

SUPERMAN LIVES

Written by

Kevin Smith

No portion of this script may be performed, reproduced, or used by any means, or quoted or published in any medium without the prior written consent of Warner Bros.

WARNER BROS.
4000 Warner Boulevard
Burbank, California 91522

March 27, 1997
© 1997
WARNER BROS.
All rights reserved.

EXT. SPACE

An Alien craft floats through the void, approaching a slow-moving ASTEROID.

INT. ALIEN CRAFT

Two humanoid ALIENS dressed in uniforms pilot their craft nearer to the asteroid.

ALIEN #1
Receiving a signal from an alien system,
but there's interference on the channels.

ALIEN #2
Once we get past this asteroid, it should
clear up.

Suddenly, THROUGH the windshield, we see tentacles shoot out of the asteroid.

EXT. SPACE

The tentacles wrap themselves around the craft, and electrical energy courses between the pair. The "Asteroid" reveals itself to be the BRAINIAC SKULL SHIP - a tentacled craft that looks like it sounds. A set of "jaws" protrude and puncture the hull of the small craft. It glows white hot with power.

INT. SKULL SHIP - OPERATING THEATRE

We see a surgical table, its contents obscured by the shadows, save for the back of a malformed head. Computer banks and monitors are everywhere. A small ROBOT works beside the table - implanting a cable into the back of the malformed head. It throws a switch. Raw energy blows through the cable, causing the "patient" to convulse and writhe, screaming.

CLOSEUP - METALLIC SHAFT

as it begins to reconfigure, taking the shape of an arm. We see the same happen to other parts of his "body" -- hands, legs, facial features.

EXT. SPACE

The craft the Skull Ship holds then goes dark, the energy being sucked from it having run dry.

INT. SKULL SHIP - OPERATING THEATRE

The "patient" stops convulsing, as the cable attached to its head ceases to glow.

BRAINIAC

That was all the energy the craft
yielded?

L-RON

The craft was a short-ranger, my Lord.
I'm surprised that can had enough juice
to give you this much form. We pulled 1.9
trigs out of it. There's nothing more to
get.

BRAINIAC

(rising)

An inaccurate assessment.

INT. SMALL CRAFT

The frightened Aliens try to re-start their craft.

ALIEN #1

(off computer)

Motion detectors are picking up something
breaching the hull!

The DOORS melt. BRAINIAC enters: humanoid in appearance, green-skinned, black-eyed, red-lipped. Metallic, and bald. A series of metal relays criss-cross his forehead -- three solid circles, intersected by straight lines.

The aliens reach for LASER-GATLINGS and FIRE, but they cause no damage. Brainiac instead grabs the weapons, jamming them into his body -- consuming the lasers into his form, energizing. He drops the guns, and his hands morph into tendrils, which plunge into the chests of the terrified Aliens. He absorbs their life forces, making them husks -- at which point they explode, covering the cabin in goo. Brainiac inhales deeply, charged.

EXT. SPACE

The tentacles of the Skull Ship unravel from the wrecked craft. The Skull Ship powers up and thrusts into the void.

INT. SKULL SHIP BRIDGE

Brainiac watches space port before him on the View Screen. L-Ron joins him, holding a containment unit.

BRAINIAC

The cosmic irony, L-Ron -- I who have destroyed a world am now forced to subsist like a parasite. Once, infinite power was my manifest. Now look at the pride of Colu -- feeble attempts to maintain even this meager anthropomorphic form!

L-RON

At least you have what passes for legs.

Brainiac gives L-Ron a withering look.

BRAINIAC

What did your search of the craft yield?

L-Ron holds up the containment jar, inside which scurries a multi-legged fist-sized creature.

BRAINIAC

(glances at it)

Thanagarian Snare Beast. Infancy stage. Illegal in sixteen systems due to the advanced nature of their growth patterns outside of their own atmosphere.

(beat)

Add it to the menagerie.

Then, a BEACON sounds. On the main screen, scrambled letters and numbers appear, forming the distorted image of Lex Luthor -- commanding, corporate, suave, bald... And ominous.

LEX (V.O)

Greetings. This message -- transmitted in over one hundred languages -- comes to

you from Earth.

Brainiac regards the message curiously.

LEX (V.O.)

I am Lex Luthor, owner and C.E.O. of LexCorp -- a vast and powerful conglomerate that dominates trade on this planet. To whatever life form that may receive this, I extend an invitation to our world. Non-hostile and eager to establish contact with extraterrestrial races, Earth welcomes a visit from whomever receives this greeting. I myself call upon you to make contact, so that we may establish relations, open trade routes...

Brainiac turns away, disinterested. Then, the "friendly" greeting onscreen turns darker.

LEX (V.O.)

... and discuss any information you might have regarding a visitor to this planet of Kryptonian descent.

Brainiac snaps to attention, shocked recognition crossing his face.

BRAINIAC

My days of scavenging are over, L-Ron. Lock onto this transmission and follow it to this Earth his speaks of.

L-RON

What for?

BRAINIAC

Jor-El's most accomplished creation, L-Ron -- the Eradicator still exists!

Brainiac's eyes glow with intrigue. L-Ron shrugs and begins entering coordinates. Lex's message continues onscreen.

LEX (V.O.)

From one superior intellect to another -- whomever or whatever you may be -- I implore you to come to Earth, so that we might discuss the problem we call...

INT. TELEVISION STUDIO

A CLOSEUP of a stiff-looking TELE-JOURNALIST fills the screen.

HOST

Superman -- friend to Earth, or hindrance?
Tonight we take a closer look at the Man
of Steel.

We're in a television studio. While the "Nightline"-like opening
logos play, cameras whirl and reposition. Then:

HOST

Does the existence of a seemingly
god-like vigilante impact the world
positively or negatively? Examining this
with us tonight is LexCorp C.E.O. and
Metropolis' second most well-known figure,
Lex Luthor.

Seated across from the host, LEX LUTHOR winces at the
introduction. Looking far more congenial than he did in his clip
aboard the Skull Ship, Lex is in public persona.

HOST

Mister Luthor -- you've been the most
vocal proponent of the Wertham Act -- the
bill that seeks to outlaw costumed
vigilantes in the greater Metropolitan
area. Given that Superman is the sole
individual who could fall under this
criteria, the question begs asking -- why
so much distrust of 'the man of tomorrow'?

LEX

I'm no enemy of Superman, Ted -- quite
the contrary. I find his flair for
fashion and whimsical abilities very...
David Copperfield. Such a crowd-pleasing
showman who makes Metropolis his home is
a boon for the tourist trade. But I do
question the good that Superman represents
for the human race -- beyond entertainment
value.

HOST

Such as?

LEX

Well -- aiding the planet at every turn
against war, famine, natural disaster,
for starters. It represents a complete
freeze on the evolutionary process. And
what of his more immediate effects on our
society? Having Superman make his home in
Metropolis is a veritable call-to-arms
for any psychotic with dreams of world
domination. The Wertham Act would be a

deterrent to those who might consider
jumping into a pair of tights and
challenging the Man of Steel to a battle
royale right here on the streets of our
fair city.

HOST

An interesting position, Mister Luthor --
but one that I'm sure your opposition
will refute. We welcome city beat
reporter for the Daily Planet, Lois Lane.

LOIS sits beside Lex -- beautiful yet poised... even though she
looks thoroughly pissed.

LOIS

This proposed act, which even Metropolis'
own Governor Bree opposes, is nothing
more than Lex's one-man crusade against
Superman. Outlawing the Man of Steel,
would be like removing the soul of this
city. I mean, can anyone even remember
what Metropolis was like before Superman
arrived?

LEX

As I recall, there were less red, white
and yellow souvenir stands. Miss Lane --
have you ever been able to look past your
blind allegiance to this off-worlder to
think that maybe he employs criminals to
improve his P.R.? For all we know,
they're on his books.

LOIS

In Salem, it was a witch-hunt, in
Hollywood, it was the 'Red Scare'...
Leave it to your fertile imagination to
come up with 'Cape-Gate.'

LEX

The vehement defense you put up for him,
I'd say the only thing fertile around
here is someone's hopes of carrying a
super-brat one day.

LOIS

That's it...

Lois jumps Lex, who tumbles back in his chair. She begins laying
into him, as the Host LEANS INTO the FRAME, addressing the TV
"audience."

HOST

We'll be right back.

Fade to a commercial -- in an open field, a WOMAN spins a small boy in her arms:

V.O.

Family -- it's the bottom line behind
every decision she makes. Yours, or hers.
In November, vote with your heart.

The chyron at the bottom of the screen reads 'Paid for by the Committee to Re-Elect Governor Bree', as the visual locks on the small BOY in her arms.

CUT TO:

EXT. HOB'S BAY STREET - DAY

The same small Boy, exits a BISTRO, holding the hand of this mother, GOVERNOR CAITLIN BREE. They are flanked by SECRET SERVICE MEN. PAPARAZZI and TELEJOURNALISTS (including Cat Grant) converge on them, snapping photos.

CAT

Madam Governor -- how was the meal?

GOVERNOR

Excellent. This Bistro represents the first major step in the revitalization of Metropolis' historic Hob's Bay.

CAT

Do you think the redevelopment project can change the public's perception of this area as 'Suicide Slum'?

GOVERNOR

If the meal was any indication, I'd say absolutely.

CAT

(to the boy)

How about it, Brodie -- what'd you think of the Bistro's food?

BOY

It was the bestest p'sghetti I had in my whole life!

The Journos laugh. The Governor kisses her son's head and hugs him, then turns back to the cameras.

GOVERNOR

I want Metropolitans to know that there

is no danger in Hob's Bay.

Suddenly, across the street, the side of the building EXPLODES, raining debris on the crowd. The Governor covers her son.

Five crudely-masked THUGS pour from the hole in the building, opening fire, sending people running.

Then, from the still-smoking blast-hole, DEADSHOT emerges. Clad completely in silver and red, featureless (save for the glowing red gun sight covering his right eye).

The Secret Service Men covering the Governor draw their guns. Deadshot takes aim with his WRIST-REVOLVERS and shoots the pieces from their hands. The thugs clear a path for their leader.

The Governor looks up to see Deadshot standing over her.

GOVERNOR

This city will not bow down to terrorism
of any kind!

DEADSHOT

Maybe not...

He drops the Governor and grabs the boy by his collar.

DEADSHOT

...but I'm sure you will. Won't you...
mom?

Deadshot holds his wrist-revolver to the scared Boy's head. A crimson laugh echoes out from behind his mask.

EXT. DAILY PLANET BUILDING ROOFTOP - DAY

We still hear Deadshot's laugh, but from someone else's perspective - a super-hearing perspective. A very familiar pair of BOOTS steps to the edge of the building, then steps off disappearing in a flash of red.

EXT. HOB'S BAY STREET - DAY

A SONIC BOOM fills the air. Deadshot looks to THUG #1.

DEADSHOT

Tell me that was your stomach.

High above, a streak of RED descends at a rapid rate, rocketing into the pavement, leaving a hole in the ground.

DEADSHOT

Oh, shit...

The street beneath their feet explodes, and the same red streak flashes past Deadshot, taking with it the Boy in the blink of an eye. All immediately mobilize.

DEADSHOT
GRAB THE BROAD AND LET'S GET OUT OF
HERE!!!

The thugs grab the Governor as a VAN screeches up.

EXT. TOP OF BUILDING - DAY

The Boy is set down lightly on the roof. He opens his eyes, which then go wide. Before him stands SUPERMAN (um... 90's style), licking his hand.

SUPERMAN
Mmmm -- Spaghetti.
(hand on the boy)
You okay?

BOY
Can we do that again?!

SUPERMAN
First I gotta beat up the bad guys.

BOY
My mom thinks you're cute.

SUPERMAN
That's why I voted for her.

Superman winks and leaps into the air, disappearing.

INT. VAN - DAY

The Governor under Deadshot's gun, Thug #1 revs the engine. Suddenly, through the windshield, Superman explodes up through the hood of the Van, adorned in engine parts.

DEADSHOT
GET OUT THERE AND VENTILATE HIM!!!

EXT. HOB'S BAY STREET - DAY

Superman pulls himself from the Van, and hurls the engine at two of the Thugs. The remaining three open fire. The bullets bounce from Superman's chest.

EXT. SPACE - SOMEWHERE OVER EARTH

The Skull Ship slinks into our atmosphere.

INT. SKULL SHIP

On the view screen, Brainiac and L-Ron watch Superman fight the masked thugs.

L-RON

Ugh. Do they all dress like that on this planet?

BRAINIAC

That symbol on his chest. It's a seal of scientific office. From...

(gets it)

Krypton! It's the Kryptonian!

L-RON

It can't be him. Kryptonians were never known to manifest above-average strength or invulnerability.

BRAINIAC

Perhaps he derives his power from the Eradicator...

L-RON

I don't know -- he's not wearing any technology.

BRAINIAC

Get us to this Lex Luthor of Earth... now!

CUT TO:

EXT. HOB'S BAY STREET - DAY

As bullets bounce off Superman's chest, the Man of Steel's eyes glow red. Two HEAT BEAMS seer into the machine gun in the hands of one of the Thugs. The gun glows red, and the Thug drops it. Superman repeats this with the remaining four thugs, until they're all disarmed, waving their hands in the air to cool them, looking as if they're waving goodbye. Superman waves goodbye back at them. Then we hear...

OC DEADSHOT

Hey - boy scout!

DEADSHOT'S POV THROUGH GUNSIGHT

Superman turns, his face falling into the crosshairs.

Deadshot, holding the Governor, FIRES a single kill SHOT.

Superman's head jerks backwards and pauses momentarily. When he brings his head forward, we see the bullet is caught in his teeth.

He rocket-spits the bullet out...

...which hits Deadshot's wrist-revolver, throwing the villain's arm back, away from the Governor. In a flash of red, Superman is in front of Deadshot, shaking his head.

SUPERMAN

Look at your outfit. What is this --
Gotham?

He grabs Deadshot's wrist-revolver, and then finger-flicks the villain in the head, knocking him out.

People emerge from the Bistro, cheering as the terrorists are collected by the Authorities.

Superman dusts the Governor off and nods at her.

SUPERMAN

Madam Governor...

He disappears in a flash and a gust of wind, then reappears holding the Boy.

SUPERMAN

... your most important constituent.

The Governor hugs first her son, then Superman.

GOVERNOR

Thank you, Superman.

Superman blushes slightly, rub's the Boy's head, and walks away. He glances down at Deadshot's wrist-revolver.

SUPERMAN'S X-RAY VISION POV

We see first the weapon, then through the weapon and into the components that make it tick. ZOOM IN ON a set of microscopic serial numbers, etched into a tiny chip.

BACK TO SCENE

Superman shakes his head and sighs.

SUPERMAN

What a shock. Luthor.

The wrist-revolver EXPLODES in his hands. He drops it to the ground, where it continues to burn.

EXT. GBS BUILDING - NIGHT

Lex exits the building, flanked by MISTY, his gorgeous but lethal

bodyguard. He holds a small icepack to his cheek.

LEX

I can't believe the bitch tagged me. What
do I pay you for?

Then JIMMY OLSEN shows up, out of breath. He looks at LEX,
panting, then nods to Luthor's shiner.

JIMMY

Superman?

Lex seethes, as Lois emerges from the building.

LOIS

It was the Joker, Jimmy. He was mad that
Luthor stole his act.

LEX

I thought journalists were supposed to be
impartial.

LOIS

I thought humanitarians were supposed to
be human.

(takes out pen and pad)

Care to comment?

LEX

Pithy to the last.

Lex hurries to his limo.

LOIS

(to Jimmy)

Pithy. Who uses that word anymore?

JIMMY

Chief wants you back at the Planet, Miss
Lane. something big just broke out in
Hob's Bay!

LOIS

Superman?

JIMMY

There and gone.

They climb into the taxi that pulls up.

INT. LEX'S LIMO - NIGHT

Lex puffs on a cigar. Sipping brandy from a snifter, he clicks on
the TV news, which shows SUPERMAN at Hob's Bay. Lex goes white hot

and wide-eyed with rage.

Up front, Misty rolls her eyes.

EXT. LEXCORP BUILDING - NIGHT

Lex exits his limo and marches bitterly toward the LexCorp building followed by Misty.

LEX

Six months of planning, and all for nothing! With Governor Bree in line, I could've taken back control of this city from that... that... alien!

INT. ELEVATOR - NIGHT

Metropolis shrinking behind him, Lex watches the digital numbers rise, seething. Then, the elevator stops abruptly. Misty catches Lex, setting him upright again.

Suddenly, the hatch at the top of the elevator is ripped off. A blue-clad arm reached in, pulling Lex out.

INT. ELEVATOR SHAFT

Superman holds Lex in his grip.

SUPERMAN

Fifth floor - hair care products.

LEX

One of these days, they're going to pass the Wertham Act, and then one of these nights, I'll be able to blast your pajama-clad ass out of the sky... legally!

SUPERMAN

Speaking of acts of violence -- did you hear the one about Hob's Bay? See, this guy wants to get his anti Superman bill passed. So he hires a few masked goons to threaten the Governor to speed the bill along.

Lex yawns slightly, as if bored.

SUPERMAN

But here's the punchline -- he's got such a big ego, he demands that a serial number from his company show up somewhere on the hardware he provided his hired mercenaries, thus implicating him in a federal offense. Isn't that a gut-buster?

Lex arches his eyebrows slightly. Then, a pissed Superman yanks Luthor to him, bringing them face-to-face.

SUPERMAN

I'm putting you behind bars!

LEX

No... proof... loaded... hardware with...
self-destructs... triggered by the...
radiation waves of your... x-ray vision!

Superman glares at Lex, knowing he's right.

SUPERMAN

Then maybe I should save the courts of
Metropolis the time -- make myself the
judge, jury...

Superman hooks his foot under a bar on the elevator and starts 'towing' the car up the shaft at an alarmingly fast rate.

SUPERMAN

... and especially executioner.

Luthor looks up.

LUTHOR'S POV - The fast-approaching top of the shaft -- jagged and deadly. If his head so much as touches it, he's a dead man.

Lex panics, as the top of the shaft gets closer. Superman nonchalantly checks the nails on his free hand.

The ceiling gets closer. Lex jams his eyes shut. Then, Superman stops, thus stopping the car as well. Luthor's head is a half-inch from a nasty spike. He opens his eyes slowly, looking from the spike to Superman.

SUPERMAN

You're hardly worth the effort.

He drops Lex, and disappears in a burst of red.

EXT. SPACE

The Skull Ship slips into Earth's orbit, menacingly.

EXT. DAILY PLANET BUILDING - NIGHT

The globe spins atop Metropolis's once-largest skyscraper (Lex built his bigger). All the windows are dark... except one. And THROUGH it, we see Lois.

INT. DAILY PLANET CITY ROOM - NIGHT

Lois -- alone at her desk -- types on her laptop. In the midst of the tapping her fingers create against the keys, ANOTHER PITCH OF TAPPING joins in. Lois spins around to see Superman floating outside the window.

Lois trips over a desk or two rushing to the window.

LOIS
Superman!

SUPERMAN
'Evening, Miss Lane. Late night?

LOIS
I'm just... filing my piece on Hob's Bay.
Nice bit of work there.

Superman flies in, setting down beside a desk. The nameplate on the desk says "CLARK KENT."

SUPERMAN
Mister Kent's desk?

LOIS
This is Mister Kent's fastidiously
immaculate work station -- I call it
Smallville Central.

SUPERMAN
He's not around tonight?

LOIS
Thankfully, no. If I had to withstand
Clark Kent day and night, I'd be at my
therapist's twice a week as opposed to
one.

SUPERMAN
Doesn't take super senses to detect a
little friction there. Not a fan of
Mister Kent, Miss Lane?

LOIS
Clark's Clark, you know. He's great and
all, don't get me wrong. But he is kind
of a... Dudley Do-right. It's hard for me
to relate to a man like that.

SUPERMAN
And why's that?

Lois looks him dead in the eyes. The costumed Adonis gives it back as good as she's giving. Lois slams down the lid of her laptop and

stands up.

LOIS

Well, Superman, I'm not into all that
Kansas Boy Scout babble. I'm the kind of
woman...

(moves closer)

... who like a man...

(brings her lips to his)

... in tights.

And Lois plants one on Superman -- long and passionate. Superman
breaks the kiss and steps back.

SUPERMAN

Miss Lane... I have something to tell you.

He pulls Clark's glasses from his cape and slips them on.

SUPERMAN

I'm really Clark Kent.

Lois goes wide-eyed and faints. Superman rushes forward and
catches her. Then she opens her eyes and shakes her head.

LOIS

Really, Clark -- must we go through this
every night?

They kiss. He brings her back to her feet.

LOIS

Nice job with the bad guys, babe. I was
proud of you.

SUPERMAN

'Smallville Central.' Who calls it that?

LOIS

Try everybody, Clark. Even Jimmy.

SUPERMAN

(shakes his head)

And I loaned that kid twenty bucks last
week. Ungrateful slacker.

(beat)

How about dinner?

LOIS

Not Burger King again. Let's just eat at
my place.

SUPERMAN

Why, Miss Lane, you underestimate me. I

was thinking a more... monumental
dinner...

INT. LEX'S OFFICE - NIGHT

The nerve center of Lex Corp. A bank of monitors with a vast array of channels adorns one wall, over which hangs an alarmingly increasing digital readout titled 'ACRES OF LEXCORP-CLEARED RAIN FOREST'. In the center of the room, a monolithic desk, backlit by a large picture window.

Misty sits on the couch, reading a magazine. Lex enters, fuming, covered in grease. He puts up his hand.

LEX

Don't ask! Just draw me a bath.

Misty heads off for the huge, sunken marble tub at the far end of the office and runs the water, while Lex crosses to his desk. He passes the bank of TV's, all of which detail SUPERMAN'S HOB'S BAY ENDEAVOR. He pours himself a drink and sits, not noticing L-Ron resting atop the desk.

L-RON

Greetings --

Lex goes wide-eyed at the robot and leaps from his chair.

LEX

BOMB!!!

Grabbing the robot, Lex charges by Misty and hurls L-Ron into the tub. He dives onto the floor, hands over his head, awaiting the blast. After a beat, he looks up.

L-Ron slowly rises from the tub. It discharges water from its circuits and SPUTTERS.

L-RON

Go with entrance 'B.'

Then, the PICTURE WINDOW EXPLODES. Brainiac glides in, god-like, much to Luthor's shock. Misty leaps in front of her boss/lover as the ALARMS sound.

BRAINIAC

Lex Luthor of Earth, I am Brainiac!

A pair of LexCorp SOLDIERS burst through the doors.

LEX

Kill it!!!

The soldiers open FIRE at Brainiac. He absorbs the bullets. Then,

pulls his energy-suck maneuver (from the first scene). Lex and Misty stare, wide-eyed.

BRAINIAC

I come to discuss the Kryptonian you mentioned in your homing message.

LEX

(beat; to Misty)

Clean up what's left of those guys.

Misty nods, backing away. Lex and Brainiac eye each other cautiously until Lex motions toward his desk. Brainiac follows, but stops short at Lex's impressive computer setup. He seems astonished.

BRAINIAC

This technology...

Brainiac sharply raises his hand between he and Lex. Lex startles a bit as Brainiac's hand then reconfigures into something that he inserts into the computer. Downloading sounds are heard, as Brainiac cocks his head, as if sampling wine.

LEX

LexTech Prime. My computers division builds these things.

(touches computer)

It's the most cutting-edge, the most sophisticated, the most...

BRAINIAC

Primitive. Ancient.

Brainiac extracts his appendage, which reconfigures anew.

LEX

(beat)

Yes, well -- you obviously know whereof you speak.

BRAINIAC

This Kryptonian you mentioned -- I know of him as well.

LEX

Unit nine -- full display.

The images on the monitors align into one single visual of Superman in action, from earlier that day.

LEX

He's my mortal enemy, the object of my ire, the...

(change of tone)
You're not a... friend... of his, by any chance... Are you?

BRAINIAC
Where I come from, we destroy that which impedes our progress. Why have you not done the same?

LEX
Kill Superman? Look, I've had everyone who was ever a thorn in my side done away with. From my third-grade teacher to my third wife, nothing eases friction like...
(mimes a gun to the head)
Pow -- you know what I'm saying? Superman would've been dead as white weddings if it weren't for the fact that he's from Krypton -- whatever the hell that is -- which means he can't be killed.

BRAINIAC
I watched Krypton die screaming, Lex Luthor. Invulnerable is something its inhabitants weren't.
(beat)
He is aided by technology of some sort -- a machine?

LEX
Far as we can tell, Pinocchio has no strings.

BRAINIAC
(thinking aloud)
Then it's his chemistry -- it must be affected by this planet. Radioactive shards of our destroyed home world would be toxic to his system.

LEX
Kryptonite.

Brainiac whirls back.

LEX
I've spent the last two years and millions of LexCorp dollars trying to synthesize the stuff. You know what it yielded?

Lex reaches into a drawer and pulls out a pottery shell, covered in mossy grass.

LEX
The 'Chia Pet.'

Lex places it on his desk, beside a model of a SPACE STATION WITH
LARGE MIRROR PANELS. Brainiac analyzes the model curiously.

LEX
One of LexCorp's long-range goals -- a
solar conductor. One of these days, this
puppy's going to make me a multi-
billionaire -- going to draw energy
directly from the sun's surface and sell
it to the masses.

Brainiac presses something on the model and huge gun turrets pop
out, with accompanying cannons. Lex smiles.

LEX
That's the long, long-range goal -- a
massive solar-powered cannon.

As Lex speaks, Brainiac's attention is drawn from the model, to
the footage of Superman in action, then back to the model. A plan
begins formulating.

LEX
We're thinking concentrated sunbeams might fry a hole
through the man of steel. It's a stretch -- but a guy's gotta have
a dream.

BRAINIAC
(quickly turns)
Blasting him with a solar beam will only
enhance his power. This world is fueled
by the light of a yellow sun, is it not?

LEX
Last time I checked. Why?

BRAINIAC
Krypton, too, was fueled by a sun -- a
red sun.
(thinks)
The actual construct of this -- is it
operational?

LEX
Maybe in twenty years. But for what it's
worth, it's up there already.

BRAINIAC
Surrender it to me. I'll augment it with
my own technology. Provide me with this,
and you will not only have your solar

conductor twenty years ahead of schedule,
but this Super-man will be...

(mimes gun to head)

Pow -- as you say.

LEX

(catches on)

All the capital, material, and
technologies of my company are at your
service... if you can kill Superman. You
accomplish that, and to this planet's
inhabitants, I'll make you a god.

EXT. LEXTECH DYNAMICS - NIGHT

A RADAR DISH reconfigures, as we hear...

SHUSTER (V.O.)

Mister Luthor -- you can't do this!

INT. LEXTECH DYNAMICS CONTROL ROOM - NIGHT

A scientist, SHUSTER, argues vehemently with Lex, as Misty
oversees a TECHNICIAN.

LEX

Who pays the bills here, Shuster? I want
the solar conductor reconfigured to these
coordinates.

SHUSTER

But it's not durable enough to travel
this far out of Earth's orbit!

Lex nods to Misty, who puts the kibosh on Shuster, dropping him to
the floor. Lex glares at the Technician, who feverishly works on
his computer.

MISTY

I would never presume to tell you your
business, but it seems you're trading one
alien for another.

LEX

Never trust anyone with the stones to
call himself Brainiac. I equipped that
rocket we gave him with a diagnostics
scanner that'll get me a complete
breakdown of what makes him and his
technology tick. And when we have that,
LexCorp will be the most powerful
corporation in the world.

MISTY

Because Superman will be gone?

LEX

Because I'll have harnessed the capabilities of an artificial intelligence so advanced, it can hold a conversation with people... not to mention the computers that make up the defense systems of every NATO nation on Earth.

MISTY

An extortion racket?

LEX

The extortion racket, my dear.

EXT. SPACE

The SOLAR CONDUCTOR (a huge version of the model) powers up. It rockets deeper into the stars. We pan down from those stars to see...

EXT. MOUNT RUSHMORE - NIGHT

A nice VIEW of the Presidentially-sculpted mountain. On top of Washington's head, we see a small fire burning.

EXT. MOUNT RUSHMORE - ATOP WASHINGTON'S HEAD - NIGHT

Clark and Lois sit on a blanket, looking out over the vista. There is a campfire going, and the remnants of their dinner lay strewn about the open picnic basket. Lois sips wine from a glass. Clark drinks orange juice.

LOIS

Monumental. You're such a goof.

CLARK

Thank Pa for that. He was the punster of the family. Ma's the one who taught me to cook, though.

LOIS

Ma also teach you how to reheat chicken with your eyes?

CLARK

Some things a boy has to learn on his own.

LOIS

(beat)

Did it ever bother you -- being the 'adopted' child? Never knowing your real

parents?

CLARK

If I ever did, it was only because I
couldn't help but feel my destiny
might've been stolen from me.

LOIS

How so?

CLARK

I'd start wondering what I was supposed
to do in life -- what would I be like if
Krypton hadn't... you know? Who were my
parents? Would I have ever left the
planet? Would I have ever come to Earth?

(beat)

Would I have ever met you?

LOIS

No. But you'd probably still read me.
You'd say to yourself "If I could only be
half the writer this Lois Lane of the
planet Earth is!"

CLARK

(chuckles; then)

I know it sounds silly -- where do I get
off complaining? Me -- the guy who's
faster than a speeding bullet, more
powerful than a locomotive... what's the
last one?

LOIS

Something about tall buildings.

CLARK

Right. But all that aside, I'm just a
person, you know? I have what-ifs like
everyone else. What if I'd grown up under
a red sun, and never had these powers?

LOIS

(smiles)

Who would save me, again and again and
again?

CLARK

Somehow I doubt you'd have any trouble
getting along without me.

LOIS

Trouble? No. Fun? Yes.

They kiss deeply, as we cut to...

INT. SKULL SHIP

Brainiac and L-Ron watch the solar conductor on their view screen.

BRAINIAC

Launch the hybrid technology.

L-Ron presses a button on the control panel.

INT. ROCKET CARGO HOLD

Technology extremely alien in appearance fills the cargo hold. It begins vibrated, then explodes, "growing" out of the smoke. It spreads throughout the cargo hold and...

EXT. SPACE

...out through the rocket's seams. It consumes the rocket from within, covering it in bio-metallic tendrils.

In the midst of the Solar Conductor, an Earth made rocket labelled LexTech 37 grows white hot with energy. Then, lasers burst out of it from all sides, striking and bouncing off the mirrors of the solar conductor, creating a 'net' across the miles-wide diameter. The 'net' begins to slowly prevent sunlight from passing through. The light that shone on Earth now fades slightly, as Brainiac's SHADOWCASTER goes to work.

EXT. MOUNT RUSHMORE - NIGHT

Packing up, Clark doubles over slightly, as if suddenly woozy. He rights himself and shakes it off, smiling.

CLARK

Indigestion. Maybe I didn't cook the chicken long enough.

LOIS

You know what I was just thinking about?
The rocket -- the one you told me brought you to Earth... whatever happened to it?

CLARK

It's at the fortress.

LOIS

Ah -- the He-Man Woman Haters Club.

(laughs)

Do you ever study it? Try to learn something more about where you came from?
About your parents even?

CLARK

I know all I'm ever going to know --
there was a planet. It blew up. End of
story. I'd rather dwell on the present...
and the future.

(hugs her)

Which is something I'd like to talk to
you about...

LOIS

(gently moving away)

No-no. Let's talk about flying home and
going to bed. We both have work tomorrow.

CLARK

Why do you always get like this when I
try to talk about where our relationship
is going? All I'm saying is that I love
you...

LOIS

And I love you too...

CLARK

... and I'd like to talk about something
more... permanent.

Lois' eyes go wide. She stares at him for a beat, then looks down.

LOIS

You know, the first time I heard about
you, I thought you were a hoax. 'Flying
Man Stuns City,' the paper said. 'Yeah,
right.' I said. But then I saw you land
that downed shuttle on your back. And in
that moment, every jaded bone in my body
believed that a man could fly...

(touches his face)

The first time I met you -- as Clark -- I
thought you were the squarest hick to
ever escape Kansas. But when you called
me 'Miss Lane'... you were so polite and
even gallant, that you made me feel like
a princess.

(her head on his chest)

The first time you told me about... well,
about your other job, there was a moment
of shock. And then it all made sense. Who
else but Clark Kent could care so much
about people he didn't even know...

(smiles)

And the first time we kissed...

(gets teary)

... I knew it was you. You were the

person I'd stopped believing in years
before -- the one my mother told me about.

(beat)

And the first time you left me in the
middle of the night to rescue that luxury
liner, I knew that you didn't belong to
me. You belong to the world.

She steps back and looks at him.

CLARK

Lois --

LOIS

(finger to his lips)

Your responsibilities are huge. I can't
possibly expect you to divide your time
between a wife and the world. What about
children... if that's even possible?

CLARK

I could slow down -- pace myself...

LOIS

And feel the weight of a death you
couldn't prevent because you were too
busy bringing the kids to the video store?

Lois shakes her head sadly. Clark's eyes are downcast -- her words
truer than he can bear.

LOIS

There's nothing I'd want more than to
share a life with you...

(beat)

But I won't settle for a half-life.

Clark takes it in somberly. Then he lifts his head, as if
listening to something far away.

CLARK

(beat)

A plane's in trouble over Paraguay.

(looks at her)

Lois...

LOIS

Go ahead. Just don't forget to come back
for me.

Clark becomes a blur that turns into Superman. He leaps off the
cliff.

EXT. SPACE - CONTINUOUS

The ShadowCaster seals off a large section of sunlight.

EXT. MOUNT RUSHMORE - CONTINUOUS

Suddenly, Superman is struck, as if shot. He falters in mid-air and falls against the edge of the cliff.

Lois shrieks and grabs his hand, catching him in the nick of time. Superman looks up at her, wide-eyed. He throws his other hand up to Lois. She digs her heels into the ground and pulls, as Superman climbs up to the safety of the level ground. He collapses to his hands and knees, breathing heavily. Lois is on top of him, checking his pulse, feeling his head.

LOIS

God, Clark - are you okay?! What happened?! Was it Kryptonite?!

SUPERMAN

It wasn't a toxic reaction. It was something else.

LOIS

We've gotta get you home...

SUPERMAN

(leaps to fly)

I'll be okay - that plane won't if I don't leave now.

LOIS

(pulls him back)

Are you out of your mind?! You almost fell off a cliff, Clark! You!

Superman gently extracts his cape from her grip, touching her face. He then lifts off the ground, hanging there -- apparently back to normal. He shrugs at her, and disappears in a flash of red, leaving behind a worried Lois.

EXT. SPACE - NIGHT

The Skull Ship looms through the vacuum of night.

INT. SKULL SHIP - CONTROL ROOM - NIGHT

Brainiac punches some buttons, and the specs on the Eradicator fill the screen.

L-RON

But how do you know the Eradicator will even show up? It's been years, my liege -- the technology could be ancient

history by now.

INT. MENAGERIE - NIGHT

DOORS HISS open, and they enter the vast MENAGERIE -- a zoological collection of various species collected during Brainiac's journey through the cosmos. Brainiac heads to one in particular -- a knee-high, translucent tube, filled with what looks like the contents of a Lava-Lamp.

Brainiac opens the case, extracting an embryonic protoplasmic life form. It looks harmless, if ugly, letting out a meager YOWL. He places it into a missile-looking tube, sealing it closed.

BRAINIAC

Jor-El was no fool -- he would not have sent his only child to an alien world without the protection the Eradicator would provide. The technology is out there, L-Ron, and absorbing it will provide me with enough power to both maintain my body permanently and make me a god!

L-RON

Right. Let's kill the cape.

A hole opens in the wall, and Brainiac slides the tube into it. He pushes a large button on the panel.

EXT. SKULL SHIP - NIGHT

The tube rockets from the rear of the ship, and heads toward Earth.

EXT. METROPOLIS PARK - NIGHT

The capsule rockets into the atmosphere and pierces the ground, imbedding itself deep within the Earth, unseen.

EXT. DAILY PLANET BUILDING - DAY

The streets of Metropolis bustle below, as we hear...

PERRY (V.O.)

One more time, Olsen -- in English,
please: how did we get these shots again?

INT. PERRY WHITE'S OFFICE - CLOSEUP - COMPUTER MONITOR

We scroll through photos of the Hob's Bay incident.

JIMMY (O.S.)

Like I said, Chief -- I'm wired.

PULL BACK to reveal Clark and Lois sitting in front of Perry's way-too-busy desk, watching Jimmy clicking on a mousepad. PERRY WHITE, the Planet's venerable old editor, watches, befuddled.

JIMMY

I'm linked to thousands of other photo-journalists around the world. We exchange images all the time.

CLARK

Jump into the cyber pool with the rest of us, Mister White.

PERRY

And we're allowed to run these pictures?

JIMMY

Free and clear, with a photo credit.

LOIS

Give the kid a break, Perry. He's all about the paper.

PERRY

Lois -- my office. MY office.

CLARK

Lois works here under the assumption it's hers as well.

LOIS

Eat it, Smallville.

PERRY

Alright, Olsen. You can keep your computer-thing up. Mow vamoose.

Jimmy shuffles by Lois, who pats him on the back. Perry slumps in his chair.

PERRY

Down to brass tacks -- what have either of you got?

LOIS

A top LexTech scientist, a Dr. Shuster, went missing last night.

CLARK

Got a call from a technician who said that Shuster and Lex got into a heated argument over the altered trajectory of that LexTech experimental space station.

PERRY

The one Lex has yet to disclose the purpose of to NASA? What else?

LOIS

The boys in weather fed me this one -- seems that dawn was eleven minutes behind schedule this morning.

PERRY

Cause?

LOIS

Unsubstantiated rumors of something spotted by the fellas up at the observatory. Sounds like a story up Smallville's alley.

CLARK

I believe Mister White gives out the assignments here, 'Laney.'

LOIS

Don't call me that.

CLARK

Then don't call me Smallville.

The PHONE RINGS. Perry pounces on it.

PERRY

White -- go!... What?... I'll be right there!

(hangs up)

Both of you stay here and hash out who gets the space-thing. I'll be right back.

Perry storms out of his office, leaving Clark and Lois alone. There is some silence. Then...

CLARK

I'm sorry I didn't stay over last night.

LOIS

I'm an adult, Clark. I'm not throwing a hissy just because you missed my sleepover.

CLARK

I'm having a hard time understanding what I said that was so wrong.

LOIS

You didn't say anything wrong, Clark. You said everything a woman spends her whole life waiting for a man to say to her.

CLARK

Then why your reaction? Why this distance?

LOIS

Because you're not a man, Clark. You're a god.

Clark attempts to say something, but pauses. He listens to seemingly nothing.

EXT. METROPOLIS PARK

From the hole in the ground the pod made, smoke begins to rise ominously. There's a rumbling sound.

INT. PERRY WHITE'S OFFICE - DAY

Clark is still listening. Lois looks at him, puzzled.

LOIS

What is it?

INT. DAILY PLANET CITY ROOM - DAY

Journalists look up from their keyboards, as the ROOM begins to SHAKE.

EXT. METROPOLIS PARK

The ground shakes; thunderous roars emit from the hole.

INT. PERRY WHITE'S OFFICE - DAY

Lois looks slightly panicked. Clark unbuttons his collar.

LOIS

Earthquake?

SUPERMAN

Can't be - I checked the crustal plates just last month.

INT. METROPOLIS SEWER SYSTEM

At a dank and dripping cross section, a pair of SEWER WORKERS check a pipe that's broken loose. The tunnel begins to shake violently, and the sewerage begins bubbling. The workers look at it, then head for the manhole. Suddenly, something erupts from the muck, looming huge in the shadows behind the fleeing workers. Whatever it is pulls them beneath the sewerage.

EXT. METROPOLIS PARK - DAY

Suddenly, the GROUND EXPLODES, throwing passersby flying, leaving a six foot crater.

INT. PERRY WHITE'S OFFICE - DAY

Perry bursts in, as Clark quickly re-buttons his collar.

PERRY

There's a report of an explosion in the sewer beneath Metropolis Park!

LOIS

(grabbing Clark)

We're on it, Chief.

She pulls Clark out of the office at a speedy clip.

EXT. STAIRWELL - DAY

The door flies open and Lois and Clark rush in. Lois slams the door closed behind her.

LOIS

Sounds like a job for...

CLARK

(pulls off jacket)

I want you to do me a favor -- whatever you do, stay away from Metropolis Park. I've got a bad feeling about this.

LOIS

I've got a good feeling that whatever it is is news. And me being a journalist...

CLARK

Lois -- no!

Lois looks in to his eyes. He seems almost afraid.

CLARK

(softening)

Last night -- the cliff...

LOIS

You slipped, Clark. That's all.

CLARK

But it happened when I grabbed the plane, too. Something didn't... feel right. My strength...

(hands on her arms)
Just, please -- stay put until I know
everything's alright.

LOIS
(smiles and nods)
Go find a phone booth.

Clark dashes away, taking the stairs two at a time, then five. In the blur that travels at more-than-human speed down flight after flight, the colors that emerge from the gray of Clark's suit are the familiar blue and red.

EXT. DAILY PLANET BUILDING - DAY

Through the revolving doors shoots the Man of Steel, creating a SONIC BOOM in his wake, sending the papers, trash and hair of Metropolitans flying.

EXT. METROPOLIS PARK - DAY

Superman arrives at the crater. He looks into the darkness. Then, he hears something above.

EXT. SPACE

The ShadowCaster seals off another section of sun.

EXT. METROPOLIS PARK - DAY

Superman looks down again, then up. He's about to leap into the air to investigate the sound from above. Suddenly, two gray, meaty paws erupt from the Earth, pulling Superman underground.

INT. SEWER TUNNEL - DAY

Superman emerges from the muck spitting out waste. He wipes his eyes clean and looks up to see...

An unearthly monster -- ferocious and gray in appearance, leathery skin pock-marked with rock-like protrusions.

Doomsday has arrived.

The beast leaps at the Man of Steel. the pair begin their fight, throwing punches and kicks. Doomsday grabs Superman by his cape and swings him through the side of the tunnel.

Doomsday pulls aside concrete, giving himself a clear passage into the other tunnel, when Superman appears from no where, upercutting the tremendous beast, sending him flying...

EXT. METROPOLIS PARK - DAY

... through the crater, into the park. Superman shoots out of the hole behind him, landing beside the beast.

SUPERMAN
(to BYSTANDERS)
CLEAR OUT OF HERE! NOW!

Doomsday kicks Superman in the back, but Superman rallies.

INT. SKULL SHIP

On the main screen, we see the combatants fighting.

L-RON
He's incredible. He just keeps going.

BRAINIAC
I call it 'Doomsday.'

L-RON
Not that thing -- Superman. Look at him
battle!

Brainiac offers the little robot a dour expression. L-Ron deflates. Brainiac pushes a button on the control board.

BRAINIAC
I wouldn't lay wagers on the Kryptonian
just yet.

EXT. SPACE

The ShadowCaster goes full throttle, completely cutting off what little sunlight was seeping out.

EXT. METROPOLIS - DAY

The sun -- eclipsed by Brainiac's device -- disappears, plunging the Earth -- and the city -- into the darkness of moonlight.

INT. DAILY PLANET BUILDING - NIGHT

Lois and Jimmy watch from the windows. The City Room's in a panic. Perry joins them.

JIMMY
Hey! It's only noon! What's going on with
the sun?

PERRY
(handing them photos)
This just came in from government weather
satellites...

The photos show the ShadowCaster in its dormant and operative mode.

PERRY

I can only hope Kent's out there covering this...

(to Lois)

The same place you should be, although from a safe distance.

LOIS

But Chief, I promised...

PERRY

Olsen -- you go with her. I want some candid shots of whatever that thing is Superman's fighting.

JIMMY

I'm on it, Chief! C'mon, Miss Lane!

Jimmy drags Lois out. Perry calls after them.

PERRY

And hurry! If I know the Man of Steel, this rumble's going to be over before it's started.

EXT. METROPOLIS PARK - NIGHT

Superman takes a hit from Doomsday and goes stumbling backwards. He pauses and notices the fading sunlight. Then, it dawns on him: his power source is being cut off.

Doomsday plows into him. Superman fights back valiantly, but knows that he's being depleted. He begins to falter. Doomsday grabs him and hurls Superman back into the hole.

INT. SEWER SYSTEM

Superman lands, and Doomsday is on him anew, holding Superman in a headlock. Superman flips Doomsday off his back and drop kicks him down the tunnel, out of sight.

Then, we hear a HIGH PITCH SHRIEK sounding. Superman winces -- the sound filling his head. The SHRIEK FADES, and we hear TAPPING, as if on a MICROPHONE, and...

LEX (V.O.)

Is this thing on?

(chuckles)

Hello, Blue-boy. It's your better -- Luthor -- speaking to you from a frequency that only super-hearing can

detect.

INT. LEX'S OFFICE - NIGHT

Lex looks out upon the prematurely-darkened Metropolis -- a microphone in his hand.

LEX

Things don't look too good for you, alien.
It seems I've finally found your Achilles
heel: the Earth's yellow sun.

EXT. SEWER DROPOFF DRAIN

Superman enters cautiously.

LEX (V.O.)

Without it, you're not that impressive.
Look at you -- alone, beaten, nearly
broken. Where are all the good people
you've put your neck on the line so many
times for? You'd think they'd return the
favor.

Then, Doomsday drops from the ceiling, crushing the Man of Steel.
They fight through the current, heading toward the dropoff.
Superman pulls himself from D-Day's grasp, but Doomsday double-
fists the floor, shaking the ceiling loose, which comes down
around Superman, pinning him.

Doomsday winds up and gives Superman a right-hook, sending him
falling into the churning muck below.

EXT. METROPOLIS STREETS

Lois slides across a cab's hood, rushing toward the park. She
muscles through the crowds that keep their distance.

INT. SEWER DROPOFF

Doomsday studies the muck below.

Superman explodes from the sewerage, howling up at Doomsday in a
flash, catching him with his fists. The pair...

EXT. METROPOLIS STREETS

... shoot through the pavement, spraying debris everywhere.

Superman goes ballistic, racing at the beast anew, pummelling him.
But Doomsday rallies back, throwing punches that actually draw
blood. The Man of Steel drops to his knees, Lex's voice still
filling his head.

LEX (V.O.)

You'd think the solar energy that you store would last longer, wouldn't you? I mean, you fly at night, and there's no sun then? Why are you weakening now?

(chuckles)

Apparently, soaring through the sky, catching muggers, and rustling the occasional cat burglar doesn't take the effort it's taking you to hold your own against the mindless wonder there. Any stored solar energy you may have is being exhausted. Plainly put -- you're running out of gas, and the pumps are closed.

Doomsday leaps atop Superman, beating him down, savagely. Superman's running out of time.

EXT. ANTARCTIC

The snow is almost blinding, even in the darkness. We PAN ACROSS the tundra and DROP INTO a large canyon.

INT. ANTARCTIC CANYON

Buried deep in the snow, we see the FORTRESS OF SOLITUDE -- Superman's home away from home. Outside the massive front doors stand two statue-like POLAR BEARS.

INT. FORTRESS

Amongst various trophies and keepsakes, hangs a ROCKET - an escape craft that brought Superman to Earth, all those years ago.

INT. CRAFT

In the cabin, electrical pulses start to ignite. A screen forms, igniting with a series of random numbers and Kryptonian letters, until they form the "S" insignia.

CUT TO:

EXT. METROPOLIS STREETS

The torn "S" insignia on Superman's chest, dripping with blood. Superman gives it his all against the mindless Doomsday, the voice of Lex still filling his head.

LEX (V.O.)

I really just called to tell you that your reign is over. You're being replaced. And this city... this world is about to fall on its knees before LexCorp and its C.E.O.

We hear Superman's HEARTBEAT -- and it's not that strong.

INT. CRAFT

Back in the Antarctic, the HEARTBEAT FAINTLY ECHOES through the cabin. The "S" on the screen gives way to a vital signs graph, including a heart-rate monitor. All the signs are dangerously low, as indicated by the readout.

INT. FORTRESS

The body of the rocket dislodges from the ceiling, falling to the snow. It begins transforming, growing a body.

EXT. METROPOLIS STREETS

Superman and Doomsday go at it, both weakening. But it's clear Superman's the worse off.

Lois pushes through the crowd, followed by Jimmy. Her eyes go wide.

LOIS

Clark! Go! Fly away! Get out of here
before that thing kills you!

His power diminished, the Man of Steel is on the ropes. His lethal opponent, too, appears to be reaching for the grave. But neither relents. And even now, Superman has Lex's voice in his head.

LEX (V.O.)

You had no business here from the start,
Kryptonian -- but here you'll die...

CLOSEUP - SUPERMAN

who allows himself a quick, pained glance at...

CLOSEUP - LOIS

-- eyes filled with tears.

CLOSEUP - SUPERMAN

as he manages a final weak smile, as if to say good-bye.

LEX (V.O.)

I just wanted you to know who it was that
beat you, boy!

CLOSEUP - LOIS

She at first smiles through her tears as well, until she realizes

what it means.

LOIS
(shaking her head; screaming)
Noooooooo!

And the pair throw their last punches, connecting with one another's heads. The shock of their mortal BLOWS EXPLODE like a sonic boom throughout Metropolis.

CLOSEUP - LOIS

Wide-eyed.

CLOSEUP - JIMMY

Who stops snapping photos and looks up.

INT. LEX'S OFFICE - CLOSEUP - LEX

Who stares down at the tiny spectacle from high above, smiling.

EXT. METROPOLIS STREETS

And in a moment that seems like an eternity, the two mighty combatants fall to the ground.

INT. FORTRESS

... And the Eradicator comes on-line. He stands erect, taking in his surroundings. He moves to a nearby computer and hooks into it. A map of the world fills the screen. We digitally race through it and land in...

EXT. METROPOLIS STREETS

The city is paralyzed. Then, the crowd starts to move -- news crews and military personnel converge, crowding around the fallen Superman.

Lois fights her way through the masses, dropping to her knees beside the fallen Man of Steel. She lifts his head from the rubble, cradling it. He opens his eyes, partially, muck, filth, and blood obscuring his vision and suit.

SUPERMAN
(weakly)
Is... is it...

LOIS
Shhhhh... you did it, Clark. You did it.

SUPERMAN
(looking into her eyes)

Lois...

He goes limp. Lois breaks down. The crowd's in shock.

Superman is dead.

INT. SKULL SHIP

Brainiac and L-Ron smile at the same image on the ship's view screen.

BRAINIAC

Throw out a wave-pulse net. If my
calculations are correct, the technology
will be coming on-line soon.

INT. FORTRESS

The Eradicator stares up at the mapping system, with a flashing red light indicating the fallen Superman's location.

ERADICATOR

Metropolis.

INT. SKULL SHIP

L-Ron looks up from the monitor on the control panel.

L-RON

So far, nothing, my Liege.

BRAINIAC

Patience, L-Ron. He'll come.

INT. FORTRESS

The mapping on the screen transposes, and rises above Metropolis, landing on a diagram of the Skull Ship. Over the image flashes the message "predator detected."

ERADICATOR

Brainiac? Here?

The image disappears, replaced with "activating cloaking device."
The Eradicator then concentrates on the map.

ERADICATOR

Now -- how to get to Kal-El without being
detected...

(thinks)

Or get Kal-El... to me!

The Eradicator types at the computer he's hooked into. The screen begins filling with numbers, letters, and an array of binary

codes.

INT. SKULL SHIP - ON CONTROL BOARD

A signal BEEPS. Brainiac punches a button anxiously, only to be greeted by Lex's face on the view screen.

LEX

What are you waiting for? phase two! If
this is going to work, we have to move to
Phase Two, now!

Brainiac scowls at the screen and switches off.

BRAINIAC

Insolent hunk of meat.
(sighs)
Animate the carcass.

EXT. METROPOLIS STREETS - NIGHT

CLOSEUP - DOOMSDAY'S EYES

A HIGH-PITCHED CHARGE is heard, and the dead eyes snap open.

The CREATURE stirs, then sits bolt upright, GROWLING. The crowd begins screaming.

The tearful Lois looks up from her fallen lover, to see Doomsday moving.

INT. SKULL SHIP

L-Ron enters codes and presses buttons, animating Doomsday's corpse, which we see on the view screen.

BRAINIAC

Finish this mess so we can find the
technology!

L-Ron hits a button.

EXT. SKULL SHIP

From the Skull Ship's bow, a red beam emits, cutting through space.

EXT. METROPOLIS STREETS

The beam strikes the animated dead body of Doomsday, incinerating it. People leap out of the way as DOOMSDAY EXPLODES.

Metropolitans look skyward for the source of the blast, but find nothing.

Lois is among them, for a beat. She then goes back to cradling her lover's head. Jimmy comforts her, then sadly stands, looking through the eyepiece of his camera.

JIMMY

Rest in peace, big guy.

We HOLD on the FROZEN PHOTO IMAGE of the Man of Steel held by his secret love.

DISSOLVE TO:

EXT. METROPOLIS SKYLINE - NIGHT

The next day, the city is dark -- both in mourning and in lack of sun.

EXT. METROPOLIS STREETS - NIGHT

On the streets below, artificial light is cast from high-powered LexCorp kliegslights. It's the same straight down the avenue -- LexCorp lights, everywhere.

And people, as well. The crowds are enormous -- all wearing black arm bands emblazoned with Superman's "S" shield. They scramble to get a look at...

A horse-drawn carriage, in the midst of which is a casket. Its open top reveals Superman -- eyes closed, peaceful, his cape hangs over the lid.

EXT. METROPOLIS - NIGHT

Its backdrop draped in black, with a blown-up photo of Superman adorning the center, the viewing stage holds various city and world dignitaries, who stare mournfully at the approaching carriage.

Cat Grant addresses her camera team, flanked by Lois.

CAT

Cat Grant here, bringing you W.G.B.S.'s continuing coverage of what the President has called 'the world's darkest hour.' Offering her perspective on this sadly historic day is Daily Planet reporter, Lois Lane -- whose name is synonymous with the Man of Steel's.

LOIS

While we here in Metropolis say goodbye to a friend, around the globe, crisis management teams are working tirelessly to counter the effects of the eclipse.

EXT. FOREIGN LOCALES

While Lois speaks, we see LexCorp kliegs powering up, at sights around the globe. LexCorp trucks empty LexCorp food supplies.

LOIS (V.O.)

Financial analysts have predicted that LexCorp will make billions from around the globe as the sole supplier of available energy.

EXT. METROPOLIS PARK - NIGHT

Lois continues.

LOIS

The burial monument, commissioned by Lex Luthor himself, strikes this reporter as being built in a remarkable expedient fashion. When questioned on this, Luthor responded evasively, "We had our differences, but a man such as this deserves an equal memorial."

CAT

Lois, perhaps the greatest memorial to his efforts is that so far, zero casualties have been reported from this city-wide battle.

LOIS

Although my...

(choking it back)

My... colleague, Clark Kent is still missing, presumably killed during the fallout from the battle. Rescue teams have been sifting through the rubble, but so far there's no sign of... of him.

CAT

More on that story tonight, but right now, the procession has reached the tomb.

The carriage stops, and a priest says a blessing over the Man of Steel's body, closing the casket lid. But before it closes, we get a glimpse of two small blinking lights attached to his suit.

INT. SKULL SHIP

On the view screen, an outline of Superman's body has the same corresponding blinking red lights. L-Ron notes this.

EXT. METROPOLIS PARK

Pallbearers carry the casket toward the MONUMENT: a huge, bronze replica of Superman in his up, up, and away stance.

Jimmy snaps away, stopping momentarily to wipe a tear from his eye, as the pallbearers insert the casket into the base, sealing the metal doors.

INT. SKULL SHIP

On the view screen, digital tumblers lock into place, and a message flashes: "ALARM ENGAGED."

L-Ron turns to Brainiac, who is suiting up in some uncharacteristically resplendent costuming, complete with cape.

L-RON

The security measures on both the suit and the tomb have been activated, if anything attempts to remove his body. And that's a big 'if'.

BRAINIAC

There are no 'ifs,' L-Ron. The Eradicator is here. I know it.

L-RON

(off costume)

And who, might I ask, is opening for my Liege in Vegas this weekend?

BRAINIAC

(off outfit)

Lex Luthor's idea of what a Kryptonian should look like alone marks him for execution.

L-RON

Something we should act on now.

BRAINIAC

I have further use for Lex Luthor. Until such time as we have the Eradicator, I will feed off LexCorp's energy supplies to maintain my form. Once we have the technology of Jor-El, you may kill Lex Luthor. Now prepare my skiff.

EXT. METROPOLIS PARK - NIGHT

Governor Bree rides a cherry-picker to the outstretched arm of the statue, where she hangs Superman's cape.

For the crowd that can't get near the tomb, the burial is broadcast on the WGBS building giant screen TV. Then, the image of

the funeral is interrupted by a familiar symbol: The BAT-SIGNAL! It gives way to a shadowy image of the DARK KNIGHT, deep within the Batcave.

BATMAN

Good evening, Metropolis. It is with heavy heart that I offer you my and Gotham's deepest condolences. I apologize for my absence -- but with the loss of the sun, I am all that opposes the criminal element in my city, who've seized upon the cover of darkness to further their evil purposes.

From atop the viewing stage, Lois and the others stare up at the screen.

BATMAN (V.O.)

The guardian of your city... of the world... held Metropolis and its inhabitants very near to his heart.

The message continues on the screen.

BATMAN

It's been said that he fought a never-ending battle for truth, justice and the American way. Honor this fallen soldier well by keeping his memory alive in the face of this adversity. From this day forward, we forever shoulder the burden of a world without a Superman.

On the giant screen, The Dark Knight withdraws further back into the shadows, until he is completely unseen. The Bat-Signal comes up again, and then scrambles into the image of the funeral below.

But suddenly, over the top of the giant screen, a hover-skiff rises, sending the crowd below into a panic.

Jimmy joins Lois, snapping pictures of the descending craft as it lands on the viewing stage.

Aboard the craft is Brainiac -- now decked out in "alien" garb, replete with face-obscuring helmet, and Lex, with an arm draped over Brainiac's shoulder. Lex jumps to the podium microphone.

LEX

People of Metropolis -- this is a great day in our planet's history. Today, you will learn of a secret too-long kept by myself... and Superman.

A murmur goes through the crowd.

Atop the viewing stage, Lois looks at Lex, suspiciously, as Lex continues.

LEX

Superman's job was not to protect our city, but instead to pave the way for an amazing new era in this planet's history.

Cat moves closer to Lois, whispering.

CAT

Has the old man finally lost it?

LOIS

I think it's worse than that.

Lex encourages applause from the confused crowd.

LEX

Over the last two years, Superman and I had been working closely to prepare this world for its introduction to more extraterrestrials like himself... and like the being I now present to you. Ladies and gentlemen, I give you the true power behind our fallen Man of Steel... Brainiac!

Urged by Lex, Brainiac approaches the podium, as a hush falls over the crowd.

BRAINIAC

Today marks a terrible day for our planet Krypton. Superman, as you called him, was a herald of the highest order, having gone before me to many planets, preparing them for first contact. I stand before you now in the spirit of hope and peace.

A cheer goes up from the crowd. Brainiac looks out upon the thrall, emotionless. Lex pats him on the back, whispering in his ear.

LEX

Keep it up! They're buying it!

Lois watches Brainiac's and Lex's interaction with suspicion, but her face belies fear that what's being said may be the truth.

BRAINIAC

His true mission was kept secret from you to protect you, until you were ready to accept aliens into your world.

Sorrowfully, my herald gave his life fighting a foul menace -- weakening the beast so that I was able to vaporize it using the power of my ship above.

(as the crowd murmurs)

The creature was from a race of war-mongers that have designated this planet for annihilation! But in concert with Superman and Lex Luthor, I have been able to blanket your planet in darkness to protect you from the approaching hordes.

Lois goes bug-eyed, her journalistic instincts kicking in. She charges the podium, fighting off LexCorp security.

LOIS

(to Lex)

What is he talking about?! Is he saying that you two... what... blocked out the sun?!

LEX

Ms. Lane, let the deity speak.

BRAINIAC

(to the crowd)

Using materials provided by Lex Luthor and my own advanced technology, I fashioned a device to enshroud the planet in a darkness that will provide camouflage.

LOIS

From what?!

BRAINIAC

From them.

Suddenly, the dark skies above shimmer, and an armada of ships can be seen moving slowly through space, patrolling. With the multitude of spacecraft visible, it would appear that Earth is under attack.

The Metropolitans panic, screaming, moving to run. Brainiac holds his hands out.

BRAINIAC

Do not fear. We are not visible to the armada.

The crowd calms, listening to Brainiac.

BRAINIAC

The forced eclipse that darkens the skies

is what keeps us hidden. The menace above
cannot detect your world, and will slowly
pass through your galaxy within days.
Once they have moved on, I will end the
eclipse, and bring back the sun.

LEX

(stepping up)

Until that time, LexCorp energy will fuel
the planet, and LexCorp industrial
services will keep the world operating
smoothly as if the sun had never left.

The crowd slowly breaks into applause.

Lex smiles, joining hands with Brainiac and raising them into the
air. Brainiac seems to be confused by this, but goes along with
it. His attention is more focused on...

The tomb. Surrounded by people, Brainiac cannot see it.

INT. FORTRESS

The Eradicator stops typing at the computer. He presses "enter."
The numbers on the screen reconfigure, forming Superman's "S"
insignia. It glows red.

INT. TOMB

Back in Metropolis, inside the casket, the "S" on Superman's chest
also begins glowing red. Superman's body begins shimmering, and
teleports (Trek-style) out of sight, leaving behind his suit, on
which the security measures still blink.

EXT. METROPOLIS PARK - NIGHT

Lex urges Brainiac to further address the crowd.

BRAINIAC

Like Superman, I will endeavor to protect
Earth and its inhabitants. It's the least
I can do in return for your warm, warm
welcome...

(beat)

And in memory of Superman!

Brainiac raises his arms like Nixon. The crowd goes wild.

Luthor leads the crowd in a rallying cry of cheers for Earth's
greatest hero, Brainiac. And as Cat Grant rushes the podium to get
an interview with the "heroic pair," Lois stares at them both
coldly and at a loss, amid the thrall of support for Brainiac.

FADE TO BLACK

DREAM SEQUENCE

We SMASH CUT into a speeding tracking shot, travelling on electrical impulses through the tortuous path of SUPERMAN'S BRAIN, hearing...

JOR-EL (V.O.)
Greetings, my son.

A CLOSEUP of JOR-EL fades into view.

JOR-EL
It has been many years since you have looked upon the face of your birth father through infant eyes. I only wish this message came to you under better circumstances.

1) Jor-El and Lara work in their lab. They step back to reveal the ERADICATOR, who sits up and opens his eyes.

JOR-EL (V.O.)
Your mother and I spent years constructing an autonomous free-form computer in order to study more closely the volatile core of our home world.

2) The Eradicator emerges from a deep, smoky shaft.

JOR-EL (V.O.)
We named the living computer the 'Eradicator' -- after a Kryptonian mythological figure.

3) The Eradicator plugs himself into the computer in their lab. On the monitor, images of the planets volatile core appear. After a beat, a metal shaft appears in the lava.

JOR-EL (V.O.)
It confirmed our worst fears -- the planet was unstable. But even more horrifying, was the cause of the duress.

Then, alarms sound, and lights flash. The screen goes black, filling with the symbol of Brainiac.

JOR-EL (V.O.)
The Brainiac system had come from off-world, brought online to police the planet. We learned it was up to far more than that.

4) Bound in handcuffs and illuminated by a shaft of light, Jor-El

stands before Brainiac in a darkened chamber.

BRAINIAC

I discovered the renegade science officer,
Jor-El, engaged in illegal planetary
experimentation.

COUNCIL VOICE

How does the accused plea?

JOR-EL

I'll plea anything you wish -- if the
Council will hear my plea that the planet
be evacuated now! In moments, Krypton
will perish!

COUNCIL VOICE

Brainiac - is there any validity to
Jor-El's claim?

BRAINIAC

None. He's lying -- the planet is in no
danger. But Jor-El himself represents a
threat -- he has ignored the tempered-
technology code and constructed a
sentient computer system with a perpetual
battery... the Eradicator!

A second shaft of light illuminates the Eradicator, sealed in a
glass containment chamber.

JOR-EL

The Eradicator's no the threat --
Brainiac is! The data we collected points
to him as the cause of the core's
instability! He's siphoning off the
planet's energy!

Suddenly, a beam shoots out of the Brainiac symbol, striking the
Eradicator, absorbing its power.

JOR-EL (V.O.)

Brainiac had intended to fashion a body
for himself, using the energy from the
planet's core...

5) In a containment chamber, Brainiac's 'body' begins growing. A
schematic of the goal is pictured on a monitor.

JOR-EL (V.O.)

... but by absorbing the Eradicator, not
only could he have the body he so desired
-- he'd also possess the perpetual
battery by which to power him,

indefinitely. Ironically, his drain on
the planet's core finally took its toll.

6) The Council chamber begins to shudder and crumble. A piece of ceiling breaks free and crashes into the monitor, breaking the connection with the Eradicator.

7) In the containment chamber, the body formation stops, resulting in a half-formed Brainiac. The view screen fills with Brainiac's symbol, shuddering.

BRAINIAC
NOOOOOO!!!!

JOR-EL (V.O.)
Facing the destruction he created,
Brainiac was forced to depart Krypton on
a craft he'd constructed in secrecy...
without the body he so desired.

INT. JOR-EL'S LAUNCH PAD

Lara hands the infant Superman to Jor-El. He holds the child in his arms, addressing the camera. The room is shuddering and falling apart.

JOR-EL
The planet is in it's final moments, my
son. As I hold you one last time, I
record this message to be viewed in the
even the marauder Brainiac ever tracks
either you or the Eradicator back to the
planet I'm sending you -- Earth. Avoid
him at all costs. I've used these last
minutes to code your chromo frequency
into the Eradicator. In the event of a
significant drop in your vital signs, the
Eradicator will come to your aid.

(hugs the infant)
Be well, Kal-El -- you were so cherished.

As Jor-El hands the infant to the Eradicator, static fills the screen.

INT. FORTRESS - CLOSEUP ON SUPERMAN'S FACE

Superman lays in a Kryptonian resuscitation chamber. Arms folder over his chest, he is immersed in a gelatinous, green mass. His eyes snap open, and he sits bolt upright, breaking out of the dense goo. He throws up a lungful of the muck, inhales deeply.

SUPERMAN
Father...!

He slowly rises, wiping the jelly from his body and face. The old blue and red togs are gone, replaced by a black resuscitation suit.

Then, there are ripples along the surface of the gelatin within the resuscitation chamber.

The Eradicator rises behind Superman.

ERADICATOR

Greetings, son of Jor-El.

Superman turns quickly to see the Eradicator. He looks from E to where the resuscitative bath no longer is, save for some remnants of the goo. Superman then looks back at the Eradicator, dazed.

ERADICATOR

It has been some time since last we met.
Your hardware has improved... and now you wear clothes.

SUPERMAN

I... I saw my father -- Jor-El...

(beat)

It was like... my life flashed before my eyes... but it was from a part of my life I don't remember. Krypton -- I've never seen it. I saw my birth parents, but not Ma and Pa. And Lois -- why didn't I see her? You'd think your final reflection would include the most important person in your life.

ERADICATOR

Perhaps because your reflection was far from final.

Superman stares at the Eradicator, slowly grasping. Then...

SUPERMAN

I'm... alive?

The Eradicator nods, Superman leaps to his feet, triumphantly. The Eradicator proceeds around the chamber, constructing a small two-man SHIP.

SUPERMAN

I'm alive!!! Then that was just a dream?!

ERADICATOR

A message downloaded it into your cerebral cortex while you were in the resuscitation bath.

SUPERMAN

You were on Krypton, too -- with my father! How did you get here?!

ERADICATOR

I was the craft that brought you to this planet years ago.

SUPERMAN

(notices it's gone)

The rocket...? How?

ERADICATOR

My programming allows me to shape-shift into any form of equal mass to my own humanoid structure. The rocket was only large enough to carry a child -- a factor that prevented me from transporting your parents as well as yourself.

SUPERMAN

You've been in the Fortress all this time and I didn't know it?!?

(thinks)

Wait, wait, wait... did you ever see Lois and I... while we...

(beat)

Well, why the hell did you never say anything?!

ERADICATOR

I was programmed to lie dormant, until such a time as your vital signs waned. That's never been a factor until now.

SUPERMAN

I'm remembering now -- the sun was blocked! My father warned me about a threat from Krypton in the message... BRAINIAC! Is that the creature I was fighting?

ERADICATOR

No -- Brainiac is far more dangerous than that beast.

SUPERMAN

Then I've gotta bring him down! Where's my suit? I've gotta get back to Metropolis...

He leaps, as if to take off, but falls to the ground.

ERADICATOR

Your powers are still gone.

Superman rises to his hands and knees, wide-eyed -- he's never been powerless in his life.

SUPERMAN

Will they return?

ERADICATOR

Once we get away from the shadowed Earth and closer to the sun, you should be back online. This ship will be taking us offworld in less than an hour.

SUPERMAN

Whoa! Whoa! Leave?!

ERADICATOR

We must find another world where the sun affects you as it did here.

SUPERMAN

But what about Brainiac?! I can't leave all these people behind!

ERADICATOR

When Earth was chosen as your home, it was so that the powers you would manifest would place you above its inhabitants -- not so you could be their champion.

SUPERMAN

No, no -- we're staying here and fighting Brainiac. I don't care if I really die this time.

ERADICATOR

Fortunately, that will never be a factor. The program your father imparted to me before we left the dying Krypton was to insure your longevity.

Superman stares at him, taken aback.

SUPERMAN

I can't die?

ERADICATOR

As long as I function -- no.

SUPERMAN

(beat)

Then all the more reason to go after this Brainiac character! I'm not letting him

do to Earth what he did to Krypton!

ERADICATOR

Brainiac has come to this planet to hunt me -- he sides my perpetual battery, and he will destroy this world if he must to acquire it. That endangers your life, which is against my programming. We must find you a new home.

SUPERMAN

Earth is my home! You expect me to just leave it behind -- leave Lois -- just to save myself?!

ERADICATOR

Yes.

Superman offers the Eradicator a sharp, shocked look.

ERADICATOR

This race is as good as extinct, Kal-El. You cannot save them now.

SUPERMAN

(beat)

I have to at least try. That's in my programming.

The Eradicator sees the passion in Superman's eyes. He processes this, and stands back. Superman proceeds.

SUPERMAN

The first order of business would be to remove whatever's blocking the sun. But apparently, I'm unable to fly. Which leaves the question of how to reach that thing.

Superman looks to the two-man ship, then back to the Eradicator.

EXT. METROPOLIS - NIGHT

We get our first look at what Metropolis has become.

The Skull Ship now rests atop the twin Metro Towers, and it's "grown", encasing the buildings in the steel of its hull, squid-like in nature.

The large screen TV that rests atop the WGBS building now airs updates and reports of the armada's distance from Earth.

At the LexCorp building, we can see Luthor -- flanked by bodyguards -- on the front steps. He stands at a podium before

bundled-up members of the press.

LEX (V.O.)

As his designated representative,
Brainiac has asked me to give you this
latest update.

EXT. LEXCORP BUILDING - NIGHT

At the podium, Lex reads from a prepared statement.

LEX

According to his calculations, the armada
should completely pass through our solar
system in a matter of days. At which time,
the sun will return!

The press let out a cheer -- Lois stands among them, looking on
suspiciously. She speaks up.

LOIS

There are rumors of a rebellion of sorts
-- a group that doesn't necessarily trust
or believe either you or Brainiac.

Lex's eyes flare briefly, then settle. He smiles kindly.

LEX

Ms. Lane, this city -- this world --
knows how much Brainiac has done for us.
There are some people who'll take issue
with anything, for the sake of being
contradictory. Don't let their bitter
voices echo louder than the joyous praise
of the majority.

LOIS

Ironically enough, you were once the
bitter minority, complaining about
Superman's interference with the Planet,
yet now you lay like a lapdog at the feet
of Brainiac. Why the switch?

LEX

I did not understand Superman's purpose.
Brainiac explained it to me. I only wish
I had known his import before he died.

LOIS

Call me a skeptic, but somehow I don't
buy your sincerity, Lex.

LEX

Well, Ms. Lane...

(opens coat)
It's like the shirt says...

Lex rips open his button-down shirt... Superman style, revealing a T-shirt beneath.

On it is the image of a stone-faced Brainiac, around whose head the letters spell out: "I'M A MANIAC FOR BRAINIAC." The press cheers. Lex owns them.

CLOSEUP ON SHIRT

CUT TO:

INT. LEAGUE OF NATIONS CONFERENCE ROOM

The same shirt, only on a different being -- L-Ron. The little robot sits among the DELEGATES as brainiac addresses the WORLD CONGRESS.

BRAINIAC
Ladies and Gentlemen of the World
Congress -- it is my conclusion that the marauders who seek to ravage your planet have sent an even deadlier threat than the Doomsday creature.

The delegates panic. L-Ron pulls up his shirt, and his chest opens, revealing a projector of sorts. An image of the Eradicator is thrown onto the screen.

BRAINIAC
This being is an anthropomorphic weapon, a hundred times more powerful than your atomic bomb. It's detonation, while effectively wiping out half of Earth's population, will also signal the armada of the planet's hidden location.

DELEGATE #1
What can we do to prevent this?!

BRAINIAC
Utilize your military. Have them locate this weapon, but do not engage it. When you have found it, contact me -- I will defuse... it. That is all.

INT. SKULL SHIP BRIDGE

Brainiac and L-Ron enter.

L-RON
You sure scared the hell out of those guys.

BRAINIAC

Which will insure that they work twice as hard as even us to locate the Eradicator technology.

L-RON

Won't Lex Luthor ask questions when he hears about this? He'll know you're lying.

BRAINIAC

We have nothing to fear on this dismal planet, L-Ron -- least of all the slow-witted Lex Luthor.

Brainiac then notices the small marble replica of himself sitting on a pedestal across from the control board. A note is attached which reads "TO EARTH'S NEXT MASTER."

Brainiac regards the statue curiously. He looks to L-Ron.

L-RON

Speak of the dummy. Obviously from Luthor. Not so much a gift as a vulgar attempt to stay on your good side.

Brainiac seizes the statue, and crushes it in his grip. There, amidst the dust, sits a micro spy camera, blinking.

BRAINIAC

Apparently, Lex Luthor is more clever than we gave him credit.

(hands it to L-Ron)

Show the cretin what he wants to see.

EXT. SPACE

The two-man ship rockets through space. Through the windshield, we see the Eradicator at the helm. The lower half of his body makes up the control board, while his upper half operates it.

INT. SHIP

Surrounded by various pieces of what resemble armaments, Superman attempts to pull them on.

SUPERMAN

What is it going to do exactly?

ERADICATOR

We're building you a resuscitative suit -- your trial has left you injured and weakened. These units will expedite your recovery.

SUPERMAN
(off equipment)
In little league, it was easy -- it began
and ended with a cup.

Then, tendrils reach out of the Eradicator's back and scoop up the various pieces, outfitting Superman.

ERADICATOR
This will support strained back muscles,
these will repair the fracture in your
shoulder, your ankles will need the
support of this, this will protect your
vertebrae.

The tendrils draw back into their operator, revealing a newly-outfitted Superman (minus the 'S' shield). He looks ready for action.

SUPERMAN
All this and I'm still powerless?

ERADICATOR
But protected. Strap yourself in now,
Kal-El. We've almost reached our
destination.

They soar toward the far-off ShadowCaster.

INT. LEX'S OFFICE - NIGHT

CLOSEUP ON A MONITOR

which displays Brainiac and L-Ron analyzing a LEXTECH schematic on their view screen.

Misty and Lex watch the monitor.

MISTY
You were right -- he's trying to access
the weapons division.

LEX
That's what we're supposed to think. This
is a fake.
(points to monitor)
See this -- it's pixelated. If this were
truly from our surveillance camera, we'd
see scan lines, like a television image.
This picture was created -- digitally.

MISTY

But how?

LEX

He's a living computer, Misty. It's certain not beyond his capacity to manipulate an image. It would seem that Brainiac is on to us... and hiding something.

MISTY

How do you want to play it?

LEX

Like every business deal -- cordial on the surface. Meantime, we put to use that data we've compiled from the diagnostics check on the ShadowCaster technology, and the moment Brainy-not steps out of line we simply cut off the chow-bag he thinks we know nothing about.

MISTY

You are incredibly attractive when you're like this.

(kisses him)

It's noon -- you've got an interview with the Daily Planet.

LEX

Is it noon already? So hard to tell anymore.

As Misty exits, Lois and Jimmy enter.

LEX

Well, well, well -- Metropolis' own voice of dissent.

LOIS

If I'm the mouthpiece, wouldn't that make you the other cavity?

LEX

Good ol' Lois -- always a quipper, aren't you?

(all business)

You want something to print in that rag you work for, print this: this anti-Brainiac rhetoric you've been spouting both today and in the pages of the Planet is dangerous. I only pray that your columns continue to be read as merely sociopolitical criticism -- and not as an act of sedition.

LOIS

Sedition? Since when is an opinion considered sedition?

LEX

What do you think those huge ships are -- parade floats? If you unsettle Brainiac with your mistrust, you put this planet in peril. There's not a government on Earth that wouldn't call that sedition.

LOIS

So we wait out the cold and dark bestowed upon us by an alien who's supposedly protecting us from other aliens? Six of one, half dozen of the other.

LEX

Is that any different from what Superman did? You were his greatest advocate, Miss Lane. And when, in death, his true agenda is revealed, you turn against your Man of Steel's own master.

LOIS

The day I believe Superman was in league with Brainiac is the day I quit the city desk and take over the Planet's horoscope page.

LEX

Then start watching the stars, young lady!

LOIS

You've already got most of the world doing that!

Jimmy jumps between the verbally sparring pair.

JIMMY

This'd probably be a great time to take that photo, Mister Luthor.

Lex goes soft, smiling at Lois. He rounds the desk and scoots next to her.

LEX

I'm sure if Miss Lane had it her way, this photo would appear on the obituary page, under the heading "Luthor -- Finally Out Cold."

Then, Lex drops to the ground, out cold. REVEAL Lois palming a

small needle resembling a joy buzzer.

JIMMY

How long've we got?

LOIS

Doctor Hamilton said about five minutes.
Do your thing, kid.

Jimmy hits the computer, typing as fast as he can.

EXT. FORTRESS

The Skull Ship rests on the snowy plains. Brainiac and L-Ron emerge, led by GENERAL DERRIS and two soldiers.

DERRIS

The President's known about Superman's
Fortress for years, but we've always
respected the Man of Steel's privacy. It
wasn't until your address that I
suggested we investigate the premises for
a breach.

BRAINIAC

Very wise of you, General Derris.

L-RON

Good monkey.

Then, as the trio approach the entranceway, the two POLAR BEARS rise from their statue-like positions and attack the escort Soldiers, tearing them apart. The bears turn on Brainiac, who ferociously wrestles the first bear to the ground, savagely breaking its neck. Seeing this, the second bear turns and flees.

L-Ron brushes snow from his master, as Derris stands there, open-mouthed.

BRAINIAC

(to Derris)

Shall we?

INT. FORTRESS

Brainiac stops where the resuscitation bath was. A remnant of green goo from the bath lies on the snow. His hand morphs into a mini vacuum of sorts and sucks it up.

BRAINIAC

It's him. The Eradicator was here!

(to Derris)

Prepare your men for his return, but do
not shoot to kill. Leave his capture to...

Then, Brainiac falters. He looks at his arm, which begins withering -- the reversal of how it was affected when he drained the Alien Craft. L-Ron ushers Derris away.

L-RON

Alright, show's over -- nothing to see here. Go outside with your drones and march around or something.

Derris is ruffled, but exits. Brainiac leans on L-Ron.

L-RON

We have to get you back to the ship, my liege.

BRAINIAC

No... I will gain my... energy by absorbing... the Eradicator... upon his return...

Brainiac withers further. L-Ron grabs hold of him, pulling him out of the room.

L-RON

If we don't return to Metropolis and hook you back into the core to maintain your form, you'll be off-line in minutes. We'll come back for the Eradicator -- he's not going anywhere.

INT. LEX'S OFFICE - NIGHT

On the screen, we see Jimmy gain access to Lex's files. He scrolls through them, while Lois looks over the desk, keeping an eye on Luthor's condition.

JIMMY

I think I've got something.

Jimmy accesses a file marked 'AI'. He opens it, and we get the gist of his back-stabbing plans for Brainiac.

LOIS

Well, well, well -- seems the old weasel's not such a 'maniac for Brainiac' after all. That could be helpful down the road.

Jimmy pops a disc into the computer, downloading the file.

Then, there's a groggy grunt. Lex begins to stir. Lois rushes to his side. She motions to Jimmy, who jumps away from the computer, grabbing the disc.

Lois helps Lex to his feet.

LEX

Wh... what happened?

LOIS

You passed out, Lex. Must be all the stress.

LEX

(crossing to desk)

Must be. Although I wouldn't discount the effect you've been known to have on men, Ms. Lane.

LOIS

My girlish charm?

LEX

Your devilish...

Then, Lex freezes. He notices his computer is on.

LEX

... inquisitiveness.

Lex looks sharply at Lois.

CLOSEUP ON LEX'S EYES

as they accuse.

CLOSEUP ON LOIS' EYES

as they "shrug."

BACK TO SCENE

Then, Lois grabs Jimmy and sprints to the balcony. Lex punches his intercom.

LEX

Security! Seal all exits! Now!

EXT. LEX'S OFFICE BALCONY - NIGHT

Lois drags Jimmy outside, slamming the doors behind them. Lois looks in every direction and spots... Brainiac's hover skiff, parked to the side. She looks at Jimmy.

LOIS

Gotta be close to a moped, right?

INT. LEX'S OFFICE

A team of LexCorp security piles in. Lex points frantically at the balcony, screaming.

LEX
Don't let them get away!!! Shoot to
kill!!!

EXT. LEX'S OFFICE BALCONY - NIGHT

The Security team kicks the doors open and take aim. Lex is right behind them.

Lois and Jimmy leap aboard the hover-jet, GUN the ENGINE, and shoot into the air, over the heads of Lex and the security team.

LEX
Fire!!!

And FIRE they do, unloading a lethal payload into the air.

With Jimmy holding on for dear life, Lois maneuvers the hover-jet like a pro, dodging SHOTS left and right. She soars higher into the air, steering the vehicle toward the top of the building.

JIMMY
(yelling to be heard)
Uh... shouldn't we be getting as far away
from here as possible?

LOIS
(yelling to be heard)
This is kind of like a date, isn't it,
Jimmy? Well, on a date you get dinner...
and a movie!

Lois flies over the roof of LexCorp and we REVEAL the huge holograph device that throws the image of the "armada" against the sky.

LOIS
Shoot it, Jimmy. Now we've got all the
proof we need.

Jimmy takes pictures.

EXT. SPACE

Superman and the Eradicator reach the ShadowCaster. It's imposing as hell.

The Eradicator hooks into the satellite and begins processing.

ERADICATOR

Fascinating. You would imagine he'd take some security measures. With no interference, I should have it shut down momentarily.

But Superman's attention is drawn to the hull of ship.

SUPERMAN

Eradicator -- can you enhance the view screen to X-ray?

INT. ERADICATOR/CRAFT

The visual Superman sees through the window X-rays until the words "LexTech 37" are revealed. Superman growls.

SUPERMAN

What a shock.

EXT. SPACE

Suddenly, an electrical charge runs through the Eradicator's hookup. It detaches itself from the ShadowCaster and goes dark. Then, Superman and the Eradicator craft begin plummeting toward Earth.

SUPERMAN

Uh... Eradicator.

ERADICATOR

Brainiac's technology has taken a bit out of me, Kal-El.

The ship continues to fall, the ERADICATOR seemingly "out."

SUPERMAN

We're free-falling here...

ERADICATOR (V.O.)

The technology is not only working from a program my processors find too foreign to crack, it has also had a negative impact on my neural net. My systems are shutting down.

SUPERMAN

What?!?

ERADICATOR (V.O.)

It's akin to the toxic effect Kryptonite has on your systems.

SUPERMAN

But Kryptonite leaves me powerless!

ERADICATOR (V.O.)

Bingo.

INT. SKULL SHIP BRIDGE

L-Ron throws switches on a control panel.

Brainiac lays in the midst of an enormous device. A helm is lowered over his head. He points to L-Ron, who in turn presses a button. Pure energy shoots through Brainiac sending him into convulsions.

On the device monitor there is an illustration of the device pulsing with rising (the amount Brainiac is sucking up) and decreasing (the amount he's taking) numbers. The source of this power, according to the graphic -- the Earth's core.

L-Ron shuts the machine down. Brainiac throws off the helm, rising.

BRAINIAC

WHY DID YOU BRING ME BACK HERE?! IF WE'D
WAITED, THE ERADICATOR WOULD'VE BEEN MINE!

L-RON

My liege, you were nearly powerless...

Brainiac seizes the little robot, holding him aloft.

BRAINIAC

If you've interfered with my manifest,
you little talking cog, I will absorb the
insignificant energy that's wasted on you!

(drops him)

Bring us back to the antarctic! Now! I
will have that technology!

Then, an alarm goes off. Both Brainiac and L-Ron look to the view screen.

A mapping system comes up on the screen. It zooms in on a free-falling blip, located in the upper atmosphere.

The pair rush to the control board.

L-RON

Something rapidly descending toward Earth
that doesn't match any known terrestrial
crafts, giving off radiation readings
native to you-know-where.

Brainiac goes wide-eyed.

BRAINIAC
The technology of Jor-El!

EXT. SPACE

The Eradicator's ship SCREAMS into the lower atmosphere, rocketing at the surface of the planet.

INT. ERADICATOR SHIP

Superman looks about nervously.

SUPERMAN
Come on, man -- up, up and away!

EXT. SPACE

The Eradicator ship SCREAMS through the clouds, racing toward a land mass.

ERADICATOR
I'm attempting a cross-relay with my trans-net. Should take approximately thirty minutes.

INT. ERADICATOR CRAFT

Superman punches at the control panel.

SUPERMAN
We don't have thirty minutes! We're going down now! I did not come this far in life and cheat death just to die in what's essentially a plane crash!

ERADICATOR
Ah -- never mind. Here we are.

The Eradicator comes back on line, as the craft's interior lights come back up.

EXT. COAST CITY - NIGHT

Just in time to pull its nose up, narrowly missing a violent impact with the ground, and coming to a rocky landing in the midst of a desolate city.

INT. SKULL SHIP BRIDGE

Brainiac and L-Ron stare up at the view screen.

BRAINIAC
Lock onto the signal. We'll follow it to

the source.

The mapping system disappears, replaced by "SIGNAL LOST."

L-RON

What the...?! Where did it go?!?

BRAINIAC

It's cloaking itself -- it's on its way here, to Metropolis. It means to enter the city undetected to revive the Kryptonian's body.

L-RON

Then surely the League of Nations search teams will pick it up on radar...

BRAINIAC

I'm leaving nothing to chance. It may be cloaked now, but cloaks are simple encryption programs.

(to L-Ron)

Break its code. Do not fail me, little robot!

EXT. COAST CITY - NIGHT

Superman and the Eradicator climb out of the flying craft. Superman hugs the ground, sweating bullets, breathing heavily.

SUPERMAN

Is this... your idea... of preserving my life?!

ERADICATOR

It would appear that Brainiac has rendered the device tamper-proof. The anti-technology is beyond my comprehension. The hardware...

SUPERMAN

(standing up)

Provide by Luthor... That's why he moved his space station.

(chuckles)

Lois was right -- that story was up my alley.

ERADICATOR

You dream of this Lois, when you were in the resuscitation chamber. She was without clothes...

SUPERMAN

(cutting him off)
I remember... thanks.

ERADICATOR
You would have her -- as Jor-El had Lara?

SUPERMAN
I would. But she has trouble... having me.

ERADICATOR
And this disturbs you?

SUPERMAN
It has its drawbacks, yes.

ERADICATOR
I've ascertained that the inhabitants of this planet hold you in high esteem. I don't see why the affection, or lack thereof, of one matters -- in respect to the multitude who show you allegiance.

SUPERMAN
(beat)
That's something I've been dwelling on since I came back. And I think I've come to a truth that I've never wanted to face before...

(steels himself)
Yes, I do it all for the multitude. But when I save lives, or fight for the weak, I'm saving one life, fighting for one person -- again, and again, and again.

(beat)
It's her -- don't you see? She represents all of them -- their hopes, their fragility, their passion. And if I ever feel like no matter how much I do, it's not enough, I think of Lois. And then, I'm off, faster than a speeding bullet to be Earth's champion... but always hers first.

ERADICATOR
This does not compute.

SUPERMAN
(touches Eradicator's head)
That's because it's not about this...
(touches his own heart)
... it's about this.

Suddenly, an explosion is heard. Superman reacts, racing toward the sound. The Eradicator follows.

EXT. BURNING BUILDING - NIGHT

An APARTMENT BUILDING has caught fire. Tenants pour out of the building. Then, SCREAMS FOR HELP can be heard. Superman looks up.

SUPERMAN

No!

From their windows on the second and third floors, tenants call out for help, trapped.

Superman takes his classic stance and attempts to blow super-breath, forgetting his lack of powers. He appears crestfallen for a moment, then looks to the Eradicator.

SUPERMAN

Bust that fire hydrant open! Now!

The Eradicator offers him a puzzled look.

SUPERMAN

Do it!

The Eradicator kicks a hydrant open and water begins spilling onto the street. Superman soaks himself in it from head to toe.

He races off, leaving the Eradicator standing there.

Superman gets to the front of the building. Flames already block the front door. He moves toward the flames, then pulls back, overcome by the heat. He stares at the flames for a second, shocked. His face says it all: he's afraid. He slams his eyes shut, as if willing his fear away. He then covers his face and leaps through the wall of fire.

The Eradicator's eyes go wide.

ERADICATOR

I just don't understand that boy.

INT. BURNING BUILDING

The powerless Superman emerges from the flames, landing on the other side, singed, but otherwise okay.

He heads up the stairs of the fast-flaming complex, and bangs on the doors. Frightened people emerge, coughing.

SUPERMAN

Everything's going to be fine! I'm going to help the kids out first. Just stay calm!

Superman scoops up two children. A WOMAN grabs him by the shoulder.

WOMAN

What about the rest of us?!

Superman looks from the Woman to the rest of the people in the now-crowded hallway. He's given pause -- can he do this? He shakes it off...

SUPERMAN

I'll be back! I promise.

And down the stairs with his precious cargo he charges.

EXT. BURNING BUILDING - NIGHT

Superman leaps through the wall of flame, cradling the children in his arms. He moves through the crowd outside, rushing the kids to the Eradicator, who wraps them in the wet blankets.

ERADICATOR

Have you lost sight of the fact that you are now as vulnerable to those you seek to aid?

SUPERMAN

I can't just stand here like you and watch!

Then, the WINDOWS BLOW OUT of the bottom floors. People scream from the second and third floor windows.

Superman lets out a defeated howl. He looks to the Eradicator, desperate. They lock eyes. The Eradicator steps back, and morphs into a dazzling display of body armor.

ERADICATOR (V.O.)

Climb in.

Superman eagerly jumps inside the suit.

ERADICATOR

This will enable you to duplicate any of your former powers.

SUPERMAN

You didn't think to suggest this earlier?!

ERADICATOR

And patronize your messiah complex further?

The suit seals itself around Superman, concealing his identity,

and lifts into the air. They make a bee-line to the top floor windows.

INT. APARTMENT

The Supersuit bursts through a wall, giving the now-literal Man of Steel access to the top floor.

SUPERMAN'S POV

As the suit simulates his former X-RAY VISION. We see THROUGH a wall, where a frightened family cowers.

BACK TO SCENE

Lasers shoot from the eye-pieces of the suit, cutting through the wall. Superman steps through the hole. The family looks up, transfixed.

SUPERMAN

Sorry I'm late. Shall we?

EXT. BURNING BUILDING - NIGHT

Superman gently sets the family down on the street where they're greeted by FIREMEN, who are hosing down the building.

Superman trains his heat vision on the generator, repairing the damage. The power on the block comes back on, and the people cheer.

CHIEF

What do they call you, man?

SUPERMAN

Huh?

CHIEF

You're one of those super heroes, right?
What do they call you, so I don't look
like an idiot when I tell the press some
guy in a robot suit saved a lot of people?

SUPERMAN

(beat)

Just tell them... I'm back.

And as the people cheer, Superman leaps into the sky, rocketing out of sight.

CHIEF

(calling after him)

Who's back?!?

EXT. SKY - NIGHT

With the aid of the Eradicator suit, Superman soars again, maneuvering gracefully.

ERADICATOR (V.O.)
(ECHOING within the suit)
Where are we going, Kal-El?

SUPERMAN
Metropolis.

ERADICATOR
Is there ever a moment's peace with you?
In this form, you're monopolizing energy
that was chiefly powering my cloaking
field.

SUPERMAN
Shut it down.

ERADICATOR
What?! Brainiac will detect us.

SUPERMAN
Let him. I want him to know that I'm
coming.

The pair-as-one head east, hellbent.

INT. SKULL SHIP

L-Ron bangs at the keys of the main computer. Then, a flashing image and SHRILL BEEP come up on the view screen.

L-RON
Uh... my Liege, I think I cracked the
code.

BRAINIAC
You have the technology's position?

L-RON
It's three hours west. And heading toward
us at an alarming rate.

INT. DAILY PLANET - CITY ROOM - NIGHT

LexCorp security, now decked out more like soldiers, topple file cabinets, and rifle through desks. Perry shouts in Lex's face.

PERRY
Great Caesar's ghost, you're going to
have the biggest lawsuit on your hands

when I get through with you! Brainiac's emissary or not, you've got no right...!

LEX

I've got every right, White...

(holds out writ)

National security. Lois Lane and James Olsen are under suspicion of engaging in espionage and propaganda that threatens not just this country, but the world.

He tosses the writ at Perry.

PERRY

This is a newspaper, for the love of God! We don't trade in propaganda! We print the news!

LEX

Then print this, old man: by order of the authority given Brainiac by the World Congress while this planet is under his protection, Lane and Olsen are hereby charged with sedition and insurrection! And unless you want to be charged with aiding and abetting known felons, I'd suggest you divulge their whereabouts!

INT. CLARK KENT'S APARTMENT - NIGHT

On the mantle, we see a picture frame containing a photo of Lois and Clark at a press junket.

Lois picks it up, looking at it. Jimmy is behind her, his laptop set up on a table. He taps away at the keys.

JIMMY

I'm sending the picture of the holographic projector to every news service and paper on the net. They should have it in seconds.

(off computer)

Hey, look at this, Miss Lane.

ON COMPUTER

A news story accompanied by a murky image of the Eradicator suit leaving the burning building in L.A. Jimmy reads from the screen.

JIMMY

Some sort of hero saved a building full of people from a fire out in Coast City. When asked for an identity, he replied, 'I'm back.'

(looks to Lois)
You don't think...?

LOIS
No. And neither should you.

JIMMY
(beat)
Kind of weird, us being here in Mr.
Kent's apartment, Miss Lane.

LOIS
Best place to lay low until tonight.
Nobody'd think to look for us here.
Besides, I don't think Clark would mind.
He won't be needing it anymore.

JIMMY
You can't think like that, Miss Lane.
Clark may be fine.

LOIS
I wish I shared your sense of optimism.

JIMMY
(stops typing)
That's something I've been meaning to ask
you about. From the start of all this,
you've never believed Lex or Brainiac --
especially the part about their
connection to Superman. How do you know
it's not the truth?

LOIS
(off photo)
Gut feeling, kid. Journo's instinct.

JIMMY
I mean, we know the armada story is all
bull, but what if what Brainiac said
about Superman was true?

Lois puts the picture frame down and pulls Clark's jacket from off
a chair, holding it close to her body.

LOIS
C'mon, Jimmy. You're talking about
Superman here.

As Jimmy speaks, Lois inhales Clark's jacket deeply. She tears up
a bit.

JIMMY
Yeah, but what did any of us really know

about him?

LOIS

Not enough.

As Jimmy speaks, Lois finds a pair of Clark's glasses.

JIMMY

Superman and Brainiac both came from the same planet, they both have these powers. All I'm saying is, what if they meant to conquer Earth together, you know? After all, the guy was an alien.

LOIS

(reels on him)

Would you shut up, already?! Clark gave his life fighting that thing! He loved this planet! He cherished the people! And you sit here, throwing out this... crap... about how he might have been in league with a scumbag like Luthor!

Jimmy looks down, cowed. Lois breaks down.

LOIS

I lost everything when I lost him! And now he's not here, and I never got to tell him how much I wanted to say 'yes' that night!

Lois has worked herself into a crying frenzy. Jimmy looks on, stupefied.

JIMMY

I'm sorry, Miss Lane. I didn't mean anything by it.

LOIS

(sniffles)

It's all right. It's just nerves.

JIMMY

(beat)

You said 'Clark.'

LOIS

Huh?

JIMMY

You said, 'Clark gave his life fighting that thing.'

Lois freezes, a little panic on her face. She looks at Jimmy.

Jimmy looks at her, shocked by what he sees in her face. He knows. Then, he smiles kindly.

JIMMY

I'm sure you meant to say Superman.

Lois looks at him, and nods slowly.

LOIS

Yes. Yes, I did,

They look at one another and nod. The secret's safe. Jimmy hands Lois a remote and picks up a gym bag.

JIMMY

I've patched the camera in. This is all you need for broadcast. Just press this when you're ready.

LOIS

You've got twenty minutes.

JIMMY

It's business as usual, Miss Lane. You take care of the text...

(slaps bag)

... and I'll take care of the visuals.

INT. SKULL SHIP - NIGHT

Brainiac and L-Ron monitor the view screen. Lex enters, escorted by Misty.

LEX

We've had a slight problem. A reporter -- she may have accessed information about our 'armada'.

BRAINIAC

This charade no longer concerns me.

L-RON

(off view screen)

It's about twenty minutes outside of the city, my liege -- and closing fast.

Lex looks to Misty, curiously.

INT. CLARK KENT'S APARTMENT - NIGHT

Lois stands before a video camera, which is plugged into Jimmy's laptop. She points her remote at it.

LOIS

I'm ready for my close-up, Mister DeMille.

She presses the button on the remote, and the camera's red light goes on.

EXT. METROPOLIS SKYLINE - ON GIANT SCREEN TV

On the giant screen atop WGBS, the visual of Lois phases in through STATIC.

INT. SKULL SHIP - ON VIEW SCREEN - SAME TIME

Lois pops up as well.

EXT. APPLIANCE STORE WINDOW - SAME TIME

All the TV's show Lois as well. People stop and listen as she speaks.

LOIS (V.O.)
(televised)
People of Metropolis --

EXT. SKULL SHIP - NIGHT

Armed LexCorp soldiers patrol the front of the building. A flash of black swoops pass, leaving them gunless and perplexed.

INT. SKULL SHIP

Lex moves closer to the view screen, shocked.

LOIS (V.O.)
(televised)
For weeks, we've watched the skies,
dreading an invasion from aliens. But the
real invasion took place when Superman
died. He was not the minion of Brainiac.
He died fighting the minion of Brainiac.

EXT. METROPOLIS STREETS - NIGHT

On a lightpost hangs a "MANIAC FOR BRAINIAC" sign, similar to the T-shirt. Another flash of black whooshes by, and the sign sprinkles to the ground, shredded.

EXT. LEXCORP BUILDING - NIGHT

Jimmy sneaks behind a trio of smoking LexCorp soldiers and into the building.

INT. CLARK KENT'S APARTMENT - NIGHT

Lois addresses the camera.

LOIS

(beat)

I do not carry any torch that Superman
may still be alive. I watched him die,
protecting our world one last time. But
his spirit is still alive.

EXT. DAILY PLANET BUILDING - NIGHT

There are a pair of flags hanging outside the building -- one
American, one Brainiac.

A black gust of WIND TEARS through and only the American flag
remains.

INT. SKULL SHIP

Lex is riveted on Lois, nervously. Brainiac regards the screen
angrily.

LOIS (V.O.)

(televised)

It's alive in those who always saw
through Brainiac's lies.

EXT. APPLIANCE STORE - NIGHT

The small crowd gathered outside watching Lois have their coats
and hair blown to the right, as a black GUST WHIPS past them.

EXT. LEXCORP ROOFTOP - NIGHT

Jimmy pops out of the rooftop door and rushes to the POWER SHED.
He pulls a BOLT CUTTER from his bag and pops the lock.

INT. GENERATOR SHED - NIGHT

Along the wall, hang a series of POWER GRIDS, all matched by huge
lever. Jimmy pulls a schematic from his bag, looking for the right
switch.

JIMMY

Just keep talking, Miss Lane.

EXT. METROPOLIS STREET - NIGHT

A couple of kids on skateboards jump a curb. One of the pair wipes
out, and is about to hit the asphalt when something catches him,
puts him back on his feet, and is gone. The kid looks around to
see nothing.

INT. DAILY PLANET CITY ROOM - NIGHT

Perry and the reporters watch the ceiling-hung TV.

LOIS (V.O.)

(televised)

It's alive in all of you watching this --
to whom I say, the Armada is a hoax.

And outside the window, something whips past the WINDOWS, RATTLING them. Perry rushes to the sill and pops his head out, looking around.

INT. CLARK KENT'S APARTMENT - NIGHT

Lois wraps it up for the camera.

LOIS

So I urge you -- the people of Metropolis
-- go outside, look to the skies. For
tonight we reveal the lie sold to you by
Brainiac and Lex. Because if...

(chokes up)

... if Superman...

(gathers herself)

... if he were here, he would have done
this for us. Since he's not, we do this...
for him.

(stands with a fist)

For Superman!

EXT. LEXCORP BUILDING - NIGHT

Jimmy tries to figure out which lever will shut down the
holographic projector from the schematic. He shrugs...

JIMMY

For Superman.

... and starts throwing every lever.

EXT. CLARK KENT'S APARTMENT - NIGHT

Lois emerges, looking to the LexCorp Building, where -- floor-by-floor, from the ground up -- the power's going off. She then looks up at the "Armada."

EXT. METROPOLIS - NIGHT

People emerge from their buildings, looking up.

INT. SKULL SHIP

Brainiac, Lex, and Misty watch this on the view screen. L-Ron man the computer.

An ALARM GOES OFF on the control panel.

L-RON

The LexCorp Building's power is being
shut down.

LEX

Losing power...?

Lex's eyes go wide. He barks into a walkie-talkie.

LEX

All LexCorp troops -- quell any uprising
around the buildings. And get a team to
the roof! Now! Use of force permitted!

INT. GENERATOR ROOM - NIGHT

Jimmy comes to the last switch.

JIMMY

Had to be the last one, didn't it?

He throws it.

EXT. LEXCORP ROOFTOP - NIGHT

The holographic projector shuts down.

EXT. SKY OVER METROPOLIS - NIGHT

And the visual of the "Armada" shimmers momentarily, then
DISAPPEARS FROM VIEW, for good.

EXT. LEXCORP BUILDING - NIGHT

Lois joins the mass of people gathered, staring up at the sky. She
lets out a victorious howl.

EXT. LEXCORP ROOFTOP - NIGHT

Jimmy steps out of the shed and looks up, smiling. He leaps into
the air, echoing Lois's victory howl.

Then the rooftop door explodes. LexCorp soldiers pile out, racing
at Jimmy, rifles drawn. The soldiers train their sights on him and
begin FIRING. Jimmy dodges bullets, chased to the edge of the
roof. His footing slips, and he falls, plummeting to his death.

EXT. LEXCORP BUILDING - NIGHT

Jimmy falls toward the crowds below, screaming. Until...

Something swoops in and catches him, ten floors from the pavement.

SUPERMAN

You're nowhere near a pool to be diving
like that, kid.

Jimmy opens his eyes to see... Superman (clad in the Eradicator Suit). But with the cowl-like nature of the Suit's head-piece, Jimmy doesn't recognize him.

JIMMY

Holy shit! Who are you?!?!

Superman swoops to the ground, setting Jimmy down in a back alley.

SUPERMAN

Where's Miss Lane?

JIMMY

On the streets somewhere. I'm supposed to
meet her out front.

SUPERMAN

Find her and both of you get to safety.
This city's oppressors are about to feel
my wrath.

He breaks into takeoff position. Jimmy rushes to him.

JIMMY

WAIT!

Superman stops. Jimmy hands him the LexCorp disc.

JIMMY

This might come in handy.

Superman nods, and inserts the disc into the suit. he takes to the
skies again, leaving Jimmy staring up, confused.

EXT. METROPOLIS - NIGHT

People cheer at the Armada-less skies, but angry mobs start moving
toward --

EXT. SKULL SHIP

Crowds swarm the building and the LexCorp soldiers outside. The
soldiers fight the crowds back, toward nearby Metropolis bridge.

INT. SKULL SHIP

Lex stares up at the rooftop skylights, seeing no "Armada." He
shrugs to Misty.

LEX

There goes my bid for mayor.

(to Brainiac)

That feed only went as far as Metropolis
-- there's still time to contain this!

BRAINIAC

You are the one facing public furor here,
Luthor -- not I.

(mimes gun to head)

Pow, as you say.

Lex glares at Brainiac and nods.

LEX

You've yet to learn the most important
lesson of American history -- always have
a patsy. I won't be taking the rap for
this, my alien friend -- you will.

Brainiac regards him curiously. Lex nods to Misty.

LEX

Shut him down.

Misty presses a button on a remote control.

EXT. SKULL SHIP POWER GRID - NIGHT

A red light flashes on a panel. An ENGINEER nods.

ENGINEER

PULL THE PLUG!

A team of engineers disengage the POWER CABLES that Brainiac used
to 'feed' into the Earth's core.

INT. SKULL SHIP

Five LexCorp Soldiers enter as the Skull Ship power dims. Brainiac
looks around, panicked.

LEX

(smiling)

I've disengaged your power source. Learned a few things
from the diagnostics scanner I'd loaded onto that rocket. Feeding
off the planet's core to maintain your form -- no, no, no. Lunch
hour's over.

Brainiac goes into paroxysms, convulsing. Lex smiles victoriously
as the alien weakens. Then, cables erupt from Brainiac's form,
locking onto five Soldiers, and then Misty -- as Brainiac absorbs
their energy (much as Brainiac had done in the first scene). Lex
moves slightly toward his Valet, but then freezes, watching wide-

eyed as the group -- now drained -- fall to the ground as burned husks. Fully energized, Brainiac stands erect, the cables retracting.

BRAINIAC

Enough with the appetizers. Onto the main course!

Brainiac grabs Lex by the throat. Lex smiles.

An alarm goes off on the control board.

L-RON

We're under attack. Violent crowds have gathered here and at LexCorp.

LEX

Ah, the fickle masses -- how quickly one can become the focus of ire of the vox populi. If they access the building, they'll tear you limb from limb.

BRAINIAC

Nonsense. I'll crush these fleshy nuisances as easily as I crush you.

LEX

Powered merely by the life-force of a girl and some per-hour grunts? Somehow I doubt it. However, if you holster your pistols, I'll hook you back up into the core. Then you can crush whomever you like... except your ol' partner. Agreed?

L-RON

(to Brainiac, quitely)

We will need all the energy we can get for our confrontation with the Eradicator, sire.

BRAINIAC

(releases Lex)

Agreed.

LEX

(into walkie-talkie)

Plug him back in.

BRAINIAC

(to L-Ron)

Disengage the ship. I'll teach the apes to fear their god!

L-RON

That doesn't make sense! The Eradicator is within minutes of the Citadel -- we should concentrate our efforts on that, not the Earthlings!

BRAINIAC
Do as I command!

Exasperated, L-Ron mans the controls.

BRAINIAC
Our location matters little. The technology is coming to me, regardless.

EXT. SKULL SHIP - NIGHT

The SKULL SHIP disengages from Metro Towers, taking off.

EXT. SKY - POV SUPERMAN - NIGHT

On a digital readout screen, we see the Skull Ship moving toward the distant bridge.

Superman flies, with the aid of the Eradicator suit.

SUPERMAN
It's heading for the bridge. Now so are we.

ERADICATOR (V.O.)
I was afraid you'd say that.

SUPERMAN
Then you'll have to excuse me, because it's been some time since I've been able to say this...
(hero voice)
This looks like a job for...

ERADICATOR (V.O.)
May we just proceed, please?

EXT. METROPOLIS BRIDGE

The LexCorp troops have chased the angry mobs back onto the bridge. In the distance, the Skull Ship approaches from the sky.

INT. SKULL SHIP

Brainiac turns to L-Ron.

BRAINIAC
Fire.

EXT. METROPOLIS BRIDGE - NIGHT

The Skull Ship BLASTS a LASER at the Bridge's suspension cables.
The bridge begins to snap and crumble.

ON BRIDGE

The massive crowds, including LexCorp troops, rush to the side of the bridge, hanging on for dear life.

The bridge begins to fall into Metropolis Bay...

But look! Up in the sky! It's a bird! It's a plane! Superman, in the Eradicator suit, swoops in, grabbing the suspension cables. He pulls with all the suit's strength, trying to keep the bridge from falling.

INT. SKULL SHIP

Lex stares at the view screen, perplexed. L-Ron looks to Brainiac.

BRAINIAC

Did I not tell you it would come to me?

L-RON

I'm getting another reading from it -- a biologic.

BRAINIAC

Yes -- the Kryptonian. It would appear the Eradicator has succeeded in resuscitating him.

LEX

Wait a second... who?!?

EXT. METROPOLIS BRIDGE - NIGHT

Superman strains, holding the suspension cables.

On the land-locked side of the bridge, Lois emerges from the crowd that stares up at the costumed spectacle. Transfixed, Lois shakes her head, bewildered.

The crowd slides down the unstable bridge, holding on to anything they can.

Superman continues to strain, as does the suit.

SUPERMAN

(to Eradicator)

Amplify... my voice!

The crowd runs toward the land-locked sides of the bridge.

Superman's voice booms out at them, as if through a bullhorn.

SUPERMAN
PLEASE... CLEAR OFF THE BRIDGE... AS
QUICKLY... AS POSSIBLE!

The bridge cleared of people, Superman lets the cables go, and the entire structure COLLAPSES into Metropolis Harbor.

Superman hangs in the air, surveying the crowds on the shore.

SUPERMAN
We did it! We saved them!

ERADICATOR (V.O.)
What's this 'we' nonsense?

Then, a LASER BLAST shoots past them. Superman reacts.

The mid-section of the Skull Ship jettisons, becoming an independent craft. Claws jutt out, grabbing the Man of Steel.

INT. ATTACK CRAFT

L-Ron man the controls. Through his windshield, we can see Superman struggling.

L-RON
I've got him!

INT. SKULL SHIP

Brainiac watches the action on the view screen. L-Ron's voice is heard over the loud-speaker.

L-RON (V.O.)
Jeez, is he a slippery sonova...

BRAINIAC
Quickly -- inject the anti-technology.

INT. ATTACK CRAFT

L-Ron punches a button on his control board.

EXT. METROPOLIS SKYLINE

While Superman fights to free himself from the craft, a syringe-like arm shoots from the craft into the suit, sending a charge through it. The Eradicator shuts down.

SUPERMAN
E -- what's wrong?!

INT. SKULL SHIP

Brainiac is delighted by what he watches. Lex is puzzled.

L-RON

The technology's offline, my liege.

BRAINIAC

Excellent. Bring it to the loading bay --
I shall withdraw the Kryptonian from the
technology, personally.

LEX

Kryptonian?! Are you talking about
Superman?! No, no, no -- Superman's dead!
We killed Superman!

EXT. SKULL SHIP - NIGHT

The Attack Craft carries Superman-in-the-suit to the rear of the
Skull Ship.

SUPERMAN

Not again! Come on, man! Wake up!

ERADICATOR (V.O.)

Would you pipe down?

SUPERMAN

Why the hell didn't you say something?!

ERADICATOR (V.O.)

It's called playing possum, Kal-El. I'm
not from Earth, and even I know that.
Diverting power from X-Ray vision cells.
Get ready.

We hear a SURGE OF POWER charge through the suit, and Superman
breaks free of the attack crafts grip.

INT. ATTACK CRAFT

Superman-in-the-suit peers through the windshield of the attack
craft. L-Ron freaks.

L-RON

Uh... Houston? We have a problem.

EXT. SKULL SHIP

Superman grabs the attack craft and swings it into the Skull Ship,
puncturing the hull.

INT. SKULL SHIP

Brainiac and Lex duck as the attack craft rips into the ship, spilling L-Ron out at their feet. The ship grows dim, and a massive power loss is heard.

EXT. NIGHT SKY

The lights on the ship grow weak.

INT. SKULL SHIP

Lex is in a panic. Brainiac and L-Ron tumble toward the control board.

BRAINIAC
Lock onto that suit!

L-RON
I can't! We've had a massive surge! All
systems are offline!

EXT. NIGHT SKY

Superman watches the Skull Ship falter. Then, something catches his eye. Superman freezes.

Near the bridge below, Lois stares up at him, wide-eyed.

After a long beat, Superman-in-the-Eradicator suit moves slightly toward her.

INT. SKULL SHIP

The lights come back up, full.

L-RON
Power back online, Lord Brainiac. Suit in
sight.

BRAINIAC
Fire!

EXT. METROPOLIS SKY - NIGHT

From the Skull Ship, a LASER BLASTS, striking the Superman combo. The pair go rocketing through the sky.

Below, Lois panicks as the mystery hero is blasted out of the sky. Jimmy rushes up to her.

JIMMY
Miss Lane! I think... I think I saw...

Then Lois turns and dashes away.

JIMMY

Miss Lane! Wait! Where are you going?!

LOIS

(running off)

I've gotta find something out -- once and for all!

INT. SKULL SHIP

Brainiac searches the view screen, fiercely.

BRAINIAC

Do not fail me, L-Ron! Where is the Eradicator?!

L-RON

The short has damaged our detection systems! I can't get a reading...

Suddenly, an ALARM SOUNDS. On the view screen, the graphic of the tomb comes up.

L-RON

The tomb's been breached! It must be them!

BRAINIAC

Go!!

EXT. SUPERMAN'S TOMB - NIGHT

The tomb has indeed been breached. Two LexCorp soldiers lie on the ground, knocked out cold. The doors are swung open. The beam of a flashlight can be seen inside.

INT. SUPERMAN'S TOMB

Lois holds the flashlight in her teeth. She uses a crowbar, slamming at the casket lock. It gives, and she stares at the casket for a beat. She places her hands on it.

LOIS

I don't want to do it, Clark. If you're still in here, I don't think I'll be able to take it.

(steels herself)

But I have to know...

Suddenly, blinding light fills the small room. Lois drops the flashlight and covers her eyes. She peers out from behind her fingers to see...

L-Ron standing in the doorway, backed up by LexCorp soldiers.

L-RON
Peek-a-boo.

EXT. SKULL SHIP - NIGHT

The Skull Ship lands atop Metro Towers and again seals itself onto the building.

INT. SKULL SHIP

Brainiac fumes at L-Ron on the bridge.

BRAINIAC
What do you mean you can't locate it?!?

L-RON
I can't get a reading on the technology
anywhere.

BRAINIAC
Then who was in the tomb?!

The soldiers march Lois onto the bridge. Lex rushes her, grabbing her by the collar.

LEX
Alright, Lane -- what the hell is going
on...?!

Brainiac pushes Lex to the side and faces Lois.

BRAINIAC
You are the woman from the televised call
to arms.

L-RON
This is the woman that held Superman's
affections.

BRAINIAC
The Kryptonian?

L-RON
That's what the soldiers told me. They
said whenever she was in trouble, he'd be
there to save her. In turn, she gave him
plenty of ink in the Daily Planet.

BRAINIAC
Is this true?
(touches her hair)
You harbor affection for the corpse they

called... Superman?
(beat)
I killed him, you know...

Lois lurches forward at Brainiac, but is held back by the soldiers. Brainiac is delighted, and then shocked.

L-RON
I'd take that as a 'yes.'

BRAINIAC
His weakness all along -- all I ever would have needed was this woman! Blocking out the sun, dealing with the insufferable Lex Luthor of Earth... a waste of Brainiac's time! I could have offered the woman's life in exchange for the technology. But now...

LEX
What the hell are you talking about?!?
Superman's dead!!

L-RON
Good God -- when are you going to get it, ape-man? Superman lives.

LOIS
If that's true, Lex, I can promise you one thing -- he's going to kick your bald ass!

Lex rushes her, but Brainiac throws his back, motioning for the soldiers to hold him.

BRAINIAC
Enough of these games!
(grabs Lois's face)
You will be the bait that draws the Kryptonian to me. And with him comes, too, the technology I seek.
(to L-Ron)
We still have a Thanagarian Snare Beast in the menagerie -- yes?
(as L-Ron nods)
Introduce him to the atmosphere here on Earth.

EXT. METROPOLIS STREET - NIGHT

The place is abandoned. There's not a soul in sight. Then, the Eradicator suit crashes down, cracking the ground. The suit opens and Superman falls out on his hands and knees. The suit morphs back into the Eradicator. Superman is breathing heavy, sweating ,

exhausted.

SUPERMAN

You didn't see that blast coming?!

ERADICATOR

I had to divert all the power from my shields so you could play hero! And now there's a circuit malfunction from the effects of that anti-technology surge. I'm going to need time to repair internally.

SUPERMAN

How long's that going to take?! We have to get back out there and finish Brainiac!

ERADICATOR

Barring battles with killer spacecraft or the lifting of multi-tonned bridges -- twenty minutes.

SUPERMAN

(sighs, calms down)

I hate to say it, but I could use some time to heal myself.

(rubbing muscles)

This is the first time in... well, ever... that I feel completely exhausted. Except for that whole death thing.

ERADICATOR

You've touched on the precise factor that plagues me, Kal-El. Your life on Earth thus far has been spent as we have spent today -- saving lives, battling aggressors. Yet I would imagine that after your mortal trial, you would have reevaluated your role amongst the people of Earth.

SUPERMAN

I have, actually. Before I died, I have always felt like a... how do I say this... a stranger in a strange land. I may look like them -- but I'm still... an alien. That always put distance between me and everyone else. But now I know I'm more like them than I ever thought.

ERADICATOR

In what fashion?

SUPERMAN

Before, I couldn't identify with their frailty -- now I honestly can. I've tasted mortality -- it's humanizing.

ERADICATOR

Your father would be proud.

Superman regards this with interest.

ERADICATOR

You could have been a god on this world -- enslaved it like Brainiac. But you never chose that path. Instead, here you sit -- musing over the possibility of death, between moments of saving this planet from its oppressor.

SUPERMAN

It's an antiquated notion -- but it really is better to serve than be served.

ERADICATOR

This is what marks the difference between your kind and mine -- we serve because we have to. You serve because you choose to.

SUPERMAN

The how do you explain Brainiac? He's one of your kind, but he's serving no one.

ERADICATOR

Inaccurate, Kal-El. He's serving himself. He has taken an aspect of humanity, but it's the worst one. And when a machine begins to feel -- positive or negative -- then it ceases to be a machine, and for the good of all, it must be shut down. As you must shut down Brainiac.

SUPERMAN

Tough talk from a guy who only yesterday thought we should find another planet.

ERADICATOR

I can only point to the bad influence you have become.

Suddenly, light down on the pair. Superman looks up, shielding his eyes.

EXT. METROPOLIS SKY - NIGHT

Shimmering against the sky is the holographic image of Brainiac's face.

BRAINIAC

People of Metroppolis. You need no longer
fear takeover by hostile aliens. The
hostile alien is here. I claim your
planet as my own.

EXT. LEXCORP BUILDING - NIGHT

Metropolitans cease celebrating and stare up at the image of
Brainiac.

BRAINIAC

Gone is the charade of the benevolent
Brainiac. I have come to enslave your
race! Your world has no champion to save
you now! And to mark this historic night,
I offer you a display of the price to be
paid for rebellion.

INT. SKULL SHIP

Brainiac pulls Lois to him.

BRAINIAC

Tonight, Lois Lane -- the instigator of
the anti-Brainiac call-to-arms -- will
taste the might of my fury, as she is
executed, for all to witness!

(to Soldiers)

TO THE MENAGERIE!

EXT. METROPOLIS STREET - NIGHT

Brainiac cackles against the night sky as he slowly fades.

Superman turns on the Eradicator, rising.

SUPERMAN

How are those circuits coming?

ERADICATOR

Not again.

SUPERMAN

Open up.

The Eradicator rolls his eyes, and reconfigures into the suit.
Superman leaps in, and it seals around him.

SUPERMAN

This may be the only chance I get to say
this, but... thank you. For everything.

(beat)

Up, up, and away...

Off they rocket, into the night.

EXT. METROPOLIS SKYLINE - NIGHT

The sky lights up anew, with the image of the Skull Ship Menagerie.

EXT. LEXCORP BUILDING - NIGHT

Jimmy and Perry watch wide-eyed as the image in the sky depicts Lois being dragged toward two huge doors.

PERRY

They're going to kill her! Somebody's gotta do something!

Jimmy looks up, smiles, and pats Perry on the back.

JIMMY

Somebody is, Chief. Somebody is.

EXT. METROPOLIS SKY - NIGHT

The holograph is "shattered" by Superman in the Eradicator suit, soaring toward the Skull Ship Citadel.

INT. MENAGERIE

Two huge doors open revealing a darkened pit. The captive Lois is ushered toward it by Brainiac, L-Ron, Lex, and the soldiers.

LEX

(to Lois)

Oooh -- I don't even wanna know what's lurking in there. Should've kept your nose for news out of business that wasn't yours. It's a lesson you're going to learn as harshly as your ex-boyfriend.

Lois looks at Lex, wounded.

LEX

That's right -- you're not going to put this in any paper. Yeah -- I helped kill the Man of Steel! So what?!

Lois shakes her head, teary-eyed.

LOIS

You bastard.

She knees Lex in the groin. He doubles over, as Brainiac rounds

him to face her.

BRAINIAC

Save your energy, Miss Lane -- that maneuver will not have the same result on me. Do you have any last words for the viewers of the world?

Lois looks up sharply, as if she hears something. So does Lex. Brainiac notices this and looks up as well.

EXT. SKULL SHIP - SUPERMAN'S POV - NIGHT

The roof of the Citadel is RUSHING TOWARD us. The SOUND is HUGE.

INT. MENAGERIE

There is the faintest sound of WHOOSHING -- as if something is moving through the air outside, very, very fast. Lex looks up with a mix of anxiety and confusion.

LEX

I know that sound...

EXT. SKULL SHIP - SUPERMAN'S POV - NIGHT

We're getting even CLOSER TO that roof, now. The SOUND is DEAFENING.

INT. MENAGERIE

Then, through her tears, Lois smiles. Brainiac is puzzled as her smile turns to laughter.

LOIS

Last words?!?

(to Brainiac)

You're dead meat, you f...!

EXT. SKULL SHIP - NIGHT

Superman in the Eradicator suit EXPLODES through the ROOF on the Citadel...

INT. SKULL SHIP - NIGHT

... then through the ceiling of the bridge, and through the floor...

INT. MENAGERIE - NIGHT

... and finally, through the ceiling over the assembled group's heads.

LOIS
(under her breath)
Baby...!

LEX
(under his breath)
Shit!

BRAINIAC
(under his breath)
Finally!

And when the dust cloud settles, there stands the indiscernible Superman in the Eradicator suit.

SUPERMAN
Border patrol. I hear we've got an
illegal alien here.

Brainiac holds his hand up, which reconfigures into something pointy and deadly. He holds it to Lois's head.

BRAINIAC
Step out of my technology, Kryptonian. Or
I get painfully intimate with the woman.

Superman makes an offensive move, but is interrupted.

ERADICATOR (V.O.)
No, Kal-El!

Lex, Lois and L-Ron look around for the source of the voice. Brainiac smiles.

SUPERMAN
I can take him!

ERADICATOR (V.O.)
You can't. He's rendered himself electro-
radioactive. If we touch him, the power
surge will kill you... even within me.

The Eradicator opens, and Superman steps out. Lois tearfully smiles. Lex goes wide-eyed. Superman looks at Lois. She moves slightly toward him, but Brainiac pulls her back. Then, the suit morphs into the Eradicator again, as all look on in wonder.

BRAINIAC
It's been some time, Eradicator, but here
we are again -- the pride of Jor-El and
the pride of Colu.

ERADICATOR
The killer of Krypton is more appropriate.

BRAINIAC

I have waited decades and searched
galaxies -- all in pursuit of this moment.
And now, you're mine.

ERADICATOR

It is your aim to absorb my technology
and become all-powerful, I would imagine.

BRAINIAC

And they call me Brainiac.

He moves toward the Eradicator.

ERADICATOR

(steps back)

But aren't you worried?

BRAINIAC

What could possibly worry me?

ERADICATOR

When I attempted interface with your
ShadowCaster device I was contaminated.
Temporarily shut down. What if the same
thing happens when you attempt to absorb
my technology into yours? What if your
technology is too advanced to interface
with mine?

Brainiac throws his head back, laughing. Superman looks to the
Eradicator, who offers him a reassuring wink.

BRAINIAC

You think it's advanced? The irony is how
primitive it is compared to your own! You
have no-doubt overthought on the
ShadowCaster, when in reality, you should
have approached it as a child's toy!

ERADICATOR

A child's toy?

BRAINIAC

Certainly! It's Earth hardware, crossed
with my own Coluan technology -- its
systems are so far beneath your own
capabilities that a simple binary synapse
would've bypassed any contamination
factor.

ERADICATOR

(smiles)

And they call you Brainiac.

The Eradicator quickly morphs back into the suit, grabbing Superman and hurling the Man of Steel into himself.

BRAINIAC

For this insolence, I will erase your
memory banks, machine!

ERADICATOR (V.O.)

I'm not a machine. You are.

The suit leaps into the air, rocketing out of the Citadel. Lex looks around fearfully, and sneaks out a side exit.

LEX

(into cell phone)

I want the jet fueled and standing by...
now! The pajama-boy is back!

As Lex disappears unnoticed, Brainiac grabs Lois and shouts up at the ceiling.

BRAINIAC

Hear me, son of Jor-El -- your guardian
may have saved your life, but he just
damned two more to hell!!!

Brainiac takes Lois to the two large doors that end the Menagerie. As the doors open, Brainiac throws Lois into a dark pit. She SCREAMS as she falls.

EXT. SPACE

Superman in the Eradicator races through the outer atmosphere, heading toward the distant ShadowCaster.

SUPERMAN

What the hell are you doing?!? Why are we
running?!?

ERADICATOR (V.O.)

Kal-El -- I think I've had what's called
an 'epiphany'.

SUPERMAN

Really? That's excellent to hear. But
we're getting FARTHER AWAY FROM RESCUING
THE WOMAN I LOVE!!!

ERADICATOR (V.O.)

Your passion is inspiring -- it has
taught me something I'd thought far
beyond my ability to comprehend. I must

thank you, Kal-El -- you've imparted to me the wisdom of a life lived in service to others.

SUPERMAN

What are you talking about?

ERADICATOR (V.O.)

Were it not for your insight, I'd be no better than the machine that oppresses your world -- operating solely on the cold logic of what it's programmed to do. But now, I'm choosing to serve. Now -- I understand your commitment to this planet and its inhabitants... and I'm going to help you honor it.

SUPERMAN

You picked a hell of a time to tell me how you feel...

(suddenly gets it)

How you feel... No!

ERADICATOR (V.O.)

When a machine begins to feel -- positive or negative -- then it ceases to be a machine. It must be shut down... or shut down itself.

The Eradicator grabs a piece of itslef and pulls it off, which morphs into a silver version of the familiar 'S'.

ERADICATOR

Take a deep breath, and remember to stay in the light.

Before he can react, the Eradicator separates from Superman. He slaps the 'S' on his black suit, and lets him go, sending him hurtling earthward.

ERADICATOR

Superman lives.

The Eradicator then rockets out of sight, as Superman free-falls through space.

EXT. SHADOWCASTER

The Eradicator reaches the mammoth device and links into it. The anti-technology sends shockwaves coursing through his body. He fights against shutdown.

INT. SHADOWCASTER

CIRCUITS BLOW UP. TRANSISTORS EXPLODE.

EXT. SHADOWCASTER

It begins losing power. Sections of panel begin shutting down. Sunlight begins pouring through in shafts.

The Eradicator begins to shift in shape, the anti-technology coursing through his body. His form finally comes to rest on the figure we've come to know him as most. His face forms a peaceful, joyous smile.

Then, HE EXPLODES.

EXT. SPACE

Superman is plummeting to Earth. VISIONS SMASH CUT through his head, like all of the life we've seen him lead: Lois at Mount Rushmore, Lex on the rooftop of LexCorp, the Doomsday battle, waking from the goo...

And still, he falls, coming closer to the planet. The VISIONS CONTINUE; the Eradicator forming into a suit, catching Jimmy, the strangling tentacles of the Skull Ship, the Eradicator in the train station, and finally, Lois staring up at him from the bridge. The Eradicator's voice echoes through his head.

ERADICATOR
... stay in the light.

Miles above Earth, Superman fires through our atmosphere, nearing the ground faster by the second.

Then, one of the stray sunbeams from the shattered ShadowCaster hits him full force. The ground races up to meet the Man of Steel, as he absorbs a concentrated beam of solar energy. His face tightens.

SUPERMAN
Yaaaaaaaahhhhhhhh!!!!

EXT. METROPOLIS - NIGHT

Mere yards from the ground, Superman stops falling in mid-air and rights himself swooping upwards. While flying, he stretches his muscles like he's just woken up after a loooooonng sleep.

He zips past the huge billboard just outside of the city that depicts him in his old suit, flying over greeting "WELCOME TO METROPOLIS -- HOME OF SUPERMAN."

A knowing smile crawls across the Man of Steel's face. His powers returned, Superman lives!

INT. SKULL SHIP

At the control board, L-Ron turns to Brainiac in a panic.

L-RON

The ShadowCaster is destabilized!
Sunlight is getting through! And
something is moving toward us at an
alarming rate...

A SONIC BOOM ECHOES through the Skull Ship.

L-RON

Something pissed.

BRAINIAC

Let the whelp come.

Brainiac takes a seat on his throne. He closes his eyes, as the
helm lowers over his head.

BRAINIAC

I will deal with him... impersonally.

Brainiac shuts his eyes, as the HELM begins to WHIR.

INT. PIT

Lois squirms about in a mire of fiberglass-looking "webbing."

From the darkness above, an echoey growl is heard.

EXT. METROPOLIS PARK

The cape still hangs off the statue's extended hand., Then, a
black flash whips in and out of the frame, and the cape is no
longer there.

INT. MENAGERIE

Superman bursts through the ceiling again - now wearing his cape -
and through the many levels of the ships, still contained in the
single beam of light.

INT. PIT

He rockets through the ceiling of the pit, allowing the singular
shaft of light to follow. Suddenly, he's struck by a high-powered
stream of murky liquid from above, which knocks him out of the
light, and entraps him in the "webbing," beside the struggling
Lois.

LOIS

Baby!

SUPERMAN

Hey, kid. How about we get out of here?

Something huge and quick, drops from the shadows beyond the shaft of sunlight, striking Superman.

The THANAGARIAN SNARE BEAST has grown. It resembles something of a cross between a squid and a spider, but very bio-mechanical and sleek. And now -- inhabited by Brainiac's consciousness -- it's extra lethal as well. Brainiac's voice is heard, hissing from somewhere within the creature.

BRAINIAC

SSSSSSSSSSSSUUUUUPERRRRRMAAAAAANNN!

It batters the Man of Steel, then moves quickly back into the darkness. Superman's a bit dazed.

LOIS

Are you alright?!

SUPERMAN

I'm... I'm okay...

(squints up)

I just wish I could see what I'm fighting.

Then, the beast drops on Superman anew, its massive legs tearing at him. Superman struggles free, bolting toward the shaft of light to strengthen his powers, but the creature grabs hold of him, pulling the Man of Steel back into the darkness.

Suddenly, the creature's underbelly opens, setting loose six smaller, metallic versions of itself. Superman breaks free of the beast and begins fighting the creatures off, smashing them together, crushing them in his grip. We hear LOIS'S SHRIEK. Superman reacts.

The micro-beasts crawl all over Lois. Superman uses his heat vision to blast the CREATURES, which EXPLODE, hissing. Using his powers leaves Superman a little dazed.

But the TSB is on him again -- its mid-section spreading to reveal a primeval head. The BEAST brings Superman to its jaws while letting loose an ungodly SCREECH. The pair violently tussle, the beast's head and legs rising and striking, Superman blocking and attacking. A leg shoots from the darkness and catches Superman by the throat, pinning him against the web. The beast's jaws come in close to Superman's face, preparing to gorge.

We see the strain on Superman's face, the veins in his neck and head throbbing.

Then we see why -- Superman uses all of his strength to stretch

his fist into the just-out-of-reach shaft of light. He makes it, charging himself.

The jaws of the creature almost on his head, Superman comes across with a right hook that knocks the creature into the air.

Superman crawls into the sunlight, takes in as much as he can, and leaps up at the beast, grabbing hold of the wildly flailing creature. He flies it up and...

INT. MENAGERIE

... out into the full beam of sunlight.

SUPERMAN

You wanna hide in a bug... I'll crush you like one!

Superman begins mangling the beast.

Hooked into his helm, Brainiac convulses, feeling the pain of the beating.

Superman grabs the head of the creature and pulls it off, ferociously.

The MACHINE he's hooked up to EXPLODES from the feedback, and Brainiac flees back into his own body, throwing the helm off. He weakly tries to crawl away from the wreckage. Breathing heavily, Superman grabs a hold of him, lifting Brainiac above his head.

SUPERMAN

You destroyed my homeworld! You killed me!
And you forced my friend to give his life!

BRAINIAC

You... do not... take... lives... Th...
that... is the... code... you...
live by... Like... the Eradicator... I
live...

SUPERMAN

No -- he was one of the most human beings
I've ever known. You -- you're just a
machine.

Superman punches his fist through Brainiac's chest and out his back. Brainiac convulses, and 'dies'. Superman drops his mangled form to the floor, where it reverts back to its most primitive form -- some metal and circuitry.

INT. PIT

Superman flies to Lois' side.

SUPERMAN

Do I look tired? Because I feel tired.

LOIS

You look a little worn, yes. but right now, I have a million questions about what happened to you.

Superman pulls Lois from the web, and scoops her up into his arms.

SUPERMAN

Well maybe I can help shed some light on the subject.

Superman streaks up one of the shafts of light, Lois in his arms.

EXT. DAILY PLANET BUILDING ROOF - NIGHT

Superman sets Lois down on the roof of the building.

SUPERMAN

Give me a sec, okay?

Lois nods. Superman leaps into the air, and is gone, leaving a SONIC BOOM in his wake.

EXT. SPACE

Superman reaches the partially-functioning, sparking ShadowCaster. He begins pushing the SHADOWCASTER, getting up some speed, until he lets it go. It whips through space, until it hits the surface of the sun and EXPLODES.

The device destroyed, sunlight pours through space and...

EXT. EARTH

... over the planet.

EXT. METROPOLIS - DAY

Sunlight is everywhere, filling the streets.

EXT. LEXCORP BUILDING - DAY

Lex emerges from his building, carrying two suitcases -- both packed to the brim. He rushes toward his limo, looking up at the new dawn.

LEX

Aruba -- Aruba's always excellent this time of year. I'll have all documentation involving Brainiac destroyed, while I

down daiquiri's in the dunes, offering a steady stream of I-don't-remember's! Hell -- it worked for Reagan!

As Lex reaches for the limo door, Superman lands in front of him. Lex shrieks.

SUPERMAN
'morning Luthor. Going somewhere?

LEX
Superman! Thank God! That alien cloned me like a sheep, and used my double to make it seem like we were in league!

SUPERMAN
You get points for originality.

Superman lifts Lex into the air.

EXT. DAILY PLANET BUILDING - DAY

On the ground, Superman lowers Lex into the midst of the POLICE.

LEX
Alright -- that's it! I want this vigilante arrested, now!

POLICE #1
On what charge?

LEX
Endangering a public figure, harassment, whatever!

SUPERMAN
I have a charge of my own, Officers -- against Mister Luthor. A charge of espionage against the world government. Luthor utilized Brainiac for his own selfish gain, and had further designs on governmental extortion.

LEX
Unsubstantiated, gentlemen. Like you fine people, I was duped by that lying alien! While I do have suspicions that Superman himself was working in conjunction with Brainiac, I can assure you that there is zero proof that I was ever anything but an unwilling participant in...

Superman tosses the police the download disc from Jimmy. He disappears momentarily, and returns in a flash with a laptop,

which he hands over to the police. They pop the disc in and look from the computer screen to Lex. Lex glares at Superman.

SUPERMAN

(as Lex)

"I just wanted to let you know who beat you, boy!"

Superman chuckles and takes off into the air. The Police stare down Lex, angrily. Lex recoils.

EXT. METROPOLIS - DAY

Jimmy looks up and sees...

Superman -- winging his way toward the Daily Planet.

Jimmy nods, smiling.

JIMMY

I wonder if Mister Kent will be back to work Monday?

EXT. DAILY PLANET BUILDING - DAY

Clark Kent walks out onto the roof, where Lois has her arms outstretched, soaking up the sun. He offers her a tube of sunscreen.

CLARK

You might want to apply some sunblock.
You look like S.P.F. 14.

LOIS

Pithy... to the last.

Lois spins into his arms, embracing him tightly. Clark hugs her right back.

CLARK

Pithy -- who uses that word anymore?

LOIS

Oh God, I thought you were really gone.

CLARK

So did I.

(beat)

But I learned a few things -- I know what keeps me here, what keeps me doing what I do, what kept me from accepting the grave. It's you, Lois. Superman may look out for everyone, but he doesn't belong to the world -- he belongs to you.

Lois wells up.

CLARK

And you belong to me.

LOIS

I love you, Clark. Never leave me again.

CLARK

I won't, babe. I won't.

(embraces her)

From now on, I'm going to try to be more man than Super.

LOIS

(looks at him)

Oh, Clark -- are you still dwelling on Mount Rushmore? Forget what I said -- that was before the maniacal robots from outer-space killed you.

CLARK

Wait, wait, wait -- you're going to let something small like that alter your opinion? You? Lois Lane? Hard-bitten journalist for the Daily Planet?

LOIS

See, that's one thing you have to learn, Smallville -- a woman's allowed to change her mind at any given moment... especially after a bad week.

(smiles)

Now kiss me, dead man -- before I change my mind.

CLARK

Must you always have the last word?

Lois is about to respond, but Clark kisses her instead.

And everything goes back to normal in Metropolis.

INT. SKULL SHIP

The metal Brainiac symbol is picked up off the floor by a small, metal hand. L-Ron deposits the remnant into his circuitry, and looks at the camera.

L-RON

I know, I know. But I'm a glutton for punishment.

He whisks off, and out through the hole in the roof.

THE END