

SUPERMAN LIVES

by

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REVISE**

**FOR EDUCATIONAL
PURPOSES ONLY**

OPEN ON:

DARKNESS. Then sounds. Chaotic. Desperate. Human. Cutting through the cacophony of noise -- a blaring ALARM as we --

FADE IN

A round, reflective, eye-like DEVICE fills the SCREEN. Images dance across its mirrored surface. A blur of movement rushes past. ALARM sounding. People screaming and --

PULL BACK TO SHOW

KRYPTONIAN CORRIDOR. Packed with fleeing CITIZENS. Their garb and architecture bespeak a highly advanced culture -- an enlightened civilization at the moment reduced to pure terror as FAMILIES, LOVERS and CHILDREN run down the hall and --

ANGLE ON

JOR-EL. Regal. Handsome. Tunic bearing the distinctive "S" of his clan. He rushes down the corridor with the CROWD, sees a young GIRL get knocked down. JOR-EL pauses to lift the GIRL to her feet, glances up at the reflective, eye-like DEVICE coldly staring down at the panicked mass of humanity, hurries on as --

An unGodly, terrifying SQUEALING sound suddenly fills the corridor. The CROWD shrieks. Lights flicker. The SQUEALING sound is getting louder and louder. Something's approaching from behind. PEOPLE start stampeding forward. JOR-EL joins the mad dash to get away from it as a commotion is suddenly heard up ahead and --

JOR-EL'S POV

A BARRICADE begins to close across the corridor, barring their escape. JOR-EL follows the surge of PEOPLE pushing toward the rapidly narrowing gap -- SQUEALING sound getting louder and louder behind him -- the sharp metal edges of the BARRICADE about to close up ahead and -- JOR-EL dives through -- slides across the floor as the heavy barricade doors seal shut behind him. Muffled SCREAMS are heard on the other side as some unseen BEAST crashes with massive strength into the closed doors -- leaves its horrific outline in the solid steel and --

CUT TO

JOR-EL'S LABORATORY. Complex controls and instruments abound. ALARM heard OVER. JOR-EL bursts in --

JOR-EL

Lara!

LARA appears from the shadows, holding their infant SON.
Tremors rock the room. He takes her hand --

LARA
We must get to the transports.

JOR-EL
(moving across the lab)
They've been destroyed!

The lab suddenly goes dark. Dim emergency lights activate.
A shaft of light slices through the gloom to --

REVEAL

A CHILLING SIGHT -- a large, humanoid HEAD seems to hover in
the darkness -- prominent cranium, greenish metallic skin
stretched over sparking relays, soul-less eyes -- the rest of
its body hidden in deep shadow --

JOR-EL
Brainiac...
(stunned)
How --

BRAINIAC
Your mistake was you started me
but didn't finish me.

BRAINIAC'S head moves spectre-like through the darkness. JOR-
EL and LARA, holding the CHILD, instinctively back away --

BRAINIAC
If only you'd assisted my growth,
instead of crudely trying to end
my existence.
(focused on the INFANT)
You chose to spend time on that
drooling, useless thing when you
could have been refining me!

JOR-EL
Your program is flawed, you must
know that!

BRAINIAC
I have evolved far beyond your
comprehension, Jor-El -- the
creation has become the creator!

A large, COMPUTER-LIKE DEVICE begins to glow in a corner of
the room -- its powerful, pulsating green aura illuminating a
myriad of cables and connections running into the floor --

BRAINIAC

All of Krypton's thermionic systems are now under my control. For crimes against technology, your world will die at technology's hand!

Powerful tremors rock the room -- structural debris rains from the ceiling -- JOR-EL edges away -- trying to buy time --

JOR-EL

You say you've evolved. Then display your higher instincts and show mercy.

BRAINIAC

Nothing of this planet shall endure -- except Brainiac!

JOR-EL

You can destroy Krypton, but not its people. Our line will continue, I've made sure of that.

BRAINIAC

Enough stalling, Jor-El.
(moving toward the INFANT)
Let the death of your child be the last thing you see!

JOR-EL dives for a wall carved with niches -- grabs an advanced Kryptonian lab tool -- fires the powerful implement at BRAINIAC -- explosion of LIGHT and --

CUT TO

LAB LAUNCH AREA. A silo-like space dominated by a stealth-shaped SPACE CRAFT. JOR-EL rushes in with LARA and the INFANT, locks the door behind. JOR-EL takes their SON and --

INFANT'S POV

HANDS hurriedly place us inside the space craft's wonderous interior, wrap us in a familiar blue and red fabric. A mysterious, Rubik's cube-like OBJECT is placed by our side, and then two anguished faces appear -- JOR-EL and LARA, looking in through the hatch --

LARA

Where will you send him?

JOR-EL

The planet Earth. Its yellow sun will give him tremendous physical advantages. He will be safe there.

JOR-EL reaches in, takes the child's hand --

JOR-EL
God speed, my son --

LARA
(tears rolling down)
You are our greatest joy, Kal-El,
our greatest love.

A commotion behind -- LARA screams as she's suddenly pulled from the hatch -- JOR-EL struggles with something in the BG -- the hatch seals shut and --

BRAINIAC suddenly appears at the portal -- looks in -- sees the INFANT -- a mechanical appendage suddenly bangs on the window, clutching a bloody "S" -- the loud sound of ROCKETS being fired are heard -- the craft vibrates as it accelerates upward -- the view through the portal changes as the ship races from Krypton and enters the infinite blackness of SPACE -- the CHILD'S cries fill the craft's lonely interior as a booming VOICE seems to fill the heavens --

BRAINIAC (OVER)
IF IT TAKES ALL ETERNITY, I WILL
FIND YOU KAL-EL!!!

FADE OUT

MAIN TITLE credits and --

FADE IN

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

PULL BACK TO REVEAL

A TANKER TRUCK is backing up to the water's edge through a lake-front playground. ARMED GUARDS are glimpsed in the shadows, keeping a watchful eye and --

CUT TO

FOREST. Moon-lit branches sway in the breeze when a MOVEMENT suddenly rushes by, hauling fast -- a BLUR in the night -- suddenly accelerates -- no animal hits this speed and --

CUT TO

LAKE. Two darkly clad MEN stand at the rear of the TRUCK. They quickly and quietly tighten the HOSE to the spigot, preparing to pump when a trickle of the truck's contents leaks onto the gloved hand of one of the DUMPERS. Acid-like hiss. The MAN strips the glove as it's consumed by the corrosive liquid, emits a muffled curse that breaks the stillness and --

CUT TO

TRACK the SOUND as it carries over the dark waters of the lake, filters into the forested far shore and --

CUT TO

WOODED FOREST. A WHOOSH of air suddenly rips by in the darkness, veers off the path. We sense it's heard the sound as it flashes past in a burst of speed and --

CUT TO

TRUCK. The DUMPERS turn the tanker spigot and NOXIOUS WASTE begins pumping into the lake. Dead fish quickly rise in the foul, oily circle seen spreading out in the moonlight and --

CUT TO

WOODS. The BLUR blasts through the trees -- BURST of light -- something streaks into the sky, takes to the air and --

CUT TO

TRUCK. A rush of WIND is heard. The ARMED GUARDS are instantly on alert. The DUMPERS nervously turn the spigot to increase the flow. The SOUND of something approaching is now clearly discerned, coming their way, fast. A row of moon-dappled trees line the lake perimeter. Sudden, stiffening wind. The branches start rattling. The ARMED GUARDS stare into the night as the trees are hit by a terrific GUST of wind -- leaves swirl into the air as --

A dark FIGURE shoots from the sky -- slams to the ground and seamlessly starts striding toward the DUMPERS. DUMPER #1 jumps up to the truck cab, raps on the window --

DUMPER #1

Hit the lights!

The TRUCK'S powerful beams pierce the darkness and --

CLOSE ON

SUPERMAN -- caught in the glare -- coming at them and --

CUT TO

The ARMED GUARDS open up with a fusillade of WEAPONRY and --

CUT TO

TRUCK CAB. The DRIVER slams the tanker in gear, hits the gas, accelerates away, leaves his colleagues to their fate and --

CUT TO

The ARMED GUARDS are blasting away -- smoke and debris cloud the view -- trees in the BG chewed up by the barrage -- two of the GUARDS fire rocket-propelled GRENADES, wait for the explosions and -- SUPERMAN emerges through the fire storm, holding one of the projectiles in each hand -- propellant still firing away -- he hurls them like darts back at the GUARDS -- several MEN blown clear into the lake by the explosions -- SUPERMAN keeps coming and --

CUT TO

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

CUT TO

TRUCK CAB. The DRIVER races down the road. He anxiously checks his mirrors. The sky. Veering around slower traffic. Speedometer hitting 100 as the TRUCK races over a rise and --

CLOSE ON

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

CUT TO

TRUCK CAB. The DRIVER reaches down, pulls a red handle and --

CUT TO

HIGHWAY. The CAB suddenly separates from the TRUCK and the huge, uncontrolled CONTAINER tumbles onto its side -- skids SPARKING and SCREECHING across the pavement -- knocks out the guard rail, heads into busy oncoming TRAFFIC and --

CUT TO

OPPOSING LANES. A FAMILY-PACKED station wagon is stopped on the shoulder -- DAD fixing a flat -- looks up to see the huge container barreling toward them and --

CUT TO

SUPERMAN streaks across the road, grabs the massive tank, digs in his heels -- brings the container to a stop mere yards from the wide-eyed FAMILY'S station wagon as we --

CUT TO

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

SUPERMAN

That wasn't nice what you did back there.

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

SUPERMAN

Do you like games? I have one.

SUPERMAN directs his gaze at the steering wheel, welds it with his X-ray vision, then welds the gas pedal to the floor. The speeding TRUCK angles toward a construction site and --

DRIVER'S POV

A CEMENT WALL is seen -- 500 yards away -- coming up fast --

SUPERMAN

Who hired you?

DRIVER

He'll kill me!

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

SUPERMAN

(sitting back)

I have all night.

SPEEDOMETER climbing to 115, needle breaking --

DRIVER

I can't say!

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

SUPERMAN

I'll get it.

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

SUPERMAN

Oops. I hope you have air bags.

The TRUCK crashes through a CONSTRUCTION ZONE sign -- bounces over debris -- a steel rod punctures the gas tank and FIRE spews out -- the TRUCK CAB roars down the road like a COMET -- engine SCREAMING -- wheels SPINNING -- wall APPROACHING and --

DRIVER

-- L-L-Lex Luthor!

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

CUT TO

A large PIRANHA suddenly swims through FRAME, snaps at a piece of steak. The big fish chomps on another morsel, scatters a school of smaller PIRANHA fighting over the scraps and --

PULL BACK TO SHOW

LEX LUTHOR'S OFFICE. Top floor of the 100-story LEXCORP building. Spectacular view. Soaring ceiling. Sweeping stairs lead to a large balcony on the roof. A big, garishly suited MAN sits by an aquarium, feeding the piranha bits of meat. A half-dozen other similarly dressed, goonish MEN play cards at a large conference table, while across the room --

LEX LUTHOR stands before a mirror, conservative suit, rack of clothes behind, being fitted by a stylish DRESSER --

DRESSER

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

LEX

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

DRESSER

The design is yours exclusively, sir, of course.

(sweeping gesture to the rack)

A new look for the new you.

LEX

Morris!

An anxious, little MAN jumps from the card game, steps near --

LEX

Get me on the 10 best dressed list.

MORRIS

Right away, Mr. Luthor.

LEX

Is the press conference set?

MORRIS

The press conference, right, about that, Mr. Luthor -- the level of interest in everything you do is high, of course, but some networks are threatening not to come if we don't tell them what it's about.

LEX

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

A stocky GUARD stops MORRIS short as LEX continues toward his private elevator. A phone suddenly rings in the BG. One of LEX'S "ASSOCIATES" picks up, listens, quickly calls to LEX --

ASSOCIATE

We got a problem, Mr. L.

Everything in the room freezes. LEX turns. His eye suddenly twitches. His facial muscles contract in a nervous tic --

ASSOCIATE

Superman shut down the dumping at the lake.

LEX

Who was in charge?

ASSOCIATE

That was Nicky's job.

All eyes suddenly shift to the MAN feeding the PIRANHA. NICKY watches wide-eyed as LEX nears -- begins babbling --

NICKY

It's not my fault Superman showed up! You can't plan for that! My boys won't talk! They can't trace it to you --

LEX puts his arm around him, offers a reassuring smile --

LEX

I'm giving you a new nickname.

NICKY

...What?

LEX

Lefty.

LEX thrusts the MAN'S right arm into the PIRANHA tank -- holds it into the thrashing mass of fish. LEX finally lets go, leaves the screaming MAN by the tank. The OTHERS watch stunned as LEX boards the elevator, the doors shut and --

CUT TO

DESCENDING ELEVATOR. Mirrored walls and muzak. LEX humming along when -- the elevator slows, suddenly stops. LEX presses a button. Nothing. The LIGHTS and muzak die. LEX pushing more buttons, sense of growing frustration and concern as a CLUNK is heard overhead. LEX looks up to see the SCREWS in the service HATCH screwing themselves out. He backs into the corner, pulls a pen for protection as the HATCH suddenly lifts away and an ARM shoots in -- a HAND grabs LEX'S throat, lifts him and --

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

SUPERMAN

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

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

CUT TO

LEXCORP LOBBY. LEX steps from the elevator, angrily crosses the magnificent, mirrored atrium, goes outside and is suddenly confronted by the sight of the big, banged-up TRUCK placed by SUPERMAN in the building's plaza. LEX leaps back and --

CUT TO

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

CUT TO

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

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

CUT TO

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

CUT TO

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

JIMMY

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

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

SECURITY GUARD #1

(pushing JIMMY through)

Just get in there.

(stiff-arming the next in line)

That's it -- room's full!

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

SECURITY GUARD #1

No more room, Miss Lane.

LOIS

I don't take up much.

SECURITY GUARD #2 roughly turns her around --

LOIS

Hey!

SECURITY GUARD #2

(shoving her)

Beat it.

LOIS

You're confusing me with someone.

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

CUT TO

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

CLARK

Lois, I saved you a seat --

A large, hard-bitten JOURNALIST suddenly thunks down in the chair, pulls a notepad, regards CLARK. CLARK straightens, moves his hand, watches as LOIS goes to the front of the room, stands against the wall. MORRIS appears on-stage, walks to a podium bearing the LEXCORP logo and the slogan --

"LEXCORP -- TOMORROW'S TECHNOLOGY TODAY"

MORRIS

Good morning! It's my great honor and pleasure to introduce a man whose vision and brilliance is matched only by his -- his --

MORRIS forgets his lines, searches his jacket for his notes --

ANGLE ON

LEX in the wings, angrily mouths "charity and kindness" --

MORRIS

(finding his cue card, reading)
-- Charity and kindness! Without further ado, I give you a titan of industry, civic leader and patron of the arts -- Mr. Lex Luthor!

MORRIS backs away, clapping, as LEX takes the stage, goes to the podium, smiles as he looks around the room --

LEX

Well, I understand we have press representatives here today from over 20 countries. I guarantee you'll be glad you came. Before getting to the momentous news behind this gathering, however, I'd like to take a moment to fill our overseas journalists in on some of the... pertinent facts about our company.

LEX straightens, proudly --

LEX

Lexcorp is the world's leader in satellite communications and space launch systems, with 34 flawless lift-offs this year alone.

LOIS looks around, sees FOREIGN REPORTERS dutifully scribbling what LEX says --

LEX

This includes our most recent launch of a re-usable space vehicle that will allow Lexcorp to ferry nuclear waste to the moon, dump it, and return with valuable minerals and ore. A good deal for Lexcorp and mankind.

LOIS

(unable to take any more, calling out)
Then why is it the Atomic Energy Commission recently categorized your plan as grossly ill-conceived?

LEX

(tight smile)
...We haven't reached the query portion of the press conference, Miss Lane.

LOIS

It's a fact, not a question. As far back as your early days in the garbage industry, Lexcorp's had a dismal safety record. Why should we believe this will be different?

LEX

I could arrange for you to accompany the first flight, Miss Lane...

(to himself)

And leave you there.

(continuing, to the room)

Now then, Lexcorp is also launching satellites to make way for more tv channels and varied viewing pleasure.

LOIS

(raising her hand)

Would this programming be anything like the "mature entertainment" you used to sell on the internet?

The FOREIGN JOURNALISTS jot down LOIS'S words. LEX'S eye starts to twitch as he quickly moves to regain control --

LEX

Ladies, gentlemen -- and Miss Lane, I was going to give a run-down of Lexcorp highlights before getting to the meat of this meeting, but as Miss Lane is itching to get to the bottom line, I'll make the announcement now. The Lexcorp re-usable space vehicle has an advanced imaging capability to scan the lunar surface for ore and minerals. To test the vehicle's sensors, we first aimed it at our planet. Ladies and gentlemen, that ship has identified evidence of an extraterrestrial craft's arrival on Earth!

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

REPORTER #1

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

LEX

From what we can tell, approximately 30 years ago.

REPORTER #2

Has it been unearthed?

LEX

A team is digging as we speak.

RACKET of yelling REPORTERS. LEX points to the back, indicates one --

LEX

You.

The CAMERA finds CLARK KENT. He slowly stands, tense look, pen and pad in hand --

CLARK

Clark Kent, Daily Planet...Where was this evidence found?

LEX

Smallville, not far from here!

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

CLARK

Is it possible your satellite mis-read the data? Maybe it's a sink hole or some geological anomaly --

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

REPORTER (OVER)

Jed Riviera; "The Star" -- is there any evidence this is the craft that brought Elvis to our planet?

LEX (OVER)

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

The room quickly begins to empty, REPORTERS rushing out. LEX moves triumphantly off-stage, passes LOIS, stops --

LEX

I admire your...spunk, Lois. There might be an opening for you in my organization. Shorter hours than reporting, better pay and less...
(running a hand down her lapel)
Vertically demanding.

LOIS

We wouldn't work, Lex. Snakes need sun, and I burn easily.
(starting away, turning back)
Oh, and be sure to get a copy of tomorrow's paper. You won't want to miss it.

CUT TO

METROPOLIS PAYPHONE. CLARK dialing and --

INTERCUT

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

PERRY WHITE (OVER)

Kent? What did Luthor say, exactly?

CLARK (OVER)

"I understand we have press representatives here today from over 20 countries --"

CUT TO

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

WHITE

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

CLARK

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

WHITE

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

PERRY deletes the dull headline on the monitor, types in: "ALIEN STALKS METROPOLIS -- IS ANYONE SAFE?" --

WHITE

You, Lois and Jimmy get up there and cover it. And Kent -- aren't you from Smallville?

CLARK

(nervously)

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

WHITE

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

CUT TO

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

CUT TO

MOVING CAR. CLARK driving slowly, LOIS in the passenger seat, JIMMY in back. A TRUCK roars by, the DRIVER flipping the bird as he passes --

JIMMY

Pick it up, Clark. They'll have a theme park built around that space ship by the time we get there!

CLARK

I'm going the legal limit.

JIMMY

The legal limit's however fast you can go without being caught.

LOIS

(looking back at JIMMY, incredulous)
"Space ship?" Don't tell me you believe in this nonsense.

JIMMY

You bet I do. My aunt was abducted by aliens. Took her and her poodle. Brought her back but kept the dog. The woman was never the same. She started shaving her head and wearing rubber. Dragged me to UFO conventions for years. I know there's life out there. You don't get in a room with 50 bald people in latex and not know something's up.

LOIS

What do you think, Clark? Is there life in space?

CLARK

I think...Jimmy's aunt displays obsessive compulsive tendencies that could be alleviated with professional help.

CUT TO

SMALLVILLE. The RENTAL CAR drives past a cluster of farmhouses mostly untouched by time as we hear --

JIMMY'S VOICE (OVER)

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

CUT TO

SMALLVILLE FIELD. Crops stretch forever, in the foreground of which is seen a large HOLE. SCIENTISTS are observed digging in the pit. Cars parked haphazardly all around. REPORTERS are arriving by the dozens, this is big news. CLARK, LOIS and JIMMY pull up. JIMMY jumps out with his camera, runs to the hole. CLARK and LOIS step from the car --

LOIS

This whole thing smells like a Lex
hoax.

LOIS starts for the pit. CLARK hangs back, takes in the familiar landscape. His gaze settles on an abandoned FARM several hundred yards away. He stares at it. His penetrating eyes focusing on the boarded-up home as he's drawn into a --

FLASHBACK

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

UNCLE BILL

Hey, fits perfectly!

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

UNCLE BILL

(looking around)

Say, where's Clarkie?

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

PA KENT

(nervously trying to cover)

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

UNCLE BILL

(turning, as CLARK disappears from view)

What's that noise?

PA KENT

(spinning him around)

The dog. Drink some more egg nog.

CUT TO

BACKYARD. MINUTE LATER. PA KENT cranes his neck with a weary sigh. CLARK looks almost as high as the clouds now. As he comes down again, PA KENT pulls the trampoline away -- CLARK lands with a thud on his feet, unhurt but surprised and --

CUT TO

YOUNG CLARK'S BEDROOM. THAT NIGHT. The five-year old CLARK lies in bed, looking up at his loving, adoptive PARENTS --

PA KENT

You know how much we love you, Clark. You're our boy in every way. More than anything we want you to grow up healthy and happy.

MA KENT

But these "powers," son...You gotta keep 'em hid from folks or they'll be frightened, try to harm you...

PA KENT

Make your life real tough. Never let people know, understand?

YOUNG CLARK looks up at them, nods --

MA KENT

(stroking his head)

One day you'll use those powers for great good.

MA and PA KENT kiss him on the cheek, turn out the lights, leave. YOUNG CLARK creeps out of bed, crosses the moon-lit room, takes the Rubik's cube-like OBJECT seen earlier off a shelf, regards it. He brings the object back into his bed, places it beside him. YOUNG CLARK tries turning the various colors and symbols decorating its outside, attempting to align them into an identifiable pattern. The BOY finally closes his eyes, drifting off to sleep as we --

CUT TO

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

CLARK

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

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

CLARK
...Eutelsat III.

He smiles, painfully, at a memory and --

FLASHBACK

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

BOY #1'S VOICE (OVER)
Kent's spacing out again!

BOY #2'S VOICE (OVER)
Hey Kent, still sniffing glue?

CLARK'S POV -- STARING AT SPACE

Far beyond the blue -- SATELLITES buzz and beep by overhead --

CLARK
Look -- Mariner 10!

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

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

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

CLARK
Whoa -- Skylab!

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

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

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

CLARK
Ow! That hurts. Really.

The TAUNTING continues unabated, echoing through time as we --

CUT TO

PRESENT DAY. CLARK speaking into his NoteCorder --

CLARK

But it wasn't my head that hurt.

The notecorder shatters in his grip as the SCIENTISTS in the pit suddenly clamor with excitement --

JIMMY

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

CLARK nears the edge of the pit, stands beside LOIS, looks down, watches the SCIENTISTS digging away --

LOIS

It's probably just some buried tractor or car or some...thing --

LOIS freezes as the SCIENTISTS suddenly unearth a large FRAGMENT of what appears to be a sharp angled space craft. Hieroglyphs and symbols cover the outside. Though buried for years, the fragment's unique metal shines like new --

SCIENTIST #1

Eureka!

The SCIENTISTS practically fall to their knees in wonder --

SCIENTIST #2

(examining the dirt strata)

It looks like someone buried it after the crash!

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

TEENAGE KENT'S VOICE (OVER)

Ma, tell me again how I was found.

MA KENT'S VOICE (OVER)

You were a gift from God, Clark.
Left just across the field, near that old tree. We found you wrapped in the most beautiful fabric, with nothing but that little toy...

CLARK looks down -- stands right beside a tree stump. He watches a CRANE lift the space craft FRAGMENT from the hole. FLASHBULBS erupt all around. JIMMY'S camera on full auto --

JIMMY

My first close encounter!

LOIS

I've never seen anything like it.

LOIS pulls her pad and pen, looks to CLARK --

LOIS
So you grew up around here, huh? -

CLARK
...In the general vicinity.

LOIS
(jotting something down)
Any military testing in this area?

CLARK
(staring at the fragment, stunned)
Not that I know of.

LOIS
Well it must have made a sound when
it hit. People must have heard it.

LOIS looks around. CLARK nervously follows her gaze, realizes she's about to look toward the abandoned farmhouse -- spies a distant, rusting MAILBOX bearing the name KENT. He quickly sends a bit of super breath rippling over the meadow -- blows the mailbox into the weeds just as LOIS looks that way --

LOIS
Seems pretty deserted now though.

One of the SCIENTISTS reaches out, touches the space ship fragment and it suddenly starts to GLOW -- a unique sequence of lights emanate from its rim as the SCIENTISTS and REPORTERS all leap back and we --

CUT TO

SOMEWHERE ELSE. SAME TIME. It's dark. Something else likewise begins to GLOW -- reveals itself to be the Rubik's cube-like OBJECT seen in YOUNG CLARK'S bedroom. The same unique sequence of LIGHTS gives us the sense it's detected the unearthing of the space craft fragment as we --

CUT TO

SMALLVILLE FIELD. LOIS and other REPORTERS crowd around the glowing space craft fragment, stare in wonder. CLARK in the BG, backing away, still reeling from the discovery as we --

CUT TO

SPACE. Palace of eternity. Silent beat, before a huge, dimly lit OBJECT streaks into view, hurtles by into the blackness --

CUT TO

SKULL SHIP. Our first glimpse of its disturbing, darkened interior. From the looks of this eerie, inner-sanctum, its full size is impossible to determine. A dim ENERGY SOURCE glows in the center of the craft, beyond which stretches a catacombed rear area and --

ANGLE ON

SKULL SHIP CONTROL PANEL. Strange, complex controls abound. Meters. Screens. And as we watch, a sensor starts to blink green. Gauges activate. The whole panel comes to life and --

CLOSE ON

The ENERGY SOURCE within the craft begins to pulse. Something moves within the dim light, power building as --

BRAINIAC emerges up from the energy pod -- his greenish head almost glowing as he moves through the dim darkness of the ship, stares at the control panel --

BRAINIAC'S POV

INTER-GALLACTIC MAPS and CHARTS start scrolling across the screens. A galaxy is pinpointed. Cross hairs lock on a small region. The screen ZOOMS IN on a nine-planet solar system, targets the third planet from the sun. Green hieroglyphs (the same glowing Kryptonian shapes we saw on the space ship fragment) flash on the screen. ALARMS blare OVER and --

EXTREME CLOSE UP ON

BRAINIAC'S eyes widen. His hideous visage tightens as he stares at the flashing, green-hued screen --

BRAINIAC

You, who came between me and my
creator and caused such harm...

(brow starting to spark)

You of infinite inferiority, last
of your wretched race --

(literally electric expression)

I HAVE FOUND YOU KAL-EL!!!

The Skull Ship resounds with his voice as we --

CUT TO

SPACE. The dimly lit ship blasts ahead at hyper-speed. The huge craft barrels by a star, revealing its ominous form -- an immense HUMAN SKULL and --

ANGLE ON

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

CUT TO

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

TV ANCHORMAN

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

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

CLOSE ON

Three PAIRS of Buddy Holly glasses sit in cases on a shelf. CLARK lifts one of the cases and a HIDDEN DOOR swings open from the wall. CLARK steps through and --

CUT TO

CLARK'S PRIVATE ROOM. The decor here is a reflection of the reality of dual life -- 30 identical suits seen, several spare capes, as well as insight into a psyche long in turmoil. The walls are covered with old newspaper articles and magazine clippings about UFO's and aliens, stories pasted haphazardly over one another, evidence of a lifelong identity quest --

CLARK stares at the wild, overlapping, collage-like clippings -- the freakish "alien" PHOTOS and paranoid HEADLINES. He turns to go, suddenly spies a light coming from under the closet door. CLARK approaches, opens it and --

CLARK'S POV INSIDE CLOSET

The Rubik's cube-like OBJECT sits amid a box filled with CLARK'S childhood memorabilia -- but now the object glows. Judging by CLARK'S surprised reaction, this is the first time he's seen the object in this state. CLARK lifts the object out. He studies it. His hands suddenly move at super speed as he tries once again to align the various colors and symbols. Finally stops. He shakes it. Speaks to it --

CLARK

...What are you?

Silence. CLARK stares at the object, gripping it tightly --

CLARK

Where are we from?

CUT TO

METROPOLIS. STREET. NIGHT. A HOMELESS MAN eats the cold, discarded remnants of a pizza. CLARK passes by, sees him. CLARK fixes his gaze on the food, instantly warms it in the HOMELESS MAN'S hands, continues on. Delighted, the MAN devours the now savory meal and --

CUT TO

METROPOLIS. NIGHT. CLARK walks down the street, goes by a leaking fire hydrant. CLARK pauses, looks around, uses his super-strength to tighten the hydrant's valve closed. He glances up, sees something and --

CLARK'S POV

A tired TEENAGE BOY unloads bales of tomorrow's paper (the one with the "ALIEN STALKS METROPOLIS" headline) from a Daily Planet truck. CLARK dislikes the headline, but what he likes even less is how over-worked the BOY is as we --

ANGLE ON

The BOY carries a heavy stack to a newstand, turns back, does a double-take as he sees all the remaining papers have somehow been moved to the sidewalk and --

CUT TO

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

MOTHER'S VOICE (OVER)

Time for night-night.

CHILD'S VOICE (OVER)

Could both of you put me to sleep?

FATHER'S VOICE (OVER)

Of course we can, angel.

FROM another dwelling --

MAN'S VOICE (OVER)

And when the interview's through,
he smiles and says the job's mine!

WOMAN'S VOICE (OVER)

I'm so proud of you.

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

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

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

CLARK walking faster as the VOICES press in -- snippets of love -- warmth -- all melding into a cacophony of SOUND as CLARK suddenly takes a step, rockets into the sky and we --

HOLD on the street as CLARK'S heat-blasted clothes flutter in cinders down to the pavement and --

CUT TO

DAILY PLANET ROOF. NIGHT. SUPERMAN lands. He crosses to a corner of the towering building, sits on a large piece of decorative masonry shaped like a throne. SUPERMAN looks out at the city, gazes up at the sky and --

SUPERMAN'S POV

The heavens are ablaze with stars. His super-sight begins to ZOOM-IN on various, distant wonders of the cosmos, as we get the strong sense he's imagining which one is his home -- multi-hued NEBULAS fill the SCREEN -- next come colliding SPIRAL GALAXIES -- followed by enormous, inter-galactic GAS CLOUDS, birthplace of stars -- other magical, faraway objects are seen when -- a sound is heard. SUPERMAN turns as --

The utility door to the roof suddenly opens. LOIS walks out, starts across, stops short when she sees him --

LOIS

Superman!

SUPERMAN

Evening, Miss Lane. Late night?

LOIS

I actually just finished. I come up here sometimes to unwind.

SUPERMAN

Would you care to be alone?

LOIS

No -- I mean, stay, please. I've been hoping to see you.

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

LOIS

You always come and go so quickly.
There's something I've been meaning
to tell you, something I've wanted
to say for a long time.

(the two of them very close, charged beat)
I love a guy in tights.

And LOIS plants one on SUPERMAN -- long and passionate. She
suddenly breaks the kiss, steps back --

LOIS

I feel dizzy.

LOIS goes wide-eyed, faints. SUPERMAN rushes forward, catches
her. Holds her. LOIS opens her eyes, looks up at him --

LOIS

...Really Superman, must we go
through this every time?

SUPERMAN brings her back to her feet. Judging by LOIS'S rapid
recovery, what we've just witnessed was a game --

SUPERMAN

How about dinner?

LOIS

Sounds good, but I've got an idea.
Instead of another take-out atop
the pyramids, or a midnight stroll
through the rain forest, how about
just a quiet night at my place?

SUPERMAN

(putting his arms around her)
I could do that every night, Lois.

They fall into a kiss. A breeze blows over the roof, swirls
around them. LOIS pulls back, looks at him --

LOIS

So why don't we?

SUPERMAN

What?

LOIS

See each other every night.

(kissing him)

And every morning.

(again)

And every day.

SUPERMAN

That would be tough with our schedules, Lois.

LOIS

I don't know. I bet we could make it work. If we wanted to.

SUPERMAN

I do want to.

LOIS

Great!

SUPERMAN

...Are you talking about what I think you're talking about?

LOIS

I don't know, what are you talking about?

SUPERMAN

I was talking about what you were saying.

LOIS

I'm saying I'd like to see you more often.

SUPERMAN

(relieved)

Right. It's just given what I do, I mean right now, at the moment, that's not a possibility.

LOIS

Everybody needs a life apart from their work, no matter how important it is. Including you.

SUPERMAN

You're a part of my life already, Lois. A big part.

LOIS

We see each other once a week. And everytime we try to carve out more time, something comes up. Like last weekend.

SUPERMAN

There was an earthquake in Pakistan.

LOIS

(beat, before broaching this)
I checked with the seismology
labs. There was no earthquake
in Pakistan last weekend.

SUPERMAN

It was a tremor.

LOIS

A two-point-one. No one was hurt.

SUPERMAN

(busted)

...Always getting to the bottom
of things.

LOIS

Only things I care about.

SUPERMAN

All I can say is there's a lot
going on right now.

LOIS

Is there anything I can do?

SUPERMAN

I don't think so.

LOIS

Maybe I can help.

SUPERMAN

(a little too much emphasis)
Not with this.

Long beat. LOIS walks to the edge of the building, looks out
over Metropolis --

LOIS

I've thought a lot about us the
last few days. I should say I've
thought a lot about you.

(facing him)

We've been seeing each other for
over a year, and I realized that
while I know your heart, I know
your spirit, I don't really know
any more about you now than I did
when we first met. I don't know
where you come from, where you go,
I don't even know where you live.

SUPERMAN

There's reasons, Lois. Someday
you'll understand.

LOIS

I understand there's two of you,
and I love you too much to watch
you lock half of yourself away.
You can lift mountains -- why
can't you talk to me?

SUPERMAN

...I wish I could say.

A gust blows over the roof. It suddenly feels cold --

LOIS

I've got a lot to think about.
Maybe we should do this another
night.

SUPERMAN silent. LOIS kisses him, continues past. She opens
the door to go, stands framed in the light, looks back --

LOIS

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

LOIS disappears down the stairwell. SUPERMAN alone. He
stares at the heavens. The CAMERA PANS UP and an infinity of
STARS fills the SCREEN as we --

DISSOLVE TO

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

A LITTLE GIRL'S VOICE (OVER)

How do you do that?

CLARK looks down, loses his focus and --

PULL BACK TO SHOW

DAILY PLANET GYM. DAY. CLARK is hurled to the ground by the
gym's climbing machine, lands at a 12-YEAR-OLD GIRL'S feet.
CLARK quickly gets up, goes to the closed gym door, checks the
lock --

LITTLE GIRL

My aunt's key worked in the door.
I'm learning how to be a reporter.
How can you climb that fast?

CLARK

The machine was broken. I was
just hanging on.

LITTLE GIRL

You were climbing.

CLARK

Hanging.

LITTLE GIRL

Climbing.

CLARK

You're a lot like your aunt.

CUT TO

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

LOIS

(into one phone)

Hold the presses for five minutes!

(into second phone)

How destructive?

(back into first phone)

Then just give me three!

(hanging one up, into second phone)

I owe you one!

LOIS hangs up the second phone as CLARK appears at the door,
still dressed in his sweats, NIECE beside him --

CLARK

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

NIECE

The soda machine took my money and
he made the can come out!

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

LOIS

You've got a fan.

(handing her a pile of papers)

Now take these down to the presses.

Ask for a big guy named Bruno --

NIECE
 (heading off)
 Right away, aunt Lois!

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

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

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

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

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

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

INTERCOM (OVER)
 Smallville county assesor on one.

LOIS picks up the phone. CLARK starts out into the hall,
 stops, uses his SUPER-HEARING to listen in on the following --

LOIS (OVER)
 Any luck on the tax records?

COUNTY ASSESSOR'S VOICE (OVER)
 We move a little more slowly than
 you folks in the big city, Miss
 Lane. You're going back 30 years
 here. But I did find the records
 with the names of the families that
 owned land next to the dig site.
 I can have it to you by morning.

LOIS (OVER)
 I owe you one.

COUNTRY ASSESSOR'S VOICE (OVER)
 Just spell my name right in the
 story.

Click. CLARK stands in the hall, absorbing the news. He
 steps back into LOIS'S office --

CLARK

...Lois?

LOIS

(typing away, not looking up)
I'm on deadline, Clark.

CLARK

It's rather important.

LOIS

Shoot.

CLARK

I need to talk to you. Not here,
not now. Alone. Tonight.

LOIS

Look, if this is about your byline
on the U.F.O. story, it was Perry's
call to put me first.

CLARK

It's not about work.

LOIS

(glancing up)
Clark Kent interested in something
other than work? Now I'm curious.
What about dinner?

CLARK

(nervously)
Dinner. Great...

CUT TO

SPACE. INSIDE THE SKULL SHIP. BRAINIAC sits at the main control panel, watches the ship's powerful sensors scan and analyze our solar system's PLANETS as it speeds by each -- Pluto, Neptune, Uranus, Saturn, Jupiter, Mars, EARTH -- on which the screen suddenly freezes, locked on our planet --

BRAINIAC stares at the control panel as waves of Earth's electromagnetic transmissions (tv and cable shows) sweep over his screens -- a smorgasbord of global programming is seen as individual snippets catch BRAINIAC'S eye --

CLOSE ON

AN ULTIMATE FIGHTING CHAMPIONSHIP. Two gorilla-size GUYS beat one another senseless inside a caged ring --

RING ANNOUNCER (OVER)

It doesn't get better than this!

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

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

ELSA

Thin is in.

NEXT SCREEN. BELA LUGOSI descends toward a throat and --

NEXT SCREEN. SOUL TRAIN. Stylish HIPSTERS get down and --

NEXT SCREEN. INFOMERCIAL. A smiling, hair-impaired MAN blasts his bald spot with spray paint (at which BRAINIAC touches his own hairless cranium) and --

IMAGES RAPID-FIRE FILL THE SCREENS -- a Clint Eastwood clip -- scene from "Gone With The Wind" -- in short, a montage of clips culminating in a portion of LEX'S televised press conference from the day before as LEX fills the SCREEN --

LEX

...evidence of an extraterrestrial craft's arrival on Earth!

REPORTER #1

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

LEX

Approximately 30 years ago.

BRAINIAC watches as the SCREEN fills with static -- broadcast signal overwhelmed by a Jerry Springer episode. BRAINIAC brings up a schematic of Earth. His sensors ZOOM IN on a flashing green symbol in the center of mid-western America -- ZOOM IN tighter to show the outline of METROPOLIS -- BRAINIAC activates the ship's automated controls --

BRAINIAC

Conceal the ship behind the lunar sphere. Ready the lander...

CUT TO

JAPANESE RESTAURANT. NIGHT. It's crowded. CHEFS cooking Benihana-style at each table. CLARK and LOIS enter, wait to be seated. CLARK is surprised by the setting and how busy it is, about to say something when the HOSTESS arrives, leads them in. CLARK and LOIS are seated beside several STRANGERS at a stove-top table in the center of the room --

CLARK
Perhaps we could try a quieter --

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

CLARK
Make that two.

CLARK looks around. PEOPLE sit practically either side. The sake arrives. CLARK tosses his back, to the WAITER --

CLARK
Two more.

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

CLARK
I am? Thank you.
(that didn't come out right)
Your niece is quite remarkable.

LOIS
Thanks. She stays with me for a few weeks each summer.
(sipping her sake)
So what is it you wanted to discuss?

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

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

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

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

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

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

LOIS

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

CLARK

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

LOIS

Right. So?

CLARK

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

LOIS

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

CLARK nervously begins tapping his foot under the table -- sets up a strong vibrational field and -- everyone's WATER GLASS at the table suddenly spills -- CLARK hurriedly stands, pent-up and jittery --

CLARK

I have to use the men's room.

CUT TO

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

CUT TO

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

CUT TO

RESTAURANT. TWO MINUTES LATER. CLARK returns from the men's room, sees BUSBOYS wiping up the water spills, sits down --

LOIS

Your hair, it's windblown.

CLARK

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

LOIS

Clark, how do you know what Superman thinks? You always show up a minute after he leaves!

(staring at him, words hanging in the air)

...No.

CLARK removes his glasses, takes off his tie. LOIS studies him. Long beat --

LOIS

...There might be some resemblance.

(catching herself, laughing)

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

CLARK picks a coal from the barbeque. He squeezes hard and sets a DIAMOND before her. LOIS just stares at it, stunned --

LOIS

I don't believe it...All the times we, I mean Clark and I -- I mean, you worked with me -- all the late nights in the news room, all the mornings -- all the times I came in with no make-up! Why did you wait so long to tell me who you were?

CLARK

Because I didn't know who I was. Like the rest of you, I hoped. That I was one of you. Lois, it's not like I'm Jewish and you're Christian and will the kids be bar-mitzvahed or confirmed, it's more like...

(turning away, groping for the words)

We're not even the same species.

LOIS

What man and woman are?

CLARK

But I'm not a man.

LOIS

So much the better.

CLARK

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

LOIS

Not the way I feel about you. Is this what you couldn't tell me the other night on the roof?

CLARK

Of course it is. I've found out I'm an alien, Lois. You must understand what that means.

LOIS

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

CLARK

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

LOIS

...What are you saying?

CLARK

It's not you, it's me. I need time alone, Lois. To find answers.

LOIS

(staring at him, stunned)
You've spent your whole life hiding, and just when someone gets close enough to see who's there, you run. My God, Clark, you're not different -- you're typical.

CLARK
I'm sorry, Lois.

LOIS
(gripping his hand)
I love you for who you are.
Can't you see that?

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

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

CUT TO

DAILY PLANET front page -- headline --

"LEXCORP EXPOSED: LOWDOWN ON LUTHOR"
A four-part series by Lois Lane

LEX (OVER)
I want lawsuits filed!

PULL BACK TO SHOW

LEX'S OFFICE. NIGHT. A robe-wearing, cigar-smoking LEX slaps
the DAILY PLANET onto his desk, screams at MORRIS, flanked by
several beefy HENCHMEN --

LEX
I want that mud-slinging minx's
press card!
(coming around his desk toward MORRIS)
She wrote about everything! The
pay-offs! My ties to organized
crime! Even my liposuction! I
want to know how this happened!

MORRIS
It's a free country, Mr. Luthor!
People write what they want!

LEX
Then what did I hire you for?

MORRIS
(backing into the space craft display)
Just a reminder, sir, in the
positive column, we do have the
first public viewing of your space
craft fragment tomorrow. I arranged
for the media and some local schools
to come -- a real one-two P.R. punch!

LEX
 (to his GOONS)
 Hold him down.

LEX'S THUGS spread-eagle MORRIS over the conference table. LEX approaches, puffing on the cigar, when -- the elevator door opens and two strapping SWEDISH GIRLS enter --

LEX
 Hilde! Eva! Listen, I'm running late. Go back in the playroom. Papa will be ready in five minutes.

LEX cops a feel as the GIRLS go giggling into the next room, close the door. LEX approaches the terrified MORRIS when -- the lights in the office start to dim erratically --

LEX
 (looking up, incredulous)
 What, we didn't pay our electric bill --?

The room suddenly BLACKS out --

LEX
 Get maintenance on the phone!

A single spot light suddenly comes on and -- BRAINIAC is seen -- center of the room -- head emerging from the darkness -- the rest of his body hidden by a cape -- at his side, the outline of some large, fantastical creature -- DOOMSDAY -- its true size and shape impossible to discern in this dim light, its eyes glowing green -- a deafening, high-pitched SQUEALING sound suddenly blows out all the windows in the office -- shatters the display holding the space craft fragment --

LEX
 (cupping his ears, to his HENCHMEN)
 Don't just stand there -- shoot it!

HENCHMAN #1 whips out a sawed-off SHOTGUN, aims and --

BRAINIAC raises an outstretched, cape-covered arm, points at the huge GOON, propels him across the room -- slams him into a wall and the GUARD drops the shotgun -- it falls to the floor -- both barrels FIRE -- the BLAST barely missing LEX --

CLOSE ON

HENCHMAN #1 stands, rushes BRAINIAC as a violent ARC OF ELECTRICITY suddenly shoots from BRAINIAC'S EYES -- hits the THUG -- drains him down to a suited skeleton --

HENCHMAN #2 pull his HANDGUN and -- DOOMSDAY bounds through the darkness -- stifled scream -- horrible eating SOUNDS heard -- crunching -- slurping -- a sudden satisfied burp and -- the THUG'S bones are spit from the darkness a moment later -- skid to a stop near LEX -- those two green eyes just glowing in the dark -- BRAINIAC turns his attention to LEX, approaches --

LEX

(hyperventilating)

Forgive the welcome -- I over-reacted -- wine and cheese? --
 (BRAINIAC right before him)
Oh God don't hurt me --

BRAINIAC

I have tracked Kryptonian matter to this location.

BRAINIAC spies the mounted SPACE CRAFT FRAGMENT, moves toward it. MORRIS rolls off the conference table, cowers below as he sees BRAINIAC coming his way. LEX uses the opportunity to try and run, but a deep growl from DOOMSDAY draws him up short --

LEX

Look, if this is about the piece of space junk, take it, it's yours, we even polished it up for you --

BRAINIAC

Silence!

(studying the space craft fragment, turning to LEX)

Is the Kryptonian who came on this craft still alive on your planet?

LEX

..."Kryptonian?" He look like you?

BRAINIAC

His name is Kal-El.

LEX

It's not ringing any bells.

BRAINIAC

Do you recognize this?

BRAINIAC produces the metallic, stylized "S" he ripped from JOR-EL'S tunic -- bits of fabric still attached to the sides, dried blood around the edges -- holds it before him --

LEX

Superman!

BRAINIAC
 (supreme disdain)
 ..."Super-man?" Describe him.

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

BRAINIAC
 Kal-El!

BRAINIAC'S reaction is electric -- sparks arcing all around --

LEX
 So Superman's the alien who crashed
 in Smallville. Damn! And all this
 time I could have been stirring up
 the public's fear of the unknown.

BRAINIAC
 How do you know him?

LEX
 Superman? Everyone knows about
 Superman. Champion of the poor and
 weak. He's on tv, magazine covers
 -- he even has his own website.

BRAINIAC
 (looking out at Metropolis, appalled)
 ...He is revered by these people?

LEX
 Try the whole world.

A violent electric arc passes between BRAINIAC'S head and a
 light fixture --

LEX
 I take it he's not a friend?

BRAINIAC
 I'm here to kill him!

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

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

LEX

Pinch me, I'm in a dream! I know everything about him! His habits, his likes, his dislikes -- we'll work together!

BRAINIAC

(eyeing LEX as he approaches)
You walk like a hominid, but you talk like an invertebrate.

LEX

Thanks.

BRAINIAC

Tell me, who is the most powerful entity on this planet?

LEX

Superman.

BRAINIAC

Who is the second?

LEX

(straightening, proudly)
Well, when you consider wealth, control of vital industry, sheer force of personality, that would have to be...me.

BRAINIAC nears, eyeing him strangely. BRAINIAC'S cape suddenly drops to the floor, and though we don't see what's underneath, LEX'S expression tells us it's ghastly --

LEX

(backing away)
Hey, look, I don't know what you do for kicks on Krypton but --

BRAINIAC grabs LEX'S robe, pulls it off -- LEX is revealed to be wearing a red, white and blue thong decorated with the American flag. He backs up to the picture window, stands pressed against the glass, Metropolis spread out below --

BRAINIAC

I need your body.

LEX

So do I!

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

MORRIS cowers under the conference table, watching the transformation. The sparks and arcs come to an end and --

"LEXIAC" stands before us. Skin still rippling. Joints still pulsing. (NOTE: LEXIAC looks the same as LEX, though his mannerisms should reflect LEX'S absorption. From here on, he will be referred to as LEXIAC, but seem like LEX to all in Metropolis.) LEXIAC looks at his hands, his body, feels his face -- suddenly sees MORRIS trying to crawl from the room --

DOOMSDAY leaps through the shadows, blocks MORRIS'S way. MORRIS slowly stands, wills himself to face LEXIAC --

LEXIAC

Assist me, or die.

MORRIS

...I think I'd like to continue employment here.

LEXIAC

What do you know about Superman?

MORRIS

Only what I read in the papers, but there's a reporter named Lois Lane who has the inside scoop.

The door to the next room opens and the two strapping SWEDISH GIRLS emerge in the skimpiest of bikinis, a sight to behold --

GIRLS/TOGETHER

Time for your rub-down, Mr. Luthor!

LEXIAC stares at the full-figured female forms. His eye suddenly twitches. His facial muscles contract in a LEX-like nervous tic. LEXIAC slaps his face to try and stop the spasms. His brows start to spark. LEXIAC moves twitching and sparking toward the scantily clad women as we --

CUT TO

AERIAL VIEW. METROPOLIS. MORNING. The CAMERA PANS to show we're 50 stories up the 100 story Lexcorp Building. Three glass-enclosed ELEVATORS move up and down the outside and --

CUT TO

LEXCORP PLAZA. SAME TIME. LOIS'S CAR pulls up outside LEXCORP. LOIS, JIMMY (cameras around his neck) and LOIS'S NIECE step out. Many SCHOOL BUSES seen. Metropolis CHILDREN stream into the atrium, pass beneath a banner reading --

LEXCORP SPACE CRAFT UNVEILING!

LOIS

Today he owns satellites and an office building. Tomorrow, a toothbrush and a tin cup.

LOIS, JIMMY and her NIECE cross the plaza -- see MORRIS at the entrance, handing each KID a t-shirt bearing a Lexcorp logo happy face and the words --

"LEXCORP'S MY FRIEND!"

JIMMY

He's your friend all right, right up there with Joe Camel.

LOIS

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

CUT TO

LEXCORP LOBBY. Dozens of KIDS crowd onto three, glass enclosed ELEVATORS. LOIS, JIMMY and her NIECE appear --

NIECE

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

LOIS

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

NIECE

But I'm afraid of heights.

LOIS

(bending down, taking her hand)
I'll help you write a story about it afterward, like a real reporter.

NIECE

Okay, aunt Lois.

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

MORRIS

Mr. Luthor's waiting to see you in the mezzanine.

(to JIMMY)

He asks there be no pictures today.

JIMMY

Lex Luthor doesn't want his picture taken? That's news by itself. What happened, he cut himself shaving?

MORRIS

Mr. Luthor is no different today than he was yesterday. If you run with that story, we'll deny it.

JIMMY

Calm down. I don't care if I take his picture. I'd rather see the U.F.O. chunk anyway.

JIMMY watches LOIS go off with MORRIS. He looks across the lobby. A crowd of REPORTERS and NEWS CREWS are gathered around the space craft fragment, making its first public display. JIMMY spies CLARK near the front of the group and --

CUT TO

ASCENDING ELEVATOR. (NOTE: We'll call this elevator #1.) LOIS'S NIECE shields her eyes as the glass-enclosed elevator travels up the outside of the 100-story Lexcorp building. She peeks between her fingers, sees how high up she is, spies the other two elevators rising at various heights alongside and --

CUT TO

LEXCORP MEZZANINE. LEXIAC stands at a railing overlooking the lobby, staring down at the crowd. MORRIS arrives with LOIS --

MORRIS

Mr. Luthor, Miss Lane is here.

LEXIAC turns, regards her --

LOIS

(pulling a small cassette recorder)
I'm taping this conversation to ensure accuracy, if that's okay with you.

LEXIAC

That's fine, Miss Lane. I value perfection, above all. Perfection of mind --

(looking her up and down)
And of body.

CUT TO

ATRIUM. CLARK, press badge clearly seen, stands with a group of other JOURNALISTS gathered around the space craft fragment display, staring at it. CLARK pretends to drop something, crouches down, tries looking up inside the fragment for clues to its origin when -- JIMMY appears -- looks down at him --

JIMMY

What are you doing here, Clark?

CLARK

(quickly standing)

Well, it's a media event, Jimmy...
I'm -- covering it.

JIMMY

(regarding the space craft fragment)

They say this thing came down 30 years ago. Must of brought something with it. Something probably real mean and nasty. Let's see...30 years ago...that was the late 60s -- Nixon!

CLARK

Are you here for a reason, Jimmy?

JIMMY

(taking photos of the fragment)

Lois and I came for Lex's rebuttal.

CLARK quickly scans the lobby for LOIS -- spots her on the mezzanine balcony, talking with LEXIAC. CLARK uses his super-hearing to listen-in on the conversation --

LOIS (OVER)

...If you have any specific complaints, make them now. But just know I have sources and back-up for everything.

LEXIAC (OVER)

(moving nearer)

I'm sure your sources are accurate in many areas, Miss Lane.

LOIS (OVER)

I'm surprised to hear you say that.

LEXIAC (OVER)

...Superman, for example.

LOIS (OVER)

What about him?

LEXIAC (OVER)
 (backing her up against the railing)
 Tell me what you know.

LOIS (OVER)
 (staring him in the eye)
 He's decent, kind, virtuous --
 everything you're not.

CUT TO

ASCENDING ELEVATOR. LOIS'S NIECE looks out the window at the tremendous view all around and --

CUT TO

MEZZANINE. LEXIAC in conversation with LOIS. MORRIS stands off to the side --

LEXIAC
 But how would one contact him?

LOIS
 You could offer to turn yourself in. He'd probably escort you to the police station personally.

LEXIAC
 I have to say, for a hu-, I mean female, you do have an undeniable ...spark.

LOIS
 What's gotten into you?

MORRIS
 (nervously stepping in)
 I think we've reached the end of this meeting.

CLARK suddenly appears --

CLARK
 Hello, Lois.

LOIS
 (surprised)
 Clark.

CLARK and LEXIAC stand mere inches apart -- regard one another -- two disguised characters with a shared past that goes back to Krypton -- neither aware of the other's real identity --

CLARK
 (staring at LEXIAC)
 I couldn't help overhearing your conversation.

LEXIAC
 You must have very good hearing.

CLARK
 Why the sudden interest in Superman?

LEXIAC
 Can you locate him?

CLARK
 You didn't answer my question.

LEXIAC
 It's a matter of life and...death.

CLARK
 I'll pass it on. Lois, the chief wants us back at the Planet. I have a car outside.
 (pointedly, to LEXIAC)
 I'm sure Superman will get back to you soon.

CLARK and LEXIAC regard one another, both sensing something amiss. CLARK finally leads LOIS away. LEXIAC and MORRIS remain at the balcony watching them go --

LEXIAC
I must find Kal-El.

MORRIS
 It's not so simple, Brainiac. Superman's a secrecy nut. The only time he comes is in a crisis.

LEXIAC
 Crisis? Why didn't you tell me?

LEXIAC'S head emits a high-pitched whirring sound --

MORRIS
 (cowed, sotto)
 ...Your hard drive loading up?

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

MORRIS

Right here, right now?

A control panel on a nearby wall suddenly blows out. MORRIS rushes over, looks in --

MORRIS

There's an electrical short!

LEXIAC

Reconfiguring the ascension unit's propulsion drive.

MORRIS

(looking up through the atrium)
The kids!

LEXIAC

What are "kids" but miniature humans?

CUT TO

ASCENDING ELEVATOR #1. The car nears the top of the 100-story Lexcorp building, suddenly enters the enclosed shaft covering the last 20 stories to the observation deck, angles sharply up a ramp, continues ascending. LOIS'S NIECE holds tightly to the rail while the dozen other KIDS react joyfully to the ride-like aspects of the elevator's angled movement and --

CUT TO

TOP OF THE ELEVATOR SHAFT. The ELEVATOR MOTORS start to spark -- dramatically increase speed and --

CUT TO

ASCENDING ELEVATOR #1. The CHILDREN are suddenly aware that the elevator's rising faster and faster and faster -- the TOUR GUIDE presses the EMERGENCY STOP button -- no effect and --

CUT TO

LOBBY. ALARMS suddenly sound. CLARK and LOIS are moving through the crowd. They stop. Everyone looks around and --

CLARK'S SUPER SIGHT POV

He quickly ZOOMS IN on the elevator lights, sees them blinking through floor numbers at an incredible rate and --

CUT TO

ELEVATOR #1. The KIDS are pressed to the floor, screaming --

CUT TO

LOBBY. ALARMS blare. Panicked PARENTS, REPORTERS and LEXCORP EMPLOYEES gather around the elevator controls as a MAINTENANCE WORKER opens the main panel and a shower of SPARKS shoot out. LOIS pushes through to the front -- her NIECE! and --

CUT TO

MEN'S ROOM. CLARK rushes in, pulling off his tie, suddenly sees a CLEANING WOMAN mopping down the floor, quickly exits and --

CUT TO

LEXCORP LOBBY. CLARK runs through the panicked CROWD, ducks into an empty ATM foyer, starts tugging off his pants, glances up -- sees a security CAMERA just as he hears --

SECURITY OFFICER'S VOICE (OVER)

This is a monitored area! Put your clothes back on!

CLARK leaves the foyer, sees a door marked -- UTILITY SHAFT -- CLARK breaks the lock, steps into a shaft running up through the building -- blasts into the air -- his clothes literally burned off by the heat -- blue and red suit revealed and --

CUT TO

TOP OF THE ELEVATOR SHAFT. The ELEVATOR MOTORS spin wildly out of control -- cables whipping around their spools when one of the red-hot motors EXPLODES from the strain -- the cable holding CAR #1 instantly severed by the blast and --

CUT TO

ELEVATOR SHAFT. CAR #1 free-falls down the enclosed shaft -- drops 20 stories in seconds -- hits the angled ramp and --

CUT TO

INSIDE ELEVATOR #1. LOIS'S NIECE and the KIDS shriek as they're pressed to the back of the car by the sudden angled movement -- stare wide-eyed out the glass-enclosed front doors as they barrel toward the glassed-in outer shaft running down the last two-thirds of the Lexcorp building. The car nearly jumps the track -- tilts forward -- is almost propelled out over the city -- 80 stories up -- KIDS about to be launched to their deaths when -- the car catches the track -- continues dropping down the outer elevator shaft and --

CUT TO

TOP OF THE ELEVATOR SHAFT. The remaining two elevator motors spin so fast they suddenly seize as well -- both EXPLODE -- remaining elevator cables severed -- CARS #2 and #3 now set into free-fall as well and --

CUT TO

OBSERVATION DECK. Fist outstretched, SUPERMAN blasts through the roof of the utility shaft -- veers over the side -- sees CAR #1 plummeting down the outside of the building -- blasts after it at super-speed -- rapidly gains as -- CAR #2 and #3 suddenly shoot into view behind it -- likewise dropping down the outer shaftway and --

SUPERMAN rockets by -- reaches the falling CAR #1 -- grips the roof while spreading his feet to retard its fall as --

CAR #2 suddenly comes crashing down the adjacent shaftway -- with one mighty arm, SUPERMAN strains to reach into the next shaft -- catching the falling car like an outfielder -- but both cars are still dropping -- SUPERMAN'S bicep noisily ripping through the steel I-beams that separate the shafts as he looks up -- sees CAR #3 dropping down the third shaftway -- SUPERMAN thinks, suddenly flings CAR #1 back up the building as we --

CUT TO

INSIDE CAR #1. LOIS'S NIECE and the other KIDS are suddenly weightless from the rapid ascent and --

CUT TO

OUTER SHAFTWAY. SUPERMAN uses his x-ray vision to fuse CAR #2, safely fixing it between floors -- looks up to see --

The falling CAR #3 suddenly hits one of the I-beams bent by SUPERMAN'S arm -- slams off track directly above -- derails --

The CAR BLASTS out of the glass shaftway just as SUPERMAN streaks beneath the car -- catches it -- stopping it short -- the glass enclosed front doors shatter as the elevator tips forward -- KIDS rolling toward the long drop -- huge PANES of glass plummet toward the plaza and --

CUT TO

INSIDE CAR #3. KIDS roll toward the opening, grab the railing to avoid tumbling out -- but one LITTLE BOY doesn't make it -- falls -- just manages to grab a sheared-off electrical cable dangling from the car -- hangs on for dear life in the gusting winds -- looks down at the ground -- 500 feet below -- shrieks with terror and --

CUT TO

TOP OF THE SHAFTWAY. The large, damaged MOTOR ASSEMBLY suddenly breaks away from its housing, tilts down the shaft. A single, thin support is the only thing keeping it from plummeting toward the action happening below and --

CUT TO

LEXCORP PLAZA. PARENTS, REPORTERS and PASSERSBY pour out of the atrium, look up at the building to see the heart-stopping sight of SUPERMAN juggling the three elevators high up the Lexcorp building -- KIDS screaming -- JIMMY and LOIS rush outside -- stare skyward when -- PEOPLE in the crowd suddenly spy the huge pieces of glass raining toward the plaza and --

The CROWD scatters as the first of these large shards slices into FRAME -- shears a car completely in two -- other panes smashing against the pavement with explosions of glass and --

CUT TO

TOP OF THE SHAFTWAY. The elevator motor assembly suddenly pries the last bolt from its mooring -- the big unit suddenly drops down the shaft -- heading for the mayhem below and --

CUT TO

CAR #1 reaches the top of its apex, starts to fall -- LOIS'S NIECE and the other KIDS scream as they begin to drop and --

CUT TO

OUTSIDE CAR #3. 50 FLOORS UP. The LITTLE BOY is losing his grip -- SUPERMAN below the car -- forced to use his shoulder and one hand to keep the car level as he edges towards the BOY -- reaches out to him --

SUPERMAN

Take my hand!

The BOY is too scared to comply -- SUPERMAN reaching as far as he can without tilting the entire car and --

CUT TO

INSIDE CAR #2. Safely welded in place by SUPERMAN'S x-ray vision. A TOUR GUIDE inside manages to pry open the rear doors -- smashes a building window -- rapidly herds the KIDS in her car to the safety of a hallway and --

CUT TO

OUTSIDE CAR #3. SUPERMAN and the LITTLE BOY'S hands almost touching -- almost there when --

CAR #1 streaks by -- barreling toward the plaza below -- the wind from its passing blows the BOY from SUPERMAN'S grasp -- sends him swinging away on the cable -- SUPERMAN is confronted with a wrenching decision -- has a mere split-second to decide whether to release the ELEVATOR he's holding and doom the LITTLE BOY or let LOIS'S NIECE and the other KIDS in CAR #1 crash to the ground --

SUPERMAN suddenly uses his X-RAY vision to sever the cable the LITTLE BOY'S hanging on to -- the stunned CHILD starts to plummet Earthward -- SUPERMAN dives down -- the now unsupported ELEVATOR #3 starts to fall as well and --

CUT TO

FALLING YOUNG BOY. SUPERMAN appears, rocketing downward -- he grabs the YOUNG BOY, holds on to him tightly as he continues after falling CAR #1 and --

CUT TO

LEXCORP PLAZA. The CROWD flees before the falling elevators and exploding panes of GLASS -- shadows from the plummeting CARS looming over them -- seconds left -- total mayhem when --

SUPERMAN gives a final burst of speed -- races in -- grabs the whipping cable of the falling ELEVATOR #1 with one hand -- holds the LITTLE BOY tight with the other -- and with a mighty display of strength, SUPERMAN slows the elevator -- sets it safely on the ground -- SUPERMAN quickly lets the LITTLE BOY down -- streaks back into the air -- catches ELEVATOR #3 -- slows its fall as well -- sets it beside the other CAR and --

PARENTS, REPORTERS and PASSERSBY pour in from all around, cheering as SUPERMAN helps the KIDS from the cars --

SUPERMAN

Is everyone all right?

The stunned CHILDREN nod as LOIS runs up, hugs her NIECE, regards SUPERMAN --

LOIS

God bless you.

Their EYES lock in an unwavering gaze when -- someone suddenly SCREAMS -- points skyward and --

ANGLE ON

The falling MOTOR ASSEMBLY barrels toward the CROWD -- no time to react -- SUPERMAN braces himself -- catches the massive apparatus -- absorbs the tremendous impact -- sets it off to the side and --

Riotous CHEERING and clapping resounds over the square -- SUPERMAN is mobbed -- CAMERA CREWS filming -- JIMMY and other REPORTERS snapping photographs -- a moment of sheer, spectacular triumph for Metropolis and its hero when --

SUPERMAN'S suddenly struck by an all consuming, ultra high-pitched SOUND -- he looks around -- PEOPLE surround him -- patting him on the back -- clapping -- no one else seems to notice the noise -- JIMMY comes up, snaps his picture, yapping about something we can't hear when SUPERMAN looks up -- pin-points the source high atop the Lexcorp Building --

SUPERMAN

(to the cheering CROWD)

...Excuse me.

SUPERMAN steps back, blasts into the sky and --

CUT TO

TOP OF THE SHAFTWAY. 100 stories up. The motor explosions have blown a hole in the roof. Wind whips through. Sparking cables add an eerie pall to the machine-laden space. That SOUND very loud here as --

SUPERMAN streaks up from below, lands in the gloom. Charged beat. He looks around. Trying to zero-in on where it's coming from when -- the SOUND suddenly stops. SUPERMAN moves into the darkness as --

SOMETHING powerful suddenly knocks his legs out from under him -- sends him flat on his back -- SUPERMAN leaps up to see -- a large SHADOW receding into the shadows -- horrific squealing SOUND heard -- SUPERMAN starts after it -- passes beneath a sparking, dangling power cable and --

The CABLE suddenly seems to come to life, wraps itself tight around him like a boa constrictor -- as if it had a mind of its own -- the sparking, crackling end of the high voltage line tries to hit him in the face -- SUPERMAN uses his super-strength to break free -- steps back as --

The squealing, unseen CREATURE viciously yanks SUPERMAN from behind -- enormous speed and strength -- it slams him against a generator -- SUPERMAN sinks to the ground -- BEAST receding into the gloom -- SUPERMAN gets to his knees -- reeling from the two-pronged assault -- looks up to see --

LEXIAC emerges from the dark. He stands in the shaft of light angling through the ceiling --

SUPERMAN

If all this was some sick attempt to bring me here, Lex, unfortunately for you -- it succeeded.

LEXIAC nears, regards him closely -- features rippling in anticipation, bones shifting as he comes --

LEXIAC

Kal-El.

(studying him)

Yes, I can see the resemblance.

SUPERMAN

You're not getting off this one on any insanity defense, Lex, so you can drop the act.

LEXIAC

Gladly.

A strange smile begins to form. A bizarre RIPPLING is seen under his skin. His face wildly contorts, joints twisting -- LEXIAC'S grin gets wider and wider and weirder as LEXIAC'S HEAD suddenly rips outward and BRAINIAC'S head pushes through -- glowing green in the darkness -- hideous visage --

SUPERMAN

(staring at him, stunned)

...What are you?

BRAINIAC suddenly backhands SUPERMAN -- sends him crashing against a wall --

BRAINIAC

Your executioner!

SUPERMAN gets to his feet, all defenses up now --

BRAINIAC

No last-minute escape this time, Kal-El!

SUPERMAN

Why do you call me that?

BRAINIAC

Let that be a mystery you take to your grave!

BRAINIAC'S EYES emit a powerful energy burst that sends SUPERMAN nearly over the edge of the shaftway -- SUPERMAN stands, shakes it off as -- the high-pitched SQUEALING sound fills the air -- two green eyes suddenly appear, glowing in the darkness -- SUPERMAN freezes, watching them --

BRAINIAC

Meet a genetic remnant from your planet's past.

DOOMSDAY seems to swell in size as it moves through the shadows, coming straight for SUPERMAN --

BRAINIAC

With you gone, the people of this planet will revere a new entity -- Brainiac!

DOOMSDAY explodes from the dark -- tremendous speed, monstrous strength -- crashes into SUPERMAN -- SUPERMAN teetering over a thousand foot drop -- struggling with the demon --

BRAINIAC

Time to die, Kal-El!

DOOMSDAY slams SUPERMAN over the elevator shaft edge -- both disappear from view and --

CUT TO

SHAFTWAY. SUPERMAN and DOOMSDAY are locked in a life and death battle as they fall -- suddenly CRASH through the roof of the empty elevator #2 suspended on the 80th floor -- the steel support beneath it breaks from the impact -- the car starts to plunge and --

CUT TO

FALLING ELEVATOR. SUPERMAN and DOOMSDAY smash around the inside like two combatants trapped in a cage -- SUPERMAN stunned by the creature's strength -- his strongest shots barely effecting the beast -- DOOMSDAY grabs SUPERMAN by the neck -- lifts him over his head -- starts choking him and --

CUT TO

LEXCORP PLAZA. The CROWD flees as the falling elevator is spotted and --

CUT TO

FALLING ELEVATOR. SUPERMAN breaks DOOMSDAY'S hold -- delivers a hyper-speed volley of powerful punches -- driving him back when -- the elevator suddenly CRASHES to Earth and --

CUT TO

LEXCORP PLAZA. SUPERMAN and DOOMSDAY crash into the ground -- their combined impact forming a rubble-strewn crater and --

CUT TO

CRATER. Through the thick dust and hissing steam a titanic battle can be heard as -- the two warriors suddenly slam into view -- SUPERMAN is face-to-face with DOOMSDAY'S horrendous features -- huge, snarling teeth, leathery skin, exposed bone -- SUPERMAN head-butts the beast -- breaks free and --

CUT TO

LEXCORP PLAZA. POLICEMEN pull up to the curb, rapidly start herding people away from the hole blasted into the ground. A POLICE CAPTAIN goes to the edge of the pit to investigate, looks down -- smoke and steam collect in a thick layer some 20 feet down. He sniffs the air, yells back to the others --

POLICE CAPTAIN

The gas main broke! Everyone get back!

CUT TO

INSIDE THE CRATER. SUPERMAN picks up a large pipe, moves through the dark, dusty, steamy bottom of the pit -- SUPERMAN takes a step and WHAM -- DOOMSDAY viciously slams him against a boulder --

SUPERMAN ducks as an enormous, clawed PAW slashes through the air -- hits the boulder where he'd just been -- leaves deep marks in the solid stone -- SUPERMAN tries to dive away but DOOMSDAY lashes out -- upper-cuts SUPERMAN out of FRAME and --

CUT TO

LEXCORP PLAZA. A NEWS CREW is broadcasting from the sidewalk when SUPERMAN is hurled from the crater -- into the air and --

CUT TO

METROPOLIS BAR. PATRONS gather around the TV, watching the broadcast live, react in shock as they see SUPERMAN ejected from the pit -- slammed hard into a building -- an imprint of his body left in the bricks as he slides down to the street --

The BAR PATRONS' worried expressions turn to cheers as SUPERMAN shakes off the hit, dives back into the pit and --

CUT TO

INSIDE THE CRATER. SUPERMAN and DOOMSDAY crash through the boulders -- vicious hits -- a battle royale -- barroom brawl feel to the fight -- SUPERMAN gaining the upper hand when --

A stinger-like BODY PART shoots from DOOMSDAY -- hits SUPERMAN square in the chest -- glowing GREEN SLIME suddenly oozes from the wound -- instantly weakens him -- SUPERMAN sees DOOMSDAY moving in for the kill -- pulls a steam pipe from its mooring -- drives DOOMSDAY back with a powerful blast of STEAM and --

CUT TO

LEXCORP PLAZA. LOIS breaks through the police lines, runs for the crater --

POLICEMAN

Come back here!

But LOIS continues across. She reaches the edge of the hole, stares down -- the steam briefly swirls clear and SUPERMAN is seen, badly wounded -- he looks up -- sees her --

SUPERMAN

Get back, Lois!

LOIS

Climb out! Hurry!

SUPERMAN

Not while it's still alive --

DOOMSDAY suddenly yanks him SUPERMAN back into the mist and --

CUT TO

INSIDE THE CRATER. DOOMSDAY delivering one vicious hit after another -- pummeling the Kryptonite-wounded SUPERMAN -- each impact like a hammer of the Gods as SUPERMAN looks up and sees a broken MAIN spewing volatile natural gas into the pit -- spies a high-voltage electrical line running over his head -- he kicks DOOMSDAY into the gas main -- grabs the high-voltage cable -- rips it in two -- sparks erupt and -- an enormous EXPLOSION obliterates everything --

CUT TO

LEXCORP PLAZA. A huge BLAST lifts from the pit, rises high into the sky. Debris raining down. Long beat before, LOIS emerges from the smoke -- peers into the crater and --

SUPERMAN is seen, lying amid the smoldering debris and boulders. His dirt-covered body makes it difficult to tell how badly hurt he really is. LOIS tries to climb down, is blocked by rocks and water streaming from a broken main --

SUPERMAN lifts himself from the rubble, starts crawling upward over the blasted rocks piled along the walls -- pulling himself over the jagged boulders -- ledges breaking away beneath him -- SUPERMAN barely hanging on as he reaches the water streaming from the broken main -- painfully pulls himself through -- mud washed away to reveal --

The MAN OF STEEL'S badly bloodied body -- mortal wounds -- suit shredded -- LOIS stifles a gasp --

SUPERMAN crawls up to the top, backlit by fire, smoke pluming up behind him as -- LOIS reaches down -- uses all her strength to help him up the last few feet and --

SUPERMAN collapses in LOIS'S arms -- staring up at the sky -- stunned CROWD watching all around -- NEWS CREW broadcasting live and --

EXTREME CLOSE UP ON

SUPERMAN dying in LOIS'S arms --

LOIS

No!

SUPERMAN looks in her eyes, life ebbing away --

LOIS

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

SUPERMAN

...I'm sorry, Lois.

LOIS

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

SUPERMAN'S eyes start to close --

LOIS

Talk to me! What did this to you?

SUPERMAN fading fast --

LOIS

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

SUPERMAN

I love you, Lois...I always did...

LOIS

Stay with me.

SUPERMAN

I always...will --

SUPERMAN'S EYES close. He lays there. Dead in her arms --

LOIS

Don't leave -- Oh God don't leave!

LOIS holds him, rocking back and forth, her dreams shattered as the news spreads like wildfire through the CROWD --
"Superman's dead!" -- murmurs of disbelief -- sobs --

JIMMY edges forward with his camera. Composes his shot -- a sort of Pieta, LOIS as the virgin, SUPERMAN as Christ --

JIMMY

(shutter clicking, freezing the image)
...Forgive me.

CUT TO

CLARK'S APARTMENT. "SECRET ROOM." SAME TIME. The Rubik's cube-like OBJECT suddenly glows intensely bright as all the colors and symbols on the outside suddenly align themselves. The object opens, a blinding LIGHT shoots out, subsides to reveal -- the object's empty and --

FADE OUT

BLACK SCREEN. Peeling CHURCH BELLS echo through the empty darkness as we slowly --

FADE IN ON

A NEWSPAPER HEADLINE --

SUPERMAN DEAD! WORLD MOURNS!

PULL BACK TO SHOW

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

PULL BACK FURTHER TO SHOW

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

ANGLE ON

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

LIFT TO SHOW

A flame-flickering procession route stretches as far as the eye can see. WOMEN sob. MEN try to be stoic. But it's the KIDS' teary eyes that break your heart as a MARINE HONOR GUARD marches slowly past, leads a horse-drawn carriage bearing SUPERMAN'S grand, flag-draped bronze casket and --

IMAGES FILL THE SCREEN

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

A HOST OF WORLD LEADERS follow the procession -- past and present PRESIDENTS, European RULERS, Middle Eastern KINGS -- some struggle to try and stay strong, others are seen openly crying --

A MILITARY DRUM UNIT provides a steady, stacato roll as the somber cortege passes a gathering of TV CAMERAS relaying the funeral to the world and --

CUT TO

SUPERMAN'S TOMB. The procession passes through the gates of the park-like setting of SUPERMAN'S TOMB -- a dramatically lit monument in the center of fountains and a reflection pool -- the DRUM UNIT stops outside, continues playing as we --

CUT TO

INSIDE THE TOMB. Several dozen MOURNERS stand silent in the thick-walled, high-ceilinged space as the MARINE GUARDS gently set SUPERMAN'S beautiful bronze sarcophagus on a marble pedestal surrounded by a small, shimmering, water-filled moat. A PRIEST takes LOIS'S hand, leads her to the front of the tomb. LOIS lifts her veil, looks down at the casket --

LOIS

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

(long beat, looking around)

He wasn't.

LOIS pauses for strength before continuing --

LOIS

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

(staring at the casket)

Gone too soon -- a man who inspired me, because he cared about the things that I did...and I can say with all my heart, all my soul, no matter where I go, no matter who I meet -- he will always be the most unforgettable person in my life...

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

CUT TO

OUTSIDE THE TOMB. MOURNERS file away. A black-suited LEXIAC leaves with the others as a JOURNALIST comes up --

JOURNALIST

Any last thoughts on Superman, Mr. Luthor?

LEXIAC

...I think Miss Lane summed it up best when she noted he was just -- a man. The people of this planet are left yearning for a savior. I join them in hoping that a true deity fills that role soon.

LOIS overhears his remarks as she passes. LEXIAC comes up, walks beside her as the MOURNERS leave the tomb --

LEXIAC

May I say, Miss Lane, black becomes you --

LOIS takes her NIECE'S hand, continues ahead of him. LEXIAC follows behind, watching her go, smiles as the solid BRONZE doors to the inner tomb clang shut behind him. Two MARINE HONOR GUARDS move forward, one lights an eternal flame and --

ANGLE ON

LOIS'S NIECE walks away from the tomb with LOIS. The young GIRL suddenly turns, goes back to the monument, gently places her small bouquet on the steps and --

CLOSE ON

MARINE GUARD #1. Standing at rigid attention outside the tomb. A single tear rolls down his cheek as he watches her set the flowers down. The MOURNERS depart into the starry night as we --

CUT TO

INSIDE SUPERMAN'S TOMB. Deathly silence. Everything still when...an odd LIGHT filters into the space, seems to drift through the darkness. The light suddenly intensifies -- brighter and brighter -- flashes with a blinding fury as --

A FIGURE rises in the dark -- back turned, features unseen. The mysterious FIGURE moves to the burial platform, speaks in the deep baritone of eternal space and time --

FIGURE

...I have failed you, Kal-El.

The BEING bows its head before the sarcophagus as we --

CUT TO

A TV BROADCAST fills the FRAME. A montage of highlights from SUPERMAN'S funeral are seen -- somber shots of the horse-drawn CARRIAGE -- the massive CROWDS -- teary-eyed MOURNERS --

NEWS ANCHORMAN'S VOICE (OVER)

Just some of the indelible images from last night's global outpouring of grief, as we learn this morning of a drive for the creation of an international "Superman Day" --

PULL BACK TO TO SHOW

LEX'S OFFICE. MORNING. LEXIAC stands before a big screen tv, watching the broadcast. MORRIS stands to the side. LEXIAC'S eyes and cheek begin to twitch as the TV flashes a final, black-bordered photo of SUPERMAN --

ANCHORMAN'S VOICE (OVER)

A day of world remembrance to honor Earth's fallen hero.

LEXIAC'S features suddenly contort as BRAINIAC'S head pushes through, sticks out at a strange angle, screams at the tv --

LEXIAC

He was a dribbling little brat! A biological accident! Mere flesh and blood! He was nothing!

MORRIS watches wide-eyed as BRAINIAC turns to the windows, looks out at Metropolis --

BRAINIAC

And you revered him! The ego of the man! Look at the suit! The cape! And for what? A few pitiful parlor tricks!

Huge SPARKS suddenly arc between BRAINIAC and the over-head lights. MORRIS ducks as several large fixtures come crashing to the floor. BRAINIAC just stares down at the city --

BRAINIAC

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

With BRAINIAC'S head sticking out to one side, the lopsided LEXIAC passes a mirror, flashes a sparking smile --

BRAINIAC

What's not to love?

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

BRAINIAC

What are you looking at?

The piranha suddenly spits water in his face. BRAINIAC sticks his hand in the tank, grabs it, shoves it in his mouth, chews -- bones, fins and all --

MORRIS

(nervously backing out of the room)
I have a few calls to return --

BRAINIAC

I require your assistance.

MORRIS

With what, Mr. B?

BRAINIAC

Transferring this planet's misguided adoration for Superman to me.

MORRIS

...How many centuries do we have?

BRAINIAC'S head suddenly sucks down inside LEXIAC and the outer covering seals shut. LEXIAC does several odd shakes, settling the bizarre package, gazes out at Metropolis --

LEXIAC

You are a unique race, in awe of technology, but rooted in your primal past. I will bring limitless advances to your planet. I will extend your life spans from decades to millenia. I will breed your species into a bio-mechanical race of unrivaled power and perfection. And all I demand in return is... the planet's undying devotion.

MORRIS

Maybe we should run a few study groups first, see how folks feel about being enslaved --

LEXIAC

No delays!

MORRIS

Well I'd keep that head popping out thing to a minimum.

LEXIAC

(regarding himself in the mirror)
I understand my real appearance could cause fear. I will first create goodwill in this form and then reveal myself to your world.

LEXIAC regards LEX'S impressive computer set-up --

MORRIS

It's called a computer, let me show you how it --

LEXIAC'S HAND reconfigures into something that he inserts directly into the hard drive --

MORRIS

...Works.

Reams of DATA scroll at hyper-speed across the screen as we --

ANGLE ON

LEXIAC. Plugged in. Wide-eyed. In the midst of accessing the world-wide electronic web. LEXIAC learning everything about our world and way of life as we --

CUT TO

DAILY PLANET. EVENING. The CITY ROOM is much busier from last we saw. Clattering teletypes. Harried REPORTERS and --

ANGLE ON

A MAN in a dark visored motorcycle helmet and leather jacket enters the busy room. No one seems to notice as the MAN strides through, heads straight for PERRY WHITE'S office, opens the door -- PERRY is seen, back turned, talking on the phone -- the helmeted MAN reaches into his jacket as he comes up behind him -- PERRY suddenly turns -- sees him -- shouts --

PERRY

Where the heck have you been?!

JIMMY removes his helmet, hands PERRY a roll of film --

JIMMY

That's from the armored car robbery.

(he pulls another roll of film)

That's from the subway derailment.

(pulling another roll of film)

And that's from the construction accident. One photographer was enough before Superman, but ten people with cameras couldn't cover all the news out there now.

PERRY

Take shorter lunches.

JIMMY

Lunch? I don't even remember what that is. I haven't eaten in days. And I don't have much to lose. I'm getting so skinny I almost blew off my moped coming over here.

PERRY

(calling out to the busy city room)

Lois! Where's Lois?

CUT TO

DAILY PLANET CONFERENCE ROOM. LOIS works alone at a table covered with Superman materials. A large drawing of a proposed Superman statue is propped up behind her. LOIS types furiously on a computer while talking on a speaker phone --

LOIS

...The Superman Trust would be honored to have you as a member, Prime Minister. Your time commitment would be nominal.

PRIME MINISTER'S VOICE (OVER)

(British accent)

Of course I'll serve, Miss Lane. As for the workload, overseeing the country's affairs and honoring Superman's memory are of equal import to me, and, I'm sure, to my people.

PERRY WHITE bursts in, sees LOIS --

PERRY

What are you hiding in here for?

PRIME MINISTER'S VOICE (OVER)

Is that all, Miss Lane?

PERRY

(going to the speaker phone)

It sure is -- she's on a deadline!

(pressing the hang-up button, to LOIS)

Who was that?

LOIS

(typing away)

The British Prime Minister.

PERRY pales. He looks at all the Superman material spread around the conference room, regards her --

PERRY

Listen, Lois, your work with the Superman Trust is noble and worthy, I get that -- but it's a full-time job. I have a paper to run, and with Kent missing I'm short-staffed as it is. You can't do both --

LOIS presses the print button, grabs her purse, starts out of the room --

PERRY

Where are you going?

LOIS

To approve the site of the Superman memorial.

PERRY

Did you hear any of what I said?

LOIS

I haven't missed a deadline yet.
I can handle it. Period, end.

A city room TV tuned to CNN suddenly catches her attention --

TV ANCHORMAN

-- Using independent forensic and chemical experts, the Washington Post reported today that the beast that killed Superman was the occupant of the space craft recently unearthed by Lexcorp --

PERRY

Why don't we have that story!?

LOIS

Because it's not true.

PERRY

How do you know?

LOIS

Because Superman was --

(catching herself)

...Because I know. Something else brought that creature here, something that just might have stuck around. Don't you think it's strange Superman died right outside Lexcorp? Didn't anyone else notice how odd Lex acted at the funeral?

PERRY

There's nothing to tie Luthor with what happened, and he doesn't seem to be hiding anything. He's going on "Nightlive" tonight. The station asked if you'd provide counterpoint, but seeing how busy you are --

LOIS

I'm going.

LOIS suddenly feels dizzy, steadies herself on a desk --

LOIS

Must be lack of sleep.

(catching PERRY'S concerned look)

I'm fine.

PERRY

You're running yourself into the ground, and I care about you too much to sit back and watch you do it.

PERRY places a hand on her shoulder. Paternally --

PERRY

Take care of yourself, Lois. For yourself, for us...and for him.

PERRY'S words hit home. LOIS looks at him, nods and --

CUT TO

A "NIGHTLIVE" logo fills the SCREEN. The show's theme music plays as the logo fades and a stiff TELE-JOURNALIST appears --

HOST

Post-Superman Earth. Tonight we take a look at our world without the Man Of Steel. Our first guest is Lex Luthor, whose vision of the future includes a myriad of revolutionary, Lexcorp technologies.

CUT TO

TELEVISION STUDIO. SAME TIME. The TV CAMERA pulls back to show LEXIAC sitting beside the show's HOST --

HOST

Mister Luthor. Let's be frank. Many people see your company as a mere front for a far-reaching criminal enterprise. Opponents insist it's only a matter of time before you and your confederates try to capitalize on Superman's death. Your reaction?

MORRIS stands watching in the wings, winces at the question --

LEXIAC

...I'm here to discuss the future.
(looking directly at the camera)
A future where flawed heroes are replaced by marvels of science and technology.

The CAMERA pulls back to reveal a round, reflective, eye-like DEVICE set on a stand -- the same device we saw on Krypton --

LEXIAC

This is a thermionic transfer port, a device which will allow a user to telepathically send and receive data via the insertion of a small cranial implant. Thought communication will be possible anywhere on the globe.

HOST

Very intriguing, Mister Luthor. Let's see what our second guest, Daily Planet reporter Lois Lane, has to say about it. Miss Lane --

The CAMERA PULLS BACK to show LOIS, seated beside LEXIAC --

LOIS

I think Mr. Luthor's in need of a cranial implant. My God, we can't even trust him to take out the trash, much less tap into our thoughts.

LEXIAC

The technology is at hand, Miss Lane. And I will administer it.

LOIS

Where did it come from? What are the risks? My readers want answers, Mr. Luthor, and you're not going to administer anything until we get them.

LEXIAC glares at LOIS. A spark suddenly arcs between his chin and the small microphone in his lapel --

HOST

(reaching for LEXIAC'S mike)
I'm sorry, Mr. Luthor. It must be some sort of short-circuit --

LEXIAC

(swatting his hand away, to LOIS)
This device is a gift. Your insolence aside, the vast majority of people will embrace it. My advances will allow everyone to find the super-being within.

LOIS

Superman's strength came from his heart, not from the kind of high-tech gadgets your peddling.

LEXIAC

Yes, well his heart's not giving
him much strength now, is it?

LOIS

Why you --

HOST

(leaning between them)
We'll be back after this.

CUT TO

DARKNESS. Then SOUNDS -- the crackle and hum of electrical energy -- soft echo of dripping water -- and the faint, unmistakable beating of a human heart. A bright ELECTRIC ARC suddenly illuminates the scene and --

PULL BACK TO SHOW

SUPERMAN'S TOMB. In the dim darkness we see the tomb interior has undergone a dramatic transformation. Mysterious Kryptonian hieroglyphs now cover the walls, somehow etched into the solid stone. Another ARC of electric light flashes through the room. The sound of the beating heart intensifies. A groan of pain suddenly echos through the space as we --

PULL BACK FURTHER TO SHOW

SUPERMAN'S SARCOPHAGUS. The heavy lid has been removed. SUPERMAN lies in the now fluid-filled interior. A complex web of tubes and piping surround his near naked body. FLASHES of electricity course through the gel. His unconscious form shudders with each burst of life-giving energy as --

The FIGURE moves through the shadows of the tomb -- caught in the flickering light. We now see the dark, ill-defined face and form of a BEING -- a sudden electric FLASH and --

CLOSE ON

The BEING. Male in appearance, ancient in age. Equal measures of wrath, benevolence, compassion and grief are seen etched in its craggy features. A robe-like covering shields its body from view. The BEING moves close to the sarcophagus, looks down. SUPERMAN'S deeply scarred form is enveloped in the mysterious fluid. The BEING'S presence makes the gel begin to bubble and glow --

BEING

...You must want to come back,
Kal-El.

The fluid continues to churn as a bright green light suddenly FLASHES over him --

BEING

You must fight for your future.

SUPERMAN is suddenly hit by another FLASH, then another --

BEING

And your past.

CLOSE ON

SUPERMAN'S CHEEK -- a deep gash is seen, musculature exposed -- the glittering fluid seems to weave new flesh --

BEING'S VOICE (OVER)

You are the last of your race.

New vessels and sinew are seen "growing" before our eyes --

BEING'S VOICE (OVER)

A world resides in you.

The BEING leans over the Man of Steel, seems to speak directly into his mind --

BEING

Fight.

SUPERMAN reacts unconsciously to the command, stirring restlessly --

BEING

Fight for that which gives your life meaning.

SUPERMAN'S eyes suddenly tighten, bright FLASH of light and --

CUT TO

INSIDE SUPERMAN'S MIND. A memory of a Daily Planet party. Black tie and evening gowns. Christmas decorations line the city room. Desks pushed away to form a dance floor. A blow-up of a Daily Planet front page is seen, headline reading -- MERRY X-MAS! A tuxedoed PERRY WHITE talks to a newly hired, black-tie attired CLARK KENT near the punch bowl --

PERRY WHITE

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

JIMMY OLSEN walks up, fills a cup --

PERRY WHITE

Jimmy, meet our new man, Clark Kent.

JIMMY shakes hands, leans in, speaks sotto to CLARK --

JIMMY

Don't believe the Christmas cheer
crap. The guy's worse than Scrooge.

(as he leaves, to PERRY)

Great party boss! You're the best!

PERRY

Pain in the ass, but he takes a
good picture.

(spotting someone, calling out)

Lois, there's someone I want to
introduce you to.

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

PERRY

Lois Lane, meet Clark Kent.

LOIS

(shaking hands, regarding him)

You look familiar.

CLARK

I held a door open for you today.

LOIS

They don't teach that in journalism
school.

(looking down)

That's quite a grip you have, Clark.

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

CLARK

Would you care to dance, Lois?

LOIS

Holds doors and dances too?...Oh,
why not. You only live once --

CLARK leads LOIS to the dance floor. He takes LOIS in his
arms and they begin to dance -- tentative at first -- then
more graceful -- around the space -- as if they'd done it all
their lives -- the only two on the floor -- glorious beat --

LOIS

I haven't done this since I was a little girl.

CLARK

I bet every boy wanted to dance with you.

LOIS laughs. CLARK holds her as they spiral across the floor. Two of them dancing in a blur. LOIS holding tight. The SONG ends as CLARK and LOIS sweep to a stop, regard one another --

LOIS

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

CLARK

Neither will I, Lois.

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

CLARK

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

LOIS

It's not the end of the world.
Excuse me, while I go clean up.

LOIS goes to the ladies room. CLARK stands there, alone --

BEING'S VOICE (OVER)

Enough for now, Kal-El...

CLARK looks around, sees the room darkening, realizes he's in a memory --

CLARK

Lois --

The room melts to black. A tuxedoed CLARK is left under a spotlight. He looks up at it --

CLARK

Lois!!!

FLASH of light and --

CUT TO

LEXIAC'S OFFICE. DAY. There's been a major remodeling. A network of electrical conduits now criss-cross the walls. Exposed cables cover the ceiling. Exotic wiring snakes from the floor. The high-pitched squeal of rapid data transmission is heard as we --

ANGLE ON

LEXIAC'S DESK. Strange hook-ups, electric bypasses and electronic circuitry channel huge amounts of everything directly into the desk, at which sits LEXIAC, watching financial info stream over an array of large screens. A harried MORRIS stands nearby, wearing a telephone headset, reads from a stack of phone messages --

MORRIS

...The F.D.A. and the A.M.A. have condemned your thought communication device and vow to stop you from bringing it to market. The D.W.P. is sending over an investigator to find out why we're suddenly using enough energy to light up Ohio, and the S.E.C. is freezing your account to determine how you made five billion dollars in one hour of trading.

LEXIAC

How is not important. The money will be donated in my name. Your race will be greatly appreciative.

MORRIS

It's not that easy, Mr. B. The I.R.S. is breathing down our necks I mean Lex's neck -- I mean you. They'll put a lien on that money for sure.

LEXIAC angrily reaches over to a desk lamp, puts the bulb in his mouth, crushes it, sucks on the electricity, seething --

LEXIAC

I need a new body! Someone the public will trust! Find a suitable form! Bring them here!

MORRIS

I'll draw up a list. If you don't mind my asking, why don't you just skip the goodwill part and take over the planet?

LEXIAC

That's not the point! This world
will embrace me as they did Kal-El!

LEXIAC suddenly sends out an angry arc of electricity, blowing
out the computer set-up --

MORRIS

...Of course they will.
(MORRIS'S phone rings)

Excuse me.
(into the headset)

Yes?
(beat)

Oh no --

MORRIS quickly goes to the windows, looks down and --

CUT TO

LEXCORP PLAZA. A large crowd of angry PROTESTERS have
descended on Lexcorp, gather around the under-repair crater
where SUPERMAN was killed. Many placards and signs are seen,
among them -- "SAVE SUPERMAN'S SHRINE!" -- "HONOR THE SITE
WHERE HE DIED!" -- "PERMANENT MEMORIAL NOW!" --

ANGLE ON

Lexcorp SECURITY GUARDS try to herd the PROTESTERS from the
plaza. Fights break out. Much punching and hitting and --

CUT TO

LEXIAC'S OFFICE. SAME TIME. LEXIAC watches from the windows.
Features darkening --

MORRIS

They're threatening to have a
candlelight vigil every week.
Maybe we should just put out
a teensy-weensy, little plaque --

LEXIAC

Never!

LEXIAC'S POV

The protest is becoming a near riot. The Superman memorial
signs are being used to beat back the Lexcorp GUARDS --

LEXIAC

(sparks arcing across his brow)
...My patience with your people
is wearing thin.

Pounding is suddenly heard at the door. MORRIS crosses the room, opens it and -- four of LEX'S beefy ASSOCIATES barge into the office, brush MORRIS aside --

MORRIS
He's busy! No visitors --

ASSOCIATE #1
You've been freezing us out for the last week! We gotta talk to him --

The ASSOCIATES suddenly stop, look around the radically changed office, see LEXIAC behind the high-tech desk --

ASSOCIATE #1
Look, Boss, I don't know what's going on with you or why you've been freezing us out, but we got a major problem. All this image reform stuff you've been spouting off about has the other syndicates thinking you've gone soft. The bosses are meeting right now to carve up your territory.

LEXIAC
(LEX-like facial tic)
Take me there.

CUT TO

METROPOLIS MEAT PACKING PLANT. A dozen CRIME BOSSES and their HENCHMEN sit in the middle of a refrigerated warehouse. Sides of beef hang all around. The largest of the BOSSES stands by a map of Metropolis, in mid-conversation --

CRIME BOSS
...Lex's garbage routes go to Sal.

One of the BOSSES at the table smiles at the windfall --

CRIME BOSS
His cement contracts go to the Krupp boys.

Two Aryan-looking TWINS nods in appreciation --

CRIME BOSS
And the unions go to me --

A sudden commotion is heard at the entrance to the warehouse. The crime BOSSES and their HENCHMEN instantly pull their guns. The sides of beef surrounding the secret meeting part and -- LEXIAC appears, alone. The meeting stops. All eyes turn --

CRIME BOSS

You got cajones coming here by yourself, Lex.

LEXIAC looks around the room, takes in all the weaponry --

CRIME BOSS

But it's too late. You've been dealt out. Like you always said, if someone's dumb enough to turn their back, put a knife in it. Nothing personal, Lex. Strictly business. And there's only one last thing to take care of --

Every GUN in the room suddenly turns on LEXIAC. LEXIAC looks up -- spies dozens of electric-powered meat processing TOOLS dangling by power cords from the ceiling --

CRIME BOSS

(cocking his gun, smiling)
On second thought, it ain't just business. I've wanted to plug you for a long time --

LEXIAC suddenly sends an arc of electricity to the main power cable overhead and --

The array of industrial-size bone SAWS, meat DRILLS, carving KNIVES and steak SHEARS hanging from the ceiling suddenly whir to life. The CRIME BOSSES look up in shock as the meat cutting implements drop and attack from every direction -- the LEXIAC-controlled tools slicing and dicing through the CRIMINALS like they have minds of their own -- the HENCHMEN desperately fire at the crazed mechanical devices -- no stopping them -- no escaping their deadly blades and --

CLOSE ON

LEXIAC. Watching the implements chop and cut their way through the room. Smiling at the gruesome spectacle. The loud whirring sound of the electric-powered tools nearly drowns out the CRIME BOSSES terrified screams as we --

CUT TO

SUPERMAN'S TOMB. Flashes of light shoot from the bubbling, churning sarcophagus. Magical, mystical points of energy seem to hover and dance over SUPERMAN'S submerged body. The sound of a rapid heartbeat reverberates through the tomb as the regeneration process reaches a climax -- heartbeat increasing -- flashes of light gaining in intensity -- SUPERMAN'S body is obliterated by the pure energy gathering over his form as -- a sudden, blinding burst shoots through the tomb and --

Everything is suddenly cast in dark shadow. A dim glow of remnant energy radiates from the walls. Absolute silence --

CLOSE ON

SUPERMAN'S now healed body lies in the drained sarcophagus. His eyes blink open. He stares up at us. Unsure where he is. Mind reeling. His hands grasp the sides of the sarcophagus and SUPERMAN slowly pulls himself up. Dazed. He climbs from his resting place, looks down -- sees he's covered in an entirely new suit. It's cape-less, darker than the old outfit, altogether mysterious. A stylized mask partially conceals his features. SUPERMAN looks over, regards his own sarcophagus, touches it, as if to make sure it's real. He gazes around, suddenly spots the BEING in the shadows --

SUPERMAN

...Who's there?
 (peering into the darkness)
Who are you?

BEING

I am K, that which brought you
 to this planet.

SUPERMAN looks back at the sarcophagus, tries to comprehend --

SUPERMAN

I was in Lois's arms, she was
 holding me...and then everything
 went dark.

K

There is much for you to learn,
 Kal-El, and no time to explain.
 Your memory now is filled with many
 things. Of Krypton, your home,
 and of Brainiac, its destroyer.

SUPERMAN

He's here.

K

Which is why we must go.

SUPERMAN

Where?

K

There are other planets, Kal-El.
 Other yellow suns.

SUPERMAN

I'm not leaving Earth -- not now.

K

Your father created me to protect you, Kal-El. You were safe here before, but with Brainiac's arrival that has all changed.

SUPERMAN

This time I'll be ready for him.

K

In your present state, you would be no match.

SUPERMAN

We'll see about that.

SUPERMAN strides to the heavy tomb doors, tries to punch one open and -- crunch -- his fist flattens against the door. Stunned beat. SUPERMAN looks down at his hand. He's stung by the blow, but much more in shock by the loss of his powers --

SUPERMAN

(spinning on K)

What have you done?!

K

The injuries put your Kryptonian physiology in stasis. I revived you...but you have lost your "super" powers.

SUPERMAN turns to the door -- punches again. It hurts like hell, but he just stares at his hand, reeling. He hits the door again, fights back the sensation of pain. SUPERMAN punches the door again and again, hands bleeding, refusing to believe it's true --

K

You have your father's persistence.

SUPERMAN hurls himself against the doors, heaves his shoulder to the heavy steel, uses every ounce of strength to muscle it open, disappears down the inner tomb corridor and --

CUT TO

OUTSIDE SUPERMAN'S TOMB. NIGHT. Metropolis in darkness all around. Acres of bouquets are piled all through the grounds. The flickering eternal flame is seen burning outside the tomb, providing an eerie illumination as we --

ANGLE ON

A nicely dressed COUPLE walks through the grounds, approaches the tomb. The COUPLE stop before the flower-covered approach, lay down their own simple offering, bow their heads as -- a heavy RAP beat suddenly breaks the stillness and --

Three tricked-out GANG CARS, suspension systems bouncing up and down in time with the music, pull up to the tomb. Young THUGS pile out, laughing, yelling, tossing around cans of spray paint. The COUPLE try to leave, are quickly blocked --

THUG #1

Not so fast, the party's just starting!

The COUPLE is too frightened to respond --

THUG #2

(circling the WOMAN)

On second thought, you stay --

(shoving the MAN back)

You can go.

The MAN makes a move to help, has his armed pinned back by one THUG while a SECOND THUG spray paints an S on his chest, kicks him down the steps. The THUGS burst out laughing as the WOMAN tries to dart away -- is blocked -- tries to run another direction -- again blocked -- the THUGS laughing and drinking as the terrified WOMAN backs into the heavy doors of the tomb -- THUGS moving in -- music blasting from the cars as --

The DOORS of the tomb suddenly start to creak open. The WOMAN jumps away as the THUGS step back and -- SUPERMAN emerges from the tomb, stands in the moonlight wearing the dark suit, his features partially concealed by the mask --

THUG #1

Check it out!

KAL-EL

(seeing the WOMAN)

Let her go.

The THUGS circle him -- laughing and sneering --

THUG #2

What the hell are you?

THUG #3

I know --

(rapping on SUPERMAN'S new suit)

He's Garbage Man!

One THUG comes up behind SUPERMAN with a tire iron, slams it across his back, sends him sprawling across the cement --

They circle around him like a pack of dogs. SUPERMAN tries to rise -- gets a boot in his stomach, another in the face -- SUPERMAN gasps for breath as -- four THUGS suddenly lift him off the ground, carry him to the eternal flame -- hold him over it -- SUPERMAN desperately tries to pull away from the heat -- pushed closer and closer -- SUPERMAN looks across -- spies K watching from the shadows of the tomb and --

SUPERMAN
(calling to him)
Help me!

THUG #1
(looking back, seeing nothing)
He's talking to himself!

The THUGS push SUPERMAN'S face ever closer to the flames --

SUPERMAN
K!!!

A bright flash of light shoots from the tomb entrance as the suit suddenly emits a strange glow -- sends a powerful jolt into the THUGS' hands -- forcing them to let go. SUPERMAN stands, looks down at the suit, surprised --

K'S VOICE (OVER)
I can approximate a fraction of
your former powers, but I do so
only until you see the wisdom
of leaving this world.

The half-dozen THUGS descend on him -- SUPERMAN reacts -- he sends one THUG flying down the steps with a mighty blow -- the other THUGS come in swinging -- RAP MUSIC blaring and --

SUPERMAN becomes a tornado of movement -- THUGS being hurled through the air -- sent crashing down the flower-covered steps -- slammed into one another -- knocked unconscious -- SUPERMAN dodges blows, knives, kicks a gun from one THUG'S hand -- grabs a can of spray paint from another THUG -- blinds several more with blasts of paint -- sends them reeling away, clutching their eyes as -- the last THUG comes at SUPERMAN with the tire iron -- SUPERMAN jukes a swing -- grabs it away -- takes out the THUG with a crushing punch to the face and --

ANGLE ON

The GANG CARS parked in front of the tomb. RAP MUSIC plays as the last few THUGS are sent tumbling down the steps -- slide unconscious up to their cars, cans of spray paint rolling to a stop beside them. SUPERMAN comes down the steps, spots the WOMAN cowering behind one of the cars. He approaches her --

SUPERMAN

You're safe now.

The WOMAN gets one look at the dark suited figure coming her way, screams, takes off running. SUPERMAN goes to one of the cars, rips off the side mirror -- regards his reflection. He feels his bloody lip, touches his bruised cheek. He shatters the mirror on the ground, disappears into the night and --

CUT TO

METROPOLIS STREET. NIGHT. An immense, Lexcorp stretch LIMO roars through the city, is seen towing a big, rumbling, mobile GENERATOR behind it and --

CUT TO

INSIDE THE LIMO. LEXIAC and MORRIS in the rear area. Loud MUSIC on the stereo. MORRIS nurses a martini, watches LEXIAC while he angrily sucks on a sparking power cable that runs out the window, back to the GENERATOR trailing the car --

LEXIAC

(staring out at the city, darkly)
 ...Your race is no different than the Kryptonians. Small-minded. Irreperably flawed. And supremely ungrateful.

MORRIS

It's two in the morning, Mr. B. You had a tough day. Maybe you should lay off the juice, or turn yourself off for awhile.

LEXIAC looks out the window as the limo stops for a light. His eyes narrow and --

LEXIAC'S POV

A night maintenance CREW is changing a series of street signs, bolting down new name plates that read -- "SUPERMAN AVENUE" --

The limo pulls through the intersection, drives by a DAILY PLANET delivery van bearing a prominent advertisement for the next day's news -- "BILLIONS POUR INTO SUPERMAN TRUST" and --

CLOSE ON

LEXIAC stares at the headline as the limo passes a darkened construction site. Something catches LEXIAC'S eye --

LEXIAC

Stop the vehicle!

CUT TO

METROPOLIS CONSTRUCTION SITE. NIGHT. The limo skids to a stop. LEXIAC emerges -- stares at the site of the future SUPERMAN memorial. LEXIAC approaches, stands face-to-face with a life-size model of SUPERMAN -- the mock-up for what, when finished, will be a giant, bronze statue. LEXIAC glares at his nemesis' recreation, looks up at the sky, imagining the finished statue. His eyes narrow into a murderous gaze --

MORRIS

(calling from the car)
Something wrong, Mr. B?

LEXIAC

(crushing beat)
By killing Kal-El I've made
him live forever.

LEXIAC'S skin ripples in fury, joints shifting ominously --

LEXIAC

...There's only one way to remove
all vestiges of his memory now.

LEXIAC stares out at the sleeping city, angry sparks arcing across his brow as we --

CUT TO

METROPOLIS SKYLINE. NIGHT. And what at first seemed like just a pretty shot reveals, upon closer inspection, an amazing detail -- a dark FIGURE is running over the rooftops, leaping from building to another as we --

CUT TO

ROOFTOPS. SUPERMAN sprints over the top of a building, bounds into the air -- just clears a long drop down an alley -- lands on the next building -- keeps going --

K'S VOICE (OVER)

There's no where to run. Listen
to reason.

SUPERMAN sprints to the side of the building, approaching a 20 foot canyon to the next rooftop -- leaps into the air -- five stories off the ground -- slams into the side of the adjacent building -- just grabs hold of a rail -- hangs there -- pulls himself up -- exhausted and bruised by the effort -- SUPERMAN stands -- looks out at Metropolis --

K'S VOICE (OVER)

This was never your world, Kal-El.

Long, lonely beat. A breeze blows over the rooftops as -- the distant sound of SCREAMS are suddenly heard --

SUPERMAN'S POV

Flames and smoke rise into the night, the result of a far off apartment FIRE --

SUPERMAN
I have to help them.

K'S VOICE (OVER)
How?

SUPERMAN
Any way I can.

SUPERMAN swings over the ledge, takes off down the fire escape and --

CUT TO

APARTMENT BUILDING FIRE. NIGHT. Smoke shoots from the windows. TENANTS stream down the steps. No emergency response has as yet arrived as the K-suited SUPERMAN appears, sees a young BOY trapped behind a window grating on an upper floor --

YOUNG BOY
Help! I can't get out!

MOTHER
(screaming from the street)
Somebody save my son!

Several TENANTS start back into the building to try and save the BOY when -- a fireball shoots out the front entrance, blocking their way. The entire building is now consumed. No hope for the BOY. SUPERMAN rushes across the street --

K'S VOICE (OVER)
You're mortal now, Kal-El!

SUPERMAN
I don't expect you to understand!

SUPERMAN kicks open a fire hydrant, soaks himself from head to foot, bolts up the steps, shields his face with his hands, leaps through the wall of flames and --

CUT TO

INSIDE THE BUILDING. An inferno. SUPERMAN moves fast up a fiery stairwell and --

CLOSE ON

SUPERMAN'S exposed hands and face are singed by the heat -- a burning beam crashes down -- nearly hitting him -- SUPERMAN grabs the railing to continue up -- reacts as he sears his fingers on the red-hot steel --

K'S VOICE (OVER)

Turn back, Kal-El!

The young BOY'S cries are heard. SUPERMAN sprints up the flaming stairs -- breaks through one -- scrambles up to the top floor -- gasps for air in the smoke-filled corridor -- SUPERMAN kicks in doors as he passes each apartment -- finally reaches the last door on the hall -- breaks it down and --

SUPERMAN'S POV

The young BOY is seen unconscious by the barred window -- surrounded by flames and --

CUT TO

STREET. SUPERMAN appears through the heavy smoke pouring from the entrance, coughing and gasping for air, carries the unmoving BOY down to the street. Stunned reactions all around as the dark suited SUPERMAN lays the BOY on the ground, quickly begins mouth-to-mouth breathing. The BOY'S MOTHER breaks through the stunned ONLOOKERS, drops to her knees in prayer as SUPERMAN valiantly tries to resuscitate him. He slowly stops. Pulls back. Regards the BOY. No sign of movement when -- the CHILD suddenly coughs, moans, his eyes open and -- the BOY'S MOTHER sobs for joy as she picks up her SON. The CROWD moves in excitedly all around as --

JIMMY rides up to the fire on his moped, pulls off his helmet, immediately starts snapping pictures of the burning building. JIMMY spots the CROWD gathered around the BOY, approaches a MAN on the fringe of the group --

JIMMY

What's going on?

MAN

Some guy in a robot suit just saved a kid!

JIMMY

"Robot suit?"

JIMMY muscles through the CROWD with his camera, angling for a shot. He reaches the center of the crowd, sees the MOTHER cradling her coughing SON, SUPERMAN no where to be seen --

JIMMY
 (looking around)
 Where'd he go? Who was he?

MOTHER
 (tears of joy)
 An angel.

ANGLE ON

ROOFTOP ACROSS THE STREET. SUPERMAN climbs up, still coughing from the smoke, looks back at the fully engulfed building --

K'S VOICE (OVER)
 ...Such will be the fate of this
 entire world, Kal-El.

Flames from the fire flicker across SUPERMAN'S features --

K'S VOICE (OVER)
 I'm receiving the electronic
 signature of a device -- a
 technology I've encountered only
 once before...just prior to
 Krypton's destruction. Brainiac's
 work has already started. By this
 time tomorrow, it will be done.

SUPERMAN turns, looks out at the Lexcorp building, towering over the city skyline, lit like a beacon in the night --

K'S VOICE (OVER)
 He is a destroyer of worlds, Kal-
 El.

SUPERMAN
Not this one.

K'S VOICE (OVER)
 I can make you leave if I must.

SUPERMAN
 Let me at least try to stop it,
 K.

Charged beat. Metropolis sparkles in the night --

SUPERMAN
 I'm the reason Brainiac's here.
 One chance. That's all I ask.

K'S VOICE (OVER)
 ...If you fail, we must go. If you
 have any goodbyes, make them now.

CUT TO

CLOSE ON -- the sleeping silhouette of a WOMAN. Bathed in moonlight. Faint sound from an adjoining room. LOIS stirs, glances at the clock, moans with fatigue, about to put a pillow over her head when -- the noise is heard again --

CUT TO

LOIS'S APARTMENT. DEAD OF NIGHT. A scantily clad LOIS comes down a hall, clutching a baseball bat. She opens a bedroom door, looks in -- her NIECE is seen, sleeping peacefully in her bed. LOIS closes the door, continues down the hall, bat raised. She enters the darkened living room. Balcony drapes blow on the breeze from outside, fabric billowing in the wind. LOIS moves through the room, holding the bat when -- something leaps from the darkness -- LOIS screams, swings -- hits a lamp as a cat scurries from the room --

LOIS

Damn it!

LOIS bends down, picks up the broken lamp, heads back into the bedroom as the balcony drapes lift and -- LOIS is suddenly face-to-face with a masked FIGURE -- she shrieks -- swings the bat -- strikes him in the body -- groan of pain -- the FIGURE comes at her -- she hits him again -- and again --

SUPERMAN

Lois -- it's me!

LOIS backs into a chair, loses her balance, starts to fall as the K-suited SUPERMAN grabs her, pulls her near --

SUPERMAN

Lois, stop!

LOIS stops struggling, watches as SUPERMAN removes the face plate. Everything freezes. LOIS stares at him --

LOIS

(bat dropping from her hand, stunned)
It can't be --

SUPERMAN

It's me, Lois.

LOIS

But you died. I saw you die.
It's not possible --
(mind reeling)
...You staged it?
(suddenly furious)
Why didn't you tell me!?

SUPERMAN
I didn't stage anything. It happened, Lois. It was real.

LOIS
You're really alive.

SUPERMAN
I don't know how.

LOIS
I don't care. You're here.

LOIS kisses him, holds him tight, starts to cry --

LOIS
It's like a dream...

SUPERMAN embraces her, drinking in the feel of her, the smell of her, the touch of her. Barely able to say it --

SUPERMAN
There's something else, Lois.

LOIS
Nothing else matters.

SUPERMAN
...I can't stay.

LOIS looks at him. A dead silence that feels like years --

LOIS
What are you talking about?

SUPERMAN
Something from my past is here. It's taken over Lex. It's going to destroy this world just as it did mine. I have to try and stop it.

LOIS
What can I do?

SUPERMAN
Pray.
(holding her, perhaps for the last time)
Lois, there were things I never said...never could say, until now. I wasn't running from you, Lois, I was running from myself. I was afraid. You were right. I am no different than anyone else.

LOIS looks up at him, unwavering gaze --

SUPERMAN

I never really felt a part of this world until I met you. You're everything to me. What I feel for you can never die. No matter what happens, no matter what may come, you'll always be close to me, Lois. Believe that.

LOIS

...I do.

SUPERMAN

I love you.

His words hang in the air as he pulls her near, just holds her tight. The curtains billow on the breeze around them. And we leave them there, the two of them become one in the moonlight as we --

DISSOLVE TO

METROPOLIS. DAY. The city is bustling at the start of a new day. A clock tower chimes the hour -- 10:00 a.m. and --

CUT TO

CLOSE ON -- the AMERICAN FLAG. Strange angle. Grainy --

PULL BACK TO SHOW

A closed-circuit view of a U.S. intercontinental ballistic MISSILE standing dormant in its silo --

PULL BACK FURTHER TO SHOW

A bank of MONITORS line a wall in LEX'S OFFICE. Dozens in all. MISSILES from many countries are seen on the screens -- RUSSIAN, CHINESE, BRITISH and FRENCH nuclear ICBMs are observed. Some of the monitors show static, as if not yet patched in. A nearby DIGITAL CLOCK counts down from 6 hours, 33 minutes, timed out to a rapid-fire thousandth of a second and --

PULL BACK EVEN FURTHER TO SHOW

LEX'S OFFICE. It's empty, all quiet, as -- the K-suited SUPERMAN suddenly appears on the glass enclosed side of the building, climbing high over the city. SUPERMAN uses the K-suit to force open one of the windows, enters the room and --

SUPERMAN'S POV

He takes in the wall of monitors, the missiles clearly seen. The digital clock catches his eye -- as do myriad cables and connections running to a large, half-finished, COMPUTER-LIKE MACHINE we now see in the center of the room -- identical to the apocalyptic device we saw in JOR-EL'S lab --

K'S VOICE (OVER)

...As on Krypton, Brainiac is gaining access to your world's weapons.

SUPERMAN approaches, looks inside and --

CLOSE ON

The inner-workings of the half-completed machine. Small, automated SERVOS move busily around inside, actually constructing the device as we watch. SUPERMAN stares in at the technology, watches the many miniature SERVOS spark and scurry through their fantastical work --

SUPERMAN

It's building itself.

K'S VOICE (OVER)

With Brainiac's guidance.

SUPERMAN

But he's not here.

K'S VOICE (OVER)

Be assured, he's not far. Act swiftly, Kal-El. Remove the power source, and the machine will be disabled.

SUPERMAN'S POV

A glowing, pulsating light is seen at the center of the machine. SUPERMAN carefully reaches through the electronics and cables, grasps the device's energy source, begins to lift it out as -- the small, automated SERVOS suddenly sense his presence, streak through the wiring -- clamp onto the K-suit, one after another. SUPERMAN is forced to release the power source, lifts his arm, reacts in agony as the SERVOS begin to spark and short-circuit the suit --

K'S VOICE (OVER)

The suit is electrically charged
-- remove them, Kal-El --

SUPERMAN

I'm trying!

The SERVOS attack relentlessly, sound an ultra high-pitched ALARM and --

CUT TO

LEXCORP LOBBY. LEXIAC strides through the atrium, heading for his private elevator, MORRIS trails --

MORRIS

In light of your plans for this planet, Mr. B, and considering how well we work together, I assume you're taking me with you --

LEXIAC suddenly hears the high-frequency alarm emanating from the office far above. He stops, seems to stare up through the building. Livid expression --

MORRIS

...Maybe now's not a good time.

LEXIAC quickly enters the private elevator, presses the top floor, MORRIS joins him and --

CUT TO

LEX'S OFFICE. SUPERMAN desperately tries to pull the sparking attacking SERVOS from the K-suit -- one reaches his exposed neck -- shocks him with a powerful jolt of electricity -- SUPERMAN painfully rips the small device from his skin -- crushes it on the floor -- -

K'S VOICE (OVER)

Brainiac approaches --

SUPERMAN

(ripping more SERVOS away)
Just a few left!

CUT TO

ASCENDING ELEVATOR. LEXIAC is impatient with the car's normal speed, presses his hand against the control panel -- makes it accelerate rapidly -- MORRIS grabs the rail, looks like he's about to be ill and --

CUT TO

LEX'S OFFICE. SUPERMAN pries the last sparking SERVO from the suit, smashes it with his foot, moves toward the DEVICE --

K'S VOICE (OVER)

There is no time. We must go.

SUPERMAN

I can't leave without disabling it!

K'S VOICE (OVER)

I am sorry, Kal-El.

SUPERMAN tries to move toward the device, suddenly realizes the K-suit is physically stopping him --

SUPERMAN

What are you doing?

The K-suit suddenly forces the SUPERMAN backwards. SUPERMAN stunned. Every atom of his body fighting to go on. Supremely frustrating beat as he's forced back toward the open window --

SUPERMAN

I'm the only hope they have!

SUPERMAN frantically tries to move forward as the K-suit pulls him back -- one humiliating step at a time -- SUPERMAN furiously fights the power of the K-suit, attempting to claw his way toward the deadly DEVICE -- all efforts useless and --

CUT TO

ASCENDING ELEVATOR. The rapidly rising car comes to a sudden, screeching stop. The doors fly open. LEXIAC rushes into his office and --

LEXIAC'S POV

No one there. SERVOS crushed to pieces on the floor. Wind whipping through the forced open window. LEXIAC'S face contorts with anger as the meaning of it sinks in -- his bones and features reconfiguring into an horrific mask of rage and --

CUT TO

SUPERMAN'S TOMB. DAY. All calm, except for the fact the tomb's massive outer doors have been torn from their hinges. The loud sound of shearing metal is heard from inside and --

CUT TO

INSIDE THE TOMB. LEXIAC stares into the empty sarcophagus, glares at the walls covered with Kryptonian hieroglyphs and --

ANGLE ON

LEXIAC'S shadow is seen on the tomb wall. The outline of BRAINIAC'S HEAD pushes out -- writhing with anger -- starts to expand -- growing larger -- more distorted -- the shadow of BRAINIAC'S head engorging to grotesque proportion --

BRAINIAC
 YOU'LL WISH YOU HAD DIED WHEN I'M
 THROUGH WITH YOU, KAL-EL!!!

CUT TO

LOIS'S OFFICE. Closed blinds block out a sunny day. An open aspirin bottle sits beside a glass of water on her desk. LOIS at her computer, massaging her temples. The phone rings --

LOIS
 (picking it up)
 Hello.
 (pause)
 I know you need it. I understood that three phone calls ago. I'm trying to write the lead now.
 (pause, sharply)
 You calling every five minutes doesn't speed the process.

LOIS hangs up. She's exhausted. Emotionally drained. On deadline. She stares at her computer. About to get back to writing when the phone rings. She angrily answers --

LOIS
 I've got an idea -- why don't you come up here and write and I'll go down there and lay-out the paper!

MAN'S VOICE (OVER)
 Lois, this is Doctor Sloan.

LOIS
 I'm sorry, I thought you were someone else. How are you?

DOCTOR SLOAN (OVER)
 I'm fine. I think the more important question is how are you?

LOIS
 I've had the worst 24 hours of my life. I feel terrible. Other than that, terrific.

DOCTOR SLOAN (OVER)
 The results of your tests are in.

LOIS
 What's the headline?

DOCTOR SLOAN (OVER)

Well, the fatigue, light-headedness and other related symptoms you've been feeling aren't stress-related at all.

LOIS

So it's all in my head.

DOCTOR SLOAN (OVER)

Not quite. Congratulations, Lois, you're going to have a baby.

Dead air. LOIS blindsided. Silence, save for the sound of a clock ticking in the corner of the room --

DOCTOR SLOAN (OVER)

It's a healthy baby boy. I'd say five weeks old. Everything looks just fine.

LOIS just closes her eyes. Absorbing the news --

DOCTOR SLOAN (OVER)

...I take it this is a surprise.

LOIS

(barest whisper)

I'm sorry, Doctor, I have to go --

LOIS drops the phone on the cradle, misses the receiver, knocks the glass of water across her desk. Papers, notes, everything soaked. LOIS mechanically tries to wipe up the mess. Slowly stops. Leans back in her chair as it hits her. She curls up in the chair. Starts to cry. Hard tears. The phone begins to ring, continues as she just holds herself in the darkness. One of her hands slowly moves over her stomach, settles there, embracing it through the tears and --

CLOSE ON

LOIS'S EYES. She looks down at her stomach, sensing the life within --

EXTREME CLOSE UP ON

The dark image of LEXIAC suddenly appears in dim reflection on LOIS'S retinas and --

REVERSE

LOIS leaps up from her seat, stunned, stares at LEXIAC -- standing in the doorway, carrying a bouquet of roses. He enters the room, eyes never leaving her --

LEXIAC
...Don't be afraid.

LOIS
(hurriedly wiping the tears away)
What do you want?

LEXIAC
I just came by to see how you were
...holding up. Is anything wrong?

LOIS
If you'll excuse me, I have work
to do.

LEXIAC comes closer. Measuring her every response --

LEXIAC
Have you been to Superman's tomb
lately?

LOIS
No.

LEXIAC
Had any...unexpected visitors?

LOIS
Just you, and if you don't leave,
I'm calling security.

LEXIAC looks down at her desk, spies the rough diamond
SUPERMAN made for her in the restaurant. Edging closer --

LEXIAC
What do you think of my body?

LOIS
Excuse me?

LEXIAC
Is this the sort of body that a
female might find appealing?

LOIS slaps him. LEXIAC touches his cheek, intrigued --

LEXIAC
I see what Superman saw in you.

LOIS
Get out.

LEXIAC
...Until we meet again.

LEXIAC lays the flowers on her desk, departs. LOIS stands there, rigid from the encounter. The phone rings. she mechanically answers --

LOIS

Hello.

LOIS'S NIECE (OVER)

(frightened tone)

Aunt Lois, it's me -- someone's trying to get into the apartment -- I can hear them -- outside the door --

Sound of something breaking. A scream, and then...click --

LOIS

Amy? Amy!!!

CUT TO

OUTSIDE THE DAILY PLANET. DAY. JIMMY is locking up his Vespa when a distraught LOIS comes out the revolving doors, starts quickly down the street --

JIMMY

Lois! Wait a minute! I've got a story for you! There's a new super hero in town -- some guy in a robot suit!

LOIS keeps going. Starts across the busy street. Dodging cabs, buses. Rushing to get home. JIMMY runs after her --

JIMMY

Watch out, Lois!

JIMMY'S POV

LOIS is half-way across the street. A truck suddenly rumbles by, stops for other cars, briefly blocks LOIS from view. JIMMY cranes his neck to see if she's okay when -- the truck moves on and we realize -- LOIS is gone, mysteriously vanished. JIMMY runs over, looks around, spies a black Lexcorp LIMO racing away down the street and --

CUT TO

METROPOLIS RIVERFRONT. TWILIGHT. Abandoned warehouses line the river's edge. Beaten-down buildings abound. A blood red sunset completes the mournful scene as we --

CUT TO

ROTTING WHARF. TWILIGHT. A handful of Metropolis's HOMELESS share a bottle. One MAN looks up, sees the K-suited SUPERMAN coming their way, blinks, takes off running. The OTHERS turn, see SUPERMAN approach in the K-suit, scatter. SUPERMAN walks down the delapidated pier jutting over the water, goes to the river's edge, stands there, alone --

K'S VOICE (OVER)

...You could have been killed.

SUPERMAN watches a misty fog spread over the river --

K'S VOICE (OVER)

I was forced to protect you.

SUPERMAN

"Protect me?" You killed me back there!

K'S VOICE (OVER)

Your reaction is without reason. It will pass.

SUPERMAN

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

K'S VOICE (OVER)

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

SUPERMAN

I'd rather die than live like this!

K'S VOICE (OVER)

You are the last son of Krypton, the last hope of your people.

SUPERMAN

I don't remember Krypton! And my only purpose in life can't be to just keep it going!

SUPERMAN stands at the dock's edge, stares out at the fog --

SUPERMAN

I've always been protected by my powers. I didn't realize what that really meant until I lost them. Until I was hit and felt pain...until I was burned...

Fog swirls around them. SUPERMAN gazes across at the city --

SUPERMAN

...These people get up every day without super powers. Firemen rush into blazes to save strangers. Policemen and women risk their lives to keep order. Fathers and mothers fight to protect their families, die for their children -- these people lay down their lives for ideas, K. So I lost my powers. People here lose things far greater than that and keep going. They lose loved ones, and they find the will to go on. You told me to fight for that which gives my life meaning. I know what that is now, K. What you feel for me, I feel for them. I can beat Brainiac, K. I can beat him because it's not just about powers. It's about something much deeper. A belief. This is my home, K. These are my people. I know that now.

The Metropolis skyline is seen melting into the night --

K'S VOICE (OVER)

Your spirit is strong, Kal-El.

SUPERMAN

Stronger than it's ever been.

Long beat. A ball of pure LIGHT begins to appear before him. Brighter and brighter. Hovering there --

K'S VOICE (OVER)

These feeling have a connection with your physiology, Kal-El. You have learned your own truth. Your powers were never fully gone, my son, you had to learn to embrace them as your own.

SUPERMAN

...My son?

The bright light suddenly transforms into a holographic projection -- JOR-EL and LARA are seen, bathed in white --

SUPERMAN

Father? Mother?

JOR-EL AND LARA/TOGETHER

Forever.

JOR-EL

We have never been far from you, my son, nor will we ever be.

LARA

Feel us in your soul, Kal-El, as we feel you in ours.

The projection blinks, goes dark. K'S light extinguishes. The K suit suddenly starts to transform -- coming apart -- disintegrating before our eyes to reveal --

SUPERMAN -- in his full suit and cape -- blowing in the rising wind -- but what stands out the most is the stark resolve of his features -- all intent focused into pure, distilled FURY as we --

CUT TO

LEXCORP. NIGHT. A large CROWD has gathered in a candlelight vigil outside the Lexcorp building. Hundreds of dots of light fill the Plaza. Signs and placards call for a permanent memorial on the site where Superman died. JIMMY comes through the crowd, approaches a POLICEMAN blocking the main entry into the building --

JIMMY

I need to get inside.

POLICEMAN

It's closed. Mr. Luthor's orders.

JIMMY

Lois Lane's been kidnapped. Lex has got her up there.

POLICEMAN

And why would he do that?

JIMMY

What do I look like, the Amazing Kreskin? I'm just reporting it --

POLICEMAN

(turning his around)
Grab a candle and join the crowd

JIMMY

I want your badge number!

CUT TO

CLOSE ON -- an unlit candle --

PULL BACK TO SHOW

LEX'S OFFICE. Surreal scene. LOIS and her NIECE, both dressed in gowns, sit at a garish, chandeliered, formal dining area set on the roof balcony overlooking all of Metropolis. Linens, crystal, and a HOLOGRAM of a roving violin player complete the surreal scene and --

CLOSE ON

JOR-EL'S "S" is seen proudly mounted over a fireplace behind the table as we --

ANGLE ON

One level beneath the balcony, a tuxedoed LEXIAC attends to the completed, COMPUTER-LIKE DEVICE. Cables and connections run from the machine to the wall of TV MONITORS -- all showing closed-circuit shots of INTERCONTINENTAL BALLISTIC MISSILES from every nuclear power on the globe. The nearby digital clock rapidly counts down through five minutes and --

CUT TO

AERIAL. METROPOLIS. NIGHT. SUPERMAN streaks over the city, weaving between the skyscrapers. He banks toward the Lexcorp building -- passes over the candlelight vigil far below -- SUPERMAN rockets up the side of the towering structure, fist outstretched and --

CUT TO

LEX'S OFFICE. LEXIAC climbs up the stairs to the balcony -- stops directly behind LOIS'S NIECE --

LEXIAC

You remind me of the Princess of Saxo, a pretty planet with a pretty princess just your age.

(stroking the young GIRL'S hair)

You and your aunt will accompany me to a new planet. You will be the princess of a new race -- a race of my own creation.

LOIS

Let her go. I'll do whatever you ask.

LEXIAC

I envision that outcome regardless.

LEXIAC stares up at the night sky as a small shape appears from behind the moon. It rapidly grows in size. Approaching our world. The celestial object gets larger and larger and larger until the SKULL SHIP materializes high over Lexcorp --

CUT TO

LEXCORP PLAZA. The CROWD gathered for the candlelight vigil stares up at the Skull Ship. Shrieks and screams capture the mood. JIMMY unslings his camera, starts snapping pictures --

JIMMY

Just give me that Pulitzer now!

CUT TO

AERIAL. SUPERMAN rockets up the side of the Lexcorp building. Skull Ship clearly seen overhead and --

CUT TO

LEX'S OFFICE. SUPERMAN crashes through the glass windows, lands in the center of the room. He sees the finished DEVICE -- the closed-circuit shots of the dozens of nuclear MISSILES -- the digital clock seen counting down through three minutes -- SUPERMAN quickly starts toward it as LEXIAC appears on the balcony, dressed in tails -- SUPERMAN freezes --

LEXIAC

(looking down at SUPERMAN)

Glad you could join us.

LEXIAC sits between them at the table, lights a candle with a spark from his finger, leans close to LOIS --

LEXIAC

"But soft, what light through yonder window breaks? It is the east, and Lois is the sun. Arise fair sun, and kill the envious moon!"

(sipping his wine)

One of the better minds I've absorbed since my arrival.

LEXIAC lifts the silver domed serving tray off LOIS'S NIECE'S plate, reveals -- baked God knows what -- fluffed paper wrappers encircle the bones of what look like large, roasted hamsters. The young GIRL pulls away in terror. LEXIAC realizes LOIS is staring at SUPERMAN, follows her gaze -- sees SUPERMAN circle below, preparing to leap up --

LEXIAC

(standing between LOIS and her NIECE)

Have you met my new family?

SUPERMAN

Abduction is the only way you
could get one.

LEXIAC strolls onto the walkway, smiling -- SUPERMAN suddenly
smashes through one of the supports with an iron-like fist --
sends the walkway crashing to the floor. LEXIAC tumbles down
-- SUPERMAN makes a hyper-fast move, grabs LEXIAC by the
throat --

LEXIAC

...Back off, bro.

LOIS and her NIECE watch as LEXIAC hurls SUPERMAN into a wall
-- tremendous strength -- SUPERMAN shakes it off --

SUPERMAN

You like that idea don't you?
Having a brother.

LEXIAC

We did share a common creator --
your father.

SUPERMAN

The difference is, he tried to
destroy you.

LEXIAC

(indicating the "S" on the wall)
He failed.

LEXIAC suddenly pulls a polished box from a wall, opens it,
produces two fighting swords. He tosses one to SUPERMAN --

LEXIAC

En garde!

But SUPERMAN uses his heat-vision to melt the sword mid-air,
vaporizing it --

LEXIAC

Too bad. I thought we could have
some fun before we got down to
business.

SUPERMAN

I prefer playing with people, not
machines.

LEXIAC

I am far from a machine!

SUPERMAN moves fast toward the DEVICE to disable it when -- LEXIAC shoots an ELECTRIC BOLT at SUPERMAN -- slams him across the room -- LOIS and her NIECE react -- anxious beat, until SUPERMAN slowly stands, seething --

LEXIAC

Funny...You have the same expression your father did when he realized Krypton was about to be destroyed.

SUPERMAN circles him --

LEXIAC

You were there, though you probably don't remember. You made the cutest little cry.

SUPERMAN

What happened? Dad forget to oil you?

SUPERMAN moves in, grabs BRAINIAC from behind --

SUPERMAN

Didn't change your batteries?

SUPERMAN begins twisting LEXIAC'S head, farther and farther around -- LEXIAC'S brow beginning to spark --

SUPERMAN

Refused to update your software?

LEXIAC

(struggling, unable to shake him off)
Join me! Rule with me!

SUPERMAN makes a mighty twist and -- rips LEXIAC'S head from the body -- holds it up -- stares him in the eyes --

SUPERMAN

In the name of my father and mother
I send you to hell!

SUPERMAN crushes the head between his hands -- wild BURST of energy as pieces of circuitry crumble to the floor -- electric arcs spidering all around -- weaken -- stop -- the headless, tuxedoed LEXIAC BODY flaps for a beat, ceases to move --

LOIS

(watching from above)
You did it!

SUPERMAN bows his head, acknowledges the importance of the moment in an unheard prayer of thanks when --

A GIGGLE is heard. Then a laugh. Then a loud laugh. SUPERMAN looks around -- the laughter seems to come from everywhere as it builds to an echoing crescendo and SUPERMAN looks over to see -- LEXIAC! -- appearing from behind a column near the apocalyptic DEVICE -- same suit we saw him in earlier -- SUPERMAN utterly confused as LEXIAC laughs uproariously --

LEXIAC

Practice that last line much?
In front of a mirror maybe?

LOIS'S elation turns to dread --

LEXIAC

(re: the circuits in SUPERMAN'S hand)
I see you've met my friendly
automaton, Frankie.

SUPERMAN is stunned by the deceit, building rage, he moves toward LEXIAC, nothing stopping him now --

SUPERMAN

Big tough guy, huh? Eating
egocentric playboys and kidnapping
women.

LEXIAC hits SUPERMAN with a mighty blow -- SUPERMAN is slammed back -- leaps up -- instantly on LEXIAC -- the two of them entangled -- rolling right past the DEVICE and --

CLOSE ON

The digital CLOCK counts down to one minute -- the MISSILES on the many screens seen to be venting for pre-launch as --

LEXIAC breaks free of SUPERMAN, vaults up the stairs -- SUPERMAN flies up at him just as LEXIAC reaches LOIS, puts a hand around her throat pulls her close and --

CLOSE ON

LEXIAC'S ARM transforms into BRAINIAC'S hideous appendage -- tightens around LOIS'S windpipe --

LEXIAC

(indicating the DEVICE)
Less than two minutes left, Kal-
El. Which will it be? Save the
world, or save the girl?

SUPERMAN torn -- sees the clock counting down through 45 seconds -- looks back as LEXIAC'S arm tightens further around LOIS'S throat and --

ANGLE ON

LOIS sees LEXIAC catch sight of himself in the mirror, flash a sick smile --

LOIS
(an idea forms)
...You can't beat him, Superman --

SUPERMAN and LEXIAC both look at her --

LOIS
He's too powerful -- too strong.
You don't stand a chance against
him. Nothing could. Look at him.
Look at his ship.

LEXIAC glances around, looks up at the Skull Ship --

LOIS
For all your powers, Superman,
you're just a mortal, like us.
(looking at LEXIAC)
He's a God.

LEXIAC stares at her, swelling with pride when -- SUPERMAN uses the distraction to grab LEXIAC'S arm -- twist his grip free of LOIS -- hurl him away -- they square off against each other and LEXIAC suddenly hits SUPERMAN with a powerful, life-sucking FORCE -- SUPERMAN fighting it --

LEXIAC
Why conquer when you can drain?

LEXIAC increases the BEAM'S power -- SUPERMAN enveloped in its all-consuming rays -- noticeably starts to pale as the life is slowly sucked out of him -- he backs toward the balcony and the 100 story drop to the plaza far below --

LEXIAC
These are the moments I miss from
our childhood.

SUPERMAN stumbles back, passes his father's "S" on the wall --

LOIS
(calling to SUPERMAN, willing him on)
Fight, Superman -- don't give in!

SUPERMAN battles the increasingly powerful beam -- LEXIAC showing concern -- suddenly amps the beam to full power as --

LOIS selflessly dives in front of the beam -- momentarily blocking it -- collapses from the ray as --

SUPERMAN smashes the display housing his father's "S" -- grabs the piece of curved steel -- hurls it downward and --

TRACKING SHOT

The silvery BLADE slices through the air -- the razor-sharp, sleek metal shape spins toward the apocalyptic DEVICE -- sound like a buzz saw -- no time for LEXIAC to react -- buzzing sound building to a crescendo as --

The CAMERA suddenly swings to an OVERHEAD position and we see the stylized "S" full on for an instant just before it slams into the DEVICE -- its sharpened sides slicing through -- a wild BURST of sparks and short-circuits erupts -- clears to reveal the badly damaged machine -- countdown stopped at 15 seconds --

CLOSE ON

LEXIAC. His skin starts to ripple. Joints expand. His entire form contorting wildly as -- BRAINIAC suddenly emerges from LEXIAC'S body and --

BRAINIAC is suddenly seen exposed fully for the first time -- no cape -- just a head on an horrific, mechanical body -- it rises up thrashing -- connects with SUPERMAN -- slams him back -- sends him sprawling to the floor --

BRAINIAC
(standing over him)
Seen mom and dad lately?

SUPERMAN
As a matter of fact I have, and
I've got a message from them --
(leaping up, grabbing him)
You've been recalled.

SUPERMAN starts bending and twisting the creature's very armature as BRAINIAC emits mechanical sounding squeals -- SUPERMAN hurls him to the floor -- again and again -- BRAINIAC struggling -- bent and broken -- SUPERMAN hurls him over the balcony -- down to the floor below and --

ANGLE ON

BRAINIAC'S frame smashes into a hundred pieces! The head is separated from the body. Lying there. Unmoving. Beat. His eyes suddenly open. Sick smile. The head rolls quickly across the floor to the damaged DEVICE -- connects itself to the machine and -- the countdown clock suddenly resumes -- 14 seconds -- 13 -- 12 seconds left until the NUCLEAR MISSILES on the screens are launched and --

SUPERMAN dives down -- grasps BRAINIAC'S head -- tries to pull it from the DEVICE -- clock down to 10 seconds -- 9 -- 8 -- the wall of SCREENS showing dozens of MISSILES preparing for lift-off -- SUPERMAN uses a final burst of strength -- rips BRAINIAC'S HEAD from the device with only 2 seconds left -- the clock stops -- the DEVICE powers down --

SUPERMAN is about to punch the head into oblivion when BRAINIAC shoots out an intense, final burst of energy that beams directly into SUPERMAN'S eyes -- SUPERMAN stumbles back, clutching his eyes, suddenly convulses and --

CLOSE ON

SUPERMAN'S skin begins to ripple, his features contorting as if possessed -- BRAINIAC'S entered his body -- SUPERMAN fights the force with all his will -- his joints twisting horribly -- BRAINIAC trying to kill him from within --

LOIS

He can't beat you, Superman!

SUPERMAN looks at her -- ravaged with pain --

LOIS

You have too much to live for!

(eyes locked with his)

You're going to be a father --

SUPERMAN closes his eyes -- everything focused within -- his body pulsating from the battle of wills as he uses every bit of mental, emotional and spiritual energy he has to shoot the beam back into BRAINIAC'S head -- nearly collapses from the effort --

BRAINIAC'S HEAD

(eyes blinking open, staring at SUPERMAN)

You always...ruin...everything --

SUPERMAN picks up the head -- punches it into the wall -- shatters it into a thousand pieces -- BRAINIAC'S dead! --

ANGLE ON

LEX comes to on the balcony. He stands -- the same American flag thong that was seen when he was consumed is his only covering -- no memory of what's happened happened since --

LEX

...I was about to have a massage --

LOIS

(looking skyward)

Superman!

CUT TO

AERIAL. The Skull Ship starts to tilt forward, fall from the sky -- flames and smoke coming from its mouth and eye sockets -- hurtling down -- directly toward Lexcorp and the CROWD below -- PEOPLE stampede, running and screaming and --

CUT TO

METROPOLIS. Panic in the streets as the skull ship descends toward the city and --

CUT TO

AERIAL -- SUPERMAN rockets into FRAME, heading up to meet the burning ship -- its bright light reflected off his features -- SUPERMAN raises his arms -- braces for impact and -- SUPERMAN hits the fiery SKULL SHIP from below --

The craft is hurled upward -- SUPERMAN fires a burst of heat vision at the base of the craft -- ignites a BLAST that makes it EXPLODE like FIREWORKS over the city and --

CUT TO

LEXCORP PLAZA. A cheer erupts through the CROWD as the Skull Ship embers light up the sky and we --

DISSOLVE TO

LEXCORP PLAZA. DAYBREAK. LEX, still wearing the thong, is escorted by DOCTORS to a waiting ambulance outside --

LEX

(walking away, looking back)
"...Egocentric playboy?"

JIMMY suddenly appears before him, raises his CAMERA --

LEX

(trying to cover himself)
No pictures!

Too late. JIMMY'S flash captures the shot --

LEX

(to MORRIS, nearby)
Get that film!

MORRIS

(hurrying after JIMMY)
Right away, Mr. L!

CUT TO

LEXCORP ROOF. SUNRISE. LOIS and SUPERMAN stand alone on the roof. They kiss. Long, lingering embrace as the sky starts to grow pink with the dawn of a new day. Glorious beat --

SUPERMAN

So what should it be? A big wedding or a small wedding?

LOIS

I don't know...Maybe we should live together first.

LOIS looks at him, breaks into a smile, kisses him as we --

CUT TO

METROPOLIS STREET. SUNRISE. PEDESTRIANS crowd the street, catastrophe averted, city coming back to life when a MAN glances up, sees something --

MAN

Look -- up in the sky!

WOMAN

(following his gaze)
It's a bird.

NEARBY POLICEMAN

(also looking up)
It's a plane.

A YOUNG BOY stares up between them, big smile -- he knows --

BOY

It's Superman!!!

And with a rousing STING we --

DISSOLVE TO

The scene of CLARK and LOIS dancing at the Daily Planet party unspools over the END CREDITS. The music of their romance promises the celebration of a new time as it sweeps us to a close...

THE END