

SUPERMAN LIVES

by

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FADE IN

METROPOLIS. The city SKYLINE sparkles against a cloudless night. A full MOON hangs over the jagged urban spires. The sounds of a big, distant city drift to us on a breeze when a long, steel CYLINDER suddenly splashes down, shatters the image, reveals we're seeing the city's reflection on a LAKE --

PULL BACK TO SHOW

A HUGE TANKER TRUCK is backed to the water's edge, its sides bearing the ominous warning symbols of NUCLEAR WASTE and --

CUT TO

FOREST. All still. Moon-lit branches sway in the breeze when a MOVEMENT suddenly rushes past through the trees -- disturbs nothing but the leaves -- hauling fast -- a BLUR in the night -- suddenly accelerates -- no animal hits this speed and --

CUT TO

LAKE. TWO DARKLY CLAD MEN stand at the rear of the TRUCK, quickly and quietly pull steel-encased nuclear fuel rods, toss them into the water. One of the DUMPERS bangs a finger, emits a muffled curse that breaks the stillness. The SOUND carries over the lake, filters into the forested far shore and --

CUT TO

WOODED FOREST. A WHOOSH of air suddenly rips by in the inky darkness -- the BLUR suddenly veers off the path -- we sense it's heard the sound -- burst of speed and --

CUT TO

LAKE. The DUMPERS hurriedly toss the spent fuel rods and --

CUT TO

WOODS. The BLUR blasts through the trees -- FLASH of light -- a DARK FIGURE for an instant is seen at the center and --

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WB012881

P1508

CUT TO

TRUCK. An odd rush of WIND is heard. The DUMPERS instantly on alert, peer into the darkness. See nothing. They hasten the dumping of the spent nuclear rods as the SOUND of something approaching is now clearly discerned, coming their way -- fast -- DUMPER #1 gives a low whistle and --

ANGLE ON

A ROW of moon-dappled trees line the lake-front perimeter. Sudden, stiffening wind. The branches start rattling --

THE DUMPERS peer into the dark as --

THE TREES are hit by a terrific gust of wind --

A CLOUD of leaves swirl into the air, settle to --

REVEAL

A DARK FIGURE stands framed in moonlight silhouette, starts toward the TANKER as --

THE BRANCHES above him suddenly part and --

FOUR SHADOWY MEN drop down around him -- swing large blades -- flashes of steel -- the DARK FIGURE becomes a whirlwind as --

FOUR MORE SHADOW MEN drop down, blades swinging and --

ANGLE ON

DUMPER #1 watches from the tanker, senses something's amiss, jumps up to the truck cab, knocks on the DRIVER'S window --

DUMPER #1
Hit the lights!

THE TRUCK'S POWERFUL BEAMS pierce the darkness and --

CLOSE ON

SUPERMAN -- caught for an instant in the glare -- a tornado of movement in the center of a cuisinart -- SHADOW MEN seen being hurled through the air -- blades shatter -- hyper-speed and --

CLOSE ON

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WB012882

P1509

THE TRUCK DRIVER slams the tanker in gear, accelerates away, leaves his fellow dumpers to their fate. He looks in the rear-view -- SUPERMAN seen taking out the remaining SHADOW MEN in a stunning show of strength and speed and --

CUT TO

HIGHWAY. The TANKER TRUCK barrels back to METROPOLIS and --

CUT TO

TRUCK CAB. The DRIVER races down the road. He anxiously checks his mirrors. The sky. Veering around slower traffic. The nuclear fuel rods are dangerously banged around in back. Speedometer hitting 100 as the TRUCK races over a rise and --

SUPERMAN is suddenly seen -- standing in the center lane -- still as a statue -- headlights growing brighter on his features -- TRUCK bearing down like a freight train and --

CUT TO

CAB. The DRIVER reaches under the dash, yanks a lever and --

CUT TO

HIGHWAY. The CAB suddenly separates from the TRUCK and the uncontrolled CONTAINER tumbles onto its side, skids sparking and screeching across the pavement, knocks out the guard rail, heads into the busy oncoming LANES. SUPERMAN in a heartbeat crosses the road, grabs the massive tank, heaves it onto its wheels, digs in his heels and --

CUT TO

TRUCK CAB. DRIVER flying down the road. Nearing Metropolis. Checks his mirror. He's free. He fishes out a cigar stub as the entire back of the cab is RIPPED away. The DRIVER turns, sees his seat hanging over the now exposed WHEELS and roaring ENGINE as SUPERMAN climbs into the passenger seat --

SUPERMAN

That wasn't nice what you did back there.

THE DRIVER yanks a .45 -- FIRES point-blank. The smoke wind-whips away to reveal SUPERMAN, bullet between his teeth. He SPITS it out, shatters the DRIVER'S window --

SUPERMAN
Do you like games? I have one.

SUPERMAN directs his gaze at the steering wheel, welds it with his X-ray vision, next welds the gas pedal to the floor. The TRUCK accelerates rapidly as the DRIVER looks to see a CEMENT WALL -- 1000 yards away -- coming up fast --

SUPERMAN
Who hired you?

THE SPEEDOMETER hits 110 --

DRIVER
He'll kill me!

SUPERMAN reaches over, shifts the TRUCK into over-drive, breaks the lever off, LOCKING it there --

SUPERMAN
I want you to focus.

SPEEDOMETER climbing to 115, needle breaking --

DRIVER
I can't say!

THE DRIVER fumbles for his seat belt. SUPERMAN reaches --

SUPERMAN
I'll get it.

SUPERMAN "accidentally" pulls the belt from its mounting --

SUPERMAN
Oops. Well I should be going.

WALL approaching -- engine screaming -- wheels turning -- the TRUCK crashes through a CONSTRUCTION ZONE sign -- bounces over debris -- a steel rod punctures the gas tank as FIRE spews out -- the truck cab roaring down the road like a COMET and --

CLOSE ON

SUPERMAN'S EYES -- the CAMERA ZOOMS TIGHT into his retinas -- gas FLAMES flicker against the black of his eyes as an IMAGE flashes past -- a badly bleeding SUPERMAN seen falling through FLAMES -- an EXPLOSION obliterates the vision as SUPERMAN is yanked back to reality by the DRIVER'S terrified scream --

DRIVER
L-L-Lex Luthor!

SUPERMAN hurtles the DRIVER out the door -- rolls him across the road as the truck collides with the wall in a mighty FIRE BALL -- flames roiling into the night sky as we

CUT TO

A BIG PIRANHA suddenly leaps into FRAME, snaps at something, rows of teeth seen, plops back into unseen water. The piranha jumps again, snaps, drops back and --

PULL BACK TO SHOW

LEX LUTHOR'S OFFICE. Top floor of the 200-story LEXCORP building. Billion-dollar view. Soaring ceiling. A large SECURITY GUARD sits by an aquarium, taunting the piranha with a piece of meat, while across the room -- LEX LUTHOR stands before a mirror, killer suit, rack of clothes behind, being fitted by a stylish DRESSER --

DRESSER

This suit oozes trust. Padded shoulders sell strength. Single breast says business. A subtle pin stripe bespeaks your humanity.

LEX

I see another clown wearing one I'll cut off your nose.

DRESSER

The design is yours exclusively, sir, of course.
(sweeping gesture to the rack)
A new look for the new you.

LEX

Morris!

A NERVOUS MAN is seen to the side, steps near --

LEX

Get me on the 10 best dressed list.

MORRIS

Right away, Mr. Luthor.

LEX

Is the press conference set?

MORRIS

The press conference, yes, about that, Mr. Luthor -- the level of interest in everything you do is high, always, but some outlets are threatening non-attendance if we don't tell them what it's about.

LEX

(arm around him, walking to the elevator)
 Tomorrow I make the most important announcement in this company's history. If you can't peddle that, I need a new P.R. director.

A STOCKY SECURITY GUARD stops MORRIS short as LEX continues toward his private elevator. Two LAWYERS step forward as he passes, LAWYER #1 holding out a thick legal brief and a pen --

LAWYER #1

The certificate of sale liquidating your gulf oil holdings.

LEX takes the brief and the pen, turns LAWYER #2 around, leans him forward, uses his back as a desk. LEX tries to sign, ink not flowing, jabs the pen a few times into LAWYER #2's back --

LAWYER #2

(grimacing, reaching in his pocket)
 I have another pen, sir.

LEX gets the ink going, signs --

LAWYER #1

May I ask why you're getting out of the oil business, Mr. Luthor?

LEX

You can't corner it.

LEX goes to the elevator, boards alone, the doors shut and --

CUT TO

DESCENDING ELEVATOR. Mirrored walls and muzak. LEX humming along when the elevator slows, suddenly stops. LEX presses a button. Nothing. He tries the inoperative phone. The LIGHTS and muzak die. Darkness. LEX pushing more buttons, sense of growing concern as a CLUNK is heard overhead. LEX looks up to see the SCREWS in the service HATCH screwing themselves out. He backs into the corner, pulls a pen for protection as --

THE LAST SCREW pops free and the hatch lifts away. LEX covers in the darkness when an ARM shoots in -- a HAND grabs his throat -- lifts him and --

CLOSE ON

SUPERMAN leans in, bare light slanting across his features --

SUPERMAN

Get used to small spaces, Lex. Some day I'll have proof to put you in one.

SUPERMAN drops LEX onto the floor. The hatch closes. The screws whir into place. The lights go back on. The muzak returns. LEX stiffly stands as the elevator descends and --

CUT TO

LEXCORP LOBBY. LEX steps from the elevator and into the magnificent, mirrored ATRIUM -- is suddenly confronted by the sight of the big, banged-up, NUCLEAR WASTE CONTAINER placed by SUPERMAN in the building's foyer. LEX leaps back and --

CUT TO

METROPOLIS. DAY. Glimpses of a busy, bustling city and --

CUT TO

A TAXI pulls to a curb. The rear passenger door opens and --

CLOSE ON

A BEAUTIFUL PAIR OF LEGS emerge. A small, stylish ankle tattoo observed. The unseen WOMAN'S chic shoes move quickly across the sidewalk, up a building's stairs and --

CUT TO

PRESS CONFERENCE. Dozens of JOURNALISTS pack an overcrowded room. LEXCORP logo above the podium and --

CUT TO

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OUTSIDE THE PRESS ROOM. Two LEXCORP SECURITY GUARDS man a metal detector. A line of REPORTERS push to get in as a wise-cracking, camera-laden JIMMY OLSEN holds everything up, empties ITEMS from his pockets as the metal detector sounds --

JIMMY

-- my beeper -- scooter keys -- foil wrapped sandwich -- pepper spray -- for when you run out of salsa --

MORRIS is seen standing by the open doors, anxiously watching who comes in. He spies someone coming down the crowded hall, quickly moves to the SECURITY GUARDS, whispers and --

SECURITY GUARD #1

(pushing JIMMY through)

Just get in there.

(stiff-arming the next in line)

That's it -- room's full!

The remaining REPORTERS react in indignation as the SECURITY GUARDS block the doors. The shoving and pushing suddenly stops as the mostly male group part to let a knock-out, unmussed LOIS LANE through to the front --

SECURITY GUARD #1

No more room, Miss Lane.

LOIS

I don't take up much.

SECURITY GUARD #2

(roughly turning her around)

Beat it.

LOIS

You're confusing me with someone.

LOIS delivers a swift kick to a shin -- elbow to a gut -- slides into the crowded room and --

ANGLE ON

CLARK KENT. Daily Planet reporter. Dressed as such. He sits near the rear, one hand draped over an extra chair, spots LOIS come in, calls --

CLARK

Lois, I saved you a seat --

A LARGE, HARD-BITTEN JOURNALIST suddenly thunks down in the chair, pulls a notepad, regards CLARK, staring at him. CLARK straightens, moves his hand as LOIS finds a place in back --

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P1515

LOIS

It's a fact, not a question. You're talking about beaming concentrated rays of sunlight back to earth. My readers want to know about safety.

LEX

The worst case is a few scattered forest fires until we get the aim down, after which an era of cheap, Lexcorp-supplied energy will be at hand.

LOIS

"Forest fires?" Mr. Luthor, your oil company has polluted the drinking water of 10 states, your ships have caused dozens of spills and atomic experts categorize your 74 nuclear plants as grossly under-maintained. How do we know this isn't just another one of your bold-faced lies?

LEX

Ladies, gentlemen -- and Miss Lane, my refractor platform will not only revolutionize the world's energy supply, but serve as a valuable research tool as well. I was going to hold off making this announcement until excavation was complete, but since Miss Lane is itching to get to the bottom line, I'll make it now. The Lexcorp space platform's advanced imaging sensors have identified evidence of an extraterrestrial craft's arrival on earth!

THE ROOM erupts in questions, and as it does we begin a slow CAMERA PULL toward the back of the crowded room --

REPORTER #1 (OVER)

U.F.O.? When did it land?

LEX (OVER)

Approximately 30 years ago.

THE CAMERA ANGLES ON -- a HAND -- rising to ask a question --

REPORTER #2 (OVER)

Has it been unearthed?

LEX (OVER)

A team is digging as we speak.

RACKET of yelling REPORTERS. LEX points to the back --

LEX
You -- in back --

CLARK KENT slowly stands, tense look, pen and pad in hand --

CLARK
Clark Kent, Daily Planet...Where
was it found?

LEX
Smallville, not far from here!

CLARK absorbs the news, mind racing, pen frozen over pad --

CLARK
Is it possible your space platform
mis-read the data? Maybe it's just
a sink hole or buried tractor or --

CLARK'S droning drowned out by more shouting. He sinks to his
seat. HOLD on him through the following --

REPORTER (OVER)
Any evidence of an alien life form?

LEX (OVER)
I'd bet something hitched a ride,
but get up to Smallville and see
for yourselves. And when you're
reporting the science find of the
millenium -- don't forget it was
brought to you by Lexcorp technology!

LEX shoots a victorious glance at LOIS, having successfully
deflected her questions with the momentous news and --

CUT TO

METROPOLIS PAYPHONE. CLARK dialing and --

INTERCUT

THE DAILY PLANET BUILDING. CRANE DOWN from the granite globe
that is the great paper's symbol as the call is taken by --

PERRY WHITE (OVER)
Kent? What did Luthor say, exactly?

CLARK (OVER)

Since the caveman discovered fire,
the only limit to growth has been
energy. And since then --

CUT TO

PERRY WHITE'S OFFICE. PERRY on the phone, staring at a
MONITOR showing a large mock-up of the Late Edition front
page. The headline:

"BOARD OF EDUCATION FUNDING FIGHT"

WHITE

Kent, when I say exactly I don't
mean word-for-word! Gimme the
headline -- does an alien live
among us?

CLARK

Who knows. Luthor's a big liar.
No, I'd stay with the Board of
Education story.

WHITE

But I'm bored of education! And
you're not Editor In Chief!

PERRY deletes the dull headline on the monitor, types in --

"ALIEN STALKS METROPOLIS -- IS ANYONE SAFE?"

WHITE

You and Jimmy get up and cover the
dig in Smallville. Lois will stay
here and finish her Lexcorp expose
for tomorrow's edition. And Kent --
aren't you from Smallville?

CLARK

"From there?" Well the people who
raised me had a farm in the area,
which I grew up on, if that's what
you're asking.

WHITE

Of course that's what I'm asking!
Heck, Kent, you've got the inside
track! Lighten up -- you sound
like you're going to a funeral!

CUT TO

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P1519

RURAL COUNTRYSIDE. A RENTAL CAR slowly wends its way down a two-lane road. A line of honking CARS trails behind and --

CUT TO

MOVING CAR. JIMMY OLSEN in the passenger seat CLARK driving. A TRUCK roars around, DRIVER flipping the bird as he passes --

JIMMY

They'll have a theme park built around that space ship by the time we get there!

CLARK

I'm going the legal limit.

JIMMY

The legal limit's however fast you can go without being caught. Pick it up. I got a personal interest in this story. My aunt was abducted by aliens. Took her and her poodle. Brought her back but kept the dog. The woman was never the same. Shaved her head and wore rubber. Dragged me to UFO conventions for years. I know there's life out there. You don't get in a room with 50 bald people in latex and not know something's up.

CLARK enduring the drive and --

CUT TO

SMALLVILLE. CLARK and JIMMY'S CAR seen passing a cluster of farmhouses mostly untouched by time as we hear --

JIMMY'S VOICE (OVER)

Another kind of alien's got claws. One's big and one's small, like a lobster. They can crush a Volkswagen with the big claw but can't hardly hold a Q-tip with the other --

CUT TO

SMALLVILLE FIELD. Crops seem to stretch forever, in the foreground of which is seen a large, freshly dug HOLE --

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P1520

SCIENTISTS are observed digging deep in the pit. Cars parked haphazardly all around. REPORTERS are arriving by the dozens, this is big news. CLARK and JIMMY pull up. JIMMY jumps from the car, carrying his camera, dashes to the edge of the hole. CLARK hangs back. Looks around. Takes in the familiar landscape. His gaze settles on an old, abandoned FARMHOUSE several hundred yards away. He stares at it. His penetrating eyes focusing on the boarded-up home as he's drawn into a --

FLASHBACK

CHRISTMAS MORNING. 25 years ago. RELATIVES gather in the modest living room, eat cake and exchanging gifts. UNCLE BILL tries on a wool cap he got from his brother, PA KENT --

UNCLE BILL

Hey, fits perfectly!

BEHIND THEM, plainly visible through the window, a 5-year old CLARK (very cute but a tad, shall we say, "hyperactive") jumps up and down on a new mini trampoline set up in the backyard --

UNCLE BILL

Say, where's Clarkie?

EVERY TIME CLARK jumps he goes higher. Soon he's leaving the FRAME and not returning for one second...two seconds...five seconds -- PA KENT suddenly looks out the window, sees him --

PA KENT

(nervously trying to cover)

Oh, he's somewhere, I expect...

UNCLE BILL turns just as CLARK disappears again from view --

UNCLE BILL

What's that noise?

PA KENT

(spinning him around)

The dog. Drink some more egg nog.

CUT TO

BACKYARD. MINUTE LATER. PA KENT cranes his neck with a weary sigh. CLARK looks almost as high as the clouds now. As he comes down again, PA KENT kicks the trampoline away. CLARK lands on his feet, unhurt but surprised. Now he has to look up at his kind but stern adoptive father. MA KENT slips out to join PA as he takes the BOY aside --

PA KENT

Clark, hate to have to remind you,
but...these "powers," you gotta
keep 'em hid from folks or they'll
be frightened, try to harm you...

MA KENT

Make your life real tough.

CLARK stares down at the dirt -- embarrassed, ashamed and --

CUT TO

THE PRESENT. A grown CLARK sees the SCIENTISTS getting more
excited as their machines detect some buried object. CLARK
pulls a small NoteCorder, tries to focus on his work --

CLARK

The Smallville impact site was seen
by infra-red photomaps made by the
Lexcorp satellite, which is...

CLARK squints at the sky, picks out an object flying through
space that is, of course, invisible to the normal naked eye --

CLARK

...Eutelsat III.

HE smiles, painfully, at a memory and --

FLASHBACK

A BASEBALL FIELD. 20 YEARS AGO. His team at bat. We
recognize the 10-year-old gangly CLARK by his Buddy Holly
frames. It's a clear day and he's staring up in wonder --

BOY #1'S VOICE (OVER)

Kent's spacing out again!

BOY #2'S VOICE (OVER)

Hey Kent, still sniffing glue?

CLARK'S POV

STARING AT SPACE. Far beyond the blue -- bizarrely beautiful
SATELLITES buzz and beep by overhead. CLARK points skyward --

CLARK

Look -- Mariner 10!

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P1522

BOY #1 thrusts a bat at CLARK, pushes him toward home plate --

BOY #2
Quit farting around, Kent, you're
up!

CLARK assumes a batter's stance. The PITCHER winds up when
floating over the horizon (from CLARK'S POV) comes --

CLARK
Whoa -- Skylab!

CLARK admiring the world's first space station/observatory as
the PITCHER throws -- beans him! CLARK still watching the
skies, doesn't even feel it...but then he realizes all the
other KIDS are laughing, and pointing, and taunting --

KIDS
Clark's a Martian! Clark's a freak!

CLARK presses a hand to his head, tries to sound sincere --

CLARK
Ow! That hurts. Really.

TAUNTING continuing unabated, echoing through time as we --

CUT TO

THE PRESENT. CLARK speaking into his NoteCorder --

CLARK
But it wasn't my head that hurt.

THE NOTECORDER shatters in his grip as --

THE SCIENTISTS in the pit suddenly clamor with excitement --

JIMMY
C'mon Clark, the story's over here!

CLARK nears the edge of the pit, looks down and --

WHAT HE SEES

THE SCIENTISTS digging away, suddenly unearth a large FRAGMENT
of some sphere-shaped craft, hieroglyphic writing seen --

SCIENTIST #1
Eureka!

THE SCIENTISTS practically fall to their knees in wonder --

SCIENTIST #2
(examining the dirt strata)
It looks like someone buried it
after the crash!

CLARK withdraws from the hole, reeling, as the other REPORTERS crowd closer around. CLARK looks back at the boarded-up house he grew up in, so very near to the site --

TEENAGE KENT'S VOICE (OVER)
Ma, tell me again how I was found.

MA KENT'S VOICE (OVER)
You were a gift from God, Clark.
Left by the road. Just across the
field. Right near that far tree --

CLARK looks down -- stands right beside a tree stump. He watches a CRANE lift the space FRAGMENT from the hole and --

CLOSE ON

CLARK'S EYES -- the swinging fragment reflected in his retinas suddenly transforms into an IMAGE of SUPERMAN -- swinging from a cable -- bloodied and near death -- dropping away. CLARK is stunned by the vision, snaps out of it as a SCIENTIST climbs from the pit, steps before the CAMERAS --

SCIENTIST
It appears only half of the craft
landed here. The other half must
have separated and landed elsewhere.

BLINDING FLASHBULBS erupt all around. One of the SCIENTISTS reaches out, touches the space ship fragment and it suddenly starts to GLOW, a unique sequence of LIGHTS emanating from its rim. The SCIENTISTS leap back as we --

CUT TO

SOMEWHERE ELSE. SAME TIME. Beautiful blue light filters through a cavernous space. Wonderously peaceful until --

A SMALL, ICE-ENCRUSTED METAL OBJECT reveals itself suddenly "activates," begins to glow. The object is seen resting on the ice-frosted second half of the spherical SPACE CRAFT, the same unique sequence of LIGHTS gives us the sense its detected the unearthing of its sister fragment as we --

CUT TO

CLARK'S APARTMENT. NIGHT. A TV plays in his sparse, dark, non-descript urban living space --

TV ANCHORMAN

...Lexcorp scientists confirm tonight that the UFO fragment has withstood a battery of tests, and that its alien origin is now without question.

Click. The tv goes off. CLARK revealed, remote in hand, sitting in the shadows. He stands, crosses the room and --

CLOSE ON

CLARK'S SHOE taps a small recess in the floor runner. A seamless HIDDEN DOOR swings open. CLARK steps through and --

CUT TO

CLARK'S PRIVATE ROOM. Decor here a reflection of the reality of dual life -- 30 identical dark suits seen -- several spare capes -- as well as insight into a psyche long in turmoil --

THE WALLS are covered with old newspaper articles and magazine clippings about UFO's and aliens, stories pasted haphazardly over one another, evidence of a lifelong identity quest --

CLARK stares at the wild, over-lapping, collage-like clippings -- the freakish "alien" PHOTOS -- the paranoid HEADLINES -- CLARK finally turns from the images, leaves the room and --

CUT TO

METROPOLIS. NIGHT. A dark figure strides down a deserted street, passes under a street lamp -- CLARK glimpsed, head down, lost in thought as he continues into the night and --

CUT TO

JEWELRY STORE. A YOUNG COUPLE stand outside the store window, looking at rings. They playfully continue down the street, holding hands, stop for a long, sensual kiss. CLARK walks by, looks back, slows, watches their lingering embrace as he steps off the curb. Sudden SCREECH of brakes, CRUNCH of metal as --

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P1525

CLARK looks down to realize -- he's been hit by a car. Minor damage, but his leg has made a big dent in the bumper --

THE YOUNG COUPLE are no longer kissing now, but staring at him as the DRIVER comes angrily around --

DRIVER

This is a street, not a sidewalk!
You wanna die, jump off a bridge!

CLARK

(pulling his wallet, to the DRIVER)
I'm sorry. Here's some money.
This should cover it.

DRIVER

(seeing the dent)
This is a brand new car! Look at
my bumper!
(regarding CLARK strangely)
You got a fake leg or something?

CLARK

Take the money.

DRIVER

What is it, metal?

CLARK

(forcing the cash into his hand)
Just take it.

THE YOUNG COUPLE and DRIVER are all staring oddly at CLARK as he backs away, moves off and --

CUT TO

RESIDENTIAL STREET. NIGHT. CLARK comes down the sidewalk. Alone. Walking fast. Apartment buildings either side. His SUPER HEARING picks up bits of conversation from all around --

MOTHER'S VOICE (OVER)

Time for night-night.

CHILD'S VOICE (OVER)

Could both of you put me to sleep?

FATHER'S VOICE (OVER)

Of course we can, angel.

FROM another dwelling --

MAN'S VOICE (OVER)
And when the interview's through
he smiles and says the job's mine!

WOMAN'S VOICE (OVER)
I'm so proud of you.

CONVERSATIONS coming faster now -- 40s swing MUSIC heard --

OLDER MAN'S VOICE (OVER)
Where's my dancing partner?

OLDER WOMAN'S VOICE (OVER)
Trying to get out of her chair.

CLARK walking faster as the VOICES press in -- snippets of
love -- warmth -- all melding into a cacophony of SOUND as --

CLARK rockets into the sky -- clothes heat-blasted to cinders
-- ashes fluttering to the empty street and --

CUT TO

METROPOLIS SKYSCRAPER. SAME. SUPERMAN appears on the roof.
He crosses to a corner of the towering building, sits on a
large piece of decorative masonry shaped like a throne,
overlooking the city. He stares up at the sky and --

SUPERMAN'S POV

His super-sight ZOOMS-IN on various, distant wonders of the
cosmos as we get the sense he's imagining which one is his
home. Multi-hued NEBULAS fill the SCREEN -- colliding SPIRAL
GALAXIES -- enormous, inter-galactic GAS CLOUDS, birthplace
of stars -- other magical, far-away objects seen before -- a
SHOOTING STAR streaks briefly into view --

WOMAN'S VOICE (OVER)
Make a wish.

SUPERMAN turns -- LOIS LANE emerges from the shadows --

LOIS
You do pick dramatic places to meet.

SUPERMAN
Well restaurants are out and my
powers don't include cooking.

LOIS approaches. SUPERMAN in near darkness, his face the only
thing illuminated --

LOIS
You could come to my place.

The two of them very close --

SUPERMAN
I'd like that...

Charged beat --

LOIS
Nice to see you again.

They lean into a kiss. LOIS stops, senses something wrong --

LOIS
Are you okay?

SUPERMAN
...There's a lot going on.

LOIS
Anything I can do?

SUPERMAN
I don't think so, Lois.

LOIS
Try me.

SUPERMAN
I wouldn't know where to begin.

LOIS
Start anywhere. I don't care.
What you eat. What you drink.
(running a hand over his arm)
Do you sleep in this suit?

SUPERMAN
I wear pajamas.

LOIS
Good. Now we're getting somewhere.
What kind?

SUPERMAN
Flannel.

LOIS
A traditionalist. Where do you live?

SUPERMAN
Near here.

5
0
0
0
0
8
9
2
2
3
3
S
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L
O

LOIS
Starting to be evasive.

SUPERMAN
Always getting to the bottom of things, aren't you?

LOIS
Only things I care about. There's
so much about you I don't know.
(kissing him)
Tell me about the guy I've been
meeting on roof tops.

SUPERMAN
...I can't.

LOIS regards him, slowly stands --

LOIS
I think I should be going.

SUPERMAN
Let's talk about something else.

LOIS
There is nothing else. If you ever
need me, I'm easy to find.

LOIS starts away, turns --

LOIS
Somehow, somewhere, Superman,
you're going to have to share
with somebody.

LOIS disappears down a service stairwell. SUPERMAN alone on
the roof, leans back, stares up at the STARS as we --

CUT TO

SPACE. It's dark out here. Lonely. Silent beat before a
sleek ALIEN SPACE CRAFT streaks by, its laser-like WEAPONS
firing full-bore at something trailing behind. We've come in
on a desperate, inter-galactic BATTLE with something as yet
unseen. The ALIEN CRAFT blasts a light TORPEDO from its large
rear guns, all weapons FIRING now as --

A HUGE, DIMLY LIT OBJECT streaks into view behind -- closing
fast -- absorbing the BLASTS -- seemingly soaking them up --
its true huge SIZE now apparent as it moves in -- dwarfing the
ALIEN CRAFT -- comes up close and --

CLOSE ON

JAW-LIKE PROTRUSIONS suddenly swing from the OBJECT, clamp pincer-like around the ALIEN SHIP, pull it near. Sharpened HOOKS spring out, puncture the alien ship's shell and --

CUT TO

ALIEN SHIP CONTROL ROOM. A half-dozen battle-ready ALIENS scramble around the smoking, sparking deck -- ALARMS blare -- smoke thickening -- controls exploding -- hellish scene as --

A REINFORCED WALL suddenly implodes -- half the ALIENS killed by the blast -- remaining ALIENS drawing powerful sidearms -- begin FIRING wildly into the gaping, smoking hole -- chewing up anything on the other side -- nothing could come through this firestorm as SOMETHING suddenly fills the smoking, jagged gap -- chilling sight -- ALIENS increase their FIRING as the FIGURE is actually seen soaking up the BLASTS -- gaining strength from them -- the ALIENS realize their weapons are having the reverse effect, slowly stop shooting and --

CLOSE ON

BRAINIAC STEPS INTO VIEW -- a bald, humanoid head -- prominent cranium -- greenish, metallic skin -- soul-less eyes -- unseen body covered by a full-length, glowing cape. BRAINIAC grabs the weapon of the nearest ALIEN, turns it on himself -- fires FULL AUTO -- absorbs the rays -- exhales deeply. Other ALIENS frozen by the sight, drop their firearms as the wounded CAPTAIN of the vessel is helped to his feet by a LIEUTENANT --

ALIEN CAPTAIN

We're a research ship, mapping new galaxies! We have nothing of value!

BRAINIAC

Oh, but you do --

BRAINIAC raises an arm -- a violent ARC OF ELECTRICITY passes between him and the outraged "CAPTAIN" -- the ALIEN COMMANDER drains to a husk -- disintegrates into pieces on the floor. BRAINIAC turns his attention to the ALIEN LIEUTENANT, moves close. The ALIEN LIEUTENANT backs into a wall, looks away as BRAINIAC comes into FRAME. Sparks dance around BRAINIAC'S brow. The LIEUTENANT swallows back fear --

BRAINIAC

Have you come upon any planets with humanoid life forms?

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WB012903

P1530

ALIEN LIEUTENANT
(regarding him, unsure)
Humanoids? Yes, a few.

BRAINIAC
Where?

THE LIEUTENANT goes quickly to a sparking control panel, tries to bring it on-line --

BRAINIAC
Your machine is inoperative --
recall the coordinates!

LIEUTENANT
Recall? Yes! I can! The first
was a large humanoid population on
the planet Dula, in the M-3 galaxy.

BRAINIAC
I've been there, continue!

ALIEN LIEUTENANT
There's a humanoid colony on
Geezor, in Signar Five --

BRAINIAC
Been there!

ALIEN LIEUTENANT
There's a humanoid federation in
the Balto Nebula --

BRAINIAC
I've searched it! Where else?

ALIEN LIEUTENANT
(racking his memory)
The only other humanoids we've come
upon were a small, backward planet
called Earth, in quadrant nine! But
there's nothing there -- what are
you looking for?

BRAINIAC
...Revenge.

BRAINIAC reaches up with a caped appendage, ALIEN LIEUTENANT bracing for the worst as -- a small, harmless SPARK passes between them. BRAINIAC begins to laugh. The LIEUTENANT looks up, smiles hopefully, nervously joins in as BRAINIAC blasts him with a blinding BURST -- drains him and --

CUT TO

CONFIDENTIAL

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P1531

OUTSIDE THE CRAFT. SAME TIME. The dimly lit ship releases the destroyed ALIEN VESSEL, sends it tumbling into the void. As the dimly lit CRAFT blasts ahead at hyper-speed, its outline begins to change -- transform -- widen and rise. The craft barrels by a star, its brightness briefly revealing the ship's now ominous form -- an immense HUMAN SKULL and --

ANGLE ON

SKULL SHIP EYE SOCKET. The hideous spectre of BRAINIAC is seen in stark relief, staring into the black of space as we --

CUT TO

CLOSE UP -- a sweating CLARK suddenly climbs into FRAME -- hand over hand -- moving fast up a near-sheer cliff face -- hands flying from hold to another -- cliff face passing in a blur -- stunning strength -- a hundred feet a second -- we've never seen anyone climb this fast when we suddenly hear --

A LITTLE GIRL'S VOICE (OVER)
How do you do that?

CLARK looks, loses his focus and --

PULL BACK TO SHOW

DAILY PLANET GYM. CLARK is hurled down by the gym's perpetual climbing machine, lands at a 10-YEAR-OLD GIRL'S feet. CLARK jumps up, goes to the closed gym door, checks the lock --

LITTLE GIRL
My aunt's key worked in the door.
I'm learning how to be a reporter!

CUT TO .

DAILY PLANET CITY ROOM. CLARK comes through the busy space in his sweats, leads the LITTLE GIRL by the hand --

LITTLE GIRL
But how can you climb that fast?

CLARK
As I've explained, the machine was broken and I was just hanging on.

REPORTERS regard the under-dressed CLARK as he passes --

LITTLE GIRL
You were climbing.

CLARK
Hanging.

LITTLE GIRL
Climbing.

CLARK
You're a lot like your aunt.

They pass a vending machine. The LITTLE GIRL pauses, puts in some coins, presses for a soda. Nothing. She tries the coin return. No response. CLARK watching. He scans the inner workings of the machine with his X-ray vision -- spots the stuck COINS -- pokes a particular place on the outside of the machine with his finger -- jiggles them free and the soda pops out. The LITTLE GIRL looks up at him, big smile and --

CUT TO

LOIS LANE'S CUBICLE. LOIS a whirlwind. On two phones at once. Typing as she speaks. FAX churning pages nearby --

LOIS
(into one phone)
Hold the presses for five minutes!
(into second phone)
How destructive?
(back into first phone)
Then just give me three!
(hanging one up, into second phone)
I owe you one!

LOIS hangs up the second phone as CLARK appears at the door, LITTLE GIRL at his side --

CLARK
Excuse me, Lois, but I found your niece down in the gym.

NIECE
He made the soda machine work! He just poked it and the can came out!

The NIECE goes to LOIS, whispers something, smiles at CLARK --

LOIS
You've got a fan.

LOIS hands a pile of paper to the little GIRL --

LOIS
Take these down to the presses.
Ask for a big guy named Bruno --

NIECE
Right away, aunt Lois!

The YOUNG GIRL dashes off with the pages. CLARK watching --

CLARK
Don't you think, Lois, that she's a
little young to be wandering around?

LOIS
No. But I do think you're taking
this relaxed dress code too far.

PERRY WHITE dashes up to the door. Frantically, to LOIS --

PERRY
I've got ten presses waiting for
your lead story and you're yakking
it up with Kent! Get back to work!

LOIS dives back into her story. PERRY stares at CLARK --

PERRY
Well, I'm glad to see at least
someone's using the gym!

CLARK about to respond when he's suddenly STRUCK by an all-consuming SOUND. He looks around -- PERRY WHITE seen walking away -- LOIS back on the phone -- OTHERS in the city room go about their normal routine -- no one seems to hear. CLARK backs down the hall as JIMMY comes up, launches into a dialogue CLARK can't hear through the intense SOUND. CLARK just nods, continues on, ducks into a utility closet and --

CUT TO

A HIGH, NARROW, VERTICAL SPACE separates the Daily Planet from a neighboring building. SOUND continuing OVER and

CLOSE ON

A LARGE VENTILATION COVER set on the side of the Daily Planet. Pigeons roost on the slats. The cover starts to vibrate. The pigeons rise in a collective flutter as CLARK suddenly blasts head-first out the hinged ventilation cover -- explodes skyward -- rockets up through the high, windowless, pigeon-filled space -- disappears into the sky and --

CUT TO

STRATOSPHERE. The JET STREAM jockeys clouds through the sky as a blue and red STREAK blasts through FRAME and --

CUT TO

ARCTIC TUNDRA. Snow storm in progress. The SOUND is much louder here as SUPERMAN trudges by in the blinding storm, trying to locate the source of the sound. He leaps into a deep RAVINE, head cocked, continues on and --

CUT TO

RAVINE. Near white-out conditions. SUPERMAN comes into view, tracking the noise, very near now. He stops, stares at the ground. SUPERMAN steps two paces in one direction, back another, looks down when -- the snow beneath him suddenly gives way -- SUPERMAN sucked from sight and --

CUT TO

THE ARCTIC FORTRESS. Giant STALAGMITES OF ICE stand column-like through the huge, dim chamber. Strange PICTOGLYPHS cover the walls. That SOUND very loud here as SUPERMAN crashes through the ceiling, slams HARD into the floor, slides down a steep grade, smashes into one of the massive STALAGMITES, shatters it. He skids toward a ledge, grabs hold of an ice ridge, stops short, looks down into a BOTTOMLESS FISSURE. SUPERMAN stands, moves away, spies something and --

WHAT HE SEES

A SMALL, "TOY-LIKE" OBJECT sits on the frost-covered second half of the spherical space craft seen earlier. SUPERMAN focused on the object, drawn to it. Something stirred in his memory as he reaches to touch it and -- the "TOY" suddenly transforms into a large, menacing CREATION -- wildly folding and unfolding before his eyes -- moving fast -- nearly takes his head off -- SUPERMAN scrambles back but the MACHINE'S fast -- right on him -- circling around -- its metal plates CLANGING open and shut -- suddenly expanding (in size) -- encircling him in a fantastical ring of steel -- SUPERMAN tries to hit it -- it instantly dodges his blow -- he tries again -- and again -- each time the steel folding back to miss being hit when --

A STUNNING DISPLAY OF ICE-REFLECTED LASER LIGHT suddenly shoots from the object -- its powerful, refracted BEAMS converging around and over SUPERMAN to create --

AN IMAGE -- the dark, ill-defined face and form of a BEING -- male in appearance, ancient in age, equal measures of wrath, benevolence and grief etched in its craggy features --

IMAGE
You have matured well.

SUPERMAN
Who are you?

IMAGE
I am K. That which has called you.

SUPERMAN
Why?

K
Your past has been unearthered.

SUPERMAN
What do you know about my past?

K
I brought you to this planet.

SUPERMAN
Where am I from?

K
The answers to these questions are of less concern than your future, Kal-El.

SUPERMAN
Why did you call me that?

K
You must learn patience, Kal-El.

SUPERMAN
What about my future? Is that what I've been seeing?

K
It is enough to know I am always near.

SUPERMAN
For what?

SIL0223980000

will Earth?
K

...Know that I am near.

THE MECHANICAL CREATION suddenly reverts back to the small, "toy-like" object seen earlier. SUPERMAN stares at it, looks around, alone in the vast, cavernous, ice-walled space and --

CUT TO

SKULL SHIP. Our first glimpse of its disturbing, darkened interior. A dim energy source weakly glows in the center of the craft, beyond which a vast, catacombed rear area stretches into the blackness, from which are heard terrifying HOWLS and SCREECHING --

ANGLE ON

SKULL SHIP CONTROL PANEL. Strange, complex controls abound. Meters. Screens. And as we watch, sensors and gauges suddenly start to blink. The whole panel coming to life as our SOLAR SYSTEM suddenly appears on a large screen --

THE WEAK ENERGY SOURCE within the craft begins to pulse -- something suddenly observed moving within the dim light as BRIANIAC emerges up from the glow, moves to the control panel, watches the ship's powerful sensors automatically scan and analyze our solar system's planets as it speeds by each -- Pluto, Neptune, Uranus, Saturn, Jupiter, Mars, EARTH -- on which the screen suddenly freezes -- locked on our planet -- BRAINIAC watches as waves of our planet's electromagnetic transmissions, tv and cable shows, start sweeping over his many screens -- a smorgasbord of global programming seen as individual screens catch BRAINIAC'S eye --

AN ULTIMATE FIGHTING CHAMPIONSHIP. Two gorilla-size GUYS beat one another senseless inside a caged ring. FANS pressed to the wire mesh --

RING ANNOUNCER (OVER)
It doesn't get better than this!

NEXT SCREEN

JAPANESE GAME SHOW. 50 manic Asian CONTESTANTS mud-wrestle up a steep, soggy hill toward a gleaming TOYOTA and --

NEXT SCREEN

FASHION SHOW. Rail-thin MODELS waft down a runway while CNN's Elsa Klensch provides commentary --

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PULL BACK TO SHOW

LEXCORP. NIGHT. LEX livid as he slaps the DAILY PLANET onto his desk, addresses a phalanx of SECURITY PEOPLE

LEX

I want her sources tracked down! I want a rebuttal! I want that mud-slinging minx's press card! Just when I'm trying to clean up my image a story like this breaks!

MORRIS

(stepping forward)
I'd just like to remind you, sir, in the positive column, we do have Lexcorp "Kid's Day" tomorrow.

LEX

(to a HUGE SECURITY GUARD)
Break his spleen.

THE HUGE SECURITY GUARD moves in when the phone rings --

MORRIS

I'll get it!

MORRIS picks up the phone, listens, hands it to LEX --

MORRIS

It seems there might be a tad of trouble at the nuclear plant..

CUT TO

hey Herb? can we do it?

LEXCORP NUCLEAR FACILITY. ALARMS sound all around the barb-wire enclosed plant. WORKERS fleeing the main building as a MOTORCADE arrives -- six MOTORCYCLES screech to a stop in perfect formation, next come a string of armored, smoke-windowed LUXURY CARS, followed by an enormous stretch HUM-VEE replete with flapping flags, flashing bubble lights and blaring sirens. The motorcade stops. A dozen huge MEN leap out, take positions around the HUM-VEE, guns drawn, speaking into sleeve mikes. MORRIS jumps from the front passenger HUM-VEE door, comes around, opens the rear door and LEX emerges, starts into the facility. The ARMED MEN surround him like a front-line around a quarterback --

LEX

(spotting a fleeing WORKER)
Grab him!

ONE of the ARMED MEN grabs the terrified WORKER, hauls him along as the GROUP marches into the main entrance and --

CUT TO

LEX, MORRIS and a group of heavily armed SECURITY GUARDS are led down a power plant corridor by the babbling WORKER --

WORKER
Came -- sucked -- head -- power

LEX
(to MORRIS)
Make a note, more mandatory drug tests.

THEY near the door to the REACTOR ROOM. The babbling WORKER turns in terror, runs back down the hall and --

CUT TO

REACTOR ROOM. LEX and his TEAM burst through the doors and --

ANGLE ON

The two ALIEN CREWMEN from the Skull Ship examine the NUCLEAR REACTORS with high-tech devices -- measuring their reaction rates and output. LEX'S GUARDS fan out around the room, guns on the ALIENS --

LEX
(stepping forward)
Listen up -- I wrote the book on corporate espionage! If you want energy, you pay through the nose like everyone else!

ALIEN ONE and TWO respond with aggressive grunts. LEX'S SECURITY TEAM cock their weapons as the ALIENS suddenly kill the lights and all HELL breaks loose -- MACHINE GUNS muzzle-flash in the dark -- RICOCHETS everywhere -- SCREAMS -- SIRENS -- mass confusion until the lights suddenly go back on to reveal the LEXCORP SECURITY TEAM is seen wounded around the room -- the two ALIEN HENCHMEN observed heading out the door, each dragging a large, kicking SACK as we --

CUT TO

Aliens?

SKULL SHIP. The ALIENS elevate up through a hatch in the main room, dump the SACKS on the floor. LEX and a huge SOMOAN SECURITY GUARD roll out. LEX leaps up, looks around --

LEX
If this is some frigging surprise party I am not amused!

LEX suddenly spies BRAINIAC on a high, balcony-like ledge, screams up at him --

LEX
I have no problem killing an out-of-work actor in a Frankenstein suit!

BRAINIAC just staring down --

LEX
Listen, freak, whatever you got for this gig won't cover your funeral!
(to his huge SECURITY GUARD)
Go to town.

ANGLE ON

THE HUGE SECURITY GUARD'S massive hand reaches under his coat, serious diamond pinky ring seen as he pulls out a large-bore, sawed-off, four-barreled SHOTGUN, lifts it and

ANGLE ON

STARING DOWN THE BARRELS, BRAINIAC square in the sights. The SECURITY GUARD swings the gun -- FIRES two barrels -- blasts a yard-wide hole in a wall just to BRAINIAC'S side --

LEX laughs as the SECURITY GUARD re-aligns on BRAINIAC, smiles, full set of silver-capped teeth revealed when everything starts to move. The SECURITY GUARD realizes he's levitating into the air as BRAINIAC raises an outstretched, cape-covered arm, points at the huge GUARD, propels him toward a cave-like OPENING set amid the myriad catacomb holes. Laser beams barricade what must be a dangerous entity inside as --

THE STRUGGLING SECURITY GUARD drops the shotgun -- it falls to the floor -- two other barrels FIRING -- BLAST barely missing LEX -- blowing apart another wall as --

BRAINIAC floats the SECURITY GUARD toward the hole -- spits a light-like bolt at the opening -- turns off the laser grid -- the GUARD is hurled into some space below -- horrible eating SOUNDS -- crunching -- slurping -- a sudden satisfied burp, as if a gourmet feast had been consumed and --

LEX
It's not ringing any bells.

BRAINIAC
He would have great power in your world.

LEX
Superman?

BRAINIAC
(quickly coming near, brows sparking)
Describe him!

LEX
Faster than a speeding bullet,
stronger than a locomotive, real
jock-type --

BRAINIAC
Kal-El!

BRAINIAC'S REACTION electric -- sparks arcing all around --

LEX
Friend of yours?

BRAINIAC
I'm here to kill him!

LEX
You can't, believe me I've tried.

BRAINIAC
I watched his world die screaming.
Invulnerable is something its
inhabitants were not.

LEX
Pinch me, I'm in a dream! I know
everything about him! His habits,
his likes, his dislikes --
(arm around him)
We'll work together!

BRAINIAC
(eyeing him)
Acceptable.

LEX
So what's your beef with him?

BRAINIAC
The fact he's alive.

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LEX
Works for me.

BRAINIAC goes to a recessed compartment, removes a glowing green rock -- KRYPTONITE. BRAINIAC takes the mineral to the large hole we saw the SECURITY GUARD propelled into, drops the rock in. High-pitched SQUEALS and the grinding sounds of consumption heard --

LEX
(staring down at earth)
Can't they see us down there?

BRAINIAC
My ship's presence is concealed by
a neutrino shroud.

LEX
(nodding, impressed)
I gotta get me one of those...

CUT TO

METROPOLIS CHILDREN'S HOSPITAL. MORNING. CLARK being led down a corridor by a HOSPITAL OFFICIAL, mid-conversation --

HOSPITAL OFFICIAL
Our critical care instruments are sensitive to power fluctuations of any kind. As of last night, we've been forced to switch our entire premature labor ward to generator power.

CLARK and the MAN stop at a window overlooking the "preemie" ward. Rows of infants lie in ventilator-assisted incubators. The fragile BEEPING of their fast-beating hearts are heard --

CLARK
The paper's been getting calls all morning of power disruptions. We'll get to the bottom of it.
(looking in at the INFANTS)
I promise you.

CUT TO

METROPOLIS STREET. SAME TIME. LOIS'S CAR pulls up outside LEXCORP. Many SCHOOLBUSES seen. Metropolis CHILDREN stream into the atrium, pass beneath a banner reading --

LEXCORP KID'S DAY

LOIS

(stepping from the car, looking around)
 Today he owns nuclear reactors and a satellite. Tomorrow, a toothbrush and a tin cup.

LOIS'S NIECE goes up the steps, joins a group of KIDS drawn to a large model of LEX'S SATELLITE in the middle of the plaza. Never mind the solar-cell wings, they're awed by what looks like a cannon protruding below --

BOY #1

A sun gun!

MORRIS standing nearby, hurries over to correct them --

MORRIS

That's the Photon Refractor. Soon it will beam concentrated sunlight to energy-poor areas around the globe. As a tool for peace. The Photon Refractor is the opposite of a gun.

BOY #2

Yeah, well it looks like a gun to me.

BOY #3

A really big gun!

LOIS

Where's Luthor, Morris? Let's get this rebuttal over with.

LOIS follows MORRIS into the atrium, glances up at the tremendously tall building, notes fast-moving STORM CLOUDS moving in over the city and --

CUT TO

LEX'S OFFICE. Phone ringing away on his desk. LEX locking the office doors. He moves swiftly to the windows, closes the drapes. Reason for his actions clear as we --

PULL BACK TO SHOW

BRAINIAC squats on the conference table. POWER CABLES are seen pulled from the floor, snake under his cape. A crackling HUM tells us energy is streaming into him. LEX grabs a stack of FAXES, holds them up as he anxiously approaches BRAINIAC --

LEX

These are emergency bulletins from my nuclear facilities -- each one reporting unexplained increases in reaction rates and decreases in the amount of power being put out.

BRAINIAC just eyes him, soaking up the juice

LEX

Look, I don't know what the laws are like where you come from, but I can only keep something like this under wraps for so long. If news of this gets out they'll yank my reactor license just for starters --

The lights in LEX'S office begin to fluctuate. BRAINIAC pulling more power, ecstatic expression --

BRAINIAC

I must observe Kal-El.

LEX

Superman's a secrecy nut, but if you want to eyeball him, Lex can do -- after we deal with this missing energy issue.

BRAINIAC

Now!

LEX

It's not so simple, Brainiac. We have to orchestrate a crisis, put some widow or child's life in danger.

BRAINIAC'S head emits a high-pitched WHIRRING sound.

LEX

{cowed, sotto}
...Your hard drive loading up?

BRAINIAC

Silence, while Brainiac reverses the polarity in which power flows!

LEX

Right here, right now?

CUT TO

LEXCORP LOBBY. Dozens of KIDS crowd onto four, glass-enclosed ELEVATORS. LOIS, her NIECE stand outside one --

NIECE

I don't want to go, aunt Lois.
I want to stay with you.

LOIS

I have to see Mr. Luthor for a short interview. You go with the other kids to the observation deck and we'll meet back here.

NIECE

But I'm afraid of heights.

LOIS

I'll help you write a story about it afterward, like a real reporter.

NIECE

Okay, aunt Lois.

They hug. LOIS'S NIECE gets on one of the crowded elevators. The doors close. Her NIECE bravely waves as the glass-enclosed CAR glides up through the atrium and --

CUT TO

LEX'S OFFICE. BRAINIAC'S head really whirring now, LEX looks on with growing concern --

LEX

I'm at a loss to understand what you're doing.

ALARMS start to sound throughout the building. LEX rushes over, opens a panel, studies the building's CONTROLS --

LEX

There's an electrical fire!

BRAINIAC

Shorting out the elevator switches.

LEX

The kids!!!

BRAINIAC

What are "kids" but miniature humans?

CUT TO

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WB012920

P1547

ASCENDING ELEVATOR (NOTE: we'll call this elevator #1). LOIS'S NIECE shields her eyes as the glass-enclosed ELEVATOR travels up the outside of the 200-story LEXCORP building. She peeks between her fingers, sees how high up she is, spies the other three ELEVATORS rising at various heights alongside. The ELEVATOR heads toward the fast-moving STORM CLOUDS sweeping around the building as the car suddenly enters the enclosed shaft covering the last 50 stories to the top, angles sharply up a ramp, continues ascending and --

CUT TO

TOP OF THE FOUR ELEVATOR SHAFTS. Sparks from BRAINIAC'S overload rain down into the darkness as BRAINIAC'S two ALIEN HENCHMEN suddenly appear from above, holding high-tech devices. They grunt an exchange before aiming their devices at the elevator cables, SEVER them one-by-one and --

CUT TO

INSIDE CAR #4. It's almost to the top of the enclosed shaft. A dozen CHILDREN wail in terror as the elevator suddenly drops like a stone, ALARMS heard OVER. CARS #3 and #2 are suddenly seen plummeting as well and --

CUT TO

METROPOLIS STREET. CLARK in the back of a moving cab, DRIVER yakking away up front when CLARK hears something, turns his head -- his super-hearing picks up the distant sound of the Lexcorp building ALARM. The DRIVER stops at a light, still gabbing as he glances in the rear-view, realizes CLARK'S gone, some bills left as payment on his seat and --

CUT TO

LEX'S OFFICE. LEX dashes to the windows, rips the curtains open, looks down through a break in the clouds at the school buses seen parked far below, turns back to BRAINIAC, livid --

LEX

Can you comprehend the publicity
fall-out of 50 children being
splattered across my lobby!!!

A WHOOSH behind him as SUPERMAN streaks by the window and --

CUT TO

ELEVATOR SHAFT. CAR #1 is just ascending to the top floor when the two ALIEN HENCHMEN cut its cable. The CAR plummets from sight at a sickening speed, the two ALIENS grinning as it goes and --

CUT TO

ELEVATOR SHAFT. CARS #4, #3 AND #2 free-fall down the enclosed shaft and --

CLOSE ON

THE TRAILING CABLES of the three ELEVATORS whip wildly as they fall -- suddenly catch one another -- knot together in a tangle of steel as all three CARS hit the angled ramp and --

CUT TO

INSIDE CAR #4. The KIDS are pressed to the back of the car by the sudden angled movement -- stare wide-eyed out the glass-enclosed front doors as they barrel down toward the glassed-in outer shaft running down the last two-thirds of the Lexcorp building. All three CARS are about to be propelled out over the city, 150 stories up, KIDS screaming and --

CUT TO

OUTSIDE THE LEXCORP BUILDING. The three ELEVATORS fly down the last part of the ramp, derail and -- the three CARS blast out the glass shaftway -- free-fall for an instant before the tangled cables hook over a shaftway, catching them --

THE CARS stop suddenly -- glass breaking out of their sides as the ELEVATORS tip forward -- KIDS rolling toward the long drop -- about to topple out when --

SUPERMAN rockets up from below -- angles the CARS upright -- the KIDS roll to the rear walls of the cars, grab the railing -- but one LITTLE BOY doesn't make it -- falls out -- just manages to grab a sheared-off electrical cable dangling from the roof -- hangs on for dear life in the gusting winds and --

CUT TO

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P1549

LEXCORP PLAZA. PARENTS and PASSERSBY hear the ALARMS and breaking glass -- look up at the LEXCORP BUILDING to see the heart-stopping sight of the three elevators hanging outside the shaftways -- KIDS screaming -- LITTLE BOY dangling by the cable -- STORM CLOUDS swirling above and --

CUT TO

150 FLOORS UP. The three ELEVATORS sway in the wind -- LITTLE BOY losing his grip -- crack of LIGHTNING -- SUPERMAN forced to keep the ELEVATORS level as he edges toward the BOY -- positions himself -- reaches out --

SUPERMAN

Take my hand.

The LITTLE BOY is too scared to comply when the cables holding the CARS in place suddenly loosen and all three ELEVATORS drop another five feet -- the LITTLE BOY slips loose -- SUPERMAN just grabs him as he falls -- catches him -- lifts him back into the elevator -- breaths a sigh of relief as an odd RUMBLING is heard -- strange vibration and -- CAR #1 suddenly shoots down the ramp -- catches the tangled cables of the other three CARS with the force of a freight train -- drops into its shaft -- continues to fall as it PULLS two of the three hanging CARS back into the shafts -- drags them along with it as the fourth CAR is yanked down the outside of the LEXCORP BUILDING -- peeling away huge panes of the glass-enclosed shaftway as it falls -- SUPERMAN rockets down after the falling mass of CARS, screaming KIDS and cables as we --

CUT TO

PLAZA. AN ELEVATOR MAINTENANCE VAN pulls up outside the LEXCORP BUILDING and two WORKERS climb out --

WORKER #1

(sipping a coffee)

Bring the tools?

WORKER #2

Nah, it's just a routine maintenance call.

WORKER #1

(glancing up, eyes widening)

...Who did the last job?

A huge PANE of falling glass slices the truck in two and --

CUT TO

ATRIUM. LOIS, MORRIS and EVERYONE in the lobby stare up at the ELEVATORS -- gut-wrenching beat -- the KIDS and --

CUT TO

SUPERMAN blasts down the shaft -- reaches the top of the nearest falling elevator -- grips the roof while spreading his feet to retard its fall as he strains to reach into the next shaft -- catches the second falling car like an outfielder -- SUPERMAN'S bicep crashing through the steel I-beams that separate the shafts as he flings CAR #2 back up and --

CUT TO

INSIDE CAR #2. THE CRAMMED KIDS suddenly weightless and --

CUT TO

ELEVATOR SHAFT. SUPERMAN uses his X-RAY VISION to fuse CAR #3 -- safely fixing it between floors as CAR #4 plummets past outside -- packed with screaming KIDS -- SUPERMAN rockets after it -- grabs its cable -- ties it across the shafts in a flash -- stopping it and CAR #2 which now drops down -- bounces to a halt on the outstretched cable and --

CUT TO

CAR #1. The last car still plummeting. LOIS'S NIECE seen pressed against the glass, wailing -- SUPERMAN desperately trying to catch up -- atrium coming into view below and -- he's not going to make it -- SUPERMAN yanks a beam free -- hurtles the piece of steel like a SPEAR and --

THE BEAM flies by the CAR -- lodging at an angle at the base of the shaft just as SUPERMAN gives a mighty burst of super breath down a parallel service shaft -- the ELEVATOR hits the beam as the column of fast-moving air comes out the bottom of the shaft -- cushioning and deflecting the elevator to full horizontal as the DOORS explode open and -- 12 KIDS are launched at 400 mph into the mirrored lobby -- SUPERMAN a split-second behind -- at hyper-speed starts picking out the reflections from the real KIDS -- slowing them each to a gentle drop --

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P1551

LOIS'S NIECE the last one left -- about to crash through the plate glass windows as SUPERMAN races in -- bear-hugs her and his back takes the full brunt as they BLAST through the glass -- SUPERMAN cradling her -- back turned -- slows them down as his head stops mere inches from the sharp, cannon-like Photon Refractor model in the plaza. SUPERMAN manages a smile -- sets LOIS'S NIECE on the ground and --

CUT TO

LEX'S OFFICE. LEX and BRAINIAC at the windows. BRAINIAC'S expression literally electric, staring down at SUPERMAN --

LEX

Well go on already, kill him!

BRAINIAC

No. This is a moment to be savored.

LEX

(staring down at SUPERMAN, so close)
Levitate him! Eat him! Do whatever
it is you do!

LEX spins, suddenly realizes BRAINIAC has vanished --

LEX

What about Superman! What about
the damage to my building! What
about all this missing power!!!

But BRAINIAC'S gone. LEX sinks into his seat. Features tightening. Plan forming. He picks up his phone, starts dialing --

LEX

...For once I think the world's
interests and mine coincide.

CUT TO

PLAZA. LOIS runs up, hugs her niece, regards SUPERMAN --

LOIS

God bless you.

THEIR EYES lock in an unwavering gaze. She looks back at her NIECE, kisses her, looks up again to see -- SUPERMAN'S left. Police cars and fire trucks pull up to the curb as CLARK KENT comes through the crowd, sees LOIS and her NIECE --

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JAPANESE RESTAURANT. Crowded. CHEFS cooking Benihana-style at each table. CLARK and LOIS sit beside several STRANGERS at a stove-top table in the center of the room. CLARK surprised by the setting and how busy the place is --

CLARK
Perhaps we could try a quieter

LOIS
(to a passing WAITER)
I'll have a sake.

CLARK
Make that two.

CLARK looks around. An ANCIENT COUPLE in their 90s sits at a table nearby, holding hands. Across from them, a boisterous group of COLLEGE FRAT BOYS seen drinking too much beer, sticking chop sticks up their noses, throwing food. CLARK and LOIS'S sake arrives. CLARK tosses his back, to the WAITER --

CLARK
Two more.

LOIS
You know, you're very different at work, Clark.

CLARK
I am? Thank you.
(that didn't come out right)
So...Where are your niece's parents?

LOIS
My sister's a single mom. Having some hard times. I've been taking care of my niece for the last few months. That was nice of you to invite her to the zoo.

CLARK
Lois, you know this "alien" story everyone has such a...thing, about?

Their CHEF appears, bows, tosses a bowlful of vegetables on the stove, CLARK and LOIS obliterated in a cloud of steam --

CLARK
(waving it away)
Well the ship did have an occupant named Superman.

LOIS shakes her head. Poor, confused CLARK. Patiently --

LOIS

Superman is a man with super powers, Clark. That's why they named him "Super...man."

CLARK

Actually, Lois...you named him that, in the pages of the Daily Planet.

LOIS

Because he is a human who, through some genetic fluke, leap-frogged several eons ahead of the rest of us, a sort of hopeful harbinger of our evolutionary future. Or didn't you read my column?

CLARK

Always. And I know the piece by heart. An "anonymous source" said, off the record, that back in the 60s a private Midwestern genome lab enhanced a perfect male baby

LOIS

Right. So?

CLARK

Well the piece relied entirely on "unnamed experts," "top insiders" ...and wishful thinking.

LOIS

(setting down her saki, furious)
Are you questioning my journalistic competence?

CLARK nervously begins tapping his foot under the table -- sets up a strong vibrational field and -- everyone's water glass suddenly SHATTERS, the windows shake. CLARK hurriedly rises, pent-up and jittery --

CLARK

I have to use the men's room.

CUT TO

MEN'S ROOM. Those at the urinals react to a FLUR and rush of wind which starts at the door and ends at the open window --

CUT TO

GOD'S EYE VIEW OF THE WORLD as the blur streaks full-speed around the globe's girth, blowing off steam and --

CUT TO

RESTAURANT. TWO MINUTES LATER. CLARK returns from the men's room. All around, as though a bomb went off, BUSBOYS sweeping up the broken glass from his foot tapping. He sits down --

LOIS
Your hair, it's windblown.

CLARK
The hand dryer was a little strong. As I was saying, Lois...what you wanted to believe was natural, and nice -- that the Man of Steel was a man. After all, he looks like a man, doesn't he? And you weren't alone -- all of Metropolis wanted to believe too. So did Superman... Superman most of all.

In the BG, the OLD COUPLE are seen complaining about their under-cooked entrees. CLARK surreptitiously directs his x-ray vision to their meat, instantly cooks it. The OLD COUPLE glance at their now browned food, taste it in amazement --

LOIS
Clark, how do you know what Superman thinks? You always walk in the room a minute after he leaves!

LOIS stares at him. The words hang in the air --

LOIS
...No.

CLARK
C'mon Lois, is it really that hard to believe? I mean, look.

CLARK removes his glasses, takes off his tie. LOIS stares at him, a beat --

LOIS
There might be some resemblance

The FRAT BOYS at the far table are getting more rowdy, begin taking dinners from the trays of passing WAITERS. CLARK looks over, super-heats the plates to red-hot temperature, burning their hands, quickly quieting them --

LOIS

Honestly, Clark, how can you expect me to believe you're Superman?

CLARK reaches to the barbeque, picks up a coal. He squeezes hard, sets a DIAMOND before her. LOIS just stares, stunned --

LOIS

Why did you wait so long to...to tell me who you were?

CLARK

Because I didn't know who I was. Like the rest of you, I hoped. That I was one of you. Lois, it's not like I'm Jewish and you're Christian and will the kids be bar-mitzvahed or confirmed, it's more like... (turning away, groping for the words) We're not even the same species.

LOIS

What man and woman are?

CLARK

But I'm not a man.

LOIS

So much the better.

CLARK

Who knows what problems it could cause? What if I grow fins at 50? Or sometime you come home and find me making a cocoon? One day you'll want to have a baby, Lois, and I won't be able to give you one -- or if I can, he's liable to...who knows, a human carrying a "super baby," he's liable to -- to -- punch his way out. Everything's changed, Lois --

LOIS

Not the way I feel about you.

CLARK

I've found out I'm an alien, Lois.

LOIS

So you're "different," but what's "normal?" My father walked out when I was five. My mother left me to be raised by my grandmother. Growing up, I always felt like an outsider.

CLARK

You're brave, Lois, and that makes you a great reporter. But don't be brave in love, be wise. You need a man, not some outer-worldly being who crash-landed on your planet.

CLARK stands to go. She grips his hand --

LOIS

We're alike, Clark, can't you see that?

CLARK

I see too well, Lois. That's the problem.

CLARK walks out. LOIS watches him go. Welling emotions. She takes the diamond, squeezes it tight as we --

CUT TO

SWANKY METROPOLIS NIGHTCLUB. MORRIS stands outside the velvet roped-off door, guest-list in hand, as LIMOS pull up and the flashy DREGS of the city pile out and pass into the club. A neon sign over the club flashes --

THE BIG BANG

MORRIS nods greetings as the GUESTS go by, gets brushed aside by several sizable THUGS, turns as BRAINIAC emerges from the darkness. His turbanned head, full-length, embroidered cloak and dim lighting make him look almost passable (NOTE: a costume touch here reflecting BRAINIAC'S prior tv viewing) --

MORRIS

The guest of honor! Your table's waiting. Have any trouble finding it? Need someone to park your car?

BRAINIAC

My transport is stored.

MORRIS

Wonderful! Right this way!

BRAINIAC follows MORRIS in, sets off an ARC OF ELECTRICITY between his head and the club's neon sign as he passes, the sign dims and --

CUT TO

INSIDE THE CLUB. Smoky. Loud. Crowded. Wild. Booths line the walls -- the many criminal factions of METROPOLIS seen represented at each. BRAINIAC is escorted through by MORRIS, who pauses for introductions with various PEOPLE he passes --

MORRIS

(to a large MAN surrounded by BODYGUARDS)
Alphonse, this is Mr. Brainiac -- MF.
Brainiac, Alphonse Carbone.

MR. CARBONE

Nice cloak.

BRAINIAC nods, follows MORRIS to a booth packed with Aryan UNDERWORLD TYPES --

MORRIS

The Krupp boys -- Franz, Dieter, Gregor, Hans, Rader, Gunther -- meet our guest of honor, Mr. Brainiac.

Friendly hellos from the table. BRAINIAC responds in kind. MORRIS continues on, pointing out OTHERS as they go --

MORRIS

That's Maximillian and his wife Eudora, he runs a cement firm and she's a performance artist.

MORRIS indicates a table of swarthy MEN sitting around a large, masculine-looking WOMAN --

MORRIS

Those are the Alejandros. They've lost some prestige since the father, Herman, had the surgery and became Hermione, but you only live once, right? Ah, your table!

MORRIS seats BRAINIAC at a booth, behind which is a wall-size aquarium filled with SHARKS. BRAINIAC slides into the booth. MORRIS sees he has no feet, but seems to hover somehow --

MORRIS

Well that saves on shoe leather.

A WAITER sets down some bread sticks and a complimentary shrimp cocktail. About to pop a bottle of champagne --

BRAINIAC

(drawing from an earlier seen commercial)
I'll have a Colt 45...the champagne of beers.

not this
Good

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MORRIS

Relax and enjoy. Mr. Luthor will be here shortly.

BRAINIAC examines the shrimp cocktail, looks around, spies several WAITERS at a nearby table, lighting a crepe suzette, obviously making comments about BRAINIAC'S appearance. BRAINIAC stares at them -- poof! -- the flame of the crepe suzette suddenly becomes a bonfire -- the jackets of both WAITERS ignited as they dash flaming through the club --

THE LIGHTS dim as a wildly costumed LOUNGE SINGER comes out to the piano. (NOTE: Due to the outrageous nature of the characters in this club, the LOUNGE SINGER should be as flamboyant as possible. With that in mind, a majorly made-up Elton John takes the stage, launches into a song.) BRAINIAC watches, nodding his head, getting into it and --

ANGLE ON

LEX breezes into the club. Full entourage. BODYGUARDS clearing the way. LEX waving to tables he passes, tipping BUSBOYS, pinching CIGARETTE GIRLS, follows his BODYGUARDS to BRAINIAC'S table, slides in beside him --

LEX

Partner! Enjoying yourself? Try the food yet?

BRAINIAC sends a limp, arcing spark to the SHRIMP, stops --

BRAINIAC

The life force has already been drained.

LEX

(grabbing a passing WAITER)
Bring something alive for my friend.
A chicken or duck or something.

(surveying the room)

Everyone's here. We got politicians, movie stars, look over there --

(exchanging a wave with SHAQUILLE O'NEIL)

Makes a mill a night tossing a rubber ball through a hoop, talk about a racket. Over there's Martha Stewart, accidentally killed a guy with an under-done pork chop. I covered it up. They all owe me.

(turning back to BRAINIAC)

...So what's cooking with Superman?

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BRAINIAC

All the preparations have been made. Everything's in place for tomorrow. At this point, his death would be impossible to stop.

LEX

Exactly what I wanted to hear. (pouring a glass of champagne) Now then, there's a few items of business I want to clarify. Your power use for starters. (leaning in, staring at him) Stop messing with my reactors. I don't know how you're controlling them or where all that extra juice is going, but I can't afford to feed your energy habit forever. (LEX pulls a piece of paper) Also, this is an itemized bill for the damages to my building today. Prompt payment would be appreciated.

BRAINIAC ignites the piece of paper with a look, smiles at LEX. LEX shrugs, sits back, sips his champagne as the LOUNGE SINGER finishes and MORRIS comes out, steps up to the mike --

MORRIS

Ladies and gentlemen, on behalf of Lexcorp's illustrious founder, Mr. Lex Luthor, it's a great honor to introduce Mr. Luthor's new partner to his friends and associates -- the fabulous, the colorful, the brainy fellow Mr. Luthor's put so much stock in -- are you ready to meet him?

MEMBERS of the the CROWD call out "YES!" -- many around the room seen fumbling with napkins, reaching under tables --

MORRIS

Are you ready?

MORE PEOPLE around the room yell "YES!" -- same napkin fumbling and reaching under tables seen as LEX quietly slides from the booth, scurries into the darkness of the club --

MORRIS

Then here he is, the man of the moment, Mr. Luthor's future go to guy -- Mr. Brainiac! Let's pull out all the stops and give him a big Metropolis hello!

BRAINIAC AGENT BLUE IS TO KILL S-MAN, NOT HIM
FSG

WLF BRAINIAC
NEWS FILM

A SPOTLIGHT HITS BRAINIAC'S TABLE -- BRAINIAC practically levitating from the table, pink glow of pride, gives a wave. MORRIS makes a sweeping gesture to the LOUNGE SINGER and disappears backstage. The LOUNGE SINGER begins a ballad on the piano, plays the first few bars, suddenly strikes a discordant note and suddenly segues into a hell-bent version of "Great Balls Of Fire" as --

EVERY PERSON IN THE PLACE DRAWS A WEAPON -- STARTS SHOOTING -- WAITERS FIRING MACHINE GUNS -- COAT CHECK GIRLS BLASTING .357s -- BUSBOYS LOBBING GRENADES --

THE LOUNGE SINGER scrambles under the piano, continues playing with backward-turned hands as --

THE SHARK TANK explodes -- the large FISH sent thrashing across the floor -- biting at anything they can -- one of the sharks clamps down on a SHOOTING ASSAILANT'S leg --

BRAINIAC'S BOOTH is obliterated by TRACERS and GRENADES -- a bold WAITER steps in close -- fires a non-stop burst when --

A LIGHT BEAM SUDDENLY SHOOTS from the smoke obscured booth -- cuts the WAITER IN TWO so cleanly that his upper torso drops to the floor still firing and --

EVERYTHING STOPS as the DOZENS OF SHOOTERS realize BRAINIAC'S still alive after all they've shot -- they drop their guns, FLEE for the exits -- crazed STAMPEDE to get away as --

THE SMOKE slowly clears and BRAINIAC is revealed -- sitting in the demolished booth, holding a shredded shrimp tail, cloak in tatters, pained look, his pride the only thing damaged and --

CUT TO

LEX'S OFFICE. High atop Lexcorp. A robe-wearing, cigar-smoking, bare-foot LEX struts from his private bathroom, passes his piranha tank, looks in at the very large meat-eating fish seen earlier, now staring out at him --

LEX

Who's the man? Who's the man?

LEX picks up a whole salami, dangles it over the water --

LEX

I'm the man!

THE HUGE PIRANHA leaps up, grabs the salami, devours it as LEX continues into the room, puffing his cigar, heads for two strapping SWEDISH GIRLS standing by a massage table --

LEX
 Man needs woman. Woman needs
 man. Who's the man?

GIRLS/TOGETHER
 You're the man!

LEX high-fives one of the GIRLS, drops the robe, reveals he's wearing a red, white and blue thong decorated with the American flag, does an indian dance around the table --

LEX
 That out-of-work Klingon didn't know who he was dealing with! Comes to my planet, tries kicking me around and I showed that butt-ugly, bald head who was boss! I'm the man! I toasted his alien ass!
 (lying down, GIRLS starting to massage)
Lower.

ANGLE ON

A BANK OF SECURITY VIDEO MONITORS. Lobby seen. The frantic face of a SECURITY GUARD suddenly fills the SCREEN, screaming. The MAN vaporizes before our eyes, disintegrates to show BRAINIAC hovering through the atrium. The two GIRLS see what just happened, both in shock. LEX blissfully unaware --

LEX
 I don't feel the love, ladies.

THE DOORS to LEX'S office suddenly blow in. BRAINIAC stands in the entrance. LEX leaps up, reaching for his towel --

LEX
 My man! You okay? I ran when I heard the shooting!

BRAINIAC levitates the GIRLS out of the way as LEX runs to his desk, presses a button and a thick SECTION OF WALL opens to reveal a reinforced "SAFE ROOM." LEX dives inside and --

CUT TO

SAFE ROOM. LEX locked inside the bunker-like space. Deeply anxious. Looking around. He sits down, naked, save for the thong, puffs on his cigar as -- the floor is suddenly smashed out beneath him and LEX tumbles into a supply room below. He scrambles up to see BRAINIAC standing before him, begins babbling --

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P1563

LEX

Are you going to believe what you saw or what I tell you? Trust your partner! I went to the john! I had nothing to do with it! You're upset! Not thinking clearly! Count to 10! It works for me!

LEX backed against a wall, BRAINIAC moving in --

BRAINIAC

You walk like a hominid, but you talk like an invertebrate. You were curious about your reactors.

LEX

No, no -- the less I know the better.

BRAINIAC

(he sneers, continuing)

My ship requires vast amounts of energy. Your nuclear reactors are replenishing its supply. Once Kai El is killed, that process will greatly accelerate. In 72 hours, my reserves will be full.

*The WHAT'S
ALL DOING
FOR YOU
NEXT 3
DAYS*

BRAINIAC'S CAPE drops to the floor. And though we don't see what's underneath, LEX'S horrified expression tells us it's something truly ghastly --

BRAINIAC

At which point your over-loaded atomic facilities will go critical and explode. A radioactive cloud will encircle this planet, rendering it uninhabitable. The only thing I need to facilitate that outcome is ...your body.

with

And with that, BRAINIAC envelopes LEX in a stunning display of art department and special effects genius, transmutedly consuming him to the accompaniment of ELECTRIC ARCS as we --

CUT TO

DAWN. "LEXIAC" stands atop the towering LEXCORP building, reveling in the rising sun and the feel of human physical existence. (NOTE: save for an off-beat fashion sense, LEXIAC looks the same as LEX, though his manner and mannerisms should reflect LEX'S absorption. From here on he will be referred to as LEXIAC, but seem like LEX to all in METROPOLIS.) and --

CUT TO

DAILY PLANET. PERRY WHITE in his office, holding a piece of paper, stunned. He looks up at CLARK KENT, standing across --

PERRY
Resigning! Why?

CLARK
I just feel it's time to move on,
try different things, find myself,
so to speak --

PERRY
Quit the California-style psycho-
babble, Clark! Get a grip! You have
a good job. Good benefits. And your
pay just went up 50 bucks a week!

CLARK
It's not about money.

PERRY
Make it a hundred then!

CLARK
I won't change my mind, Mr. White.

CUT TO

CLARK'S OFFICE. CLARK packing his things. Emptying his desk. Pausing to peruse mementos, remember memories, as LOIS appears at the door. Stands there. Watches him pack --

LOIS
...Off to lose yourself saving
other people?

CLARK, head down, keeps packing --

LOIS
You've spent your whole life hiding,
and just when someone gets close
enough to see who's there, you run.

CLARK
There's a lot going on. It has
nothing to do with you, Lois.

LOIS
Look at me and say that.

CLARK looks up, stares at her. Painful pause --

LOIS
 You're memorizing my face...
 (stepping into the room)
 You're not coming back.
 (regarding him)
 My God, Clark, you're not different
 -- you're typical.

CLARK
 Gee, you're right Lois, all my
 problems are solved.

LOIS
 They could be, if you let down your
 guard long enough to face them.

CLARK finishes packing, lifts the box, regards her --

CLARK
 I need time to find answers, Lois.
 For now...it has to be goodbye.

LOIS
 I won't say it.

Charged beat. Both see LOIS'S NIECE standing at the door --

NIECE
 Are we still going to the zoo?

LOIS
 I'll take you.

NIECE
 But Clark said he'd go.

LOIS
 There's been a change in plans.

CLARK picks up his boxes. LOIS looks away. Long beat --

CLARK
 (to LOIS'S NIECE)
 Goodbye.

CLARK walks out, down the hallway. Passes several cubicles --

REPORTER #1
 Good luck, Clark!

JIMMY OLSEN
 Send me a postcard with women on it!

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CUT TO

DOWNTOWN METROPOLIS. A large HOLE is seen in the center of the street. Some underground explosion has blasted through the pavement, demolished several cars. A group of PASSERSBY help wounded PEDESTRIANS as another EXPLOSION chews up the street, sends PEOPLE screaming in all directions. CLARK appears through the crowd, gauges the severity of what's happening, starts looking for a place to change, spies --

AN UNATTENDED NEWSTAND. CLARK dives over the counter, starts pulling off his clothes when he sees the stunned NEWSTAND OWNER cowering in the corner, watching him undress --

CLARK
(jumping back out)
Sorry.

CLARK runs through the stampeding CROWD, ducks into an empty ATM foyer, starts tugging off his pants, glances up -- spies a security camera just as he hears --

SECURITY OFFICER'S VOICE (OVER)
This is a monitored area! Put your pants back on!

CLARK flees the foyer, pulling up his pants, sees an abandoned city bus, the passengers and driver have fled and --

CLARK runs up, boards the front of the vehicle. A STREAK is seen passing to the rear doors and SUPERMAN emerges, walks to the still smoking crater in the street, herds PEOPLE away --

SUPERMAN
Get back!

SUPERMAN looks into the hole, jumps down and --

ANGLE ON

A LIMO. Several blocks away. The darkened window comes down. LEXIAC watching. Smiles and --

CUT TO

INSIDE THE CRATER. SUPERMAN at the bottom of the hole, waist-deep in murky water, looking around, trying to determine the cause of the blast when -- something MASSIVE grabs his legs -- yanks him under -- tremendous THRASHING of water followed by a large volume of BUBBLES and then -- nothing -- SUPERMAN'S gone and --

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P1568

CUT TO

UNDERGROUND TUNNEL. SUPERMAN lies dazed, face down in a dark, slimy, twisting canal. He looks up to see -- a huge SHADOW scurrying away into the blackness -- horrific squealing SOUND heard -- receding into the distance as --

SUPERMAN propels himself forward -- chasing after the creature down the dank, snaking tube -- his super-hearing tracking its strange squeals through the maze of forking tunnels --

ELECTRIC LINES and WATER PIPES are seen ripped to shreds by the beast that's passed this way -- enormous claw marks actually gouged into the cement tunnel casing -- the SPARKING CABLES add an eerie light to the desperate chase --

SUPERMAN using all his speed to keep pace with whatever it is up ahead, frustrated by his inability to catch up, not used to this feeling as he suddenly races into an --

UNDERGROUND MAINTENANCE SPACE and comes face-to-face with the swinging, upside-down BODIES of two mangled TUNNEL WORKERS -- expressions locked in a silent death scream as --

THE SQUEALING, UNSEEN BEAST viciously yanks SUPERMAN from behind -- enormous speed and strength -- drags him back into the blackness -- SUPERMAN breaks free -- looks to see the BEAST disappearing down the labyrinth tunnel system -- what the hell is this thing as SUPERMAN takes after it -- tracking the SQUEALS -- hurtling through the twisting tunnels --

THE CREATURE leading him deeper and deeper into the depths -- SUPERMAN gaining on the BEAST -- glimpses of SOMETHING just ahead as SUPERMAN suddenly comes into an --

ENORMOUS, CENTRAL TERMINUS -- giant transformers, huge sump pump, wall-size ventilation fan seen -- the fan's spinning blades casting a strange, strobe-like effect throughout the space. SUPERMAN stands on a ledge over a large waste-water pool, his senses tuned, SQUEALING SOUND suddenly gone and --

NO SIGN OF THE CREATURE -- everything oddly quiet -- SUPERMAN looking all around when -- the SQUEALING is suddenly upon him -- SUPERMAN spins -- nothing -- SQUEALS getting louder -- source impossible to say as --

A TERRIFYING, FANTASTICAL CREATURE -- DOOMSDAY -- explodes from the water -- monstrous strength -- blazing eyes -- in an instant grabs SUPERMAN -- yanks him down with a SPLASH and --

CUT TO

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VIOLENT UNDERWATER STRUGGLE. SUPERMAN locked in a life and death battle with the powerful DOOMSDAY -- for an instant comes face-to-face with its horrendous features -- SUPERMAN breaks free -- fights to the surface and --

CUT TO

TERMINUS. SUPERMAN BLASTS from the water, lands on a ledge, lies there for an instant when DOOMSDAY crashes up from the murk -- the two of them trading blows -- dodging and grappling -- wrestling through thick cement walls like a titanic barroom brawl -- SUPERMAN gaining the upper hand when

A stinger-like BODY PART shoots from DOOMSDAY -- hits SUPERMAN in the chest -- glowing GREEN SLIME suddenly oozing from the wound -- instantly weakens him -- the Kryptonite DOOMSDAY'S been fed begins to work its lethal magic -- SUPERMAN uppercuts DOOMSDAY into the water -- collapses on a ledge -- his head inches from the huge, spinning FAN BLADES and --

CUT TO

METROPOLIS STREET. SAME TIME. A TANKER TRUCK marked Aviation Fuel comes barreling along, unaware of the mayhem ahead and --

CUT TO

TRUCK CAB. It's a MOTHER/DAUGHTER driving team. Flags and 4th of July ornaments decorate the compartment. Coffee mugs, hot plate, other items give a homey feel. The radio's cranked loud, tuned to a country western version of "I Am Woman." MOM and DAUGHTER singing along --

MOTHER/DAUGHTER

I am woman hear me roar, in numbers
too big to ignore, and I know too
much to go back where I came!

They pause to regard one another --

MOTHER

Men....

DAUGHTER

Who needs 'em?

CUT TO

CONFIDENTIAL

WB012943

P1570

UNDERGROUND TERMINUS. DOOMSDAY rockets from the water -- lands atop the Kryptonite-weakened SUPERMAN -- they WRESTLE beside the whirring blades -- SUPERMAN losing strength as --

DOOMSDAY hurls SUPERMAN into the giant FAN -- one of the BLADES comes loose -- giant piece of STEEL hurling out -- hits DOOMSDAY square in the chest -- pounding him backward -- knocking him into the water as --

THE NOW UNSTABLE SINGLE BLADE whirs faster around -- starts to vibrate -- cement around the motor mooring crumbling and -- the blade breaks off -- slices through POWER CABLES -- destroys the TRANSFORMER -- blasts through the roof and --

CUT TO

METROPOLIS STREET. TANKER TRUCK coming toward us when the road EXPLODES ahead -- giant BLADE flying into the air -- the TRUCK swerves -- skids -- MOTHER and DAUGHTER holding on for dear life as the TANKER plows over the edge -- catches a beam at the last instant -- dangles from its back wheels -- hangs precariously over the long drop into the terminus as --

JET FUEL spews from its ruptured side -- cascades down the broken rocks now heaped around the walls -- the sparking transformers seen in the flammable liquid's path as --

A Kryptonite-weakened SUPERMAN rises to help and --

CUT TO

METROPOLIS STREET. A CROWD gathers around the edge of the hole -- TRUCK hanging over the side -- POLICE arriving -- COPS pushing people back as a CAR pulls up and LOIS and her NIECE rush out, NIECE holding a handful of balloons --

POLICEMAN

Stay back!

But LOIS breaks through, runs toward the hole and --

CUT TO

A BADLY WEAKENED SUPERMAN pulls himself up to the TRUCK CAB -- reaches in -- MOTHER pushing her DAUGHTER into his arms -- scrambling out -- SUPERMAN lifts them to safety -- spies LOIS approaching down the street --

SUPERMAN
Get back, Lois!

LOIS
Climb out -- hurry!

SUPERMAN sees the shadow of DOOMSDAY moving up toward him -- his strong sense of duty making it impossible to run --

SUPERMAN
Not while it's still alive --

DOOMSDAY suddenly yanks him back down into the terminus -- two of them falling -- SUPERMAN hits the ground hard -- squares off against DOOMSDAY -- SUPERMAN badly hurt -- unable to defend himself -- DOOMSDAY delivering one vicious hit after another -- pummeling the Kryptonite-wounded SUPERMAN --

AVIATION FUEL splashing ever closer to the sparks --

DOOMSDAY connecting with lethal force -- each impact like a hammer of the Gods as --

THE FUEL suddenly hits the sparks -- terrific EXPLOSION -- floor of the TERMINUS blasted down -- everything in the room sucked away -- SUPERMAN just managing to grab hold of a broken cable -- watches DOOMSDAY disappear --

THE CABLE suddenly gives way and SUPERMAN drops -- lands face-down in the muddy debris and boulders -- his dirt-covered body making it difficult to tell how badly hurt he really is. LOIS tries to climb down, is blocked by rocks and high-velocity water streaming from a broken main as --

SUPERMAN starts crawling upward over the blasted boulders piled along the walls -- ledges breaking away beneath him -- barely hanging on as he reaches the gushing water -- pulls himself through -- mud washed away to reveal --

THE MAN OF STEEL'S badly bloodied body -- mortal wounds -- suit shredded -- LOIS stifles a gasp -- reaches down -- uses all her strength to help him up the last few feet -- SUPERMAN collapses in LOIS'S arms -- stunned CROWD watching all around as LOIS'S NIECE slips through, runs up and --

TIGHT ON

SUPERMAN dying in LOIS'S arms --

LOIS
No!

SUPERMAN looking up in her eyes, life ebbing away --

STILL

LOIS
 You can't! I won't let you!
 (screaming back to the POLICE)
 Please, do something!
 (grasping his hand)
 Hold my hand! Come on --

SUPERMAN
 ...I'm sorry, Lois.

LOIS
 Listen to me. Listen to me.
 You'll be fine. Hold on --

SUPERMAN'S eyes starting to close --

LOIS
 Help's coming -- I need you to
 hold on -- just hold on --

SUPERMAN'S EYES shut all the way. Dead in her arms --

LOIS
 Don't leave --
 (hugging him tighter)
 Oh God don't leave!

LOIS holding him, rocking back and forth as her NIECE breaks
 down as well, dreams shattered, lets go of the balloons --

THE BALLOONS float into the sky, drift toward the heavens as
 we --

FADE OUT

BLACK SCREEN. Pealing CHURCH BELLS fill the darkness and --

FADE IN

CLOSE ON -- A NEWSPAPER HEADLINE tells the news --

SUPERMAN DEAD! WORLD MOURNS!

PULL BACK TO SHOW

THE PAPER lies in a trashcan, under a streetlight as we --

PULL BACK FURTHER TO SHOW

METROPOLIS BOULEVARD. NIGHT. The entire city seems laden with black bunting. Solemn CROWDS mass behind barricades, packed ten deep, many holding candles --

STREET PEOPLE are seen gathered around trash can fires, their smokey flames and silent stares like a quiet riot against the death of a champion of the poor --

ALL OF METROPOLIS lines a FLAME-FLICKERING procession route that stretches as far as the eye can see. WOMEN sob. MEN try to be stoic. But it's the KIDS' teary eyes that break your heart as --

A MARINE HONOR GUARD marches slowly past in perfect step, leads a horse-drawn gun carriage bearing SUPERMAN'S grand, flag-draped bronze casket. BELLS ring OVER the city and --

ANGLE ON

A BLACK-VEILED LOIS and her matching NIECE walk behind the gun carriage, each clutching a bouquet of white roses --

BLACK-SUITED DIGNITARIES follow in solemn step behind, after which come a line of black robed PRIESTS. The procession passes TV CAMERAS relaying the funeral to the world --

THE HORSE-DRAWN carriage passes a roped-off section holding dozens of PEOPLE FROM AROUND THE WORLD, many nationalities seen, FAMILIES clutching one another, all in deep grief --

LOIS AND HER NIECE walking mournfully behind the gun carriage, heads bowed. LOIS reaches for her NIECE'S small, white-gloved hand, holds it tightly --

A MILITARY DRUM UNIT at the rear of the procession provides a steady drum roll over the proceedings when --

AN ODD SHUDDER is suddenly felt, passes like a small tremor through the city. BIRDS scatter from the trees along the boulevard. MOURNERS exchange glances. Sonic boom? Tremor? All focus soon returning to the procession passing by and --

CUT TO

SOMEWHERE ELSE. A warm light fills the SCREEN. Serene silence. Sense we're floating when SOMETHING moves in the brightness. No idea what it is and --

CUT TO

FUNERAL PROCESSION. Passing through the flame-flickering streets. LOIS looks up at the casket, stares at it as we --

CUT TO

SUPERMAN'S TOMB. THE PROCESSION passes through the gates guarding the park-like setting of SUPERMAN'S TOMB -- a glorious, dramatically lit monument in the center of fountains and a reflection pool. CROWDS line the entrance, watch as the gun carriage and FOLLOWERS head down the path. The DRUM UNIT stops outside, continues its somber drum roll and

CUT TO

THAT PLACE. Same dream-like light filling the SCREEN, through which something again is seen to move. As if struggling. The filtered light makes it impossible to see what and --

CUT TO

INSIDE THE TOMB. Several dozen MOURNERS stand silent in the thick-walled, high-ceilinged space. LOIS and her NIECE watch as a PRIEST -- FATHER DICK DONNER -- steps up to a podium above the casket, large cross seen on the wall behind --

FATHER DONNER

Where is our knight in this trying time? He lies before us. Have we no armor of our own? We do, in the knowledge we will never take final leave of this man. His memory will shine forever, illuminating the path to higher things. God rest his soul.

FATHER DONNER steps back. LOIS steps forward, walks through the crowd. Recognized faces seen among them -- personalities glimpsed related to SUPERMAN, reflecting the public nature of prominent passings as LOIS steps up to the podium. She lifts her veil, looks down at the casket --

LOIS

...There are stories being written, broadcasts on tv, that seem aimed at taking his life and death and making him into some sort of God.

Long beat, looking around --

LOIS

He wasn't.

(pausing for strength, continuing)

He was an extraordinary man, who would have wanted to be remembered as an ordinary one. He was a man who had no family, but who embraced us all as his own. He was a man whose thirst for justice and goodness could not allow him to turn his back on other people's problems, and ultimately cost him his life. He was a man who saved people, yes, but who left something more precious and lasting -- hope for a cynical world.

LOIS wills herself to finish, stares directly at the casket --

LOIS

...He was a man who inspired me, because he cared about the things that I did. And I can say with all my heart, all my soul, that no matter where I go, no matter who I meet -- he will always be the most unforgettable person in my life, and I cherish the time I spent with him.

LOIS breaks down. The PRIEST takes her hand, leads her from the podium. LOIS gently kisses the flag-draped casket and --

CUT TO

LIGHT-FILLED FRAME. The badly scarred face of SUPERMAN for an instant comes into view, floating by, odd angle and --

CUT TO

TOMB. A drum roll starts outside, echos into the room as the MOURNERS begin filing out. A somber-seeming, black-suited "LEXIAC" leaves with the others as a JOURNALIST comes up --

JOURNALIST

Any last thoughts on Superman, Mr. Luthor?

LEX

...He was a great American hero.

LOIS overhears, looks at LEX as the MOURNERS leave and --

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WB012949

P1576

THE SOLID BRONZE doors clang shut behind, echo through the tomb, two MARINE HONOR GUARDS standing at rigid attention outside. The MOURNERS pass down the tomb hallway as another set of DOORS close, MARINES continuing forward and

THE FUNERAL GUESTS pass outside, stand under a starry night sky. A steady drum roll is heard OVER as the massive outer DOORS slowly seal shut, lock with resounding finality --

LOIS and her NIECE trail the procession down the steps, are walking from the tomb when LOIS'S NIECE suddenly turns, goes back to the monument. She places her flowers on the steps, turns, catches up with the OTHERS, takes LOIS'S hand as we --

CUT TO

A DOOR slams shut --

PULL BACK TO SHOW

LEX'S OFFICE. LEXIAC just come from the funeral. He walks to the desk, sits, swivels toward the windows, stares out at the city. LEXIAC turns back around, strange smile as a bizarre RIPPLING is suddenly seen under his skin -- his features contorting wildly -- joints twisting -- LEXIAC'S grin gets wider and wierder and what is that as --

LEXIAC'S HEAD suddenly rips outward -- everything peeling back as BRAINIAC'S head pushes out -- yells to the room --

BRAINIAC

He was a bum! He was a spoiled, dribbling little brat from day one! A mere biological accident! Always needing attention! Worming his way into everything! He was nothing!

BRAINIAC turns to the windows, looks out at METROPOLIS --

BRAINIAC

And you revered him! The ego of this man! Just look at the suit! The cape! And for what? A few lousy parlor tricks!

HUGE SPARKS suddenly arc between BRAINIAC and the over-head lights. He stares down at the city --

BRAINIAC

Well if you like power...you're gonna love me.

*IF HE'S ISLOWLY UP
THE PLANT IN 72 HOURS
WHAT'S HE DOING NOW
WAS IS HE DOING 20*

CONFIDENTIAL

WB012950

P1577

With BRAINIAC'S HEAD sticking out, LEXIAC crosses the office, passes a mirror, sees his strange reflection, flashes a sparking smile --

BRAINIAC
What's not to love?

BRAINIAC glances at the fish tank. LEX'S large PIRANHA stares back at him from just below the surface --

BRAINIAC
What are you looking at?

THE PIRANHA suddenly spits water in his face. BRAINIAC plunges his hand in the tank, chases the fish, grabs it, shoves it whole in his mouth, chews -- bones, fins and all -- the FISH passing down his throat like a pig in a python as --

BRAINIAC'S HEAD suddenly sucks down inside LEXIAC and the outer covering wetly seals itself shut. LEXIAC does several odd shakes, settling the bizarre package, goes back to the desk, sits down, presses the intercom --

LEXIAC
All department heads to my office.

LEXIAC suddenly coughs out the perfectly picked-over PIRANHA'S teeth, burps as EXECUTIVES start streaming into the office, line up before LEXIAC'S desk. LEXIAC comes around, lifts a bunch of gardenias from a vase, begins placing a flower in each of the confused EXECUTIVES' lapels --

LEXIAC
I want us to be a team.

LEXIAC moving down the line, putting a flower in each lapel --

LEXIAC
Working as one.

LEXIAC places a flower in the lapel of the last EXECUTIVE --

LEXIAC
All on the same wave-length.

Obsequious nods from the EXECUTIVES as LEXIAC suddenly hits them with powerful arcs of ELECTRICITY. EXECUTIVES rigid as they absorb the blasts. LEXIAC kills the electric connection. The EXECUTIVES just standing there, blank expressions --

LEXIAC
I want you to help re-charge my ship before ravaging your world. Does anyone have a problem with that?

MAIN SCREEN. Dozens of trajectories are seen plotted from the orbiting Skull Ship to Lexcorp nuclear sites around the country --

LEXIAC
Enshroud beam paths.

ALIEN HENCHMAN #1 presses a button. A rumble is heard through the ship and --

CUT TO

SPACE. The SKULL SHIP is observed orbiting high above Earth. Looking up at the underside of the massive craft, we see an enormous, concave-shaped RECEPTOR built into the bottom of the craft. The receptor begins to crackle with energy --

LEXIAC'S VOICE (OVER)
Activate energy depletion beams.

THE SKULL SHIP RECEPTOR suddenly flashes white-hot with energy as the enshrouded beams shoot down -- lock on to the Lexcorp nuclear facilities far below -- begin draining energy and --

CUT TO

DEPARTMENT OF ENERGY CONTROL ROOM. The nation's power grid display suddenly goes haywire -- lights begin blinking in every major city -- alarms sound -- TECHNICIANS pale as they stare at their screens --

THE SUPERVISOR slowly stands, taking in the enormity of the calamity as red phones start ringing along his desk and we --

CUT TO

ARCTIC FORTRESS. SUPERMAN'S BODY lies in the center of a complex, inter-laced, glowing force field --

K'S VOICE
You are the last of your race.

CLOSE ON

SUPERMAN'S CHEEK. Deep gash seen, the musculature exposed. A LASER suddenly flashes from the force field -- pin-points the torn flesh -- weaves rapid-fire through the wound --

5
0
0
0
0
0
9
2
2
S

CUT TO

INSIDE SUPERMAN'S MIND. A memory of a Daily Planet party. Black tie and evening gowns. Christmas decorations line the balconies overlooking the dance floor. A blow-up of a DAILY PLANET front page dominates one wall, headline reading --

MERRY X-MAS!

A TUXEDOED PERRY WHITE talks to a newly hired, black-tie attired CLARK KENT near the punch bowl --

PERRY WHITE

I'm a good judge of people, Kent.
If I think you can cut it, you can.

JIMMY OLSEN walks up, fills a cup --

PERRY WHITE

Jimmy, meet our new man, Clark Kent.

JIMMY

(leaning in, sotto to CLARK)
Don't believe the Christmas cheer
crap. The guy's worse than Scrooge.
(big smile, to PERRY)
Great party boss! You're the best!

JIMMY returns to the party --

PERRY

Pain in the ass, but he takes a
good picture --
(spotting someone, calling)
Lois, there's somebody I want you
to meet.

The CROWD seems to part as a beautiful, gowned LOIS LANE comes toward them. A vision. CLARK'S look says it all --

PERRY

Lois Lane, meet Clark Kent.

LOIS

(shaking hands, regarding him)
You look familiar.

CLARK

I held a door open for you today.

LOIS

They don't teach that in journalism
school.

CONFIDENTIAL

WB012955

P1582

LOIS looks down --

LOIS

That's quite a grip you have, Clark.

CLARK stares at her, smiling, suddenly realizes he's still shaking hands, lets go. MUSIC begins. A big band romance melody fills the room. Few taking to the dance floor --

CLARK

Would you care to dance, Lois?

LOIS

I haven't in years...Why not?

CLARK leads LOIS to the dance floor. The room darkens as a glitter ball descends, light sparkles across everything. CLARK takes LOIS in his arms and they begin to dance -- tentative at first -- then more graceful -- around the room -- as if they'd done it all their lives -- the only two on the floor -- glorious beat -- LOIS stares at him as they sweep beneath the glittering ball, smiles --

LOIS

The last time I did this I was a little girl.

CLARK

I bet every boy wanted to dance with you.

LOIS laughs. CLARK holds her tight as they spiral across the floor. The SONG comes to an end as CLARK and LOIS sweep to a final turn in the center of the star-sparkled floor

LOIS

Thank you, Clark. I'll never forget that.

CLARK

Neither will I, Lois.

CLARK leads her from the floor, spots a passing WAITER, grabs two cups of punch, turns to offer one to LOIS when he's bumped from behind -- SPILLS the cup down the front of her dress --

CLARK

I'm sorry, Lois!
(wiping with his tuxedo sleeve)
Your dress --

LOIS

It's not the end of the world.

LOIS goes off to find the ladies room. CLARK stands there alone, glitter ball turning overhead as we suddenly hear --

K'S VOICE (OVER)
It is time, Kal-El.

CLARK looks around, sees the room darkening, realizes he's in a memory. The room melts to black. A tuxedoed CLARK left under a spotlight. He looks up at it -- FLASH of light and --

CUT TO

ARCTIC FORTRESS. SUPERMAN lying in the force field. His eyes blink open. He stares up. Unsure where he is. Mind reeling. SUPERMAN slowly stands, looks down, regards the dark, robe-like covering now clothing his body. K watching --

SUPERMAN
...What happened to me?

K silent --

SUPERMAN
I have to leave here.

No response --

SUPERMAN
They need me, I have to go back!

SUPERMAN takes a quick step to blast into the air, trips forward, lands face-first on the icy floor. Stunned beat. SUPERMAN slowly rises, rubbing his cheek. He's stung by the blow but more in shock by the loss of his powers --

SUPERMAN
(spinning on K)
What have you done?

K'S VOICE
Your Kryptonian physiology reacted to the injuries by placing you in a coma. I revived you...but you have lost your "super" powers.

SUPERMAN turns to a stalagmite, punches hard -- his fist crunching painfully against the pillar. It hurts like hell, but he just stares at his hand, reeling. He hits the stalagmite again, fights back the sensation of pain. SUPERMAN punches the stalagmite again and again until he finally falls away, staggers to the edge of the fortress's bottomless chasm, collapses at the edge, cries into the nothingness --

SUPERMAN
What's happening to me!

SUPERMAN'S voice echos into the void. He looks down at his bloody fists as K appears at his side, gently whispers --

K
 We must go, Kal-El.

SUPERMAN turns from the chasm, looks at K -- (NOTE: until further notice, we'll also call him Kal-El.)

K
 Come.

KAL-EL slowly rises. K leads him into a corridor chiseled through the ice. They disappear into the darkness and --

my
 CUT TO

DAILY PLANET. EVENING. A much more frantic CITY ROOM from last we saw. Clattering teletypes. Harried REPORTERS and COPYBOYS. JIMMY stands in a corner of the room, watching a TV NEWS broadcast, the transmission marred by interference --

TV ANCHORMAN
 ...I repeat, a national emergency has been declared due to the energy crisis as hospitals and other critical facilities are forced to resort to generator power.

The lights dim briefly throughout the Daily Planet. The TV signal goes off, comes back. JIMMY still watching --

TV ANCHORMAN
 Scientists remain at a loss to explain the power drain, though theories are centering on abnormal sunspot activity and possible natural disturbances in the earth's magnetic field.

JIMMY
 (derisively)
 "Sunspots?" "Magnetic field?"
 (yelling at the ANCHORMAN)
 It's aliens! Back to get Elvis's body and refloat Atlantis!

JIMMY glances over -- PERRY WHITE is walking by, has overheard him, stares back as he passes --

JIMMY

A lot of people are gonna be
mighty suprised!

CUT TO

LOIS working in her cubicle. SAME TIME. PERRY WHITE passes,
looks in --

PERRY WHITE

Listen, Lois, the building's about
to lose power. The generators are
out of fuel. Everything's shutting
down. You might as well knock off.

LOIS

There must be something we can do.

PERRY

With no phones, no computers and
no presses? We're not publishing
tomorrow, or anytime after that
if the cause of this energy loss
isn't found soon.

(flipping through a stack of press
bulletins, reading from one:)

"Country Gripped By Blackout."

(reading another)

"Fuel Supplies Stalled."

(another)

"Epidemics And Famine Foreseen If
Crisis Continues."

(looking up at LOIS)

Just when we need Superman the most.

The lights in the building suddenly go out. Dark beat. PERRY
strikes a match, holds it up --

PERRY

C'mon, I'll walk you out, Lois.
There's nothing left to do here.

CUT TO

A PAIR OF BUDDY HOLLY GLASSES, lying on a table, seen by
candlelight. A hand comes in, lifts them away as we --

PULL BACK TO SHOW

CLARK'S APARTMENT. NIGHT. Candles lit all around. LOIS alone in CLARK'S apartment, packing his personal things into boxes. She regards the glasses, places them gently in a box with CLARK'S other things. LOIS closes the box, pushes it into a pile of other packed boxes --

A BOX in the pile is pushed into the wall runner as --

THE RECESSED DOOR to CLARK'S PRIVATE ROOM suddenly swings open. LOIS stares at the open door, takes a candle, slowly approaches, walks in and --

LOIS'S POV

THE DIMLY LIT ROOM is the same as last we saw -- elaborate alien collage covering the walls. LOIS comes in, slowly turns, taking in the painful evidence of CLARK'S lifelong identity quest. She stands there in the near darkness, holding the candle, bows her head as we --

CUT TO

METROPOLIS STREET. NIGHT. The streets are dark and crowded. Grid-locked cars honk to move. Dangerous feel as society's fabric frays with the loss of energy and all it brings --

ANGLE ON

LOIS moves through the crowd, carrying one of the boxes from CLARK'S apartment, passes a POLICE CAR stuck in traffic, its siren blaring uselessly. LOIS turns down a side street, walks down a residential block. It's even darker here. Less PEDESTRIANS. LOIS continuing home, no one around when --

A BIG MAN suddenly grabs LOIS from behind, she struggles, tries to scream as a black-gloved hand clamps over her mouth. The MAN knocks the box from her hands, lifts her off the ground when we suddenly hear a ZAP! The big MAN falls like a rock as LOIS turns to see -- LEXIAC, standing in his place, holding a sparking stun gun --

LEXIAC
Shocking.

LOIS regards LEXIAC, looks down at the MAN on the ground --

LEXIAC
I was passing by. Saw you in need of assistance. I'll take you home.

Handwritten scribbles and notes on the right side of the page, including "MAY 15", "MB", "MB?", and "WHAT'S MB DONE?".

LOIS
-- I'm fine.'

LEXIAC steps over the MUGGER'S body, gets closer to LOIS --

LEXIAC
We've all been affected by Superman's death. I didn't realize how...close you two were until he died.

LEXIAC bends down, picks up LOIS'S box, reaches for the Buddy Holly glasses that were knocked out in the struggle, hands them to her --

LEXIAC
I can fill that void. Be your friend. My car's waiting up the street.

LOIS
No.

LOIS looks down at the unconscious MUGGER, then at LEXIAC, unsure --

LOIS
...Thank you.

LEXIAC
Let me buy you a drink someday.

LOIS heads off. LEXIAC waits till she's out of sight, sticks the stun-gun in his mouth, presses the button, sucks on it like a lollypop, sees the MUGGER slowly waking up

LEXIAC
Nice work.
(tossing some bills to him)
Spend it fast.

CUT TO

A STYLIZED, METAL INSIGNIA of an an "S" fills the SCREEN --

K'S VOICE (OVER)
It stands for "Science," your father's passion.

A SLOW PULL BACK BEGINS

KAL-EL seen holding the INSIGNIA in his hands, stares at it --

K'S VOICE
It is also a weapon.

PULL BACK FURTHER TO REVEAL

A SMALL, FANTASTICAL, ARCTIC FORTRESS SPACE. KAL-EL stands with K before an ice wall carved with niches, each shelf holding a piece of mysterious Kryptonian hardware. KAL-EL regards the "S," pulls it from its housing, reveals a boomerang-like, razor-sharp device --

KAL-EL
...What were my parents like?

K'S VOICE (OVER)
They loved you, Kal-El. Sending you here was the hardest thing they'd ever done.

KAL-EL
How did they die?

K
Brainiac killed your parents prior to Krypton's destruction.

KAL-EL holds the razor-sharp "S," absorbing the news --

K
Your escape has brought Brainiac here, where he has blended in and taken human form...named Lex Luthor.

KAL-EL suddenly hurls the blade through the air -- hits a large stalagmite -- shatters it with explosive force --

ANGLE ON

A NEW "S" is regenerated into the insignia --

KAL-EL
I'm going back.

K'S VOICE
This planet is doomed. I will make you leave if I must.

KAL-EL
If you could force me to go you'd have done it already.

*NO DON'T TELL THE AUDIENCE
SAY A FEW WORDS WITH THESE
TWO MEN BACK OTHER.*

K'S VOICE

(beat, not denying the fact)
Your parents died so that you could
live, Kal-El. Your death here will
accomplish nothing. Mean nothing.

KAL-EL

It will to me.

K'S VOICE

The next time you are struck down
you will die.

KAL-EL

I'm going back, K. With or without
your help.

K staring at him, sizing him up. Finally --

K

I could approximate a fraction
of your former powers through
mechanical means.

AN OPENING materializes in the ice -- a man-sized compartment
is seen within. KAL-EL walks to it. He steps inside and an
intense LIGHT BEAM envelopes him. Impossible to tell what's
happening inside. Everything obscured as the LIGHT suddenly
shuts off and --

KAL-EL is revealed, covered in an entirely new mechanical
suit. It's cape-less, darker than the old outfit, altogether
mysterious. Cables and tubes web the thick, strong material.
Metal rods and hoses line his joints and torso. New INSIGNIA
seen on his chest -- the stylized, solid metal "S." K nears,
suddenly transforms, seems to beam into the INSIGNIA. A solid
locking sound heard. KAL-EL looks down -- the toy-like object
from earlier is in place on his chest, flashing a red light --

K'S VOICE

(coming now from within the suit)
Your strength and speed will be
greatly diminished, but you'll
find the suit highly resistant
to heat and impact.

KAL-EL reaches up, finds a headpiece, swivels it in place,
looks through a pair of very high-tech EYE SHADES --

K'S VOICE

Careful --

KAL-EL suddenly shoots a powerful BEAM from the lenses, the
errant ray instantly MELTING a large hole in a nearby wall --

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WB012963

P1590

K'S VOICE

The controls are very intuitive.

KAL-EL

(looking around)

There are none.

K'S VOICE

Exactly.

KAL-EL bounces in place just to get the feel and suddenly -- SHOOTs in the air -- SMASHES into the ceiling -- drops to the floor, covered with ice. KAL-EL stands, dusts himself off --

KAL-EL

I'm ready.

K'S VOICE

That's questionable.

KAL-EL readies himself -- lifts his fists skyward -- BLASTS up through the perma-frost -- ice blocks raining down and --

CUT TO

LEXCORP. DAY. LEXIAC in his office, talking to two angry, high-ranking Department of Energy REPRESENTATIVES --

LEXIAC

...Sorry I can't be more help.

REPRESENTATIVE #1

So are we! Something's siphoning energy from this country's power grid and your reactors can't be ruled out until we make on-site inspections!

REPRESENTATIVE #2

Mr. Luthor -- we are prepared to bring the full weight of the Department of Energy, the Army -- whatever it takes if you don't grant immediate access to your nuclear facilities!

LEXIAC

(coming around his desk)

I always avoid conflict if I can.

REPRESENTATIVE #1

Let our inspectors in or you'll have troops outside your nuclear plants by morning.

LEXIAC glances at a wall clock showing 4:00 --

LEXIAC
Morning? Then there's no problem.

REPRESENTATIVE #2
Why is that?

LEXIAC
Because by then this country will
be a radioactive wasteland.

The DEPARTMENT OF ENERGY MEN regard him as -- LEXIAC BLASTS
them both, drains them down to their suits and --

CUT TO

METROPOLIS. EVENING. LOIS and her NIECE walk down the eerie,
deserted city streets. Cars and buses are seen abandoned in
an endless, unmoving traffic jam. Dark, unlit buildings loom
into the night sky. LOIS turns on a flashlight to help guide
them down the sidewalk as a large RAT suddenly scurries by,
burrows under a pile of uncollected trash. LOIS takes her
NIECE'S hand as they continue down the street and

CUT TO

DAILY PLANET. CITY ROOM. The once busy space is now quiet
and dark. LOIS and her NIECE appear at the end of the long
room, sweep the area with the flashlight --

MAN'S VOICE
Hold it there! I've got a gun!

SECOND MAN'S VOICE
Me too! And we're shooting looters
on sight!

(pause)
...Lois?

PERRY WHITE and JIMMY move into view, holding broom handles --

JIMMY
What are you doing here?

LOIS
The same thing you are. I can't
sit at home through this. There
must be something we can do.

LOIS'S NIECE
 (tugging his sleeve)
 I'm not a baby.

PERRY looks down at her, looks up to see LOIS and JIMMY going out the doors and --

CUT TO

AERIAL. METROPOLIS. The dim outline of KAL-EL is glimpsed flying over the blacked-out buildings. A cold breeze blows through the streets. All life indoors and --

KAL-EL'S POV

FLYING OVER AN OLD AGE HOME. ELDERLY RESIDENTS seen inside, wrapped in blankets, huddled around a dying fire. KAL-EL aims a burst of his K-aided vision at several radiators around the darkened interior, instantly makes them glow red hot --

CUT TO

METROPOLIS CHILDREN'S HOSPITAL. PARKING LOT. SAME TIME. Anxious WORKERS stand around the hospital's large, sputtering generator, empty gas cans stacked all around. Behind them, the lights of the hospital flicker as the generator runs out of fuel. A frantic DOCTOR calls down from an upper window --

DOCTOR
 Don't let it stop! We'll lose the entire ward!

WORKER #1
 We're out of fuel! There's nothing more we can do!

Several of the WORKERS solemnly remove their caps as the generator sputters its last and a loud, CRUNCHING sound is suddenly heard. The WORKERS peer into the darkness as an entire RAILROAD CAR full of fuel rolls out of the darkness, comes to a stop nearby. The WORKERS just stare, stunned, until the generator sputters to a complete stop --

WORKER #1
 Well don't just stand there, get a line connected to it!

The WORKERS scramble to connect a gas line to the RAILROAD CAR as WORKER #1 looks to the night sky, crosses himself and --

CUT TO

AERIAL. METROPOLIS. The dimly lit KAL-EL flies from the scene, continues over the city --

KAL-EL
I have to find Lois.

K'S VOICE
The suit will assist you.

A BARRAGE OF SOUNDS is suddenly heard OVER as the K-suit simultaneously scans countless voice frequencies from the city's populace below and --

CUT TO

METROPOLIS STREET. SAME. JIMMY and LOIS weave down a dark, car-littered street on JIMMY'S scooter. Eerie scenes of a city under seige. In the distance, THE BIG BANG nightclub is lit up like a Christmas tree --

JIMMY
He wasn't at Lexcorp, what makes you think he'll be here?

LOIS
Apart from the fact Lex owns this club, it's the only other place in the city that still has power.

JIMMY pulls up to the club entrance, stops before a large BOUNCER. LOIS and JIMMY get off the scooter, start inside. The BOUNCER stops them cold --

BOUNCER
It's a private party.

LOIS
I'm looking for Mr. Luthor.

BOUNCER
Who are you?

LOIS
His date.

The BOUNCER stares at her, regards JIMMY --

JIMMY
I'm the chaperone.

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BOUNCER
 She can go in.
 (blocking JIMMY)
 You stay out here.

CUT TO

INSIDE THE BIG BANG. Packed. No sign of power problems here. Judging by the raucous mood, Metropolis's underworld seems to be thriving in this time of adversity. LOIS enters, makes her way through the club. Flashy suited GANGSTERS and their GIRLS drink and dance with abandon. LOIS works her way through the wildness, looking all around, spots LEXIAC sitting in a corner booth, alone, watching the revelers with a big smile. LOIS comes through the crowd, stands before him --

LOIS
 I came for that drink.

LEXIAC
 I'm so glad you did.

LOIS slides in beside him --

LEXIAC
 What can I get you?

LOIS
 Whatever you're having.

LEXIAC
 (to a passing WAITER)
 A 40-ounce Colt for the lady.

CUT TO

METROPOLIS ALLEYWAY. NIGHT. A distant sound is heard. Rising wind. Something coming down. Fast. Trash and paper start swirling in the air. Dust and debris spin up into the vortex as KAL-EL lands hard in the center and --

CUT TO

OUTSIDE THE NIGHTCLUB. The BOUNCER hears the strange noise coming from the alley, walks back to investigate. JIMMY left alone at the entrance, looks around, ducks inside and --

CUT TO

CLUB. LOIS leaning in close to LEXIAC, mid-conversation --

LOIS
...I have to say, Lex, you seem
surprisingly upbeat for a man
whose business has been wiped out.

LEXIAC
Tomorrow's another day.

LOIS
(staring at him)
There's something's different about
you.

LEXIAC
(referring to a commercial seen earlier)
My new toothpaste, perhaps. It
leaves my teeth whiter and brighter,
and makes my breath kissing fresh.

ANGLE ON

JIMMY moves through the club, searching for LOIS, suddenly
sees the BOUNCER come in, angrily looking for him. JIMMY
ducks low, makes his way around the room, finds himself near
the stage. BOUNCER getting closer. JIMMY sees the BAND
emerge from their dressing rooms, take the stage to perform.
JIMMY looks back, BOUNCER coming his way, no place to run.
JIMMY quickly puts on his sunglasses, turns up his collar,
falls in line with the rest of the band and --

ANGLE ON

LEXIAC and LOIS in the booth. LEXIAC lifts his glass in a
toast --

LEXIAC
To Superman. May his death bring
out the super being in all of us.

LOIS forces herself to clink glasses with him as the BAND
launches into a wildly upbeat musical number and --

CUT TO

CLUB CEILING. SAME TIME. We're high over the floor.
Something is moving rapidly through the rafters. A shadowy
FIGURE suddenly stops in the darkness and --

CEILING POV

Directly over LOIS'S table. LEXIAC seen sitting near LOIS, talking to her. Sound of STATIC heard OVER before the conversation comes in below --

LEXIAC

I have something for you, Lois.

LEXIAC produces a pretty white box, a double "L" seen scrolled across the top --

LOIS

(staring at him, surprised)
You knew I was coming here?

LEXIAC

(odd smile)
Now Lois, how could I know that?
(handing her the box)
Ever notice we have the same initials?

LOIS lifts off the cover, reveals a tissue-wrapped gardenia --

LEXIAC

With Superman gone, I want you to think of me as your..."protector."
(placing the flower before her)
In fact, I insist.

The BAND heard in the BG. LEXIAC takes LOIS'S hand --

LEXIAC

Let's dance.

LEXIAC practically pulls LOIS from the booth and --

CUT TO

CEILING POV. From our dark, elevated vantage we follow LEXIAC and LOIS to the packed dance floor. Music blasting from the speakers. LEXIAC starts moving with the beat. Faster. Wilder. Beginning a marvel of movement that if staged properly will forever gain cultural notoriety as the "LEXIAC DANCE," LOIS dancing beside him and --

ANGLE ON

A YOUNG GIRL dances on the dark fringe of the crowd. A MAN slides in, starts dancing nearby and --

LOIS

*FD HG W
LW, B
Growth MS
Dive Unwarranted*

CUT TO

STAGE. JIMMY "performing" with the group, still trying to stay out of sight of the roving BOUNCER and --

CUT TO

DANCE FLOOR. LEXIAC gyrating wildly to the music, LOIS dancing and watching him as he does and --

CUT TO

THE YOUNG GIRL dancing on the edge of the crowd. The MAN seen before dances closer in beside her. The young GIRL tries to move away as another MAN appears behind, boxes her in and --

CUT TO

CEILING POV. KAL-EL taking it all in and --

CUT TO

STAGE. The spotlight moves from various MEMBERS of the band, focuses on JIMMY, now forced to do a "solo" and --

CUT TO

DANCE FLOOR. LEXIAC letting it all hang out and --

CUT TO

THE YOUNG GIRL is suddenly pulled off the edge of the dance floor by the two MEN, dragged into the darkness and --

CUT TO

STAGE. JIMMY performing away, getting into it and --

CUT TO

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DANCE FLOOR. LEXIAC breaks into an outrageous sequence of music-fueled movement, LOIS' just watching him now and --

CUT TO

THE YOUNG GIRL'S SHOE the only thing left of her on the dance floor fringe and --

CUT TO

CLUB BASEMENT. YOUNG GIRL cowering in a corner as the two MEN descend -- pounding beat and laughter drift down from upstairs as they grab her hands and feet, muffled scream and --

CUT TO

A RUSH OF MOVEMENT sweeps down the dark stairwell, hits the two MEN as they struggle with the GIRL. Both GUYS slammed into the wall, spun around, vicious series of BLOWS. The two MEN are knocked senseless to the ground. The young GIRL looks up at her savior and sees the K-armored KAL-EL standing in shadow before her, his menacing appearance creating panic as she suddenly lets out a blood-curdling SCREAM and --

CUT TO

STAGE. JIMMY playing when the GIRL'S SCREAM is suddenly heard throughout the club. The MUSIC dies. LEXIAC freezes mid-move. Everyone focused on the SHRIEKING. House lights start coming up. SECURITY rushing toward the stairs to the basement when a BLUR of black races from the stairwell, crashes past. KAL-EL caught for an instant by a camera flash and --

CLOSE ON

LOIS'S EYES for a second locking with KAL-EL'S and --

CLOSE ON

LEXIAC makes the same visual connection as KAL-EL explodes out the rear doors and --

CUT TO

LOIS

BACK ALLEYWAY. KAL-EL for a moment seen full-form, back-lit, a furtive, K-armored phantom, comes face-to-face with two huge BODYGUARDS leaning against LEXIAC'S stretch HUM-VEE --

HUGE BODYGUARD #1
What the hell --

KAL-EL grabs one BODYGUARD -- hurls him over-head as the SECOND whips out a sawed-off SHOTGUN -- fires -- blast hitting KAL-EL square in the chest -- causing no harm -- KAL-EL grabs the gun -- throws it -- hits the second BODYGUARD back into a wall -- suddenly sees -- four more MUSCLE MEN emerging from inside the HUM-VEE -- all pulling guns -- KAL-EL kicks the door closed -- instantly welds it shut with his K-aided vision -- lifts the HUM-VEE as easily as if it were a bar stool -- sends the vehicle TUMBLING down the street -- GOONS inside -- guns blazing wildly as --

LEXIAC comes out the doors -- sees the dark, heavily armored figure of KAL-EL -- unsure what or who he is -- HUM-VEE still tumbling down the alley as --

KAL-EL suddenly turns -- sees LEXIAC -- the two of them staring at each other -- KAL-EL edges into the center of the street, keeping his eyes on him -- LEXIAC does the same -- neither looking away for an instant when LEXIAC glances up -- sees a crowd of PEOPLE gathering on the balconies of a HIGH-RISE building beside the club, drawn by the commotion --

KAL-EL'S eyes riveted on LEXIAC -- the being who killed his parents -- destroyed his world -- LEXIAC staring back at the man he tracked from one corner of the universe to the other -- the man he thought he'd killed -- charged beat as -- LEXIAC suddenly smiles -- raises his arm -- ignites an entire floor of the nearby high-rise -- FLAMES instantly licking up the face of the 50-story apartment building --

KAL-EL takes a step toward LEXIAC, wants to break his neck. Screams heard from within the burning building. KAL-EL forced to act, rushes across the street, looks back at LEXIAC, just watching him and --

CUT TO

INSIDE THE HIGH-RISE. KAL-EL moves fast up a burning stairwell -- into a FLAME-FILLED HALLWAY -- sound of SCREAMS from those trapped in their apartments -- KAL-EL goes back into the stairwell -- takes a thick WATER PIPE bolted to the wall -- pulls it from it's mooring -- unleashes a high-powered water JET -- KAL-EL directs the water down the FIREY CORRIDOR -- extinguishes the flames --

KAL-EL moves through the inky darkness, smoke all around -- kicking in red-hot doors as he goes -- RESIDENTS seen fleeing down the stairwell behind him. KAL-EL kicks down one door, hears a soft crying sound from within. He enters the dark, smokey apartment, searching for the source, passes a window, looks out, sees LEXIAC on the street, looking up at him. KAL-EL'S enhanced vision ZOOMS IN for an instant, LEXIAC staring right back at him, smiling. KAL-EL hears the crying sound again, pushes aside a sofa, finds a whimpering dog and --

CUT TO

STREET. FIRE VICTIMS stream from the building, coughing but alive. LEXIAC watches the CROWD gathering all around, looks over to see a somewhat charred and winded KAL-EL emerge from the building, carrying the shivering pet. KAL-EL hands it to its owners to the accompaniment of cheers and clapping from the many PEOPLE he's just saved --

LEXIAC
(watching him, amused)
How touching.

ONE OF LEXIAC'S GOONS suddenly emerges from the alley, raises his machine gun to fire and KAL-EL in a flash detaches the "S" from his chest plate, hurls it and --

TRACKING SHOT

THE SILVERY BLADE slices through the air -- seen from its side -- the razor-sharp, sleek piece of steel spinning toward the GOON -- sound like a buzz saw -- MAN wide-eyed as it comes -- weapon spinning faster and faster -- glinting in the light -- buzzing sound building to a crescendo as --

THE CAMERA suddenly swings to an OVERHEAD position and we see the stylized "S" full on for an instant just before it embeds itself in the solid brick of a building -- pinning the GOON'S neck in the process -- its sharpened sides just millimeters away from severing the terrified MAN'S throat --

LEXIAC
Cute toy.

ANGLE ON

LOIS works her way to the front of the cheering CROWD -- spots KAL-EL -- realizes SUPERMAN is somehow alive -- she stares at him -- trying to comprehend as KAL-EL looks over, sees her, about to say something when --

LEXIAC

Kal-El!

KAL-EL turns, sees LEXIAC approaching. LEXIAC'S features begin rippling in anger, his bones shifting as he comes --

LEXIAC

Don't worry about Lois, I've been taking good care of her. She has a taste for powerful men.

(walking closer)

Which eliminates you.

(skin rippling, studying him)

What is that outfit, an heirloom your father passed down?

KAL-EL

For something called Brainiac, there's a lot you don't know. I mean you can't even kill me and get it right.

LEXIAC

(face contorting, BRAINIAC seething to emerge)

You'll wish you had died when I'm done with you. Your armor is worthless. Your ignorance beyond measure. I should have let your parents live just to see the disappointment you've become.

KAL-EL

(heading straight for him)

Of course, you haven't changed at all. You were a parasite then and you're a parasite now.

LEXIAC'S FEATURES start to widen and come apart. BRAINIAC moments away from emerging. KAL-EL is the only one who can clearly see the imminent transformation --

KAL-EL

Stop hiding and show your face.

LEXIAC

First I'll remove yours.

LOIS and JIMMY watch from the crowd. KAL-EL and LEXIAC coming at one another like gunfighters from the old west when we suddenly hear --

K'S VOICE

(from within the K suit)

You're not ready, Kal-El.

KAL-EL
 (glancing down, distracted)
Of course I am.

LEXIAC about to make his move --

K'S VOICE
 We must leave now.

KAL-EL struggles to continue forward, realizes the suit is physically stopping him --

KAL-EL
What are you doing?

The K-suit forces KAL-EL backwards. KAL-EL stunned. Every atom of his body fighting to go on. Crowd watching KAL-EL retreat. LOIS among them. Supremely humiliating beat --

LEXIAC
 (taunting him)
 Forget something? Your nerve perhaps?

The K-suit forces KAL-EL to back away from him --

LEXIAC
 (to the CROWD)
 There's your savior! Pride of your planet! Take a good look while he runs for his life!

KAL-EL frantically trying to move forward as the K-suit pulls him back one embarrassing step at a time --

LEXIAC
 From man of steel to coward in a can!

KAL-EL makes eye contact with LOIS as he's yanked further back, searing beat when --

A LARGE PORTION of the burned, nearby building suddenly comes crashing down to the street, obliterates everything in a cloud of dust. The debris settles to reveal -- KAL-EL is gone. Downcast reactions from the crowd. LOIS crestfallen, can't believe what she's just seen and --

CLOSE ON

LEXIAC -- looking up at his body from ground level we see the skin rippling start to subside -- bones re-arranging back into place -- face returning to normal --

LEXIAC
 (calling after him)
 Go on! Save yourself!
 (staring into the darkness)
 You'll come back to me, Kal-El.
 I promise you.

LEXIAC turns to the crowd gathered outside club --

LEXIAC
 Drinks on the house!

Many in the CROWD pour into The Big Bang as LEXIAC sees LOIS,
 starts toward her --

LEXIAC
 We didn't finish our dance.

JIMMY
 C'mon, Lois, let's go.

LOIS
 (walking up to LEXIAC, staring at him)
What are you?

LEXIAC
 I can see what Kal-El saw in you.
 A certain, undeniable...spark.

JIMMY comes up, grabs her arm, forces her away. LOIS and
 JIMMY disappear through the crowd. LEXIAC leaves the street,
 starts down the dark, side alley. Two large SECURITY GUARDS
 emerge from the shadows, flank him. The three figures walk
 into the darkness. The two SECURITY GUARDS slow, stop. Their
 outlines suddenly change as their skin and clothes peel away
 like the outer covering of a snake. The two ALIEN HENCHMEN
 emerge, silhouettes in the darkness, rise and expand to their
 true dimensions. Brief, grunting exchange heard --

LEXIAC
 (understanding the dialect)
 No, that would be too quick and easy.
 A great death is in the details.

The three strange figures continue into the blackness, the
 shorter of the two HENCHMEN awkwardly hobbling along as we --

CUT TO

METROPOLIS RIVERFRONT. NIGHT. Abandoned warehouses line the
 river's edge. Fog hangs over the water and beaten-down
 buildings. Boat horns rumble mournfully over the scene and --

CUT TO

ABANDONED RIVERFRONT BUILDING. KAL-EL appears through the mist. Ducks into a demolished building and --

CUT TO

ABANDONED BUILDING. BATS suddenly flutter off the walls and ceiling. Scary beat as they squeak flapping all around. KAL-EL darts through, like running a gauntlet and --

CUT TO

ROTTING WHARF. A handful of METROPOLIS'S HOMELESS are seen seated around a trash can fire. One MAN looks up, sees KAL-EL coming through the dark, blinks, tosses his bottle, takes off running. The OTHERS turn, see KAL-EL approach in the K-suit, scatter. KAL-EL walks down the delapidated pier jutting over the water, goes to the river's edge, stands there alone --

K'S VOICE

...You would have been killed.

KAL-EL silent. A fog-laden breeze swirls all around --

K'S VOICE

You placed yourself there. I was forced to protect you.

KAL-EL

"Protect me?" You killed me back there!

K'S VOICE

Your reaction is without reason. It will pass.

KAL-EL

Is that what's it's like to be a Kryptonian? To think only of yourself? Forget about others? Run whenever you can?

K'S VOICE

Your people prized life dearly, Kal-El. Far above childish pride.

KAL-EL

I'd rather die than live like this!

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K'S VOICE
If you remain here, you will.

K suddenly flashes a PROJECTION onto the mist -- a beautiful PLANET appears -- KRYPTON majestically revolves before them -- seems to hover there. KAL-EL stares at the image, stunned --

K'S VOICE
That was your home.

KAL-EL watches it turn, enthralled. He reaches out, can almost touch the image --

KAL-EL
...What was it like?

K'S VOICE
Much like here. In the beginning, beautiful. Fragile. In the end, barren. The people driven below ground. Inter-planetary wars raging above.

KAL-EL
You said he killed my parents before he destroyed it. Why?

K'S VOICE
Your father was Brainiac's creator, Kal-El.

KAL-EL absorbs the news. KRYPTON revolving before him --

K'S VOICE
Jor-El oversaw its design, evolution and operations. Brainiac perceived your birth as a threat. Jor-El realized the danger, tried to shut it down...and Brainiac reacted.

A BRIGHT OBJECT streaks into view, heading for Krypton --

K'S VOICE
Brainiac altered the planet's axis and placed it in line with a comet.

The BRIGHT OBJECT collides with the planet. The projection ends with a blinding explosion. Darkness returns --

K'S VOICE
In a matter of hours, the nuclear facilities Brainiac controls will reach critical levels and explode. He is a destroyer of worlds, Kal-El.

KAL-EL stares into the mist as a wind blows, the fog parts, reveals the darkened METROPOLIS skyline seen only by the light of the moon --

KAL-EL

Not this one. I have to find Lois.
I have to see her. Make sure she's
safe.

K'S VOICE

All could be lost in that time. If
you mean to act, you must do so now.

CUT TO

LOIS'S APARTMENT. NIGHT. PERRY WHITE dozes on the living room sofa, LOIS'S NIECE asleep beside. A children's book lays between them, a flashlight propped on a book stand nearby. LOIS and JIMMY enter, lock the door. PERRY wakes up --

PERRY

She fell asleep.

LOIS quietly lifts her NIECE from the sofa, carries her into the bedroom. PERRY looks to JIMMY --

PERRY

Any luck?

JIMMY

Superman's alive! He's got armor
now! And he ran away!

PERRY

From what?

JIMMY

Lex! And there was a burning
building, and guys with machine
guns, and this S-looking thing that
flew like a rocket-powered frisbee!

PERRY

Well did you get pictures?

JIMMY

I didn't have my camera.

PERRY

What the hell do I pay you for!

CUT TO

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LOIS'S APARTMENT. BEDROOM. SAME. LOIS carries her sleeping NIECE into the darkened room, lays her on a bed covered with large, fanciful STUFFED ANIMALS. She starts tucking her in when her NIECE wakes up --

LOIS
Go back to sleep.

NIECE
I had a bad dream.

LOIS
I'm here. Everything's fine.

NIECE
Can I have a glass of water?

LOIS goes into the bathroom. Sound of running water. LOIS'S NIECE lying amid the stuffed animals when a pair of large, hairy HANDS emerge from the tangle of dolls, clamp down over the little GIRL'S mouth. Terrified beat as she's pulled from the bed, into the darkness as LOIS comes back out --

LOIS'S POV

THE BED'S EMPTY, the stuffed animals askew over the sheets. LOIS approaches with the water, think's maybe her NIECE is hiding, bends down to look under the bed as the "bureau" behind her transforms into one of the ALIEN HENCHMEN. He grabs her from behind, stifles her scream and

CUT TO

LOIS'S APARTMENT. LIVING ROOM. JIMMY and PERRY are arguing about carrying a camera at all times when they both suddenly hear a loud, surreal SOUND outside the building. JIMMY goes to the window, looks out, up and --

JIMMY
A UFO! My first close encounter!
(yelling out the window)
I know what you're here for!
(pointing)
Graceland's that way!

PERRY WHITE looks, stunned expression. JIMMY calls back --

JIMMY
Lois! Get out here! Look at this!
(glancing down the hall, silence)
...Lois?

CUT TO

SKULL SHIP. We're in a dark corridor lined with heavy, reinforced, laser-guarded doors. Horrible SOUNDS echo from the chambers. Like the depths of hell. LOIS and her NIECE are led down the hall by the two ALIEN HENCHMEN and --

ANGLE ON

AN ENORMOUS CLAWED-PAW suddenly shoots from under one door, nearly grabs her NIECE'S leg. She jumps back, shrieks. The ALIEN HENCHMEN exchange a beat of alien laughter, imitate the little girl's scream as they stop before --

A SMALL, DARK CAGE. No door. LOIS and her NIECE are thrown into the space. Young GIRL beyond fright. LOIS puts a protective arm around her, looks around. Terrible noises echo down the hall as LEXIAC appears at the opening, looks in --

LEXIAC

Peek-a-boo.

LOIS

(re: her NIECE)

Let her go.

LEXIAC

I think it's best if I put you both under my care. Temporarily, of course.

LEXIAC smiles, pulls a bouquet of flowers from behind his back, offers them to her --

LEXIAC

A small token to make up for the ...physical nature of your arrival.

LOIS just staring at him. LEXIAC tosses them to the floor --

LEXIAC

Pity.

LEXIAC regards her NIECE --

LEXIAC

What a delicate creature.
(leaning down, stroking her hair)
You must see my menagerie.

LEXIAC very near. LOIS'S NIECE too frightened to respond, backing away. LEXIAC reaches for the little GIRL'S hand --

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LEXIAC
It's feeding time.

LOIS'S NIECE pressed against the wall, nerve-racking beat
 before LOIS suddenly moves in front of her --

LOIS
 I'll go.

LEXIAC
 I had other plans for you.

LOIS
 Did you build it yourself?

LEXIAC
 What?

LOIS
 This ship. It's remarkable.

LEXIAC
 (looking around)
 I keep expanding. A piece here,
 piece there. Always making room
 for the menagerie.

LOIS
 (slowly drawing her NIECE near)
 Do you like animals?

LEXIAC
 Life forms intrigue me. My
 collection of predators in the
 gigantism stage is unrivaled.

LOIS
 I'd love to see them. How about a
 personal tour? Just the two of us.
 Get to know each other better.

(eyeing him)
 I also find strange and exotic
 forms...intriguing.

LEXIAC looking at her with interest when one of the ALIEN
 HENCHMEN leans in, grunts a phrase of unintelligible dialect --

LEXIAC
 I must prepare for the party. I'll
 be back to escort you ladies up
 personally. Don't go anywhere.

LEXIAC walks away down the corridor, smooths his hair --

LEXIAC
 (smiling as he replays her words)
 ..."Exotic life form."

THE ALIEN HENCHMEN activate the laser-beam doors. LOIS hugs her NIECE in the darkness, safe for at least the moment and --

CUT TO

LEXCORP NUCLEAR POWER PLANT. KAL-EL stands before the wildly bubbling reaction pool. The FUEL RODS within glow fiercely bright. A cylinder of light encircles the pool, disappears up to the reactor room's domed ceiling --

K'S VOICE
 Brainiac's depletion beams control the reaction.

KAL-EL
 What do I do?

K'S VOICE
 I have no input for a suggestion.

KAL-EL circles the charged beam of pure energy surrounding the reaction pool. Stares down at the red hot FUEL RODS. He takes a step toward the beam and a massive ELECTRICAL CHARGE blows him back across the room, slams him into a wall, nearly knocking him unconscious. KAL-EL slowly comes to --

K'S VOICE
 My circuitry can't withstand the charge.

The reaction pool is now growing brighter by the second. The surrounding energy beam starts to expand outward, coming right toward them. KAL-EL forced to leave and --

CUT TO

SKULL SHIP. The two ALIEN HENCHMEN stand at the control panel. LEXIAC nearby, at the eye portal, looking down at earth --

LEXIAC
 Deactivate the shroud.

ALIEN HENCHMAN #1 turns a switch, rumble heard and --

CUT TO

OUTSIDE THE NUCLEAR PLANT. KAL-EL comes out of the facility, stands under the stars as the SKULL SHIP suddenly materializes over earth -- chilling sight -- its huge size and monstrous shape make it more bright than the moon -- the now unshrouded depletion BEAMS are seen spread out over the entire country -- glow white with energy -- KAL-EL stares up at the ship and --

CUT TO

LOIS'S APARTMENT. JIMMY and PERRY stare out the windows, looking up at the horrific sight of the Skull Ship. PEOPLE are seen leaning out of windows up and down the block. CROWDS gather in the streets below, staring up at it in terror --

JIMMY
(getting nervous now)
...That doesn't look like anything
I saw at the conventions.

PERRY hears a knock at the living room door. He goes to the door, opens it and CLARK enters, concerned, looks around --

PERRY
Where the hell have you been?

CLARK
Where's Lois?

JIMMY
Aliens came down in this big cigar
looking thing and took her and her
niece! Right from the bedroom!

CLARK rushes in, goes to the empty bed, searches, suddenly spies something. He picks up a white box with a monogrammed "L.L." on the top, the same one he saw LEXIAC give LOIS in the club. CLARK opens it to reveal a dead gardenia, wilted and black. CLARK'S features tighten in fury and --

CUT TO

LOIS'S BUILDING. ROOFTOP. CLARK bursts through the service stairwell door, holds the toy-shaped K toward the stars --

CLARK
Well go on! Armor me!

K'S VOICE
You would risk the survival of your
race, its very future -- for what?

CLARK

I don't expect you to understand.

K'S VOICE

You are the last son of Krypton.
The last hope of your people.

CLARK

I don't remember Krypton! And my
only purpose in life can't be to
just keep it going! This is my
home, K. These are my people.

K

If you die, I will be unable to
revive you.

CLARK

If I fail, I'd have nothing to come
back to anyway.

Tense beat. K begins to glow in his hands --

K

I will take you as far as I can.

K begins pulsing with radiant power and --

CUT TO

STREET. JIMMY joins the many others staring up at the Skull
Ship. They see a sleek craft take off from the building roof,
rocket up toward it and --

CUT TO

SPACE. Palace of eternity. STARS glittering forever as we --

PAN DOWN TO SHOW

EARTH. A fragile ball against an infinity of black. A small
SPACE CRAFT suddenly hurtles past -- leaving earth's orbit --
flying between the depletion BEAMS still drawing energy from
the nuclear reactors below -- heading up toward the SKULL SHIP
hovering over our world and --

ANGLE ON

THE SPACE CRAFT. KAL-EL sits inside an ultra-sleek, K-made missile with short, swept-back fins, similar in form to a modern Stealth fighter and --

KAL-EL'S POV

THE SKULL SHIP looms in the distance, approaching fast when -- an ALARM suddenly sounds --

KAL-EL

What is it?

K'S VOICE

Brace yourself!

THE K-CRAFT suddenly hits a force field surrounding the SKULL SHIP -- violent impact -- K-CRAFT straining to break free -- heavy turbulence -- controls sparking -- moment when it seems the K-SHIP may shatter from the strain when it suddenly breaks through -- rockets past the rippling, invisible barrier and --

CUT TO

SKULL SHIP. LEXIAC at the ship's eye portal, sees the K-CRAFT approach --

LEXIAC

Right on time.

(turning to the ALIEN HENCHMEN)

Release it.

THE ALIEN HENCHMEN activate a control on the main panel and --

CUT TO

OUTSIDE THE SKULL SHIP. THE K-CRAFT streaks into FRAME -- dwarfed by the immensity of the SKULL SHIP and --

CUT TO

INSIDE THE K-CRAFT. KAL-EL watching in apprehensive wonder as the K-CRAFT passes into the SKULL SHIP'S shadow -- through the enormous, jagged teeth -- disappears inside and --

CUT TO

5
0
0
8
9
2
2
0
1
0
2

INSIDE THE SKULL SHIP. MAIN ENTRY. THE K-CRAFT comes to rest in the darkness. Powers down. KAL-EL emerges, the toy-shaped K locked to his armor, red light blinking away and --

CUT TO

LEXIAC at the eye portal. He turns to the ALIEN HENCHMEN --

LEXIAC

Lock it up.

CUT TO

OUTSIDE THE SKULL SHIP. THE HUGE JAWS slowly seal shut and --

CUT TO

INSIDE THE SKULL SHIP. KAL-EL looks back, sees he's locked inside. KAL-EL moves into the dark, machine-laden space housing the massive workings of the SKULL SHIP and --

CUT TO

DEEP INSIDE THE SKULL SHIP. We're in a dimly lit maze of dripping pipes and mechanical rumblings when something BIG scurries down through the darkness, descends into the black with frightening speed for its huge size and --

CUT TO

SKULL SHIP. KAL-EL rapidly climbing up through the bowels of the ship and --

CUT TO

LOIS AND HER NIECE locked in their chamber, forced to cover their ears from the growing RACKET now coming from the MENAGERIE as the various CREATURES bleat and wail from their cages, sensing the blood-letting to come. The laser guarded door suddenly de-activates and the two ALIEN HENCHMEN appear, throw two flouncy dresses into the cage, grunt to LOIS and her NIECE to put them on. LOIS throws them back, glares --

KAL-EL
I can't without you!

K'S VOICE
You have found your own truth. Your powers were never gone, my son...you had to learn to embrace them as your own.

KAL-EL
"My son?"

K suddenly creates a final projection before him JOR-EL and LARA seen -- bathed in white -- staring at KAL-EL, smiling --

KAL-EL
Father? Mother?

JOR-EL AND LARA/TOGETHER
Forever.

JOR-EL
We have never been far from you, my son, nor will we ever be.

LARA
Feel us in your spirit, Kal-El, as we feel you in ours...

The projection blinks, goes dark. K'S light extinguishes. KAL-EL bowed over the toy-like object, head down, a silhouette in the darkness. Alone...and yet not. He picks up the inanimate K. Stands. Moves into the light to --

REVEAL

SUPERMAN -- new, sculptured suit and cape -- stronger in every way -- but what stands out is the stark resolve of his features -- all intent focused into pure, distilled FURY as -- SUPERMAN raises his fist -- BLASTS up through the shaft and --

CUT TO

SKULL SHIP. MAIN COMPARTMENT. The two, large ALIEN HENCHMEN now dressed in tight, too-small tuxedos, finish setting up a garish, chandeliered, formal dining area on the U-shaped bridge overlooking the eye portals -- dramatic view of EARTH dominating the view. Linens, crystal, silver and a HOLOGRAM of a roving violin player complete the surreal scene as LEXIAC stands with LOIS and her NIECE, holding a gown in each hand --

LEXIAC
Put the dresses on now.

LOIS
 We're not playing your sick game!
 This charade's about to come to an
 end. Superman will find us. He'll
 be coming.

LEXIAC
 I hope so. I've planned a big
 surprise for him.
 (bending down to LOIS'S NIECE, sweetly)
 A pretty girl like you should wear
 pretty clothes. With a pretty bow
 in your hair.
 (staring at her, coy smile)
 You remind me of the Princess of
 Saxo, a pretty planet with a pretty
 Princess just your age. She always
 wore pretty clothes.

NIECE
 ...Do you have kids?

LEXIAC
 I can't manufacture them. But if I
 could, I'd want a pretty one, just
 like you.

LEXIAC taps her nose, smiles, gets the slightest smile back --

LOIS
 (watching, horrified)
 All right -- we'll put them on!

CUT TO

SUPERMAN streaks up through the massive ship, weaving between
 pipes and machinery and --

CUT TO

LEXIAC escorts the now gowned LOIS and her NIECE to the table,
 dims the lights with a look, cocks his ear, listens

LEXIAC
 Places everyone!

CUT TO

SUPERMAN rocketing higher through the shaft -- straight up -- roof seen -- approaching fast -- SUPERMAN not slowing and --

CUT TO

SKULL SHIP. MAIN COMPARTMENT. SUPERMAN suddenly EXPLODES through the floor -- comes down in a cloud of debris and --

SUPERMAN'S POV

LOOKING UP at the balcony. Surreal scene. LEXIAC wines and dines LOIS and her NIECE at the bizarre restaurant setting -- SUPERMAN about to blast up to them when --

LOIS

Behind you!

THE TWO tuxedoed ALIEN HENCHMEN suddenly appear from behind columns -- one swings a long piece of pipe -- ~~knocks~~ SUPERMAN'S legs out from under him -- onto his back -- the two ALIEN HENCHMEN are big, hairy and surprisingly fast and strong -- they dive on top of him -- fighting dirty -- gouging his eyes -- biting -- kicking him wear it hurts and --

ANGLE ON

THE BRIDGE overlooking the floor. LOIS and her NIECE watch the fight in horror as LEXIAC slips unseen across the walkway, goes into a portal, disappears, no where to be seen as --

SUPERMAN finally yanks the two ALIENS off, slams their heads together, knocking them out. He looks up at the bridge. LOIS and her NIECE sit in their high-backed chairs as LEXIAC comes out a different portal, his suit now replaced with formal white tails. LEXIAC walks clapping across the walkway, looking down at SUPERMAN, reaches the table, sits. He lights a candle with a spark from his finger, leans close to LOIS --

LEXIAC

"But soft, what light through yonder window breaks? It is the east, and Lois is the sun. Arise fair sun, and kill the envious moon!"

(drinking his wine)

One of the better minds I've absorbed since my arrival.

LEXIAC lifts the silver domed serving trays off LOIS'S and her NIECE'S plates, reveals --

BAKED GOD KNOWS WHAT -- fluffed paper wrappers encircle the bones of what look like large, roasted hamsters. LOIS'S NIECE pulls as far from the food as possible. LEXIAC realizes LOIS is staring at SUPERMAN, follows her gaze, sees SUPERMAN circle below, preparing to leap up. LEXIAC quickly stands, goes behind LOIS and her NIECE, places a hand on their shoulders --

LEXIAC
Have you met my family?

SUPERMAN
Abduction is the only way you could have one.

LEXIAC
Seen mom and dad lately?

SUPERMAN
Let them go.

LEXIAC
I'll just move them out of our way.

LEXIAC practically drags LOIS and her NIECE to the entrance of the menagerie, stands them together, suddenly activates two, parallel laser grids, a mere foot apart, designed to barricade the menagerie from the rest of the ship. LOIS and her NIECE stand trapped in the narrow space between the grids. Certain death if they move --

LOIS
(taking her NIECE'S hand)
Stand still.

LEXIAC strolls onto the balcony, looks down, smiling when -- SUPERMAN suddenly cuts one side of the bridge with his X-RAY VISION, sends that side crashing to the floor. LEXIAC caught in the fall, tumbles down. SUPERMAN makes a hyper-fast move, smashes into LEXIAC, grabs him by the throat, squeezes --

LEXIAC
...Back off, bro.

LEXIAC suddenly shoots a bolt of ELECTRICITY at SUPERMAN -- blasts him back -- SUPERMAN shakes it off -- circles --

SUPERMAN
You like that idea don't you?
Having a brother.

LEXIAC
We did share a common creator --
your father.

LOIS'S NIECE

SUPERMAN

The difference is, he tried to
destroy you.

LEXIAC suddenly pulls a polished box from a wall, opens it,
produces two fighting swords. He tosses one to SUPERMAN --

LEXIAC

En garde!

But SUPERMAN melts the sword mid-air, vaporizing it --

LEXIAC

Too bad. I thought we could have
some fun before we got down to
business.

SUPERMAN

I prefer playing with people, not
machines.

LEXIAC

I am far from a machine!

LEXIAC shoots an ELECTRIC BOLT at the remaining supported side
of the walkway, severs it, sends the whole bridge crashing
down on SUPERMAN. The CRASH sends out a shudder that nearly
makes LOIS and her NIECE lose their balance into the deadly
laser grids as SUPERMAN angrily emerges from the wreckage --

LEXIAC

Funny...You have the same expression
your father did when he realized
Krypton was about to be destroyed.

SUPERMAN striding toward him --

LEXIAC

You were there, though you probably
don't remember. You made the cutest
little cry.

SUPERMAN

What happened? Dad forget to oil
you?

SUPERMAN shoots ahead, grabs BRAINIAC from behind --

SUPERMAN

Didn't change your batteries?

SUPERMAN begins twisting LEXIAC'S head, farther and farther
around, LEXIAC'S brow beginning to spark --

SUPERMAN
Refused to update your software?

LEXIAC
(struggling, unable to shake him off)
Join me! Rule with me!

SUPERMAN makes a mighty twist and -- rips LEXIAC'S head from the body -- holds it up -- stares him in the eyes --

SUPERMAN
In the name of my father and mother
I send you to hell!

SUPERMAN crushes the head between his hands -- wild BURST of energy as pieces of circuitry crumble to the floor -- electric arcs spidering all around -- weaken -- stop -- the headless, white tuxedoed LEXIAC BODY flaps for a beat, ceases to move --

LOIS
(watching from behind the laser grid)
You did it!

SUPERMAN bows his head, acknowledges the importance of the moment in an unheard prayer of thanks when... a GIGGLE is heard. Then a laugh. Then a loud laugh. SUPERMAN looks around, the laughter seems to come from everywhere. The MENAGERIE ANIMALS react to the sound, start making their own deafening NOISES as deep, booming laughter builds to an echoing crescendo and SUPERMAN looks up to see -- LEXIAC! -- on a balcony by the portal -- same suit we saw him in earlier -- SUPERMAN utterly confused as LEXIAC laughs uproariously --

LEXIAC
Practice that last line much?
In front of a mirror maybe?

LOIS'S elation turns to dread --

LEXIAC
(staring at SUPERMAN)
I see you've met my friendly automaton, Frankie...

SUPERMAN stunned by the deceit, building rage, he suddenly rockets up to the balcony, lands near LEXIAC. They circle one another on the platform overlooking the eye portal, the entire EARTH spread out below --

SUPERMAN
Big tough guy, huh? Eating egocentric playboys and terrorizing little girls.

LEXIAC hits SUPERMAN with a mighty blast of ELECTROMAGNETIC POWER -- SUPERMAN slammed back -- leaps up -- instantly on LEXIAC -- two of them entangled now -- rolling across the platform -- toppling over the side and --

SUPERMAN and LEXIAC fall to the level below -- land near LOIS and her NIECE trapped in the laser grids -- the impact breaks them apart -- SUPERMAN grabs LEXIAC -- tries to pull him back as LEXIAC reaches through a space in the grid -- reaches for LOIS'S leg -- LOIS trying to keep her balance -- inches from the deadly beams -- LEXIAC about to pull her into them when --

LOIS

You can't beat him, Superman!

(SUPERMAN and LEXIAC both look up)

He's too powerful -- too strong.

You don't stand a chance against

him. Nothing could. Look at him.

Look at this ship.

LEXIAC glances around, appreciates his handiwork --

LOIS

For all your powers, Superman,
you're just a mortal, like us.

(looking at LEXIAC)

He's a God.

LEXIAC staring at her, swelling with pride when SUPERMAN uses the distraction to pull LEXIAC away -- they square off against each other and LEXIAC suddenly hits SUPERMAN with a powerful, life-sucking FORCE -- SUPERMAN fighting it --

LEXIAC

Why conquer when you can drain?

LEXIAC increases the BEAM'S power -- SUPERMAN enveloped in its all-consuming rays -- noticeably starts to pale as the life is slowly sucked out of him and he backs toward the eye portal --

LEXIAC

These are the moments I miss from
our childhood.

SUPERMAN backs right up to the thick, clear covering of the eye portal -- beam intensifying -- suddenly slams him back -- right into the eye portal -- it suddenly gives way -- blows into space -- depressurizes the massive Skull Ship and -- EVERYTHING starts being sucked out --

THE DEPRESSURIZATION suddenly interrupts power to the ship as the beams trapping LOIS and her NIECE are shut off -- the two of them rolling out of the way as an emergency barricade slams down in the beam's place -- sealing off the MENAGERIE --

THROUGH THE PORTAL -- the depletion beams controlling the nuclear plants on earth are seen shutting off from the damage to the Skull Ship --

SUPERMAN fights BRAINIAC'S draining grip -- teetering on the edge of the portal -- earth turning far, far below -- WIND from the depressurized skull ship whipping all around as -- LEXIAC forces him further back -- SUPERMAN falls -- grabs hold of the portal edge -- now dangling high over the world and --

THE SKULL SHIP begins to wobble off its axis -- tipping forward -- SUPERMAN hanging almost straight out -- LOIS and her NIECE flatten themselves against a wall -- MENAGERIE beasts come sliding down into the barricade -- their big furry backs pressed against the bars --

LOIS
(calling to SUPERMAN, willing him on)
Your spirit is strong.

SUPERMAN battling the increasingly powerful beam -- LEXIAC showing concern -- suddenly amps the beam to full power --

LOIS
I love you.

SUPERMAN straightens slightly -- the BEAM between he and LEXIAC starts to slowly change color -- lightening from SUPERMAN'S side -- becoming pure white --

LOIS
I want to be with you forever.

THE BRIGHTNESS grows -- moving steadily back down the BEAM toward LEXIAC -- LEXIAC watching it -- using every watt of power he has -- trembling from the effort -- himself being drained as --

THE BRIGHT PART OF THE BEAM bleeds back to LEXIAC -- connects and LEXIAC reacts in horror as he's blown back -- breaking the beam -- crashes into a wall so hard that BRAINIAC is suddenly ejected from LEXIAC'S body -- projected in a wild, split-second, SFX moment through LEX'S mouth and --

BRAINIAC is suddenly seen exposed fully for the first time -- no cape -- just a head on a strange, sparking, spindly, mechanical body -- it rises up before SUPERMAN -- its electronics and armature actually dissolving from the short-circuiting of the drain beam -- BRAINIAC looks down -- sees what's happening -- looks up at SUPERMAN in bitter rage -- spits a gob of a black oily substance at his face -- SUPERMAN ducks -- it misses -- melts a hole in a wall -- BRAINIAC slowly dissolves from the heat of cross-wired energy -- his over-sized head about to sink into the oily puddle --

SUPERMAN
 (watching him dissolve)
 From Brain in a cape to mess on the
 floor.

BRAINIAC
 You've terminated me, but I have a
 final present for your city!

BRAINIAC'S over-sized head spins around, fires a last
 electrical charge at the main control panel, dissolves into
 the black pool, his eyes popping from his head like champagne
 corks, embedding themselves in a steel support of the Skull
 Ship as he dies and we --

CUT TO

SPACE. A last depletion beam shoots down toward earth and --

CUT TO

METROPOLIS NUCLEAR POWER PLANT. The beam strikes the reactor
 dome, making it pulse with heat and --

CUT TO

SKULL SHIP. SUPERMAN sees LOIS and her NIECE flattened
 against the wall -- wind whipping by -- trying to hold on --
 he moves toward them as -- LEX comes to nearby -- caught
 against a grate -- LEX looks around -- the same American flag
 thong that was seen when he was consumed is his only covering,
 no memory of what's happened since being "consumed" --

LEX
 ...I was having a massage --

LOIS suddenly loses her grip -- sails toward the opening -- at
 the last second manages to grab hold of a support -- LOIS
 dangling a hundred miles over earth -- air whooshing out from
 the Skull Ship around her as -- SUPERMAN grabs her hand --
 pulls her in -- lifts her up -- the SKULL SHIP gyrating wildly
 -- become unbalanced -- big PIECES being sucked away --

LOIS
 (to SUPERMAN)
 You can survive in space -- at least
 save yourself!

SUPERMAN looks around, mind racing -- suddenly spies a STEEL COLUMN -- SUPERMAN rakes the COLUMN with his X-ray vision -- makes a long vertical slice along its side -- pulls the steel apart to create an opening -- places LOIS inside -- goes back for LOIS'S NIECE and --

CUT TO

SPACE. THE SKULL SHIP. Large sections are cracking apart -- violent explosions -- EARTH turning far below as the SKULL SHIP disintegrates in a wild SFX sequence, consumed from the inside out, feeding on itself, the huge craft reduced to final, sparking nothingness and --

CUT TO

CLOSE ON -- THE STEEL COLUMN from the skull ship is seen now lying in dirt, on its side, top and bottom crimped -- center ripped open --

LEX (OVER)
Of all the places to put us down!

PULL BACK TO SHOW

CORN FIELD. PRE-DAWN. The sky still mostly black, a hint of orange on the horizon. LOIS and her NIECE emerge from the column, stand in the middle of a big, empty field as a bare-foot LEX hobbles toward a nearby, two-lane road --

LEX
And then he just leaves us here!

CUT TO

METROPOLIS NUCLEAR POWER PLANT. The reactor dome glows red -- about to explode -- SUPERMAN rockets in -- crashes through the thick, concrete roof and --

CUT TO

REACTOR ROOM. The CORE is melting down as SUPERMAN blasts into the erupting reactor pool, continues down and --

CUT TO

DEEP INSIDE THE EARTH. SUPERMAN bores a hole miles down into solid bedrock -- the mass of glowing FUEL RODS dropping right behind him -- starting to reach critical mass -- about to detonate when SUPERMAN suddenly makes a sharp upward turn -- blasts up through the earth's crust as an ATOMIC EXPLOSION rocks the strata all around --

CUT TO

FIELD. LOIS and her NIECE sit on the steel cylinder, watching the beginning of a glorious sunrise. LEX hobbling off toward the road, sees a car, scampers toward it in his thong --

LEX
Over here! Slow down!

WHOOSH of air. SUPERMAN appears behind them. LOIS stands. He goes to her. They kiss. Long, lingering embrace as the sky starts to grow pink with the dawn of a new day. Glorious beat. LOIS looks over, sees a road sign that reads -- SMALLVILLE. She looks at SUPERMAN, smiles --

LOIS'S NIECE
What's that?

ANGLE ON

THE TOY-SHAPED K is seen tucked under SUPERMAN'S belt. He takes it out, hands it to her --

NIECE
(regarding it)
It's a toy.

SUPERMAN
Among other things.

NIECE
You take it, aunt Lois.
(handing it to LOIS, looking at SUPERMAN)
Maybe someday you two will have a kid.

SUPERMAN looks at LOIS, both smile, the three of them standing in the fertile, forever-stretching field, sun rising before them, sky ablaze --

LEX
(walking away, looking back)
"...Egocentric playboy?"

CUT TO

METROPOLIS STREET. SUNRISE. PEDESTRIANS crowd the street, smiling, catastrophe averted, city coming back to life when a MAN glances up, sees something --

MAN

Look -- up in the sky!

A WOMAN follows his gaze --

WIFE

It's a bird.

A NEARBY POLICEMAN also looks skyward --

POLICEMAN

It's a plane.

A YOUNG BOY stares up between them, big smile -- he knows --

BOY

It's Superman!

AND WITH A ROUSING STING we --

CUT TO

THE SCENE of CLARK and LOIS dancing at the Daily Planet party unspools over the END CREDITS. The music of their romance promises the celebration of a new time as it sweeps us to a close...

THE END

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