

SUPERMAN
By J.J. Abrams
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F L Y B Y

INT. TV MONITOR - NIGHT

TIGHT ON a SMALL, 4:3 RATIO, FRAMED-IN-BLACK VIDEO IMAGE of a news telecast. Except there's no one there -- just the empty newsdesk. Odd.

Suddenly a NEWSCASTER appears behind the desk -- forty-five, rushed and unkempt. Fumbles with his clip mic, hands trembling. It's unsettling as he tries desperately to sound confident. But his voice shakes -- the SOUND TINNY, as if from a TV:

NEWSCASTER

Ladies and gentlemen if you're watching this and not taking shelter underground, we urge you to do so immediately -- anywhere -- anywhere you can find.

(then, trembling)

Just a month ago this report would've seemed ludicrous. Aliens... using Earth as a battleground...

(wants to cry, but he's a pro)

... but that was before Superman.

Something urgent is YELLED from behind the camera -- our Newscaster looks off, terrified -- he yells something back, but it's masked by a SHATTERING -- FLYING GLASS -- the video camera SHAKES --

A TERRIBLE WHISTLE, then an EXPLOSION -- everything is WHIPPED OUT OF FRAME in the same horrible instant the screen goes to STATIC --

EXT. METROPOLIS - DAY

-- the SCREEN EXPANDS to 2.35:1 -- ANAMORPHIC RATIO -- and the SOUND EXPLODES in POWERHOUSE DOLBY as SOMETHING EXPLODES through the TV NETWORK building -- a BLUR of RED AND BLUE and it SLAMS INTO THE STREET like a meteor -- KKRABOOOOOOOM! A CRATER is blown into a street already littered with pieces of concrete and steel -- the confetti of PAPERWORK flitters everywhere.

And then, with a WOOOOSH and thunderous THUD, a FIGURE LANDS. Human form, but this being is far from human. Dressed in dark, unearthly clothing, he's a gorgeous specimen; his black eyes dramatic contrast to his pale skin. Powerful. Well-trained. This is TY-ZOR.

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Confident and controlling as he reaches down and grabs his nemesis -- someone we do not yet see -- and in a blur Ty-Zor HURLS HIM --

Another BLUE/RED STREAK in the sky as the figure Ty-Zor has thrown SLAMS INTO A ROW OF PARKED CARS -- the cars EXPLODE, tossed into the air like kicked dominos -- a hundred-yard divot RIPPED into the pavement.

Momentary silence, save for some distant SIRENS. Then, in the rubble, something stirs. The CAMERA LOW, looking back at Ty-Zor, a block away, as the thrown figure struggles to rise in the FOREGROUND. We don't really see him yet -- he's obscured by a shock of RED. A cape. Uneasily, PAINFULLY, he gets to his feet as the CAMERA STARTS TO MOVE AROUND to the FRONT of the boots -- SLOWLY RISING, DRAMATICALLY REVEALING the body of a twenty-nine-year-old warrior in brilliant red and blue. But the iconic suit is SHREDDED in areas -- his cape billowing but SLASHED -- an icon on his muscular chest resembling an "S". He's bloody, winded, beaten. He's as exhausted as Ty-Zor is strong, confident, cocky.

TY-ZOR

I'm disappointed. I expected a better fight.

Then Superman HEARS SOMETHING in the far-off distance -- something no mortal could hear: a MUFFLED FEMALE VOICE.

FEMALE VOICE (O.S.)

... SUPERMAN!!! HELLLL--!!!

-- a voice SUDDENLY, inexplicably SILENCED. We're TIGHT ON SUPERMAN'S FACE as he reacts to this -- the voice FAMILIAR to him -- deeply concerning him -- and he suddenly LEAPS INTO THE SKY, FLYING OFF. Ty-Zor watches him go. Smiles.

EXT. SKY - DAY

CAMERA SHAKES MADLY, keeping up with Superman, who flies vigorously -- his heart pounding as he speeds through the sky, EXCEEDING THE SPEED OF SOUND: SONIC BOOMS SHAKE THE WORLD -- it's DEAFENING -- and we CUT TO the SILENCE OF:

EXT. KELVIN OBSERVATORY - NIGHT

An old observatory, miles from the city. Giant domed building, tall security fences. From nowhere, a growing WOOOOOSH and SUPERMAN LANDS MIGHTILY. Alone. He BULLETS to the observatory building entrance --

INT. KELVIN OBSERVATORY CORRIDOR - DAY

Superman FLIES down the corridor -- WHIP PAN as he passes us and arrives at the main door, which he RIPS AWAY --

INT. KELVIN OBSERVATORY - DAY

TIGHT ON SUPERMAN'S FACE -- his eyes wide with terror at what he sees -- although we don't see what it is, we can guess. And Superman almost GASPS:

SUPERMAN

-- no--

His skin begins to BLISTER -- he falls to his knees, shattering the marble floor as if it were sand -- and he GASPS -- opening his eyes -- ROLLED BACK, WHITE -- a SHOCKING MOMENT AND WE SMASH CUT TO:

A FLOWER.

Unlike any we've ever seen. Then a CLOSE-UP OF A FIVE-YEAR-OLD GIRL. The picture of innocence, she sits on the ground, gathering flowers. Her hair moves in a soft breeze. PULL BACK TO REVEAL:

EXT. KRYPTONIAN FIELD - DAY

A massive LONG SHOT. An endless field, awash in a CRIMSON GLOW; on this planet, their sun is red. There's a nearby ridge. Pipelines and security bunkers. Pod-like DWELLINGS dot the alien landscape.

WORDS APPEAR: "MENNA, KRYPTON. 29 YEARS EARLIER."

TIGHT AGAIN on the little girl, sitting in the field. She picks another flower. She's so adorable you could almost watch her forever. Then her head snaps; she hears something we do not.

A moment later we feel it: a deep, powerful, distant RUMBLE. She stands. Looks off, worried. The RUMBLING GROWS -- something gargantuan is coming.

Then something horrifying: THE SKY DISTORTS -- RIPPLING like liquid, as if a stone had been tossed through it. The Girl's face grows in panic as the sky suddenly begins to CORRODE -- A YELLOWISH ACID EATING AWAY FROM THE CENTER OF THE RIPPLE, EXPANDING OUTWARD LIKE A VIRUS; WE'RE WITNESSING THE DESTRUCTION OF A PROTECTIVE FORCE FIELD THAT HAS, UNTIL TODAY, DEFENDED THIS LAND --

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CONTINUED:

-- as the HOLE RIPS in the sky -- with a DEAFENING ROAR -- DOZENS OF THE SCARIEST WARBIRDS YOU'VE EVER SEEN APPEAR, tearing through the still-expanding breach. These flying tank-like battle machines are called "BUZZARDS" --

And the terrified girl runs -- holy shit does she run -- SCREAMING -- as BURIED DEFENSE TURRETS RISE, TURN AND FIRE. The BUZZARDS FIRE BACK -- suddenly this little girl is sprinting through a perilous WARZONE -- EXPLOSIONS, STONE and DIRT everywhere. She CRIES in KRYPTONIAN:

KRYPTONIAN GIRL
DAMA-SO!!! KALA-SO!!!

And up ahead, one of the swelling TURRETS OPENS -- a man - - her FATHER -- yells for her moves for her -- he grabs her, they duck into the turret which closes, just as, behind them, giant EXPLOSIONS which OVERWHELM THE FRAME, AND WE GO TO SHOCKING WHITE --

EXT. KANDOR - DAY

-- and we realize the WHITE is CLOUDS, which we DIVE THROUGH, revealing a majestic Kryptonian city, far from Menna. This is a kingdom ruled by a great leader, who lives in the building we now quickly approach: KANDOR PALACE. In the same shot we land in the MAIN GARDEN --

INT. KANDOR GARDEN CORRIDOR - DAY

-- and CAMERA CONTINUES, racing behind a sprinting OFFICER, through the incredible space. He turns a corner, crying out to a group of SIX MEN who move down the hall -- the alarmed Officer speaks KRYPTONIAN, which we SUBTITLE:

OFFICER
Sir, the barrier's been broken --
they've crossed the border into
Menna! THEY'RE COMING.

Five of these men are stunned -- PUSH IN on the fifth. Their KING. A rugged 39 year-old man, strong of body and character. Unshaken. This is JOR-EL. SMASH CUT TO:

INT. KANDOR WAR ROOM - DAY

PANIC: the bustling command center of their military. Two dozen LIEUTENANTS talk over each other, manning their stations.

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CONTINUED:

THREE DIMENSIONAL HOLOGRAPHS are everywhere of the attacking enemy -- translucent BUZZARDS and TROOPS. Complex GLYPHS and DIAGRAMS give crucial data. OUR CAMERA DOESN'T STOP MOVING as Jor-El bursts in, taking in the information as a Lieutenant reports to him, still in SUBTITLED KRYPTONIAN:

LIEUTENANT

They attacked from the east and the south. Our defenses were destroyed.

Jor-El stares at the images, his heart sinking -- and we PUSH IN ON HIM as Jor-El realizes that this is the day he had been dreading for so long...

LIEUTENANT (CONT'D)

Sir, tell me you see a way out.

The Lieutenant remains fixed on his leader, hoping for a miracle. Finally Jor-El speaks, mostly to himself. A contemplative voice. (NOTE: JOR-EL SPEAKS ENGLISH -- FROM THIS POINT THE ONLY LANGUAGE WE HEAR ON KRYPTON):

JOR-EL

... yes. But the solution I have... is for another day.

His eyes flick to a HOLOGRAM OF AN ATTACKING BUZZARD -- WHICH TRANSITIONS US TO --

EXT. KANDOR, KRYPTON - DAY

-- an ACTUAL BUZZARD firing PLASMA BLASTS at a distant 200-STORY TOWER. The TOWER EXPLODES -- the Buzzard boldly flying THROUGH THE EXPLOSION as the structure COLLAPSES. And we WHIP PAN with the Buzzard as it LEADS OTHER BUZZARDS toward the center of Kandor, firing PLASMA BLASTS into the city, heading toward the great palace. TURRETS in the city FIRE BACK at the attackers.

EXT. KANDOR STREET - DAY

As Kandorians retreat, terrified, Jor-El's troops FIRE WEAPONS up at the overwhelming enemy --

INT. LAUNCH CHAMBER CORRIDOR - DAY

Jor-El hurries with his wife, LARA, who cries -- begs:

(CONTINUED)

CONTINUED:

LARA

-- please -- Jor-El-- there has to be something-- something else we can do--!

(she stops him)

He's our SON!

(and she cries)

... our baby...

Jor-El looks at her, his heart faring no better. But if he's not strong in this moment, there's no hope. He embraces her. Then, quietly, urgently:

JOR-EL

My love. We have no time. You know that.

He looks into her red, wet eyes, giving her as much time as he can, which is none. She looks at him, defeated. She nods, hating this moment. He kisses her forehead and they head off --

INT. LAUNCH CHAMBER - DAY

With a shockingly LOUD HISS a PORTAL opens -- we're looking inside a TRANSPORT POD. TIGHT ON an eleven month-old INFANT, as he is placed on the cushioned interior.

This child -- the baby KAL-EL, who will one day become Superman -- looks up hopefully at the parents who are about to send him light years away. The child, oblivious, smiles at his parents; a still teary-eyed Lara has just reluctantly placed her son into the carrier.

And they look down at their son for a last, heartrending moment. Jor-El touches the baby -- and we see just how devastating this is for him. But he stays strong:

JOR-EL

Look at us now, Kal-El... so that one day you might remember us.

Then a distant THUNDERING -- the enemy is coming.

We see now that we're in a large, round, high-ceilinged space. Jor-El uses a holographic keyboard and the capsule's portal CLOSES. We can still see the infant inside through a window as the capsule begins to FILL WITH A CLEAR, THICK LIQUID.

Lara chokes back tears as the oxygenated, protective GEL covers her son. And with an ear-shattering BLAST, the POD BEGINS TO RISE.

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CONTINUED:

Jor-El and Lara watch the ascending craft, which we see silhouetted as the ceiling PARTS, revealing the Kryptonian sky --

INT. KANDOR PALACE - GREAT HALL - DAY

Jor-El and Lara hurry through the Great Hall to:

EXT. KANDOR PALACE GREAT HALL ENTRANCE - DAY

The city under siege, the palace's launch tower portal opens and the POD containing Kal-El rises. It hovers for a moment, in the path of an oncoming BUZZARD, which BANKS to avoid the pod, SLAMMING into a TOWER and wobbling wildly, EXPLODING in the city streets --

Jor-El and Lara run out, looking back to see the POD BLAST INTO SPACE, taking their son with it. Jor-El turns to her, enemy craft ROARING through the skies above them:

JOR-EL

-- go to Taga -- he'll provide you passage to Djomein--

LARA

-- you aren't coming --?

JOR-EL

I can't go now. But you must.
(holds her face)
I will see you again.

Lara cries as she smiles. He kisses her passionately. A nearby EXPLOSION ROCKS the ground -- one final look between them -- both putting on the bravest face. Lara, fighting tears, hurries off. Jor-El watches her go --

EXT. KANDOR PALACE GARDEN STEPS - DAY

Others run past as twenty Jor-El SOLDIERS FIRE AT THE TWO BUZZARDS THAT PASS OVERHEAD, CRACKING THROUGH THE SKY. These voice-thrashed men yell out, alerting the others of additional incoming -- desperate for more ammo. Though it's another planet, another species, this is warfare at its most familiar. Its most brutal.

But slowly these soldiers STOP FIRING -- PUSH IN on them as they react to SOMETHING TERRIFYING: a MASSIVE, CITY-SIZED TROOP TRANSPORT IN THE DISTANCE -- so huge that it's almost grey; we can barely make out its details through the atmosphere. But we can see SHIPS and TROOPS being deployed from it.

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CONTINUED:

BOOM DOWN AND MOVE TO FIND JOR-EL, brandishing a large, shoulder-strapped WEAPON. He turns to his troops and calls out forcefully:

JOR-EL
 WE WILL NOT HAND OVER OUR CITY!
 ENEMY SOLDIERS APPROACH THE SOUTH
 ENTRY! LET'S SHOW THEM HOW
 WELCOME THEY ARE!

And though the situation is grim, these loyal men CHEER their leader, falling out, headed for battle:

EXT. KANDOR PALACE GARDEN - DAY

Jor-El vigorously leads his men, FIRING at approaching ENEMY TROOPS. VARIOUS SHOTS of Jor-El's heroism and displays of the unflagging spirit of his men.

Then, suddenly, a large SCULPTURE is PULVERIZED by a mega-PULSE BLAST, exploding architecture and soldiers alike. Jor-El turns to look as a GIANT MECHANICAL FOOT CRASHES to the floor in a grim, gut-pounding THUD -- this is the ROUSER, the six-story mega-mechwarrior, having just landed. It FIRES AGAIN AND AGAIN, destroying, killing everything it hits.

Jor-El stands, the last living of his men. Even though masked ENEMY TROOPS appear, charging for him, Jor-El doesn't give up: he grabs a nearby BLASTAFF as half a dozen enemy Soldiers surround him. Jor-El fights them -- hand-to-hand combat, one man against six. What's incredible is how PHYSICALLY POWERFUL he is -- a BRUTAL WARRIOR who is in the middle of PUMPELLING HIS OPPONENTS when suddenly TWO DOZEN METALLIC, SNAKE-LIKE COILS APPEAR OUT OF NOWHERE AND GRAB HIM -- YANK HIM FORWARD, HOLDING HIM ON THE GROUND. This is called a SNARE -- and it comes from the Rouser that stands above him.

TIGHT ON JOR-EL'S racked face. He turns his head. One figure emerges through the dust and smoldering landscape. This is Jor-El's brother, KATA-ZOR (37). Like his son we've already seen, his eyes are dark, his skin ghostly. He walks directly up to Jor-El. Looks down upon him, victorious... but also, somehow, heartsick:

KATA-ZOR
 ... I can still hear your voices
 in my head. You and father.
 Returning from worship, singing
 the songs of Menna.
 (smiles, mad tears in
 his eyes)
 (MORE)

(CONTINUED)

CONTINUED:

KATA-ZOR (CONT'D)

He always had plans for you,
 didn't he?

(beat, laughs)

Can you imagine what he would say
 now? Seeing me... standing like
 this, over you?

JOR-EL

Father would know... as I do...
 that you won't be standing for
 long.

Kata-Zor KICKS JOR-EL IN THE FACE. A bloody result.

KATA-ZOR

Your religion's over, Jor-El. Bid
 your "Holy Land" farewell.

(smiles, kneels)

The ashes of Menna will soon
 darken the sky.

TIGHT ON JOR-EL as he becomes terrified of what this
 means. Just then Kata-Zor GRABS JOR-EL'S FACE, hard.

KATA-ZOR (CONT'D)

I know you've sent the boy off-
 planet. But I will find him.

And Kata-Zor KICKS JOR-EL in the face again, knocking him
 unconscious.

KATA-ZOR'S LIEUTENANT

Sir, the pod could be headed for
 any one of a thousand planets.

KATA-ZOR

(quiet rage)

... then send a thousand men.

EXT. KRYPTONIAN FIELD - DAY

-- the area we saw earlier, now POST-BATTLE. No living
 thing to be found. Then a RUMBLING. A ROUSER ROARS
 OVERHEAD -- flies to the center of a burnt-out field. It
 begins FIRING INTO THE GROUND -- BLASTING AGAIN AND AGAIN
 as a CRATER forms, hundreds of feet deep -- then
 thousands. Soon there's a hole over a mile deep.

A PORTAL then opens beneath it and a giant, metallic,
 threatening-looking SPIKE is lowered into the hole. This
 oddly sexual imagery is about to have a profound impact
 on this planet: as the Rouser speeds away, the SPIKE BOMB
 SEALS ITSELF around the crater.

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CONTINUED:

PUSH IN ON the BOMB as it makes PRE-DETONATION SOUNDS -- A SPECIFIC BEEP-CLICKING THE INCREASES, LOUDER AND FASTER AS WE PUSH IN UNTIL IT'S COMPLETELY SILENT. Then: BOOOOOOOOOOM!

EXT. KRYPTON - DAY - SPACE

A SHOT SO LONG THAT YOU CAN SEE THE CURVATURE OF THE PLANET -- THE EXPLOSION SO MASSIVE IT CAN BE SEEN FROM THIS DISTANCE: A CHUNK OF THE PLANET -- MENNA -- PULVERIZED BY THE DEEP CORE DETONATION.

Suddenly Krypton has a bite taken out of it, like a planetary apple; massive sections of LAND and MOLTEN rock erupt, miles into space.

And then, from a FOREGROUND CONTINENT, the PODS come. Hundreds of them, lifting off from Krypton and dispersing into space. All headed away from their RED SUN, hunting down an innocent child... who couldn't possibly know of the journey that lies ahead. EPIC MUSIC SWELLS -- and then, in the most incongruous CUT of all time:

INT. KENT'S KITCHEN - DAY

Silence as MARTHA and JONATHAN KENT eat breakfast. Late thirties. A handsome couple. A good couple. Their farmhouse modest and cozy. The large window beside the table frames a view of their expansive wheat field. A timeless place. HOLD ON this one shot. So simple, so mundane. These are their last moments of a normal life.

JONATHAN

Good eggs.

MARTHA

Oh, good, I'm glad you like 'em.
I used that new cheese.

(beat)

You know, with that orange label?

JONATHAN

Mm. Thank you.

MARTHA

You're welcome.

What they don't see is that through the window -- across the farm -- SOMETHING THE SIZE OF AN SUV FALLS FROM THE SKY -- SKIMMING ALONG THEIR FIELD, RIGHT FOR THE HOUSE --

(CONTINUED)

CONTINUED:

MARTHA (CONT'D)

So Devaney called. He wants to
come by for the check -- as if he
can't wait one day to--

KA-BAM! THE THING STRIKES EARTH, SHATTERS THEIR FENCE --
Martha SCREAMS -- Jonathan TURNS as the POD SCREAMS FOR
THEM, PLOWING UP DIRT -- Jonathan DIVES FOR MARTHA --
HITTING THE GROUND WITH HER AS DIRT FILLS THE WINDOW --
which, when the action's over, JUST BARELY SPIDERS.

Jonathan and Martha finally sit up, mortified.

EXT. KENT FARM - DAY

The Kents nervously approach the pod. Smoke rises. Dirt
everywhere.

MARTHA	JONATHAN
... careful--	-- I am, I am...

She stands back. When Jonathan gets to the edge of this
new, burnt-out ditch, what he sees bewilders him.

JONATHAN
... oh my God...

Jonathan jumps down into the ditch, Martha watching. And
now we see it: KAL-EL'S POD, half-buried in the earth.

MARTHA	
-- Sweetheart...?	
JONATHAN	MARTHA
Honey, stand back--	-- I am, I am...

Jonathan slowly approaches the pod. Jonathan reaches
out... slowly, cautiously... and just as he touches the
pod, its OUTER SHELL SUDDENLY, LOUDLY RETRACTS -- THE
KENTS SCREAM -- Jonathan falls back --

It's opened -- the LIQUID SPILLING OUT onto the dirt,
revealing the ELEVEN-MONTH-OLD KAL-EL.

Jonathan's in shock. And Martha can't help it: she just
starts to cry. She moves past her husband, for the baby,
her untapped maternal instinct surfacing, full-force.

JONATHAN
-- Martha--

(CONTINUED)

CONTINUED:

-- but she carefully lifts the wet, beautiful boy into her arms. Holds him close. Lovingly. Jonathan moves behind her, both looking into the eyes of this incredible child. Pure awe. Then he SNEEZES. Through her teary eyes, Martha smiles, and says, softly:

MARTHA

... bless you.
 (beat, meaningfully)
 ... bless you...

And on their astonishment we PULL BACK, a couple, instantly transformed into a family.

INT. KENT'S LIVING ROOM - LATER - DAY

The CAMERA ON THE FLOOR as a RUBBER BALL rolls past. A moment later, little Kal-El, now wearing a diaper, takes careful steps toward the ball.

Martha and Jonathan watch him. They're smitten, but it's still all very new. And so damn weird.

Kal-El accidentally kicks the ball; it rolls under one end of their sofa. The Kents watch as the adorable little boy waddles over to the couch, carefully bends down to pick it up... and with one hand FLIPS THE SOFA INTO THE AIR -- THE HUGE PIECE OF FURNITURE THROWN --

EXT. KENT'S HOUSE - DAY

KRRRRASH!!! THE SOFA EXPLODES THROUGH THEIR FRONT DOOR FRAME, PAST THEIR PORCH AND LANDS IN THEIR FRONT YARD.

INT. KENT'S LIVING ROOM - DAY

The Kents are stunned. Kal-El has his ball. He's happy. A beat on Jonathan.

JONATHAN

Honey, we should probably talk about th--

MARTHA

Listen to me: this child is alone. He has no family -- he obviously didn't come from anywhere near here--

(CONTINUED)

CONTINUED:

JONATHAN

... I'm just saying, our sofa's on
the front lawn--

MARTHA

Yes, he might have certain
attributes that other children
don't --

JONATHAN

-- that's one way to put it--

MARTHA

-- why or how that is we may never
know. But look at him.

(beat, emotional)

Jonathan, look at this beautiful
boy... he's everything.

JONATHAN

He certainly is strong.

MARTHA

Then we teach him restraint. To
control himself -- as parents
that's something we'd need to do
anyway--

JONATHAN

While that's true...Honey...
normally our lives wouldn't be at
risk--

MARTHA

This boy is an angel. Look at
that face. That smile... he looks
like an old-time movie star.

(staring at him)

Are you our little Clark Gable?

Our strong little Clark Gab--?

(to Jonathan)

-- hey, d'you like that? "Clark"?

Jonathan looks at his wife. There's no way he's winning
this argument. He heads out:

JONATHAN

I'm gonna... go outside. Check on
our living room furniture.

(as he goes)

You... stay here with "Clark".

(CONTINUED)

CONTINUED: (2)

And as he walks out, strong little Clark smiles at his mother. And our SCORE BEGINS, as we...

DISSOLVE TO:

EXT. KENT FARM - DUSK

WIDE SHOT of the farm, almost three years later. Of course, the pod damage has long ago been repaired. From this distance, we HEAR a child laughing and:

MARTHA (O.S.)
 (like a playful
 monster)
 I'm gonna getcha! I'm gettin'
 closer!

And now we're CLOSE on the edge of the wheat field as THREE YEAR OLD CLARK, a beaming, gorgeous boy, runs from the crops, laughing. Martha chases him playfully.

At the barn, Jonathan steps out, having just fixed his tractor. He wipes his hands with a rag, watching his wife and young son. And he can't help but smile. Then he runs toward Clark, playfully ROARING, as if another monster were now chasing him.

Clark squeals, laughs, and runs into the house. Martha and Jonathan follow --

INT. KENT'S LIVING ROOM - DAY

As Clark runs around the coffee table, escaping his "monsters". Martha and Jonathan enter -- Jonathan moves to him, feigning a scary monster:

JONATHAN
 You can't get away from the tickle
 monster, CAN y--?

Suddenly CLARK TAKES OFF -- FLYING THROUGH THE CEILING. For a beat, Jonathan and Martha are frozen, stunned.

JONATHAN (CONT'D)
 ... well, that's new.

Martha bolts up the stairs:

INT. JONATHAN AND MARTHA KENTS' BEDROOM - NIGHT

Clark is there, his head happily sticking through the shattered floorboards. The Kents arrive:

MARTHA

Clark, whatever that was, that is
not okay--

They move toward him and he RISES QUICKLY -- Martha blurts a scream as Clark now HOVERS, loving it:

CLARK

Look! Can you do this?

But Jonathan moves to him -- takes him, sets him down:

JONATHAN

No, Clark, no one can. People don't-- I can't believe I'm saying this-- Clark? People don't fly. You understand?

CLARK

(so vulnerable)
... they don't?

JONATHAN

No.

Martha, concerned, kneels, saying sweetly:

MARTHA

Sweetheart, there's no flying in this house.
(off his sweet nod)
Bath time. Go get undressed.

CLARK

-- but it's not even dark yet--

MARTHA

Bath time.

CLARK

Okay...

Clark heads off to his room. Jonathan looks down at the hole in his bedroom floor. He sighs. But Martha's mind is elsewhere. She says, sotto:

MARTHA

... it's... gonna be hard.

(CONTINUED)

CONTINUED:

Of course she KNOWS this... she just feels it so much right now.

MARTHA (CONT'D)

Teaching him to act... "normal".

(then, the point)

Keeping him safe-- can you imagine? If anyone finds out what he can do? They'll take him away, they'll--

Jonathan just embraces her. And whispers:

JONATHAN

We're gonna be okay. The three of us, we'll figure it out. We're a family.

Jonathan's love for Clark warms her.

DISSOLVE TO:

INT. CLARK'S BEDROOM - NIGHT

Later. Bedtime. PUSH IN as Martha reads a book to Clark, who, without even knowing it, gently touches her hand. It's subtle, but Martha notices this, and continues to read.

DISSOLVE TO:

EXT. FARMLAND - DAY

The WIDEST CRANE SHOT EVER. The Smallville Elementary School bus drives along, kicking up dust. It stops at a crossroads.

The doors open. The Kids much LOUDER now. Clark, EIGHT YEARS OLD NOW, gets off the bus. Clearly not one of the popular kids, he wears GLASSES and is even more the "class outsider" than he was the last time we saw him. As he gets off, he says to the Driver, kindly:

CLARK

Thanks, Miss McGrath.

MISS MCGRATH

(sympathetic)

See you tomorrow, Clark.

(CONTINUED)

CONTINUED:

The doors close and the bus drives off. Clark walks home, BUT HE CAN STILL HEAR THE KIDS LAUGHING INSIDE THE BUS AS IT DRIVES AWAY, A QUARTER MILE DOWN THE ROAD:

KIDS

(over-lapped, ab lib)
 -- haha! Clark was sitting next to you! Shut-up! Did you see him at recess? What a freak. I think he's learning-disabled? Whatever, he's a FREAK. Total freak...

Clark, by now used to this, covers his ears as he walks. And we're TIGHT ON HIM as we PRE-LAP:

CLARK (V.O.)

I never get picked. For sports.

EXT. KENT FARM HILL - DAY

Jonathan, planting a sapling, looks up at Clark, who sits on the ground near him, quietly angry.

CLARK

The other kids think I can't play.

JONATHAN

(beat, considers)
 Well that's crazy.

CLARK

(firm)
 No it's not. They're right -- I can't throw. Or hit. Or jump or kick-- not for real. Not in front of anyone. So it always ends up looking like I can't do ANYTHING.

Jonathan looks at his son, who is deeply frustrated.

JONATHAN

I know it doesn't feel like it. But your secret... the things you're able to do. It's a gift--

CLARK

No. Dad, you always say that. But a gift is something you WANT.

Jonathan stares at his son. Touched at the profundity of his words. Clark is angry here -- almost tearful:

(CONTINUED)

CONTINUED:

CLARK (CONT'D)

I'm SICK of being afraid that someone might see me do something and realize I'm different! Dad, they already THINK I'm different!

JONATHAN

It's for your own good--

CLARK

How?! They think I'm a weirdo! They make fun of me. All the time. And it's not fair: YOU and Mom didn't have this problem! How come I do?!

Jonathan weighs the fact that Clark still doesn't know he's not their biological child. But he's ill-prepared to address this right now... And we PRE-LAP:

JONATHAN (V.O.)

-- nice! Good one, let's see another...

EXT. KENT FARM - DAY

Near the house, Clark faces Jonathan, fifteen feet away. He's now hitting a ball tossed to him by his father. Clark swings and hits. A decent double. Jonathan has another ball ready.

JONATHAN

Excellent! See that? You're doing great -- you can hit! Let's try again. Nice and gentle.

Jonathan tosses the ball back to the kid. Clark hits again -- pops it up. Potential homer.

JONATHAN (CONT'D)

Come on! Good control!
(beat, then, twinkle
in his eye)
Hey, just for fun. Give it a little juice. Some of that "Kent magic."

Clark looks at his father unsettled: are you sure?

JONATHAN (CONT'D)

Come on, it's just you and me.

But then, almost as a warning:

(CONTINUED)

CONTINUED:

CLARK

'kay...

And Jonathan pitches softly. AND CLARK HITS THE BALL OUT OF THE STATE. Jonathan just watches it go, amazed.

JONATHAN

... oh... well look at that...

EXT. HUB CITY - DAY

A LOUD, busy, multi-lane highway, a city (think Detroit) in the distance. Out of nowhere, a baseball lands -- SIX CARS AND TWO TRUCKS SUDDENLY SCREECH LIKE MAD to avoid an ugly crash. One of the cars is a BORING COMPACT CAR:

INT. COMPACT CAR - DAY

The driver SWERVES, scared in the moment -- the driver happens to be a forty-ish man with thick glasses, a bas couture, poorly-fitting suit and tie and a FULL HEAD OF HAIR. His name? LEX LUTHOR.

LUTHOR

-- SHIT!

And he angrily checks his rearview as we PRE-LAP:

LUTHOR (V.O.) (CONT'D)

The world is doomed.

INT. ROOM - DAY

TIGHT ON LUTHOR, standing, making an intense PRESENTATION. He speaks with a passion that some might describe as chilling (others, comedic):

LUTHOR

That is, if humanity continues, feeble-mindedly, along its current path. Our disparate religions -- cultures, politics, class, race, technology -- will result in nothing but ruination! The obliteration of all things. Unless we take measures. Severe measures, RADICAL measures! The ANSWER is a single, central controlling government! I propose we reshape this godforsaken planet once and for all!

(CONTINUED)

CONTINUED:

On that yelled notion we CUT TO Luthor's POV: he's talking to a class of Hub City THIRD GRADERS. They're watching him, a touch nervously. This is a classroom; SCRIBBLINGS of a twisted mind on the blackboard behind him. This is when Luthor notices, at the door, an elderly NUN (SISTER MARY) at the window. She angrily beckons Luthor.

INT. SCHOOL HALLWAY - DAY

Luthor comes out to see Sister Mary, who talks quietly:

SISTER MARY

Mr. Luthor, this isn't working.

LUTHOR

-- what isn't working?

SISTER MARY

We never realized your ideas were this... extreme. Or that the children were going to be as frightened as they are--

LUTHOR

Am I getting fired?! By a NUN?!

SISTER MARY

I'm sure you'll find your place in the world, Mr. Luthor. It's just not at St. Francis.

Luthor's rage builds -- there's a CLAP OF THUNDER and:

EXT. COUNTRY ROAD - NIGHT

Pouring RAIN. The only car that passes is Luthor's.

INT. COMPACT CAR - NIGHT

Luthor drives, grim. Then he notices something -- something in the sky -- his horror grows -- and suddenly Luthor SWERVES the car as a BLAZING YELLOW-RED COMET STREAKS OVER HEAD WITH A STARTLING HOWL -- LUTHOR SWERVES again --

EXT. COUNTRY ROAD - NIGHT

Luthor SLAMS on the brakes as the comet IMPACTS just over a small hill.

INT. COMPACT CAR - NIGHT

Luthor breathes heavily. His glasses have come off, now broken. He recovers for a beat, then hurriedly gets out of his car --

EXT. COUNTRY ROAD - NIGHT

-- squinting in the rain, Luthor fleets across the desolate street, over the hill. Luthor scurries up the mound of dirt, horrified at what he finds: buried twenty feet deep in fiery earth is another small truck-sized POD; ONE OF HUNDREDS KATA-ZOR SENT IN THE HUNT FOR KAL-EL. Badly damaged, the thing is cracked in areas, the cockpit shattered. Chunks of PHOSPHOROUS GREEN ROCK surrounds it.

Luthor cautiously climbs down to the pod. ONE OF KATA-ZOR'S SOLDIERS SITS IN THE COCKPIT, dying -- gasping. VEINS can be seen through his BLISTERING SKIN. Terrified, Luthor can't help himself: he moves closer.

LUTHOR

... wh... what are--

SUDDENLY THE SOLDIER GRABS LUTHOR'S NECK -- Luthor SCREAMS, scrambles, tries to get the hell out of here -- but the grip is too strong. And Lex suddenly stops resisting -- and his face begins to CHANGE. It's subtle, all in the man's expression -- but as Luthor's eyes meet the Kryptonian's -- his fear gradually replaced with a fierce curiosity. Then: a deeper knowledge.

It's a transcendent moment, as if he's being spoken to silently. Luthor looks at the pod's impossibly complex CONTROL PANEL -- QUICK INTERCUTS between LUTHOR'S ABSORBING EYES and the CONTROL PANEL'S INSTRUMENTS.

Lex is so caught up in the moment that he doesn't even realize that HIS HAIR HAS BEGUN TO FALL OUT, the RAIN WASHING IT AWAY in clumps. And finally the Kryptonian DIES, his grip loosens. And Luthor, now ENLIGHTENED, inexplicably mutters:

LUTHOR (CONT'D)

... KAL-EL...? HERE...?!

And LIGHTNING and THUNDER strike as we BOOM UP, away from this sublime, bizarre moment... and we HEAR:

(CONTINUED)

CONTINUED:

MARTHA (V.O.)
 (quietly)
 So Clark made a discovery today.

INT. KENT'S BEDROOM - NIGHT

OVERHEAD, SLOWLY MOVING TOWARD Martha and Jonathan, who lie awake, reading.

JONATHAN
 ... yeah...? What's that.

MARTHA
 He can see through things.

Jonathan lowers his new tractor manual. Incredulous.

MARTHA (CONT'D)
 We were at the supermarket.
 Loretta Lang was there. Clark
 said, "Mom, how come that lady
 isn't wearing underwear?", which
 we all know is true about Loretta--

JONATHAN
 -- you're kidding me.
 (long beat)
 ... that lucky kid--

Martha hits him playfully -- he smiles and kisses her.
 The kiss grows more passionate, until, very quietly:

MARTHA
 ("not tonight")
 ... he can hear us.

JONATHAN
 (barely a whisper)
 Not if we're extra quiet.

A beat. Then, to prove her point, whispers quieter:

MARTHA
 Clark?

Then, from way down the hall:

CLARK (O.S.)
Yeah?!

Jonathan can't believe this.

(CONTINUED)

CONTINUED:

MARTHA

Go to sleep.

CLARK (O.S.)

'Kay!

Martha smiles, goes back to her book. OFF Jonathan...

INT. METROPOLIS NATURAL HISTORY MUSEUM - DAY

CRANE DOWN from a STARFIELD to REVEAL the space exhibit. Clark (still eight years old) walks through the exhibit with his mother, who holds a CAMERA, taking PICTURES.

MARTHA

So Dad and I were thinking. If your eyes are bothering you, you know you have that thing with lead. We could have special glasses made up. With some lead specks in the glass...

But Clark's eyes are elsewhere now: across the museum space, LANA LANG -- seven-years-old and adorable -- stands at a SPACE ROCK display. Martha turns, sees.

MARTHA (CONT'D)

Oh. Why don't you go say hi.

CLARK

(turns away)

Nah. Lana doesn't know me.

MARTHA

There are only eight kids in your class, Clark. She knows you. Go say hi, it's the nice thing to do.

A beat. Clark sighs. Gathers himself and moves to Lana. He stands there, beside her. Both kids just staring at the rocks. She looks at him, then looks away.

CLARK

Hi, Lana.

(a horrible silence)

Whatcha doin'? Just... looking at rocks?

Then Lana looks at him. Not necessarily approvingly.

LANA

You stare at the wall a lot. In class.

(CONTINUED)

CONTINUED:

CLARK
 (beat, self-
 conscious)
 ... yeah, I just... I like looking
 at the clouds and stuff.

LANA
 (calmly)
 But it's just a wall. There
 aren't even windows.

CLARK
 (beat, smiles, as if
 sharing a secret)
 I make my own windows.

She just looks at him.

LANA
 You're the weirdest kid in class.

This breaks his heart. He forces a weak smile.

MR. LANG (O.S.)
 Lana, come on. We're leaving.

And Lana just walks away. Clark's left alone for a beat. Then he heads off in the opposite direction, back toward his mother. Suddenly gets a SHARP PAIN and Clark collapses. Martha runs to him, alarmed --

MARTHA
 Clark-- what is it, are you okay?

She GASPS -- her son, in deep pain, is developing VEINS on his skin -- SORES. Horrified, she quickly gathers her son and carries him out of the museum -- and we HOLD ON THE LARGE GLASS CASE Clark had fallen in front of: IT'S A REFRIGERATOR-SIZED, SHARP-SPIKED, PHOSPHOROUS-GREEN METEORITE. We're looking up at it, and the SKYLIGHT above it. PRELAP:

MARTHA (V.O.) (CONT'D)
 Sweetheart, you're sure you're all
 right?

EXT. KENT FARM - NIGHT

Their car has just pulled up, Martha and Clark get out.

CLARK
Mom, I'm fine--

(CONTINUED)

CONTINUED:

MARTHA

Don't "Mom" me, young man, if a weird green rock makes you sick I want to know about it--!

MR. DEVANEY (O.S.)

Well there you are!

Martha jumps, seeing MR. DEVANEY walk out from inside their house. He's the Kent's landlord. Big guy in his early 50s. Short, cropped red hair. Brown suit. Martha tries to hide her distaste for the man.

MARTHA

Mr. Devaney...

MR. DEVANEY

I let myself in, hope that's okay.

No, it isn't. On the porch, Martha moves Clark past Devaney, toward the front door.

MARTHA

If you're looking for Jonathan, he's not home--

MR. DEVANEY

-- no, I know that, he told me he was going out of town for a few days.

MARTHA

(to Clark, quietly
urgent)

Get in the house.

Clark goes inside. Martha turns back to face Devaney. From inside the house, Clark watches through a window, his tormented eyes locked on Devaney --

MR. DEVANEY

I wanted to ask you if he got that loan...

MARTHA

Yes. Rent will be on time this month.

MR. DEVANEY

Hey you're kidding, hell froze over? No one told me.

(CONTINUED)

CONTINUED: (2)

Amused at himself, Mr. Devaney has walked close to Martha -- putting his hand on the doorframe, between her and her front door. Clark watches nervously through the glass.

MR. DEVANEY (CONT'D)

I have an idea, you wanna hear it?

MARTHA

I need to put my son to bed--

MR. DEVANEY

MARTHA

The boy can do that himself- -- Mr. Devaney--
 - we could do each other a
favor: we could say this
 month's "rent free," how's (forceful)
 that? -- I'd rather pay double.

MR. DEVANEY

(grabs her arm)

-- I see how you look at me --

Clark's scared --

MARTHA

Let go of my arm--!

-- but Mr. Devaney kisses her -- she tries to push him away -- his lips go to her neck -- his hands on her -- she tries to move him away, but he's being aggressive -- the front door opens -- Clark grabs at Mr. Devaney's jacket:

CLARK

Stop it!

But Devaney just pushes the boy back:

MR. DEVANEY

Get back in the house!

He continues his aggression on Martha, who tries in vain to fight him off. Clark then lunges at Mr. Devaney -- tackling him OFF THE PORCH --

MARTHA

Clark!

Clark then GRABS MR. DEVANEY AND THROWS HIM, TWENTY YARDS ACROSS THEIR PROPERTY! Devaney lands hard, SKIDDING BACK in the dirt toward the barn. Martha's horrified as Devaney comes to a stop, dirty and bleeding. He looks over at Clark -- held back now by Martha. The boy is more afraid than anything else. Mr. Devaney is a mess: his eyes wide, terrified:

(CONTINUED)

CONTINUED: (3)

MR. DEVANEY
... you... you're Satan!

Martha holds Clark, whose back is against her legs --

MARTHA
-- get in the house--

But Clark is fixed on Devaney, who yells words that will stay with Clark -- in a way define Clark -- for years:

MR. DEVANEY
YOUR BOY'S THE DEVIL!!! THE DEVIL
HIMSELF!!!

Devaney stumbles to his car, parked in darkness near the barn -- it DRIVES AWAY, a cloud of dust behind it.

And Martha kneels to her son. Looks at him, then embraces him.

MARTHA
Don't you listen to that man.
(then)
... you have love in your heart...
you're my hero...

But we're CLOSE ON CLARK, as Devaney YELLS about Clark, MUFFLED in the background, to no one in particular.

FADE OUT.

FADE IN:

INT. KENT'S HOUSE - DAY

A view looking down the stairs of the house, toward the entry way. And we HEAR:

CLARK (O.S.)
Mom? Dad?

And CLARK enters -- now TWELVE YEARS OLD. He moves halfway up the stairs, toward camera, looking past us:

CLARK (CONT'D)
Mom or Dad?

But no one's home. Happy about this, Clark runs off --

INT. KENT FARM BARN - DAY

We find Clark at the top of a ladder, at the hay loft. He's moving aside hay, revealing CHRISTMAS PRESENTS that his parents have hidden here. He picks up a wrapped box - - shakes it -- but unlike most kids, Clark doesn't have to unwrap anything to see what's inside; he just removes his glasses and LOOKS THROUGH THE WRAPPING.

We SEE his X-RAY VISION: seeing through LAYERS -- PAPER, BOX, then, finally, he sees a NOTE inside, which READS: "CLARK! NO PEEKING!". Frustrated by this, he tosses that present aside and goes looking at the others -- revealing a pair of SNEAKERS. Another's a MICROSCOPE. Then a SWEATER. Then one of the presents FALLS -- landing on the hay-covered barn floor with a HOLLOW THUD. CLOSE ON CLARK, who reacts to the odd sound.

Moments later, Clark has climbed down and moves away hay on the ground, revealing a large metallic RING -- a handle for the ROOT CELLAR door. Something, we can see in Clark's face, that he has never seen.

INT. KENT FARM - ROOT CELLAR - DAY

Darkness. Then the CEILING OPENS: Clark opens the door to the cellar, shaft of light cuts down. Clark walks down the creaky wooden stairs. Clark finds a hanging string. He pulls it; a dim yellow BULB lights the space.

And something is there, covered by a thick TARP. Clark moves to it and pulls the tarp away, REVEALING THE POD THAT HE LANDED IN, YEARS AGO. Clark stares at it, amazed. The silver sheen, the "S" engraved in its angled nose. He reaches out, gingerly touches the "S" -- when SUDDENLY, STARTLINGLY -- A COMPARTMENT ON THE POD OPENS -- Clark jumps back -- then moves forward -- AND SEES THE SUPERMAN SUIT, FOLDED AND PLACED SECURELY IN THE COMPARTMENT. The BLUE, RED and YELLOW "S" REVEALED TO HIM FOR THE FIRST TIME. On Clark's face, his mind racing...

EXT. KENT FARM BARN - DAY

The SIDE DOOR SWINGS OPEN and Clark steps out, standing akimbo, WEARING THE SUPERMAN SUIT. Of course it's WAY too big. Behind those glasses, Clark's eyes are melodramatically fixed on the horizon. Cocky, he moves forward -- AND TRIPS ON THE CAPE, FALLING ON HIS ASS.

(CONTINUED)

CONTINUED:

He looks up, his glasses askew. So he removes them. And when he stands, he has an idea.

EXT. FIELD - DAY

Inspired by the suit, Clark runs around his parents' property, watching the glorious red cape dance in the wind behind him. He's having a blast.

And as he runs around the farm he LEAPS over his father's tractor, checking the cape in mid air -- Clark lands and he keeps running -- as he runs he approaches the BARN -- he strains and LEAPS AGAIN -- into the sky -- but instead of coming down again, he SWOOPS DOWN -- FLYING FOR A MOMENT -- this freaks him out and he lands hard --

He sits up -- shocked -- realizing that he might have an ability hitherto unknown.

So he's on his feet again -- running faster and faster. He JUMPS AGAIN and he FLIES uncertainly, like a kid riding a two-wheeled bike for the first time. As scared as he is, he LAUGHS -- finds that the best position for his arms isn't perpendicular to his body, but STRAIGHT AHEAD. Now he SOARS into the sky -- five-thousand feet above the Earth -- AND HE LOSES CONFIDENCE AND FALLS -- and as he falls he SCREAMS -- then FORCES HIMSELF TO REGAIN CONTROL -- and just before he hits the ground he FLIES AGAIN -- SWOOPING into the WHEAT FIELDS, burrowing through the fields like an adolescent airborne MOLE.

He flies through stacks of HAY BAILS again and again -- not realizing that parked behind the last stack is Jonathan Kent's TRACTOR.

The impact is intense: the tractor practically EXPLODES into a thousand pieces as Clark wipes out hard --

Out of breath and stunned by the impact, he stands -- only to find his PARENTS, standing next to their car, having just arrived home. He's in trouble.

CLARK

... hi.

JONATHAN

Go to your room.

INT. CLARK'S BEDROOM - NIGHT

Clark sits on his bed, in normal clothes again. His glasses broken.

(CONTINUED)

CONTINUED:

Though guilty, he talks excitedly to his parents, who sit before him, filled with dread: they're about to have the difficult conversation they've known was coming for years.

CLARK

I was just having fun, I didn't know I'd fly, I had no idea I could fly--

JONATHAN

-- Clark --

CLARK

I knew I could jump, but not fly, and then I was trying to figure out: was it the cape? The suit? Or was it just me? It can't be me...

MARTHA

-- it's you.

JONATHAN

The same way your eyes work differently than other kids. The same way you're stronger. When you were little, a few times, you... flew.

CLARK

I flew when I was little? I DID?

MARTHA

You know how much we love you.

JONATHAN

Clark. That... vehicle. The thing you found in the barn.

(beat)

That's what brought you here.

Clark is beyond confused. It takes a long beat.

CLARK

(breathless, timid)

... what...?

MARTHA

You're not from here. From Smallville.

(heartbroken)

... Sweetheart... you're not from this planet.

(CONTINUED)

CONTINUED: (2)

And Clark stares, horrified. Numb. Looking at his parents through teary eyes for an answer. But their looks make it clear: they have no idea. Clark grapples with this mega-news -- the realization that all he's feared is being confirmed: he is a freak. A monster. Perhaps the Devil himself. Clark runs off --

MARTHA (CONT'D)

-- Clark, Honey!

EXT. KENT FARM HILL - NIGHT

Clark bolts through the Kent's field, crying -- trying to lose himself -- wishing he weren't himself. Running so hard, for so long, he finally collapses near the tree, which has grown considerably since it was planted. Clark sobs -- the deep, painful cries of a true Outsider.

And with the lights of the Kent home in the distance behind him, Clark looks into the sky with his wet eyes, into the infinite night... knowing that somewhere up there is a home that cast him away.

After a long moment, Jonathan walks up behind him.

JONATHAN

You're gonna figure this out. One day. And you're gonna understand why you can do the things you can. Why you're here.

(then)

I'm telling you, Clark, you're gonna grow up. Be the first Kent to go to college. And you'll figure it out.

But Clark can't believe this -- because he doesn't believe in himself. His eyes are on the sky. He's just lost. Hopeless.

CLARK

I know, Dad... and one day you'll be proud of me.

JONATHAN

Son. I'm already proud.

Clark looks at his father. Jonathan puts his arm around his boy. And they both look up at the STARS... which now FILL THE SCREEN. After a beat we SLOWLY TILT DOWN... and find MULTIPLE MOONS... and the TILT CONTINUES, REVEALING:

EXT. DJOMEIN DESERT, KRYPTON - NIGHT

-- nighttime in a cracked-earth desert terrain that seems to go on forever. And amid the rocky nothingness is a clay and straw DWELLING. Whispy smoke rises from a makeshift chimney. And these WORDS APPEAR ONSCREEN:
DJOMEIN DESERT, KRYPTON.

INT. HUT - NIGHT

LARA (fifty now), sits at a table, writing in a journal. Her face weathered, strong. This is a woman who has survived, alone and on the run, for over two decades. Then, suddenly, a SOUND outside -- in what seems like a millisecond, she grabs a BLASTAFF and is on her feet. The reflexes of an animal.

EXT. DJOMEIN DESERT, KRYPTON - NIGHT

Lara steps out. Looks at the vast nighttime desert. There's no one here. So she walks, through the rock structures... then: SOUND -- she turns, fast -- but it was just a small rock, skittering down the mountainside.

It's silent for a moment -- and we just KNOW we're about to get scared to death -- and that we do as suddenly A GIANT ROUSER FOOT LANDS HARD, CRUSHING HER DWELLING -- Lara screams as she shoots at the Rouser, but it's useless as the whip-fast, silvery TENTACLES PROJECT FROM THE METAL BEAST -- THE SNARE -- AND GRAB LARA, DRAGGING HER TO THE GROUND AS THE OTHER ROUSER FOOT LANDS NEARBY WITH A MIGHTY THUD! She's held now, tight -- as a FIGURE EMERGES from the darkness. A warrior. He removes his mask.

It's TY-ZOR -- the terrifying warrior who we know will one day confront Superman. Only 21 years old here, he's still scary -- Lara sees him, her eyes wide in fear -- and just as she's about to scream --

EXT. KANDOR - NIGHT

The once-glorious city, already showing signs of disrepair. The SOUNDS of THICK SECURITY DOORS CLANGING OPEN and we CUT TO:

INT. KANDOR PALACE SUBLEVEL STAIRS - NIGHT

Three levels beneath Jor-El's former palace, Kata-Zor (now 60) and Ty-Zor head down to the fourth level. Following them is an entourage including four GUARDS, two of them half-dragging Lara --

INT. JOR-EL'S CELL - NIGHT

CLOSE ON JOR-EL. Close enough that it's painful to see what's become of Superman's father. At 59 years-old, he's wire-chained to the wall, lips chapped, dried blood, scars and filth cover the former proud Kryptonian leader.

He looks up as the cell door opens -- and Guards enter, followed by Kata-Zor, who stares at Jor-El for a moment, taking him in. It's been a while. Still, the hatred is evident.

KATA-ZOR

You are resilient.

(then)

I wondered if... especially after last year's winter... you would survive down here.

(then)

I'm glad you did.

Jor-El looks up, his eyes red, sick, and confused as TWO GUARDS ENTER, DRAGGING THE WIFE JOR-EL HASN'T SEEN IN TWO DECADES. Jor-El is in shock -- his voice ragged:

JOR-EL

... Lara--

LARA

-- my love--

But they quickly shove Lara to the ground, holding her head down, execution style --

JOR-EL

NO!

Jor-El fight his restraints -- pointlessly.

KATA-ZOR

My son. He found her. By chance. I almost didn't believe him when he told me.

(then)

(MORE)

(CONTINUED)

CONTINUED:

KATA-ZOR (CONT'D)

You've never met, have you? My son.

Jor-El looks up, breathing heavily and noticing that Ty-Zor has also entered the cell. Ty-Zor moves forward, expression grim, staring at Jor-El, relishing the moment.

KATA-ZOR (CONT'D)

Such a handsome boy.

(then)

The same age as your own, hm?

(then)

You haven't told us in the past. This time, however... it is not you we will torture.

Jor-El's eyes on Lara, his mind spinning in horror --

KATA-ZOR (CONT'D)

All is well, you should know. Up there, in the real world. The empire is under my control -- as monarch, you're all but forgotten--

LARA

You deluded fool, the people HATE you! They FEAR y--!

SHOVE-- the Guard pushes her head down painfully --

JOR-EL

STOP!

Ty-Zor steps forward, his blood boiling. Seeing his father disrespected makes him insane -- he's a time bomb -
- a volcano about to erupt --

KATA-ZOR

(just continuing)

But still... in the quiet of my chamber... I admit that I remain unsettled. Unresolved. Tell me where to find Kal-El.

LARA

Never.

Jor-El's eyes flick to his defiant wife.

JOR-EL

-- Lara, he will k--

(CONTINUED)

CONTINUED: (2)

LARA
 -- NO! We can't!
 -- and you must be strong
as well!
 -- we can't give up now,
 we're so close! NOT A
WORD!

JOR-EL
 -- Kal-El is strong, he--
 -- I cannot let th--
 -- Lara--

KATA-ZOR
 (to Jor-El, softly)
 No, my brother, you're wise to
 cooperate -- tell me where to find
 your son!

JOR-EL
 -- you question why father always
 chose me--

KATA-ZOR
 Tell me where he is, you know I
 will show no mercy to your woman--

JOR-EL
 -- because he could see the nature
 of your heart!

KATA-ZOR
 TELL ME WHERE HE IS!

And they explode in equal rage:

JOR-EL	KATA-ZOR
He wanted to protect the	Do not think that I will
people of Krypton, you	hesitate! This is your one
fool! He was afraid of--	chance to save her if--!

Their fury is interrupted as Ty-Zor suddenly GRABS KATA-ZOR'S BLADE, PULLS IT FROM ITS SHEATH AND IN ONE TERRIFYING MOVE STRIKES DOWN UPON LARA'S HEAD.

Silence. Stunned silence. Even Kata-Zor is chilled as Ty-Zor, breathing heavily -- his brutal nature revealed to the world -- DROPS the sword, turns and leaves the cell. Jor-El is devastated -- and for the first time ever... Kata-Zor is fearful of his own son.

INT. CLARK'S DORM ROOM - NIGHT

Clark suddenly sits up, into frame, on his bed, breathless and unnerved. He's a COLLEGE SENIOR now. Behind him, the door opens and his big roommate, JERRY SHUSTER, enters.

(CONTINUED)

CONTINUED:

JERRY

-- so Clark, I'm gonna go get Susan, I'll be at the party in ten -- when we get there I wanna see you inside, with a potent beverage, hanging from something and acting like a monkey.

CLARK

... I feel sick--

As Jerry roughly but kindly unbuttons Clark's collar:

JERRY

Yeah, it's 'cause you're an anti-socialite and I'm forcing you to actually engage in a communal activity: IT'S CALLED A PARTY, CLARK!

CLARK

It's like something horrible just--

Jerry grabs a TERM PAPER from Clark's desk.

CLARK (CONT'D)

Jerry, that's a final -- I have to turn it in tomorrow--!

JERRY

I will not graduate, leaving behind a roommate who has no social skills or direction in life -- you want this back? Get your scared little ass to Derrek's -- and wear something dark -- none of your blue and red.

And Jerry's gone, with Clark's final. Clark sighs.

EXT. FRAT HOUSE - NIGHT

You can smell the beer as DANCE MUSIC THUMPS in our gut. Clark walks up, a group of partying STUDENTS walk past him. He approaches the house nervously; drapes obscure a view into the party. He stands out here for a moment, uncomfortable. Too nervous to enter. Finally he turns -- he's gonna walk home. Then he HEARS:

FEMALE VOICE (O.S.)

Hey! Cut it out!

(CONTINUED)

CONTINUED:

And he turns back -- at the front of the house are two girls -- one, blonde (ABBY), whose back is to us -- the other, a BEAUTIFUL BRUNETTE GIRL arguing. And Clark's heart stops. This is LOIS LANE, incoming Freshman. Clark watches as finally Lois gets convinced to re-enter the party. She disappears inside. And Clark, smitten, looks around -- no one looking -- then he REMOVES HIS GLASSES AND USES HIS X-RAY VISION. And we get to SEE IT: the optic nerve working like a frog's whip-fast tongue -- INSTANT ZOOMS pushing THROUGH the walls of the house, providing a view into the party.

Dancing and drinking -- lots of kids laughing, having a blast. The blonde girl leaves Lois alone. And she stands there, observing. The outsider. We will come to learn that in many ways, Lois is just as much an alien as Clark. Then the blonde returns with a big GUY. They're heading upstairs for some fun and clearly trying to get Lois to go with them. Clark watches as she declines.

The blonde takes her arm but Lois pulls away, making some excuse, and heads for the back of the house. So Clark puts his glasses back on. Adjusts his clothes a little. Takes a deep breath... and heads off.

EXT. FRAT HOUSE - BACK PORCH - NIGHT

Through the kitchen windows, kids party. But out here, it's like a sanctuary. Lois is alone, looking out at the night. Then Clark walks up the steps. A beat. It takes a bit of courage to get to:

CLARK

... great party.

LOIS

(not looking at him)

It sucks.

A beat. Clark nods: this isn't gonna work. He turns to leave when Lois says, more to herself than to him:

LOIS (CONT'D)

I can not believe I'm here.

CLARK

(beat)

... me neither.

(CONTINUED)

CONTINUED:

LOIS

This girl from high school-- Abby Farmer -- she and I are gonna be freshmen here next year, she said we needed to come tonight, we needed to "network" -- but we're not even friends -- the only reason she wanted me to come was so she wouldn't show up alone. I predicted this would happen: now Abby's almost unconscious, upstairs with some three-hundred-pound, former Lincoln High all-star football dough-head, and I'm stuck out here, waiting for her to "finish" with him so that I can drive the three hours back home while she's passed out riding shotgun. Great party. Your fly's undone.

CLARK

-- oh--

As he does his zipper, she says, frustrated:

LOIS

Maybe I need to lighten up.
Just... try and network.
(with a faux smile)
Hi, what class are you in? What's your major?

This is actually a sensitive subject for Clark:

CLARK

I'm, uh... I'm a senior. And... undeclared.

LOIS

(beat, like it's disgusting)
An undeclared senior?

CLARK

-- oh, well that was a nice... non-judgmental reaction...

LOIS

I'm sorry-- that was rude--

CLARK

I just don't know what I want to do yet, that's all. I have...

(MORE)

(CONTINUED)

CONTINUED: (2)

CLARK (CONT'D)

some other... issues I'm still
working on...

LOIS

Don't listen to me-- I'm a freak.
I just wanna skip all this and get
on with it.

CLARK

... with what?

LOIS

With LIFE. With WORK, with things
that actually MATTER, not this.

CLARK

-- so, what do you wanna do?

LOIS

I wanna be the voice of people who
go through life unheard.

CLARK

Wow. Huh.

(but then)

I don't understand what that--

LOIS

I'm gonna graduate in three years,
move to the city and start writing
for The Daily Planet. I'm gonna
be a journalist. That's my plan.

Maybe it's how she smells. But Clark is in love with
her. She reads his ga-ga stare as common skepticism:

LOIS (CONT'D)

You think I'm peculiar. Overly-
optimistic, oddly ambitious -- you
think it's silly to want to help
the underdog.

CLARK

(smiles, quietly)

... that's... none of that was
what I was thinking.

Suddenly the door opens -- it's ABBY and the BIG GUY:

ABBY

-- hey! So there's another party
in Southside, let's go.

LOIS

I am not going to another party.

(CONTINUED)

CONTINUED: (3)

The Big Guy TAKES Lois' arm:

BIG GUY	LOIS
-- Come on, I'm driving--	-- I said <u>no</u> !
-- <u>Trust me</u> , you'll have fun!	-- <u>Hey</u> !

CLARK
-- leave her alone.

The Big Guy stops. Turns to Clark. PUSHES Clark.

BIG GUY
Excuse me? Did I even look at you?

But instead of killing the guy, Clark is frozen. He's terrified -- as the Big Guy PUSHES Clark again -- and again -- it quickly becomes clear that Clark won't even defend himself.

The Big Guy PUSHES AGAIN -- and just when it's about to get really ugly, LOIS PUSHES THE BIG GUY, HARD:

LOIS
LEAVE HIM ALONE!

The Big Guy turns to her, surprised. Then the Big Guy PUSHES LOIS. Before Clark can even react, LOIS SLAMS THE GUY IN THE FACE -- FOLLOWED BY A FLURRY OF POWERFUL, SUDDEN BLOWS. THE BIG GUY SLAMS ONTO THE PORCH, OUT COLD. Clark is absolutely STUNNED. Abby is aghast:

ABBY	LOIS
<u>Now</u> how are we gonna find the party--?!	-- we're not <u>going</u> to the party, we're going <u>home</u> .

ABBY
Okay, you know what?! This is why people don't like you! 'Cause you're not, like, normal!

Abby storms off, leaving Lois, embarrassed and sad. Clark watches closely as Lois heads out:

LOIS
Excuse me.

CLARK
Wait...
(Lois stops)
... what... what's your name?

(CONTINUED)

CONTINUED: (4)

LOIS

Lois Lane. The abnormal Lois Lane.

(then)

Good luck. Figuring everything out.

She turns and heads off. HOLD ON CLARK, considering the woman he just met. And we...

DISSOLVE TO:

EXT. METROPOLIS - DAY

MUSIC BUILDS as we reveal our magnificent city, with its powerful skyscrapers and brilliant layout. It's a masterwork. The METROPOLIS BRIDGE and the spectacular DAM in the background. Unlike any city we've ever seen.

INT. THE DAILY PLANET - DAY

The large office coffee room. JIMMY OLSEN, 25, talks to someone OFF-CAMERA:

JIMMY

This is the break room. This is where breaks occur. Microwave, fridge, coffee -- evil bagel slicer--

(bandage on hand)

Don't use it. Promise me.

As Jimmy heads out, CLARK KENT follows. He's 29 now and precisely what we'd expect, wearing a suit, tie, and thick glasses. Insecure as ever, he also carries a briefcase. He moves into the sprawling newspaper office.

JIMMY (CONT'D)

Foreign desk is over there, Sports, Business, Travel, Photography -- which is what I do. I'm a photographer -- but I REALLY wanna get into TV. Network news, on-camera reporting? But that's REALLY hard to break into --

(at Clark's desk)

And we're home. I had this made for you.

He hands Clark an engraved desk nameplate: "CLAR KENT."

(CONTINUED)

CONTINUED:

CLARK
Oh. Thanks, Jimmy, it's--
my name's not "Clar."

JIMMY
You're not Clar Kent?

(holds it up)
"Clark." Kent.

(getting it)
... oh, Clark. Yeah,
"Clar" didn't make any
sense.

There's a reporter who
works here-- I wondered if
she--

A MASSIVE DOOR SLAM. Clark turns to see on the other side of the colossal space: Lois storming out of PERRY WHITE'S OFFICE. She moves across the place and furiously grabs her bag from her desk, which backs up to Clark's.

JIMMY (CONT'D)
-- what's the prob?

Lois angrily packs up her bag of stuff, emphasizing angry words by throwing things in:

LOIS
(wanna know what's
wrong?!)
Uh, the system's the prob?! The
inequity of the world's the prob?!
That the average citizen is
unknowingly violated by the whims
of unprincipled billionaires?

JIMMY
Mr. White's not gonna print your
story?!

LOIS
And you know why? He got a call
from Luthor's legion of lawyers
threatening legal action --
apparently my piece is a
"libellous misrepresentation of an
issue Luthor's addressing at the
Lexcorp shareholders meeting this
afternoon" -- so I'm going over
there.

JIMMY
-- wait, what? Does Perry know?

Obviously not: Lois SLAMS her desk drawer and heads off:

CLARK
Lois, hi, I'm Cla--

(CONTINUED)

CONTINUED: (2)

-- but Lois is gone -- at the same moment they HEAR:

PERRY

-- Clark Kent.

They turn as PERRY WHITE arrives -- a gruff, white-haired, fast-talking bastard. He shakes Clark's hand:

PERRY (CONT'D)

Perry White.

CLARK

-- yessir--

-- sorry, sir, I --

-- excuse me? --

-- I don't--

PERRY

-- that's not a handshake, what the hell is that? --

-- don't worry about your handshake, work on your writing, it needs it.

-- don't get precious, you're not one of those sensitive guys, are you? I hope not. Don't be. It's your first day -- shadow Lois, she'll show you the ropes.

Perry slaps his arm and heads off. They watch him go.

JIMMY

First time I met Mr. White? I thought he was just a total asshole.

After a long beat, Clark looks at Jimmy, waiting for the rest of the sentence. Jimmy realizes:

JIMMY (CONT'D)

Oh -- no, that's it.

EXT. METROPOLIS - DAY

Clark and Lois walk down a PEDESTRIAN-PACKED sidewalk through our favorite city -- Clark keeps up the fast pace with a still-angry Lois as she briskly walks.

CLARK

-- so, Lois-- what-- what's the dirt on Luthor?

LOIS

Dirt's a good word -- I heard him speak a few months ago -- accepting a humanitarian award, of all things.

(MORE)

(CONTINUED)

CONTINUED:

LOIS (CONT'D)

Something about him just creeped me out. You must have that sometimes, right? Instincts about people?

CLARK

-- uh... on occasion, I--

LOIS

All the money, the philanthropy, no, he's like Big Brother. You got a cell phone?

CLARK

(pulls out his phone)

Yeah.

LOIS

(checks the phone's manufacturer)

Yup: he's spying on you right now.

And Clark follows her as she crosses in the middle of the TRAFFIC-GRIDLOCKED street, no crosswalk --

CLARK

-- uh, I don't-- understand.

She walks, stepping past a stopped BUS, turning back to Clark to say:

LOIS

All you have to know is this: Luthor's a deceitful, immoral, scheming, unethical jackass!

SCREEEEECH: Lois has walked into an empty lane where a large DELIVERY TRUCK, moving fast, SLAMS its brakes to avoid her -- Lois SCREAMS -- Clark reflexively PUTS OUT HIS HAND and the truck comes to a SUDDEN STOP, its REAR TIRES almost LIFTING OFF THE STREET for a moment! The DRIVER jumps out:

DRIVER

-- Lady, you all right? Jesus!

LOIS

-- I'm fine, I'm sorry, we shouldn't be crossing here!

DRIVER

I can't believe I didn't just kill you--

(CONTINUED)

CONTINUED: (2)

As they head off, Clark says, visibly shaken -- deeply worried as if he's just committed a crime and is afraid of being found-out:

CLARK

Excellent job. Breaking. Nice.

Clark walks off, following Lois. But we stay on the Driver, who then notices the ENORMOUS DENT IN HIS TRUCK'S GRILL -- WHERE CLARK'S HAND IMPACTED IT. Off the Driver's confusion, EARSPLITTING APPLAUSE can be HEARD, as PRE-LAP TO:

INT. LEXCORP BUILDING - AUDITORIUM - DAY

A giant amphitheater. Well-dressed SHAREHOLDERS applaud the SPEAKER at the stage podium. DOLLY AROUND TO REVEAL the handsome, cocksure, brilliant fellow at the mic, mid-speech. Wearing a dashing designer suit and still-bald head, this, of course, is LEX LUTHOR. The "LEXCORP" icon looms overhead.

Clark and Lois find seats as the applause dies down. Luthor confidently continues, Lois glaring.

LUTHOR

In this quarter, in this economy,
we've surpassed earnings estimates
across the board!

(more APPLAUSE, and
Luthor smiles)

In fact, we're doing so well, that
one of you kind shareholders
recently sent me this.

And he holds up a "LUTHOR FOR PRESIDENT" bumper sticker. The place goes INSANE. Lois wants to kill herself.

LUTHOR (CONT'D)

And I DO have to say... I am
getting a little bored with my
square office. But an OVAL one...

Even more CHEERS of support. Lois is incredulous. Eyes on Luthor, she says to no one in particular, but Clark's there to hear it:

LOIS

You keep thinking it can't get
worse. It just got worse: he's
gonna run for President. And the
scary thing? The creep could win.

(CONTINUED)

CONTINUED:

As the CHEERS die down:

LUTHOR

I'll save my political agenda for another time. For now, I have work to do. For you. While I may be good at bragging, I'm also able to admit when Lexcorp can do better. That's why next week we're releasing a firmware update to our Luthanium chip--

LOIS

(angry, sotto)
-- unbelievable --

Clark turns to her.

LUTHOR

-- which will make all Luthanium-powered phones and computers that much more secure--

Finally, Lois can't stand it -- she jumps to her feet:

LOIS

Mr. Luthor, isn't it true that you KNEW the chip had security issues MONTHS ago?

Clark absolutely blanches -- a MURMUR quickly spreads throughout the room. Necks crane -- including those of a creepy-looking 40ish man in a dark suit. This is Luthor's head of security, MR. DUNN. Seeing Lois, DUNN REACTS: THIS IS SOMETHING HE DID NOT WANT TO HAPPEN.

Luthor squints against the lights -- sees Lois. Smiles. Apparently not threatened in the least.

LOIS (CONT'D)

Didn't an employee make you aware of this "glitch" six months before the Luthanium chip was to be brought to market?

Clark hesitantly reaches for Lois' sleeve to tug her down, but she yanks it back, not stopping at all:

LOIS (CONT'D)

Isn't it true that your intention was to market a chip that would allow you to spy on your customers?

(CONTINUED)

CONTINUED: (2)

LUTHOR

For those of you unfamiliar, allow
me to introduce conspiracy
theorist Lois Lane.

LAUGHS from the room as SECURITY GUARDS head for Lois --

LOIS

What is it you're looking for, Mr.
Luthor?

CLARK

-- Lois, come on--

Clark tries her sleeve again -- again she yanks it away.

LUTHOR

At the moment, I'm simply looking
for some courtesy.

The Guards get to her now -- grab her -- Clark stands,
puts a hand on both their wrists -- SQUEEZES -- the
Guards shrink in pain --

CLARK

(softly)

We're on our way out, thanks.

Clark takes Lois and escorts her out. Luthor watches her
go, visibly annoyed -- CUT TO:

EXT. METROPOLIS - NIGHT

We SAIL OVER our spectacular city vista at night.

LUTHOR

Lois Lane... is a problem.

INT. LIMOUSINE - NIGHT

Being driven through nighttime Metropolis, Luthor sits
anxiously in the back, across from Mr. Dunn:

LUTHOR

I know the type. Eager to prove
herself. Young enough to think
she's invincible.

(beat)

And we can't keep putting out her
fires.

(CONTINUED)

CONTINUED:

DUNN

(beat)

So you wanna put out the reporter.

LUTHOR

(long beat, then:)

Just take care of it. First thing.

Dunn, smoking his cigarette, just nods, at his boss' order to kill Lois Lane. Luthor looks off...

EXT. THE DAILY PLANET - NIGHT

The limo drives past -- and WE HOLD on The Daily Planet building -- and TILT UP, taking us to:

INT. THE DAILY PLANET - NIGHT

DOLLY ACROSS the mostly empty office, at this late hour. Lois sits at her computer, typing quickly. Clark at his desk, arranging it for the first time. Where to put the pen cup? There? No, there. Good. Then he glances at Lois. Looking for an in. Then:

CLARK

You asked-- before-- if I have instincts about people. I, uh... yeah, I do. Sometimes.

(off her look)

I actually had one about you. Years ago.

(then)

We've met before, you and I.

(off her surprise, he smiles)

At M.U.. Remember?

(she tries to recall)

That party? At Gamma house? You were an incoming freshman? I was a senior?

(beat)

"Undeclared"?

(beat, nothing)

It was your first party? You'd driven there with a friend? Abby?

LOIS

... are you sure it was me--?

(CONTINUED)

CONTINUED:

CLARK

Am I sure it was y--? Of course!
 We were on the back porch? You
 were wearing a red sweater? It
 was ten-sixteen--? You-- you beat
 up some guy, you--

LOIS

(vaguely)
Oh my God. I do remember beating
 up some g-- a big guy, right?

CLARK

Yes.

LOIS

He had a striped shirt, shaggy
 hair...?

CLARK

Yes!

LOIS

And you were there?

CLARK

(to himself)
 This is unbelievable.

LOIS

(laughs)
 I'm sorry -- and usually I have a
really good memory--

CLARK

-- it doesn't matter: I only
 brought it up because you sort of,
 inadvertently, helped give me a
 direction that night.

She looks at Clark, touched. It's the first time she's
 really seen him.

LOIS

... I did?

CLARK

Yeah. And I just wanted to say--

PERRY (O.S.)

THANK YOU!

They turn: Perry walks toward them, threateningly.

(CONTINUED)

CONTINUED: (2)

PERRY (CONT'D)

I just spent forty-five impossibly unpleasant minutes on the phone with Luthor's attorneys defending you against a slander suit!

(leans over her)

If you ever behave that way again I will fire you from every job you'll never get.

LOIS

Yessir.

And Perry holds up a memo for her.

PERRY

You have no problem working on the weekend, do you?

LOIS

(reads memo)

... what is this?

PERRY

You and Jimmy are in the pool.

LOIS

-- Air Force One?

PERRY

First thing in the AM -- and you weren't my first choice, so don't get cocky.

(re: Clark's nameplate)

Learn how to spell your name.

CLARK

-- yessir.

Perry leaves. Lois reads the memo, she beams with excitement. Clark smiles for her.

LOIS

-- oh my God, Jimmy's gonna freak--

(re: her computer)

Would you mind proofing this?

CLARK

Of course not -- congratulations.

LOIS

Thank you. I'll see you tomorrow.

(CONTINUED)

CONTINUED:

LUTHOR
D'you take care of it?

DUNN
Not yet: Lane's been assigned to
Air Force One this morning. It's
gonna have to wait 'till Monday.

PUSH IN ON LUTHOR, who looks off, mind spinning. A beat.

LUTHOR
... not necessarily.

EXT. RUNWAY - DAY

Air Force One races down the runway and climbs to
altitude --

INT. AIR FORCE ONE - COCKPIT - DAY

PILOTS work the controls, the plane TAKES OFF.

INT. AIR FORCE ONE - DAY

Lois holds a closed air sickness bag, fighting nausea.
Jimmy -- putting napkins, menu cards, anything "Air Force
One," into his camera bag.

LOIS
Jimmy, this isn't a buffet.

JIMMY
That's why they put the stuff
here! They know people like me
are gonna take 'em!

EXT. METROPOLIS - DAY

A LONG SHOT, our city in the distance. Flying towards
us, away from the city, is the LEXCORP HELICOPTER. It
ROARS PAST --

INT. LUTHOR HELICOPTER - DAY

Luthor flies, fast, Dunn beside him --

EXT. KELVIN OBSERVATORY - DAY

LONG SHOT of the KELVIN OBSERVATORY: the place we saw during the film's opening, miles from Metropolis. The chopper lands.

INT. KELVIN OBSERVATORY CORRIDOR - DAY

TRACK BEHIND DUNN, who FOLLOWS LUTHOR down the familiar corridor. Luthor enters a code on the keypad and OPENS THE DOOR --

INT. KELVIN OBSERVATORY - DAY

KLANKKLANKKLANK! Lights come on as Luthor, then Dunn, move across the large domed space where we know Superman will soon struggle. But now we see it: a place that's been converted into a wild technological research lab. Where a telescope once sat, a thirty foot tall AERIAL now resides, attached with cables to the KRYPTONIAN POD that Luthor found years ago. While still in disrepair from its crash landing, the thing has been worked on for years. CHUNKS of the GREEN ROCK on examination tables. There's also a giant GLASS WATER TANK, used for any number of experiments.

Luthor moves to one of his computers, starts typing.

INT. AIR FORCE ONE - COCKPIT - DAY

The Pilots fly the jumbo jet. As they do, we BOOM DOWN and PUSH INTO THE CONTROL PANEL -- THROUGH the instruments and into the COMPUTER BRAINS of the airplane. Suddenly we're TIGHT ON a bank of LUTHANIUM CHIPS that help power the thing --

INT. AIR FORCE ONE - DAY

Follow an Air Force One STAFF MEMBER down the corridor. She approaches Lois:

STAFF MEMBER

Miss Lane, the President's ready to see you.

LOIS

Thank you.

As Lois goes, putting back the air sickness bag:

(CONTINUED)

CONTINUED:

The PRESIDENT and his WIFE and DAUGHTER, surrounded by SECRET SERVICE AGENTS, terrified, holding on --

INT. AIR FORCE ONE - COCKPIT - DAY

The Pilots frantically try to correct the plane's attitude, attempting feverish RADIO CALLS -- BUT THE RADIOS DON'T WORK --

EXT. AIR FORCE ONE - DAY

The plane DIVES hard -- and suddenly an ENGINE BLOWS -- BLACK SMOKE POURING FROM THEM as the plane plummets --

INT. SHOWER - DAY

Clark takes a shower -- a good moment for the female audience. He sings a song, oblivious to the horror in the sky --

INT. KELVIN OBSERVATORY - DAY

Luthor watches his monitors as networks start interrupting their broadcasts with BREAKING NEWS bulletins about Air Force One.

INT. AIR FORCE ONE - COCKPIT - DAY

It's MAYHEM in here, TECHNICAL CHATTER, ALARMS BLARING --

INT. AIR FORCE ONE - DAY

Lois holds on, HORRIFIED --

INT. CLARK'S BATHROOM - DAY

Clark, done with his shower, turns off the water, steps out, wraps a towel around his waist and JUST THEN HEARS, distantly:

TV REPORTER (V.O.)
-- we're receiving information
from a source on the airplane that
Air Force One has lost power --

(CONTINUED)

CONTINUED:

And suddenly Clark TURNS -- USES HIS X-RAY VISION TO LOOK THROUGH HIS WALL AT THE APARTMENT ADJACENT TO HIS, WHERE A WOMAN, IRONING, WATCHES TV -- THE NEWS BROADCAST --

TV REPORTER (CONT'D)

-- that the airplane is, at this moment, plunging toward Earth --

CLOSE ON CLARK'S FACE -- his mind spinning, the implications horrific --

INT. CLARK'S APARTMENT - DAY

Clark stumbles out here, and RIPS OPEN one of the many CARDBOARD MOVING BOXES -- REVEALING HIS SUPERMAN SUIT. He holds it -- but instead of quickly putting it on, he begins to sweat. HE'S TERRIFIED. In fact, he begins to have an ANXIETY ATTACK.

Breathing heavily, he drops the suit on the box again -- paces -- sits in his chair, squirming uncomfortably -- in this, the most difficult moment of his life -- Lois' too:

INT. AIR FORCE ONE - DAY

As the plane dives, terrified, Lois SCREAMS --

INT. CLARK'S APARTMENT - DAY

Clark in the chair, squirming -- desperate to convince himself:

CLARK

-- get it together, you can do this -- I know -- thanks --

And he finally GRABS the suit -- SMASH CUT TO:

EXT. CLARK'S APARTMENT ROOF - DAY

CRACK! As the roof access door BURSTS off its hinges and SUPERMAN appears -- the vast, pristine City his backdrop.

And he runs toward the edge of the building, and we expect him to just take off, but suddenly he changes his mind and PLANTS HIS FEET AND SKIDS TWENTY FEET, FINALLY STOPPING INCHES FROM THE EDGE -- TAR PEBBLES FALL OVER, dropping to the street, sweat on Superman's brow. Holy shit. No go. GOD THIS IS HARD FOR HIM.

(CONTINUED)

CONTINUED:

And breathing heavily he CLOSES HIS EYES, beginning to HEAR THE NEWSREPORTS FROM ALL ACROSS THE CITY -- starting off as one, then three, then eight, soon a CACOPHONY OF HUNDREDS OF BROADCASTS:

NEWSCASTERS

-- hard to know where in the sky--
this plane will crash, where
remains to be seen-- says there's
little hope for Air Force One--
God bless the people on that
airplane--

And suddenly Superman LEAPS -- BLASTS INTO THE SKY -- and it's BIG and the SCORE SWELLS and the moment is ROUSING AND SPECTACULAR and amazing counterpoint to:

EXT. SKY - DAY

Air Force One spin-dives -- two F-18's APPEAR, flanking the failing aircraft --

INT. F-18 - DAY

One of the PILOTS into his radio:

F-18 PILOT

-- negative that, there's nothing
we can do from here--

INT. AIR FORCE ONE - DAY

Lois is trying to climb up, toward the rear of the plane, tears streaming down her face.

EXT. SKY - DAY

Piercing the clouds -- a human bullet blurring through the sky -- Superman blasts across the horizon.

Then he stops, steadying himself, still new to flight. Senses alert, he scrutinizes the sky -- HE HEARS THE WHISTLE-WHINE of the dropping plane. He TAKES OFF AGAIN - - WHIP PAN as he darts through billowing clouds --

EXT. METROPOLIS - DAY

PEDESTRIANS looking upwards:

(CONTINUED)

CONTINUED:

PEDESTRIAN #1
-- look! Up in the sky!

PEDESTRIAN #2
(who cares?)
It's a bird.

PEDESTRIAN #3
-- no, it's a plane!

PEDESTRIAN #2
... oh my God, it is a plane...

EXT. SKY - DAY

Air Force One SPIN-DIVES, F-18's still flanking. Then the CAMERA PIVOTS -- revealing SUPERMAN as he approaches the plane. Superman is unsure and afraid himself as he reaches for a wing, the plane SPIRALS but he GRABS ONTO A WING, strains to stop it --

INT. F-18 - DAY

The Pilot -- having seen Superman -- is astonished:

PILOT
Fellas...?!

EXT. SKY - DAY

Superman struggles: pulls on the wing, desperately straining to stop its spiral -- BUT SUDDENLY THE EDGE OF THE WING BREAKS OFF -- Superman goes TUMBLING as the plane DIVES --

Controlling himself in flight is no easy task; Superman manages to get his bearings, quickly BULLETING back.

Superman grabs a wing closer to the fuselage -- we COUNTER-ROTATE in the sky as he tugs with all his might -- FINALLY STOPPING THE PLANE FROM SPINNING --

INT. AIR FORCE ONE - DAY

Lois gets to a window -- looks out -- sees Superman for the first time. Jimmy arrives beside her, terrified -- sees Superman -- they're both agog as Superman flies back, underneath the belly of the plane --

EXT. BOSTON - DAY

More and more people in the streets stop to watch the plunging plane -- many run, terrified --

EXT. SKY - DAY

Hoisting the entire aircraft on his back, Superman labors -- like a brand new soldier in battle for the first time, with no choice but to learn on the job, he begins to LIFT THE PLANE. He SCREAMS like an Olympian weight lifter as he RESTORES THE PLANE'S NORMAL ATTITUDE.

INT. AIR FORCE ONE - DAY

Lois is in disbelief -- Jimmy too -- the President and his Family, confounded, look out the window, trying to see --

INT. AIR FORCE ONE - COCKPIT - DAY

The crew reacts:

NAVIGATOR

-- Wally, good job!

PILOT

Guys, I'm not doing anything.

INT. F-18 - DAY

The Pilot's eyes locked on Superman:

PILOT

-- uh, is anyone else seeing this?

RADIO VOICE (V.O.)

(in disbelief)

... I... think so...

INT. KENT'S FARM - FIELD - DAY

67 year-old Jonathan Kent, has stopped working for a moment on his tractor, listening to his transistor radio:

(CONTINUED)

CONTINUED:

RADIO BROADCASTER (V.O.)

-- Air Force One -- ladies and gentlemen, this is what is being reported -- Air Force One is being carried to safety... by a man. A man in blue... with -- this has to be a sick joke -- with a red cape.

Jonathan looks up, amazed. Touched, proud, exhilarated --

EXT. METROPOLIS PARK - DAY

-- in the middle of a BASEBALL game -- the batter SWINGS - - makes CONTACT -- we PAN/TILT as the ball goes up high -- AND CONTINUE TO PAN UNTIL WE SEE AIR FORCE ONE BEING LOWERED INTO THE STADIUM BY A FLYING MAN IN A FULL-BODY BLUE SUIT AND RED CAPE. The capacity crowd GOES ABSOLUTELY SILENT IN SHOCK.

INT. AIR FORCE ONE - COCKPIT - DAY

NAVIGATOR

-- should we... put down landing gear?

PILOT

(beyond incredulous)
-- sure, what the hell--

INT. KELVIN OBSERVATORY - DAY

CAMERA SWOOPS AROUND as Luthor moves close to the monitors, expecting an Air Force One story -- BUT NOT THIS AIR FORCE ONE STORY.

DUNN

What is that?!

EXT. KENT FARM - WHEAT FIELD - DAY

Holding his transistor radio, Jonathan Kent hurries through the field. He runs toward the house --

JONATHAN

-- Martha...! Martha, you won't believe this!

-- and then -- oddly -- Jonathan slows -- stops -- what's happening? It almost seems like something horrible has just occurred to him -- or is it something more--?

EXT. METROPOLIS PARK - DAY

The crowd still SILENT, save for a distant CRYING BABY. The BASEBALL PLAYERS backing up in wild disbelief as Superman gently sets down the Presidential jumbo jet. Out of breath, nervous, exhausted, Superman looks up at the crowd. A moment of ABSOLUTE SILENCE... and then like a sudden volcanic eruption:

DEAFENING CHEERS. The stadium becomes the source of the LOUDEST CROWD RESPONSE IN HISTORY -- massive YELLING, LAUGHING, SHOCK, APPLAUSE, PICTURE-TAKING--

Superman -- Clark -- suddenly BEAMS -- like a moment that he's been waiting for all his life -- the most incredible public revealing of himself, and to get this kind of support and acceptance is overwhelming. Superman just laughs, a glorious smile, he WAVES at the crowd and they go EVEN MORE INSANE. It's the greatest celebration as:

INT. KELVIN OBSERVATORY - DAY

Luthor at the TV monitor -- touching the screen in amazement. A religious moment for him.

LUTHOR
(sotto, breathless)
... I knew I'd find you...

EXT. METROPOLIS PARK - DAY

People start RUSHING THE FIELD as EMERGENCY CHUTES inflate and Secret Service AGENTS begin sliding off the plane -- followed by the President, who moves toward Superman. Agents try to hold him back, but the President insists, approaching cautiously:

PRESIDENT
Excuse me! Do you speak English?

SUPERMAN
Yessir!

PRESIDENT
(still shaken)
Well, son, I'd like to say two words to you. Two words I've never meant more sincerely in my--

SUPERMAN
-- excuse me!

(CONTINUED)

CONTINUED:

Superman hurries past the President, directly up to LOIS LANE, who has just slid down the emergency chute. The President just stands there, slighted.

CLOSE ON Lois as she looks up -- Superman's hand is there. She takes it and he helps her to her feet -- she looks up at him, her breath taken away.

SUPERMAN (CONT'D)

... are you okay?

Astonished, she looks him down and up:

LOIS

... who are you?

And for a moment, Superman is simply perplexed that she doesn't recognize him.

SUPERMAN

Who? I'm-- I'll give you a hint.
(then, with a smile)

Fly.

LOIS

(beat, oblivious)
... yeah, I know, we saw you --
how do you do that?!
(off his confusion)
And where are you from? -- what's
your name?

-- and as she talks, she's DROWNED OUT by the barrage of questions from the mass of people who rush Superman:

CROWD

(all OVERLAPPING)
HEY! YOU! WHAT DOES THE "S"
STAND FOR? THE HELL ARE YOU
FROM?! WHAT ARE YOU WEARING, MAN?

-- Jimmy's come down the chute now, taking PICTURES along with hundreds of others -- the approaching crowd just a little too much for Superman. As he becomes separated from her, he looks back to Lois, whose eyes are locked on him, beholden. Captivated. Finally he calls out:

SUPERMAN

Hey, I'll see you soon!

LOIS

-- you will?

(CONTINUED)

CONTINUED: (2)

And with a magnificent LEAP, Superman BOUNDS into the sky -- everyone GASPS -- some people SCREAM -- others FAINT. Cameras catch every moment -- including Jimmy's.

JIMMY
(yells to Lois)
DID HE TELL YOU HIS NAME?!

PUSH IN on Lois' wide eyes as they watch the RED STREAK in the magnificent sky.

LOIS
(mostly to herself)
... he's... he's a superman.

JIMMY
Superman?!

And it catches like wildfire throughout the crowd -- everyone saying the name for the first time:

CROWD
(a cacophony)
... superman... Superman... he's
Superman... SUPERMAN --

The BASEBALL TEAM MANAGER yells, furious:

MANAGER
WHERE THE HELL'S HE GOING?! HE'S
LEAVING THE PLANE RIGHT THERE?!
UH... ARE YOU KIDDING ME?!

INT. KELVIN OBSERVATORY - DAY

Luthor's eyes remain glued to the TVs.

DUNN
What do you wanna do about Lane?

Not looking at Dunn, Luthor grabs the phone:

LUTHOR
-- forget Lane--
(into phone)
Ms. Conroy, I want-- YES, I saw
the TV -- I want to schedule a
press conference, right away!

INT. CLARK'S APARTMENT - DAY

Superman enters fast, locks his doors -- overcome, out of breath -- AMAZED at what's just happened. He sees himself in the mirror in full regalia -- takes in the vision. For the first time really CHECKS HIMSELF OUT as Superman -- and my GOD, does he look awesome. And Clark actually OWNS being Superman: he POSES. DIGS it. And just then the PHONE RINGS -- answers, feigning calm:

CLARK

... hello?

MARTHA (V.O.)

... Clark--

CLARK

Oh, hi, Mom. Hey, did you see the news?

MARTHA (V.O.)

-- yes, I did--

CLARK

(burst of enthusiasm)

CAN YOU BELIEVE THAT WAS ME?! I KNOW you always said don't do it, don't show anyone, it's dangerous - - so don't be mad, but that was ME! That was ME!!!

MARTHA (V.O.)

-- sweetheart --

CLARK

(checking himself out
in the mirror)

I didn't know if I could even do it -- I mean fly -- it's been so long!

MARTHA (V.O.)

(beat, crushed)

Your father. Honey... he... he's passed away.

And everything just STOPS for Clark. WE SLOWLY PUSH IN ON him... the awful words landing. A sudden, heartbreaking moment... Clark simply can't speak. And as tears well in his eyes, our SCORE PLAYS SWEETLY...

EXT. KENT FARM HILL - DAY

BOOM DOWN the maturing tree which Clark planted with his father to find Jonathan Kent's small funeral service. A handful of MOURNERS. Martha leans against her tall son. Clark shelters her in his strong arms.

INT. KENT'S BEDROOM - DAY

The mournful MUSIC CONTINUES as Clark stands at his father's dresser, staring bittersweet at framed photos of his family. Golden light through the window. After a beat, quietly:

MARTHA (O.S.)

You hungry?

Clark turns: Martha is in the doorway. Wistful.

CLARK

No thanks, Mom.

Martha moves beside him. Holds an old framed photo of her with Jonathan. In fact:

MARTHA

This was our first date.

CLARK

(staring, sadly)

... I know.

A beat. Clark then watches as his mother opens the small wooden box on Jonathan's dresser. His two watches are here. Cuff-links, used only once. A few half dollars. An old pipe.

MARTHA

It's strange, isn't it. The things we keep. What we leave behind.

She then notices a small string-tie burgundy POUCH inside the box. Martha takes it, opens it, pours the contents into her hand: FIVE ODD-SHAPED, COIN-SIZED SILVER PIECES.

CLARK

... what's that?

Martha looks at them, trying to remember. Then:

(CONTINUED)

CONTINUED:

MARTHA

These were a gift.
 (then, wistfully)
 ... it's thirty years ago already.
 (beat)
 A man, his truck broke down near
 the farm. He came to the door,
 needed help, a place to stay. He
 gave us these as a thank you.
 Said that where he was from they
 were considered good luck.
 (smiles)
 Then Dad reminded him that his
 truck had broken down.

Clark watches her for a minute... then brings up the
 horrible thing that's been on his mind:

CLARK

It happened in the field.
 (beat, guiltily)
 ... why was Dad running in?
 (then, to confirm)
 He had his radio, didn't he. It
 was because of me.

Off her sad look, Clark looks off, guilty and heartsick.

CLARK (CONT'D)

... I'm never doing it again.
 Putting on that damn suit.

Martha just touches his face.

MARTHA

I will not let you blame yourself
 for this. I just won't have it.
 Your father was proud of you.
 (beat, then:)
 And you should eat something.

And with a sniffle, she walks off. Clark stares off, his
 heart heavy.

INT. KENT'S KITCHEN - DAY

Only thirty minutes have passed, and the mood has shifted
 as it so erratically does soon after someone's death. A
 relatively lighter moment as Clark sits at the table,
 absentmindedly shifting the SILVER PIECES around on his
 placemat. Martha cooks a grilled cheese.

(CONTINUED)

CONTINUED:

MARTHA

So you still haven't told me what it was like. Saving that airplane.

Sliding the pieces around, he's already thinking about Lois. We can simply see it. He loves her.

CLARK

... it was... it was unusual.
 (then, to the point)
 There was a woman. On the plane. I wanted to make sure she was okay, so afterwards I walked up to her. You know, just to check.
 (then)
 ... the way she looked at me.
 (beat, shrugs)
 No girl's ever looked at me like that.
 (beat)
 It was like she saw me.

MARTHA

Did you ask her out?

CLARK

Mom. I was wearing a cape.

MARTHA

True. Still -- any girl worth your time won't care what you're wearing--

CLARK

Well, that's sweet, but--

MARTHA

-- or what job you have, or how much money. What she'll care about is who you are.

Clark, unsettled, goes back to the pieces, considering this very issue: he doesn't really know who he is. Or who he's supposed to be. As he slides the pieces around, he suddenly stops. Our SCORE: A DEEP SUSTAIN as we PUSH IN ON CLARK, HIS EYES WIDE: THE FIVE SILVER PIECES, SET ON THE CORNER OF THE PLACEMAT, ARE THE NEGATIVE SPACE THAT MAKE UP THE "S" ON SUPERMAN'S SUIT. Clark's blood now runs cold -- quietly:

CLARK

... Mom...?

(CONTINUED)

CONTINUED: (2)

Martha, sandwich on plate, moves to Clark -- sees the "S" on the table and freezes. Drops the plate, it SHATTERS.

INT. KENT'S LIVING ROOM - DAY

A PHOTO ALBUM CRACKS OPENS -- Martha searches through it. Clark sits beside her.

MARTHA

... I remember the three of us stayed up talking almost all night -- he kept asking us questions, he was so curious...

And there it is: Martha finds a photograph of herself with Jonathan -- AND JOR-EL, who wears simple American clothes, sitting at the Kent kitchen table. Clark just stares. Somehow, this man is familiar.

CLARK

(to himself, numb)
... what does this mean...?

Clark's mind tumbles. Martha grows overcome with emotion and turns to Clark, saying intimately, guiltily:

MARTHA

... Sweetheart... your father and I always said that you were here because you were the answer to our prayers. But we both always knew it had to be so much more than that, we just... didn't know what.

Clark looks at her searchingly.

MARTHA (CONT'D)

Nothing scared us more than the idea that someone would find out. That you'd be taken away from us. That's why we tried so hard. To make you seem... "normal".

(looks at the photo)

... now I think... maybe that was a mistake...

CLARK

Mom, you didn't make any mistakes--

MARTHA

-- what I'm saying is... Clark... maybe "normal" was the last thing you were supposed to be.

(MORE)

(CONTINUED)

CONTINUED:

MARTHA (CONT'D)

(then)

Maybe you're the answer to
everyone's prayers.

Clark's eyes dart off as he considers the implications --
frightened of them.

INT. CLARK'S BEDROOM - DAY

A bittersweet image: Clark, now a full-grown man, sits on the edge of his childhood bed. Holding the SUPERMAN SUIT. Staring at it in a moment of truth.

We SLOWLY PUSH IN ON HIM as he considers his past. His purpose. And most importantly, his future. As our MUSIC BUILDS we CUT TO:

EXT. KENT FARM - WHEAT FIELD - DUSK

PUSH THROUGH an ocean of wheat, just above the chaffs. And as we come around, what we see is a vision.

Standing in the middle of this wheat field is Superman. The image is classic, beautiful, epic -- but the meaning is what's important. Here he stands, in the place where he grew up. Where he ran as a child, lost and confused.

But now he knows. Superman looks out onto the crimson horizon -- then he closes his eyes. Listening.
Listening to the world's cries for help.

Distant SCREAMS -- desperate PLEAS -- and we're TIGHT ON Superman, his emotions rising, it's almost overpowering -- but when your choices are unlimited you have to make a CHOICE. GUNFIRE and SCREAMS -- then an EXPLOSION SOUND -- Superman snaps his head toward the source and TAKES OFF, wheat WHIPPED into the sky as he FLIES OFF IN A BLUR INTO THE BRILLIANT SUNSET. WHIP PAN TO:

EXT. BOND STREET - LONDON, ENGLAND - NIGHT

AN EXPLOSION: a team of professional THIEVES -- MILITARY-CLAD, masked and fearless -- have just BLOWN UP the facade of the highest-priced JEWELRY STORE in London. People run, screaming as a BLACK FORD EXCURSION makes a LOUD, SCREECHING, 90-DEGREE FISHTAIL and quickly BACKS INTO THE JEWELRY STORE --

INT. JEWELRY STORE - NIGHT

The terrifying Thieves JUMP out of the back, FIRING at random -- PEOPLE inside SCREAMING, DUCKING, RUNNING as the Thieves move to displays of DIAMONDS and SHATTER the glass with ICE PICKS -- KRASH! KRASH! KRASH! They gather the goods as one of the Thieves yells to the cowering people here:

THIEF #1
DOWN ON THE GROUND! DON'T MOVE!

But one of the people here tries to make a run for it -- the Thief FIRES AT HIM just as we CUT TO:

EXT. BOND STREET - NIGHT

SIRENS BLARE as four POLICE CARS ARRIVE -- two of the Thieves FIRES THEIR SUB-MACHINE GUNS, taking even the police by surprise -- they SHATTER WINDSHIELDS, POCK-MARK the cars -- one of the cars EXPLODES -- and we see in the sky:

A HELICOPTER IS ARRIVING -- at first we think it's a police chopper -- but we soon realize: THIS IS THE THIEVES' GETAWAY! Another Thief SHOTS DOWN ON THE POLICE AS WELL -- the Cops, helpless, run for cover as --

INT. JEWELRY STORE - NIGHT

The Thieves continue to grab the goods -- Thief #2 at the stairwell with a bag of stolen stuff:

THIEF #2
WE'RE GOOD, LET'S GO, LET'S GO!

Like a SWAT team, the Thieves run out -- but the last one pulls a pin on a GRENADE and tosses it -- the People here run out of the building as KA-BOOOOOOOM! The ground floor EXPLODES -- the place is filled with FIRE NOW -- people TRAPPED here, SCREAMING.

The trapped People try to find a way out -- but the fire surrounds them -- there's no escape. A Woman starts to cry. A Man begins to pray. Others don't give up, but they're dead. THEN...

(CONTINUED)

CONTINUED:

A figure walks through the flames. IT'S SUPERMAN. He sees the helpless people, then turns to the fire and BLOWS -- PUTTING OUT THE FIRE with a sudden, remarkable breath. A Woman, terrified, impossibly relieved and suddenly wildly in love, says:

WOMAN

... who... who are you?

SUPERMAN

I'm Superman.

And that smile -- that confidence -- almost destroys her.

EXT. JEWELRY STORE BUILDING ROOF - NIGHT

The Thieves rush into the chopper which LIFTS OFF --

INT. HELICOPTER - NIGHT

Flying into the night, the Thieves CHEER in wild celebration: HAHA! They did it! They POP champagne, drink from the bottles, spraying each other -- and then KA-CHUNK! They LUNGE FORWARD as a giant KRASH! SOUND is HEARD -- AND AS THE ROTOR SOUND VANISHES. Suddenly -- SILENTLY -- the chopper's going BACKWARDS --

THIEVES

-- HEY! WHAT THE HELL?! WHAT THE HELL IS THIS?!?!

EXT. SKY - NIGHT

SUPERMAN HOLDS THE CHOPPER -- BLADES GONE NOW -- FROM THE MOTOR -- FLYING IT DOWN TO:

EXT. BOND STREET - NIGHT

The police look up, dumbstruck, as Superman descends with the chopper. Instead of setting it down, though, he ANGLES THE CHOPPER so the Thieves fall out the open door and drop thirty feet to the street, in a worthless pile. Holding the chopper airborne with one hand, a swift wave with the other. The Police wave back, amazed...

Pedestrians GO NUTS -- our MUSIC SOARS and we CUT TO:

INT. THE DAILY PLANET - PERRY'S OFFICE - DAY

Lois energetically, passionately and rapidly reads her piece aloud to Perry, who sits at his desk:

LOIS

"-- and forty-eight hours after the astonishing rescue of Air Force One, while a seeming infinite number of questions remain, we are left with a new, definitive answer to a most profound question: is there hope for this world? Suddenly, amazingly, resoundingly, yes."

Lois looks to Perry nervous and hopeful, waiting for his reaction. Perry just stares at her. This unnerves Lois.

LOIS (CONT'D)

You don't like it.

Uncharacteristically sweet and simple:

PERRY

You're young. Which is annoying -- you're too enthusiastic, idealistic, reckless. But I was the one who assigned you that flight. And you're a talented kid, I would've missed you.

LOIS

(stunned)
... uh, Mr. White... I don't know what to--

PERRY

Tell one person I said that, I'll deny it and you'll be looking for work.

LOIS

-- I won't say a w--

(CONTINUED)

CONTINUED:

PERRY
 -- change the second
 "inconceivable" to
 "unimaginable" and lose the
 fifth paragraph, you can't
 assume what it's like to
 fly -- have you ever been
 flying with him? -- no sir --
 -- This isn't a creative
 writing class -- and stop
 smiling. -- Yessir.

Suddenly Jimmy rushes in:

JIMMY
He's back.

PERRY
 -- who?

JIMMY
 (to Lois)
 Your fashion-challenged boyfriend?

Jimmy runs off -- Lois, then Perry follow to:

INT. THE DAILY PLANET - DAY

Everyone gathers to watch the TV monitors, which display international NEWS BROADCASTS. On one monitor an ANCHORWOMAN talks about the English bank incident -- with VIDEO from the scene as Superman burst from the bank:

ANCHORWOMAN
 -- had disappeared for two days.
 But the so-called "Superman" has
 re-emerged-- this time in London,
 where a jewel heist was underway--
 (hears something in
 her ear)
 -- Excuse me, we have breaking
 news that the "Superman" was
 spotted again-- this time in
Innsbrook, Austria --

Lois and the others react in amazement. Even the Anchorwoman stops -- for a moment not believing what she's hearing. But she says it anyway:

ANCHORWOMAN (CONT'D)
 -- where he apparently reversed a
 massive avalanche...
 (MORE)

(CONTINUED)

CONTINUED:

ANCHORWOMAN(CONT'D)

by -- and I'm quoting a witness --
"taking a deep breath and blowing
the snow back up the mountain."

EXT. INNSBROOK, AUSTRIA - DAY

Camera MOVES ACROSS bewildered faces of a hundred
Residents and Tourists, all looking upwards in amazement.

And we see what they're looking at: the enormous mountain
that towers over the town is covered in snow -- WITH THE
EXCEPTION OF THE ENTIRE MIDDLE OF THE MOUNTAIN, WHICH IS
ENTIRELY BARE -- THOUSANDS OF TREES BENT BACK. An
incredible sight, countless lives saved. CUT TO:

TV MONITOR

A CNN breaking news NEWSCAST -- the ANCHORMAN reports:

CNN ANCHORMAN

-- the coal miners were trapped
for only two hours when Superman
burrowed through the earth,
rescuing them from certain
death...

And on VIDEO of dirty COAL MINERS being treated for
minor injuries, we're already DOLLYING to ANOTHER
MONITOR:

TV MONITOR

Another NEWS BROADCAST of a mid-America urban street -- a
teenage GANG BANGER is being interviewed. A group of
other kids hanging together. A group that would
typically be acting tough and cool. But they seem oddly
hopeful here. One KID in particular gets interviewed:

KID

-- so these brothers were
fightin', whipped out their (BEEP)
guns, ya know, there were shots,
people runnin'-- but this time
that (BEEP) dude with the "S"
shows up, man! Grabs the brothers
with the (BEEP) guns and flew a-
(BEEPIN')-way with 'em! Okay?!
It was (BEEP) sick!

And this has all been the SAME SHOT, which we now PULL
BACK FROM, REVEALING that we are:

INT. THE DAILY PLANET - DAY

RUSH THROUGH the office WITH JIMMY, who carries a coffee mug: it's a madhouse as Reporters on the phone, watching TVs, on computers, call out to each other, trying to keep up with the superhero that's darting all over the planet:

REPORTERS

(overlapping)

-- he was in Honduras -- d'you
have the report from Hong Kong? I
got a witness in Egypt on line
three!

-- and Jimmy passes Lois' desk -- she's on the phone, typing while conducting an urgent Superman witness interview IN FRENCH. She hands Jimmy her old coffee mug as he hands her a new one. She waves a thanks as Jimmy continues, passing CLARK KENT, who has just entered, slightly out of breath.

JIMMY

Hey, you're back! Can you believe
this guy?!

CLARK

Who?

JIMMY

WHO?! Uh, let me think --
Superman?! Maybe you should watch
the news you're supposed to be
reporting? That was mean: how's
your mom?

CLARK

She'll be all right, thanks.

JIMMY

Glad you're back.

And Jimmy hurries off. Clark just takes a moment, looks around the office. People move, motivated, reporting on Superman's incredible good works. He smiles at the energy of the place... at his most remarkable secret.

That's when something catches his attention: at the banks of TV MONITORS -- international broadcasts filling most of the screens, one screen carries a REPLAY of the LEX LUTHOR PRESS CONFERENCE.

Clark walks toward the monitor, as Luthor addresses camera -- a "LUTHOR PRESS CONFERENCE - YESTERDAY" CHYRON.

(CONTINUED)

CONTINUED:

LUTHOR

... want to thank the members of the press. I'm using you today as a conduit. To send a simple message to this visitor. This... "Superman".

And keeping this subjective, ALL SOUNDS OF THE OFFICE FADE AWAY, except Luthor's VOICE:

LUTHOR (CONT'D)

I've come into possession of some crucial information for you.

(beat)

Kal-El.

TIGHT ON CLARK as he hears this -- as he gets a chill down his spine -- as if hearing the name sparks something Clark can't possibly understand. Confused, concerned, he glances back at Lois for a moment, who's busy, still on the phone. He looks back at the TV.

LUTHOR (CONT'D)

Superman. If you can hear this... my name is Lex Luthor.

(beat)

Come see me as soon as possible.

And the TV GETS TURNED OFF, and we realize that we're no longer in The Daily Planet -- but rather:

INT. LEX LUTHOR'S LEXCORP OFFICE - DAY

Luthor has just hit the remote -- his TVs all TURN OFF. He stands there, pensive -- and then notices something odd: on the black TV screen he still sees Superman. Quickly realizing it's a REFLECTION, Luthor spins around.

Superman stands on his balcony. Luthor just stares for a moment, amazed. Then he moves for the door, opens it. Superman and Lex Luthor face each other for the first time. Hiding whatever his agenda is, Luthor smiles:

LUTHOR

You're fast.

(beat, extends hand)

Lex Luthor.

But Superman doesn't shake his hand. Instead:

SUPERMAN

You used a word. On TV. You said "Kal-El". What does that mean?

(CONTINUED)

CONTINUED:

LUTHOR

What does it mean?

With that Luthor actually begins to walk AROUND Superman. Checking him out. Taking him in. A control move.

LUTHOR (CONT'D)

You don't know. Hm. Hm-hm-hm.
Let me get you a drink.

SUPERMAN

No thank you.

At his bar, Luthor pours a scotch.

LUTHOR

Considering what I'm about to say,
you're gonna need one.

SUPERMAN

I said no.
(then, finds
strength)
And I asked you a question.

Luthor drinks. The whole glass. Tastes nice.

LUTHOR

One evening, three decades ago, I
had an encounter. I was
enlightened. I learned quite a
bit that night -- including the
possibility that an alien being
was living here. Among us, on
Earth. A unique child. Named Kal-
El.

(beat)

That's you.

(then)

Kal, we're like twins, you and I.
I knew it the instant I learned
about you: both cast away as
infants, rejected by the societies
into which we were born. Lost
souls.

(then)

That night, I was also made aware
of advanced science. Technology
no human could ever conceive. So
I used that knowledge -- that
innovation -- to find you.
Listening to the world for any
hint that you might exist.

(MORE)

(CONTINUED)

CONTINUED: (2)

LUTHOR (CONT'D)

Kal, you're the reason Lexcorp exists at all.

SUPERMAN

(grim, skeptical)

You've been looking for me. For almost thirty years.

LUTHOR

Yes. So we could finally come together. As the architects that save this planet.

SUPERMAN

... really.

Luthor, happier than ever, moves to a wall -- swings away a large painting -- a German artist -- to reveal a considerable WALL SAFE. He begins working the dial.

LUTHOR

I'm proudest of this achievement. Because this was MINE, my own thought, this isn't something I was just GIVEN that night...

SUPERMAN

A book?

Luthor stops. Realizes Superman has just looked into his safe -- before he's opened it. Impressive:

LUTHOR

Hm. I call it my manifesto.

CLANG: Luthor opens the safe and pulls out a large-scale hardback book. SLAM! Luthor puts it on his desk. Superman moves to it. Cracks it open. Begins looking at the typeset pages. And as he does:

LUTHOR (CONT'D)

Through the years my theories have been proven right time and again. I know I have the vision to pull this off. The intellect. You... you have everything else.

Superman's eyes narrow, flipping through pages of the book. Maps, areas of the Earth CROSSED OUT. New BORDERS drawn. Various MISSILES and WEAPONS illustrated on various pages.

SUPERMAN

You want... countries destroyed.

(CONTINUED)

CONTINUED: (3)

LUTHOR

Well you can't say it like THAT, I want to preserve the Earth! Give it a structure. An order--

SUPERMAN

(eyes still on book)
-- by eliminating entire cultures.

LUTHOR

Well yes, some people have to GO. And while that might sound radical, Kal, read my manifes-TOH!

Superman has whip-fast grabbed Luthor by the collar -- pulling him close, lifting him effortlessly off the ground:

SUPERMAN

People say you're a deceitful, immoral, scheming, unethical jackass.

LUTHOR

Now hold on! JACKASS?!

SUPERMAN

But it's even worse than that. You're insane.

Superman shove-drops Luthor, who falls-slides back on the floor:

SUPERMAN (CONT'D)

I'm gonna make sure you're put away.

With that, Superman suddenly FLIES OFF, out the open balcony door -- the suction of his departure creates an INSTANT PAPER TORNADO in Luthor's office. Luthor is quickly on his feet, moving to the balcony, YELLING OUT:

LUTHOR

Hey, a little advice?! You don't want me for an enemy! People are looking for you, Kal! And trust me, you don't want them to find you!

OFF LUTHOR, SEETHING:

INT. KELVIN OBSERVATORY - DAY

Luthor BURSTS IN -- moves fast to the KRYPTONIAN POD. Opens the ship's damaged hatch and climb inside. Luthor begins to operate the pod controls he learned about at the hand of the dying Kryptonian. His face illuminated by the colorful instruments.

A final key combination and the OBSERVATORY LIGHTS BROWN OUT as an UNEARTHLY BEEPING BEGINS. This is a BEACON. It's working. Luthor has called Superman's true enemy. As our MUSIC BUILDS, portending the evil that is to come, we PUSH IN ON LUTHOR. His eyes close, as if he's weighing the gravity and risk of what he's just done...

INT. THE DAILY PLANET - DUSK

MOVE WITH CLARK as he hurries through the busy office to Lois' desk. Jimmy's there, on the phone:

JIMMY

-- I don't think Ms. Lane's gonna be available to be on your little show, but I'll tell her you requested her, thank you!

(hangs up, to Clark)

Since Superman blew off the Prez, EVERYONE wants an interview with Little Miss Lane--

CLARK

Where is she?

JIMMY

Even you apparently --
(dramatic whisper)
Miss Lane's unavailable.

CLARK

Jimmy, PLEASE--

JIMMY

She's over at the Foreign Desk--

And with that, Clark's gone --

JIMMY (CONT'D)

Yeah, I'm good, thanks.

INT. THE DAILY PLANET - FILING CABINETS - DAY

Lois is at a desk, looking over the page layout on a computer when Clark arrives:

CLARK

Lois, you got a minute?

LOIS

Sure...

And he takes her over to a corner of the office. Activity in the background. But here, they're safe from the office traffic.

CLARK

It's about Luthor. I've been reading up on him, doing a little... digging myself. I think he's actually pretty dangerous. And that maybe you should stay away from him--

LOIS

What are you talking about? Hey-- did you see his press conference asking Superman to come hang out? Can you stand the guy's nerve?

Clark then decides... to tell her. Quieter:

CLARK

I need to tell you something. Something... important. Something you might not-- that you won't even believe. Actually.

LOIS

... okay...

A beat. DAMN, this is hard. Lois watches him, concerned, but a touch impatient. Clark tries to talk, but it's a real bitch telling someone that you are, in actuality, a superhero.

CLARK

... and... I, uh...

(searching for words)

Lois. I've never... said this to anyone before...

It takes a beat, but she gets it. We see it in her face: she becomes VULNERABLE, SWEET -- GUILTY EVEN:

(CONTINUED)

CONTINUED:

LOIS

Oh my God, Clark...

CLARK

What.

LOIS

I-- listen. I... I could tell.

Clark stops -- he cannot believe this -- SHE KNOWS?!

CLARK

(amazed, he whispers)
... you-- you could TELL?

LOIS

Yeah. When you-- told me, the
other night, that we'd met before?
I could see that you...(hard for her, he's
confused)Clark, you seem like a really
sweet guy, but I'm not dating
anymore. I can't, I'm no good in
relationships anyway, I fall for
the wrong guys, it's just a really
stupid pattern--

CLARK

-- uh huh --

LOIS

-- and this isn't an excuse, this
is for real -- I mean, classic me?
The first guy I really FEEL
something for? Right? In maybe,
forever? Is probably not even
human. So there ya go.

CLARK

(dawns on him)
... Superman?

LOIS

(almost embarrassed)
Such a cliché, don't even-- of
COURSE I fall for the guy who, you
know, flies. Right? You don't
want anything to do with me -- and
look at you! For any other girl,
you're a catch!

(convincing herself)

A little stiff, a little... you
know, but really CUTE, just--

(MORE)

(CONTINUED)

CONTINUED: (2)

LOIS (CONT'D)

(musses his hair)
 -- if you can loosen up a little--
 what do you do with your hair,
 what is this?

CLARK

(awkward, straightens
 his hair)
 -- I don't really--

LOIS

And you should think about laser
 surgery, because I think you
 without glasses would be much--

She holds his glasses -- ABOUT TO PULL THEM OFF when:

PERRY (O.S.)

LANE!

LOIS TURNS AWAY JUST AS SHE REMOVES CLARK'S GLASSES -- HE
 GRABS THEM, PUTS THEM ON AS SHE TURNS BACK, STRESSED:

LOIS

Clark, I'm sorry, my story's late.

This conversation was enough to change his mind: he won't
 be telling Lois the truth. At least not yet.

CLARK

That's okay, I understand.

LOIS

(sweetly)
 I'm... I'm flattered, though.

And with a sweet smile, she heads off. Clark watches her
 go. Then:

CLARK

Lois.
 (she turns, a beat)
 He called for you. Superman.

Her eyes narrow.

LOIS

... is this... you being mean?

CLARK

No, he called-- at least he said
 it was him. He wants to meet you
 on the roof. Tonight. Eight
 o'clock.

(CONTINUED)

CONTINUED: (3)

LOIS
 (stunned, energized,
 but at a whisper:)
 Are you-- SUPERMAN CALLED FOR ME?!

CLARK
 (smiles)
 Yeah.

She's blown-away excited-nervous, but trying to hide it:

LOIS
 Eight o'clock. Okay. Okay, thank
 you. Excellent. Thanks. Eight
 o'clock. Good.

And she's headed off. Clark watches her go. Suddenly
 the lights in the office BROWN OUT. Clark looks up...
 that was odd... and with a sigh, he heads off -- and as
 moves past a COLUMN, we SEAMLESSLY CUT TO:

INT. KANDOR WAR ROOM - NIGHT

-- a Lieutenant walks past a column of the WAR ROOM.
 Busy, HOLOGRAMS and activity. And we come to Ty-Zor, who
 sits with half a dozen elder GENERALS (including GENERAL
 LAN, 60). Ty-Zor's certainly holding his own here --
 feared and resented by his company; Ty-Zor, simply put,
 is the arrogant son of a king.

TY-ZOR
 General Lan, you gave my father
 your WORD--

GENERAL LAN
 (hates him)
 With all respect, Sir, it's not as
 if we aren't already over-working
 the laborers --

TY-ZOR
 Without repair, Krypton will fall
 out of orbit. Some say within a
 year's time -- you've seen the
 rise in the oceans yourself, the
 winters we've--

GENERAL LAN
 Well perhaps if Menna had not b--!

The frustrated General stops himself -- realizes what
 he's saying. And to whom. Ty-Zor staring at him --
daring him to finish that sentence.

(CONTINUED)

CONTINUED:

Then some at the table stand as Kata-Zor enters. Ty-Zor, however, remains seated. Kata-Zor moves to him.

KATA-ZOR

A word with you.

Kata-Zor moves off. Ty-Zor, still eyeing Lan, stands and follows his father away from the activity of the room, where no one else can hear:

KATA-ZOR (CONT'D)

We received a transmission.

(beat, impossibly)

We've located Kal-El.

(Ty-Zor is stunned)

He's on a planet in the Pireah Range.

Ty-Zor takes this in -- shocked at this. Kata-Zor, meanwhile, is shaken by the news -- as if his faith -- or lack thereof -- is threatened.

TY-ZOR

... you know what they would say.
The slaves. They believe in him.

KATA-ZOR

Yes. Their beliefs, however, are of no concern to us.

TY-ZOR

Perhaps they should be.

(then)

Why take the risk? You know as well as I, we can't afford to.

(finally)

Send me. I will go alone. And I will return. In that regard, the Prophecy will prove accurate.

Kata-Zor considers this. Finally:

KATA-ZOR

Then go. Kill him. And destroy the place that gave him safe haven.

A strong look from Kata-Zor, who turns, leaving Ty-Zor to watch him go. Ty-Zor's look fortifies as we CUT TO:

EXT. THE DAILY PLANET - ROOF - NIGHT

EARTH -- or at least the SILVER GLOBE high atop the mid-town Metropolis skyscraper, lit by giant arclights.

(CONTINUED)

CONTINUED:

A chilly breeze blows Lois' hair as she waits for Superman. Then she senses something and turns: Superman lands, just twenty feet away. A beat. She does everything she can to appear calm.

LOIS

I-- so I got your message.

SUPERMAN

I'm glad you came.

LOIS

You know I didn't get a chance to thank you. For saving my life.

SUPERMAN

No need to thank me.

He walks toward her -- she tenses like a nervous kid. Her nerves somehow make Superman (Clark, of course) calmer. More confident.

SUPERMAN (CONT'D)

You saw Lex Luthor's press conference.

LOIS

(breathless)

-- yes --

SUPERMAN

I went to see him.

LOIS

-- you did?

SUPERMAN

He's insane, you know that.

LOIS

-- I do--

SUPERMAN

Then do me a favor. And stay as far away from him as you can.

LOIS

What? What's going on with everyone? I appreciate your concern-- I'm... perplexed by it, but I appreciate it-- but Superman, I'm a reporter, this is what I do. I'm a big girl. I can take care of myself.

(CONTINUED)

CONTINUED: (2)

Superman looks at Lois. A subtle sigh: being superhuman is irrelevant when it comes to controlling Lois Lane.

LOIS (CONT'D)

-- and why are you doing this anyway? Singling me out at the stadium... calling me tonight.

(beat)

I mean, why me?

Because he loves her, that's why.

SUPERMAN

You're a good writer.

LOIS

... you... you've read my WRITING?

SUPERMAN

I like what you wrote about flying.

LOIS

(embarrassed)

I... Okay, you read that one--? Listen: I only made the comparison-- flying to sex -- because my editor-- total old-school, classic-- but brilliant guy-- was like, "you can't write about flying, Lois, you don't fly" -- so I had to... speculate what--

SUPERMAN

Then I'll show you.

She freezes. What? A sexy proposition comes next:

SUPERMAN (CONT'D)

Wanna fly?

Lois is overcome. Superman holds out his hand. Nervously, she takes it. He turns her so that her back is to him. He moves up against her, wraps his right arm around her waist. She can barely take being this close to him.

SUPERMAN (CONT'D)

-- just hold on --

LOIS

(terrified)

-- uh-huh.

(CONTINUED)

CONTINUED: (3)

He gently lifts her, one foot off the roof... two feet... five feet... fifteen feet... and then out, off the roof, out over the street and she suddenly PANICS -- blurts out a SCREAM and wraps her legs around his body, gripping madly -- so Superman stumbles in the air and she SCREAMS again -- he gets his bearings.

SUPERMAN

Trust me.

She nods. And he grips her safely... and with his arm wrapped around her... they move skyward...

EXT. SKY - NIGHT

We follow Superman and Lois as they slowly traverse Metropolis buildings, at first nervously, their moves are insecure and self-conscious. Rough and graceless. But after a few moments, Lois begins to trust Superman even more. And Superman begins to trust himself.

When they fly over the Metropolis Bridge, following its structural curves, up and down, they actually start to enjoy themselves. Superman holds her, almost giving her the experience of flying on her own. Then he flies upside-down, holding her waist, but now flying right below her. She laughs at how remarkable this all is.

Then Superman sets her down on the ANTENNA TIP of a Metropolis skyscraper. He then simply holds her hand -- it's like she's a ballerina. A princess, dancing where no one has danced before. As out MUSIC SOARS, CUT TO:

EXT. THE DAILY PLANET - ROOF - NIGHT

The MOON their backdrop, Superman sets Lois down gently onto the roof. They remain close -- once again, an intimate charge between them. She seems delicate and nervous as she quietly makes the understatement of the century:

LOIS

That was nice.

SUPERMAN

Listen, Lois... maybe we could see each other ag--

But before he can finish the question, LOIS IS AGGRESSIVE AS HELL, KISSING HIM HARD, ARMS WRAPPED AROUND HIS HEAD.

(CONTINUED)

CONTINUED:

Shocked for a moment, Superman kisses her back -- and suddenly SHE STOPS, horrified by her behavior, she hurries away, her back now facing his:

LOIS

-- oh my God, okay: that was
absolutely unacceptable -- Superm--
I am so sorry--

Superman smiles wide, his back still to Lois, who has a sudden flight reflex:

SUPERMAN

... it's-- not a problem --

LOIS

(moving to the roof
access door)

-- I have to g-- I should r-- you
probably have place to-- lives to
save-- how do I get in touch with
you?

Superman just smiles -- how nervous she is:

SUPERMAN

I'll get in touch with you.

LOIS

... yeah? Okay. Good to know.

Their eyes meet -- and Lois LAUGHS as she heads inside. We stay on Superman, BEAMING -- the happiest he's been in his life and in exuberance, he TAKES OFF INTO THE SKY as some GENIUS, HIGH-ENERGY, ROMANTIC SONG BEGINS -- think choice SINATRA -- as we CUT TO:

A MONTAGE

Magazine covers and newspapers from all over the world, over a period of time -- perhaps a week, perhaps a couple -- but our UPBEAT MUSIC BLARES as we see the IMPACT that Superman is having on the world. IMAGES of DARING RESCUES -- beaming, dirty faces of SURVIVORS. And LOIS LANE, among the personalities on "rag mags", with headlines like, "SUPERMAN'S GIRLFRIEND?" And from the last Superman cover, we PULL BACK TO REVEAL:

EXT. METROPOLIS STREET - DAY

A NEWSSTAND -- the brassy MUSIC still PLAYS as a beaming, in-love Clark walks past with a wild confidence and bounce to his step. The guy hawking SUPERMAN T-SHIRTS holds one up:

(CONTINUED)

CONTINUED:

T-SHIRT GUY

Want one?

CLARK

Got one!

EXT. THE DAILY PLANET - DAY

Clark rounds the corner, heads toward the office as Lois and Jimmy head out, passing him:

CLARK

Lois! Where're you going?

LOIS

-- I couldn't sleep last night--

CLARK

-- hey, me neither--

LOIS

-- I was in the office, two AM, there was another power brown-out -
- so I did a little research --
turns out the power's being
drained from the old Kelvin
Observatory just outside
Metropolis. And hm, guess who
owns it? LUTHOR. I think this is
gonna be a big story-- your hair
looks good!

CLARK

(concerned, watches
her go)
... thanks...

EXT. KELVIN OBSERVATORY - DAY

BOOM DOWN as an SUV arrives outside one of the gates. From out here, the place looks abandoned. Lois and Jimmy get out of the vehicle. Lois moves to the fence, Jimmy behind her.

LOIS

(sotto)
... can I see that?

She takes Jimmy's camera. Using it as telescope, she checks the building from out here.

(CONTINUED)

CONTINUED:

LOIS (CONT'D)

Doesn't look like anyone's here,
does it? ... so then what would
be using all that power?

KEESH-KEESH-KEESH! Lois takes photographs of the empty
place -- but Jimmy takes the camera:

JIMMY

Whoa, you're breaking all sorts of
union rules there, let the pro do
it.

As he takes pictures, Lois pulls out her WIRE CLIPPERS,
holds them between her teeth, begins CLIMBING THE FENCE.

JIMMY (CONT'D)

So don't laugh, but I applied to a
school. On-air news reporting.
They rejected me. Can you believe
th--?

Just then Jimmy sees that Lois is at the top of the
fence, CUTTING THE BARBED WIRE -- a sotto yell:

JIMMY (CONT'D)

WHAT THE HELL ARE YOU DOING?!
Lois, STOP! LOIS! LOIS! NO!
GET BACK HERE! GET BACK HERE!
HEY!

EXT. KELVIN OBSERVATORY - DAY

WIDE SHOT of the building. Lois climbs a ladder toward a
building roof.

EXT. KELVIN OBSERVATORY - ROOF - DAY

Lois climbs up here, alone. She moves to a bank of dirt-
caked WINDOWS. She tries to peer inside. And what she
finally sees makes her eyes go wide. SOTTO:

LOIS

... what the hell...?

She's looking down upon the KRYPTONIAN POD. Lois almost
gasps upon seeing this clearly unearthly object.

INT. THE DAILY PLANET - PERRY'S OFFICE - DAY

Clark sits across from Perry, gruff yet diplomatic:

(CONTINUED)

CONTINUED:

PERRY

I wanted to talk to you because you're not working hard enough. Your reporting's fine. But I'm not paying you the little I am for you to hang around the damn office all day. A good reporter needs to be ACTIVE! You gotta get out there!

CLARK

-- uh-huh...

EXT. KELVIN OBSERVATORY - DAY

Jimmy stands, almost pacing at the gate, waiting for Lois to return. She doesn't. He's losing his mind. Finally he starts to CLIMB THE FENCE:

JIMMY

-- this makes me an idiot --

EXT. KELVIN OBSERVATORY - ROOF - DAY

Lois peers through the window, quietly surprised to see LEX LUTHOR appear in the room below; he checks the pod the way a chef would check on a souffle. We're TIGHT ON HER as she watches him -- then finally stands up -- REVEALING, BEHIND HER, MR. DUNN! She turns, sees him and SCREAMS as we SMASH CUT TO:

EXT. KELVIN OBSERVATORY - DAY

Jimmy, scared as he is, turns a corner -- and stops suddenly, terrified to see, a hundred yards away: LOIS, AT GUNPOINT, BEING HUSTLED INTO THE OBSERVATORY BUILDING by Dunn! Jimmy's eyes go wide -- he retreats, paralyzed, helpless, panicked -- he then turns and HAULS ASS -- races to the fence, climbs it as fast (and somewhat spastically) as he can, jumps into the SUV and grabs his CELL PHONE -- but the phone blinks "NO SERVICE"! Jimmy, almost in tears, struggles with the keys, FIRES UP the engine, REVS IT and SKIDS away --

INT. KELVIN OBSERVATORY - DAY

Luthor examines the pod. Dunn enters behind him, gripping a frightened Lois, gun aimed at her:

(CONTINUED)

CONTINUED:

DUNN

Look who dropped by.

Luthor turns, sees her. Surprised. But then, as if he decides to enjoy this, he walks towards her, grabbing the latest issue of The Daily Planet from a desk.

LUTHOR

I've been reading about you. You and Superman, sounds like you're pretty close. Sounds very romantic.

LOIS

(scared)

I'm not afraid of you.

LUTHOR

(gets way too close)

You are exquisite, aren't you. Underneath all that stubbornness and arrogance.

(then, grim)

There's no future in Superman, Miss Lane.

HOLD ON LUTHOR as a DEEP RUMBLING grows. Unclear at first what this is but it gets LOUDER -- and now Luthor hears it -- smiles.

LUTHOR (CONT'D)

Speaking of which... you came here for a story? Welcome to the biggest story of all time.

And Luthor quickly heads off --

EXT. KELVIN OBSERVATORY - DAY

Luthor moves out and looks into the sky as SOMETHING HUGE IS LANDING. It must be a CRAFT of some kind -- but it's CAMOUFLAGED -- the massive thing appearing only like HEAT RIPPLES. Luthor watches this, even he is in awe --

INT. KELVIN OBSERVATORY - DAY

Dunn holds Lois as they both peer out a window at the landing craft -- PUSH IN ON LOIS, aghast --

EXT. KELVIN OBSERVATORY - DAY

The cloaked ship finally lands in the field directly across from the observatory. It touches ground WITH A LOUD, POWERFUL, GRASS-CRUSHING THUD-CRUNCH. Then the RIPPLES SHIMMER and, one section at a time, THE SHIP BECOMES VISIBLE -- REVEALING ITSELF AS A ROUSER.

A GROAN-HISS is HEARD from the Rouser -- a HATCH OPENS and then SOMEONE APPEARS. IT'S TY-ZOR. THE MURDERER OF SUPERMAN'S MOTHER NOW STANDS ON PLANET EARTH.

Lois can't breathe. Ty-Zor looks around, taking in the area. And Luthor steps toward him, SPEAKING KRYPTONIAN:

LUTHOR (O.S.)
(SUBTITLED)
Hello there!

Incredibly, Luthor gets down on his knees, bowing to Ty-Zor. From now on, Luthor SPEAKS ENGLISH:

LUTHOR (CONT'D)
My name is Lex Luthor. On behalf of... myself... I'd like to thank you for coming.
(then)
Are there... any more of you?

An airless beat. Then:

TY-ZOR
Where is my soldier.

LUTHOR
Ah yes, you expected a fellow Kryptonian. Instead you get me. Your colleague, I'm sorry to report, is dead. Sir. It was a nasty landing, I was there, I saw it.

INT. KANDOR WAR ROOM - NIGHT

Kata-Zor and a group of Lieutenants and Dignitaries WATCH LUTHOR AND TY-ZOR AS A THREE-DIMENSIONAL HOLOGRAPHIC PROJECTION IN THE MIDDLE OF THE ROOM.

(CONTINUED)

CONTINUED:

LUTHOR

But as you can see, my compatriot,
I am as loyal to you as your
fellow soldier: I will neither
harm you, nor waste your time. I
know you want to kill Kal-El.
Here they call him Superman. They
idolize him! They consider him
their savior!

TY-ZOR

(infuriated by this)
Where is he.

LUTHOR

I can give him to you.

On KATA-ZOR as he hears this --

EXT. ROAD - DAY

As Jimmy drives the SUV like mad, checking the CELL PHONE
as he drives -- FINALLY the thing BLINKS FROM "NO
SERVICE" TO "SIGNAL" and he SLAMS THE BRAKES AND DIALS:

INT. THE DAILY PLANET - PERRY'S OFFICE - DAY

As Perry continues with Clark:

PERRY

-- point is, laziness won't do.
When I started out I did
everything I could to impress my
boss. I kissed his ass!
Literally!

(PHONE RINGS, answers
it)

This is White.

INTERCUT WITH:

INT. SUV - DAY

On Jimmy, losing his mind:

JIMMY

MR. WHITE! It's Jimmy Olsen-- the
photographer? Smallish guy, I
work a lot with Lois La--?!

(CONTINUED)

CONTINUED:

PERRY

I know who you are! What is it?!

Sitting across from Perry, Clark uses his SUPER-HEARING to hear the conversation:

JIMMY

Lois Lane broke into the Kelvin Observatory and got grabbed by a guy with a gun!

(Clark REACTS)

I wanted to call you first--

PERRY

DAMNIT, GET BACK TO THE OFFICE!

(looks to Clark)

Clark, go call the poli--!

-- but Perry stops short when he sees that CLARK IS GONE.

INT. THE DAILY PLANET - MAIN CORRIDOR - DAY

Clark quickly enters, checks: no one's here. He SPRINTS toward the open window at the end of the hall -- IN ONE SHOT HE RIPS OFF HIS CLOTHES, TRANSFORMS INTO SUPERMAN, TAKES OFF, AND SAILS THROUGH THE WINDOW, FLYING OFF IN A BLUR. THE VACUUM EFFECT SUCKS his work clothes and anything else in the hall out the window after him --

EXT. KELVIN OBSERVATORY - DAY

Lois continues to watch as Luthor explains:

LUTHOR

For someone like you, with your... considerable abilities, finding Kal-El should be simple. Go to one of our cities. Metropolis is just a jump and skip for you -- just cause some damage. Do some bad things, I guarantee you he'll show up. And when he does -- once you've... done your thing... I was hoping you might reciprocate. A little quid pro quo: return the favor and help ME with a little "face lift" I want to give this planet.

Ty-Zor looks at Luthor, actually amused by him. You almost see the "why not humor him?" Cross his face.

(CONTINUED)

CONTINUED:

TY-ZOR

Certainly. It would be a pleasure
to repay you.

LUTHOR

It was a calculated risk, calling
you. I KNEW it would pay off!

Suddenly a DISTANT WHISTLE is HEARD -- Ty-Zor and Luthor
turn as Superman approaches in the sky --

We then FLY WITH SUPERMAN as he sees the landed ROUSER --
his brain twists: WHAT THE HELL IS THIS?! Fear plays on
his face: this is a far deeper problem than he expected
to find. Still, quickly, powerfully, he LANDS, forming a
PERFECT TRIANGLE with Ty-Zor and Luthor, each fifty feet
away from the other.

LOIS is relieved at the sight of Superman, who, dismayed
and aghast, looks from the Rouser to Ty-Zor.

SUPERMAN

... who are you...?

LUTHOR

(to Ty-Zor, sotto)
Do your thing, my friend.

TY-ZOR

You look just like her, Kal-El.
(then, glowering)
Your mother.

Superman stares, bewildered -- heart pounding. Then,
tauntingly:

TY-ZOR (CONT'D)

She cried, you know. Helpless as
she was. In that moment, just
before I ended her life.

Superman begins to understand the horror that is Ty-Zor.

LUTHOR

... that was good.

TY-ZOR

Let's see if you CRY like her,
too. "Superman".

Whip-fast, Ty-Zor pulls out a BLASTAFF and FIRES -- the
ENERGY BLAST HITS SUPERMAN HARD -- Lois SCREAMS as
Superman is SLAMMED BACK, landing hard, dazed. Ty-Zor
LEAPS over to him, smiles, looking down upon him.

(CONTINUED)

CONTINUED: (2)

TY-ZOR (CONT'D)

CRY FOR ME.

Ty-Zor FIRES, AGAIN AND AGAIN -- Lois sees this from afar, GASPS as --

INT. KANDOR WAR ROOM - NIGHT

Enjoying this, everyone watches as Ty-Zor attacks Superman. Kata-Zor, however, remains intense as:

EXT. KELVIN OBSERVATORY - DAY

Superman takes the BLASTS -- like a human getting SLAMMED by HORRIBLE, SUDDEN JOLTS OF ELECTRICITY. Ty-Zor then holsters the Blastaff and GRABS Superman, LIFTS him:

TY-ZOR

I SAID I WANT TO SEE YOU CRY!

Superman struggles to recover -- Ty-Zor PUNCHES SUPERMAN, SUPER HARD -- SLAM! Again -- and just before the third, Superman FIGHTS BACK: HE POWER-ELBOWS TY-ZOR IN THE HEAD -- TY-ZOR GOES DOWN FAST! Superman, still in a fog, moves to Ty-Zor, grabs him and PUNCHES HIM -- ONE! YES! TWO! YES! And on the THIRD, Ty-Zor BLOCKS it and SLAMS SUPERMAN in the stomach -- Superman is thrown back -- and Ty-Zor FLIES AT HIM, tackling him and sending them into:

INT. KELVIN OBSERVATORY - DAY

KKRASHH!!! Superman and Ty-Zor BURST through the wall and into the observatory main area, SLAMMING INTO A BANK OF METAL SHELVES WHICH CRASH TO THE FLOOR -- REVEALING LARGE CHUNKS OF GREEN ROCK! FUEL FROM THE KRYPTONIAN POD WHICH CRASHED YEARS AGO!

Suddenly Superman and Ty-Zor, both about fifteen feet away from the rock pieces, STRUGGLE -- both instantly depleted of energy, in pain and laboring --

Luthor races in -- and to his shock, finds the two super-strength enemies in agony. Luthor's face contorts: WHAT THE HELL IS THIS? AND WE SEE LUTHOR PUT IT TOGETHER: THEIR WEAKNESS! THE GREEN ROCK! BEFORE US, LUTHOR HAS A REVELATION!

That's when Superman sees LOIS held by Dunn at gunpoint. He suddenly toils to move toward her (something Luthor watches as well).

(CONTINUED)

CONTINUED:

At the same moment, Ty-Zor takes a deep breath and in an angry burst, BLOWS THE KRYPTONITE -- and most other things -- ACROSS TO THE OTHER SIDE OF THE ROOM -- far enough away for him -- and Superman -- to slowly regain their strength.

Dunn backs away as Superman strives to get to his feet -- but just as he does TY-ZOR TACKLES SUPERMAN!

Superman goes down hard as Ty-Zor ATTACKS: these are FURIOUS, BRUTAL, UNFORGIVING BLOWS that are heartbreaking to behold. Lois, witness to this horror, SCREAMS OUT:

LOIS
NOOOOO!!! STOP!!!

But Ty-Zor just keeps on POUNDING away -- each FIST-ON-FACE IMPACT as LOUD AND INTENSE as a THUNDERING FULL-SPEED CAR CRASH. Superman, like a promising prizefighter overwhelmed by a more experienced opponent, is quickly rendered POWERLESS. Lois' SCREAMS become horrible, deep CRIES for the man she loves. Before we know it, Superman is BLOODY AND UNCONSCIOUS.

Ty-Zor GRABS SUPERMAN and LIFTS OFF WITH HIS LIMP BODY -- Lois horrified. PUSH IN ON LUTHOR, who's hatching a plan of his own -- and he yells to Dunn:

LUTHOR
Throw her in the tank!

EXT. METROPOLIS - DAY

Apparently a normal day. Traffic, pedestrians... but then people stop. Hearts sink. Something in the sky. Something horrific.

It's Ty-Zor, carrying Superman's bloody, rag doll figure, parading him, victorious, over the busy streets! Ty-Zor suddenly, angrily HURLS Superman into the street -- he HITS THE ASPHALT LIKE A METEOR -- BOOOOOOM!!! PEDESTRIANS SCREAM AND SCATTER as Ty-Zor lands near Superman, yelling out furiously over the mayhem that now surrounds him:

TY-ZOR
DO YOU IDOLIZE HIM NOW?! LOOK AT HIM!

INT. KANDOR WAR ROOM - NIGHT

Kata-Zor and the others, pleased, watching Ty-Zor's HOLOGRAM:

TY-ZOR
DO YOU SEE YOUR "SUPERMAN" NOW?!

EXT. METROPOLIS - DAY

Superman struggles against unconsciousness as Ty-Zor clutches him again and HURLS HIM ACROSS THE BOULEVARD -- SUPERMAN SLAMS INTO AN OFFICE BUILDING -- SMASHING THROUGH THREE BUILDINGS -- RUBBLE EXPLODES EVERYWHERE!

Superman DROPS LIKE A BOULDER, CRUSHING a parked car. Ty-Zor suddenly lands -- grabs Superman again and THROWS HIM three blocks into a CONSTRUCTION CRANE, which TOPPLES --

Superman and the crane CRASH VIOLENTLY INTO THE STREET as people RUN, SCREAMING, TERRORIZED. What comes next is horrific: Ty-Zor GRABS THE END OF THE CRANE -- he LIFTS IT and uses it like a bat, SLAMMING IT DOWN UPON SUPERMAN'S LIMP BODY! Another hit like this should knock the life right out of him. But Superman isn't the only one in trouble:

INT. KELVIN OBSERVATORY - DAY

Lois LANDS HARD, having just been thrown by Mr. Dunn into the large, empty, GLASS WATER TANK, METAL MESH AT THE TOP. She hurries back for the thick metal door which CLOSES HARD -- Mr. Dunn turning the wheel handle, locking her inside.

LOIS
YOU LITTLE COWARD FREAK!

Luthor then turns an industrial VALVE -- suddenly WATER BEGINS RUSHING INTO THE TANK. He pretends not to hear:

LUTHOR
I'm sorry, what was that?!

With the water RUSHING IN, LOIS PANICS --

LOIS
HHHEEEEEEEELLLLLLLLLLLP!

EXT. METROPOLIS - DAY

Lying in the street, Superman regains consciousness -- turns: TY-ZOR'S ABOUT TO SLAM HIM AGAIN WITH THE CRANE -- and as the crane comes down, Superman gathers his strength and PUSHES HIMSELF AWAY, INTO THE SKY, just as the crane SLAMS down onto the street --

Ty-Zor LEAPS after Superman -- and CAMERA LANDS on a BANK OF TELEVISIONS in the window of an AUDIO VIDEO STORE -- a NEWSCAST is being broadcast on all the TVs. THE BEGINNING OF THE BROADCAST FROM THE OPENING OF THE FILM --

EXT. SKY - DAY

Ty-Zor TACKLES SUPERMAN IN THE AIR -- WHIPS HIM AROUND AND THROWS HIM BACK TO EARTH --

EXT. METROPOLIS - DAY

Images from the opening of the film: a BLUR OF RED AND BLUE EXPLODES THROUGH THE TV NETWORK BUILDING and SLAMS INTO THE STREET, making a CRATER. Concrete and steel litters everything. Confetti of paperwork. WOOSH-THUD and Ty-Zor lands. Reaches down, grabs Superman and THROWS HIM AGAIN -- another BLUE/RED STREAK in the sky as Superman SLAMS INTO A ROW OF PARKED CARS -- the cars EXPLODE and SCATTER --

After a moment the only SOUNDS are the distant SCREAMS and SIRENS. Then, from the rubble, Superman slowly stands. FACES OFF with Ty-Zor, who stands a block away. Superman exhausted, Ty-Zor strong, confident, cocky --

TY-ZOR

I'm disappointed. I expected a better fight.

Here we are, back where we started the film -- but now we not only HEAR the voice, we SEE IT:

INT. KELVIN OBSERVATORY - DAY

The tank is now ALMOST FILLED WITH WATER -- Lois desperately swims to reach the top, sucking air through a METAL MESH -- only TWO INCHES OF OXYGEN LEFT. Luthor turns to Dunn:

LUTHOR

Get the chopper ready.

(CONTINUED)

INT. KELVIN OBSERVATORY - NIGHT

The main chamber door gets ripped off as Superman enters -
- and what he sees takes his breath away: LYING AT THE
BOTTOM OF THE GIANT, WATER-FILLED TESTING TANK, IS LOIS,
beside a GIANT CHUNK OF GLOWING GREEN KRYPTONITE.

SUPERMAN

-- no--

Superman CRASHES TO HIS KNEES. His skins BLISTERS now.
Superman opens his eyes -- ROLLED BACK, BLOODSHOT -- and
he SCREAMS. And so does Lois, in the water, for Superman
to stay away. Then, BEHIND SUPERMAN, LUTHOR APPEARS,
holding a chunk of the GREEN ROCK. There's no escape for
Superman. Luthor walks past Superman with a cocky
confidence that makes us hate him only more.

LUTHOR

Let's talk about your attitude.

(beat)

I tried to include you, Kal. But
you threatened me. So this is
what you get.

Veins begin to appear on Superman's skin as he gets
closer to Lois, who is desperate for air -- and for
Superman to save himself. But through the pain he moves
closer to her -- to the tank and the deadly green rock --

LUTHOR (CONT'D)

I'm embarrassed. That I didn't
figure it out sooner. The
Kryptonite! THE ROCK! The fuel
from the ship -- THAT'S what
killed the soldier they sent to
find you! Do you like the name?
"Kryptonite"? That's mine.

Superman's SKIN BLISTERS now -- evidence of the
devastating effects of Kryptonite. Lois cries
underwater, knowing that his attempt to save her will
mean his life.

We DOLLY WITH SUPERMAN as he strains to the wall of glass
-- the DEADLY GREEN ROCK and the WOMAN HE LOVES submerged
in water behind it. Superman PULLS HIS ARM BACK and
POUNDS the glass -- but his powers are gone now -- in
fact, he's so weak that any of us could have hit the
glass harder. Luthor is close by, watching the pathetic -
- and failing -- attempt to save his love.

(CONTINUED)

CONTINUED:

Lois furiously shakes her head, the last oxygen bubbling from her mouth -- Superman pulls his arm back and STRIKES THE GLASS AGAIN -- then AGAIN -- but the blows are pointless: he leans against the glass, crying himself, his life force depleting -- and their eyes meet -- two souls on the verge of death -- a moment so heartbreaking we should be in tears.

Lois' eyes close -- she seems to die right before us. Just then, with every ounce of strength he's got left -- Superman PULLS HIS ARM BACK AND WITH SURPRISING POWER SLAMS IT INTO THE GLASS -- it SHATTERS -- THE WATER, THE ROCK AND LOIS RUSH OUT OF THE TANK, INTO THE ROOM -- THRUSTING SUPERMAN BACK --

Lois lies there, motionless. Luthor, pleased, moves to Superman, who is, by now, moments from death. Luthor holds a football-sized chunk of Kryptonite and kneels over him. Places the rock on Superman's chest. Superman's breathing erratic, a faint panting.

LUTHOR (CONT'D)

Painful, isn't it? Being so close to something so powerful.

(then)

I mean ME, of course, not the Kryptonite.

In that instant, Superman EXHALES, long and final. His head goes limp. He is dead. SIMULTANEOUSLY:

INT. JOR-EL'S CELL - NIGHT

Jor-El suddenly awakens. Alone here, his face ravaged by age and abuse. No sound has awoken him, no touch or prodding -- but rather a SENSE. AN EMOTIONAL, INNATE UNDERSTANDING WHICH TRANSCENDS TIME AND DISTANCE.

In this moment Jor-El simply KNOWS that his son is dead. His eyes go wide -- tears flood his eyes. Not out of sorrow, but rather disbelief that the moment he'd been waiting for so many years has come.

INT. KELVIN OBSERVATORY - NIGHT

Luthor, kneeling close to Superman, stands.

LUTHOR

One down, one to go.

(CONTINUED)

CONTINUED:

Then Luthor turns -- startled, as we are, to see that facing him is a furious, confident and vengeful LOIS LANE. Before he can even react, LOIS ATTACKS HIM WITH EIGHT WILD, FEROCIOUS BLOWS THAT SEND LEX LUTHOR UP, BACK, THEN DOWN, HARD. Seemingly instantly, he's unconscious.

THE AUDIENCE WILL GO INSANE.

Then a WOOSH and THUD and Lois looks up -- TY-ZOR HAS LANDED ON THE OBSERVATORY DOME, PEERING DOWN UPON THEM THROUGH THE HOLE. And what he sees pleases him:

TY-ZOR

His heart has stopped. I can see it.

INT. KANDOR WAR ROOM - NIGHT

CHEERS of victory -- everyone watching a HOLOGRAPHIC Ty-Zor, Lois and dead Kal-El. But Kata-Zor doesn't cheer -- he simply turns to a Lieutenant:

KATA-ZOR

My son, finish your job. I'll share the news with your uncle.

They head off as --

INT. JOR-EL'S CELL - NIGHT

MUSIC BUILDS as Jor-El gets to his knees. Closes his eyes -- and begins a deep meditative PRAYER --

EXT. KELVIN OBSERVATORY - DAY

Ty-Zor flies from the observatory dome to the Rouser -- he goes inside --

INT. ROUSER CONTROL STATION - NIGHT

Ty-Zor secures himself in the cockpit, working the controls masterfully --

EXT. KELVIN OBSERVATORY - DAY

The Rouser's ENGINES COME TO LIFE in prep to LIFT OFF --

INT. KANDOR PALACE SUBLEVEL - NIGHT

Kata-Zor and his Entourage turn a corner. Kata-Zor relishing the anticipation of telling his brother about the death of Kal-El --

INT. JOR-EL'S CELL - NIGHT

Jor-El, in deep prayer, holds his arms out -- lets his head fall back -- and his eyes open -- THEY ARE WHITE.

INT. KELVIN OBSERVATORY - DAY

Still soaking wet, Lois HURLS the Kryptonite pieces far away from Superman, crying as she does it. Then she KNEELS beside him:

LOIS
 -- please-- Superman, please...
 wake up... wake up, we need you...
 you can't leave... you can't!

INT. THE DAILY PLANET - DAY

Mayhem in here as Workers hurry out in a panic. But Jimmy is like a salmon, just entering, moving upstream:

JIMMY
 Where's everyone going?! HEY!
 We're professionals! We don't
 abandon our posts! WHAT THE HELL
 ARE YOU ALL DOING?!

Then he turns -- THE ROUSER HAS APPEARED AT THE WINDOWS, FILLING THEM COMPLETELY, LIKE KING KONG -- AND JIMMY SCREAMS LIKE A LITTLE GIRL!

EXT. METROPOLIS - DAY

The City as the Rouser arrives. Madness as people flee -- and the mammoth Kryptonian battleship LANDS. Then a VOICE BLARES on a PA, ECHOING through the city:

TY-ZOR (V.O.)
 YOUR SUPERMAN HAS BEEN KILLED!

And the Rouser begins to BLAST A HOLE INTO THE MIDDLE OF THE STREET -- exactly as a Rouser burrowed the hole on Krypton so many years ago.

INT. ROUSER CONTROL STATION - DAY

Ty-Zor operates the controls, ANNOUNCING TO THE CITY:

TY-ZOR
AND THIS IS THE PRICE YOU WILL PAY
FOR SHELTERING HIM!

EXT. METROPOLIS - DAY

The ROUSER BLASTS into the Earth, Ty-Zor's VOICE BOOMING:

TY-ZOR (V.O.)
THE CONSEQUENCE OF PROTECTING HIM!
WITNESS THE END OF YOUR PLANET!

While everyone flees, one person doesn't: an emotional JIMMY OLSEN is in the street, doing his job despite the situation. He tapes the LOUD, violent ROUSER as it BURROWS the deep hole. Then he spots, two blocks away, an ABANDONED NEWS VAN. Inspiration. He runs to it.

Jimmy opens the van -- finds all the equipment, left by its crew. Intense and desperate, Jimmy grabs the camera and moves back to the street, quickly setting up the news video camera on a tripod and grabbing a mic -- REPORTING, yelling over the DIN, practically pissing his pants:

JIMMY
I-- HI! MY, UH -- MY NAME'S JIMMY
OLSEN! AND I'M REPORTING LIVE
FROM METROPOLIS! SUPERMAN...
(struggles)
... LADIES AND GENTLEMEN, SUPERMAN
IS DEAD!

EXT. PARIS - NIGHT

Outside, PEOPLE GATHER, reacting, horrified and saddened, watching MONITORS: a strong but emotional JIMMY OLSEN REPORTS, the terrifying ROUSER BEHIND HIM:

JIMMY
THAT THING! THAT THING BEHIND ME!
CAN YOU SEE THIS?! IT'S BLASTING
A HOLE INTO THE GROUND!

EXT. EGYPT - DAWN

At an OUTDOOR MARKET, the Pyramids in the distance, people CROWD to watch TV MONITORS -- including a small, sweet boy, who clutches a SUPERMAN DOLL:

JIMMY
AND THERE'S BEEN A VOICE! SAYING
THAT THEY'RE ABOUT TO DESTROY OUR
PLANET!

EXT. KENYA - DAY

With Mt. Kilimanjaro in the distance, a group of People gather to watch the news -- Jimmy -- from Metropolis:

JIMMY
IF THIS IS TRUE... IF SUPERMAN IS
DEAD... LADIES AND GENTLEMEN, THIS
MIGHT BE THE END FOR ALL OF US!

INT. KELVIN OBSERVATORY CORRIDOR - DAY

Lois cries over Superman. She leans closer to Superman's face to give him a final good-bye kiss. CLOSER and CLOSER she gets --

EXT. METROPOLIS - DAY

Jimmy DUCKS as the Rouser POUNDS the Earth, finishing the hole -- then, as we've seen earlier, the Rouser begins to PLANT A SPIKE BOMB! Seeing this, Jimmy's eyes go wide --

INT. JOR-EL'S CELL - DAY

Kata-Zor arrives at Jor-El's cell to see SUPERMAN'S FATHER ON HIS KNEES, ARMS OUTSTRETCHED, WHITE EYES OPEN. Kata-Zor SCREAMS for his Guards to stop him as --

EXT. METROPOLIS - DAY

The Rouser FINISHES PLANTING THE SPIKE BOMB, which SEALS ITSELF on the street surface --

INT. KELVIN OBSERVATORY - DAY

Lois' lips are about to touch Superman's -- our MUSIC CRESCENDOS and just before they kiss we SMASH CUT TO:

TOTAL DARKNESS. The only SOUND a WOMB-LIKE RUSH. Then a CRACKLE as a TRACE OF LIGHTNING skitters off ON THE GROUND PLANE, racing off into the distance. Momentarily revealing odd clouds... were those faces in the clouds? Where is this? These odd, sporadic snakes of energy are the only visible source of illumination.

UNTIL SUPERMAN STEPS INTO THE PUREST BLUE-WHITE LIGHT YOU'VE EVER SEEN. WE ARE IN:

INT. DEATH - TIMELESS

Superman walks toward us, his suit restored to pristine condition, his skin and hair unscathed by battle or Kryptonite. TIGHT ON HIM as he walks, somehow drawn forward, his eyes searching. Finally he sees something off-camera -- something that stuns him into motionless silence. A long beat. Then we see what he sees.

Standing what seems like twenty feet away is JOR-EL. At sixty-nine, he wears the MONARCHAL ROBES he had on when we first met him. He looks handsome. Imperious. But, perhaps most importantly, he's in awe. In awe of the beauty and majesty that is his grown son.

JOR-EL
(reassuringly)
You know who I am.

A beat. Then, emotionally, quietly, incredulous:

SUPERMAN
... you're my father...

Jor-El, warrior, ruler, prisoner, could be brought to tears by the vision of his son. But he stays strong.

JOR-EL
Kal-El, no words can make up for what we've lost.
(beat)
I've been waiting for this. For years.

SUPERMAN
It was you. You sent me away.

(CONTINUED)

CONTINUED:

JOR-EL

Yes. And now, my son, you must go back.

SUPERMAN

... go back? Where? How can--?

JOR-EL

Because it was written. Thousands of generations ago. To those who believe, the Prophecy speaks of Krypton. A war, waged by and against a single family. It tells of two princes and the battle they will fight. We know that of the two... only one prince will return.

SUPERMAN

-- a prince...? I am no prince.

JOR-EL

-- yes--

SUPERMAN

-- no, I live on Earth--

JOR-EL

-- in a home which I selected.

(then)

I chose the Kents because they were decent. Virtuous. I could see they would raise you well. And keep the Key safe.

SUPERMAN

... the Key?

(then, realizing)

... those five pieces.

JOR-EL

The Symbols of Menna.

Jor-El moves to his son. Points (but does not touch) each symbol on Superman's chest:

JOR-EL (CONT'D)

Each piece a representation. Faith. Wisdom. Courage. Love. And sacrifice. There is a priest - Hen-Gra. He will explain the Key, help you with the knowledge you need.

(CONTINUED)

CONTINUED: (2)

What does THAT mean? Superman just stares at him -- takes a leap, assumes for a minute all of this is true:

SUPERMAN

This prophecy. What happens when the prince returns?

JOR-EL

The last pages have never been found. But you will understand. You will know the right thing to do.

(beat)

My son, I can give you life now. I can give you all I've seen, all I know. But what you do with that knowledge... the outcome... will be decided by you.

Superman looks off, trying to take this all in --

JOR-EL (CONT'D)

(quiet, intense)

Your mother and I were afraid as well. The morning we sent you away. Please. Please... believe in yourself as much as I do.

AND JOR-EL EMBRACES HIS SON, AS SUPERMAN DOES HIS FATHER. SUPERMAN INHALES -- INFUSED -- AS JOR-EL EXHALES, SPENT --

INT. JOR-EL'S CELL - NIGHT

Where we left Jor-El: on his knees, he COLLAPSES -- hits the floor hard -- dead -- just at the moment Kata-Zor's Guards unlock the cell and burst in -- Kata-Zor grabs his lifeless brother, knowing he's been bested as:

INT. KELVIN OBSERVATORY - DAY

Lois' lips finally touch Superman's -- AND IN THAT INSTANT HE GASPS -- LOIS SCREAMS, HORRIFIED, falling back and scampering on the floor, SCARED TO DEATH --

LOIS

OH MY GOD, I'M SORRY I KEEP
KISSING YOU, I THOUGHT YOU WERE
DEAD!

Superman stands, stronger, healthier than ever -- a confident stance as he moves to Lois, takes her hand:

(CONTINUED)

CONTINUED:

SUPERMAN

Are you all right?

LOIS

-- God, are YOU?!

A DISTANT HORRIBLE THUNDER. Superman turns at the sound -
- then back to Lois, helps her up.

SUPERMAN

-- hold on tight --

He grabs Lois, wraps her in his CAPE and TAKES OFF --
blasting through the observatory roof --

EXT. ROAD - DAY

Middle of nowhere. Superman sets Lois down, says firmly:

SUPERMAN

Now I know you-- you're gonna want
to get involved in this. DON'T.
Stay safe.

And Before she can respond again, Superman takes off.

EXT. METROPOLIS - DAY

Jimmy, HAIR BLOWN BACK in the EXHAUST GUST, watches as
two blocks away the ROUSER SLOWLY LIFTS OFF -- MILITARY
JETS APPEARING -- two F-18s, which FIRE MISSILES AT THE
ROUSER -- the Rouser gets hit -- the missiles do nothing -
- and Ty-Zor FIRES AT THE JETS -- the pilots EJECT just
as the two jets EXPLODE in the sky above Metropolis --

INT. KANDOR WAR ROOM - NIGHT

Kata-Zor bursts into the crowded space, anxious and
irritable, calling out to the HOLOGRAM of Ty-Zor:

KATA-ZOR

DO NOT LEAVE THE PLANET!!! KAL-EL
HAS NOT BEEN KILLED!!!

INT. ROUSER CONTROL STATION - NIGHT

Lifting off, Ty-Zor reacts, incredulous:

TY-ZOR

But Father, I saw him dead!

(CONTINUED)

CONTINUED:

KATA-ZOR
THE SON OF JOR-EL LIVES!

And Ty-Zor's head whips over at an APPROACHING WHISTLE --

EXT. METROPOLIS - DAY

In a RED STREAK IN THE SKY and Superman comes to the aerial equivalent of a BRAKE-SLAMMING SCREECH STOP -- a block away from the monster Rouser, which TURNS IN MID AIR, hovering LOUDLY, facing Superman. Ty-Zor, piloting, sees him -- and brings the Rouser to a sudden, hard, QUAKING LANDING.

Superman faces the thing with a rage and determination we haven't seen on his face before. Fighting this machine is the battle he must fight -- in order to get to the beast inside.

Jimmy, holding the video camera, tapes this, freaking out:

JIMMY
HE'S BACK! HE'S ALIVE!!!

Just as Superman flies toward the Rouser, Ty-Zor FIRES -- A DOZEN ENERGY BLASTS SLAM INTO SUPERMAN, who is thrown back powerfully -- painfully. He lands hard, but is light-years from giving up -- he STREAK-FLIES back to the Rouser -- and Ty-Zor FIRES -- but this time Superman DODGES the SPIRALLING ENERGY BLASTS ACROBATICALLY IN THE SKY -- Superman SLAMS his shoulder against the machine, STRAINING WITH ALL HIS MIGHT TO UP-END the thing -- to render it useless --

But Ty-Zor activates various controls and TURRETS APPEAR from beneath the battle machine's armor -- and in the same instant that Superman sees these weapons aimed at him, TY-ZOR FIRES -- Superman gets POUNDED down, slamming into the street, SHATTERING asphalt. And Superman has no time to recover: he FLIES out of the way just as Ty-Zor FIRES AT THE STREET, where Superman just landed.

INT. KANDOR WAR ROOM - NIGHT

Kata-Zor and the others anxiously watch the brutal fight.

EXT. METROPOLIS - DAY

The battle is classic Superman: giant machine fighting our hero in the canyons of Metropolis -- is wickedly fast cat-and-mouse -- Superman flying around the tank-monster, grabbing it, trying to HEAVE IT OVER as Ty-Zor COUNTER-MANEUVERS, hitting controls madly, the Rouser's various WEAPONS APPEARING, FOLDING OUT, revealing its dozens of deadly options and once Superman finally grabs onto the side of it again, Ty-Zor RAMS THE ROUSER -- and his enemy -- into "BURKY'S DEPARTMENT STORE", destroying the building's facade as they wrestle.

Meanwhile Jimmy Olsen VIDEOTAPES the whole thing from a relatively-safe distance: he has to run to avoid GIANT PIECES OF DEBRIS which Superman and the Rouser kick up --

EXT. TOWN - DAY

Lois, out of breath, runs, arriving at a typical, small US town. Could be Barstow, could be Bangor. Curious and desperate, she spots a large group of horrified PEOPLE gathered outside a barber shop -- she hurries there to see that they're all watching the TV: THE VIDEO SHOT BY JIMMY OF SUPERMAN BATTLING THE ROUSER IN METROPOLIS --

Shaken, she turns to the large 40-ish GUY in a jean jacket who stands beside her, watching the TV:

LOIS

Excuse me: I know this sounds insane -- but Sir, I need to borrow a car.

A grim look from the man. He obviously believes the end of the world is at hand. He just holds out his keys.

GUY

Take it. It's all over anyway.

This lands for Lois -- then:

LOIS

Where is it?

The Guy gestures -- Lois' eyes flick to the HARLEY-DAVIDSON MOTORCYCLE parked at the curb. A beat. Then:

EXT. HIGHWAY - DAY

LOIS BLASTS down the road on the Harley, speeding like a maniac on the bike -- no traffic headed toward Metropolis -- but GRIDLOCK headed out -- she THUNDERS AHEAD --

INT. KELVIN OBSERVATORY - NIGHT

Luthor SITS UP, waking from his Lois-beating. FURIOUS.

EXT. KELVIN OBSERVATORY - DAY

Luthor hurries out here, having just awoken, running toward the Helicopter, which Dunn has ready to go --

EXT. METROPOLIS - DAY

Superman's battle against the Rouser continues -- he manages to get under the belly of the Rouser, PUSHING with all his might -- SCREAMING as he forces the impossibly heavy, giant metal beast to a TILT -- Ty-Zor scrambles to maintain footing, but Superman's too damn strong -- and like David against Goliath, Superman finally scores a win as he PUSHES THE ROUSER OVER -- the huge machine CRASHES TO THE STREET!

Ty-Zor scurries in the cockpit to right the thing, Superman attempts to PRY OPEN THE ROUSER -- Ty-Zor sees this and grabs the HELLFIRE TRIGGER and ENERGY BLASTS HIT SUPERMAN again, sending Superman TUMBLING BACK.

He turns back to the crippled Rouser. Using his X-RAY VISION, Superman looks INSIDE OF IT; WE SEE the intricate inner-workings, the weaponry, the thousands of miles of cabling, the amazing Kryptonian machinery -- Ty-Zor in the cockpit -- and everything seems to converge at the MAIN ENERGY SOURCE in the Rouser's underbelly --

So as Ty-Zor strains with the controls trying to right the mega-chine -- the Rouser LURCHING, its legs TURNING and CLAWING, its THRUSTERS spastically FIRING, Superman TAKES OFF -- Jimmy watches Superman go, following the RED STREAK in the sky with the video camera --

EXT. INTERNATIONAL REACTIONS - VARIOUS

-- a quick return to the places we've seen -- France, Egypt, Kenya -- a visual MONTAGE of various FACES OF THE WORLD, everyone fearful, their futures at the mercy of this battle. The reaction is shock -- fear -- disappointment that Superman would abandon them --

EXT. SPACE

As seen from space as SUPERMAN appears, angry and determined, flying toward the stars. He then U-TURNS and BULLETS BACK TO EARTH --

EXT. SKY - DAY TO NIGHT

SUPERMAN RIPS OVER THE SURFACE OF THE PLANET AT 10,000 FEET -- THROUGH TIME ZONES, DAY TO NIGHT AND BACK AGAIN -- and OVER THE OCEANS -- a MAMMOTH SALTWATER WAKE BEHIND HIM -- and then he ZOOMS INTO METROPOLIS where he SUDDENLY IMPACTS THE VULNERABLE SPOT OF THE ROUSER AND THE THING IMPLODES before it EXPLODES -- and when it does it's TREMENDOUS: A WILD, MULTICOLORED BLAST WHICH ROCKS THE CITY! Jimmy is thrown back in the concussion --

INT. KANDOR WAR ROOM - NIGHT

-- the EXPLOSION is witnessed in the HOLOGRAM VIEW -- the HOLOGRAM RECEPTION MOMENTARILY INTERRUPTED -- Kata-Zor and the Lieutenants suddenly SILENT IN SHOCK --

EXT. HIGHWAY - DAY

From the EXPLOSION in the distance, we quickly PAN to Lois, speeding with her as she rides like a Superbike champion -- making a scary-fast lane change, passing a "METROPOLIS DOWNTOWN - NEXT EXIT" sign --

EXT. METROPOLIS - DAY

Images of the intense aftermath of the explosion. Destruction and debris, which still rains upon the streets. The few people that remain in the area are running off or driving away wherever possible.

And we find Ty-Zor who lies amid the massive rubble. PUSH IN ON HIM, splayed, looking broken and dazed. But far from dead. In fact, he's REALLY PISSED OFF now.

(CONTINUED)

CONTINUED:

And he strains to get up -- dirty and dusty now, like a desert warrior. He scans the urban war zone for his nemesis -- when he's SUDDENLY TACKLED HARD BY SUPERMAN --

They land powerfully, ripping up asphalt -- and the FINAL BATTLE BEGINS. Until now, Ty-Zor has always had the advantage. But no longer. As much as Ty-Zor tries to fight in his elegantly brutal, well-trained way, Superman is the stronger and more determined of the two.

Yes, it's Superman. Yes, he's an icon of all that is moral and good. But that doesn't mean he won't defend himself -- and in this kill-or-be-killed scenario he must be as ruthless and clever as his opponent -- which is just what happens: as far as being ruthless is concerned, his attack on Ty-Zor is, blow-for-blow, every damn thing Ty-Zor deserves. A potent combination of speed and might, Superman dominates TY-ZOR -- SLAMMING him with his fists, cracking him hard with his boots, deflecting every defense and shocking Ty-Zor with his fierce skill. And during all this:

INT. KANDOR WAR ROOM - NIGHT

Everyone watches, silent, Kata-Zor's heart pounding --

EXT. METROPOLIS - DAY

Superman lands five powerful punches in a row, then flips Ty-Zor into the street. Ty-Zor lands there, in a daze as Superman approaches him, a dark, enraged man:

SUPERMAN

I saw it, Ty-Zor. What you did to
my mother, I WAS THERE. So this.
This is for her.

Superman grabs Ty-Zor and HURLS HIM -- as he did Superman -- Ty-Zor is thrown into a large pile of building RUBBLE, SLAMMING into it.

EXT. METROPOLIS STREET - DAY

Just as Lois ROARS into the city on her borrowed bike -- she SKIDS in a WIDE TURN, five blocks from Superman --

EXT. METROPOLIS - DAY

Superman grabs Ty-Zor -- is just about to POUND HIM again when Superman suddenly HEARS BEEPING. HIS HEAD WHIPS TO THE SPIKE BOMB, WHICH HE SEES PLANTED A BLOCK AWAY.

(CONTINUED)

CONTINUED:

AND SUPERMAN KNOWS: THIS IS A BOMB THAT WILL DESTROY THE PLANET. Realizing the threat and that he must respond, he drops his hateful enemy and quickly flies to the bomb.

Superman attempts to pull up the spike bomb -- it's a horrible struggle -- he rips off the CAP, grabbing the foot-thick and seemingly endless COIL that has been burrowed deep into the Earth. He's about to fly off with it when he turns -- AND SEES TY-ZOR, HOLDING a STATION WAGON above his head. AND THERE'S A COUPLE IN THE CAR, SCREAMING. Superman realizes what's happening -- and Ty-Zor THROWS THE CAR across the city -- Superman instinctively drops the bomb and SPEEDS THROUGH THE SKY, GRABBING THE STATION WAGON before it hits a building -- the MAN and WOMAN in the car in shock --

MAN BEHIND WHEEL

-- thank you --

Superman looks down -- Ty-Zor has ANOTHER CAR -- a VAN with a MAN in it -- and Superman realizes: TY-ZOR IS TAKING ADVANTAGE OF SUPERMAN'S VULNERABILITY -- HIS DESIRE TO SAVE PEOPLE. And Ty-Zor THROWS the van -- Superman RACES DOWN -- quickly sets down the station wagon and SPEEDS THROUGH THE AIR for the Van -- just as LOIS arrives on the bike -- looking up, horrified.

Superman grabs the VAN -- sending him back against a building's 20th story window -- SPIDERING the glass. Just as, on the street: SCREEEECH! Jimmy stops right beside Lois, driving the NEWS VAN:

JIMMY

GET IN!!!

And Lois does -- and TY-ZOR SEES LOIS GETTING IN THE VAN, just as Superman does, still holding the Van. And Ty-Zor FLIES TO THE NEWSVAN, grabs it, lifts it above his head. Inside, LOIS AND JIMMY SCREAM WILDLY -- Superman's eyes flick to the SPIKE BOMB -- BEEPING TWO BLOCKS AWAY, LOUDER NOW -- ABOUT TO EXPLODE -- WHAT THE HELL DOES HER DO?!

Superman then does something GENIUS -- he SMASHES THE VAN INTO THE BUILDING WINDOW, YELLING TO THE MAN INSIDE:

SUPERMAN

GET OUT!

The man jumps out of the van, onto the tenth floor of the building -- then just as Ty-Zor THROWS THE NEWS VAN, Superman THROWS THE VAN AT TY-ZOR! The Van SLAMS INTO TY-ZOR LIKE A BOWLING BALL -- Ty-Zor falls back --

(CONTINUED)

CONTINUED: (2)

Superman BULLETS TO THE NEWS VAN -- Superman GRABS THE NEWSVAN, sets it atop the closest building roof: The Daily Planet roof. And in a BLUR he arrives at the SPIKE BOMB -- he grabs the coil and FLIES INTO THE SKY, pulling the thing out of the planet -- the coil's thousands of feet long -- and as the BEEPING INCREASES -- as Superman bullets upward with the heavy planet destroyer -- TY-ZOR stirs. He begins to awaken in the rubble. He shakes off his fog. Wounded and bloody, Ty-Zor looks up -- sees the bomb, still being carried at speed into the sky. Glowering at Superman and gathering his strength, Ty-Zor flies to the spike bomb, just as the explosive BULB at the end whips out of the hole -- and Ty-Zor grabs the end of the bomb --

EXT. THE DAILY PLANET

Lois and Jimmy watch as Superman and Ty-Zor fly off --

EXT. SKY - DAY

Suddenly Superman is yanked to a stop -- he turns to see Ty-Zor, holding on to the other end of the spike bomb, a mile away. And they each begin PULLING -- each of these powerful beings struggle to pull the thing away from the other --

Superman on the DETONATOR side, Ty-Zor on the EXPLOSIVE CHARGE side, Superman has the edge, straining, pulling the thing up, thousands of feet above Metropolis -- even as Ty-Zor struggles to pull the bomb back to the planet --

Finally -- just as Superman pulls Ty-Zor high enough above the city for no structural damage to occur, THE SPIKE BOMB DETONATES -- the earth sky filled with an IMPOSSIBLY BRIGHT LIGHT --

EXT. THE DAILY PLANET - DAY

Lois and Jimmy shield their eyes from the explosion --

EXT. SKY - DAY

Shell-shocked, Ty-Zor falls to the Earth -- Superman FLIES DOWN -- GRABS HIM and flies back to Metropolis --

INT. HELICOPTER - DAY

Luthor and Dunn arrive over the City, looking down and spotting Superman as in the distance he lands atop what looks like a six-story government building --

LUTHOR
No -- he can't lose! TAKE US
DOWN!

EXT. SIX-STORY BUILDING ROOF - DAY

Superman drops Ty-Zor onto the roof, beside an impressive SKYLIGHT. Superman glares down at him.

SUPERMAN
Ending your life won't bring back
the people you've murdered. What
I'm offering you now... you
haven't earned. MERCY.

INT. KANDOR WAR ROOM - NIGHT

Kata-Zor moves closer -- watching Jor-El's son standing above his own wounded son.

EXT. SIX-STORY BUILDING - DAY

Superman and Ty-Zor continue:

TY-ZOR
... you're asking me... to turn
against my father.

Superman moves closer, scrutinizing his cousin. Waiting for his response. Ty-Zor considers this...

INT. KANDOR WAR ROOM - NIGHT

Everyone watches this dramatic moment -- will son turn against father?

EXT. SIX-STORY BUILDING - DAY

Superman waits for Ty-Zor's response. Ty-Zor knows that saying no will mean his death. A tense beat as Ty-Zor, with no real option, says:

(CONTINUED)

CONTINUED:

TY-ZOR

... Yes. Yes, I will go with you.
Work at your side.

INT. KANDOR WAR ROOM - NIGHT

The room reacts with subtle disbelief -- Kata-Zor stares,
still trusting --

TY-ZOR

... yes, I'll do it.

And Ty-Zor reaches out for Superman's help with one hand -
- but with the other, he secretly pulls a KRYPTONIAN
BLADE from a boot holster. Superman moves closer to take
Ty-Zor's hand -- and their hands touch -- Superman helps
up Ty-Zor, who then LUNGES AT SUPERMAN WITH HIS BLADE --
but Superman, anticipating this (here's the "clever" part
which goes with the "ruthless" part), purposely FALLS TO
HIS BACK, ROLLING, therefore FLIPPING TY-ZOR, who is
thrown back, INTO THE SKYLIGHT, which SHATTERS --

INT. BUILDING - DAY

KKKKRRRRRAAASSSHHHHH!!! Glass explodes, shards raining
down on the huge space as Ty-Zor DROPS THROUGH THE
CEILING -- FALLING UPON THE ENORMOUS, RAZOR-SHARP
STALAGMITE SAMPLE OF KRYPTONITE -- the GIANT PIECE OF
PHOSPHORUS GREEN ROCK IMPALES HIM, landing as he did, on
his back. Ty-Zor SCREAMS in dying agony -- his skin
blistering. Only NOW do we pull back to reveal that
we're in THE METROPOLIS MUSEUM.

INT. KANDOR WAR ROOM

Everyone watches, stunned -- Kata-Zor in shock --

INT. METROPOLIS NATURAL HISTORY MUSEUM - DAY

Luthor runs into the hall -- goes to impaled, dying Ty-
Zor, grabs him -- speaks urgently:

LUTHOR

YOU IDIOT!!! I GAVE HIM TO YOU!!!
WE HAD AN AGREEMENT!!! ALL YOU
HAD TO DO WAS--

(CONTINUED)

CONTINUED:

CLAMP! Ty-Zor grips Luthor's neck hard -- and you think for a moment that he's going to crush Luthor and kill him as he himself dies -- but instead something else happens: another TRANSFERENCE -- something that overwhelms Luthor. When Ty-Zor finally DIES, Luthor falls back, shaking, weak now, recovering --

EXT. METROPOLIS - DAY

As police return to the city in vans and choppers, Superman lands as Lois runs to him:

LOIS

Superman!

She embraces him -- a long embrace. Then he pulls back. Burdened with:

SUPERMAN

I'm...
(difficultly)
Lois, this is hard to explain...

LOIS

What's the headline.

SUPERMAN

(a beat)
They need me. Back home.

Her heart sinks. Oh, God, he's leaving.

LOIS

.. back home...?

SUPERMAN

The... the planet I'm from.

LOIS

(the idea of it, wow)
... your planet.

SUPERMAN

Except I don't know how I would help. I only know that they need me.

LOIS

Then you know you have to go.

SUPERMAN

... I don't know.

(CONTINUED)

CONTINUED:

LOIS

Of course you do. You know exactly what you have to do. You have to help.

He looks into her eyes. God, she's beautiful. And, of course, she's right. A small nod. Then:

SUPERMAN

I will see you again.

She looks at him, heartsick but smiling.

SUPERMAN (CONT'D)

I never got to thank you.

LOIS

... for what?

Where does he start? He can't tell her now. So:

SUPERMAN

For everything.

They're so close. About to kiss. Then:

LOIS

Don't kiss me. Just... don't. Please. I mean if you were thinking about it. It's-- it's just easier if you just... go.

Superman nods. One final look.

LOIS (CONT'D)

So maybe we'll see each other an--

And Superman GRABS HER AND KISSES HER -- and she kisses back, passionate. Jimmy is nearby, taking PICTURES OF their kiss... finally, when it's over, the CAMERA FLASHES reflecting in their eyes, Superman takes a few steps back... and TAKES OFF, into the sky. And Lois Lane watches Superman speed away, into the clouds.

EXT. KENT FARM - DUSK

The most beautiful sight. The farm we first saw, thirty years ago. Silhouetted against the pink sky, standing alone in the field of wheat, is Superman. He looks out at the land where he was raised. His eyes searching for an answer on the horizon. Then he looks into his palm. Holds the Five Pieces. Arranges them in the form of the "S".

(CONTINUED)

CONTINUED:

Then, in the middle of the wheat field in front of him, something happens: the dry earth begins to RISE in a MOUND -- what in the world is this? Nothing from this world: as the wheat and dirt falls to the side, a large Kryptonian SPACECRAFT is revealed. Something Jor-El left for his son, years ago. It LIFTS gently, until it hovers, just at ground level. A portal OPENS.

And Superman just stares at the craft, at once determined and afraid. Then he turns: standing near the house, having just witnessed it, too, is Martha Kent.

Superman moves to her. Mother and son share a look... then they embrace. Trying to sound strong, but her voice cracking, she speaks:

MARTHA

Love you, sweetheart.

And the look Superman gives her... the look of a man who knows courage. Wisdom. Faith. Love. And Sacrifice.

Moments later, she watches as a BRILLIANT LIGHT illuminates the farm -- the spacecraft's THRUSTERS showering the place in WHITE LIGHT. And as our MUSIC RISES the craft lifts off, carrying Superman into the heavens. Beginning the journey of his lifetime.

And Martha Kent watches as The Light lifts into the sky. Her heart full. Proud of her son.

CUT TO BLACK.

T H E E N D