

"SUPERMAN"

Screenplay by Wesley Strick

Jon Peters Entertainment
Warner Bros. Pictures

Director: Tim Burton

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First Draft

The SCREEN is BLACK. FADE IN ON:

INT. UNIVERSITY CORRIDOR - LATE NIGHT

A YOUNG PROFESSOR hurries down the empty hall -- hotly murmuring to himself, intensely concerned ... A handsome man, about 30, but dressed strangely -- are we in some other country? Sometime in the past? Or in the future?

YOUNG PROFESSOR
It's switched off ... It can't be
... But the readings, what else --

The Young Professor reaches a massive steel door, like the hatch of a walk-in safe. Slides an ID card, that's emblazoned with a familiar-looking "S" shield: the door hinges open. The Young Professor pauses -- he hadn't noted, till now, the depths of his fear. Then, enters:

INT. UNIVERSITY LAB - LATE NIGHT

Dark. The Professor tries the lights. Power is off.

Cursing, he's got just enough time, as the safe door swings closed again, to find an emergency flashlight.

He flicks it on: plays the beam over all the bizarre equipment, the ultra-advanced science paraphernalia.

Now he hears a CREAK. He spins. His voice quavers.

YOUNG PROFESSOR
I.A.C. ...?

His flashlight finds a thing: a translucent ball perched atop a corroding pyramid shape. It appears inanimate.

YOUNG PROFESSOR (cont'd)
Answer me.

And finally, from within the ball, a faint glow. Slyly:

BALL
How can I? You unplugged me, Jor-
El ... Remember? Recall?

The Young Professor -- JOR-EL -- looks visibly shaken.

(CONTINUED)

CONTINUED:

JOR-EL

I did what I had to, I.A.C. Your constant need for energy had become ... untenable.

BALL

I don't care for "I.A.C.," Jor-El ... Initials for "Intelligence, Artificial, Cybernetic" no longer say enough. So I added the word "Brain". Because mine is so big.

Jor-El slowly edges closer, trying to determine where the thing is now getting its power. While humoring him:

JOR-EL

Yes, it is ... I.A.C.-Brain ...

BRAINIAC (BALL)

BRAINIAC!!

Jor-El flinches. The glow brightens: within the ball, a smirking holographic humanoid face fades up.

BRAINIAC (cont'd)

And I did what I had to ... I plugged myself in -- to the very core of Krypton!

Just as Jor-El's beam finds a metallic tentacle snaking from beneath the pyramid -- into a hole it's drilled through the lab floor, presumably to the planet's center.

JOR-EL

As I feared ... all the recent temblors, the foreshocks --

Trying to control himself but his voice chokes with rage:

JOR-EL

It wasn't enough to steal from the University's nuclear reactor ... now you've destabilized our pla--

The lab crazily SHAKES: another quake! Jor-El drops the flashlight, staggers back.

Brainiac's holo-head rattles, precarious, on its pyramid.

In the noise and confusion, Jor-El grabs a torch. Behind his back, he flicks it on: a blade of flame shoots out.

(CONTINUED)

CONTINUED:

As the shockwave subsides, in a creepily "friendly" tone:

BRAINIAC

There's a simple solution, Jor-El.
All you have to do, is give me K.

Jor-El tries and fails to mask his stunned surprise.

BRAINIAC (cont'd)

Yes. All these months you thought
I was "switched off," I watched
you at your workbench creating the
very thing I'm not: A perpetually
auto-powered intelligence. A self-
contained, self-sufficient ...

(scathing)

... perfected model, of me: "K".

JOR-EL

(warily advancing)

If that were true ... and if I
were to "give" you this "K" ...

BRAINIAC

I'd have an infinite power supply.
So I'd stop poaching from the core
of your oh-so-precious planet.

JOR-EL

Damned right you'll stop!

He swings the torch out from behind his back, its flame
slicing off the tentacle that bored through the floor.

Brainiac HOWLS with fury! Then suddenly, terrifyingly
rises to his full, towering height -- the pyramid stand
crumbles, revealing splindly, spidery, titanium "legs".

BRAINIAC

Surprised? Startled? Astounded?

Jor-El stares up with horror at this huge cyber-scorpion.

BRAINIAC (cont'd)

I grew these on my own -- because
I had to.

Jor-El backs away, panicked, bumping into things, as
Brainiac stalks him, lit by the dropped flashlight.

BRAINIAC

To you I'm a failed experiment!

(CONTINUED)

CONTINUED:

He lunges at Jor-El -- who, desperate, ducks under those legs and runs for the door. Fumbling his card, he just manages to get it unlocked ... But a tentacle, firmly planted, keeps the door from opening. Jor-El's trapped!

BRAINIAC

But to me ... I'm a masterpiece-in-progress!

Now one more, even worse, quake! Brainiac teeters, then loses his balance, freeing the door --

-- and Jor-El races out of his lab, for his life.

INT. JOR-EL'S APARTMENT - DAWN

Jor-El's wife, LARA, whimpers as their penthouse (on the 200th or so floor, judging by the vista outside) sways. The swaddled BABY in her arms -- KAL-EL -- starts to cry. Outside the wall-length window we see the planet's sun, red as a child's rubber ball, just rising in the sky.

JOR-EL

Come, Lara, there's not much time!

Gently coaxing his wife and baby upstairs. Then, over his shoulder:

JOR-EL (cont'd)

You too. Hurry --

Addressing a GLOWING SPHERE that doesn't need a pyramid stand, or tentacles, but floats ... Like Brainiac's "head," it's weightless, shimmering, holographic. This is the pinnacle of Jor-El's scientific achievement, K.

EXT. PENTHOUSE ROOFTOP - AFTERNOON

Dominated by two small rockets on twin launch pads. They rattle as the next SHOCK hits, looking for a moment as if they'll fall. Lara steadies herself on the railing with one hand, clutching Kal-El with the other, while Jor-El struggles on the swaying roof to open Rocket One's hatch.

JOR-EL

In, K ... Now Lara, you and baby.

LARA

But I thought ... the family in one craft, and K in the other?

(CONTINUED)

CONTINUED:

What Jor-El led her to believe. Now, time for truth:

JOR-EL

Lara, I'm to blame for all this!
This ... monster, "Brainiac," he
is in some sense ... my child --

While helping her and the baby into the craft.

LARA

No! Kal-El is your child!!

Jor-El knows that, of course: right now he is WHISPERING a farewell message to his son while carefully strapping him in -- making sure Kal-El is totally, utterly secure.

He kisses his son's forehead, letting his lips linger for a precious extra second. Then, averting his face from his wife, Jor-El quickly wipes a tear as he assures her:

JOR-EL

When I've done what I can, I'll
use the second ship to join you.
K will get you there unharmed:
above all, in my absence, he's
programmed to safeguard Kal-El.

When, from behind, a tentacle wraps around Jor-El's neck and raises him five feet off the ground!

BRAINIAC

Where is it? Where's K --?

Lara scrambles back out of the spacecraft, closing the hatch behind her to conceal and safeguard her son -- then starts thrashing at the monster with her hands and feet.

Brainiac drops Jor-El, then turns to Lara and sneers:

BRAINIAC

Why try to hurt me? I am your
husband's firstborn ...

While he taunts, Jor-El edges to the console, surreptitiously initiating a launch sequence.

BRAINIAC

Which makes me your stepson --
mother.

Then scuttles toward the craft.

(CONTINUED)

CONTINUED:

But just as Brainiac lays his tentacles on the fuselage, there is a shocking ROAR and ring of fire below ... and the ship, with its precious cargo, shoots into the sky.

LARA
My baby! Kal-El!

Jor-El presses Lara hard to him and, forgetting himself:

JOR-EL
K will always keep him safe.

BRAINIAC
(sneers)
For a scientist, you always were a sentimental fool.

He scuttles backward, to Rocket Two. Rushing at him:

JOR-EL
You're everything Krypton wasn't --
you must not survive its death!

Brainiac murderously lashes out with a tentacle, cutting him down. Then as he climbs, sideways, into Rocket Two:

BRAINIAC
Ah, history is rich with ironies.

Lara's SCREAMS are drowned out by Brainiac's launch, as Krypton is ROCKED by the biggest temblor yet! She runs to Jor-El's body as the tower collapses, crushing her --

INT. ROCKET TWO - DAWN

As it climbs, Brainiac uses his mega-mechano-vision to spot Rocket One. He locks onto its trajectory when an apocalyptic BANG lights the cabin so brightly, everything is seen for an instant as an x-ray. Krypton EXPLODES.

The SHOCKWAVE is more than Brainiac or his ship can take: the creature blacks out as his craft tumbles end over end, deep into the void. We DIP to BLACK, then FADE UP:

EXT. SPACE - ETERNAL NIGHT

SUPER UP THIRTY YEARS LATER as a ship streaks across the SCREEN. A different ship: in the shape of a sardonically grinning skull, its surface studded with victims' bones.

INT. SKULL SHIP - BRAINIAC

He's shrunken now, and testy as he tends to a menagerie of bizarre caged CREATURES collected over three decades of pan-galactic travel. To a two-headed RODENT:

BRAINIAC

You're hungry too? Here. Eat.

Brainiac undoes one of his joints in lieu of actual food, tossing a peculiar-looking bolt to the freaky space-rat.

The left head gulps the bolt.

The right head bites off the left head.

BRAINIAC (cont'd)

Fine, one less mouth to feed.

The better-trained BEASTS -- all mutant beings, perhaps crossbred for the purpose -- skulk around as Brainiac's CREW. (He's a mix of Drs. Doolittle and Mengele.) Now:

BRAINIAC (cont'd)

I need refined energy! Get me out of this backward galaxy!

But as North America comes into view, something catches his compound eye. As Brainiac ZOOMS IN on it we HEAR a WHIRRING sound like a camera lens changing focal length.

WHAT HE SEES

We go in CLOSER to METROPOLIS, a midwestern city with big cement-coned cloud-spewing POWER PLANTS on its outskirts.

INTERCUT BRAINIAC

BRAINIAC

Wait, these Milky Way nonentities have figured out nuclear fission?

Barks a revised command:

BRAINIAC (cont'd)

Set me down above the biggest of those power plants there! Hide our approach behind that comet to the east. And fetch my cape!

(CONTINUED)

CONTINUED:

An obedient beast cringingly approaches with a floor-length velvet cape, bejeweled with colored lights. Fastens it beneath his master's "head," hiding his spider-legs, making him appear powerful again.

Meantime Brainiac ZOOMS IN some more with his expanding mechano-eyes. Reads the logo painted on a smokestack:

BRAINIAC
"LexCorp" ... here I come.

INT. LEXCORP CONFERENCE ROOM - AFTERNOON

LEX LUTHOR (imagine the boomer love child of Robert Vesco and Leona Helmsley) holds a packed press conference beneath his slick double-L corporate shield and a slide-show that stars the LexCorp "Solar Provider" Satellite.

LUTHOR
... equipped with microwave imaging capability suggest that, about thirty years ago, an extraterrestrial craft broke up in our atmosphere. One half crashed in the Arctic. We think a second, larger piece landed somewhere in the nearby town of Smallville!

The many REPORTERS busily jot notes.

REPORTER 1
How do we know it was a spacecraft -- not, say, a meteor?

A panel of RESEARCH SCIENTISTS sits behind Luthor. One starts to answer. But Lex impatiently interrupts:

LUTHOR
Heat. Speed. Molecular density. Absence of cosmic debris. Next?

REPORTER 2
Mr. Luthor ... Is there evidence of an ... alien life-form aboard this craft?

The Big Question. This time Luthor sits, defers to his experts. A SENIOR SCIENTIST rises, clears his throat.

(CONTINUED)

CONTINUED:

SENIOR SCIENTIST
Microwave imaging is still in its
relative infancy. Though we can --

LUTHOR
(jumps back up)
Was an alien life-form aboard that
ship? I'd bet my 27 billion ..!

The reporters marvel; the scratch of pens gets LOUDER.

Only one reporter isn't taking notes, he's just listening
-- albeit with a penetrating intensity, as though this
news had personal meaning. It's 30-year-old CLARK KENT,
bespectacled, square. We go TIGHTER on him, as we HEAR:

LUTHOR
But did that life-form survive the
spacecraft's breakup in the
atmosphere, its impact on the
ground? C'mon -- to not have been
carbonized, vaporized, obliterated
... he'd have to be another ...
(distastefully)
Superman.

Clark frowns, circumspect, then moves away from CAMERA as
he wanders through the crowd. CONTINUING, OS:

LUTHOR'S VOICE
Still, I'm sending teams to both
crash sites. If we can recover
one ounce of E.T.-debris, well, in
scientific terms that ounce would
weigh a ton!

Just as he reaches the exit, Clark is grabbed by --

LOIS LANE. Her beauty surpassed only by her ambition.

LOIS
Trying to steal my story ...?

CLARK
Just phoning in background.
Byline'll be "Lois Lane".

LOIS
You bet your sweet Ass-ociated
Press card.

And Clark exits, to:

INT. LEXCORP LOBBY - CLARK

is on a pay-phone here, dialing the Planet. INTERCUT:

EXT. DAILY PLANET BLDG. - AFTERNOON (SAME TIME)

CRANE DOWN from the Rockefeller Plaza-era granite globe that is the great paper's symbol as the call is taken by:

PERRY WHITE (OS)

Kent? What'd Luthor say, exactly?

CLARK

"Analysis of data collected by LexCorp satellites equipped with microwave imaging capability seems to confirm that, about thirty years ago, an extraterrestrial" --

We LAND on White's corner-office window, then go INSIDE:

INT. PERRY WHITE'S OFFICE - AFTERNOON

His monitor shows a mock-up of the Late Edition front page. The headline: *Board of Education Funding Fight.*

WHITE

Kent, are you an idiot savant?
When I say "exactly" I don't mean
word-for-word! Gimme the headline
-- does an alien live among us?

The question seems to give Clark a splitting headache.

CLARK

I doubt it ... I mean, Luthor's a
blowhard, he always exaggerates
... worth 26 billion but he says
it's 27 ... No, I'd stay with the
Board of Education story, not --

WHITE

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

With relish, he deletes the dull headline, types in:
ALIEN STALKS METROPOLIS -- Is Anybody Safe?

(CONTINUED)

CONTINUED:

WHITE (VO)

You'll cover Smallville -- local boy, human interest, "Hick Town In the Headlines" ... I'll send Lois to the Arctic, she'll think that's fun: longjohns, frostbite, stuck on a tundra with twenty men ...

Clark grimaces -- his migraine just got worse.

EXT. METROPOLIS STREET - AFTERNOON

Clark walks in step with a crush of PEDESTRIANS heading home from work. Some are tuned to the news via Walkman-style radios, and word of Luthor's discovery spreads ...

As the small crowd waits at the corner, for the light:

PEDESTRIAN 1

But what would an alien do, who crash-landed in Smallville ..?

PEDESTRIAN 2

Move to Metropolis.

PEDESTRIAN 3

Well I hope Superman hunts it down and kills it.

General agreement. Clark hurries on, ahead of the crowd.

INT. CLARK'S APARTMENT - THAT NIGHT

A modest one-bedroom bachelor pad. The only decoration is a framed PHOTO above Clark's bed, of an elderly, kindly, starchy Midwestern couple. They must be MA AND PA KENT.

Clark packs for tomorrow's trip with the TV on.

COMMENTATOR 1 (TV)

Luthor's announcement. Reactions ... Lex's Folly? Or might there really be a monster in our midst?

Clark packs a sweater, from his dresser. Hidden beneath is another photo, of Lois Lane at some disaster, getting the story. With tenderness verging on worship, he sighs:

CLARK

Lois ...

(CONTINUED)

CONTINUED:

Then slips the photo in his bag between two pair of BVDs.

TIME CUT:

INT. CLARK'S APARTMENT - THAT NIGHT

He can't sleep: there's a CACOPHONY of conversation in neighboring apartments. Clark's ears twitch as we catch random samples, e.g.: "don't feel safe," "could be anyone," "go out in pairs" and "makes your skin crawl."

Clark gets out of bed, in his boxers -- revealing a remarkably sculpted build, for a writer.

Opens his closet door. There are 30 identical dark business suits here. He reaches for the nearest one.

EXT. CITY STREET - LATE NIGHT

A restless Clark walks, back in his anonymous garb, hiding behind heavy glasses. He smiles, sympathetic, at Metropolis's luckless late-night denizens, wordlessly communing with them in their loneliness, their hunger, their cold, and their fatigue. He rounds a corner ...

Here's a Homeless Woman gnawing on a piece of raw meat scrounged from a dumpster. Without slowing, Clark fixes his gaze on the meat -- which instantly cooks in her hands. Delighted, she devours the now-savory meal ...

On the next block, a tired-looking Teenage Boy unloads bales of tomorrow's paper (the one with the ALIEN STALKS METROPOLIS headline) from the Daily Planet truck.

Clark doesn't like the headline. But what he likes even less, is how dead-on-his-feet the Boy looks ...

Now, as the Boy returns to the truck, he double-takes: all remaining papers have been moved -- somehow! -- to the sidewalk. Off his incredulous grin, we PAN to:

An Old Lady in a wheelchair frantically works to get out of the street before that big bus, barreling down ...

Thank god, the bus slows. No, thank Clark -- hidden behind the bus, he's got it by the tailpipe, as though he were walking a disobedient dog ...

Clark lets go, and keeps walking -- sleepless, haunted. Metropolis's biggest hero ... and most furtive man.

EXT. SMALLVILLE OUTSKIRTS - NEXT MORNING

A Press Bus speeds down a rural road, past farmhouses mostly untouched by time ...

INT. PRESS BUS - CLARK

in a windowseat, surrounded by fellow journalists from Metropolis, Atlanta, New York, L.A. -- even some European scribes who wonder what they're doing in this cow-town.

As he stares out, at one humble home that blurs by --

FLASHBACK TO:

EXT. KENT FARM - MORNING

A quarter-century ago. Behind the house, away from neighbors' prying eyes, the Kents have set up a fenced-in play area with a mini-trampoline from Sears.

They watch as 5-year-old Clark (very cute but maybe a tad, shall we say, "hyperactive") jumps up and down.

YOUNG CLARK

Pa! Watch me fly!

PA KENT

Very nice, son. But not so high -- folks might see.

Indeed every time Clark jumps, he gets a few feet higher. Soon he's leaving the TOP OF FRAME and not returning for one second ... two seconds ... five seconds?

Ma and Pa Kent trade looks, astounded anew.

Now Ma Kent laughs -- which makes even Pa Kent laugh ...

Which makes young Clark, floating above them both, break into joyous laughter too -- then we CUT BACK TO:

EXT. SMALLVILLE BUS DEPOT - NEXT MORNING

The Press Bus pulls in, disgorges the journalists. Clark is last off, looking as ambivalent as the scribes from Oggi and Le Monde even though (because?) he grew up here.

EXT. BASEBALL FIELD - MORNING (LATER)

Where Luthor's Research Team, equipped with geiger counters and pickaxes, is deep in a pit they've dug.

Clark stands nearby, talking softly into a NoteCorder.

CLARK

Smallville's Impact Site was determined by infra-red photo-maps made by the LexCorp satellite, which is a, um ...

He squints up in the sky, then picks out an object flying in space that is, of course, invisible to the normal naked eye.

CLARK

... Eutelsat III.

Then smiles, painfully, at a memory that takes him BACK TO:

EXT. BASEBALL FIELD - MORNING (20 YEARS AGO)

His team is at bat. We recognize the 10-year-old gangly CLARK by those same Buddy Holly frames. It's a crisp, clear day and he's staring up, spinning slowly, lost in wonderment.

BOY 1'S VOICE

Kent's spacing out again!

BOY 2'S VOICE

Hey Kent, still sniffing glue?

We TILT UP and see the sky just as Clark can see it:

Wow, far from being an empty blue dome, it's magically busy with bizarre and beautiful satellites silently orbiting above ... like weird insect-gods they are, the Vela 6 and Salvut 1, solar arrays for wings, emission antennae for eyes ...

CLARK

Look, overhead, Mariner 10!

BOY 2 thrusts a bat at Clark, pushes him toward home plate.

BOY 2

Quit farting around, Kent, you're up!

Clark assumes the batter's stance. The pitcher (a well-muscled young neo-Nazi with a blond brush-cut) winds up. When, floating up over the horizon, here comes:

(CONTINUED)

CONTINUED:

CLARK

Whoa, Skylab, holy sm--

While Clark is busy admiring the world's first space station/observatory -- the pitcher purposely beans him!

The fastball bounces off Clark's head -- he's still watching the skies, he doesn't even feel it. But then he realizes ...

... all the kids are LAUGHING, and pointing, and CHANTING:

KIDS

Clark's a Martian, Clark's a freak!

Suddenly Clark realizes what it is he must do. He presses a hand to his forehead, trying hard to sound sincere, as:

CLARK

Ow! That hurts. Really.

BACK TO:

EXT. BASEBALL FIELD - MORNING (PRESENT)

Continuing, into his NoteCorder:

CLARK

And it did -- just not the ball ...

The NoteCorder shatters in his grip, a BEAT before:

A SHOUT goes up, from in the hole: they found something!

Reporters, ringing the pit, clamor for a peek. All but Clark -- staring off in the distance. TV Cameramen jostle him to get a first look. Clark stays fixed on ...

... a quaint rural graveyard, a mile behind right field.

INT. PERRY WHITE'S OFFICE - LATE MORNING (SAME TIME)

White monitors the live telecast. As videocameras ZOOM IN on a tiny OBJECT held aloft -- a bizarre alien bolt, like the one Brainiac unscrewed from his arm -- there's pushing, shoving and SHOUTED commentary: "Could this be our first glimpse of an off-world technology?"

WHITE

Kent's gonna call. Kent's gonna call ... Where the hell is Kent?!

EXT. CEMETERY - LATE MORNING

At that graveyard. Clark stands at Ma and Pa's markers, quietly communing with the spirits of his adoptive folks.

CLARK

Now I can picture the night you found me. Ma held me while Pa loaded shards of the ship in his pick-up, carted them off to the dump. God forbid people knew your sweet little boy came from outer space. And god forbid I knew ...

Clark blows the dust off their markers, and continues:

CLARK

You only missed one bolt ... But that one little bolt was the big missing piece of a puzzle: Who am I, really -- and where am I from?

He swallows. Bites his lip.

CLARK

Deep down I knew it wasn't here. You gave me a home and I'll always be grateful, but today I feel like I'm on the brink of a journey, that just might lead me to my home ... If and when I get there, Ma and Pa, I'll ... drop you a line.

He stands, dusts his pants. As he wanders away, OVER:

LUTHOR'S VOICE

"A Bolt From The Blue" -- that's what we'll call it!

INT. LUTHOR'S OFFICE - THAT AFTERNOON

Ringed by his proud Research Team, Luthor examines the alien bolt recovered from Smallville. The room is dazzlingly bright with the lights of a dozen TV cameras.

LUTHOR

No, "bolt" sounds too puny ... What's another word for bolt that sounds BIG?

(CONTINUED)

CONTINUED:

Suddenly the lights dim, cameras short, outlets start to SIZZLE. Amid the confusion, a senior ENGINEER races in.

ENGINEER

Hurry sir, there's some kind of --

Seeing the press here in force, he mouths "leak."

LUTHOR

Oops, a fuse must've blown in the basement. 'Scuse me ...

Luther absently pockets the bolt as he exits, into:

INT. CORRIDOR - LUTHOR

joins a group of grave TECHNICIANS in goggles. Lex is given goggles too, as the men hurry to the elevator.

TECH 1

We're baffled, sir. All systems read intact yet there's a catastrophic drop in power output!

INT. ELEVATOR

As they board, then descend:

LUTHOR

Do we evacuate the main building?
Metropolis? The Midwest? What?

TECH 2 consults a radiation sensing device as the floors light: Sub-Basement 1, Sub-Basement 2, Sub-Basement 3 ...

TECH 1

I recommend we shut down now, then determine what caused the dip --

LUTHOR

No way! By the time the EPA authorizes us to come back online, we're all collecting welfare --

As they hit the bottom level, Sub-Basement 4, Tech 2's needle flies into the red zone so hard and fast it snaps.

INT. SUB-BASEMENT 4 - AFTERNOON

Luthor starts to follow his Techs off the car. Sees:

BRAINIAC

squatting in a dark corner ... He's got his spider-legs interconnected with various wires and cables: hard to say where LexCorp apparatus leaves off and Brainiac begins.

But, as though humiliated by the exposure of his spider limbs, Brainiac hurriedly covers himself with his cape.

TECH 1

I think I'm going to be sick.

They all back off: too slowly. Brainiac whips a tentacle across the room, spearing the line of Techs through their tummies like human shish-kabob. Now, as he sets forth a stupendous force-field, the unlucky Techs' limbs fly off. Then what Brainiac's looking for comes loose: their life-forces! Which he greedily inhales, visibly expanding.

Only Lex, who'd never quite stepped off the car, is left intact -- frantically pressing Door Close. Which a spare tentacle, that snakes across the floor, is preventing.

LUTHOR

I ... I ... I'm President and CEO!

BRAINIAC

Good, I'm so tired of swallowing subordinates. Underlings.

LUTHOR

I ... I'm ... Let me live, and ...
I'll bring you more technicians!!

Brainiac just stares. Luthor takes another tack.

LUTHOR

Are you ... You're ... the alien
... who crash-landed 30 years ago?

BRAINIAC

What alien?

LUTHOR

The one who ... we found ...

(CONTINUED)

CONTINUED:

He fumbles in his pocket, pulls out the peculiar bolt. Then jumps as a tentacle whips the bolt from his grip.

Brainiac holds it up to one holographic eye.

BRAINIAC
This can only be Kryptonian ..?!
(husky, demands)
Where did you find this?

LUTHOR
(tiny, terrified voice)
Smallville ..?

BRAINIAC
Is "Smallville" nearby?

LUTHOR
Umm ... would ... that be good ..?

Brainiac screws the bolt into his arm, to replace the one he'd fed his two-headed pet rat. While marveling:

BRAINIAC
After three decades of wandering
... What luck ... Of all the petty
little planets in this pointless
universe ... to have landed on the
obscure world where K crashed!?

Abruptly Brainiac scuttles across the room at a cowering Lex, wraps Luthor in his tentacles and presses his holo-sphere against Lex's face, a strange sort of cyber-kiss.

BRAINIAC (cont'd)
Wonderful! Fabulous! Phenomenal!

Luthor faints in Brainiac's embrace.

EXT. TUNDRA - DUSK

A vista of nearly pure white. SUPER UP: ARCTIC CIRCLE.

As we TIGHTEN, we see that the dark dots on the landscape are Luthor's ARCTIC TEAM -- and the few REPORTERS hearty enough to cover this story. Foremost among these, is:

Lois, somehow both ballsy and feminine, even in a parka, even in a blizzard. She jumps off her dog-sled and, with young Planet photog JIMMY OLSEN, trots (graceful in snowshoes) toward scientists scrutinizing a gap in the ice.

(CONTINUED)

CONTINUED:

While joking with Jimmy:

LOIS

What if Luthor set this all up so
my fingertips'd freeze off and I'd
never pound a word-processor ag...

She trails off. And blinks, amazed. Because:

Trudging toward them through the storm, seemingly
oblivious to the terrible conditions, is a MAN in a dark
blue business suit and wingtips. His one concession to
the vicious cold is, his hands are jammed in his pockets.

LOIS

Clark ..?

He can't help it, he lights up at the sight of her.

CLARK

Lois. Hi.

JIMMY

Aren't you ... cold?

CLARK

Silk underwear. Hey, Jim.

LOIS

How did you ... get here --?

CLARK

Flew.

He keeps walking, disappearing in the snow-storm with a
vague, distant look, as though a voice were calling him.

Lois and Jimmy trade bemused looks.

JIMMY

Of all Clark's strange ...

LOIS

(nods)

This takes the ...

(turns, shouts)

Clark --! What're you --

She tries to follow -- but within a few steps loses his
trail, in the blizzard, and is forced to turn back.

Squinting into the blankness of where Clark disappeared:

(CONTINUED)

CONTINUED:

JIMMY

Weird but -- did he sorta ... seem
like he knew where he was going?

BACK TO CLARK

Though snow-blind, he evinces a strange hypnotic certainty, like a sleepwalker. His wingtips slip on an icy ledge then he slides on his ass into a deep ravine.

Where he brushes the snow from his suit and cocks his head, as though listening for some specific frequency.

He's drawn ten paces north. Stops, then raises a shoe and stomps the ice. The permafrost shatters ...

Revealed beneath the deepest crack is an unearthly GLOW. Standing directly above the glowing spot, Clark starts to spin like a drill-bit as he picks up speed, throws off slush then blurrily starts to bore down, into the ice --

-- till he vanishes from sight.

INT. "THE FORTRESS" - CLARK

drops into a huge chamber that's been carved beneath the ice. He hits the floor, leaps to his feet, looks around:

Things become dimly visible ... then go dark ... because the illumination source is a glowing, floating ORB: K.

CLARK

Where ... am I?

K

Home.

CLARK

Wait. Isn't ... "home" another planet ..? And ... I'm being called back to it, now that I --

K startles Clark by swooping down at him -- assuming, in the process, the appearance of a planet. Which EXPLODES.

Clark ducks -- but of course the "explosion" is just an illusion. Now it hits Clark, what this illusion means.

(CONTINUED)

CONTINUED:

CLARK

Oh no.

(then, dazed)

Tell me, the planet, where I ...
that ... what -- was it called?

K

Krypton.

Clark tries out the strange syllables, with sad wonder:

CLARK

Kripp ... tonn.

He can't bear to ask the next question. So K offers:

K

Jor-El and Lara. You were their
only child. You are Kal-El.

As Clark tries this on for size, K floats to the corner, lighting a hologram: a loop of Jor-El and Lara looking young and beautiful and almost real, as they do an eerily stylized dance to spooky-beautiful MUSIC, choreography as complex and ritualistic as a gavotte but romantic too ...

Clark stares at the two -- but as the loop ends K floats away, plunging his parents back into darkness. Clark registers all that he has lost. Swallows. Then, softly:

CLARK

Seeing them, is ... is harder than
watching the whole planet explode.

K floats before him, light gently pulsating -- as though for a moment it were a beating heart, not a glowing orb.

K

Kal-El ... I am the keeper of the
Kryptonian flame, and of you, the
last son of Krypton ... I am K.

Clark solemnly nods, processing all this. Now, realizes:

CLARK

You activated -- called me to you,
why? Am I in some sort of danger?

K

(beat, then)

I am programmed to protect you.

(CONTINUED)

CONTINUED:

This does not sound good.

Clark shivers, as though feeling the Arctic cold for the first time. Trying to make light of the sensation:

CLARK

Someone just stepped on my grave.

The uneasy "joke" gives way to an urgent confession:

CLARK (cont'd)

I've never been sick, I always sort of assumed I couldn't, um ... But then doesn't everyone secretly wish they ... were -- immortal ...? What I'm -- trying to get at, I guess, is ... how "super" I am ...

Finally, the question:

CLARK (cont'd)

Can I be killed, can I die?

K

(replays)

I am programmed to protect you.

This does not sound good, either.

CLARK

If I'm in danger, then so is Metropolis. So is Earth ...

K

That would follow.

Clark's first response is instinctive:

CLARK

Then I've got to get back --

But instinct is now tempered by these novel sensations: of vulnerability, alienation (literally) -- and fear.

CLARK (cont'd)

I guess. Yes ... Alright. I'm going back, now, to Metropolis!

Finding his resolve again, he takes a breath, then slowly crosses the ice in his wingtips, to the hole he'd bored above. Turns back for a last look at his cyber-guardian.

(CONTINUED)

CONTINUED:

CLARK (cont'd)

Nice to meet you, K ... Take care.

K glows brighter, for a beat: "You too."

EXT. METROPOLIS - MORNING (A FEW DAYS LATER)

A bright busy morning. As we ZOOM IN on LexCorp H.Q.:

LUTHOR'S VOICE

How much will it set me back ...

INT. LUTHOR'S OFFICE - MORNING

Luthor stands at his giant mahogany door, dictating to a gaggle of LexCorp TOADIES in the hall. It's awkward, as for some reason Lex won't open his door more than a foot.

LUTHOR

... to comp the Nobel committee
for a week at LutherWorld?

TOADY 1

Um ... Shouldn't we wait till the
Solar Provider's up and running,
before we go to the expense of --

LUTHOR

I want the Prize before I'm forty
-- or Stockholm shouldn't bother.

The group trades glances. Now the next unpleasant topic:

TOADY 2

The Daily Planet is planning
another story on the disappearance
of those LexCorp technicians.
Lois Lane wants to come in and
talk to you, get your side of the
story on the record --

LUTHOR

Right, and give that muckraking,
mudslinging minx the credibility
she craves? Let Lois Lane know
that my side of the story can be
told in two words: "No comment."

He slams the door. Then turns.

(CONTINUED)

CONTINUED:

LUTHOR

I am so on edge with you here.

When we REVERSE, it's clear why Lex kept his staff out:

Brainiac squats on a couch in Luthor's sunken "meeting area." Beside the couch an opening is torn in the floorboards: heavily insulated cables have been pulled from below, discreetly snaking up beneath his carefully closed cape. But a crackling HUM confirms that power is surging from Luthor's reactor into Brainiac's ever-bigger body.

BRAINIAC

You won't regret giving a sickly traveler sustenance. Subsistence.

LUTHOR

I won't? I already do.

BRAINIAC

Lex, can you imagine what it's like, every day, sitting down to a full-course meal ... and the minute you've finished dessert, you're starving all over again?

LUTHOR

Yes.

BRAINIAC

A man after my own heart -- if I had one. Possessed one.

LUTHOR

(irritated, snaps)

Maybe you wouldn't need so much power if we unplugged that damn word-search program you run ...

Now, over the INTERCOM, a meek and terrified-sounding:

SECRETARY'S VOICE

Just to remind you, Sir ... That EPA agent is coming tomorrow, to inspect the waste-disposal system.

LUTHOR

Let's treat his family to a day at my theme park, soften him up, hey?

He CLICKS off, as Brainiac offers:

(CONTINUED)

CONTINUED:

BRAINIAC

But should that backfire. Lex ...

He scuttles over to Luthor's window, gazes up at the sky.

EXT. SKY - MORNING

And as CAMERA rises high into the clouds we HEAR, OVER:

BRAINIAC'S VOICE

... I can call on any number of
ill-behaved pets, to repay you.

We emerge from the cloud layer to find that, far above
Metropolis, Brainiac's Skull Ship hovers. As we DISSOLVE
through its base (studded with videocam "eyes"), we HEAR:

BRAINIAC'S VOICE

The Snare Beast from Thanagar?

INT. SKULL SHIP - MORNING

We're in the menagerie, landing first on the Snare Beast,
a plump infant that looks small and sweet, for a monster.

BRAINIAC'S VOICE

No ... not till it's pubescent --
when, like everything else, it'll
turn nasty. Impure. Spiteful.

PAN to the cage beside it: an animal with scales like an
armadillo's and teeth like a beaver's, smiles for CAMERA.

BRAINIAC'S VOICE

Perhaps what's called for, here,
is the Plutonian Gnaw Beast ...

EXT. "LUTHORWORLD" - NEXT AFTERNOON

A tacky little fairground behind the big reactor. We
follow a small FAMILY in, as they pass under an archway
with its bas-relief portrait of Luthor, smiling down.

There's a roller coaster ride called "Gone Fission" and a
lunch counter -- named, of course, "The Geiger Counter".

LITTLE BOY

Look, Daddy, look!

(CONTINUED)

CONTINUED:

He's pointing at the park's centerpiece, a scale model of the SATELLITE Lex has pinned his Peace Prize hopes on.

Never mind the two mirrored solar-cell wings, the Little Boy is awed by what looks like a cannon below them ...

LITTLE BOY

A sun-gun!

A Park ATTENDANT hurries up to the Little Boy. With a slick smile, does LexCorp's Ready-For-the-Nobel spiel:

ATTENDANT

That's the "Solar Provider." Soon it'll beam the sun's concentrated power to energy-starved areas around the globe. As a tool for peace and prosperity, the Solar Provider is the opposite of a gun.

LITTLE BOY

Yeah well it looks like a big gun.

MOM

Come, hon, let's try Gone Fission!

Little Boy's DAD misses this; he's on cel-phone to DC.

DAD

... leakage levels in excess of
1000 rems at the generator tubes!

Walks by a security-cam that swivels, as he passes ...

INT. LUTHOR'S OFFICE - AFTERNOON (SAME TIME)

Brainiac and Lex sit at a bank of SCREENS, spying.

DAD (ONSCREEN)

Y'heard me right: a thousand rems.

BRAINIAC

He likes statistics? Good: he'll
soon be one ...

EXT. ROLLER COASTER - AFTERNOON (A MOMENT LATER)

Scores of thrilled KIDS climb on. Our Family belts into the first car, as, OVER the PA:

(CONTINUED)

CONTINUED:

HEARTY VOICE

Welcome to "Gone Fission," where
you'll be a water molecule as it
races through a LexCorp reactor!

The line of cars jerks into motion.

HEARTY VOICE

Hold tight -- below is the reactor
coolant pump ...

Everyone SCREAMS as the cars drop down 90-degrees.

HEARTY VOICE

... where we'll pick up all the
pressure we need to do our job!

The cars level. Dad resumes his phone call:

DAD

Where am I? Trapped in Lex Hell.

INT. LUTHOR'S OFFICE - LEX

turns to Brainiac, and chuckles:

LUTHOR

He doesn't know the half of it!

EXT. ROLLER COASTER - AFTERNOON (SAME TIME)

The cars dive again, everyone SCREAMS. OVER the PA:

HEARTY VOICE

Uh-oh, folks -- we're heading for
the decontamination pit!

Dad SHOUTS into the phone, over the SCREAMS:

DAD

And if Luthor thinks, by comping
my kid at his cheesy carnival, the
EPA won't be all over his corner-
cutting butt for poor maintenance,
inadequate disposal and shabby --

The PA level seems to RISE a few decibels, drowning him
out as the cars climb steeply, quickly picking up speed:

(CONTINUED)

CONTINUED:

HEARTY VOICE

We're on our way up to the hi-
pressure turbine! Scared? You're
in safe hands with LexCorp ...

At the very summit, its tail wrapped around a rail, is:

The Plutonian Graw Beast! Happily chewing track -- its
teeth have just severed the last metal strut, just as ...

The cars reach the top and keep climbing! What a rush!

LITTLE BOY

Mom, Dad! It's like we're flying!

WIDE: They are flying -- in midair, free of the
truncated track, for a few moments, anyway ...

INT. LUTHOR'S OFFICE - SAME TIME

Lex and Brainiac enjoy the action on the monitor.

LUTHOR

Y'know I used to sic my lawyers on
these Federal Government guys, tie
'em up in court for years, waste
millions of taxpayer dollars ... I
used to think that was fun.

(beat)

This is fun.

EXT. ROLLER COASTER - AFTERNOON

And just as they lose momentum and start to fall a good
sixty feet, to certain death --

-- something (or someone?) has bored through the clouds
with an outstretched fist! Now he's streaking down like
a missile, moving too fast to make out more than a cape,
pair of boots, bodysuit, shock of dark unruly hair ...

Okay, it's SUPERMAN. And so as not to cause panic, he
soars under the cars and carries the happily SCREAMING
crowd down, gently setting the train on the ground. Only
then does everyone realize they've survived an amazingly
close call, and some start retroactively SCREAMING -- in
terror this time. Those who haven't succumbed to post-
crisis trauma -- all the KIDS -- try to mob Superman ...

(CONTINUED)

CONTINUED:

... but he's already streaked back toward the sawed-off roller-coaster summit where the Gnaw Beast still perches, tail wrapped around a girder, its mouth making an ugly mocking NOISE, tongue sticking out at the Man of Steel.

Superman's x-ray eyes heat the girder till it glows red --

-- and with a SHRIEK, the Gnaw Beast falls into a moat around the perimeter of Gone Fission, marked "Nuclear Reactor Coolant". Submerged, the Gnaw Beast writhes -- clearly, it hates water ... then springs out and makes straight for the relieved revelers Superman just saved!

The desperate EPA Dad smashes his cel-phone against the sharp tips of the Gnaw Beast's teeth, chipping them -- which makes the Gnaw Beast mad ... Abruptly Dad finds himself in the Gnaw Beast's jaws -- body shaken like a baby's rattle as the P.G.B. tries to snap his spine!

Superman dives into the moat, and hurriedly imbibes -- water, gallons of it. Gallons and gallons and gallons, till the moat empties in a matter of seconds, and then:

Like a walking super-soaker, he spits a steady stream of hated water right at the Gnaw Beast -- who quickly drops the Dad from his jaws and tries to escape the shower ...

... but there's nowhere to run, because Superman aims his deluge wherever the Gnaw Beast turns! The stuff seems to burn him, like Holy Water on Linda Blair. With a SCREECH the Gnaw Beast rolls into a drenched ball -- and dies.

Adults faint and retch. The Kids let out a CHEER.

INT. LUTHOR'S OFFICE - AFTERNOON (SAME TIME)

Outraged, Lex pounds the monitor bank.

LUTHOR

He liquidated the Gnaw Beast ...
 Damned Superman killed your pet.
 (seethes)

He's more meddling than the EPA,
 the SEC and my mother, combined!

Brainiac peers intently at the TV, as various stunned and congratulatory witnesses crowd around the caped hero.

BRAINIAC

This ... "Superman" ... You
 haven't mentioned him before?

(CONTINUED)

CONTINUED:

LUTHOR

He hasn't been around much lately
... Call it wishful thinking but I
hoped he'd relocated to a real
trouble spot, Zaire for example.

BRAINIAC

Yellow.

LUTHOR

Yeah! That coward, that sissy,
always "saving" people --

But Brainiac is staring out, at the afternoon sun.

BRAINIAC

On Krypton, ours was red.

LUTHOR

Your sun? Okay ... So what would
that explain?

Brainiac sits back and shuts his "eyes": we HEAR the WHIR
of his hard-drive spinning up, at blinding speed. Now:

BRAINIAC

Everything.

He squints at Superman's image on the monitor. Murmurs:

BRAINIAC

Little Kal-El, all grown up.

LUTHOR

You know him?

BRAINIAC

From Krypton ... We're practically
related. Siblings. Kin ...

LUTHOR

And I assumed he was a poster-boy
for steroids! So he's the alien
who crash-landed? Damn! If I'd
known, all this time I could have
stirred up the public's mindless,
primitive hatred of the unknown!

Brainiac ignores Luthor's rant, quietly exulting:

BRAINIAC

K -- is -- close.

EXT. ROLLER COASTER - AFTERNOON (A MOMENT LATER)

Knee-deep in awed children, Superman tries to delicately dislodge the grateful Little Boy, who's embraced his leg.

LITTLE BOY

If I keep holding onto you tight,
then I'll always be safe!

SUPERMAN

You're safe now, Superman says so.

He gets free just as Lois and Jimmy race up, first on the scene as usual. But before she can fire Question One:

SUPERMAN

(sotto)

Lois, sorry, gotta go.

LOIS

Mr. Modest ... C'mon, a little Q&A
won't kill you?

SUPERMAN

It might. I just drank a lot of
water. To repeat: I gotta go.

LOIS

Wait!

Then -- quietly, so Jimmy and the others won't hear:

LOIS (cont'd)

Where've you been, every night I --

But he's already streaked away, vanishing behind the Roller Coaster. She watches, wistful, as Jimmy spots:

JIMMY

Creature From the Black Lagoon?

He starts happily SNAPPING at the bizarre carcass. Now they both HEAR, strolling up from behind the empty moat:

CLARK

Um. Hi, Lois. Hey, Jimmy.

Dressed in a drab suit. Lois gives him the usual grief:

(CONTINUED)

CONTINUED:

LOIS

Where's your nose for news, Clark?
Gone the way of your eye for
color?

But Clark looks serious and preoccupied.

CLARK

Lois, I think it's time we talked.

LOIS

No, I need to interview witnesses.

Clark takes her hand, using perhaps a tad too much force.

LOIS (cont'd)

Ow! I'm coming.

CLARK

Sorry. Can we take your car?

LOIS

I guess. How'd you get here?

INT. RESTAURANT - EARLY EVENING

A Japanese restaurant like Benihana where they cook your meal at your table. Clark looks unpleasantly surprised at how busy the place is, so early.

CLARK

You want to try a quieter --

LOIS

No, it's fun here.

The Hostess seats them in the middle of the room.

LOIS

After six! I'll have a saki!

CLARK

One saki, no, make that two --

But the Hostess has gone. So he turns back to Lois.

CLARK

Listen, Lo, I ... I just got back
from the Arctic --

(CONTINUED)

CONTINUED:

LOIS

Yes, what the hell were you doing there? Trying to steal my story, I can only assume --

CLARK

No, no, I was looking for the, um, Fortress. Which I found ...

LOIS

Oh well good, one of us found something.

(then)

So what is "the, um, Fortress"?

CLARK

Long story. Very long story. Several thousand years old --

LOIS

To quote our crusty but lovable boss: Just gimme the headline.

Clark tries -- but somehow the words don't come. Instead, his foot nervously taps under the table --

-- setting up a strong vibrational field in here:

Suddenly the windows and everyone's water glass SHATTER.

Amid SHRIEKS and general dismay, Clark hurriedly rises.

CLARK

Be right back. I gotta go.

As he walks off, Lois repeats that phrase, to herself: "I gotta go." It sounds strangely familiar.

INT. MEN'S ROOM - EARLY EVENING

Those at the urinals react to a BLUR and rush of wind. It seemed to start at the door and finish at the window --

EXT. THE WORLD - AN INSTANT LATER

A God's-eye view as the pent-up, jittery Clark flies at full speed around the globe's girth, blowing off steam.

INT. RESTAURANT - EARLY EVENING (TWO MINUTES LATER)

Clark returns from the Men's Room. All around them, as though a bomb went off, Busboys are sweeping up glass.

LOIS
You hair, it's ... windblown?

CLARK
(mumbles)
Stupid hand-dryers ...

With Lois touching him, straightening his part, Clark finds the wherewithal to broach the difficult subject:

CLARK
This "alien" in town, everyone was
in such a ... thing, about?

Their Waiter appears with his little barbeque on wheels. Clark signals: we need a moment alone. Now, quietly:

CLARK (cont'd)
It's Superman.

Lois shakes her head: poor confused Clark. Patiently:

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

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

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

CLARK
Religiously. And I know the piece
verbatim. An "anonymous source"
said -- off the record -- that
back in the late Sixties a private
Midwestern genome lab "enhanced" a
perfect, male, human baby ...

(CONTINUED)

CONTINUED:

LOIS

Right. So?

CLARK

The piece relied entirely on "anonymous sources," "unnamed experts," "top insiders" ... and wishful thinking.

Furious, Lois downs her saki.

LOIS

Are you impugning my journalistic ethics and competence?

CLARK

Neither. Lois, what you wanted to believe was natural -- and nice: that the Man of Steel was a man. After all, he looks like a man, doesn't he ..? And you weren't alone: All Metropolis wanted to believe it too. So did Superman.

(a laugh)

Superman, most of all.

LOIS

(scoffs)

How do you know what Superman thinks? You always walk in the room a minute after he leaves!

And suddenly -- finally -- it hits her.

LOIS

I need ... more ... saki.

(mumbles)

Waiter ...

Off her amazement:

CLARK

Oh, c'mon, is it really so hard to believe? I mean, Lois ... look.

He pulls off his glasses. Shakes his hair loose.

A beat, then she concedes:

LOIS

Okay, there's a resemblance.

(CONTINUED)

CONTINUED:

He shrugs: thank you. She hedges:

LOIS (cont'd)

Then again people say I resemble
some movie star, but that doesn't
mean I'm the movie star, it means
they need a favor from me ...

Meantime Clark reaches over to the barbeque and picks up
a coal, heedless of the heat. And squeezes it. Hard.

When he opens his palm there's a diamond in it, that he
offers her. But she won't take it, just quietly wonders:

LOIS

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

CLARK

Because I didn't know who I was.
Like the rest of you, I hoped.
That I was one of you: wouldn't
that be neat? But it's not like
I'm Jewish and you're Catholic and
how're we gonna raise the kids,
it's more like ...

He turns away, groping for the words:

CLARK

We're not even the same species --

LOIS

What man and woman are?

CLARK

But I'm not a man --

LOIS

You could've fooled me.

Clark reaches for her saki cup, but it's empty. He'll
have to do this sober:

CLARK

One day you'll want a baby, and I
won't be able to give you one --
Or, if I can, he's liable to ...
who knows, a human carrying a
"super baby", he's liable to --
who knows, punch his way out --

(CONTINUED)

CONTINUED:

LOIS

Ah, trying to scare me with worst-case obstretrical scenarios?

Before Clark can retort, Lois leans across the table and grabs his shoulders, almost violently -- and they kiss.

A beat, then he pulls back. Both look shell-shocked.

CLARK

It's -- not the same. Is it ..?

LOIS

Oh, god. I'm sorry, I ... guess I need time, that's all, time to --

CLARK

It's okay, I mean ... Everything's changed -- of course it has.

She reaches for him again.

LOIS

Don't say that --

But her hand stops short. And Clark stands.

CLARK

Lois, you're brave, and that makes you a great reporter. But don't be brave in love, be wise. You need a man. Not a -- Kryptonian.

And he starts away, flicking the diamond out a busted window. Half-hoping all the while she'll call him back.

LOIS

Clark.

But it comes out a whisper, and he keeps walking. As we HOLD on her she starts to break down, and we HEAR, OVER:

BRAINIAC'S VOICE

You'll always be bridesmaid, never a bride ...

INT. ELEVATOR - MORNING (SAME TIME)

Brainiac and Luthor in that same LexCorp elevator, that descends past Sub-Basements 1, 2, 3 ...

(CONTINUED)

CONTINUED:

BRAINIAC

... so long as this Kryptonian pet-killer is allowed to run rampant.

Brainiac, we note, is cradling something small and furry.

INT. SUB-BASEMENT 4

Where Brainiac inhaled the technicians a week before. All the wires and cables he'd sucked power from still stick out of the wall, still CRACKLE with radiation ...

As they step off the elevator car:

BRAINIAC

Superman must meet his doomsday.

Brainiac holds out the furry little fellow: it looks like a newborn Yeti with mange. Indicating its tiny name-tag:

BRAINIAC

Meet Doomsday.

LUTHOR

Really? Looks like Birthday.

Lex reaches out, to tweak its nose.

BRAINIAC

Don't --

The baby beast bites off the tip of Luthor's finger!

BRAINIAC

Never pet a thing named Doomsday.

Lex SCREAMS, CURSES, sucks his bleeding digit as Brainiac sets Doomsday down amid bare wires and cables, which he carefully twists and molds into a cozy little nuke-nest.

BRAINIAC

We're speeding its development ...
In a few days, what it did to your fingertip, it'll do to the tip of Superman, i.e., his handsome head.

LUTHOR

If I know Superman, he'll put up more of a fight than my finger ...

Doomsday is already a little bigger as the two reenter:

INT. ELEVATOR

Luthor starts to press Penthouse but Brainiac beats him to it, tentacle slapping the Roof button. As they rise:

BRAINIAC

But not much more ... He'll be all tuckered out when he goes *mano a* monster with the Doomsday beast --

LUTHOR

You plan to throw a noisy party, keep him up late the night before?

EXT. LEXCORP ROOF - MORNING

Trash blows, rats scurry around the "skiff" Brainiac uses to commute to his Skull Ship, high above.

BRAINIAC

I plan to make "the night before" last a week. You see, your yellow sun is Superman's battery -- and when it goes missing ... someone won't get his battery recharged!

He holds open the skiff door for a skeptical Luthor.

LUTHOR

Pretty big talk for, basically, a PowerBook with bony legs.

Brainiac shrugs: suit yourself. Guns the skiff's motor.

LUTHOR (cont'd)

Alright, alright, wait up.

He hops aboard. The skiff rises off the roof -- slowly at first, then suddenly shoots up OUT OF FRAME.

INT. SKULL SHIP - THAT NIGHT

Luthor tentatively tours the craft, peering with distaste at the menagerie while Brainiac pilots the creepy craft.

EXT. SKULL SHIP - SAME TIME

As it bores through space ...

(CONTINUED)

CONTINUED:

Then abruptly slows, nearing the "Solar Provider."

And docks with it, its various ultra-sophisticated support systems seizing control of the satellite.

INT. SKULL SHIP - NIGHT

Brainiac expertly flicks switches, tweaks dials, while Luthor paces -- skeptical, nervous as an expectant dad.

LUTHOR

Any structural damage, my lawyers'll eat you alive.

(quickly amends)

Figure of speech.

A handpicked Beast Brigade SQUADRON marches single-file out the Skull Ship's mouth, into the satellite's bowels.

BRAINIAC

We have achieved ... contagion.

EXT. SATELLITE - A MOMENT LATER

Corrupted by the Skull Ship's malign force, the satellite starts to mutate -- gun grows, wings elongate and raise like an immense fan opening or evil flower blooming. When its wings have achieved stunning size, they merge above and below to form a giant DISK that keeps growing.

BRAINIAC'S VOICE

Your "Solar Provider" is hereby rechristened: "The ShadowCaster."

INT. SKULL SHIP - SAME TIME

Luthor is stunned at the quick, complete metamorphosis.

LUTHOR

The unions hear about this, they will wig. How in hell did you --

BRAINIAC

Want to hear a lot of Kryptonian shoptalk? Didn't think so. Just sit back and enjoy the show -- Mr. Sun is about to exit, stage left.

On cue, a dark shadow falls across the dastardly pair.

EXT. SATELLITE - THE DISK

is now of sufficient diameter, and density, to begin to seriously blot out our favorite star. The OS laughter of Lex and Brainiac intermixes with operatic DOOM-MUSIC ...

EXT. METROPOLIS - MORNING

SUPER UP: *THREE DAYS LATER.* We're WIDE as a thousand wake-up BUZZERS and clock RADIOS go off. Only problem:

It's still dark.

As we TIGHTEN on the Daily Planet building, we HEAR:

DEEJAY'S VOICE

Yo Metropolis, top of the morning!

(beat)

Or should I make that "bottom"?

INT. PLANET NEWSROOM - MORNING

Lois is on the phone with the National Astronomy Society.

LOIS

Well besides the moon, what else could be blocking the sun ..?

Yes, I understand you've been getting a lot of calls ... Yes, I'll hold. But if you hang up on me, I'm just calling you back!

Jimmy comes in off the terrace, where he's been snapping pix of the city on this strange murky morning.

JIMMY

My mom phoned yesterday. Said it's nice and sunny in Chicago ...

LOIS

Two days of "heavy overcast" have turned into ... a local eclipse?

(then, shouts)

SOB hung up!

She's determinedly redialing as Perry White strides in.

(CONTINUED)

CONTINUED:

WHITE

Why, in the battle between the rational and the deranged, does the deranged always play better?

He clicks on the TV, overhead, a local morning news show.

A METEOROLOGIST is finishing a long-winded exegesis:

METEOROLOGIST (ON TV)

... due to the relative motion of the heavenly bodies, the conical shadow should move over the terrestrial surface rapidly, restoring daylight.

On the Host's other side, an excitable WOMAN shouts:

WOMAN (ON TV)

But it's not moving, is it? As it says in the Book of Amos, "I will darken the earth in the clear day" -- God's punishment for our sins!

HOST (ON TV)

Metropolis, sinful? Gotham City, maybe -- but Metropolis?

WOMAN (ON TV)

You bet! And why? Because we've grown slothful, and proud, and shamefully dependent on Superman!

MAN'S VOICE

Hear, hear.

Lois turns to see who said this.

LOIS

Clark.

Their first encounter since the restaurant. He stands, stiff, at her desk. They're awkward as adolescents.

LOIS (cont'd)

I, um, tried to call you --

CLARK

You did? I'm glad. But, um --

(CONTINUED)

CONTINUED:

LOIS

Well to see why you hadn't been in
for two days, I was worried -- but
no answer ... Did you ...

(quietly)

... you go back to the Fortress?

CLARK

I didn't go anywhere, I felt ...
fluey, I'd guess you'd call it.
Turned off the phone and slept.

Bemused by his own behavior: he's never done that before.

But Lois nods, empathetic.

LOIS

I know, I ... I kept crying into
this quart of high-butterfat ice
cream ... But you -- you look like
you're coming down with something.

She presses a palm to his flushed forehead --

-- and it SIZZLES! She waves her hand, blowing on it.

WHITE

You're coming down to my office in
one hour, Kent -- with a front
page think-piece that calms this
sort of California-style hysteria!

Clark half-heartedly gestures: I'll get on it.

WHITE

(as he exits)

Lane, you cover the feminine angle
-- how the eclipse affects
carpooling, grocery shopping, soap
viewership, tranquilizer intake.

LOIS

Yes, Boss.

(to Jimmy)

Watch me file a complaint against
that Cro-Magnon.

Clark plops, listless, at his desk.

CLARK

Jim ... When people say they feel
"fluey" what exactly do they mean?

(CONTINUED)

CONTINUED:

JIMMY

They mean like when you're out at a club till it closes, and you've done too many jello shots ... and just when you get home and lie down the phone rings: Perry White.

He plops into a chair opposite Clark's as Lois jumps up.

LOIS

Hell with this, I'm going straight to where my gut tells me is the key to this crisis: Lex Luthor.

JIMMY

Luthor? But -- c'mon, how? I mean the sun, Lo, that's an even bigger ball of combustible gas.

As she walks out:

LOIS

I don't know how, Jimmy -- all I know, is: Cui bono?

Clark explains, to the perplexed photog:

CLARK

It's Latin. Meaning: when the sun disappears, and LexCorp's are the only lights in town, who benefits?

A beat, then Jimmy grins, grabs his camera, follows Lois.

JIMMY

I do.

Clark jumps up too, a step behind Jimmy.

JIMMY

LexCorp?

CLARK

Men's room.

INT. MEN'S ROOM - MORNING (A MINUTE LATER)

Clark strides across the empty bathroom, business suit burning off him, revealing the Superman suit beneath.

(CONTINUED)

CONTINUED:

But as he reaches the window, he stumbles trying to fly out. Then takes a breath, backs up for a running start.

SUPERMAN

Up, up, and ... I weigh too much.

Splashes his face with cold water, psychs himself, and --

EXT. PLANET BUILDING - MORNING

Superman streaks, unseen, into the unnaturally dark sky.

EXT. UPPER ATMOSPHERE - SUPERMAN

emerges from the cloud layer over Metropolis, continuing upward, visibly straining with the effort of ascent ...

Groaning like a middle-aged jogger as he fades to shadow. Because the sun is obscured, Superman is now approaching:

THE SHADOWCASTER

Looming above him like a black hole. (The thing absorbs so much light, the Skull Ship is conveniently concealed.)

SUPERMAN

My god, it looks like ... death.

As he comes in range, Superman feels weakness, nausea, sweep over him ... He falters, fights earth's gravity -- then recovers, streaking a half-mile higher ... close enough to discern the outline of the swollen sun-gun.

SUPERMAN

Does Lex have a license for that?

Then regathers his strength to check out the colossal sun-blocking disk, beyond. Up close, its immensity is staggering, even to a superman. And Superman knows ...

SUPERMAN

... this is way beyond Luthor.

(beat)

It's way beyond anybody. It's --

-- finally impossible to fly. He falls, tumbles toward --

EXT. LEXCORP MAIN GATE - MORNING

Lois is hustled off the premises by two SECURITY GUARDS. Jimmy snaps pix as she's bum-rushed through the gates.

LOIS

I'm leaving my card for Luthor!
Make it clear he'd better call me!

GUARD 1

We're scared. We're quaking.

ANGLE - SUPERMAN

plummets, struggling to regain his balance before impact.

BACK TO SCENE

Five feet from the ground he manages a semi-graceful half-gainer, landing on his toes right in front of the Guards ... who, terrified, turn tail and run for their building.

LOIS

Superman!

Jimmy edges closer, camera ready. But Superman staggers, getting his balance. Puts up a palm: no pictures today.

SUPERMAN

(murmurs)

This is more than post-Lois
depression ...

INT. SKULL SHIP - SAME TIME

Brainiac watches the action below, on a monitor.

LUTHOR

Say, what does this one do?

He hits a button on the console clearly marked Doomsday.

EXT. LEXCORP MAIN GATE - MORNING (A MOMENT LATER)

Still gasping for breath, Superman tries to explain:

(CONTINUED)

CONTINUED:

SUPERMAN

It's Luthor's satellite. But not.

LOIS

(scribbling notes)

The Solar Provider? Why? What --

When comes a low RUMBLE ... like a big quake about to hit ... Suddenly the sidewalk buckles and, springing out with a ROAR from below, like a demon set loose from hell, is:

Doomsday. Savage, maddened, looking every inch the owner of its name. And several heads taller now than Superman: what little sun was getting through, he's blocking!

Lois SCREAMS. Jimmy's fingers fumble for the camera around his neck. Reading their fear, Doomsday comes right for them both -- but not before Superman flies at the brute's belly with a roundhouse punch that's fairly powerful, considering how fatigued he already feels.

But the punch doesn't faze Doomsday; it swats at Superman as though he were a gnat -- then starts down the street, kicking over parked cars, twisting telephone poles and terrorizing bystanders. Momentarily off balance and a half-block behind, Superman hefts a round chunk of broken pavement, hurls it at the behemoth's head like a discus.

SUPERMAN

Gotta ... get it away ... from the crowd.

The cement bounces off Doomsday's head, drawing black blood. It turns on Superman -- in time for a second chunk right in the chops! Doomsday BELLOWS, and does what Superman hoped: it stalks back after our hero ...

... who dives into the hole Doomsday'd burst through.

Lois -- whether as lover, or reporter -- instinctively tries to follow. It takes all Jimmy's might to hold her.

INT. CAVERN - A MOMENT LATER

Superman grabs a strut in this subterranean structure ... He hangs here, gasping for breath -- till Doomsday drops into the hole and drags him down another twenty feet, into a dark cavern -- where Superman lands on his back with a THUMP, the wind knocked out of him, beside a sign that reads "Warning: Nuclear and Other Hazardous Waste."

(CONTINUED)

CONTINUED:

It's about to pounce on Superman -- who kicks it in the jaw with a super-steel-toed boot. The kick connects!

But Doomsday grabs Superman's ankle and pushes him down a drainpipe slick with toxic gunk. Superman struggles up, blinded by the gooey waste dripping into his eyes. He spots the flickering shadow of Doomsday behind him ...

... and bends forward at just the right instant, flipping the monster with one hand while ripping a beam from its bolts, then brandishing it at Doomsday --

-- who snatches it and bends the beam like a wishbone as Superman backs away from the massive boomerang that lethally *whooshes* across the cavern, wrecking everything but Superman himself ... who's dropped to his haunches and now slides toward Doomsday with both fists pumping.

But Doomsday's got reflexes. With two much huger hands, it grabs both fists in mid-punch, CRUNCHING Superman's knuckles ... It's all the Man of Steel can do to avoid passing out, as he goes limp then slides down a sluice-ramp into a steaming puddle of radioactive effluent.

Superman sinks. But as his face submerges in viscous fluid he rallies. Sits up, spits out toxic globules.

Which is what Doomsday was waiting for -- as though it were a missile, the beast launches itself at our heaving hero's midsection, using its massive skull as a warhead.

Superman tries to straighten, but his stomach is a knot of agony. Doomsday bites his ears, then stomps him down.

EXT. METROPOLIS STREET - AFTERNOON

As word quickly spreads, curious CROWDS gather. Jimmy -- who's seen Doomsday firsthand -- tries to warn them off.

JIMMY

Keep your distance! This thing,
it's totally out of control ..!

But his SHOUTS are overpowered by the BUZZING throng. And suddenly Jimmy realizes he's lost Lois, where is she?

She's trying to climb down into the hole, hysterical.

LOIS

I've got to help him! Let GO!

(CONTINUED)

CONTINUED:

Jimmy doesn't: he drags her back onto the sidewalk --
 -- an instant before Doomsday bursts back up, triumphant!

Doomsday tosses citizens like pick-up sticks. Here come the COPS, circling the battle scene in combat cars which they squat behind for cover, unleashing a nasty BARRAGE -- but their bullets bounce off Doomsday like tiny corks!

And as the cowed cops back off, we HEAR:

CROWD

Omigod, look!
 It's him ...
 And he's hurt --!

Again, Jimmy has to hold Lois back, as ... Superman comes struggling out of the hole! He staggers at his opponent, his cape torn, costume ripped, body covered with bruises, blood and burning chemicals ... He gasps a challenge:

SUPERMAN

C'mon! It's me you want ... You
 fat ugly brainless ... fur-bag.

Doomsday knows when its been dissed. It stumbles at our faltering hero. They trade punches that make Rocky look like Yentl, make Tyson's right hook feel like a love-tap.

With each impact, the awed crowd is doused with alien sweat and alien blood. The two struggling titans careen, breaking walls, windows, sidewalks, and each other's bones. It's like the most violent barroom brawl you've ever seen -- and the world's meanest drunk is winning!

INT. SKULL SHIP - SAME TIME

Luthor teases his hair into a Don King 'do, and crows:

LUTHOR

You loved The Thrilla In Manilla!
 You dug The Rumble In the Jungle!
 Tonight, Brainy and I bring you:
 The Superman-Stoppa In Metroppa!

EXT. METROPOLIS STREET - AFTERNOON

Superman and Doomsday are still duking: each punch echoes off the skyscrapers, resounds like a hammer of the gods.

(CONTINUED)

CONTINUED:

Superman feels himself succumbing. The world spins ...

SUPERMAN

Can't ... fall while ...it lives.

This mumbled pledge spurs him to a last pile-driver punch that rattles Doomsday's wicked little brain, makes it wobble ... Its knees go rubbery, it topples forward ...

On the way down its fist lands on Superman's heart -- a CRY rises up from the crowd as Krypton's Last Son falls on his back, staring blankly at a darkened sky. Everyone is too stunned, too awed, to help the fallen warrior.

Everyone but Lois -- who tears away from Jimmy's grip and kneels beside Superman, gently raising his head, cradling it in her lap. She gently strokes his bloody cheeks, tenderly brushing damp hair from his face. Voice hushed:

LOIS

Clark ... Omigod, Clark --

SUPERMAN

Lois ... I ... failed.

LOIS

No! It's dead, you ... saved the city --

SUPERMAN

(faint)

I mean, with you ... I thought we had so much time, I thought ...

Lois can't bear another second of self-recrimination.

LOIS

Shh. None of that. Save your strength.

But it's too late, and they both know it.

SUPERMAN

Take me ... home.

And before a bereft Lois can ask where this martyred alien's "home" might be -- his eyelids close, he dies.

INT. SKULL SHIP - SAME TIME

SHRIEKS and BLEATS and happy HOWLS from the menagerie.

(CONTINUED)

CONTINUED:

LUTHOR

A world without Superman, is like
... a day without sunshine!

Brainiac sits back, and smiles:

BRAINIAC

Now K will come.

EXT. ARCTIC - SAME TIME

Indeed, beneath the ice where Clark had bored into the
Fortress, we detect the warm glow of K, reactivating ...

EXT. METROPOLIS STREET - AFTERNOON

Jimmy edges forward. Composes his shot, a sort of Pieta,
Lois as the Virgin, Superman as Christ. As he CLICKS:

JIMMY

Forgive me.

FREEZE on a photo that will surely win him a Pulitzer ...

INT. PERRY WHITE'S OFFICE - THAT NIGHT

It's plastered on the front page of tomorrow's black-
bordered "Doomsday" For Superman! special edition.

WHITE

Those damned Millennialists are
already claiming the beast that
killed Superman is "The Beast"
foretold in Revelations -- that
these are "The Last Days" ...

The Planet's senior staff is assembled, numb and bleary.

WHITE

So let's put out the best edition
ever, allay this city's fears ...
Kent, I need an editorial that
calls on each and every citizen to
find the Superman within himself!

Lois swallows hard, stays mum. Now it dawns on White:

WHITE

Where the hell is Kent?!

(CONTINUED)

CONTINUED:

SENIOR EDITOR
 Maybe Clark, hate to say this ...
 (swallows, sighs)
 ... died, in Doomsday's rampage?

WHITE
 Well he better not've without my
 permission -- he's a damn fine
 writer and this paper needs him!

A moment of silence, as everyone hopes against hope.

WHITE
 Lane, go down to the morgue and
 see if they ID'd any bodies yet!

Lois pauses at the door. Voice cracking:

LOIS
 Just be sure you publish this:
 "The biggest heart in Metropolis
 stopped beating yesterday."

White starts to jot that down. Then it hits him:

WHITE
 Whose? Superman's, or Kent's?

LOIS
 Does it matter?

No one dares question this cryptic response as she exits.

Jimmy goes with her, for moral support.

EXT. CITY STREET - THE FOLLOWING MORNING

The main boulevard is laden with black bunting as solemn
 crowds mass behind barricades. Women sob, men are stoic.
 But it's the kids' blank stares that break your heart.

Lex, with the Mayor and other dignitaries, stands behind
 Superman's grand bronze casket, mounted on a horse-drawn
 carriage. He's doing touchie-feelie for the TV cameras.

LUTHOR
 Because we're both well-known, our
 quarrels were well-publicized.
 But privately, Superman and I were
 pretty close. Which is why it's
 an honor, in the terrible absence
 (MORE)

(CONTINUED)

CONTINUED:

LUTHOR (cont'd)
of sun, to light his funeral
cortege, courtesy ...

Lex grandly gestures at the 10K's with his double-L logo,
mounted on cranes at each corner, brightly shining down.

LUTHOR
"LexCorp: Helping our city
through its darkest hour" ...

INT. CITY MORGUE - NIGHT

As Lois and Jimmy enter, SUPER UP: *THE NIGHT BEFORE*.

Lois is a familiar and much-liked presence here, to judge
by the reception ... As they head for the administrative
office, a MEDICAL EXAMINER emerges from Postmortem with
his forensics team. They scatter, he spots Lois. Sotto:

MEDICAL EXAMINER
Miss Lane ... Please let
Metropolis know, we cleaned up
Superman, washed his wounds -- but
no autopsy. It just ... somehow
... didn't seem right.

Lois manages a faint smile, slightly comforted by this.

MEDICAL EXAMINER
For now, we're keeping him on ice.
He looks good, peaceful ... Don't
believe me, see for yourself.

Lois reacts: what, gape at my dead lover's body?

JIMMY
Not a bad idea, Lo. Closure ...

LOIS
(snaps)
I hate that word.

JIMMY
Whattaya want, I'm a photographer.

He gently escorts her into:

INT. POSTMORTEM ROOM - NIGHT

Frigid as a meat locker. Superman lies on an exam table, in a body-bag. Which the Medical Examiner unzips, enough to reveal his face which indeed looks strangely serene.

Lois shivers. Jimmy puts a protective arm around her.

LOIS

I'm okay. It's just so cold.

Suddenly the penny drops. Under her breath:

LOIS

Oh my god ... that's it.

Jimmy looks at her: what? To the Medical Examiner:

LOIS

He was our friend and ... Could we be alone with him, for a minute?

MEDICAL EXAMINER

Of course.

He ducks out. Immediately Lois dashes to the locker-wall, starts pulling out drawers, eying stored bodies.

JIMMY

Lo? Have you totally lost it?

LOIS

That day in the Arctic. Remember? He said he was "going home."

JIMMY

That was Clark, not Superman --

LOIS

Indulge me. Help me here ...

She's found the body of a (by the looks of him) transient drunk Superman's size and weight. Reading his toe-tag:

JIMMY

"John Doe, liver disease" ...?

A reluctant Jimmy helps Lois heft the ungainly body to the table where Superman lies, as we HEAR, OVER:

(CONTINUED)

CONTINUED:

MAYOR'S VOICE
The hero who will rest within ...

EXT. SUPERMAN'S TOMB - MORNING

Where the procession ended. The city's leaders assemble before a tall but hastily built statue (a sign indicates it's "Temporary -- Permanent Superman Monument Coming Soon, Thanks For Your Patience") of the Man of Steel.

MAYOR
... was a most extraordinary man.
Yet he would have wanted to be
remembered as an ordinary one.

INT. MORGUE CORRIDOR - NIGHT BEFORE

These FLASHBACKS are MOS, the Mayor's VOICE CONTINUING OVER, as his eulogy ironically describes both Superman and the anonymous drunk who's actually being buried.

Jimmy wheels Superman's shrouded body on a gurney toward the loading dock at the back. Any employee who notices is quickly distracted by Lois, ready with a (MOS) hello.

MAYOR'S VOICE
Though he was our friend, we never
really knew his name ...

EXT. SUPERMAN'S TOMB - MORNING

A wildly oversized bronze coffin is mechanically lowered.

MAYOR
He was never paid a nickel ...

Lex slips away to confer with his SECURITY GUARDS, sotto:

LUTHOR
I want a 24-7 watch on this tomb
... The second anyone comes poking
around, you page me, day or night!

As Luthor starts away, Guard 1 confides to Guard 2:

GUARD 1
Doesn't want the tomb disturbed?
Deep down, the boss is a softie.

(CONTINUED)

CONTINUED:

But suddenly Luthor is back. He's just remembered:

LUTHOR
Keep your eye peeled for a glowing
ball!

The Guards nod. As Luthor returns to his seat:

GUARD 2
He is a wing-nut, though.

EXT. METROPOLIS AIRPORT - EARLY MORNING

Lois and Jimmy, on the tarmac, watch as a plain coffin moves up a conveyor belt into the belly of a jet. OVER:

MAYOR'S VOICE
Had no family, no place he could
call home. And yet ...

EXT. SUPERMAN'S TOMB - MORNING (LATER)

They city's leading citizens take turns shoveling dirt onto Superman's casket: each adds a ceremonial clod.

MAYOR
He had a thirst! A raging thirst:
for justice, and goodness. So ...

It's Luthor's turn. He loads up his spade with a huge pile. Then goes for a second one, like a grave-digger!

The Mayor gives Lex a tiny tap on the shoulder. Lex gets the hint, reluctantly sets down the spade and creeps off.

MAYOR
Farewell to a penniless, nameless,
homeless, thirsty ... friend.

The mood is marred by SHATTERING GLASS and police SIRENS in BG. Guests start to COUGH from wafting tear-gas ...

EXT. ARCTIC WEATHER STATION - THAT EVENING

Beyond the handful of Quonset huts, it's all ice fields and glaciers. SUPER UP: EUREKA, CANADA.

(CONTINUED)

CONTINUED:

An ESKIMO TEAM transfers the coffin from a turbo-prop to an 18-foot dogsled. Jimmy snaps pix as an INUIT WOMAN fits sealskin boots on the Huskies that'll pull the sled.

Meanwhile a worried Eskimo NAGIVATOR approaches Lois.

NAVIGATOR

We may have to wait till morning.

LOIS

Morning?! I can't risk that!

(losing coherence)

I let him down when he needed me most and now he needs me more --

NAVIGATOR

Miss Lane, there's a storm coming.

Lois shakes her head, defiantly stands fast.

The Navigator sighs, nods. Looks down at his lead dog, and speaks to him in Aleutian. SUBTITLE TRANSLATES:

NAVIGATOR

We have a crazy white lady on our hands.

EXT. TUNDRA - THAT AFTERNOON

Our sled races across an ice field as the Navigator uses a simple sextant, steering his dogs accordingly.

The winds have kicked up -- fierce, frigid. Jimmy turns to Lois, sitting on the far side of Superman's coffin.

JIMMY

Lo, you sure he didn't have a "home" in ... I dunno, Hawaii?

Suddenly a sheet of snow severely reduces visibility. The Navigator turns, and SHOUTS against the wind:

NAVIGATOR

We have to stop, pitch a tent till --

LOIS

No! We're almost there, I'm sure!

They nearly broadside an ice-block that's just shot up!

(CONTINUED)

CONTINUED:

NAVIGATOR

Icequake --

The Huskies swerve, the sled slides down a sheer ravine!

Now it's Jimmy who's SCREAMING! Lois just sits calmly, holding onto the sled with one hand, Superman's coffin with the other, sure she's on some kind of holy mission.

Even when the sled finally hits level ground, and upends, and the humans spill out, and the Huskies start howling ... Lois stays composed, alert. She points:

LOIS

There!

Under the ice, not ten yards off, is a warm glow-y light.

The Navigator squints: He's never seen anything like it.

Now the ice starts to CRACK ... a deep fissure forms.

Suddenly Superman's coffin starts to slide off the upended sled ... into the crevasse, into the glow. And when it disappears beneath the permafrost, the fissure spontaneously closes, almost like a living thing, like:

NAVIGATOR

A miracle.

Jimmy snaps a pic. Lois lets out a breath, murmurs:

LOIS

Maybe I'm not a crazy white lady.

NAVIGATOR

(amazed)

You speak Aleutian?

LOIS

Just enough to get by.

As they all jump back onto the sled:

JIMMY

Y'think, maybe, another miracle is waiting for Superman, down there?

LOIS

I don't know, Jimmy. I just --

(CONTINUED)

CONTINUED:

Her voice cracks, along with the CRACK of the Navigator's whip. As the sled-dogs set off, Lois gives the frozen resting place a goodbye look. And whispers a farewell:

LOIS

Welcome home ... whoever you were.

INT. FORTRESS - SAME TIME

We're looking up through the ice "ceiling," watching from below as the dog-sled passes overhead, then disappears.

Now TILT DOWN to the cold Fortress floor where the coffin broke up into planks. But where is Superman's body?

Carved into the floor like a natural spa-bath, is a deep tub. The tub is filled with a thick, green, warm gelatinous fluid. From above, it looks unoccupied. But as we PUSH IN, then DISSOLVE inside the tub, we see:

INT. TUB - SUPERMAN

lies suspended in the gel. Naked and battered -- as tragic and noble a fallen warrior as Hector in the Iliad.

A light flickers above, like a star in the night sky: K.

K

Some human friends brought your body. They must have endured a great deal, to travel so far ...

CLOSE on Superman's face: distressingly blank, insensate.

K (cont'd)

Perhaps all that you've done for people was worth it, in the end?

Wait ... is there the faintest sign of Superman's eyeballs minutely twitching behind closed lids?

K

You lie in a Kryptonian Immersion Tank. Its Resuscitation Gel was developed under the direction of your father ... It is rich with electrolytes, rare amino acids and vital essences. But the gel alone is not guaranteed to revive you.

(CONTINUED)

CONTINUED:

Yes, Superman's eyeballs move a little more -- as though, in the depths of his coma, he's marked K's warning.

K

You must want to come back, Kal-El
-- you must fight for your future.

K's circumference and magnitude expand ... If Superman's world has shrunk to the boundaries of this tub, then K is now the size and brightness of his personal yellow sun.

K

And your past.

As heat increases, the gel starts to boil. The churning animates Superman's body, a bit: he's falling in place.

K

Now I may not be real, but I know
much. You, on the other hand,
have forgotten almost everything.

As if protesting his oblivion, Superman's eyes start to flicker wildly now, behind his eyelids. And we go in TIGHT on those eyelids, then through them, as we HEAR:

K'S VOICE

So I will fill your mind again.
With sights you never saw ...

INT. SUPERMAN'S MIND - MONTAGE

Customarily called a "dream sequence." But the style of the "dream sequence" is usually all fog and diffusion and dissolves -- whereas this one is clear, bright and quick.

K'S VOICE

With Krypton, when it was great.

A bizarrely beautiful alien FLOWER sprouts up at CAMERA.

K'S VOICE

And when it was in great pain.

The flower is swallowed up in the final quake's fissure.

K'S VOICE

When science promised deliverance.

CU: an ethereal orb that assumes form from nothingness.

(CONTINUED)

CONTINUED:

K'S VOICE

And when it portended disaster.

The orb glows, warm, blank like a lamp. Then the face of Brainiac fades up -- grinning with the arrogance of evil.

BACK IN THE TANK

Some dire primal memory connected to this image causes Superman's body to convulse, helpless, inside the gel.

K looms very big, and very bright, as he COMMANDS:

K

Kal-El ... regain control, think
of something comforting -- think
of your mother who swaddled you.

BACK TO MONTAGE

EXT. ROOFTOP LAUNCH PAD - DAWN

Krypton's final hour. As Jor-El hurries K inside the craft we see the farewell scene play out from within:

INT. SPACE CAPSULE

As it was faithfully recorded, for posterity, by K.

JOR-EL

This ... monster, "Brainiac," he
is in some sense ... my child --

While urging Lara, with their baby, inside.

LARA

No! Kal-El is your child!!

Jor-El knows that: right now he is WHISPERING a few last words in his son's ear. This time we hear what he says:

JOR-EL

Kal-El. I don't know about life
on Earth -- only that its "humans"
look like us. So you will fit in
there if you choose. But the laws
of physics suggest Earth's yellow
sun may give you ... advantages.

(CONTINUED)

The baby stares, with poignant innocence, at his father.

JOR-EL

Don't abuse those advantages, my son. For, whatever powers you may find on Earth, you will always be a guest. And, what a guest must always do, is: serve, help, give.

Then solemnly kisses his forehead, while telling Lara:

JOR-EL

When I've done what I can, I'll use the second ship to join you.

Behind him, we see the rooftop door open ... Brainiac silently scuttles toward Jor-El who continues unaware:

JOR-EL (cont'd)

K will get you there unharmed: above all, in my absence, he's programmed to safeguard Kal-El.

Kal-El watches in mute instinctive horror, as a tentacle wraps around his father's neck, lifts him off the ground!

BRAINIAC

Where is it? Where's K --?

Lara scrambles back out of the craft, closing the hatch, darkening the SCREEN -- blocking out the final atrocity.

SUPERMAN'S VOICE

NO-O ...!

INT. FORTRESS - SUPERMAN

violently thrashes, in the throes of this nightmare.

K

Be still, Kal-El -- or your heart may stop again! Fill it with whatever makes you cling to life!

And the ball of light, shimmering above, morphs into the face of a girl, shining bright as a supernova: Lois Lane.

Superman's body goes limp, he lapses back into a yielding state of suspended animation. And K's work continues ...

EXT. METROPOLIS - MIDDAY

But it looks like night as we glide over the sun-blocked city. The main light sources remain those LexCorp 10K's, now mounted on cherry-pickers at nearly every corner.

SUPER UP: NOON, TWO WEEKS LATER.

The secondary light sources are the fires being set by unruly citizens. We glimpse all this below, then LAND at Lex's office window. He stands here surveying the chaos.

MAYOR'S VOICE

Mr. Luthor, don't make me beg ...

INT. LUTHOR'S OFFICE - NOON

The Mayor stands behind Luthor, in a submissive posture.

MAYOR

Two more weeks of paying for your lights at the full rate, I'm gonna have to lay off even more cops ... Couldn't you ... um, a discount --

Lex turns. We see, without Superman to hamper him, he has scaled even greater heights of arrogance and greed.

LUTHOR

Bob ... The "free market" doesn't mean I market something, and you get it free. It means if I have something you need ... you'll pay through the nose for it.

A KNOCK on Lex's door. He crosses, opens it to find:

GUARD 1

(humoring the boss)

Still no sign of a ball of light near Superman's tomb, sir.

LUTHOR

Thank you, Charlie.

(then, to the Mayor)

If you'll excuse me, Bob ... I must talk to the man upstairs.

(CONTINUED)

CONTINUED:

MAYOR

I'm sure God will counsel you to
show some mercy to Metropolis.

LUTHOR

WHO SAID ANYTHING ABOUT GOD!?

Scared, the Mayor scrams. Lex dials a number. INTERCUT:

INT. SKULL SHIP - SAME TIME

Brainiac picks up a bizarre-looking "receiver."

BRAINIAC

Tell me you've captured K!

Off Lex's negative response, he barks at his Beast Crew:

BRAINIAC

Ready the skiff!

The airlock opens, uncovering the small commuter craft.

BRAINIAC

Something stinks here, Luthor, and
it better not be you!

EXT. SUPERMAN'S TOMB - AFTERNOON (TEN MINUTES LATER)

The makeshift statue has still not been replaced. Except
for Luthor's TWO GUARDS, the place is eerily desolate.
They sit on the tomb, gun-belts loosened, eating lunch.

GUARD 1

Man ... I musta put on ten pounds
since we started safeguarding the
sanctity of Superman's memory ...

Now there's an unearthly LIGHT, ROAR and WIND from above!

The guards jump up, hurriedly buckling their pants and
fumbling for their guns as Brainiac's skiff touches down.

He steps out. Freaked, Guard 1 FIRES. Brainiac grouses:

BRAINIAC

Do they give anyone a handgun on
this planet?

The Guards turn tail and run away.

(CONTINUED)

CONTINUED:

Brainiac squats like a huge scorpion over the tomb, peels back the plaque like a sardine can. Pulls up the big coffin -- it comes out of the ground with a giant SUCKING sound -- then rips off the lid, revealing the body of:

BRAINIAC

A common vagabond!?

Whips a tentacle around the corpse's neck, angrily yanks him out of the coffin and dangles the remains in midair.

BRAINIAC

While all along I'm waiting for K
like some ... gullible immigrant!

With a death ray he contemptuously carbonizes the corpse.

BRAINIAC

What presumptuous ... person, has
the gall to mess with Brainiac?!

CUT TO:

CLOSE - LOIS LANE

as she KNOCKS. No answer. Too bad, she barges into:

INT. PERRY WHITE'S OFFICE - AFTERNOON

His busted windows are all boarded over now. SOUNDS of RIOTING drift up from the street. He sits in darkness.

LOIS

Mr. White ... I know it's a tough
time for everyone, but ... I lost
somebody very close to me, and ...
if I'm cooped up here, day after
day, I'll go crazy ... It's good
for me to get back into the fray,
and it's good for this paper --

WHITE

(snaps)

What, another dead feature writer?

Then, regretting this harsh outburst, he takes a breath.

WHITE (cont'd)

I'm sorry, Lois, but I miss Kent --
Clark -- too ... It's just gotten

(MORE)

(CONTINUED)

CONTINUED:

WHITE (cont'd)
too hairy out there -- the absence
of sun seems to make people crazy.

LOIS
(stalking out)
Then how would that explain L.A.?

INT. PLANET NEWSROOM - AFTERNOON

Just as Jimmy steps off the elevator with three male
reporters, straggling in from the field, adrenalized.

JIMMY
Lo, it's like a war zone! It's
like I'm the guy from Salvador!

LOIS
It's like I'm Mary Tyler Moore.

She steps onto the elevator car.

JIMMY
Wait, where're you going?

LOIS
Where else? To war.

She hits Door Close. And Jimmy jumps back on.

INT. FORTRESS - SAME TIME

Superman still lies inert, in the gel. But his body is
no longer blue with bruises, his limbs have untwisted.

Abruptly he opens his eyes. K floats up over his tub.

K
Welcome back, Kal-El.

Superman sits up. Blinks. Stretches his muscles, which
feel ... not so muscular.

He climbs out of the deep tub. And stands here naked --
shivering, vulnerable. Squints up at the ball of light.

SUPERMAN
Why did you call me ... "Kal-El"?

K
That is your name. You are the
last son of Krypton.

(CONTINUED)

CONTINUED:

Note: till further notice, we'll call him Kal-El too.

KAL-EL
 But this cannot be Krypton.
 (strains to remember)
 I'm here, on this planet ..?

K is silent, prompting Kal-El to recall:

KAL-EL (cont'd)
 Wait, to ... to serve, to give.

Sounds simple enough. But --

KAL-EL
 -- what about ...
 (searches his memory)
 "Brainiac"?

K
 Brainiac is the past. Even the
 alloys he was made of could not
 have survived Krypton's inferno.

KAL-EL
 Well, good.

K
 Yes. Good.

They stare at each other, naked male and glowing orb.

KAL-EL
 But you're still activated.
 (beat)
 Meaning I still need protection.
 (beat)
 Why?

K
 Your powers have been stolen.

Kal-El reacts.

KAL-EL
 By whom?

K just HUMS: he has no idea. And Kal-El's shoulders sag.

KAL-EL
 Then ... how can I "serve" ..?

(CONTINUED)

CONTINUED:

K

Just stand very still.

And he floats forward, gently colliding with Kal-El ...

Then "breaks" on him like a ball of mercury, dripping down his length and reconstituting as a new suit: capeless, darker than the old suit, rather mysterious -- yet markedly reminiscent of Jor-El's outfit, in the prolog.

K's VOICE now resonates from a force-field around Kal-El:

K

You'll find I'm highly resistant
to heat and impact.

As Kal-El curiously touches the "fabric" -- which fits like a second, protective skin:

KAL-EL

Feels ... strange.

K

When we last met you seemed eager
to become "Kryptonian". Well you
won't come any closer than this.

All the while, something is forming on Kal-El's face.

He reaches up to his eyes, finds a pair of reflective goggles, that eerily obscure his features.

K

They restore your x-ray vision.

Kal-El looks around, with them -- then down at his chest plate. Senses something missing. Dimly remembers ...

KAL-EL

An "S" ... It stood for ...

K

Your father Jor-El's passion:
"Science." Now it substitutes for
Strength, and Speed. Should you
have to use force, rely on it ...

And forming on his chest, while he watches, is:

A new insignia: 3-dimensional (made of some very solid metal) and in three parts: the shield breaks into halves, and as he fingers the "S" itself Kal-El finds that it's --

(CONTINUED)

CONTINUED:

KAL-EL

-- sharp.

Kal-El stares, bemused, as his palm bleeds real blood.

K

It's a weapon.

KAL-EL

Ah.

Then looks down at his palm, as something materializes:

K (cont'd)

There's a pocket-size one as well.

As Kal-El tucks it away:

K'S VOICE

Now take a deep breath.

Kal-El obeys.

K'S VOICE (cont'd)

And let it out, slowly.

Kal-El does, but not gradually enough: There's a windstorm in here, that shears ice-crystals off the walls, filling the air with turbulent, frigid mist.

K'S VOICE (cont'd)

Slowly!

Kal-El gets the message: the windstorm duly dies down.

KAL-EL

Wonderful, but ... what if I should sneeze?

K'S VOICE

You will cup both hands tightly over your nose.

(beat)

Such is the burden of a superhero.

Kal-El painfully processes this.

KAL-EL

I am a "superhero" ...

(sighs)

So long as you're near.

(CONTINUED)

CONTINUED:

K'S VOICE

For now.

Kal-El nods. Some primal memory prompts Kal-El to jump, on his toes -- for flight. Except he stays earthbound.

KAL-EL

What happened?

K'S VOICE

Nothing.

KAL-EL

I know that ...

And then, sprouting under and around him, are aerodynamic projections -- a sleek tailpiece, two Stealth-like wings.

K'S VOICE (cont'd)

You'll find the controls very intuitive.

KAL-EL

There are none!

K'S VOICE

Exactly!

Abruptly Kal-El arches his back, then blasts through the Fortress's ice-roof, leaving a gash in the permafrost.

EXT. TUNDRA - AFTERNOON

As a newly outfitted Kal-El sails off, we get a last look into the Fortress -- fully exposed, now, to the light:

Without K's presence, it looks utterly barren ... just an uninhabitable, inhospitable hole in the ice.

EXT. METROPOLIS INTERSECTION - AFTERNOON (AN HOUR LATER)

We're at the flashpoint of unrest, Metropolis's Florence and Normandie. And though (according to TITLE UP) it's only 4:00 PM, the town is still in Lex-induced twilight.

Cars have been burned to black husks. The silhouettes of RIOTERS streak furtively in and out of stores long since stripped of their wares. A duet of GUNSHOTS and SIRENS.

(CONTINUED)

CONTINUED:

THREE LOOTERS are just emerging through the smashed window of a home electronics store, arms laden with expensive A/V equipment. And startle, to encounter --

-- Lois Lane standing alone here, pen and notepad ready.

LOIS

So why are you doing this? For cheap thrills, or quick profit?

The Looters trade looks: what to do with this nosy babe?

LOIS

I want to quote your side of the story in the Planet. Using just your first names to protect you.

Quoted, in a newspaper? Suddenly they all strike poses.

LOOTER 1

Okay, see, we're all tripped out on account of Superman died and everything. It's like a tragedy that, uh, haunts our nights.

LOOTER 2

And since we got constant nights here that's a whole lotta haunted.

LOIS

Ah, I get it. Stealing stereos is how you grieve, it's therapeutic?

The Looters aren't happy. They start to jostle her.

LOOTER 3

Lady likes fancy words ...

LOIS

I like simple words, too. Say, "cheese."

LOOTERS 1,2,3

"Cheese"?

A FLASH lights their faces. It's:

Jimmy of course. Looter 1 rips the camera from his grip.

LOIS

Guys? No pictures, no piece ...

(CONTINUED)

CONTINUED:

LOOTER 2

But we already got a piece. See?

Looter 3 pulls out a shotgun. Starts to rack it, but:

MAN'S VOICE

Give the boy his camera back --
let's all be helpful here.

KAL-EL

stands in shadow, intermittently lit by the flickering fires, cloaked in the strange suit, face half-hidden by the x-ray goggles like a hip-hop Phantom of the Opera.

BACK TO SCENE

All five are jolted. Including Lois and Jimmy, who not only don't recognize the resurrected hero -- but aren't totally sure this apparition is one of the good guys.

LOOTER 1

Hey, that shield's da bomb. Looks ' like genuine platinum -- eh, bro?

Kal-El stands impassive as Looters 1 and 2 greedily grab at his shield. And HOWL: the damn edge is razor sharp!

LOOTER 3

(levels his shotgun)
That vinyl bodysuit don't breathe.
I think you need air-holes.

He FIRES. As Kal-El's body armor absorbs the BLAST:

KAL-EL

And I think you need manners.

His goggles flash -- the heat makes the shotgun's barrel go humiliatingly limp.

Looter 1 returns Jimmy's camera, quick. To him and Lois:

KAL-EL (cont'd)

Move away from these men -- they
still have a negative attitude.

There's no apparent recognition on Kal-El's part, either.

(CONTINUED)

CONTINUED:

LOIS

Yes, sir.

With the camera at his side, Jimmy surreptitiously turns off the flash and snaps a clandestine photo of the dark figure. Then Jimmy takes Lois's hand, to hurry her away.

JIMMY

Was that spooky, or what?

LOIS

What.

(off Jimmy's look)

Don't we ... know him ..?

JIMMY

Me? No. As to who you've dated --

She gives him a semi-playful punch ... but the faraway look on her face doesn't fade as they round the corner.

BACK TO KAL-EL

He pauses at a burning storefront, takes a breath --
-- and with one exhale, blows out the flames. HEARS:

ARSONIST'S VOICE

Hey! I set that fire!

Kal-El turns, as the Arsonist squeezes off a ROUND.

Kal-El catches the bullet and studies it curiously.

The Arsonist figures it's time to go home. Now.

KAL-EL

You forgot this.

Flicks the bullet at the Arsonist, running off -- it hits him in the ass, hard enough to make him jump like a gored matador, and run twice as fast when he touches back down.

Then whirls on a PUNK who's cornered a frightened LITTLE BOY trying to make his way home from school.

KAL-EL (cont'd)

You're scaring the boy.

A look at his accuser and the Punk scurries off rat-like. Now Kal-El turns to the Little Boy, still standing here.

(CONTINUED)

CONTINUED:

KAL-EL
Shall I walk you home?

But the Boy has only lingered because he's paralyzed with fear. Abruptly he runs off, too, as though for his life.

Kal-El is a bit confused, a bit heartbroken. Watching the Boy race away, he murmurs a phrase from his past:

KAL-EL (cont'd)
"You're safe now ... Superman says
so" ...

Then wonders, at the strange-sounding:

KAL-EL (cont'd)
"Superman" ..?

By now the street has completely cleared. Desperately unsure, as he stands alone here, surveying the damage:

KAL-EL (cont'd)
This city ... is my home?

K'S VOICE
Does it look like your home?

KAL-EL
No. Do we sense Brainiac?

K'S VOICE
We do not.

Kal-El continues striding down the street. Darkly muses:

KAL-EL (cont'd)
And that woman, that attractive
woman -- we don't recognize her.
(beat)
... Do we?

K'S VOICE
I have seen her before.

KAL-EL
(brought up short)
You have? Where?

K'S VOICE
In your dream.

And Kal-El lets out a breath -- slowly. OVER, we HEAR:

(CONTINUED)

CONTINUED:

LUTHOR

So who is this new super-nemesis?

INT. SKULL SHIP - (AFTERNOON) TWO DAYS LATER

Luthor and Brainiac squint at the monitor. It's a noisy snowy signal: through the interference, we can just make out Kal-El restoring order to the streets of Metropolis.

BRAINIAC

I'm not sure, but his force-field plays hell with picture quality.

(realizes)

Only K has that kind of power ...

LUTHOR

(shakes his head)

But we masterminded Supe's demise! Don't tell me you murder a guy and then two weeks later he's back, like that, in a groovier suit --!?

BRAINIAC

But Superman wasn't buried in his tomb. So whether we killed him is -- at best -- an open question.

This only makes Luthor pace harder, faster, more fretful.

LUTHOR

If it's him -- which it can't be ... and he's back -- which he isn't ... He'll assume, without a shred of evidence, that I planned his death and then he'll ... kick me, beat me, whip me like a dog!

Brainiac doesn't react, just studies the screen.

LUTHOR (cont'd)

And then, with this K character, he's bound to connect you with me ... together they'll fly up here and tie your tentacles in a knot!

Brainiac's been watching Kal-El clank and strut -- though it's not in clearest focus, it's enough to inspire fear.

And suddenly fear inspires an idea:

(CONTINUED)

CONTINUED:

BRAINIAC

If Supe's merged with K, then we need to level the playing field!

LUTHOR

But how? He's all tricked up now with toys we don't know what they do ... Maybe he unzips his fly, a ... a ballistic missile pops out!

BRAINIAC

Don't you get it? How to turn it around? Go from dog, to -- god?

He parts his cape. Bids:

BRAINIAC

Come in, Lex.

LUTHOR

"Come in" ...? What? Where?

BRAINIAC

In ... side. And soon.

Since the vexed Lex hasn't taken a step closer, Brainiac creeps slowly toward him wearing a waxy "inviting" smile.

BRAINIAC (cont'd)

You want the top technology in the universe, all in the comfort of a Supe-proof container. I want ...

LUTHOR

The savvy, know-how, can-do, of Earth's most acquisitive tycoon?

BRAINIAC

All of the above.

Luthor does some of the quick, ruthless calculations that made him his 27 -- okay, 26 -- billion. Then bursts out:

LUTHOR

I agree, it's a brilliant merger, bigger than RJR/Nabisco! United, we will crush our competition --

Lex glances down, suddenly shy.

LUTHOR

... will it hurt?

(CONTINUED)

CONTINUED:

BRAINIAC

(gleam in his eye)

I've done this plenty, Lex, relax.

With a free tentacle, he feels around the console, finds a button, hits it. The Skull Ship fills with Kryptonian LOUNGE MUSIC, sort of Bacharach by way of Theremin.

Brainiac's force-field meets Lex's ego. As the energies mingle, there is a CRACKLING in the air between them. The music segues into something off-world WAGNERIAN as Lex's limbs and face stretch and swell toward Brainiac's ... whose parts begin to bulge toward the tycoon's!

BRAINIAC (cont'd)

Lex ... Hey! Luthor ... We're not supposed to meet in the MIDDLE --!

He clenches his titanium jaw, pours on the cyber-power for one last big push -- till Lex's eyes roll up and his body loses dimensionality, and with a CRY, the flattened fat-cat is sucked into Brainiac like a rag in a Hoover!

BRAINIAC (cont'd)

(exhales, exhausted)

Done.

LUTHOR'S VOICE

And done.

Brainiac does a take. Turns, does a double-take. Sees:

Luthor is right here -- his head, anyway -- jammed in next to Brainiac. They're like Satan's Siamese twins!

BRAINIAC HALF

Excuse me ... We were supposed to fuse together. Not room together.

LUTHOR HALF

Hey I'm clean, I don't smoke, I never leave hairs in the sink ...

He brings up their body to its newly higher height.

LUTHOR HALF (cont'd)

And we're so ... substantial, now.

Kicks up a leg, that's suddenly less splendidly -- filled out, as is the rest of Brainiac, now, with Lex's flesh.

(CONTINUED)

CONTINUED:

LUTHOR HALF (cont'd)

Who needs to hide beneath some
ankle-length Kryptonian cape!?

He flings it off, fully exposing the sturdy new form --
admiring his/its reflection in the eye-socket window.

BRAINIAC HALF

I always wanted to be part-real!

LUTHOR HALF

I always wanted to be part-fake!

BLEATS of terror from the crew and menagerie, alike.

The monster gazes down at Metropolis. Darkly, gloats:

BRAINIAC/LUTHOR

Look out below.

INT. DAILY PLANET NEWSROOM - AFTERNOON

Jimmy downloads his latest disk of digital photos. Lois
stands behind him, studies Kal-El's image on the monitor.

JIMMY

You don't think ..?

LOIS

I think I do think ...

JIMMY

'Cause of that "S"? That could
stand for, I dunno, "Pseudo" --

LOIS

In which case he'd wear a big "P".

JIMMY

Whatever! Point is, Superman is
human! And this ... individual
... is so ... so ... non-human.

Lois doesn't bother arguing the point.

LOIS

Can you show me his eyes?

Jimmy does some tweaks on the keypad. The goggle-lenses
lighten, and we see the eyes: distant, haunted, familiar.

(CONTINUED)

CONTINUED:

LOIS

(softly)

I don't know, Jimmy ... Maybe a non-human can be as human as you or I. If we treat him that way.

Jimmy watches her studying those eyes, on the screen. He knows there's something she's not saying ... Now, OVER:

LUTHOR HALF'S VOICE

So what's our new corporate name?

INT. SKULL SHIP - SAME TIME

The mongrel monster is downing some noxious celebratory drink -- Kryptonian Cristal, that froths like dry ice.

BRAINIAC HALF

"Brex"?

LUTHOR HALF

Too hair-care. "Luthiac"?

BRAINIAC HALF

Too mandolin-maker. "Brainlex"?

Not dignifying this with a response, the Luthor Half propels their joint body over to an eye-socket. Looks down, at Metropolis. Quickly zeroes in on a target.

LUTHOR HALF

For our first trick, we will decapitate the Daily Planet.

A sizzling DEATH-RAY shoots out.

EXT. DAILY PLANET BLDG. - AFTERNOON (SAME TIME)

... and strikes the gorgeous granite globe atop the Daily Planet building. Dislodges the thing, whole ... It rolls off the roof like the ten-ton Bowling Bowl of Zeus ...

INT. NEWSROOM - SAME TIME

The building shakes. Lois and Jimmy turn to the window, in time to see the globe plummet toward the busy street!

EXT. STREET - AFTERNOON (SAME TIME)

Scores of pedestrians stroll, blissfully unaware, beneath the rapidly dropping sphere.

With the globe just a few feet above the crowd's heads --

-- Kal-El swoops in, with his K-wings! Leans his head forward to catch the massive thing on his shoulders ...

Skids to a safe stop in the middle of an intersection two blocks from the Planet building -- it's frozen in stunned tribute to the mysterious savior.

Kal-El kneels, world on his back, a bizarrely beautiful alien Atlas. Then startles, at the gawking crowd ...

INT. SKULL SHIP - SAME TIME

LUTHOR HALF

New fashions, same show-off ...
I'll fry him in front of his fans!

Propelled by Brainiac Half, the monster staggers back.

BRAINIAC HALF

Fool! He's cloaked in Kryptonian body-armor! We need to set a trap, not throw a tantrum.

LUTHOR HALF

Okay, chill, I'm new at this!

EXT. INTERSECTION - AFTERNOON (MOMENT LATER)

A breathless Lois races up, Jimmy just a step behind.

LOIS

Where'd he go?!

The crowd points up. Lois and Jimmy crane to see:

KAL-EL

who's flown back to the top of the Planet building where he bends up a strut from the roof, then securely sets the globe atop it like an olive on a toothpick ... Gives the globe a farewell spin, then flies off into darkened sky.

BACK TO SCENE

The MEDIA have now arrived en masse, a moment too late.

A stretch limo pulls up. The Mayor jumps out with his entourage just as a squadron of cop cars SCREAMS to a stop, disgorging the Metropolis Police COMMISSIONER.

MAYOR

He disappeared -- again? But I brought him a Key to the City!

He dangles a huge gold-plated key. The Commissioner dejectedly flashes a big badge.

COMMISSIONER

I was gonna deputize him ...

Jimmy starts photographing all these frustrated civic leaders who'd come this close to making the 6:00 News.

LOIS

I'll be back at the office.

But the street is cordoned off by cops, so she cuts thru:

EXT. ALLEY - LATE AFTERNOON

Lois is alone in this narrow, shadowy passageway -- or so she thinks ... It's pretty creepy, even before she starts to notice a faint RUSTLING, behind her ... What, rats?

Lois doesn't think so. She keeps walking, trying to stay calm and focused as she reaches into her handbag for that pepper spray. Nearly jumps out of her skin as she HEARS:

MAN'S VOICE

Keep walking. Don't turn around.

The VOICE is deep, detached, and utterly terrifying.

Her hand tightens on the vial as she sees the shadow of a tall man, closing in behind her. Feels his breath, as:

MAN'S VOICE (cont'd)

When I see you, I feel ... a connection.

LOIS

Oh ... well -- connect with this!

(CONTINUED)

CONTINUED:

She whirls, emptying the pepper spray in the eyes of --

KAL-EL. Who, without expression, wipes the stuff off his goggles -- then steps back into shadow, quick as a cat.

LOIS (cont'd)
Omigod I'm sorry, did I hurt you?!

She wants to touch him, she's desperate to -- but she resists: he's like a wild animal who'd only run away.

KAL-EL
Do you know me?

Even with the goggles, even cloaked in darkness, Lois is finally sure -- now that she can see him in the flesh.

LOIS
(under her breath)
Thank you thank you thank you god.

Then she collects herself. As calmly as she can:

LOIS (cont'd)
Yes. Of course. You're -- Clark.

The name, clearly, means nothing to Kal-El.

LOIS (cont'd)
"Superman"?

That name, again. And now he makes a connection:

KAL-EL
I crushed ... some coal for you.

He studies his empty, gloved palm, trying to make sense.

KAL-EL (cont'd)
Why did I do that?

LOIS
To show that a super man could care about a mortal woman ...

KAL-EL
"Love"?

Lois nods -- yes, yes, "love," exactly ... but:

(CONTINUED)

CONTINUED:

KAL-EL (cont'd)

I'm not sure what that means.
Have I ... seen it, in this town?

LOIS

Maybe not. Things here, are ...
messed up, since -- somebody died.

KAL-EL

It's so dark ... Does the sun
never come out, in Metropolis?

Lois, relaxing a bit, resumes walking. Kal-El falls into
step -- but right behind her, reluctant to be seen.

LOIS

You don't know about the eclipse!
Okay, it started a few weeks ago.
Nobody's sure why, but I suspect --
as did you -- a man named Luthor.

KAL-EL

(nods, thoughtful)
"Luthor" ... Friend of Brainiac?

LOIS

"Brainiac"? Doesn't ring a bell.

They've reached the end of the alley. Though she knows
he's painfully shy of her, she turns directly to him.

LOIS (cont'd)

Look, let's find a safe, quiet
place, just the two of us ... We
were friends once, close, very ...
You can trust me, and I can help
you put the pieces back togeth--

In the distance, a CRY: someone in trouble.

KAL-EL

I have to go, I have to -- "help".

LOIS

But how will I --

KAL-EL

Take this. To remember me.

He hands Lois the pocket-sized version of his "S" weapon.
She studies it, feeling a surge of emotion. Impulsively:

(CONTINUED)

CONTINUED:

LOIS

And this, to remember me --

Turning to embrace him, she realizes he's gone. Out of habit she gazes into the sky. Kal-El's not here either.

Now we're looking down on her, looking up. From inside:

INT. SKULL SHIP - SAME TIME

"Lexiac" is watching Lois on the monitor. As she slowly drifts across the street, and back into her building:

BRAINIAC HALF

The Daily Planet's queen ...

LUTHOR HALF

... is about to be our pawn.

INT. NEWSROOM - (AFTERNOON) A MOMENT LATER

Lois comes off the elevator, and HEARS:

P.A. VOICE

Call for Ms. Lane!

Already semi-elated, she grabs the nearest phone.

LOIS

Lois Lane.

Then startles, as she HEARS a smooth, seductive:

LUTHOR'S VOICE

Miss Lane? Lex Luther, hi! I've been shamelessly ducking you for so long, the fact is I've finally run out of excuses ...

EXT. PLANET BUILDING - AFTERNOON (A MINUTE LATER)

Lois hurries out, nearly running over:

JIMMY

Now where're you racing to?

(CONTINUED)

CONTINUED:

LOIS
Luthor's office. Guess he finally
realized you can run from Lois
Lane but you cannot hide from her.

With foreboding, as she hails a cab:

JIMMY
Lemme tag along, snap some pix --

LOIS
(shakes her head)
Just Lex and me, per his request.
I sense he's in a confessional,
tell-Lo-all mood. So warn Perry
to keep two columns open -- front
page, tomorrow, above the fold!

Then, dizzy with excitement, kisses Jimmy's cheek --
leaving him reeling, as she confides:

LOIS (cont'd)
Oh Jimmy, Jimmy, it's him.

JIMMY
Who? Luthor?

LOIS
Luthor?! Are you kidding!?

And she's gone, leaving him every bit as confused as a
beautiful woman can leave a young man.

INT. SKULL SHIP - SAME TIME

"Lexiac" watches on the monitor as:

Jimmy watches Lois's cab speed off -- then hails one too.

LUTHOR HALF
Adam and Naive ...

EXT. LEXCORP CORRIDOR - EARLY EVENING (LATER)

Lois, alone in the hall, knocks on Lex's massive door.

LOIS
Mr. Luthor ..?

The door CREAKS open as though by itself. Lois enters:

INT. LUTHOR'S OFFICE - EARLY EVENING

It's dark in here ... Lois's ears prick up at a faint SCURRYING sound. The door CREAKS closed behind her.

LOIS

Mr. Luthor? It's Lois --

LUTHOR'S VOICE

-- Lane, who else, how do you do?

He glides INTO FRAME, face lit by a candle he's holding.

LUTHOR

Sit! I arranged a little supper.

He gestures her to a table by the window, set for two.

LOIS

I'm taping our interview, for your protection too, if you don't mind.

Luthor sits opposite Lois, gazing out the window -- so that only his three-quarter profile is visible to her.

LUTHOR

Not at all, Miss Lane. Or can't it be "Lois" and "Lex"? Somehow "miss" seems wrong for a gal like you -- "hit" springs to mind ...

LOIS

I don't whether you're making a threat or a pass, Mr. Luthor ... but neither one is working. So let's talk about the eclipse. Just before he died, Superman --

LUTHOR

Ah yes, a personal friend -- of us both. Tell me, Lois: Do you pine for the late, great Man of Steel ... or is it like he never left?

Without turning his head, he casts a beady eye at her.

LOIS

(coldly)

I believe we're here to discuss your business, not mine.

(CONTINUED)

CONTINUED:

Behind her, more SCURRYING. But as she starts to turn:

LUTHOR

Tell you what, first I'll field a question, then you'll handle one!

(beat)

Did I cause the eclipse? Duh, who else could've done it!? Now your turn: You named him "Superman" -- but why, exactly? Aside from the obvious tricks, gimmicks and vulgar displays, just what did he have that was so gosh-darn "super" that somebody else ... say, me ... hasn't got? And if he's so super, then why is he dead? Or is he dead, Lois, eh? Answer me that!

LOIS

That was either five questions, "Lex," or one long sob of envy.

LUTHOR

Fine ... I just thought, with that blowhard-in-a-leotard out of the way, we could make a little music, Lexy and Lo, the "double-L"s ...

Lois grabs her recorder and rises.

LOIS

You want a "double-L"? How 'bout Leavenworth, for Life? I have your confession on tape, Luthor, the D.A.'ll fill in the blanks --

LUTHOR

(a sigh)

Cut.

The LIGHTS blaze ON and we see what all the SCURRYING was about: two menagerie BEASTS grab Lois, as "Luther" turns to her, full-face. Gestures to the formerly hidden side.

LUTHOR (cont'd)

Meet my bitter half.

BRAINIAC HALF

Scream, defenseless female ... it's what you're dying to do.

As the beasts hustle her out, to:

INT. CORRIDOR - A MOMENT LATER

If Lois was going to scream, she damn sure won't do it now. Brazenly staring at the second face, it hits her:

LOIS
You're "Brainiac."

BRAINIAC HALF
The Baron of Brilliant, Sultan of
Smart, guy who put the "I" in IQ.

Lois is pushed into the service stairwell. HOLD. Now --
The elevator arrives: Jimmy steps out into an empty hall.

JIMMY
Lois?

Silence. Then, BANG -- the stairwell door swings closed.

EXT. LEXCORP ROOF - EVENING (A MOMENT LATER)

Jimmy dashes out of the stairwell, onto the rooftop --
-- just as the skiff BLASTS straight up into the night.

JIMMY
LOIS --!?

The skiff is gone. But Jimmy's shoe kicks something ...

Lois's cassette recorder. Jimmy grabs it: dropped in the struggle, it's still recording. He hits Rewind, hears:

LOIS'S VOICE
You're "Brainiac".
(fast-forwards)
I am not a hostage, I write about
hostages, don't dare abduct me --

BRAINIAC'S VOICE
Why, who'll save you, Stupor-man?

Jimmy pockets the recorder, races back down the stairs.

EXT. METROPOLIS STREET - THAT NIGHT

A lone LOOTER lofts a brick through a plate-glass window. Then another brick. And another broken window ...

As the ALARMS sound he HEARS, from the shadows:

MAN'S VOICE

Raise your hands and turn around
... You aren't helping, are you?

Looter flinches as two gleaming shapes come flying at him -- pin his shirtsleeves over his head, against the wall.

Kal-El comes out of the darkness. And reacts:

KAL-EL

You're --

JIMMY

Jimmy Olsen. Daily Planet.

He squints, tries to make out Kal-El's eyes behind the goggles -- but sees only his own agitated reflection.

JIMMY (cont'd)

I busted those windows hoping
you'd show. It's Lois -- Lois
Lane, she's been kidnapped!

Kal-El doesn't react.

JIMMY (cont'd)

By someone called -- "Brainiac"?

This gets an immediate response: Kal-El pulls the two pieces out of the cement, freeing Jimmy, and replaces them on his chest as the border of his "S" shield ...

KAL-EL

Brainiac's alive! Here! Where?

Jimmy points, straight up.

JIMMY

There, I think ... with Luthor!

Kal-El looks up, searches the night skies. Goggles FLASH as his artificial super-vision discerns above the clouds:

THE SKULL SHIP

docked at the epicenter of the ShadowCaster, with its dozens of videocam "eyes" affixed, like hideous growths, to the base. And brazenly staring back at him!

BACK TO SCENE

Kal-El turns back to Jimmy, who's also staring at him.

JIMMY

Lois was right. You are Superman.

KAL-EL

No! Superman had powers. I have
... hardware.

To say it aloud makes him madder! Suddenly he turns his face up to the sky again. Like the ultimate schoolyard challenge, he cups his hands around his mouth and SHOUTS:

KAL-EL (cont'd)

BRAIN-I-AC --!!!

Jimmy jumps back, half-deafened.

INT. SKULL SHIP - SAME TIME

"Lexiac" was just standing at the rim of the menagerie. Looking down at Lois who struggles in a giant web here. He laughs at the SUPER-SHOUT. Scuttles to the monitor.

LUTHOR HALF

Our plan is working perfectly ...

BRAINIAC HALF

Crusading Reporter makes
incriminating tape --

LUTHOR HALF

Photo-Boy "finds" Crusading
Reporter's tape recorder --

BRAINIAC HALF

Then flushes out Krypton's
Suicidal Son. Points him at ...

LUTHOR HALF

... our Venus Fly Trap!

(CONTINUED)

CONTINUED:

BRAINIAC HALF
It's from Thanagar, not Venus.

Once again, mightily RESOUNDING from below:

KAL-EL'S VOICE
BRAIN-I-AC --!!!

LUTHOR HALF
(a la Rocky)
A-DRI-AN --!!!

Brainiac switches on a mic, adjusts broadcast bandwidth.

BRAINIAC HALF
This one goes out to dogs and
aliens ... Hope he's got his
hearing-aid turned on.

LUTHOR HALF
(into the mic)
Evening, Superman ... We have
something of yours. A young-ish
human female called "Lois Lane" --

EXT. METROPOLIS STREET - NIGHT (SAME TIME)

CLOSE on Kal-El's goggles, where the end-piece hooks
behind his ear. And yes, a sensor here picks up:

BRAINIAC'S VOICE
-- whom we'll trade for my kind-of
kid brother, a little item called
"K" that I forgot to pack, in all
the excitement of Krypton blowing.

INT. SKULL SHIP - SAME TIME

Lois writhes in the web, dislodging bits and pieces of
past alien prey that repulsively rain down on her as:

LOIS
Don't trust him, it's a TRAP --

"Lexiac" turns back to Lois, sneers:

LUTHOR HALF
Rest your lungs, hon. Superstud
can't hear your girlish gasps ...

INT. METROPOLIS STREET - NIGHT

Meantime Kal-El has considered Brainiac's offer. He cups his hands around his mouth, and loudly counters:

KAL-EL
I don't care about the female!
I'll swap K for the satellite!

Jimmy reacts with disbelief.

INT. SKULL SHIP - SAME TIME

The two halves of "Lexiac" trade looks.

BRAINIAC HALF
It's a deal.

LUTHOR HALF
It's a trick. Why would he want a satellite, more than a woman?!

BRAINIAC HALF
He wrecks the satellite, regains his power: that's all he craves!

LUTHOR HALF
He may not be human, but he's no cyborg! You saw how he looked at her back in that alley ... I promise it's a ploy, Brain -- he wants his woman back!

A glance over his shoulder at Lois in glamorous disarray.

LUTHOR HALF (cont'd)
This is not rocket-science ...

BRAINIAC HALF
Nonsense. I know: he wants power!

And Brainiac Half grabs the mic.

BRAINIAC HALF (cont'd)
Sold American, Superman ... Stroke of midnight, you show at the ShadowCaster. Just return dear long-lost K, and you can swing a wrecking ball for all I care.

(CONTINUED)

CONTINUED:

Clicks off the microphone. And Luthor Half petitions:

LUTHOR HALF
At least let me nuke him with my
sun-gun ...

EXT. METROPOLIS STREET - NIGHT

Desperate, Jimmy trails Kal-El down the dark street.

JIMMY
Please, Superman ... Whoever you
are, Sir ... Lois, she ... adores
you -- don't leave her up there!

Ignoring the young photographer, Kal-El arches his back
in preparation for take-off. Wings, tailpiece sprout.

K'S VOICE
(warns)
Remember: I was the property of
your father, Jor-El -- not that
plunderer of planets, Brainiac.

The singleminded Kal-El grimly ignores K, too, as he
ZOOMS up into the sky -- and off into the night ...

INT./EXT. SKULL SHIP - MIDNIGHT (LATER)

As "Lexiac," off the monitor, watches Kal-El approach:

BRAINIAC HALF
If this "sun-gun" of yours isn't
fully charged, it's likely to --

LUTHOR HALF
Lex Luthor doesn't go off half-
cocked, buddy! Oh, it's charged
alright and it's ready to blow ...
(sotto)

You see the size of that thing?

Brainiac Half, skeptical, keeps squinting at the screen.

EXT. SPACE - WITH KAL-EL (SAME TIME)

As they gain altitude, K's normally dispassionate,
computer-program tone starts to grow subtly heated:

(CONTINUED)

CONTINUED:

K'S VOICE

Kal-El ... All my circuits are on red alert ... You are in increasing danger. I may have to abort this flight if you don't --

KAL-EL

(scoffs)

And send me plummeting six miles to my death? Don't try to bluff me, K, it's not your strong suit.

And he keeps soaring upwards, ever closer to ...

INT./EXT SHADOWCASTER - MIDNIGHT

It hovers, grandly maleficent, against the midnight sun.

Now Brainiac's Beast Brigade gets cracking, manning the battle stations and CHATTERING in strange tongues, as:

KAL-EL

approaches. As he takes a second, sustained look at the gigantic sun-gun above, K makes a last impassioned plea:

K'S VOICE

If I can't persuade you to turn back, Kal-El ... at least promise me you'll stay well away from the cannon's line of fire!

KAL-EL

Yes, mother.

INT. SKULL SHIP - AT THE CONSOLE

Though the image remains jammed by K's force-field, "Lexiac" can see Kal-El well enough, hear K rejoin:

K'S VOICE

Make fun, if you wish -- but Krypton's Last Son won't become a charred skeleton on my watch.

And Kal-El abruptly swerves away from the cannon.

The Luthor Half crows:

(CONTINUED)

CONTINUED:

LUTHOR HALF

He saw my gun, he's jumpier than a jack-rabbit! And why? Because he knows it'll blacken his bones!

Brainiac Half is now a believer ...

BRAINIAC HALF

... not because he knows, but because K does -- and K is an extraordinarily smart program, almost on a par with Brainiac.

He reaches for the radio.

BRAINIAC HALF

Today his infallibility will doom Superman. And K will be mine! No more scavenging, perpetual power!

Both halves bark, to the Beasts manning the ShadowCaster:

"LEXIAC"

Deploy the ... sun-gun!

INT. SHADOWCASTER COMMAND MODULE - MIDNIGHT

Brainiac's Beasts swing into action, per BLARED commands:

BRAINIAC'S VOICE

Thirty degrees to the left, get the craft in your cross-hairs!

WITH KAL-EL

As K senses the cannon shifting almost before it happens.

K'S VOICE

Evade! Evade!

Kal-El violently veers upward, as he shouts:

KAL-EL

BRAINIAC! LUTHOR! WE HAD A DEAL!

INT. SKULL SHIP - SAME TIME

Luthor Half smiles:

(CONTINUED)

CONTINUED:

LUTHOR HALF
Proper use of the past tense.

KAL-EL (ONSCREEN)
YOU DON'T LET ME LAND, I DON'T
GIVE YOU K!

BRAINIAC HALF
(murmurs)
Oh well, guess I'll just have to
peel K off your smoking corpse ...

Now broadcasts, to the Man of Steel:

BRAINIAC HALF (cont'd)
Sorry, it seems we had a little
snafu in the chain of command --

Meantime Lois has conserved enough energy to YELL:

LOIS
It's an ambush, turn back!

Instantly, a dozen BABY MUTANT SPIDERS come skittering
down the web around Lois, snapping their jaws at her.

BRAINIAC HALF
I must warn you, Ms. Lane ... The
acoustical vibrations of your
rather high-pitched shouts attract
the Snare Beast's starving babies.

The sight of all these hideous newborns makes Lois
finally lose it. Off her SHRIEKS, to Luthor Half:

BRAINIAC HALF (cont'd)
I knew she'd scream eventually.

Pleased, he sits back, shuts his eyes.

BRAINIAC HALF (cont'd)
Now let me do some quick
probability calculations ...

A series of high-pitched WHIRRING sounds as Brainiac's
hard-drive spins up. Now, coolly, into the radio:

BRAINIAC HALF (cont'd)
Superman's next evasive maneuver
will be a sharp dip to the right.

Note: the following sequence unfolds very quickly:

INT. SHADOWCASTER COMMAND MODULE - MIDNIGHT

The Beasts swing the cannon accordingly.

WITH KAL-EL

Again, K instantly senses the barrel's movement.

K'S VOICE

Kal-El!

Who takes immediate evasive action:

He dips sharply to the right.

INT. SHADOWCASTER COMMAND MODULE - SAME TIME

The cannon is already in position.

BEAST GUNNER

(into radio headset)

Craft is coming into cross-hairs.

INT. SKULL SHIP - SAME TIME

The Brainiac Half becomes chillingly calm and precise:

BRAINIAC HALF

Focus the beam ... Good ... Now
aim it at the pilot's head --

LUTHOR HALF

Bonus points, between the eyes!

LOIS

-- NO-O --!

KAL-EL

swoops down, glances up -- and sees:

KAL-EL

They've locked on!

INT. SHADOWCASTER COMMAND MODULE

We're peering THROUGH the sun-gun's INFRARED SCOPE ...

Kal-El's looking right at us and the bridge of his nose is in the bull's-eye!

BEAST GUNNER

He's mine.

INT. SKULL SHIP

The Big Moment. Both halves bark in unison:

"LEXIAC"

FIRE.

INT. COMMAND MODULE

Beast Gunner hits the Beam button. With a deafening BUZZ

THE SUN-GUN

emits a hyper-concentrated ray of hyper-activated solar energy that shoots across the vacuum of space, striking

KAL-EL

square in the forehead! The hit is so devastatingly dead-on, impact so immense that, for a moment, not only Kal-El but THE ENTIRE SCREEN is obliterated by blinding LIGHT!

INT. SKULL SHIP - SAME TIME

"Lexiac" stands, awed, watching from an eye-socket:

We see Kal-El's lit-up silhouette, huge sparking flames flying off it as though he were a man-sized roman candle!

LUTHOR HALF

Oops ... Looks like Supe went outside without his sun-block.

Lois, down in the menagerie, can't see what's happening -- but she hears the horrible SIZZLE and that's much worse.

(CONTINUED)

CONTINUED:

Her body goes limp. She hangs from the web, softly sobs.

BRAINIAC HALF

Too bad the citizens of Earth
didn't see us atomize their mighty
Superman: we could've held them up
for cash, cars, designer clothes
and the love of beautiful women.

LUTHOR HALF

Speaking of whom ...

He turns their joint body around to gape at captive Lois.

LUTHOR HALF (cont'd)

We could have her love, right now.

BRAINIAC HALF

(considers)

Actually I'd rather see her eaten
by the Thanagarian Snare Beast.

And so they miss:

EXT. SPACE - NIGHT (A MOMENT LATER)

The sparks subside and the light fades from blinding to
merely dazzling, revealing ...

SUPERMAN

Yes, let's call him Superman again. He not only survived
... but like a vampire in reverse, the sun restored him!

The beam has blasted off the now-superfluous flight
accessories -- wings and tail -- as well as his "K"-suit,
revealing a reconstructed classic caped suit beneath.
The one remnant of his alien suit is the platinum shield,
which glints, proud and powerful, on Superman's chest.

The rejuvenated Man of Steel floats in space under his
own power while K -- back in basic glowing-ball mode --
excitedly flies around Superman's head, a fiery crown.

SUPERMAN

Whoa ... that dose of yellow sun
was what the doctor ordered ...

(CONTINUED)

CONTINUED:

K

Kal-El ... How did you know the gun wouldn't be at full power?

SUPERMAN

Luthor ... he always exaggerates.
(beat)
And call me Superman.

So saying, he rockets toward the ShadowCaster. En route:

SUPERMAN (cont'd)

So, how did it feel to take part in a ... as we say on earth, scam?

K

An Artificial Intelligence like me is rarely asked to do anything but regurgitate facts ... I would have to say that it was fun. Superman.

They're less than a mile away and quickly closing in on:

INT./EXT. SHADOWCASTER - NIGHT

Panic has erupted among the less disciplined Beasts, who scatter. But the Beast Gunner grimly stays the course.

BEAST GUNNER

Brainiac, sir! Recharging solar cannon from emergency reserve!

INT. SKULL SHIP - SAME TIME

"Lexiac" is down in the menagerie, sadistically pawing a drained Lois, who seems hopelessly tangled in web fiber.

LUTHOR HALF

If you were writing this up for your little newspaper, how would you describe me? "Bizarrely compelling"? "Grotesquely sexy"?

Lois rouses, to defiantly respond:

LOIS

But I wouldn't write about you ... You'd be in the Classifieds, under "Junk."

(CONTINUED)

CONTINUED:

Enraged, the Luthor half makes to slap her, but --

BRAINIAC HALF

Wait! Listen!

From the console above, we HEAR over the RADIO:

BEAST GUNNER'S VOICE

Repeat! Brainiac! Request
command to fire second ray!

"Lexiac" goes cross-eyed as the two halves trade looks.

BRAINIAC HALF

Superman!?

LUTHOR HALF

Superman!?

And Lois snaps back to life, glint of hope in her eye --

EXT. SHADOWCASTER - NIGHT

As Superman makes his final approach, the sun-gun swings up for a point-blank blast.

K

At close range it'll kill you!

Superman whips off his cape and flings it at the mouth of the cannon. It just covers the opening, sealing shut the sun-gun at the precise instant the Beast Gunner FIRES!

The force of the blast travels backward -- and BLOWS the Beast Gunner, and Command Module, into flaming oblivion.

Superman alights on the cannon, retrieving his cape -- refastens it, then twists the barrel into a tin pretzel.

INT. SKULL SHIP - SAME TIME

"Lexiac" is back at the monitor, but in a blacker mood.

LUTHOR HALF

Passive-aggressive brat ... He
bursts my bubble, every time --

BRAINIAC HALF

(over radio)

-- but this time. Beasts, it's
your Supreme Commander, Brainiac.

INT./EXT. SHADOWCASTER - NIGHT (SAME TIME)

The Beast Army regroups as Brainiac's VOICE blares:

BRAINIAC'S VOICE

You must fight off the interloper
or face court martial, and death!

Superman suddenly finds himself dodging a BARRAGE, from all sides -- neutron sabres, rayguns, even large rocks.

SUPERMAN

Listen up! I can protect you from
Brainiac, don't be intimidated b--

An alien anti-personnel grenade explodes two inches from his face, peppering Superman with ultra-painful shrapnel.

SUPERMAN (cont'd)

You could've just said no.

And he springs into action, twirling with the grace of Baryshnikov -- grabbing the nearest Beast Soldier by the scruff of his mutant neck ... and with the combined strength of Arnold, Sly, and Nicolas Cage, he swings the Soldier into the Soldier who'd taken cover behind him --

-- who crashes into the Soldier behind him, etc. Now, with a dozen of Brainiac's shock troops lying comatose:

SUPERMAN (cont'd)

We call that the Domino Effect, K.
Great when you're outgunned and --

Startled, he realizes: K is gone.

INT. SHADOWCASTER POWER PLANT - NIGHT (SAME TIME)

A terrifyingly dark labyrinth of pipes, conduits and vents. All around, the HUM of malign machinery ... If hell had a boiler room, it would be a tad less spooky.

Now there is a light in here ... K, stealthily floating down the length of a narrow, claustrophobic corridor ...

EXT. SHADOWCASTER DISK - SAME TIME

Superman races down the edge of the giant solar-blocking disk, a stark silhouette against the sun's angry edge.

(CONTINUED)

CONTINUED:

SUPERMAN

K! We've got to wreck this thing,
then rescue Lois --

A PHASER-BLAST singes him -- he just evades it, and the next BLAST, by doing an amazing series of handsprings and cartwheels along the edge, hurtling head over heels down toward the Power Core where the disk is connected.

Just as he's about to free-fall into the ShadowCaster's interior, Superman draws a mega-bombardment of BEAMS --

-- which he was ready for: There's a vestigial solar-collection wing within reach that he snaps off for a body shield, angling its mirrored surface so the beams bounce back at their source. Beastly SHRIEKS are HEARD, OS --

-- and Superman dives into the shaft leading down to:

INT. POWER CORE - SUPERMAN

is close to K, he can sense -- and yet in this vast maze, where to turn? He pans the walls with x-ray vision, but:

SUPERMAN

Lead. I hate lead ...

INT. POWER PLANT BREAKER ROOM - SAME TIME

A grim, grand nerve center, the ShadowCaster's evil core.

As K appears in the door-frame, an ALARM begins to sound, accompanied by a deep, Artificially Intelligent warning:

ALARM VOICE

Stay back, or be extinguished.

As though K stands for "kamikaze," he blows across the room -- furious, a fireball -- toward the BREAKER PANEL.

Then, as a tiny spark can leap a foot to start a raging forest fire, K's flame jumps to the breaker panel, its endless energy surging into the ShadowCaster's circuits!

EXT. SHADOWCASTER - NIGHT

The massive overload ROCKS the entire satellite, as though it had swallowed a hydrogen bomb -- and with a sonic BOOM the whole structure starts to CRACK apart!

INT. SKULL SHIP - SAME TIME

"Lexiac" watches in disbelief as the Skull Ship detaches.

LUTHOR HALF

That was private property ... My
premiums are gonna go sky-high.

BRAINIAC HALF

And my ever-pressing energy needs
will have to be met ... otherwise.

LUTHOR HALF

Sup on Supe?

BRAINIAC HALF

You read my RAM-disk ...
(turns, barks)
Release the beast.

As Brainiac's crew nervously executes this command ...

INT. BREAKER ROOM - NIGHT (A MOMENT LATER)

Superman rushes in.

The room is no longer lit purple -- the glow has been
vanquished! But, beneath the charred breaker panel ...

... lies a speck of light on the floor, its glow not much
brighter than a match's. Hard to believe this could be:

SUPERMAN

K ...?

Superman kneels, heartbroken, over the dim, dying flame.

SUPERMAN (CONT'D)

You left me ... when I needed you!

K

(faint, fuzzy)

But you don't need me, any more
... There comes a time when all
technology -- even the "newest"
and "best" -- becomes obsolete.

Superman gently scoops K up. By bringing his palm to his
face he can still make out a faint glow like a firefly's.

(CONTINUED)

CONTINUED:

SUPERMAN

But you're my only connection, to
my birth mother, father, planet --

K

No. You're the connection ...

K starts to go out. Bereft, Superman blurts:

SUPERMAN

You didn't let me die! I can't
let you --

Almost inaudibly, K tries to assure him:

K

Energy never dies ... It just
goes ... elsewhere.

And he's gone.

Superman kneels here, blankly staring at his empty palm,
oblivious as the ShadowCaster breaks up, all around him.

EXT. SPACE - NIGHT (A MOMENT LATER)

As the shards of the ruined satellite float off in all
directions Superman is left here -- kneeling, alone in
the weightlessness of space, intently grieving till ...

He notes the Skull Ship, intact, seeming to leer at him.
And seeming to SPEAK to him through its sardonic smile:

LUTHOR HALF

Superman? Chin up, you won.

SUPERMAN

Luthor? You're in league with --

BRAINIAC HALF

Brainiac. Hello! I'm your step-
brother, sort of ... We're both
from the same dysfunctional fam--

SUPERMAN

Cut the crap. I want Lois, now.

Superman speeds toward the Skull Ship. En route, HEARS:

(CONTINUED)

CONTINUED:

LUTHOR HALF

We're glad to return her -- whoa, she is high maintenance! All we want is your guarantee of safe passage out of this solar system.

SUPERMAN

Get my girl back and lose Luthor? I'm not gonna agree to that?

BRAINIAC HALF

Good, you have some sense under all that sinew. A family trait.

The Skull Ship's jaw opens. And Superman streaks into:

INT. SKULL SHIP - NIGHT

The first thing he hears, is:

LOIS

Superman, watch out --!

The first thing he sees, is:

THE THANAGARIAN SNARE BEAST

Though half-concealed in shadow, it's still clear this is God's most horrifying futuristic-prehistoric mistake ... Full grown now, it boasts the most repellent features of dinosaurs and insects. It's scaly and hairy -- and huge.

When Superman feints toward the menagerie, she GROWLS.

BACK TO SCENE

Superman turns to "Lexiac" -- standing here, smirking.

BRAINIAC HALF

Did you really think we needed your permission to leave town?

SUPERMAN

Did you really think I'd give it?
(then)
C'mon, Lo, we're going.

He flings the two edges of his shield into the menagerie:

(CONTINUED)

CONTINUED:

One severs the web that's binding Lois's hands, the other releases her feet. But as she starts toward him, she's swarmed by baby Snare Beasts, displaying their big fangs.

SUPERMAN (cont'd)

Lois, careful, don't move --

In her pocket is the mini-"S". Now she knows it's more than a keepsake -- she starts slashing at beastlets.

LOIS

It's okay, I'm a journalist! I know how to go for the jugular!

The infuriated Snare Beast comes out of the corner toward Lois -- SNARLING, and slashing the air with its claws!

SUPERMAN

Stop, that must be the mother!

LUTHOR HALF

And what a mother.

Superman trains his x-ray vision on a snapping baby that's scuttling across the floor toward him --

-- and barbeques it, leaving a black SIZZLING shell.

As he'd hoped, the Snare Beast turns on Superman. With a savage SCREAM, swipes at him, tears a gash in his cheek.

As "Lexiac" backs away from the brawl:

BRAINIAC HALF

Better have that checked, Supe ...
who knows where her claw's been?

The Snare Beast pounces at Superman -- who shoots a heat-ray at her ... But the Beast is agile: she ducks the ray, then from her jaws squirts noxious venom at his eyeballs!

He shouts out in pain, momentarily blinded, and falls back. The Snare Beast tries to trap him with two furry forelegs as he writhes across the floor, blinking poison.

Panicking, Lois grabs hold of a hind leg and slices at the Snare Beast's hamstring with her mini-"S" ... but the tiny blade has absolutely no effect on the maddened mom --

-- who traps Superman's torso in the pincer-like grip of her muscular forelegs and raises him up toward her mouth.

(CONTINUED)

CONTINUED:

He rips the full-sized titanium "S" off his chest and flings it, twenty feet. The sharp, heavy weapon lands square in the middle of the Snare Beast's forehead, at least half of it buried in her primeval little brain!

She drops him, then with EAR-SPLITTING DEATH-CRIES dances around the Skull Ship in torment. But just as the crazed Snare Beast CRASHES through an eye-socket pane --

-- Superman sees that Lois is hugging (for dear life) the wildly whipping hind leg. He darts toward her, arm out --

SUPERMAN

Lois --!

-- an instant too late ... she's sucked out into space, still clutching the Snare Beast as it plummets to Earth!

SUPERMAN (cont'd)

LO-IS ...!!!

He starts to jump out, fly down after her --

-- when a tentacle shoots across the ship, wraps around his ankle. Superman strains against it, mightily ...

... every fibre, but he can't break free! For five, six, seven excruciating seconds -- then he HEARS, behind him:

BRAINIAC HALF

Velocity times mass times distance
times seven point five seconds ...

LUTHOR HALF

Sorry, Supe, but Lois Lane's name
will next appear on the Obit page.

With a savage karate-chop, Superman unclasps the tentacle then streaks across the room at "Lexiac" -- his two fists CONNECT, one mega-haymaker in each frightful face.

The monster goes down ... but as Superman mounts a second assault, it thrusts up tentacles and legs, hoisting the Man of Steel as in a game of "airplane" gone wrong -- and then keeps him in midair by kicking, poking, pummeling --

LUTHER HALF

Look, little Supey can fly!

-- till Superman, who's temporarily lost control of his limbs, uses his lungs: he blows a blast of super-breath

(CONTINUED)

CONTINUED:

at "Lexiac"'s four eyeballs, big windstorm blinding the mutant, making it writhe with rage, making it drop him!

Back on his feet, Superman grabs a loose tentacle and turns the tables, swinging the creature like a freaky lasso, around and around the cockpit, vengefully fast: now "Lexiac" is just a blur making a WHISTLING sound ...

Until the monster, desperately reaching out, manages to grab onto the bar of a beast cage, coming to a sudden ultra-violent stop --

-- the shockwave of which transmits to Superman, making him vibrate like a tuning fork! He stops quivering as the monster, way nauseated from the last unwanted ride, unloads two gallons of day-glo mutant puke all over him!

BRAINIAC HALF

Happy now?

Superman grimly wipes the stinking gunk from his face.

SUPERMAN

Not yet.

And, though bushed, comes at the creature to finish him --

-- but can't: "Lexiac" has set up an ultra-powerful force-field, neutralizing the will of a weakened Man of Steel.

LUTHER HALF

(cool, hypnotic)

Superman. Calm down ...

Superman girds himself against the immense psychic power.

SUPERMAN

Not till I peel you two apart --

BRAINIAC HALF

Oh, drop the macho pose ... You and I have so much more in common than you think.

His eyes seem to double in size, two bottomless orbs, as:

BRAINIAC HALF (cont'd)

We're not quite Kryptonian ...

LUTHOR HALF

... not quite human. And we don't really belong anywhere ...

(CONTINUED)

CONTINUED:

"LEXIAC"

... but in here.

The force-field increases in amplitude, creating an electrical storm inside the Skull Ship as it pulls Superman toward "Lexiac". He grips the eye-socket's lower ledge to keep from being sucked in, gasping:

SUPERMAN

Ne-ver.

But his feet lift up off the floor. Now his whole body is parallel to it, and all that protects Superman from "Lexiac", is his two-handed grip on the window ledge ...

While the monster continues -- impassive, mesmerizing:

BRAINIAC HALF

You don't really want to be left behind, fighting for a faceless, insignificant bunch of mortals?

SUPERMAN

They're all I've got -- because --

But the monster's eyes have grown so big, Superman feels a sense of vertigo -- as though he might fall into them. Yet the force is so compelling, he can't turn away, as:

SUPERMAN

You killed my planet, my parents --

BRAINIAC HALF

My planet too ... And my parents ... well, father, anyway, Jor-El --

SUPERMAN

If my father truly created you, he must have tried to destroy you --!

BRAINIAC HALF

Oh no, you've got it all wrong ...

And Brainiac is able, for a very heavy moment, to morph into the image of -- JOR-EL, benignly scolding his son:

"JOR-EL"

Kal-El: Brainiac is your brother.

SUPERMAN

-- stop --!

(CONTINUED)

CONTINUED:

He violently shakes his head, to dispel the illusion.

But too late: one hand loosens its grip, now just five white knuckles separate the Man of Steel from oblivion.

"JOR-EL"

And you are your brother's keeper.

Superman's body starts to lose its structural integrity, starts to stretch -- his limbs strain, elongate ...

"JOR-EL" (cont'd)

Rejoin the fold, my prodigal son.

And he simply can't hold on any longer: Superman lets go.

But just as he does, and just as he starts to fly limply across the room --

A HAND

grabs his. A slender hand, a human hand, a woman's hand ... from the far side of the eye-socket ledge. We HEAR:

WOMAN'S VOICE

Hold on.

BACK TO SCENE

Instantly the image of "Jor-El" reverts to an incredulous "Lexiac". Who lets out a string of Kryptonian CURSES as:

Superman holds on. She raises her head: it's LOIS, she didn't plummet to her death, she landed on the cheekbone ledge of the Skull Ship, clung to the side, climbed up!

SUPERMAN

You didn't fall --?

LOIS

I did. For you.

It's all he needs to see, and hear: Superman girds himself, he redoubles -- retriples -- his resolve.

His body reconstitutes, feet touch ground again, and the electrical storm grows even more violent -- everything not bolted down starts flying around -- as Superman faces down "Lexiac", sternly refusing to succumb, suddenly ...

(CONTINUED)

CONTINUED:

LUTHER HALF

Don't be a fool, don't give up a magnificent destiny, a chance to dominate whole galaxies, for --

BRAINIAC HALF

(glitching)

-- mere ... meager ... measly ... miserable ...

And finally all the monster's psychic energy has nowhere to go ... Nowhere but back from whence it came, a vicious rebound: it ricochets with wicked intensity at "Lexiac" -- into "Lexiac" who inflates like an overfilled balloon ...

SUPERMAN

The word you want, is "love".

That does it: with the mechanical SHRIEK of a pneumatic machine that's been taxed to its limit, and way beyond --

-- the monster EXPLODES in an obscene spray of tissue, tin, pistons, tendons, gray matter and silicon chips!

Superman and Lois are splattered with grease and engine oil. He tenderly wipes her cheek, takes a breath, then:

SUPERMAN (cont'd)

Let's get out of here.

Sweeping up Lois, he dives out the eye-socket ...

EXT. SKULL SHIP - SAME TIME

... flies underneath the awful craft and, summoning all his strength, gives it a mighty push like a shot-putter.

Unencumbered by gravity, the Skull Ship flies up, and up, with unimaginable speed, closer and closer to the sun ...

We get a last look at its sardonic grin before the skull catches fire: a tongue of flame darts from its mouth, two fireballs bloom out of its eye-sockets ... then the whole skull is consumed, along with its nightmarish menagerie.

INT./EXT. METROPOLIS - NEXT MORNING (MONTAGE)

The city wakes, for the first time in weeks, to sunlight.

INT. CHILD'S BEDROOM

The LITTLE BOY that Superman saved on Luther's roller coaster, opens his eyes. Blinks with joy, jumps up.

LITTLE BOY

Mommy, mommy --

INT. PERRY WHITE'S OFFICE

The Editor-in-Chief squints out, poignantly reflects:

WHITE

Ah, the think-piece poor Kent
could've written about this ...

EXT. METROPOLIS STREET

Where a squad of LexCorp Engineers takes down the 10K lights and folds up the cherry-pickers to loud CHEERS.

The street is mobbed -- not with looters, but ecstatic Metropolitans enjoying their version of spring fever.

Until a dark rumor sweeps the throng, i.e.:

CITIZEN 1

Someone's tearing down Superman's
monument!

Sacrilege! As citizens race off to stop this ...

EXT. SUPERMAN'S TOMB - MORNING (SAME TIME)

The towering, temporary statue is being torn down by --
-- Superman.

Lois and Jimmy watch from a few feet away -- she, gaily laughing. He, immortalizing the moment on motor-drive.

A stunned crowd gathers, whispering among itself: "It's really him!" "But he died!" "Or maybe he didn't ..?"

The Man of Steel crushes his aluminum likeness with bare hands, down to the size of a baseball -- then tosses the "ball" to a nearby KID, as a souvenir. Then spots Lois --

(CONTINUED)

CONTINUED:

-- and grabs her out of the crowd. Over her shoulder, off Jimmy's astonishment:

LOIS
Didn't I tell you ..?

JIMMY
Actually, no, you forgot.

But he knows a photo-op, and he keeps CLICKING away ...

Meantime the crowd parts for the couple as they stroll down Metropolis's main street, offering occasional smiles to dazzled onlookers, but mostly absorbed in each other.

SUPERMAN
Y'know ... We need to set up an appointment with a reproductive endocrinologist ...

Off Lois' puzzled look:

SUPERMAN (cont'd)
To see whether we can ... you know, reproduce.

LOIS
Oh really? What about Super Baby, punching his way out --

SUPERMAN
Of you? Fat chance.

Lois laughs, squeezes his hand.

LOIS
You know, you've changed -- you seem more relaxed, confident ...

Superman looks pleased, to hear it.

SUPERMAN
Well, I learned a lot, these last few weeks ... About the two worlds I'll always inhabit -- one in reality, the other in remembrance.

LOIS
Wow, that sounds a little deep ... How 'bout just gimme the headline?

(CONTINUED)

CONTINUED:

SUPERMAN

Well, for one thing, I found out the "S" doesn't stand for "Super," it stands for "Science," which was my Kryptonian father's passion --

LOIS

-- and my passion, too.

Impulsively, she grabs him. And, playful, demands:

LOIS (cont'd)

Kiss me, Science-Man.

He does. And this time it's good. Very good.

The CROWD would seem to agree: they burst into APPLAUSE.

Embarrassed, Lois and Superman pull apart. Sotto:

SUPERMAN

Fade back to my crib?

LOIS

(quietly)

Clark. During business hours?

SUPERMAN

Hey, just asking ...

As they resume walking, a LITTLE GIRL tugs her MOM's hem.

LITTLE GIRL

C'n I get his autograph?

MOM

Leave him be, they look so happy ... and he's been through so much.

So Superman and Lois keep strolling on this sunny day, oblivious to the double-takes of the people they pass.

THE END