

PAST MIDNIGHT

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MANHATTAN, NIGHT. A convoy of fire trucks and NYPD cruisers Pac-Mans through the city grid, lights and sirens blazing. We drift across a circa-2000 skyline, keeping pace with the convoy, twisting past THREE MASSIVE FIRES kicking embers into the sky. Each one, a different police precinct.

EXT. PARK SLOPE SUBWAY PLATFORM - NIGHT

Bare feet race along concrete. A YOUNG WOMAN in a snow-white sundress, face hidden from us by raven hair, runs past the security kiosk where a TRANSIT COP sits glued to the radio:

REPORTER #1 (RADIO)
*...the third IED went off at 51st
and 3rd less than ten minutes ago,
and already Hazmat teams are
mobilizing in what appears to be a
large-scale attack...*

The Transit Cop hurries after her.

TRANSIT COP
Hey! Don't you listen to the news?
They're calling all trains back to
the yard. No more passenger runs --

The woman collapses under the light of a lamppost, revealing a sundress spattered with blood. He sprints forward, reaching her, already on his radio:

TRANSIT COP (CONT'D)
Central, I have a tango 206 at Park
Slope. Send medical!
(to the woman)
What happened to you?

He turns her body towards him...

TRANSIT COP (CONT'D)
Ma'am, is anyone else hurt?

...and sees that she's wearing a porcelain DOLL'S MASK. The bottom half is broken, revealing a dark grin.

YOUNG WOMAN
Most definitely.

She lances a STILETTO BLADE into his throat. He GURGLES. Blood spills. She shushes him like a swaddled infant and sings --

YOUNG WOMAN (CONT'D)
*Sing a song of sixpence, a pocket
 full of rye. Four and twenty
 blackbirds, baked in a pie...*

Meet NYX. A grinning, wicked psychopath. She takes the cop's glock, checks the mag. It's full.

YOUNG WOMAN / NYX
*...When the pie was opened, the
 birds began to sing. Wasn't that a
 dainty dish to set before the king?*

The LOW GROWL OF A RALLY SPORT ENGINE startles her from the darkness. She runs to the boarding area, scans the tracks...

No train in sight.

FOOTFALLS bound off the platform's corrugated roofing. Nyx wheels around with the glock... but no one's there.

NYX
 Do you like my fires? I wanted to
 give the piggies something special
 tonight. Something to remember me
 by.

(no response)
 I know you're here. I can smell
 that bitch's perfume.

Nyx backs up, TWO FORMS UNCLOAKING into view behind her --

MIDNIGHT, 30. A vigilante in deep blue ballistic armor, segmented and contoured to his muscular frame. With him is MERCY, 18. Blonde, female, masked and dressed in blood red. Robin to Midnight's Batman. Sensing their presence, Nyx WHEELS with her glock. Midnight parries --

MUZZLE FLASHES strobe in the night. The shots go wide as Midnight redirects Nyx's wrist -- POP! POP! POP! Mercy unleashes a FERROMAGNETIC WHIP, coiling it around Nyx's gun and flinging it to the floor --

Nyx switches to her stiletto. She SWIPES the blade across Mercy's ribs, fending off both vigilantes in a storm of elbows and jabs when --

Midnight attacks -- Nyx's arm BREAKS -- then he follows with a straight jab. Nyx hits the ground, defeated.

MIDNIGHT
 (to Mercy)
 You good?

His voice is disguised by the mask's vocal processor. Mercy nods, kicks the glock onto the tracks.

MIDNIGHT (CONT'D)

EOD is disarming your bombs at Police Plaza right now. *Abigail...* end this. You can still have a life.

NYX

Where, in Wonderland? You know the piggies won't take me alive. Not after what I took from them.

MERCY

Wonderland's too good for her.

NYX

Aren't you the one they call "Mercy"?

Mercy SOCKS Nyx. Teeth roll across the platform like dice.

MERCY

You don't deserve mercy, you fucking monster.

Midnight pulls Mercy away. Keeping his calm.

MIDNIGHT

We're not murderers. And there's been enough killing tonight.

Nyx spits blood and smiles. But it's a desperate one.

NYX

Well then, looks like I'm licked. Let's get this over with... Frank.

Beat.

NYX (CONT'D)

That's your name, isn't it? Frank Northcutt? 855 Park Avenue West, Apartment 3B? Ex-husband of Rose Northcutt, father to Shelby Northcutt. Or at least, *used to be*.

Mercy KICKS her in the ribs.

MIDNIGHT

That's enough!

MERCY

She wants to blackmail you!

MIDNIGHT

Just let me think!

MERCY

About *what*? You heard her. Now
let's do this and be rid of her!

NYX

You honestly think I would go
through all this just to give you a
way out? I already emailed every
news outlet in the city. It's over,
Frank -- *for all of us*.

Behind them, the radio at the security kiosk switches to news
of Frank Northcutt.

AROUND THE CITY

Midnight's true identity, FRANK NORTHCUTT, is plastered on
every TV screen -- even the jumbo tron at Times Square. The
chyron reads **BREAKING! MIDNIGHT UNMASKED.**

BACK TO THE PLATFORM

MERCY

Do they know about me too?

NYX

I don't waste my time with pets.

MIDNIGHT

You can't turn the city against me
just by releasing a name.

NYX

I don't think you know people very
well. Sure, they may crowd around
you for a little while -- but
that'll change. People love their
heroes, but what they really get
off on is burning them down.

The lights of an oncoming subway train fill the platform as
Nyx leans in to whisper:

NYX (CONT'D)

I just took your life, and I didn't
even have to kill you. I'll be
seeing you, Frank.

Nyx steps back. Her body COLLIDES with the subway car, leaving Midnight and Mercy alone. As sirens close in...

MERCY

You have to run.

Midnight hesitates. Mercy presses a CIRCULAR PLUNGER on her chest plate. Adrenaline floods her bloodstream.

MERCY (CONT'D)

I'll hold them off as long as I
can. RUN!

Midnight jumps into a modified RALLY FIGHTER with blacked-out windows: THE POLARIS. He 180s out of the parking lot, tearing down the boulevard. As Mercy watches we --

CUT TO:

TITLES, CREDITS OVER --

Media coverage of Midnight's arrest. Between shots of RALLYING NEW YORKERS, staccato cuts reveal headlines like **"MIDNIGHT REVEALED"** and **"CITY RALLIES AROUND VIGILANTE"**

TOM BROKAW

After almost a decade in operation and over four-hundred arrests, the vigilante known as "Midnight" has been outed as Frank William Northcutt of Brooklyn, New York...

-- A SWAT TEAM breaches Frank's loft. Flashlights sweep the darkness, finding him in his room packing a duffel bag. Next to it, a brochure for SANIBEL ISLAND...

ANDERSON COOPER

In the wake of the so-called Red Tuesday precinct bombings, the embattled vigilante was taken into custody. He will face a litany of charges including Assault, Public Endangerment, and Evading Police.

-- A young, black SWAT AGENT reluctantly pulls his cuffs out.

SWAT AGENT

I'm sorry.

-- And we're at a RALLY outside the New York County Courthouse. Snippets of man-on-the-street interviews:

PRETZEL VENDOR

We've got murderers running around Central Park, and they want to put away the one guy trying to help?

STREET MUSICIAN

The guy never killed anyone, and the cops want to stick him with every trumped-up charge they can think of? Criminal Mischief? Property Damage? Give me a break.

-- WOLF BLITZER talks over B-roll of Frank and ROSE NORTHCUTT (30s) demonstrating a high-tech stun gun for INVESTORS.

WOLF BLITZER

Northcutt, a man whose company owns the patents to several nonlethal weapons licensed by the D.O.D., took on the "Midnight" persona after the death of his daughter in a bank robbery back in 1992...

But as Nyx promised, when the good becomes old, bad becomes the new mandate. Headlines switch to sensational tabloid fodder like **"NORTHCUTT'S DARK PAST"** and **"FRANK NORTHCUTT: MENTALLY UNSTABLE?"**

TABLOID HOST

Surprising new evidence in the case against Frank Northcutt! Tonight we'll talk to offenders who paint a different picture of the costumed vigilante -- begging the question "Was Midnight a hero? Or a mentally imbalanced menace?"

-- A CRIMINAL in prison scrubs hams it up with his LAWYER. The chyron reads: **CRIMINALS PRESS BATTERY CHARGES.**

CRIMINAL

He just kept beating me like an animal. Broke my nose, shattered my knee, and ruptured my liver. I ain't saying I did right, but...

He breaks down sobbing. The lawyer puts a tender hand on his back, playing his part well. He signals to cut the recording.

-- a CELEBRITY PSYCHIATRIST offers a pez dispenser diagnosis:

PSYCHIATRIST

This is not a man guided by altruism.

(MORE)

PSYCHIATRIST (CONT'D)

What we're looking at is a compulsion. Mr. Northcutt's brain receptors are habituated to seek a feeling of purpose and fulfillment. A sense of significance. A man like this could easily abandon morals and ethics in favor of any task that yields that feeling, like an addict looking for a fix.

-- Another protest. But this time, they're against Frank. Signs read **"NO MORE HEROES!" "VIGILANTES GO HOME!"**

NYPD PROTESTER

What about our boys in blue? Sixty-three of us died on Red Tuesday. How do we know he and Nyx weren't in on it together?

-- To DAVID LETTERMAN on The Tonight Show.

LETTERMAN

The New York Times is saying Midnight and Nyx were romantically linked, and that he may have been involved in Red Tuesday.

(the audience boos)

Yeah. As a precautionary measure, the FBI has already issued warrants for Superman, Wonder Woman, and the X-Men.

-- A press conference with DETECTIVE EVERETT GARDNER. 20s, black, a detective on the rise.

DET. GARDNER

The A.D.A. offered to invoke Good Samaritan Laws, but Mr. Northcutt refused to provide any details about his base of operations OR the other vigilantes.

-- As Frank gets in the back of a prison bus, we get a glimpse of his face. Broken and betrayed. The chyron reads: **"NORTHCUTT SENTENCED TO 65 YEARS."**

MAYOR (V.O.)

...The NYPD is working around the clock to locate the other vigilantes still in operation. Samaritan, Hookshot, Revenant, Bloodhound, and Mercy. To any of Nyx's acolytes watching: I promise, we will find you too.

(MORE)

MAYOR (V.O.) (CONT'D)
 It's time we closed this chapter in
 our city's history and left these
 criminals in the comic books where
 they belong. Today we put law back
 into the hands of law enforcement.
 Today New York moves forward.

Rose runs towards the paddy wagon, calling out for her ex-husband, watching his spirit break as the door shuts and --

SMASH TO BLACK.

TITLE CARD: FIFTEEN YEARS LATER.

INT. BRONX SUBWAY STATION - 2:00 AM

The platform is packed with COMMUTERS on their way home from the night shift. STREET MUSICIANS jam away for tips.

A man in a rumpled TRENCH COAT makes his way through the crowd. Thinning hair, limp in his gait. He carries himself like someone who once possessed confidence and strength. Today he's a man at the end of his rope.

His eyes flick across the platform, taking in the people around him. He passes an NYPD advertisement that reads "**COPS, NOT CAPES: Get to know the REAL heroes of New York!**"

His CELL PHONE RINGS, startling him. Trench Coat eyes the SECURITY CAMERA above him. Answers the call and listens.

TRENCH COAT
 (into phone)
 What do you expect? I think all
 things considered I'm handling
 things with god damn aplomb. I want
 to talk to her.
 (beat)
 I don't care, I want to talk to
 her! Once an hour, that was our...
 (beat)
 What if I can't?

A chilling response, and then -- *Click*.

Trench Coat pockets the phone, parting his coat just enough to reveal TWO POLISHED-STEEL CYLINDERS belted around his waist. A nasty tangle of circuitry rigged to a block of semtex and a canister of BALL BEARINGS.

TRAIN ANNOUNCER
*Attention passengers. The four
 train is now departing.*

The man looks once more around the platform. *No one is coming to help.* He checks the time on his watch: 2:11 AM.

He BASHES his watch into the wall, shattering the clock face. Turns both hands due north, changing the time to midnight.

He gets onto the train. It rumbles off down the rail, disappearing into the New York underground transit system.

A WALL OF FIRE TWISTS OUT like a cyclone, ripping through the train station and kicking debris into the sky from below. Emergency klaxons wail...

INT. BRONX SUBWAY STATION - LATER

What remains of the station is now overrun with emergency personnel. PARAMEDICS haul body bags out onto the platform while EOD sweeps for signs of secondary charges.

DETECTIVE SCOTT MERCER heads down the stairs. 30s, roguishly handsome; a cop who's decided it's more productive to laugh at the world than try to fix it. He finds an older and grayer Everett Gardener - now a CAPTAIN - huddled up with Detectives HIGGS, ROTHCHILD, and VALARIO.

SCOTT
 Where do you need me?

HIGGS
 Special D wants to do some actual police work?

SCOTT
 Eat me, Higgs.

CAPT. GARDNER
 (to the detectives)
 Go make sure the bucket boys don't wash away the entire crime scene.

He leads Scott through the tunnel.

CAPT. GARDNER (CONT'D)
 What do you know so far?

SCOTT

News says it's ISIS. Some terrorist hijacked the A-Train, forced the conductor to switch tracks to Port Morris... kaboom.

CAPT. GARDNER

It's not ISIS. It was a heist. Subway car was just a delivery system, but we need to keep the motive out of the papers.

SCOTT

A heist? This track's been abandoned since 1842; nothing down here but a needle den and a shit-ton of rats. What was he trying to steal?

CAPT. GARDNER

She.

Scott reacts - *huh?* Gardner presses on...

INT. PORT MORRIS LINE - MOMENTS LATER

The subway car is now lit by high-intensity kliegs. It looks like an M-80 went off inside an aluminum can. Gardner leads Scott past rows of body bags... broken glass and blood...

To a BLASTED-IN TUNNEL WALL. Behind it, a dark, abandoned SUBWAY STATION. Gardner offers Scott a flashlight, nods towards the darkness. Scott lands the beam on --

Midnight's exo-suit. An overturned worktable full of half-finished gadgets. Banks of dusty CRT computers.

SCOTT

Is this --

CAPT. GARDNER

Yup.

Daylight stabs through the caved-in ceiling to Midnight's old lair, revealing in red spray paint on the tiled wall:

ReD TuESdaY is CoMInG

SCOTT

What do you need me to do?

CAPT. GARDNER

What I'm about to ask has to stay
between us for now. Understand?

(Scott nods)

Good. Ever heard of The Parker &
Sons Sugar Refinery out on Coney
Island Creek?

Off Scott's confused look...

EXT. PARKER & SONS SUGAR REFINERY - DAY

Scott pulls his Prius into the gravel lot. Two things stand
out to Scott (and us) as he gets out:

1) The lettering for Parker & Sons is faded and chipped. Mr.
Parker and his kin must have vacated at least 100 years ago.

2) There is an awful lot of barbed wire, motion cameras, and
electric fencing for a sugar refinery.

As Scott approaches, a dozen Armalite rifles cock above him.
PRIVATE GUARDS have mobilized on the roof.

ARCHSTONE SENTRY

Hands above your head and get on
your knees, now!

SCOTT

Easy, I've been sent here by --

Five more guards in riot gear appear behind him, kicking his
legs out. One finds his badge and tosses it to WARDEN STANLEY
LATHAM, 60s, suited and ex-military.

WARDEN LATHAM

Detective Mercer. I'm Stanley
Latham, I'm the warden here.
Welcome to Valhalla.

INT. VALHALLA FACILITY - CHECK-IN

Scott surrenders his personal effects to an Archstone guard.
Latham holds up Scott's keys, dangling a Midnight key chain.

SCOTT

That was a gift from my, um,
nephew.

(then)

I take it this place doesn't get a
lot of visitors?

Latham's lack of an answer says it all: *this place doesn't exist*. The guard tosses Scott's keys on the table.

SCOTT (CONT'D)
Careful -- it's a collectible.
(off the guard's look)
It was a limited run. It's how he
paid for his defense.

INT. VALHALLA FACILITY - CORRIDOR

Latham escorts Scott through the prison. Walk and talk:

WARDEN LATHAM
This facility was retrofitted in
1998 by the Archstone Group, in
cooperation with the Federal Bureau
of Prisons.

SCOTT
Archstone the paramilitary company?

WARDEN LATHAM
We prefer "private security firm."
It was initially designed to house
twenty-five vigilantes, but after
Red Tuesday they all went
underground.

SCOTT
Yeah, seeing one of your own get
sent up for life does that. So how
many do you hold here?

WARDEN LATHAM
Just one.

SCOTT
One? This whole place, all these
guards and guns, just for Midnight?

WARDEN LATHAM
His name is *Frank*. We don't use
goofy names or indulge in comic
book fantasies here. In here, he is
just a man.

SCOTT
A man who did a lot of good for
this city back when I was a kid.

Latham stops at the last iron door.

WARDEN LATHAM

You're an admirer because you think he's Batman. He isn't Batman. In the fifteen years he's been here he's crippled six of my men. So seeing as you're about to do something as insane as sign him out, I'm gonna give you a nickel's worth of free advice. Don't make the mistake of thinking he's a hero. He's violent and unbalanced and nasty as they come. You get me?

Scott nods. Latham swipes the card.

INT. FRANK'S CELL - MOMENTS LATER

Scott enters a solitary cell cluttered with old books, a hot plate, and a poster of Sanibel Island. He stops, seeing his childhood hero -- or rather, what's become of him:

A middle-aged FRANK NORTHCUTT sits with his nose buried in Mary Shelley's *Frankenstein*. His hair is long. He sports a salt-and-pepper beard. But even as an older man, he's built like a brick shit house. Muscles on top of muscles. Scars everywhere.

SCOTT

Mr. Northcutt. Detective Scott
Mercer, 19th Precinct Special
Crimes division.

Frank's eyes land on Scott. Contemplating him.

SCOTT (CONT'D)

That is a serious stare. I imagine
you used that to strike fear into
the hearts of criminals?

Scott's lame attempt at levity is met with intimidating silence. He scans a stack of books.

SCOTT (CONT'D)

"For Whom the Bell Tolls." I always
thought that was just a Metallica
song --

FRANK

What do you have to trade?

SCOTT

Beg your pardon?

FRANK

When I was up for appeal I met with my lawyer eight times. Each time I got a black bag over my head and a forty-six minute car ride to his office, mostly doing laps on the Brooklyn Bridge to keep me from figuring out where this place is. And now an NYPD detective just waltzes right in? Things must be pretty bad out there for them to have let you in here. That means you need me. And if you need me, you have something to trade.

Scott digests this. Then:

SCOTT

Exactly forty-six minutes? Were you averaging all the trips, or --

FRANK

What do you want?

SCOTT

There was a bombing in the Bronx late last night. Captain Gardner thinks you might be of some assistance.

Frank reacts slightly. So Gardner's a captain now.

FRANK

I'm sure you get the irony of cops asking for my help after sending me to jail for helping cops.

SCOTT

This directly concerns you. The target appears to be your... *lair*.

Frank considers this.

FRANK

Japanese wagyu strip steak. A5 grade, medium rare. Sous-vide, and then seared. Nothing crazy for the side. Maybe some spinach au gratin with shaved white alba truffles --

SCOTT

I'm sorry, do I look like the maître d' at Delmonico's?

FRANK

-- And beer. A cold one. Domestic is fine. Maybe an IPA.

SCOTT

I'm a detective with the NYPD, here to offer you --

FRANK

You can offer once I get a decent meal. Otherwise, you can fuck right off to the Bronx.

SCOTT

I know what you're doing. You're trying to establish dominance by getting me to give you something small. It's not going to happen. I'm here to offer you a furlough. If you don't want it, fine. You can kick it in here with your awesome beard and shitty books for the next forty years. So what's it gonna be?

INT. VALHALLA COMMISSARY - LATER

An Archstone Guard sets a PERFECTLY-COOKED STEAK on the table between Scott and Frank. Frank wins this round.

FRANK

Some silverware would be nice.

SCOTT

No silverware.

FRANK

Why not?

SCOTT

Because silverware is sharp. Now chew fast; we have an active crime scene. And for the record you're eating steak at 9:30 in the morning.

Scott watches his childhood hero shovel food into his mouth like a rabid animal.

SCOTT (CONT'D)

As I was saying, we found your lair-

FRANK

Don't call it a lair.

SCOTT

What would you call it?

FRANK

A Center of Operations. A lair sounds like I just lounged around like an asshole. It's melodramatic.

SCOTT

Fine. Your *Center of Operations* was vandalized and we don't know what to make of it. Gardner thought you could come down and clap an eye on it, tell us if anything's missing.

FRANK

Why should I care?

The guard returns with a small Dixie cup full of beer. Frank frowns at the sight of it, then downs it in one gulp.

SCOTT

Maybe you shouldn't. But you should care that someone killed a train full of people just to get inside. They even left you a message.

Scott offers his iPhone. Frank looks amazed; he's never seen a smartphone before.

ON THE SCREEN is a picture of the graffitied wall: **RED TUESDAY IS COMING**. He slides it back.

FRANK

I think I'll pass.

Frank turns back to his food.

SCOTT

You said you'd hear me out.

FRANK

I just did.

SCOTT

I'm not saying we did right by you, but you still have friends in law enforcement.

FRANK

I'm certainly feeling the love.

ANGLE TO REVEAL: An ARCHSTONE RESPONSE TEAM stands along the catwalks high above the commissary, each armed with an AR-15.

SCOTT

It's just a safety precaution.

FRANK

Prosecutor once asked me why I never used guns. I told her it was because nine out of ten times the wrong person gets shot.

SCOTT

Mr. Northcutt -- *Frank* -- this is real. You may not care about this city anymore, and that's fine. Hell, it's even understandable. What happened to you, your daughter--

Frank's hand pistons forward and grabs Scott's throat. The guards move in -- Scott signals to hold fire.

FRANK

Do not use her to manipulate me.

SCOTT

My mistake. Then how about the thirty-three people no longer alive because of Samuel Finnick?

Frank releases him. Suddenly interested.

FRANK

Finnick?

SCOTT

That's right. Fifty-three years old, lived in Yonkers. Has a wife we're trying to find, but so far --

FRANK

Okay.

Scott is stunned by the sudden reversal.

SCOTT

Great. I'll square your furlough with Latham. He wants to inoculate you with something called a "Vertigo chip," but it'll dissolve in your bloodstream in --

FRANK

I don't just want a furlough. I want my sentence commuted and relocation far from New York. Sanibel Island, maybe.

SCOTT

We don't have that kind of time.
I'd need to involve the A.S.A., get
approval from a judge --

FRANK

You can file a petition of
conditional release with the parole
board. But I'm guessing you already
knew that when you came in here.
Better hurry though, because the
clock is ticking, and I won't do
this for anything but an open door.

Scott sets his jaw. Frank wins again.

INT. VALHALLA FACILITY - SERIES OF SHOTS

1. Frank lies on an INFIRMARY medical pod, wrists restrained.
The doctor loads an RFID MICROCHIP into an inoculation gun.

CAPT. GARDNER (V.O.)

Where are we on Northcutt?

SCOTT (V.O.)

They're tagging him with a Vertigo
chip now. I had to play our ace
before he'd cooperate.

He injects Frank behind the ear. Latham hands Scott a small
REMOTE. Frank watches closely as he pockets it...

CAPT. GARDNER (V.O.)

How angry is he?

2. Frank stands at the INVENTORY ROOM, retrieving his
personal items. His mug shot is stapled to the paper bag. One
of the guards has used a black magic marker to doodle in a
mask and a dialogue bubble that reads *HALT EVIL DOERZ!*

SCOTT (V.O.)

Considering he tried to strangle me
in the middle of a prison
surrounded by armed guards? I'd say
"very."

CAPT. GARDNER (V.O.)

Well, keep the leash short. He may
have gone in as Midnight, but that
was almost twenty years ago. We
don't know who he is now. I want to
be cautious until we do.

3. Frank steps through Valhalla's gate in jeans and a dated leather field jacket. *Fresh air after almost twenty years.*

He climbs into Scott's Prius. Spots the Midnight key chain. He glowers as they drive off...

EXT. VAN NEST AVENUE, THE BRONX - DAY

Scott and Frank walk towards the subway station. Frank takes in present day New York, a city that has moved on without him and now mirrors our reality: noses buried in smart phones, and not a single cape or costume in sight.

SCOTT

A lot's changed, huh?

A YOUNG BOY stares at Frank. Frank nods hello -- his MOTHER recognizes him and hurries her son away.

FRANK

Not as much as you'd think.

They stop at the crosswalk, where a blonde-haired woman watches Frank from the middle of a crowd. It's an older ROSE. Beautiful as ever, yet somehow sadder. Burdened.

FRANK (CONT'D)

Rose?

Frank pushes towards her. She turns and hurries off...

SCOTT

Stop, Frank! STOP RIGHT NOW!

FRANK

Rose! Rose, wait!

A shrill, skull-rattling frequency stabs through Frank's skull. He drops to the ground, world spinning like a top. Scott walks up, holding the remote. He switches it off.

SCOTT

Rule Number One: Do not leave my side.

INT. PORT MORRIS LINE - LATER

Frank rubs at his growing migraine as he and Scott make their way towards the subway car. Higgs, Rothchild, and Valario smirk contemptuously at Frank.

ROTHCHILD

Check it out -- Special D's playing
sidekick. No matching spandex?

The detectives snicker. Higgs steps in front of Frank.

HIGGS

You look smaller in real life. Old
as dried-up dogshit, too. I guess
you didn't get the memo about us
not needing you here. Or maybe you
just didn't have your reading
glasses.

Frank just stares. Higgs jams a finger in Frank's chest.

HIGGS (CONT'D)

Did you hear me, pops? You and
Special D should take a walk --

SNAP. Higgs HOWLS -- Frank's just twisted his finger
backwards. Rothchild and Valario draw their guns --

CAPT. GARDNER

Enough! Put those guns away! A
hundred reporters are up there
looking to us for answers, and I
gotta deal with this bullshit?

(approaching)

Higgs, go get that checked out. You
two, get back to your jobs while
you still have 'em. This is an
active crime scene for Christ's
sake.

Higgs and his crew storm off. An uncomfortable silence hangs
between Gardner and Frank.

CAPT. GARDNER (CONT'D)

Thanks for coming.

FRANK

I had an opening in my schedule.

Gardner leads Scott and Frank into the tunnel. Frank seems
anxious: no mask between him and the world anymore.

CAPT. GARDNER

We appreciate you helping us out. I
don't have a lot of guys with
firsthand knowledge of the
vigilante world.

SCOTT

Have the boys at One-PP ID'ed the explosive yet?

CAPT. GARDNER

(to Frank)

You're gonna love this. Semtex, ammonium nitrate, titanium casing, and for good measure --

FRANK

-- ball bearings. You know what you're suggesting is impossible.

SCOTT

What is he suggesting?

FRANK

The Captain believes a dead woman did this. But Nyx would never have targeted me -- she was a mental patient abused by her parole officer. A cop killer. I just sort of got in the way.

GRACE (O.C.)

That's why we think it's a copycat.

AGENT GRACE KOWALSKI, 30s, approaches.

CAPT. GARDNER

Agent Grace Kowalski, our federal babysitter.

GRACE

NYPD will take lead for now. My S.A.C. just wants me along for the ride. Back at Quantico I wrote my thesis on the psychology of villains.

SCOTT

"Crime, Capes, and Compulsion." I read it. You're a fan of Nyx.

GRACE

I *respect* her. She had a host of emotional and psychological issues, and yet she was able to organize and even *lead* a cabal of violent criminals.

(leading them away)

Watch your step. From here on out it gets a little messy.

CAPT. GARDNER

Whoever this copycat is has deep insight into Nyx's M.O. We never went public with the ball bearings.

SCOTT

If I remember my history, there were no bombings leading up to Red Tuesday. Why hit the...
(catching Frank's look)
...Center of Operations?

GRACE

Could be the start of a crime wave. Back in the day villains would commit a string of crimes and brazenly implicate themselves as a way of showing off. The longer the spree, the more notoriety --

FRANK

I know what a crime wave is. Is there anything left of the body?

INT. BODY BAG AREA - MOMENTS LATER

Frank unzips the body bag, revealing a DISMEMBERED FOREARM. He casually picks it up, inspects the charred watch.

CAPT. GARDNER

Naturally the blast did a good job of dispersing the victims. But our techs were able to trace the serial number on a surgical pin in his metacarpal.

FRANK

What time did you say the bomb went off?

CAPT. GARDNER

Around 2:15 AM.

He holds up the watch -- shows the hands set to midnight.

FRANK

It's a message to me.

SCOTT

Did you know this guy?

FRANK

Sammy and I were in the same line of work.

GRACE

I'm sorry, you're saying this man -- the bomber -- was a vigilante?

FRANK

A good one. This was Samaritan.

SCOTT

Holy shit... I followed this guy! He took down Pain and Gain at the Javitz Center when I was like eleven. I thought he died.

FRANK

He went underground like everyone else after I was arrested.

GRACE

If this man *is* Samaritan, why would he kill a train full of people? He was a hero.

INT. MIDNIGHT'S CENTER OF OPERATIONS

Frank enters. Sees a large DUST-COVERED TARP on the tracks. He pulls it away to reveal his old ride: the Polaris. The impressive muscle car we first saw is gone -- this thing looks overdue for the scrap heap.

FRANK

At least they didn't touch the ride.

Frank kicks the tires. The front bumper falls off.

A sharp KLANG draws their attention. Rothchild and Valario are playing with Midnight's PNEUMATIC GRAPPLING GUN. Valario activates a swath of ELECTROCHROMATIC CLOTH wrapped around his body, turning himself invisible. *No respect.*

CAPT. GARDNER

Why leave the tech? Half the criminals in this city would shiv their mothers for gear like that.

GRACE

Not just the criminals. There's a whole underground collector market for cape tech.

(MORE)

GRACE (CONT'D)

I once saw a pair of Nyx's straight razors hit an online auction for a hundred-k.

SCOTT

Pretty morbid stocking stuffer.
Who'd pay for something like that?

GRACE

There are online villain-worship forums. Nyx had a lot of fans.

INT. THE OUTFITTING ROOM

Frank enters a gutted SOUVENIR SHOP. He flicks the light switch, revealing his PROTOTYPE MIDNIGHT OUTFIT laid over a mannequin. Next to it, a bare female mannequin: Mercy was smart enough not to come back after the night Nyx danced with a train.

Frank stares at his old outfit, sullen. Scott walks in behind him. Sees him staring.

SCOTT

When we catch this guy, I can talk to the DA. Maybe we can have it waiting when this is over.

Frank turns. Face hardening again.

FRANK

Burn it.

He walks down the hall. Hanging from the stone walls are items recovered from various villains: MASSIVE BLADES, a blood-stained OVERSIZED Mallet, a mangled JET PACK.

A SECURITY STATION stands at the end of the shop. Frank boots up the playback console.

ON SCREEN -- Warbled video flickers, showing images of MASKED MERCENARIES ransacking the lair. Frank cycles cameras --

A WOMAN accesses his main console. Raven hair. Sundress. Barefoot. A porcelain doll's mask. Nyx? No, can't be.

FRANK (CONT'D)

(to himself)

What were you looking for?

As the video plays, Frank navigates the computer's O.S., executing a prompt marked RECENTLY ACCESSED FILES. The last file is labeled **WOLFF, CHLOE R.** Frank's face drops.

BACK TO VIDEO - The woman glances back to the camera. She knows she's being watched. STATIC flickers. The video ends.

SCOTT
You find something?

Frank turns off the monitor and deftly swipes a few half-finished COMPONENTS off the table.

FRANK
No. Nothing.

Frank brushes past Scott as he exits.

INT. SUBWAY ENTRANCE - LATER

Frank and Scott return to find REPORTERS on the stairwell beyond the crime scene tape, shouting unfriendly questions. *"Are you dangerous?" "Do you regret putting on the mask?!" "Where's Mercy?! Did you kill her?"*

SCOTT
We set you up at a halfway house near Central Park, but we're gonna need a list of everything missing from the station.

FRANK
It's all there. They didn't take a thing.

SCOTT
You're gonna have to do better than that, Frank. Your parole depends on providing *actionable intelligence*, do you know what that means? It means if you hold something back you're in violation.

FRANK
I'm not holding anything back.

SCOTT
Bullshit. You look like someone took a dump in your Corn Flakes. We need to work together on this, so don't treat me like I'm your fucking sidekick.

FRANK
Do yourself a favor, Scott: Get used to being disappointed in me.

SCOTT

What's that supposed to mean?

Rothchild, Valario, and Higgs approach with handcuffs. Higgs has a splint on his finger, angry as hell.

FRANK

What is this?

SCOTT

It's just for the cameras. Some people still think you're dangerous.

Frank looks back to the cameras snapping away, humiliated.

INT. TUNNELS - MOMENTS LATER

Higgs, Valario, and Rothchild escort a cuffed Frank.

HIGGS

You know my old man was on the job at the thirteenth while you were running around playing hero. He couldn't get a promotion because you kept taking his collars.

ROTHCHILD

God damn capes. Bunch of wackos who read too many comic books. You brought terrorists like Nyx out of the woodwork. We didn't have them until we had you.

HIGGS

You know my theory? I think you had something to do with Red Tuesday. You and that head case Abigail. You guys get off on this shit, right?

VALARIO

Or maybe he just gets off on wearing tights.

Frank's hands slip something out of his belt: the two pieces he lifted from his worktable. He slyly assembles them...

FRANK

(under his breath)
I didn't wear tights.

VALARIO

What's that?

FRANK

I didn't wear tights. It was a ballistic anticorrosive polymer designed for urban combat.

Click. Frank completes his improvised invention.

HIGGS

You hear this guy? We don't get a damn thing, and we're out there --

A high-pitched priming sound, an a FLASH OF BLUE ELECTRICITY sends Valario's body reeling into the tunnel wall. As the stun-stick primes, Frank moves -- so fucking quick -- SPLITTING Higgs' nose with an elbow and delivering a double-strike to Rothchild's jaw.

The stick charges -- Frank unleashes ANOTHER BLAST, and Higgs is blown off his feet. The stick burns out -- Frank tosses it and fishes the keys from Higgs' pocket.

BACK WITH SCOTT

A UNIFORMED OFFICER hurries up holding his radio.

OFFICER

Sir? It's Rothchild. We have a problem.

Gardner understands immediately. He looks to Scott -- who quickly searches his pockets. But unfortunately for him...

BACK TO FRANK

...Frank pulls out the VERTIGO REMOTE he pick-pocketed from Scott back in the station. He pops the cover, dumps the battery, and crushes it on the tracks.

ON GRACE, SCOTT, AND GARDNER

Grace and the police are mobilizing every officer they have.

GRACE

(into her radio)

All units, shut down every tunnel and subway entrance! Frank Northcutt is out!

ON FRANK

He turns down another tunnel, running into two officers. One draws his stun gun -- big mistake.

The electrodes EXPLODE towards Frank -- but his reflexes are almost inhuman. He snatches the wires mid-air and SWINGS THEM BACK at the officer, SHOCKING HIM. The other closes in --

But Frank is fucking deadly with his fists. Jiu-jitsu meets S.C.A.R.S. (Special Combat Aggressive Reactionary System). He drops Officer #2 in seconds. He swipes a radio, listens to NYPD coordinating his capture...

ON HIGGS, VALARIO, AND ROTHCHILD

Scott races up to the recovering detectives.

SCOTT
Which way did he go?!

Rothchild points. Scott runs.

IN ANOTHER TUNNEL

Frank completes another gadget as two more officers move in. He activates it and plants it on one of the tunnel's pipes. It MAGNETIZES the entire pipe, pulling the guns out of the officers' hands. Now they have to face Frank with just their fists. Frank takes them apart and hurries into

A SIDE TUNNEL

He hears the footfalls of approaching officers. He ducks behind the stone buttress, disappearing into shadow --

Three OFFICERS hurry past. Frank hustles along dual tracks...

OFFICER #2
FREEZE!

The three officers have heard Frank and doubled back. Frank raises his hands, surrendering, as LIGHT pours into the tunnel ahead --

It's a speeding train.

Frank strikes the gun out of the officer's hand. It hits the passing car and rockets down the tunnel. Frank knocks him sideways onto the other tracks --

But now another train comes in from the opposite direction.

Frank yanks the fallen officer up just in time and battles the remaining two as DUAL TRAINS ROCKET PAST THEM in opposite directions.

Back and forth they parry -- each punch from Frank sends the officers close to death, but he pulls each in at the right moment, simultaneously saving their lives and kicking the shit out of them.

When the trains clear, Frank is the only one standing.

He hurries off towards the now-unguarded stairwell. Scott rounds the corner, following Frank up to...

STREET LEVEL

But Frank is lost in the crowd. Scott makes a call.

SCOTT

Hey, it's me. Does Northcutt still
have the burner we gave him?

(hurrying off)

Ping it and send me his location.
Tell everyone else to stay back.

EXT. QUEENS NEIGHBORHOOD - LATER

Rain has begun to fall across a lower-class block of row houses. Frank hops out of an NYC taxi and scans the neighborhood: so far, no NYPD in sight.

He hustles towards the house, quietly tries the doorknob -- it's unlocked. He slips inside as --

Scott comes around the corner in his Prius. He parks, moves quickly to the front door. He hears ARGUING inside the house. Scott draws his glock and hops the side fence into

EXT. ROW HOUSE - BACK YARD

Scott sweeps his gun, pushing through the rain. A DUFFEL BAG squeaks as it swings from a rusty chain -- a makeshift punching bag. Next to it, a POCKMARKED SUPPORT BEAM used to practice knife throwing. *Who the hell lives here?*

FEMALE VOICE (O.S.)

What are you doing here?! Are you
insane?

FRANK (O.S.)

You're in danger. They know where
you live! You have to leave, now --

FEMALE VOICE (O.C.)

Slow down. Who knows where I live?

INT. ROW HOUSE - CONTINUOUS

Scott lets himself in, beretta at the ready. The hallway is a hoarder's haven, cramped with towers of bound books and newspapers with headlines like **"CONEY ISLAND HOSTAGE CRISIS THWARTED BY VIGILANTES," "MIDNIGHT AND MERCY: FRIEND OR FOE?"**

FRANK (O.C.)

Someone dumped the case logs. They took everything.

FEMALE VOICE (O.C.)

Wait, you went down there? Did anyone see you?

Scott tips over a stack of newspapers. The arguing stops. He swings his beretta into --

THE KITCHEN

Frank stands there alone.

SCOTT

Get down on your knees, Frank.

FRANK

Listen to me. Announce yourself right now and tell her you're not a threat.

SCOTT

I convinced them to let me take you in alone, but I will shoot you if I have to. Now down on your knees!

FRANK

Announce yourself right now and say you're not a threat.

Too late. A FERROMAGNETIC WHIP coils around Scott's beretta and rips it out of his hands.

FRANK (CONT'D)

Chloe, wait!

CHLOE WOLFF, late 30s, swings the whip again -- Scott DUCKS, letting it coil around the kitchen bannister. Chloe YANKS IT FREE, splintering the bannister in two and DROPPING THE UPSTAIRS BATHROOM into the kitchen!

Scott dives for his gun -- Chloe attacks, wrapping the whip around his ankle and DRAGGING HIM BACK! Scott makes the mistake of attacking with his fists...

Chloe evades and counters. In seconds, he's splayed out on his back in a pool of broken glass that used to be a reasonably-priced IKEA coffee table.

FRANK (CONT'D)
He's not here to hurt us!

Scott attempts to take her on the ground. She wraps her legs around his neck, twisting him back to the floor like a pro-wrestler and using her fists to beat him senseless.

Frank rips her off, throws her back on the couch.

SCOTT
Jesus Christ! Who the hell is this?

FRANK
Detective Scott Mercer, this is
Chloe Wolff. Also known as Mercy.

INT. CHLOE'S LIVING ROOM - LATER

Chloe cracks open two IPAs. She hands one to Frank, leaving Scott with a bag of frozen peas for his bruised face.

CHLOE
I saw you on the news this morning.
Almost had a heart attack. You must
need your head checked, helping
these people.

FRANK
How bad was it?

CHLOE
Don't worry, they didn't go for the
jugular. Not yet, anyway. Mostly
they were trying to guess why an
aging ex-vigilante would be
assisting the NYPD. I kind of
wondered the same.

SCOTT
We're not releasing the full
details yet. Oh, and I'm fine, by
the way. Just a concussion and some
light emotional scarring.

FRANK
You still keep in touch with anyone
from the old days?

CHLOE

There's no one left from the old days. Hookshot and Revenant took off the night you were arraigned. Bloodhound a month after. I think he moved to Texas or something. Who knows what Samaritan's up to.

FRANK

Sammy's dead. He bombed the train.

CHLOE

The hell he did! He preached about "the sanctity of life" even more than you --

FRANK

I know. We're looking into it.

SCOTT

Do you mind if I ask where you were last night between midnight and two A.M.?

CHLOE

I was at my bar on second avenue. You can talk to any of my regulars.

FRANK

How are things with your father?

CHLOE

Died last October.
(off Frank's look)
Heart attack. Not that I shed any tears. Had him buried up in Fishers Island, not far from Nyx.

FRANK

I'm sorry.

CHLOE

I'm not. At least he was insured. Got a nice six-figure nest egg to live off of when he kicked. Bought the bar and paid off this house.

SCOTT

So you assaulted several officers and broke out of police custody because you wanted to hang out with your sidekick?

A KNIFE plants itself in the wall inches from Scott's head.

CHLOE
Call me a sidekick again.

FRANK
I thought she was in trouble. A couple of years into being Midnight I started keeping detailed records of my arrests, contacts, people I'd saved...

Scott looks at Chloe -- gets it. She was once a victim.

SCOTT
So our copycat stole her address from your hard drive.

FRANK
They stole every address from that hard drive, even...

SCOTT
Even what?

FRANK
(to Chloe)
Is it still there?

CHLOE
As far as I know. Haven't been back since before you went in.

FRANK
How many are left?

CHLOE
Twenty, maybe? Thirty? Like I said, I haven't exactly been poking my head down there.

SCOTT
Excuse me -- how many of who are where?

FRANK
I think they wanted Wonderland.

SCOTT
What the hell is Wonderland?

INT. WONDERLAND BLACK SITE - FIFTEEN YEARS AGO

Welcome to the villain's version of Valhalla, a grimy underground prison patrolled by Archstone guards.

FRANK (V.O.)

When Chloe and I first started, every dime store thief wanted to declare themselves a villain. Usually they were completely forgettable. Kids looking for their fifteen minutes. But every once in a while we'd run into someone like Nyx. Highly intelligent, capable, sadistic.

Through the cells' vented iron doors, we see the shadows of every VILLAIN Midnight and Mercy had incarcerated.

FRANK (V.O.)

Rikers wasn't strong enough to hold them, so the feds created Wonderland. This isn't a prison. It's a black hole to drop villains into when you don't want to worry about them ever again. It makes Valhalla look like Disneyland.

INT. CHLOE'S KITCHEN - BACK TO PRESENT

SCOTT

A domestic black site full of Nyx's followers, and now this copycat knows where it is?

FRANK

These are bad people -- people you don't want seeing sunlight. Target-wise, it makes sense. Nyx didn't set Red Tuesday in motion alone.

CHLOE

Frank... how can you be sure it isn't Nyx?

FRANK

I don't know. Maybe it was the creative way she caught the F-train.

CHLOE

It could have been a double that night on the platform. She used them all the time -- remember that call girl she paid to get plastic surgery? Rebecca whats-her-name?

FRANK

This is someone else -- someone who
has a vested interest in finishing
Red Tuesday.

Red and blue lights flash through the windows. Scott peers
out -- the NYPD has arrived.

SCOTT

Looks like Gardner got tired of
waiting.

CHLOE

They can't know who I am! There's
still a warrant out for Mercy's
arrest!

Frank looks to Scott, desperate.

EXT. CHLOE'S HOUSE - NIGHT - MOMENTS LATER

Scott escorts Frank out of the house in cuffs. The yard is
filled with NYPD cruisers. Captain Gardner storms up to
Frank, Rothchild and Valario in tow.

CAPT. GARDNER

I should have you tossed back into
Valhalla. Are you insane?!

Frank whispers something to Gardner. Whatever he says leaves
Gardner shaken. Frank walks to the paddy wagon and climbs in.

CAPT. GARDNER (CONT'D)

Pack it in.

VALARIO

Captain, shouldn't we --

CAPT. GARDNER

Did you hear what I said?

Valario backs down. Gardner flashes a look to Chloe, who
stands in the open doorway. He stops Scott as he walks past.

CAPT. GARDNER (CONT'D)

Who's that?

Beat. Scott has a decision to make.

SCOTT

Just one of Frank's old
girlfriends.

Valario, ever the hero, approaches Chloe.

VALARIO

Did he hurt you, ma'am?

Chloe shuts the door in Valario's face.

INT. NYPD PADDY WAGON - CONTINUOUS

Frank watches Chloe's house shrink into the distance.

FRANK

Thank you.

SCOTT

Don't thank me, Frank. I know you were trying to protect your friend, but I need to know if I'm going to spend the next few days chasing you around the city. Because if that's the case I'll drag you back to Valhalla right now.

FRANK

I just want her to stay out of this. She's been through enough.

CUT TO:

Discordant images from a dream. Nyx stepping back off the platform... POLICE PRECINCTS on fire... A STUFFED UNICORN lying in blood... A 6-year old girl, SHELBY, lying on the linoleum floor of a bank as a YOUNG FRANK crawls towards her in utter horror and unfathomable agony... and then we

SMASH TO:

INT. HALFWAY HOUSE DORMITORY - MORNING

Frank snaps awake inside a dingy dormitory. The sirens and chatter of the city seep through the paper-thin walls.

CHARLES (O.C.)

You okay, pal?

CHARLES SHARP sits on the other cot. 60s, haggard, with BURN SCARS across his neck, face, and arms. Voice like he gargled with acid. Frank bolts upright at the sight of him.

FRANK

Matchbook?

CHARLES

It's just Charles now. I hope you don't mind -- I paid Dimas a twenty so we could bunk together. I woulda said something about it when they brought you in, but you seemed a little upset so I pretended to be asleep.

FRANK

I put you away for setting fire to those hospitals. Twenty-three people died.

CHARLES

Jury said I wasn't in my right mind. Probably the only thing that kept me outta Wonderland. Did a stretch in one of them "special care" facilities up in Albany. My public defender used to say it's where they "serve soup to nuts." Don't worry though, I ain't looney or nothing. I got pills.

Frank snaps out of bed and starts getting dressed.

CHARLES (CONT'D)

Hey, who's Shelby?

Frank ignores him as he makes his way to the mirror.

CHARLES (CONT'D)

I ain't trying to pry. It's just, you kept saying her name in your sleep.

Frank tugs at his beard. Frowns at the old man in the mirror.

FRANK

This place have a bathroom?

CHARLES

Just one. We all share it. It's down the hall on your left.

Frank opens his flip phone -- sees two missed calls from Scott and one VOICEMAIL. He listens.

CHARLES (CONT'D)

Hey, you wanna grab a burger later? This program I'm in says I should try to make amends, so I figure you and I might be able to --

The door shuts. Frank is gone.

INT. SCOTT'S APARTMENT - LATER THAT MORNING

Scott opens the door to find Frank in his hallway.

FRANK
Where is she?

SCOTT
She's in the living room. I guess
she didn't want people to --

Frank lets himself into a cluttered two-bedroom at the
aesthetic intersection of frat house and heroin den.

SCOTT (CONT'D)
Sure, come on in.

Frank stops in his tracks -- Rose sits on a couch.

ROSE
Hi.

Frank is speechless. Rose seems lost and nervous.

SCOTT
Can I get you two anything? I have
coffee, water, beer...

Scott stops. That's the end of the list.

FRANK
(re: the next room)
Do you want to...

Rose follows Frank as he opens the sliding door to the den...

SCOTT
No, wait!

INT. SCOTT'S APARTMENT - DEN

Frank stops in his tracks: An ILLUSTRATED POSTER shows
Midnight standing proudly on a rooftop. The text proclaims
NIGHT DESERVES LIGHT. Underneath, a shelf filled with
Midnight memorabilia. Action figures, an RC Polaris toy, and
even a small motorcycle (the NIGHT CYCLE).

SCOTT

Well, this is embarrassing. I'll go make the coffee. By the way, dig the new look. Much less Unibomber.

He leaves the two alone. Rose sits.

FRANK

That was you I saw on the street yesterday. How did you know I was out?

ROSE

I head up data entry and analysis at One Police Plaza now. Word gets around fast.

Her fingers fidget with her new wedding ring. Frank frowns.

FRANK

How's the family?

ROSE

Greg's fine. Oliver's good. He's getting so big. Sometimes I think he outgrows his clothes faster than I can buy them --

Rose catches herself.

ROSE (CONT'D)

I don't know what I'm doing here. But when I heard you were being released, I...

(gives up, then:)

I wanted to find you for so long. They wouldn't tell me where you were! I tried for years. I called the FBI and they just bounced me between departments and --

Frank puts his hands on hers. They stop shaking.

ROSE (CONT'D)

Are you okay? I think that's what I need -- I need you to tell me you're okay.

FRANK

I'm okay.

He's lying. She knows it.

ROSE

I should have told you to stop. I knew it was you when I saw our exo-suit on the news. I thought about calling, but after the way we left things I knew you wouldn't want to hear it. You couldn't let go.

FRANK

Could you?

She's crying now. Lost in a memory.

ROSE

I miss her every day. I just knew if we'd stayed together we'd just feed off each other's misery until there was nothing left of us.

FRANK

You moved on -- that's a good thing. I couldn't. I don't think I ever will.

Her phone rings, bringing up a CALLER ID PHOTO of her new family. GREG EAGAN, 50s, handsome. And little OLIVER, 8. She declines the call and wipes her tears.

ROSE

I should go. I was supposed to drop Oliver off at school and come home. I just wanted you to have this.

She reaches into her purse and hands Frank a small STUFFED UNICORN. It pulls the oxygen out of the room.

ROSE (CONT'D)

Remember when you won that for her during our vacation?

FRANK

...To Sanibel Island.

ROSE

Promise me you'll try to move forward? For both of us?

Rose kisses him on the cheek and stops at the doorway.

ROSE (CONT'D)

I never blamed you, you know.

Frank manages a painful nod. She exits.

INT. 19TH PRECINCT - BRIEFING ROOM - MORNING

Grace, Captain Gardner, and Rothchild watch Frank by the coffee station, fixing himself a cup.

GRACE

I sent a few field agents over to Chloe Wolff's bar last night. The security camera there is for show, but her regulars say she was there all night. She's clean.

CAPT. GARDNER

Which sends us back at square one. We still hunting down Nyx's old doubles?

ROTHCHILD

I put some unis on it. A lot of 'em were junkies, so most are dead -- overdoses, suicides... One of them, Rebecca Sorvino, has been missing since before Red Tuesday so she may be in the wind. Or Nyx killed her. We'll keep trying though.

(switching the subject)

How's a guy go from the city's biggest hero to... this?

CAPT. GARDNER

Cops always hated Frank. Some of 'em thought he was making them look bad, others just didn't trust a guy in a mask. And the people... they stuck with him just long enough to realize how insane the whole thing was. Grown men and women in costumes, killing each other. Crime waves and alter egos. After he was arrested it just became easier to look at him as a joke.

INT. SAME - LATER

Grace and Frank preside over a room full of cops.

GRACE

We have 48 hours until Tuesday, so I'm here to give you a crash course in all things Nyx.

She starts the slide show: A mug shot of Abigail Lawson is projected against the wall behind them.

GRACE (CONT'D)

Her real name was Abigail Lawson. At fifteen she was diagnosed with Conduct Disorder. At 21 that diagnosis was upgraded to Antisocial Personality Disorder with psychopathic features.

HIGGS

What's that mean in English?

GRACE

It means she was either unable or unwilling to conform to social norms of lawful behavior. It's rare for a woman, but common traits are violence, reckless behavior, and deceitfulness. People with ASPD typically lack emotions like remorse.

HIGGS

Right. So I'll just write down "whack job." *Whack... job...*

GRACE

She was remanded to Bronx Psychiatric November 17th, 1993 after setting fire to an apartment she was renting in Chelsea. During her stay she was repeatedly abused by her arresting officer, Anthony Gates. He had developed a fixation with her. Three months into her sentence one of the orderlies found Gates castrated with a box cutter in the hospital bath tub.

Grace clicks through a few gruesome crime scene photos.

GRACE (CONT'D)

After that she escaped and went off the grid, resurfacing a month later as Nyx -- the first villain.

She passes it off to Frank, who steps in front of the crowd and momentarily freezes. No one wants him here.

FRANK

I know a lot of you aren't going to like hearing this, but to Nyx, Red Tuesday was a failure.

(MORE)

FRANK (CONT'D)

She successfully bombed three precincts, but the target she really wanted was One Police Plaza. Fortunately we were able to disarm the bombs and apprehend her.

SCOTT

How did you and Mercy track her?

FRANK

Trains. She was obsessed with them. Her father worked...

Higgs raises a middle finger into the projector light, casting a shadow behind Frank.

HIGGS

Looks like you're wanted on the roof, asshole!

The peanut gallery laughs.

CAPT. GARDNER

Cut the shit, Higgs!

FRANK

Her father worked the R for thirty years, and used to let her run the car. Mercy and I monitored the MTA security system using facial recognition software. Rudimentary tech back then, but it did the job.

VALARIO

The MTA uses an encrypted system. How did you do this without help from the NYPD?

For a microsecond, Frank's eyes land on Captain Gardner.

FRANK

Trade secret.

SCOTT

She have any friends? Associates? Anyone who might want to carry on the torch?

ROTHCHILD

Check out Special D, actually investigating something for once.

More snickers. Frank presses on:

FRANK

Both her parents died on 9/11, and she didn't have friends. She had a sister in Rye she barely spoke to, but there's nothing to indicate she'd carry on Abigail's vendetta.

HIGGS

Girl sounds like a retard.
(off Gardner's look)
What? "Likes trains?" I mean Jesus.

FRANK

Abigail had an IQ north of 140. She was a genius who tricked us with doubles and misdirection for years before we could finally hunt her down. If her copycat's even half as capable, this crime wave will give you a run for your money.

CAPT. GARDNER

I'll call the Chief and have security beefed up at Police Plaza, but I don't want us waiting around for Tuesday to get here.

FRANK

Our copycat will hit us well before Tuesday. I think they plan to hit Wonderland.

Chatter amongst the cops. They've never heard of it.

ROTHCHILD

What's Wonderland?

CAPT. GARDNER

Wonderland is a classified location under close guard.

FRANK

That's true, but half the inmates there worked for Nyx. If she gets her followers back --

CAPT. GARDNER

We don't know for sure that this copycat even knows where it is. You're making an assumption because you saw someone standing over a computer. For all we know she could be doing this just so you lead her there.

SCOTT

We could grab an unmarked and do a pop-by.

CAPT. GARDNER

I want us chasing real leads. Let's start with the sister and track down Rebecca Sorvino. Get to it.

Everyone files out. Judgmental stares from the cops tell Frank he's not wanted. One OLDER, BLACK DETECTIVE approaches.

OLDER DETECTIVE

Ignore 'em. Some of us have been around long enough to remember what you did for this city. I just wanted to thank you.

The detective offers his hand. Touched, Frank shakes it. He reads the detective's ID badge: **DET. MALCOLM GOODWIN, VICE.**

INSERT -- Fifteen years ago, the young SWAT AGENT cuffs Northcutt in his apartment. His uniform patch reads GOODWIN.

This is the SWAT Agent who apologized for arresting Frank years ago. Goodwin nods respectfully, and exits.

EXT. 19TH PRECINCT - MORNING

Frank exits and turns into the alley. He sits on a flat of packing boards, hands trembling, in the throes of a panic attack.

CHLOE (O.C.)

I kinda liked the beard.

Chloe stands with a bag of takeout.

FRANK

Made me feel old. You tracking me?

CHLOE

Old habits.

(raises the bag)

Two heart-attack subs from Defonte's. Fully loaded, minus onions of course. You want to take a walk? Don't worry, I'm not here to drag you up to a rooftop to fight crime or anything.

Frank smiles. Finally, a friendly face.

EXT. CENTRAL PARK - DAY

The two walk through the park. As usual, Frank draws stares from everyone around him. But this time, he doesn't notice.

CHLOE

...so now the bank manager's screaming, Echo is bleeding all over the money, and Sammy's looking at me like I should know what to do.

FRANK

Worst team-up ever.

CHLOE

The worst! And who was that other guy? The one with the terrible name and the star-spangled outfit? Followed Sammy around like a puppy?

FRANK

"Freedom."

CHLOE

That's right! Freedom. He'd hit someone and say "Freedom rings." Ridiculous. He almost got himself killed going after your new roommate.

FRANK

You had to bring that up, huh?

CHLOE

Matchbook. My God.

The two stop at a COPPER STATUE OF MIDNIGHT presiding over a small fountain. It may have been impressive at one time. Now it's covered in graffiti and bird shit.

FRANK

He says he's rehabilitated.

CHLOE

People don't change, Frank, you know that. We are who we are on the inside. Even you.

FRANK

What's *that* mean?

CHLOE

You won't give up on people no matter how many times they let you down. Why else would you be out here working for the people who screwed you over?

FRANK

It beats prison. Why, do you miss running around rooftops in a cape?

CHLOE

(shakes her head)

People don't need us anymore. We had a good run, but it's over. And there's a fight at least once a week at the bar. I can't bust 'em up too badly, but I can dislocate the occasional shoulder without anyone suspecting.

Chloe stops. Looks at her old partner. There's more behind it than just friendship, and Frank knows it.

FRANK

I should get back. The kid and I are going to Wonderland today.

CHLOE

Don't go there, Frank. Just stay away from that place. These people threw you away once. Don't let them do it again.

Frank kisses her forehead.

FRANK

Thanks for the sandwich.

He walks off. Chloe watches him leave.

CHLOE

You're welcome.

EXT. NJ TURNPIKE / INT. SCOTT'S PRIUS - DAY

Scott and Frank drive through NJ's industrial area.

FRANK

What the hell is this?

SCOTT

It's called a Prius. I know. My last girlfriend was this super green hippy chick. Always worried about her carbon footprint. She convinced me to get it and it kind of grew on me. Runs on electricity.

FRANK

I feel like we're driving around in a giant tampon.

SCOTT

Sorry it doesn't have an ejection seat and a gatling gun. By the way, not the most practical idea for someone trying to keep a low profile. What if you got a flat tire?

FRANK

I invented a suit that turns invisible. You don't think I can change a tire?

SCOTT

Do you get it insured, or...?

FRANK

No, wiseass, you do not get it insured.

SCOTT

Well what if you blew your transmission or cracked an axle??

FRANK

Then I guess I'd be fucked, wouldn't I?! It was better than doing it all on foot, okay? The damn suit weighed about a hundred pounds, and I'd sweat my balls off despite an internal cooling system.

Scott considers this.

SCOTT

I never thought about the ball sweat factor.

FRANK

Well, it's real.

A small smile from Frank. Scott's iPhone rings. He picks up.

SCOTT

Agent Kowalski. What's up?

(beat)

She is? What's her status?

(then)

I can't right now, I'm chasing down another lead.

(then)

I can't get into it. Just e-mail me her statement, yeah? Thanks.

He hangs up.

SCOTT (CONT'D)

Grace just found Susan Finnick tied up in a shipping container on the bank of the Hudson. She told the EMTs she was kidnapped by a woman in a white sundress.

FRANK

A white sundress, you say? Well call the President, we've found Nyx.

SCOTT

Oh, is sarcasm your superpower now?

FRANK

How did Grace find her?

SCOTT

Anonymous tip, I guess.

FRANK

The public knows NYPD's running the case, but Grace got the tip?

SCOTT

People don't pay attention to who's running what. Anyway, she's on her way down there to interview her. Probably for the best since I could lose my badge for this.

FRANK

Guys like Everett would rather protect their own ass than do the right thing.

SCOTT

He convinced Higgs not to press charges on you. You broke his finger in two places, you know.

(MORE)

SCOTT (CONT'D)
Busted up Valario and Rothchild
pretty well too.

FRANK
How many times do I have to
disappoint you before you take me
off that pedestal?

Scott debates saying something.

SCOTT
North Shore University Hospital.
September 8, 1994.

*INSERT -- In the past, Midnight walks through a fiery
corridor. A young, mop-headed BOY slung over his shoulder...*

FRANK
Matchbook's first fire.

SCOTT
I was eleven. I'd busted up two of
my ribs playing Pop Warner, so my
dad drove me in. He was out picking
us up some food when the alarm went
off. Everyone was screaming, the
place was filling up with smoke...
You carried me out.

*INSERT -- Midnight sets YOUNG SCOTT down. Wraps a blanket
around him. Scott watches in awe as his hero runs back into
the building, flames swallowing him...*

SCOTT (CONT'D)
As cheesy as it sounds, people need
heroes. You were mine.

Frank digests this...

EXT. STRIP MALL - LATER

An insignificant strip mall where half the stores have long
gone out of business. Frank and Scott get out of the car and
walk towards a store marked WONDERLAND COMICS.

SCOTT
You're kidding, right? There's a
secret prison for villains inside a
comic book shop in New Jersey?

FRANK

Under it, actually. Archstone bought this land from the military back in the eighties.

SCOTT

What is it with these Archstone guys? What's in it for them?

FRANK

Weapons. According to their deal with the Feds they get to keep, reverse-engineer, and own the patents on any cape tech brought in with the inmates.

SCOTT

Okay. Horrifying, but okay. But that doesn't explain why they're using a comic book shop as a front.

FRANK

(shrugs)

Maybe they had a sense of humor about it.

INT. WONDERLAND COMICS

The WELCOME BELL jingles as the two enter. Even by comic shop standards, the place is a petri dish. There's space enough for only two rows of comics, and no store owner in sight. A TV auto-plays a 90s-era DVD documentary called **MASKED JUSTICE: A CLOSER LOOK AT MIDNIGHT**.

SCOTT

Hello?

No response. He and Frank split up.

SCOTT (CONT'D)

We're here to see your top-secret villain prison!

Frank passes the TV, where a HISTORIAN gives an interview:

HISTORIAN (TV)

...Northcutt had a rigid moral code, gadgets, his own custom automobile -- it was right out of a comic book. He even had a catch phrase: "Night deserves light."

FRANK
(muttering to himself)
Say something one time and suddenly
it's a catch phrase.

Frank stops at the COLLECTIBLE DISPLAY CASE. Inside, a Midnight figure standing by a replica of the Polaris. On other shelves, real items used by Midnight: a matte-black stun gun. A swath of Mercy's cape. One of his gauntlets.

SCOTT
Maybe they're taking a smoke break
at the Fortress of Solitude.

Frank opens the bathroom door -- empty. *Where is everyone?*

FRANK
Why do they call you "Special D"?

SCOTT
It means Special Detail. I handle a lot of prisoner transports and baby-sitting jobs. Higgs likes to give me shit because I haven't taken a lot of cases lately.

FRANK
You have some sort of tragic backstory?

SCOTT
Not really tragic, no -- I just got tired of the illusion that what we do changes anything.

FRANK
Then why are you here now?

SCOTT
Maybe I'm hoping you prove me wrong.

Frank draws the employee curtain back -- TWO DEAD AGENTS lie in front of him, throats cut. Scott draws his beretta.

SCOTT (CONT'D)
Get behind me.

Frank ignores him and steps over the bodies to find a heavy-duty vault door and keypad. He punches in a code by memory. The door slides inward and rolls away, revealing an elevator that only goes down.

FRANK
From here things may get a
little... weird.

INT. WONDERLAND BLACK SITE - INTAKE WING

The elevator descends into a dark concrete room lit by pin-wheeling EMERGENCY LIGHTS. Frank and Scott step out to find a half-dozen ARCHSTONE GUARDS scattered about the floor. Dead.

FRANK
If you have a cavalry, I'd suggest
calling them in. I think we walked
into the middle of a prison break.

SCOTT
There are more guards inside,
right?

FRANK
Back in my day it was a skeleton
crew.

Scott checks his cell -- no signal. Too far underground. He curses, walks around to the MAIN CONSOLE. Starts typing.

FRANK (CONT'D)
What are you doing?

SCOTT
Locking down the elevator so they
can't come back the way they came.
Are there any other exits?

FRANK
This place used to be a munitions
depot. They ran supplies through a
tunnel that connects to a
wastewater treatment plant about
ten miles from here.

SCOTT
Then we have to lock down that
tunnel. Where are the controls?

FRANK
Warden's office. Other side of the
prisoner wing, just past the...
(darkly)
...the weapons lab.

INT. WONDERLAND - PRISONER WING

MASKED MERCENARIES storm the prison, slaughtering Archstone guards with assault rifles. A SERIES OF SHOTS show them opening various CELL DOORS:

AUSTIN PILNER, AKA ECHO - 40s, male. Wiry, bearded, with deep-set black eyes and spectacles. A sinister version of your high-school science teacher.

ELIAS RAMOSKA, AKA PANIC - 50s, male. The old leathery anaconda that swallowed The Rock whole. Muscled and terrifying.

CASSIE ELKNER, AKA VOLT - late 30s, female. Dread-locks, pale gray right eye (the other is milk-white and scarred), tattoos of CIRCUITRY crossing up her arms and neck.

...and the list goes on: VERTIGO... DEATHSHOT... CROSSBOW... FULCRUM... HEATSTROKE... PAIN... GAIN... BREAKER...

INT. WEAPONS LAB

ARCHSTONE ENGINEERS are sprawled across the floor. In front of them, a row of weapons being reverse-engineered by Archstone: Echo's SOUNDWAVE GUN. Panic's SHOCK GAUNTLETS. Volt's KINETIC RIFLE. The LEAD MERCENARY opens the gun case as the villains file in.

LEAD MERCENARY

My employer wants you to take back what's yours.

VOLT

Who's your employer?

LEAD MERCENARY

We work for Nyx.

Dread spreads across the villains.

VOLT

Nyx? How is that --

LEAD MERCENARY

No questions. Gear up, we evac in ninety seconds.

PANIC

I'm not going nowhere.

ANGLE ON the flat-screen above them: Frank and Scott have entered the wing. Panic's face hardens at the sight of Frank.

ECHO
No way... it's him.

LEAD MERCENARY
Nyx was specific.

PANIC
Fuck Nyx. I'm not leaving this maze
until I've had my cheese.

The prison PA system screeches to life.

INT. WARDEN'S OFFICE

The WARDEN lies with his back slumped against the wall, his throat slashed. ANGLE ON a WOMAN'S HAND on the intercom switch. Raven hair. White sundress. A porcelain DOLL'S MASK covering her eyes. Somehow, impossibly --

Nyx props her bare feet on the desk, leaning back as she brings the microphone close...

NYX
Kindred spirits. It's been twenty
long years since I left you.

INT. PRISONER WING

Frank and Scott stop as Nyx speaks.

NYX (PA)
*The NYPD wants the city to forget
us. They think that by hiding us --
by not speaking our names -- that
somehow makes them safe. In two
days we destroy that illusion. This
world's gotten boring without us.
It's time to breathe a little color
into it. Leave Midnight alive for
now. You will have your moment with
him.*

SCOTT
Is that her?

Frank's world spins.

NYX (PA)
*And Midnight... Frank. I've missed
you. There's no me without you.
What happened that night on the
platform was... regrettable.*
(MORE)

NYX (PA) (CONT'D)

I was angry. You interrupted my crime wave... But I forgive you. I told you I'd be seeing you. And now that I'm back, we can start again.

SCOTT

Frank, is that her?

NYX (PA)

I'm sure you have a lot of questions, and I promise, I'll answer all of them. But first, put your mask on.

FRANK

I think we're in a lot of trouble.

The cell doors OPEN. Villains charge out. Scott OPENS FIRE...

INT. WEAPONS LAB - CONTINUOUS

Panic slides his gauntlets on. Thick cables trail from the wrists to a modified BATTERY PACK slung over his back.

PANIC

Twenty years in this pit. I ain't leaving while there's air in that man's lungs.

LEAD MERCENARY

Mr. Ramoska, my employer was explicit about --

Panic drives his fist into the merc's heart, activating his gauntlets and SUPER-CHARGING THE PUNCH with 10,000 volts. The mercenary hits the ground, smoldering. Panic turns to the other villains.

PANIC

That man down there sent us here to rot. I've seen him in my dreams every night since. Are either of you okay leaving him be?

INT. PRISONER WING

Scott and Frank push through the wing, Scott laying down cover fire. Several villains have already armed themselves with Archstone weapons. An ominous PRIME-UP sound startles Frank. He tackles Scott behind a guard station as --

A MASSIVE SOUND WAVE blasts villains into the air.

SCOTT

Did you do anything special to beat these guys back in the day?

FRANK

Mostly I just tried not to die.

SCOTT

Great. Super helpful.

Echo's weapon primes -- Frank and Scott separate as another BLAST shreds the guard station. Frank barrels towards Echo as his weapon recharges, when --

Fulcrum DROPS ONTO HIM from the cell tier above! Frank swings his fists like wrecking balls, battering Fulcrum senseless. The surgical fighter we met at the start of our story died in Valhalla; Frank is now driven by pure rage.

SCOTT

unloads as more villains pour in from the corridor. Volt closes in behind him, kinetic rifle armed. She fires --

A villain cuts through the line of fire and takes the full hit, immediately EXPLODING. Scott trades back...

FRANK

makes another run at Echo, grabbing his soundwave gun. The two grapple with it as villains close in. Frank swings the gun, FIRES -- the blast sends TEN VILLAINS FLYING. Frank knocks Echo out with a head-butt, takes his weapon, strips the BATTERY, and breaks it over his knee as --

Heatstroke soars towards Frank in a jet pack. In his hands, an honest-to-God FLAMETHROWER.

HEATSTROKE

You stole my life!

Frank snatches a RIOT SHIELD off the ground to protect himself as a STREAM OF FIRE lights up the prison. Heatstroke circles, flames bubbling the shield's polycarbonate...

HEATSTROKE (CONT'D)

I've had twenty long years to think about what I'd do to you if I ever saw you again!

Heatstroke buzzes overhead -- Frank grabs his leg, and the two are pulled momentarily INTO THE AIR before their combined weight drags them down. Heatstroke fires his flamethrower in desperation, setting several prisoners aflame...

SCOTT

snatches the RADIO off an guard's duty belt.

SCOTT

This is Detective Scott Mercer,
NYPD. To anyone who's listening, I
need backup at 1939 Kendall Drive,
beneath Wonderland Comics! Is
anyone listening?? FUCK!

INT. WONDERLAND REC ROOM - CONTINUOUS

Frank and Heatstroke blast into a room filled with exercise equipment. Frank tumbles off while Heatstroke continues through the opposite doors. He makes to follow when --

Six villains lay into him with ASPS taken from Archstone guards. Frank goes down, taking hits to his ribs and stomach. He springs up with a 20-POUND WEIGHT PLATE and goes to work--

CRACK! He breaks a jaw. A sternum. A foot. Frank breaks the plate over a villain's head, then switches to the gym's POWER BANDS, swinging them around his attackers' necks and flipping them over his head. One villain charges with a kettlebell --

He EXPLODES. Volt is here with her kinetic rifle.

VOLT

Is that you, Midnight?!

Frank scrambles into

INT. WONDERLAND COMMISSARY

Volt FIRES! Frank tumbles over the table as the blast turns some unlucky villains into Rorschachs of blood and giblets.

VOLT

This will sound odd, but I almost
didn't recognize you without the
mask.

Frank grabs a fallen 12-GUAGE and checks the chamber: BEAN BAG ROUNDS. Shit. But better than nothing. He ratchets, OPENS FIRE -- Volt evades, trading back with her rifle!

VOLT (CONT'D)

Where's Mercy? I want to repay her
for what she took from me.

Frank army-crawls to the kitchen and takes the battery he stripped from Echo's soundwave gun. He shoves it into the microwave and hits COOK.

VOLT (CONT'D)
No more masks. No more running from
who we are. Now I get to see when
you're afraid.

Frank crawls behind cover -- but Volt cuts him off. The microwave ticks down: 5... 4...

VOLT (CONT'D)
What? No one liners?

FRANK
Never really cared for 'em.

Frank shields himself -- the battery DETONATES. Volt is blown off her feet by a CRIMSON EXPLOSION. Bleeding and concussed, but alive. She struggles to recover, but Frank is on the move, trying to get back to

INT. WEAPONS LAB - SECOND TIER

Scott hurries inside and checks his beretta: He's out of bullets. He searches the lockers: all the cape tech has been recovered by the villains except for one: a steel BRACELET.

He puts it on and activates a TRANSLUCENT BLUE ENERGY SHIELD.

SCOTT
Whoa.

Panic steps into the lab. They circle the worktable, Panic sparking his shock gauntlets. Out for blood.

PANIC
Where's your friend?

SCOTT
I'm sure he'll be along any minute.

PANIC
Well. In the meantime, maybe you
and I could dance a little.

SCOTT
I'm not really a dancer --

Panic moves in. Gauntlets clash against his energy shield, leaving Scott nothing but a defensive move.

SCOTT (CONT'D)

FRANK! FRANK!!

Panic swings -- Scott rolls, lifting his shield just in time to take another hit from Panic's shock gauntlets...

FRANK

fighters his way towards the lab, bean bag rounds blasting away. When the shotgun runs dry, he breaks it over another villain's head and goes back to his fists. He reaches

THE WEAPONS LAB

just as Panic delivers a punch that shatters the shield.

Frank tackles Panic through a plate glass window, sending them over the railing! They land on ground level with a thud.

Panic scrambles and attacks. Frank slips every punch, trading back with his own. It's bloody and vicious. Panic swings --

And Frank reverses behind him, grabbing his battery wires and yanking them free. Now he's out of juice -- but even without electricity, Panic's gauntlets land like brass knuckles.

Frank sees a guard's GLOCK on the ground. He races for it --

Panic pulls him back with an arm around his throat. Frank is losing oxygen, struggling...

He sees those sparking BATTERY CABLES trailing along the concrete...

PANIC

You know the best part about
fighting a guy like you? That moral
compass. That's why you could never
really beat me.

Frank HEAD-BUTTS HIM, freeing himself and making a hail Mary play for the guard station's WATER COOLER. He rips it down, water spilling across concrete to the wires and --

A VIOLENT JOLT drops Panic to his knees.

Frank struggles to his feet, color returning to his face. Panic is starfished on the floor -- but still alive.

He crawls desperately towards the fallen gun...

SCOTT

looks to the ground level, where Frank stands over Panic.
Letting him get closer to the gun...

PANIC (CONT'D)

You fought for a city that played
you for a chump. All your morals
and conviction, and where did it
get you? Jail, just like us.

Panic grabs the gun and swings towards Frank --

Frank grabs it, bends it back -- Panic's wrist SNAPS. In a microsecond, Frank has his leg hooked over Panic's elbow, spinning his body while throwing down his weight. The move has two results: 1) It pins Panic onto the floor, BREAKING his arm behind his back, and 2) it plants the gun flush against the back of his own head.

SCOTT

Frank, don't -- !!

A DEAFENING GUNSHOT cuts through the prison -- Panic's brains splatter across the cement.

Frank and Scott lock eyes, each man sharing the same thought:

Frank has just taken his first life.

INT. WONDERLAND SUPPLY TUNNEL

A GREYHOUND BUS with blacked-out windows idles in the tunnel.

Nyx sees Breaker, Rico, Pain, and Gain coming and taps three fingers from her right hand to her heart. They return the salute and pile in. Volt and Fulcrum stop at the door, turn back towards the prison.

Realizing Echo and Panic aren't coming, they climb in. The bus starts moving...

INT. WARDEN'S OFFICE - MOMENTS LATER

Frank and Scott kick the door in. The office is empty. The blast door lever has been RIPPED OUT OF THE WALL and sits on the desk with a small RED BOW stuck to it. A gift from Nyx.

SCOTT

Frank?

Frank follows Scott's gaze to the wall behind him. Scrawled in the warden's blood, over and over, is:

Put Your mAsk On Put YoUr mAsk On Put YOuR mAsk On pUt
yOur mAsk On PuT YoUR MaSK oN pUt YoUr maSk oN PuT YOuR mAsk
On PuT YOuR mAsk On PuT YOuR MaSK On PuT YOuR mAsk On

INT. CAPTAIN GARDNER'S OFFICE - EVENING

Scott sits in the hot seat, Gardner pacing in front.

CAPT. GARDNER

I don't give a damn what you
thought you were doing. I told you
not to go there!

SCOTT

With all due respect, we didn't
facilitate the escape. If anything,
it stopped a few of them from
getting out! If you had let us take
a Special Response Team --

CAPT. GARDNER

I didn't want you going because I
didn't want him going!

Gardner nods towards Frank, who sits in the bull pen next to
Grace. He's almost too calm.

CAPT. GARDNER (CONT'D)

He is supposed to serve in an
advisory capacity only. You didn't
notify Newark PD that you were
crossing into their jurisdiction,
you didn't liaise with Grace, and
you didn't call for backup before
running into a prison break guns
blazing!

INT. POLICE BULLPEN - CONTINUOUS

Frank watches Gardner chew Scott out. He now seems emptier.
More detached.

GRACE

Was it her?

FRANK

I don't know.

GRACE

You were sure she was dead before.

Frank doesn't respond. He notes the wallpaper on Grace's laptop. It's Grace and a DASHING MAN at Seaside Heights.

FRANK

Is that your husband?

Grace only nods and goes back to typing.

FRANK (CONT'D)

Any plans for a family?

GRACE

I hope so.

Grace forces an uncomfortable smile. Goes back to typing.

INT. CAPTAIN GARDNER'S OFFICE - CONTINUOUS

Gardner takes a seat across from Scott.

CAPT. GARDNER

I chose you for this for this assignment for two reasons. For one, it's no secret you have an aversion to real police work. For the other... well, from what I hear you're a bit of a fan.

SCOTT

So?

CAPT. GARDNER

So I'm starting to wonder if you're a cop, or a sidekick.

SCOTT

What's going on between you and Frank? What's he have against you?

CAPT. GARDNER

We now have a dozen of those psychopaths on the street, taking orders from god-knows-who to god-knows-what-end.

SCOTT

That's not an answer.

CAPT. GARDNER

You're off this detail. Grace will liaise with Northcutt from now on. Maybe she'll do a better job holding the leash.

SCOTT
What about Nyx?

CAPT. GARDNER
I've already talked to the coroner.
He's headed out to Fishers Island
tomorrow to exhume the body and
conduct a DNA test. We're putting
an end to this insanity. Now get
out of my office.

INT. DORMITORY - HALFWAY HOUSE - NIGHT

Frank enters the dorm to find Charles sitting on his cot, sweating and wrapped in his blanket. He rocks back and forth, hands violently rummaging through his tangled hair.

FRANK
Charles?

CHARLES
I was down at the diner, just
getting a burger. Dimas said it was
okay because I been good about
keeping to curfew. I saw him walk
in, outta the corner of my eye.

FRANK
Who walked in?

CHARLES
It wasn't really him. He sat down
at the booth in front of me, and
then the others came in... I knew I
hadn't had my pills and my mind was
bein' funny.

FRANK
Charles, you're not making any
sense --

CHARLES
I saw them all. The people I burnt
up. They just sat around me,
starin'. Eyes all sunk and dark.

Frank spots a half-finished bottle of Wild Turkey on the night stand.

FRANK
What did they say?

CHARLES

Nothin'. Mostly they just stared.

Frank picks up the bottle of Wild Turkey.

CHARLES (CONT'D)

Martinez had his old lady sneak that in. He asked me to hold onto it seein' as how his room was gonna be searched and I...

(trails off)

I shouldn't have done it.

FRANK

It's just a drink.

CHARLES

No. *I shouldn't have done it.* And now I can't forget it. It's eatin' at me, Franky. I keep seeing 'em, and I don't know if I can take it.

(bawls)

I wish you'd killed me. God help me, I wish you and Mercy had caught me earlier and killed me right there on the spot. Jesus...

Charles sobs, scarred hands gripping Frank's shirt. Frank winces, cold and uncomfortable. He pulls Charles' hands off.

CHARLES (CONT'D)

I'm sorry. It's just, I could really use a pal.

FRANK

I'm not your goddamn pal.

Charles is hurt by the coldness.

FRANK (CONT'D)

You're sitting here telling me this sob story, and for what? What do you expect me to do? We live in the mess we've created for ourselves.

Charles is destroyed. Frank takes the bottle and leaves him in his room alone.

EXT. ROOFTOP - HALFWAY HOUSE - NIGHT

Frank wobbles on the edge of the rooftop, drunk. The sounds of a struggle echo upwards from street-level. Two THUGS are wailing on someone.

THUG #1
 Don't sell no loosies on this
 block, asshole. Or we'll be back.

Through a haze of booze, Frank sees TWO SPECTRAL FIGURES perched on the rooftop across from him. It's Midnight and Mercy, IN THE PAST, at the height of their careers. The Midnight figure looks to Frank, asking for approval to jump in and save the man below.

Frank takes a swig of Wild Turkey instead.

EXT. CENTRAL PARK - LATER

Frank stumbles through the darkness, bottle of Wild Turkey tucked into a paper bag. Piss-wasted and angry. He stops, swings his head up: The once-proud MIDNIGHT STATUE stands on a stone pedestal -- now a urinal for vagrants.

THREE MUGGERS approach from the shadows.

MUGGER #1
 You're in my park, asshole.

Frank just wobbles.

MUGGER #2
 Guy's trashed. Look at him.

Mugger #1 flips out a switchblade.

MUGGER #1
 Did you hear me? I said you're *in my park*. I gotta tax you.

Again, Frank just wobbles. He wants this. Invites this.

MUGGER #3
 Are you deaf, or just brain dead?
 Your wallet! Hand it over.

Frank sets his bottle down and turns to them. This drunk fool wants to fight. Mugger #3 eggs on their leader. He moves in --

A BACK-FIST to the face, and Mugger #1's nose EXPLODES. Frank is breathing fire, looking for a release -- and these poor schmucks are it. Mugger #2 moves in, but Frank redirects the blade and plants it through his clavicle. A kick to the knee, and we hear the bones SPLINTER. Frank swings Mugger #2 onto the ground, tripping the now-incoming Mugger #3 -- THUNK. His head cracks the fountain ledge.

And all of that happened in five seconds.

Frank towers over Mugger #1, heart pumping rocket fuel. He brings his fist down onto the thug's face -- harder, and harder, and harder...

A shrill frequency carves through his skull. Frank collapses, screaming, as Scott races up.

Scott shuts down the Vertigo chip and rips Frank away. Mugger #1 is beaten and bloody, but not critical -- not yet. Mugger #3 is slowly getting to his feet, but scared shitless.

SCOTT

Get them to a hospital. NOW.

Mugger #3 helps them to their feet, and they hurry off.

SCOTT (CONT'D)

Were you gonna kill someone else,
Frank? Is that it?

FRANK

Leave me alone.

SCOTT

How much have you had to drink?
(no answer)
Tell me what I'm looking at!
Because it doesn't seem like you're
in control.

FRANK

Just say what you're gonna say. We
both know you've been waiting to.

SCOTT

Panic was down. You wanted him to
pick up that gun.

FRANK

We were in the middle of a jail
break. Were you stopping to read
anyone their rights?

SCOTT

That's not the point! This isn't --

FRANK

This isn't what?

SCOTT

This isn't you! What happened to
justice over vengeance?

FRANK

You know what your problem is? You think you signed Midnight out of jail. You need me to restore some infantile sense of justice. Midnight is dead. He's dead because this city destroyed him, and all that's left is this broken old fool who didn't want to have to feel what he felt when...

Frank can't finish. He slumps against the fountain.

FRANK (CONT'D)

To see my baby girl blink out of existence... To watch as everything she was disappear like someone flipped a light switch... It stays with you. They're gone in a microsecond, and all they leave behind is this *thing*, this empty shell lying on the floor next to you.

INSERT -- Young Frank lies on the bank floor next to Shelby. He tries to gather her into his arms...

FRANK (CONT'D)

That's why I never killed anyone. I could never lose that feeling.

(beat)

I didn't feel that with Panic. I thought I would, but I didn't.

SCOTT

You've lost more than anyone I know. But you did something meaningful with your pain last time -- you can do it again.

FRANK

I never wanted to be a vigilante. I just wanted to find the men who took my world from me.

INSERT -- A CARGO VAN pinned against a concrete pillar. Midnight stands over THREE BANK ROBBERS, bathed in moonlight.

FRANK (CONT'D)

...So I found them. Turned them in. And the city welcomed me. Seeing their frustration and feeling their support... it meant something. So I went out again.

(MORE)

FRANK (CONT'D)

First it was two nights a week,
then three. Within the first year I
spent more time on the rooftops
than I did in my workshop. My
daughter didn't create Midnight --
this city did.

Frank remembers how it all ended. He whips his bottle at the
Midnight statue's head, shattering it.

FRANK (CONT'D)

But I was just a fucking comic book
character to them! A carnival act
they could dismiss when I became
inconvenient.

SCOTT

To them. Not to me.

FRANK

Nyx was right. People don't want
heroes. They want heroes they can
break.

SCOTT

Well then, congratulations -- you
let them. People aren't bad, Frank,
they're just scared. They need to
make sense of what they can, how
they can. And sometimes yes, that
means tearing down the thing they
love. But you didn't do this for
love, did you?

FRANK

I did it because I thought I could
change things.

SCOTT

You *did* change things. Look:

Scott pulls his shirt up, revealing BURN SCARS.

SCOTT (CONT'D)

Twenty percent of my body looks
like this. And do you know what?
I'm thankful for these scars. Sure
they've ruined more than a few
dates. But I have them because I'm
alive. And you didn't save me for
the money, or the fame. You did it
because you felt it was right. You
were my hero, Frank. Not Midnight.

Frank turns away from the statue. He's giving up.

FRANK

I'm not your hero. Not anymore.

Frank walks off.

SCOTT

What about "Night deserves light"?

FRANK

Grow up!

Frank disappears into the park.

EXT. FISHERS ISLAND CEMETERY / INT. ONE POLICE PLAZA - DAY

A SERIES OF SHOTS shows the exhumation and examination of Nyx's body:

- 1) Gardner watches as a CATERPILLAR digs soil up from a Fishers Island plot marked **ABIGAIL S. LAWSON**.
- 2) A POLICE CONVOY transports everything to ONE POLICE PLAZA.
- 3) A CRIME LAB TECH removes the contents of the coffin: individually-packaged body parts, all in a significant state of decomposition. Femur, ribs, a jaw bone... Not much.
- 4) The techs take a swab of her DNA and run it through CODIS.

INT. ONE POLICE PLAZA - CORRIDOR - LATER

Scott waits outside the Crime Lab. Higgs exits and sees him.

HIGGS

Thought you were off of this?

SCOTT

I'm on my own time. Grace with you?

HIGGS

Haven't seen her since we dragged
Nyx's bones up from Fisher's
Island. Where's Iron Man?

Scott doesn't want to get into it. Higgs sees that he's downhearted and beat to hell from his shootout in Wonderland.

HIGGS (CONT'D)

Yeah, well... I'm gonna grab a
coffee. You want something?

Scott shakes his head, taken aback by the offer. As Higgs sets off, Scott sees Rose walk past him towards the elevator.

SCOTT

Is that Northcutt's ex-wife?

HIGGS

Yeah, she created the True-View Crime Center up on the eighth a few years back. You know, that database that analyzes crime patterns or whatever? Stuff's way over my head.

SCOTT

No kidding, that was her?

Higgs nods, sets off.

INT. DORMITORY - HALFWAY HOUSE

Frank is passed out on top of his cot. A PITCHER OF COLD WATER wakes him up the old-fashioned way. It's Chloe.

CHLOE

Long night?

FRANK

How'd you get in here?

CHLOE

I used your grappling gun to zip line in through the window.

(beat - smiles)

I slipped the guy downstairs a twenty. Your friend left me a voicemail this morning.

FRANK

What friend?

CHLOE

Your cop friend. Said you might need some... I don't know. Some *something*. I don't remember you being a drinker. You want to talk about it?

FRANK

Right now all I want is aspirin. I don't remember hangovers hitting me so hard.

CHLOE
It's called "age." Even you can't
beat it.

Charles the room.

CHARLES
Hey Franky, I know you said you
wanted your space, but some of the
guys downstairs are getting a poker
game going for pennies and...
(sees Chloe)
Hi. I'm sorry, do I know you? You
seem kinda familiar.

CHLOE
(with a smile)
Do I know him, *Franky*?

FRANK
She's just another consultant.

CHARLES
So is it true? A lot of guys from
the old guard are talking about it,
but most of 'em think it's a prank.

FRANK
Who thinks *what's* a prank?

CHARLES
You know -- Nyx. She says she's
coming back.

Off Frank and Chloe's look...

INT. CRIME LAB - CONTINUOUS

CODIS gets a hit. 100% Accuracy. The Crime Lab Tech reads it,
color draining from her face. She hurries out of the room.

INT. DORMITORY - CONTINUOUS

Frank shoves Charles against the wall.

FRANK
What do you mean, "she says she's
coming back"? You've talked to her?

CHARLES

Of course not! Not directly. The old villains use deep-web forums to communicate. My pills cause insomnia so I read 'em when I can't sleep. I don't communicate, I just look -- I swear!

FRANK

Tell me what she said.

CHARLES

She said she hired a double for Red Tuesday. She fooled everyone. Now she's calling the old crew back. Everyone who didn't get locked up in Wonderland. No one believed it was her, so she said she'd prove it by finishing Red Tuesday.

CHLOE

And you didn't think to tell the cops?

CHARLES

I thought it was a hoax!

Frank's phone rings. He picks up.

FRANK

Hello?

INTERCUT WITH:

INT. ONE POLICE PLAZA

Scott holds the CODIS REPORT.

SCOTT

We have a problem.

FRANK

If it's about last night --

SCOTT

CODIS got a hit. The lab ran it twice, and they're 100% certain: The body in the coffin is Rebecca Sorvino.

FRANK

The double?

ANGLE ON REPORT - It shows a woman (REBECCA SORVINO) who looks a lot like Nyx. Raven hair, pointy nose, fair skin.

SCOTT

It was her you met on the train platform, not Abigail Lawson. Nyx is alive, Frank.

Higgs hurries up to Scott, cell phone in hand.

HIGGS

You should see this.

Scott takes the cell phone. Reads. Eyes Higgs.

SCOTT

Is this for real?

HIGGS

Techs are looking into it, but the account was set up the day before the subway bombing.

ANGLE ON PHONE -- The account @Nyx has been set up on Twitter. Only five tweets so far, but she already has over 25,000 followers. Scott clicks on the first video:

It's Samuel Finnick, seated in darkness, as Nyx arms the bomb on his chest. She stares into the camera, face hidden by her doll's mask, lips curled into a cruel smile...

NYX (VIDEO)

It's okay, Sam. It won't hurt. And if you do this for me, I promise, she'll be safe. Snug as a bug in a rug, as my mother used to say...

SCOTT

Jesus...

A new tweet pops up:

THE COP WHO MEDDLED HAS GOTTEN LAZY IN MY ABSENCE. TIME FOR HIM TO WAKE UP OR SLEEP FOREVER. PUT YOUR MASK ON. - N.

SCOTT (CONT'D)

(into phone)

You said Nyx liked to brag about her bombs, yeah?

FRANK

Yeah, she'd call into radio stations or write on walls like she did at the subway tunnel.

SCOTT

Well, today she's got Twitter. *"The cop who meddled has gotten lazy in my absence. Time for him to wake up or sleep forever. Put your mask on."*

Frank bolts to his feet, throwing his jacket on. Chloe follows him as he starts off down the hall...

FRANK

She's going after Gardner.

SCOTT

Why would she --
(realizes)
Gardner helped you track Nyx using the MTA security system?!

FRANK

He helped me track a lot of villains. We were friends.

SCOTT

There is so much to unpack with that statement. I'm calling the 19th.

FRANK

Wait -- don't do that! She could be trying to manipulate you.

SCOTT

It's not just Gardner's life on the line. We've got over fifty people in there. I'm not taking any chances.

Scott hangs up. END INTERCUT.

INT. 19TH PRECINCT - MOMENTS LATER

The Special Response Team Unit LEADER oversees the evacuation. Cops backing up files, clearing out the drunk tank. People are pooled in the main squad bay.

SRTU LEADER

All right, everyone, ninety seconds! If it's not critical, leave it behind! If you see anything suspicious, do not touch it!

(MORE)

SRTU LEADER (CONT'D)
 Call myself or Captain Gardner and
 we will bring over Emergency
 Ordinance Disposal to assess!

EXT. ROOFTOP ACROSS FROM 19TH PRECINCT - DAY

Fulcrum, Heatstroke, Volt, and the other villains perch on the rooftops around the 19th precinct. Nyx's masked mercenaries act as support, mounting AR-15s on the ledge.

INT. CHLOE'S CAR - MOVING FAST

Frank rides shotgun as Chloe carves through traffic. Frank dials Gardner's number...

INT. GARDNER'S OFFICE - 19TH PRECINCT

...and it rings inside an empty office. Through the GLASS PARTITION, we see the SRTU Leader presiding over Gardner and the other cops.

SRTU LEADER
 On my mark we're going to hustle
 out this door. Do not stop until
 you're at the APC. As soon as we've
 cleared the station, bomb disposal
 will make a full sweep.

Gardner approaches a frightened female DESK SERGEANT.

CAPT. GARDNER
 It's going to be okay.

SRTU LEADER
 Three... two... one! GO!

Two SRTU Agents swing the doors open. The villains open fire.
 A BARRAGE OF BULLETS drops the evacuating NYPD officers to the ground like sacks of laundry.

SRTU LEADER (CONT'D)
Ambush! Everybody b--

A bullet cuts him down. The survivors retreat.

EXT. ROOFTOP ACROSS FROM 19TH PRECINCT

The villains hoist PNEUMATIC GRAPPLING GUNS (courtesy of the Wonderland weapons lab) and fire across the street. They ZIP LINE across, smashing through the windows into --

INT. 19TH PRECINCT

...and it's all-out war. Cops and villains trading fire with their AR-15s. Gardner blasts away with his .38.

VALARIO
North side, windows!

Gardner turns, pumping rounds into villains and mercenaries.

CAPT. GARDNER
Put some fire on that balcony while
I get to the armory!

DETECTIVE GOODWIN

drags the Desk Sergeant behind cover and fashions his tie around her leg as a tourniquet. He looks to the entrance --

Nyx stands in the doorway. Porcelain doll's mask, white sundress, barefoot... and carrying an AR-15.

She hesitates for a moment at the sight of Goodwin -- then she OPENS FIRE. He dives behind cover...

EXT. 19TH PRECINCT - REAR ENTRANCE

Chloe's car screeches to a stop by the rear entrance.

Frank and Chloe open their doors -- SNIPER ROUNDS from the adjoining buildings slice through the car! Frank shields Chloe, JAMS HIS FOOT ON THE GAS! The car peels forward and --

INT. 19TH PRECINCT

SMASH! It plows into the hallway. Frank and Chloe take cover behind the pillars just before the bullpen.

CHLOE
Now can I kill this bitch?

FRANK
Absolutely.

Chloe smiles -- the duo is back together. They move in --

And these two are deadly together. No three-point stances or sexy scissor holds for this woman; Chloe's technique feels like the unholy love child of Krav Maga and Jeet Kune Do.

VALARIO

is getting PUMMELED by the lightning-quick Vertigo. He swings, hitting nothing but air -- Vertigo ducks, spins, FRONT-KICKS him through a cubicle. He flips out a stiletto --

Chloe BOUNDS off the stairs, grabbing a lighting truss and swinging herself into the air like a gymnast. She lands on Vertigo, knee in his throat and twisting it -- CRACK. She looks down at Valario, shaking like a leaf.

CHLOE
(deadpan)
Did he hurt you?

VOLT (O.C.)
I know that voice.

Volt WHISTLES as she walks through the carnage towards Chloe. She holds her hand up to block the top half of Chloe's face.

VOLT (CONT'D)
There you are.

Volt levels her rifle -- Chloe ROLLS and kicks a desk forward, pinning Volt to the wall. She bounds up to her and slams her head into the desk over and over --

Volt recovers and goes on the offensive. The two fight...

GOODWIN

drags the Desk Sergeant through the chaos. But as the bullets fly, their cover is torn to shreds -- and they're running out of places to hide. Goodwin reloads, pops up --

Nyx twists behind a pillar as he empties his revolver. *Click.*

Nyx wheels out from cover with her AR-15. Gardner comes around the corner, suppressing her with a Remington shotgun.

CAPT. GARDNER
Get her out of here, GO!

Goodwin swings the Desk Sergeant over his shoulder. He flees the bullpen as Nyx continues her assault.

FRANK

fights off two mercenaries at once. He parries both, claims one of their guns with a vicious parry -- *POP! POP!* He headshots both of them. Then --

SHUNK! A bolt IMPALES HIM straight through the forearm. Frank howls, drops behind a desk for cover.

BACK TO CHLOE

A hook dazes her, tumbling her onto a desk. Volt dives on her, throttling her... Chloe's hands reach out for anything useful -- and find a steel letter opener.

She buries it in Volt's good eye, blinding her completely. Volt HOWLS, releases Chloe, giving her an opportunity to grab her kinetic rifle at short-range and -- **KABLAAM.**

FRANK

now crawls behind the desks, bleeding from the bolt wound.

CROSSBOW

I like this new you. You're down here with the rest of us.

Crossbow fires again. Bolts slice overhead. Frank scurries, grabs the bolt in his arm -- SNAPS IT, extracts both ends. He MOVES FAST, only barely outrunning a storm of bolts.

Valario PILES ONTO Crossbow! He drags Crossbow to the ground, battling like a man on fire, grabbing a computer monitor off the floor and bringing it down on his head, crushing him.

VALARIO

You good?

Frank nods. Valario RIPS HIS SLEEVE OFF and helps Frank bind his wound. These two are now simpatico.

Frank hustles towards the bullpen to see Gardner trading fire with Nyx. Frank, moving fast, almost close enough to support--

Click. Gardner runs out of rounds.

Nyx stops firing. Almost deciding what to do with him.

CAPT. GARDNER

Abigail --

She FIRES. Gardner's body jitters and falls. Frank, horrified, runs full speed as Nyx hurries out the front door.

Frank races up to Gardner. He coughs blood. Frank tries to stop the bleeding.

FRANK

We need medical!!

CAPT. GARDNER

I sh-should've gone t-to see you. E-explained th-things...

FRANK

Stop talking. We're getting help.

CAPT. GARDNER

I di-didn't know wh-what to do. I thought about my w-wife, and my f-family, and my p-pension, and... I was sc-scared. I get wh-why you hate m-me. I sh-should have stood up for you.

FRANK

You're my friend. Yes, I hated you. But I also understood.

CAPT. GARDNER

We ch-changed things, yeah?

FRANK

We did.

Even Frank doesn't know if he means it. Gardner, fading, smiles at his old friend.

CAPT. GARDNER

H-hell of a g-guilt trip you laid on me. "R-Remember w-what I gave up for you"?

FRANK

I was angry.

CAPT. GARDNER

Try not to... make a habit... out of that...

Gardner's eyes glass over. Frank pulls his friend in, rocked by the loss. The world FADES AROUND HIM, Chloe and the cops fighting off the villains as they withdraw from the station.

The doors fly open -- it's Scott. He reaches Frank.

SCOTT

Leave him, Frank, he's gone!

Scott helps lie Gardner down on the linoleum.

SCOTT (CONT'D)

Where's Nyx?

Frank stands, determined and cold. He calls up to Chloe, who has just finished hospitalizing another villain.

FRANK

You finish up here, I'm going after her!

SCOTT

I'm coming with you. My car's this way.

FRANK

We're not taking your car.

EXT. IMPOUND LOT - MOMENTS LATER

The fence around the lot CRUMBLES as THE POLARIS screeches onto the streets of New York. Frank is back behind the wheel of his old ride for the first time in almost 20 years. Scott clinging on for dear life in shotgun.

SCOTT

(to himself)

I realize you're a little upset right now, but let's not --

Frank hits the gas -- the exhaust belches more smoke than fire, but the old mule still kicks. They SURGE FORWARD.

INT. ROSE'S HOUSE - CONTINUOUS

Rose plays with Oliver in the living room.

GREG (O.C.)

Hon? Come and see this.

Rose walks into the kitchen, where Greg watches the news. It's her ex-husband at the wheel of the Polaris, carving through the streets, in hot pursuit of Nyx.

She smiles a little, proud of him.

EXT. STREETS OF NEW YORK - BACK TO THE CHASE

Nyx is at the wheel of a stolen CAR CARRIER. A few remaining villains hold onto the sides. Four BLACK SUVs and two DUCATI MOTORCYCLES flank the carrier, providing tactical support.

INSIDE THE POLARIS

Frank has his window rolled down, GLOCK aimed out the window as he drives -- BLAM! BLAM! BLAM! The mercenaries trade back-- Scott ducks, but Frank doesn't budge: the car is bulletproof.

FRANK

Hit the green button on your left.
The one marked with a shield.

Scott hits the button.

POLARIS COMPUTER

Countermeasure system activated.

Frank toggles a trigger-paddle on his steering wheel: underneath the Polaris, a MAGNETIC DISK blasts forward like a frisbee, magnetizes itself to the drive shaft of one of the SUVs, and -- **KABLAM!** -- a SHRAPNEL GRENADE eviscerates all four tires, and the SUV drops onto its axles.

Frank downshifts, hits the gas. They slam into an SUV, knocking a mercenary out the back window and onto the hood. As the merc clings on...

FRANK

Blue button next to the dial.

Scott flips it. Nothing.

SCOTT

Nothing's happening.

FRANK

Well flip it again!

SCOTT

I am flipping, it's not doing anything! What's it supposed to do?!

FRANK

It's supposed to electrocute him!
Busted down piece of -- hang on!

Frank BRAKES, sending the merc back onto the street -- then he GUNS IT, running him over. Frank senses Scott about to chastise him and cuts him off with a look:

SCOTT

I know, I know, "get used to being disappointed in you."

DUCATI DRIVER #1 opens fire with his HK. The bullets ricochet off the Polaris' hull.

SCOTT (CONT'D)

Hang on, I think I got this one.

Scott activates the FERROMAGNETIC NET and aims using the dials on the console. He fires -- the net misses the Ducati and WRAPS UP a FALAFEL VENDOR.

FRANK

Don't worry. I'm sure that falafel vendor had it coming.

HEATSTROKE

activates his jet pack, rocketing over the car carrier. He unloads an INCENDIARY RPG --

Frank WEAVES LEFT, letting it soar past and into a parked car. **KABOOM!** Frank responds with another magnetic disc -- it sheers the tires off another SUV.

Heatstroke releases another RPG -- Frank evades. **KABOOM!**

SCOTT

We need something else to throw at him. What other toys do you have in here?

Frank activates the center console. The onboard AI calculates the trajectory from The Polaris to Heatstroke.

FRANK

How much do you weigh?

SCOTT

Like a buck eighty? Why?

FRANK

He's using a DARPA jet pack designed for NAVY seals. It only has enough thrust to keep a single occupant in the air.

SCOTT

So, what does that mean?
(eyes widening)
DON'T EVEN TH-- !!

Frank EJECTS SCOTT thirty feet into the air, legs and arms pinwheeling as Scott SOARS OVER TRAFFIC and --

Collides with Heatstroke in mid-air! The two PLUMMET, the jet pack unable to hold their weight. Scott and Heatstroke twist and tumble into --

INT. OFFICE BUILDING - FOURTH FLOOR

The two land on an accountant's desk, Heatstroke's jet pack PROPELLING them through cubicles! The employees scatter as they reach the opposite windows and --

EXT. OFFICE BUILDING

BURST OUT of the other side! The two tumble, out of thrust, into a DUMPSTER.

The smell of gas wakes Scott up -- Heatstroke's jet pack is LEAKING ROCKET FUEL. At the opposite end of the dumpster, a small FIRE created by the crash. Fuel trickles towards it...

Scott HEAD-BUTTS Heatstroke, the fuel dripping closer...

He throws himself out of the dumpster and shuts the lid as --

KABOOM! Scott is thrown clear.

BACK TO FRANK

He floors the Polaris alongside the car carrier. Sees Nyx inside. She carves left, smashing into the Polaris. But Frank doesn't relent. He follows her into

INT. THE LINCOLN TUNNEL

...and FIRES a BOLO OF BARBED METAL. It spins and tumbles towards the carrier, but Nyx steers to avoid it.

She PEELS LEFT, herding the Polaris into oncoming traffic. Frank brakes, letting her sail past, then carves back to safety. He readies one last round of barbed metal. Aims...

Fires! It WRAPS AROUND the front-left tire. The rubber EXPLODES, sending the carrier fishtailing. Finally --

It SKIDS INTO THE MEDIAN, the car carrier grinding against the wall and screeching to a halt.

Frank hits the BRAKES, sending the Polaris into a spin. The front fender CLIPS the car carrier -- it FLIPS, landing in a heap of twisted metal on the Lincoln Tunnel asphalt.

A final death knell from the engine, and The Polaris finally sputters out for good.

MOMENTS LATER

Frank punches out the window and crawls out of the car, his glock drawn. He searches the carrier for signs of Nyx. He arrives at the cab and checks inside:

It's empty.

A SPATTER OF GUNFIRE sends Frank running for cover. Nyx is on the other side of the car carrier with her AR-15. The two BLIND-FIRE at each other. Frank twists around the back --

Nyx uncouples the rear car brace, sending one of the carrier's SUVs ROLLING OFF THE UPPER DECK --

Frank rolls as the SUV hits the ground, buckling like a steel accordion. They TRADE FIRE AGAIN until --

A bullet catches Nyx in the chest. She crumbles.

Frank closes in on her, gun ready. Nerves on fire. Nyx lies in a tangle of glass, debris, and metal. Her eyes fixed on Frank, mouth trying to form words...

She gasps... her eyes flutter... then close.

Frank collapse on the ground next to Nyx, drained.

He looks over at her and sees --

RED HAIR peeking out from under her raven hair. A wig?

Frank pulls it off, then the doll's mask, finding himself looking at a copycat after all...

INT. AMBULANCE - MOVING - MOMENTS LATER

Grace lies on the stretcher between Frank and the PARAMEDICS. They're performing CPR on her. He watches, pitiless, as she fights for her life.

MAYOR (V.O.)

Today, I'm pleased to announce that the NYPD has apprehended the criminal who has been terrorizing our city.

INT. GRACE'S APARTMENT - EVENING

A BATTERING RAM knocks down the door to Grace's West Village apartment. SWAT AGENTS pour in, MP-5s sweeping...

MAYOR (V.O.)

The perpetrator's name is Agent Grace Kowalski of the Federal Bureau of Investigation. I've been informed that she is out of surgery, and is in stable condition.

The SWAT Agents clear the living room -- Grace's husband, DAVID, sits tied to a chair. Plastic bag pulled over his head, a rictus of terror on his face. Dead for hours.

MAYOR (V.O.)

Now I know you all have questions. We have questions of our own. I can promise you -- we will get answers.

IN GRACE'S ROOM

they find collage of Nyx photos and sketches; a SHRINE to the villain. A strip of white fabric from her sundress tacked to the wall. Next to it, a porcelain doll mask.

EXT. POLICE PLAZA - EVENING

The MAYOR holds court in front of a crowd of REPORTERS. Frank and Scott stand to the side.

REPORTER #2

Have you notified next of kin yet?

MAYOR

Unfortunately it appears Ms. Kowalski murdered her husband prior to committing the assault on the police station. Our SWAT team discovered his body in her apartment less than an hour ago.

ON SCOTT AND FRANK

FRANK

I want to talk to her.

SCOTT

I don't think that's gonna happen. You see that guy in the gray suit? That's Gary Sadler, Special Agent in Charge of the New York field office. He's been waiting to kick us off the case since we sprung you. Now that one of his own is involved, he's gonna get his wish.

FRANK
But the DNA test --

SCOTT
Grace manipulated it. It's her,
Frank. It's always been her.

Frank's eyes drift across the crowd to Chloe. She has her hoodie pulled over her head.

FRANK
What's gonna happen to Chloe?

SCOTT
Oddly enough, no one remembers her even being at the 19th. You know us cops -- selective memory and all.

FRANK
Thank you.

SCOTT
Wasn't me this time. Believe it or not, it was Valario.

Surprised, Frank looks to Valario. His arm is in a sling, and his nose is broken. He nods respectfully to Frank.

EXT. HALFWAY HOUSE / INT. CHLOE'S CAR - NIGHT

Frank in shotgun, Chloe at the wheel of her recently banged-up ride. She pulls up to the halfway house.

CHLOE
So what happens now?

FRANK
Scott's taking me to the A.D.A.'s office tomorrow morning to give a statement. After that I guess they'll arrange for my relocation.

CHLOE
Somehow I can't picture you in Florida. Flip flops, floral shirts, early bird specials...

Chloe drifts off, somber.

FRANK
You're always going to be part of my life.

CHLOE
But not *that* part.

Frank hugs her. Their eyes lock in a charged moment. He wants this too.

Instead, he opens the door and steps out.

INT. DORMITORY - MOMENTS LATER

Frank enters and stops in his tracks. Charles is on his knees. Bawling, soaking wet, hands gripping a BIC LIGHTER.

FRANK
Charles?

CHARLES
I just keep seein' 'em. When I close my eyes, when I sleep, when I pray... They're with me all the time. Waitin' for me to pay for what I done.

Frank knows what the smell is. Why Charles is wet.

FRANK
Why don't you put the lighter down?

CHARLES
Truth is, I don't think I want to be here anymore. I've been doin' all the exercises they tell me to do, but I... We live in the mess we created for ourselves, don't we?

FRANK
Maybe we don't have to. Come on, you wanted to play poker, right? For pennies? Put the lighter down, we'll play a few hands.

CHARLES
You don't wanna play poker with me.

FRANK
I do --

CHARLES
No you don't! I killed a lot of people, Franky. Burned 'em right up. Watched 'em crumble like leaves. How am I s'posed to forget 'em?!

FRANK

You shouldn't. But you can let it go. Maybe we both can. If you put the lighter down we can talk. You and me, we go somewhere and we can talk.

A PREGNANT BEAT. Charles nods, lowers the lighter. Frank sighs, relieved.

Then Charles flicks the flint wheel.

FIRE ROLLS across his body with brutal efficiency. Frank grabs the blanket off his cot, tries to smother the flames -- but it's already spreading across the floor. The cots. His daughter's stuffed unicorn...

Frank bolts into the hallway and grabs an old fire extinguisher. He tries to spray -- It's empty.

Frank chucks it, curses, bolts to the FIRE ALARM. It RINGS INTO THE NIGHT as Charles doubles over, howling with incredible pain, burning up, and then --

EXT. HALFWAY HOUSE - LATER

Frank watches FIRE FIGHTERS put out the blaze. Everyone has been evacuated -- but Charles is gone.

The anger Frank has carried with him since Valhalla has been stripped to a primer of sympathy and pity. Evil or no, Charles tried to let go of his demons -- and couldn't.

Frank pulls out his phone. Four numbers have been stored:

CHLOE. FANBOY. GARDNER. ROSE. He dials...

EXT. CHLOE'S HOUSE - LATER

Chloe opens the door for Frank. She lets him in. Frank pulls her close, kisses her deeply as the door shuts...

INT. CHLOE'S ROOM - 3 AM

Frank sits up in Chloe's bed, his shirt off. She's curled up in the blankets next to him, asleep. He writes something down on a notepad and sets off. It reads:

Saying goodbye to the old life. Be back in time for the new one. - F.

INT. MIDNIGHT'S LAIR - LATER

Frank ducks the crime scene tape and enters his dark lair. He wanders the floor, soaking it in rather than rejecting it. Remembering every case, every gadget, every life he saved.

YOUNG FRANK (O.C.)
You're still telegraphing.

YOUNG CHLOE (O.C.)
Come on, I did not! I barely moved my shoulders.

IN THE PAST, he sees YOUNG FRANK training YOUNG CHLOE.

YOUNG FRANK
It's not just about your shoulders.
Its about carrying tension in your upper body. Your attacker can sense where your energy is drifting. Now relax, try again. Short movements.

Frank smiles, almost wistful, as the two circle and fight. Bonding, smiling, competing. Joined by a common purpose.

INT. MIDNIGHT'S LAIR - RESTROOM

Frank comes out of the stall and washes his hands at the sink. On the porcelain is a small BOX OF BLACK HAIR DYE.

Frank picks it up. It's been used. *Who brought this in here?*

INT. MIDNIGHT'S LAIR

Frank exits the bathroom and looks around. As he heads towards the tracks, he hears the faint creaking of fabric against old leather. *Someone's in here.*

He turns on the track lights --

A WHITE PANEL VAN sits in the tunnel just beyond the lair.

Frank grabs a length of PIPE from the floor and cautiously steps to the rear window. He looks inside to find:

FOUR LARGE BARRELS of semtex, each rigged with a timer and a canister of BALL BEARINGS.

Frank tries the door -- locked.

He circles to the driver's side to find --

Rose sitting at the wheel. Her dyed-black hair hangs down to her white sundress. Her mascara runs; she's been crying.

FRANK

Rose?

She doesn't roll down the window.

Frank moves in for a closer look and sees that her hands are zip-tied to the steering wheel. On her chest, the same type of SUICIDE BOMB Sam Finnicks wore days before. Rose is scared for her life.

VOICE (O.C.)

You weren't supposed to come down here.

Chloe stands behind him, dressed in her MERCY OUTFIT.

FRANK

Chloe...?

CHLOE

Can you just wait -- wait and let me explain?

Frank makes for the door handle.

CHLOE (CONT'D)

It's rigged to blow.

(he stops)

Just two minutes?

Frank steps away from the van -- away from Rose -- horrified. Chloe paces, panicked, mind scrambling for a way to begin.

CHLOE (CONT'D)

Lying to you has been the most difficult thing I ever had to do. I needed people to believe she had come back -- just for a little while. I had to do everything the way she would have done it.

FRANK

You staged a jail break at Wonderland. You partnered with mercenaries --

CHLOE

I hired them -- I never partnered with them. They thought they were working for Nyx.

(MORE)

CHLOE (CONT'D)
A bunch of sick fans from a villain-
worship forum. Ex-Special Forces.

Frank drops the pipe, shocked. Betrayed.

CHLOE (CONT'D)
Please don't look at me like that!
Those people out there -- we gave
them everything! And they tore us
down because the police were scared
of us!

FRANK
You dug up Nyx's body.

CHLOE
A few years after you went in.
Rebecca Sorvino walked right into
my bar, can you believe it?

*INSERT CUTS -- A strung-out Rebecca Sorvino sits down at
Chloe's bar. Chloe smiles, pouring her a beer. / Later, she
garrotes her in the women's restroom.*

CHLOE (CONT'D)
It was like it was meant to be.
She'd been hiding out from some old
boyfriend, and as soon as I saw
her, I knew -- I knew I could bring
you home.

*INSERT CUT -- Chloe stands by a set of train tracks, arms
hooked under Rebecca's arms. As a train approaches, she
tosses her onto the tracks.*

CHLOE (CONT'D)
I would have done it sooner, but
alibis and muscle are expensive.
That's probably the one thing I
should thank my father for.

FRANK
And Sammy?

CHLOE
Sammy the Samaritan. Do you know
that when I found him, he was
working at a light bulb factory in
Yonkers? He'd given up on what we
were doing.

FRANK
Those days are over, Chloe.

CHLOE

They're not over! All this down here -- it's our purpose. We were victims until Midnight and Mercy saved us. We are meant to fix things.

FRANK

Nothing's broken.

CHLOE

Not yet. But I can finish Red Tuesday. Those morons from Wonderland are a start, but they're not enough. We need something big -- something horrifying enough to bring the others back and remind this city that we keep them safe. Then you and me, we can get back to work.

FRANK

You think killing a whole bunch of innocent people is going to bring back the old days?

CHLOE

"Innocent"? Your wife left you to start a new family the moment you lost your daughter. The NYPD threw you to the wolves because we did their jobs better than they could. Gardner was the worst of them -- he had us clean up his mess and then dropped us to save his own ass. If you weren't with me at the station I would have killed him myself. Luckily that FBI agent really wanted her husband back.

FRANK

Chloe --

CHLOE

I know you don't understand what I'm doing. I wish there was another way too. But I'm nothing without Mercy. *I need her.* And you need Midnight. Admit it: you and I, fighting together yesterday -- it felt right.

Frank considers... he nods.

FRANK

It did.

CHLOE

(hopeful)

Then you understand?

FRANK

I do. I just wish you'd told me.

She moves closer. Frank lets her. Chloe kisses him, deep and hard. Frank kisses her back. Rose shudders, tears streaming.

FRANK (CONT'D)

Everyone knows who we are --

CHLOE

So? We don't need Frank Northcutt. Or Chloe Wolff. This is us. And Nyx can die in the explosion. She'll be even more powerful to the villains as a martyr. I just need to know that you're with me.

FRANK

I'm with you.

Tears of relief well around her eyes. She hugs him, grateful.

CHLOE

You still have another suit in the wall compartment. I'll get it for you. We have to be ready when the building falls! People will need to see us!

She hurries off, excited. Frank waits until she's gone, then pulls out his phone, risking a short text message.

INT. INTENSIVE CARE - NEW YORK PRESBYTERIAN HOSPITAL

Grace lies in a medically-induced coma. Scott sits next to her, reading her "Crime, Capes, and Compulsion" thesis. His phone chirps. He reads the text: **LAIR. ASAP.**

INT. MIDNIGHT'S LAIR - CONTINUOUS

Chloe opens a secret wall, revealing a hidden EXO-SUIT and a few gadgets. Behind her, Frank moves quietly. The length of pipe in his hand...

CHLOE

Rico and the others will be meeting us at the old station under the plaza. We have to make sure they see Rose or none of this will work--

Frank swings -- Chloe senses it and DUCKS, muscle memory taking over and delivering three sharp jabs to Frank's ribs.

CHLOE (CONT'D)

Why did you do that?!

Frank BUM-RUSHES her, throwing her against the wall and shattering the tile! With Chloe dazed, Frank rushes desperately towards the truck --

Chloe grabs a two-handed gadget from the wall and fires, launching a SIX-FOOT FERROMAGNETIC BOLO that coils around Frank's body and magnetizes him to the station beam.

Chloe sobs, then flips the worktable in anger. Calms herself.

CHLOE (CONT'D)

You didn't mean that. I know you didn't. And I'm not giving up on you. You just need to see how things change once it's done.

FRANK

Don't do this, Chloe. The people in that building are innocent.

CHLOE

When I get back, we'll watch it all fall together. Then we can begin again.

Chloe deactivates the bomb on the truck door using a wrist-mounted REMOTE, then slides Nyx's mask over Rose's face.

ROSE

Please, I have a little boy --

Chloe shuts the door, climbs into the back of the truck, and slides into the grated CRAWLSPACE in between the bomb barrels. She activates her CLOAK, vanishing from sight.

Rose locks eyes with Frank, terrified. Through the earwig in her ear we hear Chloe:

CHLOE (RADIO)

That vest only has enough yield to kill you, so don't try anything. Now drive.

Rose drives down the tunnel. Frank struggles to wriggle free, but the bolo crackles with electricity.

INT. PANEL TRUCK - MOVING

Rose drives through the dark tunnel towards Police Plaza.

ROSE

What are you going to do with me?

CHLOE (RADIO)

It depends on how convincing you can be.

ROSE

I don't understand.

CHLOE (RADIO)

You're a smart woman, Rose. I need these villains to see Nyx alive, even for just a little while. So you're going to have to do some acting.

ROSE

I don't know what she sounds like.

CHLOE (RADIO)

Then I suggest you try not to talk.

INT. MIDNIGHT'S LAIR - LATER

Frank still struggles against the bolo. The door opens. Scott sees Frank and rushes over to help.

SCOTT

What the hell is going on?

FRANK

It's Chloe. She's been impersonating Nyx.

SCOTT

Chloe?! Jesus Christ -- okay, how to we get this thing off?

FRANK

It needs a charge over 1,000 volts to short it out.

SCOTT

You designed some crazy Predator rope and didn't think to build in an on/off switch?!

FRANK

Of course I did -- it's on her gun! Open the power box on the wall.

Scott opens the box. Inside is a first aid kit and PORTABLE DEFIBRILLATOR.

SCOTT

You're not serious. Can't using one of these on a healthy heart --

FRANK

-- cause ventricular fibrillation and trigger cardiac arrest? Highly likely.

Scott grabs it and races back to Frank.

FRANK (CONT'D)

Crank it to a thousand and put both paddles on the bolo.

SCOTT

I really don't like this.

FRANK

I'm the one getting electrocuted; how do you think I feel?

Scott hands Frank a group of popsicle sticks to bite down on. He does, and Scott primes the paddles. Frank nods, and --

A *BURST OF SPARKS*, and the bolo shorts out. Frank collapses.

SCOTT

Frank?! Frank!

Frank's eyes flutter open. Scott laughs, relieved.

SCOTT (CONT'D)

You are a tough mother fucker, I'll give you that.

INT. MIDNIGHT'S LAIR - MOMENTS LATER

Frank heads toward the secret compartment...

SCOTT

Where are you going? We need to call this in!

FRANK

If we call it in before we get there she'll blow the bombs early.

SCOTT

You can't ask me not to --

FRANK

Remember what happened at the police station? Trust me, this is the only way.

Frank pulls down his exo-suit and a duffel bag of gadgets.

SCOTT

Why am I not surprised you were holding out on us?

Frank steps back from the suit.

SCOTT (CONT'D)

What?

Scott flushes with equal parts terror and fanboy excitement.

SCOTT (CONT'D)

Me?

FRANK

I can take care of the bombs, but I'll need a diversion. And there's only one person she cares about.

SCOTT

You think she'll back down if she sees you're in the building. That is a hell of a gamble, Frank.

FRANK

It's all we've got. Now the ballistic armor's tough, but not impenetrable. Anything under a 45-cal should ricochet.

SCOTT

What if they shoot at me with a 45?

FRANK

Duck.

SCOTT
I hate you.

EXT. SAME - MOMENTS LATER

The suit's segmented pedals close over Scott's body like a mechanical venus flytrap. He presses a button on his belt, and the suit CLOAKS. The vocal processor distorts his voice:

SCOTT / MIDNIGHT
You remember when I said I wanted
to be you and not Midnight? I was
super wrong. Midnight is way
cooler. What's this do?

He uncloaks and presses a PLUNGER on the chest plate.

SCOTT / MIDNIGHT (CONT'D)
Holy hell, is that heroin?

FRANK
It's adrenaline. And it's on a time-
lock, so you won't be able to get
another fix for ninety minutes.
(then)
Utility belt has the standard
arsenal, but remember, it's all
nonlethal. If you need a more
permanent solution use your
beretta. Don't be a hero.

SCOTT / MIDNIGHT
Tough advice to take, given the
circumstances. If twelve-year-old
me could see this...

Scott strikes a hero pose, admiring his reflection. Badass.

FRANK
One last thing.

He opens one more wall compartment. Scott's jaw drops...

Behold the NIGHT CYCLES. Two sick jet-black motorcycles
outfitted with an afterburner and gadgets. One for Midnight,
one for Mercy. But now, the second one belongs to Scott.

INT. UNDERGROUND STATION, POLICE PLAZA / INT. PANEL TRUCK

Rose pulls up to the station and shudders; three police
officers are sprawled out on the platform, dead. Pain, Gain,
Rico, and Breaker are eyeing her.

The vest unlocks. Mercy has disarmed it remotely. Rose breathes a sigh of relief.

CHLOE (RADIO)
Don't get too comfortable. If these men figure out you're not Nyx you'll wish I'd detonated. Now tap your heart with three fingers from your right hand.

ROSE
W-why?

CHLOE (RADIO)
So they know it's you.

Rose taps her heart with three fingers. They return it.

ROSE
I don't think I can do this.

CHLOE (RADIO)
Sammy said the same thing. But in the end, he was strong. You will be too, Rose. I know it.

Rose breathes. Opens the door and climbs out.

BREAKER
It's good to see you again, ma'am.

CHLOE (RADIO)
Don't be nice.

ROSE
(to Breaker)
Shut up. G-get to the b-back of the truck.

Breaker eyes her, clocking her stutter. With more force:

ROSE (CONT'D)
MOVE.

They hustle.

INT. TUNNELS - CONTINUOUS

Frank rides his Night Cycle alone, blazing through the dark towards Rose and Police Plaza...

INT. UNDERGROUND STATION, POLICE PLAZA - CONTINUOUS

The villains, now in WORKMEN'S COVERALLS, wheel the four barrels out of the truck on dollies. Rico synchronizes the timers on all four: twenty minutes until detonation.

A small, almost imperceptible bubble ripples through the air, exiting behind them. It's Mercy.

PAIN

All right, in and out in ten.
(to Rose)
Where are you gonna be?

ROSE

That's my business. Now do as you're told.

She taps her heart again. They return it. But as Pain, Gain, and Breaker set off, Rico glances at her with faint skepticism. He shakes it off with a smile.

RICO

Gonna have yourself a smoke break?

Rico chuckles, begins to follow his cohorts in...

ROSE

I just might.

He stops. Turns as the others disappear into the plaza.

RICO

Nyx didn't smoke.
(beat)
Why don't you take off that mask?

ROSE

We have a lot to do --

RICO

C'mon, we don't need 'em anymore.
Everyone knows who you are. Or do we?

A flash of steel -- Rico produces a SERRATED HUNTING KNIFE. Rose flinches. Rico steps towards her, more certain now...

RICO (CONT'D)

Nyx definitely wasn't afraid of a little pig sticker like this one...
you must be a new friend.

He advances -- Rose runs, tumbling off the platform onto the tracks. She scrambles as he climbs on top of her.

RICO (CONT'D)
You having a go at us, new friend?
Let's see that pretty face!

He rips her mask off. Smiles. Even starts laughing. But in the distance, we can hear the whirl of a motorcycle engine...

RICO (CONT'D)
Sonova bitch -- I know you! You
were married to Mr. Boy Scout! Did
he ever tell you about how I used
to like carving my name into new
friends? Let me show you.

Rico reels back with the knife -- *SHUNK!* -- the tip of a TITANIUM GRAPPLING SPEAR lances through his chest. Rico wheezes, stunned, and --

He's REELED OFF Rose like a caught salmon, flying back towards the tunnel with incredible speed as Frank drives up in the Night Cycle.

Rico's body hits his handlebars and the spear retracts, dropping his body to the gravel. Frank runs over it for good measure and hops off.

FRANK
Rose! Rose, are you okay?!

She throws her arms around him. Frank clocks the barrel left behind by Rico and races for the timer.

ROSE
You know how to shut it down?

FRANK
It's the same design Nyx used.

He holds his breath, goes to work on the circuitry...

The timer powers down.

ROSE
What about the others? She set the
timers for 20 minutes -- how will
you get to them in time?

FRANK
I brought backup.

INT. LOBBY, POLICE PLAZA

Scott SMASHES THROUGH the front doors on his Night Cycle and screeches into a skid-stop. Ultimate hero entrance. He activates the PA function on his vocal processor:

SCOTT / MIDNIGHT
Ladies and gentlemen, I need you to
calmly and quietly move towards --

Everyone bolts for the exits.

SCOTT / MIDNIGHT (CONT'D)
That was easy.

INT. UNDERGROUND STATION, POLICE PLAZA

Frank hurries towards the door carrying a duffel bag.

FRANK
(to Rose)
Get as far away from the building
as you can!
(into radio)
Scott, where are you?

INT. LOBBY, POLICE PLAZA - INTERCUT FRANK AND SCOTT

Pain and Gain exit one of the service doors to see Midnight below. They draw KWA FPGs (Folding Pocket Guns) and UNLOAD!

His senses sharpened by the adrenaline boost, Scott bounds up the wraparound stairwell towards the villains!

SCOTT / MIDNIGHT
I think I found some of your old
friends! Also, the ball sweat
factor? You were right -- it's
real.

INT. STAIRWELL, POLICE PLAZA

Frank unzips the duffel bag. Pulls out his old GRAPPLING GUN.

FRANK
Keep attracting attention, but do
not engage Chloe!

SCOTT / MIDNIGHT
How do you know where the bombs
are?

FRANK
They'll be exactly where Nyx put
them.

Frank aims the gun up eight stories and fires. He REELS
HIMSELF UP THROUGH THE STAIRWELL at incredible speed!

INT. SECURITY ROOM, POLICE PLAZA

Bodies slump over workstations. One remaining officer stands
like a cut-string marionette, choking and turning blue. Chloe
de-cloaks behind him, snaps his neck.

She looks to the console -- sees "Midnight" taking on Pain
and Gain in the lobby. Horrified, she runs out, leaving one
of the barrel bombs ticking down...

INT. LOBBY, POLICE PLAZA

Scott throws one of Midnight's magnet devices on a vending
machine, yanking Pain and Gain's FPGs out of their hands.
Gain punches him in his armored stomach, HOWLS in pain.

Scott attacks with one of Midnight's extendable STUN STICKS.
Now he's really getting the hang of this. But then --

The magnet pulls his own weapon from his hand.

SCOTT / MIDNIGHT
Ah, shit.

...and now he has to fight off both brothers with his fists.

INT. BREAK ROOM, POLICE PLAZA - SIXTH FLOOR

Frank pushes past the evacuating crowd and into the break
room. He opens the UTILITY CLOSET to find the barrel. *17*
minutes left and ticking down. He reaches to disarm it --

Breaker grabs him and tosses him over a table. *Now it's on.*
Frank and Breaker, trading blows. Frank's anger still
palpable, but now mixed with long-lost focus and resolve...

INT. LOBBY, POLICE PLAZA

Scott fights two-on-one. He jets his hand out and deploys a
CLOUD OF SILVER GAS -- Pain collapses. Gain clotheslines him
to the floor and begins wailing with meaty fists...

INT. BREAK ROOM, POLICE PLAZA

Breaker reverses Frank into a choke hold. He runs his feet up the wall, flipping over Breaker and dragging him back by his hair, bending his spine backwards and... CRUNCH. Breaker has been broken.

Frank disarms the bomb. Two down, two to go.

INT. LOBBY, POLICE PLAZA

Scott's in trouble. Gain is manic and muscled and motivated as hell. He hoists Scott over his head and slams him down.

GAIN

You've gone soft. Middle age is a bitch, isn't it?

SCOTT / MIDNIGHT POV -- the video feed flickers and cracks. Gain is on top of him again, fists landing like triphammers.

GAIN (CONT'D)

After all these years, I can't believe I'm the one who gets to kill you.

SCOTT / MIDNIGHT

Need a little help here, Frank!

INT. CORNER OFFICE - EIGHTH FLOOR

Frank is under an executive's wet bar, shutting down bomb #3.

FRANK

I'll be there in five minutes.

SCOTT / MIDNIGHT (RADIO)

I might seriously be dead in three!

INT. LOBBY, POLICE PLAZA

Gain's fists dent the exo-suit's metal, scrambling its internal clockwork. Scott is flying near-blind. Gain raises his fist for a final coupe de grace --

A GUNSHOT takes off the top of Gain's head. He collapses on top of Scott. Blood and brains everywhere. Scott rolls the big lug off and turns back to the stairwell:

Chloe stands in her Mercy outfit, holding Gain's FPG. Panicked at the sight of Midnight.

CHLOE

Why did you come here?! You were supposed to stay away!

ON FRANK -- he's winding down the stairwell. Listening to Chloe through his earwig.

FRANK

Tell her you know why she's upset, but this isn't the way we do things.

SCOTT / MIDNIGHT

"I know why you're upset. But this isn't the way we do things!"

FRANK

We have to let go.

SCOTT / MIDNIGHT

"We have to let go!"

CHLOE

I can't.

SCOTT / MIDNIGHT

(listens to Frank, then)

"Yes you can. I'll help you. You and me, Chloe. We can walk away from all of this together."

CHLOE

Together?

She drops the FPG.

SCOTT / MIDNIGHT

"Together. Look around, Chloe. Look how scared everyone is. People aren't supposed to fear their heroes. Now come with me and --
(static; in Scott's voice)
-- we can walk out of here together.

A DEAD BEAT. Chloe's face falls. That isn't Frank. She opens her wrist-remote and overrides the Midnight suit. The mask pedals open, revealing Scott.

SCOTT

'Sup.

Chloe SCREAMS. She leaps from the balcony and uncoils her WHIP. Scott wheels behind a support column as she slices -- the column SPLINTERS under the force.

Scott springs to his feet, flicks his wrist -- *PFFFTT*. A pathetic fart of SILVER GAS fizzles into the air.

SCOTT / MIDNIGHT

I think I ran out of knockout gas.

FRANK (RADIO)

Run, you idiot!

Chloe cracks her whip again, tearing the lobby apart. Scott scrambles behind cover, trying to reboot his suit's defense system. She rounds the corner --

He CLOAKS just in time. She slows, watching for the cloak's bubble of bended light, unaware of her own singing...

CHLOE

*Sing a song of six pence, a pocket
full of rye. Four and twenty black
birds, baked in a pie...*

There it is -- the bubble. She coils her whip...

FRANK

Chloe, STOP!

She turns -- sees Frank behind her.

CHLOE

You tricked me? I did this for us!

FRANK

No. You did it for you.

CHLOE

Don't make me do this. Don't make
me fight you. You said you were
with me.

FRANK

Not for this.

Enraged, Chloe moves in -- Frank does the same. Now it's a vicious clash of vigilante versus sidekick. Frank's pessimism and hate melts away as he fights Chloe with a renewed sense of purpose and morality. He's Midnight, without the mask.

Chloe SWINGS -- Frank evades, delivering surgical jabs and crosses. Chloe springs back, working Frank over with dizzying speed. She slams his head into the column -- *KRSHHH!*

Scott moves in to assist -- Chloe neutralizes his suit with a portable EMP. It locks up, freezing Scott in place.

SCOTT / MIDNIGHT

Frank, I can't move! She did something to the suit!

Frank spits blood and reengages -- Chloe slips every punch. Finally, he catches her with one - *POW!* - and sends her to the ground. He lays into Chloe with his elbows. She shoves him off, the two scrambling to their feet and engaging again.

Fists fly in a blur, Chloe growing more desperate. A GLINT OF SILVER flips up into her hand from her belt, and --

SHUNK. Frank's eyes drop to see a MICROTECH HALO KNIFE buried in his gut. Her eyes widen in abject terror.

CHLOE

It was an accident. It was an accident, I didn't mean to do it!

Frank drops to the ground. She collapses with him.

CHLOE (CONT'D)

Frank, I'm sorry! We'll get you a doctor. We can fix this, you just need to get you home and we can --

ZAPP! Chloe collapses. Rose stands behind her with the stun stick Scott magnetized to the vending machine.

ROSE

Crazy bitch.

INT. SECURITY ROOM, POLICE PLAZA - MOMENTS LATER

Rose sets a bleeding and pale Frank on the floor and runs over to the barrel. Six minutes remaining.

ROSE

Okay what do I do?

FRANK

Open the lid three inches and clip the trap cord.

Rose moves carefully... and snips the trap cord.

ROSE

Okay, got it. What next?

FRANK

Now find the red power coupling.

She examines the wires.

ROSE

I don't see a red power coupling.

FRANK

There has to be.

ROSE

Well there isn't! I see blue, I see green... no red. She must have changed it! We have to go. Come on, I'm getting you out of here --

FRANK

No. No time... Adren... adrenaline. From Chloe's s-suit...

ROSE

Don't be insane.

FRANK

The East R-River is f-four miles away. I c-can make it...

ROSE

Adrenaline will make you bleed out faster.

FRANK

I-It's o-okay.

ROSE

It's not okay! Do you hear me, it's not fucking okay!

FRANK

I'll see her again. I'll see our baby girl.

Rose hugs her ex-husband. Sobs.

INT. LOBBY, POLICE PLAZA

One of the guards helps Rose roll Chloe over. Her hands bound behind her back. Scott is still frozen in the exo-suit.

SCOTT / MIDNIGHT

Hey, what's going on right now?

She unplugs the adrenaline charger from Mercy's outfit.

SCOTT / MIDNIGHT (CONT'D)
That's cool, I'll just hang here
then.

INT. SECURITY ROOM, POLICE PLAZA

Rose rushes back -- three minutes to go. She pulls the adrenaline ampule from the charger and injects Frank.

A *hisssss* of adrenaline... and Frank's eyes WIDEN.

INT. LOBBY, POLICE PLAZA

Rose helps Frank dolly the barrel towards the station.

ROSE
Call emergency services and have an
ambulance waiting at the Brooklyn
Bridge! And clear the roads!

SCOTT / MIDNIGHT
FRANK! GET HERE QUICK!

They reach the bottom of the lobby stairs to find the guard who helped Rose dead on the floor. Chloe is gone.

FRANK
No time. Keep moving.

INT. PANEL TRUCK - MOMENTS LATER

Frank climbs in, groaning. Weak. Dying. He gives Rose one more look...

Then he guns the ignition and speeds like hell. The truck climbs to 55, leaving the darkness of the NYC tunnel system for the open morning air of New York City. Frank turns onto --

THE BROOKLYN BRIDGE

Police have blocked off the street, giving him a wide berth. The timer ticks below the 60-second mark...

SMASH! Chloe swings herself through the passenger-side window. Frank fights her off, the truck *VEERING* wildly.

CHLOE
NO! YOU CAN'T!!

Frank loses control, and the truck veers into the support beam, tilting the front half over the East River! Chloe's head spiders the windshield, knocking her out once again.

Frank untangles himself from his seatbelt, slips through the back door into the

CARGO AREA

as the truck HEAVES FORWARD. Frank turns back -- sees his old protege unconscious. *Can he leave her?*

20 seconds... 19... 18...

Frank goes back. He picks Chloe up, staggers towards the upended rear of the truck. He jumps out the back onto the bridge as the truck slides forward...

It SPLASHES DOWN in the East River...

KABOOM! A column of water and fire GEYSERS UPWARDS as Frank and Chloe collapse on the bridge.

Frank's eyes close as emergency services swarm in, and...

FADE TO BLACK.

INT. RECOVERY ROOM - THE NEXT MORNING

Scott fights to close the door on a group of reporters.

SCOTT

If you want a statement, talk to
the Lieutenant!

He shuts the door and turns to Frank. Cast on one arm, eye swollen shut, cuts and bruises everywhere.

SCOTT (CONT'D)

You look... not well. I was gonna
lie, but you really look terrible.

FRANK

I feel worse.

Frank sees that Scott can't stop smiling.

FRANK (CONT'D)

What?

SCOTT

Oh nothing, it's just... I saved
your life.

Scott shows him a band-aid on the crook of his elbow.

SCOTT (CONT'D)
Universal donor. I know, I know,
I'm a hero. You can say it.
(then)
Brought you something.

He plops down a FOLDER.

SCOTT (CONT'D)
Your release paperwork. Effective
today. Doc says you're clear. The
sun and fun of Sanibel Island
calls.

Something resembling relief crosses Frank's face.

SCOTT (CONT'D)
Is that -- is that a smile? Jesus,
all this time I wasn't sure you
could do that.

FRANK
Give me a pen, Special D.

Scott hands Frank a pen. He struggles to sign it. The door
opens, and an ORDERLY brings in a wheelchair.

SCOTT
Can I wheel him out?

ORDERLY
No problem.

Scott helps Frank in.

FRANK
What'd you do with my exo-suit?

SCOTT
It's back at my place. I have a
date tonight with a big Midnight
fan. Thought it might be fun to
role play a bit.
(sees Frank staring)
I'll get it back to you tomorrow.

FRANK
Keep it. It'd look ridiculous on an
old guy like me anyway.

Scott wheels Frank out into...

INT. HOSPITAL HALLWAY - CONTINUOUS

...where over a hundred NYPD officers in class-A uniforms wait to honor Frank. Valario, Rothchild, Goodwin, and the others salute him. Even Higgs offers a curt nod of respect.

Frank moves down the line, stunned by the support, when he sees Rose standing by the nurse's station. She's being discharged as well, and smiles faintly at him.

Greg and Oliver Eagan walk up from the break room to join her, shattering a charged moment. Without a word between her and Frank, Rose departs with her new family -- but not before throwing one more quick glance back.

Another life, maybe.

Frank wheels himself down the hallway and stops at one of the recovery rooms. Grace sits cuffed to the bed, her world destroyed. Frank nods to her sympathetically.

Frank and Scott continue down the hallway...

CHLOE (PRE-LAP)
I knew you couldn't do it.

INT. SOMEWHERE DARK - NIGHT

Chloe sits under a small SPOTLIGHT. She looks small and weak, in a GRAY JUMPSUIT embroidered with an Archstone logo.

CHLOE
Give up on people. No matter how many times they let you down, you just can't do it. It's why you couldn't let me die back on the bridge.

Pull back to REVEAL -- Frank stands on a catwalk inside Wonderland. Chloe sits in one of the cells.

FRANK
Old habits, I guess.

CHLOE
They'll come after you, you know. The villains. They're still out there. Nyx or no, Red Tuesday or no... they will come.

FRANK
Then I should probably stick around New York for a while.

CHLOE
As Midnight?

FRANK
As Frank. Take care of yourself,
Chloe.

Frank heads off. Chloe pounds desperately on her cell door.

CHLOE
Where are you going?! FRANK! When
they come, you'll need me with you!
It's supposed to be the two of us!
(calling out)
WHAT AM I SUPPOSED TO DO NOW?!

Frank stops. Turns.

FRANK
Find a new hobby.

Frank exits the Wonderland cell block.

CHLOE
FRANK!

A set of THICK METAL DOORS SHUT.

FADE TO BLACK.

THE END.