



story and screenplay by Lee Shapiro & Stephen Wise

based on characters created by Bob Kane, Bill Finger,
Frank Robbins, and Neal Adams
appearing in DC Comics

FADE IN:

EXT. SKY - NIGHT (POV)

A full moon illuminates storm-drenched clouds that obscure the ground. Plunge through the clouds toward...

GOTHAM CITY SKYLINE

A green haze envelops the city. Skyscraper windows pierce the gloom like cold, yellow eyes. The erratic flight continues into...

DOWNTOWN GOTHAM

A jungle of moist, decaying brick, stone, metal and glass. The Halloween decorations seem natural, not seasonal.

Careening around structures, through dark alleys and into streets loaded with pedestrians and traffic, heading for...

GOTHAM PARK

Dead leaves blow past. The world spins upside-down. The flight ends in a...

BARREN TREE

Blackness. A loud screech.

INT. GOTHAM STATE UNIVERSITY ZOOLOGY BUILDING - NIGHT

A canvas bag writhes. From within, a squeal.

DR. KIRK LANGSTROM, 30's, stocky, lab coat, slicked hair, unshaven, carries the bag through the opulent lobby, passing over the university seal engraved in the floor.

His footfalls echo as he passes a JANITOR jamming to headphones while sweeping the floor. The Janitor pauses, smiles, lowers his headphones.

JANITOR

Another late night, Doctor Langstrom?

Kirk continues through an archway marked "Science Department." The Janitor's smile fades.

JANITOR (CONT'D)

Prick.

He reseats his headphones, blasts the volume and resumes his work.

CORRIDOR

Kirk unlocks a door, then enters the room. The door shuts behind him.

Through the door's frosted glass window, a light comes on. The inscription on the glass: Dr. Kirk Langstrom, Zoology Department.

KIRK'S LAB

Sterile, neat, modern. A variety of instruments, chemicals, and caged, docile animals. The full moon shines through a large window.

Kirk upends the bag into an empty cage. A large bat falls out, fluttering in the confined space.

Kirk sticks a finger between the bars to calm the occupant.

The bat eyes the finger as it gets closer, then bares its fangs.

A dog, VALERIE, jumps up on Kirk, pushing him back from the cage just as the bat strikes.

KIRK

What the--! Valerie?

Valerie's tail wags. Kirks turns, expecting to find...

FRANCINE, 30's, glasses, hair tucked under a stocking cap. An overcoat hides her sleepwear. The perfect blend of academia, scientist, and model. A leash dangles in one hand.

FRANCINE

You were in such a hurry to leave me again that you forgot something.

Kirk just stares, confused. Francine takes his hand and drops a hearing aid into it. He inserts it in his ear and smiles.

KIRK

Thanks for remembering it.

FRANCINE

I was talking about a kiss.

KIRK

Down, girl.

Valerie returns to four on the floor, transfixed by the bat on the lab table. Kirk sits, facing the table, pats the dog's head.

FRANCINE

You're the only person she does that to, you know.

KIRK

Lucky me.

Engrossed in his work. Francine's hopeful eyes fixate on her husband. An awkward moment.

FRANCINE

I was serious about that kiss.

Kirk blow her a half-hearted kiss, then returns to his work. Her smile fades. Not what she wanted.

FRANCINE (CONT'D)

(under her breath)

I guess the real one will have to wait.

Deflated, she leashes Valerie and turns to leave. He grabs her arm, stopping her.

KIRK

Francie, you gave me my hearing tonight. If successful, I can restore that and so much more to millions like me, permanently. But you, especially, know I'm up for the same grant as my colleagues. I need you to be patient just a little longer.

Understanding. A faint smile lightens her face.

FRANCINE

I'll wait up for you.

She tugs on the leash. She and Valerie exit.

LATER

Kirk rubs his eyes. He dons a headset, clicks a switch on its cable and speaks into the mic.

KIRK

In comparison to previous attempts, the latest mutagenic catalyst, batch...

He produces a syringe filled with a colored, thick liquid. Its label reads, "#KL-mse013, Specimen: Bat."

KIRK (CONT'D)

K-L-M-S-E thirteen, appears stable.
The first step toward treating sensory
impairment at the genetic level.
The sensory-deprived will be able to
replace missing senses or enhance
existing ones using animal genomes.
All that remains is the test subject
phase.

In a cage on the table in front of him -- a rat.

KIRK (CONT'D)

Should the board choose my work for
the Wayne grant--

The lights go off. Flickering Bunsen burners dot the
darkness. Perplexed, Kirk rises to his feet and scans the
shadowy lab.

JONATHAN (O.S.)

It will be guilty of nepotism.

The animals grow silent. The moon retreats behind clouds.

Kirk stops the recording.

KIRK

Jonathan? Is that--

JONATHAN (O.S.)

Address me as Doctor Crane!

KIRK

Doctor Crane, you know this has
nothing to do with Francine. She's
abstaining from voting.

JONATHAN (O.S.)

And certainly not influencing any of
the remaining board members.

A burner goes out.

KIRK

You're a man of science. Think
rationally. The Board of Regents
has always been impartial. They
only select that research which most
benefits--

JONATHAN (O.S.)

Their bank accounts.

KIRK

I'm afraid I don't have time for
this.

JONATHAN (O.S.)
Afraid? You don't know the meaning
of the word.

Another burner goes out. Kirk strains his eyes, scanning
the room. He raises the syringe, like a weapon.

KIRK
Please step into the light, doctor.

JONATHAN (O.S.)
Deaf and blind as a bat? You have
taken leave of your senses.

A monotonous chuckle. Another burner goes out. Kirk remains
still, like one his his caged animals.

KIRK
This isn't funny.

A tall, lanky shape creeps up behind Kirk. His hand, a spider
web of old scars, hovers over the burner. The flesh chars
but he doesn't react. His palm extinguishes the flame.

KIRK (CONT'D)
What's that smell?

Jonathan inhales.

JONATHAN (O.S.)
Fear.

A crash behind Kirk. He spins, raising the syringe. An
open, empty cage on the floor. The lab rat scurries away.

Over Kirk's shoulder, DR. JONATHAN CRANE, 40's, hollow
complexion, a pony tail of mussed, stringy hair, steps into
the light.

JONATHAN (CONT'D)
Boo.

Kirk spins again, ready to plunge the syringe. Jonathan
holds up his hands, steps back, diffusing the situation.

KIRK
Damn it, Crane. I almost...

A smile crosses Jonathan's face. Kirk relents, still on edge.

JONATHAN
Happy Halloween.

KIRK
Sometimes I think you're just as
insane as your patients at Arkham.

He places the syringe on the table and fixes his workstation, ignoring Jonathan.

Jonathan's demeanor darkens. His body quivers. Distant, indistinct voices: children chanting. Only Jonathan hears them. After a painful moment, stability resumes.

JONATHAN

Have I ever shown you my work, doctor?

Kirk turns toward him again.

KIRK

No, and quite frankly, I'm not--

A cloud of gas erupts from Jonathan's outstretched arm, striking Kirk in the face.

Kirk stumbles backward, choking, covers his mouth.

KIRK (CONT'D)

What the hell are you doing?

JONATHAN

Swapping one rat for another.

KIRK

I'll kill you, Crane!

JONATHAN

There's the monster in you.

Kirk lunges toward Jonathan.

KIRK'S POV

His world blinks on and off, like a random shutter.

KIRK

W-what's happening to me?

Everything goes pitch black.

KIRK'S LAB

Kirk stumbles forward, bumping into an adjacent table and knocking over more instruments.

KIRK (CONT'D)

Please. Help me.

JONATHAN

I just did.

Like a blind man, hands outstretched, Kirk shuffles through the mess, crunching glass underfoot. On his face, fear.

Jonathan pick up Kirk's recorder and hits play.

KIRK (V.O.)
(filtered)
Should the board choose my work for
the Wayne grant--

JONATHAN (V.O.)
(filtered)
It will be guilty of nepotism.

Jonathan presses DELETE on the recorder.

JONATHAN (CONT'D)
No need to have that.

He drops the recorder and heads for the door.

JONATHAN (CONT'D)
I'll see myself out. Oh...
(hand on the doorknob)
My condolences on your failure.

He leaves.

KIRK
Come back, Crane! COME BACK!

He slips, falls backwards against his table. His hand slams
against more glass. He recoils, draws his hand away.
Embedded in his palm and fingers...

Tiny shards of glass, multiple cuts, and a colored, thick
liquid. Not his blood.

He smells the liquid. Dabs a small taste to his tongue.

KIRK (CONT'D)
No. Oh, no...

Frantic, he searches the table. His eyesight returns, and
he sees...

The label and glass bits of his syringe.

Kirk's veins swell throughout his body. His body writhes,
then falls to the floor, doubled over. The headset falls
off, burrowing itself under the table. After several spasms,
Kirk grows still.

The moon peeks from behind the clouds, bathing the lab in
cold, diffuse light.

The docile animals grow restless. They scurry and wail from
within their cages.

A quasi-human shadow falls across the room.

FOYER

A human cry that morphs into something inhuman disrupts the otherwise tranquil night, echoing throughout the building.

Undisturbed, the Janitor finishes his work, still jamming to the loud music emanating from his headphones.

INT. LANGSTROM BEDROOM - NIGHT

Francine wakes, sitting bolt upright. She glances at the empty space next to her and then at the clock. She swings out of bed.

At the foot of the bed, Valerie perks up and watches her.

INT. GOTHAM STATE UNIVERSITY CORRIDOR - NIGHT

At one end of the dark hallway, Francine sees the light flickering from within her husband's lab. She quickens her approach.

She reaches the closed door. The light behind the frosted window strobes wildly. She knocks and opens the door.

FRANCINE

Kirk?

KIRK'S LAB

A disaster area. Broken glass and instruments. Pools of various liquids. Freed animals scurry about. Their gnarled cages lie strewn around the room. The overheads hang from the rafters, flickering and sparking.

FRANCINE

Kirk! Oh my God! Kirk!

Francine wades through the mess and scans for her husband. She hears a thud from a storage cabinet and moves toward it.

FRANCINE (CONT'D)

Kirk? Is that you?

Francine opens the cabinet.

The bat bursts out, startling her. She follows its escape toward the large window, the glass of which is now shattered.

Unmoving, her face aghast, she watches the bat disappear into the night sky and across the full moon.

EXT. WAYNE MANOR - NIGHT

Under the full moon, a solitary FIGURE stands on an upper-story balcony, staring toward a distant Gotham City.

INT. BRUCE'S BEDROOM - NIGHT

The dark and spacious room, while indicative of wealth, is bare of any personal touches.

A breeze blows through the set of French doors, billowing the curtains that frame the solitary figure beyond.

A knock.

HALLWAY

ALFRED PENNYWORTH, 70s, with a silver tray of food, knocks on the door in front of him. Despite the late hours, he is still dressed appropriately as a butler.

ALFRED

Sir? I do wish you'd eat something.
You must keep up your strength.

No response.

ALFRED (CONT'D)

I had hoped that the days of talking
to you through doors had ended after
adolescence.

Again, no response. Alfred tries the door, and it opens.
He enters.

BRUCE'S BEDROOM

Alfred sets the tray on the bed, then approaches the French doors to address BRUCE WAYNE, late 30s, who remains in shadow outside on the balcony.

ALFRED

Anxious to fly again?

BRUCE

Flying's for animals, not men.

ALFRED

"I'm a man, not a monster." Is that
it, sir? As I seem to recall, you
are a little of both.

BRUCE

We all make our choices, Alfred.
And I, alone, must deal with those
consequences.

ALFRED

You are correct, except for one thing.
You are not alone. Not yet anyway.

Alfred exits the room.

INT. KIRK'S LAB - NIGHT

POLICE sift through the debris and place certain items into
plastic evidence bags.

A young JOURNALIST for the college paper snaps pictures.

COMMISSIONER GORDON, 50s, uses a pen to lift a hearing aid
from the floor.

FRANCINE (O.S.)

That's Kirk's hearing aid. He was
wearing it earlier.

Francine steps under some police tape that barricades the
lab's doorway.

GORDON

Mrs. Langstrom, there's really nothing
more you can do here. Why don't you
go home and get some rest.

FRANCINE

When can I collect Kirk's personal
effects?

GORDON

Not until the case is closed, I'm
afraid.

Gordon escorts Francine to the door.

JOURNALIST

Some say that the Batman was seen in
this vicinity last night.
Coincidence, Commissioner?

The journalist holds a digital recorder to Gordon's face.
Gordon pushes it away.

GORDON

There is no more Batman.

INT. CLASSROOM AUDITORIUM - DAY

Jonathan paces on a small stage before the stadium seating. A slide show projected onto a screen behind him displays photos of test subjects being subjected to episodes of intense terror.

JONATHAN

Acute phobia disorder. The incapacitation of physical functionality due to both mental and emotional fixation on external stimuli that the subject deems...scary.

A few chuckles from the mostly disinterested STUDENTS.

JONATHAN (CONT'D)

However, there are some for whom terror is as addictive and stimulating as sex.

DICK (O.S.)

Yeah, those who can't get any.

This elicits a larger laugh from the class. Jonathan glares at his students, but presses on.

JONATHAN

Consider the two possible responses to phobic-induced stimuli. We have already discussed flight, or fright, as I like to call it, whereby a person simply flees from or succumbs to a horrific situation.

A slight smile splits his face.

JONATHAN (CONT'D)

Fight, however, is more interesting. Under the right circumstances, fear can empower an individual and produce amazing effects such as increased strength. Fear is eternal.

DICK (O.S.)

You make it sound like being afraid is somehow positive.

JONATHAN

Isn't it? Whether it's your own augmented strength or the incapacitation of your adversary, fear can be a powerful, addictive--

DICK (O.S.)

Weapon?

JONATHAN

Mr. Grayson, since you seem hellbent on making my lecture a debate, please stand so I can see you.

DICK GRAYSON, early 20s, shoulder-length hair, rises from his seat in the midst of the students.

DICK

How 'bout some sense, doc?

The students have now become engaged in this exchange.

DICK (CONT'D)

Through systematic desensitization, one can face one's fears and overcome a potential impairment to a normal, healthy lifestyle.

JONATHAN

Excellent textbook recitation, albeit naive. Fear is a part of us. Rather than dismiss it as a weakness, we should reap positive benefits--

DICK

How?

JONATHAN

Scientific research, Mr. Grayson. Through the use of test subjects--

DICK

You're crazy if you believe anyone would volunteer for that.

JONATHAN

Is it crazy to expose the true nature, beauty, and power of fear?

DICK

That sounds unorthodox at best and highly questionable at worst.

JONATHAN

What are you afraid of, Mr. Grayson? "Nothing is so much to be feared as Fear itself." Henry David Thoreau.

DICK

"Don't fear the reaper." Blue Oyster Cult.

The clock tower chime sounds, and the students exit, laughing and murmuring. Jonathan watches the auditorium empty out. His hands tremble.

JONATHAN
(under his breath)
Perhaps I have my first volunteer
after all, Mr. Grayson.

EXT. UNIVERSITY COURTYARD - DAY

Dick pushes through the foot traffic of students and passes a stuffed scarecrow wearing rustic, tattered clothing that has been affixed to a pole in the middle of the grass.

A sign pinned to the scarecrow's chest announces a school Halloween dance.

A school newspaper blows across the lawn and presses up against the scarecrow's leg. Dick notices the word "Batman" peeking out from a crease. He picks up the newspaper and unfolds it to find a photo of Kirk Langstrom and the headline:

"MYSTERIOUS DISAPPEARANCE: IS THE BATMAN RESPONSIBLE?"

The subheader reads:

"POSSIBLE LINK BETWEEN THE MISSING DR. KIRK LANGSTROM AND THE CAPED CRUSADER'S RETURN."

INT. FACULTY LOUNGE - DAY

A mixed group of PROFESSORS occupy the room, eating and gossiping.

PROFESSOR 1
The man shouldn't be allowed around
innocent students.

PROFESSOR 2
Tenure. What're you going to do?

PROFESSOR 3
But even that won't protect him if
he steps too far out of line.

PROFESSOR 1
I hear Arkham's full of his
"volunteers."

PROFESSOR 2
Ol' Ichabod's days are numbered, I'm
afraid.

A loud thud resounds behind them. They turn to find Jonathan standing in the doorway. His face ashen, pale, hurt. His books and papers lie scattered across the floor.

PROFESSOR 3
Doctor Crane. We were jus--

JONATHAN
W-what did you call me?

PROFESSOR 2
I didn't mean anything by it.

BOY 1 (V.O.)
Ichabod?

Jonathan cocks his head, listening to distant voices only he hears.

BOY 2 (V.O.)
We're gonna getcha, Ichabod!

Jonathan shuts his eyes.

BOYS (V.O.)
(repeated; trailing)
Scaredy cat.

MR. CRANE (V.O.)
You know what you must do.

Jonathan opens his eyes again.

PROFESSOR 1
No disrespect. They have names for all of us. Nothing to lose your head over, right?

Jonathan's eyes narrow. He spins and exits the room.

PROFESSOR 3
Yep, his days are numbered.

INT. UNIVERSITY PSYCHOLOGY DEPARTMENT - DAY

Jonathan barges past a SECRETARY who makes a failed attempt to stop him.

SECRETARY
Good afternoon, Doctor Crane. May I--

Ignoring her, Jonathan enters a private office and slams the door shut. A sign on the door: Dean Roger Hallowell, Psy.D.

DEAN HALLOWELL'S OFFICE

DEAN ROGER HALLOWELL, 60's, looks up from his work at Jonathan, who paces trembling before him.

ROGER

Jonathan?

JONATHAN

I-I need your help again, Roger.

Roger stands and directs Jonathan to the nearby couch.

ROGER

Why don't you lie down, and we'll
talk about it.

Jonathan moves to the couch as Roger preps a journal.

EXT. GOTHAM CITY - DUSK

The sun disappears behind the skyline.

EXT. DOWNTOWN GOTHAM - NIGHT

Gotham's nightlife emerges and floods the city with human activity.

High above them, lurking in the shadows, an inhuman shape watches the proceedings. With a rush of air, a brown blur takes flight.

SIDEWALK

A large, winged shadow passes over a CROWD OF CITIZENS. Many of them stop, point, and mutter amongst themselves.

PARK

Amid the dim lanterns and semi-barren trees, a SOCIALITE, 70's, over-accessorized for a stroll, walks her fancy poodle.

A high-pitched squeal breaks the silence. A large brown shape swoops in front of her. Her body jerks forward as it snatches the poodle from her. The shape disappears. Its squeal fades.

The leash falls to the ground. The socialite stares, wide-eyed and in shock at the leash, then directs her gaze into the sky and screams.

INT. LANGSTROM HOME - DAWN

The doorbell sounds. Valerie bursts from around a corner, paws and barks at the front door. Francine approaches and maneuvers the dog away from it.

FRANCINE

Valerie! Down!

She opens the door. Jonathan stands rigid behind the closed screen door. Valerie whimpers away.

JONATHAN

Hello, Francine.

FRANCINE

Oh, Jonathan. Bit early for a visit, isn't it?

JONATHAN

This isn't a social call.

FRANCINE

What can I do for you?

JONATHAN

Why is my position being compromised?

FRANCINE

Excuse me?

JONATHAN

Why have I been summoned to present classified records of my experiments?

He shows an official document to Francine, who scans it.

FRANCINE

The Board of Regents is merely following procedures. We are entitled to know everything about our faculty's experiments, and your grant application left too many things unanswered.

JONATHAN

There's an issue of doctor-patient confidentiality.

FRANCINE

Not when it involves funding that the university and the government provide.

JONATHAN

I will not jeopardize my patients' privacy to satisfy bureaucrats.

FRANCINE

The Board is more concerned with your patient's well-being than their privacy.

Jonathan loses some of his placidity. His speech and mannerisms grow nervous.

JONATHAN

I'm not the only one with controversial experiments, Missus Langstrom. Need I remind you of your late husband's work?

Francine loses her professional demeanor.

FRANCINE

Don't you dare bring Kirk into this! And for your information "professor", Kirk is only missing, not dead.

Jonathan didn't expect that.

JONATHAN

Who're you trying to convince?

Francine slams the door.

EXT. LANGSTROM HOME - DAY

Jonathan strides from the front porch, but as he reaches the sidewalk, his demeanor crumbles and he steadies himself with a hand on an oak tree.

BOYS (V.O.)

Ichabod. Ichabod! We're coming for you, Ichabod.

A look of terror overcomes him as he remembers...

FLASHBACK:

EXT. CORN FIELD - DAY

YOUNG JONATHAN, 9, gangly and frail, crashes through stalks of corn. His face has a few scars, though nowhere near what he will have as an adult. Frantic, he glances over his shoulder as if being pursued.

BOY 1 (V.O.)

Run, scaredy-cat! Run!

BOY 2 (V.O.)

Get back on your post, scarecrow!

FLASHBACK ENDS.

EXT. LANGSTROM HOME - DAY

The memories fade. Jonathan's terror does not.

MR. CRANE (V.O.)

You know what you must do.

Jonathan composes himself and strolls down the sidewalk.

In the house behind him, Francine watches him through the window. She closes the curtains.

INT. WAYNE MANOR PARLOR - DAY

The phone rings. Alfred answers it.

ALFRED

Wayne residence.

DICK (O.S.)

(filtered)

Hey, Al.

ALFRED

Hello, young sir. To what do we owe the privilege of this call? Surely, you're not out of money already.

INTERCUT WITH:

INT. DICK'S DORM ROOM - DAY

A typical young, single male's living quarters. Dick is on his phone.

DICK

Money, no. Patience, yes.

ALFRED

Will you be honoring us with your presence this weekend?

DICK

Well, that's not really up to me, is it? Especially with Bruce flying solo these days.

ALFRED

I'm not sure I understand your meaning.

DICK

Apparently, you haven't been following the news.

ALFRED

As typical, the media is full of rubbish.

DICK

Okay, so when do we suit up and investigate the Langstrom disappearance and this bat-like creature?

ALFRED

I'm afraid I don't hold the answer to that. Would you care to speak to the one who does?

DICK

Thanks just the same, but I know where the conversation will lead.

INT. BRUCE'S OFFICE - DAY

Bruce sits in a comfortable executive chair positioned behind an immaculate antique wooden desk. His back is to a large-screen monitor with a webcam mounted above it.

On the monitor, a GROUP OF EXECUTIVES occupy a conference table. None look pleased. A Wayne Enterprises hangs on the wall behind them.

BRUCE

I know where this conversation is leading. We've been there before, ladies and gentlemen.

EXECUTIVE

But sir, with all due respect, this is your company.

BRUCE

Yes, but I hired you to run it for me. Please see that's what you do.

EXECUTIVE

Mr Wayne, I really must--

BRUCE

I think we've covered everything for now. I'll talk with you again when time permits.

The screen goes dark. A painting slides over, hiding it.

Bruce swivels the chair, as if allowing himself to come out of hiding now that the executives are gone. He is weary and despondent. A framed picture of himself and Dick captures his gaze.

CRIMINAL (V.O.)
I'm not afraid of you!

FLASHBACK:

EXT. SUSPENSION BRIDGE - NIGHT

Cornered, a CRIMINAL flicks open a switchblade.

CRIMINAL
You're nothing without your partner.

Fully costumed and ready for action, ROBIN (AKA Dick Grayson) drops down in front of him.

The criminal lunges with his knife, but Robin flips him over the edge of the bridge.

He plummets head-first, screaming. A cable wraps around his legs and pulls taut, leaving him swinging in the open air.

On the edge of the bridge, Robin holds the other end of the cable and secures it to the structure. A large shape passes overhead.

ROBIN
About time.

BATMAN (AKA Bruce Wayne) emerges from the shadows and peers over the edge at the criminal.

BATMAN
You could've killed him.

ROBIN
At least I was here.

A moment of tension, broken by the BAT SIGNAL, which illuminates the sky in the distance.

ROBIN (CONT'D)
Are you gonna get that, or should I?

Robin shoots his grappling hook and swings away.

BATMAN
It never ends.

Batman follows his partner's lead into the dark night.

FLASHBACK ENDS.

INT. BRUCE'S OFFICE - DAY

Bruce regards his hands, fingers flexed into claws. He hangs his head.

EXT. UNIVERSITY CLOCK TOWER - DAY

Two maintenance men, RALPH and SAM, approach the tower's base. Ralph unlocks the old, wooden door while Sam clears away some foliage to reveal a control panel.

RALPH

I don't see why I'm always the one who has to go up. It's your turn, Sam.

SAM

I'm afraid of heights. Now, stop yer complainin' and get up there.

Sam opens the control panel and tinkers. Ralph enters the clock tower.

STAIRWELL

Ralph flips on his flashlight and climbs the stairs.

RALPH

Damn, useless relic. Don't see why they keep the stupid thing in use anyhow.

SAM (O.S.)

To make yer life miserable, Ralph.

BELFRY

A trap door opens. Ralph peeks his head through, flashlight first. He scans the walls with the light.

Sunlight peeks through slits between the boards, slicing the darkness. Dust floats in the light beams.

RALPH

They don't make 'em like this anymore. Someone should'a taken a wreckin' ball to it years ago.

The flashlight illuminates a mass of cut wires, dangling.

A low gurgle.

Ralph shines his light in the direction of the noise.

Two yellow eyes open, reflecting the light.

EXT. UNIVERSITY CLOCK TOWER - DAY

Sam throws a switch within the control panel.

SAM
Let's hear you sing, baby.

An ear-piercing screech. Sam jumps.

Ralph bursts through the door, knocking Sam aside. Ralph runs off, nursing a bleeding shoulder, with a look of terror on his face. Sam pursues.

SAM (CONT'D)
Ralph, where're you going? What happened?

RALPH
Something's up there, man!

Sam stops running and faces the tower. Ralph doesn't.

SAM
What is it? Maybe we should tell someone.

Another cry. Sam follows Ralph's lead.

INT. DEAN HALLOWELL'S OFFICE - DAY

Behind his desk, Roger looks up at the distant cry, puzzled. Jonathan bursts in, upset and waving a memo.

JONATHAN
What's the meaning of this?

Jonathan slams the memo down on Roger's desk. Roger reads the memo as his countenance falls.

ROGER
This is unfortunate, I'll admit, but did you really expect otherwise?

JONATHAN
I expected you to defend me from such trumped-up libel. Now, they're after my position at Arkham as well.

ROGER
Calm down, Jonathan. Please, have a seat.

Roger gestures toward a chair.

JONATHAN

No couch?

Jonathan sits. Roger moves to the front of his desk.

ROGER

First off, no one is after your position. These investigations are merely a formality intended to justify certain funding to the government. When you're in the private sector--

JONATHAN

I won't have my work scrutinized or compromised by bureaucratic penny pinchers. If they feel my research is unjustified--

ROGER

They just don't understand it -- or you -- like I do. But would you care to explain why Missus Langstrom nearly lodged a personal complaint against you this morning?

JONATHAN

What?

ROGER

I talked her out of it, but I shouldn't have to tell you that it's inappropriate to discuss this issue at her personal residence, especially with all she's going through right now.

JONATHAN

Her emotional distress over her husband is not my concern. My work is my life.

ROGER

I understand that, Jonathan, and I'll do everything in my power to further it. But you need to tone it down a bit. We both know you're prone to take things to extremes.

Jonathan stands.

JONATHAN

I need you in my corner, Roger. No one else is.

Roger moves to Jonathan's side and places a comforting hand on his shoulder.

ROGER

Don't be paranoid. Everyone isn't against you, but self-fulfilling prophecies have a way of coming true. Promise me that you won't bother Missus Langstrom anymore and that you'll comply with the Board's inquiries.

JONATHAN

I promise.

It doesn't sound sincere. He heads for the door.

ROGER

Hey, I'm your boss, your therapist, and your friend. I'll always be here for you.

Jonathan pauses at the door, his back to Roger.

JONATHAN

(under his breath)
We'll see.

He exits.

EXT. BRUCE'S BALCONY - DAY

Bruce leans against the railing and stares toward the distant Gotham skyline. His dismal demeanor remains unchanged.

ALFRED

Will you be taking all your meals out here, sir?

Alfred joins him and follows his stare toward Gotham.

BRUCE

The city looks so peaceful from here, as if nothing were wrong.

ALFRED

Who are you trying to convince?

Bruce turns toward Alfred.

BRUCE

Speak your mind, Alfred.

ALFRED

Why must you always be so damned morose?

This startles Bruce.

ALFRED (CONT'D)

Trouble doesn't simply disappear because Batman is no longer around.

BRUCE

Some say Batman's the source of trouble. That he invites more crime than he prevents.

ALFRED

Batman exists due to crime, not the contrary. You have a responsibility to uphold.

BRUCE

To whom?

ALFRED

To the citizens of Gotham, to your late parents, to Master Dick. Most importantly, to yourself. No one can afford to wait while you brood over yet another problem in your life. If I may be so bold, perhaps retiring Batman was a mistake. It is, after all, who you are.

BRUCE

Being Batman was a choice, as was my decision to hang up the cowl and cape. Bruce Wayne deserves a life too.

ALFRED

You call this living? You neglect your business, you abandon all social functions, and Master Dick believes you want nothing more to do with him. Frankly, the mood in this household has become rather funereal again.

BRUCE

Batman will always be part of me, but that part of my life will remain down there...

He looks over the railing toward the estate grounds.

BRUCE (CONT'D)

Buried for the time being.

ALFRED

As you wish, sir, but not all caves exist underground.

INT. UNIVERSITY GYMNASIUM - DAY

Dick performs a number of amazing acrobatic feats on the parallel bars, rings, and other equipment in the room, pushing himself to the limit.

He lands on the mat and heads for a nearby bench. He grabs a towel and mops the sweat from his face.

DICK (V.O.)
You're sending me away?

FLASHBACK:

INT. BATCAVE

Bruce is in the Batsuit except for the cowl. Dick remains in full costume.

Equipment in the cave shuts down one-by-one.

BRUCE
I want more for you than this. You need to discover who Dick Grayson is, apart from Robin.

Dick rips off his mask.

DICK
I know who I am.

BRUCE
How can you? This is the only life you've known outside the circus. We're not here to entertain the crowds.

DICK
This is the life I've chosen.

BRUCE
Are you sure it didn't chose you? You need time away from here. Away from me. Away from this life.

DICK
You've been trying to get rid of me ever since we met. You don't want me to be like you.

BRUCE
You're right. I want you to be better.

DICK

So Batman will once again fly solo?

BRUCE

No. As of tonight, Batman will not fly at all.

Bruce throws a switch, and the Batcave plunges into darkness.

FLASHBACK ENDS.

INT. UNIVERSITY GYMNASIUM - DAY

Shaking the painful memories away, Dick exits.

As the door swings shut, the reflection of Jonathan appears in the glass.

EXT. DOWNTOWN GOTHAM CITY - DUSK

A WOMAN walks along the darkened sidewalk, clutching her purse. As she passes an alley, something springs from the shadows, grabs her, and pulls her in. She screams.

ALLEY

A MUGGER pins the woman against the wall and stifles her scream. He wields a switchblade near her face.

MUGGER

Go ahead. Scream all ya want. Who's gonna hear it? Not the police. Not the Batman.

POV (ECHOLOCATION)

From far above, flying toward the mugger and woman. The mugger rummages through the purse, keeping the woman at bay with the switchblade.

When mugger speaks, the image pulses with the sound of his voice and intensifies.

MUGGER (CONT'D)

If I don't find anything I like, maybe I'll just take you.

He laughs. The woman ignores him, looking up. The mugger follows her stare.

MUGGER (CONT'D)

What're you lookin' ahhh--

His face contorts with horror as he screams. A shrill squeal pierces the air.

EXT. ARKHAM ASYLUM - DUSK

A sign on an oppressive stone wall designates the gloomy structure that sits amidst a stark, decaying wasteland.

INT. JAY'S CELL - DUSK

Over black:

Screaming, joined by a chorus of other misery. Panicked panting gets louder, faster.

JONATHAN (O.S.)
Condition yourself to the sensation,
not the situation. Use your panic.
Don't fight it. Let the fear grow,
consume you, harden you.

JAY (O.S.)
No. No! NO!!!

Jonathan rips a blindfold from the eyes of JAY, a bulky inmate in a straight jacket. His patches of wild hair match his expression. His eyes dart about. His body trembles. Sweat covers his face.

A typical padded cell. In one corner sits a roll-away cart with various instruments and drugs.

Jonathan closes his eyes and inhales deeply. A smile crosses his face, and he lays comforting hands on Jay's shoulders.

JONATHAN
Excellent. Your progress is
remarkable, Jay. But I'm afraid I
can't stop until your fear becomes
everyone else's nightmares. I guess
we're both...committed.

Jonathan prepares a syringe filled with a yellow serum. Jay eyes it with anticipation.

JONATHAN (CONT'D)
I've had my fix. Now, it's time for
yours.

He moves in to administer the shot.

CELL CORRIDOR

A scream of sheer terror rips through the brick-lined hallway pitted with bad fluorescent lighting. The sound sends the patients into fits.

INT. WAYNE MANOR - DUSK

Dick walks through the front door. A deserted home.

DICK
Hello? Anyone home?

Alfred descends the staircase.

ALFRED
Ah, Master Dick. Our wandering scholar has returned. How is collegiate life these days?

DICK
Crazed professors, impractical assignments, unrealistic hopes. Pretty much the same.

Dick searches the house. Alfred follows.

ALFRED
Nevertheless, it's good to have you back in "the real world."

They proceed into the...

LIVING ROOM

ALFRED
Can I get you anything? Something to eat? A beverage? Perhaps an appointment with Master Bruce?

Dick stops and faces Alfred.

DICK
Is he here, Alfred?

ALFRED
No. I'm happy to say he is not. He went out a while ago.

DICK
As whom?

ALFRED
Put your mind at ease, young sir. Batman is still in retirement.

DICK

Well, then I'll be heading back to campus. There's a party with my name on it.

Dick heads out.

ALFRED

I recall no tether binding Robin to Batman...or Dick Grayson to Bruce Wayne. Don't let the inactivity of one stifle the other.

Dick halts his exit.

DICK

Bruce sent me away to find out who I am, but instead, I'm losing everything I was.

ALFRED

Unpleasant experiences often prove the better teachers.

DICK

Maybe. I just don't think I'm ready to fly solo.

Dick leaves. Alfred watches him go.

EXT. DOWNTOWN GOTHAM CITY - NIGHT

Bruce walks down the sidewalk lost in thought. Emergency lights and commotion attract his attention.

A sizable crowd surrounds the entrance to the alley. Commissioner Gordon escorts the nearly catatonic woman into a SQUAD CAR while other POLICE curtail the REPORTERS who snap pictures and wave mics.

REPORTER 1

Can you comment on the latest victim?

REPORTER 2

Why are the police powerless to do anything?

REPORTER 3

Are we looking at a siege on Gotham, Commissioner?

REPORTER 4

Does the offender exhibit classic serial methodology?

REPORTER 5

What about the rumors that this is the work of the Batman?

The reporters settle and move closer, eager for the answer. Bruce pays close attention. The catatonic woman's face recognizes that word.

GORDON

Those rumors are unsubstantiated and downright scandalous.

WOMAN

The bat! It was the bat!

The Commissioner shoves the woman into the squad car as the reporters' tenacity returns.

REPORTERS

Commissioner Gordon?

GORDON

No comment.

The Commissioner notices Bruce, who appears catatonic himself. Paramedics wheel out the shrouded body of the dead mugger and hoist him into an AMBULANCE. When the Commissioner looks for Bruce again, he is gone.

INT. BRUCE'S LIVING ROOM - NIGHT

The alley crime scene plays on a large TV. The image pans to a TV REPORTER.

TV REPORTER

Fear has once again returned to the citizens of Gotham. The question remains: is this the work of the Dark Knight? Back to you--

The TV turns off.

Bruce stares at the blank screen. He lowers the remote control. Alfred enters behind him.

ALFRED

I see Batman is a celebrity again. Isn't that what you were trying to avoid?

BRUCE

The myth of Batman was better than my actions alone. Fear used to be my greatest weapon in the fight against crime.

ALFRED

Perhaps, but not only do the criminals fear you, so do the citizens you swore to protect.

BRUCE

What matters is that the innocent
are in danger. There are still
monsters out there.

ALFRED

I'm afraid it will always be so.
The question is, "What are you going
to do about it?"

INT. BATCAVE - NIGHT

As the lights come on in the costume vault, bats flutter and panic in the distance. The simple, stylish, utilitarian uniform of the Dark Knight fades into view. It is an empty suit. A hand grasps it.

INT. JAY'S CELL - NIGHT

A human roar rips the quiet cell. Mad with terror, Jay plows himself into the padded walls and struggles against his bonds.

Jonathan inhales, reveling in Jay's anguish, but keeping his distance.

JONATHAN

That's it. Take solace in your
torment. Let it strengthen you.

Jay shreds his straight jacket and collapses in one corner of the room, panting. He hides his face, trembling.

Jonathan approaches with a terrifying look of glee plastered across his face. He strokes Jay's head like a bird.

JONATHAN (CONT'D)

Fear, a weakness?

(shakes his head)

Congratulations, Jay. You've earned
a break. Soon, you, will be ready
to sow what you have reaped for so
long. But for now, I'm afraid your
particular contributions have reached
their limit.

He produces a flyer about the university Halloween party.

JONATHAN (CONT'D)

Every experiment needs a control
group.

He crumples the flyer.

EXT. SKY - NIGHT

The shape of a man-sized bat with spread wings soars through the moon-illuminated clouds. It emerges from the cloud bank, revealing a specialized glider guided by Batman.

Batman scans the skies. Only clouds and silence.

A miniature radar screen on the glider refreshes, but shows nothing around.

As Batman passes over another cloud bank, the moon casts his shadow beneath him. He leaves the clouds behind, yet his "shadow" follows.

Batman angles the glider toward Gotham's skyline. The "shadow" veers off in another direction.

GOTHAM CITY SKYLINE

The glider maneuvers around city structures.

A blip appears on the screen and approaches Batman's position.

Batman scans his vicinity. Nothing.

A huge shape comes up from beneath him and darts by in a blur, startling Batman, who pilots the glider toward open spaces. The shape disappears.

The blip reappears, followed by the shape, which whips by again and shreds a portion of the glider. Batman struggles to control the damaged glider. The shape vanishes.

Batman hits a button on the glider's control panel. Twin streams of smoke emit from the wingtips and expand to fill the space between the buildings. Batman steers the glider back into the smoke bank.

He presses another button on the control panel.

COMPUTER (V.O.)
Sonar mode activated.

The radar screen changes into a virtual representation of the structures around the glider.

Through swirls of smoke, Batman sees the faint shape moving around him. Eventually, it disappears.

The glider lurches downward.

A winged claw rips through the glider and grabs Batman around the neck. Batman flinches and rolls the glider. The claw vanishes as the hitchhiker spills off.

The glider soars out of the dissipating smoke. Batman glances over his shoulder, examining the hole above him. A fanged set of jaws appears and hisses.

As the glider heads for a rooftop, Batman presses another button on the control panel.

His harness detaches. The glider continues its accelerated descent and rams a nearby building. An inhuman cry pierces the air as the glider crumbles and falls to the street below.

BUILDING ROOFTOP

Batman drops the short distance to the rooftop, using his cape as a makeshift parachute. He rolls to a stop. He releases his harness and approaches the rooftop's edge.

The clouds now cover Gotham. A storm brews.

As Batman nears the edge, the shape rises and flies over him. Batman spins, shocked to see...

MAN-BAT, a human-bat hybrid, wearing tattered, dingy clothing.

Man-Bat spreads his impressive wings and hisses as he paces Batman, who retrieves a batarang from his belt. With a squeal, Man-Bat is upon him. The batarang flies from Batman's hand, over the building's edge.

Batman's training proves little match for Man-Bat's ferocity. For every blow Batman lands, his costume suffers twice as much. And his counterattacks only further enrage the beast.

Batman removes an item from his belt that 'pops' in a brilliant flash of light, blinding Man-Bat.

Taking advantage of the situation, Batman moves to subdue Man-Bat, but the creature knocks him aside without looking. Batman smacks into the emergency broadcast siren tower and falls to the rooftop, stunned. A wire comes loose, sparks.

Man-Bat approaches, flailing his claws in front of him, still blinded. He passes Batman, who leaps up and flies toward Man-Bat's back.

Man-Bat's ears sense the movement. He spins and grabs Batman by the neck, choking him. He slams him into the tower again while holding him aloft.

Man-Bat bares his fangs and moves in for a bite.

Batman grabs the loose wire and touches it to Man-Bat. POP. The shock ejects Man-Bat backwards.

Batman tears into the siren's control box and tampers with the wiring. The siren wails to life. Batman holds his ears,

but the noise repels Man-Bat. A human-like squeal erupts from his mouth. He drops over the edge.

Batman disables the siren. Nursing his wounds, he runs to the edge. No Man-Bat. Spectators gawk at him from nearby windows. He disappears into the shadows.

EXT. UNIVERSITY COURTYARD - NIGHT

Halloween decorations adorn the exterior of the Great Hall. COSTUMED STUDENTS pass through the courtyard and enter the building as a storm brews overhead.

A lightning flash illuminates the scarecrow. The sign announcing the Halloween dance flutters in the strong wind, then finally detaches from its chest and blows away.

Several more bursts of lightning as the storm intensifies, then darkness.

Another flash. An empty, swaying pole. The scarecrow is gone.

INT. UNIVERSITY GREAT HALL - NIGHT

A college party in full swing. A band plays. Music blares. Decorations billow. Costumed students dance, drink, laugh, and converse.

Dick sidesteps his way through the crowd. Out of costume, he stands out like a sore thumb, alone in a sea of disguise. He notices...

Across the room, someone has donned the scarecrow costume from the courtyard and stands inert, staring at Dick.

DINAH (O.S.)

Nice costume, Grayson.

Dick turns to face DINAH, 20. Her costume consists of skin-tight black leather and fishnet stockings. Dick's eyes widen at the sight of her.

DICK

Hey Dinah. What are you supposed to be?

DINAH

(shrugs)

An acrobat?

DICK

Trust me, acrobats don't wear leather.

He glances in the direction of the scarecrow, who is now gone.

DINAH

I loved how you put Professor Crane in his place. That guy is scary.

DICK

I'm sure he'd want to hear that.

He spots the Scarecrow again. Closer. Staring. Rigid.

DINAH

So are you here with anyone, or just decided to wander in off the street?

The crowd obscures the Scarecrow and passes. He isn't there.

DICK

Did you see that?

DINAH

What?

DICK

The guy in the scarecrow costume.

DINAH

I don't see any scarecrow. Maybe he took off to Oz.

DICK

Excuse me.

He leaves her side and makes his way through the dense crowd, scanning the party-goers.

The Scarecrow appears in front of Dick, startling him.

DICK (CONT'D)

Do I know you?

The Scarecrow remains motionless, silent.

DICK (CONT'D)

What do you want?

The Scarecrow then steps aside and disappears in the throng of people.

Dick pursues him, but is unable to locate him among all the colorful costumes. Dick finally reaches a side wall.

He flinches in pain and grasps the back of his neck. He removes a strand of straw with his blood on its sharp end. Puzzled, he spins to locate the culprit.

A couple of people disappear before his eyes. No one seems to notice except him. More people vanish. No one cares.

DICK (CONT'D)
What's going on?

The noise level drops. He spins around. Half the people cease to exist. He rushes toward some people and grabs one of them by the shoulders.

DICK (CONT'D)
What's happening?

Those people disappear. No one notices him.

The music stops. The band is gone. The random vanishings quicken. Panicked, Dick spins in circles, runs to and fro.

DICK (CONT'D)
Where's everyone going?

Even the ambiance disappears, leaving an uneasy silence, broken by the echo of his solitary footfalls.

The Scarecrow saunters toward Dick. Dick executes an impressive kick that flattens the Scarecrow.

DICK (CONT'D)
Who are you?

He straddles the body, rips the mask away, revealing...

JOHN GRAYSON, late 30s, unconscious.

DICK (CONT'D)
Dad? DAD!

Dick tries to revive him. John Grayson is now wearing attire appropriate for a circus acrobat.

The body decays in Dick's arms, leaving a costumed skeleton.

DICK (CONT'D)
No. Don't leave me again.

The skull whips toward him. The dead sockets bore into him. The skeletal fingers wrap around his neck, choking him.

SKELETON
You killed me.

Several scarecrows surround them. The room darkens. Dick tries to scream.

Everything returns to normal.

Still beset by his nightmare, Dick squirms and grabs at imaginary hands around his neck. The crowd has circled around him, giving him space. The band has stopped playing.

Dinah rushes to him and tries to subdue him.

DINAH

Grayson! What's wrong?

Getting no response from him, she turns to the other students, who just stare at him wide-eyed.

DINAH (CONT'D)

Someone call 9-1-1!

Dick screams and pushes Dinah away. He lashes out at invisible foes with a manic expression.

Two SECURITY GUARDS rush in, grab Dick's arms and attempt to hold him down despite his almost superhuman strength.

EXT. UNIVERSITY CLOCK TOWER - NIGHT

Silhouetted against the stormy sky, Man-Bat perches near some stone gargoyles. He examines his wings and claws.

MAN-BAT

(struggling)

What...I...?

His voice has a wavering resonance. He sees his reflection in a pool of water, and a cry escapes his mouth. The storm intensifies.

INT. BATCAVE

Batman's shredded cape lands across a desktop. Bruce, in portions of the Batsuit but without the cowl, collapses into a chair.

Alfred descends the distant stairs.

BRUCE

Why am I doing this again?

Bruce removes more of the torn suit, revealing numerous injuries.

BRUCE (CONT'D)

I thought I was still cut out for it.

ALFRED

You appear to be cut up for it.

Alfred begins dressing the wounds.

BRUCE

Not only didn't I prevent that thing's escape, I'm no closer to knowing what it is. And now, thanks to me, it's hurt and mad.

Bruce turns to face Alfred. He knows that look.

BRUCE (CONT'D)

What's wrong?

ALFRED

I'm afraid there's more bad news. It seems Master Dick has been committed to Arkham Asylum.

INT. ARKHAM CELL CORRIDOR - NIGHT

A chorus of misery, singing and laughter mixes in the air.

DR. BURTON, 40s, wild hair, escorts Bruce between cells. Like a puppy, he hovers around Bruce, consulting a log and referencing door numbers.

DR. BURTON

It's just up here, Mister Wayne. But you needn't worry, your ward's in the best of hands.

BRUCE

He shouldn't be here at all, Doctor.

JONATHAN (O.S.)

I'm afraid that's my doing.

Bruce halts. Dr. Burton continues walking. Both turn to find Jonathan exiting a cell behind them.

BRUCE

And you are?

DR. BURTON

Bruce Wayne, meet Doctor Jonathan Crane, resident staff psychologist. Mister Grayson is under his supervision.

JONATHAN

Ah, Bruce Wayne, the young man's guardian. Your continuing support of this institution is most appreciated, though one wonders why you do it.

BRUCE

There are some things better kept
locked away.

JONATHAN

There's nothing to be afraid of here.

BRUCE

I want to see him, doctor.

DR. BURTON

Let me know if there's anything else
you require.

Dr. Burton scuttles away. Jonathan gestures. He and Bruce
continue down the hall.

From the darkness of his cell, Jay watches the pair through
his door slit.

BRUCE

You are one of Dick's professors?

JONATHAN

Yes. He's spoken of me?

BRUCE

Only in passing.

Bruce notices the slit -- and the bright, wide eyes within
that follow him.

JONATHAN

I trust they were kind words.

BRUCE

You have some interesting theories.
Under different circumstances, I
might discuss your phobia philosophy
with you.

JONATHAN

High praise indeed. I take it you're
acquainted with fear?

BRUCE

A little.

They stop at one of the cells.

JONATHAN

Here we are. I must advise you to
restrict your actions.

Jonathan unlocks the door. He and Bruce enter. Bruce's
face becomes downcast.

DICK'S CELL

Dick sits in the padded cell wearing a straight jacket, unaware of Jonathan or Bruce.

BRUCE

What's wrong with him, doctor?

JONATHAN

That's what we intend to find out. Apparently, he suffered a complete breakdown complicated by possible stimulant ingestion.

BRUCE

Drugs?

JONATHAN

Don't look so shocked. It's not unusual for a boy his age to experiment, especially amidst the collegiate environment. Witnesses say he kept shouting, "Don't leave me." Does he have any abandonment issues you're aware of?

Bruce turns away. Jonathan consults some notes.

JONATHAN (CONT'D)

If I'm not mistaken, the young man lost his parents around this time of year, didn't he?

BRUCE

He should be at home.

JONATHAN

That's neither possible nor advised. In his current state he's a danger to himself and everyone around him. He managed to upset a good amount of school property and even injure some of security guards. It took a lot to restrain him.

BRUCE

I'll make amends for any damage done, but I want him out of here immediately.

JONATHAN

I'm afraid this is one instance where your money won't help you, Mister Wayne. I have the legal right to hold him here until I say he's fit to leave.

BRUCE

We'll see about that, doctor.

Bruce exits.

JONATHAN

(under his breath)

In the meantime you can rest assured
that he will receive my personal
care.

INT. UNIVERSITY GREAT HALL - NIGHT

Minus the students, the room seems oppressive. Some disturbed
decorations and furniture mark Dick's wake.

Police examine the area. Bruce Wayne accompanies Commissioner
Gordon near the overturned refreshment table.

GORDON

I'm sorry to say he's right, Bruce.
There's nothing I can do except try
to discover what happened.

BRUCE

But Arkham's for the criminally
insane. He doesn't belong in there.

GORDON

Professor Crane felt it best that he
personally treat him. Since he was
the first physician to respond and
his residency's at Arkham, it was
his decision to make.

BRUCE

I won't allow that!

Gordon places his hand on Bruce's shoulder.

GORDON

Why don't you talk to Dean Hallowell.
He's head of the psychology department
and a personal friend of Professor
Crane's. Maybe he can help.

Bruce collects himself.

BRUCE

Do you have any leads?

GORDON

Not much. We're examining the punch,
but since no one else has experienced
similar symptoms, it's probably a

(MORE)

GORDON (CONT'D)
dead end. The other students weren't
much help either.

BRUCE
Thanks, Jim. I appreciate your
efforts. Please keep me informed.

GORDON
Of course. We could use the help.
This is the second time I've been
called here this week.

BRUCE
The Langstrom disappearance. Any
parallels?

GORDON
Maybe. Between this school and those
mysterious sightings in the city,
I'm definitely earning my salary. I
just wish I knew Batman would come
running if we relit the signal.

OFFICER (O.S.)
Commissioner?

GORDON
Take care of yourself, Bruce, and
try to get some rest.

Gordon walks away to join his force.

BRUCE
(to himself)
I've rested long enough.

Bruce starts out but spots something on the floor. He picks
up a solitary strand of straw with his handkerchief. He
notices a dab of blood on the end.

INT. BATCAVE

Bruce ponders over the computer, which provides the only
illumination. He looks weary, but with purpose.

Other lights come on as Alfred enters. Bruce scrutinizes
the monitors and tinkers with the computer.

ALFRED
Have you been at it all night, sir?

BRUCE
First, you reprimand me for not
working. Now you're on my case about
working too much.

ALFRED

There is such a thing as a happy medium.

BRUCE

Never been my strong suit.

ALFRED

Indeed. Are you any closer to a solution?

BRUCE

There's a residue on this straw that stimulates the human limbic system. Specifically, the amygdala.

ALFRED

If I recall my anatomy lessons correctly, that portion of the brain deals with memories and emotions related to survival.

BRUCE

This compound seems to induce the release of norepinephrine. A very concentrated release.

ALFRED

Which is related to anxiety.

BRUCE

And in extreme cases, phobia. It's also how many animals sense fear in humans. They smell it.

ALFRED

Are you going to take this new evidence to the police?

BRUCE

Not yet. They have their hands full. Plus, I've discovered two more things that make this a bit more personal. There's a hallucinogen combined with the fear agent.

ALFRED

And the other thing?

Bruce faces Alfred.

BRUCE

Dick's blood.

ALFRED

Didn't Master Dick mention one of his professor's who--

BRUCE

Dr. Jonathan Crane.

(beat)

Alfred, arrange an appointment with
Dean Hallowell at the university.

He returns to his experiments.

ALFRED

At once. And Bruce...

Bruce acknowledges him.

ALFRED (CONT'D)

It's good to have you back.

INT. DEAN HALLOWELL'S OFFICE - DAY

Roger examines the piece of straw, which is enclosed in a
plastic zip-lock bag. Bruce stands nearby.

ROGER

Fear-o-mones.

BRUCE

Pheromones?

ROGER

No, fear-o-mones. Silly, I know,
but that's what Doctor Crane called
it. His work involved the artificial
stimulation of the brain's fear
centers. But I didn't realize he
was this far along.

BRUCE

It's an incredible piece of work.

ROGER

If what you say is true, he's abusing
his position and his oath. I've
known Jonathan for quite some time.
He has his faults, but this...this
isn't him. Maybe someone stole his
work and is using it to frame him.

BRUCE

Who would have the knowledge and
wherewithal to do that?

ROGER

No one. I'm just grasping at straws.
No pun intended.

He hands the plastic bag with the straw back to Bruce.

BRUCE

Dean, I know how hard this must be for you, but--

ROGER

Do you, Mister Wayne? Have you ever had to betray a friend? Abandon someone who trusts and needs you?

BRUCE

There's a friend of mine in need right now because of Professor Crane. His safety -- perhaps his very life -- depends on you helping me.

Roger sighs.

ROGER

You understand that I can't divulge private information to you. However, you have my word that I will surrender the necessary records to the review board. I'll also see about getting Mister Grayson released into your care.

The intercom buzzes. Roger gestures for Bruce to wait.

ROGER (CONT'D)

(into intercom)

Yes?

SECRETARY'S VOICE

The exterminator is here.

ROGER

(to Bruce)

Seems we have a rat problem. Filthy, disgusting creatures.

He shudders.

BRUCE

Thank you for your help, Dean Hallowell.

Roger stands and escorts Bruce to the door.

ROGER

Mister Wayne, you'll be instrumental in Mister Grayson's recovery, probably more so than any psychiatrist.

They shake hands, then Bruce exits. He passes an EXTERMINATOR, who enters Roger's office.

HALLWAY OUTSIDE PSYCHOLOGY DEPARTMENT

As Bruce exits the Psychology Department, Francine passes him and then does a double-take as she recognizes him.

FRANCINE

Excuse me. Bruce Wayne?

Bruce flashes a winning smile.

BRUCE

Last time I checked.

FRANCINE

Cute. I just want to thank you for graciously diverting the attention of the police away from more important matters.

Bruce's smile fades.

BRUCE

I'm sorry. I don't quite underst--

FRANCINE

Did you or did you not redirect the police department's resources to search for clues as to how a college party got a little wild? While we all appreciate how rare and earth-shattering that is, it doesn't help find my husband.

BRUCE

You must be Francine Langstrom.

FRANCINE

Oh, you are aware of my case. So using your influence on Commissioner Gordon was willful disregard? I suppose a man of your means can get what he wants, no matter who it hurts.

BRUCE

I think you're misinterpreting my actions. Did your husband have any dealings with Doctor Crane by any chance?

This diffuses Francine's anger.

FRANCINE

They were up for the same research grant.

BRUCE

A competitor of his goes missing, leaving behind a trashed lab. One of his students who has a habit of challenging him in class has a psychotic break and is now locked up in Arkham Asylum. Coincidence?

FRANCINE

I...I didn't know.

He presents her with a business card.

BRUCE

My personal number. For what it's worth, I hope they find your husband soon, alive and unharmed.

Bruce strides away, leaving her lost in thought.

INT. DICK'S CELL - DUSK

Muzzled, Dick leverages himself against the padded wall to maneuver his arms inside the straight jacket. He manages to get one hand free, then loosens a clasp.

In a matter of moments, he whips the straight jacket off.

The sliding bolt in the door clanks.

Dick rolls into a ball on the floor, hiding the fact that he is no longer wearing the straight jacket.

The metal door swings open with a rusty whine. An ORDERLY enters, prepping a syringe.

ORDERLY

Fun time, Grayson.

Before the orderly can notice anything amiss, Dick springs at him and wraps the straight jacket around the orderly's neck from behind. The orderly drops to the floor unconscious.

ARKHAM CELL CORRIDOR

Dick sprints out of his cell and down the corridor.

He soon is blocked by TWO ORDERLIES, both of whom hulk over him. They grab at him, but he is too wiry and agile to be taken easily.

He spins, leveling one of the orderlies. The other one puts up a better fight, but go down he does.

Dick retrieves a set of keys from one of the orderlies and immediately unlocks the door at the end of the corridor. However, before he can escape, SEVERAL SECURITY GUARDS burst through and seize him.

He continues to put up a fight, but they overpower him and proceed to beat him with their night sticks.

JONATHAN (O.S.)

That is all, gentlemen. We don't want to mistreat our patients now, do we?

The guards step away from Dick, who lies on the floor bruised and bloodied.

DICK'S CELL

Shackled, Dick flies into the cell through the open door and lands in a crumpled heap on the floor.

Jonathan enters with a loaded mobile cart. The door clangs shut behind him.

JONATHAN

Naughty, naughty. You're supposed to be an exemplary patient. In other words, I plan to make an example out of you.

He looms over Dick, who is physically helpless but still full of fighting spirit.

DICK

If I wasn't so drugged up your goons wouldn't have taken me down so easily. And you wouldn't be standing there, either.

JONATHAN

So brave. It seems circumstances dictate the acceleration of your treatment.

He removes a gas mask from the cart and straps it over his mouth and nose.

JONATHAN (CONT'D)

What was it you said in class?
Something about facing one's fears?

He holds up a pressurized canister and twists the valve. A gaseous cloud sprays out and envelops Dick, who gasps. Terror overcomes him.

JONATHAN (CONT'D)

Don't worry. I owe you extra credit.

EXT. APPLIANCE STORE - NIGHT

PEDESTRIANS huddle in front of a store window in which all the TV's display the local news and its ANCHOR.

ANCHOR

In other local news, police still have no leads in the search for missing Gotham State University professor, Kirk Langstrom.

Man-Bat crouches in the darkness across the street, listening.

The TV's switch to an interview with Gordon.

GORDON

Unfortunately, our manpower is stretched to the limits. However, we will continue to use every resource available to find Doctor Langstrom.

The broadcast cuts to stock footage of Francine at a university event.

ANCHOR

Doctor Langstrom's wife, Francine Langstrom, sits on the university's Board of Regents. She was unavailable for comment.

Across the street...

MAN-BAT

(whispering)

Fran...cine...

ANCHOR (O.S.)

Best wishes, Professor Langstrom.
Wherever you are.

A high-pitched scream shatters the store window and TV's within. The pedestrians hold their ears and scatter.

A shadow takes flight.

INT. UNIVERSITY ASSEMBLY ROOM - DAY

The infamous BOARD OF REGENTS sit in a semicircle behind an impressive, curved desk. Among their members: Francine, Roger, and Dr. Burton. They loom over...

Jonathan, who faces them at stiff attention with his hands hidden behind his back. His face is expressionless.

REGENT (CONT'D)

Before us lies the unpleasant duty of judging one of our own. A duty that, sadly, we are required to perform given our position and responsibility that we have sworn to uphold.

(beat)

Professor Jonathan Crane, Doctor of Psychology, Gotham State University professor, and resident staff psychiatrist at Arkham Asylum, you are here today to face charges against your tenure and your continued employment at said institutions.

Jonathan reacts, not to the Regent but instead to voices in his head.

REGENT (CONT'D)

Your charges are as follows: professional negligence, conduct unbecoming a doctor and a professor, woeful misappropriation of governmental and private funding, needless risk of life, failure to comply with F-D-A protocol...

BOYS (V.O.)

(repeated)

Scaredy-cat!

BOY 2 (V.O.)

We're gonna getcha, scarecrow!

BOY 1 (V.O.)

Run, Ichabod! Run!

FLASHBACK:

EXT. CORN FIELD - DAY

The boys' chants continue.

Young Jonathan crashes through stalks of corn. Frantic, he glances over his shoulder as if being pursued.

EXT. BARN - DAY

As he clears the corn, Young Jonathan's feet twist and he topples to the ground. Corn stalks behind him shake as his pursuers close in.

He picks himself up and dashes for the barn. He finds a small opening and crawls through it and into the darkness inside.

MR. CRANE (V.O.)
You know what you must do.

FLASHBACK ENDS.

INT. UNIVERSITY ASSEMBLY ROOM - DAY

The hearing continues.

REGENT
The weight of our responsibility is heavy, but it is our burden to carry it out. Therefore, I ask each member to so signify their accordance with the decision by saying, "aye."

Each member in turn voices an affirmative.

Behind his back, Jonathan runs a fingernail along the other hand, drawing blood.

DR. BURTON
Aye.

FRANCINE
Aye.

Jonathan's face remains expressionless. An uneasy pause.

REGENT
Dean Hallowell, we await your answer.

Another pause. Roger looks ill.

ROGER
Aye.

He turns away.

REGENT
It is unanimous. Doctor Crane, you are hereby relieved of your professorship and any benefits commensurate with said title. Furthermore, your services at Arkham Asylum will discontinue from this moment forth, and your patients shall be relegated to the care of another. Fortunately, this panel will not file criminal charges based in part on your years of service and Dean Hallowell's personal testimony. Do you have anything to say on your behalf?

Through his anger, Jonathan manages...

JONATHAN

"When our actions do not, our fears
do make us traitors."

He glares at Roger.

INT. DICK'S BEDROOM - DAY

A photo of the FLYING GRAYSONS, dressed in circus acrobat attire, with a YOUNG DICK by their side. All smiles. A drop of liquid splashes on the image.

Dick sits on his bed, staring at a photo. Tears glide down his cheeks. He is back home in Wayne Manor.

A knock at the closed door. He hides his emotions and the photo.

DICK

Yeah?

Bruce enters.

BRUCE

Just thought I'd check up on you.
See if there's anything you need.

DICK

No, I'm fine.

BRUCE

I'm here for you, if you want to talk.

DICK

Are you?

BRUCE

Maybe I shouldn't have sent you away.
I...I'm sorry.

DICK

Don't be. The man responsible has
been taken care of.

BRUCE

Crane simply exposed your fears.
He's not the cause of them.

Bruce exits. Dick takes the photo from its hiding spot.

EXT. SKY - NIGHT

The full moon shines. Clouds whip by. Gotham passes below. A medley of overlapping sounds: human voices, cars, horns, sirens, static, heartbeats, radio programs, etc.

Man-Bat flies through the air, listening, hunting.

A familiar voice takes precedence over the other noises and gains his attention.

KIRK (V.O.)

(filtered)

Another defeat. The overall extraction and bonding procedure was successful, yet isolating the D-N-A strand specific to senses appears insurmountable.

Man-Bat dives.

EXT. LANGSTROM HOME - NIGHT

Through the window, Francine sits on her bed next to the box of Kirk's personal effects. She listens to filtered voices from a digital recorder. Valerie lies beside her.

Man-Bat perches in a tree near the second story balcony outside the bedroom. He listens and watches.

KIRK (V.O.)

(filtered)

I have to crack this. I don't know how much longer my marriage will last with me focusing on nothing but my research.

Francine wipes tears from her eyes.

KIRK (V.O.) (CONT'D)

And if I fail... My hearing is getting worse by the day and before long even the hearing aids will not help. How can Francine love half a man?

CLICK. Silence from the player.

Man-Bat remembers. His face contorts with hatred and understanding.

MAN-BAT

Crane.

He emits a loud squeal. The tree shakes as he bursts from its branches into the night sky.

INT. FRANCINE'S BEDROOM - NIGHT

Valerie sits up and barks at the window. Francine jumps to her feet and looks out the window.

FRANCINE

What is it, girl?

She scratches Valerie's ears, but the dog still remains alert. Francine notices Bruce's business card on the dresser. She picks it up, then gets her phone and dials.

INTERCUT WITH:

INT. BRUCE'S BALCONY - NIGHT

Bruce's phone rings and he answers it.

BRUCE

This is Bruce.

FRANCINE

I'm sorry to bother you at this time of night, Mister Wayne. This is Francine Langstrom.

BRUCE

It's no imposition. What can I do for you?

FRANCINE

I want to apologize about how I treated you at the university. I wasn't fair to you.

BRUCE

Under the circumstances, it's understandable.

FRANCINE

I don't know if you heard, but at the hearing today, Crane was fired from both the university and Arkham. I'm a little concerned how he'll take it. That man is unstable.

BRUCE

Have you discussed this with the police?

FRANCINE

They know my feelings about him. I'm certain he's responsible for Kirk's disappearance. I just can't prove it.

BRUCE

Let me see if I can use my influence on Commissioner Gordon and get to the bottom of this. A man of my means can sometimes get what I want.

FRANCINE

I suppose I deserved that. But thank you.

INT. BATCAVE

Alfred stands outside the costume vault.

ALFRED

I take it this involves that deplorable Doctor Crane?

Batman emerges from the vault.

BATMAN

I think it's time I pay a visit to a psychiatrist.

ALFRED

The irony of that statement does not escape me. Do you expect trouble from Crane?

BATMAN

I hope not. But I have a feeling I may need to prescribe a little fear myself.

Robin enters.

ROBIN

Just what the doctor ordered.

BATMAN

I think it's too soon for this.

ROBIN

Don't push me away this time. I need to see Crane get what he deserves.

Batman stares down Robin, who doesn't flinch.

BATMAN

Are you sure?

Robin nods.

BATMAN (CONT'D)

Let's move.

ALFRED

Do come back in one piece this time.

Batman and Robin exit.

INT. JONATHAN'S LAB - NIGHT

The full moon casts its glow through the skylight of the spartan workplace. Scientific equipment and chemicals inhabit one table. Bunsen flames provide the remaining illumination for the otherwise dark room.

Jonathan paces.

JONATHAN

(mocking)

"I'll always be there for you,
Jonathan. I know where you're coming
from, Jonathan. I'm your friend,
Jonathan."

Jonathan stops at a table. The scarecrow costume lies across it. He picks up the hood.

JONATHAN (CONT'D)

By this time tomorrow, Dean, the
only therapy you'll be conducting
will be on yourself.

BOY 1 (V.O.)

Ichabod?

Jonathan quickly turns to heed the voice. Fear spreads across his face.

BOY 2 (V.O.)

Where are you, Ichabod?

BOYS (V.O.)

(repeated)

Scaredy-cat.

He can't locate their source. He cowers in one corner of the room.

JONATHAN

Leave me alone!

FLASHBACK:

INT. BARN - DAY

Young Jonathan cowers in one corner of the large, dark barn. The voices continue outside.

YOUNG JONATHAN
Leave me alone!

BOY 2 (O.S.)
Where you hiding, Ichabod?

BOY 1 (O.S.)
We're gonna getcha, scaredy-cat!

The barn doors open, bathing the interior with sunlight. A few crows flutter away, startling the three BOYS who stand in the doorway. They enter.

Farm equipment and some livestock inhabit the barn's interior.

BOY 1 (CONT'D)
Creepy place.

BOY 2
Just right for ol' Ichabod.

BOY 3
Come out, come out wherever you are.

Movement in a distant stall attracts their attention. They creep toward it.

BOY 3 (CONT'D)
Gotcha.

BOY 2
Your gonna get it now, Ichy. We're gonna mess you up good.

As they approach the stall, a lanky frame dressed in rustic farmer's clothes rises to tower before them, face obscured in shadow. He is MR. CRANE.

The boys freeze.

MR. CRANE
You boys got no business here!

He brandishes a menacing pitchfork.

The boys' faces contort in terror.

BOY 1
It's old man Crane! Run for your lives!

The boys do just that, screaming as they flee.

Mr. Crane approaches his son's hiding place. Young Jonathan peers up at his father, who seems impossibly tall.

MR. CRANE

Boy, you can't let people like that
terrorize you your whole life.

Mr. Crane thrusts the pitchfork into the ground. Young Jonathan stares at it, and a smile crosses his face.

FLASHBACK ENDS.

INT. JONATHAN'S LAB - NIGHT

A similar smile plays across Jonathan's face.

MR. CRANE (V.O.)

You know what you must
do.

JONATHAN

I know what I must do.

He dons a mask, completing the costume and becoming SCARECROW.

The shadow of a familiar, bat-like cowl appears in the skylight's reflection against the floor.

SCARECROW

Out of retirement for me? I'm
honored. And ready.

He turns to face the skylight.

Man-Bat crashes through the skylight, wings spread, and lands upright on the floor in front of Scarecrow.

SCARECROW (CONT'D)

What the hell are you?

Man-Bat snarls. He lifts Scarecrow and tosses him across the room. Scarecrow smashes into the wall like a limp, lanky sack.

Man-Bat approaches like a predator. Scarecrow backs toward a fire emergency box on the wall.

SCARECROW (CONT'D)

"Present fears are less than horrible
imaginings."

Scarecrow tosses a stool at Man-Bat, who knocks it aside. Using the distraction, Scarecrow breaks the glass on the box and removes the ax from within.

As he turns to swing, Man-Bat is upon him, stopping the ax in mid-swing. The two titans grapple with the ax between them. Man-Bat gains the upper hand.

Scarecrow releases his grip and yanks a solitary strand of straw from the cuff of his other hand. He launches it toward Man-Bat.

The straw embeds itself in Man-Bat's chest, causing him to squeal. He steps back, snaps the ax in two, and drops it.

SCARECROW (CONT'D)

Enjoy the show.

Unaffected by the toxin, Man-Bat removes the straw from his chest then drops it. Before Scarecrow can react...

Man-Bat launches himself toward him and slashes him across the face. He collapses to the floor. Scarecrow hides his face with his hands but makes no indication of any pain.

Man-Bat reels back to impart the finishing blow.

MAN-BAT'S POV

Scarecrow morphs into Francine. She lowers her hands from her face and stares into Man-Bat's eyes, ashamed and sad.

FRANCINE

What have you done, Kirk? You're killing me.

JONATHAN'S LAB

Man-Bat pauses, stunned.

A batarang wraps around Man-Bat's arm and holds it from striking. He turns around and hisses.

Batman struggles with the batarang's line, pulling it tight.

Out of sight, Scarecrow scrambles away, hiding behind a table.

Robin shoots another cable around Man-Bat. However, Man-Bat pulls Robin's line, sending the Boy Wonder hurling toward him. Robin performs a flip just out of Man-Bat's reach.

BATMAN

(to Robin)

Check on Crane. I've got this.

Robin maneuvers toward Scarecrow's last resting spot.

Man-Bat slashes the batarang line with his free claw and assumes a pouncing position. Batman stumbles as the tension disappears. With a shriek, Man-Bat leaps.

Robin lands on the tabletop closest to Scarecrow, who lies in the shadows behind some furniture.

ROBIN

All right, Crane. It's someone else's turn to play doctor, and believe me, you're going to need--

Scarecrow darts upright, hands outstretched toward Robin.

At the sight of Scarecrow, Robin freezes in terror.

FLASHBACK:

INT. UNIVERSITY GREAT HALL - NIGHT

In a nightmarish fashion the Scarecrow strides toward a scared, huddled Dick Grayson through a disappearing crowd of costumed students.

FLASHBACK ENDS.

INT. JONATHAN'S LAB - NIGHT

Batman and Man-Bat square off. Batman's costume suffers the brunt of the attack.

Man-Bat gains the upper hand and pins Batman to the wall by the neck. Man-Bat moves in, teeth bared, dripping saliva.

MAN-BAT'S POV

Batman morphs into Francine and gives Man-Bat the same sad stare as before.

FRANCINE

What have you become? You're not my husband. You're a monster.

JONATHAN'S LAB

Momentary reflection. A lapse in Man-Bat's attack.

Batman removes an object from his belt and flings it toward Man-Bat. It strikes him in the chest and explodes in a shower of sparks. He drops Batman, regains his senses and pounces.

Robin crawls backwards, refusing to take his terrified eyes off of the shadows where Scarecrow landed. Breaking glass draws his attention. He turns to see...

Batman lying in a mess that used to be Jonathan's equipment.

Batman collects himself and stumbles out of the expanding gas cloud coming from the broken containers. His labored walk becomes a crawl.

BATMAN'S POV

Staring at his hands, one of his gloves dissolves away, followed by the other. They reveal old, withered hands.

JONATHAN'S LAB

Robin rises, moves toward his partner.

Man-Bat blocks his path.

Batman pulls himself up to a sink with a mirror.

BATMAN'S POV

In the mirror, the reflection's cowl disintegrates, revealing an older, decrepit Bruce Wayne.

BRUCE

No.

JONATHAN'S LAB

Man-Bat hovers over a terrified Robin, bent over backwards against a tabletop. Saliva drips onto Robin's chest and face.

MAN-BAT'S POV

Robin morphs into Francine.

FRANCINE

Who are you really trying to kill?

JONATHAN'S LAB

Startled, Man-Bat springs back, knocking into another table and upsetting the burners. A fire erupts.

Man-Bat squeals and soars through the broken skylight.

The room's sprinkler system engages. The water extinguishes the flames and dissipates the gas.

Robin approaches Batman, who leans against a wall for support as he shakes off the effects of the gas.

ROBIN

Are you all right?

BATMAN

Don't worry about me.

ROBIN

What was that thing?

BATMAN

No clue, but I intend to find out.
What about Crane?

Robin doesn't answer or move. Batman spots his partner's hesitation and moves past him to Scarecrow's final resting spot, only to find it empty.

INT. BATCAVE

Bruce and Dick remain in their respective, battle-weary costumes without their masks.

BRUCE

What happened to you back there?

DICK

I-I don't know. What about you?
You took a hit of that gas. Are you
okay?

BRUCE

I'm fine.

DICK

Is that meant to convince me or
yourself?

Bruce turns to walk away.

BRUCE

I said I'm fine.

DICK

I went through it too, remember?
What did you see?

Bruce sits at the computer, ignoring Dick.

BRUCE

The effects disappeared when the
water dissipated the gas. The
neurotoxin must be very short lived
in a gaseous--

DICK

Why are you always pushing me away?

BRUCE

Now's not the time. We have work to
do.

DICK

Fine. Whatever.

BRUCE

If the gas is simply a variation of
the "fear-o-mone" serum, it also
affects the limbic system, which has
a direct connection to--

DICK
The sense of smell.

BRUCE
Now he can affect large groups of
people at one time.

Alfred enters.

ALFRED
No hospitals report admitting any
patient with severe facial
lacerations.

DICK
No one could endure that much pain.

BRUCE
Assuming he survived, he won't be
hard to recognize.

INT. BARN - NIGHT

Flickering candlelight throws harsh shadows onto the walls,
leaving all else in darkness.

A black bag drops onto a workbench.

In the rafters, a crow squawks, watching the proceedings
below.

Scarecrow hunches over the workbench with his face hidden.
Opens the bag. Removes a large sewing needle and surgical
thread.

Drops of blood splash down into the bag and workbench.

Candlelight throws Scarecrow's wavering shadow against the
barn wall. It pulls off the shredded mask from its head.
The shadow begins to sew its face.

Scarecrow grasps the candle and lifts it to his face. A
searing sound.

INT. FRANCINE'S BEDROOM - NIGHT

Francine lies in bed, staring at a framed picture of Kirk
and herself in happier times.

At the foot of the bed, Valerie's ears perk up. She faces
the balcony and growls.

FRANCINE
What is it, girl?

Valerie jumps to the floor and barks at the glass doors. Worried, Francine pulls a robe on, goes to the doors and opens them.

EXT. LANGSTROM HOME - NIGHT

Francine steps out onto her balcony. Valerie runs out, barking in a welcoming manner.

FRANCINE
What's out there? What do you see?

MAN-BAT (O.S.)
Francie...

Francine grabs Valerie for protection.

FRANCINE
Who's that?

She then sees a shape in the tree, hanging upside down.

FRANCINE (CONT'D)
Who are you?

MAN-BAT
Don't be scared, Francie.

In one swift movement, Man-Bat launches from the tree and lands before her on the balcony.

She screams and runs back into the room, pulling Valerie behind her.

INT. FRANCINE'S BEDROOM - NIGHT

Man-Bat enters as Francine backs up, clutching Valerie, who barks with excitement.

FRANCINE
Go away! Whatever you are, go away!

Man-Bat blows her a kiss as Kirk had done. She gasps.

FRANCINE (CONT'D)
K-Kirk?

Valerie escapes Francine's grasp, runs to Man-Bat, and jumps up on him, tail wagging.

MAN-BAT
I'm home.

Francine approaches him. Astonishment replaces fear. She reaches out toward his face but he turns from her touch.

FRANCINE

W-what happened to you?

A tear rolls down her face. Man-Bat wipes it away.

INT. BARN - NIGHT

One of Jonathan's scarred hands pulls out a set of rustic, threadbare farmer's clothing from some dark nook.

He pulls a large, pointed hat from a hook.

Moth-eaten work gloves slip over his scarred hands.

EXT. FARM - NIGHT

Doors to a gigantic, decrepit barn open. Scarecrow steps out from the candlelit barn into the dark farmyard. He is nothing more than a billowing, lanky silhouette with a gauze-shrouded face. A terrifying image.

He walks across the same yard from his flashbacks, though it appears to have been untouched by human hands for years. He stops at the old wooden fence that borders miles of a dried, dead corn.

In the distance, green haze shrouds Gotham City.

Scarecrow clasps his hands together as he faces the city.

SCARECROW

"And I will show you something different from either your shadow at morning striding behind you or your shadow at evening rising to meet you; I will show you fear in a handful of dust."

He spreads his arms. A crow lands on one outstretched arm.

EXT. CEMETERY - DAY

Nestled among the dead leaves and overgrowth sits a simple headstone. On it, the names Jonathan and Mary Grayson. The dates of their death are the same.

Dick stands before the grave wearing a leather bike jacket, boots and faded jeans.

DICK

I wish you all were here with me. I wish I could have prevented this.

He places flowers on the graves.

DICK

I don't know who I am anymore. I thought I could lose myself in something and the pain would go away. But it's not working. I'm afraid. Afraid of everything, it seems, and I don't know what's happening to me!

He sits on the grass before the headstone, head in hands.

DICK (CONT'D)

I want my life back. I want myself back. I don't know who I am anymore. I feel so lost. And alone.

The chirp of a bird draws Dick's attention. A red robin perches atop the gravestone.

INT. BRUCE'S LIVING ROOM - DAY

Bruce paces. Alfred watches.

BRUCE

I've encountered that creature twice now, and I'm still no closer to figuring out what it is.

ALFRED

What possible connection could it have to the university?

BRUCE

Going home to roost, perhaps?

ALFRED

It's a bit large for a lab animal.

BRUCE

Maybe. But what about a lab experiment?

ALFRED

Who could have created such a thing?

BRUCE

We still have a missing biogeneticist on our hands. One who researched genetic engineering with animals.

ALFRED

Are you suggesting this creature is Doctor Langstrom?

BRUCE

It is man-sized and displays intelligence.

ALFRED

Why would he go after Crane?

BRUCE

Personal vendetta? What if Crane was responsible for this transformation?

ALFRED

Crane has proven to be a rather unstable character.

BRUCE

Langstrom went after Crane for retribution. It's only logical where he'll go next.

INT. FRANCINE'S BEDROOM - DAY

Francine's cell phone rings. She checks it and sees Bruce Wayne's name on the caller ID. She clicks IGNORE and returns her attention to Man-Bat.

MAN-BAT

I don't know...effects. Can't predict. Memory returning...but foggy. Look at me.

He holds out his claws and clenches them.

FRANCINE

We can fix this.

MAN-BAT

I'm a failure. Wasn't supposed to happen.

Francine tenderly places her hands on the sides of his face.

FRANCINE

We will get through this.

Mat-bat pulls away from her.

MAN-BAT

Needs to die. Crane. Never thought a man could hate like this. But I am not a man.

FRANCINE

Don't say that! You're still Kirk Langstrom. You still have his mind and his heart.

MAN-BAT

This is what I am, Francie!

FRANCINE

Kirk, listen to me. I love you.

MAN-BAT (CONT'D)

How can you love a monster?

FRANCINE

You're not a monster.

His eyes narrow like a predator.

MAN-BAT

Like it or not, Kirk Langstrom is
dead. Jonathan Crane killed him.
And I crave his blood.

He goes to the glass doors, spreads his wings to full breadth,
and lets out a cry.

Valerie whimpers.

FRANCINE

Don't turn your back on me. Not
again. If you fly out that door and
give in to this thing, then Kirk
really is dead.

Man-Bat's wings lower.

MAN-BAT

Just wanted to help others.

Francine wraps her arms around him.

FRANCINE

You're in such a hurry to leave me
again that you're forgetting
something.

A very human expression crosses his animal face. He touches
his ear where he normally wears his hearing aid. She shakes
her head.

FRANCINE (CONT'D)

I can be your hands. Let's make
this right, together.

He takes her hands in his claws.

MAN-BAT

Francie, I love you. With whatever
heart beats inside me.

He tenderly envelops her in his wings.

INT. BATCAVE

A strip of light breaks the blackness in the costume vault. It streaks across the Robin outfit as the vault's door opens.

A human shadow falls halfway across the costume. A hand reaches in and retrieves the clothing.

EXT. GOTHAM STATE UNIVERSITY - DUSK

As the sun sets, storm clouds move to block the last traces of daylight. Lightning brews within their midst.

Roger stares out the window of his office high above the school grounds. The lightning reflects against the glass.

INT. DEAN HALLOWELL'S OFFICE - DUSK

Roger stands at the window. The lamp on his desk provides the only artificial light in the room.

A crow flaps and squawks at the window near Roger's head, startling him. He chuckles as it flies away.

He gathers some papers and places them in a briefcase.

Across the room, the doorknob turns. The door creaks open.

ROGER

Hello? Who's there?

The door swings fully open, framing Jonathan's silhouette.

JONATHAN

Hello, Roger.

ROGER

Jonathan? Is that you?

JONATHAN

I'm ready for our final session.

ROGER

I know you're upset about the results of the hearing--

Jonathan kicks the door shut.

JONATHAN

You were my friend, Roger. I trusted you.

He stalks toward Roger's desk.

ROGER

I'm sorry, Jonathan. There was nothing I could do. I defended you as best I could, but I was outnumbered. You've gotta believe me.

JONATHAN

Oh, but I don't believe you. I think you betrayed me. You took advantage of our confidentiality to have me removed. You conspired to end my research and protect your own position.

As he nears the desk, the lamp reveals his farmer's clothing from the barn. He places his oversized hat on his head.

ROGER

Jonathan, you're scaring me.

Jonathan places his hands on the edge of the desk.

JONATHAN

You don't know the meaning of the word. But you will.

He leans into the light, which completely reveals his new appearance. A lattice of loose, blood-stained gauze covers his flesh, leaving few areas exposed, such as an eye and his mouth. He is like a living Scarecrow.

He grins.

SCARECROW

Boo!

Roger bolts for the door. In one swift movement, Scarecrow unslings his scythe and swings it through the air, blocking Roger's exit. He maneuvers Roger back behind the desk.

ROGER

You're insane!

Scarecrow backs off and paces.

SCARECROW

Is that your professional opinion?

Roger grabs for the desk phone and presses buttons.

ROGER

Security! This is Dean Hallow--

The scythe slices through the air, just missing Roger. The severed cord dangles from the receiver. Roger falls back into his chair.

Scarecrow leans across the desk, places his hands upon it. Taking a letter opener, Roger thrusts it through the back of one of Scarecrow's hands. No reaction, only blood.

Scarecrow pulls the letter opener from his wounded hand and sets it on the desk.

ROGER (CONT'D)

W-what do you want?

SCARECROW

To continue my research.

He slings the scythe and presents his open hands.

ROGER

How do you--

Scarecrow draws a straw from his sleeve and flicks it at Roger. It stabs him in the throat. Roger gasps and pulls the straw from his flesh, puzzled.

ROGER (CONT'D)

What the hell?

SCARECROW

Trick or treat!

A scraping noise. Roger opens a desk drawer.

A rat squeaks at him from within.

Roger jumps up.

A flood of rats pour from the open drawer.

Fear grips Roger, who darts for the door. Rats enter the room, squeezing under the door. Roger freezes.

Scarecrow "cleans" his fingernails with the sharp end of his scythe.

The closet door opens and more rats pour out. Roger panics.

A rat drops onto his shoulder. He knocks it off, looks up.

Rats scurry out of the air vent set high into the wall.

Roger screams. He spins around, face red and drawn into a mask of terror.

Rats fill the room, climb his body, tear at his clothes.

Scarecrow inhales and enjoys the show -- Roger fighting an invisible enemy.

EXT. UNIVERSITY ROOFTOP - NIGHT

On the tallest peak, Robin scans the campus using night vision goggles.

ROBIN'S POV

Through the window to Dean Hallowell's office, Roger's shape passes back and forth, flailing frantically.

ROOFTOP

Robin becomes alert.

ROBIN

What the--?

He shoots his grappling hook to secure the cable, then swing off the roof.

INT. DEAN HALLOWAY'S OFFICE - NIGHT

Scarecrow watches Roger clawing at the rats that only he can see and inhales deeply as if he's enjoying a pleasant fragrance.

ROGER

Get them off! Get them off!

He grabs the bloody letter opener from the desk.

ROGER'S POV

Rats cover Roger's body. He stabs them with the letter opener.

OFFICE

With no rats actually on Rober, he actually plunges it violently into his own body. The sharp metal pierces Roger's neck, puncturing his carotid artery. Blood sprays.

Scarecrow steps out of the splash zone, near the window.

Roger sprawls dead across his desk.

EXT. UNIVERSITY COURTYARD - NIGHT

Robin sprints across the lawn to the Psychology building. He looks up to Roger's office window.

Scarecrow gazes down at him.

Lightning flashes.

Scarecrow is gone.

Robin shoots his grappling hook and then rides the cable up to the window. He clutches the outside of the building and looks into the office.

Inside, Roger's dead body lies across the desk. Otherwise, the room is empty.

INT. KIRK'S LAB - NIGHT

Lightning strikes outside the window.

Man-Bat watches over Francine's shoulder as she mixes chemicals.

MAN-BAT

You're pouring too much!

Startled, Francine almost spills the mixture.

FRANCINE

Kirk, stop it! Can't you see I'm nervous enough? I want to find a cure as much as you, but we won't get anywhere with you constantly on my back.

He turns away from her.

LATER

A spinning chemical mixer. It stops. Francine pulls a test tube from it. She transfers its contents to a syringe.

FRANCINE

This is it.

Man-Bat rises from his perch in the corner. He offers his arm to her. She swabs it with alcohol, then injects the concoction into him.

He closes his eyes waiting for a reaction. Nothing.

MAN-BAT

Didn't work.

FRANCINE

Give it time.

MAN-BAT

Initial transformation was immediate!

FRANCINE

You can't give up. Maybe the next batch--

MAN-BAT

No! No next batch!

He smashes various pieces of equipment on the shelves.

MAN-BAT (CONT'D)

Crane took everything from me!

FRANCINE

No, not everything.

MAN-BAT

Doesn't matter. I'm damned to this existence.

He skulks away with his head lowered.

INT. BATCAVE

Bruce holds a strand of straw with tweezers. Dick watches.

BRUCE

You found this in his office?

Dick nods.

BRUCE (CONT'D)

That means Crane is definitely alive and extremely dangerous. You didn't see him?

DICK

(hesitant)

No.

Bruce stares at Dick but lets it drop.

BRUCE

I want you to research Crane's background. Dig up everything you can on him. Job history, psychological profiles, anything tha--

Dick drops a flash disk on the desk.

BRUCE (CONT'D)

What's that?

DICK

Crane's personal file. From Hallowell's office. We'll have to break the encryption.

BRUCE
Don't give it to me. It's your case,
detective.

EXT. LANGSTROM HOME - NIGHT

Francine stares up at the night sky.

BATMAN (O.S.)
Expecting someone?

Startled, Francine spins, composes herself. Batman perches
on the roof in shadow.

FRANCINE
I thought you had retired.

BATMAN
As far as everyone's concerned, I
have.

FRANCINE
Why are you here?

BATMAN
You may be in danger.

FRANCINE
How?

BATMAN
Have you had contact with your husband
since his disappearance?

FRANCINE
What? No. Of course not.

She turns away from him. Not the best sell.

BATMAN
I have reason to believe he may be
the victim of his own experiments.
If I'm right, he's a danger to
himself, to Gotham, and to you.

She faces him again.

FRANCINE
He would never hurt me.

BATMAN
Can you be sure? Missus Langstrom,
if you know where Kirk is... Please,
I need your help and so does he.

Francine stares him in the eye.

INT. UNIVERSITY CLOCK TOWER BELFRY - NIGHT

The trap door swings open. Francine enters.

Man-Bat hangs upside down. His eyes flick open.

MAN-BAT

Francie?

She steps aside to reveal Batman standing near the trap door.

Man-Bat springs forward, claws outstretched.

FRANCINE

Kirk! No!

Man-Bat halts in mid-leap, but hisses at Batman.

MAN-BAT

Leave me alone! You fight criminals.
I'm no criminal.

BATMAN

I'm not here to fight, Doctor
Langstrom.

Man-Bat looks to Francine, confused and angry.

FRANCINE

I'm sorry, Kirk, but he needs to
talk to you.

MAN-BAT

No more talk!

FRANCINE

It's important. Please, for me.

She caresses him, but he refuses to calm down.

BATMAN

Jonathan Crane murdered Dean Hallowell
this evening.

Francine gasps. Batman has Man-Bat's attention.

BATMAN (CONT'D)

I need to know why you attacked Crane.
Did he do this to you?

MAN-BAT

Hallowell's death is on your hands!
If you hadn't stopped me, I would
have killed Crane!

BATMAN

He needs to be helped, like you.

MAN-BAT

I am beyond help.

FRANCINE

He's here for you, Kirk. Maybe together you can find a way to reverse this.

MAN-BAT

No! We already tried and failed! There is no cure!

FRANCINE

Give him a chance.

MAN-BAT

Maybe I enjoy the new me.

Hurt, Francine turns away.

BATMAN

If you think your appearance will justify your actions, you're wrong. You can't hide behind that.

MAN-BAT

You're a freak because you choose to be. I can't remove my mask.

BATMAN

You're only a monster if you allow it. You have a choice. But if you give in to hatred and revenge, you really will become a monster.

Man-Bat returns to the shadows.

MAN-BAT

Get out of here!

BATMAN

I used to believe that if I were feared, I would no longer be afraid. But I was wrong. It's up to you, Kirk. You have to figure out who you really are. Man or monster.

MAN-BAT

This is our third meeting, and you still live. If we meet again, that will change.

BATMAN

I'm sorry, Missus Langstrom. It seems your husband is still missing.

He exits.

MAN-BAT

No one will stand between me and
Crane's death!

Francine faces Man-Bat again.

FRANCINE

Does that include me?

She does not wait for an answer, exits.

INT. BATCAVE

Removing his costume, Bruce approaches Dick, who sits at the computer. A variety of information fills its many monitors.

DICK

I managed to crack Crane's personal
files. We're dealing with quite a
case here.

BRUCE

Explain.

DICK

For starters, he was born with
congenital analgesia, a rare condition
that deadens his nervous system.

BRUCE

That explains why he apparently
doesn't feel pain.

DICK

According to Hallowell's records,
Crane's emotional reactions heightened
as a result of this loss.

BRUCE

The body will overstimulate one sense
if deprived of another.

The monitors change to reflect case photos -- Young Jonathan
standing by Mr. Crane, police reports, various dwellings,
the old barn from Jonathan's childhood.

DICK

Apparently, it caused quite a few
problems in his youth. He was unable
to cope with even the slightest
confrontation. His father kept moving
them from place to place every time
Jonathan suffered an emotional
episode. Eventually, they settled
on a farm outside Gotham.

BRUCE

To be isolated from the rest of the world, no doubt.

DICK

That was the plan. However, shortly after the disappearance of some local boys, he and his father abandoned the farm to avoid implication.

BRUCE

Does it say whether or not Crane confessed to anything?

DICK

Not directly, but Hallowell felt he might have been repressing a painful memory. Better living through denial.

Bruce paces, thinking.

BRUCE

What if Crane grew tired of running?

DICK

He would have had to face his problems instead.

He places his chin in his hands, deep in thought.

DICK (CONT'D)

Fight or flight. He lectured on that just before my...incident. He believed that a person could grow physically stronger from fear.

BRUCE

And if that emotion prompted a stability in his own turbulent psyche...

DICK

He could have developed a lifelong obsession with it.

BRUCE

And a craving for it.

DICK

And now, he can satisfy that craving by artificially instilling terror in others.

BRUCE

It doesn't stop there. His desire for revenge is just as strong, and
(MORE)

BRUCE (CONT'D)
as we both know, one act of vengeance
only builds the need for more.

DICK
So how do you stop a man who feels
no pain and no fear?

INT. FARMHOUSE - NIGHT

The old, run-down farmhouse resembles a make-shift laboratory,
lit by gas lamps and candles. A bubbling labyrinth of tubes
and beakers spread about.

Scarecrow sharpens the blade of his scythe at a stone wheel.
Sparks fly.

The crow sits nearby, watching him.

SCARECROW
I am but a breath of distant
rumblings. The whisper of men's
fears.

He moves to a table and proceeds to assemble small canisters
by connecting them to an array of tubes.

EXT. DOWNTOWN GOTHAM CITY - DAY

Bruce walks down the sidewalk in a business suit among other
PEDESTRIANS.

As he passes a group of HOMELESS at the entrance of an alley,
an ominous figure wearing an old overcoat and hat steps into
the daylight. Shadow obscures his face.

The figure follows the unaware Bruce at a distance.

EXT. WAYNE ENTERPRISES - DAY

Bruce stops at the office building, takes a deep breath, and
then enters. The mirrored door swings shut, revealing the
reflection of the figure.

INT. WAYNE ENTERPRISES - DAY

Bruce crosses the cavernous lobby and walks past the
RECEPTIONIST at the front desk.

RECEPTIONIST
Mister Wayne! It's good to see you
back, sir.

BRUCE

Thanks. It's good to be back.

RECEPTIONIST

How are you feeling? I heard you were under the weather.

BRUCE

Not quite my old self just yet.

He proceeds to the bank of elevators.

ELEVATOR

The numbers pass quickly, then stop at the top floor.

The door opens before Bruce. Scarecrow blocks his exit.

SCARECROW

Hello, Mr. Wayne.

Scarecrow stretches out his arm toward Bruce. A cloud of gas sprays out of the sleeve. Bruce coughs and drops to his knees.

Scarecrow reaches into the elevator and presses a button.

SCARECROW (CONT'D)

You're going down.

The effects of the gas take hold of Bruce.

The doors close in front of Scarecrow and vanish. The elevator itself goes black, then wavers into...

INT. BRUCE'S LIVING ROOM - NIGHT

Bruce walks toward the blazing fireplace. THOMAS and MARTHA WAYNE sit on the couch with their backs to him. As he approaches them, they stand and face him.

A drink falls from Martha's hand, shattering and splashing across the floor.

MARTHA

Wh-who are you?

THOMAS

How'd you get in my house?

BRUCE

Mom? Dad? It's me, Bruce!

MARTHA

You're not Bruce.

She breaks down crying. Thomas consoles her.

THOMAS

You look nothing like our son.

Bruce realizes he is now in the Batsuit.

BATMAN

No. Look, it's me...

He rips off his cowl, but there is another underneath.

BATMAN (CONT'D)

No!

He rips that mask off, but there is yet another...and another. He becomes frantic as the cycle continues.

MARTHA (O.S.)

What are you?

INT. ELEVATOR - DAY

The door opens. A BUSINESS WOMAN starts to walk in. Wide-eyed, she sees...

Bruce crouching on the floor, clothing in disarray, covered in sweat. The scratch on his cheek has opened. His expression is wild. He recovers and straightens his tie.

The woman sidesteps away. The doors close.

EXT. WAYNE MANOR - DUSK

The sun sets behind the house. A lone figure stands on the balcony.

BRUCE'S BALCONY

Bruce leans against the railing, gazing at Gotham. Dick appears in the doorway behind him.

DICK

Bruce, Alfred said you wanted to see me.

BRUCE

I've been thinking about what you said before. I have been pushing you away. You and everything else.

Dick joins Bruce at the railing.

BRUCE (CONT'D)

Crane's fear-o-mones made me realize the only thing that scared me was myself.

(beat)

I haven't known any other life outside of Batman. I was afraid that role would consume my existence. I would grow old and die without ever enjoying a life as Bruce Wayne. So I hung up the Batsuit, but suppressing half of my identity sent the other into a downward spiral. I realized if I run away from who I am, I'm nothing.

DICK

Sounds like Crane actually helped you when he intended to hurt you.

BRUCE

Dick, before you moved in with me, you were ready to face the world on your own. I prevented that, and since then, I've been running your life. Ultimately, I wanted you to take over as Batman.

Dick is taken aback.

DICK

There's only one Batman. I could never replace you.

BRUCE

In time you could. With the right education, the right training. But I now know that's not my decision to make. It's yours. You have to choose your own path.

Alfred appears at the doorway, holding an invitation.

ALFRED

Excuse me for interrupting. Master Bruce, there is the rather trivial matter of tonight's University fundraiser. Do you plan to attend?

DICK

That's it!

BRUCE

What?

DICK

That's where Crane will strike next.
All the university bigwigs will be
there. Perfect opportunity for
revenge.

ALFRED

I shall let them know not to expect
Bruce Wayne.

A squadron of bats depart the estate grounds toward the
sunset.

EXT. GOTHAM STATE UNIVERSITY - DUSK

As the bats pass overhead, the silhouette of Man-Bat departs
the clock tower and joins them. Together, they fly into the
darkening sky.

EXT. ARKHAM ASYLUM - NIGHT

Storm clouds shroud the demonic spires of the hospital like
something out of a horror story.

ENTRANCE

A GUARD rests near the closed door and yawns. His reverie
breaks when...

A quick flash of lightning reveals Scarecrow's gangly form
atop Arkham's gate. Another flash. Scarecrow is gone.

The guard approaches the gate but finds nothing. He turns,
heading back to his post. A noose drops over his head and
hoists him into the air. His body spasms and goes limp.

Scarecrow dismounts the gate and relieves the dead guard of
his keys. He gives the legs a push. The body swings.

INT. ARKHAM ASYLUM CORRIDOR - NIGHT

An eerie silence blankets the place.

A faint whistling drifts down the long, dark hall to the
tune of "If I Only Had a Brain". Scarecrow dances to the
beat of the song. As he nears the end of the refrain, an
ORDERLY rounds the corner, heeding the tune.

In a fluid movement, Scarecrow uses a sickle to slice the
surprised guard's throat. Scarecrow finishes the last six
notes of the tune and continues on his way.

ENTRANCE TO HOLDING CELL WING

An ATTENDANT stands at his post by the closed gate. Scarecrow emerges from the shadows.

ATTENDANT

What the hell?

Scarecrow draws a short-handled spade from his pouch and throws it at the attendant. The weapon finds its mark. The attendant drops to the floor.

JAY'S CELL

The door opens, breaking the near darkness of the cell. Jay looks up to see Scarecrow standing in the doorway.

SCARECROW

Anxious to fly over this cuckoo's nest, Jay bird?

CONTROL BOOTH

Dr. Burton and TWO GUARDS gather around the video monitors with shocked expressions.

On the screens, inmates course through the corridors and out the front door.

DR. BURTON

Call the police!

SCARECROW (O.S.)

What shall we call them?

All turn to see Scarecrow at the doorway, large scythe in hand. He spins it around like a baton and attacks.

INT. BATCAVE

Batman and Robin walk down the steps to the main platform dressed in newly-designed suits.

BATMAN

Ready?

ROBIN

Yeah, I think so.

Alfred bursts in.

ALFRED

Excuse me, sirs! There seems to be a disturbance at Arkham Asylum.

ROBIN
Could we be wrong about the
university?

BATMAN
Arkham also fired him.

ROBIN
I'll cover the dinner while you check
out the Asylum. He can't be in both
places at once.

BATMAN
Are you sure you'll be okay by
yourself?

ROBIN
You have nothing to fear.

BATMAN
The night is still young.

MOMENTS LATER

The Batmobile's engines fire up. Flames shoot out of the
rear jet exhaust. The vehicle takes off down the long tunnel.

EXT. BATCAVE EXIT - NIGHT

The Batmobile bursts out of the hidden access.

EXT. GOTHAM CITY - NIGHT

The Batmobile races through the city streets.

INT. BATMOBILE - NIGHT

Batman drives. A buzz from his helmet communicator. He
activates it.

BATMAN
Go ahead.

EXT. UNIVERSITY ROOFTOP - NIGHT

Robin wears a tiny headset communicator. He watches as guests
arrive for the dinner party, dressed to the nines. They
enter the Grand Hall.

ROBIN
I'm in position. No sign of Crane.

BATMAN (V.O.)
(filtered)
Keep me posted. I'll let you know
how things go at Arkham.

Robin moves to another vantage point.

EXT. ARKHAM ASYLUM - NIGHT

The Batmobile drives up the winding path and crests a hill.

INT. BATMOBILE - NIGHT

The headlights illuminate dozens of patients wandering the grounds in their hospital gowns, some in straight jackets. Several police officers round them up.

Batman flips a switch. The engine noise becomes a hum.

EXT. ARKHAM ASYLUM - NIGHT

The Batmobile's headlights turn off and the car stops on the outskirts of the property, lost amidst the darkness.

A Batlogo-shaped dish rises from the car and points toward the front lawn.

Commissioner Gordon oversees the crime scene.

INT. BATMOBILE - NIGHT

Batman listens.

GORDON (V.O.)
(filtered)
Are all the inmates accounted for?

DETECTIVE (V.O.)
(filtered)
All except one. The Bird Man of
Arkham.

GORDON (V.O.)
(filtered)
What about Maximum Security?

DETECTIVE (V.O.)
(filtered)
We're lucky. It was left untouched.

EXT. ARKHAM ASYLUM - NIGHT

Gordon talks with the DETECTIVE.

GORDON
Casualties?

DETECTIVE
Six dead, including Doctor Burton.
Four others wounded. Doctor Quinzel
is in critical condition.

GORDON
Who's responsible?

DETECTIVE
The surveillance cameras reveal
someone dressed like a scarecrow.

An engine roars to life.

Gordon whips around and sees the Batmobile race away at top speed. A smile crosses his face.

GORDON
(to himself)
It's good to have you back.

INT. BATMOBILE - NIGHT

Batman activates his communicator as he drives.

BATMAN
Robin! It was a diversion. Keep
your eyes open for the Scarecrow.

INT. UNIVERSITY GRAND HALL - NIGHT

In the rafters, Robin pales. He deactivates his communicator.

ROBIN
(whispers)
Scarecrow.

STAGE

The crowd applauds as Francine approaches the microphone.

FRANCINE
Thank you. This year, Gotham State
University has seen many monumental
achievements. But it also has
experienced its share of tragedies.
(MORE)

FRANCINE (CONT'D)

I would like to take this opportunity
to observe a moment of silence for
the late Dean Hallow--

A nervous chattering passes through the audience. Confused,
Francine turns and sees...

A FIGURE in a huge pumpkin head and oversized burlap cloak
waltzes behind her around the stage. Its gangly limbs flow,
and one hand wields a menacing scythe.

RAFTERS

Robin tenses and tightens his grip on a beam as he watches
the show on the stage below with puzzlement.

STAGE

The Pumpkinhead scales the podium, crouches on top, and waves
its scythe before the audience.

The audience applauds.

Francine moves close to a Regent.

REGENT

(to Francine)

Isn't that a little inappropriate?

FRANCINE

It wasn't my idea.

The Pumpkinhead bows and moves to Francine's side. Its body
turns toward her, but the head remains facing the opposite
direction. It raises its hands and spins the grinning Jack-
o'-lantern face toward her, then removes it from the body.

Underneath, the equally menacing and grinning new face of
Jonathan -- a patchwork quilt of flesh, held together by
stitches and cauterized skin. The face of a living Scarecrow.

Francine gasps.

FRANCINE (CONT'D)

Jonathan!

SCARECROW

Nice party. In fact, it's a gas!

He throws the pumpkin into the crowd. It smashes against
the floor and explodes in an enormous cloud of gas.

The crowd succumbs to incredible terror as the gas spreads.

Scarecrow goes to the edge of the stage, throws off his cloak, and brandishes his scythe.

SCARECROW (CONT'D)
Let the nightmares begin!

RAFTERS

Robin pounds on a beam with his fist. He activates his communicator.

ROBIN
Batman, he's here.

BATMAN (V.O.)
(filtered)
I'm about three minutes out.

Robin freezes, observes the commotion below. Shuts his eyes.

ROBIN
(to himself)
Move it, Grayson. You can do this.

He opens his eyes, then places a gas mask over his face.

STAGE

Scarecrow inhales deeply.

SCARECROW
Chaos, panic, mayhem. My work here is done. Almost.

A chair smashes across his body. He falls to the floor, angry but unhurt. Francine overs overs him, wielding a chair.

He throws a spade at her. The blade barely misses her face, but the handle catches her above the eye. She collapses.

RAFTERS

Robin removes a flare gun from his utility belt and fires it at the overhead sprinklers. The sprinklers go off, raining water onto the terror-stricken crowd.

The gas dissipates.

STAGE

Scarecrow spins toward the crowd, sees the gas and its effects diminishing.

SCARECROW

No!

A grappling hook zips by his head and embeds in the wall behind him, trailing a cable from the rafters.

Robin slides down the cable toward Scarecrow.

SCARECROW (CONT'D)

Birds are supposed to be afraid of scarecrows!

He uses his scythe to slice through the cable.

Robin plunges into the chaos of the crowd.

SCARECROW (CONT'D)

Here, join the flock!

Scarecrow opens a trap door. Hundreds of crazed crows fly out and into the crowd.

GRAND HALL

Panic ensues. Some run screaming for the exits. The doors won't budge. A throng of people pile against them.

Robin tries to make his way through the crowd to the door.

STAGE

Scarecrow grabs Francine's arm with his free hand. The other still holds the scythe.

SCARECROW (CONT'D)

You're last on my list.

She resists and punches him in the face. Scarecrow pulls a loose stitch out of his face, regards it, then grins.

A loud crash draws Scarecrow's attention toward the rafters.

Man-Bat swoops toward the stage through the water and the birds. Claws outstretched. Teeth gnashing.

Scarecrow pulls Francine in front of him.

Man-Bat withdraws his attack and lands on the stage, snarling at Scarecrow.

FRANCINE

Kirk! Help me!

SCARECROW

Kirk? My old friend? I've heard of getting into your work, but it seems you let your work get into you.

Man-Bat lunges, but Scarecrow draws the scythe and places it to Francine's throat. Man-Bat holds his ground.

GRAND HALL

Unable to move through the crowd piled against the double doors, Robin throws his Talon over their heads. It wedges itself in the space between the doors, then pops with a plume of smoke. The doors open and the people flood out.

STAGE

Circling each other. Scarecrow ends up against the back wall of the stage.

MAN-BAT

Let her go! This is between you and me!

SCARECROW

No. She is between you and me.

He notices the lighting array above Man-Bat and slices several ropes tied to sandbags.

The lighting grid crashes down onto Man-Bat, pinning him to the stage and knocking him unconscious.

SCARECROW (CONT'D)

(to Francine)

Well, my dear, perhaps you're not last after all.

He pulls Francine into the backstage area.

Robin makes his way to the stage. He goes to Man-Bat, who regains consciousness.

EXT. GOTHAM STATE UNIVERSITY - NIGHT

Scarecrow drags Francine out of the Grand Hall. She breaks away from him, only to run into a huge, dark shape.

An enormous black horse, NIGHT MARE, rears up at her.

Francine falls to the ground, terrified. Scarecrow covers her mouth with an old rag. She loses consciousness. He lifts her and drapes her over Night Mare's back, then climbs onto the beast himself.

SCARECROW

Let's go, Night Mare. We have a
reunion to plan.

He snaps the reins. Night Mare rears and takes off in a
cloud of dust.

PARKING LOT

The Batmobile bursts onto the scene, swerving around
stationary vehicles.

INT. BATMOBILE - NIGHT

Batman sees Scarecrow riding across the campus grounds. He
activates his communicator.

BATMAN

I've found Crane. Robin? Robin,
respond.

No response. Batman stares toward the Grand Hall.

EXT. PARKING LOT - NIGHT

The Batmobile races after Scarecrow, who disappears on the
horse into the neighboring woods.

INT. UNIVERSITY GRAND HALL - NIGHT

Robin lifts the lighting grid off Man-Bat, who shakes his
head to regain his senses.

ROBIN

A little help, Doctor Langstrom?

Man-Bat focuses on Robin, rises, then grabs Robin.

MAN-BAT

Where's Crane?

ROBIN

Batman's on him.

MAN-BAT

He's my kill!

ROBIN

Killing Crane won't help anything.
It won't make the rage or the pain
go away. If you go through with it,
you'll truly become an animal.

He pulls Robin closer.

MAN-BAT
Take a good look.

ROBIN
I have reasons to hate Crane as much
as anyone, but--

Man-Bat releases Robin and rears up.

MAN-BAT
I don't care about you or your
reasons! Crane took my wife!

ROBIN
We'll stop him together.

MAN-BAT
No! I'll be the monster for both of
us.

Uncertain, the Regent approaches Man-Bat from behind and
taps him on the shoulder.

REGENT
B-batman?

Man-Bat grabs the Regent by the lapels and pulls him close,
face to face.

REGENT (CONT'D)
W-what are you?

MAN-BAT
I'm Man-Bat.

He shoves the Regent away. Man-Bat goes airborne, gliding
over the heads of the crowd and out an exit.

EXT. FIELD - NIGHT

The chase is on.

Scarecrow, on horseback, crests a hill. Behind him, the
Batmobile bounds over the hill. Its off-road capabilities
appear limited.

INT. BATMOBILE - NIGHT

Batman tries to steer, but the terrain gives him problems.
He flips a switch. The windshield converts to a green night-
vision view.

EXT. FIELD - NIGHT

Scarecrow guides Night Mare into a wooded area.

The Batmobile finds a suitable opening and follows.

WOODS

Night Mare gallops through the dense forest.

The Batmobile swerves around upright and downed trees.

INT. BATMOBILE - NIGHT

The night-vision windshield displays the glowing green image of horse and rider cutting through the forest ahead.

Batman concentrates on his driving, narrowly dodging a tree.

EXT. WOODS - NIGHT

Gripping the reins, Scarecrow scrutinizes the pursuing vehicle. He spots a dense fog bank and veers Night Mare toward it.

They disappear into the fog.

INT. BATMOBILE - NIGHT

The night-vision image of the horse vanishes. The pale trees pass by until the blank green of the fog fills the windshield.

EXT. FOG BANK - NIGHT

The Batmobile cuts through the dense cloud.

Scarecrow prods Night Mare through the swirling mist.

INT. BATMOBILE - NIGHT

The green windshield gives no detail to the path ahead.

Batman de-activates the night-vision.

As the windshield returns to normal, Batman sees Night Mare in mid-leap. The resulting swish of fog reveals a huge, downed tree directly in the Batmobile's path.

Batman's eyes wide beneath the cowl.

EXT. FOG BANK - NIGHT

The Batmobile rams into the tree, out of commission.

WOODS

Night Mare completes its leap, and Scarecrow brings it to a halt. He glances behind him. No movement or sound within the fog behind him.

SCARECROW

I guess he couldn't see the trees
for the forest.

Batman bursts from the fog and lands in a crouch in a low-lying trench. He looks up at Scarecrow. Their eyes lock.

SCARECROW (CONT'D)

Nature one. Technology zero.

Scarecrow pulls on the reins. Night Mare rears up and bolts away, disappearing into the fog and trees. The sound of hooves echoes.

INT. BARN - NIGHT

Francine, unconscious and upright, tied to a wooden post. Scarecrow places smelling salts under her nose. She jolts awake.

FRANCINE

Wha... where...?

(focusing)

Jonathan?

He moves in close to her face.

SCARECROW

No. Scarecrow.

She struggles, but discovers her binds.

Scarecrow sniffs the air around her, receiving pleasure.

SCARECROW (CONT'D)

Good.

FRANCINE

What are you doing?

EXT. SKY - NIGHT

Man-Bat soars, hunting.

FRANCINE (O.S.)
 (distorted)
 Let me go!

Man-Bat's ears perk up. He changes direction and heads away from Gotham City.

EXT. WOODS - NIGHT

Batman sprints through the trees, guided by a hand-held GPS, which displays an nearby road.

ALFRED (V.O.)
 (filtered)
 Not another one, sir?

BATMAN
 No time for lectures, Alfred. I
 need immediate transportation.

DIRT ROAD

Batman emerges from the woods.

ALFRED (V.O.)
 (filtered)
 I believe that has already been
 arranged.

Headlights crest the hill behind Batman, accompanied by the unique whine of an electric motor.

The approaching vehicle races up to him and comes to a clean stop, kicking up a cloud of dust. As it settles, the vehicle comes into view. A specialized roadster adorned with Robin's logo -- the Roadrunner.

The driver's side window rolls down, revealing Robin behind the wheel.

ROBIN
 Need a lift?

Batman gets in.

INT. ROADRUNNER - NIGHT

Batman buckles himself in.

ROBIN
 Where to?

BATMAN

I'm not sure. Finding Crane again is like looking for the proverbial needle in a haystack.

ROBIN

Maybe not. His father's farm is only few miles out of town as the crow flies. Perhaps he's heading back to where it all began.

He guns the motor.

EXT. DIRT ROAD - NIGHT

The electric whine intensifies. The Roadrunner peels out and tears down the road, leaving a plume of dirt and stones in its wake.

EXT. BARN - NIGHT

Man-Bat circles the barn, fluttering around it like a moth around a light. His ears perk up.

INT. BARN - NIGHT (ECHOLOCATION)

Sound waves travel through the barn, revealing its contents. At one end, Francine stands tied to stake over a pile of hay. A semicircle of floor-anchored torches burn around her. No one else appears to be home.

EXT. BARN - NIGHT

Man-Bat arcs into the sky, then dives through a hole in the roof.

INT. BARN - NIGHT

Dry splinters rain down as Man-Bat bursts from the ceiling. He glides toward Francine.

FRANCINE

(through a gag)

Kirk, no!

A loud, screeching noise blares, causing Man-Bat to cover his ears and scream. He bounces off of walls, then drops to the floor and flails about.

Scarecrow steps out of the shadows, with a huge cornucopia to his lips. His pet crow sits on his shoulder.

He stops blowing the horn. Man-Bat looks up at him.

SCARECROW
Happy Halloween!

Man-Bat jumps up, dazed but ready to pounce. The crow caws and flies away.

Scarecrow drops the cornucopia, grabs a hand-held torch, and holds it over the hay beneath Francine.

SCARECROW (CONT'D)
Nuh-uh! Not yet.

Man-Bat bares his teeth, but remains in place.

SCARECROW (CONT'D)
That's good. Apparently, you're trainable. Maybe I should make you my pet.

MAN-BAT
I'm going to kill you, Crane.

SCARECROW
How predatory! You see, Kirk, you have no imagination. All you know is your work. Isn't that right, Francine?

She mumbles something under the gag. Scarecrow smiles.

SCARECROW (CONT'D)
I, on the other hand, have a vivid imagination. I suppose a childhood like mine would foster such.
(beat)
Though the cost be my very soul, I shall reap vengeance in a whirlwind of fear.

He touches the sutures on his face.

SCARECROW (CONT'D)
I still owe you one, my friend.
(indicating Francine)
But maybe I can just take it out in trade.

Man-Bat lunges, but Scarecrow waves the torch in front of him, keeping him at bay.

SCARECROW (CONT'D)
I mean it! She will die if you don't stay back. And that would be such a waste. I have so many plans for her.

MAN-BAT
I thought I was the monster.

EXT. ROAD OUTSIDE FARM - NIGHT

The Roadrunner comes to a stop next to the decrepit fence containing the weathered cornfield. Batman and Robin climb out and survey their surroundings.

ROBIN
How do we proceed? On foot?

BATMAN
Your call.

Robin reaches into the vehicle and flips a switch on the Roadrunner's dash.

A sectioned pole extends from the vehicle. Smaller grips flip out of it at regular intervals like a trapeze pole.

Twin cables shoot from the top of the pole toward the barn. The cables pull taught as the grappling hooks grip the barn.

Batman and Robin climb up the pole, fasten handles to the cable, and hit buttons on the handles. Small jets fire, sending them traveling across the wire.

CORNFIELD

As Robin skims over the dried corn, a stuffed scarecrow pops up in front of him. He slams into it and falls into the cornfield. The scarecrow falls over, face first.

Batman notices Robin's disappearance.

BATMAN
Robin!

He lets go and drops from the cable.

Robin lies on the ground, opens his eyes to find the scarecrow on top of him. Gas begins to seep out of the scarecrow's face.

Robin grabs for the gas mask on his belt. Gas sprays into his face.

Batman runs through the dried cornstalks toward him.

Robin throws the scarecrow off him. Jumps to his feet, coughing and gagging.

MARY GRAYSON (O.S.)
Richard...

Robin looks down at the scarecrow. As it picks itself up off the ground, it morphs into Dick's mom, MARY GRAYSON, dressed in a Flying Graysons outfit. However, her face is that of a scarecrow.

ROBIN

Mom?

MARY GRAYSON

Why? Why have you done this?

ROBIN

Done what?

Robin reaches for his mom who crumbles into dust and straw.

John Grayson, also a scarecrow dressed in a Flying Graysons outfit, appears at his side.

JOHN GRAYSON

You knew better than to come.

ROBIN

What're you talking about, dad?

John Grayson also disintegrates.

ALFRED (O.S.)

You should have left Robin well enough alone.

Robin turns to find Alfred, who has also now become a scarecrow.

ALFRED (CONT'D)

You're responsible for this.

He motions to the corn behind him. The stalks part, revealing the dried remains of a human body wearing a tattered Batsuit tied to a post with its arms outstretched.

Robin takes a step toward the atrocity.

ROBIN

No!

The Batsuit corpse's arms reach out and grab Robin's shoulders. Robin screams.

IN REALITY

The real Batman shakes Robin by the shoulders. Robin struggles.

BATMAN

Robin! It's just a hallucination.

Robin's wild eyes focus on Batman. Robin relaxes.

INT. BARN - NIGHT

Scarecrow paces between Man-Bat and Francine, taunting Man-Bat by swinging the torch around Francine.

SCARECROW

She doesn't have to suffer. I propose
an alliance. Why, that gruesome
face of yours is a living nightmare.
Our union is only natural. Our vows
were blood-made.

He runs his finger along his sutures.

MAN-BAT

You're insane.

SCARECROW

I created you. You were my unexpected
weapon of fear.

MAN-BAT

I almost feel sorry for you.

SCARECROW

Feel sorry? For me? Why Kirk! It
seems that your humanity is returning.
You wouldn't know it by looking at
you, though.

(shrugs)

I said you had no imagination.

Scarecrow turns to ignite the hay.

MAN-BAT

Only cowards take hostages.

Scarecrow pauses.

MAN-BAT (CONT'D)

What are you afraid of, Jonathan?

FLASHBACK:

INT. BARN - DAY

Mr. Crane looms over Young Jonathan.

MR. CRANE

You know what to do.

FLASHBACK ENDS.

INT. BARN - NIGHT

Scarecrow snaps back to the present situation.

SCARECROW

I'm not afraid of anything! Not any more. Particularly you.

He throws the torch at Man-Bat, who squeals and knocks it against the wall, extinguishing the flames.

Scarecrow draws his pitchfork and threatens Man-Bat with it. Man-Bat growls and attains a fighting stance. They circle each other.

SCARECROW (CONT'D)

Out of fear, you were created. By fear, you will die.

They charge each other.

EXT. CORNFIELD - NIGHT

Batman consoles Robin.

BATMAN

Are you sure you're up to this?

ROBIN

No. But it's time I faced him. If I don't, then the fear will be in control, and he will have won.

Batman clasps Robin's shoulder, then starts for the barn.

ROBIN (CONT'D)

There's one other thing.

Batman stops and faces Robin.

ROBIN (CONT'D)

I don't think I could stand losing you like I lost my parents.

BATMAN

I don't plan to go away anytime soon.

Together, they head for the barn.

INT. BARN - NIGHT

Scarecrow and Man-Bat spar. Scarecrow thrusts the pitchfork at Man-Bat, who parries with his wings. Scarecrow's ferocity forces Man-Bat back.

Rage consumes Man-Bat. He charges. Scarecrow avoids him, but Man-Bat recovers.

Scarecrow rolls as Man-Bat flies over him. Scarecrow throws the pitchfork, pinning Man-Bat to the wall by his wing. Man-Bat squeals.

Scarecrow leaps to his feet and throws another farm utensil at Man-Bat before he can free himself. It sticks through the other wing, immobilizing him. He squeals again.

Walking up to Man-Bat, Scarecrow sniffs the air. He grins.

SCARECROW

The smell of your fear even overcomes
your animal stench.

Man-Bat struggles, in pain. Scarecrow holds up a machete.

SCARECROW (CONT'D)

Perhaps I can relieve you of those
pesky wings.

A flying batarang knocks the machete out of his hands.

Scarecrow spins around to face Batman at the far end of the barn.

BATMAN

Move away from him, Crane!

SCARECROW

I see you made it through my maize.

Batman advances at Scarecrow.

BATMAN

You're throwing away everything you've
achieved. Your practice. Your
education. Your life.

SCARECROW

Those things were taken from me!

Out of sight from Scarecrow, Robin stealthily makes his way toward Francine, using the various ancient tractors as cover.

BATMAN

Be responsible for your own actions.
There is help available. You of all
people should know that.

SCARECROW

Where? At Arkham? I know what goes
on behind those walls! You don't
know me. How could you understand?

BATMAN

I was once like you. We were both created by fear and consumed by vengeance, but I chose a different path. I devoted my life to helping people. As you once did, doctor.

Robin draws nearer to Francine's unlit pyre.

SCARECROW

Don't call me that! I am no longer Jonathan Crane. I am the sower of men's fears. I am the Scarecrow.

BATMAN

Jonathan Crane is still part of you.

SCARECROW

I see you brought your crony.

He motions to Robin, having obviously spotted him.

SCARECROW (CONT'D)

Say hello to mine!

Jay drops from the rafters on top of Robin. His body covered by various feathers.

SCARECROW (CONT'D)

Eat crow!

Scarecrow's pet crow flies past its master and claws at Batman's face. His head snaps aside as the crow flies away. A long scratch mark mirrors the one he received from Man-Bat earlier.

Scarecrow uses the distraction to unslings his scythe and threatens Batman.

Batman hits a button on his belt. A flexible, metallic armor envelops the Batsuit.

SCARECROW (CONT'D)

How appropriate. Scarecrow versus the Tin Man!

He attacks.

Robin and Jay wrestle on the floor. Jay attempts to strangle Robin, but Robin kicks him away. Jay lunges at him again. They roll across the floor, feathers flying.

A spasm of pain shoots through Man-Bat. He shudders. His face distorts, reverting to human.

The holes in his wings begin to expand, shedding.

Scarecrow's scythe clangs against Batman's armor.

Robin's acrobatics avoid Jay's attacks. Robin lands a few blows to Jay's pressure points, but the effect is minimal.

Jay manages to grab him and throw him through a stall wall.

Batman takes the offensive, but Scarecrow's agility helps him avoid serious injury or capture.

Scarecrow grabs a rope hanging from the ceiling and slices through a second rope. He quickly rises into the rafters.

Batman fires his grappling hook. He flies upward.

RAFTERS

Batman releases the cable and grabs a beam. As he pulls himself up, he must duck the blade of a scythe swinging toward his head.

Scarecrow assaults Batman with the scythe -- both with the blade and the handle -- not giving him a chance to gain his footing. The handle catches Batman on the side of his head, and he plummets.

SCARECROW

Don't you just love the fall?

BARN FLOOR

Batman crashes through the rotting wood planks with a spray of hay.

BARN BASEMENT

Batman erupts through the ceiling and lands harshly as debris rains on top of him.

BARN STALLS

Robin collides against a wall.

Jay charges.

Robin shoots a bolo, which wraps around Jay. Jay flexes his muscles, breaks the cable, and charges Robin again.

BARN FLOOR

Man-Bat's hair retracts, giving him more human features.

He pulls his receding wings from their stakes and drops to the floor, writhing in agony. The shedding continues.

Scarecrow dives from the rafters, landing in a crouch before Man-Bat. He rises with his gangly arms outstretched.

SCARECROW

The game's not over, Kirk.

Man-Bat looks up. His transformation continues.

SCARECROW (CONT'D)

What a pleasant surprise! And what appropriate timing.

Scarecrow tips over one of the torches. It falls onto the hay, which ignites and spreads toward Francine.

SCARECROW (CONT'D)

Time for your trial by fire. Whom shall you choose? Me? The defenseless object of your rage and vengeance. Or her?

Scarecrow points toward Francine with his bony finger.

SCARECROW (CONT'D)

The burning love of your life. Are you man enough to decide?

Man-Bat rises and spreads his wings.

MAN-BAT

There's just enough monster left.

He springs toward Scarecrow, but just misses him. Instead, he heads for Francine, racing the fire's spread.

Perching on the stake, he slashes Francine's bonds and lifts her away from the fire. He carries her across the barn toward a distant opening.

Man-Bat convulses again. His wings wither. He and Francine drop to the ground as his transformation continues.

FRANCINE

Kirk! Oh, my God, Kirk!

He looks up at her. His eyes roll back, and he loses consciousness.

BARN BASEMENT

Batman crawls out from underneath the debris.

Glowing embers rain down onto him from the ceiling. Smoke pours in through the holes, cracks, and seams.

BARN FLOOR

Robin lands blow after blow on Jay, who seems unaffected. Robin tires.

ROBIN

What the hell are you?

Smoke wafts into the stall. A wall catches on fire. Robin notices something high in the ceiling near Jay.

Jay picks up a large board and hurls it at Robin.

Robin times a roundhouse kick and sends the board back into Jay, knocking him away.

Taking advantage of the distraction, Robin throws his Talon into the rafters.

RAFTERS

The Talon strikes a grain spout.

BARN FLOOR

Jay recovers and charges Robin. Grain pours onto him, burying him.

The fire surrounds Kirk and Francine. She grabs him by his armpits and drags him across the floor.

A flaming rafter crashes to the floor, blocking their way.

BARN BASEMENT

Batman deactivates the armor on the Batsuit. The burning ceiling caves in around him. He runs further into the basement.

BARN FLOOR

The smoke thickens. The flames spread.

Robin proceeds through the inferno as pieces of the floor disappear around him. He finds himself face-to-face with Scarecrow.

SCARECROW

I see the better bird won.

Robin freezes.

Scarecrow inhales.

SCARECROW (CONT'D)
Fear? From the Boy Wonder?

Sniffs again.

SCARECROW (CONT'D)
Wait a minute. I recognize that
smell.

He circles Robin, who remains motionless.

SCARECROW (CONT'D)
Ever the loner, aren't you, Mister
Grayson. Where's your partner?
Maybe he abandoned you.

He brings his face close to Robin's.

SCARECROW (CONT'D)
Or worse. What will you do now?

Robin kicks Scarecrow, who flies back and slams into the
burning wall on which he had pinned Man-Bat.

ROBIN
I guess I'll take his place.

Robin approaches with new resolve.

ROBIN (CONT'D)
You don't scare me any more.

SCARECROW
How unfortunate.

Scarecrow pulls the pitchfork from the wall and throws it at
Robin. Robin ducks. The pitchfork whizzes over his head.

The pitchfork plunges into Jay, who stands behind Robin,
ready to strike. Jay falls backward, dead.

Batman climbs through a hole in the floor near Kirk and
Francine. Kirk regains consciousness, though still drowsy.

BATMAN
How is he?

FRANCINE
He'll be better once we get out of
this inferno.

BATMAN
Agreed.

FRANCINE

If you've got something on that belt
that can get us out of here, use it!

Batman shoots a grappling hook to the ceiling.

Robin walks toward a cornered Scarecrow.

SCARECROW

You can't destroy me. Without pain,
how do you appreciate healing?

ROBIN

That's the irony, doctor. Despite
your best intentions, the suffering
you caused actually brought about
healing. Your theories were half-
right.

SCARECROW

Shut up!

ROBIN

My fear did make me stronger, but
only after I faced it.

A flaming rafter crashes down nearby.

EXT. BARN ROOFTOP - NIGHT

Batman and Francine support Kirk between themselves as they
run across the roof, which caves in around them.

Batman pulls a canister from his utility belt and throws it
to the ground. It explodes and inflates into a large airbag.

BATMAN

Ready?

Kirk gives a shaky nod. Francine gives her assent. Batman
grabs hold of them and jumps.

ON THE GROUND

Batman, Kirk, and Francine land on the airbag, which deflates
upon impact.

INT. BARN - NIGHT

Robin moves closer to Scarecrow.

ROBIN

Even though I'd love to see you dead,
I think you'd be better served in
Arkham.

SCARECROW

What's the difference?

ROBIN

What are you afraid of, Doctor?

Robin reaches out to him.

Scarecrow considers the offer. Looks around him with dawning realization. Sighs.

SCARECROW

Time to reap what I have sown.

He extends his hand. As Robin reaches to help him, he notices something palmed in Scarecrow's fist.

Robin grabs Scarecrow's wrist and twists his arm back towards his face. A cloud of fear-o-mone gas erupts from his hand, striking Scarecrow full on in the face.

Robin steps back, out of the range of the gas.

Scarecrow hunches over, coughing, gagging.

Flames spread across the floor between Robin and Scarecrow.

Scarecrow sits up, opens his eyes.

The flames around him wink out.

The barn returns to the state it was in during Jonathan's youth.

Scarecrow drops to the floor in a cowering position.

The wall of fire between him and Robin extinguishes. As Robin approaches, he morphs into Mr. Crane. A pitchfork appears in his hand. He towers over Scarecrow.

MR. CRANE

Boy, you can't let people like that
terrorize you your whole life.

Mr. Crane thrusts the pitchfork into the ground.

Scarecrow stares at it and a smile crosses his face.

MR. CRANE (CONT'D)

You know what you must do.

He kneels down to face his son, no longer Scarecrow but replaced by Young Jonathan.

MR. CRANE (CONT'D)

Fear can't rule you. After your mother passed away, I was scared to raise you by myself. But like a man, I faced it and didn't let it best me. You have to do the same.

YOUNG JONATHAN

But they hurt me. I wanna hurt them back!

MR. CRANE

Don't concern yourself with them. Revenge will only consume you. Let it go, son. Let it go.

He reaches out to hug his son. As Jonathan returns the embrace, Mr. Crane vanishes. Jonathan's arms grasp air. Simultaneously, Young Jonathan morphs back into Scarecrow.

Scarecrow stands and regards his clothing -- the exact same as what his father had just been wearing.

The barn returns to its present condition.

Robin watches from the other side of the wall of fire.

Scarecrow walks toward him and stops at the flames. They stare at one other.

SCARECROW

I know what I must do.

ROBIN

No!

Robin moves to stop him, but the inferno prevents it.

Scarecrow passes his arm through the fire, which spreads up his sleeve. He examines his burning arm, then smiles at Robin. The flames engulf him.

The roof crashes down around Robin, obscuring Scarecrow from sight. Robin searches for an exit. No luck. The walls crumble and fall in toward him.

Robin flips a switch on his utility belt.

EXT. BARN - NIGHT

Batman pulls Kirk and Francine to a safe distance away from the burning barn. It starts to collapse.

BATMAN

Robin!

He runs toward the barn.

Something erupts from the blazing timber and arcs through the air toward him.

Robin drops to the ground, wrapped in his smoldering cape. He throws it off. Twin pods on either side of his belt emit their last bits of exhaust.

BATMAN (CONT'D)

Are you okay? I'm sorry I left you back there.

ROBIN

It's about time I took care of myself.

BATMAN

Crane?

Robin shakes his head.

BATMAN (CONT'D)

Think we've seen the last of him?

ROBIN

Maybe, but like he once said, "Fear is eternal."

Batman and Robin join Kirk and Francine. The foursome watch the remains of the barn burn to embers.

INT. FRANCINE'S BEDROOM - DAWN

Francine wakes up and finds herself alone in the bed except for Valerie, who lies at her feet.

FRANCINE

Kirk?

She climbs out of bed. Valerie jumps to the floor. She sees Kirk outside on the balcony.

EXT. LANGSTROM HOME - DAWN

A foggy morning. Kirk stands on the balcony with his back to the bedroom. He examines his hands.

Francine walks up to him and touches his shoulder.

FRANCINE

Anxious to fly again?

KIRK

Flying's for animals, not men.

She turns him around to face her and takes his chin in hand.

FRANCINE

To me, there was only the man.

KIRK

But it took the monster to make me realize how much I love you.

FRANCINE

I brought you something.

She holds his hearing aid out to him. He closes her fingers around it.

KIRK

Funny thing. I don't need it anymore.

He kisses her.

EXT. WAYNE MANOR - DAY

In the driveway, Bruce and Alfred wait next to a motorcycle.

Dick exits the house, dressed for travel with a packed bag. He affixes the bag to the motorcycle and faces Bruce.

BRUCE

Are you sure you want to do this?

DICK

Someone once told me I need to find out who Dick Grayson is apart from Robin.

(beat)

Bruce, I'm honored that you felt I could ever replace you. Maybe one day when you're truly ready to retire. But you were right. I need to discover my own path.

ALFRED

It has been a true pleasure having you in this household, son.

Dick shakes Alfred's hand.

DICK

Thanks, Al. I appreciate everything you've done for me.

ALFRED
May all of your adventures be
rewarding.

Alfred releases Dick's hand, then turns and walks to the porch.

DICK
(to Bruce)
What about you? Are you gonna be
all right?

Bruce nods his head and smiles.

BRUCE
Yeah. I think Batman has a few good
years left in him. And so does Bruce
Wayne.

DICK
I'll miss you.

They hug.

BRUCE
Stay out of trouble.

DICK
You know me.

He slips on his helmet, hops on the bike, and races away.

Alfred joins Bruce. They watch Dick disappear down the long driveway.

INT. GORDON'S OFFICE - NIGHT

Gordon's silhouette appears behind the frosted glass of the door as he fumbles with the lock. He enters and notices an open window.

A shaft of moonlight illuminates a box on his desk. Gordon opens the box.

A red cellular phone with the Batlogo on it.

Gordon rushes to the window and gazes out.

EXT. GOTHAM CITY - NIGHT

The cityscape of Gotham.

On the peak of one skyscraper, a silhouette crouches, veiled by shadow. Its eyes and chest emblem pierce the darkness;

its cape flutters in the breeze. Gotham City's protector has returned.

A crow flies past Batman and glides down the side of the building, around fire escapes and signs, to the street below and passes by...

EXT. TETCH'S CLOTHING SHOP - NIGHT

A quaint, hole-in-the-wall establishment. No lights on. Behind the window, a hand pulls down a shade. A light comes on. The silhouette of a small man in a large top hat.

Something is just beginning...

FADE OUT.

THE END