Looks into the sky at the bat-signal.

GORDON
 Often doesn't. But I like reminding everybody that he's out there.

RAMIREZ
 Why wouldn't he come?

GORDON
 Hopefully... Because he's busy.

EXT. PARKING GARAGE -- NIGHT

Two black SUV's pull onto the top floor. A large man emerges-- the CHECHEN. A BODYGUARD points at the sky. The Chechen peers up at the BAT-SIGNAL. Shrugs.

CHECHEN
That's why we bring dogs.

BODYGUARD 2 opens the back door-- three enormous ROTWEILERS emerge, GROWLING. The Chechen crouches, KISSING the dogs.

CHECHEN
My little princes...
(to bodyguards)
The Batman's invisible to you
fools... but my little princes...
they can find human meat in complete
darkness.

The Chechen moves to the second SUV, reaches in and DRAGS out a skinny, wild-eyed JUNKIE by his hair.

JUNKIE
(babbling)
No! No get 'em off me! Off me!

The Chechen drags the Junkie towards a battered white van. The van's REAR DOORS OPEN... two armed THUGS emerge, carrying BARRELS... a third hovers in the dark interior.

CHECHEN
Look! Look what your drugs did to my
customers!

VOICE (O.S.)
Buyer beware...

The figure emerges: SCARECROW. Wearing his mask.

SCARECROW
I told your man my compound would
take you places. I never said they'd
be places you wanted to go.

CHECHEN
My business is repeat customers.

SCARECROW
If you don't like what I have to
offer, buy from someone else.
Assuming Batman left anyone else to
buy from.

The Chechen frowns. THE DOGS START BARKING.

BODYGUARD
 (nervous)
 He's here.

A BURLY THUG at the periphery is suddenly SUCKED into the darkness. In his place a shadow straightens, revealing POINTED BAT-EARS against the glittering skyline.

CHECHEN
 Come on, sonofbitch- my dogs are hungry, pity there's only one of you...

A BODYGUARD to the side DISAPPEARS with a scream, and a SECOND BAT-SHADOW appears.

The Chechen looks taken aback. Three more BAT-SHADOWS appear... even the dogs stop growling.

BOOM! A hole appears in the SUV next to the Chechen. The first bat-shadow steps into the light carrying a SHOTGUN.

CHAOS as men scatter and the rooftop erupts in GUNFIRE. The Chechen TURNS as he hears one of his men SCREAM.

CHECHEN (CONT'D)
 Loose the dogs!

A Bodyguard releases the DOGS- they RACE, SALIVATING, into the darkness...

The Dogs RACE towards a Bat-Shadow- the first dog LEAPS, gets its JAWS around the Bat-Shadow's throat...

Scarecrow ducks behind the van- holes PUNCHED in the side by shotgun blasts right behind him. He starts to climb into the driver's seat-

The muzzle of a shotgun is pressed to the back of his head- a bat-shadow is behind him- he SPRAYS him with FEAR TOXIN- the bat-shadow collapses to the ground, SCREAMING. The Cechnyan, cowering from gunfire, looks down at him.

SCARECROW
 Not the real thing.

CHECHEN
 How you know?

SCARECROW
 We're old friends.

A HUGE BLACK SHAPE SLAMS down onto a row of parked cars. The BATMOBILE.

SCARECROW
 That's more like it.

The Chechen's men BLAST away at the front of the car: the bullets SPARK off its monstrous surface harmlessly...

INT. BATMOBILE -- CONTINUOUS

The cockpit is EMPTY. One of the screens reads "LOITER". The shooting STOPS. The screen switches to "INTIMIDATE"

EXT. PARKING GARAGE -- CONTINUOUS

The men STARE at the Batmobile for a quiet moment... BOOM! The Batmobile CANNONS blast cars all around the men-

A bat-shadow lines up his shotgun on a running bodyguard- CLUNK- a BLACK GAUNTLET grasps the barrel and BENDS it upwards with a HOWL of tortured steel- the bat-shadow looks into the face of the Batman. The REAL BATMAN.

The Bat-shadow STUMBLES BACKWARDS in terror, leaving the bent shotgun in Batman's hand. Batman OPENS his hand, revealing a PNEUMATIC MANGLE hidden in his palm-

Batman bears down on the dogs mauling another bat-shadow- DRAWS his GRAPPLING GUN and SHOOTS his grapple into the fake Batman's leg and RIPS him from the dogs, one dog HANGING ON as Batman pulls the unconscious man away... the Chechen RUNS down the ramp towards the exit...

As Batman KICKS the dog off the fake Batman- the Chechen gets into his SUV- another dog LOCKS ITS JAWS around Batman's forearm, RIPPING, TEARING- Batman SWINGS THE DOG OVER HIS HEAD- SMASHES it against the ground- its jaws OPEN...

Batman rises, an engine RACES behind him- he can't turn in time- BLAM- he's SLAMMED sideways by the speeding van.

INT. VAN -- CONTINUOUS

Scarecrow, driving, NODS at him and hits the gas... Batman raises his hand, revealing his jointed mangle and pistons. The mangle STRAIGHTENS and ROTATES from his palm to the knife edge of his opened hand...

Batman CHOPS straight through the windshield- pulls his hand out and CHOPS again- the mangle gets STUCK- Scarecrow steers towards a column...

EXT. PARKING GARAGE -- CONTINUOUS

Batman can't free himself- he turns a dial on his forearm piston- EXPLOSIVE BOLTS blow, freeing his gauntlet from the

mangle- he ROLLS free of the van as it SCRAPES the column and barrels down the circular exit ramp.

Batman rises. A phony batman lying on the ground watches as Batman climbs up to the edge of the ten-story corkscrew ramp and stands there, waiting for something.

After a moment he JUMPS... and falls... ten stories...

He's about to hit the exit ramp- the van appears- his cape POPS OPEN- he SLAMS into the roof, CRUSHING the cab.

EXT. ROOFTOP, PARKING GARAGE -- MOMENTS LATER

The Chechen's men are lined up against the wall, bound with zip-ties. So are the fake batmen. Batman DUMPS Scarecrow next to the three "Batmen", RIPS his mask off.

"BATMAN"
We're trying to help you!

BATMAN
I don't need help.

SCARECROW
Not my diagnosis.

Batman silences Scarecrow with his boot. Turns to "Batman"

BATMAN
Don't let me find you out here again.

Batman moves towards the Batmobile.

"BATMAN"
You need us! There's only one of you-
it's war out here!

Batman gets into the Batmobile.

"BATMAN"
What gives you the right?! What's
the difference between you and me?!

As the Canopy hisses shut-

BATMAN
I'm not wearing hockey pads.

The "Batman" looks down at his makeshift costume as the Batmobile ROARS past.

EXT. BANK -- NIGHT

LIEUTENANT GORDON ducks the barrage of SHOUTED QUESTIONS from press and picks his way into the lobby of the bank.

INT. LOBBY, BANK -- NIGHT

FORENSIC SPECIALISTS work the room. Ramirez hands Gordon PRINTS- indicates the surveillance cameras.

RAMIREZ
He can't resist showing us his face.

Gordon looks at the grainy blow-up of THE JOKER'S FACE: sweating clown makeup plastered thick around the mouth.

GORDON

Put this out, by morning we can put a big top over central holding and sell tickets. What's he hiding under that makeup?

Gordon approaches a FORENSIC PHOTOGRAPHER shooting Grumpy's body. Gordon crouches to look at his clown mask. Batman steps from the shadows. Gordon nods at Ramirez.

RAMIREZ

Give us a minute, please, people!

The Forensic team and Ramirez leave. Gordon hands Batman the blow-up of the Joker.

BATMAN

Him again. Who are the others?

GORDON

Another bunch of small timers.

Batman pulls a DEVICE from his belt- moves to the bundles of cash scattered near the clown's body. The device PINGS. Batman picks up a BUNDLE. Hands it to Gordon.

BATMAN

Some of the marked bills I gave you.

GORDON

My detectives have been making drug buys with them for weeks. This bank was another drop for the mob. That makes five banks- we've found the bulk of their dirty cash.

BATMAN

Time to move in.

Gordon waves the photo.

GORDON

What about this Joker guy?

BATMAN

One man or the entire mob? He can wait.

GORDON

We'll have to hit all banks simultaneously. SWAT teams, backup.

Gordon holds up the bundle of banknotes.

GORDON
When the new DA gets wind of this,
he'll want in.

BATMAN
Do you trust him?

GORDON
Be hard to keep him out.

Gordon bags the cash.

GORDON
I hear he's as stubborn as you.

But Batman is already gone.

INT. WAYNE PENTHOUSE -- MORNING

Alfred walks past soaring downtown views as he carries a breakfast tray through the vast, empty penthouse. He stops, looking at a still-made bed. Alfred sighs, turns.

EXT. RAIL YARDS -- MORNING

Alfred gets out of the Rolls carrying a thermos. He walks towards a RAILWAY BRIDGE, stops at a FREIGHT CONTAINER sitting, lopsided, on blocks. Alfred unlocks the RUSTY PADLOCK AND CHAIN. Steps inside.

INT. FREIGHT CONTAINER -- CONTINUOUS

Alfred FUMBLES in the dark- bangs his elbow- A HISS as the FLOOR LOWERS... Alfred sinks down into...

INT. BAT-BUNKER -- CONTINUOUS

The container floor lowers on a giant PISTON. Alfred steps off into a large, LOW-CEILINGED CONCRETE CHAMBER. The Batmobile sits in the middle. Machines- 3d printers, power tools- dot the high-tech space. At one end, Wayne sits at a bank of monitors watching CCTV footage of the bank robbery.

ALFRED
Be nice when Wayne Manor's rebuilt
and you can swap not sleeping in a
penthouse for not sleeping in a
mansion.

Alfred places a cup of coffee in front of Wayne, who is STITCHING up a cut on his arm.

ALFRED (CONT'D)
(takes needle)
When you stitch yourself up you make
a bloody mess.

WAYNE

But I learn from my mistakes.

ALFRED

You ought to be pretty knowledgeable by now, then.

WAYNE

My armor... I'm carrying too much weight- I need to be faster.

ALFRED

I'm sure Mr.Fox can oblige.
(looks at wound)
Did you get mauled by a tiger?

WAYNE

A dog.
(off look)
A big dog. There were more copycats last night, Alfred. With guns.

ALFRED

Perhaps you could hire some of them and take weekends off.

WAYNE

This wasn't exactly what I had in mind when I said I wanted to inspire people.

ALFRED

I know. But things are improving. Look at the new District Attorney...

Wayne indicates a monitor: a handsome MAN in a suit.

WAYNE

I am. Closely. I need to know if he can be trusted.

Alfred looks at other images- the D.A. at a meeting. Campaigning. Helping someone out of a cab: RACHEL.

ALFRED

Are you interested in his character... or his social circle?

WAYNE

Who Rachel spends her time with is her business.

ALFRED

Well, I trust you're not following me on my day off.

WAYNE

If you ever took one, I might.

Alfred bites the thread. Examines his stitches. Looks at the SCARS criss-crossing Wayne's shoulders.

ALFRED
Know your limits, Master Wayne.

WAYNE
Batman has no limits.

ALFRED
Well, you do, sir.

WAYNE
I can't afford to know them.

ALFRED
And what happens the day you find out?

WAYNE
We all know how much you like to say 'I told you so'.

ALFRED
That day, Master Wayne, even I won't want to. Probably.

INT. COURTROOM, SUPERIOR COURT -- DAY

HARVEY DENT bursts into the courtroom. Assistant D.A. RACHEL DAWES, look up, ANNOYED.

DENT
Sorry I'm late, folks.

Rachel leans in to Dent, speaking under her breath.

RACHEL
Where were you?

DENT
Worried you'd have to step up?

RACHEL
I know the briefs backwards.

Dent pulls a large silver dollar out of his pocket. Grins.

DENT
Well, then, fair's fair: heads, I'll take it. Tails, he's all yours.

Dent FLIPS. Shows it to Rachel- heads.

RACHEL
You're flipping coins to see who leads?

DENT
My father's lucky coin. As I recall,
it got me my first date with you.

RACHEL
I'm serious, Harvey, you don't leave
things like this to chance.

DENT
I don't.
(sincere)
I make my own luck.

Dent looks across at the defendant- SAL MARONI.

MARONI
I thought the DA just played golf
with the Mayor, things like that.

DENT
Tee-off's 1:30. More than enough
time to put you away for life, Sally.

The BAILIFFS lead a THIN MAN into the witness box. ROSSI.

INT. COURTROOM, SUPERIOR COURT -- DAY

Rossi takes a SIP of water. Dent works the room.

DENT
With Carmine Falcone in Arkham,
someone must've stepped up to run the
so-called family.
(Rossi nods)
Is this man in the courtroom today?
(Rossi nods again)
Could you identify him for us,
please?

Dent turns to Maroni, who is poker-faced. Dent smiles.

ROSSI
You win, counselor. It was me.

Dent's smile disappears. He turns back to Rossi.

DENT
I've got a sworn statement from you
that this man, Salvatore Maroni, is
the new head of the Falcone crime
family.

ROSSI
Maroni? He's a fall guy. I'm the
brains of the organization.

LAUGHS from the gallery. Dent turns to the JUDGE.

DENT
Permission to treat the witness as
hostile?

ROSSI
Hostile? I'll show you hostile.

Rossi JUMPS UP, points a GUN at Dent's face. SCREAMS from the gallery. Rossi PULLS the TRIGGER- the gun MISFIRES with a POP. Dent steps forward, grabs the GUN- DECKS Rossi with a RIGHT CROSS- unloads the GUN and sets it down in front of Maroni.

DENT
Ceramic 28 caliber. Made in China.
If you want to kill a public servant,
Mr. Maroni, I recommend you buy
American.

Everyone STARES, open-mouthed, as Dent adjusts his tie. The Bailiffs are wrestling Rossi from the box-

DENT (CONT'D)
But, your honor, I'm not done...

INT. LOBBY, DENT'S OFFICE, DA'S -- DAY

Rachel, excited, leads Dent through the lobby.

RACHEL
We'll never link the gun to Maroni,
so we can't charge him, but I'll tell
you one thing- the fact they tried to
kill you means we're getting to them.

DENT
Glad you're so pleased, Rachel. I'm
fine by the way.

Rachel turns to Dent. Smooths his lapels.

RACHEL
Harvey, you're Gotham's D.A.- if
you're not getting shot at, you're
not doing your job.
(smiles)
'Course if you said you were rattled
we could take the rest of the day...

DENT
Can't. I dragged the head of the
Major Crimes Unit down here.

RACHEL
Jim Gordon? He's a friend- try to be
nice.

INT. DENT'S OFFICE -- DAY

Gordon stands as Dent enters. The two men shake.

GORDON

Word is you've got a hell of a right cross. Shame Sal's going to walk.

DENT

Well, good thing about the mob is they keep giving you second chances.

Dent picks up a bundle of bills from the heist.

DENT

Lightly irradiated bills. Fancy stuff for a city cop. Have help?

GORDON

We liaise with various agencies-

DENT

Save it, Gordon. I want to meet him.

GORDON

Official policy is to arrest the vigilante known as Batman on sight.

DENT

And that flood light on top of M.C.U.?

GORDON

If you have any concerns about... malfunctioning equipment... take them up with maintenance, counselor.

Dent tosses the bills back onto his desk. Annoyed.

DENT

I've put every known money launderer in Gotham behind bars. But the mob is still getting its money out. I think you and your "friend" have found the last game in town and you're trying to hit 'em where it hurts: their wallets. Bold. You gonna count me in?

GORDON

In this town, the fewer people know something, the safer the operation.

DENT

Gordon, I don't like that you've got your own special unit, and I don't like that it's full of cops I investigated at internal affairs.

GORDON

If I didn't work with cops you'd investigated while you were making your name at I.A.- I'd be working alone. I don't get political points for being an idealist- I have to do the best I can with what I have.

Dent looks at Gordon. Considering how to proceed.

DENT

You want me to back warrants for search and seizure on five banks without telling me who we're after?

GORDON

I can give you the names of the banks.

DENT

Well, that's a start. I'll get you your warrants. But I want your trust.

GORDON

(rises)

You don't have to sell me, Dent. We all know you're Gotham's white knight.

DENT

(grins)

I hear they've got a different nickname for me down at M.C.U..

Gordon smiles.

INT. BOARDROOM, WAYNE ENTERPRISES -- DAY

LUCIUS FOX, CEO of Wayne Enterprises, and the board listen to LAU, 40s, CEO of L.S.I. Holdings.

LAU

In China L.S.I. Holdings stands for dynamic new growth. A joint Chinese venture with Wayne Enterprises will be a powerhouse.

FOX

Well, Mr.Lau, I speak for the rest of the board, and Mr.Wayne, in expressing our own excitement...

The Chinese look to the head of the table: Wayne, ASLEEP.

INT. HALLWAY, WAYNE ENTERPRISES -- DAY

Fox shows Lau to the elevator. He's joined by, REESE, 30s, an ambitious M and A consultant lawyer.

LAU
It's OK, Mr.Fox. Everyone knows who really runs Wayne Enterprises.

FOX
We'll be in touch as soon as our people have wrapped up the diligence.

The elevator doors close. Reese frowns.

REESE
Sir, I know Mr.Wayne's curious how his trust fund gets replenished but frankly... it's embarrassing.

Fox heads for his office, Reese in tow.

FOX
You worry about the diligence, Mr. Reese. I'll worry about Bruce Wayne.

REESE
It's done- the numbers are solid.

FOX
(smiles)
Do it again. Wouldn't want the trust fund to run out, would we?

INT. BOARDROOM, WAYNE ENTERPRISES -- CONTINUOUS

Wayne is standing by the window.

FOX
Another long night?
(Wayne smiles)
This joint venture was your idea, and the consultants love it, but I'm not convinced. L.S.I.'s grown 8 percent annually, like clockwork. They must have a revenue stream that's off the books. Maybe even illegal.

WAYNE
OK. Cancel the deal.

FOX
(looks at Wayne)
You already knew.

WAYNE
I needed a closer look at their books.

Fox looks at Wayne. Wry.

FOX
Anything else you can trouble me for?

WAYNE
I need a new suit.

FOX
(looks him over)
Three buttons is a little nineties.

WAYNE
I'm not talking about fashion,
Mr.Fox, so much as *function*.

Wayne pulls some diagrams. Fox looks them over.

FOX
You want to be able to turn your
head?

WAYNE
Sure make backing out of the driveway
easier.

FOX
I'll see what I can do.

INT. RESTAURANT -- NIGHT

Rachel and Dent at a table. Dent looks a little intimidated
by the surroundings.

DENT
It took three weeks to get a
reservation and I had to tell them I
worked for the government.

RACHEL
Really?

DENT
This city health inspector's not
afraid to pull strings.

Rachel smiles. Then, over Dent's shoulder, she sees Wayne
enter, accompanied by a beautiful woman.

DENT
What?

WAYNE
Rachel! Fancy that.

RACHEL
Yes, Bruce. Fancy that.

WAYNE
Rachel, Natascha. Natascha, Rachel.

NATASCHA
(Russian accent)
Hello.

DENT
The famous Bruce Wayne. Rachel's
told me everything about you.

WAYNE
I certainly hope not.

RACHEL
Bruce, this is Harvey Dent.

WAYNE
Let's put a couple tables together.

DENT
I don't know if they'll let us-

WAYNE
They should! I own the place.

RACHEL
For how long? About three weeks?

WAYNE
How'd you know?

RACHEL
Natascha, aren't you...?

WAYNE
Prima ballerina for the Moscow
Ballet.

RACHEL
Harvey's taking me next week.

WAYNE
You're into ballet, Harvey?

RACHEL
No. He knows I am.

An extra table arrives.

INT. SAME -- LATER

They finish up dinner.

NATASCHA
No, come on- how could you want to
raise children in a city like this?

WAYNE

I was raised here. I turned out OK.

DENT

Is Wayne Manor in the city limits?

Rachel gives Dent a withering look.

WAYNE

The Palisades? Sure. You know, as our new D.A. you might want to figure out where your jurisdiction ends.

NATASCHA

I'm talking about the kind of city that idolizes a masked vigilante...

DENT

Gotham's proud of an ordinary man standing up for what's right.

NATASCHA

Gotham needs heroes like you- elected officials, not a man who thinks he's above the law.

WAYNE

Exactly. Who appointed the Batman?

DENT

We did. All of us who stood by and let scum take control of our city.

Wayne watches Dent. Sees his passion.

NATASCHA

But this is a democracy, Harvey.

DENT

When their enemies were at the gate, the Romans would suspend democracy and appoint one man to protect the city. It wasn't considered an honor. It was considered public service.

RACHEL

And the last man they asked to protect the republic was named Caesar. He never gave up that power.

DENT

Well, I guess you either die a hero or you live long enough to see yourself become the villain. Look, whoever the Batman is, he doesn't want to spend the rest of his life doing this. How could he?

(MORE)

DENT (cont'd)
~Batman's looking for someone to take
up his mantle.

NATASCHA
Someone like you, Mr.Dent?

DENT
Maybe. If I'm up to it.

Natascha reaches up and covers the top half of Dent's face.

NATASCHA
But what if Harvey Dent is the caped
crusader?

DENT
If I were sneaking out every night
someone would've noticed by now.

Dent takes Rachel's hand. Rachel glances at Wayne. Awkward.

WAYNE
Well, you've sold me, Dent. I'm
gonna throw you a fundraiser.

DENT
That's nice of you, Bruce, but I'm
not up for reelection for three
years. That stuff won't start for-

WAYNE
I don't think you understand. One
fundraiser with my pals, you'll never
need another cent.

EXT. BACK ALLEY, HOTEL, DOWNTOWN -- DAY

A line of high-end AUTOS dispenses well dressed GANGSTERS.

INT. KITCHEN, HOTEL -- DAY

The Chechen walks through a METAL DETECTOR manned by two
CHINESE. A lean, African-American man, 50's, is being
wanded. This is GAMBOL. He nods at the Chechen, wary.

INT. CONFERENCE ROOM, HOTEL -- CONTINUOUS

Gotham's most notorious GANGSTERS. A door opens, and two
BURLY CHINESE enter, carrying a TV. They set it down on the
end of the table.

CRIME BOSS
The hell is this...?

The screen flickers to life: Lau. The room ERUPTS.

LAU (ON T.V.)
Gentlemen, please. As you're all aware, one of our deposits was stolen. A relatively small amount: 68 million.

CHECHEN
 Who's stupid enough steal from us?

LAU
I'm told the man who arranged the heist calls himself Joker.

CHECHEN
 Who the hell is that?

MARONI
 Two-bit whack-job wears a cheap purple suit and make-up. He's not the problem- he's a nobody.
 (looks at Lau)
 The *problem* is our money being tracked by the cops.

Murmurs of surprise.

LAU
Thanks to Mr.Maroni's well-placed sources we know that police have indeed identified our banks using marked bills and are planning to seize your funds today-

Everyone starts SHOUTING at once.

EXT. VARIOUS DOWNTOWN BANKS -- CONTINUOUS

Gordon sits in a SWAT van outside a bank. Stephens is outside another. Ramirez a third...

SWAT teams CHECK WEAPONS and prepare move...

INT. SOCIAL CLUB, DOWNTOWN -- CONTINUOUS

Lau waits for the noise to subside.

CHECHEN
 You promised safe, clean money
 launder-

LAU
With the investigation ongoing, none of you can risk hanging on to your own proceeds. And since the enthusiastic new D.A. has put all my competitors out of business, I'm your only option.

MARONI

So what are you proposing?

LAU

Moving all deposits to one secure location. Not a bank.

GAMBOL

Where, then?

LAU

Obviously, no one can know but me. If the police were to gain leverage over one of you everyone's money would be at stake.

CHECHEN

What stops them getting to you?

LAU

As the money is moved I go to Hong Kong. Far from Dent's jurisdiction. And the Chinese will not extradite one of their own.

From the back of the room comes LAUGHTER. It grows and grows, until it fills the room. All eyes turn:

The Joker. Sweaty clown makeup obscuring the AWFUL SCARS which widen his mouth into a PERMANENT, GHOULISH SMILE.

THE JOKER

I thought I told bad jokes.

GAMBOL

Give me one reason I shouldn't have my boy here pull your head off.

The Joker pulls out a freshly sharpened pencil.

THE JOKER

How about a magic trick?

The Joker SLAMS the pencil into the table, leaving it UPRIGHT.

THE JOKER (CONT'D)

I'll make this pencil disappear.

Gambol nods. His BODYGUARD MOVES at the Joker- who SIDESTEPS-GRIPS his head- SLAMS it, FACE DOWN, onto the table...

The Bodyguard goes LIMP and slides off of the table. The PENCIL is gone. MAGIC. The Joker BOWS. Grins at Gambol.

THE JOKER (CONT'D)
 And by the way, the suit wasn't
 cheap. You should know. You bought
 it.

Gambol STANDS, furious. The Chechen stops him.

CHECHEN
 Sit. I wanna hear proposition.

The Joker nods his thanks. Rises.

THE JOKER
 A year ago these cops and lawyers
 wouldn't dare cross any of you. What
 happened? Did your balls drop off?
 See, a guy like me-

GAMBOL
 A freak.

Laughs. Which the Joker tries to ignore.

THE JOKER
 A guy like me... I know why you're
 holding your little group therapy
 session in broad daylight. I know
 why you're afraid to go out at night.
 Batman. He's shown Gotham your true
 colors. And Dent's just the
 beginning.
 (indicates Lau)
 And as for his so-called plan- Batman
 has no *jurisdiction*. He'll find him
 and make him squeal.
 (smiles at Lau)
 I can tell the squealers every time.

CHECHEN
 What you propose?

THE JOKER
 It's simple. Kill the Batman.

Jeers. Laughter.

MARONI
 If it's so easy why haven't you done
 it already?

THE JOKER
 Like my mother used to tell me- if
 you're good at something, never do it
 for free.

CHECHEN
 How much you want?

THE JOKER

Half.

Laughter. The Joker shrugs. Rises.

THE JOKER (CONT'D)

You don't deal with this now, soon
Gambol won't even be able to get a
nickel for his grandma-

GAMBOL

Enough from the clown.

Gambol gets up, MOVING at the Joker, who casually opens his
coat, revealing EXPLOSIVES wired to his chest. Gambol stops.

THE JOKER

Let's not blow this out of all
proportion.

Gambol stares at the Joker. Hard.

GAMBOL

You think you can steal from us and
just walk away? I'm putting the word
out- 5 hundred grand for this clown
dead. A million alive, so I get to
teach him some manners, first.

The Joker shrugs. Turns to the assembled.

THE JOKER

Let me know when you change your
minds.

The Joker strolls out. Maroni turns to Lau.

MARONI

How soon can you move the money?

EXT. VARIOUS BANKS DOWNTOWN -- CONTINUOUS

Gordon hurries up the steps to a bank. SWAT teams rush the
various banks.

LAU

I already have...

EXT. UNDERPASS, GOTHAM -- CONTINUOUS

A CHINESE MAN finishes loading a TRACTOR TRAILER with cash
boxes. The truck pulls out into a CONVOY.

INT. BANK VAULT -- CONTINUOUS

Gordon stands in an almost empty bank vault. Furious.

LAU
*For obvious reasons I couldn't wait
 for your permission...*

INT. SOCIAL CLUB, DOWNTOWN -- CONTINUOUS

The shot of Lau on the TV widens...

LAU
Rest assured, your money is safe.

He is already on his private jet.

IN THE SKY: THE BAT SIGNAL.

EXT. ROOF, POLICE STATION -- NIGHT

Batman emerges from the shadows. The man next to the glowing spotlight turns: DENT.

DENT
 You're a hard man to reach.

Gordon BURSTS onto the rooftop, weapon drawn. Sees Dent.

DENT
 Lau's halfway to Hong Kong- if you'd
 asked, I could have taken his
 passport- I told you to keep me in
 the loop.

GORDON
 Yeah? All that was left in the
 vaults were the marked bills- they
 knew we were coming! As soon as your
 office got involved, there's a leak-

DENT
 My office?! You're sitting down here
 with scum like Wuertz and Ramirez...
 (off look)
 Oh, yeah, Gordon- I almost had your
 rookie cold on a racketeering beef.

GORDON
 Don't try to cloud the fact that
 clearly Maroni's got people in your
 office, Dent.

Dent turns to Batman.

DENT
 We need Lau back, but the Chinese
 won't extradite a national under any
 circumstances.

BATMAN

If I get him to you, can you get him to talk?

DENT

I'll get him to sing.

GORDON

We're going after the mob's life savings. Things will get ugly.

DENT

I knew the risks when I took this job, lieutenant. Same as you.

(turns to Batman)

How will you get him back, anyway?

Batman is gone. Dent looks around, startled. Gordon smirks.

GORDON

He does that.

INT. FOX'S OFFICE, WAYNE INDUSTRIES -- DAY

Fox gets up from behind his desk.

FOX

Our Chinese friend left town before I could tell him the deal is off.

WAYNE

I'm sure you've always wanted to go to Hong Kong.

Fox opens the door to a private elevator.

INT. PRIVATE ELEVATOR -- CONTINUOUS

Fox turns a key.

FOX

What's wrong with a phone call?

WAYNE

I think Mr.Lau deserves a more personal touch.

INT. APPLIED SCIENCES DIVISION -- CONTINUOUS

Fox leads Wayne off the elevator and into the vast space.

FOX

For high altitude jumps, you need oxygen and stabilizers. I must say- compared to your usual requests, jumping out of an airplane is pretty straightforward.

Lucius stops at a cabinet, pulls open a drawer and hauls out an oxygen tank and ribbed rubber hosing.

WAYNE

How about getting back into the plane?

FOX

I can recommend a good travel agent.

WAYNE

Without it landing.

FOX

That's more like it, Mr.Wayne.

He shuts the drawer. Moves off, thinking.

FOX

I don't think I have anything here. The CIA had a program in the '60s for getting their people out of hot spots. Called Sky Hook. Now-

Fox opens a cabinet to reveal COMPONENTS OF A NEW BAT-SUIT. ARMORED PLATING secured to mesh. Wayne lifts an arm.

FOX

Hardened kevlar plates on a titanium-dipped fiber tri-weave for flexibility...

Wayne examines DOUBLE BLADE SCALLOPS on the gauntlet...

FOX

You'll be lighter, faster, more agile...

Wayne flinches as the BLADES FIRE, SPINNING LIKE THROWING STARS, NARROWLY MISSING his ear, embedding themselves in a filing cabinet. Fox looks at him.

FOX

Perhaps you should read the instructions, first.

WAYNE

Sorry.

Fox picks up the chest, demonstrating its flexibility.

FOX

Now, there's a trade-off... the spread of the plates gives you weak spots. You'll be more vulnerable to gunfire and knives.

WAYNE

We wouldn't want things getting too easy, would we?
 (picks up suit)
 How will it hold up against dogs?

Fox looks at him quizzically.

FOX

You talking chihuahuas or rotweilers?
 (Wayne smiles)
 It should do fine against cats.

INT. BAT-BUNKER -- DAY

Wayne examines a parachute harness. Alfred unfolds a diagram of a NAVY CARGO PLANE with a giant "V" mounted on the front.

ALFRED

I found one. In Arizona. Very nice man says it will take him a week to get it running. And he takes cash. What about a flight crew?

WAYNE

South Korean smugglers. They run flights into Pyongyang, below radar the whole way. Did you think of an alibi?

Alfred looks quite pleased with himself.

ALFRED

Oh, yes.

EXT. BALLET -- NIGHT

Rachel and Dent arrive to find the box office SHUTTERED. A sign: 'PERFORMANCE CANCELED.' A newspaper story is taped to the glass. Over a picture of BRUCE WAYNE ON A YACHT:

LOVE BOAT- Billionaire absconds with entire Moscow ballet.

EXT. DECK, WAYNE'S YACHT, THE CARIBBEAN -- DAY

Alfred, picks his way over twelve SUNBATHING BALLERINAS. Wayne looks up from a newspaper. Alfred points to a SEA-PLANE gently touching down across the bay.

ALFRED

I believe your plane is here.

WAYNE

You look tired, Alfred. Will you be all right without me?

A Ballerina rolls over- waves the suntan lotion at Alfred.

ALFRED

If you can tell me the Russian for
'apply your own bloody suntan
lotion.'

Wayne tosses a large, waterproof kit bag into the water and
JUMPS in after it. Begins swimming over to the sea-plane.

INT. POOL HALL -- NIGHT

Gambol racks up. A bodyguard steps into the room.

BODYGUARD

Somebody here for you.

Gambol looks to the back- three rough customers are waiting.

BODYGUARD

They say they've killed the Joker.
They've come for the reward.

GAMBOL

They bring proof?

BODYGUARD

They say they've brought the body.

The bodyguards FLOP a BODY wrapped in garbage bags onto the
table. The BOUNTY HUNTERS wait in the corner. Gambol pulls
back one of the garbage bags, revealing the Joker's bloodied
face. Gambol spits. Turns to face the bounty hunters.

GAMBOL

So. Dead you get five hundred-

Behind Gambol, the Joker SITS UP- THRUSTS knives into the
bodyguards' chests. Gambol spins to see a crazy grin on the
Joker's spit-dribbled face-

THE JOKER

How about alive?

The Joker gets a switchblade in Gambol's mouth- SHARP METAL
PULLING THE CHEEK TAUT. The Bounty Hunters subdue the
remaining bodyguards.

THE JOKER

Wanna know how I got these scars? My
father was a drinker and a fiend.
He'd beat mommy right in front of me.
One night he goes off crazier than
usual, mommy gets the kitchen knife
to defend herself. He doesn't like
that. Not. One. Bit.

The Joker TUGS Gambol's cheek with the blade.

THE JOKER

So, me watching, he takes the knife to her, laughing while he does it. Turns to me and says 'why so serious?' Comes at me with the knife- 'why so serious?' Sticks the blade in my mouth- 'Let's put a smile on that face' and...

The Joker looks up at the ASHEN FACES of the remaining Body Guards. Smiles.

THE JOKER

Why so serious?

The Joker FLICKS his wrist- the Body Guards flinch as Gambol goes down. The Joker turns to them.

THE JOKER

Now, our organization is small, but we've got a lot of potential for aggressive expansion... so which of you fine gentlemen would like to join our team?

The three bodyguards all nod. The Joker SNAPS a pool cue.

THE JOKER

Only one slot open right now- so we're going to have try-outs.

The Joker drops the broken cue in the middle of the men.

THE JOKER

Make it fast.

The men stare at each other. Then at the jagged pool cue.

EXT.PENINSULA HOTEL, HONG KONG -- DAY

A HELICOPTER touches down on one of the hotel's twin helipads. Two L.S.I. VPs approach, heads ducked. Fox gets out- they shake hands, shouting over the engine-

VP

Welcome to Hong Kong, Mr.Fox! Mr.Lau regrets he is unable to meet you in person. But with his current legal difficulties...!

FOX

I understand!

INT. LOBBY, L.S.I.HOLDINGS -- DAY

The VPs usher Fox towards security.

VP

I'm afraid for security reasons I
have to ask for your mobile phone.

Lucius hands his phone to a SECURITY GUARD, who puts the
phone in a box underneath his station.

INT. L.S.I.HOLDINGS -- DAY

Fox and Lau eat lunch in a dining room overlooking the city.

LAU

I must apologize for leaving Gotham
in the middle of our negotiations.
This misunderstanding with the Gotham
police force... I couldn't let such
a thing threaten my company. A
businessman of your stature will
understand. But with you here... we
can continue.

FOX

Well, it was good of you to bring me
out here in such style, Mr.Lau. But
I've actually come...

A CELL PHONE rings. Fox pulls out a second, identical,
phone. Fox presses the off switch and places the phone by
his plate.

LAU

We do not allow cell phones in-

FOX

Sorry. Forgot I had it. So, I've
come to explain why we're going to
have to put our deal on hold...

Lau stares at Fox. Clearly furious. Fox smiles.

FOX

We can't afford to be seen to do
business with... well, whatever it is
you're accused of being. A
businessman of your stature will
understand.

Lau gets up. Silent. Fox retrieves his phone. Stands.

LAU

(cold)

I think, Mr.Fox, that a simple phone
call might have sufficed.

FOX

Well, I do love Chinese food. And Mr.Wayne didn't want you to think we'd been deliberately wasting your time.

LAU

Just accidentally wasting it.

FOX

(laughs)

That's very good- "accidentally". Very good. I'll be sure and tell Mr.Wayne that he was wrong about you not having a sense of humor.

INT. LOBBY, L.S.I.HOLDINGS -- DAY

Lucius walks back through security. Nods at the VP, who bows, offering Lucius his cell phone. Lucius shakes his head, holds up the IDENTICAL PHONE. The VP smiles, nods, puts the phone back into the tray with several others.

INT. HOLD, C-130 CARGO HAULER -- DAWN

Two SMUGGLERS steal glances at Wayne, crouched at the rear in balaclava and flight suit. The COPILOT signals Wayne, who pulls on his oxygen mask and stands up. The rear of the plane OPENS. Wayne steps to the edge, then JUMPS.

EXT. SKIES ABOVE HONG KONG -- DAWN

Moving across the water towards Hong Kong harbor...

A tiny figure DROPS into frame, PLUMMETING towards the water- SPEEDING past the highest floors of skyscrapers, seconds from impact. Wayne PULLS the chute- DROPS into the water...

EXT. BENEATH FREEWAY, HONG KONG HARBOR -- DAY

Wayne pulls himself out of the water, dragging up his pack.

EXT. CENTRAL ESCALATORS -- DAY

Wayne stops halfway up the crowded commuter escalator. He takes a camera and lines up a shot like any tourist.

FOX (O.S.)

There's a better view from the peak tram.

Wayne turns to find Fox standing there, street map out.

WAYNE

How's the view from L.S.I.Holdings?

FOX
 Restricted. Lau's holed up in there
 good and tight. Here...

Fox shows Wayne the phone. The display: a 3-d map of Lau's
 office suite. Wayne takes the phone, impressed.

WAYNE
 What's this?

FOX
 I had R and D work it up- it sends
 out high frequencies and records the
 response time to map an environment.

WAYNE
 (smiles)
 Sonar. Just like a b-

FOX
 Submarine. Like a submarine.

WAYNE
 And the other device?

FOX
 In place.

Wayne nods, moves away.

FOX
 Mr.Wayne?
 (Wayne turns)
 Good luck.

EXT. HONG KONG -- NIGHT

Moving towards the tallest building in the glittering skyline
 to find Wayne, crouched on the roof. The blades of his
 gauntlets CLICK into place. He dons the helmet-like cowl.
 His "cape" is in the form of a hard faceted PACK.

He stands- pulls two black boxes from his belt, CLICKS them
 together and UNFOLDS them into a RIFLE-LIKE DEVICE. Batman
 SCOPES a second, lower building. Adjust a setting and FIRES-
 four times...

Four small STICKY BOMBS SLAP onto the glass of the lower
 building. They have visible timers which are COUNTING DOWN.

INT. LOBBY, L.S.I.HOLDINGS -- NIGHT

Lucius' cell phone GLOWS in the box under the Security
 Guard's desk. CHARACTERS race across the screen.

Then the monitor FLICKERS off, the lights DIM and all of the
 security doors in the front of the building OPEN at once.

The Guard grabs his radio- CALLS FOR HELP...

EXT. ROOFTOP OVERLOOKING L.S.I.HOLDINGS

Batman LAUNCHES into the glittering night, DROPPING from the tall tower... his pack BURSTS OPEN, becoming his BAT WINGS-he GLIDES down to the lower building, STREAKING around it, BANKING HARD to line up with a window in the rear...

INT. LAU'S OFFICE, L.S.I.HOLDINGS -- NIGHT

Lau is talking on the phone, staring at a profit projection on a flat screen monitor. Suddenly the room goes dark.

EXT. L.S.I.HOLDINGS -- CONTINUOUS

As Batman HURTLES towards the glass he COLLAPSES his wings, WRAPPING his cape around himself and CANNONBALLING THROUGH THE GLASS-

INT. LAU'S OFFICE SUITE, L.S.I.HOLDINGS -- NIGHT

-ROLLING across the floor in a flurry of broken glass...

INT. LAU'S OFFICE, TOP FLOOR, L.S.I.HOLDINGS -- NIGHT

Lau pulls out a HANDGUN.

INT. HALLWAY, L.S.I.HOLDINGS -- NIGHT

Lau steps into the hallway. His BODYGUARDS are waiting for him, carrying FLASHLIGHTS.

LAU
Where the hell are the cops?

BODYGUARD
Coming.

LAU
What the hell am I paying them for?

They head for the stairwell.

EXT. L.S.I.HOLDINGS -- NIGHT

A small ARMY of Hong Kong police lead by a HONG KONG DETECTIVE descends on the building.

INT. MEZZANINE LEVEL, L.S.I.HOLDINGS -- NIGHT

Lau and his men make their way out onto the mezzanine.

Across the room, something makes a CRASHING SOUND. Lau's men fan out, trying to cover the room with their flashlights.

Suddenly, one of the flashlights goes DARK. Then another. Someone SCREAMS.

Lau FIRES. Then FIRES again. The muzzle flash from his weapon STROBES the room.

EXT. L.S.I.HOLDINGS, HONG KONG -- NIGHT

Cops SWARM into the building. A LOBBY SECURITY GUARD directs the Hong Kong Detective where to go...

INT. OFFICE, L.S.I.HOLDINGS -- NIGHT

Lau LOCKS the door. RELOADS. The door is KICKED open. Lau FIRES. No one is there.

Lau stares, finger restless on the trigger. From his right- a NOISE. He turns and FIRES.

In the muzzle FLASH: Batman, bearing down on him like a demon.

Lau FIRES, and FIRES again as Batman TACKLES him. Batman pulls out a SMALL PACK- STRAPS it onto Lau-

The COUNTER on the sticky bombs hits 0-

The Hong Kong Detective and the Cops BURST into the room- the WALL AND CEILING BEHIND BATMAN AND LAU EXPLODES- revealing the dawn sky above Hong Kong.

The Detective looks around as he hears a LOW RUMBLE...

Batman JERKS the RIPCORD on Lau's pack. Cops cower as a WEATHER BALLOON EXPLODES out of the pack, unreeling high-test nylon. The Cops cock their weapons.

Lau looks up. Bemused. The weather balloon is two hundred feet up, swaying gently. The RUMBLE BUILDS...

Suddenly, a MASSIVE C-130 ROARS over. The large V on the front of the plane SNAGS the line- Lau and BATMAN are YANKED THROUGH THE HOLE IN THE CEILING-

Lau SCREAMS as he and Batman SOAR UP INTO THE DAWN SKY...

The Detective looks up. Batman and Lau are gone.

INT. GORDON'S OFFICE, MCU, GOTHAM CENTRAL -- DAY

Gordon is looking through case files. Ramirez walks in.

RAMIREZ

You're gonna want to see this.

EXT. MCU -- DAY

Gordon follows Ramirez through a CROWD of excited cops. On the ground, trussed like a chicken- Lau. A sign taped to his chest: 'Please deliver to Lieutenant Gordon.'

INT. INTERROGATION ROOM, MCU, GOTHAM CENTRAL -- DAY

Lau sits next to his sleazy lawyer, EVANS. Rachel walks in.

RACHEL
Give us the money and we'll deal.

LAU
The *money* is the only reason I'm
still alive.

Rachel leans forward, speaking softly. Clearly.

RACHEL
You mean when they hear that you've
helped us they're going to kill you?

EVANS
Are you *threatening* my client?

RACHEL
No, I'm just assuming your client's
cooperation with this investigation.
As will everyone.
(moves to the door)
Enjoy your stay in County, Mr.Lau.

LAU
Wait.
(Rachel stops)
I won't give you the money, but I'll
give you my clients. All of them.

RACHEL
You were a glorified accountant- what
could you have on all of them that we
could charge?

LAU
I'm good with calculation- I handled
all their investments. One big pot.

INT. OBSERVATION ROOM, MCU, GOTHAM CENTRAL -- DAY

Dent hits a buzzer. Turns to Gordon.

DENT
I've got it. RICO. If their money
was *pooled* we can charge all of them
as one criminal conspiracy.

GORDON
Charge them with what?

Rachel enters.

DENT
In a RICO case if we can charge any
of the conspirators with a felony-

RACHEL
We can charge all of them with it.

Dent nods at Rachel, excited.

INT. INTERROGATION ROOM, MCU, GOTHAM CENTRAL -- DAY

Rachel comes back in.

RACHEL
Mr.Lau, do you have details of this
communal fund? Ledgers,
notebooks...?

LAU
(smiles)
Immunity, protection and a chartered
plane back to Hong Kong.

RACHEL
Once you've testified in open court.
So with your clients locked up, what
happens to all that money?

LAU
Like I said- I'm good with
calculation.

INT. OBSERVATION ROOM, MCU, GOTHAM CENTRAL -- CONTINUOUS

Dent and Gordon watch Lau.

GORDON
He can't go to County. I'll keep him
here in the holding cells.

DENT
What is this Gordon, your fortress?

GORDON
You trust them over at County?

DENT
I don't trust them here.

GORDON
Lau stays.

DENT
It's your call, Lieutenant. Be
right.

GORDON
I am, counselor.

EXT. CITY HALL -- DAY

Dent stands in front of a small crowd of reporters.

REPORTER

The Chinese government claim their international rights have been broken.

DENT

I don't know about Mr. Lau's travel arrangements...

INT. RESTAURANT -- CONTINUOUS

Dent's press conference plays on a TV in the corner.

DENT

(grins)

...but I'm sure glad he's back.

Maroni and the Chechen are watching the TV.

CHECHEN

I put word out. We hire the clown.
(off look)
He was right. We have to fix real problem. Batman.

Maroni shakes his head. Spots Gordon walking over dangling a pair of handcuffs. Nods at the TV.

GORDON

Our boy looks good on the tube.

MARONI

You sure you want to embarrass me in front of my friends, Lieutenant?

GORDON

Don't worry, they're coming, too.

Gordon points out the window to a PRISON BUS.

EXT. VARIOUS DOWNTOWN AND OUTLYING LOCATIONS -- DAY

Prison buses in every neighborhood. COPS load them with CRIMINALS. Stephens puts Crime Boss in a prison bus.

INT. COURTROOM A, GOTHAM MUNICIPAL COURTHOUSE -- DAY

JUDGE SURRILLO reads the list of charges.

JUDGE SURRILLO

...849 counts racketeering, 246 counts fraud, 87 counts conspiracy murder...

Judge Surrillo turns the page. A PLAYING CARD sits there. A Joker. He glances at it, curious, puts it to one side.

JUDGE SURRILLO
...how do the defendants plead?

An ARMY of DEFENSE LAWYERS jostle YELLING ALL AT ONCE. The STENOGRAPHER looks up, helpless.

INT. MAYOR'S OFFICE -- DAY

The MAYOR, COMMISSIONER LOEB, and Gordon look up as Dent enters.

MAYOR
DENT! What was that circus?!

DENT
I asked Gordon to make some arrests.

LOEB
(looks at report)
Five hundred and-

GORDON
Forty-nine, sir.

Gordon nods at Dent, approving. Dent grins back.

MAYOR
549 criminals at once?! How did you convince Surrillo to hear this farce?

DENT
She shares my enthusiasm for justice. After all, she is a judge.

MAYOR
Even if you blow enough smoke to get convictions out of Surrillo, you'll set a new record at appeals for quickest kick in the ass.

DENT
It won't matter. The head guys make bail, sure... but the mid-level guys, they can't, and they can't afford to be off the streets long enough for trial and appeal. They'll cut deals that include some jail time. Think of all you could do with 18 months of clean streets.

The Mayor waves Gordon and Loeb out.

MAYOR
The public likes you, Dent. That's the only reason this might fly.

(MORE)

MAYOR (cont'd)

But that means it's on you. They're all coming after you, now. Not just the mob... politicians, journalists, cops- anyone whose wallet's about to get lighter. Are you up to it?

(Dent smiles)

You better be. They get anything on you... those criminals will be back on the streets...

The Mayor turns to look out of the window. Quiet.

MAYOR

Followed swiftly by you and me-

BANG! A DARK SHAPE CRACKS THE GLASS in front of the Mayor's nose. Dent rushes to the window, looks out...

EXT. CITY HALL -- CONTINUOUS

PEDESTRIANS look up, someone SCREAMS, someone POINTS- five stories up... SWINGING from a FLAGPOLE...

BATMAN. HANGING BY HIS NECK. DEAD. His mouth roughly painted in a DEMONIC CLOWN SMILE.

EXT. CITY HALL -- MOMENTS LATER

"Batman" is lowered from the flagpole. The same fake Batman we saw earlier. Pinned to his chest by a KNIFE, a PLAYING CARD. A Joker. Gordon moves closer to the body. The card has writing on it: WILL THE REAL BATMAN PLEASE STAND UP?

INT. WAYNE PENTHOUSE -- DAY

Wayne comes into the living room, excited. Alfred is supervising party arrangements.

WAYNE

How's it going?

ALFRED

I think your fundraiser will be a great success, sir.

WAYNE

And why do you think I wanted to hold a party for Harvey Dent?

ALFRED

I assumed it was your usual reason for socialising beyond myself and the scum of Gotham's underbelly: to try and impress Miss Dawes.

WAYNE

Very droll. But very wrong. Actually it's Dent. You see-

Wayne trails off as he spots something on the television: the Batman HANGING as from a NEWS CAMERA, framed by a graphic that reads 'BATMAN DEAD?'. Image cuts to Engel in the studio.

ENGEL

...Police released video footage found concealed on the body. Sensitive viewers be aware: it is disturbing.

The image cuts to a BLINDFOLDED MAN, wearing a makeshift Batman costume- face bruised and bloody. In some kind of bright, fluorescent-lit room.

VOICE

Tell them your name.

MAN

(weak)
Brian Douglas.

VOICE

Are you the real Batman?

MAN

No.

VOICE

Why do you dress up like him?

MAN

He's a symbol... that we don't have to be afraid of scum like you...

VOICE

But you do, Brian. You really do. You think the Batman's helped Gotham?

Brian nods uncertainly...

VOICE

Look at me.
(Brian looks down)

LOOK AT ME!

Brian looks up- the camera swings into the face of the Joker, in CHALK-WHITE makeup, RED SMEAR of lipstick on his SCARS.

THE JOKER

This is how crazy Batman's made Gotham. You want order in Gotham? Batman has to go. So...

(leans in)

Batman must take off his mask, and turn himself in.

(MORE)

THE JOKER (cont'd)
 Every day he doesn't... people will
 die. Starting tonight. I'm a man of
 my word.

The tape cuts to STATIC.

Wayne turns to Alfred. Silent.

INT. WAYNE PENTHOUSE -- EVENING

Dent and Rachel get off the lift. Dent stands in awe of the penthouse and its guests.

RACHEL
 Now I've seen it all: Harvey Dent,
 scourge of the underworld, scared
 stiff by the trust fund brigade.

Rachel spots someone and darts off-

DENT
 Rachel-

ALFRED
 A little liquid courage, Mr.Dent?

Dent turns to see Alfred with drinks on a silver tray.

DENT
 Thanks. Alfred, right?

ALFRED
 Yes, sir.

DENT
 Rachel talks about you all the time.
 You've known her her whole life?

ALFRED
 Not yet, sir.

DENT
 (smiles, surveys crowd)
 Any psychotic ex-boyfriends I should
 be aware of?

ALFRED
 Oh, you have no idea.

Alfred leaves Dent standing there, puzzled. The crowd REACTS as a LOUD ROAR drowns conversation... Dent looks out-

EXT. HELIPAD, WAYNE PENTHOUSE -- CONTINUOUS

Wayne's CHOPPER touches down. He spills out with a clutch of SUPERMODELS...

INT. WAYNE PENTHOUSE -- CONTINUOUS

Wayne and the supermodels come out of the helipad elevator-

WAYNE

Sorry, I'm late- glad you started without me! Where's Rachel?!

Rachel cringes slightly. Wayne spots her.

WAYNE

Rachel Dawes- my oldest friend. When she told me she was dating Harvey Dent, I had one thing to say... the guy from those god-awful campaign commercials?

Laughter. Dent shifts, embarrassed.

WAYNE

'I Believe in Harvey Dent.' Nice slogan, Harvey. Certainly caught Rachel's attention. But then I started paying attention to Harvey, and all he's been doing as our new D.A., and you know what? I believe in Harvey Dent. On his watch, Gotham can feel a little safer. A little more optimistic. So get out your checkbooks and let's make sure that he stays right where all of Gotham wants him...

(raises his glass)

All except Gotham's criminals, of course. To the face of Gotham's bright future- Harvey Dent.

Dent smiles accepting the toast.

INT. CORRIDOR, MCU -- EVENING

Ramirez catches up to Gordon, holding paperwork.

RAMIREZ

That Joker card pinned to the body? Forensics found three sets of D.N.A..

GORDON

Any matches?

RAMIREZ

All three.

Gordon STOPS. Turns to face her.

RAMIREZ

The D.N.A. belongs to Judge Surrillo, Harvey Dent and Commissioner Loeb.

GORDON

The Joker's telling us who he's targeting- get a unit to Surrillo's house, tell Wuertz to find Dent- get them both into protective custody. Where's the Commissioner?

RAMIREZ

City hall.

GORDON

Seal the building. No one in or out till I get there.

EXT. DECK, WAYNE'S PENTHOUSE -- EVENING

Wayne walks out to the edge of the balcony and looks over Gotham. Hears someone behind him- Rachel.

RACHEL

Harvey may not know you well enough to understand when you're making fun of him. But I do.

WAYNE

(shakes his head)
I meant every word.

Wayne moves closer to Rachel. Takes her arm.

WAYNE

The day you once told me about, the day when Gotham no longer needs Batman. It's coming.

Rachel looks at Wayne. Conflicted. He moves closer.

RACHEL

You can't ask me to wait for that.

Wayne takes Rachel's arms, looking at her, excited.

WAYNE

It's happening now- Harvey is that hero. He locked up half the city's criminals, and he did it without wearing a mask. Gotham needs a hero with a face.

DENT

You can throw a party, Wayne, I'll give you that. Thanks again. Mind if I borrow Rachel?

Rachel glances back at Wayne as she moves to Dent. Wayne watches them head inside.

EXT. STREET, GOTHAM HEIGHTS -- EVENING

Two MEN in suits knock at a Brownstone. The door is opened by Judge Surrillo. The two Men hold up BADGES.

EXT. CITY HALL -- EVENING

Gordon enters through a tight police presence at the doors.

INT. POLICE COMMISSIONER'S OFFICE -- EVENING

Gordon enters to find Loeb, flanked by armed cops.

COMMISSIONER LOEB
Gordon, what are you playing at?

Gordon checks the window. Turns to his men.

GORDON
We're secure. I want a floor-by-floor search of the entire building.
(turns to Loeb)
I'm sorry, sir. We believe the Joker has made a threat against your life.

LOEB
Gordon, you're unlikely to discover this for yourself, so take my word-- the Police Commissioner earns a lot of threats...

Loeb pulls a bottle of whisky and a tumbler from a drawer.

LOEB
I found the appropriate response to these situations a long time ago...

EXT. STREET, GOTHAM HEIGHTS -- EVENING

The second man is waiting by the Judge's car.

SURRILLO
Gordon wants me to go right now?

MAN 1
These are dangerous people, Judge. Even we don't know where you're going.

He hands Surrillo a sealed envelope. Opens the car door.

MAN 2
Get in, then open the envelope. It'll tell you where you're headed.

Surrillo climbs in. Watches them drive away. She opens the envelope-- pulls out a sheet of paper. One word on it:

'UP'.

Surrillo's car EXPLODES, heaving the car upwards on a FIREBALL.

A PASSERBY is thrown to the ground. After a moment, BURNING DEBRIS flutters down on him. PLAYING CARDS. JOKERS.

INT. POLICE COMMISSIONER'S OFFICE -- CONTINUOUS

Loeb pours himself a glass of whisky.

LOEB

You get to explain to my wife why I'm late for dinner, Lieutenant.

GORDON

Sir, the Joker card had a trace of your D.N.A. on it-

A bang at the door. Gordon pulls his weapon, then opens it.

STEPHENS

Just the normal number of bad guys in the building- and they're all city employees. Here's a list.

LOEB

How'd they get my D.N.A.?

Gordon looks at Stephens's list.

GORDON

Somebody with access to your house or office must've lifted a tissue or a glass...

Gordon, realizing, spins around-

GORDON

Wait-

But Loeb is already CHOKING- he DROPS his tumbler onto the desk- the spilled whiskey is SMOKING, eating into the wood.

GORDON

Get a medic!

Loeb COLLAPSES.

INT. KITCHEN, WAYNE PENTHOUSE -- EVENING

Dent pulls Rachel into the kitchen, away from the crowd.

DENT

You cannot leave me on my own with these people.

RACHEL
The whole mob's after you and you're worried about these guys?

DENT
Compared to this, the mob doesn't scare me. Although, I will say: them gunning for you makes you see things clearly.

RACHEL
Oh, yeah?

DENT
Yeah. It makes you think about what you couldn't stand losing. And who you want to spend the rest of your life with...

Rachel looks at Dent. Smiles.

RACHEL
The rest of your life, huh? That's a pretty big commitment.

DENT
Not if the mob has their way.

RACHEL
Don't.

DENT
Okay. Let's be serious. What's your answer?

Rachel looks at him.

RACHEL
I don't have an answer.

INT.LIVING ROOM, PENTHOUSE -- NIGHT

Half the guests are on their cell phones. An ASSISTANT DA turns to his COLLEAGUE.

ASSISTANT DA
Surrillo and Loeb?

There is a KNOCK at the front door. Alfred opens it it find Detective Wuertz, who holds up his badge. Alfred beckons him in- there is a SHOTGUN at the back of his head held by-

The Joker- purple suit, make up. With friends. The Joker SMASHES Wuertz over the head- steps over him, RACKING the shotgun.

THE JOKER
 Good evening. We're the
 entertainment.

INT. KITCHEN, WAYNE PENTHOUSE -- NIGHT

Rachel is looking at Dent. Torn.

DENT
 I guess no answer isn't "no".

RACHEL
 I'm sorry, Harvey. I just...

DENT
 It's someone else, isn't it?

Wayne is moving up behind him. Fast-

DENT
 Just tell me it's not Wayne. The
 guy's a complete-

Rachel's eyes go wide as Wayne puts Dent in a SLEEPER HOLD-

RACHEL
 What are you doing?!

Dent SLUMPS, unconscious in Wayne's arms.

WAYNE
 They've come for him.

From the main room- A SHOTGUN BLAST followed by SCREAMS.
 Wayne stuffs Dent in a closet- puts a mop through the
 handles. Rushes past Rachel-

WAYNE
 Stay hidden.

INT. LIVING ROOM, WAYNE'S PENTHOUSE -- NIGHT

The Joker and his THUGS pour into the room, weapons raised.

INT. HALLWAY, WAYNE PENTHOUSE -- NIGHT

A THUG appears in front of Wayne, toting a shotgun.

THUG
 Hands up, pretty boy.

Wayne FLIPS the shotgun around in the man's hands- uses it as
 a fulcrum to SNAP his forearm- SMASHES him in the jaw with
 the stock without breaking step, field stripping the shotgun
 and tossing the pieces in different directions.

INT. LIVING ROOM, WAYNE'S PENTHOUSE -- NIGHT

The Joker moves through the terrified guests. Smiling.

THE JOKER

I only have one question: where is
Harvey Dent?

(silence)

I'll settle for his loved ones...

A distinguished Gentleman steps into the Joker's path.

GENTLEMAN

We're not intimidated by thugs.

The Joker stops. Stares at the man. SMILES AFFECTIONATELY.

THE JOKER

You know, you remind me of my father.

(GRABS him)

I hated my father.

The Joker has his blade in the Gentleman's mouth.

RACHEL

Stop!

The Joker drops the Gentleman. Turns to Rachel.

THE JOKER

Hello, beautiful. You must be
Harvey's squeeze.

(runs his knife across her
cheek)

And you are beautiful. You look
nervous- it's the scars isn't it?
Wanna know how I got them? I had a
wife, beautiful like you. Who tells
me I worry too much. Who says I need
to smile more. Who gambles. And
gets in deep with the sharks. One
day they carve her face, and we've
got no money for surgeries. She
can't take it.

(presses knife into her
cheek)

I just want to see her smile again.
I just want her to know I don't care
about the scars. So I put a razor in
my mouth and do this to myself...
And you know what?

(starts laughing)

She can't stand the sight of me...

(or crying)

She leaves! See, now I see the funny
side. Now I'm always smiling.

INT. MASTER BEDROOM, WAYNE PENTHOUSE -- NIGHT

Wayne walks in. A COUPLE are hastily putting themselves back together, alerted by the noise.

MALE GUEST

What's going on out there, Wayne?

Wayne doesn't answer. He walks into a closet and pulls at a FALSE WALL. Wayne steps into the safe room.

FEMALE GUEST

Thank god- you've got a panic room.

The door SLAMS shut and seals with a HISS.

MALE GUEST

Wait! You can't-

FEMALE GUEST

You've got to be kidding me.

INT. LIVING ROOM, WAYNE'S PENTHOUSE -- NIGHT

The Joker raises his knife from Rachel's cheek. She SLUGS him. He smiles.

THE JOKER

A little fight in you. I like that.

BATMAN

Then you're going to love me.

The Joker turns. Batman catches him with a BLOW, spins him down and DISARMS him- the Joker's men jump him- Batman takes them out two at a time- DISARMING thugs- BREAKING forearms- the Joker CLICKS a BLADE from the toe of his shoe and KICKS- JABBING BETWEEN THE PLATES OF ARMOR covering Batman's ribcage-

Batman HURLS the Joker across the room. One of the Joker's men LUNGES- Batman lays him out cold.

The Joker has another knife pressed to Rachel's neck.

BATMAN

Drop the knife.

THE JOKER

Sure. Just take off your mask and show us all who you are...

Rachel shakes her head at Batman. The Joker raises his shotgun to the side and BLOWS OUT the pane of glass next to him. The Joker dangles Rachel out the window.

BATMAN

Let her go.

THE JOKER
 (laughs)
 Very poor choice of words...

He lets her DROP- Rachel falls onto a SLOPING GLASS ROOF-
 sliding towards the edge Batman DIVES after her-

EXT. BUILDING -- NIGHT

They DROP- Batman FIRES his grapple, SNAGGING Rachel's ankle-
 activates one wing of his cape- They SPIN and SLOW- Batman
 envelopes Rachel- they SLAM into the hood of a passing taxi.

INT. TAXI -- CONTINUOUS

The DRIVER SCREAMS as Batman and Rachel hit the roof- ROLL
 down the windshield- onto the pavement. Alive.

INT. CAR -- CONTINUOUS

The Joker looks back as his car SPEEDS away. He's breathing
 hard, EXHILARATED. He touches the blood running down his
 sweaty white makeup. SMACKS the back of the driver's seat-

DRIVER
 What do we do about Dent?

THE JOKER
 I'm a man of my word.

EXT. TAXI -- CONTINUOUS

Rachel opens her eyes.

BATMAN
 Are you alright?

RACHEL
 Let's not do that again, okay?
 (looks around)
 Is Harvey-?

BATMAN
 He's safe.

Rachel lies back, breathing. Looks up at Batman.

RACHEL
 Thank you.

INT. MAJOR CRIMES UNIT, GOTHAM CENTRAL -- DAY

STEPHENS is talking to Gordon, subdued.

STEPHENS
 Jim, it's over.

GORDON

As long as they don't get to Lau,
we've cut off their funds.

STEPHENS

But the prosecution's over.

STEPHENS

No-one's standing up in front of a
Judge while judges and police
commissioners are getting blown away.

GORDON

What about Dent?

STEPHENS

If he's got any sense, Dent's halfway
to Mexico by now.

The door BURSTS OPEN. Dent. Fire in his eyes.

DENT

So where do you keep your trash?

Gordon looks at Dent. Impressed.

INT. SPECIAL HOLDING AREA, MCU, GOTHAM CENTRAL -- DAY

Lau looks up as Dent walks in, holding a bullet proof vest.

DENT

You're due in court- I need you alive
long enough to get you on the record.

LAU

No way. You can't protect me- you
can't even protect yourselves.

Dent THROWS the heavy vest at Lau.

DENT

Refuse to cooperate on the stand- you
won't be coming back here- you'll go
to county. How long do you calculate
you'll last in there?

INT. BAT-BUNKER -- DAY

Wayne sits at his video screens- they all play the Joker's
video with different IMAGE TREATMENTS and SOUND TUNINGS.
Wayne turns to Alfred. Indicates the screens.

WAYNE

Targeting me won't get their money
back. I knew the mob wouldn't go
down without a fight, but this is
different. They've crossed a line.

ALFRED

You crossed it first, sir. You've hammered them, squeezed them to the point of desperation. And now, in their desperation they've turned to a man they don't fully understand.

Wayne gets up from his monitors, raises the bat-cabinet.

WAYNE

Criminals aren't complicated, Alfred. We just have to figure out what he's after.

ALFRED

Respectfully, Master Wayne, perhaps this is a man you don't fully understand, either.

ALFRED

(looks at Wayne)

I was in Burma. A long time ago. My friends and I were working for the local government. They were trying to buy the loyalty of tribal leaders, bribing them with precious stones. But their caravans were being raided in a forest north of Rangoon by a bandit. We were asked to take care of the problem, so we started looking for the stones. But after six months, we couldn't find anyone who had traded with him.

WAYNE

What were you missing?

ALFRED

One day I found a child playing with a ruby as big as a tangerine.

(shrugs)

The bandit had been throwing the stones away.

WAYNE

So why was he stealing them?

ALFRED

Because he thought it was good sport. Because some men aren't looking for anything logical, like money... they can't be bought, bullied, reasoned or negotiated with.

(grave)

Some men just want to watch the world burn.

Wayne stares at Alfred. Reaches for the bat-suit.

EXT. SKYLINE OF GOTHAM -- DAWN

MOVING over the city we hear myriad RADIO CALLS going out over the ether. CLOSE IN on a lonely figure on top of a skyscraper. The Batman. Listening with his million dollar earpieces. From the babble, ONE VOICE EMERGES.

DISPATCH (O.S.)

Your name, sir. Please state-

VOICE (O.S.)

8th at orchard. You'll find Harvey Dent there.

EXT. 8TH STREET AT ORCHARD -- DAWN

An UNMARKED and a SQUAD CAR screech to a halt. Gordon and Ramirez get out, lead two UNIFORMS into the building.

INT. APARTMENT, EIGHT AVE. -- CONTINUOUS

The door SMASHES OPEN, Gordon- gun drawn- takes in the scene. TWO DEAD MEN sitting at the kitchen table. They each have a HAND OF CARDS, as if in the middle of a game. ALL JOKERS. Gordon and Ramirez STARE at the CRUDE LEERS carved into their faces. Their DRIVERS LICENSES are pinned to their chests.

VOICE

Check the names.

GORDON

(checks licenses)

Patrick Harvey. Richard Dent...

RAMIREZ

Harvey Dent.

BATMAN

I need ten minutes with the scene before your men contaminate it.

RAMIREZ

Us contaminate it? It's because of you that these guys are dead in the first place-

GORDON

Ramirez.

She stands down. Batman moves past the bodies to the wall. Finds an embedded stray bullet. He pulls a SAWING DEVICE from his belt- THRUSTS it into the wall and starts cutting around the bullet.

GORDON

That's brick- you're gonna try and take ballistics off a shattered bullet?

BATMAN
No. Fingerprints.

Ramirez looks at Gordon. Is he serious? Gordon points-

GORDON
Whatever you're gonna do, do it fast,
'cos we know his next target...

Batman looks- a campaign poster: RE-ELECT MAYOR GARCIA. The Mayor's image has a MANIC CLOWN'S GRIN and "HA,HA,HA".

INT. FOX'S OFFICE, WAYNE ENTERPRISES -- DAY

Fox is at his desk. Reese enters.

FOX
What can I do for you, Mr. Reese?

REESE
You asked me to do the diligence on the L.S.I.Holdings deal again. I found irregularities.

FOX
Their CEO is in police custody.

REESE
Not with their numbers. With yours. A whole division of Wayne Industries disappeared, overnight. So I went down to the archives and started pulling old files.

He pulls out a folded blueprint. Slides it across the desk.

REESE
My kids love the Batman. I thought he was pretty cool, too. Out there, kicking some ass.

Fox picks up the piece of paper. Unfolds it. It's an old BLUEPRINT. The image is unmistakable: THE TUMBLER.

REESE
Changes things when you know it's just a rich kid playing dress up.

Reese points to the approval box in the corner of the page.

REESE
Your project. Don't tell me you didn't recognize your baby pancaking cop cars on the evening news. Now you're getting sloppy. Applied Sciences was a small, dead department-who'd notice?

(MORE)

REESE (cont'd)

But now you've got the entire R and D department burning cash, claiming it's related to cell phones for the army. What are you building him now? A rocket ship? I want ten million a year. For the rest of my life.

Fox looks at him. Even. Folds up the blueprint.

FOX

Let me get this straight. You think that your client, one of the wealthiest and most powerful men in the world, is secretly a vigilante who spends his nights beating criminals to a pulp with his bare hands...

(deadpan)

And now your plan is to blackmail this person?

Reese stares at Fox. Who smiles. And slides the blueprint across the desk.

FOX

Good luck.

Reese looks at it. Then at Fox. Swallows. Slides it back.

INT. BAT-BUNKER -- DAY

Wayne hands Alfred a RIFLE BULLET scribed with a GRID. He slots it into a clip, then loads it into a COMPUTER CONTROLLED GATTLING GUN. He puts on ear protectors. Hits a button.

The rifle WHIRS to life- dollying sideways, BLASTING BULLETS into a series of identical BRICK WALL SAMPLES.

ALFRED

I'm not sure you made it loud enough, sir.

As the wall samples still smoke, Wayne steps up, carrying the sample from the crime scene. Comparing its spread to the new samples, he selects two and carries them to an X-RAY SCANNER.

The machine gives the samples a 3-axis scan- HI-RES 3-D IMAGES of the bullet fragment arrays come up on the screen...

INT. APPLIED SCIENCES DIVISION -- DAY

The same image of the bullet fragment on a screen. Fox hits a key and the computer 'reassembles' the bullets according to the identifying grid on each fragment.

FOX

Here's your original scan...

A bullet fragment array pops on screen.

FOX
Here's it reverse-engineered...

Fox hits a button and the unmarked bullet fragments are reassembled. Wayne spins the roughly-shaped bullet puzzle-

WAYNE
And here's a thumb print.

Fox looks at the screen, impressed. Thinks.

FOX
I'll make you a copy.
(troubled)
Mr.Wayne, did you reassign R and D?

WAYNE
Yes. Government telecommunications project.

FOX
I wasn't aware we had any new government contracts. Can you-

WAYNE
Lucius. I'm playing this one pretty close to the chest.

FOX
Fair enough.

Fox looks at Wayne as he leaves. Uneasy.

INT. BAT-BUNKER -- CONTINUOUS -- INTERCUT

Wayne examines the fingerprint-

WAYNE
I've run it through all the databases and came up with four possibles.

Wayne gets up to let Alfred sit.

WAYNE (CONT'D)
Cross-reference the addresses.
Look for Parkside and around.

Wayne opens a HYDRAULIC DOOR, revealing a gleaming MV AUGUSTA BRUTALE. As he moves the bike onto the lift...

ALFRED
Got one. Melvin White, aggravated assault, moved to Arkham twice- 1502 Randolph Apartments, just off State-

WAYNE
Overlooking the parade.

Wayne and the bike rise on the lift.

EXT. PARKSIDE AVENUE -- DAY

The avenue has been blocked off. Onlookers line the sidewalks. POLICE march past in dress uniform. Engel does a stand-up on the sidewalk.

ENGEL
With no word from the Batman- even as they mourn Commissioner Loeb, these cops have to be wondering if the Joker is going to make good on his threat to kill the Mayor today...

On the buildings above, POLICE SNIPERS scan the crowd. Gordon keys his radio-

GORDON
How's it looking up top?

POLICE SNIPER
We're tight. But frankly... there's a lot of windows up here.

Gordon looks up at the myriad buildings overlooking the podium.

EXT. GOTHAM STREETS -- CONTINUOUS

Wayne maneuvers the Ducati through the traffic. He pulls up near a parade barricade- dismounts and slips into an alley.

INT. TENEMENT -- CONTINUOUS

Some of the building's hard-luck TENANTS eye Wayne as he counts doors down the hallway. He finds 1502...

EXT. PARKSIDE AVENUE -- LATER

A SEA OF POLICE fills the Avenue. In the center, three grieving families and an HONOR GUARD. The Mayor at the podium. Gordon behind. Dent is seated with Rachel.

THE MAYOR
...and as we recognize the sacrifice of these officers, we must remember that vigilance is the price of safety.

INT. TENEMENT -- CONTINUOUS

Wayne enters: EIGHT MEN IN UNDERSHIRTS, bound, gagged, blindfolded. A SNIPER SCOPE on a tripod at the window. Wayne moves to the first man, RIPS the tape from his mouth.

MAN
 (breathing hard)
 Took... they took our guns, our
 uniforms...

EXT. PARKSIDE AVENUE -- CONTINUOUS

Gordon scans the crowd. The Mayor wraps up- the Honor Guard steps forward, raises weapons...

EXT. ROOFTOP OVERLOOKING PARKSIDE -- CONTINUOUS

A POLICE SNIPER scans the windows of the tenement...

INT. TENEMENT -- CONTINUOUS

Wayne RACES to the window, looks through the SCOPE to see:

EXT. STATE STREET -- CONTINUOUS

THE HONOR GUARD TURN THEIR WEAPONS ON THE MAYOR. One SMILES, flesh-colored makeup over his scars. THE JOKER.

Gordon LEAPS FORWARD- they FIRE- GORDON TAKES SHOTS TO THE BACK as he SLAMS the Mayor to the ground-

EXT. ROOFTOP OVERLOOKING PARKSIDE -- CONTINUOUS

The Police Sniper SPOTS Wayne at the window- SHOOTS-

INT. TENEMENT -- CONTINUOUS

Wayne DUCKS as SHOTS erupt around the window-

EXT. PARKSIDE -- CONTINUOUS

PANDEMONIUM erupts-One of the honor guard is TAGGED IN THE LEG- GOES DOWN. The others MELT into the CHAOS.

On the podium, Stephens rolls Gordon over... he is not moving.

EXT. SIDE STREET OFF PARKSIDE -- MOMENTS LATER

CHAOS. Dent approaches an ambulance sitting in the alley. Two cops jump out and run over to their commander. Dent steps up into the back.

INT. AMBULANCE -- CONTINUOUS

The Joker's thug sits there. Handcuffed. A PARAMEDIC bandages his leg. Cops run past, barking orders.

DENT
 Tell me what you know about the
 Joker.

The Joker's thug looks at Dent. Smirks. Dent looks down. Exasperated. Looks back up at the Joker's Thug. Spots something- moves closer- the man's uniform... his name tag...

OFFICER RACHEL DAWES.

Dent, breathing hard, looks around: the paramedic jumps out, rushing to help a FALLEN OFFICER. Dent spies the keys in the ignition. Jumps into the driver's seat...

EXT. GORDON'S HOUSE -- DUSK

Barbara Gordon stands in the doorway, scared. Stephens and a UNIFORMED OFFICER stand in front of her.

STEPHENS
I'm sorry, Barbara.

James Gordon pushes past his mother to look at Stephens. Barbara tries to push him back inside.

BARBARA
Jimmy, go play with your sister...

James stays just inside the door.

STEPHENS
I'm sorry.

Barbara stares at Stephens. Then looks past him.

BARBARA
Are you out there?! Are you?!

James spots something- Batman, perched in the shadows.

BARBARA
You brought this on us! This craziness! You did! You brought this...!

She collapses into Stephens's arms. Batman hangs his head.

EXT. ROOF, MCU -- NIGHT

Detectives from MCU stand around the lit bat-signal.

STEPHENS
Switch it off- he ain't coming.
He doesn't want to talk to us. God help whoever he does want to talk to-

INT. NIGHTCLUB -- NIGHT

Strobe lights. Pounding music. Maroni is in a booth at the side with his MISTRESS. His bodyguards are around the table.

MISTRESS
 (shouting over music)
 Can't we go someplace quieter! We
 can't hear each other talk!

MARONI
 I don't wanna hear you talk.

MISTRESS
 (can't hear)
 What?!

One of Maroni's Bodyguards DROPS- Maroni looks over- in the
 strobe lights- Batman SAVAGES his bodyguards- people RUN,
 TERRIFIED. Maroni starts to get out of his seat- Batman
 LANDS like a panther on the table in front of him-

INT. MCU -- NIGHT

Rachel moves through the chaotic bullpen at MCU-
 EYEWITNESSES, civilian and cop are being questioned.
 Rachel's phone rings.

RACHEL
 Harvey, where are you?!

INTERCUT with Dent in an INDISTINCT interior setting.

DENT
 Where are you?

RACHEL
 Where you should be- at Major Crimes
 trying to sort through all the-

DENT
 Rachel, listen to me. You're not
 safe there.

RACHEL
 This is Gordon's unit, Harvey-

DENT
 Gordon's gone, Rachel.

RACHEL
 He vouched for these men-

DENT
 And he's gone. The Joker's named you
 next.

Rachel looks around the bullpen. Eyeing the detectives.

DENT
 Rachel, I can't let anything happen
 to you. I love you too much.
 (MORE)

DENT (cont'd)
Is there someone, anyone in this city
we can trust?

RACHEL
Bruce. We can trust Bruce Wayne.

DENT
Rachel, I know he's your friend but-

RACHEL
Trust me, Harvey, Bruce's penthouse
is now the safest place in the city.

DENT
Okay. Go straight there. Don't tell
anyone where you're going. I'll find
you there.

Wider shows us we are-

INT. BASEMENT, CONDEMNED BUILDING -- CONTINUOUS

DENT
I love you.

Dent hangs up the phone. TAPED to a chair in front of Dent-
the Joker's Thug, blindfolded. Dent RIPS off the
blindfold...

EXT. FIRE ESCAPE -- NIGHT

Maroni opens his eyes. Batman is holding him by the collar.

BATMAN
I want the Joker.

MARONI
(looks down)
From one professional to another-if
you're trying to scare someone, pick
a better spot. From this height the
fall wouldn't kill me.

BATMAN
I'm counting on it.

Batman lets go. Maroni FALLS. And SCREAMS.

EXT. SIDEWALK -- NIGHT

Maroni NAILS the pavement. CLUTCHES at his leg, which is
badly broken. Batman FLIES down, landing over him- hauls him
up. Maroni HOLLERS in pain.

BATMAN
Where is he?

MARONI
I don't know, he found us-

BATMAN
He must have friends.

MARONI
Friends? You met this guy?

BATMAN
Someone knows where he is.

Maroni looks up at Batman. Sneering.

MARONI
No one's gonna tell you anything-
they're wise to your act- you got
rules... the Joker, he's got no
rules. No one's gonna cross him for
you. You want this guy, you got one
way. And you already know what that
is. Just take off that mask and let
him come find you.

Batman DROPS Maroni.

MARONI
Or you want to let a couple more
people get killed while you make up
your mind?

INT. BASEMENT, CONDEMNED BUILDING -- NIGHT

Dent shows the Joker's Thug a GUN. Bullets. Loads the gun.
SHOVES it in his face-

DENT
You wanna play games?

Dent PUSHES the gun against the thug's head with REAL MALICE.
Pulls it away and FIRES. The Thug FLINCHES. Dent puts the
gun barrel against the thug's temple-

JOKER'S THUG
(rattled)
You wouldn't...

And pulls his lucky coin out of his pocket.

DENT
No. I wouldn't. That's why I'm not
going to leave it up to me.
(shows him coin)
Heads- you get to keep your head.
Tails... not so lucky. So, you want
to tell me about the Joker?

The Thug, scared, says nothing. Dent FLICKS the coin into
the air. SLAPS it onto the back of his gun hand (aiming with
wrist horizontal). Dent shows him the coin. Heads. The
Thug exhales, SHAKING.

DENT
Go again?

JOKER'S THUG
(sobbing)
I don't know anything!

DENT
You're not playing the odds, friend.

Dent tosses the coin again. This time IT DOESN'T LAND. Dent looks up. Batman is there.

BATMAN
You'd leave a man's life to chance?

DENT
Not exactly.

BATMAN
His name's Schiff, Thomas. He's a paranoid schizophrenic, a former patient at Arkham. The kind of mind the Joker attracts.

Batman moves away from Schiff.

BATMAN
What do expect to learn from him?

Dent is shivering with frustration.

DENT
The Joker killed Gordon- and, and Loeb. He's going to kill Rachel...

BATMAN
You're the symbol of hope that I could never be. Your stand against organized crime is the first legitimate ray of light in Gotham for decades. If anyone saw this, everything would be undone- all the criminals you got off the streets would be released. And Jim Gordon will have died for nothing.

Batman hands Dent his lucky coin.

BATMAN
You're going to call a press conference. Tomorrow morning.

DENT
Why?

BATMAN

No one else will die because of me.
Gotham is in your hands, now.

DENT

You can't! You can't give in!

But Batman is gone.

INT. BEDROOM, WAYNE PENTHOUSE -- NIGHT

Rachel watches Gotham through the window. Wayne enters.

RACHEL

Harvey called. He says Batman is
going to turn himself in.

WAYNE

I have no choice.

RACHEL

You honestly think it's going to stop
the Joker from killing?

WAYNE

Perhaps not. But I've got enough
blood on my hands. I've seen, now,
what I would have to become to stop
men like him.

Rachel looks at Wayne. She cannot help him.

WAYNE

You once told me that if the day came
when I was finished...

Wayne moves towards her.

WAYNE

We'd be together.

RACHEL

Bruce, don't make me your one hope
for a normal life-

Wayne takes her in his arms.

WAYNE

But did you mean it?

RACHEL

Yes.

They kiss. Then separate. She looks sadly into his eyes.

RACHEL

But they won't let us be together
after you turn yourself in.

Wayne nods. Leaves. She watches him go.

INT. BAT-BUNKER -- DAWN

Alfred shovels DOCUMENTS into an incinerator- blueprints, designs, files. He pauses, looking down at a book.

ALFRED
Even the logs?

WAYNE
Anything that could lead back to
Lucius or Rachel.

Alfred tosses the book onto the fire. STARES at Wayne.

WAYNE
People are dying, Alfred. What would
you have me do?

Alfred looks into Wayne's eyes with a fearsome gaze.

ALFRED
Endure, Master Wayne. Take it.
They'll hate you for it, but that's
the point of Batman... he can be the
outcast. He can make the choice no
one else can face. The right choice.

Wayne shakes his head.

WAYNE
Today I've found out what Batman
can't do. He can't endure this.
(rueful smile)
Today you get to say 'I told you so'.

ALFRED
Today, I don't want to.
(beat)
Although I did bloody tell you.

Wayne sinks the Bat-suit, Alfred closes the incinerator.
They head for the lift.

ALFRED
I suppose they'll lock me up as well.
Your accomplice.

WAYNE
Accomplice? I'm going to tell them
the whole thing was your idea.

They power down, leaving the Bat-bunker in darkness.

INT. PRESS ROOM, SUPERIOR COURT -- DAY

A capacity crowd of REPORTERS, COPS, and PUBLIC. Dent is at the podium. Wayne sits in the crowd.

DENT

Ladies and Gentlemen, thank you for coming. I've called this press conference for two reasons. Firstly, to assure the citizens of Gotham that everything that can be done over the Joker killing is being done. Secondly, because the Batman has offered to turn himself in-

The crowd REACTS-

HECKLER

So where is he?!

DENT

But first. Let's consider the situation: should we give in to this terrorist's demands? Do we really think that-

REPORTER

You'd rather protect an outlaw vigilante than the lives of citizens?!

The crowd noisily assents. Dent calmly motions quiet.

DENT

The Batman is an outlaw...

INT. WAYNE PENTHOUSE -- CONTINUOUS

Rachel is watching the press conference on TV.

DENT (O.S.)

But that's not why we're demanding he turn himself in. We're doing it because we're scared. We've been happy to let Batman clean up our streets for us until now-

INT. PRESS ROOM, SUPERIOR COURT -- CONTINUOUS

HECKLER

Things are worse than ever!

Wayne looks at the Heckler. At the angry crowd. Dent leans over the podium. Impassioned.

DENT

Yes. They are. But the night is darkest just before the dawn.

(MORE)

DENT (cont'd)
 And I promise you, the dawn is
 coming.
 (the crowd quiets)
 One day, the Batman will have to
 answer for the laws he's broken- but
 to us, not to this madman.

The crowd seems moved by his words, then, a CHANT-

COP HECKLER
 NO MORE DEAD COPS!!

Appreciative noise.

REPORTER
 WHERE IS THE BATMAN?

People take up the chant. Dent has lost them. He knows it.

DENT
 So be it.
 (turns to officers)
 Take the Batman into custody.

At this, a HUSH DESCENDS. Wayne is sitting towards the back.
 Hungry eyes scan the room. Wayne starts to rise... DENT
 OFFERS HIS OWN WRISTS TO THE OFFICERS-

DENT
 I am the Batman.

A beat. Wayne stares.

INT. WAYNE PENTHOUSE -- CONTINUOUS

Rachel STARES as Dent is arrested on TV. Appalled.

INT. WAYNE PENTHOUSE -- DAY

Rachel comes up to Alfred. Upset.

RACHEL
 Why is he letting Harvey do this,
 Alfred?

ALFRED
 I don't know. He went down to the
 press conference-

RACHEL
 And just stood by?!

ALFRED
 Perhaps both Bruce and Mr.Dent
 believe that Batman stands for
 something more important than a
 terrorist's whims, Miss Dawes, even
 if everyone hates him for it.

(MORE)

ALFRED (cont'd)
That's the sacrifice he's making- to
not be a hero. To be something more.

RACHEL
Well, you're right about one thing-
letting Harvey take the fall is not
heroic.

Rachel holds out an ENVELOPE.

RACHEL
You know Bruce best, Alfred... give
it to him when the time is right.

ALFRED
How will I know?

RACHEL
It's not sealed.

Alfred takes the envelope. Rachel gives him a kiss.

RACHEL
Goodbye, Alfred.

ALFRED
Goodbye, Rachel.

INT. CELL, MCU -- EVENING

A Detective unlocks the cell and lets Rachel inside.

DENT
I'm sorry, I didn't have time to talk
this through with you.

RACHEL
Don't offer yourself as bait, Harvey.

DENT
They're transferring me to central
holding. This is the Joker's chance,
and when he attacks, Batman will take
him down.

RACHEL
No. This is too dangerous-

The Detective knocks. Dent rises.

EXT. COURTYARD MCU -- EVENING

Detectives stare at Dent as he is led, shackled, to the
waiting CONVOY. Stephens begins CLAPPING- a handful join in,
but most remain silent. Rachel follows him to the back of an
armored vehicle.

RACHEL
He's using you as bait- but he
doesn't know if he can get the Joker-
he's failed so far.

DENT
How do you know what he's thinking?

RACHEL
(beat)
I just do, okay? Harvey, this isn't
just about you, what about all the
people counting on you to turn this
city around? Tell everyone the truth-

Dent kisses her. Pulls out his LUCKY COIN-

DENT
Heads I go through with it.

RACHEL
This is your life... you don't leave
something like this to chance...

Dent tosses it at her- Rachel catches it. Looks. Heads.

DENT
(sincere)
I'm not.

She turns it over: IT IS DOUBLE-HEADED. She looks up- the
DOORS CLOSE on his smile. She shakes her head. Torn.

RACHEL
You make your own luck.

As SWATS file into the back of the support vehicles-

ACTING COMISSIONER
We get this guy to County and he's
their problem. The streets along
your route will be cleared. The
convoy stops FOR NO REASON...

INT. ARMORED CAR -- CONTINUOUS

A Swat with a shotgun climbs into the cab. Pulls on his
mask. Looks over at the DRIVER, who's already wearing his.

SHOTGUN SWAT
Hope you've got some moves.

EXT. TENTH AVENUE, DOWNTOWN -- CONTINUOUS

The convoy ROCKETS past a roadblock.

INT. ARMORED CAR -- CONTINUOUS

The Swats are staring at Dent, fascinated. He smiles.

EXT. INTERSECTION -- CONTINUOUS

An Officer holding up traffic. A TRUCK pulls up.

OFFICER

You wait like everybody else, pal.

A SHOTGUN BLAST sends the Officer flying. A second blast illuminates the shooter's face: the Joker.

INT. LEAD PATROL CAR, CONVOY -- CONTINUOUS

The SWAT behind the wheel of the lead black-and-white slows as he sees something burning in the intersection ahead.

EXT. AVENUE -- CONTINUOUS

Overhead, a police HELICOPTER checks the route, hovering above a burning FIRE TRUCK, BLOCKING the road.

INT. ARMORED CAR -- CONTINUOUS

The Driver is all business. The radio CRACKLES.

RADIO

All units, be advised. All units will exit down Cheviot west and proceed north on lower 5th avenue.

SHOTGUN SWAT

Lower 5th? We'll be like ducks in a barrel down there.

EXT. SURFACE STREETS -- CONTINUOUS

The convoy disappears down the exit ramp.

EXT. LOWER FIFTH AVENUE -- NIGHT

The convoy rolls through the subterranean streets. A GARBAGE TRUCK pulls up behind and casually SWIPES the rear vehicles of the convoy off the road...

INT. ARMORED CAR -- CONTINUOUS

SHOTGUN SWAT

Get us out of here!

The Driver NAILS the gas-

EXT. LOWER FIFTH -- CONTINUOUS

The Garbage Truck pushes hard on the armored car, ramming its rear bumper, FORCING it forward.

INT. ARMORED CAR -- NIGHT

The Driver watches the Truck fill his rear view. Shotgun Swat picks up the radio.

SHOTGUN SWAT
We've got company back here-

EXT. LOWER FIFTH AVENUE -- NIGHT

A SECOND TRUCK SMASHES into the SWAT van at the head of the convoy, SMASHING it through the concrete barriers and INTO THE RIVER. The truck is branded "LAUGHTER" but and "S" has been spayed at the front to make "SLAUGHTER" with "HA, HA, HA" all over the side...

The Joker's Truck DODGES between the support columns and into the oncoming lane- pulls alongside the armored car.

The Driver looks over. The cargo door on the truck slides open. Inside, the Joker, holding a machine gun.

The armored car LOCKS up its brakes, but the garbage truck pushes it forward as the Joker fires- BULLETS slamming into the side of the vehicle-

INT. REAR CABIN, ARMORED CAR -- CONTINUOUS

Dent is calm as the SWATS FLINCH from the bullet indentations-

INT. UP FRONT, ARMORED CAR -- CONTINUOUS

Shotgun SWAT STARES at the Joker.

INT. REAR TRAILER OF TRUCK -- NIGHT

The Joker drops his machine gun and picks up an RPG. He stops- SEES something up ahead, racing towards the second truck- the BATMOBILE. The Joker stares, fascinated, as-

EXT. LOWER FIFTH -- CONTINUOUS

-THE BATMOBILE PLOWS STRAIGHT INTO THE SECOND TRUCK- the low-profile car sending the truck UP INTO THE CONCRETE CEILING- the Batmobile carries on through, as the TRUCK DISINTEGRATES.

INT. TRUCK -- NIGHT

The Joker looks back to the batmobile, amused.

JOKER'S THUG
Is that him-?

THE JOKER
Anyone could be driving that thing-
stay on Dent.

The Joker lines up his RPG and prepares to fire-

INT. ARMORED CAR -- CONTINUOUS

Shotgun SWAT's eyes go wide at the Joker's weapon- the Driver
JAMS the brakes-

EXT. LOWER FIFTH -- CONTINUOUS

The Armored Car CRASHES BACK against the Garbage Truck,
BRAKING, SCRAPING, SLOWING just enough- the RPG SLAMS into
the SQUAD CAR in front of them and EXPLODES- the armored car
BURSTS through the fireball and continues.

EXT. LOWER FIFTH -- CONTINUOUS

The Batmobile SPINS around to rejoin the pursuit.

INT. JOKER'S TRUCK -- NIGHT

The Joker turns his men to RELOAD his RPG-

THE JOKER

Do me up-

Turns back- levels his RPG out the window. Aims.

INT. BATMOBILE -- NIGHT

Batman watches as the Joker prepares to fire. Several rows
of cars separate them. He toggles the afterburner.

INT. PASSENGER CAR -- NIGHT

Two small children in the back of the car watch as the
Batmobile ROCKETS overhead.

EXT. LOWER LEVEL STREET -- NIGHT

The Joker steadies the RPG and FIRES- the Batmobile CRASHES
down into the open space between the two vehicles- taking the
hit from the RPG which EXPLODES-

The rear of the Batmobile EXPLODES- SPINNING the FLAMING car-

INT. ARMORED CAR -- NIGHT

SWATS react to the EXPLOSION. Dent is calm.

INT. CAB OF JOKER'S TRUCK -- CONTINUOUS

The Driver takes a DEBRIS HIT to the head-

INT. TRUCK -- CONTINUOUS

The Joker CACKLES with delight as he is THROWN AROUND the
rear of the trailer-

INT. BATMOBILE -- CONTINUOUS

Batman WRESTLES the pod controls, SPINNING on the GYRO-

EXT. LOWER LEVEL STREET -- CONTINUOUS

The Batmobile flips over to come to rest in a smoking heap- the front end intact, rear wheels scattered across the roadway. A small crowd gathers.

EXT. LOWER LEVEL STREET -- CONTINUOUS

The Joker JUMPS down from the truck, still giggling like a kid- looks back at the Batmobile's destruction-

THE JOKER
Whoever he was... he ain't now.

The Joker YANKS his dead driver out of the cab, JUMPS over him to take the wheel and pull back onto the roadway.

EXT. LOWER LEVEL STREET -- CONTINUOUS

The armored car pulls ahead, the Joker's truck in hot pursuit.

INT. ARMORED CAR -- CONTINUOUS

Shotgun SWAT glances in the rear view mirror, slaps the dash-

SHOTGUN SWAT
Let's get topside- we need that air support!

EXT. LOWER LEVEL STREET -- CONTINUOUS

The armored car PULLS onto a RAMP, heading up. The Joker's Truck follows.

EXT. LOWER LEVEL STREET -- CONTINUOUS

People stare at the smoking wreck, inching closer...

INT. BATMOBILE -- CONTINUOUS

Batman adjusts his position. Hits a button-

BATMOBILE VOICE
Damage catastrophic. Initiate eject and self-destruct.

Arm guards GRAB Batman's forearms as EXPLOSIVE BOLTS FIRE all around the pod...

BATMOBILE VOICE
Goodbye.

EXT. LOWER LEVEL STREET -- CONTINUOUS

The crowd JUMPS- PANELS of the front of the car BLOW OUT-

The crowd stares, OPEN-MOUTHED, as Batman EMERGES, HOISTED UP AND OUT of the flaming car by the FRONT POD- LEVERING OVER the FRONT WHEEL... the pod PUSHES the OTHER WHEEL IN FRONT to form a type of MOTORCYCLE-

The BAT-POD SHOOTS FORWARD, bursting free as the Batmobile DETONATES, DYING in a MASSIVE FIREBALL... Batman's cape SUCKS TOGETHER, forming a TIGHT PACK on his shoulders, clear of the CHURNING REAR TIRE of the bat-pod...

EXT. PARKSIDE -- CONTINUOUS

The armored car races down the street- the CHOPPER dips low.

PILOT

We're back on point- and ready to
give some of their own medicine-

INT. POLICE CHOPPER -- CONTINUOUS

A Cop pulls out an ASSAULT RIFLE. COCKS it-

INT. CAB OF JOKER'S TRUCK -- CONTINUOUS

The Joker FIGHTS with the truck's gearbox, turns to his Thug-

THE JOKER

Tee 'em up.

The Thug GRABS his radio.

EXT. FIRE ESCAPE -- CONTINUOUS

A Joker Thug in clown mask loads up the cable gun seen in the bank heist.

EXT. SECOND FIRE ESCAPE -- CONTINUOUS

Another thug loads his own cable gun...

INT. PASSENGER CAR, LOWER LEVEL STREET -- NIGHT

A motorist stares through his rear-view mirror, transfixed, as the bat-pod TEARS past. He YELPS as the bat-pod SMASHES the wing mirror from his car.

EXT. LOWER LEVEL STREET -- NIGHT

Batman accelerates, oblivious to the STACCATO of CLEAVED wing mirrors as the bat-pod RAZORS through traffic- CROSSES a BUSY INTERSECTION- The bat-pod CUTS off the crowded lower level street, ROARING over into the PARKING LANES-

Batman squeezes his triggers- BLASTING at PARKED CARS, BLOWING them out of the way, literally CANNONING A PATH for the pod...

EXT. TRAIN STATION -- CONTINUOUS

The Bat-Pod CANNONS through the glass doors and RACES through the station/mall- COMMUTERS screaming and diving out of the way-

The Bat-Pod races up the stairs and onto the upper street-

EXT. PARKSIDE -- CONTINUOUS

The Joker's Thugs FIRE THE CABLES ACROSS THE STREET AT SEVENTH FLOOR LEVEL... they pull TAUT as the Chopper approaches, unawares... the Chopper CATCHES on the cables, GOING DOWN in a FIERY BALL that BARRELS along the street towards the armored car...

INT. ARMORED CAR -- CONTINUOUS

The Driver steers around the flaming wreckage as the Shotgun SWAT SHUTS HIS EYES-

EXT. NARROW ALLEY -- CONTINUOUS

The Bat-pod TEARS down a narrow alley blocked with DUMPSTERS- CANNONS the dumpsters to make a path-

INT. CAB OF JOKER'S TRUCK -- NIGHT

The Joker hands the wheel to his man- takes a submachine gun-

THUG

Boss?

The Joker looks ahead to see the Bat-pod emerge from the alley in a cloud of fire, SKIDDING SIDEWAYS IMPOSSIBLY- it RACES TOWARDS THEM-

THE JOKER

Guess it was him.

EXT. PARKSIDE -- NIGHT

The Bat-pod RACES straight at the Joker's truck- FIRES A HARPOON at the Joker's truck- it IMPACTS low, below the bumper-

INT. TRUCK -- CONTINUOUS

The Joker's Thug DUCKS, then comes back up, beaming.

JOKER'S THUG

He missed!

EXT. PARKSIDE -- CONTINUOUS

Batman SWERVES past the Joker's truck, SLALOMS, wrapping the CABLES around a LAMP POST, SPINNING to a halt to watch...

EXT. PARKSIDE -- CONTINUOUS

The cable goes TAUT, RIPPING one post from its foundation-- the TRUCK'S FRONT WHEELS CATCH, FLIPPING IT END OVER END...

The Joker crawls from the wreckage. He jumps over the median and starts waving his pistol at oncoming traffic. Batman GUNS the bat-pod and rides it up and over the median.

INT. ARMORED CAR -- NIGHT

The Driver slows the car, pulls to the side.

SHOTGUN SWAT
What the hell are you doing?

EXT. PARKSIDE -- NIGHT

The Joker walks towards the Bat-pod, which SPEEDS towards him. He is FIRING his gun RANDOMLY at the oncoming traffic.

THE JOKER
Hit me. Come on. Hit me.

Batman watches as the Joker holds out his arms. Waiting for impact. There is no room to go around him.

Batman LOCKS UP THE BRAKES.

The Joker watches as Batman DUMPS the bike, rather than smashing into him. Batman SLAMS into the wall.

The Joker's thug reach Batman first. He is unconscious. The first Thug pulls at the mask. An ELECTRIC SHOCK from the bat-suit THROWS him back. The Joker LAUGHS. Flicks his switchblade. Crouches-

VOICE
Drop it.

THE JOKER
Just give me a second.

The gun is COCKED. The Joker drops the knife. Sits. Looks back. Behind them is the armored car. The man standing over him is the Driver. He pulls off his helmet.

It's JIM GORDON. Back from the dead.

GORDON
We got you, you son of a bitch.

INT. ARMORED CAR -- MOMENTS LATER

Dent looks up as the door swings open to reveal Gordon. Dent GRINS.

DENT
Lieutenant, you do like to play it
pretty close to the chest...

GORDON
We got him, Harvey.

Dent nods. Respect in his eyes. They shake hands.

EXT. PARKSIDE -- NIGHT

A small army of cops have sealed off the roadway. Gordon pulls away in the squad car containing the Joker.

REPORTERS clamor for an interview with Dent, who is being helped out of the van by the SWATs. Ramirez pushes through the pack, shoving reporters aside.

RAMIREZ
Let him be! He's been through enough-

Dent follows Ramirez to a squad car- Wuertz is in the driver's seat. Dent smiles at Ramirez as she opens the rear door.

DENT
Thanks, detective- I've got a date
with a pretty upset fiancée.

RAMIREZ
I figured, counselor.

Ramirez shuts the door on Dent. Signals Wuertz to pull out.

INT. HOLDING, MCU, GOTHAM CENTRAL -- NIGHT

The Joker sits in a holding cage. His makeup has run, his clothes a mess- but his calm lends him an odd dignity. COPS SMASH their night sticks against the bars near the Joker's head. The Joker does not flinch.

GORDON
Stand away! All of you. I don't
want anything for his mob lawyer to
use, understand? Handle this guy
like he's made of glass.

The Mayor walks in. Shakes Gordon's hand.

MAYOR
Back from the dead.

GORDON
I couldn't chance my family's safety.

The Mayor looks over at the Joker in his cage.

MAYOR
What do we got?

GORDON
Nothing. No matches on prints, DNA, dental. Clothing is custom, no labels. Nothing in his pockets but knives and lint. No name, no other alias... nothing.

MAYOR
Go home, Gordon. The clown'll keep till morning. Get some rest- you're going to need it. Tomorrow, you take the big job.
(off look)
You don't have any say in the matter.
(louder, for all)
Commissioner Gordon.

The cops in M.C.U. start CHEERING.

EXT. GORDON HOME -- NIGHT

Gordon rings the bell. Barbara answers it, dressed in black.

GORDON
I couldn't tell you. I couldn't risk-

She SLAPS Gordon. He grabs her, holds her tight as she sobs.

INT. HOLDING, MCU, GOTHAM CENTRAL -- NIGHT

The Joker's men are processed. In the harsh light, the men look a little ridiculous in their clown make-up. DETECTIVE MURPHY turns to Stephens.

DETECTIVE MURPHY
Look at these ugly bastards.

One of the men, walks over, clutching at his belly.

FAT THUG
I don't feel good.

DETECTIVE MURPHY
You're a cop killer. You're lucky to be feeling anything below the neck.

Alone in his cage, the Joker smiles at this.

INT. KIDS' BEDROOM, GORDON HOME -- NIGHT

Gordon crouches by his son's beside. He reaches out to touch James Jr's cheek. James's eyes open. Staring at his dad as if still dreaming.

JAMES
(whispers)
Did Batman save you, dad?

Gordon looks at his son. A little pride seeps in.

GORDON
Actually, this time I saved him.

Gordon's phone rings-

INT. MAJOR CRIMES UNIT, GOTHAM CENTRAL -- NIGHT

Gordon PUSHES through the swarm of detectives crowded into the observation room. The Joker can be seen through the glass, as well as on a large MONITOR. Sitting there. Calm.

GORDON
Has he said anything, yet?

Ramirez shakes her head. Gordon PUSHES through a door...

INT. INTERROGATION, MCU, GOTHAM CENTRAL -- NIGHT

The Joker, in near darkness. Gordon walks in. Sits.

THE JOKER
Evening, Commissioner.

GORDON
Harvey Dent never made it home.

THE JOKER
Of course not.

GORDON
What have you done with him?

THE JOKER
(laughs)
Me? I was right here. Who did you leave him with? Your people? Assuming, of course, that they are your people not Maroni's...
(off look)
Does it depress you, Lieutenant, to know how alone you are?

Gordon can't help glancing at the mounted CAMERA.

THE JOKER

Does it make you feel responsible for
Harvey Dent's current predicament?

GORDON

Where is he?

THE JOKER

What time is it?

GORDON

What difference does that make?

THE JOKER

Depending on the time, he might be in
one spot.

(smiles)

Or several.

Gordon stands. Moves to the Joker. Undoes his handcuffs.

GORDON

If we're going to play games, I'm
going to need a cup of coffee.

THE JOKER

The good cop, bad cop routine?

Gordon pauses, hand on the doorknob.

GORDON

Not exactly.

Gordon steps out. The overhead lights COME ON. BATMAN IS
BEHIND HIM. The Joker BLINKS in the HARSH WHITE LIGHT.

WHAM! The Joker's face HITS the table- comes up for air-
CRACK! CRACK! To the head. Batman is in front of him. The
Joker stares, fascinated. Bleeding.

THE JOKER

Never start with the head... victim
gets fuzzy. Can't feel the next-

CRACK! Batman's fist SMACKS down on the Joker's fingers.

THE JOKER

(calm)
See?

BATMAN

You wanted me. Here I am.

THE JOKER

I wanted to see what you'd do. And
you didn't disappoint...

(laughs)

You let five people die.

(MORE)

THE JOKER (cont'd)
Then you let Dent take your place.
Even to a guy like me... that's cold-

BATMAN
Where's Dent?

THE JOKER
Those mob fools want you gone so they
can get back to the way things were.
But I know the truth- there's no
going back. You've changed things.
Forever.

BATMAN
Then why do you want to kill me?

The Joker starts LAUGHING. After a moment he's laughing so
hard it sounds like SOBBING.

THE JOKER
Kill you? I don't want to kill you.
What would I do without you? Go back
to ripping off Mob dealers? No
you...
(points)
You. Complete. Me.

BATMAN
You're garbage who kills for money.

THE JOKER
Don't talk like one of them- you're
not, even if you'd like to be. To
them you're a freak like me... they
just need you right now.

He regards Batman with something approaching pity.

THE JOKER
But as soon as they don't, they'll
cast you out like a leper.

The Joker looks into Batman's eyes. Searching.

THE JOKER
Their morals, their code... it's a
bad joke. Dropped at the first sign
of trouble. They're only as good as
the world allows them to be. You'll
see- I'll show you... when the chips
are down, these civilized people...
they'll eat each other.
(grins)
See, I'm not a monster... I'm just
ahead of the curve.

Batman GRABS the Joker and pulls him upright.

INT. OBSERVATION ROOM, MCU, GOTHAM CENTRAL -- NIGHT

One of the Detectives moves for the door. Gordon stops him.

GORDON
He's in control.

INT. INTERROGATION ROOM, MCU, GOTHAM CENTRAL -- NIGHT

Batman HOISTS the Joker up by the neck.

BATMAN
Where's Dent?

THE JOKER
You have these rules. And you think they'll save you.

BATMAN
I have one rule.

THE JOKER
Then that's the one you'll have to break. To know the truth.

BATMAN
Which is?

THE JOKER
(smiles)
The only sensible way to live in this world is without rules. Tonight you're going to break your one rule...

Batman leans in to the Joker.

BATMAN
I'm considering it.

THE JOKER
There are just minutes left- so, you'll have to play my little game if you want to save...
(with relish)
...one of them.

BATMAN
Them?

THE JOKER
For a while I thought you really were Dent, the way you threw yourself after her-

Batman DROPS the Joker- RIPS up a bolted-down chair-

INT. OBSERVATION ROOM, MCU, GOTHAM CENTRAL -- NIGHT

Gordon MOVES for the door-

INT. OBSERVATION ROOM, MCU -- CONTINUOUS

Batman JAMS the chair under the doorknob- PICKS up the Joker and HURLS him into the two-way glass. The glass SPIDERS.

INT. INTERROGATION ROOM, MCU, GOTHAM CENTRAL -- NIGHT

The Joker, bleeding from nose and mouth, LAUGHS at Batman.

THE JOKER

Look at you go... does Harvey know about you and his-?

The Joker SMASHES into the wall- SLIDES to the floor. Batman stands over him, a man possessed-

BATMAN

WHERE ARE THEY?!

He GRABS the Joker, holding him close-

THE JOKER

Killing is making a choice...

Batman PUNCHES the Joker across the face. HARD.

BATMAN

WHERE ARE THEY?!

The Joker FEEDS off Batman's anger. Loving it.

THE JOKER

...you choose one life over the other. Your friend, the district attorney. Or his blushing bride-to-be.

Batman PUNCHES the Joker again. The Joker LAUGHS.

THE JOKER

You have nothing. Nothing to threaten me with. Nothing to do with all your strength...

(spits a tooth)

But don't worry, I'm going to tell you where they are. Both of them, and that's the point- you'll have to choose.

The Batman stares at the Joker...

THE JOKER

He's at 250 52nd Boulevard. And she's on avenue X at Cicero.

Batman DROPS him.

INT. OBSERVATION ROOM, MCU, GOTHAM CENTRAL -- NIGHT

Batman RACES past Gordon.

GORDON
Which one are you-

BATMAN
Dent knew the risks.

Gordon looks back- the Joker is bloody, but grinning.

EXT. MCU, GOTHAM CENTRAL -- NIGHT

Several cops see Batman climb onto the bat-pod and TEAR off.

EXT. STREETS, GOTHAM -- NIGHT

Batman SWERVES into oncoming traffic, CHAOS in his wake.

EXT. GOTHAM CENTRAL -- NIGHT

Gordon and his men SCRAMBLE into their cars...

INT. BASEMENT APARTMENT -- NIGHT

Black.

RACHEL
Can anyone hear me?

Harvey Dent opens his eyes. He's bound to a chair in a dingy, unfurnished basement apartment.

DENT
Rachel? Rachel is that you?

RACHEL
(sobbing)
Harvey. You're OK. I thought...

Her voice is coming from a speakerphone on the floor.

DENT
It's OK, Rachel. Everything's going to be just fine.

He looks around. Behind him, metal BARRELS, hooked up to a car battery, with a TIMER counting down: five minutes.

INT. INTERROGATION ROOM, MCU, GOTHAM CENTRAL -- NIGHT

The Joker sits, smiling, content. Stephens guards the door.

THE JOKER
I want my phone call.

STEPHENS

That's nice.

THE JOKER

How many of your friends have I killed?

STEPHENS

I'm a twenty year man. I can tell the difference between punks who need a little lesson in manners, and the freaks like you who would just enjoy it.

(quiet)

And you killed six of my friends.

INT. HOLDING AREA, MCU, GOTHAM CENTRAL -- NIGHT

The Fat Thug shuffles to the bars, where a COP stands guard.

FAT THUG

(agony)

Please. My insides hurt.

COP

Step away from the bars.

FAT THUG

The boss said he would make the voices go away. He said he would go inside and replace them with bright lights. Like Christmas.

COP

That's great. Please step-

The Fat Thug COLLAPSES. The Cop grabs his radio.

INT. WAREHOUSE -- NIGHT

Rachel is bound to a chair. Behind her are barrels identical to the ones behind Dent.

DENT

Can you move your chair?

RACHEL

No. Harvey, we don't have much time-

The timer connected to the bomb reads 2.47... 2.46...

INT. BASEMENT APARTMENT -- NIGHT

Dent DRAGS his chair, inching closer to the barrels.

DENT

Look for something to free yourself.

The chair JAMS against a ridge in the floor. Dent STRAINS to reach the timer. Inches shy.

RACHEL
They said only one of us was going to
make it. That they'd let our...
(pause)
Our friends choose...

Dent strains... THE CHAIR, AND DENT, TOPPLE OVER- KNOCKING
OVER A BARREL.

RACHEL
Harvey? What's happening?

Dent, one side of his face pressed against the bare floor,
watches the open barrel SPEW DIESEL FUEL around him-

DENT
Nothing. I'm trying to...

Dent contorts his head to keep from swallowing any.

EXT. STREETS, GOTHAM -- NIGHT

The bat-pod SKIDS SIDEWAYS, WHEELS FLIPPING as the gyro keeps
Batman upright on the tumbling bike- it comes to rest- guns
lined up with a fire exit- BLOWS the door off its hinges-
JUMPS off the bike-

EXT. 52ND STREET, GOTHAM -- NIGHT

Gridlock. Gordon SWERVES onto the sidewalk. People SCATTER.

INT. INTERROGATION ROOM, MCU, GOTHAM CENTRAL -- NIGHT

The Joker sits like a kid kept after class. He smiles.

THE JOKER
You know why I use a knife,
Detective? Guns are too quick. You
don't get to savor all the little
emotions. See, in their last
moments, people show you who they
really are...

Stephens tries hard to ignore him. It isn't working.

THE JOKER
So, in a way, I knew your friends
better than you ever did.
(smiles)
Would you like to know which of them
were really cowards?

STEPHENS
 (rolls up sleeves)
 I know you're going to enjoy this.
 But I'm going to enjoy it more.

Stephens PUNCHES the Joker in the gut.

INT. BASEMENT APARTMENT -- NIGHT

Dent is half submerged in diesel fuel.

RACHEL
 Harvey, in case... I want you to know
 something...

Dent CHOKES, his emotions overwhelming him.

DENT
 Don't think like that, Rachel.
 They're coming for you.

RACHEL
 I know, but I don't want them to...

INT. WAREHOUSE -- NIGHT

Rachel looks at the timer. Ten seconds left.

RACHEL
 I don't want to live without you.
 Because I do have an answer, and my
 answer is yes...

INT. HOLDING AREA, MCU, GOTHAM CENTRAL -- NIGHT

A MEDIC CUTS away the Fat Thug's shirt- his belly has large
 INCISION, which has been closed with crude looking STITCHES-

MEDIC
 He's got some kind of... contusion...

A RECTANGULAR SHAPE is visible under the skin above his
 navel.

INT. DETECTIVE'S ROOM, MCU, GOTHAM CENTRAL -- NIGHT

Stephens shuffles out into the room, a piece of BROKEN GLASS
 held to his THROAT by the Joker. Cops draw their weapons.

STEPHENS
 This is my own damn fault. Just
 shoot him.

DETECTIVE MURPHY
 What do you want?

THE JOKER
 I want my phone call.

The Detectives look at each other. One of them pulls out his cell phone. TOSSES it to the Joker, who begins to dial.

INT. HOLDING AREA, MCU, GOTHAM CENTRAL -- NIGHT

The Medic gingerly PRESSES the rectangle. It illuminates, a soft blue light visible through the skin.

COP
Is that a... phone?

INT. DETECTIVE'S ROOM, MCU, GOTHAM CENTRAL -- NIGHT

The Joker presses SEND. At the end of the room, the door to the holding area EXPLODES-

INT. HALLWAY, TENEMENT -- NIGHT

Batman SPRINTS down the hall- stops at a door- KICKS it-

EXT. 52ND STREET, GOTHAM -- NIGHT

Cars PULL UP- Gordon gets out, carrying a fire ax-

INT. HALLWAY, TENEMENT -- NIGHT

Batman KICKS- the door gives- Batman SMASHES it open-

INT. BASEMENT APARTMENT -- NIGHT

...Batman BURSTS through the door- Dent looks up in horror-

DENT
NO! Not me... Why did you come for me?!

Batman STARES at Dent. The Joker lied. The counter hits 5 seconds. Batman DRAGS Dent out- Dent FIGHTS to stay-

DENT
RACHEL!

RACHEL
Harvey? Harvey, it's okay...

DENT
RACHEL!!!

EXT. 52ND STREET, GOTHAM -- NIGHT

Gordon, axe in hand, RUNS towards the entrance-

INT. WAREHOUSE -- NIGHT

Rachel can hear Dent. The counter runs out.

RACHEL
 (calm)
 Somewhere-

AN EXPLOSION. ALL-CONSUMING.

EXT. 52ND STREET, GOTHAM -- NIGHT

The BLAST HURLS Gordon backward onto the hood of his car- THE ENTIRE WAREHOUSE IS AN ENORMOUS EXPLOSION-

INT. BASEMENT APARTMENT -- NIGHT

Batman wraps his cape around Dent and hurls them both through the door. Dent is SCREAMING-

EXT. 52ND STREET, GOTHAM -- NIGHT

Gordon picks himself up. The warehouse is an inferno. He heads for it anyway. Five of his men have to RESTRAIN HIM.

EXT. ALLEYWAY, GOTHAM -- NIGHT

A SECOND EXPLOSION- Batman COVERS Dent as the FIREBALL HITS them- IGNITING the diesel soaking Dent's left side- he starts BURNING. And stops screaming. Batman ROLLS Dent on the wet pavement... Dent SIZZLES. Silent.

INT. SPECIAL HOLDING AREA, MCU, GOTHAM CENTRAL -- NIGHT

The Joker walks to the bars of another cell. Grins.

THE JOKER
 Hello there.

In his cell. Terrified. Lau.

EXT. AMBULANCE -- CONTINUOUS

Dent is wheeled into an ambulance, bandages held to his face. His one visible eye STARES BLANKLY, oblivious to the panic-

EXT. 52ND STREET -- CONTINUOUS

Gordon watches the fire. DEBRIS blows across the asphalt. Gordon picks up two pieces: SINGED JOKER CARDS. In place of the Joker's face is a PHOTO OF LAU. A POLICE SERGEANT approaches.

SERGEANT
 Dent's alive, Jim. Just. But back at M.C.U.... the Joker's gone...

GORDON
 With Lau?
 (the Cop nods)
 The Joker planned to be caught. He wanted me to lock him up in M.C.U..

EXT. STREET, DOWNTOWN GOTHAM -- DAWN

A squad car BLAZES down the street. The Joker sticks his head out the window like a dog, feeling the wind...

INT. KITCHEN, WAYNE PENTHOUSE -- DAWN

Alfred sits at a table reading the letter from Rachel.

*RACHEL (V.O.)
Dear Bruce, I need to explain...*

EXT. 52ND STREET -- DAWN

Water. Smoldering blackness. The FIRE CREWS extinguish the last flames of the devastated building. A FIREMAN nudges his COLLEAGUE, pointing out something in the devastation...

*RACHEL (V.O.)
...I need to be honest and clear.
I'm going to marry Harvey Dent...*

INT. INTENSIVE CARE UNIT -- DAWN

Glimpses of Dent's damaged face as SURGEONS surround him.

*RACHEL (V.O.)
I love him, I want to spend the rest
of my life with him...*

EXT. 52ND STREET -- DAWN

The Firemen watch a statue-like figure amidst the charred ruins. The Batman.

*RACHEL (V.O.)
When I told you that if Gotham no
longer needed Batman we could be
together, I meant it...*

INT. MCU, GOTHAM CENTRAL -- DAY

Gordon surveys the wreckage of MCU. The bodies.

*RACHEL (V.O.)
But I'm not sure the day will come...*

EXT. 52ND STREET -- DAWN

Batman bends to the ground on one knee, his black glove spread against the smoldering debris.

*RACHEL (V.O.)
...when you no longer need Batman. I
hope it does, and if it does I will
be there...*

He spots something. DENT'S TWO-HEADED COIN. Blackened, SCARRED. Batman turns it over. The other side is PRISTINE.

INT. KITCHEN, WAYNE PENTHOUSE -- DAWN

Alfred reads.

*RACHEL (V.O.)
...but as your friend. I'm sorry to
let you down...*

INT. HOSPITAL ROOM -- DAWN

Dent, heavily bandaged, hooked up to various machines. Batman stands at the foot of his bed. Watching.

*RACHEL (V.O.)
If you lose your faith in me, please
keep your faith in people...*

BATMAN
I'm sorry, Harvey.

Batman puts DENT'S DAMAGED COIN on the bedside table.

INT. KITCHEN, WAYNE PENTHOUSE -- CONTINUOUS

*RACHEL (V.O.)
Love, now and always, Rachel.*

Alfred finishes the letter. Tears in his eyes, he folds it back into its envelope. Places it on the breakfast tray.

INT. WAYNE PENTHOUSE -- DAWN

Alfred moves through the silent space, stepping past the cowl and gauntlets lying on the cold marble. He approaches Wayne, half-undressed, slumped in a chair watching Gotham.

ALFRED
I prepared a little breakfast.

Nothing. Alfred sets down the tray. The envelope is propped against the silver teapot.

ALFRED
Very well.

WAYNE
Alfred?

ALFRED
Yes, Master Wayne?

Wayne turns, a desperate look in his eye.

WAYNE

Did I bring this on us? On her? I thought I would inspire good, not madness-

ALFRED

You have inspired good. But you spat in the face of Gotham's criminals- didn't you think there might be casualties? Things were always going to have to get worse before they got better.

WAYNE

But Rachel, Alfred...

ALFRED

Rachel believed in what you stood for. What we stand for.

Wayne looks up at Alfred. Alfred picks up the cowl.

ALFRED

Gotham needs you.

WAYNE

Gotham needs its hero. And I let the Joker blow him half to hell-

ALFRED

Which is why for now, they'll have to make do with you.

Alfred hands him the cowl. Wayne looks at him.

WAYNE

She was going to wait for me. Dent doesn't know. He can never know...

Alfred glances at the envelope. Takes it off the tray.

WAYNE

What's that?

ALFRED

It can wait.

Alfred puts the envelope in his pocket.

WAYNE

That bandit, in the forest in Burma... Did you catch him?
(Alfred nods)
How?

ALFRED

(uneasy)
We burned the forest down.

EXT. DOWNTOWN GOTHAM -- DAY

A national guard helicopter ROARS over Gotham General.

INT. HOSPITAL ROOM -- DAY

Dent. Bandaged. Sedated. Coming up for air. Sees something on the table: his coin. He fumbles for it, marvelling at its shiny face. Remembering.

INSERT CUT: RACHEL CATCHES THE COIN.

Dent turns the coin over. The other side is devastated. He STARES at the scarred face. Starts ripping his bandages.

INT. WAYNE PENTHOUSE -- DAY

Alfred comes up to Wayne. Points him to the TV.

ALFRED

You need to see this.

On screen: Engel, in his studio, addresses the camera.

ENGEL

...he's a credible source- an A and M lawyer for a prestigious consultancy. He says he's waited as long as he can for the Batman to do the right thing...

The shot cuts to REESE, nodding.

ENGEL

Now he's taking matters into his own hands. We'll be live at five with the true identity of the Batman, stay with us...

INT. HOSPITAL ROOM -- CONTINUOUS

Gordon ENTERS. Dent STARES to one side. He looks normal.

GORDON

I'm sorry about Rachel.

(nothing)

The Doctor says you're in agonizing pain but you won't accept medication. That you're refusing skin grafts-

DENT

Remember the name you all had for me when I was at Internal Affairs? What was it, Gordon?

GORDON

Harvey, I can't-

DENT
SAY IT!

Dent's anger makes Gordon flinch. He looks away. Ashamed.

GORDON
(small)
Two-face. Harvey two-face.

Dent turns to face Gordon- the left side of Dent's face is DESTROYED- skin blackened and shriveled. Molars visible. The eye a ball and socket. Dent manages a small smile with the good side of his face.

DENT
Why should I hide who I am?

GORDON
I... I know you tried to warn me.
I'm sorry. Wuertz picked you up- was
he working for them?
(nothing)
Do you know who picked up Rachel?
(nothing)
Harvey, I need to know which of my
men I can trust.

Dent looks at Gordon. Cold.

DENT
Why would you listen to me now?

GORDON
I'm sorry, Harvey.

DENT
No. No you're not. Not yet.

Gordon takes a last look at Dent. Then leaves.

INT. CORRIDOR, HOSPITAL -- CONTINUOUS

Gordon steps out. Someone is there. Maroni. On crutches. Gordon stares at him. Cold. Maroni shifts, awkward.

MARONI
This craziness. This is too much.

GORDON
You should have thought of that
before you let the clown out of the
box.

MARONI
You want him, I can tell you where
he'll be this afternoon.

EXT. ABANDONED DOCKS -- DAY

The Chechen gets out of his SUV. Looks at a RUSTED HULK. The Chechen, bodyguards, and dogs, head up the gangplank.

INT. RUSTED HULK -- CONTINUOUS

They pass into a huge hold. In the middle: A BILLION DOLLARS. The pile is thirty feet high. Standing on top- the Joker. At his feet, bound, is Lau. The Chechen laughs.

CHECHEN

Like I say- not so crazy as you look.

The Joker jumps from the top, slides down the pile.

THE JOKER

I told you- I'm a man of my word.
(looks around)
Where's the Italian?

The Chechen shrugs. Pulls out a cigar. Lights it.

CHECHEN

More for us. What you do with all
your money, Mr.Joker?

The Joker GRABS a can of GASOLINE from his thug.

THE JOKER

I'm a man of simple tastes. I like
gunpowder. Dynamite...

He is SPLASHING gasoline onto the money.

THE JOKER

...gasoline...

The Chechen, FURIOUS, steps forwards. The Joker turns. JABS his gun in the Chechen's face. The Chechen's bodyguards REACT. The Joker's men DRAW on them.

THE JOKER

And you know what they have in
common? They're cheap.

CHECHEN

You said you were a man of your word.

The Joker PLUCKS the cigar from the Chechen's lips.

THE JOKER

I am.

The Joker tosses the cigar at the pile.

THE JOKER

I'm only burning my half.

The Chechen watches the money catch fire.

THE JOKER

All you care about is money. This city deserves a better class of criminal, and I'm going to give it to them. This is my town now. Tell your men they work for me.

The Joker crouches down to the Chechen's dogs. They GROWL.

CHECHEN

They won't work for a freak.

The Joker takes out a knife. Tosses it to his man.

THE JOKER

Cut him up and offer him to his little Princes. Let's show him just how loyal a hungry dog is.

The Joker's men GRAB the Chechen.

THE JOKER

It's not about money. It's about sending a message...

The Joker watches the towering FLAMES. Lau screams.

THE JOKER

Everything. Burns.

The Joker pulls out a phone...

INT. TELEVISION STUDIO -- DAY

Reese has a confident air. Engel is taking calls.

CALLER 1 (O.S.)

I wanna how much they're gonna pay you to say who Batman really is.

REESE

That's simply not why I'm doing this.

ENGEL

Caller, you're on the air.

CALLER 2 (O.S.)

Harvey dent didn't want us to give in to this maniac- you think you know better than him?

ENGEL

Guy's got a point- Dent didn't want Batman to give himself up, is this the right thing to do?

REESE

If we could talk to Dent now he might feel differently-

ENGEL

And we wish him a speedy recovery. God knows we need him, now. Let's take another call-

OLD LADY (O.S.)

Mr.Reese, what's more valuable: one life, or a hundred?

REESE

I guess it would depend on the life.

OLD LADY (O.S.)

OK. Let's say it's your life. Is it worth more than the lives of several hundred others?

REESE

Of course not.

OLD LADY (O.S.)

I'm glad you feel that way. Because I've put a bomb in one of the city's hospitals. It's going off in sixty minutes unless someone kills you.

ENGEL

Who is this?

OLD (O.S.)

Just a concerned citizen-
(drops pitch to the
JOKER'S VOICE)
-and regular guy...

INT. MAJOR CRIMES UNIT, GOTHAM CENTRAL -- CONTINUOUS

Gordon and his men are gearing up to take down the Joker. A Detective turns up the TV in the bullpen-

THE JOKER (O.S.)

I had a vision. Of a world without Batman. The mob ground out a little profit and the police tried to shut them down, one block at a time... and it was so... boring. I've had a change of heart. I don't want Mr.Reese spoiling everything, but why should I have all the fun? Let's give someone else a chance...

Reese looks around, twitching. Sweating.

THE JOKER (O.S.)
If Coleman Reese isn't dead in sixty minutes, then I blow up a hospital. Of course, you could always kill yourself, Mr. Reese. But that would be the noble thing to do. And you're a lawyer.

The line rings off. Engel is speechless.

Gordon turns to the uniform COPS.

GORDON
 Call in every officer- tell them to head to their nearest hospital and start evac and search. Call the transit authority, school board, prisons- get every available bus down to a hospital- the priority is Gotham General- wheel everybody out of that place right now- my hunch is that's where the bomb is.

DETECTIVE MURPHY
 Why?

GORDON
 That's where Harvey Dent is.

The Uniforms SPRINT off. Gordon turns to his Detectives.

UNIFORMED COP
 Where are we going, sir?

On screen: Reese is a deer in the headlights.

GORDON
 To get Reese.

INT. WAYNE PENTHOUSE -- DAY

Wayne and Alfred move to the elevator.

WAYNE
 I need you plugged in, checking Gordon's men and their families.

ALFRED
 Looking for?

WAYNE
 Hospital admissions.

ALFRED
 Will you be taking the batpod, sir?

WAYNE

In the middle of the day? Not very subtle, Alfred.

ALFRED

The Lamborghini then.
(watches Wayne go)
Much more subtle.

EXT. GOTHAM STREETS -- DAY

Wayne's Lamborghini TEARS through downtown.

INT. HOSPITAL -- CONTINUOUS

CHAOS. PATIENTS and STAFF running around. COPS and TRAFFIC WARDENS try to manage the evacuation. The COPS stationed outside Dent's room, look around, unsure-

NURSE

Sir, are you going to help?!

Two Cops move to help wheel gurneys around the corner.

INT. LOBBY, TELEVISION STUDIO -- DAY

Gordon and his men escort Reese out of the elevator- Engel follows with a camera crew. As they approach the glass doors Gordon looks out at an angry crowd.

ENGEL

Commissioner?! You really think someone would try to-

Gordon SPOTS an OLD MAN raising a PISTOL- Gordon THROWS Reese to the ground as SHOTS SHATTER the laminated glass of the lobby. The Crowd SURGES in all directions-

GORDON

Get the cars around back!

Gordon hauls Reese to the stairwell.

INT. LAMBORGHINI -- CONTINUOUS

Wayne SLOWS past the chaos outside the television station.

WAYNE

I saw O'Brien and Richards...

INT. BAT-BUNKER -- CONTINUOUS

Alfred types at the computer station.

ALFRED

Nothing on them. No immediate family members admitted to a Gotham hospital.

INT. STAIRWELL, TELEVISION STUDIO -- CONTINUOUS

Gordon pulls the shaken Reese down the stairs...

REESE
(shaken)
They're trying to kill me.

...and into a police VAN...

INT. POLICE VAN -- CONTINUOUS

Gordon throws Reese in the back. Smiles.

GORDON
Well, maybe Batman will save you.

The van PEELS out. Heads onto the streets.

EXT. HOSPITAL -- CONTINUOUS

Cops load patients onto BUSES. A TV van pulls up, Engel and his Cameraman jump out. One of Dent's guards, POLK, looks into a SCHOOL BUS. Turns to the Cop loading it.

POLK
Okay, don't put anyone else on.
(gets on radio)
Davis, I got space, bring him out.
(no answer)
Davis?

Polk heads back towards the hospital, against the flow.

INT. LAMBORGHINI -- CONTINUOUS

Wayne trails the police van from a distance.

WAYNE
I saw Burns and Zachary... and a
patrolman I don't know.

ALFRED
Burns is clean... Zachary...

WAYNE
There's at least one I don't know-
send the information to Gordon-

INT. POLICE VAN -- CONTINUOUS

Gordon's phone BEEPS. He looks at a text: WATCH OUT. COPS WITH RELATIVES IN GOTHAM HOSPITALS- BURKE, RAMIREZ, TILL...

INT. DENT'S HOSPITAL ROOM -- CONTINUOUS

Polk enters the room. No Davis. Just a REDHEADED NURSE, back towards him, reading Dent's chart.

POLK
 Ma'am, we're going to have to move
 him, now.
 (nothing)
 Ma'am?

The Redhead TURNS- it is the Joker, silenced pistol in hand.
 He FIRES.

EXT. GOTHAM STREETS -- CONTINUOUS

The Lamborghini zips around a car to get closer to the van.

INT. POLICE VAN -- CONTINUOUS

Gordon is reading his phone: ERIKSON, BERG. Gordon looks up sharply. Considers the uniformed cop nervously fingering his shotgun.

GORDON
 Berg, isn't it?

The young cop, BERG, looks up. Sweating.

BERG
 Commissioner?

GORDON
 You okay, son?

Berg nods. Looks at his watch.

INT. HOSPITAL ROOM -- DAY

The Joker draws closer to Dent's bed. Dent STRAINS at the leather cuffs binding him to the bed.

THE JOKER
 I don't want there to be any hard
 feelings between us, Harvey.

The Joker loosens Dent's restraints.

THE JOKER
 When you and Rachel were being
 abducted I was sitting in Gordon's
 cage. I didn't rig those charges-

DENT
 Your men. Your plan.

THE JOKER
 Do I really look like a guy with a
 plan, Harvey? I don't have a
 plan...The mob has plans, the cops
 have plans. You know what I am,
 Harvey?

Dent's hand is TREMBLING.

THE JOKER

I'm a dog chasing cars... I wouldn't know what to do with one if I caught it. I just do things. I'm just the wrench in the gears. I hate plans. Yours, theirs, everyone's. Maroni has plans. Gordon has plans. Schemers trying to control their worlds. I'm not a schemer, I show the schemers how pathetic their attempts to control things really are. So when I say that you and your girlfriend was nothing personal, you know I'm telling the truth...

Hands him the pistol. Dent holds it to the Joker's head.

EXT. INTERSECTION, GOTHAM STREETS -- CONTINUOUS

Wayne ROARS past a line of traffic to settle in a few cars back from the police van, sitting at a red light.

INT. LAMBORGHINI -- CONTINUOUS

Wayne studies the intersection- spots a PICKUP jostling for position on the cross street.

INT. POLICE VAN -- CONTINUOUS

Gordon watches Berg, mentally tracing the trajectory of his shotgun barrel as Berg fiddles with his gun. Gordon starts trying to subtly unholster his own weapon.

GORDON

I'm gonna need your weapon, son.

Berg looks at Gordon.

BERG

What?

INT. LAMBORGHINI -- CONTINUOUS

Wayne watches the driver of the pickup staring intently at the police van. Lining it up.

INT. POLICE VAN -- CONTINUOUS

Reese looks from Berg to Gordon. Berg looks at Gordon, trembling, the barrel of his gun inching lower in the car.

BERG

Why? Because my wife's in hospital?

GORDON

Yeah. That would be why.

INT. DENT'S HOSPITAL ROOM -- CONTINUOUS

The Joker leans in, pressing his head to the gun's barrel.

THE JOKER

It's the schemers who put you where you are. You were a schemer. You had plans. Look where it got you. I just did what I do best- I took your plan, and I turned it on itself. Look what I've done to this city with a few drums of gas and a couple of bullets. Nobody panics when the expected people get killed. Nobody panics when things go according to plan, even if the plan is horrifying. If I tell the press that tomorrow a gangbanger will get shot, or a truckload of soldiers will be blown up, nobody panics. Because it's all part of the plan. But when I say that one little old mayor will die, everybody loses their minds! Introduce a little anarchy, you upset the established order and everything becomes chaos. I'm an agent of chaos. And you know the thing about chaos, Harvey?

Dent looks into the Joker's eyes. Finding meaning.

THE JOKER

It's fair.

Dent looks down at the coin in his hands. Turns it over, feels it's comforting weight. Shows the Joker the good side.

DENT

You live.

He turns the coin over. The flip side is deeply SCARRED.

DENT

You die.

The Joker looks at the coin. Looks at Dent, admiringly.

THE JOKER

Now you're talking.

Dent FLICKS the coin into the air. Catches it. Looks.

EXT. INTERSECTION, GOTHAM STREETS -- CONTINUOUS

The light turns GREEN. The police van pulls into the intersection- the pickup GUNS IT, RACING AT IT...

INT. LAMBORGHINI -- CONTINUOUS

Wayne FLOORS it, YANKS the wheel to pull up onto the sidewalk-

INT. POLICE VAN -- CONTINUOUS

Berg licks his lips, nervous.

BERG
Mr. Reese?

EXT. INTERSECTION, GOTHAM STREETS -- CONTINUOUS

The pickup BARRELS at the van, FULL TILT- at the last second Wayne's Lamborghini SLIPS alongside the van- the pickup SMASHES INTO THE LAMBORGHINI-

INT. POLICE VAN -- CONTINUOUS

As the van JOLTS with the impact Gordon LEAPS forward, PUSHING UP Berg's shotgun barrel, which FIRES into the roof- Gordon SMASHES Berg on the head with his sidearm.

EXT. INTERSECTION, GOTHAM STREETS -- CONTINUOUS

Gordon's men pull the pickup driver from his cab- Gordon crouches down to the Lamborghini wreck to help pull Wayne from the car. Gordon recognizes him as he pulls him free.

GORDON
You okay, Mr. Wayne?

Wayne looks at him, woozy. Sits on the curb.

WAYNE
Call me Bruce. I think so.

GORDON
That was a brave thing, you did.

WAYNE
Trying to catch the light?

GORDON
You weren't protecting the van?

Wayne turns- sees the police van as if for the first time. Reese steps down, dazed.

WAYNE
Why? Who's in it?

Reese locks eyes with Wayne. Nods. Gordon sizes up Bruce Wayne and his crushed sports car.

GORDON
You don't watch a whole lot of news, do you, Mr. Wayne?

WAYNE

(shrugs)

It can get a little intense. Think I should go to hospital?

GORDON

Not today, I wouldn't.

INT. CORRIDOR, HOSPITAL -- CONTINUOUS

The Joker walks calmly through the mostly deserted building. As he walks he pulls a DETONATOR from his pocket. Strolling along he PUSHES THE BUTTON... STAGGERED EXPLOSIONS BURST INTO THE CORRIDOR BEHIND HIM LIKE DEMOLITION BLASTS... the Joker just walks out the door...

EXT. HOSPITAL -- CONTINUOUS

The Joker STROLLS down the steps- WINDOWS BLOW OUT IN SERIES- People DIVE for cover- Engel PILES into a school bus-

The Joker walks across the parking lot- THE BUILDING COLLAPSING BEHIND HIM...

EXT. INTERSECTION, GOTHAM STREETS -- CONTINUOUS

Gordon hears the EXPLOSION.

GORDON

Gotham general...
(grabs his phone)
Did you get Dent out?

COP (O.S.)

I think so-

EXT. HOSPITAL -- CONTINUOUS

The Cop cowers as DEBRIS and SMOKE BLAST across the street-

INT. SCHOOL BUS -- CONTINUOUS

The Joker gets onto the bus. Nods at his man at the wheel.

EXT. HOSPITAL -- CONTINUOUS

All eyes are on the collapsed building. One school bus pulls out from the line of other buses. Heads down the street.

INT. BAR, GOTHAM HEIGHTS -- DAY

An empty neighborhood dive, the local DRUNK passed out at the bar, BARTENDER, watching BREAKING NEWS on the TV.

BARTENDER

Sweet Jesus. D'you see this, Mike?
They blew up a hospital...

Detective Wuertz, at a booth looks up at the TV, bored.

BARTENDER
Shouldn't you be out there, you know,
doing something?

WUERTZ
It's my day off.

The Bartender shuts the register.

BARTENDER
I gotta take a leak, keep an eye on
things, will ya?

The Bartender steps out. The back door OPENS again.

WUERTZ
What? You need me to shake it for-

He TRAILS off as someone sticks a gun in his face: Harvey Dent. Standing in shadow. He sits.

DENT
Hello.

WUERTZ
Dent, I thought you was...dead...

Dent leans into the light. The left side of his face is HIDEOUSLY BURNED, cheek gone, blackened teeth and gums.

DENT
Half.

Dent picks up Wuertz's drink. Takes a SIP. Wuertz watches the bare muscles RETRACT as Dent SWALLOWS.

DENT
Who picked up Rachel, Wuertz?

WUERTZ
It must've been Maroni's men-

Dent SLAMS the glass back on the table- Wuertz FLINCHES.

DENT
You, of all people, are gonna protect
the other traitor in Gordon's unit?

WUERTZ
I don't know- he'd never tell me.
(stares at Dent)
I swear to God, I didn't know what
they were gonna do to you-

DENT
 Funny, I don't know what's going to
 happen to you, either.

Dent pulls his coin from his pocket. FLIPS it. Wuertz
 watches it SPIN. It lands on the table. Scarred side up.
 The drunk at the bar STIRS at the GUNSHOT.

EXT. GOTHAM GENERAL -- DAY

Gordon, manic, surveys the scene with a Cop-

GORDON
 You must know how many were inside-
 you've got patient lists, roll calls-

COP
 Sir! Sir. Take a look at what we're
 dealing with. Cops, National Guard-
 (gestures at buses)
 We're showing 50 missing- but that
 building was clear. These buses are
 heading off to other hospitals- my
 guess is we missed one.

GORDON
 Yeah? What's your guess about where
 Harvey Dent is?

The cop says nothing.

GORDON
 Keep looking. Keep it to yourself.

INT. FOX'S OFFICE WAYNE INDUSTRIES -- DAY

Fox is watching the news. His intercom buzzes.

VOICE (O.S.)
 Mr.Fox? Security is showing a break-
 in at the R and D department.

INT. CORRIDOR OUTSIDE RESEARCH AND DEVELOPMENT -- DAY

Fox watches two security men force the door. He enters
 alone.

INT. LAB, RESEARCH AND DEVELOPMENT -- DAY

Fox enters the dimly-lit room. At one end is an
 extraordinary array of thousands of tiny monitors. Fox
 approaches, fascinated, as they quietly display architectural
 patterns individually and in concert. The images become a
 MAP.

BATMAN
 Beautiful. Isn't it?

Fox nods, staring at the monitors as Batman approaches.

FOX
Beautiful. Unethical. Dangerous.
You've turned every phone in the city
into a microphone...

Lucius presses a key. The BABBLE of a MILLION CONVERSATIONS
at once fills the room. Every cell phone in the city.

BATMAN
And high frequency
generator/receiver.

FOX
Like the phone I gave you in Hong
Kong. You took my sonar concept and
applied it to everybody's phone in
the City. With half the city feeding
you sonar you can image all of
Gotham.
(turns to Batman)
This is wrong.

BATMAN
I've got to find this man, Lucius.

FOX
But at what cost?

BATMAN
The database is null-key encrypted.
It can only be accessed by one
person.

FOX
No one should have that kind of
power.

WAYNE
That's why I gave it to you. Only
you can use it.

Lucius looks at Batman. Hard.

FOX
Spying on thirty million people
wasn't in my job description.

Batman points to a TV screen. Fox turns. ON SCREEN: the
Joker shakes his head above a graphic "LATEST THREAT"...

THE JOKER
*What does it take to make you people
want to join in..?*

EXT. SITUATION TENT AT GOTHAM GENERAL -- CONTINUOUS

Gordon watches a screen. Grave.

THE JOKER

You failed to kill the lawyer... I've got to get you off the bench and into the game. So, here it is...

INT. BAR, DOWNTOWN -- CONTINUOUS

The bar, packed with business people watches the TV. SILENT.

THE JOKER

Come nightfall, this city is mine, and anyone left here plays by my rules. If you don't want to be in the game, get out now.

Bar patrons start moving... The Joker reaches for the camera-

THE JOKER

But the bridge-and-tunnel crowd are in for a surprise.

CUT TO STATIC. The bar patrons look around, confused.

INT. LAB, RESEARCH AND DEVELOPMENT -- CONTINUOUS

Fox turns from the TV to look at Batman.

BATMAN

Trust me.

Fox stares at Batman.

BATMAN

This is the audio sample.

He plugs a USB dongle into the console. A sample of the Joker's voice from the call-in news program plays.

BATMAN

If he talks within range of any phone in the city, you'll be able to triangulate his position.

Lucius toggles a menu. The city is an open book- People working, eating, sleeping. Lucius shakes his head.

BATMAN

When you've finished, type your name to switch it off.

FOX

I'll help you this one time...

Lucius sits at the console. Batman moves off-

FOX
But consider this my resignation.

Batman turns. Fox looks at him, serious.

FOX
As long as this machine is at Wayne
Industries, I won't be.

EXT. VARIOUS LOCATIONS -- DUSK

Gothamites POUR out of the city, on foot and by car... the BRIDGES and TUNNELS are deserted, but for BOMB SQUAD search teams.

INT. CITY HALL -- CONTINUOUS

Gordon briefs the Mayor.

GORDON
My officers are going over every inch
of the tunnels and bridges, but with
the Joker's threat they're not an
option.

MAYOR
Land routes East?

GORDON
Backed up for hours. Which leaves
the ferries with thirty thousand
waiting to board. Plus, corrections
are at capacity, so I want to use a
ferry to take some prisoners off the
island.

MAYOR
The men you and Dent put away? Those
aren't people I'm worried about.

GORDON
You should be- they're the people you
least want to be stuck with in an
emergency. Whatever the Joker's
planning, it's a good bet that
Harvey's prisoners might be involved.
I want 'em out of here.

EXT. FERRY TERMINAL -- DUSK

At the ferry terminal, National Guardsmen watch over the THIRTY THOUSAND jostling, scared people waiting to board the two MASSIVE FERRIES to Seven Sisters. Grumbles turn to YELLS as 800 PRISONERS are loaded onto a ferry by shotgun-toting CORRECTIONS OFFICERS.

CIVILIAN

That ain't right! We should be on that boat.

NATIONAL GUARDSMAN

You want to ride across with them, be my guest.

EXT. BROWNSTONE -- DUSK

Maroni climbs into the back of a limo.

INT. LIMO -- DUSK

Maroni settles back into his seat. The car pulls away.

MARONI

Don't stop for lights, cops, nothing.

DENT

Going to join your wife?

Maroni STARTS. Someone is in here with him. Harvey Dent-Two Face- leans forward, clutching a pistol.

DENT

You love her?

MARONI

Yes.

DENT

Can you imagine what it would be like to listen to her die?

MARONI

Take it up with the Joker. He killed your woman. Made you... like this...

DENT

The Joker's just a mad dog. I want whoever let him off the leash.

Maroni looks at Dent. Worried.

DENT

I took care of Wuertz, but who was your other man inside Gordon's unit? Who picked up Rachel? It must've been someone she trusted.

MARONI

If I tell you, will you let me go?

DENT

It can't hurt your chances.

MARONI
It was Ramirez.

Pulls out his coin. Dent cocks the pistol...

MARONI
But you said-

DENT
I said it couldn't hurt your chances.

Dent FLIPS it. Looks: good side. He shrugs.

DENT
Lucky guy.

Maroni looks confused. Dent FLIPS the coin again. Looks down at the coin. Shakes his head.

DENT
But *he's* not.

MARONI
Who?

Dent smiles. PUTS HIS SEAT BELT ON.

DENT
Your driver.

Dent presses the barrel of the revolver behind the shadow of the driver. Maroni LUNGES, SCREAMING. Dent FIRES.

EXT. BRIDGE -- DUSK

The Limo SWERVES off of the bridge, SOARS out over the canal, and PANCAKES into the RETAINING WALL.

EXT. FERRY TERMINAL -- DUSK

CIVILIANS CRAM their way onto one ferry. Finally, the COMMANDER of the National Guard unit SIGNALS to his men to STOP BOARDING and CAST OFF.

The two FERRIES set off across the river, heading for the lights of the distant shore of the mainland.

INT. BRIDGE, PRISONER FERRY -- NIGHT

The FIRST MATE looks out the window, at the second ferry. It is DEAD in the WATER. He turns to the PILOT [PRISON FERRY].

FIRST MATE
They've lost their engines.

PILOT [PRISON FERRY]
Get on the radio and tell 'em we'll
come back for them once we dump these
scumbags-

Suddenly, the control panel FLICKERS and DIES.

PILOT [PRISON FERRY]
Get down to the engine room.

INT. PASSENGER LOUNGE, PRISONER FERRY -- NIGHT

The First Mate skirts around the PRISONERS and CORRECTIONS OFFICERS...

INT. ACCESS CORRIDOR, PRISONER FERRY -- NIGHT

The First Mate opens the door to the engine room. STOPS.

HUNDREDS OF BARRELS OF DIESEL FUEL. And a small, wrapped PRESENT, topped with a BOW.

INT. BRIDGE, PRISONER FERRY -- NIGHT

The Pilot [Prison Ferry] is holding the small present. His radio CRACKLES.

*PILOT [PASSENGER FERRY] (O.S.)
Same thing over here- enough diesel
to blow us sky high. And a present.*

EXT. ELEVATED ROADWAY, DOWNTOWN GOTHAM -- CONTINUOUS

Batman sits on the bat-pod, cape blowing. Listening.

BATMAN
Fox? There's something going on on
the ferries...

INT. PASSENGER LOUNGE, COMMUTER FERRY -- NIGHT

As cold scared Families watch, the NATIONAL GUARD COMMANDER UNWRAPS that ferry's present. Inside, he finds a crude REMOTE DETONATOR.

NATIONAL GUARD COMMANDER
Why would they give us the detonator
to our own bomb?

Up in the wiring at the ceiling, a CELL PHONE taped in to the P.A. rings and answers.

*THE JOKER (O.S.)
Tonight, you're all going to be part
of a social experiment.*

ON BOTH FERRIES: CIVILIANS, PRISONERS, CREW, AND NATIONAL GUARDSMEN ALL LISTEN AS THE JOKER'S VOICE RINGS OUT.

INT. LAB, WAYNE ENTERPRISES -- NIGHT

Lucius Fox looks up as the console CHIMES.

FOX
I'm zeroing in.

THE JOKER (O.S.)
Through the magic of diesel fuel and ammonium nitrate, I'm ready right now to blow you all sky high. Anyone attempts to get off their boat, you all die...

FOX
His voice is on the ferry, but that's not the source...

EXT. ROOFTOPS ABOVE GOTHAM -- NIGHT

Batman looks out, across the entire city skyline.

BATMAN
Do you have a location on the Joker?

FOX
It's west...

Batman FIRES UP the bat-pod- his cape SHRINKS into its pack form as he PEELS OUT, ROARING into the night.

THE JOKER (O.S.)
But we're going to make things a little more interesting than that. Tonight, we're going to learn a little bit about ourselves...

INT. GORDON HOME -- CONTINUOUS

Barbara Gordon answers the phone.

RAMIREZ (O.S.)
Barbara, it's Anna Ramirez-

BARBARA
Hi, Anna-

RAMIREZ (O.S.)
Listen carefully, there's no time. Jim needs you to pack up and get the kids in the car right away.

BARBARA
But the units outside-

RAMIREZ (O.S.)
*Barbara, those cops can't be trusted.
 Jim needs you away from them as soon
 as possible. I'll call them off for
 10 minutes, you'll have to move fast-*

BARBARA
 But where-

RAMIREZ (O.S.)
*I'm going to give you an address- Jim
 will meet you there...*

EXT. MCU -- CONTINUOUS

Ramirez is holding the phone.

RAMIREZ
 250, 52nd street. Leave as soon as
 the patrol car pulls out.

Dent is holding a gun at Ramirez's head. She hangs up.

DENT
 She believe you?

Ramirez nods.

DENT
 She trusts you. Just like Rachel
 did.

RAMIREZ
 I didn't know-

DENT
 'What they were gonna do'? You're
 the second cop to say that to me.
 What, exactly, did you think they
 were going to do?

RAMIREZ
 I'm sorry- they got me early on. My
 mother's medical bills and my-

DENT
 Don't!

Dent FLIPS his coin.

RAMIREZ
 I took a little from them- once
 they've got you, they keep you. I'm
 sorry.

Dent looks at his coin. Good side.

DENT

Live to fight another day, officer.

Dent CRACKS her on the head with his gun.

INT. BRIDGE, PRISONER FERRY -- NIGHT

The Pilot [Prison Ferry] tries the radio. It's DEAD.

PILOT [PRISON FERRY]

He killed the radio.

THE JOKER (O.S.)

There's no need for all of you to die. That would be a waste. So I've left you both a little present.

EXT. PENTHOUSE, PREWITT BUILDING -- NIGHT

The Joker stares out over the harbor, at the ferries. Talking into a cell phone. Holding a detonator, with TWO BUTTONS.

THE JOKER

Each of you has a remote to blow up the other boat.

INT. PASSENGER LOUNGE, PRISONER FERRY -- NIGHT

The Prisoners and Corrections Officers listen. Appalled.

THE JOKER (O.S.)

At midnight, I blow you all up. If, however, one of you presses the button, I'll let that boat live. You choose. So who's it going to be- Harvey Dent's most wanted scumbag collection... or the sweet innocent civilians?

(beat)

Oh, and you might want to decide quickly, because the people on the other boat may not be quite so noble.

The Joker HANGS UP. The Pilot [Prisoner Ferry] looks down at the remote in his hands. Prisoners begin YELLING and PUSHING. The WARDEN takes the remote from the Pilot- COCKS his shotgun. His men level their weapons at the crowd.

EXT. FERRY TERMINAL -- CONTINUOUS

Gordon looks out at the ferries. His phone rings.

BATMAN

I have the Joker's location-

EXT. GOTHAM STREETS -- CONTINUOUS

Batman ROARS along on the bat-pod.

BATMAN
Prewitt building. Assemble on the
building opposite.

INT. PASSENGER LOUNGE, COMMUTER FERRY -- NIGHT

The National Guard Commander is holding the remote. Several passengers take a step towards him. He PULLS his weapon.

NATIONAL GUARD COMMANDER
Stay back.

A BUSINESSMAN clutching his briefcase speaks up.

BUSINESSMAN
Who are you to decide? We ought to
talk it over, at least.

Other passengers agree. A MOTHER with two KIDS speaks up.

MOTHER
We don't all have to die. Why should
my babies die? Those men had their
chance-

NATIONAL GUARD COMMANDER
We're not talking about this...

PASSENGER 1
They're talking over the same exact
thing on the other boat.

PASSENGER 2
If they're even bothering to talk.
Let's put it to a vote.

INT. PASSENGER LOUNGE, PRISONER FERRY -- NIGHT

As the Prisoners grow angrier, a CORRECTIONS OFFICER FIRES his shotgun into the air. The Prisoners back off. Slightly.

INT. PASSENGER LOUNGE, COMMUTER FERRY -- NIGHT

A GUARDSMAN on this boat passes around a hat. People drop CHITS into it. Passengers filling out chits eye each other. People on their phones say goodbye to loved ones.

The Pilot [Passenger Ferry] looks out across the water to the other Ferry. Looks up at the clock. Ten to midnight... STARES down at his blank chit.

EXT. ROOFTOP OVERLOOKING PREWITT BUILDING -- NIGHT

Gordon and his SWAT team leaders set up SNIPER and SCOPE positions on the balustrade.

INT. GARAGE, PREWITT BUILDING -- CONTINUOUS

A SWAT stands beside the empty school bus.

SWAT

We've found our missing bus.

EXT. ROOFTOP OVERLOOKING PREWITT BUILDING -- CONTINUOUS

Gordon looks at the SWAT LEADER.

GORDON

Then we have a hostage situation.

They look across at the large windows of the Prewitt Building. The Joker's men, in crude, homemade CLOWN MASKS are clearly visible, automatic weapons in hand.

SWAT SNIPER

I got hostages!

They look through his scope. Crouched deeper in the room, PATIENTS, DOCTORS, and NURSES, huddled.

GORDON

It's a shooting gallery. Why'd he choose a spot with such big windows?

BATMAN

He likes the view.

Batman gestures towards the view of the ferries.

SWAT LEADER

We have clear shots on five clowns. Snipers take them out, smash the windows- a team rappels in, a team moves in by the stairwells. 2 or 3 or three casualties, max.

GORDON

(barely hesitates)
Let's do it.

BATMAN

It's not that simple. With the Joker, it never is.

GORDON

What's *simple*, is that every second we don't take him, those people on the ferries get closer to blowing each other up!

BATMAN
That won't happen.

GORDON
Then he'll blow them both up!
There's no time- we have to go in now-

BATMAN
There's always a catch with him-

GORDON
That's why we can't wait- we can't
play his games-

Batman turns.

BATMAN
I need five minutes. Alone-

GORDON
No. There's no time. We have clear
shots.

Gordon pulls his gun. Batman turns back. The SWAT watch.

GORDON
Dent's in there with them. We have
to save Dent! I have to save Dent!
(to SWAT Leader)
Get ready-

Batman LEAPS from the building, OPENS his cape- SOARS across
the gulf between the two buildings- Gordon puts his weapon
away. Curses softly. Turns to the SWAT leader.

GORDON
Two minutes. Then you breach.

EXT. PREWITT BUILDING -- CONTINUOUS

Batman LANDS against the glass two floors below-

BATMAN
Fox. I need picture.

INT. LAB, RESEARCH AND DEVELOPMENT -- CONTINUOUS

Fox hits some keys-

FOX
You've got p.o.v. on alpha channel,
omni on beta-

EXT. PREWITT BUILDING -- CONTINUOUS

SMOKED GLASS EYEPIECES slip down over Batman's eye holes. Batman's SONAR P.O.V.: the layers of the building dissolve, levels of TRANSPARENCY PULSING rhythmically... Batman can see the people inside the building...

INT. PENTHOUSE, PREWITT BUILDING -- NIGHT

The Joker is standing by the window, looking out at his handiwork. The Chechen's DOGS start BARKING. He SMILES.

EXT. PENTHOUSE, PREWITT BUILDING -- CONTINUOUS

Batman reaches into his utility belt, SPRAYS PLASTIC onto the glass- lets it harden- PUNCHES the window-which BREAKS QUIETLY as the pieces stick to the laminate- he slips inside-

INT. PENTHOUSE, PREWITT BUILDING -- CONTINUOUS

Batman's eyes glow white as he uses his sonar to look THROUGH the corner: AN ARMED CLOWN IS LEANING AGAINST THE CORNER...

EXT. ROOFTOP, PREWITT BUILDING -- CONTINUOUS

A six man SWAT team prepares to rappel from the roof.

INT. STAIRWELL, PREWITT BUILDING -- CONTINUOUS

A SWAT team moves up the stairs.

EXT. ROOFTOP OVERLOOKING PREWITT BUILDING -- CONTINUOUS

Gordon's phone rings.

GORDON
Hello? Barbara, calm down-

DENT (O.S.)
Hello, Jim.

GORDON
Harvey? What the hell's going on?

DENT (O.S.)
You're about to know what my
suffering is really like...

Gordon looks across at the Prewitt penthouse...

GORDON (O.S.)
Where are you? Where's my family?!

DENT
Where my family died.

Click. Gordon looks at the SWAT leader. Pale.

SWAT LEADER
Red Team. Go!

Gordon moves to the door off the roof.

INT. PENTHOUSE, PREWITT BUILDING -- CONTINUOUS

Batman GRABS the Armed Clown, drops him, silently. He goes to disarm him- THE WEAPON IS DUCT-TAPED TO THE CLOWN'S HANDS. Batman RIPS off the clown mask:

STARING, FRIGHTENED EYES- MOUTH DUCT-TAPED SHUT... it's ENGEL.

Batman looks up: Four more clowns line the windows, weapons duct-taped to their hands. On SONAR: he looks into where the hostages are crouched... the "PATIENTS" and "DOCTORS" are carrying weapons- **these are the Joker's men...** Above them SWATs RAPPEL FROM THE ROOFTOP. ~In the stairwells, two more teams prepping.

BATMAN
Don't. Move.

Engel nods, terrified.

EXT. ROOFTOP OVERLOOKING PREWITT BUILDING -- CONTINUOUS

The SWATs line up the clowns in their sights...

INT. STAIRWELL, PREWITT BUILDING -- CONTINUOUS

The SWAT team arrives at the penthouse fire exit. They spread CHARGES across the inner wall-

EXT. ROOFTOP OVERLOOKING PREWITT BUILDING -- CONTINUOUS

The SWAT Leader checks his watch.

SWAT LEADER
Go! Go! Go!

A SWAT Sniper zeroes in on a clown- the clown DISAPPEARS- the Sniper looks up, confused-

INT. PENTHOUSE, PREWITT BUILDING -- CONTINUOUS

Batman yanks the clown along the floor using his grapple gun- the clown takes down the two next to him- Batman leaps for the nearest two as SHOTS SHATTER the glass-

EXT. PREWITT BUILDING -- CONTINUOUS

The SWATs rappel down the building- SWING in through the broken windows-

INT. PENTHOUSE, PREWITT BUILDING -- CONTINUOUS

The "hostages" reel from the BLAST- The SWATS SWOOP in-aiming weapons at the clowns, throwing PERCUSSION GRENADES- Batman takes out the SWATS with fists and BATARANGS-

The last SWAT aims at BATMAN- behind him a "DOCTOR" raises a shotgun... behind the "Doctor" Batman can see through the wall at SWATS preparing to breach... Batman VAULTS over the SWAT into a two-foot kick into the "Doctor's" chest-

INT. STAIRWELL, PREWITT BUILDING -- CONTINUOUS

The Swats BLAST OUT THE WALL- the team leader steps up to the hole... the BAT-GRAPPLE FIRES out-lodging in his kevlar vest... he is YANKED, SCREAMING, through the door. The rest of his team look at each other. Steel themselves. Move in through the hole...

INT. PENTHOUSE, PREWITT BUILDING -- CONTINUOUS

As the SWATS race in they find Engel, terrified, next to a pile of unconscious "hostages", and their team leader, one end of an absailing rope tied around his waist. Batman is on them, weaving KICKING, PUNCHING, and, with one hand, clipping carabanners looped to the absailing rope onto their webbing of vests.

Batman steps back- picks up the team leader- SWAT weapons aim at him- he hurls the Team Leader out the window... the SWATS watch him go... the rope pays out... one by one they are YANKED out of the window...

EXT. ROOFTOP OVERLOOKING PREWITT BUILDING -- CONTINUOUS

A SNIPER watches through his scope as the six man SWAT team soars out of the window and drops. The line snaps taut and they hang, like a mountaineering team in crisis. Batman, crouched in the broken window, secures the line.

SNIPER

What the hell's he doing?

Batman looks right at the sniper- Raises his grapple gun-BAM. The bat grapple smashes into the Sniper's scope- the rifle is YANKED out of his hands.

INT. PREWITT BUILDING -- CONTINUOUS

Batman races past a dazed Engel...

ENGEL

(pathetic)

Thanks.

...into the main office. The Joker is there.

THE JOKER
You came. I'm touched.

BATMAN
Where's the detonator?

The Dogs LEAP at Batman- SMASH him to the ground...

INT. PASSENGER LOUNGE, COMMUTER FERRY -- NIGHT

The Pilot [Passenger Ferry] finishes counting the votes.
Reads the verdict.

PILOT [PASSENGER FERRY]
The tally is 196 votes against.
(looks down)
And 340 votes for.

The passengers avoid eye contact with each other.

INT. PASSENGER LOUNGE, PRISONER FERRY -- NIGHT

The Corrections Officers are in a phalanx in the corner,
facing off against hundreds of menacing Prisoners.

PRISONER 1
Do you wanna die!

The Warden and his men look at each other. At the clock.

INT. PENTHOUSE, PREWITT BUILDING -- NIGHT

Batman WRESTLES with the Rotweilers- a blinding mass of
Batman, black fur and bared teeth-

The Joker POPS a switchblade. Moves in to the mass- Batman
KICKS OFF the last of the dogs- the Joker JABS his knife into
Batman's RIBS-

THE JOKER
All the old familiar places.

Batman recoils in pain. The Joker BUTTS him- KNEES him-
ENERGY explodes from his lean frame- he KICKS the injured
Batman back towards the glass...

INT. PASSENGER LOUNGE, COMMUTER FERRY -- NIGHT

The Pilot [Passenger Ferry] looks at the remote in his hands.

PILOT [PASSENGER FERRY]
I voted for it. Same as most of you.
Doesn't seem right that we should all
die...

Someone calls out from the back.

PASSENGER 3

So do it!

PILOT [PASSENGER FERRY]

I didn't say I'd do it. Don't forget. We're still here. Which means they haven't killed us, yet, either.

He sets the remote down on a bench in the front of the lounge. The other passengers and guardsmen stare at it...

INT. PASSENGER LOUNGE, PRISONER FERRY -- NIGHT

A HUGE, TATTOOED PRISONER pushes his way to the front. He walks towards the Warden, who is sweating, looking at the remote.

TATTOOED PRISONER

You don't wanna die. But you don't know how to take a life. Give it to me.

The Warden looks at the remote. At the clock.

TATTOOED PRISONER

These men will kill you and take it, anyway. Give it to me, you can tell people I took it by force... give it to me and I'll do what you should have done ten minutes ago.

INT. PASSENGER LOUNGE, COMMUTER FERRY -- NIGHT

Everyone stares at the remote. One minute left. The Businessman stands. Walks over and picks it up.

BUSINESSMAN

No one wants to get their hands dirty. Fine. I'll do it. Those men on that boat made their choices. They chose to murder and steal. It makes no sense for us to die, too.

He looks at the other passengers. No one makes eye contact.

INT. PASSENGER LOUNGE, PRISONER FERRY -- NIGHT

The Warden slowly hands him the REMOTE. The Prisoner looks at it. He looks the Warden in the eye...

Then TOSSES the remote out the window.

Warden, prisoners and officers are stunned.

EXT. PENTHOUSE, PREWITT BUILDING -- NIGHT

Batman FLIES backwards THROUGH THE WINDOW- glass flying- the Joker KICKS out a wooden brace holding up the STEEL FRAME- Batman's arms fly up as it comes crashing down onto his neck- saved by his protective gauntlets. Batman GRUNTS as the Joker STEPS onto the steel beam...

THE JOKER
If we don't stop fighting, we're
going to miss the fireworks.

BATMAN
There won't be any fireworks.

Batman STRUGGLES to keep the beam from CRUSHING his neck...

INT. PASSENGER LOUNGE, COMMUTER FERRY -- NIGHT

The Businessman stares at the remote in his hands. Finally, he puts it down. Sits down. Waits to die.

The clock strikes MIDNIGHT.

EXT. PENTHOUSE, PREWITT BUILDING -- NIGHT

Batman indicates the clock... twelve o'clock.

BATMAN
What were you hoping to prove? That
deep down, we're all as ugly as you?

The Joker looks at the clock...

INT. BOTH FERRIES -- CONTINUOUS

The Passengers brace. Look at the clock. Confused...

INT. PREWITT BUILDING -- CONTINUOUS

The smile disappears from the Joker's face.

BATMAN
You're alone.

The Joker CROUCHES down, hovering above Batman's face and arms. Shows him the remote.

THE JOKER
Can't rely on anyone these days.

The Joker ARMS the remote...

THE JOKER
Have to do everything yourself. I
always have- and it's not always
easy...

(MORE)

THE JOKER (cont'd)
 (smiles, remembering)
 You know how I got these scars?

Batman looks up at him.

BATMAN
 No. But I know how you get these-

Batman's SCALLOP BLADES FIRE OUT OF HIS GAUNTLET, nailing the Joker in the chest and arm- he STAGGERS back- Batman, freed, leaps forward- KICKS HIM OVER THE EDGE- GRABS the remote-

The Joker GIGGLES as he FALLS, enjoying the ride. Something SLAMS into his leg, and he JERKS to a stop- BATMAN'S GRAPPLE. The Joker HOLLERS in pain as Batman HAULS him up.

THE JOKER
 Just couldn't let me go, could you?
 I guess this is what happens when an
 unstoppable force meets an immovable
 object. You truly are incorruptible,
 aren't you?

Batman secures the Joker UPSIDE DOWN. The Joker is LAUGHING.

THE JOKER
 You won't kill me out of some
 misplaced sense of self-
 righteousness... and I won't kill you
 because you're too much fun. We're
 going to do this forever.

BATMAN
 You'll be in a padded cell, forever.

THE JOKER
 Maybe we can share it. They'll need
 to double up, the rate this city's
 inhabitants are losing their minds...

BATMAN
 This city just showed you it's full
 of people ready to believe in good.

The Joker looks up at him. A twinkle in his eye.

THE JOKER
 Till their spirit breaks completely.
 Until they find out what I did with
 the best of them. Until they get a
 good look at the real Harvey Dent,
 and all the heroic things he's done.
 (indicates ferry)
 Then those criminals will be straight
 back onto the streets and Gotham will
 understand the true nature of
 heroism.
 (off look)
 (MORE)

THE JOKER (cont'd)
 You didn't think I'd risk losing the
 battle for the soul of Gotham in a
 fist fight with you? You've got to
 have an ace in the hole. Mine's
 Harvey.

Batman hauls the Joker up, nose to nose.

BATMAN
 What did you do?

THE JOKER
 I took Gotham's white knight. And I
 brought him down to my level. It
 wasn't hard- madness is like gravity.
 All it takes is a little *push*.

Joker laughs. Batman leaves him to the SWATS.

BATMAN
 Lucius. Find Harvey Dent.

EXT. BURNT WAREHOUSE, 52ND STREET -- NIGHT

Gordon gets out of his car, gun drawn. Makes his way into
 the blackened wreck of a building...

INT. BURNT WAREHOUSE, 52ND STREET -- NIGHT

Gordon peers into the darkness.

GORDON
 Dent?

No reply. Gordon makes his way deeper. Up the stairs.

INT. SECOND FLOOR, BURNT WAREHOUSE -- NIGHT

Gordon spots Barbara and their two children huddled together.
 He moves towards them- Barbara is shaking her head-

WHAM! Dent cracks Gordon over the head with his gun. Dent
 disarms Gordon, rolls him over. He turns to look at the
 ENORMOUS hole in the floor. From this side, in the
 moonlight, Dent looks completely normal.

DENT
 This is where they brought her,
 Gordon. After your people handed her
 over. This is where they bound her.
 This is where she suffered. This is
 where she died.

GORDON
 I know. I was here. Trying to save
 her.

Dent TURNS, revealing his dark side.

DENT
But you didn't, did you?

GORDON
I couldn't.

DENT
Yes, you could.

DENT
If you'd listened to me- if you'd
stood up against corruption instead
of doing your deal with the devil.

GORDON
I was trying to fight the mob-

Dent MOVES towards Gordon.

DENT
You wouldn't dare try to justify
yourself if you knew what I'd lost.
Have you ever had to talk to the
person you love most, wondering if
you're about to listen to them die?
You ever had to lie to that person?
Tell them it's going to be all right,
when you know it's not? Well, you're
about to find out what that feels
like. Then you'll be able to look me
in the eye and tell me you're sorry.

Dent turns- steps over to Barbara- puts the gun to her temple-

GORDON
Harvey. Put the gun down. You're
not going to hurt my family.

DENT
No, just the person you need most.
(cocks gun)
So is it your wife?

GORDON
Put the gun down.

Dent moves the gun to point at Gordon's little girl.

GORDON
Please, Harvey...

Dent moves to James Gordon. Brushes the hair out of the
boy's eyes with the muzzle. Gordon SNAPS.

GORDON
Goddamit. Stop pointing that gun at
my family, Dent.

DENT
We have a winner.

Dent pulls the boy away from his mother.

BARBARA
No! Jim stop him! Don't let him!

Dent walks James past Gordon to the edge of the burnt floor.
He touches the raw wood at the edge of the floor.

GORDON
I'm sorry, Harvey. For everything.
But, please. Please don't hurt him.

SIRENS.

EXT. BURNT WAREHOUSE, 52ND STREET -- CONTINUOUS

Cop cars descend on the warehouse.

INT. SECOND FLOOR, BURNT WAREHOUSE -- CONTINUOUS

Dent looks at Gordon, FURIOUS.

DENT
You brought your *cops*?

GORDON
All they know is there's a situation.
They don't know who, or what.
They're just creating a perimeter.

DENT
You think I want to escape?! There's
no escape from this-

Dent indicates his face. His suffering.

GORDON
No one needs to escape, because no
one's done anything wrong. And
nobody has to.

Dent chuckles. A macabre sight.

DENT
I've done plenty wrong, Gordon. Just
not quite enough. Yet.

Dent squeezes the gun a little tighter against the little
boy's neck. The boy WHIMPERS.

BATMAN
You don't want to hurt the boy, Dent.

Dent turns. Batman steps from the shadows.

DENT

It's not about what I want. It's about what's fair.

(to Gordon and Batman)

You thought we could be decent men in an indecent world. You thought we could lead by example. You thought the rules could be bent but not break... you were wrong. The world is cruel.

(shows his coin)

And the only morality in a cruel world is chance. Unbiased. Unprejudiced. Fair.

BATMAN

Nothing fair ever came out of the barrel of a gun, Dent.

DENT

(shows the coin)

His boy's got the same chance she had. Fifty-fifty.

Batman steps closer, desperate, trying to reach Dent.

BATMAN

What happened to Rachel wasn't chance. We decided to act. We three. We knew the risks and we acted as one. We are all responsible for the consequences.

Dent looks at Batman. Pleading.

DENT

Then why was it only me who lost everything?

Batman looks into Dent's eyes. Emotional.

BATMAN

It wasn't.

DENT

(furious)

The Joker chose me!

BATMAN

Because you were the best of us. He wanted to prove that even someone as good as you could fall.

DENT

(bitter)

And he was right.

BATMAN

But your fooling yourself if you think you're letting chance decide. You're the one pointing the gun, Harvey. So point it at the people who were responsible. We all acted as one. Gordon. Me. And you.

Dent is listening, the wheels in his deranged mind turning.

DENT

Fair enough.

Dent eases his grip on the boy.

DENT

You first.

He points the gun at Batman. FLIPS the coin. TAILS. He SHOOTS. Batman COLLAPSES to the ground, clutching his gut.

DENT

My turn.

He points the gun at his own head. FLIPS the coin. HEADS. He looks a little disappointed.

Finally, he points the gun back at Gordon's son.

DENT

Your turn, Gordon.

GORDON

You're right, Harvey. Rachel's death was my fault. But punish me-

DENT

I'm about to. Tell your son it's going to be all right, Gordon. Lie. Like I lied.

Gordon looks up. Pained. Locks eyes with his son.

GORDON

It's going to be all right, son.

Dent FLIPS the coin. High. Dent's eyes FOLLOW the coin up- Batman HURLS himself at Dent and the boy.

All three of them VANISH over the edge. A TERRIBLE CRASH- then silence, but for the sound of DENT'S COIN, SPINNING on the floor at the edge of the hole.

Gordon, horrified, RUNS to the edge- peers down-

Dent lies at the bottom of the hole, his neck broken. DEAD.

The coin stops spinning, GOOD SIDE UP.

Gordon's son swings into view, HANGING from Batman, who is holding onto a JOIST with all his strength...

Gordon reaches down to GRAB his son- HAULS him up...

Batman FALLS..., dropping and dropping, SMASHING THROUGH protruding WOOD and PIPES... He lands HARD near Dent.

EXT. BURNT WAREHOUSE, 52ND STREET -- CONTINUOUS

The cops prepare to STORM the front door.

INT. BURNT WAREHOUSE, 52ND STREET -- CONTINUOUS

Gordon races down the stairs. Rushes over to Batman.

JAMES
Dad, is he okay?

Gordon crouches at Batman's side. The Batman GRASPS Gordon's arm. STAGGERS to his feet.

GORDON
Thank-you.

BATMAN
You don't have to-

GORDON
Yes, I do.

Gordon and Batman stare down at Dent's body. Grave.

GORDON
The Joker won.

Gordon stares down at SCARRED SIDE of Harvey Dent.

GORDON
Harvey's prosecution, everything he fought for, everything Rachel died for. Undone. Whatever chance Gotham had of fixing itself... whatever chance you gave us of fixing our city... dies with Harvey's reputation. We bet it all on him. The Joker took the best of us and tore him down. People will lose all hope.

BATMAN
No. They won't.
(looks at Gordon)
They can never know what he did.

GORDON
 (incredulous)
 Five dead? Two of them cops? We
 can't sweep that under-

BATMAN
 No. But the Joker cannot win.

Batman crouches to Dent's body.

BATMAN
 Gotham needs its true hero.

Gently, he turns Dent's head so the good side of his face is
 up. Gordon looks from Dent's face to Batman. Understanding.

GORDON
 You? You can't-

BATMAN
 Yes, I can.

Batman stands. Faces Gordon.

BATMAN
 You either die a hero or live long
 enough to see yourself become the
 villain. I can do those things
 because I'm not a hero, like Dent. I
 killed those people. That's what I
 can be.

GORDON
 (angry)
 No, you can't! You're not!

Batman hands Gordon his police radio.

BATMAN
 I'm whatever Gotham needs me to be.

INSERT CUT: GORDON STANDS AT A PODIUM AT DENT'S FUNERAL.
 BEHIND HIM IS A LARGE PHOTOGRAPH OF DENT SMILING.

GORDON
*...a hero. Not the hero we deserved-
 the hero we needed. Nothing less
 than a knight. Shining...*

GORDON (V.O.)
They'll hunt you.

BATMAN (V.O.)
You'll hunt me.

INSERT CUT: GORDON, ON THE ROOF OF GOTHAM CENTRAL, AXE IN HAND, WATCHED BY AN ASSORTMENT OF COPS AND REPORTERS...

BATMAN (V.O.) (CONT'D)
You'll condemn me, set the dogs on me...

GORDON TAKES THE AXE TO THE BAT SYMBOL- SPARKING, SMASHING...

BATMAN (V.O.) (CONT'D)
...because it's what needs to happen.

INSERT CUT: ALFRED HOLDS THE LETTER FROM RACHEL. THINKING.

BATMAN (V.O.) (CONT'D)
Because sometimes the truth isn't good enough...

INSERT CUT: ALFRED BURNS THE ENVELOPE FROM RACHEL.

BATMAN (V.O.) (CONT'D)
...sometimes, people deserve more.

INSERT CUT: LUCIUS FOX TYPES HIS NAME INTO THE SONAR MACHINE.

INSERT CUT: FOX HITS THE "X". THE MACHINE FLASHES RED "SELF-DESTRUCT WARNINGS". THEN DIES. FOX SMILES TO HIMSELF.

Batman hurries off. LIMPING into the shadows.

JAMES
 Batman?!

James RUNS down the stairs to join father-

JAMES (CONT'D)
 Why's he running, Dad?!

Gordon stares after Batman.

GORDON
 Because we have to chase him...

EXT. WAREHOUSE -- CONTINUOUS

As Cops race into the buildings the DOGS get the scent and pull away from the doorway, following the SHADOW into the stacks of shipping containers...

INT. WAREHOUSE -- CONTINUOUS

James looks at his father, confused.

JAMES
 He didn't do anything wrong!

Gordon stares after the Batman. The sound of the dogs becoming louder and more ferocious.

JAMES (CONT'D)
 Why, dad? Why?!

GORDON
 Because...

EXT. DOCKSIDE ROOFTOPS -- CONTINUOUS

The Batman LURCHES between shipping containers. STUMBLING.
 BLEEDING. He makes it to the bat-pod...

GORDON (V.O.)
*...he's the hero Gotham deserves...
 but not the one it needs right now.
 So we'll hunt him, because he can
 take it. Because he's not our
 hero...*

The bat-pod streaks through Gotham's underground streets, the
 Batman's cape fluttering behind. A wraith...

GORDON (V.O.)
*...he's a silent guardian, a watchful
 protector... a dark knight.*

The Batman races up a ramp into a blinding light-

CUT TO BLACK.

CREDITS.

END.