

SUPERMAN REBORN

Gregory Poirier

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EXHIBIT 85

UNOFFICIAL

Ex. 234

CONFIDENTIAL

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P1874

FADE IN:

EXT. CASTLE - DAY

The surface of AN ICE PLANET, covered in snow. The PALACE is UNDER ATTACK, but we can't see by whom. LASER BLASTS seem to come from empty air.

LEGEND: 30,000 LIGHT YEARS FROM METROPOLIS.

INT. GREAT HALL - DAY

A KING, QUEEN and PRINCESS, age 16, make their way through the BLASTS. They are almost human but not quite; their skin is softly metallic. The Princess is remarkably lovely in spite of this.

The ROOF BLOWS OPEN, a gaping hole to the sky. They press back against the wall as the room fills with BLASTING AIR; furniture is blown over, papers swirl; it is like thrusters from a ship landing in the room, but there is no ship.

Then A DOOR OPENS, and we can see THE HIGH TECH COCKPIT of a small, invisible craft. STRANGE ALIEN SOLDIERS climb out. When the door closes, the ship disappears again.

The King draws his sword. Two ALIENS FIRE WEAPONS, killing the King and Queen. Two others grab the Princess. She fights, but several Mutant Aliens subdue her.

Their leader, HESTES, snatches THE LARGE GREEN JEWEL from the Queen's neck. He holds it up so the light shines through it.

INT. BRAINIAC'S SHIP - BRIDGE - SPACE

This control center is high tech, but has an organic feel to it; all of the pieces fit together in a flowing, intertwined way, so it seems almost like a living organism. The ship is crewed by ALIENS of all sorts of deranged variety.

Two ALIENS drag the Princess in, her hands bound. Hestes follows. The Princess looks out a WINDOW, onto her HOME PLANET AND ITS TWO MOONS.

A DOOR OPENS behind her. The Aliens bow their heads. The Princess tries to look, but the Aliens grab her hair and force her to look at the floor. She never gets a look at the person, BRAINIAC, WHOSE FACE WE NEVER SEE IN THIS SCENE; he remains an ominous, off screen presence.

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The Aliens drag her toward the door. Brainiac gestures, AND A THIN COLUMN RISES FROM THE FLOOR, A RED BUTTON on top. He presses it and the Princess forces the Aliens to stop, watches out the window.

INT. BRAINIAC'S SHIP - LEAD LINED ROOM

A MASSIVE MACHINE, THE ANNIHILATOR, begins to vibrate.

EXT. BRAINIAC'S SHIP - SPACE

A THICK, CONCENTRATED BEAM SHOOTS to the Planet's surface.

INT. CORE OF PLANET

The rock at the center of the planet HEATS UP; it becomes molten, boils, bubbles.

EXT. SURFACE OF PLANET - DAY

CITIZENS scatter as we see A SERIES OF IMAGES: VOLCANOES ERUPT; ICE CAPS MELT; BUILDINGS COLLAPSE. It builds, until...

EXT. SMALL WHITE PLANET - SPACE

THE PLANET EXPLODES.

INT. BRAINIAC'S GENETICS CHAMBER - SPACE

A huge room full of sleek, high tech equipment. The room is ringed by several levels of catwalks. Two Aliens stand the Princess in the center of the room and step back.

A GLASS TUBE shoots up at unbelievable speed, like it is shot out of the floor, and surrounds her. The top whips shut; she is trapped. The Princess pushes on the glass and calls to the Aliens as they leave, but the glass tube is SOUND PROOF. They EXIT, leaving her alone.

Then the tube begins to FILL WITH AMBER LIQUID, thick, like honey, starting from the bottom. The Princess frantically pounds on the glass, but she can't get out. It swirls up around her waist. She struggles, terrified.

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A DOOR OPENS and Brainiac ENTERS. It is dark and shadowy, she can't get a look at him as he moves through the room, working equipment. She screams as loud as she can, but she is absolutely silent from outside the tube.

She floats as the fluid fills the tube. She takes a last gasp of breath at the top, then the tube is filled completely. MICROBES shoot out from the walls of the tube and glom on to her skin. She sees Brainiac through the fluid, but he is just a fuzzy, watery shape.

In the center of the room, A 3-D HOLOGRAM APPEARS, ropes of INTERLOCKING STRANDS OF DNA. They spin, then A BLOCK POPS OUT OF ONE STRAND, and the whole thing UNRAVELS.

The Princess COMPLETELY FALLS APART before our eyes; disintegrating into the amber liquid which is then SUCKED OUT OF THE TUBE, swirling away to nothing.

Hestes ENTERS behind Brainiac.

HESTES

A small ship left the planet
milliseconds before the explosion.
We were unable to track it.

BRAINIAC

Show me.

Hestes pushes buttons on his wristband; A HOLOGRAM of a bizarre SPACESHIP appears in 3-D before Brainiac. Brainiac leans slightly into the light; we see maybe half of his face, in silhouette. He practically hisses this next word, like venom on his lips:

BRAINIAC (cont'd)

Cadmus.

He waves his hand through the holo image, it disappears like a wisp of smoke. He gestures; A THREE DIMENSIONAL MAP OF A SOLAR SYSTEM APPEARS; PLANETS SPIN THROUGH THE ROOM.

BRAINIAC (cont'd)

Lay in a course. Take me... there.

He extends his bony finger, pointing at a 3-D image of:

EARTH. We slowly PUSH IN on the spinning globe...

DISSOLVE TO:

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EXT. METROPOLIS - DAY

WE PULL BACK from the spinning globe, and it is THE SIGN ON THE FRONT OF THE 'DAILY PLANET' BUILDING.

INT. DAILY PLANET - DAY

From the GLOBE OUTSIDE THE WINDOW, we PULL BACK TO REVEAL CLARK KENT, a good looking reporter in glasses, sitting on the ledge gazing up at the sky. He seems troubled, as if he senses something.

FEMALE HANDS come into frame and rub his shoulders. He looks up and sees that they belong to:

LOIS LANE, 27, a strong, pretty woman with sharp eyes, standing over him. She is wearing an ornate, bonnet style hat and is decked out in the latest high fashion. She looks gorgeous with the light filtering through the window.

LOIS
Are you all right, Clark?

CLARK
Just a headache.

They walk together through the BUSY NEWSROOM of a working paper. Reporters on phones, people running. We see lots of COMPUTERS, Reporters doing high tech work.

CLARK (cont'd)
New outfit?

LOIS
Spent all afternoon at a fashion show watching the city planning commissioners take freebies from the garment industry so they'll relax the zoning laws downtown. Can you believe women actually wear this stuff?

At her desk, she smells the FRESH RED ROSES in a vase. Clark sits at the next desk.

CLARK
More anonymous roses. Someone really likes you.

She tosses the hat and starts to pound on the keys of AN OLD UNDERWOOD TYPEWRITER.

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A REPORTER

Don't you even wonder who sends those?

LOIS

Are you kidding me? I could find out in three minutes flat.

CLARK

I think our ace reporter likes having one mystery in her life.

PERRY WHITE, the patriarchal editor-in-chief, sticks his head out of his office.

PERRY

Lane!

He SLAMS his door as Lois types a last line.

CLARK

Are you going to Jimmy's party tonight?

LOIS

I've got three more inches to write for the morning edition.

REPORTER

You ever do anything besides work?

Lois rips the page from her Underwood.

LOIS

What else is there?

INT. PERRY WHITE'S OFFICE - DAY

Lois stands across from Perry. He looks her over, what is she wearing?

PERRY

What's holding up that dock story?

LOIS

Okay, the thing is this. Everybody down there is afraid to talk.

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PERRY

Time was a newspaper was a vital part of a city landscape. Now they have t.v. Internets. Satellites. Can you believe, our own Jimmy?

LOIS

Chief. I always get the story.

There is a KNOCK. Perry waves Clark in as Lois turns to go.

CLARK

You wanted to see me, Mr. White?

PERRY

Kent. Butt, chair. You should take some down time after this, Lane. Don't we owe you some vacation?

LOIS

Twenty-six weeks.

Lois EXITS. Through the following, Clark watches Lois through the GLASS PARTITION to the newsroom. His eyes never leave her; he's got it bad.

PERRY

You haven't brought me a lead in twelve days. What the heck are you thinking about all the time?

CLARK

I'm sorry. What?

PERRY

You're a good reporter, Kent, but I'm losing you. Get focused.

CUT TO:

EXT. EDGE OF GALAXY - SPACE

Brainiac's enormous ship powers through THE MILKY WAY.

INT. BRAINIAC'S GENETICS CHAMBER - SPACE

A HUGE PILE OF GREEN JEWELS, including the Queen's, sit on a platform. A NUMBER OF LASERS begin to slice at them,

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working various crossed patterns, breaking the stones down until they are liquefied.

The GREEN LIQUID drips through a series of tubes, its consistency changing at each point. It finally drips down AN I.V. We don't see where it winds up.

CUT TO:

INT. PSYCHIATRIST'S OFFICE - DAY

Clark stands, nervous. DR. IRA GOLDSTEIN is middle aged, glasses, bald, wearing a tuxedo.

CLARK

I didn't know it would be so formal.

GOLDSTEIN

What? Oh, no, I'm going to the theatre tonight.

CLARK'S POV: X-RAY VISION: the TICKETS in the doctor's pocket.

CLARK

La Boheme is one of my favorites.

GOLDSTEIN

How did you know I was going to the opera?

CLARK

Lucky guess. The tux. I'm nervous.

GOLDSTEIN

Why did you call me?

Clark looks at him a moment, decides he might as well talk.

CLARK

My boss thinks I've been distracted.

GOLDSTEIN

Your boss thinks?

CLARK

(A beat)

I've been feeling isolated. I live in Metropolis, but it's not home.

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GOLDSTEIN

Where is home?

CLARK

Nowhere, that's just it. For years I've been living with a foot in two different worlds.

(A beat)

Also, there's a woman.

Clark nervously picks up A BRASS AWARD from a shelf, fidgets with it.

GOLDSTEIN

There usually is. Does she know how you feel?

CLARK

She can't know, not ever. She could never love me back.

GOLDSTEIN

Are you certain?

CLARK

It's complicated, doctor. I don't even know if we could have children.

In his nervousness, Clark SNAPS THE SOLID BRASS AWARD IN HALF in his hand. The Doctor doesn't notice; Clark quickly puts it back on the shelf, balances the two pieces.

GOLDSTEIN

There are tests.

CLARK

You don't understand. I'm not like her. I'm... not like anybody.

Goldstein looks at him for a few moments, then leans forward.

GOLDSTEIN

Are you aware of the doctor-patient confidentiality rule? You can tell me anything in this room, and I'm prevented by law from repeating it.

CLARK

Anything?

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GOLDSTEIN

Let it out, Kent. What's your secret?

We SLOWLY PUSH IN on Clark.

INT. WAITING ROOM - DAY

Clark EXITS. Dr. Goldstein talks to his RECEPTIONIST.

GOLDSTEIN

June. Mr. Kent will be coming to see us five times a week for awhile.

EXT. GOLDSTEIN'S BUILDING - METROPOLIS - DAY

Clark comes out of the building and heads for home. He HEARS THUMPING BASE, sees a CARLOAD OF GANG BANGERS go by.

CLARK'S POV: X-RAY VISION: They all have MACHINE GUNS and SHOTGUNS on their laps, an arsenal.

Down the street, MORE BANGERS load CRATES into a van.

CLARK'S POV: X-RAY VISION: The crates are full of HIGH CALIBER WEAPONS.

Clark spots A TRUCK parked on the street. He runs behind it...

AND SUPERMAN FLIES OUT the other side!

INT. GANG CAR - DAY

Clips are loaded, guns are cocked. They get close to those loading the van, raise their guns, aim them out the window...

EXT. STREET CORNER - DAY

They OPEN FIRE as Superman lands between them, BULLETS bouncing off of him. They fire until they're empty.

GANG GUY

Ram him!

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The DRIVER floors it, the Car CRASHES into Superman. The front of the car folds like an accordion. A Guy in the front seat FIRES at him.

CLANG! Superman catches the bullet between his teeth. He looks and sees the other Gang climbing into the Van.

HE SPITS THE BULLET, which goes as fast as if it had been shot from a gun, and BLOWS THE TIRE OUT on the van.

SUPERMAN

Wait here.

A member of the other gang, A BAD DUDE, grabs a woman, who screams, and holds his gun to her head.

BAD DUDE

Stay away, I'll cap her!

Superman charges, the Bad Dude FIRES; Superman reaches him in less time than it takes the bullet to clear the barrel, A BLUR OF SUPER SPEED, takes the gun away. The bullet flies harmlessly into the sky.

SUPERMAN

Ma'am, are you all ri-

WOMAN

Don't touch me!

She runs off, terrified. Superman grabs the Bad Dude and FLIES to the van, drops him. The rest of the Gang pull their crates open and arm themselves. One of them FIRES A SURFACE TO AIR MISSILE LAUNCHER.

The Missile FLIES at Superman, hits him square in the "S" and EXPLODES. The SMOKE CLEARS.

SUPERMAN

That stings a little. Must be why they call it a stinger.

He BLOWS at the Gang Members; they are knocked off of their feet, as if by a hurricane.

INT. VAN - DAY

The Gang Members tumble in, on the wind of Superman's breath, and pile up in a heap against the back wall.

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EXT. STREET CORNER - - DAY

Superman sees the crashed car trying to drive off, going about three miles an hour like a wounded animal. Superman lifts the rear of the car and BLOWS INTO THE EXHAUST PIPE.

The Car FILLS WITH EXHAUST. The Bangers pile out, coughing and hacking, and as they do Superman grabs them and tosses them into the Van. He grabs a BANGER by the jacket.

BANGER

Mind your own damn business!

SUPERMAN

You boys are breaking the law-

BANGER

Ain't your law! This ain't even your planet, you a damn alien!

Superman lifts him a little higher, glares at him.

BANGER (cont'd)

Go back where you come from, freak!
Didn't nobody ask you to come here.

Superman looks at him a moment, chucks him into the van.

INT. VAN - DAY

The Gang Members from both sides are tossed into one pile. The van lurches, turns on its side. They yell and tumble.

EXT. SKY ABOVE STREET CORNER - DAY

Superman FLIES up, carrying the van over his head. He sets it on top of a CLOCK TOWER, where they can't climb down.

SUPERMAN

The police will be along for you.

Superman flies across the sky, a red and blue streak.

IN THE WINDOW OF HIS OFFICE, Dr. Goldstein and his receptionist watch him go.

GOLDSTEIN

Now that's Superman.

CUT TO:

INT. BRAINIAC'S GENETICS CHAMBER - SPACE

The last of the GREEN LIQUID drips through the I.V. We see it going into AN ENORMOUS, STONE-LIKE ARM. It flexes, and we HEAR A RUMBLING SOUND, the creature's breath. From the mysterious, monstrous presence in the shadows, we:

CUT TO:

EXT. LEDGE OF BUILDING - NIGHT

START ON A MASSIVE STONE GARGOYLE, looking down on Metropolis thirty stories below. Then we FIND Superman perched beside it, his cape wrapped around him, troubled. His fingers rest on his temples.

SUPERMAN'S POV: X-RAY VISION: He can SEE INTO THE BUILDING across the way; he can HEAR PIECES of the conversations taking place, INTERCUT with ECU of his eyes:

1) In the first apartment, AN ELDERLY COUPLE eats at the kitchen table. The PHONE RINGS, the Wife answers. She is happy, it is her daughter. The Man comes to the phone;

2) In the next apartment, A YOUNG MAN does sit ups in his boxers. His GIRLFRIEND comes in wearing his oversized shirt, kisses him, they laugh and tumble on the floor;

Superman's eyes are drawn by SQUEALING;

3) In a high floor apartment, TWO KIDS run and SCREECH and GIGGLE, passing their parents who watch t.v. on the couch;

4) In another apartment, A FATHER lifts his BABY out of the crib and walks her, holds her close, kisses her head. The MOTHER comes in and they stand together, their baby safe between them. Father kisses Mother; a human family.

PUSH IN on Superman's eyes.

EXT. LOIS'S TERRACE - NIGHT

Superman comes out of the sky, lands on the terrace. He lightly TAPS on the GLASS DOOR with his knuckles.

INT. LOIS'S BEDROOM - NIGHT

Lois is asleep. She pops awake, grabs the phone.

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LOIS

Lane, what do you got? Hello?

There is no one there. She HEARS the TAPPING on the glass.

EXT. LOIS'S TERRACE - NIGHT

Lois slides the door open and comes out, finds Superman waiting. She is in a beautiful nightgown and wrap.

SUPERMAN

I'm sorry, I woke you.

LOIS

No, I was on the phone.

SUPERMAN

I'll go.

LOIS

Don't be silly. What's wrong?

SUPERMAN

Nothing. I've just been thinking.

LOIS

Oh, before I forget.

She goes to a drawer, pulls out a small bundle of mail. He accepts them, looks through them.

LOIS (cont'd)

More letters from kids. We must get a hundred a week.

SUPERMAN

Thank you. So many of these children don't have families.

LOIS

I know, it's sad.

SUPERMAN

Everyone needs a family, don't you think?

LOIS

You mean kids?

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SUPERMAN

Yes, kids. Everyone.

LOIS

I don't think a person has to...
it's a new world. Not everyone has
the luxury of a family.

SUPERMAN

I just think people are happier
with a real home.

LOIS

A person can be happy in all kinds
of circumstances. If her job is
fulfilling. There's something to be
said for not having anyone to take
care of. Or to answer to. A person
can be happy.

She runs out of things to say and looks up at him. It is
very awkward for a moment, he false starts reaching for
her once or twice, she self consciously brushes her hair
from her eyes. It seems he is about to hold her, when he
cocks his ear. We HEAR a VERY DISTANT SCREAM.

LOIS (cont'd)

What?

SUPERMAN

I hear a scream, I'd better... I'm
sorry.

LOIS

No, no. Perry just called about a
big story, I have to get in gear
anyway.

He nods, then turns and EXITS FRAME. She watches him fly
off into the night, then sinks into a chair and sits
there, confused, the METROPOLIS SKYLINE behind her.

CUT TO:

EXT. NEAR SATURN - SPACE

Brainiac's massive ship passes through the RINGS OF
SATURN, disrupting their orbit. The RINGS trail off, lost
forever.

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PICK UP A SMALLER SHIP coming around the other side. This is the ship Brainiac saw in holographic form earlier.

INT. CADMUS'S SHIP - SPACE

Duct tubes dangle, the room is packed with all kinds of junk. AN ALARM SOUNDS, an obnoxious, repeating horn.

CADMUS sits up INTO FRAME; a bear roused from slumber. He looks around 50, but is hundreds of years older. His hair, what there is of it, sticks straight up. He grumpily smacks a button on the wall, kills the alarm. He scratches his chest, every muscle sore, every bone crackling.

INT. CADMUS'S SHIP - COCKPIT - SPACE

Cadmus ENTERS in the midst of a coughing fit.

CADMUS

Morning, Mary Lou. Whattya got?

During the following, he hacks through his last couple of coughs, then immediately lights a huge cigar.

COMPUTER VOICE

One sun, nine planets. The third is populated by approximately four billion carbon based bipeds, current evolutionary index two point eight.

CADMUS

Two point eight? What would the big brain want with them?

COMPUTER VOICE

And one Kryptonian.

Cadmus looks out, raises an eyebrow as this sinks in; this means something big. He grunts, sits in his pilot's chair.

EXT. SPACE - NEAR SATURN

Cadmus's ship dips and turns, zooms toward earth.

CUT TO:

INT. DAILY PLANET - DAY

Clark assists Lois as she does repairs on her Underwood.

LOIS

Hold that. That, tug it.

(A beat)

Can you see me being a mother?

CLARK

Of course, why not?

LOIS

I'm pretty set in my ways.

CLARK

The kid would be lucky. Look how you nurture this old typewriter.

Lois smiles.

CLARK (cont'd)

Is this about Superman?

LOIS

Sometimes I forget that he's an alien.

CLARK

You can't wait for him, Lois, you deserve better. Someone who's there for you at least.

LOIS

How can I deserve better than a Superman?

CLARK

What you need is a man.

She snaps the typewriter shut.

LOIS

There! That should be good for a Pulitzer prize.

(A beat)

Thanks, Clark. You might not believe this, but you're about the best friend I've got.

They look at each other for a moment, then notice A LOW RUMBLING. The ceiling light begins to sway.

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LOIS (cont'd)
What is that? Earthquake?

CLARK
That's no earthquake.

INT. APARTMENT - DAY

A FAMILY eats. The DISHES begin to RATTLE on the table. The Kid's FROOT LOOPS jiggle in the bowl. DAD goes to the window.

DAD
Oh my God.

EXT. METRO CENTRE PARK - DAY

A POLICE MAN sits in his squad car at a stop light. He looks up and sees the STOP LIGHT SHAKING. A shadow passes over him.

People SCREAM and run, as BRAINIAC'S SHIP sets down into the park. TREES BURST INTO FLAMES, the thrusters scorch the earth.

BUILDINGS are crunched on the edge of the park; the ship does not quite fit. A COUPLE OF HIGH-RISES CRUMBLE.

PEOPLE run; A 'NO PARKING' SIGN is snapped like a twig; IN THE LAKE YOUNG LOVERS dive out of their paddle boat.

Finally the ship comes to rest. It fills the entire park. The DOOR OPENS, LOWERS TO BECOME A GANG PLANK.

We see the faces of the Humans on the ground, crawling away. They HEAR ENORMOUS BOOMS. A SHADOW covers the street; the booms are footsteps.

DOOMSDAY, the Beast Brainiac made in his genetics chamber, heads up the street. He is gigantic, all muscle, plated with spiky armor.

He destroys everything in his path; he crunches cars, pulls trees and telephone poles out of the ground. A BIRD lands on a brick wall. Doomsday holds a hand out, and the bird hops into his palm. He looks at it, it CHIRPS. He CRUSHES IT.

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A POLICE CAR roars up to Doomsday; he SWATS IT and it TUMBLES away, flipping several times and winding up in a heap against a building.

Superman swoops out of the sky, amazed at the destruction he sees. He SOARS straight toward Doomsday, his fists out in front of him. He plows into the beast, and the two of them CRASH into the side of a building.

Superman shakes the rubble off, looks at Doomsday under the mess. He drags him toward the ship at the head of the street.

Superman is overcome by a wave of dizziness. He stumbles, and Doomsday gets to his feet, PUNCHES Superman. Doomsday swings again, but this time Superman meets the blow, stops his arm, and punches Doomsday hard in the face.

Doomsday punches him again, stunning him. He picks Superman up over his head and THROWS HIM. People scatter as Superman tumbles through the air and CRASHES through some POWER LINES.

VARIOUS SHOTS: All over the city, LIGHTS GO OUT.

INT. TORVAL LABS - NIGHT

RUDY JONES, a stocky lab assistant with more attitude than brains, mops. He has one eye on DR. URSULA FREEMAN, a pretty scientist, who tries to keep the BEAKERS steady as the BUILDING SHAKES from the battle between Superman and Doomsday outside. The LIGHTS FLICKER.

RUDY

Hey doc. What say you and me cut a rug sometime? Couple of chops, a bottle of vino.

URSULA

You can't be serious. You're a janitor. I'm a biomedical engineer.

RUDY

I won't hold it against you.

She laughs derisively, carefully sets a BOTTLE OF PURPLE LIQUID on a shelf, and EXITS. He returns to work.

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RUDY (cont'd)
I got your biomedical engineer
right here, baby.

The LIGHTS GO OUT, the room SHAKES. As EMERGENCY LIGHTS snap on, Rudy sees a beaker about to fall. He catches it, relieved, and sets it back on the shelf. As he does so, his broom handle SHATTERS the bottle Ursula stored. The PURPLE LIQUID spreads across the floor.

RUDY (cont'd)
Way to go, lame-o, this'll impress
the doc. Kill two years of her work.

He tries to mop it up, but the PURPLE LIQUID eats the end of his mop. STRANGE PURPLE FLAMES rise from the liquid. Rudy looks around and grabs a LARGE BEAKER full of what looks like water. He throws it on the purple flames...

They EXPLODE, and the PURPLE FLAMES ROAR THROUGH THE LAB, devouring everything in their path, including Rudy.

He runs around, consumed by purple fire, screaming, bouncing off the walls. He falls, there is an ENORMOUS WHOOSH, and the FLAMES EXTINGUISH as quickly as they spread. All is quiet.

EXT. DAILY PLANET - DAY

Lois runs out as Superman and Doomsday BATTLE in the street. She tries to get close but can't, there is a large crowd gathering. A young reporter hops out of A NEWS VAN, and his crew sets up.

LOIS
Jimmy!

The Reporter turns around; he is JIMMY OLSEN.

JIMMY
Share what you got, Lois!

LOIS
Don't know who he is or where he's from. The ship landed, he came out swinging! He's holding his own against Superman.

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EXT. METROPOLIS - DAY

Superman knocks Doomsday under the ELEVATED TRAIN.
Superman stumbles; he is getting weak.

Doomsday PULLS AN IRON POLE FREE from the train platform and smacks Superman. Superman flies through the air and crashes into THE GLOBE on the front of the Daily Planet. The model of earth shatters, Superman falls to the street.

INT. BRAINIAC'S SHIP - BRIDGE - DAY

Brainiac watches the pieces of the fake earth rain down around Superman IN HOLOGRAPHIC IMAGE.

BRAINIAC

How poetic.

EXT. DAILY PLANET - DAY

Lois tries to fight her way through the crowd to get to Superman; it is like going upstream, she can't get through the jammed bodies. The people are stunned at what is happening. Jimmy starts reporting.

JIMMY

This is James Olsen live in midtown, where Superman is engaged in battle with a crew member from a massive ship that set down in Metro Centre Park. It appears, this is incredible... Superman is down!

LOIS

This can't be!

Superman struggles to his feet. He summons all of his power and FLIES STRAIGHT AT DOOMSDAY. Doomsday runs toward him, GROWLING. They close in...

And SLAM INTO EACH OTHER with an enormous CRASH that BREAKS WINDOWS in surrounding buildings, GLASS rains down.

Superman punches Doomsday with everything he has. His punch knocks Doomsday's head around, and BLOOD flies in an arc from his mouth; GREEN BLOOD. It splatters Superman. Superman rubs his fingers in it, holds them up, stunned.

SUPERMAN

Kryptonite...?

(CONTINUED)

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CONTINUED:

Doomsday POUNDS him with both fists together. Superman SLAMS against the wall and falls to the sidewalk.

Lois climbs over some rubble, trying to get close. She stands on some debris in front of the same fountain where we first saw her. She sees Doomsday, but he disappears as he jumps on Superman. Lois climbs down, runs around.

Doomsday jumps on Superman, punches him again and again. Doomsday's KNUCKLES ARE BLEEDING; every time he punches Superman, he leaves a RIBBON OF GREEN BLOOD across him.

Superman looks around, through swollen eyes. His last thought is of:

SUPERMAN (cont'd)

(Weakly)

Lois...

Doomsday lifts Superman over his head. Superman's cape flaps in his face, so Doomsday RIPS THE CAPE OFF and throws it. It catches on a broken pipe and hangs there.

Doomsday SLAMS Superman down, hard, on to A PILE OF RUBBLE. He stands over Superman, both arms raised to the air, HOWLS with victory. Superman lies absolutely still.

INT. BRAINIAC'S SHIP - BRIDGE - DAY

Brainiac watches on his HOLOGRAPHIC IMAGING EQUIPMENT. He turns it off; Doomsday and Superman disappear.

BRAINIAC

I'll be in my quarters. Do not disturb me for any reason. Understood?

An Alien bows slightly. Brainiac glides out of the room.

EXT. DAILY PLANET - SUNSET

Superman lies still. Doomsday lumbers off up the street. Halfway up the block, he stops, looks back, hesitates. Is he forgetting something? He growls it off, walks away.

Lois finally breaks through the crowd, to find Superman lying broken on the rubble. She scrambles up to him.

(CONTINUED)

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CONTINUED:

LOIS

Hang on, the paramedics are coming... you did it, he's leaving, you saved Metropolis... Superman... no... no...

CAMERAMAN

Jimmy. We're still hot.

JIMMY

Folks, you are seeing a live shot. It seems to be true, the impossible has happened. Superman... is dead.

LOIS

He is not dead! He's not! He's Superman, he can't... die...

A TABLEAU: RED SKY; THE SUN IS SETTING. Lois futilely pounds on Superman's chest, his SHREDDED CAPE billowing in the breeze on the pole behind them.

LOIS (cont'd)

He is not dead! He is not dead!

INT. TUNNEL

We don't know where we are; SUPERMAN tumbles up a breathing, undulating tunnel, in his torn costume, no cape, exactly as he was at the moment of death.

A LIGHT APPEARS at the end of the tunnel. Superman looks back, then heads toward the light.

EXT. DAILY PLANET - SUNSET

Lois cradles Superman as an AMBULANCE pulls up.

LOIS

You people clear back! I don't want to tell you twice, make a path.

TWO PARAMEDICS kneel over the body and put HEART PADDLES on Superman's chest.

PARAMEDIC

Lady, we need to work here. Clear.

(CONTINUED)

CONTINUED:

Lois backs off; we see a tear on her cheek, but she wipes it away. The Paramedic gives Superman A JOLT; it shocks the Paramedic. He shakes his fingers out and gives Superman another JOLT. The PADDLES BLOW, sparks flying from them.

PARAMEDIC (cont'd)
I need more power.

CUT TO:

INT. TORVAL LABS - NIGHT

Back in the room where Rudy was consumed by purple fire. Ursula looks in, shocked. She grabs a GAS MASK and moves slowly through the destroyed room. She finds Rudy lying in a corner, barely breathing, and kneels over him. He is glossy and purple, but we only get glimpses of him.

URSULA
Look at the mess you made.

RUDY
Doc... help me...

He inadvertently grabs her face in his meaty purple hands. She struggles, panicked, as

Her LIFE FORCE IS SUCKED OUT OF HER. She loses her color, then her shape, until she is just a dried out husk of what she used to be. She falls, her dried husk crumbling.

PARASITE springs to his feet. He barely resembles Rudy any more; he is purple all over, with strange, flame like energy dancing off of his skin. He is bald as a four ball. He looks at his fingertips, alive with crackling energy.

PARASITE
Whoa! I feel jazzed! I can't explain it, doc, it's like I sucked all your energy right up through my fingertips.

(A beat)
Yowsa. Got your memories, too. All your secrets. Doc, I'm shocked.

He whips around and PUNCHES HIS FIST DOWN THROUGH THE METAL TABLE, his hot hand slicing through the steel like butter.

(CONTINUED)

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CONTINUED:

PARASITE (cont'd)
I can get used to this.

CUT TO:

EXT. STREETS OF METROPOLIS - NIGHT

The AMBULANCE races past, with A POLICE ESCORT, passing SEVERAL POLICE CARS that are headed toward the park.

EXT. METRO CENTRE PARK - NIGHT

POLICE CARS surround Brainiac's ship. THE POLICE CHIEF shouts orders as they take up positions.

EXT. POWER STATION - NIGHT

Lois and the City Officials wear HARDHATS. Superman lies in the middle of the plant, wires and cables leading to his chest.

The HEAD OF THE POWER STATION throws A MASSIVE SWITCH; ALL OF THE POWER in the station is directed to Superman's chest.

IN THE BACKGROUND, the METROPOLIS SKYLINE dims. The Man closes the switch, and the SURGEON GENERAL puts his stethoscope to Superman's chest, listens, shakes his head.

SURGEON GENERAL
We can't get to the heart, it's
like doing CPR on a block of
granite.

MAYOR
There's one more thing we can try.

EXT. GOVERNMENT RESEARCH FACILITY - NIGHT

CLOSE IN on A VENT in the ground:

INT. PARTICLE ACCELERATOR TUNNEL - NIGHT

Superman hangs at the end of the tunnel, strapped in all sorts of high tech restraints.

(CONTINUED)

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CONTINUED:

IN A VIEWING ROOM Lois, the Mayor, the Police Chief, the Surgeon General, and some scientists pull their goggles down over their eyes. The HEAD SCIENTIST hits a switch...

INT. PARTICLE ACCELERATOR TUNNEL - NIGHT

AT THE FAR END, POWER shoots down several lines, converges and BLASTS OUT, a FOCUSED LASER BEAM. We see it from several spots in the long tunnel as it FLIES PAST US, building speed.

The BEAM HITS SUPERMAN in the chest, FOOM! It rocks his body, and the folks in the viewing room have to look away.

The Surgeon General comes through a door, listens to the heart. Lois starts after him, but the Mayor holds her back.

SURGEON GENERAL

He's gone.

PUSH IN ON LOIS, unbelieving.

INT. TUNNEL

Superman disappears into the light.

CUT TO:

EXT. METROPOLIS - NIGHT

FROM VERY HIGH ABOVE, looking down into the CANYON between the high-rises. The streets ARE LINED WITH PEOPLE, both sides of the avenue packed with citizens.

A FUNERAL PROCESSION moves down the middle of the street, A COFFIN draped with SUPERMAN'S RED AND YELLOW CAPE.

PULL BACK: We are watching from a high balcony. A LONG, GHOST WHITE FEMALE HAND grips the railing. There is A LARGE, RED RUBY RING on one of the fingers, THROBBING with a strange inner power. The hand recedes into the darkness.

EXT. REVIEWING STAND - NIGHT

The Mayor, GOVERNOR, Police Chief, and SEVERAL DIGNITARIES stand at attention as the FUNERAL PROCESSION PASSES.

(CONTINUED)

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CONTINUED:

Lois walks behind the coffin, all in black, shell shocked. A tear tries to force itself out; she wipes it away, then pulls her veil down over her face so no one will see.

The Coffin stops before the reviewing stand, and the dignitaries walk down to it, to be pallbearers. They HEAR a MURMURING in the crowd, and turn around as

A BLACK FIGURE descends from the sky, lowering on a line from the top of a building. The figure walks through the crowd, which parts for him. Even the Mayor and Police Chief step aside as he approaches the coffin; it is BATMAN!

BATMAN

He was a true hero.

EXT. SUPERMAN'S TOMB - NIGHT

The Mayor, the Police Chief, THE FIRE CHIEF, Perry White, the GOVERNOR and Batman carry the coffin into the tomb.

INT. SUPERMAN'S TOMB - NIGHT

The Pallbearers leave. Batman is the last one; he lays one of his LEATHER GLOVES on the coffin in tribute. Batman EXITS and the massive stone door is sealed with a BANG.

CUT TO:

INT. DAILY PLANET - NIGHT

Starting on the broken Globe outside the window; there are FIRES all across the horizon. WE PULL BACK through the newsroom, which seems very large when empty. There is very little light, only the glow of the computer screens. Perry White spots Lois at her desk, on the phone, in black.

PERRY

The city's gone wild. With Superman dead the criminals have free reign.

She holds up a hand, just a minute, chief.

LOIS

Kent. Clark Kent. I know alot of people are missing in the rubble,
(more)

(CONTINUED)

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P1900

CONTINUED:

LOIS (cont'd)
Lieutenant, but anything you can do
for me. Thanks.

She clicks over to another line.

LOIS (cont'd)
Kelly? He's six-two, wears glasses.
Just have your crew keep an eye out.

She hangs up, rubs the bridge of her nose, starts to type
on her Underwood.

PERRY
Someone else can do the story,
Lane. You've done all you can for
Clark, go home, get some rest-

LOIS
No! I have to write this. I have
to, chief.

Perry nods, EXITS. Lois sits alone, and for a fleeting
moment it seems she might cry. But she forces it away, and
her fingers begin to fly over the keys...

EXT. METROPOLIS STREET CORNER - NIGHT

We start on AN ELECTRONICS STORE being LOOTED, the windows
shattered and people climbing in and out, something
BURNING. A POLICE SIREN races by, GUNSHOTS can be HEARD.

A TRUCK GOES BY and tosses out A BUNDLE OF NEWSPAPERS. We
ZOOM IN on the top newspaper, where we see a PHOTO of
Lois, Superman, and the torn cape, and Lois's HEADLINE:

SUPERMAN DEAD! CHAOS REIGNS

By Lois Lane

CUT TO:

INT. SUPERMAN'S TOMB - NIGHT

The tomb stands empty for a few moments, then A HIDDEN
DOOR OPENS. SHADOWY FIGURES emerge. Batman's glove falls
to the floor as the coffin is opened.

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INT. GOVERNMENT LAB - NIGHT

Superman's naked body lays on a steel slab, a small towel covering the super jewels. The Mayor stands among SCIENTISTS.

SCIENTIST

You can't deny the scientific value of an alien cadaver.

MAYOR

He's not just an alien cadaver, he's Superman for God's sake. If the citizens of Metropolis found out, I couldn't get elected executioner.

SCIENTIST

Mr. Mayor, he dedicated his life to helping man. Think what we can learn from him now.

The Mayor heads for the door, disgusted with himself.

MAYOR

Go ahead, conduct your autopsy.

INT. GOVERNMENT LAB - NIGHT

A TRAY FULL OF SURGICAL INSTRUMENTS is wheeled up next to the table, while A DOZEN SCIENTISTS look on. The head Scientist takes his scalpel, begins his downward stroke...

His SCALPEL BREAKS IN HALF. He clears his throat, takes another scalpel, tries again. This SCALPEL SNAPS ALSO. He looks around at the others.

TIME CUT- We HEAR the HIGH PITCHED WHINE of a SPINNING BONE SAW. The Scientist presses it down against Superman's belly. SPARKS FLY OFF; the Scientist stops the spinning, looks at his saw; the blades are all gone. Superman is unscratched.

TIME CUT- A HIGHLY FOCUSED LASER BEAM burns along Superman's chest for several seconds, then stops. The head Scientist comes forward, investigates the chest; it is still untouched.

CUT TO:

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EXT. METRO CENTRE PARK - NIGHT

The Police Chief stands at the front line of his men, who have Brainiac's ship surrounded. He talks to Lois Lane.

CHIEF

None of our weapons will crack that force field. It's eerie. No movement, no communication, he just sits in there. What the hell does he want?

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Brainiac ENTERS, as his Aliens stand by. He goes to the area where the glass tubes are concealed in the floor.

BRAINIAC

Where is the corpse?

ALIEN

Doomsday returned without it.

BRAINIAC

Why didn't you wake me?

ALIEN

You said... under any circumstance...

Brainiac looks at him for a few moments, then laughs. The Mutant Alien laughs a little too, nervous.

BRAINIAC

Sadly, part of being the foremost sentient being in existence is that you cease to be amused by the mundane stupidity of others.

Brainiac gestures and the Mutant drops almost instantly dead, clutching his head. To his Mutants:

BRAINIAC (cont'd)

Bring me the body.

INT. SCIENTIFIC CONFERENCE ROOM - NIGHT

The Scientists sit around a table.

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CONTINUED:

A SCIENTIST

We could try a diamond drill bit.
What does the skin consist of?

ANOTHER SCIENTIST

Beats me. I haven't been able to
scrape off a sample-

There is an ENORMOUS BOOM and A MASSIVE HOLE is blown in
the wall. Several of Brainiac's MUTANTS ENTER, Hestes at
the front.

SCIENTIST

What is the meaning of this?

Hestes ZAPS him with a weapon. ELECTRICITY shoots up and
down the Scientist, who crumples.

HESTES

I followed your secret passage here
from the tomb, I know you have the
corpse. Where is it?

INT. GOVERNMENT LAB - NIGHT

The Scientists lead the Aliens in and find... the
operating table is EMPTY! The body is gone.

SCIENTIST

Oh my God. It was there! I swear it
was...

DISSOLVE TO:

EXT. MISTY LANDSCAPE

We see nothing for a while except for a layer of mist a
couple of feet off of the ground. Then, Superman pops up
on all fours, raising his head above the swirling mist,
gasping for breath. He looks around, disoriented. He gets
to his feet. He is still wearing the tattered suit, no
cape, as he was at death.

He sees THE LIGHT in the distance. He starts for it, but
he is tired; we sense that he has been chasing this light
for some time. He stops as:

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TWO FIGURES IN WHITE come toward him out of the mist. Superman is stunned as they get close enough to recognize; they are JOR-EL and PA KENT, his Krypton and Earth fathers. He moves toward them, but they seem to move back even though they stand still; he can't get closer.

SUPERMAN

Pa? Pa Kent! Jor-el! Both of my fathers... wait!

He stops moving after them, and they stop receding.

SUPERMAN (cont'd)

I haven't seen you... in so long. Jor-el, I don't know you at all. I have so many questions.

(A beat)

I've missed you, pa.

PA KENT

I've been with you, son.

SUPERMAN

I'm so tired. I want to rest.

JOR-EL

There's time to answer all your questions when you come across.

SUPERMAN

How do I get to you? I've been trying, I can't reach the light.

PA KENT

Nothing's stopping you, Clark. Why are you hanging on?

SUPERMAN

I don't know, I'm confused.

JOR-EL

You need to know where you came from before you can decide where you're going.

PA KENT

Maybe you're not done back there, son.

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Superman looks at him, and seems to decide. Suddenly, he feels himself moving backwards. HIS FATHERS SHOOT AWAY FROM HIM. But it isn't them moving, it's him.

INT. TUNNEL

He is shot back through the mysterious tunnel, and the LIGHT gets smaller and smaller... He HEARS JOR-EL'S VOICE:

JOR-EL (O.S.)

Phin-yar...

Superman tumbles and rolls, faster and faster, until everything goes BLACK...

INT. CADMUS'S SHIP - WORKROOM - NIGHT

SUPERMAN'S POV: His eyes snap open and dart around the room; we see strange alien machinery hanging from the walls and ceilings; a green flash over our eyes, and then a bank of monitors along the wall; dark, shadowy corners; THE BACK OF A MAN, facing away from us, working machines.

Superman doesn't know where he is, AND NEITHER DO WE; we share his confusion.

A GREEN LIGHT moves down him and he looks up, sees A DIAGNOSTIC CROSS VIEW on A SCREEN above him. His Krypton physiology is different than ours.

Superman JERKS, then coughs. He looks through hazy eyes and sees Cadmus whip around and pick up a wrench, hold it up over his head like a weapon.

CADMUS

What the hell are you doing?

Superman bolts upright and holds a hand over his eyes, blinded by the dim light in the room. He waves his other arm out to the side, grasping for something to hold on to.

CADMUS (cont'd)

You're supposed to be dead. Scared the crap outta me.

Superman jumps up off of the slab; he is in nothing but tight shorts. Everything is thick, like he is seeing it through molasses. Cadmus seems to be swaying.

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SUPERMAN

Where am I? Who are you?

CADMUS

I'm Cadmus. You're aboard my ship-

Superman looks around at the alien technology, which is just starting to come into focus. Then he leaps across the slab and bolts out the door.

CADMUS (cont'd)

Hey!

INT. CADMUS'S SHIP - CORRIDOR - NIGHT

Superman runs down the hallway, at NORMAL HUMAN SPEED, looking for a way out. Cadmus comes after him, but he doesn't run so well.

Superman pulls doors open, looking for an exit, but all he finds are more rooms. There is junk everywhere, he has to sidestep rusty piles of metal. He trips over some stuff, and when he gets to his feet Cadmus is almost on him.

He spots A HATCH in the ceiling and runs to it, grabs the wheel.

CADMUS

Don't open that!

Superman jerks the wheel; the hatch falls open and he is knocked off of his feet by GUSHING WATER.

Cadmus makes his way to the hatch and forces it shut against the water. Superman gets to his feet, dazed. It is confusing, he is slipping and sliding in the water: Cadmus tries to hold him up, but Superman struggles.

CADMUS (cont'd)

Calm down! Relax!

Superman tries to break away. Fed up, Cadmus hauls off and punches him across the jaw, knocks him out. Superman falls, Cadmus catches him, holds him up.

CADMUS (cont'd)

Superman. Spectacular.

CUT TO:

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EXT. BRAINIAC'S SHIP - DAY

Brainiac's ship is surrounded by police. Lois is on a cell phone as Jimmy walks up with two cups of coffee.

LOIS

No movement from inside, not so much as a sneeze.

JIMMY

You look beat. Been here all night?

LOIS

I was with the rescue team until five, digging through the rubble looking for Clark.

Jimmy looks at her, find anything? She shakes her head.

INT. BRAINIAC'S SHIP - BRIDGE - DAY

Brainiac looks at A HOLOGRAM of the scene outside his ship. He waves a long bony finger over the hologram, until he settles on Lois and Jimmy. He makes a fist, as if he is holding them in his paw, raises his hand.

EXT. BRAINIAC'S SHIP - DAY

Lois and Jimmy look at each other:

JIMMY

So. You want to go in?

LOIS

Sure, let's go in.

They walk through the police line, up the gangplank and into the ship.

ROOKIE

What the..?

The ROOKIE COP tries to follow, but is ZAPPED at the force field. He watches them disappear inside.

INT. BRAINIAC'S SHIP - CORRIDOR - DAY

Lois and Jimmy step onto a LIFT. It begins to lower, and as they watch the floors pass, each of which is a marvel

(CONTINUED)

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of alien technology, with spires of electronics and banks of alien writing, we start to get a sense of the layout of the ship; they pass the OBSERVATION DECK, then down past the BRIDGE, and finally descend into the GENETICS CHAMBER.

INT. BRAINIAC'S GENETICS CHAMBER - DAY

Brainiac waits, in the shadows, as Jimmy and Lois step off of the lift. Suddenly they look around at their surroundings, and realize what they have just done.

JIMMY

What happened..?

She nudges him, look. Brainiac emerges from the shadows.

LOIS

Who are you?

BRAINIAC

Welcome, Lois. Jimmy, nice to meet you. You're much shorter than you look on television.

JIMMY

How do you know us?

BRAINIAC

Please. The functional portion of my brain is twenty thousand times larger than yours. I have the genetic traits of five hundred geniuses. I learned your language in six minutes.

He circles Lois, close to her.

BRAINIAC (cont'd)

I know your hopes. Your fears. Jimmy, I even know your secret desires.

He glances at Lois. Jimmy looks flustered, Lois surprised. She takes out her pad and pencil.

LOIS

Who are you? Where did you come from, what do you want here?

(CONTINUED)

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P1909

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BRAINIAC

So many questions. Can't you ever stop being a reporter and just be a woman?

(Close to her ear)

You'd be less lonely.

This stings her. He walks away, faces them both.

BRAINIAC (cont'd)

You two have been chosen, because of your emotional attachment to Superman, to lead the search.

JIMMY

What search?

Brainiac waves a hand; A SMALL SNAKE-LIKE COIL, like a living cable, rises from the floor and points at him. He faces it.

BRAINIAC

Attention, humans of Metropolis.

EXT. SKY OVER METROPOLIS - DAY

Brainiac APPEARS IN THE AIR, a monstrous image, filling the open sky above the towering high-rises.

BRAINIAC

I have traveled great distances.

A SERIES OF IMAGES: While he talks, Metropolitans watch his IMAGE in every SHINY SURFACE; t.v. screens, toasters, mirrors; the freshly waxed hood of a hot rod.

BRAINIAC (cont'd)

I wish you no harm, but I must have Superman's body.

EXT. BRAINIAC'S SHIP - DAY

The Mayor and Police Chief watch the HOLO IMAGE in the sky.

BRAINIAC

Bring me the corpse within the next forty-eight hours and I'll go away,
(more)

(CONTINUED)

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CONTINUED:

BRAINIAC (cont'd)
peacefully. Fail, and I will
destroy Metropolis.

INT. BRAINIAC'S GENETICS CHAMBER - DAY

Lois puts on fresh lipstick.

LOIS
Why do you want his body?

She receives no answer.

ECU: She is snapping photos with a MICRO LIPSTICK CAMERA
of the equipment, the holographic strands of numbers.

LOIS (cont'd)
I've never seen equipment like this
before... all these calculations.
Could be research. But what kind?

BRAINIAC
Your minds are so limited to linear
paths. Very well, a clue. Krypton
is the last great race, and
Superman is the last Kryptonian.

LOIS
So it's something specific? His
blood? His skin?

She notices the STRAND OF NUMBERS SWIRLING on a console.

LOIS (cont'd)
No... these ropes of numbers... DNA?

Brainiac looks at her, surprised and then annoyed.

BRAINIAC
The price of omnipotence is often
boredom, and I am bored with this.

He gestures, and the RED BUTTON rises from the floor on
its column.

LOIS
You're wrong about Krypton being
the last great race. There are
still humans.

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BRAINIAC
Humans have no traits of value.

LOIS
We have souls.

BRAINIAC
Everyone has a soul, Lois. Some
races have several.

LOIS
We can love.

BRAINIAC
Enough. Bring me Superman or I will
destroy you. Since you are capable
only of literal thought, a
demonstration.

He pushes his red button.

INT. BRAINIAC'S SHIP - LEAD LINED ROOM - DAY

THE ANNIHILATOR, a massive machine, begins to HUM...

EXT/INT. SKYSCRAPER - DAY

A CONCENTRATED BEAM FROM BRAINIAC'S SHIP STRIKES A
SKYSCRAPER. INSIDE, BEAMS VIBRATE, PLASTER falls from the
walls. Light fixtures shake, bulbs pop.

The Skyscraper EXPLODES into rubble, the equivalent of the
Empire State Building blowing apart. ON THE STREETS,
people scream and run from the falling debris.

EXT. BRAINIAC'S SHIP - DAY

The Mayor and the Police Chief take cover as debris falls.
They look up at the figure of Brainiac in the sky.

BRAINIAC
Forty-eight hours.

He disappears. The Mayor and the Police Chief notice
FLASHES OF LIGHT from their wrists, and look at their
watches.

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CONFIDENTIAL

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P1912

CONTINUED:

INSERT: The Mayor's Watch: the face has been replaced with an LED readout, 48:00:00 and counting backwards, in seconds.

MONTAGE OF IMAGES: EVERY CLOCK IN METROPOLIS changes; wrist watches, dashboard clocks, kitchen clocks, clocks on banks, the clock tower at the center of town. They all become literal ticking clocks, and they are down to 47:59:30.

EXT. PENTHOUSE APARTMENT - DAY

The Woman we saw earlier, with the bone-like fingers, looks across town at the clock tower. We see her from the back, her LONG WHITE HAIR SPARKLING WITH DIAMONDS. WE TRACK around her, but when we are about to see her face she turns and goes inside.

INT. PENTHOUSE APARTMENT - DAY

SEVERAL MALE MODEL TYPES are strewn about in satin sheets and pillows. AN IMPOSSIBLY LONG PAIR OF SEXY FEMALE LEGS walks through the Men. The legs are BONE WHITE, alabaster.

She steps on a Man's hand as she passes, CRUNCHING bones. He howls, but she keeps walking, oblivious.

PAN UP to REVEAL SILVER BANSHEE, six feet tall, ghost white, with a face like a gorgeous skull and long white hair that she wears like a cape. DIAMONDS are woven into her hair, draped around her neck.

She mounts a THRONE MADE OF HUMAN BONES; the entire Penthouse is filled with bones, all of the furniture is made of them. DIAMONDS hang from everything, piles of the shimmering stones are underfoot.

TWO MALE GUESS MODEL TYPES kneel before her; every man in the joint could have been pulled from the pages of GQ. She has A DEEP SCOTTISH BROGUE.

BANSHEE

What tribute have you brought me?

The Men dump their sacks out at her feet; more DIAMONDS.

BANSHEE (cont'd)

Is this all?

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MALE MODEL

I'm sorry, Silver Banshee. You have half the diamonds in Metropolis-

BANSHEE

Half? I will have them all! Do you understand me? I WILL HAVE THEM ALL!

She yells this, dragging out the "all". As her voice fills the room, the Men fall to the floor, grabbing at their ears. Blood trickles from their ear drums. She kneels over the fallen Model, who is still clutching his ears in pain.

BANSHEE (cont'd)

Don't make me raise my voice again.

She lets the diamonds trickle through her fingers.

BANSHEE (cont'd)

Fear not, little man. With Superman dead, I can go out at last. I can round up the diamonds meself.

She picks the Model up and heaves him over her shoulder.

INT. PENTHOUSE BEDROOM -- DAY

On the faces of SEVERAL MODEL TYPES cowering in the corner as they HEAR SILVER BANSHEE CRYING OUT IN ECSTASY OFF SCREEN. As her ecstasy builds, so do her cries; the Men suffer great pain, their hands over their bleeding ears.

As her passion crescendoes, MIRRORS BREAK, GLASSES and BOTTLES SHATTER. The Men writhe.

WE PAN ACROSS THE ROOM and find the Male Model she carried in sprawled across the FOUR POSTER BED MADE OF HUMAN BONES, his ears bleeding, dead. Silver Banshee sits back smoking a thin cigarette. She puts her boot against the dead Model and shoves him off the bed with a THUMP. To the other Male Models:

BANSHEE

Boil the bones clean.

(A beat)

Men. Can't live with 'em, can't kill 'em fast enough.

CUT TO:

CONFIDENTIAL

WB010865

P1914

EXT. SUBURBAN METROPOLIS/INT. CAR - NIGHT

DR. TORVAL, a middle aged scientist, pulls up to his house. A PURPLE FIST PUNCHES THROUGH THE ROOF. Parasite tears the roof off and pulls Torval out.

PARASITE

Hey, doc. Don't recognize me, do you?

TORVAL

N-n-n-no...

PARASITE

Rudy. You know, "Rudy, empty this garbage. Rudy, scrub the floor in the lab. Rudy, kiss my ph.d. behind".

TORVAL

What's happened to you?

PARASITE

Beats me, that's your department. All I know is, I'm gonna put my hand on your head, you're gonna die, and I'm gonna suck up all your smarts. That's what happened with the others, I got their brains. I know what E=MC square means! Up to yesterday, I thought MC square was a rap singer.

TORVAL

Rudy... I can help you....!

PARASITE

Yes you can.

He grabs Torval's head and SUCKS HIS LIFE FORCE OUT. Parasite finishes absorbing the doctor, hops off of the car and spins around, holding his own head. He HEARS A VOICE.

HESTES (O.S.)

Parasite.

Parasite smacks his head, thinking he's hearing voices. Then he turns and sees Hestes standing behind him.

(CONTINUED)

CONFIDENTIAL

WB010866

P1915

CONTINUED:

PARASITE

Whoa. You're not from around here,
are you?

INT. JEWELRY MART - NIGHT

Silver Banshee stands in the middle of the Mart and WAILS, a high pitched, eerie sound. GUARDS, CLERKS and CUSTOMERS collapse, knocked out cold by the sound.

THE DISPLAY CASES SHATTER under the onslaught of her voice. Her Male Models gather up the jewelry. She reaches into one bag and pulls out a string of PEARLS, tosses them.

BANSHEE

Diamonds only.

She begins to make a LOW, DEEP SOUND with her voice, directed at THE VAULT. CRACKS APPEAR. She makes her sound louder, and THE VAULT-DOOR SHATTERS, the steel girders snap like twigs.

She steps over the rubble and into the vault, fills a canvas bag with diamonds.

BANSHEE (cont'd)

Diamonds are a ghoul's best friend.

As she EMERGES, she sees Hestes. She SNARLS at him.

HESTES

I bring an invitation.

CUT TO:

INT. DARK CORRIDOR - NIGHT

WE ARE IN A DREAM. Clark Kent walks along. He looks down, notices BLOOD on his white dress shirt. He touches the blood, rubs it on his fingertips. As he watches, more BLOOD spreads on his shirt.

He looks around until he spots a mirror, removes his tie as he walks over to it. His shirt is all bloody now; he grabs the shirt, tears it open, REVEALING:

The SUPERMAN EMBLEM, BLOOD dripping from the curving "S". His GLASSES CRACK, the glass falls away.

CONFIDENTIAL

WB010867

P1916

INT. CADMUS'S SHIP - NIGHT

Superman wakes up sharply. He looks around, finds that he is wearing loose silk clothing he didn't have before.

He makes sure he's alone, then picks up AN IRON CROWBAR from the floor. He tries to bend it. He struggles, intense, but the crowbar will not bend.

INT. CADMUS'S SHIP - WORK ROOM - NIGHT

Cadmus tinkers with something on his workbench.

CADMUS

Come on, ya cheap piece of...

He whacks whatever he is working on several times with a mallet, loud clangs reverberating through the ship. Superman ENTERS behind him, the crowbar in his hand like a weapon. Cadmus senses him, looks up.

CADMUS (cont'd)

I'd like to have a cigar first if you're planning to bash my brains in.

SUPERMAN

I want some answers.

CADMUS

I brought you here, in order to keep your body away from Brainiac. I didn't expect you to be in it.

SUPERMAN

Who is Brainiac?

CADMUS

He's the one who sent that overgrown steroid to kill you.

After a moment, Superman sets the crowbar down.

SUPERMAN

All right. Let me out of here so I can return the favor.

CADMUS

We're underwater, kid. Under the North Pole. It can wait-

(CONTINUED)

CONFIDENTIAL

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P1917

CONTINUED:

SUPERMAN

It can't wait! He nearly killed me!
Get this tub to the surface.

CADMUS

Correct me if I'm wrong, but aren't
your powers gone?

Superman doesn't answer, but it is clear Cadmus has him.

INT. CADMUS'S SHIP - TRAINING ROOM - NIGHT

Cadmus and Superman step over piles of stuff, everywhere
you go in this ship it is claustrophobic with junk. Also,
the ship is an amalgamation of alien technologies; every
room seems like it comes from a different ship..

CADMUS

Maybe the Kryptonite knocked your
powers out of whack. We'll get 'em
back. I'm gonna throw together some
kind of training deal here.

Cadmus tries to add a piece to the thing he is building,
but it doesn't fit. He digs through a junk pile.

CADMUS (cont'd)

That's the problem using all this
different alien junk, none of it
fits together.

He takes a sledge hammer and breaks holes in the floor.

SUPERMAN

Why did he want my body?

CADMUS

He's been all through the universe,
finding the smartest races. He
takes their DNA, then destroys them
so no one else can get ahold of it.
He puts their DNA into himself, get
it? He's building himself. He wants
to be the supreme grand yahoo of
the whole shooting match. Help me
look for one of them tubes, it's
about yay long, this big around.

(CONTINUED)

CONFIDENTIAL

WB010869

P1918

CONTINUED:

Superman digs through the junk. Cadmus pieces together a gigantic contraption, like a jungle gym, moving around it, pounding and occasionally cursing under his breath.

CADMUS (cont'd)

All that alien DNA is incompatible.
He'll fall apart in a matter of
hours if he doesn't stabilize. OW!
Son of a...

He angrily tosses his hammer across the room, then finds an alien looking wrench, starts tightening fittings.

CADMUS (cont'd)

Your Krypton DNA will act as a
binder to hold him together, if he
hurries.

SUPERMAN

You know a lot about him.

CADMUS

I been chasing him for a couple
hundred years, kid. Hard years.
Always a step behind, too damn late.

(A beat)

But I got here in time. There are
no accidents, you're still alive
for a reason, and it's him. You can
knock him into the next millennium.

(Snaps his fingers)

I know where it is.

INT. CADMUS'S SHIP - WAREHOUSE - NIGHT

A DOOR WHOOSHES OPEN, REVEALING Superman and Cadmus in SILHOUETTE. This is the biggest room in the ship, and also the most loaded with junk. The room itself is strange, it looks like the inside of a lung. Each pile of junk has a SILVER ORB in it.

SUPERMAN

What is all this?

CADMUS

Crap. Dusty artifacts from all the
planets Brainiac has destroyed.
(more)

(CONTINUED)

CONFIDENTIAL

WB010870

P1919

CONTINUED:

CADMUS (cont'd)

(Sighs)

This is like a needle in a haystack, one of these days I gotta organize and tag all this stuff.

Superman rolls one of the silver orbs over with his fingertips.

CADMUS (cont'd)

Don't pick that up unless you want a ride. These orbs are Carilleean technology. Like living history, they record everything that happens on a planet from the moment I arrive until Brainiac destroys it.

He points to a small pile.

CADMUS (cont'd)

That's my world, there. Didn't get much. No warning, it was the first planet he destroyed. His home world.

Cadmus pulls out a small metal tube, victory. Superman looks over some piles of junk in the back.

CADMUS (cont'd)

Ah! Got you, you little... hey! Don't go back there, kid.

PUSH IN on Superman as he realizes what he's looking at.

SUPERMAN

These things are from Krypton.

He reaches for the Silver Orb on the Krypton pile.

CADMUS

Don't touch that!

Superman ignores him, picks it up and turns it over in his hand. He turns to face Cadmus and finds himself in:

INT. KRYPTON ICE CAVERN - DAY

The place shakes, ice crumbles from the walls. There is a GREEN CAST to everything. Superman stands on a ledge, dressed as he was on the ship, holding the silver orb.

(CONTINUED)

CONFIDENTIAL

WB010871

P1920

CONTINUED:

He HEARS A SCREAM and looks up as A KRYPTON MAN falls from a high ledge and disappears into the cavern below. Superman puts his hands up to protect himself from falling rocks, spots a tunnel, follows it out.

EXT. KRYPTON SURFACE - DAY

Superman comes out of the cave, holding the orb, and looks out over Krypton. There is a magnificent, gleaming city below him, green spires reaching to the sky. A gorgeous planet. Superman is overwhelmed.

One of BRAINIAC'S INVISIBLE FIGHTERS SHOOTS LASERS overhead. Superman follows the BLASTS, and sees A WINDOW in the side of the hill nearby. Inside he sees figures moving about; he walks over and looks in.

Inside, among the falling debris, his father JOR-EL prepares a small space capsule. His MOTHER holds A BABY; it is him.

INT. JOR-EL'S HOME - DAY

Superman ENTERS and walks to the capsule, where his father and mother, LARA, stand together. She holds the baby.

LARA

Why earth, Jor-el? They're primitive.

SUPERMAN

Mother? It's me, Kal-el.

BUT THEY CAN'T SEE OR HEAR HIM.

JOR-EL

His dense molecular structure will make him strong in their atmosphere.

LARA

He'll be a freak there. An outcast.

SUPERMAN

Father, look at me.

JOR-EL

He'll be invincible. Safe.

(CONTINUED)

CONFIDENTIAL

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P1921

CONTINUED:

LARA

Isolated. Alone.

JOR-EL

He'll be alive.

A BLAST HITS OUTSIDE, debris falls from the roof. Jor-el takes the baby from its mother and kisses him on the head; like the earth family he saw in their apartment.

Superman watches Jor-el set the child into the capsule. Lara cries against Jor-el's chest as the capsule closes.

EXT. JOR-EL'S HOME - DAY

The CAPSULE SHOOTS OUT, and zooms away into space.

A HIGH SHOT FROM ABOVE: Jor-el and Lara stand in the window and watch it go, in each other's arms, Superman behind them.

JOR-EL

Be safe, Kal-el.

The PLANET LITERALLY EXPLODES around Superman. He catches a last glimpse of Jor-el and Lara holding each other tight as they VAPORIZE in the debris.

SUPERMAN

No!

He drops the silver orb...

INT. CADMUS'S SHIP - WAREHOUSE - NIGHT

The Silver Orb rolls across the floor to Cadmus's feet. He picks it up and looks at Superman, whose eyes are red. Neither of them say anything for a long time. Then:

SUPERMAN

Brainiac destroyed Krypton.

CADMUS

I told you, he's not exactly going around adopting puppies.

SUPERMAN

I have to go after him.

(CONTINUED)

CONTINUED:

CADMUS

Be my guest. In your condition I
give you about eight seconds before
he flattens you.

SUPERMAN

Then help me get my powers back.

CADMUS

(After a beat)

Even with your powers, I'm not sure
you could take him.

SUPERMAN

At least give me a shot.

CUT TO:

INT. BRAINIAC'S SHIP - OBSERVATION DECK - NIGHT

Parasite ENTERS and sees Silver Banshee.

PARASITE

I seen you on the news. You're that
chick, Silver bedsheets or
something.

BANSHEE

My name is Silver Banshee.

PARASITE

Whatever. Call me Parasite.

BANSHEE

How refreshing. A man who admits
he's a parasite.

He moves toward her. She growls, low in her throat; they
are about to tear into one another when Brainiac APPEARS
as if out of a mist, on a platform above.

BANSHEE (cont'd)

Where did you come from?

BRAINIAC

I have been in the room all along.
My superior mental powers cloaked
me from your inferior brains.

(CONTINUED)

CONFIDENTIAL

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P1923

CONTINUED:

PARASITE

Nice to meet you too, pal.

BRAINIAC

If these fools do not find Superman's body in time, I will destroy this planet and both of you with it.

PARASITE

Sez you.

Brainiac gestures; Parasite and Silver Banshee both drop to their knees, held there by his power.

BRAINIAC

I need you to take over Metropolis. Become my... Board Of Directors of Crime. When I leave, you will rule.

BANSHEE

With Superman dead we can do as we please. Why should we work for you?

Brainiac gestures, and THE FLOOR OPENS UP UNDER PARASITE AND SILVER BANSHEE; they drop.

INT. BOTTOMLESS PIT

Parasite and Banshee free fall. They try and grab hold but the walls are slick. As they tumble, they see the bottom of the pit rushing up at them; it is inhabited by unimaginable, EVIL LOOKING CREATURES, something between a tarantula and a scorpion. There are several of them, snapping hungrily.

Parasite and Silver Banshee frantically try to stop their fall, but the beasts rush up at them, snapping, reaching...

INT. BRAINIAC'S SHIP. - OBSERVATION DECK - NIGHT

Parasite and Silver Banshee open their eyes; they are still aboard Brainiac's ship on their knees, it was all in their minds. Brainiac hovers over them, imposing.

BRAINIAC

Any more questions?

CONFIDENTIAL

WB010875

P1924

INT. MAYOR'S OFFICE - NIGHT

The Mayor and two of his AIDES work late, looking out the PICTURE WINDOW at the mess that is Metropolis below; FIRES and RIOTS, looting, etc, all in the very distant b.g.

The DOORS BLOW OPEN and Parasite ENTERS, the Mayor's GORGEOUS ASSISTANT trailing behind him.

ASSISTANT

You don't have an appointment-

PARASITE

Don't need one, Babycakes.

MAYOR

What's the meaning of this?

PARASITE

Not doin' too swift a job there, Mr. Mayor, this town's going to hell. Hey, I know what. I'll be mayor.

MAYOR

You're insane.

His Aides make a move toward Parasite, who grabs them each by the top of the head, forces them to their knees and SUCKS THEIR LIFE FORCES OUT. He lets their husks fall, and turns to the pretty assistant, energy dancing off of his fingertips.

PARASITE

You can be...

(To the Mayor)

No, you...

(To the Assistant)

No, you can be my deputy mayor.

He picks up the Mayor's nameplate, tosses it. He goes to the wall and WRITES with the ENERGY DANCING OFF OF HIS FINGERTIP, literally BURNING the letters into the wall.

ANGLE FROM OUTSIDE PICTURE WINDOW: PULLING BACK TO REVEAL what he has written, in angular scrawl:

HIZZONER MAYOR PARASITE

CAMERA PULLS AWAY, over the burning city, while Parasite stands in the window, the Mayor at his feet...

CONFIDENTIAL

WB010876

P1925

INT. POLICE STATION - NIGHT

THE CHIEF OF POLICE comes down the stairs, surrounded by UNIFORMED OFFICERS. He walks into the Squad Room and finds OFFICERS on their knees, Silver Banshee standing above them.

CHIEF

Why are my men on their knees?

BANSHEE

What better place for male swine?

CHIEF

Who are you?

BANSHEE

I am the Chief Of Police.

The Cops OPEN FIRE on Banshee, but she begins to WAIL. They drop their guns, cover their ears, fall, passing out.

When they are down she goes to the Chief, pulls off his Chief hat and sets it on her long silver mane. She pins a gigantic diamond, roughly in the shape of a badge, on her chest.

INT. JAIL - POLICE STATION - NIGHT

Silver Banshee stands at the end of the corridor and WAILS. CELL LOCKS BURST, and CRIMINALS swarm to freedom.

EXT. METROPOLIS - NIGHT

VARIOUS SHOTS: METROPOLITES search warehouses, hospitals, alleys; some dig up graveyards; all in the search for Superman's body. A man checks his watch. It reads: 30:14:00.

CUT TO:

INT. CADMUS'S SHIP - NIGHT

A SHORT MONTAGE of Cadmus training Superman; jogging in the corridor, doing sit-ups while Cadmus yells at him to push harder, one-armed pull-ups on an exposed pipe, stacking huge piles of scrap iron.

CONFIDENTIAL

WB010877

P1926

INT. CADMUS'S SHIP - TRAINING ROOM - NIGHT

Cadmus works the controls, chewing a fat cigar, as Superman dodges an array of crudely jury rigged obstacles; lasers fire, big blades swing down from the ceiling and up from the floor, metal pipes thrust out at him. While Superman is very swift and strong, he isn't doing anything that an extremely fit human couldn't do.

CADMUS

You think too much! Use instinct!
You got instincts, don't you?

Superman dodges a thrusting iron rod, spins around. Cadmus works the controls, biting his tongue; it is like Superman is in a videogame and he is the player... the closer he gets to whacking him, the more carried away he gets.

A swinging rod smacks Superman in the back of the head. Cadmus shouts triumphantly, then catches himself and shuts off the apparatus. Superman rubs his head, frustrated, as Cadmus comes down and resets the obstacles.

SUPERMAN

It's frustrating, like when you
can't remember something important.

CADMUS

Maybe you oughta use your Phin-yar.

SUPERMAN

What's that?

CADMUS

Nothing, just a joke.

SUPERMAN

I want to know.

CADMUS

Kid, it's a legend. A story. This
thing's reset, let's work.

He sees that Superman won't give up, sighs.

CADMUS (cont'd)

Some mumbo-jumbo I heard about
Krypton warriors, it's supposed to
be an ancient way of seeing. Phin-
yar says that a warrior's strength
comes from three sources; his
(more)

(CONTINUED)

CONTINUED:

CADMUS (cont'd)
physical power, his connection
between his heart and mind, and his
ability to look within his enemy to
find his weakness.

(A beat)

Try to get by me, to the water
bottle. Go on, I won't hurt you too
bad.

Superman goes to step around Cadmus. With minimum effort
Cadmus deflects him, and Superman finds himself turned
around. He tries the other side. This time he pushes,
Cadmus barely reacts; Superman winds up on the floor.

SUPERMAN

This is Phin-yar.

CADMUS

No, I ain't a Kryptonian. What I'm
doing is physical, using your
strength against you. Phin-yar is
the same, only it ain't physical,
it's spiritual. Like seeing energy.

Superman barrels into him, tries to force his way past.
This time Cadmus flips and throws him, hardly moving a
muscle, and Superman tumbles into a pile of equipment. He
disentangles himself, finds Cadmus grinning like a
cheshire cat.

CADMUS (cont'd)

Got my blood going. Time was I
could kick some serious...

SUPERMAN

So Phin-yar is a deeper function of
my X-ray vision.

CADMUS

That's the thing. By entering an
almost meditative state, Krypton
warriors could see the movement and
flow of their opponent's energy.

(A beat)

Told you it sounded like crap.

CONFIDENTIAL

WB010879

P1928

INT. CADMUS'S SHIP - CORRIDOR - NIGHT

WE MOVE just ahead of Superman, watching him run and shadow box. He turns corner after corner, using the piles of junk as hurdles, leaping over them. He is in pretty amazing shape, even for a Superman.

INT. CADMUS'S SHIP - GALLEY - NIGHT

Superman comes in, sweaty, and finds Cadmus smoking a cigar.

SUPERMAN

Those things aren't good for you.

CADMUS

I'm six hundred and forty years old, what the hell do I care?

SUPERMAN

Get up, we've got work to do.

CADMUS

Relax, eat some rice.

SUPERMAN

How can you sit here, smoking? The man who destroyed your world is out there!

CADMUS

A word of advice. Don't make this all about vengeance.

SUPERMAN

It works for you.

CADMUS

Sure, I want him dead, maybe more than you do. The rage is okay, but you got to have the strength and the will to go with it. You go running after him all hopped up and seeing red, he'll rip your lungs out.

SUPERMAN

You don't know me.

(CONTINUED)

CONFIDENTIAL

WB010880

P1929

CONTINUED:

CADMUS

Come on. You been in Metropolis your whole life and you've known me two hours, you tell me. Who have you got more in common with? We're two men without a world.

SUPERMAN

I want him, Cadmus..

CADMUS

We'll get him, kid. But do it right. Get your heart connected to your mind, your powers will come.

(A beat)

Eat some rice.

SUPERMAN

Suppose they don't come back.

CADMUS

Come on, I want to show you something.

INT. CADMUS'S SHIP - WORK ROOM - NIGHT

Cadmus hits a switch. A PANEL OPENS in the wall to REVEAL:

A BLACK SUPER SUIT, covered with high tech gizmos. It is pieced together from alot of different kinds of science; like everything else on Cadmus's ship, it is a bizarre patchwork.

CADMUS

I've been screwing around with this.. When it's done, it should be able to do everything you used to do, except fly. It's got hydraulics in the arms, goggles for X-ray vision. The accelerators on the boots will give you super speed, and the blasters here provide super breath. Also, there's a micro force field to make you bullet proof. At least, that's the idea, can't promise anything.

SUPERMAN

Help me put it on, I'll try it.

(CONTINUED)

CONFIDENTIAL

WB010881

P1930

CONTINUED:

CADMUS

The hell you will. I'm only building this in case your training doesn't work out.

SUPERMAN

If the suit works I won't need training. He's out there now-

CADMUS

He'll be out there tomorrow. We got some time, we'll get you in shape.

After a beat, Superman nods, you win.

INT. CADMUS'S SHIP - TRAINING ROOM - NIGHT

Cadmus works the controls as Superman works out, hard, dodging the obstacles. He gets knocked down, and Cadmus turns off the equipment.

SUPERMAN

I used to be able to do this stuff without breaking a sweat.

CADMUS

There are no accidents. Don't be so impatient to get your powers back, think about why you lost them. What are you supposed to learn from it?

SUPERMAN

I'm beat. Let's call it a night.

INT. CADMUS'S SHIP - NIGHT

Cadmus lies on his back on his bunk, fast asleep. His SNORES rumble like a grizzly bear.

Superman appears in the doorway, back lit, in silhouette. He makes sure Cadmus is asleep, then slips away.

INT. CADMUS'S SHIP - WORK ROOM - NIGHT

A SERIES OF CUTS as Superman dons the suit. Then we see a full shot of him in his new outfit:

(CONTINUED)

CONFIDENTIAL

WB010882

P1931

CONTINUED:

Aside from all the makeshift gizmos, there is a SILVER "S" on the chest and a long black cape lined with red on the inside. He is an impressive sight.

EXT. METROPOLIS RESERVOIR - NIGHT

PANNING PAST THE SIGN:

METROPOLIS MUNICIPAL RESERVOIR

The WATER BUBBLES, and the TOP OF CADMUS'S SHIP breaks the surface. A hatch opens, and Superman pops up. he looks around, gets his bearings.

SUPERMAN
(Sarcastic)
The North Pole.

CUT TO:

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Parasite and Silver Banshee wait as Brainiac grimaces through the pain that is eating him from the inside. He is starting to physically degenerate; his brain shows a little more, his eyes are slightly sunken.

BRAINIAC
Is everyone working in the search
for the corpse?

PARASITE
The whole city.

BRAINIAC
Do I have your word on that?

BANSHEE
No one has slipped through.

Brainiac looks at her for a moment, then waves his hand.
A HOLOGRAPHIC IMAGE appears of SOME CHILDREN in metal cots.

PARASITE
They're little kids.

(CONTINUED)

CONFIDENTIAL

WB010883

P1932

CONTINUED:

BRAINIAC

"Everyone" is a simple word, common
in your language. Familiarize
yourself with it.

CUT TO:

INT. ORPHANAGE - NIGHT

We start on a CLOCK on the mantel, which reads 24:23:19,
and PAN to REVEAL

A small boy, ZACK, looking out the window at the sky. He
watches A SHOOTING STAR zoom by overhead. An orphanage
worker, CAROLINE, scoops him up and joins the other
CHILDREN and WORKERS being herded out by Silver Banshee.

ZACK

I saw an angel.

CAROLINE

Oh, sweetheart. There's no such
thing as angels.

They EXIT in the herd.

EXT. ORPHANAGE - NIGHT

The Children and Orphanage Workers are herded into the
back of a VAN by Parasite, Silver Banshee and her Male
Models.

PARASITE

Climb on in, kiddies, there's candy
and toys at the end of this. That,
or back breaking, excruciating
slave labor, I can't remember which.

ZACK

Why are you purple?

PARASITE

God's punishing me.

ZACK

How come?

(CONTINUED)

CONFIDENTIAL

WB010884

P1933

CONTINUED:

PARASITE

Because when I was a kid, I
WOULDN'T DO WHAT GROWN UPS TOLD ME!

Zack practically leaps into the van. Silver Banshee CLIMBS
THE VAN and kneels on the roof.

BANSHEE

All right, you wee nasty haggis,
let's move this bucket of bolts.

She BLOWS HER POLICE WHISTLE.

PARASITE

I never wanted to be a whistle so
bad.

The Van pulls out. Parasite KICKSTARTS A HARLEY and
follows.

EXT. METROPOLITAN BRIDGE - NIGHT

UNDERNEATH, the Children are given digging tools and put
to work by the Male Models. Parasite and Silver Banshee
supervise from the bridge above.

PARASITE

So, Banshee, baby, where you from?

BANSHEE

Scotland.

PARASITE

No kiddin'? Jersey, myself. How'd
you get like this?

BANSHEE

This ring is cursed. I was a
singer, had myself a beautiful
voice. I fell in love, but me man
was taken by a sorceress. She gave
me this ring, which I can never
remove. Now me voice is only a
weapon of destruction.

PARASITE

That's gotta suck. So, you seeing
anybody?

(CONTINUED)

CONFIDENTIAL

WB010885

P1934

CONTINUED:

BANSHEE

You're such a man. Talk, talk, and more talk. If it's me you're wanting, don't tell me. Show me.

EXT. METROPOLITAN BRIDGE - NIGHT

UNDERNEATH THE BRIDGE, THE NEW SUPERMAN swiftly climbs the metal grating. He jumps up into the work area, looks at the laboring orphans, and plows into the Male Models, tossing them aside like bowling pins.

One of them grabs up a MACHINE GUN and FIRES at him; the bullets ricochet off of him and blow the Male Model to pieces.

UP ABOVE:

PARASITE

Who is that cat?

BANSHEE

Let's find out.

They jump down under the bridge. Banshee executes a perfect ten-point landing, but Parasite tumbles and rolls to his feet. They look around, but Superman is gone.

PARASITE

Must've seen me com-

Superman swings down from the beams above and kicks Parasite in the back of the head, knocking him off of his feet.

Superman turns to Silver Banshee. She PICKS UP PARASITE'S HARLEY, raises it over her head and THROWS IT at Superman.

PARASITE (cont'd)

Not the Harley!

Superman catches it, uses the hydraulics on his arms and BREAKS IT IN HALF, tosses the pieces aside.

PARASITE (cont'd)

I'm gonna need more strength.

He grabs a LITTLE GIRL, but Superman kicks his hand away from her head. He punches Parasite, rocks him. Silver

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CONTINUED:

Banshee closes in; Superman BLOWS, knocking her back a few yards. The breath dies, he smacks the device, and the breath kicks in again. It knocks her against the wall, but the retort almost knocks Superman off of his own feet.

PARASITE (cont'd)

Who is this cat?

INT. HELICOPTER - NIGHT

Lois and Jimmy ride in the back of a WGBS NEWS CHOPPER.

LOIS

Look for anywhere we haven't thought of where the body could be hidden.

PILOT

Mr. Olsen? There's something going on at the bridge.

JIMMY

Take us in.

EXT. OVER METROPOLIS RIVER - NIGHT

The Chopper swoops around and heads for the action.

EXT. METROPOLITAN BRIDGE - NIGHT

Silver Banshee starts to WAIL at Superman. He hits a SMALL BUTTON on his BELT.

ECU: Tiny EARPLUGS rotate and slip into his ears.

Parasite and Banshee look up at the SOUND of the Chopper. Jimmy and Lois are at the open door of the CHOPPER, hovering near them.

INT. HELICOPTER - NIGHT

Lois picks up the T.V. CAMERA.

JIMMY

I'll show you how to use it, it's complicated.

(CONTINUED)

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CONTINUED:

LOIS

Got it.

She starts shooting the scene below.

EXT. METROPOLITAN BRIDGE - NIGHT

Superman faces Parasite and Silver Banshee. He goes to pick up one half of the Harley, but HIS HYDRAULICS FAIL. He tinkers with the device, but they aren't responding.

Parasite and Silver Banshee PICK UP THE VAN and lob it at Superman. He holds up his arms to catch it, but it lands on him, CRUNCH. There is a pause, they glance at each other. Parasite goes forward to check it out.

The REAR DOOR of the Van pops open and Superman punches Parasite, knocks him head over heels off of the bridge. His suit is torn across the chest.

UNDER THE BRIDGE Parasite grabs a pipe and hangs there, watches Lois and Jimmy shoot his picture from the chopper.

SUPERMAN

(To Caroline)

Take the children.

Caroline gathers the kids. Superman turns on Silver Banshee. She wails at him again, to no avail. He advances.

The CHOPPER RISES UP beside the bridge and Superman SEES LOIS. He stops in his tracks for a moment.

LOIS POV: THROUGH T.V. CAMERA: The new Superman is there, but he is in shadow, hard to see:

LOIS

Who is he?

Silver Banshee picks half the Harley up and swings it like a baseball bat, smacks Superman. He turns angry, and PUNCHES HIS WAY through the Harley, getting closer to her. His hydraulics are obviously working again.

Parasite climbs up from under the bridge and sees the Children fleeing. He grabs A TEACHER slams him against the wall, holds his head and SUCKS HIS LIFE FORCE.

Silver Banshee THROWS what's left of THE HARLEY.

(CONTINUED)

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CONTINUED:

JIMMY

Look out!

THE HARLEY HITS THE BLADES OF THE CHOPPER. The blades break, and the Chopper starts to fall...

Superman goes to jump, but remembers he can't fly. He watches helplessly as the Pilot manages to steer the Chopper into the soft dirt, where it lands with a THUD.

Superman scrambles across the bridge, looks down.

LOIS CLIMBS OUT AND HE WATCHES HER; it is a long moment, almost in SLOW MOTION, she is so beautiful to him. It is like his heart stops. She looks up, and for a fleeting moment they make eye contact. He is wearing his visor, so she doesn't get a good look at him, but his heart melts.

He climbs off through the inner workings of the bridge.

EXT. METROPOLITAN BRIDGE - NIGHT

UP ABOVE: The Children and teachers run across the bridge.

UNDERNEATH: Parasite and Silver Banshee are arguing.

PARASITE

Whoever he is, he's tough. I say we regroup until we know more about him!

BANSHEE

Silver Banshee does not run away.

PARASITE

Don't think of it as running away. Think of it as-

Superman TEARS UP THROUGH THE BOTTOM OF THE BRIDGE and stands facing them. He is very imposing in his black suit.

PARASITE (cont'd)

Think of it as running away.

He moves in on them, relentless, like a terminator. Silver Banshee gets an idea, starts her high pitched WAILING.

HIGH OVER HEAD, THE SUSPENSION CABLES on the bridge start to SNAP. The Bridge lurches, Superman loses his footing.

(CONTINUED)

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CONTINUED:

The Children SCREAM.

CAROLINE

Keep moving, everyone! Hold your
buddy's hand!

Silver Banshee keeps WAILING, and the CABLES keep snapping. Superman realizes what she is doing, and swiftly CLIMBS THE STRUCTURE. He reaches the top of the bridge EXACTLY AS:

THE ENTIRE BRIDGE BREAKS LOOSE and starts to fall. Superman CATCHES THE TWO MAIN CABLES. He stands on top of the bridge, straining, literally holding the massive bridge up.

PARASITE

Nice pipes.

She gracefully swan dives off the bridge; he cannonballs.

EXT. RIVER - NIGHT

Parasite and Silver Banshee hit the water and start to swim downstream. He does a frog stroke, spits some water.

PARASITE

I won't tell the big cortex about
this if you don't.

PAN UP to Lois and Jimmy on the shore. Jimmy is working the CAMERA now, Lois is watching Superman.

EXT. METROPOLITAN BRIDGE - NIGHT

Superman strains, pulling the cables that hold up the bridge. The Children are mostly ashore, just a few stragglers hurrying along. He slips a little, the bridge lurches. The Kids scream, the Teachers urge them on.

Superman ties the cables off as the last children make it ashore. Caroline holds Zack in her arms.

CAROLINE

I was wrong. Maybe there are angels.

Superman hangs off the side of the bridge, scanning the surface of the river.

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SUPERMAN'S POV: NEW STYLE X-RAY VISION: He can see everything underwater; swimming fish, old tires, garbage, a skeleton with its feet in a concrete block, but no sign of Parasite or Silver Banshee.

CUT TO:

INT. LOIS'S APARTMENT - NIGHT

Lois sleeps with her head on the desk. In the background the TELEVISION IS RUNNING FUZZY SNOW, forgotten. Her CLOCK reads: 18:17:00.

She HEARS GENTLE RAPPING at her window, sits up; can it be? She runs out.

EXT. LOIS'S TERRACE - NIGHT

The GENTLE RAPPING continues as Lois slides the door open and finds:

A BIRD tapping on her bird feeder. Her heart falls. HER DOORBELL RINGS; she goes back inside.

INT. LOIS'S APARTMENT - NIGHT

There is little light other than the GLOW of the TELEVISION playing back the footage of Superman at the bridge. Lois and Jimmy watch it, but is grainy, shot at night without lights, and they can't get a good look at him. Jimmy FREEZE FRAMES an image of the mystery man holding the bridge up.

JIMMY

If I didn't know better, I'd swear it was Superman.

LOIS

Superman is dead.

There is an awkward pause, and Jimmy pops the tape out of the machine.

JIMMY

You've got to get off the paper, Lois. T.V. is the future.

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LOIS

You sound like Perry's worst nightmare.

(A beat)

I wish they'd find Clark.

JIMMY

They're not going to.

LOIS

He out there somewhere.

JIMMY

No, he's not. You need to face it.

LOIS

(Angry)

Don't tell me how to feel! Everyone is always telling me what I need, I... I know how to take care...

Lois waves a hand, trying not to be emotional. She sips her drink.

LOIS (cont'd)

I thought of a few places the body could be. Research facilities, a couple of strange cults with grudges against Superman.

JIMMY

Have you even let yourself cry yet?

LOIS

Don't. I'm glad I have all this to keep me busy.

JIMMY

That's the nature of our job, isn't it? There's always something bigger than ourselves to distract us. But you'll have to face it sometime.

She pours another drink and sits across from him.

LOIS

I can't believe Clark is missing. In a way, Superman was more of a fantasy to me than a real man. He
(more)

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P1941

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LOIS (cont'd)
 was this perfect dream lover...
 like a movie star. But Clark. Clark
 was so... human. He was always
 there for me. I can't believe
 anything could happen to Clark.

(A beat)

It's funny. I used to think if I
 could mix the two of them, they'd
 make the perfect man.

(A beat)

And now they're both gone.

INT. LOIS'S APARTMENT - NIGHT

Lois sees Jimmy out the front door. He kisses her on the forehead, and once he's out she LOCKS the door; there are five heavy duty locks, and she latches every one of them.

She goes to her stereo and puts on some THRASHING ALTERNATIVE MUSIC, like Green Day or Alanis Morissette. She turns it up loud, then louder. She cranks it as loud as it will go, rattling her windows.

INT. LOIS'S BATHROOM - NIGHT

With the MUSIC BLASTING from the other room, Lois turns the shower on hot, STEAM rising. She sheds her robe and climbs in.

Then, under the water, protected by locked doors and loud music, she finally cries. She cries hard, until she winds up sitting down under the pounding shower, clutching her knees.

CUT TO:

EXT. METROPOLIS RESERVOIR - NIGHT

AN ESTABLISHING SHOT. The surface of Cadmus's ship can just be seen under the water.

INT. CADMUS'S SHIP - WORK ROOM - NIGHT

Superman takes the pieces of the suit off in the dark, trying to rearrange them as they were. THE LIGHTS COME ON

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and he turns to face Cadmus, who is in the doorway. The suit is ripped across the chest.

CADMUS

I hope you had a good time. No, really, because if you got killed out there tonight, there would have been no one left to stop Brainiac from blowing up Metropolis.

SUPERMAN

Sorry.

CADMUS

No! This is my last chance, if I don't stop him here it's over for me. We got twenty hours left, I'm not gonna let you screw it up by running off before you're ready.

SUPERMAN

I'm sorry. Really.

They stare at each other for a few moments, then Cadmus softens and starts looking over pieces of the suit.

CADMUS

You get hurt?

SUPERMAN

My pride's a little bruised.

CADMUS

That's good for you. Now that you got that out of your system, can we get back to work? Wish I was young enough to wear this thing.

SUPERMAN

I saw Lois.

CADMUS

So what, she's a dame. I've had broads in twenty solar systems, it can wait a day and a half.

SUPERMAN

She's not just a dame. I love this woman.

(CONTINUED)

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P1943

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CADMUS

You love her hard?

SUPERMAN

Real hard.

CADMUS

That's too bad.

SUPERMAN

I have to go back. No... Clark has to go back.

He EXITS. Cadmus stands there with an armful of pieces of the suit, looks to the heavens.

CADMUS

This kid better be a hero, 'cuz he's gonna drive me out of my freakin' mind.

CUT TO:

EXT. DOWNTOWN METROPOLIS - NIGHT

Clark Kent, his glasses in place, wanders through the mean streets, the slums of Metropolis. In a short, dark MONTAGE, he sees Metropolis as he's never seen it before:

HOMELESS PEOPLE warming over a fire in a trash can;

TWO MEN selling illegal substances in a DARK DOORWAY;

HOOKERS who come on to him;

AN OLD HOMELESS LADY with a walker, sleeping on a park bench;

A POOR CHILD sitting on a stoop, as his MOTHER digs through a trash can for dinner. Clark makes eye contact with the kid as he passes.

CUT TO:

INT. CADMUS'S SHIP - WORK ROOM - NIGHT

Cadmus sits working on the suit. He stuffs crackers in his mouth and grumbles, spraying some crumbs.

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CONFIDENTIAL

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P1944

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CADMUS

Tell me how it's gonna be. Lousy
punk. I was saving planets when you
were dangling off your mammy's teat.

He glances out of the corner of his eye and sees the X-RAY
VISOR. He looks at it a moment, gets a sly idea, then
starts to tinker with the visor.

CUT TO:

INT. DAILY PLANET - NIGHT

This place is no longer a newspaper; it is search HQ. Huge
maps hang on the walls, flag pins showing areas searched.
Reporters organize teams, send search parties out. Nobody
has slept. The CLOCK on the wall reads: 14:22:50.

INT. PERRY WHITE'S OFFICE - NIGHT

Perry scribbles as Lois ENTERS, passing another REPORTER
on his way out. Perry checks his watch.

PERRY

Fourteen hours: What have you got,
Lane?

LOIS

We've covered everything from here
to the river. There isn't a front
stoop or a woodpile we haven't
looked under. We're spreading west
now.

PERRY

What about that other thing?

LOIS

I tapped my source at the
waterfront. He got me a pretty good
assortment of high caliber weapons.

PERRY

We'd better plan on using them.

LOIS

We have to get back inside that
ship.

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CONFIDENTIAL

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P1945

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She trails off when she sees Perry grinning at something outside the glass. She turns and sees

Clark Kent being welcomed back by the rest of the newsroom.

INT. DAILY PLANET - NIGHT

Lois runs to Clark, embraces him.

LOIS

Clark! I thought you were dead!

She kisses him on the cheek; Clark tilts her face up and kisses her full on the lips. She gives herself over to it.

It is a long kiss, and very forceful for Clark; something has changed in his personality. Lois is flustered, embarrassed.

LOIS (cont'd)

Clark...

CLARK

It's good to be alive.

LOIS

(After a beat)

Strange thing. When you disappeared my anonymous roses stopped coming.

CLARK

You think that's a coincidence?

She looks in his eyes, smiling.

LOIS

Are you sure you're Clark Kent?

Clark is about to kiss her again, when he sees Jimmy go by behind her with a massive MACHINE GUN. He looks around and sees that a number of the Reporters are armed.

CLARK

What's with all the weapons?

Clark and Lois follow Jimmy into a side area, where several Reporters clean and load weapons.

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CONFIDENTIAL

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P1946

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LOIS

We're going after Brainiac.

CLARK

That's not a good idea.

LOIS

These are the pictures I took
inside the ship.

She spreads several large photographs out on the desk.
Jimmy draws a diagram of the ship on the blackboard.

JIMMY

We saw three levels. An observation
deck, what looked like the main
control center, and a huge genetics
chamber where we met Brainiac. We
didn't see the weapon that blew up
the building, it must be on a lower
level.

LOIS

Okay, the thing is this. I'm
thinking we get in through the
sewer. Maybe the belly of the ship
isn't protected by the force field.

CLARK

You can't seriously expect to
infiltrate that ship?

LOIS

Silver Banshee has the police under
her control.

CLARK

What about the army?

JIMMY

Brainiac put a force field around
the city, so no one can get the
body out of town. It also keeps the
army from getting in.

LOIS

So, no army, no police, it's up to
citizens like us. There's barely
fourteen hours left and it's
(more)

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CONFIDENTIAL

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P1947

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LOIS (cont'd)
obvious we're not going to find the
body in time, we have to knock out
his weapon if we want to save
Metropolis.

CLARK
He'll swat you like flies.

LOIS
Clark. Are you with us or not?

He looks them over, all the weapons, then meets Lois's
eyes.

CLARK
I can't go with you. I'm sorry.

LOIS
(Disappointed)
I guess you really are Clark Kent.

They all head out. As soon as they are gone, Clark runs
out the other direction.

CUT TO:

EXT. BRAINIAC'S SHIP - NIGHT

Lois and Jimmy and the other Reporters run across the
street, between two buildings at the edge of the park,
approaching the massive space ship.

EXT. METRO CENTRE PARK - NIGHT

Lois, Jimmy and the other heavily armed reporters slip
down into a manhole.

CUT TO:

INT. CADMUS'S SHIP - TRAINING ROOM - NIGHT

Superman suits up as quickly as he can. Cadmus helps him.

SUPERMAN
I need some way to fly.

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CONFIDENTIAL

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P1948

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CADMUS

Ah Jeez, kid, you're killing me.

INT. CADMUS'S SHIP - WAREHOUSE - NIGHT

Cadmus pushes numbers on a pad, and A HEAVY STEEL VAULT SLIDES OPEN and REVEALS a BLACK, TRIANGULAR, WING-LIKE CONTRAPTION.

CADMUS

This is my prize possession.
Salvaged from Grokkus Twelve.

SUPERMAN

What is it?

CADMUS

It's a wing. It flies.

Superman steps up to it. There are no straps, nothing, it just looks like a smooth piece of black metal.

CADMUS (cont'd)

Modified it myself. Double overhead
fins, she corners like you wouldn't
believe. Never had it out, it's
brand new, not a scratch on it.
Like to keep it that way.

Superman turns his back on the wing. Suddenly it envelopes his arms, like organic straps. A BLACK HALF-HELMET rotates down out of the smooth surface, covers his face.

SUPERMAN'S POV: A strange, space aged LED read out, with graphs and charts, and a targeting spiral.

CADMUS (cont'd)

It's telepathic. You just think,
and it does what you want it to do.

SUPERMAN

You mean, I think about flying-

He TAKES OFF. Cadmus hits a button on the wall, and THE CEILING OPENS UP in the nick of time.

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WB010900

P1949

EXT. METROPOLIS RESERVOIR - NIGHT

Superman STREAKS up out of the Reservoir, in the triangular black wing.

CUT TO:

INT. SEWER - NIGHT

The armed reporters move along, through shin deep water.

LOIS
Another hundred yards, we'll be
under the ship-

TWO ROCK LIKE FISTS plunge down through the street above, and DOOMSDAY RIPS THE STREET UP, growls down at them. Lois OPENS FIRE on him; he bats the bullets aside, like flies.

LOIS (cont'd)
Go, go!

The ragtag band takes off through the sewer. After a few yards, DOOMSDAY TEARS THE STREET UP ahead of them again, reaches down and grabs Jimmy, starts to pull him out.

Lois pulls a knife and stabs at Doomsday's arm, to no effect. Doomsday squeezes Jimmy, who is screaming. Lois sticks her knife UNDER DOOMSDAY'S MASSIVE FINGERNAIL, into his cuticle.

He HOWLS and drops Jimmy. Jimmy gasps, tries to catch his breath. Lois helps him up and they all take off running. They run through the twisting, turning sewers, HEARING DOOMSDAY'S POUNDING FOOTSTEPS above them.

Doomsday PUNCHES THROUGH THE STREET ahead of them; they turn around and run down a side corridor. After they have gone, Parasite drops down through the hole and goes after them.

INT. SEWER - ANOTHER TUNNEL - NIGHT

Lois, Jimmy and the three remaining Reporters run like hell, Doomsday's FOOTSTEPS still right over them.

JIMMY
Here!

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CONFIDENTIAL

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P1950

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He is at a chute that goes deeper underground. They are about to jump when Parasite grabs the LAST GUY in their group and slams him against the wall.

PARASITE

You know, you and me are alot alike.

REPORTER

How do you figure that?

PARASITE

I'm a low life, energy sucking parasite, and you're in the media.

He latches on to the Guy and SUCKS HIS LIFE FORCE out. He staggers back as the husk drops, lost in his mind.

PARASITE (cont'd)

Momma? No more piano lessons.
Jimmy, poppa said to bring in the mail. Woo! Back to earth, buddy, back to earth.

One of the REPORTERS OPENS FIRE on him with a MACHINE GUN, blasting him. Parasite turns, all aglow with the energy he just sucked, and extends his arm.

A BOLT OF ENERGY SHOOTS from his fingertips and hits the guy with the machine gun, INCINERATES him.

Doomsday PUNCHES THROUGH THE STREET above. They dive into the chute. Doomsday drops through the hole and goes after them.

INT. CHUTE - SEWER - NIGHT

Lois and Jimmy fly by. Doomsday reaches after them, but he won't fit; he howls with frustration as he grasps for them, empty handed, stuck at the top of the chute.

PARASITE (O.S.)

Move it! Move aside!

Doomsday moves and Parasite looks down the chute, sniffs.

PARASITE

Yikes. The things I do for villainy.

He jumps into the chute, slides after them.

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P1951

EXT. SKY OVER METROPOLIS - NIGHT

The new Superman flies along in his black wing, scanning the streets below.

SUPERMAN'S POV: Through the ever evolving, space aged LED, he spots Doomsday on the street below. The LED focuses on him.

The Wing does a loop and heads in that direction.

SUPERMAN'S POV: NEW X-RAY VISION: He scans the sewers until LOIS AND JIMMY SLIDE through his vision. He goes back, looks for them. The IMAGE FLICKERS; the X-ray visor is going out.

He smacks the visor a couple of times, the vision comes back.

SUPERMAN'S POV: NEW X-RAY VISION: He finds the reporters, and Parasite closing in on them! The vision FLICKERS, goes BLACK.

Superman zooms toward an OPEN MANHOLE. He looks at the wing, and at the hole. It is obvious he will never fit.

At the last instant he BREAKS AWAY; the big portion of the wing shoots up into the sky, and he shoots through the MANHOLE in a smaller, interior piece, almost like a solid triangular cape. It takes him completely by surprise.

INT. SEWER - NIGHT

Superman roars through the manhole and starts to FLY THROUGH the tunnels, looking for them.

SUPERMAN'S POV: TUNNELS FLY BY at incredible speed, seen through his LED, like a video game.

INTERCUT WITH SHOTS of Lois and Jimmy running, and Parasite closing in, giggling, high stepping in the cold water.

Superman HEARS LOIS YELLING, comes to a stop. The Interior Wing folds up behind him of its own volition, becoming unobtrusive. He tries to spot her through the wall.

SUPERMAN'S POV: Nothing but wall; his X-ray visor is dead.

He HEARS HER YELL again, and RAISES HIS VISOR, frustrated. He stares at the wall with his own eyes; nothing. He

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closes his eyes and rolls his head around, relaxes, looks at the wall...

SUPERMAN'S POV: HIS X-RAY VISION is coming back, albeit very weakly. Then, suddenly, with a CRASH: he sees through the wall, then the next wall, then all the other walls, through the earth, the core of the earth, out to space.

He reels back, closes his eyes. He gets his equilibrium and tries again.

SUPERMAN'S POV: X-RAY VISION: He sees a HAZY IMAGE OF

Lois using her rifle butt to knock a GRATE OUT. She and Jimmy climb through. Superman shifts his eyes, sees Parasite CLOSING IN ON THEM...

INT. BASEMENT RAVE - NIGHT

Lois and Jimmy climb through the grate into AN UNDERGROUND NIGHTCLUB; DOZENS OF YOUNG PEOPLE dance, like they stumbled into MTV's Grind inhabited by sexy Zombies.

LOIS

Blend in, we'll be okay.

They head down the scaffolding to the floor, melt into the crowd. Of course, they look completely out of place.

LOIS (cont'd)

Why aren't they helping in the search? Don't they care?

Parasite sticks his head through the grate and looks around at the wild crowd.

PARASITE

Woo! Smorgasbord.

He climbs through the hole.

DOWN BELOW, Lois and Jimmy are in a flood of undulating bodies, making a bee line for the door.

Parasite grabs a dancing GIRL and grinds with her. Right in the middle of the crowd he grabs the back of her head and kisses her, SUCKS HER LIFE FORCE OUT as they dance, then drops her carcass and continues on his way. None of the other dancers even notice.

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CONFIDENTIAL

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P1953

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LOIS

We're gonna make it.

The DOOR FLIES OPEN and Silver Banshee ENTERS, her Police Chief hat on her head. Lois and Jimmy are cut off. Silver Banshee makes a POLICE WHISTLE SOUND with her mouth and the MUSIC CUTS OFF. All eyes turn to her.

BANSHEE

There are agitators in this room.

Turn them over to us, or die.

(Sniffs; disgusted:)

Man sweat.

She gestures and METROPOLIS POLICE OFFICERS flood the room, start rounding up the teenagers.

PARASITE

Banshee baby. What's a sleazy girl like you doing in a nice joint like this?

SUPERMAN BREAKS THROUGH THE ROOF and flies straight down at the crowd. His VISOR is back in place, hiding his face.

BANSHEE

Scrag him!

The POLICE OPEN FIRE, a barrage of bullets. Superman descends on Lois and Jimmy, covers them in the interior wing, and FLIES UP with them, OUT THE HOLE he made when he came in.

EXT. ROOFTOPS OF METROPOLIS - NIGHT

Superman deposits Lois and Jimmy on a rooftop. He drops Lois facing away from him, looks Jimmy in the eye.

Superman JUMPS OFF OF THE ROOF just as Lois turns to get a look at him. Lois and Jimmy hurry to the edge.

JIMMY

I'm telling you, that's Superman!

LOIS

It can't be. Can it?

EXT. BASEMENT RAVE - NIGHT

The Teens run out into the street, screaming. The Police follow, trying to round them up. Parasite and Silver Banshee come out in the crowd, looking for Superman.

Superman swoops down and lands, scattering the crowd.

BANSHEE

Who are you, man?

Superman takes a deep breath, starts to BLOW SUPER BREATH AT HER. This time she is ready; she WALLS, yelling right at him.

His super breath hits her sound wave, causing a VORTEX that swirls upwards, sweeping paper and dirt and somebody's bicycle up with it, a cyclone.

Superman whips his head to the side, and the VORTEX goes swirling off down the street, the club dancers diving out of the way.

Parasite grabs A YOUNG DANCER; he starts to suck out this guy's essence, but THE GUY STARTS SHAKING, TWITCHING.

PARASITE

Ah, none of that. P-tooie!

He shoves the Young Dancer away, hard, and the Dancer slams against the wall and slides down, dazed. Superman sees this.

Parasite turns on Superman, crackling with energy. He starts SHOOTING ENERGY BOLTS at Superman, out of his fingertips. Superman deflects them with his arms, and the bolts blast holes in the street, the sides of buildings.

ONE BOLT hits him in the chest, and Superman slams back against a wall. Parasite pounces, GRABS HIS HEAD.

PARASITE (cont'd)

Say night-night.

He starts SUCKING. Superman smacks his arms apart and punches him, hard. Parasite staggers back and Superman jumps to his feet. He looks up as he

HEARS POUNDING Footsteps. He looks over and sees Doomsday approaching. Superman backs away, wary. Parasite and Silver Banshee watch, curious.

(CONTINUED)

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WB010906

P1955

CONTINUED:

Silver Banshee looks around, sees that they are all under A TALL, GLASS SKYSCRAPER. She begins to WAIL, a very high tone. All the Young people from the night club cover their ears. She WAILS louder, higher, until

ALL OF THE GLASS ON THE SKYSCRAPER STARTS TO SHATTER AND RAIN DOWN TOWARD THE CROWD. The windows pop, floor by floor. The Crowd screams, they will be ripped to shreds.

ONE HUGE WEDGE OF GLASS drives through THE ROOF OF A CAR, shearing the vehicle in half.

Superman TAKES OFF. The BIG WING swoops down and LATCHES ON TO HIM; he flies in a loop around the glass, AT SUPER SPEED, until he is just a BLUR going around. He catches all of the glass shards in A FUNNEL of wind and carries it away.

Silver Banshee pulls Parasite to his feet. They run to Doomsday and climb up, sit on one shoulder each, and Doomsday runs off, the ground quaking under him.

EXT. SKY OVER METROPOLIS CITY DUMP - NIGHT

The spinning blur that is Superman moves out over the CITY DUMP. Superman stops spinning and flies back toward town; all of the GLASS rains harmlessly down on the dump.

EXT. BASEMENT RAVE - NIGHT

Superman breaks off from the big wing and settles to earth in the interior wing, which folds neatly away as soon as he's on the ground. The Young People APPLAUD him. He goes to the Young Dancer that Parasite didn't want to suck from, whose FRIEND is kneeling over him administering health care.

SUPERMAN

What happened?

FRIEND

He had a fit. He's epileptic.

SUPERMAN

Parasite wouldn't feed off of him.
His sickness must affect him.

Lois runs out of the building, behind Superman.

(CONTINUED)

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P1956

CONTINUED:

LOIS

Superman?

She is flush with anticipation. Superman hesitates, then turns around, faces her. She looks him over; the costume, the visor, the silver "S" on his chest. Her heart falls.

LOIS (cont'd)

Whoever you are, you shouldn't wear that "S". It's disrespectful.

He takes off on the interior wing. The Big Wing loops down, he joins on to it, and soars away.

EXT. METROPOLIS - NIGHT

Superman FLIES OVER, a streak in the sky. He passes the Metropolis Bank, and the CLOCK that reads: 08:36:24.

EXT. ROOFTOPS OF METROPOLIS - NIGHT

As Superman streaks through the sky, WE FIND JIMMY OLSEN still on the rooftop where Superman left him. He watches Superman make an arc, and sees the general area where he disappears.

CUT TO:

INT. CADMUS'S SHIP - CORRIDOR - NIGHT

Superman storms along, tearing off pieces of his equipment and dropping them. Cadmus follows, picking the pieces up and dropping them on A SMALL ROBOT that follows him.

CADMUS

The visor broke?

SUPERMAN

Just when I needed it most. Lucky for me, I managed to recover my own x-ray vision.

He goes into the Training Room.

CADMUS

(Under his breath)

You don't say.

INT. CADMUS'S SHIP - TRAINING ROOM - NIGHT

Cadmus follows Superman in and goes to the controls.

SUPERMAN

I'm going after Brainiac tonight.

CADMUS

Not yet. We'll train harder-

SUPERMAN

I'm done training.

Cadmus turns the apparatus on, but Superman steps out of the field of action.

CADMUS

Your x-ray vision is the key, we're close, we can get the rest of your powers back-

SUPERMAN

I don't want them back! Without my powers I can live as Clark Kent, a normal man. For the first time, I'm not a freak on this planet.

CADMUS

In a few hours there won't be a planet. We're so close, I can taste it. Don't forget where you come from, what he did to you.

SUPERMAN

I thought you said I couldn't live my life for vengeance?

CADMUS

You can't. But it's all I've got.

They look at each other for a few moments.

SUPERMAN

I'll fight Brainiac. I'll dismantle his weapons. But win or lose... Superman dies with him.

CUT TO:

INT. CLARK KENT'S APARTMENT - NIGHT

It is dark; there is A KNOCK at the door. Then another. The door swings open. Lois stands in the hall.

LOIS

Clark? Your door is unlocked. It isn't safe, not in this city.

There is a LIGHT on in the bedroom, she figures he's in there.

LOIS (cont'd)

You were right about us going to the ship, it was a disaster.

(A beat)

Don't come out, I don't think I can say this to your face: It took a couple of shots just to come here.

She leans on the wall beside the door, slides down to sit.

LOIS (cont'd)

Okay, the thing is this. Since Superman died I've done alot of thinking. It's weird, we're friends, you and me, and somehow you think you can't be in love with a friend, which is ridiculous, I mean, that would be the ideal, you'd think. But the bottom line is, when I thought you and Superman were both dead, you were the one I really missed.

(Waits)

You can talk now.

(Waits)

Clark?

She pushes the bedroom door open, but he isn't there. She turns his bedroom light off and heads for the front door.

LOIS (cont'd)

Talking to yourself. Don't you know that's the first sign of insanity? I did, actually, I knew that.

She spots something that strikes her odd. She picks up HIS GLASSES from the reading table.

(CONTINUED)

CONTINUED:

LOIS (cont'd)
Where would you be without your
glasses?

She is about to set them down when she notices something about them. She holds them up toward the LIGHT FROM THE WINDOW, looks through them.

LOIS (cont'd)
These are clear glass.

She slips them on, looks through them. She turns and sees ANOTHER WOMAN in the room with her! She CRIES OUT, then she takes a closer look...

SHE IS LOOKING IN A MIRROR! The other woman is actually her, Lois, looking frumpier, her hair in a bun, washed out.

Lois is tripping. She slowly lowers the glasses off of her face...

And sees her normal self in the mirror. She puts the glasses on again; the Other Woman. Takes them off; Lois.

PUSH IN ON HER FACE as she stares in disbelief at the glasses in her hand.

INT. CLARK KENT'S BEDROOM - NIGHT

The glasses sit on the bed; PAN ACROSS THE ROOM, which is a mess; Lois is going through Clark's things, his clothes are strewn everywhere.

She is at the closet, tossing things out. She leans against the door frame, out of places to look. Then she notices A BOX under the bed. She pulls it out, opens it, and sees:

THE LETTERS FROM KIDS she gave to Superman on the balcony. Lois is half crying and half laughing, as she realizes what this means.

CUT TO:

CONFIDENTIAL

WB010911

P1960

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

We find Brainiac at his work station, Hestes standing behind him. He has A THREE DIMENSIONAL map of a human body in front of him, MADE ENTIRELY OF LIGHT, the organs throbbing, RIVERS OF LIGHT coursing through it like BLOOD.

BRAINIAC

This isn't as much fun as it once was, Hestes. When I was young, I destroyed worlds with relish.

HESTES

Then why continue?

BRAINIAC

The universe needs my domination. I have the most capable mind ever conceived, I am near to being a god. It isn't that I want to rule all the downtrodden races I haven't destroyed, it's that I must... for their sake.

HESTES

Your sacrifice is awe inspiring.

BRAINIAC

Watch the sarcasm.

HESTES

Sorry.

Parasite and Silver Banshee ENTER.

BANSHEE

You wanted to see us?

BRAINIAC

Earlier tonight you did battle with a man in silver and black. Who is he?

PARASITE

Never seen him before, Brainpan. Gave me run for my money, though, and nearly stomped Brunhilda over here.

BRAINIAC

And when Doomsday arrived?

(CONTINUED)

CONTINUED:

PARASITE

He took off.

BRAINIAC

Ah, there. Why would he be afraid of Doomsday?

PARASITE

Maybe his breath?

Brainiac whirls on them and his red eyes glare; they are forced to their knees by unseen forces.

PARASITE (cont'd)

I never know when to shut up.

BRAINIAC

Fools! Who would be afraid of the Kryptonite in his blood?

BANSHEE

Only Superman, but he's dead.

BRAINIAC

I don't share your certainty. Find this man in the black suit. Kill him and bring him to me.

Brainiac gestures and Parasite and Silver Banshee slam back against the wall. They get to their feet and EXIT, in a hurry. Brainiac turns back to his work, sighs.

BRAINIAC (cont'd)

I've dissected a hundred humans, Hestes. I cannot find what gives humans this ability to feel "love".

HESTES

You're better off without it. From what I've seen, it makes them miserable.

BRAINIAC

I have decided to incorporate human DNA. We will destroy this world, even if we do find Superman.

(A beat)

Bring me Lois Lane.

CUT TO:

CONFIDENTIAL

WB010913

P1962

EXT. METROPOLIS RESERVOIR - NIGHT

Jimmy Olsen climbs the chain link fence, hops down to the cement walkway and looks around. He is carrying A PORTABLE VIDEO CAMERA. He spots something out near the center of the reservoir, but he can't see it clearly.

He climbs over the guard rail onto the steep slope at the bank of the reservoir, aims his camera and starts shooting. It is precarious; he holds the railing, tries to keep his footing.

He slips, catches himself, but the CAMERA slips out of his hand. He reaches, juggles it a couple of times, and it SPLASHES into the water.

Jimmy loses his footing and SPLASHES in after it. As he goes under:

JIMMY'S POV: He sees Cadmus's ship underwater, in the distance, a strange, frightening shape in the murky water.

Jimmy scrambles for shore, but can't climb up the slippery bank. Then he calms down, thinks it through, and his reporters instincts get the better of him.

He swims out to the ship. The top is only a few inches below the surface, he climbs up and stands on it.

EXT. ALIEN LANDSCAPE - SUNSET

Cadmus sits looking out at THE SULPHUR FIELDS of his home planet, and the great sunset they produce. He is holding a silver orb in his hand.

A YOUNG WOMAN, A CHILD, and A YOUNGER VERSION OF CADMUS HIMSELF come along with a picnic basket. The Younger Cadmus and the Woman set up while the Child runs and plays.

Cadmus looks away just before the Woman impulsively kisses the Younger Cadmus; he has watched this memory so many times that he knows precisely when the kiss is coming, and he can't bear to watch it.

AN ALARM SOUNDS. Cadmus sets down the silver orb.

INT. CADMUS'S SHIP - NIGHT

Superman runs into the hall and finds Cadmus running by.

(CONTINUED)

CONFIDENTIAL

WB010914

P1963

CONTINUED:

CADMUS

Perimeter alarm! They've found us!

QUICK MONTAGE: FAST CUTS of Superman suiting up, which includes covering his face with the visor, and Cadmus arming himself with ALIEN WEAPONRY.

INT. CADMUS'S SHIP - NIGHT

Just inside the front hatch. Cadmus SMACKS a switch on the wall which KILLS THE ALARM. Cadmus COCKS a big weapon, waggles his eyebrows.

CADMUS

This ought to be lively.

He hits a button and a VIDEO SCREEN OPENS, and they see Jimmy UNDERWATER, checking out the ship. Jimmy heads for the surface, but his pants get hooked on a piece of metal, he's stuck. He struggles, but can't get loose.

CADMUS (cont'd)

Guess we better let him in. He'll drown.

Superman nods. Cadmus SPINS A LOCK and A HATCH OPENS. The Water doesn't pour in, IT STAYS SMOOTH, like the surface of a pond, only upside down. Jimmy falls through and lands on the floor, soaking wet.

Superman throws him against the wall as Cadmus locks the hatch, then sticks an alien weapon in Jimmy's face. Jimmy looks at them, terrified.

CUT TO:

INT. MAYOR'S OFFICE - NIGHT

Parasite opens the closet, REVEALING A FEW TIED UP, TERRIFIED HUMANS.

PARASITE

Let's see who we've got for dinner tonight. Mmm, you'll do.

He goes in. We stay outside in the Office, and see the PURPLE LIGHT from within as he devours the human's energy.

(CONTINUED)

CONFIDENTIAL

WB010915

P1964

CONTINUED:

Parasite staggers out holding his head, his fingertips dancing with energy, and falls to his knees in excruciating pain.

PARASITE (cont'd).

Too many... voices... Bobby, you come in for supper now... I told you not to park here, boy... You think I don't know what you've been doing with my sister? Working late my...

He pulls himself together and looks over, sees A WHITE FEMALE FOOT dangling from his desk. He finds Silver Banshee laying across the desk. She kicks the closet door shut.

BANSHEE

If it isn't the purple people eater.

She sits up, and he stands between her legs while she sits on the edge of the desk.

PARASITE

You should be nice to me. When I'm running Metropolis I might let you stay on as top cop.

She grips him in her thighs and spins him around, slams him down on the desk. She is on top of him now.

BANSHEE

You think you can take me?

He picks her up. She keeps her legs wrapped around his waist, and he slams her into the wall. She makes an excited sound, she's getting turned on.

He tries to kiss her, but she puts her thumbs in his eyes and forces his head back. Finally he loses his balance, and they trip over the sofa, crash to the floor, pulling lamps and furniture over with them.

They are under the desk. He pins her arms, raises up and smacks his head on the desk. She kicks him off of her.

He slams back against the wall and slides to sit. He looks up and sees her coming at him, on all fours, looking ravenous.

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WB010916

P1965

CONTINUED: (2)

PARASITE

Okay. You can handle her.

She grabs his feet and yanks him across the floor, climbs on top of him, kisses him. He flips her, rolls over backwards and gets to his feet.

He looks around, doesn't see her. Suddenly she comes flying out from behind the sofa and checks him under the chin with her forearm. He lands on his back, hard, knocking a chair through the window and breaking it. He groans as she climbs on top of him and starts kissing all over his face. Her eyes are wild, she's excited.

PARASITE (cont'd)

See? I knew I could get you going.

He rolls her over. She tries to kiss him.

PARASITE (cont'd)

'Cause I got it going on. You can't resist what Parasite's got. You think energy shooting out my fingertips is wild, get a load of this.

He waggles his tongue; PURPLE ENERGY dances off the tip. She shoves him away, totally cold now.

BANSHEE

Why must you always talk? Yak yak yak.

PARASITE

Hey, I'll shut up-

BANSHEE

Too late.

(A beat)

Have you thought about what will happen if Superman doesn't turn up?

PARASITE

Then pizza head will blow Metropolis, with us in it. Hey, maybe he'll take us with him.

BANSHEE

You need to absorb some female
(more)

(CONTINUED)

CONTINUED: (3)

BANSHEE (cont'd)
brains. If Superman doesn't turn
up, he'll die. None of us go
anywhere.

PARASITE
That bites.

BANSHEE
We should be prepared to destroy
Brainiac ourselves.

PARASITE
So, we figure a way to blow his
weapon thingy.

BANSHEE
That weapon will be our source of
power, so that we can rule
Metropolis.

PARASITE
Right. Don't blow the thingy.

BANSHEE
We will rule together. But until
Brainiac is gone, it's strictly
business between us.

PARASITE
You sure you don't want to... you
know, just to get the first one out
of the way?

She moves so close that he can feel her breath on his lips.

BANSHEE
Patience is a virtue.

PARASITE
Yeah, but I'm a villain, baby.

She laughs, jumps out the broken window, and lands on the
street several stories below.

CUT TO:

CONFIDENTIAL

WB010918

P1967

INT. CADMUS'S SHIP - WAREHOUSE - NIGHT

Superman sits at the mound of junk from Krypton, looking through it, holding pieces in his hands. He lifts an object and turns it over; it is completely foreign, it means nothing to him.

He looks across the room and sees a pile of EARTH STUFF; the collection Cadmus is building to remember this planet by. Paintings, computers, bits of popular culture, religious artifacts. There is a gold crucifix at the top of the pile; as Superman looks at it in the half light, it is almost like he is in church.

Jimmy walks up, out of the dark. Superman turns, keeps his face in shadow so that Jimmy only sees his outline, his features. He never gets a real look at him.

SUPERMAN

What are you doing here?

JIMMY

I want your story. An exclusive.
You're going to go up against
Brainiac, right? I just want to be
there, me and my cameraman.

He steps around, but Superman turns, keeps to the shadows, so Jimmy still can't see him directly.

JIMMY (cont'd)

Why are you afraid to let me see
your face?

(A beat)

You are Superman, aren't you?

SUPERMAN

Superman is dead.

JIMMY

If you say so. It doesn't really
matter, you're Superman out there.

SUPERMAN

What do you mean?

JIMMY

You should hear what's happening on
the streets. Is he Superman? Isn't
he? Where'd he come from? Just the
idea of Superman is giving people
hope again.

(CONTINUED)

CONFIDENTIAL

WB010919

P1968

CONTINUED:

SUPERMAN

Superman can't help Metropolis.
There are real problems out there
that he can't solve.

JIMMY

Hey, look pal, I don't care who you
are, you don't talk like that about
Superman. I knew the man. He not
only helped Metropolis, Superman
was Metropolis.

(A beat)

If the city didn't need Superman,
how do you explain that funeral?

SUPERMAN

What funeral?

JIMMY

Superman's funeral, who are we
talking about?

Superman looks down at the SILVER ORB that is recording
earth. He picks it up, holds it in his fist.

He doesn't get anything, so he turns the orb over, but he
is still standing in the warehouse. He turns it over again.

SUPERMAN

It's not working.

He HEARS HORSE HOOFS. He turns to where Jimmy should be
and finds

A WHITE STALLION clomping down on him. He steps aside and
turns as it passes:

EXT. METROPOLIS - MAIN BOULEVARD - NIGHT

Superman watches the Horse clomp by, pulling the wagon
with his casket, draped in his tattered cape. He is at his
own funeral.

He glances up at the reviewing stand, and sees the Mayor,
the Police Chief, Batman. And then Lois, with the veil
down over her face.

SUPERMAN'S POV: X-RAY VISION: He looks through the veil at
her face. She looks like she has been hit by a truck; she

(CONTINUED)

CONFIDENTIAL

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P1969

CONTINUED:

is trying so hard to maintain, but her emotions are going wild inside of her. He watches her face for a long time.

As the casket passes, Superman follows it up the Boulevard.

He HEARS CRYING and starts to notice the AVERAGE CITIZENS lining the street. He looks at their faces; MEN whose eyes are vacant, red; WOMEN who openly weep. SMALL KIDS clutching Superman dolls, or dressed up in homemade Superman outfits.

He settles on a YOUNG FAMILY, father and mother holding their two children, comforting them. The Kids are bawling as they watch the coffin pass. He looks back the way he came. He can't believe what he sees:

THE STREETS ARE LINED WITH PEOPLE, as far back as his eyes can see, as if all of Metropolis is out for this.

He finds Lois again, watches her. CLOSE UP on her face as she stands there fighting mightily to keep the tears away; she is trembling, biting her lip.

PUSH IN on Superman's eyes, as he sees for himself what he means to Metropolis... and to Lois Lane.

INT. CADMUS'S SHIP - TRAINING ROOM - NIGHT

PULL AWAY from Superman's eyes as he hits a switch on the wall, turning on the low level lighting in the training arena. He picks up a remote, walks out to the center of the room.

He stands and gathers his resolve, hits a button on the remote. THE TRAINING ARENA COMES TO LIFE; lasers, blades, obstacles start flying. Superman ducks and weaves.

He finds a spot where there is a lull, like the eye of the hurricane. He closes his eyes, takes a deep breath. He turns, ducks the first couple of pikes, then one hits him in the back. He recovers, focuses on the next swinging pike.

SUPERMAN'S POV: X-RAY VISION: He looks right through the pike, it hits him in the face.

He regains his stance, bobs and weaves as pikes fly past him. Once again, he takes deep breaths, settles, lets himself relax.

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CONFIDENTIAL

WB010921

P1970

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SUPERMAN'S POV: He is looking at the swinging pikes, and he starts to see PATTERNS; where they are going, how their paths change direction. He is amazed.

He begins to deflect the pikes, and soon he is in a rhythm, going with the pikes, almost as if they are dancing; he knows when they are coming, where they will turn, how they will approach, and he deflects them, in perfect synch.

INT. CADMUS'S SHIP - WORK ROOM - NIGHT

Cadmus watches Superman on a MONITOR, pleased. A PERIMETER ALARM goes off and he quickly slaps the button, silences it. He switches the MONITOR.

ON SCREEN: Jimmy is in the reservoir, swimming for shore. Cadmus turns the monitor off and goes back to watching Superman, puffing his cigar with satisfaction.

CUT TO:

EXT. LOIS'S TERRACE - NIGHT

Lois looks at the Metropolis CLOCK TOWER, which reads 02:37:16, then she looks up at the sky.

LOIS

I know you're up there, somewhere.
How do I find you?

(Thinks)

You always come when I'm in
trouble. You save me, without fail.

She climbs up on the railing and looks down at the ground, forty stories below, then out at the night.

LOIS (cont'd)

Don't let me down this time.

She closes her eyes... AND JUMPS!

Someone grabs her and pulls her back onto the terrace; it is Jimmy! Lois YELLS, he yells.

JIMMY

It's me! Lois, it's Jimmy!

CONFIDENTIAL

WB010922

P1971

EXT. METROPOLIS - NIGHT

Jimmy and Lois hurry through the streets.

JIMMY

You have to talk to him, he's all mixed up.

LOIS

I knew it was him!

BANSHEE (O.S.)

Lois Lane.

They spin and find Silver Banshee standing behind them.

BANSHEE (cont'd)

Relax, lassie. My chieftain wants you breathing.

She takes a step toward Lois, and Jimmy steps between them.

JIMMY

You'll have to go through me.

Silver Banshee makes one small squeak, and Lois and Jimmy both fall unconscious. Silver Banshee heaves Lois over her shoulder and walks off, leaving Jimmy on the ground.

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Silver Banshee leads Lois in, hands bound behind her back, as Brainiac comes forward. Lois recoils; he is really physically degenerating, beginning to fester.

BRAINIAC

Leave us.

Silver Banshee EXITS. Several Mutant Aliens remain behind.

BRAINIAC (cont'd)

Lois. Nice to see you again. How's Jimmy?

LOIS

What happened to you? You look like a coldsore.

BRAINIAC

Why is it that a person can be
(more)

(CONTINUED)

CONFIDENTIAL

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P1972

CONTINUED:

BRAINIAC (cont'd)
 smart... not just smart, a genius,
 the smartest being ever... and all
 anyone can talk about is his looks!
 It's sad, it really is.

(A beat)

By the way, you convinced me of the
 value of human DNA. Which means
 that once I take it I'll have to
 destroy Metropolis so no one else
 can have any.

LOIS

But you said if we delivered the
 body you'd leave. You promised us.

BRAINIAC

These moral dilemmas pose no
 problem for me, I've worked all
 that out.

He touches her face. She tries to shy away, but she is
 bound.

BRAINIAC (cont'd)

I've been studying human mating
 rituals... Parasite recommended
 some videos. I may mate with you
 before I kill you.

He is in close, smelling her hair, touching her face.

LOIS

Do me a favor. Kill me first.

Brainiac's eyes flair with anger. He gestures, and ONE OF
 THE GLASS TUBES SHOOTS UP FROM THE FLOOR, trapping Lois.
 She pushes on the sides, yells at Brainiac, but she is
 silent in the glass tube, a captive.

CUT TO:

INT. CADMUS'S SHIP - NIGHT

Cadmus UNLOCKS the heavy door and Jimmy falls in, soaking
 wet.

(CONTINUED)

CONFIDENTIAL

WB010924

P1973

CONTINUED:

JIMMY
Brainiac got Lois. He's gonna kill
her. Where is Superman?

INT. CADMUS'S SHIP - TRAINING ROOM - NIGHT

Cadmus and Jimmy ENTER and find the room empty. Some of
the equipment is still on, but Superman is nowhere around.

CADMUS
Mary Lou. Locate Superman.

COMPUTER VOICE
Superman is not aboard ship.

CADMUS
(Thinks)
Locate Clark Kent.

COMPUTER VOICE
They're the same person, Cadmus.

JIMMY
Your computer has attitude.

CADMUS
He'll show up to kill Brainiac
before time expires. I'm sure he
will.

JIMMY
How sure are you?

Cadmus heads for the door. Jimmy follows.

INT. CADMUS'S SHIP - WORK ROOM - NIGHT

Cadmus unlocks a cabinet, takes out a scary alien weapon
and puts it in Jimmy's hand.

EXT. BRAINIAC'S SHIP - NIGHT

Cadmus and Jimmy come up the street. Jimmy is armed, but
Cadmus is just wearing a robe. Most of the Police are
gone; only the Rookie Cop is still watching the ship.

(CONTINUED)

CONTINUED:

ROOKIE

Excuse me, you can't...

Cadmus thumps him on the forehead with his palm, and the Rookie falls gently to the ground. Cadmus and Jimmy cross the police line and walk up to the ship.

JIMMY

How do we get through the force field?

Cadmus touches it with his fingertip, gets a jolt. He rolls his shoulders, then holds his hands up, palms open, a few inches from the force field. With his eyes closed, he slowly starts to push his palms in. Jimmy watches, fascinated.

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Brainiac watches A 3-D HOLOGRAM of Cadmus and Jimmy in the street. Lois is in the Glass Tube. Hestes watches from behind.

BRAINIAC

It's Cadmus. Let them through.

EXT. BRAINIAC'S SHIP - NIGHT

Cadmus's hands are almost to the force field, when it falls; they HEAR it HUM and DIE. Cadmus looks around; that was too easy. Nevertheless, he steps through.

JIMMY

You did it!

Cadmus just grunts, and goes up the gangplank into the ship. Jimmy double checks his weapons and follows him in.

INT. BRAINIAC'S SHIP - CORRIDOR - NIGHT

Cadmus and Jimmy walk along. Aliens hop out at them, and Jimmy shoots while Cadmus simply deflects them with his hands, spending minimum effort, as he did with Superman in the training room.

CONFIDENTIAL

WB010926

P1975

INT. BRAINIAC'S SHIP - OBSERVATION DECK - NIGHT

Cadmus and Jimmy BLAST their way through. Jimmy is doing great; shooting down Mutant Aliens right and left. He gets cocky.

JIMMY

Woo! This is bad!

CONK! Someone hits him over the head and he goes down on his knees. Cadmus finds himself surrounded by weapons, and raises his hands, cocks an eyebrow.

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Brainiac stands on his platform as Cadmus and Jimmy are brought in by Mutant Aliens. There is a big SCREEN reading out the remaining time to detonation: 38 minutes, 10 seconds.

BRAINIAC

Cadmus. The only being whose power could have rivaled mine, if he had been a little more selfish.

CADMUS

You look like hell.

Jimmy spots Lois in the Glass Tube.

BRAINIAC

I feel sorry for you, old friend. All these years, chasing me around, always a step behind. I want to do something for you.

CADMUS

You could die.

BRAINIAC

Join me, Cadmus. Use that power of yours for your own benefit for once.

CADMUS

You're sick.

BRAINIAC

(Laughs)

Pathetic old man. Where is he? I'm going to blow Metropolis in thirty-six minutes.

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CONFIDENTIAL

WB010927

P1976

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CADMUS

It's worth it, if you die too.

After a moment, Brainiac smiles.

BRAINIAC

You're lying. Your conscience won't allow you to sacrifice even one life to stop me, let alone millions. I was right. He's alive. The man in the suit is Superman.

CADMUS

His name is Kal-el, of Krypton. And he's gonna knock your block off.

CUT TO:

EXT. GRAVEYARD - NIGHT

Several of Brainiac's ALIENS ride herd over Metropolis SLAVES, who have the whole graveyard dug up, coffins open, still searching for the body.

Superman stands on the hill above, in front of his WING in his full new costume. He lifts his visor, revealing eyes full of fire and determination. He tosses the visor, tears the mouth piece off, rips the hydraulics from the costume, then the generator that provides his force field. He rips the accelerators from his boots.

He stands there with no alien technology left, just him in his cool new black suit, silver "S" on his chest, black cape with red lining...

SUPERMAN REBORN.

He JUMPS down from the hill, landing in the graveyard just a few feet from the Aliens.

One of them swings a laser gun around, FIRES; Superman takes the shot full in the chest, and it deflects! He walks toward the Alien, howling with determination, laser bouncing off of him, and slams his hands together on the Alien's head. The Alien goes down. Superman turns on the others.

SUPERMAN'S POV: He can see the Alien's patterns of attack, their motions, where they will fire their lasers, so that

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he is ahead of every move they make. He rips through them.

The WORKERS CHEER as Superman TOSSES the Aliens into the excavation. He BLOWS, his SUPER BREATH knocks the scaffolding out. The EXCAVATION CAVES IN, covering the Aliens. He turns and looks toward the park.

SUPERMAN

Brainiac.

He steps up to the Wing, it latches on, and he flies off. The WORKERS CHEER as he goes.

EXT. METROPOLIS - NIGHT

Superman ZOOMS through the sky on his wing, a BLUR.

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Brainiac watches A HOLOGRAM of Superman circling the ship in his Wing. He turns to Silver Banshee, Parasite and Doomsday.

BRAINIAC

I want one of you on each level.
Kill him before he finds the weapon.

HESTES

Maybe we should turn it off.

BRAINIAC

Quiet, Hestes.

HESTES

If you get the body, there's no
sense-

Brainiac gestures and Hestes INCINERATES, just like that. He becomes an ash sculpture of himself. Brainiac's eyes flare.

BRAINIAC

I said quiet.

The other Villains quickly go to take up their posts.

CONFIDENTIAL

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P1978

EXT. FRONT OF BRAINIAC'S SHIP - NIGHT

CROWDS are gathering, the people of Metropolis, the army, the Police, etc. They cheer Superman on as he lands at the front, steps out of the Wing and up to the force field, touches it. It ZAPS him, he steps back.

He takes off on the small, interior wing, makes a loop and plows into the FORCE FIELD. It FLARES, wild sparks flying, but Superman BREAKS THROUGH. The Crowd CHEERS as he CRASHES through the door, into the ship.

INT. BRAINIAC'S SHIP - CORRIDOR - NIGHT

Superman walks down the hallway, SCANNING through the walls with his X-RAY VISION.

Aliens jump out at him, and he nails them, slamming them into walls, crunching them.

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Brainiac watches Superman in his HOLOGRAM. He glances at Cadmus; Cadmus is gone!

He looks up and sees Cadmus slip through a door on a higher level. To his Aliens, indicating Lois and Jimmy:

BRAINIAC

Watch them!

He goes after Cadmus, floating up the center of the room.

INT. BRAINIAC'S SHIP - CORRIDOR - NIGHT

Superman plows through the Aliens. One SHOOTS HIM IN THE BACK with his LASER; it doesn't hurt Superman, but it DESTROYS THE INTERIOR WING. SEVERAL ALIENS JUMP HIM.

INT. BRAINIAC'S SHIP - BRIDGE - NIGHT

Cadmus fiddles with the controls, throwing switches and pushing buttons.

Brainiac ENTERS and faces him across the room. Cadmus sees him and works faster. Brainiac raises a hand, and Cadmus is slammed back against a wall. Brainiac glides over to him. He looks in Cadmus's eyes and twists his hand in the

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CONFIDENTIAL

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P1979

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air; Cadmus grimaces like a knife is in his gut.

BRAINIAC

Did you really think you stood a chance against me?

CADMUS

Ah... what the hell.

Cadmus slugs him, just hauls off and punches him across the jaw. It takes Brainiac completely by surprise... and pisses him off.

Brainiac gestures, and Cadmus flies across the room, slams into the bulkhead.

INT. CADMUS'S SHIP - CORRIDOR - NIGHT

Superman throws the Aliens off and looks around.

SUPERMAN'S POV: X-RAY VISION: Through walls, at empty rooms, until he sees:

INTO THE BRIDGE, where Brainiac is tossing Cadmus around the room like a rag doll, hurting him bad.

Superman tries to fly, but the wing on his back just CLICKS AND WHIRS, destroyed. He runs toward the wall...

INT. BRAINIAC'S SHIP - BRIDGE - NIGHT

Brainiac lifts his arm, raising Cadmus up to the center of the room, against the ceiling.

BRAINIAC

Goodbye, old friend.

Cadmus is battered and barely conscious, but he manages this:

CADMUS

Kiss my-

INT. BRAINIAC'S SHIP - CORRIDOR - NIGHT

Superman is almost there... THREE ALIENS JUMP HIM, one cutting him off at the feet. He trips.

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CONFIDENTIAL

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P1980

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SUPERMAN'S POV: X-RAY VISION: Through the wall; Brainiac lets Cadmus DROP.

SUPERMAN

No!

He quickly takes out the three Aliens, one, two, three, and CRASHES THROUGH THE WALL:

INT. BRAINIAC'S SHIP - BRIDGE - NIGHT

Just in time to see Cadmus HIT THE FLOOR. Cadmus lies there on his back, broken.

SUPERMAN

Cadmus!

Brainiac watches from a catwalk as Superman runs to Cadmus and kneels over him.

CADMUS

Well, damn.

SUPERMAN

There are no accidents, huh? I'm on to you, old man.

CADMUS

On to what?

SUPERMAN

How you led me to the Krypton orb, so I'd know. The way my visor failed right when I needed it. I know what you've been doing for me.

CADMUS

I'm not tricking you this time.

He coughs up some blood.

CADMUS (cont'd)

Got your powers back?

Superman nods. Cadmus manages to make a fist, pounds Superman on the chest a couple of times.

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CONFIDENTIAL

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P1981

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CADMUS (cont'd)

Got your heart back. You can lick him, kid.

SUPERMAN

I thought you said Phin-yar was crap.

CADMUS

What the hell do I know?

Cadmus dies. Superman cradles his head, rocks him. He looks up at Brainiac, pure resolve in his eyes and A TEAR running down his cheek.... but Brainiac is gone. As he whips around to look for him...

A BONE WHITE LEG kicks him in the face. He rolls to his feet and faces Silver Banshee.

BANSHEE

This is a dream come true for me, you know. I live for killin' men, and you are, after all, a super man.

She laughs, and each laugh drives like a spike through his head. He recoils, covers his ears. Silver Banshee directs a SOUND at a metal beam; it cracks, falls on Superman. He catches it and swings it like a bat.

She jumps over the beam as he swings it, and he smashes a hole in the wall. She lands on a high catwalk, beckons him.

BANSHEE (cont'd)

Come on then, masculine swine. Come and get me.

He bounds up a series of levels to reach her. She does a triple flip, lands on another catwalk. Superman LEAPS for her, but she HOWLS. The soundwaves hit him like a brick wall, and he falls to the floor below, hard.

Silver Banshee directs her HOWLING at the room; WALLS COLLAPSE, BEAMS FALL, all of it landing on Superman.

Finally she WAILS at a cross beam, and the entire end of the room COLLAPSES on Superman. The lights are dim now, she has destroyed most of the fixtures.

As the dust settles, Silver Banshee drops down from the catwalk and stands poised, waiting for Superman to emerge.

CONFIDENTIAL

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P1982

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Brainiac, Jimmy and Lois... who is still captive in the Glass Tube... watch the battle on the lower deck in HOLOGRAM FORM in the middle of the room. They see Silver Banshee advancing on the pile of rubble.

Behind them, the CLOCK READOUT is at 13:00.

INT. BRAINIAC'S SHIP - OBSERVATION DECK - NIGHT

Silver Banshee pulls rubble off of the pile. She pulls a metal beam aside, REVEALING Superman, eyes closed.

BANSHEE

Didn't you know, lad, death is a woman.

His eyes open and he kicks her. She stumbles back and he plows into her; they BREAK THROUGH THE WALL.

INT. ELEVATOR SHAFT - NIGHT

Superman and Silver Banshee plunge down the shaft, grappling. They hit bottom and tumble into AN AIR DUCT.

They slide down the air duct, shooting along like bobsledders, fighting all the way.

INT. ENGINE ROOM - NIGHT

They CRASH through the air duct high in the room, and fall to the floor, landing hard. This room is vast, housing the alien technology that drives the ship. It has a moist, greasy feel, like oil dripping off of chains.

Superman lies on his back, dazed. Silver Banshee climbs on top of him. She can barely move she is so badly hurt, but she is incredibly turned on. She straddles him.

BANSHEE

You're a dangerous one, Superman.

SUPERMAN

Lady, you have no idea.

He punches her and she flies across the room, smashes into a boiler. She slips down and recovers, crouches, unleashes a horrible WAIL at Superman.

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CONFIDENTIAL

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P1983

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SUPERMAN'S POV: Using phin-yar, he SEES THE SOUNDWAVE as it flies at him across the room.

He holds his hands up and actually deflects the waves; they hit a wall, disperse harmlessly.

She WALLS again; he holds his arms up like a shield, and her SOUNDWAVES reflect back at her.

For the first time, she is hit with the full brunt of her own voice. She slams against the wall, screams in anguish.

Superman moves in on her, hands raised, reflecting her voice. It looks like he is sculpting with the sound. The harder she screams, the more the sound assaults her, the worse the pain, and the harder she screams.

It builds until she tosses her head back and unleashes the howl from hell. BEAMS CRACK, EQUIPMENT EXPLODES. Even Superman takes a step back and covers his ears.

She stops and looks at him, blood dripping from her own ears. Then he glances up, and she follows his gaze.

She is directly underneath a HUGE BOILER, dangling from broken pylons. She meets Superman's eyes, bares her teeth and HISSES at him, an otherworldly sound.

The BOILER COLLAPSES ON HER, burying her. SHE SCREAMS as she is crushed, and Superman covers his ears against the onslaught. Finally her screams die.

Superman goes to the massive Boiler and lifts it aside. He finds her at the bottom, broken, battered, dead. He SLIPS THE RING off of her finger, holds it in his palm, and squeezes it, GRINDS IT TO DUST.

The dead Banshee CHANGES, back into A HUMAN WOMAN. She is beautiful, peaceful... and still dead.

Superman starts walking through the engine room, looking for the Annihilator. The room is eerie, with all kinds of ALIEN MACHINES with MOVING PARTS chugging, clicking, whirring and whistling. It is all dark shadows and shifting shapes.

He FEELS A SHAKE, looks down at the catwalk he is on. He turns and HEARS DEEP, RUMBLING BREATHING, but he doesn't see anything. He moves on, but he senses a massive presence in the shadows.

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CONFIDENTIAL

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P1984

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He HEARS A RUMBLING GROWL behind him. He spins, but still there is nothing there.

Suddenly, DOOMSDAY swings both massive fists at him, coming out of the shadows like he materialized from nowhere. Superman ducks in the nick of time, but the blow catches him across the back, he falls off the catwalk, to the floor below.

Superman gets to his feet as Doomsday leaps down and comes at him again, swinging. Superman ducks, Doomsday gets nothing but air. The beast HOWLS in frustration.

Superman backs up to a machine, cornered. Doomsday advances. Superman feels the machine behind him, and gets an idea. He stays put, waits for Doomsday. Doomsday raises one massive fist in the air...

Superman moves at the last instant, and Doomsday SMASHES THE MACHINE.

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Brainiac turns to Lois, who is still in THE GLASS TUBE, and waves a hand. She pounds on the glass as THE AMBER LIQUID begins to fill the tube, swirling around her ankles.

INT. ENGINE ROOM - NIGHT

Superman backs away, and Doomsday follows. Superman is using his Phin-yar, he can see PATTERNS, he knows where Doomsday will strike. He backs up against a computer array; Doomsday swings, Superman ducks...

Doomsday destroys the computer array. Doomsday howls with frustration, stomps after Superman. His KNUCKLES ARE BLEEDING GREEN; Superman is feeling the Kryptonite, getting woozy.

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Brainiac watches the battle in 3-D HOLOGRAM. He pays no attention to Jimmy, who pounds the outside of the Glass Tube with a chair, with no result, or Lois, who is frantic, the Amber Liquid halfway up her shins now.

INT. ENGINE ROOM - NIGHT

Superman leans against A MASSIVE CONTROL PANEL, sweating, weak from the close contact with the Kryptonite. He looks up at Doomsday through heavy lids.

SUPERMAN

Come and get me.

Doomsday POUNDS WITH BOTH ARMS. Superman dives out of the way, and Doomsday SMASHES THE PANEL.

THE PANEL EXPLODES, a massive explosion. The ship rocks, and A TON OF RUBBLE POURS DOWN ON DOOMSDAY AND SUPERMAN.

UNDER THE RUBBLE, Superman is pinned. He looks over and sees Doomsday, obviously dead. Then he sees

A RIVULET OF DOOMSDAY'S GREEN BLOOD, running right toward him! The lethal Kryptonite will reach him in moments.

He HEAVES THE RUBBLE OFF OF HIMSELF. He staggers away, the room spinning around him, shaking from MINOR EXPLOSIONS up and down the Engine Room. He sees A DOOR two levels above.

He climbs the rubble and makes it through the door just as A HUGE EXPLOSION rips through the Engine Room.

INT. BRAINIAC'S SHIP - BRIDGE - NIGHT

Superman ENTERS, takes a few steps then drops to one knee, his ears still ringing from the Kryptonite.

As he kneels there trying to get his bearings, he sees TWO PURPLE FEET. He looks up and sees Parasite standing over him, ENERGY dancing off of him from every pore. He grins gleefully.

PARASITE

I sucked up sixty souls before you got here. I'm ready to rumble.

He kicks Superman, who falls backwards. Parasite POUNCES on him, and Superman throws him across the room. Parasite hits the wall, slides down, hops to his feet.

PARASITE (cont'd)

See, now I'm mad.

He thrusts his arms out, BLASTING ENERGY at Superman. Superman ducks the first blast, then deflects the next one.

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CONFIDENTIAL

WB010937

P1986

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PARASITE (cont'd)

Hold still, will ya?

Parasite plows into him. The two men slam against the wall. Parasite tries to get his hands on Superman's head. Superman smacks Parasite's arms apart and PUNCHES him.

Parasite grabs AN IRON BEAM and smacks Superman over the back of the head; it has no effect.

PARASITE (cont'd)

Well, jeez.

He pulls all of his power in and lets it out in ONE HUGE BLAST that knocks Superman back against the wall. Parasite pounces on him, puts his hands on Superman's head. He starts to suck his LIFE FORCE, but makes a sour face.

PARASITE (cont'd)

Ooo, you're weak. Doomsday filled you full of Kryptonite.

He starts to remove his hands, but Superman grabs them and holds them in place. He looks up at Parasite.

SUPERMAN'S POV: He can see GREEN ENERGY being sucked out of himself, traveling up Parasite's arms into his veins.

SUPERMAN

You're cleansing me, Parasite.
Don't stop now.

PARASITE

I don't want it! You're sick...
you'll make me... stop!

But Superman holds his hand on his head, and Parasite keeps getting the bad juice, while Superman gets stronger. Parasite starts fritzing, various personalities coming out.

PARASITE (cont'd)

Joey, how many times have I told you to take out the garbage...
whoa, I get a hundred bucks a pop, pal... no, leave me alone!...
help!... ma, where's my overshoes?... yeah! Ah!

His head starts shaking, purple saliva spewing out. Superman knocks his hands away, and Parasite staggers

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CONFIDENTIAL

WB010938

P1987

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back. Parasite shakes, out of control. Superman rises up before him. Finally Parasite stops shaking, focuses on Superman.

PARASITE (cont'd)

What a way to go.

Superman raises his hands together and brings them down on Parasite's head. He pounds him so hard that Parasite

DRIVES THROUGH THE FLOOR like a railroad spike, making a hole.

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Brainiac, Jimmy and Lois, the amber liquid up to her neck, look up as Parasite comes through the ceiling and falls the TWO HUNDRED FEET to the floor. Parasite lands on his back, twitches, and dies.

JIMMY

Look!

Something is happening to Parasite; WISPS OF AIR are rising from him, SWIRLING and heading up. They take form as they rise, and all those watching see that they are:

ALL OF THE SOULS HE HAS DEVoured BEING SET FREE. They continue to come out of him, dozens of wisps curling up in a thick, glowing column. They go by Brainiac on his level, Lois and Jimmy on their level.

They rise past Superman in the room above. We see the spirits of men, women, children. Finally they all pass, and the room is quiet again. There is nothing left of Parasite except a mound of PURPLE DUST.

INT. BRAINIAC'S SHIP - BRIDGE - NIGHT

Superman goes to a console and hacks on the keyboard. SCHEMATICS of the ship start to come up in 3-D HOLOGRAM, but they are flickering, he can't quite get them on the damaged equipment. Brainiac's VOICE comes out of the air.

BRAINIAC

Forget about the weapons, Superman.
There's someone here that wants to see you.

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CONFIDENTIAL

WB010939

P1988

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Superman gets the Schematic to hold still; he finds the Annihilator, looks around, getting his bearings.

BRAINIAC (cont'd)

She has the most interesting memories. See for yourself.

Superman looks up as:

3-D IMAGES APPEAR IN THE AIR above him; they are LOIS'S MEMORIES of Superman; the two of them together on her balcony, him flying with her in his arms, various romantic images superimposed on the air.

Superman is absolutely floored. He whirls around, looks through the hole in the floor into the Genetics chamber.

He sees Lois in the Glass Tube; she takes her last breath as the AMBER LIQUID COMPLETELY FILLS THE TUBE. She is floating now, helpless.

BRAINIAC (cont'd)

What a dilemma. Do you search for my weapons, while I kill the girl?

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Superman swings down through the hole, and drops to the highest level of the catwalks. He looks up at the timer, which is JUST UNDER TWO MINUTES. Brainiac laughs.

BRAINIAC

You've ruined my hypothesis, Kal-el. I believed love to be a human trait. But here you are, far from human, and yet you obviously love. You can't save her, you're too late.

He gestures; in the Tube, MICROBES attach to Lois.

Superman RIPS THE BROKEN WING off of his back and FLIES! He reaches Lois as her head lolls back, her eyes close...

He SMASHES the glass tube. The AMBER LIQUID GUSHES OUT, Lois slides and slips. Superman sets her safely on a dry spot. The Microbes fall away as she gasps for breath.

BRAINIAC (cont'd)

My. We're full of surprises.

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CONFIDENTIAL

WB010940

P1989

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Lois looks up at Superman, but he jumps off and FLIES DOWN toward Brainiac.

Brainiac glares at him with those RED EYES; Superman is slammed back against the wall, pinned. He struggles, under the full onslaught of Brainiac's brain power.

UP ABOVE, Lois slips in the Amber Fluid and falls over the edge of her catwalk. Jimmy catches her hand, holds her. He has her, but she is dangling over the precipice.

Superman breaks free of Brainiac's mind power and flies across the room at him. Brainiac begins to gesture, and OBJECTS fly at Superman:

METAL RODS break free from the railings around the catwalks and shoot at him like spears; LARGE CONSOLES barrel through the air. The first one Knocks Superman to the floor, and the metal spikes come after him.

Brainiac RISES IN THE AIR and floats in the middle of the vortex of objects, orchestrating like a deranged conductor. Superman concentrates, uses his Phin-yar.

SUPERMAN'S POV: He sees the PATTERNS in the objects, knows where Brainiac will send them.

Jimmy loses his grip on Lois. She slips away, slides down a few feet, grabs a ledge. She dangles by her fingertips, out of Jimmy's reach, ready to plunge to her death on the floor a hundred feet below.

Superman bobs and weaves through the objects, getting closer to Brainiac.

The COUNTDOWN REACHES 60 SECONDS.

INT. BRAINIAC'S SHIP - LEAD LINED ROOM - NIGHT

The ANNIHILATOR starts to THROB.

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

ANOTHER GLASS TUBE RISES from the floor near Lois; the GLASS SHATTERS and FLIES AT SUPERMAN.

He uses his Phin-yar vision to see the patterns, weaves safely through the glass. He is very close to Brainiac

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CONFIDENTIAL

WB010941

P1990

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now; Brainiac is frustrated. He gestures and A HUGE PIECE OF EQUIPMENT BREAKS LOOSE from the ceiling, swings down and SLAMS Superman against the wall.

Superman shoves off like a swimmer making his turn and heads back for Brainiac, whose brain is literally THROBBING with the effort he is expending.

INT. BRAINIAC'S SHIP - LEAD LINED ROOM - NIGHT

THE ANNIHILATOR warms up, A HUM STEADILY BUILDING, the whole thing GLOWING AND THROBBING...

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

THE COUNTDOWN PASSES 45 SECONDS.

Superman closes in on Brainiac, using his Phin-yar to move through the VORTEX of flying objects.

A METAL ROD flies at his face. Superman moves aside, and as the rod shoots past he catches it, uses its own momentum to spin it around, and launches it at Brainiac.

Brainiac's eyes go wide as the Metal Spike shoots straight at him, and:

EMBEDS ITSELF IN HIS OVERSIZED BRAIN, sticking all the way through. ALL OF THE OBJECTS FALL, his hold over them gone.

Superman grabs the Metal Spike and SWINGS HIM AROUND, using the Spike as a handle. He lets go; Brainiac FLIES THROUGH THE AIR like a projectile, landing on the ledge. He manages to sit up, grabs the spike in his brain and pulls it out.

Superman hits a switch. A GLASS TUBE SHOOTS UP around Brainiac, and quickly fills with AMBER FLUID. The MICROBES attach to him.

Brainiac screams a silent scream as the extractor REMOVES ALL OF THE ALIEN DNA he has put into himself:

HE MORPHS in the Amber Liquid, going through numerous alien transformations, all of the races he has used. It is incredibly painful, he twists in the liquid as he morphs.

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CONFIDENTIAL

WB010942

P1991

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Finally all that is left is A HUMAN LOOKING MALE, the being he was before he started. Ironically, he is very physically attractive. He looks down at Superman, pitifully. Then he says something that WE CAN'T HEAR through the fluid or the glass. What he says is:

BRAINIAC

(Silent)

I was almost a god.

It will keep audiences guessing through multiple viewings. The machine keeps going; it EXTRACTS HIS OWN DNA, twisting him further, until it unlocks and he FALLS APART, DISSOLVING into the fluid, which swirls down the drain.

Lois is barely hanging on, dangling off the catwalk.

LOIS

Uh... help?

JIMMY

Superman!

He points at the COUNTER: It is down to 23 SECONDS.

Superman finds the RED BUTTON on the WHITE COLUMN, hits it; the COUNTER keeps going, nothing. He tears the button out, pulls the wires; 17 seconds.

Superman FLIES UP, makes a loop, and FLIES STRAIGHT DOWN THROUGH THE FLOOR.

INT. BRAINIAC'S SHIP - NIGHT

A CROSS VIEW as Superman flies through the ship, CRASHING THROUGH THE FLOORS.

INT. BRAINIAC'S SHIP - LEAD LINED ROOM - NIGHT

Superman crashes through and finds the Annihilator, which has a counter on the front: it is down to 11 SECONDS.

He tears the front panel off and finds A MAZE OF ALIEN CIRCUITRY. Knowing he can't figure it out, he rips the device out of it's perch; it is bigger than he is.

He hoists it over his head and FLIES UP through THE HOLE he made in the decks...

CONFIDENTIAL

WB010943

P1992

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Jimmy and Lois are where he left them as Superman flies up through the room with the Annihilator over his head, passing the big COUNTER which reads 8 SECONDS.

EXT. METRO CENTRE PARK - NIGHT

Superman CRASHES THROUGH THE ROOF OF THE SHIP, leaving a huge hole, and SOARS TOWARD THE HEAVENS LIKE A STREAK with the Annihilator over his head.

EXT. OUTER SPACE - ABOVE EARTH - NIGHT

We can just see THE SUN RISING OVER THE EDGE OF THE EARTH as Superman comes soaring out of the atmosphere with the device, which has counted down to 2 SECONDS.

With all of his might, he THROWS THE DEVICE OUT INTO SPACE.

It BLOWS, AN UNBELIEVABLE EXPLOSION, which knocks Superman backwards. He tumbles through space, head over heels, as the SHOCKWAVES of the explosion ripple outward.

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Lois loses her grip, and FALLS! She SCREAMS as she plunges, arms and legs flailing, the hundred feet toward the floor.

EXT. OUTER SPACE - ABOVE EARTH - NIGHT

As the shockwaves disperse, Superman HEARS LOIS SCREAM with his SUPER HEARING. He swings around and zooms back toward earth, as fast as he can fly, a streak.

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Lois flails as she falls...

ECU: On her hand, as HIS HAND catches it in mid air...

He has her! He swings her around, her feet brushing the floor, and pulls her up into his arms. He flies up to the middle of the cavernous room, holding her.

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CONTINUED:

LOIS

It is you.

SUPERMAN

Yes.

LOIS

My two favorite men.

They look deeply into each other's eyes, with the relief of finally being together.

LOIS (cont'd)

I love you.

SUPERMAN

I love you too.

THEY KISS, floating in mid-air.

EXT. METRO CENTRE PARK - DAY

THE SUN HAS RISEN over Metropolis at last. Jimmy comes out the front of Brainiac's ship and finds the Mayor and the Police Chief... the real ones... waiting at the front of the crowd. The Mayor shakes his hand profusely.

The WGBS NEWS TRUCK pulls up, and a CAMERAMAN and CREW jump out and start setting up.

CAMERAMAN

Olsen! What happened here?

JIMMY

Superman saved Metropolis.

CAMERAMAN

We're going live in ten!

Someone hands Jimmy a microphone, and the Cameraman focuses on Jimmy.

They HEAR A ROAR from the crowd. They look up, above the ship, as the crowd CHEERS AND APPLAUDS.

As the RISING SUN floods Metropolis with light, and the crowd below CHEERS them on, Superman and Lois Lane kiss in mid air. The Cameraman signals Jimmy, we're on.

(CONTINUED)

CONFIDENTIAL

WB010945

P1994

CONTINUED:

JIMMY

This is James Olsen, live at Metro
Centre Park...

He sees the Cameraman aiming his lens up at Superman and
Lois. Jimmy reaches out and pushes the camera down,
gently. The Cameraman looks at him, what gives?

JIMMY (cont'd)

Let's leave them alone.

The Cameraman clicks the camera off, as:

High above it all, floating in the air, Superman and Lois
kiss, his long black and red cape swirling around them.

FADE TO BLACK.

THE END

CONFIDENTIAL

WB010946

P1995

EXHIBIT 86

SUPERMAN REBORN

Written by
Gregory Poirier

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EXHIBIT 86

Ex. 235

CONFIDENTIAL

WB010947

P1996

FADE IN:

EXT. CASTLE - DAY

The surface of an ice planet, covered in snow. The palace is under attack, but we can't see by whom. LASER BLASTS seem to come from empty air.

LEGEND: 30,000 LIGHT YEARS FROM METROPOLIS.

INT. GREAT HALL - DAY

A king, queen and princess, age 16, make their way through the BLASTS. They are almost human but not quite; their skin is softly metallic. The princess is remarkably lovely in spite of this.

The ROOF BLOWS OPEN, a gaping hole to the sky. They press back against the wall as the room fills with BLASTING AIR; furniture is blown over, papers swirl; it is like thrusters from a ship landing in the room, but there is no ship.

Then a door opens, and we can see the high tech cockpit of a small, invisible craft. Strange alien soldiers climb out. When the door closes, the ship disappears again.

The king draws his sword. Two aliens FIRE WEAPONS, killing the king and queen. Two others grab the princess. She fights, but several mutant aliens subdue her.

Their leader, HESTES, snatches the large green jewel from the queen's neck. He holds it up so the light shines through it.

INT. BRAINIAC'S SHIP (SPACE) - BRIDGE

This control center is high tech, but has an organic feel to it; all of the pieces fit together in a flowing, intertwined way, so it seems almost like a living organism. The ship is crewed by aliens of all sorts of deranged variety.

Two aliens drag the princess in, her hands bound. Hestes follows. The princess looks out a window, onto her home planet and its two moons.

A door opens behind her. The aliens bow their heads. The princess tries to look, but the aliens grab her hair and force her to look at the floor.

(CONTINUED)

CONFIDENTIAL

WB010948

P1997

CONTINUED:

She never gets a look at the person, BRAINIAC, whose face we never see in this scene; he remains an ominous, O.S. presence.

The aliens drag her toward the door. Brainiac gestures, and a thin column rises from the floor, a red button on top. He presses it and the princess forces the aliens to stop, watches out the window.

INT. BRAINIAC'S SHIP - LEAD LINED ROOM

A massive machine, the annihilator, begins to vibrate.

EXT. BRAINIAC'S SHIP (SPACE)

A thick, concentrated beam shoots to the planet's surface.

INT. CORE OF PLANET

The rock at the center of the planet heats up; it becomes molten, boils, bubbles.

EXT. SURFACE OF PLANET - DAY

Citizens scatter as we see a --

SERIES OF IMAGES

A) VOLCANOES

erupt;

B) ICE CAPS

melt;

C) BUILDINGS

collapse.

It builds, until...

EXT. SMALL WHITE PLANET (SPACE)

The PLANET EXPLODES.

CONFIDENTIAL

WB010949

P1998

INT. BRAINIAC'S GENETICS CHAMBER (SPACE)

A huge room full of sleek, high tech equipment. The room is ringed by several levels of catwalks. Two aliens stand the princess in the center of the room and step back.

A glass tube shoots up at unbelievable speed, like it is shot out of the floor, and surrounds her. The top whips shut; she is trapped. The princess pushes on the glass and calls to the aliens as they leave, but the glass tube is soundproof. They exit, leaving her alone.

Then the tube begins to fill with amber liquid, thick like honey, starting from the bottom. The princess frantically pounds on the glass, but she can't get out. It swirls up around her waist. She struggles, terrified.

A door opens and Brainiac enters. It is dark and shadowy, she can't get a look at him as he moves through the room, working equipment. She screams as loud as she can, but she is absolutely silent from outside the tube.

She floats as the fluid fills the tube. She takes a last gasp of breath at the top, then the tube is filled completely. Microbes shoot out of the walls of the tube and glom on to her skin. She sees Brainiac THROUGH the fluid, but he is just a fuzzy, watery shape.

In the center of the room, a 3-D hologram appears, ropes of interlocking strands of DNA. They spin, then a block pops out of the strand, and the whole thing unravels.

The princess completely falls apart before our eyes, disintegrating into the amber liquid which is then sucked out of the tube, swirling away to nothing.

Hestes enters behind Brainiac.

HESTES

A small ship left the planet
milliseconds before the explosion.
We were unable to track it.

BRAINIAC

Show me.

Hestes pushes buttons on his wristband; a hologram of a bizarre spaceship appears in 3-D before Brainiac. Brainiac leans slightly into the light; we see maybe half of his face, in silhouette. He practically hisses this next word, like venom on his lips:

BRAINIAC

Cadmus.

(CONTINUED)

CONFIDENTIAL

WB010950

P1999

CONTINUED:

He waves his hand through the holo image, it disappears like a wisp of smoke. He gestures; a three dimensional map of a solar system appears; planets spin through the room.

BRAINIAC

Lay in a course. Take me...
there.

He extends his bony finger, pointing at a 3-D image of:
Earth. We slowly PUSH IN ON the spinning globe...

DISSOLVE TO:

EXT. METROPOLIS - DAY

We PULL BACK FROM the spinning globe, and it is the sign on the front of the Daily Planet Building.

INT. DAILY PLANET - DAY

From the globe outside the window, we PULL BACK to reveal CLARK KENT, a good looking reporter in glasses, sitting on the ledge gazing at the sky. He seems troubled, as if he senses something.

Female hands come INTO FRAME and rub his shoulders. He looks up and sees:

LOIS LANE, 27, a strong, pretty woman with sharp eyes, standing over him. She is wearing an ornate, bonnet style hat and is decked out in the latest high fashion.

LOIS

Are you all right, Clark?

CLARK

Just a headache.

They walk together through the busy newsroom of a working paper. Reporters on phones, people running. We see lots of computers, reporters doing high tech work.

CLARK

New outfit?

(CONTINUED)

CONFIDENTIAL

WB010951

P2000

CONTINUED:

LOIS

I spent all afternoon at a fashion show watching the city planning commissioners take freebies from the garment industry. You believe women actually wear this stuff?

At her desk, she smells the fresh red roses in a vase.

CLARK

More anonymous roses. Someone really likes you.

Clark sits at the next desk. She tosses the hat and starts to pound on the keys of an old Underwood typewriter.

REPORTER

Don't you even wonder who sends those?

LOIS

Are you kidding me? I could find out in three minutes flat.

CLARK

I think our ace reporter likes having one mystery in her life.

PERRY WHITE, the patriarchal editor-in-chief, sticks his head out of his office.

PERRY

Lane!

He slams his door as Lois types a last line.

CLARK

Are you going to Jimmy's party tonight?

LOIS

I've got three more inches to write for the morning edition.

CLARK

You ever do anything besides work?

Lois rips the page from her Underwood.

LOIS

What else is there?

CONFIDENTIAL

WB010952

P2001

INT. PERRY WHITE'S OFFICE - DAY

Lois stands across from Perry. He looks her over, what is she wearing?

PERRY

What's holding up that dock story?

LOIS

Okay, the thing is this. Everybody down there is afraid to talk.

PERRY

Time was a newspaper was a vital paper of a city landscape. Now they have TV Internets. Satellites. Can you believe, our own Jimmy?

LOIS

Chief. I always get the story.

There is a KNOCK. Perry waves Clark in as Lois turns to go.

CLARK

You wanted to see me, Mr. White?

PERRY

Kent. Butt, chair. You should take some down time after this, Lane. Don't we owe you some vacation?

LOIS

Twenty-six weeks.

Lois exits. Through the following, Clark watches Lois THROUGH the glass partition to the newsroom. His eyes never leave her; through his eyes she looks like exactly what she is: a gorgeous movie star in fabulous lighting.

PERRY

You haven't brought me a lead in twelve days. What the heck are you thinking about all the time?

CLARK

I'm sorry. What?

PERRY

You're a good reporter, Kent, but I'm losing you. Get focused.

CUT TO:

CONFIDENTIAL

WB010953

P2002

EXT. EDGE OF GALAXY (SPACE)

Brainiac's enormous ship powers through the Milky Way.

INT. BRAINIAC'S GENETICS CHAMBER (SPACE)

A huge pile of green jewels, including the queen's, sit on a platform. Lasers slice at them, working various cross patterns, breaking the stones down until they are liquid.

Brainiac supervises. He looks up and catches the barest, fleeting glance of eye contact with an ALIEN, who quickly looks away.

BRAINIAC

You looked at me.

ALIEN

I beg forgiveness, I --

Brainiac gestures and the Alien clutches his skull, falls to the floor and writhes in incredible pain. The other aliens try not to watch. Finally and mercifully, he dies.

BRAINIAC

No one looks at me! It's not like I'm vague on this issue.

The green liquid drips through a series of tubes, its consistency changing at each point. It finally drips down an IV. We don't see where it winds up.

CUT TO:

INT. PSYCHIATRIST'S OFFICE - DAY

Clark stands, nervous. DR. IRA GOLDSTEIN is middle aged, glasses, bald, wearing a tuxedo. He compulsively pops Hershey's Kisses in his mouth throughout the scene.

CLARK

I didn't know it would be so formal.

GOLDSTEIN

What? Oh, no, I'm going to the theater tonight.

CLARK'S POV - X-RAY VISION - TICKETS

in the doctor's pocket.

CONFIDENTIAL

WB010954

P2003

BACK TO SCENE

CLARK
'La Boheme' is one of my
favorites.

GOLDSTEIN
How did you know I was going to
the opera?

CLARK
Lucky guess. The tux. I'm
nervous.

GOLDSTEIN
Why did you call me?

Clark looks at him a moment, decides he might as well
talk.

CLARK
My boss thinks I've been
distracted.

GOLDSTEIN
Your boss thinks?

CLARK
(a beat)
Okay, you want honesty. I've been
feeling isolated. Funny, isn't
it? In the middle of a city of
seven million people, I feel
alone.

GOLDSTEIN
We all do, occasionally.

Clark picks up a brass award from a shelf, fidgets with
it.

CLARK
I do everything I can to help, but
things are getting worse.

GOLDSTEIN
Journalists often feel that way.

Clark walks around behind him.

CLARK
There's always another disaster.
Somebody else who needs help.

(CONTINUED)

CONFIDENTIAL

WB010955

P2004

CONTINUED:

GOLDSTEIN
It must be difficult, never
reporting any good news.

Clark thinks out loud, figuring it out as he talks.

CLARK
You know what it is, Doctor? It's
like I feel homesick, except I
have no home. I don't belong
here, and there's nowhere else to
go.

GOLDSTEIN
You do belong here, Mr. Kent, it's
just a matter of identifying these
feelings. Bottom line, you are a
human being.

Nervous, Clark snaps the solid brass award in half in his
hand. The doctor doesn't see; Clark quickly puts it back
on the shelf, balances the two pieces.

CLARK
Also, there's a woman.

GOLDSTEIN
There usually is. Does she know
how you feel?

CLARK
She can't know, not ever. It's
complicated, Doctor. I don't even
know if we could have children.

GOLDSTEIN
There are tests.

CLARK
You don't understand. I'm not
like her. I'm... not like
anybody.

Goldstein looks at him for a few moments, then leans
forward.

GOLDSTEIN
Are you aware of the doctor-
patient confidentiality rule? You
can tell me anything in this room,
and I'm prevented by law from
repeating it.

(CONTINUED)

CONFIDENTIAL

WB010956

P2005

CONTINUED:

CLARK

Anything?

GOLDSTEIN

Let it out, Kent. What's your secret?

We slowly PUSH IN ON Clark.

INT. WAITING ROOM - DAY

Dr. Goldstein talks to his receptionist, being gentle in front of Clark, like you would with a lunatic.

GOLDSTEIN

June. Mr. Kent will be coming to see us five times a week for awhile.

EXT. GOLDSTEIN'S BUILDING (METROPOLIS) - DAY

Clark comes out of the building and heads for home. He hears THUMPING BASS, sees a carload of gang bangers go by.

CLARK'S POV - X-RAY VISION

They all have machine guns and shotguns on their laps, an arsenal.

BACK TO SCENE

Down the street, more bangers load crates into a van.

CLARK'S POV - X-RAY VISION

The crates are full of high caliber weapons.

BACK TO SCENE

Clark spots a truck parked on the street. He runs behind it...

And SUPERMAN flies out the other side!

CONFIDENTIAL

WB010957

P2006

INT. GANG CAR - DAY

Clips are loaded, guns are cocked. They get close to those loading the van, raise their guns, aim them out the window...

EXT. STREET CORNER - DAY

They OPEN FIRE as Superman lands between them, BULLETS bouncing off of him. They FIRE UNTIL they're EMPTY.

GANG GUY

Ram him!

The driver floors it, the car crashes into Superman. The front of the car folds like an accordion. A guy in the front seat FIRES at him.

CLANG! Superman catches the bullet between his teeth. He looks and sees the other gang climbing into the van.

He spits the bullet, which goes as fast as if it had been shot from a gun, and BLOWS the TIRE OUT on the van.

SUPERMAN

Wait here.

A member of the gang, a BAD DUDE, grabs a WOMAN, who screams, and holds his gun to her head.

BAD DUDE

Stay away, I'll cap her!

The Bad Dude FIRES; Superman reaches him in less time than it takes the bullet to clear the barrel, a blur of super speed, takes the gun. The bullet flies away harmlessly.

SUPERMAN

Ma'am, are you all ri --

WOMAN

Don't touch me!

She runs off, terrified. The rest of the gang pull their crates open and arm themselves. One of them FIRES a SURFACE-TO-AIR MISSILE LAUNCHER.

The MISSILE flies at Superman, hits him square in the "S" and EXPLODES. The smoke clears.

SUPERMAN

That stings a little. Must be why they call it a Stinger.

He blows at the gang members; they are knocked off of their feet, as if by a hurricane.

CONFIDENTIAL

WB010958

P2007

INT. VAN - DAY

The gang members tumble in, on the wind of Superman's breath, and pile up in a heap against the back wall.

EXT. STREET CORNER - DAY

Superman sees the crashed car trying to drive off, going about three miles an hour like a wounded animal. Superman lifts the rear of the car and blows into the exhaust pipe.

The car fills with exhaust. The bangers pile out, coughing and hacking, and as they do Superman grabs them and tosses them into the van. He grabs a BANGER by the jacket.

BANGER

Mind your own damn business!

SUPERMAN

You boys are breaking the law --

BANGER

Ain't your law! This ain't even your planet, you a damn alien!

Superman lifts him a little higher, glares at him.

BANGER

Go back where you come from!
Didn't nobody ask you to come here.

Superman looks at him a moment, chucks him into the van.

INT. VAN - DAY

The gang members from both sides are tossed into one pile. The van lurches, turns on its side. They yell and tumble.

EXT. SKY ABOVE STREET CORNER - DAY

Superman flies up, carrying the van over his head. He sets it on top of a clock tower, where they can't climb down.

SUPERMAN

The police will be along for you.

Superman flies across the sky, a red and blue streak.

CONFIDENTIAL

WB010959

P2008

IN WINDOW ABOVE HIS OFFICE

Dr. Goldstein and his receptionist watch him go.

GOLDSTEIN
Now that's Superman.

EXT. SKY OVER METROPOLIS - DAY

As Superman flies away from the clock tower he hears a SCREAM, focuses in one direction, then hears a GUNSHOT in another direction, a BURGLAR ALARM in yet another. He exhales, weary, and zooms off to save another citizen.

CUT TO:

INT. BRAINIAC'S GENETICS CHAMBER (SPACE)

The last of the green liquid drips through the IV. We see it going into an enormous, stone-like arm. It flexes, and we hear a RUMBLING sound, the CREATURE'S breath. From the mysterious, monstrous presence in the shadows, we:

CUT TO:

EXT. LEDGE OF BUILDING - NIGHT

START ON a massive stone gargoyle, looking down on Metropolis thirty stories below. Then we FIND Superman perched beside it, his cape wrapped around him, troubled. He is worn, exhausted. His fingers rest on his temples.

SUPERMAN'S POV - X-RAY VISION

He can see INTO the building across the way; he can hear PIECES OF the CONVERSATIONS taking place --

INTERCUT WITH --

EXTREME CLOSEUP OF HIS EYES

A) IN FIRST APARTMENT

an elderly couple eats at the kitchen table. The PHONE RINGS, the wife answers. She is happy, it is her daughter. The man comes to the phone --

(CONTINUED)

CONFIDENTIAL

WB010960

P2009

CONTINUED:

B) IN NEXT APARTMENT

a young man does sit-ups in his boxers. His girl friend comes in wearing his oversized shirt, kisses him, they laugh and tumble on the floor --

C) SUPERMAN'S EYES

are drawn by SQUEALING --

D) IN HIGH-FLOOR APARTMENT

two kids run and screech and giggle, passing their parents who watch TV on the couch --

E) IN ANOTHER APARTMENT

a father lifts his baby out of the crib and walks her, holds her close, kisses her head. The mother comes in and they stand together, their baby safe between them. Father kisses mother; a human family.

F) PUSH IN ON Superman's eyes.

EXT. LOIS'S TERRACE - NIGHT

Superman comes out of the sky, lands on the terrace. He lightly taps on the glass door with his knuckles.

INT. LOIS'S BEDROOM - NIGHT

Lois is asleep. She pops awake, grabs the phone.

LOIS
Lane, what do you got? Hello?

There is no one there. She hears the TAPPING on the glass.

EXT. LOIS'S TERRACE - NIGHT

Lois slides the door open and comes out in oversized boxing shorts and a muscle tee, finds Superman waiting.

SUPERMAN
I'm sorry, I woke you.

LOIS
No, I was on the phone.

SUPERMAN
I'll go.

(CONTINUED)

CONFIDENTIAL

WB010961

P2010

CONTINUED:

LOIS

Don't be silly.. What's wrong?

SUPERMAN

Nothing. I'm just tired.

LOIS

You work so hard.

SUPERMAN

Metropolis is getting out of hand.
It seems the more fires I put out,
the worse things get.

LOIS

Oh, before I forget.

She goes to a drawer, pulls out a small bundle of mail.
He accepts them, looks through them.

LOIS

More letters from kids. We must
get a hundred a week.

SUPERMAN

Thank you. So many of these
children don't have families.

LOIS

I know, it's sad.

SUPERMAN

Everyone needs a family, don't you
think?

LOIS

You mean kids?

SUPERMAN

Yes, kids. Everyone.

LOIS

I don't think a person has to...
it's a new world. Not everyone
has the luxury of a family.

SUPERMAN

I just think people are happier
with a real home.

LOIS

A person can be happy in all kinds
of circumstances.

(MORE)

(CONTINUED)

CONFIDENTIAL

WB010962

P2011

CONTINUED:

LOIS (CONT'D)

If her job is fulfilling. There's something to be said for not having anyone to take care of. Or to answer to. A person can be happy.

She runs out of things to say and looks up at him. It is very awkward for a moment, he false starts reaching for her once or twice, she self-consciously brushes her hair from her eyes. It seems he is about to hold her, when he cocks his ear. We hear a very distant SCREAM.

LOIS

What?

SUPERMAN

I hear a scream, I'd better... I'm sorry.

LOIS

No, no. Perry just called about a big story, I have to get in gear anyway.

He nods, then turns and EXITS FRAME. She watches him fly off into the night, then sinks into a chair and sits there, confused, the Metropolis skyline behind her.

CUT TO:

EXT. SPACE - NEAR SATURN

Brainiac's massive ship passes through the rings of Saturn, disrupting their orbit. The rings trail off, lost forever.

PICK UP a smaller ship coming around the other side. This is the ship Brainiac saw in holographic form earlier.

INT. CADMUS' SHIP (SPACE).

Duct tubes dangle, the room is packed with all kinds of junk. An ALARM SOUNDS, an obnoxious, repeating HORN.

CADMUS sits up INTO FRAME; a bear roused from slumber. He looks around 50, but is hundreds of years older. His hair, what there is of it, sticks straight up. He grumpily smacks a button on the wall, KILLS the ALARM. He scratches his chest, every muscle sore, every BONE CRACKLING.

CONFIDENTIAL

WB010963

P2012

INT. CADMUS'S SHIP (SPACE) - COCKPIT

Cadmus enters in the midst of a coughing fit.

CADMUS

Morning, Mary Lou. Whattya got?

During the following, he hacks through his last couple of coughs, then lights a huge cigar.

COMPUTER (V.O.)

One sun, nine planets. The third is populated by approximately four billion carbon-based bipeds, current evolutionary index two point eight.

CADMUS

Two point eight? What would the big brain want with them?

COMPUTER (V.O.)

And one Kryptonian.

Cadmus looks out, raises an eyebrow as this sinks in; this means something big. He grunts, sits in his pilot's chair.

EXT. SPACE - NEAR SATURN

Cadmus's ship dips and turns, zooms toward Earth.

CUT TO:

INT. DAILY PLANET - DAY

Clark assists Lois as she does repairs on her Underwood.

LOIS

Hold that. That, tug it. Can you see me being a mother?

CLARK

Of course, why not?

LOIS

I'm pretty set in my ways.

CLARK

The kid would be lucky. Look how you nurture this old typewriter.

(a beat)

Is this about Superman?

(CONTINUED)

CONFIDENTIAL

WB010964

P2013

CONTINUED:

LOIS

Sometimes I forget that he's an alien.

CLARK

Don't ever forget it, you deserve someone normal. I mean, he came from another planet, he could leave this one. How would you feel if he moved on?

LOIS

He wouldn't. He could never stop being Superman, it's what he is.

CLARK

So, he could never sit through a meal without somebody having a disaster and needing his help. What kind of life could you have?

LOIS

How can you say I deserve better than a Superman?

CLARK

What you need is a man.

She snaps the typewriter shut.

LOIS

There! That should be good for a Pulitzer prize.

(a beat)

Thanks, Clark. You might not believe this, but you're about the best friend I've got.

They look at each other for a moment, then notice a LOW RUMBLING. The ceiling light begins to sway.

LOIS

What is that? Earthquake?

CLARK

That's no earthquake.

INT. APARTMENT - DAY

A family eats. The DISHES RATTLE on the table. The kid's Froot Loops jiggle in the bowl. DAD goes to the window.

DAD

Oh my God.

CONFIDENTIAL

WB010965

P2014

EXT. METRO CENTRE PARK - DAY

A policeman sits in his squad car at a stop light. He looks up and sees the stop light shaking. A shadow passes over him. People scream and run, as:

Brainiac's ship sets down into the park. Trees burst into flames, the thrusters scorch the earth.

Buildings are crunched on the edge of the park; the ship does not quite fit. A couple of high-rises crumble.

People run; a "NO PARKING" sign is snapped like a twig; in the lake young lovers dive out of their paddle boat.

Finally the ship comes to rest. It fills the entire park. The door opens, lowers to become a gang plank.

We see the faces of the humans on the ground, crawling away. They hear enormous BOOMS. A shadow covers the street; the booms are FOOTSTEPS.

Doomsday, the beast Brainiac made in his genetics chamber, heads up the street. He is gigantic, all muscle, plated with spiky armor.

He destroys everything in his path; he crunches cars, pulls trees and telephone poles out of the ground. A BIRD lands on a brick wall. Doomsday holds a hand out, and the bird hops into his palm. It CHIRPS. He crushes it.

A POLICE CAR ROARS up to Doomsday; he swats it and it tumbles away, flipping several times.

Superman swoops out of the sky, amazed at the destruction he sees. He soars toward Doomsday, fists in front of him. He plows into the beast, and the two of them crash into the side of a building.

Superman shakes the rubble off, looks at Doomsday under the mess. It seems he has killed him. He drags the beast toward the ship at the head of the street.

Superman is overcome by a wave of dizziness. He stumbles, and Doomsday gets to his feet, punches Superman. Superman is caught by surprise, stunned.

Doomsday punches him again, then picks Superman up over his head and throws him. People scatter as Superman crashes through some power lines.

VARIOUS SHOTS

All over the city, lights go out.

CONFIDENTIAL

WB010966

P2015

INT. TORVAL LABS - NIGHT

RUDY JONES, a stocky lab assistant with more attitude than brains, mops. He has one eye on DR. URSULA FREEMAN, a pretty scientist, who tries to keep the beakers steady as the building shakes from the battle between Superman and Doomsday outside. The lights flicker.

RUDY

Hey, Doc. What say you and me cut a rug sometime? Couple of chops, a bottle of vino.

URSULA

You can't be serious. You're a janitor. I'm a biomedical engineer.

RUDY

I won't hold it against you.

She laughs derisively, carefully sets a bottle of purple liquid on a shelf. The building shakes.

URSULA

What is going on out there?

She goes to the window and looks.

URSULA'S POV

She can see Superman and Doomsday fighting in the street below. The building shakes from the force of their blows.

BACK TO SCENE

She hurriedly exits.

RUDY

I got your biomedical engineer right here, baby.

The lights go out, the room shakes. As emergency lights snap on, Rudy sees a beaker about to fall. He catches it, relieved, and sets it back on the shelf. As he does so, his broom handle shatters the bottle Ursula stored. The purple liquid spreads across the floor.

RUDY

Way to go, lame-o, this'll impress the doc. Kill two years of her work.

(CONTINUED)

CONFIDENTIAL

WB010967

P2016

CONTINUED:

He tries to mop it up, but the purple liquid eats the end of his mop. Strange purple flames rise from the liquid. Rudy looks around and grabs a large beaker full of what looks like water. He throws it on the purple flames...

They EXPLODE, and the purple FLAMES ROAR through the lab, devouring everything in their path, including Rudy.

He runs around, consumed by purple fire, screaming, bouncing off the walls. He falls, there is an enormous WHOOSH, and the flames extinguish as quickly as they spread. All is quiet.

EXT. DAILY PLANET - DAY

Lois runs out as Superman and Doomsday battle in the street. She tries to get close but can't, there is a large crowd gathering. A YOUNG REPORTER hops out of a news van, and his crew sets up.

LOIS

Jimmy!

The reporter turns around; he is Jimmy Olsen.

JIMMY (YOUNG REPORTER)

Share what you got, Lois!

LOIS

Don't know who he is or where he's from. The ship landed, he came out swinging! He's holding his own against Superman.

EXT. METROPOLIS - DAY

Superman knocks Doomsday under the elevated train. Superman stumbles, getting weaker.

Doomsday pulls an iron pole free from the train platform and smacks Superman. Superman flies through the air and crashes into the globe on the front of the Daily Planet. The model of earth shatters, Superman falls to the street.

INT. BRAINIAC'S SHIP - BRIDGE - DAY

Brainiac watches the pieces of the fake earth rain down around Superman in holographic image.

BRAINIAC

How poetic.

CONFIDENTIAL

WB010968

P2017

EXT. DAILY PLANET - DAY

Lois tries to fight her way through the crowd to get to Superman, but can't budge the jammed bodies. The people are stunned at what is happening. Jimmy starts reporting.

JIMMY

This is James Olsen live in midtown, where Superman is engaged in battle with a crew member from a massive ship that set down in Metro Centre Park. It appears, this is incredible... Superman is down!

LOIS

This can't be!

Superman struggles to his feet. He summons all of his power and flies straight at Doomsday. Doomsday runs toward him, growling. They close in...

And slam into each other with an ENORMOUS CRASH that BREAKS WINDOWS in surrounding buildings, GLASS RAINS down.

Superman punches Doomsday with everything he has. His punch knocks Doomsday's head around, and blood flies in an arc from his mouth; green blood. It splatters Superman. Superman rubs his fingers in it, holds them up, stunned.

SUPERMAN

Kryptonite...?

Doomsday pounds him with both fists together. Superman slams against the wall and falls to the sidewalk.

Lois climbs over some rubble, trying to get close. She sees Doomsday, but he disappears as he jumps on Superman. Lois climbs down, runs around.

Doomsday jumps on Superman, punches him again and again. Doomsday's knuckles are bleeding; every time he punches Superman, he leaves a ribbon of green blood across him.

Superman looks around, through swollen eyes. His last thought is of...

SUPERMAN

(weakly)

Lois...

Doomsday lifts Superman over his head.

(CONTINUED)

CONFIDENTIAL

WB010969

P2018

CONTINUED:

Superman's cape flaps in his face, so Doomsday rips the cape off and throws it. It catches on a broken pipe and hangs there.

Doomsday slams Superman down, hard, onto a pile of rubble. He stands over Superman, both arms raised to the air, howls with victory. Superman lies absolutely still.

INT. BRAINIAC'S SHIP - BRIDGE - DAY

Brainiac watches on his holographic imaging equipment. He turns it off; Doomsday and Superman disappear.

BRAINIAC

I'll be in my quarters. Do not disturb me for any reason. Understood?

An alien bows slightly. Brainiac glides out of the room.

EXT. DAILY PLANET - SUNSET

Superman lies still. Doomsday lumbers off up the street. Halfway up the block, he stops, looks back, hesitates. Is he forgetting something? He growls it off, walks away.

Lois finally breaks through the crowd, to find Superman lying broken in the rubble. She scrambles up to him.

LOIS

Hang on, the paramedics are coming... you did it, he's leaving, you saved Metropolis... Superman... no... no...

CAMERAMAN

Jimmy. We're still hot.

JIMMY

Folks, you are seeing a live shot. It seems to be true, the impossible has happened. Superman... is dead.

LOIS

He is not dead! He's not! He's Superman, he can't... die....

TABLEAU

Red sky; the sun is setting.

(CONTINUED)

CONFIDENTIAL

WB010970

P2019

CONTINUED:

Lois futilely pounds on Superman's chest, his shredded cape billowing in the breeze on the pole behind them.

LOIS

He is not dead! He is not dead!

INT. TUNNEL

We don't know where we are; Superman tumbles up a breathing, undulating tunnel, in his torn costume, no cape, exactly as he was at the moment of death.

A light appears at the end of the tunnel. Superman looks back, then heads toward the light.

EXT. DAILY PLANET - SUNSET

Lois cradles Superman as an ambulance pulls up.

LOIS

You people clear back! I don't want to tell you twice, make a path.

TWO PARAMEDICS kneel over the body and put heart paddles on Superman's chest.

PARAMEDIC

Lady, we need to work here.
Clear.

Lois backs off, a tear on her cheek, but she wipes it away. The Paramedic gives Superman a jolt; it shocks the Paramedic. He shakes his fingers out and gives Superman another jolt. The PADDLES BLOW, sparks flying from them.

PARAMEDIC

I need more power.

CUT TO:

INT. TORVAL LABS - NIGHT

Back in the room where Rudy was consumed by purple fire. Ursula looks in, shocked. She grabs a gas mask and moves slowly through the destroyed room. She finds Rudy lying in a corner, barely breathing, and kneels over him. He is glossy and purple, but we only get glimpses of him.

URSULA

Look at the mess you made.

(CONTINUED)

CONFIDENTIAL

WB010971

P2020

CONTINUED:

RUDY

Doc... help me...

He inadvertently grabs her face in his meaty, purple hands. She struggles, panicked, as...

Her life force is sucked out of her. She loses her color, then her shape, until she is just a dried out husk of what she used to be. She falls, her dried husk crumbling.

PARASITE springs to his feet. He barely resembles Rudy any more; he is purple all over, with strange, flame-like energy dancing off his skin. He is bald as a four-ball. He looks at his fingertips, alive with CRACKLING ENERGY.

PARASITE (RUDY)

Whoa! I feel jazzed! Can't explain it, Doc, it's like I sucked your energy up through my fingertips.

(a beat)

Yowsa. Got your memories, too. All your secrets. Doc, I'm shocked.

He whips around and punches his fist down through the metal table, his hot hand slicing through the steel like butter.

PARASITE

I can get used to this.

CUT TO:

EXT. STREETS OF METROPOLIS - NIGHT

The ambulance races past, with a police escort, passing several police cars that are headed toward the park.

EXT. METRO CENTRE PARK - NIGHT

Police cars surround Brainiac's ship. The POLICE CHIEF shouts orders as they take up positions.

EXT. POWER STATION - NIGHT

Lois and the city officials wear hard-hats. Superman lies in the middle of the plant, wires and cables leading to his chest.

(CONTINUED)

CONFIDENTIAL

WB010972

P2021

CONTINUED:

The head of the power station throws a massive switch; all of the power in the station is directed to Superman's chest.

In the b.g., the Metropolis skyline dims. The man closes the switch, and the SURGEON GENERAL puts his stethoscope to Superman's chest, listens, shakes his head.

SURGEON GENERAL
We can't get to the heart; it's
like doing C.P.R. on a block of
granite.

MAYOR
There's one more thing we can try.

EXT. GOVERNMENT RESEARCH FACILITY - NIGHT

CLOSE IN ON a vent in the ground.

INT. PARTICLE ACCELERATOR TUNNEL - NIGHT

Superman hangs at the end of the tunnel, strapped in all sorts of high-tech restraints.

INT. VIEWING ROOM

Lois, the Mayor, the Police Chief, the Surgeon General, and some scientists pull their goggles down over their eyes. The head scientist hits a switch...

INT. PARTICLE ACCELERATOR TUNNEL - NIGHT

At the far end, POWER converges and BLASTS out, a focused laser beam. We see it FROM SEVERAL SPOTS IN the long tunnel as it flies PAST us, building speed.

BEAM

hits Superman in the chest, FOOM! It rocks his body, and the folks in the viewing room have to look away.

The Surgeon General comes through a door, listens to the heart. Lois starts after him, but the Mayor holds her back.

SURGEON GENERAL
He's gone.

PUSH IN ON Lois, unbelieving.

CONFIDENTIAL

WB010973

P2022

INT. TUNNEL

Superman disappears into the light.

CUT TO:

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Brainiac enters, as his ALIENS stand by. He goes to the area where the glass tubes are concealed in the floor.

BRAINIAC

Where is the corpse?

ALIEN

Doomsday returned without it.

BRAINIAC

Why didn't you wake me?

ALIEN

You said not to... under any circumstances...

Brainiac looks at him for a few moments, then laughs. The Alien laughs a little too, nervous.

BRAINIAC

Sadly, part of being the foremost sentient being in existence is that you cease to be amused by the mundane stupidity of others.

Brainiac gestures and the Alien drops, clutching his head. We STAY ON Brainiac's face as the Alien suffers and dies O.S.; Brainiac's eyes are intense, focused, as if he enjoys meting out this small punishment. To his Aliens:

BRAINIAC

Bring me that body.

CUT TO:

EXT. METROPOLIS - FROM VERY HIGH ABOVE - NIGHT

Looking DOWN INTO the canyon BETWEEN the high-rises. The streets are lined with people, both sides of the avenue packed with citizens.

A funeral procession moves down the middle of the street, a coffin draped with Superman's red and yellow cape.

PULL BACK. We are watching FROM a high balcony.

(CONTINUED)

CONFIDENTIAL

WB010974

P2023

CONTINUED:

A long, ghost-white female hand grips the railing. There is a large, red ruby ring on one of the fingers, throbbing with a strange inner power. The hand recedes into the darkness.

EXT. REVIEWING STAND - NIGHT

The Mayor, GOVERNOR, Police Chief, and several dignitaries stand at attention as the funeral procession passes.

Lois walks behind the coffin, all in black, shell-shocked. A tear tries to force itself out; she wipes it away, then pulls her veil down over her face so no one will see.

The coffin stops before the reviewing stand, and the dignitaries walk down to it, to be pallbearers. They hear a murmuring in the crowd, and turn around as...

A black figure descends from the sky, lowering a line from the top of a building. The figure walks through the crowd, which parts for him. Even the Mayor and Police Chief steps aside as he approaches the coffin; it is:

BATMAN!

EXT. SUPERMAN'S TOMB - NIGHT

The Mayor, the Police Chief, the FIRE CHIEF, Perry White, the Governor and Batman carry the coffin into the tomb.

INT. SUPERMAN'S TOMB - NIGHT

The Pallbearers leave. Batman is the last one; he lays one of his leather gloves on the coffin in tribute. Batman exits and the massive stone door is sealed with a BANG.

CUT TO:

INT. DAILY PLANET - NIGHT

STARTING ON the broken globe outside the window; there are fires all across the horizon. We PULL BACK THROUGH the newsroom, which seems very large when empty. There is very little light, only the glow of the computer screens. Perry White spots Lois at her desk, on the phone, in black.

(CONTINUED)

CONFIDENTIAL

WB010975

P2024

CONTINUED:

PERRY

The city's gone wild. With Superman dead, the criminals are acting like they own the damn town.

She holds up a hand, just a minute, Chief.

LOIS

Kent. Clark Kent. I know a lot of people are missing in the rubble, Lieutenant, but anything you can do for me. Thanks.

She clicks over to another line.

LOIS

Kelly? He's six-two, wears glasses. Just have your crew keep an eye out.

She hangs up, rubs the bridge of her nose, starts to type on her Underwood.

PERRY

Someone else can do the story, Lane. You've done all you can for Clark; go home, get some rest.

LOIS

No! I have to write this. I have to, Chief.

Perry nods, exits. Lois sits alone, and for a fleeting moment it seems she might cry. But she forces it away, and her fingers begin to fly over the keys...

EXT. STREET CORNER (METROPOLIS) - NIGHT

We START ON an electronics store being looted, the windows shattered and people climbing in and out, something burning. A POLICE SIREN races by, GUNSHOTS can be heard.

A truck goes by and tosses out a bundle of newspapers, a special edition. We ZOOM IN ON the top newspaper, where we see a photo of Lois, Superman, and the torn cape, and Lois's headline:

SUPERMAN DEAD! CHAOS REIGNS

By Lois Lane

CUT TO:

CONFIDENTIAL

WB010976

P2025

INT. SUPERMAN'S TOMB - NIGHT

The tomb stands empty for a few moments, then a shadowy figure moves about. Batman's glove falls to the floor as the coffin is opened.

EXT. METRO CENTRE PARK - NIGHT

The Police Chief stands at the front of the line of his men, who have Brainiac's ship surrounded. He talks to Jimmy Olsen.

CHIEF

None of our weapons will crack that force field. It's eerie. No movement, no communication, he just sits in there. What the hell does he want?

EXT. SUPERMAN'S TOMB - NIGHT

It is very late. A last mourner adds flowers to the thousands that are already here, and walks off.

CAMERA MOVES to reveal Lois Lane, alone on a grassy hill, looking like she lost her footing and just stayed where she dropped. She stares at the tomb in disbelief.

The thrusters of one of Brainiac's invisible ships come down near the tomb, blowing the flowers and children's drawings and other tributes in all directions.

Lois hides behind the small hill and watches as HESTES and some aliens emerge from the invisible ship. The aliens BLAST a hole in the side of the tomb and go in.

Lois slips down the hill and goes after them.

INT. SUPERMAN'S TOMB - NIGHT

Hestes and his aliens see that the coffin is empty! Hestes looks around, worried, then stands at attention.

HESTES

The body is not here.

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Brainiac watches a 3-D hologram of the inside of the tomb; Hestes and the aliens, and the empty coffin.

(CONTINUED)

CONFIDENTIAL

WB010977

P2026

CONTINUED:

BRAINIAC

What do you mean? Where is it?

HESTES (V.O.)

I don't know. All I can tell you
is Superman's body... is gone.

Brainiac notices movement at the door of the tomb. He
gestures and enlarges that portion.

He sees Lois peering around the door at the empty coffin,
shocked. Brainiac waves a hand and freezes the hologram,
gestures again, and she grows into...

A life-sized three-dimensional model of Lois. Brainiac
moves around it slowly, looking her over, fascinated.

DISSOLVE TO:

EXT. MISTY LANDSCAPE

We see nothing except a layer of mist two feet off of the
ground. Then, Superman pops up on all fours, raising his
head above the swirling mist, gasping for breath. He
looks around, disoriented. He gets to his feet. He is
still wearing the tattered suit, no cape, as he was at
death.

He sees the light in the distance. He starts for it, but
he is tired; we sense that he has been chasing this light
for some time. He stops as:

Two figures in white come toward him out of the mist.
Superman is stunned as they get close enough to
recognize; they are JOR-EL and PA KENT, his Krypton and
Earth fathers. He moves toward them, but they seem to
move back even though they stand still; he can't get
closer.

SUPERMAN

Pa? Pa Kent! Jor-el! Wait!

He stops moving after them, and they stop receding.

SUPERMAN

Jor-el, is that you? I have so
many questions.

(a beat)

I've missed you, Pa.

PA KENT

I've been with you, son.

(CONTINUED)

CONFIDENTIAL

WB010978

P2027

CONTINUED:

SUPERMAN

Where am I? How did I get here?

JOR-EL

There's time to answer all your questions when you come across.

SUPERMAN

I've been trying, I can't reach the light.

PA KENT

Nothing's stopping you, Clark. Why are you hanging on?

SUPERMAN

I don't know, I'm confused. I'm so tired, I want to rest.

JOR-EL

You need to know where you came from before you can decide where you're going.

PA KENT

Maybe you're not done back there.

SUPERMAN

Metropolis? I don't belong there.

JOR-EL

Where do you belong?

Superman looks at him, confused. Suddenly, he feels himself moving backwards. His fathers shoot away from him.

INT. TUNNEL

He is shot back through the mysterious tunnel, and the light gets smaller and smaller. He tumbles and rolls, faster and faster, until everything goes BLACK...

INT. CADMUS'S SHIP - SUPERMAN'S POV - WORKROOM - NIGHT

His eyes snap open and dart around the room; we see strange alien machinery hanging from the walls and ceilings; a green flash over our eyes, and then a bank of monitors along the wall; dark, shadowy corners; the back of a man, facing AWAY FROM us, working machines.

Superman doesn't know where he is, and neither do we; we share his confusion.

(CONTINUED)

CONFIDENTIAL

WB010979

P2028

CONTINUED:

A green light moves down him and he looks up, sees a diagnostic cross view on a screen above him. His Krypton physiology is different than ours.

Superman jerks, then coughs. He looks through hazy eyes and sees Cadmus whip around and pick up a wrench, hold it up over his head like a weapon.

CADMUS

What the hell are you doing?

Superman bolts upright and holds a hand over his eyes, blinded by the dim light in the room. He waves his other arm out to the side, grasping for something to hold on to.

CADMUS

You're supposed to be dead.
Scared the crap outta me.

Superman jumps up off of the slab; he is in nothing but tight shorts. Everything is thick, like he is seeing it through molasses. Cadmus seems to be swaying.

SUPERMAN

Where am I? Who are you?

CADMUS

I'm Cadmus. You're aboard my ship.

Superman looks around at the alien technology, which is just starting to come INTO FOCUS. Then he leaps across the slab and bolts out the door.

CADMUS

Hey!

INT. CADMUS'S SHIP - CORRIDOR - NIGHT

Superman runs down the hallway, at normal human speed, looking for a way out. Cadmus comes after him, but he doesn't run so well.

Superman pulls doors open, looking for an exit, but all he finds are more rooms. There is junk everywhere, he has to sidestep rusty piles of metal. He trips over some stuff, and when he gets to his feet Cadmus is almost on him.

He spots a hatch in the ceiling and runs to it, grabs the wheel.

..(CONTINUED)

CONFIDENTIAL

WB010980

P2029

CONTINUED:

CADMUS

Don't open that!

Superman jerks the wheel; the hatch falls open and he is knocked off of his feet by GUSHING WATER.

Cadmus makes his way to the hatch and forces it shut against the water. Superman gets to his feet, dazed. It is confusing, he is slipping and sliding in the water. Cadmus tries to hold him up, but Superman struggles.

CADMUS

Calm down! Relax!

Superman tries to break away. Fed up, Cadmus hauls off and punches him across the jaw, knocks him out. Superman falls, Cadmus catches him, holds him up.

CADMUS

Superman. Spectacular.

CUT TO:

EXT. BRAINIAC'S SHIP - DAY

Brainiac's ship is surrounded by police. Lois is on a cell phone as Jimmy walks up with two cups of coffee.

LOIS

No movement from inside, not so much as a sneeze.

JIMMY

You look beat. Been here all night?

LOIS

I was with the rescue team until five, digging through the rubble looking for Clark.

Jimmy looks at her, find anything? She shakes her head.

INT. BRAINIAC'S SHIP - BRIDGE - DAY

Brainiac looks at a hologram of the scene outside his ship. He waves a long bony finger over the hologram, until he settles on Lois and Jimmy. He makes a fist, as if he is holding them in his paw, raises his hand.

CONFIDENTIAL

WB010981

P2030

EXT. BRAINIAC'S SHIP - DAY

Lois and Jimmy look at each other.

JIMMY

So. You want to go in?

LOIS

Sure, let's go in.

They walk through the police line, up the gangplank and into the ship.

ROOKIE

What the...?

The ROOKIE COP tries to follow, but is zapped at the force field. He watches them disappear inside.

INT. BRAINIAC'S SHIP - CORRIDOR - DAY

Lois and Jimmy step onto a lift. It begins to lower, and as they watch the floors pass, each of which is a marvel of alien technology, with spires of electronics and banks of alien writing, we start to get a sense of the layout of the ship; they pass the observation deck, then down past the bridge, and finally descend into the genetics chamber.

INT. BRAINIAC'S GENETICS CHAMBER - DAY

Brainiac waits, in the shadows, as Jimmy and Lois step off of the lift. Suddenly they look around at their surroundings, and realize what they have just done.

JIMMY

What happened...?

She nudges him, look. Brainiac emerges from the shadows.

LOIS

Who are you?

BRAINIAC

Welcome, Lois. You're even more impressive a specimen in person. Jimmy. You're much shorter than you look on television.

JIMMY

How do you know us?

(CONTINUED)

CONFIDENTIAL

WB010982

P2031

CONTINUED:

BRAINIAC

Please. The functional portion of my brain is twenty thousand times larger than yours. I have the genetic traits of five hundred geniuses. I learned your language in six minutes.

He circles Lois, close to her.

BRAINIAC

I know your hopes. Your fears. Jimmy, I even know your secret desires.

He glances at Lois. Jimmy looks flustered, Lois surprised. She takes out her pad and pencil.

LOIS

Who are you? Where did you come from, what do you want here?

BRAINIAC

So many questions. Can't you ever stop being a reporter and just be a woman?

(close to her ear)

You'd be less lonely.

This stings her. He reaches out and lightly brushes his fingertips over her forehead.

BRAINIAC

Your memories of the Kryptonian are very strong.

Brainiac sees her memories, and we see them too: a SERIES OF IMAGES, of Superman and Lois together on her balcony, him flying with her in his arms, all sorts of romantic encounters between them.

Brainiac breaks contact with her. Lois is breathing deep, fighting the sadness that is welling up inside of her.

BRAINIAC

I've not... experienced these feelings before. You two have been chosen, because of your attachments to Superman, to lead the search.

JIMMY

What search?

(CONTINUED)

CONFIDENTIAL

WB010983

P2032

CONTINUED:

Brainiac waves a hand; a small snake-like coil, like a living cable, rises from the floor and points at him. He faces it.

BRAINIAC
Attention, humans of Metropolis.

EXT. SKY OVER METROPOLIS - DAY

Brainiac appears in the air, a monstrous image, filling the open sky above the towering high-rises. But here is the thing: He looks like a normal, human version of himself, actually a good-looking guy; the exposed brain and sunken, red eyes are gone. He is hiding his true image.

BRAINIAC
I have traveled great distances.

A SERIES OF IMAGES: While he talks, Metropolitans watch his image in every shiny surface; TV screens, toasters, mirrors, the freshly-waxed hood of a hot rod.

BRAINIAC
I wish you no harm, but I must have Superman's body.

EXT. BRAINIAC'S SHIP - DAY

The Mayor and Police Chief watch the holo image in the sky.

BRAINIAC
Bring me the corpse within the next forty-eight hours and I'll go away, peacefully. Fail, and I will destroy Metropolis.

INT. BRAINIAC'S GENETICS CHAMBER - DAY

Lois puts on fresh lipstick.

LOIS
Why do you want his body?

She receives no answer.

EXTREME CLOSEUP

She is snapping photos with a micro lipstick camera.

(CONTINUED)

CONFIDENTIAL

WB010984

P2033

CONTINUED:

LOIS

I've never seen equipment like this before... all these calculations. Could be research. But what kind?

BRAINIAC

Your minds are so limited to linear paths. Very well, a clue. Krypton is the last great race, and Superman is the last Kryptonian.

LOIS

So it's something specific? His blood? His skin?

She notices the strand of numbers swirling on a console.

LOIS

No... these ropes of numbers... DNA?

Brainiac looks at her, surprised and then annoyed.

BRAINIAC

The price of omnipotence is often boredom, and I am bored with this.

He gestures, and the red button rises from the floor on its column.

LOIS

You're wrong about Krypton being the last great race. There are still humans.

BRAINIAC

Humans have no traits of value.

LOIS

We have souls.

BRAINIAC

Everyone has a soul, Lois. Some races have several.

LOIS

We can love.

BRAINIAC

(after a moment)
Enough.

(MORE)

(CONTINUED)

CONFIDENTIAL

WB010985

P2034

CONTINUED:

BRAINIAC (CONT'D)
Bring me Superman or I will
destroy you. Since you are
capable only of literal thought, a
demonstration.

He pushes his red button.

INT. BRAINIAC'S SHIP - LEAD-LINED ROOM - DAY

The ANNIHILATOR, a massive machine, begins to HUM...

EXT./INT. SKYSCRAPER - DAY

A concentrated beam from Brainiac's ship strikes a
skyscraper. Inside, beams vibrate, plaster falls from
the walls. Light fixtures shake, BULBS POP.

The SKYSCRAPER EXPLODES into rubble, the equivalent of
the Empire State Building blowing apart. ON the streets,
people scream and run from the falling debris.

EXT. BRAINIAC'S SHIP - DAY

The Mayor and the Police Chief take cover as debris
falls. They look up at the figure of Brainiac in the
sky.

BRAINIAC
Forty-eight hours.

He disappears. The Mayor and the Police Chief notice
flashes of light from their wrists, and look at their
watches.

INSERT - MAYOR'S WATCH

The face has been replaced with an LED readout, 48:00:00
and counting backwards, in seconds.

MONTAGE OF IMAGES

Every clock in Metropolis changes; wrist watches,
dashboard clocks, kitchen clocks, clocks on banks, the
clock tower at the center of town. They become literal
ticking clocks, and they are down to 47:59:30.

CUT TO:

CONFIDENTIAL

WB010986

P2035

EXT. SUBURBAN METROPOLIS/INT. CAR - NIGHT

DR. TORVAL, a middle-aged scientist, pulls up to his house. A purple fist punches through the roof. Parasite tears the roof off and pulls Torval out.

PARASITE

Doc! Don't recognize me, do you?

TORVAL

N-n-n-no...

PARASITE

Rudy. You know, 'Rudy, empty this garbage. Rudy, scrub the floor in the lab. Rudy, kiss my Ph.D. behind.'

TORVAL

What's happened to you?

PARASITE

Beats me, that's your department. All I know is, I'm gonna put my hand on your head, you're gonna die, and I'm gonna suck up all your smarts. That's what happened with the others, I got their brains. I know what E=MC square means! Up to yesterday, I thought MC square was a rap singer.

TORVAL

Rudy... I can help you...!

PARASITE

Yes you can.

He grabs Torval's head and sucks his life force out. Parasite finishes absorbing the doctor, hops off of the car and spins around, holding his own head. He hears a voice.

HESTES (V.O.)

Parasite.

Parasite smacks his head, thinking he's hearing voices. Then he turns and sees Hestes standing behind him.

PARASITE

Whoa. You're not from around here, are you?

INT. JEWELRY MART - NIGHT

We hear an unearthly sound, a WAILING.

(CONTINUED)

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CONTINUED:

Security guards and customers lie on the floor, covering their ears; blood trickles out from between their fingers.

A security guard reaches for his gun, and a white boot steps on his hand, BONES CRUNCHING. PAN UP to reveal:

SILVER BANSHEE, six feet tall, ghost white, with a face like a gorgeous skull and long white hair like a cape. Diamonds are woven into her hair, draped around her neck. This is the woman whose bone white hand we saw earlier, with the ruby ring. She has a deep Scottish brogue.

BANSHEE

Don't make me raise my voice again.

She wails again, and the display CASE SHATTERS under the onslaught of her voice. She scoops them up, loads them into bags, lets the diamonds trickle through her fingers.

BANSHEE

At last, Superman is dead. Soon I will have every diamond in Metropolis.

She begins to make a low, deep sound with her voice, directed at the vault. Cracks appear. She makes her sound louder, and the vault DOOR SHATTERS, the steel GIRDERS SNAP like twigs.

She steps over the rubble and into the vault, fills a canvas bag with diamonds.

BANSHEE

Diamonds are a ghoul's best friend.

As she emerges, she sees Hestes. She snarls at him.

HESTES

I bring an invitation.

CUT TO:

INT. DARK CORRIDOR - NIGHT

We are in a dream. Clark Kent walks along. He looks down, notices blood on his white dress shirt. He touches the blood, rubs it on his fingertips. As he watches, more blood spreads on his shirt.

(CONTINUED)

CONFIDENTIAL

WB010988

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CONTINUED:

He looks around until he spots a mirror, removes his tie as he walks over to it. His shirt is all bloody now; he grabs the shirt, tears it open, revealing:

The Superman emblem, blood dripping from the curving "S." His GLASSES CRACK, the glass falls away.

INT. CADMUS'S SHIP - NIGHT

Superman wakes up sharply. He looks around, finds that he is wearing loose silk clothing he didn't have before. He makes sure he's alone, then picks up an iron crowbar from the floor. He tries to bend it. He struggles, intense, but the crowbar will not bend.

INT. CADMUS'S SHIP - WORK ROOM - NIGHT

Cadmus tinkers with something on his workbench.

CADMUS

Come on, ya cheap piece of...

He whacks whatever he is working on several times with a mallet, loud CLANGS REVERBERATING through the ship. Superman enters behind him, the crowbar in his hand like a weapon. Cadmus senses him, looks up.

CADMUS

I'd like a cigar first if you're planning to bash my brains in.

SUPERMAN

I want some answers.

CADMUS

All right. I brought you here, to keep your body away from Brainiac. I didn't expect you to be in it.

SUPERMAN

Who is Brainiac?

CADMUS

He's the one who sent that overgrown steroid to kill you.

After a moment, Superman sets the crowbar down.

SUPERMAN

All right. Let me out of here so I can return the favor.

(CONTINUED)

CONFIDENTIAL

WB010989

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CONTINUED:

CADMUS
We're underwater, kid. Under the
North Pole. It can wait --

SUPERMAN
It can't wait! He nearly killed
me, get this tub to the surface!

CADMUS
Correct me if I'm wrong, but
aren't your powers gone?

Superman doesn't answer, but it is clear Cadmus has him.

INT. CADMUS'S SHIP - TRAINING ROOM - NIGHT

Cadmus and Superman step over piles of stuff, everywhere
you go in this ship it is claustrophobic with junk.
Also, the ship is an amalgamation of alien technologies;
every room seems like it comes from a different ship.

CADMUS
Maybe the Kryptonite knocked your
powers out of whack. We'll get
'em back. I'm gonna throw
together some kind of training
deal here.

Cadmus tries to add a piece to the thing he is building,
but it doesn't fit. He digs through a junk pile.

CADMUS
That's the problem using all this
different alien junk, none of it
fits together.

He takes a sledge hammer and breaks holes in the floor.

SUPERMAN
Why did he want my body?

CADMUS
He's been all through the
universe, finding the smartest
races. He takes their D.N.A.,
then destroys them so no one else
can get ahold of it. He puts
their D.N.A. into himself, get it?
He's building himself. He wants
to be the supreme grand yahoo of
the whole shooting match. Help me
look for one of them tubes, it's
about yag long, this big around.

(CONTINUED)

CONFIDENTIAL

WB010990

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CONTINUED:

Superman digs through the junk. Cadmus pieces together a gigantic contraption, like a jungle gym, moving around it, pounding and occasionally cursing under his breath.

CADMUS

All that alien D.N.A. is incompatible. He'll fall apart in a matter of hours if he doesn't stabilize. Ow! Son of a...

He angrily tosses his hammer across the room, then finds an alien-looking wrench, starts tightening fittings.

CADMUS

Your Krypton D.N.A. will act as a binder to hold him together, if he hurries.

SUPERMAN

You know a lot about him.

CADMUS

I been chasing him for a couple hundred years, kid. Hard years. Always a step behind, too damn late.

(a beat)

But I got here in time. There are no accidents, you're still alive for a reason, and it's him. You can knock him into the next millennium.

(snaps his fingers)

I know where it is.

INT. CADMUS'S SHIP - WAREHOUSE - NIGHT

A DOOR WHOOSHES open, revealing Superman and Cadmus in silhouette. This is the biggest room in the ship, and also the most loaded with junk. The room itself is strange, it looks like the inside of a lung. Each pile of junk has a silver orb in it.

SUPERMAN

What is all this?

CADMUS

Crap. Dusty artifacts from all the planets Brainiac has destroyed.

(MORE)

(CONTINUED)

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CONTINUED:

CADMUS (CONT'D)

(sighs)

This is like a needle in a haystack, one of these days I gotta organize and tag all this stuff.

Superman rolls one of the silver orbs over with his fingertips.

CADMUS

Don't pick that up unless you want a ride. These orbs are Carillean technology. Like living history, they record everything that happens on a planet from the moment I arrive until Brainiac destroys it.

He points to a small pile.

CADMUS

That's my world, there. Didn't get much. No warning, it was the first planet he destroyed. His home world.

Cadmus pulls out a small metal tube, victory. Superman looks over some piles of junk in the back.

CADMUS

Ah! Got you, you little... hey! Don't go back there, kid.

PUSH IN ON Superman as he realizes what he's looking at.

SUPERMAN

These things are from Krypton.

He reaches for the silver orb on the Krypton pile.

CADMUS

Don't touch that!

Superman ignores him, picks it up and turns it over in his hand. He turns to face Cadmus and finds himself in:

INT. KRYPTON ICE CAVERN - DAY

The place shakes, ice crumbles from the walls. There is a green cast to everything. Superman stands on a ledge, dressed as he was on the ship, holding the silver orb.

(CONTINUED)

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CONTINUED:

He hears a SCREAM and looks up as a Krypton man falls from a high ledge and disappears into the cavern below. Superman puts his hands up to protect himself from falling rocks, spots a tunnel, follows it out.

EXT. KRYPTON SURFACE - DAY

Superman comes out of the cave, holding the orb, and looks out over Krypton. There is a magnificent, gleaming city below him, green spires reaching to the sky. A gorgeous planet. Superman is overwhelmed.

One of Brainiac's invisible fighters SHOOTs LASERS overhead. Superman follows the BLASTS, and sees a window in the side of the hill nearby. Inside he sees figures moving about; he walks over and looks in.

Inside, among falling debris, his father Jor-El prepares a space capsule. His mother holds a baby; it is him.

INT. JOR-EL'S HOME - DAY

Superman enters and walks to the capsule, where his father and mother, LARA, stand together. She holds the baby.

LARA
Why Earth, Jor-el? They're
primitive.

SUPERMAN
Mother? It's me, Kal-el.

But they can't see or hear him.

JOR-EL
His dense molecular structure will
make him strong in their
atmosphere.

LARA
He'll be a freak there. An
outcast.

SUPERMAN
Father, look at me.

JOR-EL
He'll be invincible. Safe.

LARA
Isolated. Alone.

(CONTINUED)

CONFIDENTIAL

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CONTINUED:

JOR-EL

He'll be alive.

A BLAST hits outside, debris falls from the roof. Jor-el takes the baby from its mother and kisses him on the head; like the earth family he saw in their apartment.

Superman watches Jor-el set the child into the capsule. Lara cries against Jor-el's chest as the capsule closes.

EXT. JOR-EL'S HOME - DAY

The capsule shoots out, and zooms away into space.

HIGH SHOT - FROM ABOVE

Jor-el and Lara stand in the window and watch it go, in each other's arms, Superman behind them.

JOR-EL

Be safe, Kal-el.

The PLANET literally EXPLODES around Superman. He catches a last glimpse of Jor-el and Lara holding each other tight as they vaporize in the debris.

SUPERMAN

No!

He drops the silver orb...

INT. CADMUS'S SHIP - WAREHOUSE - NIGHT

The silver orb rolls across the floor to Cadmus's feet. He picks it up and looks at Superman, whose eyes are red. Neither of them say anything for a long time. Then:

SUPERMAN

If Brainiac destroyed Krypton,
that means he took D.N.A. from us.

CADMUS

I told you, he's not exactly going
around adopting puppies.

SUPERMAN

If he already had Kryptonian
D.N.A., what does he need with me?

(CONTINUED)

CONFIDENTIAL

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CONTINUED:

CADMUS

Krypton was one of the first planets he looted, he hadn't perfected his techniques. My guess is something went wrong with the D.N.A. he harvested, so he needs yours.

SUPERMAN

I have to go after him.

CADMUS

Be my guest. In your condition I give you about eight seconds before he flattens you.

SUPERMAN

Then help me get my powers back.

CUT TO:

INT. BRAINIAC'S SHIP - OBSERVATION DECK - NIGHT

Parasite enters and sees Silver Banshee.

PARASITE

I seen you on the news. You're the chick, Silver bedsheets or something.

BANSHEE

My name is Silver Banshee.

PARASITE

Whatever. Call me Parasite.

BANSHEE

How refreshing. A man who admits he's a parasite.

They are about to tear into one another. Brainiac appears as if out of a mist, on a platform above.

BANSHEE

Where did you come from?

BRAINIAC

I have been in the room all along. My superior mental powers cloaked me from your inferior brains.

PARASITE

Nice to meet you too, pal.

(CONTINUED)

CONFIDENTIAL

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CONTINUED:

BRAINIAC

I have given these humans forty-eight hours to find the body of Superman or to be destroyed, yet many of them refuse to search. I do not understand this.

BANSHEE

Don't ask me why, but these people loved this... Superman.

PARASITE

Brunhilda's not kidding, this cat was bigger than Elvis. They won't help you find the body.

BRAINIAC

They would rather die.
Interesting species.

BANSHEE

Not everyone's so noble. I could round up a few volunteers.

BRAINIAC

Good. Do it now. Take over Metropolis, become my... Board of Directors of Crime. When I leave, you will rule.

PARASITE

Sez you.

BANSHEE

With Superman dead we can do as we please. Why should we work for you?

Brainiac gestures, and the floor opens up under Parasite and Silver Banshee; they drop.

INT. BOTTOMLESS PIT

Parasite and Banshee free fall. They try and grab hold but the walls are slick. As they tumble, they see the bottom of the pit rushing up at them; it is inhabited by several unimaginable, evil-looking CREATURES, something between a tarantula and a scorpion, SNAPPING hungrily.

Parasite and Silver Banshee frantically try to stop their fall, but the BEASTS rush up at them, SNAPPING, reaching...

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INT. BRAINIAC'S SHIP - OBSERVATION DECK - NIGHT

Parasite and Silver Banshee open their eyes; they are still aboard Brainiac's ship on their knees, it was all in their minds. Brainiac hovers over them, imposing.

BRAINIAC

Any more questions?

INT. BRAINIAC'S SHIP - CORRIDOR - NIGHT

Hestes leads Parasite and Silver Banshee to the exit.

PARASITE

If it's so important to find this body, why doesn't he go look for it himself?

HESTES

He can't leave the ship. He says the atmosphere speeds his decay.

(lowers his voice)

He doesn't like to be seen. When he has Superman's D.N.A. he'll be physically perfect, then he will walk among you.

BANSHEE

Typical male. Just an ego with feet.

INT. MAYOR'S OFFICE - NIGHT

The Mayor and two of his AIDES work late, looking out the picture window at the mess that is Metropolis below; fires and riots, looting, etc., all in the very distant b.g.

The doors blow open and Parasite enters, the Mayor's gorgeous ASSISTANT trailing behind him.

ASSISTANT

You don't have an appointment --

PARASITE

Don't need one, babycakes.

MAYOR

What's the meaning of this?

PARASITE

Not doin' too swift a job there, Mr. Mayor, this town's going to hell. Hey, I know what. I'll be mayor.

(CONTINUED)

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CONTINUED:

MAYOR

You're insane.

His aides make a move toward Parasite, who grabs them each by the top of the head, forces them to their knees and sucks their life forces out. He lets their husks fall, and turns to the pretty assistant, energy dancing off of his fingertips.

PARASITE

You can be...

(to the Mayor)

No, you...

(to the assistant)

No, you can be my deputy mayor.

He picks up the Mayor's nameplate, tosses it. He goes to the wall and writes with the energy dancing off his fingertip, literally burning the letters into the wall.

ANGLE FROM OUTSIDE PICTURE WINDOW

PULLING BACK to reveal what he has written, in ANGULAR SCRAWL:

HIZZONER MAYOR PARASITE

CAMERA PULLS AWAY, over the burning city, while Parasite stands in the window, the Mayor at his feet...

INT. POLICE STATION - NIGHT

The Chief of Police comes down the stairs surrounded by uniformed officers and finds officers on their knees, Silver Banshee standing above them.

CHIEF

Why are my men on their knees?

BANSHEE

What better place for male swine?

CHIEF

Who are you?

BANSHEE

I am the Chief of Police.

The cops OPEN FIRE on Banshee, but she begins to wail. They drop their guns, cover their ears, fall, passing out.

(CONTINUED)

CONFIDENTIAL

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CONTINUED:

When they are down she goes to the Chief, takes his Chief hat and sets it on her silver mane. She pins a gigantic diamond, roughly in the shape of a badge, on her chest.

INT. POLICE STATION - JAIL - NIGHT

Silver Banshee stands at the end of the corridor and wails. Cell locks burst, and criminals swarm out.

BANSHEE

Help to locate Superman's corpse,
and win your freedom!

EXT. METROPOLIS - VARIOUS SHOTS - NIGHT

The criminals search warehouses, hospitals, alleys; some dig up graveyards; all in the search for Superman's body. A man checks his watch. It reads: 30:14:00.

CUT TO:

INT. CADMUS'S SHIP - SHORT MONTAGE - NIGHT

Of Cadmus training Superman; jogging in the corridor, doing sit-ups while Cadmus yells at him to push harder, one-armed pull-ups on an exposed pipe, stacking huge piles of scrap iron.

INT. CADMUS'S SHIP - TRAINING ROOM - NIGHT

Cadmus works the controls, chewing a fat cigar, as Superman dodges an array of crudely jerryrigged obstacles; LASER FIRES, big blades thrust out at him. While Superman is very swift and strong, he isn't doing anything that an extremely fit human couldn't do.

CADMUS

You think too much! Use instinct!
You got instincts, don't you?

Superman dodges a thrusting iron rod, spins around. Cadmus works the controls, biting his tongue; it is like Superman is in a videogame and he is the player... the closer he gets to whacking him, the more carried away he gets.

A swinging rod smacks Superman in the back of the head. Cadmus shouts triumphantly, then catches himself and shuts off the apparatus. Superman rubs his head, frustrated, as Cadmus comes down and resets the obstacles.

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CONFIDENTIAL

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CONTINUED:

SUPERMAN

It's frustrating, like when you
can't remember something
important.

CADMUS

Maybe you oughta use your Phin-
yar.

SUPERMAN

What's that?

CADMUS

Nothing, just a joke.

SUPERMAN

I want to know.

CADMUS

Kid, it's a legend. A story.
This thing's reset, let's work.

He sees that Superman won't give up, sighs.

CADMUS

Some mumbo-jumbo I heard about
Krypton warriors, it's supposed to
be an ancient way of seeing.
Phin-yar says that a warrior's
strength comes from three sources;
his physical power, his connection
between his heart and mind, and
his ability to look within his
enemy to find his weakness.

(a beat)

Try to get by me, to the steps.
Go on, I won't hurt you much.

Superman goes to step around Cadmus. With minimum effort
Cadmus deflects him, and Superman finds himself turned
around. He tries the other side. This time he pushes,
Cadmus barely reacts; Superman winds up on the floor.

SUPERMAN

This is Phin-yar.

CADMUS

No, I ain't a Kryptonian. I'm
using your strength against you.
Phin-yar is the same, but it ain't
physical, it's spiritual. Like
seeing energy.

Superman tries to force his way past.

(CONTINUED)

CONFIDENTIAL

WB011000

P2049

CONTINUED:

Cadmus flips and throws him, hardly moving a muscle, and Superman tumbles into a pile of equipment. Cadmus grins like a Cheshire cat.

CADMUS

Got my blood going. Time was I could kick some serious...

SUPERMAN

So Phin-yar is a deeper function of my X-ray vision.

CADMUS

That's the thing. By entering an almost meditative state, Krypton warriors could see the movement and flow of their opponent's energy.

(a beat)

Told you it sounded like crap.

INT. CADMUS'S SHIP - CORRIDOR - NIGHT

We MOVE JUST AHEAD of Superman, watching him run and shadow box. He turns corner after corner, using the piles of junk as hurdles, leaping over them. He is in pretty amazing shape, even for a Superman.

INT. GALLEY - NIGHT

Superman comes in, sweaty, and finds Cadmus smoking a cigar.

SUPERMAN

Those things aren't good for you.

CADMUS

I'm six hundred and forty years old, what the hell do I care?

SUPERMAN

Get up, we've got work to do.

CADMUS

Relax, eat some rice.

SUPERMAN

How can you sit here, smoking?
The man who destroyed your world is out there!

(CONTINUED)

CONFIDENTIAL

WB011001

P2050

CONTINUED:

CADMUS

A word of advice. Don't make this all about vengeance.

SUPERMAN

It works for you.

CADMUS

Sure, I want him dead, maybe more than you do. The rage is okay, but you got to have the strength and the will to go with it. You go running after him all hopped up and seeing red, he'll rip your lungs out.

SUPERMAN

You don't know me.

CADMUS

Come on. You been in Metropolis your whole life and you've known me two hours, you tell me. Who have you got more in common with?

SUPERMAN

(a beat)

We're two men without a world.

CADMUS

Only difference is, you've found a new one.

SUPERMAN

Don't fool yourself, "I don't fit in here."

CADMUS

(puffs his cigar)

I been all around the universe, kid, seen a lot of different worlds, but I've never seen one with so many different kinds of people sharing such a small planet.

(a beat)

Stop focusing on what makes you different, and start thinking about what makes you the same.

SUPERMAN

I don't know what that is.

CADMUS

You did once.

(CONTINUED)

CONFIDENTIAL

WB011002

P2051

CONTINUED:

SUPERMAN

(a beat)

I want Brainiac, Cadmus.

CADMUS

We'll get him, kid, but do it right. Your powers will come when you find your heart again, and your heart will come when you remember why you belong here.

(a beat)

Eat some rice.

SUPERMAN

Suppose my powers don't come back.

CADMUS

Come on, I want to show you something.

INT. WORK ROOM - NIGHT

Cadmus hits a switch. A panel opens in the wall to reveal:

BLACK SUPER SUIT

Pieced together with high tech gizmos from a lot of different kinds of science; like everything else on Cadmus's ship, it is a bizarre patchwork.

BACK TO SCENE

CADMUS

I've seen screwing around with this. When it's done, it should do everything you used to do, except fly. It's got hydraulics in the arms, goggles for X-ray vision. The accelerators on the boots will give you super speed, and the blasters here provide super breath. Also, there's a micro force field to make you bullet proof. At least, that's the idea, can't promise anything.

SUPERMAN

Help me put it on, I'll try it.

(CONTINUED)

CONFIDENTIAL

WB011003

P2052

CONTINUED:

CADMUS

The hell you will. I'm only building this in case your training doesn't work out.

SUPERMAN

If the suit works I won't need training. He's out there now --

CADMUS

He'll be out there tomorrow. We got some time, we'll get you in shape.

After a beat, Superman nods, you win.

INT. TRAINING ROOM - NIGHT

Cadmus works the controls as Superman works out, hard, dodging the obstacles. He gets knocked down, and Cadmus turns off the equipment.

SUPERMAN

I used to be able to do this stuff without breaking a sweat.

CADMUS

There are no accidents. Don't be so impatient to get your powers back, powers are external. True power lies within.

SUPERMAN

I'm beat. Let's call it a night.

INT. CADMUS'S SHIP - NIGHT

Damus lies on his back on his bunk, fast asleep. His snores rumble like a grizzly bear. Superman appears in the doorway, back lit, in silhouette. He makes sure Cadmus is asleep, then slips away.

INT. WORK ROOM - SERIES OF CUTS - NIGHT

As Superman dons the suit. Then we see a full shot of him in his new outfit:

Aside from all the makeshift gizmos, there is a silver "S" on the chest and a long black cape lined with red on the inside. He is an impressive sight.

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WB011004

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EXT. METROPOLIS RESERVOIR - NIGHT

PANNING PAST the sign:

METROPOLIS MUNICIPAL RESERVOIR

The water bubbles, and the top of Cadmus's ship breaks the surface. A hatch opens, and Superman pops up. He looks around, gets his bearings. Sarcastic:

SUPERMAN

The North Pole.

CUT TO:

INT. ORPHANAGE - NIGHT

We START ON a clock on the mantel, which reads 24:23:19, and PAN to reveal:

A small boy, ZACK, looking out the window at the sky. He watches a shooting star zoom by overhead. An orphanage worker, CAROLINE, scoops him up and joins the other children and workers being herded out by Silver Banshee.

ZACK

I saw an angel.

CAROLINE

Oh, sweetheart. There's no such thing as angels.

They exit in the herd.

EXT. ORPHANAGE - NIGHT

Parasite, Silver Banshee and her captive Metropolis cops herd the children and orphanage workers into a van.

PARASITE

Climb on in, kiddies, there's candy and toys at the end of this. That, or back breaking, excruciating slave labor, I can't remember which.

ZACK

Why are you purple?

PARASITE

God's punishing me.

ZACK

How come?

(CONTINUED)

CONFIDENTIAL

WB011005

P2054

CONTINUED:

PARASITE

Because when I was a kid, I
wouldn't do what grownups told me!

Zack practically leaps into the van. Silver Banshee
climbs the van and kneels on the roof, blows her police
whistle.

BANSHEE

All right, you wee nasty haggis,
let's move this bucket of bolts.

PARASITE

Never wanted to be a whistle so
bad.

Parasite kickstarts a Harley and follows the van.

EXT. METROPOLITAN BRIDGE - UNDERNEATH - NIGHT

The children are given digging tools and put to work by
the police. Parasite and Silver Banshee supervise from
the bridge above.

PARASITE

So, Banshee, baby, where you from?

BANSHEE

Scotland.

PARASITE

No kiddin'? Jersey, myself.
How'd you get like this?

BANSHEE

This ring is cursed. I was a
singer, had myself a beautiful
voice. I fell in love, but me man
was taken by a sorceress. She
gave me this ring, which I can
never remove. Now me voice is
only a weapon of destruction.

PARASITE

That's gotta suck.

EXT. METROPOLIS - NIGHT

The new Superman moves along the streets, looking for
trouble. He cocks his head.

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WB011006

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EXTREME CLOSEUP - DEVICE ON HIS HEAR

Rotates; he hears CHILDREN CRYING.

BACK TO SCENE

He turns and looks.

SUPERMAN'S POV

The visor zooms down several city blocks, focuses on the children forced to labor at the bridge.

EXT. METROPOLITAN BRIDGE - NIGHT

Parasite and Silver Banshee, still on top of the bridge.

PARASITE

So, you seeing anybody?

BANSHEE

You're such a man. Talk, talk,
and more talk. If it's me you're
wanting, don't tell me. Show me.

UNDERNEATH BRIDGE

The new Superman swiftly climbs the metal grating. He looks at the laboring orphans and plows into the Metro cops, tossing them aside like bowling pins. He is careful not to fatally hurt them, since they are not responsible for their actions.

One of them grabs up a MACHINE GUN and FIRES at him; the BULLETS RICOCHET off of him.

UP ABOVE

PARASITE

Who is that cat?

BANSHEE

Let's find out.

They jump down under the bridge. Banshee executes a perfect ten-point landing, but Parasite tumbles and rolls to his feet. They look around, but Superman is gone.

PARASITE

Must've seen me com--

(CONTINUED)

CONFIDENTIAL

WB011007

P2056

CONTINUED:

Superman swings down from the beams above and kicks Parasite in the back of the head, knocks him off his feet.

Superman turns to Silver Banshee. She picks up Parasite's Harley, raises it over her head and throws it at Superman.

PARASITE

Not the Harley!

Superman catches it, uses the hydraulics on his arms and breaks it in half, tosses the pieces aside.

PARASITE

I'm gonna need more strength.

He grabs a little girl, but Superman kicks his hand away from her head. He punches Parasite, rocks him. Silver Banshee closes in; SUPERMAN BLOWS, knocking her back a few yards. The BREATH DIES, he smacks the device, and the BREATH KICKS IN again. It knocks her against the wall, but the retort almost knocks Superman off of his own feet.

PARASITE

Who is this cat?

INT. HELICOPTER - NIGHT

Lois and Jimmy ride in the back of a WGBS News chopper.

LOIS

Look for places we haven't thought of where the body could be hidden.

PILOT

Mr. Olsen? There's something going on at the bridge.

JIMMY

Take us in.

EXT. OVER METROPOLIS RIVER - NIGHT

The chopper swoops around and heads for the action.

EXT. METROPOLITAN BRIDGE - NIGHT

Silver Banshee starts to wail at Superman. He hits a small button on his belt.

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WB011008

P2057

EXTREME CLOSEUP - TINY EARPLUGS

rotate and slip into his ears.

PARASITE AND BANSHEE

look up at the sound of the CHOPPER.

JIMMY AND LOIS

are at the open door of the chopper, hovering near them.

INT. HELICOPTER - NIGHT

Lois picks up the TV camera.

JIMMY

I'll show you how to use it, it's complicated.

LOIS

Got it.

She starts shooting the scene below.

EXT. METROPOLITAN BRIDGE - NIGHT

Superman faces Parasite and Silver Banshee. He goes to pick up one half of the Harley, but his hydraulics fail. He tinkers with the devices, but they aren't responding.

Parasite and Silver Banshee pick up the van and lob it at Superman. He holds up his arms to catch it, but it lands on him, CRUNCH. There is a pause, they glance at each other. Parasite goes forward to check it out.

The rear door of the van pops open and Superman punches Parasite, knocks him head-over-heels off the bridge. His suit is torn across his chest.

UNDER BRIDGE

Parasite grabs a pipe and hangs there, watches Lois and Jimmy shoot his picture from the chopper.

SUPERMAN

(to Caroline)

Take the children.

Caroline gathers the kids. Superman turns on Silver Banshee. She wails at him again, to no avail. He advances.

(CONTINUED)

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P2058

CONTINUED:

The chopper rises up beside the bridge and Superman sees Lois. He stops in his tracks for a moment.

LOIS'S POV - THROUGH TV CAMERA

The new Superman is there, but he is in shadow, hard to see.

BACK TO SCENE

LOIS

Who is he?

Parasite climbs up from under the bridge and sees the children fleeing. He grabs a teacher, slams him against the wall, holds his head and sucks his life force.

Silver Banshee throws what's left of the Harley.

JIMMY

Look out!

The Harley hits the blades of the chopper. The blades break, and the chopper starts to fall...

Superman goes to jump, but remembers he can't fly. He watches helplessly as the Pilot manages to steer the chopper into the soft dirt, where it lands with a thud.

Superman scrambles across the bridge, looks down.

Lois climbs out and he watches her; it is a long moment, almost in slow motion, she is so beautiful to him. It is like his heart stops. She looks up, and for a fleeting moment they make eye contact. He is wearing his visor, so she doesn't get a good look at him, but his heart melts.

He climbs off through the inner workings of the bridge.

EXT. METROPOLITAN BRIDGE - UP ABOVE - NIGHT

The children and teachers run across the bridge.

UNDERNEATH

Parasite and Silver Banshee are arguing.

(CONTINUED)

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WB011010

P2059

CONTINUED:

PARASITE

Whoever he is, he's tough. I say
we regroup until we know more
about him!

BANSHEE

Silver Banshee does not run away.

PARASITE

Don't think of it as running away.
Think of it as --

Superman tears up through the bottom of the bridge and
stands facing them; his hydraulics are obviously working
again. He is very imposing in his black suit.

PARASITE

Think of it as running away.

He moves in on them, relentless, like a terminator.
Silver Banshee gets an idea, starts her high-pitched
wailing.

HIGH OVERHEAD

The suspension CABLES on the bridge start to SNAP.

BRIDGE

lurches, the children scream.

CAROLINE

Keep moving, everyone! Hold your
buddy's hand!

Silver Banshee wails, the CABLES SNAP. Superman realizes
what she is doing, and swiftly climbs the structure. He
reaches the top of the bridge exactly as...

The entire bridge breaks loose and starts to fall.
Superman catches the two main cables. He stands on top
of the bridge, straining, literally holding the massive
bridge up.

PARASITE

Nice pipes.

She gracefully swan-dives off the bridge; he cannonballs.

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WB011011

P2060

EXT. RIVER - NIGHT

Parasite and Silver Banshee hit the water and start to swim downstream. He does a frog stroke, spits some water.

PARASITE

I won't tell the big cortex about this if you don't.

PAN UP TO Lois and Jimmy ON the shore. Jimmy is working the camera now, Lois is watching Superman.

EXT. METROPOLITAN BRIDGE - NIGHT

Superman strains, pulling the cables that hold up the bridge. The children are mostly ashore, just a few stragglers hurrying along. He slips a little, the bridge lurches. The kids scream, the teachers urge them on.

Superman ties the cables off as the last children make it ashore. Caroline holds Zack in her arms.

CAROLINE

I was wrong. Maybe there are angels.

Superman hangs off the side of the bridge, scanning the surface of the river.

SUPERMAN'S POV

New style X-ray vision: He can see everything underwater; swimming fish, old tires, garbage, a skeleton with its feet in a concrete block, but no sign of Parasite or Silver Banshee.

CUT TO:

INT. LOIS'S APARTMENT - NIGHT

Lois sleeps with her head on the desk. The television runs fuzzy snow, forgotten. Her clock reads: 18:17:00.

She hears GENTLE RAPPING at her window, sits up; can it be? She runs out.

EXT. LOIS'S TERRACE - NIGHT

The GENTLE RAPPING CONTINUES as Lois slides the door open and finds:

A BIRD TAPPING on her bird feeder. Her heart falls. Her DOORBELL RINGS; she goes back inside.

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P2061

INT. LOIS'S APARTMENT - NIGHT

There is little light other than the glow of the television playing back the footage of Superman at the bridge. Lois and Jimmy watch it, but is grainy, shot at night without lights, and they can't get a good look at him. Jimmy freeze-frames an image of the mystery man holding the bridge up.

JIMMY

If I didn't know better, I'd swear
that was Superman.

LOIS

Superman is dead.

There is a long, awkward pause, and Jimmy pops the tape out of the machine.

LOIS

I wish they'd find Clark.

JIMMY

They're not going to.

LOIS

He's out there somewhere.

JIMMY

No, he's not. You need to face
it.

LOIS

Don't tell me how to feel!
Everyone is always telling me what
I need, I... I know how to take
care...

Lois waves a hand, trying not to be emotional.

LOIS

I thought of a few places the body
could be. Research facilities, a
couple of strange cults with
grudges against Superman.

JIMMY

Have you even let yourself cry
yet?

LOIS

Don't. I'm glad I have all this
to keep me busy.

(CONTINUED)

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P2062

CONTINUED:

JIMMY

That's the nature of our job, isn't it? There's always something bigger than ourselves to distract us. But you'll have to face it sometime.

She pours another drink and sits across from it.

LOIS

I can't believe Clark is missing. In a way, Superman was more of a fantasy to me than a real man. He was this perfect dream lover... like a movie star. But Clark. Clark was so... human. He was always there for me. I can't believe anything could happen to Clark.

(a beat)

It's funny. I used to think if I could mix the two of them, they'd make the perfect man.

(a beat)

And now they're both gone.

INT. LOIS'S APARTMENT - NIGHT

Lois sees Jimmy out the front door. He kisses her on the forehead, and once he's out, she locks the door; there are five heavy-duty locks, and she latches every one of them.

She goes to her STEREO and puts on some THRASHING ALTERNATIVE MUSIC, like Green Day or Alanis Morissette. She TURNS IT UP LOUD, THEN LOUDER. She CRANKS IT as LOUD AS IT WILL GO, RATTLING her WINDOWS.

INT. LOIS'S BATHROOM - NIGHT

With the MUSIC BLASTING from the other room, Lois turns the shower on hot, steam rising. She sheds her robe and climbs in.

Then, under the water, protected by locked doors and LOUD MUSIC, she finally cries. She cries hard, until she winds up sitting down under the POUNDING SHOWER, clutching her knees.

CUT TO:

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P2063

EXT. METROPOLIS RESERVOIR - ESTABLISHING SHOT - NIGHT

The surface of Cadmus's ship can just be seen under the water.

INT. CADMUS'S SHIP - WORK ROOM - NIGHT

Superman takes the pieces of the suit off in the dark, trying to rearrange them as they were. The lights come on and he turns to face Cadmus, who is in the doorway.

CADMUS

I hope you had a good time. No, really, because if you got killed out there tonight, there would have been no one left to stop Brainiac from blowing up Metropolis.

SUPERMAN

Sorry.

CADMUS

No! This is my last chance, if I don't stop him here, it's over for me. We got twenty-four hours left, I'm not gonna let you screw it up by running off before you're ready.

SUPERMAN

I'm sorry. Really.

They stare at each other for a few moments, then Cadmus softens and starts looking over pieces of the suit.

CADMUS

You get hurt?

SUPERMAN

My pride's a little bruised.

CADMUS

That's good for you. Now that you got that out of your system, can we get back to work? Wish I was young enough to wear this thing.

SUPERMAN

I saw Lois.

CADMUS

So what, she's a dame. I've had broads in twenty solar systems, it can wait a day and a half.

(CONTINUED)

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WB011015

P2064

CONTINUED:

SUPERMAN

It's not like that. I love this woman.

CADMUS

Well. You're not counting on the suit to do that for you, are you?

SUPERMAN

I have to go to her.

CADMUS

Dressed like that?

Clark doesn't answer. Half changed out of his suit, he slips on Clark's glasses, looks Cadmus in eye.

He exits. Cadmus stands there with an armful of pieces of the suit, looks to the heavens.

CADMUS

This kid better be a hero, 'cuz he's gonna drive me out of my freakin' mind.

CUT TO:

EXT. DOWNTOWN METROPOLIS - NIGHT

Clark Kent, his glasses in place, wanders through the mean streets, the slums of Metropolis. In a short, dark MONTAGE, he sees Metropolis as he's never seen it before:

A) HOMELESS PEOPLE

warming over a fire in a trash can...

B) TWO MEN

selling illegal substances in a dark doorway...

C) HOOKERS

who come on to him...

D) OLD HOMELESS LADY

with a walker, sleeping on a park bench...

E) POOR CHILD

sitting on a stoop, as his mother digs through a trash can for dinner. Clark makes eye contact with the kid as he passes.

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WB011016

P2065

INT. DAILY PLANET - NIGHT

This place is no longer a newspaper; it is search HQ. Huge maps hang on the walls, flag pins showing areas searched. Reporters organize teams, send search parties out. Nobody has slept. The clock on the wall reads: 14:22:50.

INT. PERRY WHITE'S OFFICE - NIGHT

Perry scribbles as Lois enters, passing another reporter on his way out. Perry checks his watch.

PERRY

Fourteen hours. What have you got?

LOIS

We've covered everything from here to the river. There isn't a front stoop or woodpile we haven't looked under. We're spreading west now.

(a beat)

Chief, I got a tip. General Shuster is going to send in a crack Army insertion team to try and find a way through the force field, just a few ace guys.

PERRY

Stay out of the way, let them do their job.

LOIS

If they find a way in it could be the end of this, we've got to be there.

PERRY

Then take Olsen with you.

LOIS

I don't need a baby-sitter.

PERRY

I don't want you going alone. It's too danger...

He trails off, staring at something outside the glass. She turns and sees...

CLARK KENT

being welcomed back by the rest of the newsroom.

CONFIDENTIAL

WB011017

P2066

INT. DAILY PLANET - NIGHT

Lois runs to Clark, embraces him.

LOIS

Clark! I thought you were dead!

She kisses him on the cheek; Clark tilts her face up and kisses her full on the lips. She gives herself over to it. It is a long kiss, and forceful for Clark; something has changed in his personality. Lois is flustered, embarrassed.

LOIS

Clark...

CLARK

It's good to be alive.

LOIS

(after a beat)

Strange thing. When you disappeared my anonymous roses stopped coming.

CLARK

You think that's a coincidence?

She looks in his eyes, positively beaming.

LOIS

Are you sure you're Clark Kent?

CUT TO:

INT. CADMUS'S SHIP - WORK ROOM - NIGHT

Cadmus sits working on the suit. He stuffs crackers in his mouth and grumbles, spraying some crumbs.

CADMUS

Tell me how it's gonna be. Lousy punk. I was saving planets when you were dangling off your mammy's teat.

He glances out of the corner of his eye and sees the X-ray visor. He looks at it a moment, gets a sly idea, then starts to tinker with the visor.

CUT TO:

CONFIDENTIAL

WB011018

P2067

EXT. DAILY PLANET - NIGHT

Clark is on the balcony underneath the broken globe, looking out at Metropolis, and all the fires here and there, the wildness in the streets. Then his eyes settle on the clock tower, which shows just over fourteen hours.

Suddenly, without warning, the BUILDING across the way EXPLODES. Clark ducks as rubble flies through the air. Lois comes out behind him.

LOIS

He says he'll destroy one every hour until we turn over the body.

CLARK

There were people in that building.

Clark heads inside. Lois touches his arm, he turns back.

LOIS

Clark? Got a minute? I want... I need to talk to you.

CLARK

What is it, Lois?

She takes his hand in hers and takes a deep breath, she seems to be working up her courage. She makes very little eye contact through the following.

LOIS

Okay, the thing is this. Since Superman died I've done a lot of thinking. It's weird, we're friends, you and me, and somehow you think you can't be in love with a friend, which is ridiculous, I mean, that would be the ideal, you'd think. But the bottom line is, when I thought you and Superman were both dead, you were the one I really missed.

After a beat, he cups her under the chin and turns her face up to meet her eyes.

CLARK

Lois. What are you trying to say?

LOIS

What do you think?

They look at each other a moment longer, then kisses her, a deep, long kiss. They are still in the middle of it when Jimmy sticks his head out.

(CONTINUED)

CONFIDENTIAL

WB011019

P2068

CONTINUED:

JIMMY
Excuse me, Lois. It's time.

INT. DAILY PLANET - NIGHT

Clark follows Lois in, still trying to absorb what just happened. Jimmy and a few other reporters are waiting.

LOIS
All right, the General will give us a hard time tagging alone, but he owes me.

CLARK
What's going on?

LOIS
An army team is going to try and infiltrate the ship. We're going along for the story.

CLARK
You can't be serious.

LOIS
Clark. Are you with us or not?

He looks them over, then meets Lois's eyes. It is obvious he is not going.

LOIS
(disappointed)
I guess you really are Clark Kent.

They all head out. As soon as they are gone, Clark runs out the other direction.

CUT TO:

EXT. METRO CENTRE PARK - NIGHT

Lois and Jimmy and five army specialists, heavily armed, run across the street, between two building at the edge of the park, approaching the massive space ship. They slip down into a manhole.

CUT TO:

INT. CADMUS'S SHIP - TRAINING ROOM - NIGHT

Superman suits up as quickly as he can. Cadmus helps him.

(CONTINUED)

CONFIDENTIAL

WB011020

P2069

CONTINUED:

SUPERMAN

Lois will be dead before I get there! I need some way to fly.

CADMUS

Ah jeez, kid, you're killing me.

INT. WAREHOUSE - NIGHT

Cadmus pushes numbers on a pad. A heavy steel vault slides open, reveals a black, triangular, wing-like contraption.

CADMUS

This is my prize possession.
Salvaged from Grokkus Twelve.

SUPERMAN

What is it?

Superman steps up to it. There are no straps, nothing, it just looks like a smooth piece of black metal.

CADMUS

It's a wing. It flies.
(a beat)
Modified it myself. Double overhead fins, she corners like you wouldn't believe. Never had it out, it's brand new, not a scratch on it. Like to keep it that way.

Superman turns his back on the wing. Suddenly it envelopes his arms, like organic straps. A black half-helmet rotates down out of the smooth surface, covers his face.

SUPERMAN'S POV

A strange, space-aged LED read out, with graphs and charts, and a targeting spiral.

CADMUS

It's telepathic. You just think, and it does what you want it to do.

SUPERMAN

You mean, I think about flying --

He takes off. Cadmus hits the button on the wall, and the ceiling opens up in the nick of time.

CONFIDENTIAL

WB011021

P2070

EXT. METROPOLIS RESERVOIR - NIGHT

Superman streaks up out of the reservoir, in the triangular black wing.

CUT TO:

INT. BRAINIAC'S SHIP - BRIDGE - NIGHT

Hestes watches Lois, Jimmy and the Army Team move through the sewers on a hologram. He shuts the image off as Brainiac melts out of the shadows behind him.

BRAINIAC

What is it?

HESTES

Several armed humans approaching.

BRAINIAC

Send Parasite to kill them. Don't these people ever give up?

INT. SEWER - NIGHT

Lois, Jimmy and the army guys move along, through shin deep water.

CAPTAIN

Another hundred yards, we'll be under the ship --

A LASER BLAST blows the street open above them. Parasite looks through the hole, upside down.

PARASITE

Hello, kids.

The army guys OPEN FIRE on him. He stands there grinning, BULLETS BOUNCING off of his chest.

Then he drops through the hole and grabs one of the army guys, sucks his life force.

CAPTAIN

Go, go!

The ragtag band takes off through the sewer. After a few yards, another LASER BLAST blows a hole in the street ahead of them again. Two of the army guys are buried in the rubble. The reporters and the two remaining army guys run through the twisting, turning sewers.

Parasite drops down through the hole and goes after them.

(CONTINUED)

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WB011022

P2071

CONTINUED:

JIMMY

Here!

He is at a chute that goes deeper underground. They are about to jump when Parasite grabs the last guy in their group and slams him against the wall. He looks at Jimmy.

PARASITE

You know, you and me are a lot alike.

JIMMY

How do you figure that?

PARASITE

I'm a low life, energy sucking parasite, and you're in the media.

He latches on to the guy and sucks his life force out. He staggers back as the husk drops, lost in his mind.

PARASITE

Momma? I gotta re-enlist, I'm army through and through. Jason, poppa said to bring in the mail. Woo! Back to earth, buddy, back to earth.

The Army Captain, who is the last one left except for Lois and Jimmy, pulls a huge GUN and OPENS FIRE on Parasite. Parasite turns, all aglow with the energy he just sucked, walks straight forward through the BARRAGE of BULLETS and slams the guy. He breaks his huge gun in half.

Lois and Jimmy dive into the chute.

INT. CHUTE - SEWER - NIGHT

Lois and Jimmy fly by. Parasite looks down the chute, sniffs.

PARASITE

Yikes. The things I do for villainy.

He jumps into the chute, slides after them.

EXT. SKY OVER METROPOLIS - NIGHT

The new Superman flies along in his black wing, scanning the streets below.

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WB011023

P2072

SUPERMAN'S POV

Through the ever-evolving, space-aged LED, he spots the laser blast holes in the street below. The LED focuses on them.

The wing does a loop and heads in that direction.

NEW SUPERMAN'S POV

New X-ray vision: He scans the sewers until Lois and Jimmy slide through his vision. He goes back, looks for them. The image flickers; the X-ray visor is going out.

He smacks the visor, the vision comes back.

NEW SUPERMAN'S POV

New X-ray vision: He finds the reporters, and Parasite closing in on them! The vision goes BLACK.

BACK TO SCENE

Superman zooms toward an open manhole. He looks at the wing, and at the hole. It is obvious he will never fit.

At the last instant he breaks away; the big portion of the wing shoots up into the sky, and he shoots through the manhole in a smaller, interior piece, almost like a solid triangular cape. It takes him completely by surprise.

INT. SEWER - NIGHT

Superman roars through the manhole and starts to fly through the tunnels, looking for them.

SUPERMAN'S POV

Tunnels fly by at incredible speed, seen through his LED, like a video game.

INTERCUT WITH:

SHOTS OF LOIS AND JIMMY

Running, and Parasite closing in, giggling, high stepping in the cold water.

Superman hears Lois yelling, comes to a stop.

(CONTINUED)

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WB011024

P2073

CONTINUED:

The interior wing folds up behind him of its own volition, becoming unobtrusive. He tries to spot her through the wall.

SUPERMAN'S POV

Nothing but wall; his X-ray visor is dead.

BACK TO SCENE

He hears her yell again, and raises his visor, frustrated. He stares at the wall with his own eyes; nothing. He closes his eyes and rolls his head around, relaxes, looks at the wall...

SUPERMAN'S POV

His X-ray vision is coming back, albeit very weakly. Then, suddenly, with a CRASH: He sees through the wall, then the next wall, then all the other walls, through the earth, the core of the earth, out to space.

He reels back, closes his eyes. He gets his equilibrium and tries again.

NEW SUPERMAN'S POV

X-ray vision: He sees a hazy image of Lois using her knife to pry a grate loose. She and Jimmy climb through. Superman shifts his eyes, sees Parasite closing in on them...

INT. BASEMENT - RAVE

Lois and Jimmy climb through the grate into an underground nightclub; dozens of young people dance, like they stumbled into MTV's "Grind" inhabited by sexy Zombies.

LOIS

Blend in, we'll be okay.

They head down the scaffolding to the floor, melt into the crowd. Of course, they look completely out of place.

Parasite sticks his head through the grate and looks around at the wild crowd.

PARASITE

Woo! Smorgasbord.

(CONTINUED)

CONFIDENTIAL

WB011025

P2074

CONTINUED:

He climbs through the hole.

DOWN BELOW

Lois and Jimmy are in a flood of undulating bodies, making a beeline for the door.

Parasite grabs a dancing girl and grinds with her. Right in the middle of the crowd he grabs the back of her head and kisses her, sucks her life force out as they dance, then drops her carcass and continues on his way. None of the other dancers even notice.

LOIS

We're gonna make it.

The door flies open and Silver Banshee enters; Lois and Jimmy are cut off. Silver Banshee makes a police whistle sound and the MUSIC CUTS OFF. All eyes turn to her.

PARASITE

Banshee baby. What's a sleazy girl like you doing in a nice joint like this?

BANSHEE

There are agitators in this room. Turn them over to us, or die.

(sniffs;
disgusted)

Man sweat.

She gestures and Metropolis police officers flood the room, start rounding up the teenagers.

Superman breaks through the roof and flies straight down at the crowd. His visor is back in place, hiding his face.

BANSHEE

Scrag him!

The police OPEN FIRE, a BARRAGE OF BULLETS.. Superman descends on Lois and Jimmy, covers them in the interior wing, and flies up with them, out the hole he made when he came in.

EXT. ROOFTOPS OF METROPOLIS - NIGHT

Superman deposits Lois and Jimmy on a rooftop. He drops Lois facing away from him, looks Jimmy in the eye.

(CONTINUED)

CONFIDENTIAL

WB011026

P2075

CONTINUED:

Superman jumps off of the roof just as Lois turns to get a look at him. Lois and Jimmy hurry to the edge.

JIMMY

I'm telling you, that's Superman!

LOIS

It can't be. Can it?

EXT. BASEMENT RAVE - NIGHT

The teens run out into the street, screaming. The police follow, trying to round them up. Parasite and Silver Banshee come out in the crowd, looking for Superman.

Superman swoops down and lands, scattering the crowd.

BANSHEE

Who are you, man?

Superman takes a deep breath, blows super breath at her. This time she is ready; she wails, yelling right at him.

His super breath hits her sound save, causing a vortex that swirls upwards, sweeping paper and dirt and somebody's bicycle up with it, a cyclone.

Superman whips his head to the side, and the vortex goes swirling off down the street, the club dancers diving out of the way.

Parasite grabs a young dancer; he starts to suck out this guy's essence, but the guy starts shaking, twitching.

PARASITE

Ah, none of that. P-tooie!

He shoves the dancer away, and the dancer slams against the wall and slides down, dazed. Superman sees this.

Parasite turns on Superman, crackling with energy. He leaps through the air and drop kicks Superman, who slams back against a wall. Parasite pounces, grabs his head.

PARASITE

Say night-night.

He starts sucking. Superman smacks his arms apart and punches him, hard. Parasite staggers back and Superman jumps to his feet.

Silver Banshee sees that they are under a tall, glass skyscraper. She begins to wail, a very high tone.

(CONTINUED)

CONFIDENTIAL

WB011027

P2076

CONTINUED:

All the young people from the night club cover their ears. She wails louder, higher, until --

All of the GLASS on the skyscraper starts to SHATTER and RAIN DOWN toward the crowd. The WINDOWS POP, floor by floor. The crowd scream, they will be ripped to shreds.

One huge wedge of glass drives through the roof of a car, shearing the vehicle in half.

Superman takes off. The big wing swoops down and latches on to him; he flies in a loop around the glass, at super speed, until he is a blur going around. He catches all of the glass shards in a funnel of wind and carries it away.

Silver Banshee pulls Parasite to his feet. They run off into the night.

EXT. SKY OVER METROPOLIS CITY DUMP - NIGHT

The spinning blur that is Superman moves out over the city dump. Superman stops spinning and flies back toward town; all of the glass rains harmlessly down on the dump.

EXT. BASEMENT RAVE - NIGHT

Superman breaks off from the big wing and settles to earth in the interior wing, which folds neatly away as soon as he's on the ground. He goes to the Young Dancer that Parasite didn't want to suck from, whose FRIEND is kneeling over him administering health care.

SUPERMAN

What happened?

FRIEND

He had a fit. He's epileptic.

SUPERMAN

Parasite wouldn't feed off of him.
His sickness must affect him.

Lois runs out of the building, behind Superman.

LOIS

Superman?

She is flush with anticipation. Superman hesitates, then turns around, faces her. She looks him over; the costume, the visor, the silver "S" on his chest. Her heart falls.

(CONTINUED)

CONFIDENTIAL

WB011028

P2077

CONTINUED:

LOIS

Whoever you are, you shouldn't
wear that 'S.' It's
disrespectful.

He takes off on the interior wing. The big wing loops
down, he joins on to it, and soars away.

EXT. ROOFTOPS OF METROPOLIS - NIGHT

Superman flies over, a streak in the sky. He passes the
Metropolis Bank, and the clock that reads: 08:36:24.

We FIND Jimmy Olsen, still on the rooftop where Superman
left him. He watches Superman make an arc, and makes
note of the general area where he disappears.

CUT TO:

INT. CADMUS'S SHIP - CORRIDOR - NIGHT

Superman storms along, tearing off pieces of his
equipment and dropping them. Cadmus follows, picking the
pieces up and dropping them on a small robot that follows
him.

CADMUS

The visor broke?

SUPERMAN

Just when I needed it most. Lucky
for me, I managed to recover my
own X-ray vision.

He goes into the training room.

CADMUS

(under his breath)

You don't say.

INT. CADMUS'S SHIP - TRAINING ROOM - NIGHT

Cadmus follow Superman in and goes to the console.

SUPERMAN

I'm going after Brainiac tonight.

CADMUS

Your X-ray vision is the key,
we're close, we can get the rest
of your powers back --

(CONTINUED)

CONFIDENTIAL

WB011029

P2078

CONTINUED:

SUPERMAN

Everthing's changed, Cadmus. Lois told me she loves me.

CADMUS

So send her some flowers and let's get to work.

Cadmus turns the apparatus on, but Superman steps out of the field of action.

SUPERMAN

You don't understand --

CADMUS

No, you don't understand! I don't have time for this crap! I need you to concentrate if we're gonna get this bastard!

SUPERMAN

I thought you said I couldn't live my life for vengeance?

CADMUS

You can't. But it's all I've got.

Superman looks at him a few moments.

SUPERMAN

All I've ever wanted is Lois. She's it. But I never thought I could have her. Tonight, she told me she loved me, it was the first thing out of her mouth. Me, Clark Kent, the man. Not Superman.

(a beat)

For the first time I'm not an alien on this planet. If anyone can understand that, it should be you.

He goes and sits on the steps, works his boots off. Then he sits there feeling bad for talking to Cadmus that way.

CADMUS

I told you to look for the thing that makes you like them, instead of what keeps you different. You're close, kid, you're right on it. But you can't deny where you came from, or you'll never be whole.

(CONTINUED)

CONFIDENTIAL

WB011030

P2079

CONTINUED:

SUPERMAN

It doesn't matter now.

CADMUS

It matters more than ever. Do you
only love her with half of
yourself?

Superman doesn't answer. Cadmus sits on the step above
him, puts a hand on his shoulder, a fatherly gesture.

CADMUS

Sometimes all that keeps me going
is knowing that I am the last one.
Brainiac has turned himself into
God knows what. My civilization
is gone, every member of my race
is dead. I may be old and
stubborn, but I'm it. The only
living proof that my kind ever
existed at all. That's gotta be
worth something.

(a beat)

Anyway, it gets me out of bed.

They sit there in silence for a few moments while
Superman thinks all this over.

SUPERMAN

You've been good to me.

CADMUS

Well, I like you. God knows why,
you give me nothing but grief.

SUPERMAN

For once, I have to do something
for myself. I'll fight Brainiac.
I'll dismantle his weapons.

He gets up, heads for the door.

SUPERMAN

But win or lose... Superman dies
with him.

He exits, leaving Cadmus alone on the steps, in the dark.

CUT TO:

INT. CLARK KENT'S APARTMENT - NIGHT

It is dark; there is a KNOCK at the door. Then another.
(CONTINUED)

CONFIDENTIAL

WB011031

P2080

CONTINUED:

The door swings open. Lois stands in the hall.

LOIS

Clark? Your door is unlocked. It isn't safe, not in this city.

There is a light on in the bedroom, she figures he's in there.

LOIS

You were right about us going to the ship, it was a disaster. Those were the best Metropolis had to offer... now, anyway... and Parasite chewed them up and spit them out.

(a beat)

Clark?

She pushes the bedroom door open, but he isn't there. She turns his bedroom light off and heads for the front door.

LOIS

Talking to yourself. Don't you know that's the first sign of insanity? I did, actually, I knew that.

She spots something that strikes her odd. She picks up his glasses from the reading table.

LOIS

Where would you be without these?

She notices something about them. She holds them up toward the light from the window, looks through them.

LOIS

These are clear glass.

She slips them on, looks through them. She turns and sees...

Another woman in the room with her! She cries out, then she takes a closer look...

She is looking in a mirror! The other woman is actually her, Lois, looking frumpier, her hair in a bun, washed out.

Lois is tripping. She lowers the glasses off of her face...

(CONTINUED)

CONFIDENTIAL

WB011032

P2081

CONTINUED:

And sees her normal self in the mirror. She puts the glasses on again; the other woman. Takes them off; Lois.

PUSH IN ON her face as she stares in disbelief at the glasses in her hand.

INT. CLARK KENT'S BEDROOM - NIGHT

The glasses sit on the bed; PAN ACROSS the room, which is a mess; Lois is going through Clark's things, his clothes are strewn everywhere.

She is at the closet, tossing things out. She leans against the door frame, out of places to look. Then she notices a box under the bed. She pulls it out, opens it, and sees:

The letters from kids she gave to Superman on the balcony. Lois is half crying and half laughing, as she realizes what this means.

CUT TO:

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

We find Brainiac at his work station, alone. On front of him, his three dimensional model of Lois is rotating, he is looking at it from all angles.

He hears the DOOR and Lois evaporates as Hestes enters.

BRAINIAC

I'm tired, Hestes. When I was young, I destroyed worlds with relish.

HESTES

Then why continue?

BRAINIAC

The universe needs my domination. It isn't that I want to rule all the downtrodden races I haven't destroyed, it's that I must... for their sake.

HESTES

Your sacrifice is awe inspiring.

BRAINIAC

Watch the sarcasm.

(CONTINUED)

CONFIDENTIAL

WB011033

P2082

CONTINUED:

HESTES

Sorry.

BRAINIAC

These humans are an enigma. I have been able to subjugate every race we've encountered, but these... they'll die for Superman, even though he was an alien. How did he engender this loyalty? This devotion?

(beat)

Especially in this woman.

He gestures, and a small 3-D image of Lois appears.

BRAINIAC

I have not felt the sheer strength of this emotion they call 'love' in any human nearly as I have in Lois Lane.

HESTES

From what I've seen, you're better off without it. It makes them miserable.

BRAINIAC

No. Her D.N.A. is worth incorporating into my person.

HESTES

Does that mean we will destroy this world even if we do find Superman?

BRAINIAC

No one else can have human D.N.A.

(beat)

Bring her to me.

Hestes bows, and backs out of the room.

CUT TO:

EXT. METROPOLIS RESERVOIR - NIGHT

Jimmy Olsen comes along to the area where he saw Superman land, climbs the chain link fence, hops down to the cement walkway and looks around. He is carrying a portable video camera. He spots the top of the ship underwater out near the center of the reservoir, but he can't see it clearly.

(CONTINUED)

CONFIDENTIAL

WB011034

P2083

CONTINUED:

JIMMY

Hello, Emmy.

He climbs over the guard rail onto the steep bank of the reservoir, aims his camera and shoots. It is precarious; he holds the railing, tries to keep his footing.

He slips, catches himself, but the CAMERA slips out of his hand. He reaches, juggles it a couple of times, and it SPLASHES in the WATER.

Jimmy loses his footing, splashes in after it, goes under.

JIMMY'S POV

He sees Cadmus's ship underwater, in the distance, a strange, frightening shape in the murky water.

BACK TO SCENE

Jimmy scrambles for shore, but can't climb up the slippery bank. Then he calms down, thinks it through, and his reporter's instincts get the better of him.

He swims out to the ship. The top is only a few inches below the surface, he climbs up and stands on it.

EXT. ALIEN LANDSCAPE - SUNSET

Cadmus sits looking out at the sulfur fields of his home planet, and the great sunset they produce. He is holding a silver orb in his hand.

A young woman, a child, and a younger version of Cadmus himself come along with a picnic basket. The younger Cadmus and the woman set up while the child runs and plays.

Cadmus looks away just before the woman impulsively kisses the younger Cadmus; he has watched this memory so many times that he knows precisely when the kiss is coming, and he can't bear to watch it.

An ALARM sounds. Cadmus sets down the silver orb.

INT. CADMUS'S SHIP - NIGHT

Superman runs into the hall and finds Cadmus running by.

(CONTINUED)

CONFIDENTIAL

WB011035

P2084

CONTINUED:

CADMUS

Perimeter alarm! They've found us!

QUICK MONTAGE

FAST CUTS OF Superman suiting up, which includes covering his face with the visor, and Cadmus arming himself with alien weaponry.

INT. CADMUS'S SHIP - NIGHT

Just inside the front hatch. Cadmus smacks a switch on the wall which KILLS the ALARM. Cadmus cocks a big weapon, waggles his eyebrows.

CADMUS

This ought to be lively.

He hits a button and a video screen opens, and they see Jimmy underwater, checking out the ship. Jimmy heads for the surface, but his pants get hooked on a piece of metal, he's stuck. He struggles, but can't get loose.

CADMUS

Guess we better let him in. He'll drown.

Superman nods. Cadmus spins a lock and a hatch opens. The water doesn't pour in, it stays smooth, like the surface of a pond, only upside down. Jimmy falls through and lands on the floor, soaking wet.

Superman throws him against the wall as Cadmus locks the hatch, then sticks an alien weapon in Jimmy's face. Jimmy looks at them, terrified.

CUT TO:

INT. MAYOR'S OFFICE - NIGHT

Parasite opens the closet, revealing a few tied up, terrified humans.

PARASITE

Let's see who we've got for dinner tonight. Mmm, you'll do.

He goes in. We STAY outside in the office, and see the purple light from within as he devours the human's energy.

(CONTINUED)

CONFIDENTIAL

WB011036

P2085

CONTINUED:

Parasite staggers out holding his head, his fingertips dancing with energy, and falls to his knees in excruciating pain.

PARASITE

Too many... voices... Bobby, you come in for supper... I told you not to park here, boy... You think I don't know what you've been doing with my sister? Working late my...

He pulls himself together and looks over, sees a white female foot dangling from his desk. Silver Banshee is laying across the desk. She kicks the closet door shut.

BANSHEE

If it isn't the purple people eater.

She sits up, and he stands between her legs while she sits on the edge of the desk.

PARASITE

You should be nice to me. When I'm running Metropolis I might let you stay on as top cop.

She grips him in her thighs and spins him around, slams him down on the desk. She is on top of him now.

BANSHEE

You think you can take me?

He picks her up. She keeps her legs wrapped around his waist, and he slams her into the wall. She makes an excited sound, she's getting turned on.

He tries to kiss her, but she puts her thumbs in his eyes and forces his head back. Finally he loses his balance, and they trip over the sofa, crash to the floor, pulling lamps and furniture over with them.

They are under the desk. He pins her arms, raises up and smacks his head on the desk. She kicks him off of her.

He slams back against the wall and slides to sit. He looks up and sees her coming at him, on all fours, looking ravenous.

PARASITE

Okay. You can handle her.

(CONTINUED)

CONFIDENTIAL

WB011037

P2086

CONTINUED:

She grabs his feet and yanks him across the floor, climbs on top of him, kisses him. He flips her, rolls over backwards and gets to his feet.

He looks around, doesn't see her. Suddenly she comes flying out from behind the sofa and checks him under the chin with her forearm. He lands on his back, hard, knocking a chair through the window and breaking it. He groans as she climbs on top of him and starts kissing all over his face. Her eyes are wild, she's excited.

PARASITE

See? I knew I could get you going.

He rolls her over. She tries to kiss him.

PARASITE

'Cause I got it going on. You can't resist what Parasite's got. You think energy shooting out my fingertips is wild, get a load of this.

He waggles his tongue; purple energy dances off the tip. She shoves him away, totally cold now.

BANSHEE

Why must you always talk? Yak yak yak.

PARASITE

Hey, I'll shut up --

BANSHEE

Too late.

(a beat)

Have you thought about what will happen if Superman doesn't turn up?

PARASITE

Then pizza head will blow Metropolis, with us in it. Hey, maybe he'll take us with him.

BANSHEE

You need to absorb some female brains. If Superman doesn't turn up, he'll die. None of us go anywhere.

PARASITE

That bites.

(CONTINUED)

CONFIDENTIAL

WB011038

P2087

CONTINUED:

BANSHEE

We should be prepared to destroy Brainiac ourselves.

PARASITE

So, we figure a way to blow his weapon thingy.

BANSHEE

That weapon will be our source of power, so that we can rule Metropolis.

PARASITE

Right. Don't blow the thingy.

BANSHEE

We will rule together. But until Brainiac is gone, it's strictly business between us.

PARASITE

You sure you don't want to... you know, just to get the first one out of the way?

She moves so close that he can feel her breath on his lips.

BANSHEE

Patience is a virtue.

PARASITE

Yeah, but I'm a villain, baby.

She laughs, jumps out the broken window, and lands on the street several stories below.

CUT TO:

INT. CADMUS'S SHIP - WAREHOUSE - NIGHT

Superman sits at the mound of junk from Krypton, looking through it, holding pieces in his hands. He lifts an object and turns it over; it is completely foreign, it means nothing.

He looks across the room and sees a pile of earth stuff; the collection Cadmus is building to remember this planet by. Paintings, computers, bits of popular culture, religious artifacts. There is a gold crucifix at the top of the pile. As superman looks at it in the half-light, it is almost like he is in church.

(CONTINUED)

CONFIDENTIAL

WB011039

P2088

CONTINUED:

Jimmy walks up, out of the dark. Superman turns, keeps his face in shadow so that Jimmy only sees his outline, his features. He never gets a real look at him.

SUPERMAN

What are you doing here?

JIMMY

I want your story. An exclusive. You're going to go up against Brainiac, right? I just want to be there, me and my cameraman.

He steps around, but Superman turns, keeps to the shadows, so Jimmy still can't see him directly.

JIMMY

Why are you afraid to let me see your face?

(a beat)

You are Superman, aren't you?

SUPERMAN

Superman is dead.

JIMMY

If you say so. It doesn't really matter, you should hear what's happening on the streets. Is he Superman? Isn't he? Where'd he come from? Just the idea of Superman is giving people hope again.

SUPERMAN

Superman can't help Metropolis.

JIMMY

What are you talking about?

SUPERMAN

There are real problems out there that he can't solve. He can't do it all.

JIMMY

Of course not. But he can inspire people to do for themselves.

SUPERMAN

(after a beat)

Superman was just an alien.

(CONTINUED)

CONFIDENTIAL

WB011040

P2089

CONTINUED:

JIMMY

Hey, look, pal, I don't care who you are, you don't talk like that about Superman. I knew him. He not only helped Metropolis, Superman was Metropolis.

(a beat)

If the city didn't need Superman how do you explain that funeral?

SUPERMAN

What funeral?

JIMMY

Superman's funeral, who are we talking about?

Superman looks down at the silver orb that is recording earth. He picks it up, holds it in his fist.

He doesn't get anything, so he turns the orb over, but he is still standing in the warehouse. He turns it over again.

SUPERMAN

It's not working.

He hears HORSE HOOVES. He turns to where Jimmy should be and finds...

WHITE STALLION

clomping down on him. He steps aside and turns as it passes.

EXT. MAIN BOULEVARD (METROPOLIS) - NIGHT

Superman watches the horse clomp by, pulling the wagon with his casket, draped in his tattered cape. He is at his own funeral.

He glances up at the reviewing stand, and sees the Mayor, the Police Chief, Batman. And then Lois, with the veil down over her face.

SUPERMAN'S POV - X-RAY VISION

He looks through the veil at her face. She looks like she has been hit by a truck; she is trying so hard to maintain, but her emotions are going wild inside of her. He watches her face for a long time.

CONFIDENTIAL

WB011041

P2090

BACK TO SCENE

As the casket passes, Superman follows it up the boulevard.

He hears crying and starts to notice the average citizens lining the street. He looks at their faces; men whose eyes are vacant, red; women who openly weep. Small kids clutching Superman dolls, or dressed up in homemade Superman outfits.

He settles on a young family, father and mother holding their two children, comforting them. The kids are bawling as they watch the coffin pass. He looks back the way he came. He can't believe what he sees.

The streets are lined with people, as far back as his eyes can see, as if all of Metropolis is out for this.

He finds Lois again, watches her.

CLOSEUP ON HER FACE

as she stands there fighting mightily to keep the tears away; she is trembling, biting her lip.

PUSH IN ON Superman's eyes, as he sees for himself what he means to Metropolis... and to Lois Lane.

INT. CADMUS'S SHIP - TRAINING ROOM - NIGHT

PULL AWAY FROM Superman's eyes as he hits a switch on the wall, turning on the low-level lighting in the training arena. He picks up a remote, walks out to the center of the room.

He stands and gathers his resolve, hits a button on the remote. The training arena comes to life; lasers, blades, obstacles start flying. Superman ducks and weaves.

INT. CADMUS'S SHIP - WORK ROOM - NIGHT

Cadmus watches Superman on a monitor, pleased. He hears a NOISE, turns to find Jimmy in the doorway.

JIMMY

He's in trouble.

CADMUS

Yep.

JIMMY

I know what he needs. You've got to let me out of here.

CONFIDENTIAL

WB011042

P2091

INT. CADMUS'S SHIP - TRAINING ROOM - NIGHT

Superman ducks the flying obstacles. He finds a spot where there is a lull, like the eye of the hurricane. He closes his eyes, takes a deep breath. He turns, ducks the first couple of pikes, then one hits him in the back. He recovers, focuses on the next swinging pike.

SUPERMAN'S POV - X-RAY VISION

He looks right through the pike, it hits him in the face.

BACK TO SCENE

He regains his stance, bobs and weaves as pikes fly past him. Once again, he takes deep breaths, settles, lets himself relax.

SUPERMAN'S POV

He is looking at the swinging pikes, and he starts to see patterns; where they are going, how their paths change direction.

BACK TO SCENE

He is amazed.

He deflects the pikes, and soon he is in a rhythm, going with the pikes, almost as if they are dancing; he knows when they are coming, where they will turn, how they will approach, and he deflects them, in perfect synch.

CUT TO:

EXT. LOIS'S TERRACE - NIGHT

Lois looks at the Metropolis clock tower, which reads: 02:37:16, then she looks up at the sky.

LOIS

I know you're up there, somewhere.

How do I find you?

(thinks)

You always come when I'm in trouble. You save me, without fail.

She climbs up on the railing and looks down at the ground, forty stories below, then out at the night.

(CONTINUED)

CONFIDENTIAL

WB011043

P2092

CONTINUED:

LOIS

Don't let me down this time.

She closes her eyes... and jumps!

Someone grabs her and pulls her back onto the terrace; it is Jimmy! Lois yells, he yells.

JIMMY

It's me! Lois, it's Jimmy!

EXT. METROPOLIS - NIGHT

Jimmy and Lois hurry through the streets.

JIMMY

You have to talk to him, he's all mixed up.

LOIS

I knew it was him!

BANSHEE (O.S.)

Lois Lane.

They spin and find Silver Banshee standing behind them.

JIMMY

You'll have to go through me.

Silver Banshee makes one small squeak, and Lois and Jimmy both fall unconscious. Silver Banshee heaves Lois over her shoulder and walks off, leaving Jimmy on the ground.

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Silver Banshee leads Lois in, hands bound behind her back, as Brainiac comes forward. Lois recoils; he is really physically degenerating, beginning to fester.

BRAINIAC

Lois. Nice to see you again.

LOIS

What happened to you? You look like a cold-sore.

BRAINIAC

Why is it that a person can be a genius, the smartest being ever... and all anyone can talk about is his looks!

(MORE)

(CONTINUED)

CONFIDENTIAL

WB011044

P2093

CONTINUED:

BRAINIAC (CONT'D)

It's sad, it really is.

(a beat)

You are lucky, Lois. I have decided that I will love you.

LOIS

Don't do me any favors.

BRAINIAC

I've been observing you. You are the smartest, most physically attractive female of your race.

LOIS

Well, I... you can't...

BRAINIAC

I've devised a way that we can be together always. That is what you humans are looking for, isn't it, in your notions of romantic love? To be together forever?

LOIS

What do you have in mind?

BRAINIAC

The human race will live on in me, through your sacrifice.

Brainiac gestures; one of the glass tubes shoots up from the floor, trapping Lois. She pushes the sides, yells at Brainiac, but she is silent in the glass tube.

CUT TO:

INT. CADMUS'S SHIP - NIGHT

Cadmus unlocks the heavy door; Jimmy falls in, soaking wet.

JIMMY

Brainiac's got Lois. He's gonna kill her. Where is Superman?

INT. CADMUS'S SHIP - TRAINING ROOM - NIGHT

Cadmus and Jimmy enter and find the room empty.

CADMUS

Mary Lou. Locate Superman.

(CONTINUED)

CONFIDENTIAL

WB011045

P2094

CONTINUED:

COMPUTER (V.O.)
Superman is not aboard ship.

CADMUS
(thinks)
Locate Clark Kent.

COMPUTER (V.O.)
They're the same person, Cadmus.

JIMMY
Your computer has an attitude.

CADMUS
He'll show up to kill Brainiac
before time expires. I'm sure he
will.

JIMMY
How sure are you?

Cadmus heads for the door. Jimmy follows.

INT. CADMUS'S SHIP - WORK ROOM - NIGHT

Cadmus unlocks a cabinet, takes out a scary, alien weapon
and puts it in Jimmy's hand.

EXT. BRAINIAC'S SHIP - NIGHT

Cadmus and Jimmy come up the street. Jimmy is armed, but
Cadmus is just wearing a robe. Most of the police are
gone; only a lonely ROOKIE COP is still watching the
ship.

ROOKIE
Excuse me, you can't...

Cadmus thumps him on the forehead with his palm, and the
Rookie falls gently to the ground. Cadmus and Jimmy
cross the police line and walk up to the ship.

JIMMY
How do we get through the force
field?

Cadmus touches it with his fingertip, gets a jolt. He
rolls his shoulders, then holds his hands up, palms open,
a few inches from the force field. With his eyes closed,
he slowly starts to push his palms in. Jimmy watches,
fascinated.

CONFIDENTIAL

WB011046

P2095

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Brainiac watches a 3-D hologram of Cadmus and Jimmy in the street.

BRAINIAC

It's Cadmus. Let him in.

Hestes bows and works the controls.

EXT. BRAINIAC'S SHIP - NIGHT

Cadmus's hands are almost to the FORCE FIELD when it falls; they hear it HUM AND DIE. Cadmus looks around; that was too easy. Nevertheless, he steps through.

JIMMY

You did it!

Cadmus just grunts, and goes up the gangplank into the ship. Jimmy double-checks his weapon and follows him in.

INT. BRAINIAC'S SHIP - CORRIDOR - NIGHT

Cadmus and Jimmy walk along. Aliens hop out at them, and Jimmy shoots while Cadmus simply deflects them with his hands, spending minimum effort, as he did with Superman in the training room.

INT. BRAINIAC'S SHIP - OBSERVATION DECK - NIGHT

Cadmus and Jimmy BLAST their way through, SHOOTING down mutant aliens right and left. Jimmy gets cocky.

JIMMY

Woo! This is bad!

Conk! Someone hits him over the head and he goes down on his knees. Cadmus finds himself surrounded by weapons, and raises his hands, cocks an eyebrow.

INT. BRAINIAC'S GENETIC CHAMBER - NIGHT

Brainiac stands on his platform as Cadmus and Jimmy are brought in by mutant aliens. Jimmy spots Lois in the glass tube. There is a big screen reading out the remaining time to detonation: 38 minutes, 10 seconds.

BRAINIAC

Cadmus. The only being whose power could have rivaled mine, if he had been a little more selfish.

(CONTINUED)

CONFIDENTIAL

WB011047

P2096

CONTINUED:

CADMUS

You look like hell.

BRAINIAC

I feel sorry for you, old friend.
All these years, chasing me
around, always a step behind. I
want to do something for you.

CADMUS

You could die.

BRAINIAC

Join me, Cadmus. Use that power
of yours for your own benefit for
once.

CADMUS

You're sick.

BRAINIAC

(laughs)

Pathetic old man. Where is he?
I'm going to blow Metropolis in
thirty-six minutes.

CADMUS

It's worth it, if you die too.

BRAINIAC

You're lying. Your conscience
won't allow you to sacrifice even
one life to stop me, let alone
millions. He's alive, isn't he?
The man in the black suit is
Superman.

CADMUS

His name is Kal-el, of Krypton.
And he's gonna knock your block
off.

CUT TO:

EXT. ROOFTOP - NIGHT

Superman stands on the edge, looking down at Brainiac's
massive ship across from him in the park. He stands in
front of his wing in his full new costume.

He lifts his visor, revealing eyes full of fire and
determination.

(CONTINUED)

CONFIDENTIAL

WB011048

P2097

CONTINUED:

He tosses the visor, tears the mouth piece off, rips the hydraulics from the costume, then the generator that provides his force field. He rips the accelerators from his boots.

He stands there with no alien technology left, just him in his cool new black suit, silver "S" on his chest, black cape with red lining...

SUPERMAN

Reborn. He jumps off the roof, still flying with the aid of the interior wing, and heads for the ship.

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Brainiac watches a hologram of Superman approaching the ship in his wing. He turns to Silver Banshee, Parasite and Doomsday.

BRAINIAC

I want one of you on each level.
Kill him before he finds the
weapons.

HESTES

Maybe we should turn it off.

BRAINIAC

Quiet, Hestes.

HESTES

If you get the body, there's no
sense destroying this world --

Brainiac gestures and Hestes incinerates, just like that. He becomes an ash sculpture of himself. Brainiac's eyes flare.

BRAINIAC

I said quiet.

The other villains quickly go to take up their posts.

EXT. FRONT OF BRAINIAC'S SHIP - NIGHT

Crowds are gathering, the people of Metropolis, the army, the police, etc. They cheer Superman on as he lands at the front, steps out of the wing and up to the force field, touches it. It zaps him, he steps back.

(CONTINUED)

CONFIDENTIAL

WB011049

P2098

CONTINUED:

He takes off on the small, interior wing, makes a loop and plows into the force field. It flares, wild sparks flying, but Superman breaks through. The crowd cheers as he crashes through the door, into the ship.

INT. BRAINIAC'S SHIP - CORRIDOR - NIGHT

Superman walks down the hallway, scanning through the walls with his X-ray vision. Aliens jump out at him, and he nails them, slamming them into walls, crunching them.

SUPERMAN'S POV

He can see the aliens' patterns of attack, their motions, where they will fire their lasers, so that he is ahead of every move they make. He rips through them.

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Brainiac watches Superman in his hologram. He glances at Cadmus; Cadmus is gone!

He looks up and sees Cadmus slip through a door on a higher level. To his aliens, indicating Lois and Jimmy.

BRAINIAC

Watch them!

He goes after Cadmus, floating up the center of the room.

INT. BRAINIAC'S SHIP - BRIDGE - NIGHT

Cadmus fiddles with the controls, throwing switches and pushing buttons.

Brainiac enters and faces him across the room. Cadmus sees him and works faster. Brainiac raises a hand, and Cadmus is slammed back against a wall. Brainiac glides over to him. He looks in Cadmus's eyes and twists his hand in the air; Cadmus grimaces like a knife is in his gut.

BRAINIAC

Did you really think you stood a chance against me?

CADMUS

Ah... what the hell.

(CONTINUED)

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Cadmus slugs him, just hauls off and punches him across the jaw. It takes Brainiac completely by surprise... and pisses him off.

Brainiac gestures, and Cadmus flies across the room, slams into the bulkhead.

INT. CORRIDOR - NIGHT

Superman plows through the aliens. One SHOOTs him in the back with his LASER; it doesn't hurt Superman, but it destroys the interior wing.

SUPERMAN'S POV

X-ray vision: Through walls, at empty rooms, until he sees:

INTO BRIDGE

Where Brainiac is tossing Cadmus around the room like a rag doll, hurting him bad.

BACK TO SCENE

Superman tries to fly, but the wing on his back just CLICKS and WHIRS, destroyed. He runs toward the wall...

INT. BRIDGE - NIGHT

Brainiac lifts his arm, raising Cadmus up to the center of the room, against the ceiling.

BRAINIAC

Goodbye, old friend.

Cadmus is battered and barely conscious, but he manages this:

CADMUS

Kiss my --

INT. CORRIDOR - NIGHT

Superman is almost there... three aliens jump him, one cutting him off at the feet. He trips.

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SUPERMAN'S POV

X-ray vision: Through the wall; Brainiac lets Cadmus drop.

SUPERMAN

No!

He quickly takes out the three aliens, one, two, three, and crashes through the wall:

INT. BRIDGE - NIGHT

Just in time to see Cadmus hit the floor. Cadmus lies there on his back, broken.

SUPERMAN

Cadmus!

Brainiac watches from a catwalk as Superman runs to Cadmus and kneels over him.

CADMUS

Well... damn.

Superman looks around for any way to help his friend, his eyes full of fury.

SUPERMAN

What can I do?

CADMUS

There's nothing to do.

SUPERMAN

I have to help you, Cadmus, I can't let you die.

CADMUS

Let me? Try and stop me.

SUPERMAN

After all you've done for me...

CADMUS

You did it yourself.

He coughs up some blood.

SUPERMAN

No. You led me to the Krypton orb. You made all my equipment fail right when I needed it most... I know what you've been doing for me.

(CONTINUED)

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CONTINUED:

CADMUS

Got your powers back?

Superman nods. Cadmus manages to make a fist, pounds Superman on the chest a couple of times.

CADMUS

Got your heart back.

(a beat)

I'm done. It's your turn now.

SUPERMAN

What good are my powers if I can't help you?

CADMUS

You have helped me, Kal-el. You have no idea how much.

Cadmus dies. Superman cradles his head, rocks him. He looks up at Brainiac, pure resolve in his eyes and a tear running down his cheek... but Brainiac is gone.

Superman lifts both fists and smashes a hole in the floor, rips the metal floor up and looks down into the engine room.

INT. ENGINE ROOM - NIGHT

Superman drops through the hole he ripped out and walks through the engine room, looking for the annihilator. The room is eerie, with all kinds of alien machines with moving parts CHUGGING, CLICKING, WHIRRING and WHISTLING. It is all dark shadows and shifting shapes.

He feels a shake, looks down at the catwalk he is on. He turns and hears DEEP, RUMBLING BREATHING, but he doesn't see anything. He moves on, but he senses a massive presence in the shadows.

He hears a RUMBLING GROWL behind him. He spins, but still there is nothing there.

Suddenly, Doomsday swings both massive fists at him, coming out of the shadows like he materialized from nowhere. Superman ducks in the nick of time, but the blow catches him across the back, he falls off the catwalk, to the floor below.

Superman gets to his feet as Doomsday leaps down and comes at him again, swinging. Superman ducks. Doomsday gets nothing but air. The beast howls in frustration.

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Superman backs up to a machine, cornered. Doomsday advances. Superman feels the machine behind him, and gets an idea. He stays put, waits for Doomsday. Doomsday raises one massive fist in the air...

Superman moves at the last instant, and Doomsday smashes the machine.

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Brainiac, Jimmy and Lois... who is still captive in the glass tube... watch the battle in the engine room in hologram form in the middle of the room.

Behind them, the clock readout is at 13:00.

INT. ENGINE ROOM - NIGHT

Superman backs away, and Doomsday follows. Superman is using his Phin-yar, he can see patterns, he knows where Doomsday will strike. He backs up against a computer array; Doomsday swings, Superman ducks...

Doomsday destroys the computer array, howls with frustration, stomps after Superman. His knuckles bleed green; Superman is feeling the Kryptonite, getting woozy.

Superman leans against a massive control panel, sweating, weak from the close contact with the Kryptonite. He looks up at Doomsday through heavy lids.

SUPERMAN

Come and get me.

Doomsday pounds with both arms. Superman dives out of the way, and Doomsday smashes the panel.

The PANEL EXPLODES, a massive explosion. The ship rocks, and a ton of RUBBLE POURS DOWN on Doomsday and Superman.

UNDER RUBBLE

Superman is pinned. He looks over and sees Doomsday, obviously dead. Then he sees --

A rivulet of Doomsday's green blood, running right toward him! The lethal Kryptonite will reach him in moments.

He heaves the rubble off of himself. He staggers away, the room spinning around him, shaking from MINOR EXPLOSIONS up and down the engine room. He sees a door two levels above.

(CONTINUED)

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P2103

CONTINUED:

He climbs the rubble and makes it through the door just as a HUGE EXPLOSION rips through the engine room.

INT. BRIDGE - NIGHT

Superman enters, takes a few steps then drops to one knee, his ears still ringing from the Kryptonite.

A bone-white leg kicks him in the face. He rolls to his feet and faces Silver Banshee. She laughs, and each laugh drives like a spike through his head. He recoils, covers his ears.

Silver Banshee directs her howling at the room; walls collapse, beams fall, all of it landing on Superman.

Finally she wails at a cross beam, and the entire end of the room collapses on Superman. The lights are dim now, she has destroyed most of the fixtures.

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Brainiac turns to Lois, who is still in the glass tube, and waves a hand. She pounds on the glass as the amber liquid begins to fill the tube, swirling around her ankles.

INT. BRIDGE - NIGHT

Silver Banshee pulls rubble off of the pile. She pulls a metal beam aside, revealing Superman, eyes closed.

BANSHEE

Didn't you know, lad, death is a woman.

His eyes open and he kicks her. She stumbles back and he plows into her; they break through the wall.

INT. ELEVATOR SHAFT - NIGHT

Superman and Silver Banshee plunge down the shaft, grappling. They hit bottom and tumble into an air duct.

They slide down the air duct, shooting along like bobsledders, fighting all the way.

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INT. OBSERVATION DECK - NIGHT

They crash through the air duct high in the room, and fall to the floor, landing hard.

Superman lies on his back, dazed. He rolls over and tries to get to his feet, sees:

Two purple feet. Parasite stands over him, energy dancing off of him from every pore. He grins gleefully.

PARASITE

I sucked up sixty souls before you got here. I'm ready to rumble.

He kicks Superman, who falls backwards. He tries to get up, and Silver Banshee kicks him.

Parasite and Silver Banshee kick and pummel Superman, taking turns, gleefully. Finally he gets to his feet and stands before them like a punch drunk fighter.

Silver Banshee gives a horrifying wail, and Superman slams back against the wall, hard, and slides to the floor.

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Brainiac watches the battle in three-D hologram. He pays no attention to Jimmy, who pounds the outside of the glass tube with a chair, with no result, or Lois, who is frantic, the amber liquid halfway up her shins now.

INT. BRAINIAC'S SHIP - OBSERVATION DECK - NIGHT

Silver Banshee moves toward Superman, who is still on the floor against the wall, but Parasite stops her.

PARASITE

This is one life force I gotta have.

Parasite pounces on him, puts his hands on Superman's head. He starts to suck his life force, makes a sour face.

PARASITE

Ooo, you're weak. Doomsday filled you full of Krytonite.

He starts to remove his hands, but Superman grabs them and holds them in place. He looks up at Parasite.

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SUPERMAN'S POV

He can see green energy being sucked out of himself, traveling up Parasite's arms into his veins.

BACK TO SCENE

SUPERMAN

You're cleansing me, Parasite.
Don't stop now.

PARASITE

I don't want it! You're sick...
you'll make me... stop!

But Superman holds his hand on his head, and Parasite keeps getting the bad juice, while Superman gets stronger. Parasite starts fritzing, various personalities coming out.

PARASITE

Joey, how many times have I told
you to take out the garbage...
whoa, I get a hundred bucks a pop,
pal.... no, leave me alone...!
Help....! Ma, where's my
overshoes?... Yeah! Ah!

His head shakes, purple saliva spewing out. Superman rises up before him. Parasite stops shaking, focuses on Superman.

PARASITE

What a way to go.

Superman raises his hands together and brings them down on Parasite's head. He pounds him, Parasite slams to the floor, twitches, and dies.

Wisps of air begin to rise from him, swirling up. They take form as they rise; they are:

All of the souls he has devoured being set free. They continue to come out of him, dozens of wisps curling up in a thick, glowing column.

They rise past Superman and Silver Banshee. We see the spirits of men, women and children. Finally they all pass, and the room is quiet again. There is nothing left of Parasite except a mound of purple dust.

BANSHEE

You're a dangerous one, Superman.

SUPERMAN

Lady, you have no idea.

(CONTINUED)

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CONTINUED:

She unleashes a horrible wail at Superman.

SUPERMAN'S POV

Using Phin-yar, he sees the soundwave as it flies at him across the room.

BACK TO SCENE

He holds his hands up and actually deflects the waves; they hit a wall, disperse harmlessly.

She wails again; he holds his arms up like a shield, and her soundwaves reflect back at her.

For the first time, she is hit with the full brunt of her own voice. She slams against the wall, screams in anguish.

Superman moves in on her, hands raised, reflecting her voice. It looks like he is sculpting with the sound. The harder she screams, the more the sound assaults her, the worse the pain, and the harder she screams.

It builds until she tosses her head back and unleashes the howl from hell. BEAMS CRACK, EQUIPMENT EXPLODES. Even Superman takes a step back and covers his ears.

She is directly underneath a huge catwalk, dangling from broken pylons. She meets Superman's eyes, bares her teeth and hisses at him, an otherworldly sound.

The catwalk collapses on her, burying her. She screams as she is crushed, and Superman covers his ears against the onslaught. Finally her screams die.

Superman goes to the massive catwalk and lifts it aside. He finds her at the bottom, broken, battered, dead. He slips the ring off her finger, holds it in his palm, and squeezes it, grinds it to dust.

The dead Banshee changes, back into a human woman. She is beautiful, peaceful... and still dead.

Superman looks around. Brainiac's voice comes out of the air.

BRAINIAC (V.O.)

Forget about the weapons,
Superman. There's someone here
that wants to see you.

(CONTINUED)

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Superman goes to a console and hacks; schematics of the ship start to come up in 3-D hologram, but they are flickering, he can't quite get them on the damaged equipment.

BRAINIAC (V.O.)
She has the most interesting
memories. See for yourself.

Superman looks up as:

3-D images appear in the air above him; they are Lois's memories of Superman which we saw earlier; together on her balcony, flying in his arms, various romantic images superimposed on the air.

Superman is absolutely floored. He whirls around, looks through the hole in the floor into the genetics chamber.

He sees Lois in the glass tube; she takes her last breath as the amber liquid completely fills the tube. She is floating now, helpless.

BRAINIAC (V.O.)
What a dilemma. Do you search for
my weapons, while I kill the girl?

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Superman swings down through the hole, and drops to the highest level of the catwalks. He looks up at the timer, which is just under two minutes. Brainiac laughs.

BRAINIAC
You've ruined my hypothesis,
Kal-el. I believed love to be a
human trait. But here you are,
far from human, and yet you
obviously love. You can't save
her, you're too late.

He gestures; in the tube, microbes attach to Lois.

Superman rips the broken wing off of his back and flies! He reaches Lois as her head lolls back, her eyes close...

He smashes the glass tube. The amber liquid gushes out, Lois slides and slips. Superman sets her safely on a dry spot. The microbes fall away as she gasps for breath.

BRAINIAC
My. We're full of surprises.

(CONTINUED)

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P2108

CONTINUED:

Lois looks up at Superman, but he jumps off and flies down toward Brainiac.

Brainiac glares at him with those red eyes; Superman is slammed back against the wall, pinned. He struggles, under the full onslaught of Brainiac's brain power.

Up above, Lois slips in the amber fluid and falls over the edge of her catwalk. Jimmy catches her hand, holds her. He has her, but she is dangling over the precipice.

Superman breaks free of Brainiac's mind power and flies across the room at him. Brainiac begins to gesture, and objects fly at Superman:

Metal rods break free from the railings around the catwalks and shoot at him like spears; large consoles barrel through the air. The first one knocks Superman to the floor, and the metal spikes come after him.

Brainiac rises in the air and floats in the middle of the vortex of objects, orchestrating like a deranged conductor. Superman concentrates, uses his Phin-yar.

SUPERMAN'S POV

He sees the patterns in the objects, knows where Brainiac will send them.

BACK TO SCENE

Jimmy loses his grip on Lois. She slips away, slides down a few feet, grabs a ledge. She dangles by her fingertips, out of Jimmy's reach, ready to plunge to her death on the floor a hundred feet below.

Superman bobs and weaves through the objects, getting closer to Brainiac.

The countdown reaches 60 SECONDS.

INT. BRAINIAC'S SHIP - LEAD LINED ROOM - NIGHT

The ANNIHILATOR starts to THROB.

EXT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Another glass tube rises from the floor near Lois; the GLASS SHATTERS and flies at Superman.

(CONTINUED)

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CONTINUED:

He uses his Phin-yar vision to see the patterns, weaves safely through the glass. He is very close to Basic Instinct. She weaves safely through the glass. He is very close to Brainiac now; Brainiac is frustrated. He gestures and a huge piece of equipment breaks loose from the ceiling, swings down and slams Superman against the wall.

Superman shoves off like a swimmer making his turn and heads back for Brainiac, whose brain is literally throbbing with the effort he is expending.

INT. BRAINIAC'S SHIP - LEAD LINED ROOM - NIGHT

The ANNIHILATOR warms up, a HUM steadily BUILDING, the whole thing glowing and throbbing...

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

The countdown passes 45 SECONDS.

Superman closes in on Brainiac, using his Phin-yar to move through the vortex of flying objects.

A metal rod flies at his face. Superman moves aside, and as the rod shoots past he catches it, uses its own momentum to spin it around, and launches it at Brainiac.

Brainiac ducks the metal spike, and for that instant his attention is off of Superman. Superman charges through the vortex and grabs Brainiac.

Superman swings him around, lets go; Brainiac flies through the air like a projectile, landing on the ledge.

Superman hits a switch. A glass tube shoots up around Brainiac, fills with amber fluid. Microbes attach to him.

Brainiac screams a silent scream as the extractor removes all of the alien DNA he has put into himself:

He morphs in the amber liquid, going through numerous alien transformations, all of the races he has used.

It is incredibly painful, he twists in the liquid as he morphs.

Finally all that is left is a human looking male, the being he was before he started. Ironically, he is very physically attractive. He looks down at Superman, pitifully.

(CONTINUED)

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CONTINUED:

Then he says something that we can't hear through the fluid or the glass. What he says is:

BRAINIAC

(silent)

I was almost a god.

It will keep audiences guessing through multiple viewings. The machine keeps going; it extracts his own DNA, twisting him further, until it unlocks and he falls apart, dissolving into the fluid, which swirls down the drain.

Lois is barely hanging on, dangling off the catwalk.

LOIS

Uh... help?

JIMMY

Superman!

He points at the counter: It is down to 23 SECONDS.

Superman finds the red button on the white column, hits it; the counter keeps going, nothing. He tears the button out, pulls the wires; 17 seconds.

Superman flies up, makes a loop, and flies straight down through the floor.

INT. BRAINIAC'S SHIP - NIGHT

A CROSS VIEW as Superman flies through the ship, crashing through the floors.

INT. BRAINIAC'S SHIP - LEAD LINED ROOM - NIGHT

Superman crashes through and finds the Annihilator, which has a counter on the front: it is down to 11 SECONDS. He tears the front panel off and finds a maze of alien circuitry. Knowing he can't figure it out, he rips the device out of its perch; it is bigger than he is.

He hoists it over his head and flies up through the hole he made in the decks...

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Jimmy and Lois are where he left them as Superman flies up through the room with the Annihilator over his head, passing the big counter which reads 8 SECONDS.

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EXT. METRO CENTRE PARK - NIGHT

Superman crashes through the roof of the ship, leaving a huge hole, and soars toward the heavens like a streak with the Annihilator over his head.....

EXT. OUTER SPACE - ABOVE EARTH - NIGHT

We can just see the sun rising over the edge of the Earth as Superman comes soaring out of the atmosphere with the device, which has counted down to 2 SECONDS.

With all of his might, he throws the DEVICE out into space.

It BLOWS, an unbelievable EXPLOSION, which knocks Superman backwards. He tumbles through space, head over heels, as the shockwaves of the explosion ripple outward.

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Lois loses her grip, and falls! She screams as she plunges, arms and legs flailing, the hundred feet toward the floor.

EXT. OUTER SPACE - ABOVE EARTH - NIGHT

As the shockwaves disperse, Superman hears LOIS SCREAM with his super hearing. He swings around and zooms back toward Earth, as fast as he can fly, a streak.

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Lois flails as she falls...

EXTREME CLOSEUP - ON HER HAND

as his hand catches it in mid-air...

He has her! He swings her around, her feet brushing the floor, and pulls her up into his arms. He flies up to the middle of the cavernous room, holding her.

LOIS

It is you.

SUPERMAN

Yes.

LOIS

My two favorite men.

(CONTINUED)

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CONTINUED:

They look deeply into each other's eyes, with the relief of finally being together.

LOIS

Okay, the thing is this. I don't care if you are the strongest, fastest man on Earth, I love you anyway.

SUPERMAN

We love you too.

They kiss, floating in mid-air.

EXT. METRO CENTRE PARK - DAY

The sun has risen over Metropolis at last. Jimmy comes out the front of Brainiac's ship and finds the Mayor and the Police Chief... the real ones... waiting at the front of the crowd. The Mayor shakes his hand profusely.

The WGBS news truck pulls up, and a CAMERAMAN and crew jump out and start setting up.

CAMERAMAN

Olsen! What happened here?

JIMMY

Superman saved Metropolis.

CAMERAMAN

We're going live in ten!

Someone hands Jimmy a microphone, and the Cameraman focuses on Jimmy.

They hear a roar from the crowd. They look up, above the ship, as the crowd cheers and applauds.

As the rising sun floods Metropolis with light, and the crowd below cheers them on, Superman and Lois Lane kiss in mid-air. The Cameraman signals Jimmy, we're on.

JIMMY

This is James Olsen, live at Metro Centre Park...

He sees the Cameraman aiming his lens up at Superman and Lois. Jimmy reaches out and pushes the camera down. The Cameraman looks at him, what gives?

JIMMY

Let's leave them alone.

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CONTINUED:

The Cameraman clicks the camera off, as:

High above it all, floating in the air, Superman and Lois
kiss, his long black and red cape swirling around them.

FADE TO

BLACK.

THE END

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WB011065

P2114

EXHIBIT 87

SUPERMAN REBORN

Written by
Gregory Poirier

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EXHIBIT 87

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Ex. 236
WB011074

P2115

FADE IN:

.. EXT. CASTLE - DAY

An ice plant. The palace is under attack, but we can't see by whom. LASER BLASTS seem to come from empty air.

LEGEND: 30,000 LIGHT YEARS FROM METROPOLIS.

.. INT. GREAT HALL - DAY

A king, queen and knight, a powerful Mr. Universe with arms like steel girders, run for their lives. They are almost human but not quite; their skin is softly metallic.

The ROOF BLOWS OPEN. The room fills with BLASTING AIR; furniture blows over, papers swirl; like thrusters from a ship landing in the room, but there is no ship. A DOOR OPENS; we see the high-tech cockpit of an invisible craft.

SILVER BANSHEE climbs out; a six foot tall woman, ghost white, with a face like a gorgeous skull and long white hair with diamonds woven into them. The knight pulls his broadsword, a thick arch of gleaming metal.

Silver Banshee wails; it starts as a low sound, deep in her throat, but builds until it fills the great hall. The king and queen cover their ears. The knight hacks at her, but her wailing drives him to his knees. He passes out.

Silver Banshee hoists the huge knight over her shoulder and loads him into her ship.

.. INT. BRAINIAC'S SHIP (SPACE) - BRIDGE

This control center is high-tech, but has an organic feel to it; all of the pieces fit together in an intertwined way, so it seems almost like a living organism. The ship is crewed by aliens of all sorts of deranged variety.

Silver Banshee leads in the knight, who is draped in heavy chains. A DOOR OPENS behind him. Silver Banshee forces the knight to look at the floor. He never gets a look at --

Brainiac, whose face we never see in this scene; he remains an ominous, O.S. presence.

BANSHEE
He is the strongest of his race.

(CONTINUED)

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P2116

.. CONTINUED:

Brainiac gestures, and a thin column rises from the floor, a red button on top. He presses it.

.. INT. BRAINIAC'S SHIP - LEAD-LINED ROOM

A massive machine, the ANNIHILATOR, begins to VIBRATE.

.. EXT. BRAINIAC'S SHIP (SPACE)

A thick, concentrated beam shoots to the planet's surface.

.. INT. CORE OF PLANET

The planet's core heats, becomes molten, boils, bubbles.

.. EXT. SURFACE OF PLANET - DAY

Citizens scatter as we see a SERIES OF IMAGES: VOLCANOES ERUPT; ICE CAPS MELT; BUILDINGS COLLAPSE. It BUILDS...

.. EXT. SMALL WHITE PLANET (SPACE)

The PLANET EXPLODES.

.. INT. BRAINIAC'S GENETICS CHAMBER (SPACE)

A huge room full of sleek, high-tech equipment, ringed by several levels of catwalks. Two aliens stand the knight in the center of the room and step back.

A glass sphere shoots up out of the floor, envelops him. The knight pushes on the glass and yells as the aliens leave, but the sphere is sound-proof. They exit.

The sphere begins to fill with amber liquid, thick, like honey. The knight pounds on the glass, but he can't break it. It swirls up around his waist. He struggles, terrified.

He takes a last gasp of breath at the top, then the sphere is filled. Microbes glow on to his skin.

He sees Brainiac enter and move around the room through the fluid, a fuzzy, watery shape.

(CONTINUED)

.. CONTINUED:

In the center of the room, a 3-D hologram appears, ropes of interlocking strands of DNA. They spin, then a block pops out of one strand, and the whole thing unravels.

The knight completely falls apart before our eyes, disintegrating into the amber liquid.

.. INT. BRAINIAC'S GENETICS CHAMBER (SPACE) - LATER

We look at a metal sphere, like the glass one but solid. There is a HISS as STEAM is released, and the sphere opens. Silver Banshee is waiting.

BANSHEE
A small ship left the planet
milliseconds before the explosion.
We were unable to track it.

BRAINIAC emerges from the swirling steam, and we see him for the first time; tall, red eyes bloodshot, his brain showing through the top of his head; a frightening apparition.

BRAINIAC
Show me.

Silver Banshee pushes buttons. A hologram of a bizarre spaceship appears in 3-D before Brainiac. Brainiac practically hisses this next word, like venom on his lips:

BRAINIAC
Cadmus.

He waves his hand, the image disappears like smoke.

BANSHEE
Your worries are over. I have
located a living Kryptonian man.

BRAINIAC
Time is running out, Banshee.
Don't joke about a thing like
that.

BANSHEE
Not just any Kryptonian. He is
the son of Jor-el.

BRAINIAC
You're not joking.

(CONTINUED)

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P2118

.. CONTINUED:

She pushes buttons; a three dimensional map of a solar system appears; planets spin through the room.

BANSHEE

No. He is... there.

We SLOWLY PUSH IN ON the spinning globe... Earth.

DISSOLVE TO:

.. EXT. WAREHOUSE DISTRICT - DAY

PULL BACK FROM a painted globe on the side of a warehouse; World Wide Exports. Below, gang types in red bandannas load canisters into a truck.

.. INT. DRUG LAB - PANELLED OFFICE - DAY

MONTY, a handsome dealer who started out as a clocker but worked his way up to boss, sits across from RUDY JONES, a lawyer in a lavender silk suit. Monty pets a pussy cat.

Behind them, through a plate glass window, we can see the warehouse interior which has been converted into a drug lab, large lead vats everywhere.

RUDY

The woman devoted thirteen months of her life to you, I think this settlement is extremely fair.

MONTY

Fair? After one year --

RUDY

Thirteen months.

MONTY

-- of marriage, you're asking for seventy-five percent of everything I have. Get out of my face, fair.

RUDY

This new drug of yours sucks the life out of people. It leaves them empty, broken, and hopeless, all for thirty seconds of bliss.

He leans in, a glint in his eye.

(CONTINUED)

CONFIDENTIAL

WB011078

P2119

.. CONTINUED:

RUDY

They'll go wild for it, you'll make millions. Sign the agreement now, and I won't have to enter your drug profits into the public record.

Monty drops his pussy cat and pulls a gun, aims at Rudy.

MONTY

Fool! What's to stop me from capping you right here?

Rudy looks at the gun for a moment, then calmly meets Monty's eyes:

RUDY

You suppose the next lawyer she gets will be any easier?

He reaches in his jacket pocket; Monty cocks his gun. Rudy pulls out a pen, holds it out to him.

MONTY

I don't know how you live with yourself.

Monty puts his gun down and signs.

.. EXT. SKY OVER METROPOLIS - DAY

We LOOK AT the Metropolis skyline for a moment, then something SHOOTs THROUGH our view like a bullet.

We FLY WITH: SUPERMAN! He soars along over Metropolis, scanning the streets, looking for trouble.

He hears THUMPING BASS, shoots out over the warehouse district. He spots a car driving along below him.

.. SUPERMAN'S POV (X-RAY VISION)

The car is full of GANG TYPES in blue bandannas. They have machine guns, shotguns, an arsenal. He hears them with his SUPER HEARING.

GANG BANGER (O.S.)

Chump thinks he can sell his junk in our city.

BAD DUDE (O.S.)

Nobody gets out alive.

Superman swoops down out of the sky.

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.. EXT. WAREHOUSE DISTRICT - DAY

The rival gang drives close to the bangers in red bandannas loading the truck. They OPEN FIRE as Superman lands between them, BULLETS BOUNCING off of him!

GANG BANGER

Ram him!

The driver floors it, the CAR CRASHES into Superman; the car folds like an accordion. A guy in the front seat FIRES.

CLANG! Superman catches the bullet between his teeth. He looks and sees the other bangers climbing into the truck.

He spits the BULLET, which goes as fast as if it had been shot from a gun, and BLOWS the TIRE OUT on the truck.

.. INT. DRUG LAB - DAY

Monty runs along the catwalk shouting orders as bangers run around. Rudy comes out after him, tucking the signed divorce agreement away.

MONTY

Whoever that is, I want them dead!

.. EXT. WAREHOUSE DISTRICT - DAY

A member of the other gang, a BAD DUDE, grabs a drug dealer's girl friend, high pumps, short skirt, and holds his gun to her head. She screams; he FIRES.

Superman reaches him in less time than it takes the bullet to clear the barrel, a BLUR OF SUPER SPEED, takes the gun. The bullet flies away harmlessly.

SUPERMAN

Miss, are you all ri --

WOMAN

Don't touch me!

She runs off, terrified. Superman looks after her, stung. A gang member comes out of the loading dock and FIRES a SURFACE TO AIR MISSILE LAUNCHER.

The MISSILE flies at Superman, hits him square in the "S" and EXPLODES. The smoke clears.

(CONTINUED)

CONFIDENTIAL

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.. CONTINUED:

SUPERMAN

That stings a little. Must be why
they call it a stinger.

The gang member drops his rocket launcher and runs.
Superman goes after him.

The leader of the rival gang, who we have been calling
Gang Banger, picks up the launcher and loads another
STINGER. He aims into the drug lab, FIRES.

.. INT. DRUG LAB - DAY

The STINGER zips in and hits the wall, EXPLODES. Fire
spreads across the floor, flames licking at the vats...

.. EXT. DRUG LAB - DAY

Superman blows at the gang members; they are knocked off
of their feet, as if by a hurricane.

.. INT. VAN - DAY

The gang members tumble in, on the wind of Superman's
breath, and pile up in a heap against the back wall.

.. EXT. SKY ABOVE WAREHOUSE - DAY

Superman flies up, carrying the van over his head. He
sets it on top of a boat crane, where they can't climb
down.

GANG BANGER

Mind your own business!

SUPERMAN

This sort of thing is everyone's
business --

GANG BANGER

It ain't yours! It ain't even
your planet! You a damn alien!
Go back where you come from,
freak!

Superman looks at him a moment, then flies to the ground
and goes into the burning drug lab.

CONFIDENTIAL

WB011081

P2122

.. INT. DRUG LAB - DAY

Superman enters as the flames spread.

SUPERMAN
Anyone left in here?

Rudy is behind one of the lead vats, on his hands and knees, scrambling.

RUDY
Arrested in a drug lab, great,
this is the way to make judge.

Superman senses movement behind the vats, goes and looks.

SUPERMAN
What are you doing down there?

He picks up Monty's pussy cat and carries him out the door as the flames spread.

Rudy jumps to his feet and makes a break for it just as:

The flames reach the VATS. They EXPLODE, and purple FLAMES ROAR through the lab, devouring everything in their path, including Rudy.

.. EXT. METROPOLIS - DAY

Superman flies across the sky, a red and blue streak as the LAB EXPLODES in purple flames behind him.

.. INT. DRUG LAB - DAY

Rudy runs screaming around the room, consumed by purple flames, bouncing off the walls. He falls, there is an ENORMOUS WHOOSH, and the flames extinguish as quickly as they spread. All is quiet.

CUT TO:

.. EXT. LOIS'S TERRACE - NIGHT

The skyline of Metropolis glitters in the b.g. Superman lands on the terrace, and is about to knock. He sees:

.. LOIS LANE

asleep on the sofa, her laptop still glowing; she drifted off while working. Energetic, exceptionally smart.

(CONTINUED)

CONTINUED:

And beautiful? To Superman she looks like exactly what she is; a gorgeous movie star in fabulous lighting.

He lightly taps on the glass door with his knuckles. She pops awake, grabs the phone.

LOIS

Lane, what do you got? Hello?

She hears the TAPPING on the GLASS, looks up and sees him, smiles. She hangs up, comes out on the terrace. She is in oversized boxing shorts and a muscle tee.

SUPERMAN

Sorry I'm so late.

LOIS

Don't give me that tired excuse about saving the world, either, I've heard that one before.

(a beat)

Hey, I'm joking. Where are you tonight?

SUPERMAN

I'm here. I'm just distracted.

LOIS

You're distracted a lot these days. What's going on?

SUPERMAN

It's nothing.

LOIS

You can tell me. I'd like to know what you're feeling.

He doesn't answer, he just looks out at the city lights.

LOIS

The man of steel.

(a beat)

Oh, before I forget.

She goes to a drawer, pulls out a small bundle of mail.

LOIS

More letters from kids. We must get a hundred a week.

SUPERMAN

Thank you. So many of these children don't have families.

(CONTINUED)

CONFIDENTIAL

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.. CONTINUED:

LOIS

I know how they feel.

(a beat)

The deputy mayor asked me out. I wasn't interested, but I was... well, I was amazed. Men give you a wide berth when they think you're Superman's girl friend, but he was bold. He came right out and asked me how serious we are.

SUPERMAN

Lois, I --

LOIS

I didn't have an answer. You land on my balcony, we flirt around the patio furniture, you fly off. We do this three, four times a week. I'm young, I have a life to live.

SUPERMAN

Do you want me to stop coming?

LOIS

I'd rather you stopped leaving.

It is awkward for a moment, he false starts reaching for her once or twice, she self-consciously brushes her hair from her eyes. Just as he is about to hold her, they hear DISTANT GUNSHOTS, a SCREAM.

SUPERMAN

I'd better... I'm sorry.

LOIS

No. You are Superman, after all.

He wants to say something more, but doesn't know what. He EXITS FRAME. She watches him fly off into the night, then sinks into a chair and sits there, confused, the Metropolis skyline behind her.

CUT TO:

.. INT. DRUG LAB - NIGHT

The place is ruins, smoldering with purple fire. Fire fighters enter, in gas masks, and shine flashlights around.

(CONTINUED)

CONFIDENTIAL

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P2125

CONTINUED:

A FIREFIGHTER spots Rudy the divorce lawyer in the corner, barely breathing, kneels over him. Rudy is glossy and purple, but we only get glimpses of him.

FIREFIGHTER

We got a breather!

RUDY

Help me...

He inadvertently grabs the Firefighter's face in his meaty purple hands. He struggles, panicked, as:

His life force is sucked out of him. He loses his color, then his shape, until he is just a dried-out husk of what he used to be. He falls, his dried husk crumbling.

PARASITE springs to his feet. He barely resembles Rudy any more; he is purple all over, with strange, flame-like energy dancing off his skin. He is bald as a four ball. He looks at his fingertips, alive with crackling energy.

PARASITE

Whoa! I feel jazzed!

He whips around and punches his fist through the lead vat, his hot hand slicing through the steel like butter. He looks at his smoldering fist.

PARASITE

Oh-ho wow. I can get used to this.

He picks up a ball of twisted metal, pops it up and spins it on his fingertip like a basketball. PUSH IN ON the spinning ball of metal...

CUT TO:

INT. DAILY PLANET - DAY

PULL BACK from the spinning globe of the DAILY PLANET sign to find CLARK KENT gazing out the window at the sky. He seems troubled, as if he senses something.

DING, the ELEVATOR opens and Lois emerges wearing an ornate hat, decked out in the latest high fashion. She walks through the busy newsroom of a working paper; REPORTERS on phones, people running, lots of computers, reporters doing high-tech work. Male reporters whistle.

(CONTINUED)

CONFIDENTIAL

WB011085

P2126

CONTINUED:

LOIS

Go ahead, lay it on. Ralph, you'd look pretty good in this.

RECEPTIONIST

Lois. Police Captain on line three.

LOIS

I'll call back.

Clark falls into step beside her.

CLARK

Morning. New outfit?

LOIS

I spent all afternoon at a fashion show watching the city planning commissioners take freebies from the garment industry. You believe women actually wear this stuff?

She tosses the hat, smells the fresh roses on her desk.

CLARK

More anonymous roses. Someone really likes you.

Clark sits at the next desk. She pounds on the keys of an old Underwood typewriter.

REPORTER

Don't you wonder who sends those?

LOIS

Are you kidding me? I could find out in three minutes flat.

CLARK

I think our ace reporter likes having one mystery in her life.

PERRY WHITE, the patriarchal editor-in-chief, sticks his head out of his office.

PERRY

Lane!

He slams the door as Lois types a last line.

LOIS

Damn. I've got three more inches to write for the evening edition.

(CONTINUED)

CONFIDENTIAL

WB011086

P2127

.. CONTINUED:

REPORTER

You ever do anything besides work?

LOIS

What else is there?

She rips the page from her Underwood. Clark watches her go into Perry's office.

.. INT. PERRY WHITE'S OFFICE - DAY

Lois stands across from Perry. He looks her outfit over.

PERRY

What's holding up that garment story?

LOIS

My source went to the network. It's going out on the six o'clock news.

PERRY

Time was a newspaper was a vital part of a city landscape. Now they have TV internets. Satellites. Can you believe, our own Jimmy?

There is a KNOCK. Perry waves Clark in as Lois turns to go.

CLARK

You wanted to see me, Mr. White?

PERRY

Kent. Butt, chair. You should take down time, Lane. Don't we owe you some vacation?

LOIS

Twenty-six weeks.

Lois exits.

PERRY

You're covering the Mayor's press conference.

CLARK

I got a lead on the dock strike --

(CONTINUED)

CONFIDENTIAL

WB011087

P2128

CONTINUED:

PERRY

Yesterday the most spectacular fire in twenty years happened on your beat, you came back with no photos, no quotes from Superman. You're a good reporter, Kent, one of the best, but you're sloppy lately. Go where I tell you, and get focused.

CUT TO:

EXT. EDGE OF GALAXY - SPACE

Brainiac's enormous ship powers through the Milky Way.

INT. BRAINIAC'S GENETICS CHAMBER - SPACE

Lasers slice at a pile of green jewels, working various cross patterns, breaking the stones down until they are liquid. Brainiac supervises, Silver Banshee at his side.

Brainiac looks up and catches the barest, fleeting glimpse of eye contact with an ALIEN CREWMEMBER, a peon in the back, who quickly looks away. Brainiac steps toward him.

BRAINIAC

You. Why do you avert your eyes?

ALIEN

I beg forgiveness, I --

Brainiac extends his hand, and the Alien winces, expecting a blow. But Brainiac rests his hand on his shoulder, a friendly gesture, and walks him along the catwalk.

BRAINIAC

Don't be afraid. It's funny how our minds work, isn't it...

ALIEN

Hestes.

BRAINIAC

Hestes. It's not an exaggeration to say that I am the most intelligent being in the universe, I've built myself into something close to a god.

(MORE)

(CONTINUED)

CONFIDENTIAL

WB011088

P2129

CONTINUED:

BRAINIAC (CONT'D)

Yet, when you look at me, all you see is ugliness and deformity.

BANSHEE

Forget about him. He is nothing.

BRAINIAC

He's not nothing. Are you Hestes? He's an example.

He spreads his fingers over the Alien's forehead. The Alien drops to his knees in excruciating pain. Brainiac keeps his hand on the terrified Alien's head, until the Alien finally, mercifully, dies.

BRAINIAC

I wonder who else finds me painful to look at.

He looks over his crew, then exits, as:

The green liquid drips through a series of tubes, its consistency changing at each point. It drips down an IV, into an enormous, stone-like arm. It flexes, and we hear a RUMBLING sound, the creature's breath.

CUT TO:

INT. PSYCHIATRIST'S OFFICE - DAY

Clark stands, nervous. DR. IRA GOLDSTEIN is middle-aged, glasses, bald, wearing a tuxedo. He compulsively pops Hershey's Kisses in his mouth throughout the scene.

CLARK

I didn't know it would be so formal.

GOLDSTEIN

What? Oh, no, I'm going to the theater tonight.

CLARK'S POV - X-RAY VISION - TICKETS

in the Doctor's pocket.

BACK TO SCENE

CLARK

"La Boheme" is one of my favorites.

(CONTINUED)

CONFIDENTIAL

WB011089

P2130

CONTINUED:

GOLDSTEIN

How did you know I meant the opera?

CLARK

Lucky guess. The tux. I'm nervous.

GOLDSTEIN

Why did you call me?

CLARK

I've been feeling isolated lately. Funny, isn't it? In a city of seven million people, I feel alone.

GOLDSTEIN

We all do, occasionally.

Clark picks up a brass award from a shelf, fidgets with it. He thinks out loud, figuring it out as he talks.

CLARK

I'm not a part of anything. I just fly above it all, waiting for another crisis.

GOLDSTEIN

Journalists often feel that way.

CLARK

You know what it is, Doctor? It's like I feel homesick, except I have no home. I don't belong here, and there's nowhere else left to go.

Nervous, Clark snaps the solid brass award in half in his hand. The Doctor doesn't see; Clark quickly puts it back.

CLARK

I've been fooling myself for a long time, thinking I could fit in here. But lately...

(a beat)

... there's a woman. But how can I ask her to be with a man who isn't... I mean, I'm not even...

(CONTINUED)

CONFIDENTIAL

WB011090

P2131

CONTINUED:

GOLDSTEIN

We're all different, Kent. Bottom line, you are a human being. Are you seeing this woman?

CLARK

In a way. I mean, I see her.

GOLDSTEIN

If you want to be with her, you should tell her. If you don't, you should tell her that, too. It's hardly fair to string her along.

CLARK

I want to be with her, desperately. But I'm not like her. I'm not like anybody.

Goldstein looks at him for a moment, leans forward.

GOLDSTEIN

Are you aware of the doctor-patient confidentiality rule? You can tell me anything in this room, and I'm prevented by law from repeating it.

CLARK

Anything?

GOLDSTEIN

Let it out. What's your secret?

We SLOWLY PUSH IN ON Clark.

INT. WAITING ROOM - DAY

Dr. Goldstein talks to his receptionist, being gentle in front of Clark, like you would with a lunatic.

GOLDSTEIN

June. Mr. Kent will be coming to see us five times a week for awhile.

CUT TO:

EXT. SPACE - NEAR SATURN

Brainiac's ship passes through the rings of Saturn, disrupting their orbit. The rings trail off, lost forever.

(CONTINUED)

CONFIDENTIAL

WB011091

P2132

.. CONTINUED:

PICK UP a smaller ship coming around the other side. This is the ship Brainiac saw in holographic form earlier.

.. INT. CADMUS'S SHIP (SPACE)

Duct tubes dangle, the room is packed with all kinds of junk. An ALARM sounds, an obnoxious, repeating HORN.

CADMUS sits up INTO FRAME; a bear roused from slumber. He looks around 50, but is much, much older. His hair, what there is of it, sticks straight up. He grumpily smacks a button on the wall, KILLS the ALARM. He scratches his chest, every muscle sore, every bone crackling.

.. INT. CADMUS'S SHIP (SPACE) - COCKPIT

Cadmus enters in the midst of a coughing fit.

CADMUS

Morning, Mary Lou. Whattya got?

He hacks his last couple of coughs, lights a huge cigar.

COMPUTER (V.O.)

I have been running comparative analyses of the various alien D.N.A. chains that Brainiac has harvested and incorporated into himself over the last three years.

CADMUS

Three years? He must have destroyed twenty worlds in that time.

COMPUTER (V.O.)

Twenty-four, not including the two moons of C.T.P.-23. I have rerun the numbers fourteen thousand times, introducing variables including --

CADMUS

Mary Lou, I haven't had coffee.

COMPUTER (V.O.)

The results are the same every time, the D.N.A. chains will not hold together.

(MORE)

(CONTINUED)

CONFIDENTIAL

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P2133

CONTINUED:

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

Unless he finds D.N.A. strong enough to bind the others, he will physically disintegrate in one hundred twenty-two hours, six minutes and four seconds. He'll die.

CADMUS

Where is he headed?

COMPUTER (V.O.)

A small system, one sun, nine planets. The third is populated by approximately four billion carbon-based bipeds, current evolutionary index two point eight.

CADMUS

Two point eight? That D.N.A. won't hold him together.

COMPUTER (V.O.)

And one Kryptonian.

Cadmus looks out, raises an eyebrow as this sinks in.

EXT. SPACE - NEAR SATURN

Cadmus's ship dips and turns, zooms toward Earth.

CUT TO:

EXT. LEDGE OF BUILDING - NIGHT

START ON a massive stone gargoyle, looking down on Metropolis thirty stories below. Then we FIND Superman perched beside it, his cape wrapped around him, troubled.

SUPERMAN'S POV - X-RAY VISION

He can see into the building across the way; he can hear pieces of conversations taking place.

SERIES OF SHOTS - INTERCUT WITH EXTREME CLOSEUPS OF SUPERMAN'S EYES

A) In the first apartment, an elderly couple eat at the kitchen table. The PHONE RINGS, the wife answers. She is happy, it is her daughter. The man comes to the phone.

(CONTINUED)

CONFIDENTIAL

WB011093

P2134

CONTINUED:

B) In the next apartment, a young man does situps in his boxers. His girl friend comes in wearing his oversized shirt, kisses him. They laugh and tumble on the floor.

Superman's eyes are drawn by SQUEALING.

C) In a high-floor apartment, two kids run and screech and giggle, passing their parents who watch TV on the couch.

D) In another apartment, a father lifts his baby out of the crib and kisses her head. The mother comes in and they stand together, baby safe between them; a human family.

PUSH IN ON Superman's eyes.

CUT TO:

INT: DAILY PLANET - SUNSET

The next afternoon. Lois does repairs on her Underwood in the lonely newsroom. Clark enters, watches her for a moment, takes a deep breath, goes to her.

LOIS

Hey, Clark. Where you been all day?

CLARK

Just walking around. Do you have a minute?

LOIS

Hold that. That, tug it. Clark, let me ask you something. Can you see me being a mother?

CLARK

Some folks at City Hall say you are.

LOIS

I'm serious.

CLARK

The kid would be lucky. Look how you nurture this old typewriter.

LOIS

I want all that normal stuff, you know. Some day.

(CONTINUED)

CONFIDENTIAL

WB011094

P2135

CONTINUED:

CLARK

I doubt if you'll get it from Superman.

LOIS

I know he cares about me, I just wish I knew what was holding him back.

CLARK

He's an alien. Maybe... it's a problem, you know? A human woman and a... whatever he is.

LOIS

Sure. But the way he looks at me...

CLARK

Maybe he sees what I see.

LOIS

Yeah? What's that?

CLARK

A woman who deserves a real life. A normal marriage. A family.

(a beat)

Take it from me, forget about Superman. Move on.

LOIS

There! That should be good for a Pulitzer Prize.

(a beat)

Thanks, Clark. You're about the best friend I've got.

They look at each other for a moment, then notice a LOW RUMBLING. The ceiling light begins to sway.

LOIS

What is that? Earthquake?

CLARK

That's no earthquake.

INT. APARTMENT - NIGHT

A family eats. The DISHES RATTLE on the table. The kid's Spaghetti-O's jiggle in the bowl. DAD goes to the window.

DAD

Oh my God..

CONFIDENTIAL

WB011095

P2136

.. EXT. METRO CENTRE PARK - NIGHT

A policeman sits in his squad car at a stop light. He looks up and sees the stop light shaking. A shadow passes over him. People scream and run, as:

Brainiac's ship sets down into the park. TREES BURST INTO FLAMES, the thrusters scorch the earth.

BUILDINGS are CRUNCHED on the edge of the park; the ship does not quite fit. A "NO PARKING" SIGN SNAPS like a twig; in the lake young lovers dive out of their paddle boat.

Finally the ship comes to rest. It fills the entire park. The door opens, lowers to become a gangplank.

We see the faces of the humans on the ground, crawling away, in awe. They hear ENORMOUS BOOMS. A shadow covers the moon; the booms are FOOTSTEPS.

Doomsday, the massive beast Brainiac made in his genetics chamber, heads up the street. We never get a straight look at him, he is all imposing shadows and huge noise.

He crunches cars, pulls trees and telephone poles out of the ground. A BIRD lands near him. Doomsday holds a hand out, the bird hops into his palm. It CHIRPS. He crushes it.

A POLICE CAR ROARS up to Doomsday; he swats it and it tumbles away, flipping several times.

Superman swoops out of the sky, amazed at the destruction. He soars at Doomsday, fists in front of him. He plows into the beast, and they crash into the side of a building.

Superman shakes the rubble off, looks at Doomsday under the mess. It seems he has killed him.

Superman is overcome by a wave of dizziness. He stumbles. Doomsday punches Superman. He gets to his feet, punches him again, lifts Superman over his head and throws him. People scatter as Superman crashes through power lines.

.. VARIOUS SHOTS

All over the city, lights go out.

.. EXT. DAILY PLANET - NIGHT

Lois runs out as Superman and Doomsday battle. She tries to get close but can't, there is a large crowd. A young reporter hops out of a news van, his crew sets up.

LOIS

Jimmy!

The reporter turns around; he is JIMMY OLSEN.

JIMMY

Share what you got, Lois!

LOIS

You know as much as I do! The ship landed, he came out swinging! He's holding his own against Superman.

.. EXT. METROPOLIS - NIGHT

Superman stumbles, getting weaker. Doomsday pulls an iron pole from the elevated train platform and smacks Superman. Superman flies through the air and crashes into the globe on the front of the Daily Planet. The MODEL OF EARTH SHATTERS, Superman falls to the street.

.. INT. BRAINIAC'S SHIP - BRIDGE - NIGHT

Brainiac watches the pieces of the fake earth rain down around Superman in holographic image.

BRAINIAC

How poetic.

.. EXT. DAILY PLANET - NIGHT

Lois tries to fight her way through the crowd to get to Superman, but can't budge the jammed bodies. The people are stunned at what is happening. Jimmy starts reporting.

JIMMY

This is James Olsen live in midtown, where Superman is engaged in battle with a crew member from a massive ship that set down in Metro Centre Park. It appears, this is incredible... Superman is down!

(CONTINUED)

CONFIDENTIAL

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P2138

CONTINUED:

LOIS

This can't be!

Superman struggles to his feet and punches Doomsday with everything he has. Green blood flies in an arc from his mouth, splatters Superman. Superman looks at it, stunned.

SUPERMAN

Kryptonite...?

Lois climbs over some rubble, trying to get close. She sees Doomsday, but he disappears as he jumps on Superman.

Doomsday jumps on Superman, punches him again and again. Doomsday's knuckles bleed; every time he punches Superman, he leaves a ribbon of green blood across him. Superman looks around, through swollen eyes. His last thought is of:

SUPERMAN

Lois...

Doomsday lifts Superman over his head. Superman's cape flaps in his face, so Doomsday rips the cape off and throws it. It catches on a broken pipe and hangs there.

Doomsday slams Superman down, hard, on a pile of rubble. He stands over Superman, both arms raised to the air, and howls with victory. Superman lies absolutely still.

INT. BRAINIAC'S SHIP - BRIDGE - NIGHT

Brainiac watches on his holographic imaging equipment. He turns it off; Doomsday and Superman disappear.

BRAINIAC

I will be preparing for the final transfusion. I am not to be disturbed for any reason. Nothing.

An Alien bows slightly. Brainiac glides out of the room.

EXT. DAILY PLANET - NIGHT

Superman lies still. Doomsday limps off up the street, badly wounded himself. Halfway up the block, he stops, looks back, hesitates. Is he forgetting something? He growls it off and slinks away, bleeding.

(CONTINUED)

CONFIDENTIAL

WB011098

P2139

CONTINUED:

Lois finally breaks through the crowd, to find Superman lying broken on the rubble. She scrambles up to him.

LOIS

Hang on, the paramedics are coming... he's leaving, you saved Metropolis... Superman... no...

SUPERMAN

Lois... I...

LOIS

What? It's okay. Say it...

His eyes close. Jimmy watches in stunned disbelief.

CAMERAMAN

Jimmy. We're still hot.

JIMMY

Folks, you are seeing a live shot. It seems to be true, the impossible has happened. Superman... is dead.

LOIS

He is not dead! He's not! He's Superman, he can't... die...

A tableau: Lois futilely pounds on Superman's chest, his shredded cape billowing in the breeze on the pole. Lois cradles Superman as an AMBULANCE pulls up.

LOIS

You people clear back! I don't want to tell you twice, make a path.

Two PARAMEDICS put heart paddles on Superman's chest. The MAYOR and the POLICE CHIEF run up and watch.

PARAMEDIC

Lady, we need to work here. Clear.

Lois backs off, a tear on her cheek, but she wipes it away. The Paramedic gives Superman a jolt; it shocks the Paramedic. He shakes his fingers out and gives Superman another jolt. The PADDLES BLOW, sparks flying from them.

PARAMEDIC

It's like doing C.P.R. on a block of granite. I can't get to the heart.

(CONTINUED)

CONFIDENTIAL

WB011099

P2140

.. CONTINUED:

MAYOR

There's one thing we can try.

.. EXT. METRO CENTRE PARK - NIGHT

Police cars surround Brainiac's ship. The police Chief shouts orders as they take up positions.

.. EXT. GOVERNMENT RESEARCH FACILITY - NIGHT

CLOSE IN ON a vent in the ground:

.. INT. PARTICLE ACCELERATOR TUNNEL - NIGHT

Superman hangs at the end of the tunnel, strapped in all sorts of high-tech restraints.

.. IN VIEWING ROOM

Lois, the Mayor, the SURGEON GENERAL, and several scientists pull goggles down over their eyes. The head scientist hits a switch...

.. INT. PARTICLE ACCELERATOR TUNNEL - NIGHT

A focused LASER BEAM BLASTS OUT. We see it from several spots in the tunnel as it builds speed. The beam hits Superman in the chest, FOOM! It rocks his body, and the folks in the viewing room have to look away.

The Surgeon General comes through a door, listens to the heart. Lois starts after him, but the Mayor holds her back.

SURGEON GENERAL

He's dead.

PUSH IN ON Lois, unbelieving.

.. INT. TUNNEL

Superman tumbles up a breathing, undulating tunnel, in his torn costume, no cape, as he was at the moment of death. A light appears at the end of the tunnel. Superman looks back the way he came, then he disappears into the light.

CUT TO:

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.. INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Brainiac and Silver Banshee enter, his Aliens stand by.

BRAINIAC
Bring the corpse forward.

ALIEN
Doomsday returned without it.

BRAINIAC
What? Why didn't you tell me?

ALIEN
You said not to... under any
circumstances...

Brainiac looks at him, unbelieving, gestures. The Alien drops, clutching his head. Brainiac's eyes are intense as the Alien suffers and dies, as if he enjoys meting out this small punishment. He turns to Silver Banshee.

BRAINIAC
This is what I'm working with
here.

CUT TO:

.. INT. CITY MORGUE - NIGHT

The room stands empty for a few moments, then the door opens and light spills in, revealing Superman's dead body on a slab. We can see the police guards asleep against the wall in the hall, dreamy smiles on their faces. A mysterious figure moves to the body...

.. EXT. METRO CENTRE PARK - NIGHT

The Police Chief stands at the front line of his men, who have Brainiac's ship surrounded. He talks to Jimmy Olsen.

CHIEF
None of our weapons will crack
that force field. It's eerie. No
movement, no communication, he
just sits in there. What does he
want?

A ripple passes over the stars, but they don't see it; an invisible craft leaving Brainiac's ship.

.. INT. CITY MORGUE - HALLWAY - NIGHT

Very late. SLOWLY PULL BACK ALONG the hallway, which is loaded with flowers and children's drawings.

REVEAL Lois Lane, alone in an overstuffed leather chair, staring at the door of the morgue in disbelief.

The ROOF BLOWS OFF of the building. The thrusters of one of Brainiac's invisible ships come down, blowing the flowers and other tributes in all directions.

Lois hides behind the chair as Silver Banshee emerges from the ship. Silver Banshee emits a sound from her throat; a HOLE BLOWS OUT in the WALL. She goes in to the morgue.

.. INT. CITY MORGUE - NIGHT

Silver Banshee sees that the slab is empty! She tears body drawers open, searching.

BANSHEE
The body is not here.

.. INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Brainiac watches a 3-D hologram of the inside of the morgue; Silver Banshee and the empty slab. He sighs.

BRAINIAC
Did it get up and walk away?

BANSHEE
Perhaps. All I can tell you is,
Superman's body is gone.

Brainiac notices movement at the door of the morgue; Lois peers around the door at the empty slab, shocked. Brainiac waves a hand and freezes the hologram. She grows into --

a life-sized three-dimensional model of Lois. Brainiac turns it slowly, looking her over, fascinated.

DISSOLVE TO:

.. EXT. MISTY LANDSCAPE

We see nothing except a layer of mist two feet off of the ground. Superman pops up on all fours, raising his head above the swirling mist, gasping for breath. He is still wearing the tattered suit, no cape, as he was at death.

(CONTINUED)

CONFIDENTIAL

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P2143

CONTINUED:

Two figures in white come toward him out of the mist. Superman is stunned as they get close enough to recognize; they are JOR-EL and PA KENT, his Krypton and Earth fathers. He moves toward them, but they seem to move back even though they stand still; he can't get closer.

SUPERMAN

Pa? Pa Kent! Jor-el! Wait!

He stops moving after them, and they stop receding.

SUPERMAN

Jor-el, I can't believe it. I have so many questions. I miss you, Pa.

PA KENT

I've been with you, son.

SUPERMAN

Where am I? How did I get here?

JOR-EL

There is time to answer all your questions when you come across.

SUPERMAN

I try, I can't reach the light.

PA KENT

Nothing's stopping you, Clark. Why are you hanging on?

SUPERMAN

I don't know, I'm confused.

JOR-EL

You have to be at peace with yourself.

SUPERMAN

I don't understand.

JOR-EL

The son becomes the father, and the father the son.

PA KENT

He's not ready. He's got more to learn back there.

(CONTINUED)

CONFIDENTIAL

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P2144

CONTINUED:

JOR-EL

You have my steel, and the wisdom
of your earth father. But where
is your heart?

PA KENT

You're confusing him.

JOR-EL

Kal-el. Are you whole?

Superman pauses, as if he is considering the question.
Suddenly:

His fathers shoot away from him.

INT. TUNNEL

Superman is shot back through the mysterious tunnel, and
the light gets smaller and smaller. He tumbles and
rolls, faster and faster, until everything goes black...

INT. CADMUS'S SHIP - SUPERMAN'S POV - WORKROOM - NIGHT

His eyes snap open and dart around the room; strange
alien machinery hangs from the walls and ceiling; a bank
of monitors along the wall; dark, shadowy corners;
Superman doesn't know where he is and neither do we, it
is shot so that we share his confusion.

He sees a strange bug creature, leaning over something
with sparks flying. Disoriented, Superman jerks, coughs.
The bug creature lifts its mask:

It is Cadmus with an alien welding mask, working over
some equipment with a laser welder. He aims the laser
welder like a weapon.

CADMUS

What the hell are you doing?

Superman bolts upright and holds a hand over his eyes,
blinded by the dim light in the room. He waves his other
arm out to the side, grasping for something to hold on
to.

CADMUS

You're supposed to be dead.
Scared the crap outta me.

(CONTINUED)

CONFIDENTIAL

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P2145

CONTINUED:

Superman jumps up off of the slab; he is in nothing but tight shorts. Everything is thick, like he is seeing it through molasses. Cadmus seems to be swaying.

SUPERMAN

Where am I? Who are you?

CADMUS

I'm Cadmus. You're aboard my ship --

Superman looks around at the alien technology, which is just starting to COME INTO FOCUS. Then he leaps across the slab and bolts out the door.

CADMUS

Hey!

INT. CADMUS'S SHIP - CORRIDOR - NIGHT

Superman runs down the hallway, at normal human speed, looking for a way out. Cadmus comes after him, but he doesn't run so well.

Superman pulls doors open, looking for an exit, but all he finds are more rooms. There is junk everywhere, he has to sidestep rusty piles of metal. He trips over some stuff, and when he gets to his feet Cadmus is almost on him. He spots a hatch in the ceiling, grabs the wheel.

CADMUS

Don't open that!

Superman jerks the wheel; the hatch falls open and he is knocked off of his feet by gushing water.

Cadmus forces the hatch shut. Superman gets to his feet, dazed. It is confusing, he is slipping and sliding in the water. Cadmus tries to hold him up, but Superman struggles.

CADMUS

Calm down! Relax!

Superman tries to break away. Fed up, Cadmus punches him, knocks him out. Superman falls, Cadmus catches him.

CADMUS

Superman. Spectacular.

CUT TO:

CONFIDENTIAL

WB011105

P2146

.. INT. DAILY PLANET - NIGHT

STARTING ON the broken globe outside the window; there are fires all across the horizon. We PULL BACK THROUGH the empty newsroom. There is very little light, only the glow of the computer screens. Lois is at her desk, on the phone, in black.

LOIS

Kent. Clark Kent. Six-two, wears glasses. I'd appreciate it if you'd keep an eye out, Lieutenant. Thanks.

She redials; it rings, then a woman's voice says "Hello?"

LOIS

Mrs. Kent? It's Lois Lane.

.. INT. KENT FARMHOUSE - NIGHT

MA KENT, Clark's mother, is sitting on her sofa in the dark, the TELEVISION showing footage of Superman's battle with Doomsday. There is a framed photo of Clark behind her.

MA KENT

Lois. I'm sorry to hear about Superman. I know you were close.

As Lois speaks over the phone, we PAN mounds of clippings about Superman piled on the table in front of Ma Kent.

LOIS (V.O.)

(on phone)

Mrs. Kent, Clark's gone missing. I'm sure he'll turn up, but I thought you should know.

MA KENT

(choking back tears)

Yes, dear. I'm sure he's fine.

.. INT. DAILY PLANET - NIGHT

Lois hangs up, rubs the bridge of her nose, starts to type on her Underwood. Perry White comes out of his office.

PERRY

I just got off the horn with the mayor. Don't put anything in the story about Superman's body going A.W.O.L.

(CONTINUED)

CONFIDENTIAL

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P2147

CONTINUED:

LOIS

Why not?

PERRY

He wants to keep morale up.
They're going ahead with the
funeral tomorrow, closed casket.

Lois nods, starts typing.

PERRY

Someone else can do the story. Go
home, get some rest --

LOIS

No! I have to write this. I have
to, Chief.

Perry nods, exits. Lois sits alone, and for a fleeting
moment it seems she might cry. But she forces it away,
and her fingers begin to fly over the keys...

EXT. METROPOLIS STREET CORNER - DAWN

We START ON an electronics store being looted, the
windows shattered and people climbing in and out,
something burning. A POLICE SIREN races by, GUNSHOTS can
be heard.

A truck goes by and tosses out a bundle of newspapers.
We ZOOM IN ON the top paper, where we see a photo of
Lois, Superman, and the torn cape, and Lois's headline:

SUPERMAN DEAD! CHAOS REIGNS

By Lois Lane

CUT TO:

EXT. METROPOLIS COURTHOUSE/INT. CAR - DAY

ANTON TORVAL, a judge, pulls up to the courthouse. A
purple fist punches through the roof; Parasite pulls
Torval out.

PARASITE

Judge! Don't recognize me, do
you?

TORVAL

N-n-n-no...

(CONTINUED)

CONFIDENTIAL

WB011107

P2148

CONTINUED:

PARASITE

Rudy Jones. You flunked me,
ethics class, Harvard Law.

TORVAL

Harvard? I haven't taught in nine
years... what happened to you?

PARASITE

Beats me, all I know is, I'm gonna
put my hand on your head, you're
gonna die, and I'm gonna get
stronger, like I sucked up all
your energy. Look at this.

He flexes his muscles, points to his bulging forearm.

PARASITE

And I don't even eat spinach.

He grabs Torval's head and sucks his life force. He
stands there trembling, growing stronger. Then he looks
down at Torval's sedan, reaches under, strains...
groans... trying to see how much his strength has
grown...

He flips the car, raises his hands in the air in victory.
He looks at the remains of the judge.

PARASITE

I rest my case.

He walks off down the street.

CUT TO:

EXT. METROPOLIS - DAY

FROM VERY HIGH ABOVE, LOOKING DOWN INTO the canyon
between the high-rises. The streets are lined with
citizens.

A funeral procession moves down the middle of the street,
a coffin draped with Superman's red and yellow cape.

PULL BACK: Parasite watches from a high rooftop.

EXT. REVIEWING STAND - DAY

The Mayor, Governor, Police Chief, and several
dignitaries stand at attention as the funeral procession
passes.

(CONTINUED)

CONFIDENTIAL

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P2149

.. CONTINUED:

Lois walks behind the coffin, all in black, shell-shocked. A tear tries to force itself out; she wipes it away, then pulls her veil down over her face so no one will see.

The coffin stops before the reviewing stand, and the dignitaries walk down to it, to be pallbearers. They hear a murmuring in the crowd, and turn around as...

A black figure descends on a line from the top of a building. The figure walks through the crowd, which parts for him as he approaches the coffin. It is:

Batman!

.. EXT. SUPERMAN'S TOMB - DAY

Perry White, the Mayor, the Police Chief, the Fire Chief, the Governor and Batman carry the coffin into the tomb.

.. INT. SUPERMAN'S TOMB - DAY

The pallbearers leave. Batman is the last one; he lays one of his leather gloves on the coffin in tribute. Batman exits and the massive stone DOOR is sealed with a BANG.

.. EXT. METRO CENTRE PARK - DAY

The funeral procession moves away from the tomb, through the crowded street, passing Brainiac's ship. Lois and Jimmy walk side by side; she looks up at the ship.

JIMMY

You look beat. Been up all night?

LOIS

I was with the rescue team until five, digging through the rubble looking for Clark.

.. INT. BRAINIAC'S SHIP - BRIDGE - DAY

Brainiac looks at a hologram of the scene outside his ship. He waves a long bony finger over Lois and Jimmy. He makes a fist, as if he is holding them in his paw.

BRAINIAC

Why don't we go in?

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.. EXT. BRAINIAC'S SHIP - DAY

Lois and Jimmy look at each other.

LOIS

Sure, why not?

They walk up the gangplank and into the ship.

ROOKIE

What the...?

The ROOKIE COP tries to follow, but is zapped at the force field. He watches them disappear inside.

.. INT. BRAINIAC'S SHIP - CORRIDOR - DAY

Lois and Jimmy step onto a lift, and as they watch the floors pass, each a marvel of alien technology, with spires of electronics and banks of alien writing, we start to get a sense of the layout of the ship; they pass the observation deck, then down past the bridge, the engine room, and finally descend into the genetics chamber.

.. INT. BRAINIAC'S GENETICS CHAMBER - DAY

Brainiac waits, in the shadows, as Jimmy and Lois step off of the lift. They realize what they have just done.

JIMMY

What happened...?

She nudges him, look. Brainiac emerges from the shadows, Silver Banshee behind him.

BRAINIAC

Welcome, Lois. You're even more impressive a specimen in person. James. You're much shorter than you look on television.

JIMMY

How do you know us?

He circles Lois, close to her.

BRAINIAC

I know your hopes. Your fears. I even know your secret desires.

He glances at Lois. Jimmy looks flustered, Lois surprised. She takes out her pad and pencil.

(CONTINUED)

CONFIDENTIAL

WB011110

P2151

CONTINUED:

LOIS

What are you? Where did you come from, what do you want here?

BRAINIAC

So many questions. Can't you ever stop being a reporter and just be a woman?

(close to her ear)

You'd be less lonely.

This stings her. He reaches out and lightly brushes his fingertips over her forehead.

BRAINIAC

Your memories of the Kryptonian are very strong.

Brainiac sees her memories, and we see them too: a SERIES OF IMAGES, of Superman and Lois together on her balcony, him flying with her in his arms, all sorts of romantic encounters between them.

Brainiac breaks contact with her. Lois is breathing deep, fighting the sadness that is welling up inside of her.

BRAINIAC

You are a strange race. Your intellects are not badly developed, yet you rely so heavily on emotion.

He is close to her. Silver Banshee emits a low growl from her throat.

LOIS

Looks like we're not the only ones.

BRAINIAC

You two have been chosen, because of your attachments to Superman, to lead the search.

JIMMY

What search?

Brainiac waves a hand; a snake-like coil, like a living cable, rises from the floor and points at him.

BRAINIAC

Attention, humans of Metropolis.

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.. EXT. SKY OVER METROPOLIS - DAY

Brainiac appears in the air, a monstrous image, filling the open sky above the towering high-rises.

BRAINIAC

I have come quite a long way to be with you today.

A SERIES OF IMAGES: While he talks, Metropolitans watch his image in every shiny surface; T.V. screens, toasters, mirrors; the freshly waxed hood of a hot rod.

BRAINIAC

I wish you no harm. In fact, I'd very much like to be friends. But I must have Superman's body. It has disappeared, though your leaders have tried to keep the fact from you. Bring me the corpse within the next one hundred hours and I'll go away. Could anything be simpler?

.. EXT. BRAINIAC'S SHIP - DAY

The Mayor and Police Chief watch the holo image in the sky.

MAYOR

There goes reelection.

.. INT. BRAINIAC'S GENETICS CHAMBER - DAY

Lois puts on fresh lipstick.

LOIS

Why do you want Superman's body? I've never seen equipment like this before. Is it some kind of research?

.. EXTREME CLOSEUP

She is snapping photos with a micro lipstick camera.

.. BACK TO SCENE

BRAINIAC

you're so inquisitive, like a child. Very well, a clue. Superman is the last Kryptonian.

(CONTINUED)

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P2153

CONTINUED:

LOIS

You want to put him in a wax museum?

She notices the strand of numbers swirling on a console.

LOIS

No... these ropes of numbers... I saw something like this when I did a story at the heredity institute, it had something to do with D.N.A.

BRAINIAC

Very impressive. Yes, I need his D.N.A. Lois, help me find the body.

LOIS

I'd rather help the devil.

He gestures, and the red button rises from the floor.

BRAINIAC

In this case, the devil is giving you the opportunity to do good. I'm going to let you save Metropolis. Watch. You'll find this incredible.

He pushes his red button.

.. INT. BRAINIAC'S SHIP - LEAD-LINED ROOM - DAY

The ANNIHILATOR begins to HUM...

.. EXT. SKYSCRAPER - DAY

A beam from Brainiac's ship strikes the skyscraper.

.. INT. SKYSCRAPER - DAY

Beams vibrate, plaster falls from the walls. Light fixtures shake, BULBS POP.

.. EXT. SKYSCRAPER - DAY

The SKYSCRAPER EXPLODES into rubble, the equivalent of the Empire State Building blowing apart. On the streets, people scream and run from the falling debris.

CONFIDENTIAL

WB011113

P2154

.. EXT. BRAINIAC'S SHIP - DAY

The Mayor and the Police Chief take cover as debris falls. They look up at the figure of Brainiac in the sky.

BRAINIAC

Bring me the body of Superman
within one hundred hours, or I
will level Metropolis. As I
said... simple.

He disappears. The Mayor and Police Chief notice flashes of light from their wrists, and look at their watches.

.. INSERT - MAYOR'S WATCH FACE

has been replaced with an LED readout, 100:00:00 and counting backwards, in seconds.

.. MONTAGE OF IMAGES

Every clock in Metropolis changes; wrist watches, dashboard clocks, kitchen clocks, clocks on banks, the clock tower at the center of town. They become literal ticking clocks, and they are down to 99:59:30.

.. INT. BRAINIAC'S GENETICS CHAMBER - DAY

Lois and Jimmy are led out of the room.

BRAINIAC

Silver Banshee. Scan the surface
of the planet for traces of
Kryptonite.

BANSHEE

Why use the human woman?

BRAINIAC

Your jealousy is touching, but
insignificant.

Brainiac concentrates, his eyes closed...

.. EXT. METROPOLIS - MAIN BOULEVARD - DAY

Up and down the streets, flags unfurl on lamp posts and street lights, red backgrounds with Brainiac's insignia.

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.. EXT. LIBERTY ISLAND - DAY

The Statue of Lady Liberty in Metropolis Harbor changes, rippling from the ground up, until it is a statue of Brainiac, holding a massive clock in his palm.

CUT TO:

.. INT. CADMUS'S SHIP - NIGHT

Superman wakes up sharply. He looks around, finds that he is wearing loose silk clothing he didn't have before.

He makes sure he's alone, then picks up an iron crowbar from the floor. He tries to bend it. He struggles, intense, but the crowbar will not bend.

.. INT. CADMUS'S SHIP - WORKROOM - NIGHT

Cadmus tinkers with something on his workbench.

CADMUS

Come on, ya cheap piece of...

He whacks whatever he is working on several times with a mallet. Superman enters behind him, the crowbar in his hand like a weapon. Cadmus senses him, looks up.

CADMUS

If you're gonna bash my brains in, I'd like to have a cigar first.

SUPERMAN

Did you revive me?

CADMUS

Nope, you came back on your own. I brought your body here to keep it away from Brainiac, I didn't expect you to be in it.

SUPERMAN

What does he want from me?

CADMUS

He's been loading himself up with the best D.N.A. in the universe, destroying the planets so no one else can get any. Wants to be the biggest and the baddest, all that. The mixed D.N.A. is incompatible, he's disintegrating.

(MORE)

(CONTINUED)

CONFIDENTIAL

WB011115

P2156

CONTINUED:

CADMUS (CONT'D)

You've got Kryptonian genes,
strongest stuff around. You can
hold him together.

SUPERMAN

You know a lot about him.

CADMUS

I been chasing him for a long
time, kid. Too damn long. Always
a step behind, a day late.

(a beat)

But I got here in time. You're
still alive, and you can knock him
into the next millennium.

SUPERMAN

So let me out and I'll finish it.

CADMUS

We're underwater. Under the North
Pole. It can wait --

SUPERMAN

It can't wait! Get this tub to
the surface.

He heads for the door.

CADMUS

Seems to me I just knocked you on
your butt, 'Superman.' How much
trouble are you gonna mix up with
no powers?

Superman doesn't answer, but it is clear Cadmus has him.

INT. CADMUS'S SHIP - TRAINING ROOM - NIGHT

Cadmus and Superman step over piles of stuff, everywhere
you go in this ship it is claustrophobic with junk.
Also, the ship is an amalgamation of alien technologies;
every room seems like it comes from a different ship.

CADMUS

Maybe the Kryptonite knocked your
powers out of whack. We'll get
'em back. I'm gonna throw
together some kind of training
deal here.

(CONTINUED)

CONFIDENTIAL

WB011116

P2157

CONTINUED:

He takes a sledgehammer and breaks holes in the floor.

CADMUS
Brainiac's tough, you'll need your
Phin-yar to take him on.

SUPERMAN
Fin who?

CADMUS
Right, a Kryptonian who doesn't
know Phin-yar.

Then he looks at him and realizes Superman really doesn't know. Through the following, Cadmus pieces together a gigantic contraption, like a jungle gym, moving around it, pounding and occasionally cursing under his breath.

CADMUS
I don't know what it is, all I
know is it's supposed to be what
gave Kryptonian warriors their
strength. It had something to do
with seeing energy. Sounds like a
load, but it worked.

SUPERMAN
What do you mean, seeing energy?

CADMUS
Patterns. Currents. Say I come
at you with a roundhouse right.
You could see where it would land
before I even threw it.

SUPERMAN
It sounds like a deeper function
of X-ray vision.

CADMUS
Maybe. I think it's a deeper
everything, all your powers.
Maybe the X-ray vision is the key.
Ow! Son of a...

He angrily tosses his hammer across the room, then starts rummaging, looking for something.

SUPERMAN
How do you know so much? Were you
on Krypton?

CADMUS
Once or twice, a long time ago.
(snaps his fingers)
I know where it is.

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WB011117

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INT. CADMUS'S SHIP - WAREHOUSE - NIGHT

A DOOR WHOOSHES open, revealing Superman and Cadmus in silhouette. This is the biggest room in the ship, also the most loaded with junk. The room itself looks like the inside of a lung. Each pile of junk has a silver orb in it.

SUPERMAN

What is all this?

CADMUS

Crap. Dusty artifacts from dead worlds. I'm sort of an archeologist.

SUPERMAN

More of a junkman, I'd say.

CADMUS

I collect stuff from dying planets. Been doing it for a long time, way before Brainiac showed up. Since he started stealing D.N.A. I've done what I can to stop him but I ain't had much success. Mostly I just archive planets he destroys.

Superman rolls one of the silver orbs with his fingertips.

CADMUS

Those orbs record everything that happens on a planet from the moment I get there.

(a beat)

That's my world. Didn't get much. It was the first planet he blew up.

Superman looks over some piles of junk in the back.

SUPERMAN

These things are from Krypton.

(a beat)

Did Brainiac...

CADMUS

No. He tried once, but one of the toughest Krypton warriors rallied the others and drove him off. A hundred thousand Kryptonians pooled their Phin-yar. Couple years later the sun flamed out. What a waste.

(CONTINUED)

CONFIDENTIAL

WB011118

P2159

CONTINUED:

SUPERMAN

Sometimes I try to imagine
Krypton, but I know I don't see it
right.

CADMUS

I probably don't see mine right,
either. There were sulphur
fields, they made the most
beautiful sunsets. Memory's got
rosy glasses.

Superman looks at the silver orb in the Krypton pile.

SUPERMAN

I'd like to see my home.

CADMUS

Your home is here, in Metropolis.
Stick with the Krypton in your
head.

SUPERMAN

Don't fool yourself. I don't
belong here any more than you do.

Cadmus glances at Superman, who is looking at the
Kryptonian artifacts with a pinched look on his face.

CADMUS

It's okay to cry if you want to.

SUPERMAN

Why would I cry? I never knew
this world.

CADMUS

That seems like reason enough to
me.

CUT TO:

INT. BRAINIAC'S SHIP - BRIDGE - DAY

Silver Banshee enters and goes to Brainiac, who is
closely watching the Kryptonite detectors.

BANSHEE

I came across someone in the
street that I think you should
meet.

(CONTINUED)

CONFIDENTIAL

WB011119

P2160

CONTINUED:

BRAINIAC

Another human?

BANSHEE

Not exactly.

INT. BRAINIAC'S SHIP - OBSERVATION DECK - NIGHT

Silver Banshee enters and finds Parasite waiting. He is more cut and muscular than when we last saw him.

BANSHEE

He will be along in a moment.

PARASITE

You the girl friend?

BANSHEE

My name is Silver Banshee. I am first mate of this ship.

PARASITE

That's too bad, because I see all this high-tech stuff, I think of one word: 'palimony.'

Brainiac appears as if out of a mist, on a platform above.

BRAINIAC

You interrupted me for this?

PARASITE

Nice to meet you, too, pal.

BANSHEE

Tell him what you told me.

PARASITE

We can cut a deal. Like I said to Silver Bedsheets here --

BANSHEE

Silver Banshee.

PARASITE

You want the body of Superman, right? I've got this town wired, City Hall, the streets, the back alleys and bars. You give me the authority to act in your name, maybe some muscle, I'll find you the super stiff.

(CONTINUED)

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.. CONTINUED:

BRAINIAC

And your end of the deal?

PARASITE

Leave me your weapon so I can run Metropolis. You get the whole rest of the universe, I just want this burg and the surrounding 'burbs.

BRAINIAC

Very well. But you will follow my orders and report to Silver Banshee.

PARASITE

Look, no offense, but you don't fully grasp the scenario. I have incredible strength, Superman is D.O.A., I can do what I want. I am offering my services in a mutually beneficial --

Brainiac gestures, and the floor opens up under Parasite.

.. INT. BOTTOMLESS PIT

Parasite free-falls. As he tumbles, he sees the bottom of the pit rushing up at him, inhabited by unimaginable evil creatures, something between a tarantula and a scorpion, snapping.

Parasite frantically tries to stop his fall, but the beasts rush up at him, snapping, reaching...

.. INT. BRAINIAC'S SHIP - OBSERVATION DECK - DAY

Parasite opens his eyes; he is still aboard Brainiac's ship on his knees, it was all in his mind. Brainiac hovers over him, imposing.

PARASITE

You make a persuasive argument.
All right, your rules. Just don't forget our deal.

Parasite exits.

BANSHEE

Are you really going to give him the weapon?

(CONTINUED)

CONFIDENTIAL

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.. CONTINUED:

Brainiac looks at her, please.

BRAINIAC

Don't be ridiculous. Go. Keep an eye on him.

.. INT. CADMUS'S SHIP - TRAINING ROOM - DAY

Cadmus works the controls as Superman dodges jury-rigged obstacles; lasers fire, blades swing down from the ceiling and up from the floor, metal pipes thrust at him. It all has the feeling of being put together with bubble gum and bailing wire.

CADMUS

You think too much! Use instinct!
You got instincts, don't you?

Superman dodges a thrusting iron rod, spins around. Cadmus works the controls, biting his tongue; it is like Superman is in a video game and he is the player... the closer he gets to whacking him, the more carried away he gets.

A rod smacks Superman in the head. Cadmus shouts triumphantly, catches himself and shuts off the apparatus. Superman rubs his head as Cadmus resets the obstacles.

SUPERMAN

It's frustrating, like when something is on the tip of your tongue. I used to be able to lift a truck like it was a toy.

CADMUS

You were the Man of Steel.

Superman looks at him oddly.

CADMUS

What?

SUPERMAN

Nothing. It's just... someone else used to call me that.

CADMUS

A broad?

SUPERMAN

A woman. I don't have the luxury of thinking about her.

(CONTINUED)

CONFIDENTIAL

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.. CONTINUED:

CADMUS
Why not?

SUPERMAN
She's human. Obviously, I'm not.

CADMUS
Obviously. Let's go again.
Focus, try and see the flow of
energy.

SUPERMAN
This is a waste of time, you don't
know what you're talking about.

CADMUS
Granted.

SUPERMAN
Anyway, I've done okay without
this Phin-yar thing so far.

CADMUS
There's more to life than being
Superman.

SUPERMAN
Suppose my powers don't come back
in time.

CADMUS
Come on, I'll show you something.

.. INT. CADMUS'S SHIP - WORKROOM - DAY

Cadmus hits a switch. A panel opens in the wall to
reveal:

A black super suit, pieced together with high-tech gizmos
from a lot of different kinds of science; like everything
else on Cadmus's ship, it is a bizarre patchwork.

CADMUS
I've been screwing around with
this. It should do everything you
used to do, except fly. It's got
hydraulics in the arms, goggles
for X-ray vision. The
accelerators on the boots will
give you super speed, and the
blasters here provide super
breath.

(MORE)

(CONTINUED)

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.. CONTINUED:

CADMUS (CONT'D)

Also, there's a micro-forcefield to make you bulletproof. At least, that's the idea, can't promise anything.

SUPERMAN

Help me put it on, I'll try it.

CADMUS

The hell you will. Use the suit for what it is, a safety valve. Relax, train, and see what happens.

CUT TO:

.. INT. MAYOR'S OFFICE - NIGHT

The Mayor and two of his aides work late looking out the picture window at the mess that is Metropolis below; fires and riots, looting, etc., all in the very distant b.g.

The doors blow open and several aliens enter, making a path. Parasite and Silver Banshee enter, the Mayor's gorgeous ASSISTANT trailing behind them.

ASSISTANT

You don't have an appointment --

PARASITE

Don't need one, babycakes.

MAYOR

What's the meaning of this?

PARASITE

You're way down in the polls, Mr. Mayor, this town's going to hell. Time for a recall.

MAYOR

You're insane.

His aides make a move toward Parasite, but two aliens grab them and force them to their knees. Parasite grabs the top of their heads and sucks their life forces out. He lets their husks fall, and turns to the pretty Assistant, energy dancing off of his fingertips.

(CONTINUED)

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.. CONTINUED:

PARASITE

That's what's known as a special election.

He picks up the Mayor's nameplate, tosses it. He goes to the wall and writes with the energy dancing off of his fingertip, literally burning the letters into the wall.

.. ANGLE FROM OUTSIDE PICTURE WINDOW

PULLING BACK to reveal what he has written, in angular scrawl:

HIS HONOR MAYOR PARASITE

CAMERA PULLS AWAY, OVER the burning city, while Parasite stands in the window, the Mayor at his feet...

.. INT. POLICE STATION - NIGHT

The Chief of Police comes down the stairs surrounded by uniformed officers and finds officers on their knees, Silver Banshee standing above them. Parasite is behind her, guarding the Mayor who is in handcuffs.

CHIEF

Who are you?

BANSHEE

I am the Chief of Police.

The cops draw their guns, but she begins to wail. They drop their guns, cover their ears, fall, passing out.

PARASITE

Nice pipes.

Silver Banshee goes to the Chief, takes his hat and sets it on her silver mane. She pins a gigantic diamond, roughly in the shape of a badge, on her chest.

BANSHEE

Diamonds are a ghoul's best friend.

.. EXT. METROPOLIS - NIGHT

VARIOUS SHOTS: The aliens supervise as Metropolitans search warehouses, hospitals, alleys; some dig up graveyards; every citizen of Metropolis is working in the search for Superman's body. Brainiac's red flags hang everywhere, like a police state.

(CONTINUED)

CONFIDENTIAL

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P2166

CONTINUED:

A man checks his watch. It reads: 80:14:00.

CUT TO:

INT. CADMUS'S SHIP - GALLEY - DAY

Cadmus smokes a cigar. He holds a chicken egg up, sniffs it, then cracks it into a frying pan. He adds several more as Superman watches.

CADMUS

I hope I can help you. I can't teach Phin-yar, hell, I don't even know if it's real. All I know is Krypton is the only planet that ever drove Brainiac off, and the warrior that led the charge told me it was because of this thing. And I know if it exists, you can get it.

SUPERMAN

You don't know me.

CADMUS

Come on. You been in Metropolis your whole life and you've known me two hours, you tell me. Who have you got more in common with?

SUPERMAN

I guess you're right about that. We're two men without a world.

(a beat)

I'm thinking about that suit.

CADMUS

I figured.

SUPERMAN

I haven't stopped to think since I woke up. I've been trying to get my powers back to fight Brainiac, but maybe I ought to forget about it.

CADMUS

Sure, let him blow the planet up, what the hell?

(CONTINUED)

CONFIDENTIAL

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CONTINUED:

SUPERMAN

Not if the suit works. Don't you see? Without my powers, I'm closer to human than I've ever been.

CADMUS

I ain't so sure.

SUPERMAN

If I use the suit, I could put Brainiac down and give it up.

Cadmus looks at him for a few moments.

CADMUS

Look. Phin-yar --

SUPERMAN

Is something you once heard, a story. The suit is real.

CADMUS

The suit isn't the answer to your problems. The suit is a crutch.

Superman doesn't answer, he takes a bite of his sandwich.

CUT TO:

INT. MAYOR'S OFFICE - SUNSET

Parasite is looking out at the city when Silver Banshee enters behind him.

BANSHEE

Our sensors picked up traces of Kryptonite under the Metropolitan Bridge.

PARASITE

Good. We'll need more workers, we've got every grown person in Metropolis digging already.

CUT TO:

INT. CADMUS'S SHIP - CORRIDOR - NIGHT

We MOVE just AHEAD of Superman, watching him run and shadow box. He turns corner after corner, using the piles of junk as hurdles, leaping over them.

(CONTINUED)

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.. CONTINUED:

He stops outside of the warehouse, catches his breath.
He looks at the door for a moment, glances down the hall.

.. INT. CADMUS'S SHIP - WAREHOUSE - NIGHT

Superman makes his way through the dark, side stepping the piles of junk. He finds the Krypton stuff, picks up the silver orb. He turns it over in his hand. He hears a noise behind him, turns around...

SUPERMAN

Cadmus, I --

.. INT. KRYPTON ICE CAVERN - DAY

But he is no longer on board the ship. Superman stands on a ledge, still dressed the same, holding the silver orb.

The place shakes, ice crumbles from the walls. There is a green cast to everything. He hears a SCREAM and looks up as a Krypton man falls from a ledge and disappears into the cavern below. Superman puts his hands up to protect himself from falling rocks, spots a tunnel, follows it out.

.. EXT. KRYPTON SURFACE - DAY

Superman comes out of the cave, holding the orb, and looks out over Krypton. There is a magnificent, gleaming city below him, green spires reaching to the sky. A gorgeous planet. Superman is overwhelmed.

Superman sees a window in the side of the hill nearby. Inside figures move about; he walks over and looks in.

Inside, among falling debris, his father Jor-el prepares a space capsule. His mother holds a baby; it is him.

.. INT. JOR-EL'S HOME - DAY

Superman enters and walks to the capsule, where his father and mother, LARA, stand together. She holds the baby.

LARA

Why Earth, Jor-el? They're primitive.

(CONTINUED)

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.. CONTINUED:

SUPERMAN

Mother? It's me, Kal-el.

But they can't see or hear him.

JOR-EL

His dense molecular structure will
make him strong in their
atmosphere.

LARA

He'll be a freak there. An
outcast.

SUPERMAN

Father, look at me.

JOR-EL

He'll look like them.

LARA

He won't be one of them.

Superman looks at his baby self; what his mother is
saying goes to the core of what he has been feeling.

JOR-EL

He'll be invincible. Safe.

LARA

Isolated. Alone.

JOR-EL

He is strong, Lara. He will find
a way to belong.

The place shakes, debris falls from the roof. Jor-el
takes the baby from its mother and kisses him on the
head; like the Earth family he saw in their apartment.

Superman watches Jor-el set the child into the capsule.
Lara cries against Jor-el's chest as the capsule closes.

The capsule shoots out, and zooms away into space.

... SHOT FROM ABOVE

Jor-el and Lara stand in the window and watch it go, in
each other's arms, Superman behind them.

JOR-EL

Be at peace with yourself, Kal-el.

(CONTINUED)

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.. CONTINUED:

The PLANET literally EXPLODES around Superman.

He catches a last glimpse of Jor-el and Lara holding each other tight as they vaporize in the debris. He drops the silver orb...

.. INT. CADMUS'S SHIP - WAREHOUSE - NIGHT

Superman is back in the dark room. The silver orb rolls across the floor.

.. INT. CADMUS'S SHIP - WORK ROOM - NIGHT

Superman enters and looks at the suit, hanging there in the dark.

SUPERMAN
Let's see if you work.

A SERIES OF CUTS as Superman dons the suit. Then, a FULL SHOT of him in his new outfit:

All the makeshift gizmos, a silver "S" on the chest and a long black cape lined with red on the inside.

.. EXT. METROPOLIS RESERVOIR - NIGHT

PANNING PAST the sign:

METROPOLIS MUNICIPAL RESERVOIR

The water bubbles, and the top of Cadmus's ship breaks the surface. A hatch opens, and Superman pops up. He looks around, gets his bearings. Sarcastic:

SUPERMAN
The North Pole.

CUT TO:

.. INT. ORPHANAGE - NIGHT

We START ON a clock which reads 58:23:19. A small boy, ZACK, looks out the window and watches a shooting star. An orphanage worker, CAROLINE, scoops him up and joins the children and workers being herded out by Silver Banshee.

ZACK
I saw an angel.

(CONTINUED)

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CONTINUED:

CAROLINE

Oh, sweetheart. There's no such thing as angels.

They exit in the herd.

EXT. ORPHANAGE - NIGHT

Parasite, Silver Banshee and their aliens herd the children and orphanage workers into a van.

PARASITE

Climb on in, kiddies, there's candy and toys at the end of this. That, or back breaking, excruciating slave labor, I can't remember which.

ZACK

Why are you purple?

PARASITE

God's punishing me.

ZACK

How come?

PARASITE

Because when I was a kid, I wouldn't do what grownups told me!

Zack practically leaps into the van. Silver Banshee climbs the van and kneels on the roof, makes a police whistle noise with her mouth.

BANSHEE

Let's move this bucket of bolts.

Parasite kickstarts a Harley and follows the van.

EXT. METROPOLITAN BRIDGE - NIGHT

Underneath, children are worked by the aliens. Parasite and Silver Banshee supervise from the bridge above.

PARASITE

So, Silver Banshee, where you from?

BANSHEE

Brainiac created me, from the D.N.A. of several powerful races.

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.. CONTINUED:

PARASITE

No kidding? Me, I'm from
Brooklyn. I haven't always been a
low-life, energy sucking parasite,
you know. I used to be a lawyer.

.. EXT. JUNK YARD - NIGHT

Superman is near the bridge, testing his new suit. He
grabs a rusty car and pulls; the HYDRAULICS on his arms
WHIR, and he lifts the car a few feet off of the ground.

The HYDRAULICS fail, a tell-tale WHIRRING sound as they
wind down and he drops the car with a thud. He smacks
the hydraulics, they HUM to life, and he picks up the car
and tosses it aside. He looks around.

.. SUPERMAN'S POV - NEW STYLE X-RAY VISION

Like infra-red glasses. He scans through the rusting
hulks of cars, sees a rat scurrying.

He turns on a chunk of metal, blows at it. The device
over his mouth whirls, super breath blows the chunk of
metal across the junk yard.

.. EXTREME CLOSEUP

A device on his ear rotates; he hears children crying.
He turns and looks.

.. SUPERMAN'S POV

The visor ZOOMS ACROSS the junk yard, to the bridge, and
FOCUSES ON the children being forced to labor like a
telephoto lens.

.. EXT. METROPOLITAN BRIDGE - NIGHT

Parasite and Silver Banshee look into the site the
children have excavated.

PARASITE

Nothing but a hole.

BANSHEE

Superman must have been attacked
here once, there are minute traces
of Kryptonite.

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Underneath the bridge, the new Superman swiftly climbs the metal grating. He plows into the aliens, tossing them aside like bowling pins. One of them grabs up a MACHINE GUN and FIRES at him; the BULLETS RICOCHET off of him.

Up above:

PARASITE

Who is that cat?

BANSHEE

Let's find out.

They jump down under the bridge. Banshee executes a perfect ten point landing, but Parasite tumbles and rolls to his feet. They look around, but Superman is gone.

He swings down from the beams above and kicks Parasite in the back of the head, knocks him off his feet. Superman turns to Silver Banshee. She picks up Parasite's Harley, raises it over her head and throws it at Superman.

PARASITE

Not the Harley!

Superman catches it, uses the hydraulics on his arms and breaks it in half, tosses the pieces aside.

PARASITE

I'm gonna need more strength.

He grabs a little girl, but Superman kicks his hand away from her head. He punches Parasite, rocks him. Silver Banshee closes in; Superman blows, knocking her back a few yards. The breath dies, he smacks the device, and the breath kicks in again. It knocks her against the wall, but the retort almost knocks Superman off of his own feet.

PARASITE

Who is that cat?

INT. HELICOPTER/EXT. LIBERTY ISLAND - NIGHT

Lois and Jimmy ride in the back of a WGBS News chopper, circling the Liberty Statue of Brainiac holding the clock, which is at 55:22:13.

LOIS

Try and spot any place the body could be hidden.

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.. CONTINUED:

PILOT
Mr. Olsen? There's something
going on at the bridge.

JIMMY
Take us in.

.. EXT. OVER METROPOLIS RIVER - NIGHT
The chopper swoops around and heads for the action.

.. EXT. METROPOLITAN BRIDGE - NIGHT
Silver Banshee starts to wail at Superman.

.. EXTREME CLOSEUP
Tiny earplugs rotate and slip into his ears.

.. BACK TO SCENE
Parasite and Banshee look up at the sound of the CHOPPER.
Jimmy and Lois are at the open door.

.. INT. HELICOPTER - NIGHT
Lois picks up the TV camera.

JIMMY
I'll show you how to use it, it's
complicated.

LOIS
Got it.

She starts shooting the scene below.

.. EXT. METROPOLITAN BRIDGE - NIGHT
Superman goes to pick up one half of the Harley, but his
hydraulics fail; he hears the tell-tale WHINING SOUND
that goes with their failure. Superman tinkers with the
devices.
Parasite gestures to Silver Banshee, help me. Together
they pick up the van and lob it at Superman. He holds up
his arms to catch it, but it lands on him, crunch.

(CONTINUED)

CONTINUED:

After a few moments, Parasite goes to check it out. He grabs the van under the edge, strains, finally flips it.

Superman is underneath; he struggles to his knees. Parasite goes to kick him, but Superman stands and punches him, the full thrust of his legs behind his blow. He knocks Parasite off of the bridge.

UNDER BRIDGE

Parasite grabs a pipe and hangs there, watches Lois and Jimmy shoot his picture from the chopper. As long as he's on camera, he flashes a smile.

BACK TO SCENE

SUPERMAN

(to Caroline)

Take the children.

Caroline gathers the kids. Superman turns on Silver Banshee and advances. She starts to wail, and he staggers back, drops to his knees, fumbles with the earpiece. She unleashes a scream and he rolls back like a tumbleweed, slams against a steel girder.

The CHOPPER RISES beside the camera; Superman sees Lois.

LOIS'S POV - THROUGH TV CAMERA

The new Superman is there, but he is in shadow, hard to see.

BACK TO SCENE

LOIS

Who is he?

Parasite climbs up from under the bridge and sees the children fleeing. He grabs a teacher, slams him against the wall, holds his head and sucks his life force.

He turns around, stronger than ever, and throws what's left of the Harley.

JIMMY

Look out!

The Harley hits the blades of the chopper. The blades break, and the chopper starts to fall...

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CONTINUED:

Superman watches helplessly as the Pilot manages to steer the chopper into the soft dirt, where it lands with a thud. Superman hurries to the edge of the bridge.

Lois climbs out and he watches her; it is a long moment, almost in slow motion, she is so beautiful to him. It is like his heart stops. She looks up, and for a fleeting moment they make eye contact. He is wearing his visor, so she doesn't get a good look at him, but his heart melts.

Parasite grabs Superman from behind and throws him like a sack of potatoes; Superman slams into the bridge hard, slides down through the structure, bouncing off the beams.

UP ABOVE

The children and teachers run across the bridge.

BELOW

Parasite starts toward Superman.

BANSHEE

Leave him!

PARASITE

Are you kidding?

Superman gets his hydraulics working again. He tears up through the bottom of the bridge and stands facing them.

BANSHEE

He is not why we're here. Wait until we know more about him.

PARASITE

You're the boss.

Superman moves in on them. Silver Banshee looks around, gets an idea, and starts her high-pitched wailing.

High overhead, the suspension cables on the bridge start to snap. The bridge lurches, the children scream.

CAROLINE

Keep moving, everyone! Hold your buddy's hand!

Silver Banshee wails, the cables snap. Superman climbs the structure, reaching the top of the bridge exactly as:

(CONTINUED)

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The entire bridge breaks loose and starts to fall. Superman catches the two main cables, but we hear the telltale WHINE of his HYDRAULICS failing; the cables zip through his fingers. He sees the children slipping.

SUPERMAN

No!

He grabs the cables and stops them from sliding. For just an instant, he is holding the bridge up. Then his HYDRAULICS kick to life again with a HUM. Superman stands on top of the bridge, literally holding the bridge up.

Silver Banshee gracefully swan dives off the bridge; Parasite cannonballs.

EXT. RIVER - NIGHT

Parasite and Silver Banshee hit the water and start to swim downstream. He does a frog stroke, spits some water.

PARASITE

I won't tell the big cortex about this if you don't.

PAN UP TO Lois and Jimmy on the shore, watching Superman.

EXT. METROPOLITAN BRIDGE - NIGHT

Superman strains, pulling the cables that hold up the bridge. The children are mostly ashore, just a few stragglers hurrying along. He slips a little, the bridge lurches. The kids scream, the teachers urge them on.

Superman ties the cables off as the last children make it ashore. Caroline holds Zack in her arms.

CAROLINE

I was wrong. Maybe there are angels.

Superman sits back, on top of the bridge, exhausted, the suit torn in several places. He scans the river.

SUPERMAN'S POV - NEW STYLE X-RAY VISION

He can see everything underwater: swimming fish, old tires, garbage, a skeleton with its feet in a concrete block, but no sign of Parasite or Silver Banshee.

CUT TO:

CONFIDENTIAL

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.. INT. LOIS'S APARTMENT - NIGHT

Lois sleeps on the sofa, just as we first saw her at the beginning of the movie. The TV runs fuzzy snow, forgotten. Her clock reads: 51:17:00. Below that, her VCR flashes 12:00.

She hears a gentle RAPPING at her window, sits up; can it be? She runs out.

.. EXT. LOIS'S TERRACE - NIGHT

The gentle RAPPING continues as Lois slides the door open and finds:

A bird tapping on her bird feeder. Her heart falls. Her DOORBELL RINGS; she goes back inside.

.. INT. LOIS'S APARTMENT - NIGHT

There is little light other than the glow of the TV playing back the footage of Superman at the bridge. Lois and Jimmy watch it, but it's grainy, shot at night without lights, and they can't get a good look at him. Jimmy freeze frames an image of the mystery man holding the bridge up.

JIMMY

If I didn't know better, I'd swear it was Superman.

LOIS

Superman is dead.

There is a long, awkward pause. Jimmy pops the tape out of the machine.

LOIS

I wish they'd find Clark.

JIMMY

They're not going to.

LOIS

The night he disappeared he was trying to tell me something, and I didn't listen. I was so absorbed in my Superman problems.

JIMMY

Clark's gone, Lois. You need to face it.

(CONTINUED)

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CONTINUED:

LOIS

Don't tell me how to feel!
Everyone is always telling me what
I need, I know how to take care...

Lois waves a hand, trying not to be emotional.

LOIS

I thought of a few places the body
could be. Research facilities, a
couple of strange cults with
grudges against Superman.

JIMMY

Have you even let yourself cry
yet?

LOIS

Don't. I'm glad I have all this
to keep me busy.

JIMMY

That's the nature of the job,
isn't it? There's always
something bigger than ourselves to
distract us.

She pours another drink and sits across from him.

LOIS

I can't believe Clark is missing.
In a way, Superman was more of a
fantasy to me than a real man. I
was always waiting for him to make
a move, but I think I knew he
wouldn't. He was remote, like a
movie star. But Clark was so...
human. I can't believe anything
could happen to Clark.

(a beat)

It's funny. I used to think if I
could mix the two of them, they'd
make the perfect man. And now
they're both gone.

INT. LOIS'S APARTMENT - NIGHT

Lois sees Jimmy out the front door. He kisses her on the
forehead, and once he's out she locks the door; there are
five heavy duty locks, and she latches every one of them.

She goes to her STEREO and puts on some thrashing
alternative MUSIC, like Green Day or Alanis Morissette.
She turns it up LOUD, then LOUDER. She CRANKS it as LOUD
as it will go, rattling her windows.

CONFIDENTIAL

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.. INT. LOIS'S BATHROOM - NIGHT

With the MUSIC BLASTING from the other room, Lois turns the shower on hot, steam rising. She sheds her robe and climbs in.

Then, under the water, protected by locked doors and LOUD MUSIC, she finally cries. She cries hard, until she winds up sitting under the pounding water, clutching her knees.

CUT TO:

.. EXT. METROPOLITAN RESERVOIR - ESTABLISHING SHOT - NIGHT

The surface of Cadmus's ship can just be seen under the water.

.. INT. CADMUS'S SHIP - WORKROOM - NIGHT

Superman takes the tattered suit off in the dark, trying to rearrange it.

CADMUS (O.S.)

Hope you had a good time.

Superman turns and finds Cadmus down in the floor, working on the engine of the ship; just his chest and head are above floor level. He has grease all over him, a total mess. He keeps working.

SUPERMAN

I'm sorry --

CADMUS

Sorry's not good enough. If you got killed I'd be left to face Brainiac alone, and I'm a little old for that suit.

SUPERMAN

Cadmus, I'm sorry. Really. I just thought...

CADMUS

(a beat)

Took a beating. You hurt?

SUPERMAN

My pride's wounded.

CADMUS

That's good for you.

(CONTINUED)

CONFIDENTIAL

WB011140

P2181

CONTINUED:

SUPERMAN

The hydraulics failed. I saw these kids about to die, and just for an instant I was able to hold the bridge up myself.

CADMUS

Because you weren't thinking.

Superman drapes the cape over the suit.

SUPERMAN

Why do you have recordings of my father on your orb?

CADMUS

I told you I met the Kryptonian that led the charge against Brainiac.

SUPERMAN

It was Jor-el?

CADMUS

He was a great warrior. Brainiac knows you're Jor-el's son. Knows you've got it in you, too.

SUPERMAN

Why did they stay on a dying planet?

CADMUS

There were millions of people, and no way to get them all off. Your folks chose to die with their race.

Cadmus towels the grease off.

CADMUS

Ready to work?

SUPERMAN

No more training. With a little attention the suit will work, I don't need my powers to fight Brainiac.

(a beat)

I'm going to see Lois.

He exits. Cadmus sighs and disappears under the floor.

CONFIDENTIAL

WB011141

P2182

INT. CADMUS'S SHIP - CORRIDOR - NIGHT

Superman heads for the door. Cadmus pops open a trap door ahead of him, sticks up out of the floor. Superman side steps him.

SUPERMAN

You can't stop me, I'm in love with her.

CADMUS

You counting on the suit to do that for you, too?

Superman keeps walking. Cadmus ducks under, then pops up through another crawl space ahead of him. Superman stops.

SUPERMAN

All I've ever wanted is to belong here, to be able to love Lois and ask her to love me back. My powers are what make me different.

(a beat)

Fix the suit and I'll defeat Brainiac, I'll dismantle his weapons.

He heads for the door.

SUPERMAN

But once Metropolis is safe, I don't have to be Superman anymore.

He exits. Frustrated, Cadmus disappears back into the floor, slams the hatch.

CUT TO:

EXT. DOWNTOWN METROPOLIS - DAWN

Clark Kent wanders through mean streets, the slums of Metropolis. In a dark MONTAGE, he sees Metropolis under siege, Brainiac's insignia flags everywhere.

A) VETERAN'S GRAVEYARD

Metropolitans dig graves up under the supervision of aliens. It is an eerie, almost surreal sight.

B) DISCOUNT STORE

is looted, criminals steal everything from televisions to diapers.

(CONTINUED)

CONFIDENTIAL

WB011142

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CONTINUED:

C) SIDE OF BANK

is rubble, a clear path through to the vault which has long since been emptied. The clock on the bank reads: 48:10:00.

D) TWO MEN

sell illegal substances in a dark doorway.

E) HOOKERS

come on to Clark.

F) TAGGER

has spray painted a beautiful R.I.P. to Superman on the side of a building.

CUT TO:

INT. DAILY PLANET - DAY

This place is no longer a newspaper; it is search HQ. Huge maps hang on the walls, flag pins showing areas searched. Reporters organize teams, send search parties out. Nobody has slept. The clock on the wall reads: 46:22:50.

INT. PERRY WHITE'S OFFICE - DAY

Perry scribbles as Lois enters, passing another reporter on his way out. Perry checks his watch.

LOIS

We've searched everything from here to the river. We're spreading west now.

(a beat)

Chief, General Shuster is sending in a crack Army insertion team, just a few ace guys to try and find a way through the force field.

PERRY

How do you know about it?

(CONTINUED)

CONFIDENTIAL

WB011143

P2184

CONTINUED:

LOIS

I traded the photos I took of the inside of the ship for the right to go along. It could be the end of this, we should be there.

She notices Perry staring at something outside the glass, grinning. She turns and sees:

Clark Kent being welcomed back by the rest of the newsroom.

INT. DAILY PLANET - DAY

Lois runs to Clark, embraces him.

LOIS

Clark! I thought you were dead!

She kisses him on the cheek; Clark tilts her face up and kisses her full on the lips. She gives herself over to it. It is a long kiss, and forceful for Clark; something has changed in his personality. Lois is flustered, embarrassed.

LOIS

Clark...

CLARK

It's good to be alive.

LOIS

Strange thing. When you disappeared my anonymous roses stopped coming.

CLARK

You think that's a coincidence?

LOIS

(beaming)

Are you sure you're Clark Kent?

PERRY

Kent! Get in here.

INT. PERRY WHITE'S OFFICE - DAY

Clark stands before Perry.

(CONTINUED)

CONFIDENTIAL

WB011144

P2185

.. CONTINUED:

PERRY

Things have been crazy, Kent, this town's like the D.M.Z. without Superman. I need you at the quarry.

CLARK

The quarry's already been searched.

PERRY

I want to sweep a second team through behind the first, make sure they didn't miss anything.

CLARK

Chief, with all due respect, I'm not batting cleanup. I'll stay where the action is.

Perry looks up at him for a moment, then shrugs, stay where the action is. Clark heads out.

PERRY

Kent. I'm glad you're alive.

Clark nods, exits.

CUT TO:

.. INT. CADMUS'S SHIP - WORKROOM - DAY

Cadmus repairs the suit. He stuffs crackers in his mouth and grumbles, spraying some crumbs.

CADMUS

Tell me how it's gonna be. Lousy punk. I was saving planets when you were dangling off your mammy's teat.

He glances out of the corner of his eye and sees the X-ray visor. He picks it up and turns it over in his hand, thinking, then he starts to tinker with the visor.

CUT TO:

.. INT. CLARK KENT'S APARTMENT - SUNSET

Clark pushes the door open, steps in, looks around. He crosses the room to a mirror and looks at himself.

(CONTINUED)

CONFIDENTIAL

WB011145

P2186

CONTINUED:

CLARK

Clark Kent.

Lois enters behind him, through the front door.

LOIS

Clark, are you all right? I want... we need to talk.

CLARK

Sure, Lois. What's up?

She takes his hand in hers and takes a deep breath. She seems to be working up her courage. There is a picture window behind them, red sunset gleaming off the spires of Metropolis.

LOIS

Since Superman died I've done a lot of thinking. It's weird, we're friends, you and me, and somehow you think you can't be in love with a friend, which is ridiculous, I mean, that would be the ideal, you'd think. But the bottom line is, when I thought you and Superman were both dead, you were the one I really missed.

He cups her chin and turns her face up to meet his eyes.

CLARK

Lois. What are you trying to say?

LOIS

What do you think?

He kisses her; a deep, long kiss.

LOIS

You need to make a call.

INT. KENT FARMHOUSE - EVENING

Ma Kent comes in from the kitchen and answers the RINGING PHONE.

MA KENT

Hello?

(waits)

Who's there? Speak up.

INTERCUT WITH:

CONFIDENTIAL

WB011146

P2187

.. INT. CLARK KENT'S APARTMENT - EVENING

Clark is on the phone. Lois watches him from the sofa.

CLARK

Mom, it's me. It's Clark. I'm
okay.

Ma can't believe it. She puts her hand on the table for
balance.

MA KENT

How? I saw it on the television,
they had a funeral...

Clark glances at Lois.

CLARK

I can't explain it now. But I'm
alive, I wanted you to know.

Ma Kent weeps. Clark glances at Lois, who gives him a
look that says, tell her.

CLARK

Mom. Listen. I love you.

MA KENT

(really crying)

I always knew that, Clark. But
you know, I can't remember the
last time you said it.

She hangs up.

.. CLARK

sets the receiver down and looks at Lois. He takes her
in his arms and starts to kiss her. It builds in
intensity...

There is a knock at the open door and Jimmy Olsen enters.

JIMMY

Lois. It's time.

LOIS

Thanks for coming, Jimmy. Captain
Siegel knows you, he wouldn't let
me go without you.

CLARK

Go where?

(CONTINUED)

CONFIDENTIAL

WB011147

P2188

CONTINUED:

JIMMY

An Army team is going to infiltrate the ship. We're tagging along for the story.

CLARK

You can't be serious.

LOIS

Clark, are you with us or not?

He meets Lois's eyes. It is obvious he is not going.

LOIS

(disappointed)

I guess you really are Clark Kent.

Lois and Jimmy exit. As soon as they are gone, Clark drops his glasses on the table and runs out, heading in the other direction. He leaves the front door ajar.

CUT TO:

EXT. METRO CENTRE PARK - NIGHT

Lois and Jimmy and five army specialists, heavily-armed, run across the street lined with Brainiac's flags, between two buildings at the edge of the park, approaching the massive spaceship. They slip down a manhole.

INT. CADMUS'S SHIP - TRAINING ROOM - NIGHT

Superman suits up. Cadmus helps him slip the visor on.

SUPERMAN

Is the suit ready?

CADMUS

Oh yeah, it's ready.

SUPERMAN

Lois will be dead before I get there! I need some way to fly.

CADMUS

Ah jeez, kid, you're killing me.

CONFIDENTIAL

WB011148

P2189

INT. CADMUS'S SHIP - WAREHOUSE - NIGHT

Cadmus pushes numbers on a pad. A heavy steel vault slides open, reveals a black, triangular, wing-like contraption.

CADMUS

This is my prize possession.
Salvaged from Grokkus Twelve.

SUPERMAN

What is it?

Superman steps up to it. There are no straps, nothing, it just looks like a smooth piece of black metal.

CADMUS

It's a wing. It flies. Never had it out, it's brand new, not a scratch on it. Like to keep it that way.

Superman turns his back on the wing. Suddenly it envelops his arms, like organic straps. A black half-helmet rotates down out of the smooth surface, covers his face.

SUPERMAN'S POV

a strange, space-aged LED readout, with graphs and charts, and a targeting spiral.

SUPERMAN

How does it work?

CADMUS

You're coming back, right?

SUPERMAN

I don't have time to argue --

CADMUS

Then it doesn't work.

SUPERMAN

All right! I'll come back, I'll train, whatever you want! How does it work?

CADMUS

It's telepathic. You just think about flying --

(CONTINUED)

CONFIDENTIAL

WB011149

P2190

.. CONTINUED:

Superman takes off. Cadmus hits a button on the wall, and the ceiling opens up in the nick of time. Superman disappears into the night.

CADMUS

This kid's gonna get it yet.

COMPUTER (V.O.)

Based on what evidence? He ignores your advice, runs off after this woman every chance he gets --

CADMUS

He's following his heart. That's the whole idea.

COMPUTER (V.O.)

Well, if you ask me --

CADMUS

Nobody asked ya.

.. EXT. METROPOLIS RESERVOIR - NIGHT

Superman streaks up out of the reservoir and shoots off across Metropolis, in the triangular black wing.

CUT TO:

.. INT. BRAINIAC'S SHIP - HIS QUARTERS - NIGHT

Brainiac sleeps, fitfully tossing, obviously in pain. He wakes up with a start and lies there bathed in sweat. He looks into the shadowy recesses of the room.

BRAINIAC

The devil.

There is a pause. He closes his eyes, says this quietly:

BRAINIAC

Banshee. Hurry.

He goes to the mirror, wipes the sweat away. He looks himself in the eyes, steely, gripping the vanity.

BRAINIAC

They will worship you.

Silver Banshee enters. Brainiac turns away from her.

(CONTINUED)

CONFIDENTIAL

WB011150

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.. CONTINUED:

BANSHEE
You sent for me?

BRAINIAC
There are five... no...
(closes his eyes)
... six rather angry humans
approaching the ship underground.
Take Parasite. Kill them.

.. INT. BRAINIAC'S SHIP - CORRIDOR - NIGHT

Silver Banshee and Parasite hurry down the corridor.

BANSHEE
Go around the front of the ship.
Drive them back to me.

PARASITE
Hey, you could drive them back to
me, you know.

BANSHEE
Don't make me raise my voice.

.. INT. SEWER - NIGHT

Lois, Jimmy, and the Army guys move through shin-deep
water.

CAPTAIN
Another hundred yards, we'll be
directly under the ship --

Suddenly the street is pounded open above them; rubble
rains down, and the street is torn up. Parasite looks
through the hole, upside down.

PARASITE
Wussup?

The Army guys OPEN FIRE on him. He lifts the manhole
cover and uses it as a shield, BULLETS BOUNCING off of
it.

CAPTAIN
Go go go go go!

(CONTINUED)

CONFIDENTIAL

WB011151

P2192

CONTINUED:

The group takes off through the sewer. Parasite pounds another hole in the street ahead of them. Two of the Army guys are buried in the rubble. The reporters and the two remaining Army guys run through the twisting sewers.

Parasite drops down through the hole and goes after them, still carrying the manhole cover.

JIMMY

Here!

He is at a chute that goes deeper underground. They are about to jump when Parasite grabs the last soldier in their group and slams him against the wall.

He latches onto the soldier and sucks his life force out. He staggers back as the husk drops, looks down at his amazing body, flexes like a body builder.

PARASITE

I swear, I'm already seeing results.

The Army Captain, who is the last one left except for Lois and Jimmy, OPENS FIRE on Parasite. Parasite turns, aglow with the energy he just sucked, holds the manhole cover up for protection and walks straight forward through the BARRAGE of BULLETS.

He slams the Captain with the manhole cover, grabs the Captain's gun and breaks it in half.

Lois and Jimmy dive into the chute.

INT. SEWER - CHUTE - NIGHT

Lois and Jimmy fly by. Parasite looks down the chute, sniffs.

PARASITE

Yikes. Reminds me of mom's cooking.

He jumps into the chute, slides after them.

EXT. SKY OVER METROPOLIS - NIGHT

The new Superman flies along in his black wing, scanning the streets below.

CONFIDENTIAL

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.. SUPERMAN'S POV

THROUGH the ever evolving, space-aged LED, he spots the laser-blasted holes in the street below. The LED focuses on them.

.. BACK TO SCENE

The wing does a loop and heads in that direction.

.. SUPERMAN'S POV - NEW X-RAY VISION

He scans the sewers until Lois and Jimmy slide THROUGH his vision. He goes back, looks for them. The IMAGE FLICKERS; the X-ray visor is going out.

.. BACK TO SCENE

He smacks the visor, the vision comes back.

.. SUPERMAN'S POV - NEW X-RAY VISION

He finds the reporters, and Parasite closing in on them! The vision goes BLACK.

.. BACK TO SCENE

Superman zooms toward an open manhole. He looks at the wing, and at the hole. It is obvious he will never fit.

At the last instant he breaks away; the big portion of the wing shoots up into the sky, and he shoots through the manhole in a smaller, interior piece, almost like a solid triangular cape. It takes him completely by surprise.

.. INT. SEWER - NIGHT

Superman roars through the manhole and starts to fly through the tunnels, looking for them.

.. SUPERMAN'S POV

Tunnels fly by at incredible speed, seen THROUGH his LED, like a video game.

INTERCUT WITH:

CONFIDENTIAL

WB011153

P2194

.. SHOTS OF LOIS AND JIMMY

running, and Parasite closing in, giggling, high-stepping in the cold water.

Superman hears LOIS YELLING, comes to a stop. The interior wing folds up behind him of its own volition, becoming unobtrusive. He tries to spot her through the wall.

.. SUPERMAN'S POV

Nothing but wall; his X-ray visor is dead.

.. BACK TO SCENE

He hears HER YELL again, and raises his visor, frustrated. He stares at the wall with his own eyes; nothing. He closes his eyes and rolls his head around, relaxes, looks at the wall...

.. SUPERMAN'S POV

His X-ray vision is coming back, albeit very weakly. Then, suddenly, with a crash: he sees THROUGH the wall, then the next wall, then all the other walls, THROUGH the earth, the core of the earth, out to space.

.. BACK TO SCENE

He reels back, closes his eyes. He gets his equilibrium and tries again.

.. SUPERMAN'S POV - X-RAY VISION

He sees a hazy image of Lois using her knife to pry a grate loose. She and Jimmy climb through. Superman shifts his eyes, sees Parasite closing in on them...

.. INT. BASEMENT RAVE - NIGHT

Lois and Jimmy climb through the grate into an underground nightclub. Dozens of young people dance, like they stumbled into MTV's Grind inhabited by sexy zombies.

They climb down the scaffolding and melt into the crowd. Of course, they look completely out of place in the flood of undulating bodies, as they make a beeline for the door.

(CONTINUED)

CONFIDENTIAL

WB011154

P2195

.. CONTINUED:

Parasite sticks his head through the grate and looks around at the wild crowd.

PARASITE

Smorgasbord.

He climbs through the hole, grabs a dancing girl and grinds with her. In the middle of the crowd he grabs the back of her head and sucks the life force out, then drops her and continues on. The other dancers don't even notice.

The door flies open and Silver Banshee enters; Lois and Jimmy are cut off. Silver Banshee makes a police whistle sound and the MUSIC CUTS OFF. All eyes turn to her.

PARASITE

Banshee, baby. What's a sleazy girl like you doing in a nice joint like this?

Aliens flood the room, start rounding up the teenagers.

BANSHEE

Take them, we'll use them as labor.

Superman breaks through the roof and flies straight down at the crowd. His visor is back in place, hiding his face.

BANSHEE

Kill him!

The aliens OPEN FIRE, a BARRAGE of LASERS. Superman descends on Lois and Jimmy, covers them in the interior wing, and flies out the hole he made when he came in.

The crowd is excited, murmurs pass through the room:

CROWD

Superman! Is he back?

.. EXT. ROOFTOPS OF METROPOLIS - NIGHT

Superman deposits Lois and Jimmy on a rooftop. He drops Lois facing away from him, looks Jimmy in the eye. Superman jumps off the roof just as Lois turns to get a look at him. Lois and Jimmy hurry to the edge.

JIMMY

I'm telling you, that's Superman!

(CONTINUED)

CONFIDENTIAL

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.. CONTINUED:

LOIS
It can't be. Can it?

JIMMY
It would explain why we can't find
the body.

.. EXT. BASEMENT RAVE - NIGHT

The teens run out into the street, screaming. The aliens follow, rounding them up. They are very near Brainiac's ship.

Parasite and Silver Banshee come out in the crowd, looking for Superman. He swoops down and lands, scatters the crowd.

TEEN #1
Look! Superman!

TEEN #2
He'll nail them!

BANSHEE
Who are you, man?

Superman takes a deep breath, blows superbreath at her. This time she is ready; she wails, yelling right at him.

His superbreath hits her sound wave, causing a vortex that swirls upwards, sweeping paper and dirt and somebody's bicycle up with it; a cyclone.

Superman whips his head to the side, and the vortex goes swirling off down the street, the club dancers diving out of the way.

Parasite grabs a young dancer; he starts to suck out this guy's essence, but the guy starts shaking, twitching.

PARASITE
Ah, none of that.

He shoves the dancer away, and the dancer slams against the wall and slides down, dazed. Superman sees this.

Parasite turns on Superman, crackling with energy. He leaps through the air and dropkicks Superman, who slams back against a wall. Parasite pounces, grabs his head.

PARASITE
I'm gonna rip you a new habeas
corpus.

(CONTINUED)

CONFIDENTIAL

WB011156

P2197

CONTINUED:

Superman smacks his arms apart and punches him, hard.
Parasite staggers back and Superman jumps to his feet.

SUPERMAN
You've gotten stronger.

PARASITE
It's my high-energy diet.

Silver Banshee sees that they are under a tall, glass skyscraper. She begins to wail, a very high tone. All the young people from the nightclub cover their ears. She wails louder, higher, until:

All of the GLASS on the skyscraper starts to SHATTER and rain down toward the crowd. The windows pop, floor to floor. The crowd screams; they will be ripped to shreds.

One huge wedge of glass drives through the roof of a car, shearing the vehicle in half.

Superman sees another huge wedge of glass heading for the crowd. He jumps on top of a car and catches it, tosses it aside. Silver Banshee and Parasite head for the ship.

A huge wedge of glass falls straight toward the fellow that Parasite wouldn't feed from. As Superman leaps to catch it, Parasite and Silver Banshee go into the ship.

Superman tosses the wedge aside and flies after them; he hits the force field on the outside of the ship and bounces off, slams against the side of a building.

It knocks the wind out of him. He manages to get up, goes and kneels over the trembling MAN.

SUPERMAN
What happened?

EPILEPTIC (MAN)
I had a fit. I'm epileptic.

SUPERMAN
Parasite wouldn't feed off of you.
Your sickness must affect him.

Lois runs out of the building, behind Superman.

LOIS
Superman?

(CONTINUED)

CONFIDENTIAL

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P2198

.. CONTINUED:

She is flush with anticipation. Superman hesitates, then turns around, faces her. She looks him over: the costume, the visor, the silver "S" on his chest. Her heart falls.

LOIS
Whoever you are, you shouldn't wear that 'S.' It's disrespectful.

Superman takes off, joins the big wing and soars away.

LOIS
(to herself)
You give people false hope.

.. EXT. ROOFTOPS OF METROPOLIS - NIGHT

Superman flies over, a streak in the sky. He passes the Metropolis Bank, and the bank clock that reads: 27:36:24.

WE FIND Jimmy Olsen, still on the rooftop where Superman left him. He watches Superman make an arc, and makes note of the general area where he disappears.

CUT TO:

.. EXT. ALIEN LANDSCAPE - SUNSET

Cadmus sits looking out at the sulphur fields of his home planet, and the great landscape they produce. He is holding a silver orb in his hand.

A young woman, a child, and a younger version of Cadmus himself come along with a picnic basket. The younger Cadmus and the woman set up while the child runs and plays.

Cadmus looks away just before the woman impulsively kisses the younger Cadmus; he has watched this memory so many times that he knows precisely when the kiss is coming, and he can't bear to watch it. He hears a DING.

CADMUS
What is it, Mary Lou?

COMPUTER (V.O.)
Mr. Sunshine has returned.

Cadmus watches the little boy run and play for a moment longer, then sets down the silver orb.

CONFIDENTIAL

WB011158

P2199

.. INT. CADMUS'S SHIP - TRAINING ROOM - NIGHT

The suit is hanging up again. Superman towels the sweat off as Cadmus enters behind him.

SUPERMAN

The visor broke, just when I needed it most.

CADMUS

What did you do?

SUPERMAN

I got my X-ray vision back. Nothing else, though.

CADMUS

That's the key, isn't it? Pretty soon you'll be seeing energy patterns all over the place.

Superman pulls his shirt off over his head.

CADMUS

Listen, I'm not gonna hold you to our agreement. I doubt if Phin-yar would help you anyway. Your old man drove Brainiac off, but a hundred thousand warriors had his back.

Superman does not look at him. Cadmus takes the suit and exits.

.. INT. CADMUS'S SHIP - WORKROOM - NIGHT

The suit hangs on a peg. Cadmus uses the laser welder on the visor, tight work. The mask is raised, he needs to be able to see. Superman enters and stands in the doorway. Cadmus glances up at him, then continues working.

SUPERMAN

I really was dead. My fathers were trying to tell me something.

CADMUS

You're lucky, I'd like a chance to talk to my old man. Course, he barely said two words to me when he was alive, I doubt if rigor mortis would loosen him up any. What did they say?

(CONTINUED)

.. CONTINUED:

SUPERMAN

They sent me back.

Cadmus looks at him for a few moments, then starts looking for something among the junk on his work bench.

CADMUS

Figure they sent you back from the dead to make the same mistakes again?

SUPERMAN

That's what I'm trying to avoid.

CADMUS

You put on this suit and fly around, you're exactly what you were before you died. You're a costume with fancy powers, and nothing inside of it.

Whatever he's looking for, he can't find it. He takes the mask off and heads for the door. Superman steps aside.

SUPERMAN

Jor-el told me I have to be at peace with myself.

CADMUS

You gonna accomplish that by giving up half of what you are?

Cadmus exits, and Superman stands there in the dark, alone. He looks at the empty suit, hanging on its peg like a soulless presence.

CUT TO:

.. INT. CLARK KENT'S APARTMENT - DAY

There is a KNOCK at the door. Then another. The door swings open. Lois stands in the hall.

LOIS

Clark? Your door is unlocked. It isn't safe, not the way things are going in this city.

There is a light in the bedroom. She figures he's there.

(CONTINUED)

CONFIDENTIAL

WB011160

P2201

CONTINUED:

LOIS

You were right about going to the ship, it was a disaster. Those men were the best Metropolis had to offer, now anyway, and Parasite chewed them up and spit them out.

(a beat)

Clark?

She pushes the bedroom door open, but he isn't there. She turns his bedroom light off and heads for the front door.

LOIS

(talking to herself)

Talking to yourself. Don't you know that's the first sign of insanity? I did, actually, I knew that.

She spots his glasses on the reading table.

LOIS

Where would you be without these?

She notices something in them. She holds them up toward the light from the window, looks through them. They seem to be clear glass. She slips them on, turns and sees:

Another woman in the room with her! She hits a defensive stance, and so does the other woman.

She is looking in the mirror! The other woman is actually her, Lois, looking frumpier, her hair in a bun, washed out.

Lois is tripping. She lowers the glasses off her face...

And sees her normal self in the mirror. She puts the glasses on again; the other woman. Takes them off; Lois.

PUSH IN ON her face as she stares in disbelief at the glasses in her hand.

INT. CLARK KENT'S BEDROOM - DAY

The glasses sit on the bed; Clark's clothes are strewn everywhere. Lois is at the closet, tossing things out. She leans against the door frame, out of places to look, then notices a box under the bed. She pulls it out, opens it and finds:

(CONTINUED)

CONFIDENTIAL

WB011161

P2202

CONTINUED:

The letters from kids she gave to Superman on the balcony. Lois is half crying and half laughing, as she realizes what this means.

CUT TO:

INT. BRAINIAC'S GENETICS CHAMBER - DAY

Brainiac is at his work station, alone. His 3-D model of Lois rotates, he looks at it from all angles. A clock above him reads: 15:17:00. Silver Banshee enters.

BRAINIAC

These humans are an enigma. All I am asking for is the body of a dead alien. But they keep coming at me. How did he engender this loyalty? This devotion?

(a beat)

Especially in this woman. I have not felt the sheer strength of this emotion in any human nearly as I did when I probed the romantic yearnings of Lois Lane. Her feelings for this Kryptonian...

BANSHEE

From what I've seen, you're better off without it. Their love makes them miserable.

BRAINIAC

No. Her D.N.A. is worth incorporating into my person.

BANSHEE

Brainiac, I have been with you for years. I've killed for you, helped you destroy entire systems.

BRAINIAC

What's your point?

BANSHEE

Now that you decide to feel love, you get someone new?

Brainiac gestures, and Lois evaporates.

(CONTINUED)

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WB011162

P2203

.. CONTINUED:

BRAINIAC

Silver Banshee, you're irrational.
I am going to kill her. I am
going to assimilate her D.N.A.
into myself, and destroy her
planet so no one else will ever
have access to human genes. Of
this you're jealous?

BANSHEE

(a beat)

I'll go find her for you.

CUT TO:

.. EXT. METROPOLIS RESERVOIR - DAY

Jimmy Olsen comes along to the area where he saw Superman
land, climbs the chain-link fence, hops down to the
cement walkway and looks around. He is carrying a
portable video camera. He spots the top of the ship
underwater out near the center of the reservoir, but he
can't see it clearly.

JIMMY

Hello, Emmy.

He climbs over the guardrail onto the steep bank of the
reservoir, aims his camera and shoots. It is precarious;
he holds the railing, tries to keep his footing.

He slips, catches himself, but the camera slips out of
his hand. He juggles it a couple of times, and it
splashes into the water. Jimmy splashes in after it,
goes under.

.. JIMMY'S POV

He sees Cadmus's ship underwater, in the distance; a
strange, frightening shape in the murky water.

Jimmy scrambles for shore, but can't climb up the
slippery bank. Then he calms down, thinks it through,
and his reporter's instincts get the better of him.

He swims out to the ship. The top is only a few inches
below the surface. He climbs up and stands on it.

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P2204

.. INT. CADMUS'S SHIP - DAY

An ALARM sounds, REPEATED BLARING. Superman runs into the hall and finds Cadmus running by.

CADMUS
Perimeter alarm! They've found us!

.. INT. CADMUS'S SHIP - DAY

Just inside the front hatch. Cadmus smacks a switch on the wall which KILLS the ALARM. Cadmus cocks a big weapon, waggles his eyebrows.

CADMUS
This ought to be lively.

He hits a button and a video screen opens, and they see Jimmy underwater, checking out the ship. Jimmy heads for the surface, but his pants get hooked on a piece of metal, he's stuck. He struggles, but can't get loose.

CADMUS
Guess we'd better let him in.
He'll drown.

Superman nods. Cadmus spins a lock and a hatch opens. The water doesn't pour in, it stays smooth, like the surface of a pond only upside down. Jimmy falls through and lands on the floor, soaking wet.

Superman throws him against the wall, keeping Jimmy's back to him, as Cadmus locks the hatch. Jimmy is terrified.

.. INT. CADMUS'S SHIP - WAREHOUSE - DAY

Superman sits at the mound of junk from Krypton, looking through it, holding pieces of it in his hands. He lifts an object and turns it over; it is completely foreign, it means nothing to him.

He looks across the room and sees a pile of Earth stuff; the collection Cadmus is building to remember this planet by: paintings, computers, a Coca-Cola sign, bits of popular culture, religious artifacts. There is a gold crucifix at the top of the pile; as Superman looks at it in the half light, it is almost like he is in church.

Jimmy walks up, out of the dark, drying his hair with a towel. Superman keeps his face in shadow so that Jimmy only sees his outline; he never gets a real look at him.

(CONTINUED)

CONFIDENTIAL

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P2205

CONTINUED:

SUPERMAN

What are you doing here?

JIMMY

I want your story. An exclusive.
You're going to go up against
Brainiac, right? I just want to
be there, me and my cameraman.

He steps around, but Superman turns, keeps to the
shadows, so Jimmy still can't see him directly.

JIMMY

Why are you afraid to let me see
your face?

(a beat)

You are Superman, aren't you?

SUPERMAN

Superman is dead.

JIMMY

If you say so. It doesn't really
matter. You should hear what's
happening in the streets. Is he
Superman? Isn't he? Where'd he
come from? Just the idea of
Superman is giving people hope
again.

SUPERMAN

He was just an alien.

JIMMY

Hey, pal, I don't care who you
are, don't talk like that about
Superman. I knew him. He not
only helped Metropolis, Superman
was Metropolis. This city loved
him.

(a beat)

Otherwise, how do you explain that
funeral?

SUPERMAN

Whose funeral?

JIMMY

Who are we talking about?

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P2206

.. INT. CADMUS'S SHIP - WORKROOM - DAY

Cadmus watches Superman on a monitor, troubled. Superman sits in the middle of all the junk, not moving. Cadmus hears a noise, turns to find Jimmy in the doorway.

JIMMY

He's in trouble.

CADMUS

Yep.

JIMMY

I know what he needs. You've got to let me out of here.

Cadmus nods and exits with Jimmy. We PUSH IN ON the monitor, where Superman walks over to the pile of Earth artifacts.

.. INT. CADMUS'S SHIP - WAREHOUSE - DAY

Superman looks down at the silver orb that is recording Earth. He picks it up, holds it in his fist.

He doesn't get anything so he turns the orb over, but he is still standing in the warehouse. He turns it over again.

He hears HORSE HOOFS. He turns and finds:

A WHITE STALLION clomping down on him. He steps aside as it passes.

.. EXT. METROPOLIS - MAIN BOULEVARD - DAY

Superman watches the horse clomp by, pulling the wagon with his casket, draped in his tattered cape. He is at his own funeral.

He glances up at the reviewing stand, and sees the Mayor, the Police Chief, Batman. And then Lois, with the veil down over her face.

.. SUPERMAN'S POV - X-RAY VISION

He looks THROUGH her veil at her face. She looks like she has been hit by a truck; she is trying so hard to maintain, but her emotions are going wild inside of her. He watches her face for a long time.

.. BACK TO SCENE

As the casket passes, Superman follows it up the boulevard.

He hears crying and starts to notice the average citizens lining the street. He looks at their faces; men whose eyes are vacant, red; women who openly weep. Small children clutching Superman dolls, or dressed up in homemade Superman outfits.

He settles on a young family, father and mother holding their two children, comforting them. The kids are bawling as they watch the coffin pass. He looks back the way he came. He can't believe what he sees:

The streets are lined with people, as far back as his eyes can see, as if all of Metropolis is out for this.

He finds Lois again, watches her. CLOSE UP ON her face as she stands there fighting mightily to keep the tears away; she is trembling, biting her lip.

PUSH IN ON Superman's eyes, as he sees for himself what he means to Metropolis... and to Lois Lane.

.. INT. CADMUS'S SHIP - WORKROOM - DAY

Superman slips in, in the dark, and starts to suit up.

CUT TO:

.. EXT. LOIS'S TERRACE - SUNSET

Lois looks at the Metropolis clock tower, which reads: 12:07:16, then she looks up at the sky.

LOIS

I know you're out there, but how
do I find you? You always come
when I'm in trouble. Without
fail.

She climbs up on the railing and looks down at the ground, forty stories below, then out at the sky.

LOIS

Don't let me down this time.

She closes her eyes... and jumps! Jimmy yanks her back onto the terrace; she yells, he yells.

JIMMY

It's me! Lois, it's Jimmy!

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P2208

EXT. METROPOLIS - SUNSET

Jimmy and Lois hurry through the streets.

JIMMY

You have to talk to him, he's all mixed up.

LOIS

I knew it was him!

We FIND Silver Banshee following, hiding in the trees.

CUT TO:

INT. BRAINIAC'S SHIP - BRIDGE - NIGHT

Brainiac tinkers with controls as Silver Banshee stands behind him. He is looking worse, his eyes more sunken, his brain more exposed; deteriorating. He looks up, still facing away from her, then his face falls, disappointed.

BRAINIAC

You have returned without the girl.

BANSHEE

Yes. Cadmus --

Brainiac whirls in a flash of wild anger.

BRAINIAC

Cadmus!

We don't see the strike, it is covered by the cutting, but his backhand knocks Silver Banshee off her feet. He turns back to his console, frustrated. She touches her wounded face, climbs to her feet.

BANSHEE

Fool.

This word rumbles deep in her throat; Brainiac looks around as the walls of his ship shudder.

BANSHEE

Cadmus has the girl, and I know where he is. You can take care of them both at once.

He turns to her, softens, reaches out. She shies away, but he gently touches her cheek. She closes her eyes.

(CONTINUED)

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P2209

.. CONTINUED:

BRAINIAC

I am a fool sometimes. You've never given me cause to hurt you.

She looks up at him. He smiles reassuringly.

CUT TO:

.. INT. MAYOR'S OFFICE - NIGHT

Parasite opens the closet, revealing a few tied up, terrified humans.

PARASITE

Guess who's coming to dinner. You look strong.

He goes in. We stay outside in the office, and see the purple light from within as he devours the human's energy.

Parasite comes bounding out, his body coursing with strength, his fingertips dancing with energy, and strikes a couple of bodybuilding poses.

BANSHEE (O.S.)

Very attractive.

He turns and sees Silver Banshee lying across the desk.

PARASITE

Brunhilde!

She sits up, and he stands between her legs while she sits on the edge of the desk.

PARASITE

You think energy shooting out my fingertips is wild, think what you could do with this.

He waggles his tongue; purple energy dances off the tip. She shoves him away.

BANSHEE

Brainiac is finished with me. He thinks I don't know it, but I do.

PARASITE

Oh, I get it. Now he's ready to toss you aside, you come to papa.

(CONTINUED)

CONFIDENTIAL

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P2210

CONTINUED:

BANSHEE

We use each other, Parasite. You used me to get to him.

PARASITE

But I genuinely like you. A guy can be friends with a chick, don't you think?

BANSHEE

Listen to me. He has decided to use human D.N.A. He will destroy Earth whether he finds Superman or not.

PARASITE

That is a dilemma.

BANSHEE

We should prepare to destroy him.

PARASITE

Simple, we figure out a way to disarm his weapon and he'll die when time expires.

BANSHEE

That weapon will be our source of power, so we can rule Metropolis.

PARASITE

Okay. So we keep Superman's body away from him, keep him weak. Then we find a way to kill him.

She moves so close that he can feel her breath on his lips.

BANSHEE

We can rule Metropolis together.

PARASITE

Yeah? How together?

BANSHEE

Wait. Patience is a virtue.

PARASITE

Sure, but I'm a villain, baby.

She laughs, jumps out the broken window and lands on the street several stories below.

CUT TO:

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P2211

.. INT. CADMUS'S SHIP - NIGHT

Cadmus unlocks the heavy door; Jimmy and Lois fall in, soaking wet. Lois looks around, amazed.

CADMUS

So, you're Lois Lane. I can't tell you what a pleasure it is to meet you. I feel like I already know --

LOIS

Where is Superman?

CADMUS

Mary Lou, locate Superman.

COMPUTER (V.O.)

Superman is not aboard ship.

LOIS

Locate Clark Kent.

COMPUTER (V.O.)

Please, they're the same person.

LOIS

Your computer has attitude.

CADMUS

There's only one place he could have gone.

CUT TO:

.. EXT. BRAINIAC'S SHIP - NIGHT

PULL BACK FROM the ship to find Superman on the roof of a building across the way, looking over the ship.

.. SUPERMAN'S POV

The high-tech LEDs of the wing helmet analyze various sections of the ship, looking for the weakest point to break through.

.. BACK TO SCENE

Superman hears a DISTANT RUMBLE, cocks his ear. He hears PEOPLE SCREAMING, and what sounds like an AVALANCHE.

He takes off on the interior wing, hooks up with the big wing, and shoots down the street.

(CONTINUED)

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.. CONTINUED:

A moment later the front of the ship opens and Brainiac emerges. He and Superman do not see each other.

Brainiac glides up the street. The cops OPEN FIRE on him, but their BULLETS don't reach him; they slow down and drop to the ground like impotent pebbles.

.. EXT. EXCAVATION SITE - NIGHT

An excavation under the City Morgue, part of the search for the body. The building has collapsed in, dust billows out. Metropolitans are all around, coughing and bleeding.

Superman separates from the big wing and lands in the interior wing. An hysterical WIFE runs up to him.

WIFE

We were looking for the body...
the tunnel collapsed! My husband!

Superman goes to a worker who is giving CPR to the husband. The husband is bloody, covered in dirt.

SUPERMAN

Stand back.

Superman kneels over the unconscious man.

.. SUPERMAN'S POV

The LED in his visor gives various vital statistics as it scans the husband.

.. BACK TO SCENE

Superman pushes on the husband's chest, then tries to breathe into his mouth with the mouthpiece on his suit.

Superman lifts the visor away from his eyes. We PUSH IN ON his eyes as he looks over the man. We begin to hear very FAINT THROBBING.

.. SUPERMAN'S POV

We begin to see faint movement within the man, like soft electricity running around his body.

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P2213

BACK TO SCENE

Superman concentrates. Now the electricity on the body takes on different colors, and it bleeds into the man as the THROBBING BUILDS to a HEARTBEAT; it is as if Superman is looking into the husband, seeing where his blood still moves, where there is oxygen, the warmth in his brain.

SUPERMAN

He's alive.

He leans over the husband again, rips his mouthpiece off and takes a deep breath, blows steadily into the husband's mouth. He empties his lungs, then looks down at the body.

The insides of the husband have not changed. He takes another deep breath, blows with all he is worth; we can almost hear the wind. He sits up and massages the husband's chest.

Slowly, the energy patterns within the man speed up; the THROBBING becomes stronger, the lines of color pick up speed and vitality. Superman watches in awe as the man's life force spreads to every extremity.

CUT TO:

INT. CADMUS'S SHIP - WORKROOM - NIGHT

Lois and Jimmy watch Cadmus fool with video monitors, trying to locate Superman. Suddenly, without warning:

The roof blows off his ship. Imagine the sky being ripped away above your head, and you get an idea.

Brainiac lowers in through the torn-out roof. Water runs slowly but steadily over the walls into the ship. Brainiac settles to the floor in the center of the room.

BRAINIAC

Cadmus. It's nice to see you again.

CADMUS

We've never met face to face.

BRAINIAC

Are you sure?

CADMUS

A face like that, I'd remember.

Brainiac smiles. He gestures, CONSOLES BLOW OUT.

(CONTINUED)

CONFIDENTIAL

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P2214

.. CONTINUED:

BRAINIAC

I can't have you following me anymore. You've been a nuisance for years, but now you're dangerous. First you take Superman's corpse from me, and now Lois.

Anger flashes across Cadmus's face, and Brainiac smiles, reading his thoughts.

BRAINIAC

The Kryptonian is alive.

CADMUS

His name is Kal-el, and he's gonna knock your block off.

Brainiac laughs, gestures. CIRCUITS in the floor EXPLODE; Jimmy is blown into the corner, behind a pile of rubble.

BRAINIAC

I feel sorry for you. Years of chasing me, always a step behind. I want to do something for you.

CADMUS

You could die.

BRAINIAC

We're alike. We both preserve lost civilizations; you in a museum, me in the temple of my own body.

LOIS

You're a sick bastard.

Brainiac blows out a whole bank of equipment above Lois and Cadmus. A chunk of metal hits Lois on the head, knocks her out. Cadmus stands there and lets it fall around him. Brainiac meets his eyes.

BRAINIAC

You honestly don't remember me? We were at the Academy together.

CADMUS

You're... from Tulis?

Brainiac flares with anger, gestures; Cadmus flies through the air and slams against the wall where he is pinned.

(CONTINUED)

CONFIDENTIAL

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P2215

CONTINUED:

BRAINIAC

Don't pretend not to remember me!

CADMUS

I'm not pretending, pal, I don't know you.

BRAINIAC

No one ever knew me, did they? No one took me seriously. They said my science was dangerous.

Brainiac squeezes his fist; Cadmus holds his head, screams in pain.

BRAINIAC

You take me seriously, don't you, Cadmus?

CADMUS

I feel sorry for you.

BRAINIAC

Oh, please. Why?

CADMUS

You're about to do the best thing you can possibly do for Metropolis, and you don't even know it.

Brainiac squeezes harder; Cadmus screams in anguish.

BRAINIAC

I'm killing you, old man! You show me some respect!

Brainiac falls to the rubble below. He doesn't see Cadmus's mouth move ever so slightly.

CADMUS

Kal-el...

CUT TO:

EXT. EXCAVATION SITE - NIGHT

Superman is surrounded by grateful citizens, his visor back in place. He looks up sharply.

SUPERMAN

Cadmus?

He leaps to his feet and takes off into the night.

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P2216

.. EXT. METROPOLIS RESERVOIR - NIGHT

Superman comes tearing through the sky and sees the ship blow open below him. He drops out of the big wing and shoots down...

.. INT. CADMUS'S SHIP - WORK ROOM - NIGHT

Superman lands among the rubble and finds Cadmus on his back, broken.

SUPERMAN

Cadmus!

He kneels over him and looks around for any way to help his friend, his eyes full of fury.

SUPERMAN

What can I do?

CADMUS

There's nothing to do.

He coughs up some blood.

SUPERMAN

I have to help you, I can't let you die after all you've done for me.

CADMUS

You said it, I'm a man without a world. Who's gonna miss me? But you, you got a life to live.

(a beat)

So? Can you see it?

SUPERMAN

I can see a lot of things.

Cadmus manages to make a fist, pounds Superman on the chest a couple of times.

CADMUS

That's good. You can beat him.

SUPERMAN

I can't let him destroy Metropolis. Metropolis is my home.

Cadmus dies. Superman pounds on his chest, breathes into his mouth, trying the same thing he did with the husband at the excavation, but with no results. He keeps trying until it is apparent Cadmus is gone.

(CONTINUED)

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P2217

CONTINUED:

Superman cradles his head, rocks him. He is actually crying. He lifts the visor so he can wipe the tears away.

SUPERMAN
I will. I'll miss you.

He hears a NOISE behind him and whirls; Jimmy is climbing out of the rubble, rubbing his head.

JIMMY
He took Lois.

Superman goes to the wing, which envelops him. He is about to fly off when he looks down at Cadmus. Resolve seems to grip him.

He steps out of the wing. He tosses the visor, tears the mouthpiece off, rips the hydraulics from the costume, then the generator that provides his force field.

Superman rips the accelerators from his boots, then takes off the interior wing and tosses it on the rubble.

He stands there with no alien technology left, just him in his cool new black suit, silver "S" on his chest, black cape with red lining...

Superman reborn.

JIMMY
What the hell are you doing?

SUPERMAN
Brainiac won't be defeated by a suit. I have to face him myself.

He takes a last look at Cadmus lying there dead, then runs across the ship, fast. Just before he reaches the wall...

He flies off into the night, under his own power!

CUT TO:

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Silver Banshee leads Lois in, hands bound behind her back, as Brainiac comes forward. Lois recoils; he is really physically degenerating, beginning to fester. Parasite is in the b.g. The big clock is at 42 minutes.

(CONTINUED)

CONTINUED:

PARASITE

Suppose he doesn't come?

BRAINIAC

He'll show before the clock expires. He has to. He's Superman.

LOIS

When I think what a mind like yours could accomplish, if you'd ever been loved.

BRAINIAC

(a beat)

Sorry about the bump on the head. Unintentional, I swear. Good news, though. I have decided to love you.

LOIS

Just like that.

BRAINIAC

I've devised a way that we can be together always. That is what you humans are looking for, isn't it, in your notions of romantic love? To be together forever?

LOIS

What do you have in mind?

BRAINIAC

The human race will live on in me, through your sacrifice.

Brainiac gestures; one of the glass spheres shoots up from the floor, trapping Lois. She pushes on the sides, yells at Brainiac, but she is silent in the glass sphere.

Brainiac looks up, sensing something.

BRAINIAC

Finally. He's coming.

(to Banshee)

Make him feel at home. Set the ship's gravity to Krypton levels.

INT. BRAINIAC'S SHIP - CORRIDOR - NIGHT

Parasite and Silver Banshee are going to take up positions. They speak low.

(CONTINUED)

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P2219

.. CONTINUED:

BANSHEE

We can not let him get Superman's body.

PARASITE

We need Superman dead anyway, or he'll be in our face forever. After we kill him, I'll get his body out of here.

BANSHEE

Good. I have ideas of how we can kill Brainiac --

PARASITE

Tell you what, toots. Let's get through Superman first.

.. EXT. LIBERTY ISLAND - NIGHT

The Statue of Brainiac stands holding its clock; which has ticked down to 37 minutes. Superman soars by.

.. INT. BRAINIAC'S SHIP - SICK BAY - NIGHT

Brainiac enters and finds Doomsday on the recovery table.

BRAINIAC

Would you like a chance to redeem yourself?

DOOMSDAY GROWLS, affirmative.

BRAINIAC

Sadly, the others are about to betray me.

.. EXT. METRO CENTRE PARK - NIGHT

Superman flies down the street. He soars straight at Brainiac's ship, his fists out in front of him, and hits the force field going full speed... he breaks through!

.. INT. BRAINIAC'S SHIP - CORRIDOR - NIGHT

Superman crashes through the wall. Several alien crew members come at him; Superman plows through them.

Superman walks down the hallway, scanning through the walls with his x-ray vision. Aliens jump out at him, and he nails them, slamming them into walls, crunching them.

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.. SUPERMAN'S POV

He can see the Alien's patterns of attack, their motions, where they will fire their lasers, so that he is ahead of every move they make; this is Phin-Yar.

Superman dispatches the last alien and looks through the wall: he sees the engine room. He takes off down the hall and flies at the wall, bursts through...

.. INT. ENGINE ROOM - NIGHT

Superman flies in through the hole punched in the wall, then falls hard. He hits the floor and rolls, sits up.

The room is eerie, with all kind of alien MACHINES with MOVING PARTS CHUGGING, CLICKING, WHIRRING and WHISTLING; dark shadows and shifting shapes.

He sees a higher catwalk and jumps to fly up to it; instead, he plunges straight down. He lands on the floor on the bottom level of the engine room, hard.

SUPERMAN

The gravity...

He feels a shake, hears DEEP, RUMBLING BREATHING, but he doesn't see anything. He moves on, but he senses a massive presence in the shadows.

He hears a RUMBLING GROWL behind him. He spins, but still there is nothing there.

Suddenly, Doomsday swings both massive fists at him, coming out of the shadows like he materialized from nowhere. Superman ducks in the nick of time, but the blow catches him across the back, he falls.

Superman gets to his feet as Doomsday swings. Superman ducks, Doomsday gets nothing but air. The BEAST HOWLS in frustration. Superman backs up to a machine, cornered. Doomsday advances. Superman feels the machine behind him, waits for Doomsday. Doomsday raises his massive fist...

Superman moves at the last instant, and Doomsday smashes the machine.

.. INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Brainiac and Lois... who is still captive in the Glass Sphere... watch the battle in the engine room in hologram form in the middle of the room.

Behind them, the clock readout is at 13 minutes.

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INT. ENGINE ROOM - NIGHT

Superman backs away, and Doomsday follows. Superman is using his Phin-yar, he can see patterns, he knows where Doomsday will strike. He backs up against a computer array; Doomsday swings, Superman ducks...

Doomsday destroys the computer array. A chunk of metal flies at Superman; he tries to deflect it, but in this gravity he has no super strength. The metal knocks him to the ground.

DOOMSDAY HOWLS with frustration, stomps after Superman. His knuckles bleed green; Superman is feeling the Kryptonite, getting woozy.

Superman leans against a massive control panel, sweating, weak from the close contact with the Kryptonite. He looks up at Doomsday through heavy lids.

SUPERMAN

Come and get me.

Doomsday pounds with both arms. Superman dives out of the way, and Doomsday smashes the panel.

The PANEL EXPLODES. The ship rocks, and a ton of rubble pours down on Doomsday and Superman.

Under the rubble, Superman is pinned. He looks over and sees Doomsday, obviously dead. Then he sees:

A rivulet of Doomsday's green blood, running right toward him! The lethal Kryptonite will reach him in moments.

VARIOUS CUTS AROUND SHIP

SENSORS EXPLODE; the gravity enhancers.

An instant before the rivulet of Kryptonite reaches him, the SENSOR in the engine room EXPLODES. Surging with super strength, Superman heaves the rubble off of himself. He staggers away, the room spinning around him, shaking from MINOR EXPLOSIONS up and down the Engine Room. He scans the floors and walls, but can't see anything.

SUPERMAN

Damn! Lead.

He hears a RUMBLE behind him; he flies straight at the ceiling, and crashes through just as:

A HUGE EXPLOSION rips through the Engine Room.

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P2222

.. INT. BRAINIAC'S SHIP - BRIDGE - SHIP

Superman crashes through the floor, and dives out of the way of the flames that ROAR through the hole after him.

He takes a few steps then drops to one knee, his ears still ringing from the Kryptonite.

A bone white leg kicks him in the face. He rolls to his feet. Silver Banshee laughs, and each laugh drives like a spike through his head. He recoils, covers his ears.

BANSHEE

No super hearing in this room.
You've seen that brain of his. He
thinks of everything.

Superman scans the walls, sees that they are lined with alien-looking acoustic material.

He takes a deep breath, and as he does he hears a THUNK; the entire room opens in small, METALLIC SHUTTERS. He blows super breath at her...

And it is sucked out the vents before it reaches her.

BANSHEE

(laughs)
You might as well be whistling.

She directs her laughter at the room; walls collapse, beams fall, all of it landing on Superman.

Finally she wails at a cross beam, and the entire end of the room collapses on Superman. The lights are dim now, she has destroyed most of the fixtures.

.. INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Brainiac turns to Lois, still in the Glass Sphere, and waves a hand. She pounds on the glass as the amber liquid begins to fill the sphere, swirling around her ankles.

.. INT. BRAINIAC'S SHIP - BRIDGE - NIGHT

Silver Banshee pulls rubble off of the pile. She pulls a metal beam aside, REVEALING Superman, eyes closed.

BANSHEE

Didn't you know, death is a woman.

He kicks her. She stumbles back and he plows into her; they break through the wall.

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.. INT. ELEVATOR SHAFT - NIGHT

Superman and Silver Banshee plunge down the shaft, grappling. They hit bottom and tumble into an air duct.

They slide down the air duct, shooting along like bobsledders, fighting all the way.

.. INT. BRAINIAC'S SHIP - OBSERVATION DECK - NIGHT

They crash through the air duct high in the room, and fall to the floor, landing hard.

Superman lies on his back, dazed. He rolls over and tries to get to his feet, sees:

Two purple feet. Parasite stands over him, energy dancing off of him from every pore, greased up like a psychotic Mr. Universe. He grins gleefully.

PARASITE

I sucked up the strength of sixty
pro athletes before you got here.
I'm ready to rumble.

He kicks Superman, who falls backward. He tries to get up, and Silver Banshee kicks him.

Parasite and Silver Banshee kick and pummel Superman, taking turns, gleefully. Finally he gets to his feet and stands before them like a punch drunk fighter.

SILVER BANSHEE gives a horrifying WAIL, and Superman slams back against the wall, hard, and slides to the floor.

.. INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Brainiac watches the battle in 3-D hologram. He pays no attention to Lois, who is frantic, the Amber Liquid around her waist now.

.. INT. BRAINIAC'S SHIP - OBSERVATION DECK - NIGHT

Silver Banshee moves toward Superman, who is still on the floor against the wall, but Parasite stops her.

PARASITE

This is one life force I gotta
have.

(CONTINUED)

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.. CONTINUED:

Parasite pounces on him, puts his hands on Superman's head. He starts to suck his life force, makes a sour face.

PARASITE
Ooo, you're sick. Doomsday filled
you full of Kryptonite.

He starts to remove his hands, but Superman grabs them and holds them in place. He looks up at Parasite.

.. SUPERMAN'S POV

He can see green energy being sucked out of himself, traveling up Parasite's arms into his veins.

.. BACK TO SCENE

SUPERMAN
You're cleansing me, Parasite.
Don't stop now.

PARASITE
I don't want it! You're sick...
you'll make me... stop!

But Superman holds his hand on his head, and Parasite keeps getting the bad juice, while Superman gets stronger.

Parasite starts fritzing. His head shakes, purple saliva spewing out. Superman rises up before him. Parasite stops shaking, focuses on Superman.

PARASITE
I don't suppose you'd hear an
appeal?

Superman slams Parasite. Parasite hits the floor, twitches, and dies.

Wisps of air begin to rise from him, swirling up. They take form as they rise; they are:

All of the souls he has devoured being set free. They continue to come out of him, dozens of wisps curling up in a thick, glowing column.

They rise past Superman and Silver Banshee. We see the spirits of men, women, children. Finally they all pass, and the room is quiet again. There is nothing left of Parasite except a mound of purple dust.

(CONTINUED)

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CONTINUED:

BANSHEE

You're a dangerous one, Superman.

SUPERMAN

Lady, give it your best shot.

She unleashes a horrible wail at Superman.

SUPERMAN'S POV

Using Phin-yar, he sees the soundwave as it flies at him across the room.

He holds his hands up and actually deflects the waves; they hit a wall, disperse harmlessly. She wails again; he holds his arms up and her soundwaves reflect back at her.

For the first time, she is hit with the full brunt of her own voice. She slams against the wall, screams in anguish.

Superman moves in on her, hands raised, reflecting her voice. It looks like he is sculpting with the sound. The harder she screams, the more the sound assaults her, the worse the pain, and the harder she screams.

It builds until she tosses her head back and unleashes the howl from hell. BEAMS CRACK, EQUIPMENT EXPLODES. Even Superman takes a step back and covers his ears.

She is directly underneath a huge catwalk, dangling from broken pylons. She meets Superman's eyes, bares her teeth and hisses at him, an otherworldly sound.

The catwalk collapses on her, burying her. She screams as she is crushed, and Superman covers his ears against the onslaught. Finally her screams die.

Superman goes to the massive catwalk and lifts it aside. He finds her at the bottom, broken, battered, dead. He looks around. Brainiac's voice comes out of thin air.

BRAINIAC (V.O.)

Forget the weapon, Superman.
Someone here wants to see you.

Superman goes to a console and hacks; schematics of the ship come up in 3-D hologram, but they are flickering; he can't quite get them on the damaged equipment.

(CONTINUED)

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CONTINUED:

BRAINIAC (V.O.)

She has the most interesting
memories.

Superman looks up as:

3-D images appear in the air above him; they are Lois's memories of Superman which we saw earlier; together on her balcony, flying in his arms, various romantic images superimposed on the air.

Superman is absolutely floored. He whirls around, looks through the hole in the floor into the genetics chamber.

He sees Lois in the glass sphere; she takes her last breath as the amber liquid completely fills the sphere. She is floating now, helpless.

BRAINIAC (V.O.)

What a dilemma. Do you search for
my weapons, while I kill the girl?

INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Superman swings down through the hole, and drops to the highest level of the catwalks. He looks up at the timer, which is just over three minutes. Brainiac laughs.

BRAINIAC

You've ruined my hypothesis,
Kal-el. I believed love to be a
human trait. But here you are,
far from human, and yet you
obviously love.

He gestures; in the sphere, microbes attach to Lois.

Superman flies to the catwalk, SMASHES the GLASS SPHERE. The amber liquid gushes out, Lois slides and slips. Superman sets her safely on a dry spot. The microbes fall away as she gasps for breath.

SUPERMAN

No dilemma. I have plenty of time
to save the girl and stop you.

BRAINIAC

You're absolutely right, you can
still save Metropolis. Give me
what I ask, we'll make an
exchange.

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.. SUPERMAN'S POV - HIS X-RAY VISION

scans the room, the layout of the wiring, the connecting systems.

.. BACK TO SCENE

SUPERMAN

You have nothing I want.

BRAINIAC

You're wrong. I know your desires. I know the one thing you want more than anything else.

(a beat)

I can give it to you.

Superman turns and looks at him.

BRAINIAC

I can take the D.N.A. I need and leave you alive. You'll be weak, but that's what you want. No powers. No Phin-yar. Just you, as close to human as you can ever hope to be.

Superman glances at Lois.

BRAINIAC

Yes. You can be with her.

SUPERMAN

How do I know I can trust you?

LOIS

Don't listen to him!

BRAINIAC

Without your D.N.A. I'll die. You'll die, this planet will die. Give me what I need to survive, and I'll stop the countdown.

Superman hesitates; it is clear he is tempted. Brainiac gestures and a glass sphere rises from the floor, opens just enough for a man to step in.

BRAINIAC

Step inside, Kal-el. Claim your dream. Earth will be safe.

Superman takes a step toward the sphere, looks up and meets Lois's eyes.

(CONTINUED)

.. CONTINUED:

SUPERMAN

What about the worlds you've
already destroyed? Who will pay
for them?

BRAINIAC

The universe does not reward the
virtuous and punish the wicked.
Who are you to take it upon
yourself?

Superman looks into Lois's eyes for a few moments,
glances at the open sphere, then turns to Brainiac.

SUPERMAN

I'm Superman.

He flies toward Brainiac. Brainiac glares at him with
those red eyes; Superman is slammed back against the
wall, pinned. He struggles, under the full onslaught of
Brainiac's brain power.

Brainiac begins to gesture, and objects fly at Superman:

Metal rods break free from the railings around the
catwalks and shoot at him like spears; large consoles
barrel through the air. The first one knocks Superman to
the floor, and the metal spikes come after him.

Brainiac rises in the air and floats in the middle of the
vortex of objects, orchestrating like a deranged
conductor. Superman concentrates, uses his Phin-yar.

.. SUPERMAN'S POV

He sees the patterns in the objects, knows where Brainiac
will send them.

.. UP ABOVE

Lois slips in the amber fluid and falls over the edge of
her catwalk. She grabs hold, but she is dangling over
the precipice by her fingertips, ready to plunge to her
death on the floor a hundred feet below.

.. SUPERMAN

bobs and weaves through the objects, getting closer to
Brainiac.

The countdown reaches 60 seconds.

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.. INT. BRAINIAC'S SHIP - LEAD-LINED ROOM - NIGHT

The ANNIHILATOR starts to THROB.

.. INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Superman is very close to Brainiac now; Brainiac is frustrated. He gestures and a huge piece of equipment breaks loose from the ceiling, swings down and slams Superman against the wall.

Superman shoves off like a swimmer making his turn and heads back for Brainiac, whose brain is literally throbbing with the effort he is expending.

.. INT. BRAINIAC'S SHIP - LEAD-LINED ROOM - NIGHT

The ANNIHILATOR warms up, a HUM steadily BUILDING, the whole thing glowing and throbbing...

.. INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

The countdown passes 45 seconds.

Superman closes in on Brainiac, using his Phin-yar to move through the vortex of flying objects.

A metal rod flies at his face. Superman moves aside, and as the rod shoots past he catches it, uses its own momentum to spin it around, and launches it at Brainiac.

The rod strikes Brainiac, and for an instant his attention is off of Superman. Superman shoots through the vortex and grabs him, swings him around and lets go; Brainiac flies through the air like a projectile:

And lands in the glass sphere!

Superman hits a button. The glass sphere closes, and fills with amber liquid. Microbes attach to Brainiac.

Brainiac screams a silent scream as the extractor removes all of the alien DNA he has put into himself:

He MORPHS in the amber liquid, going through numerous alien transformations, all of the races he has used. It is incredibly painful, he twists in the liquid as he MORPHS.

(CONTINUED)

CONTINUED:

Finally all that is left is a human-looking male, the being he was before he started. He looks down at Superman, pitifully. Then he says something that we can't hear through the fluid or the glass. What he says is:

BRAINIAC

(silent)

I was almost a god.

It will keep audiences guessing through multiple viewings. The machine keeps going; it extracts his own DNA, twisting him further, until it unlocks and he falls apart, dissolving into the fluid, which swirls down the drain.

Lois is barely hanging on, dangling off the catwalk.

LOIS

Superman!

She nods at the counter: it is down to 23 seconds.

Superman pushes the red button on the white column; the counter keeps going. He tears the button out, pulls the wires; 17 seconds. He tries to see through the floor.

SUPERMAN

I can't see! These decks are lead!

Superman flies up, makes a loop, and flies straight down through the floor.

INT. BRAINIAC'S SHIP - NIGHT

A CROSS VIEW as Superman flies through the ship, crashing through the lead floors, searching.

INT. BRAINIAC'S SHIP - LEAD-LINED ROOM - NIGHT

Superman crashes through and finds the annihilator, which has a counter on the front: it is down to 11 seconds. He tears the front panel off and finds a maze of alien circuitry. Knowing he can't figure it out in time, he rips the device out of its perch; it is bigger than he is.

He hoists it over his head and flies up through the hole he made in the decks...

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.. INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Lois hangs where he left her as Superman flies up through the room with the annihilator over his head, passing the big counter which reads eight seconds.

.. EXT. METRO CENTRE PARK - NIGHT

Superman crashes through the roof of the ship, leaving a huge hole, and soars toward the heavens like a streak with the annihilator over his head.

.. EXT. OUTER SPACE - ABOVE EARTH - NIGHT

We can just see the sun rising over the edge of the Earth as Superman soars out of the atmosphere with the device, which has counted down to two seconds.

With all of his might, he throws the DEVICE out into space.

It BLOWS, an unbelievable EXPLOSION, which knocks Superman backwards. He tumbles through space, head over heels, as the shockwaves of the explosion ripple outward.

.. INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Lois loses her grip, screams as she plunges, arms and legs flailing, the hundred feet toward the floor.

.. EXT. OUTER SPACE - ABOVE EARTH - NIGHT

As the shockwaves disperse, Superman hears Lois scream with his superhearing. He zooms back toward Earth, as fast as he can fly, a streak.

.. INT. BRAINIAC'S GENETICS CHAMBER - NIGHT

Lois flails as she falls...

.. EXTREME CLOSEUP ON HER HAND

as his hand catches hers in mid air...

He has her! He swings her around, her feet brushing the floor, and pulls her up into his arms. He flies up to the middle of the cavernous room, holding her.

LOIS

It is you.

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CONTINUED:

SUPERMAN

Yes.

LOIS

My two favorite men.

They look deeply into each other's eyes.

SUPERMAN

I love you.

LOIS

Took you long enough to tell me.

She goes to kiss him, but he stops her.

SUPERMAN

You have to go into this with your eyes open. I'm an alien, Lois, I'm not human. Whatever else I might be, I'll always be Superman.

LOIS

(after a beat)

For the record, you're the most human man I've ever known.

And they kiss, floating in mid-air.

EXT. METRO CENTRE PARK - DAY

The sun has risen over Metropolis at last. Jimmy runs up to Brainiac's ship just as the WGBS news truck pulls up. A CAMERAMAN and crew jump out and start setting up.

CAMERAMAN

Olsen! We're going live in ten!

Someone hands Jimmy a microphone, and the Cameraman focuses on Jimmy.

They hear a ROAR from the CROWD. They look up, above the ship, as the crowd cheers and applauds.

As the rising sun floods Metropolis with light, and the crowd below cheers them on, Superman and Lois Lane kiss in mid-air. The Cameraman signals Jimmy; we're on.

JIMMY

This is James Olsen, live at Metro Centre Park...

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CONTINUED:

He sees the Cameraman aiming his lens up at Superman and Lois. Jimmy reaches out and pushes the camera down. The Cameraman looks at him; what gives?

JIMMY

Let's leave them alone.

The Cameraman clicks the camera off, as:

High above it all, floating in the air, Superman and Lois kiss, his long black and red cape swirling around them.

FADE TO BLACK.

THE END

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