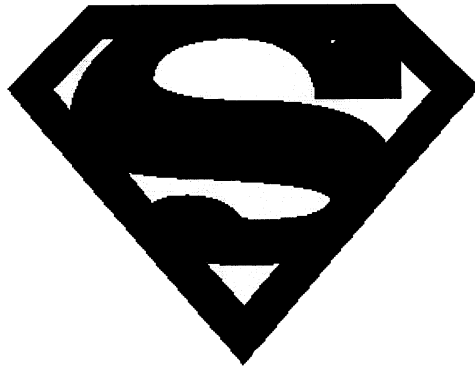


**SUPERMAN LIVES**



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by

**Kevin Smith**

**March 27th, 1997**

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# Superman Lives

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EXT. SPACE

An alien craft floats through the void, approaching a slow-moving ASTEROID. 2

INT. ALIEN CRAFT

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

ALIEN #1

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

ALIEN #2

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

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

EXT. SPACE

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

INT. SKULL SHIP - OPERATING THEATRE

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

CLOSEUP - METALLIC SHAFT

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

EXT. SPACE

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

INT. SKULL SHIP - OPERATING THEATRE

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

BRAINIAC

That was all the energy the craft yielded?

3

L-RON

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

BRAINIAC

(rising)

An inaccurate assessment.

INT. SMALL CRAFT

The frightened Aliens try to re-start their craft.

ALIEN #1

(off computer)

Motion detectors are picking up something breaching the hull!

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

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

EXT. SPACE

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

INT. SKULL SHIP BRIDGE

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

BRAINIAC

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

L-RON

At least you have what passes for legs.

Brainiac gives L-Ron a withering look.

4

BRAINIAC

What did your search of the craft yield?

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

BRAINIAC

(glances at it)

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

(beat)

Add it to the menagerie.

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

LEX (V.O.)

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

Brainiac regards the message curiously.

LEX (V.O.)

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

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

LEX (V.O.)

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

Brainiac snaps to attention, shocked recognition crossing his face.

BRAINIAC  
So... you weren't destroyed after  
all, my friend.

L-RON  
Is this one of those conversations  
you want to have with yourself?

CUT

5

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

L-RON  
What for?

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

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

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

INT. TELEVISION STUDIO

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

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

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

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

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

HOST

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

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LEX

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

HOST

Such as?

LEX

Well -- aiding the planet at every turn against war, famine, natural disaster, for starters. It represents a complete freeze on the evolutionary process. And what of his more immediate effects on our society? Having Superman make his home in Metropolis is a veritable call-to-arms for any psychotic with dreams of world domination. The Wertham Act would be a deterrent to those who might consider jumping into a pair of tights and challenging the Man of Steel to a battle royale right here on the streets of our fair city.

HOST

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

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

LOIS

This proposed act, which even Metropolis' own Governor Bree opposes, is nothing more than Lex's one-man crusade against Superman. Outlawing the Man of Steel, would

be like removing the soul of this city. I mean, can anyone even remember what Metropolis was like before Superman arrived?

7

LEX

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

LOIS

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

LEX

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

LOIS

That's it...

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

HOST

We'll be right back.

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

V.O.

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

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

CUT TO:

EXT HOB'S BAY STREET - DAY

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

CAT

Madam Governor -- how was the meal?

GOVERNOR

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

8

CAT

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

GOVERNOR

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

CAT

(to the Boy)

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

BOY

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

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

GOVERNOR

I want Metropolitans to know that there is no danger in Hob's Bay.

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

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

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

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

The Governor looks up to see Deadshot standing over her.

GOVERNOR

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

DEADSHOT

Maybe not...

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

DEADSHOT

...but ~~with your kid's life on the~~  
~~line~~ I'm sure you will. Won't  
you... mom?

9

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

EXT DAILY PLANET BUILDING ROOFTOP - DAY

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

EXT HOB'S BAY STREET - DAY

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

DEADSHOT

Tell me that was your stomach.

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

DEADSHOT

Oh, shit...

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

DEADSHOT

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

The Thugs grab the Governor as a VAN screeches up.

EXT TOP OF BUILDING - DAY

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

SUPERMAN

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

BOY

Can we do that again?!

SUPERMAN

First I gotta beat up the bad guys.

BOY

My mom thinks your cute.

SUPERMAN

That's why I voted for her.

Superman winks and leaps into the air, disappearing.

INT VAN - DAY

10

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

~~SUPERMAN  
(yelling through  
windshield)  
You're low on oil!~~

CUT

DEADSHOT

GET OUT THERE AND VENTILATE HIM!!!

EXT HOB'S BAY STREET - DAY

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

EXT. SPACE - SOMEWHERE OVER EARTH

The Skull Ship slinks into our atmosphere.

INT. SKULL SHIP

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

L-RON

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

BRAINIAC

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

(gets it)

Krypton! It's the Kryptonian!

L-RON

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

BRAINIAC

Perhaps he derives his power from the Eradicator...

L-RON

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

BRAINIAC

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

CUT TO:

EXT HOB'S BAY STREET - DAY

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

OC DEADSHOT

Hey - boy scout!

DEADSHOT'S POV THROUGH GUNSIGHT

Superman turns, his face falling into the crosshairs.

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

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

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

SUPERMAN

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

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

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

Superman dusts the Governor off and nods at her.

SUPERMAN

Madam Governor...

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

SUPERMAN

...your most important constituent.

The Governor hugs first her son, then Superman.

GOVERNOR

Thank you, Superman.

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

SUPERMAN'S X-RAY VISION POV

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

BACK TO SCENE

12

Superman shakes his head and sighs.

SUPERMAN

What a shock. Luthor.

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

EXT. GBS BUILDING - NIGHT

Lex exits the building, flanked by MISTY, his gorgeous but lethal Bodyguard. He holds a small icepack to his cheek.

LEX

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

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

JIMMY

Superman?

Lex seethes, as Lois emerges from the building.

LOIS

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

LEX

I thought journalists were supposed to be impartial.

LOIS

I thought humanitarians were supposed to be human.  
(takes out pen and pad)  
Care to comment?

LEX

Pithy to the last.

Lex hurries to his limo.

LOIS

(to Jimmy)

Pithy. Who uses that word anymore?

~~Misty then steps up to Lois.~~

~~MISTY~~

~~One day, I'm going to bury that pen so far up your...~~

CU

OC LEX

MISTY!

Misty sneers at Lois and takes off in the limo.

13

JIMMY

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

LOIS

Superman?

JIMMY

There and gone.

They climb into the taxi that pulls up.

INT. LEX'S LIMO - NIGHT

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

Up front, Misty rolls her eyes.

EXT. LEXCORP BUILDING - NIGHT

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

LEX

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

INT. ELEVATOR - NIGHT

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

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

INT. ELEVATOR SHAFT

Superman holds Lex in his grip.

SUPERMAN

Fifth floor - hair care products.

LEX

One of these days, they're going to  
pass the Wertham Act, and then one  
of these nights, I'll be able to

blast your pajama-clad ass out of  
the sky... legally!

SUPERMAN

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

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Lex yawns slightly, as if bored.

SUPERMAN

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

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

SUPERMAN

I'm putting you behind bars!

LEX

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

Superman glares at Lex, knowing he's right.

SUPERMAN

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

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

SUPERMAN

... and especially executioner.

Luthor looks up.

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

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

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

SUPERMAN

You're hardly worth the effort.

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

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EXT. SPACE

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

EXT. DAILY PLANET BUILDING - NIGHT

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

INT. DAILY PLANET CITY ROOM - NIGHT

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

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

LOIS

Superman!

SUPERMAN

'Evening, Miss Lane. Late night?

LOIS

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

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

SUPERMAN

Mister Kent's desk?

LOIS

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

SUPERMAN

He's not around tonight?

LOIS

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

SUPERMAN

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

LOIS

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

SUPERMAN

And why's that?

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

LOIS

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

(moves closer)

... who likes a man...

(brings her lips to his)

... in tights.

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

SUPERMAN

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

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

SUPERMAN

I'm really Clark Kent.

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

LOIS

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

They kiss. He brings her back to her feet.

LOIS

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

SUPERMAN

'Smallville Central.' Who calls it that?

LOIS

Try everybody, Clark. Even Jimmy.

SUPERMAN

(shakes his head)

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

(beat)

How about dinner?

17

LOIS

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

SUPERMAN

Why, Miss Lane, you underestimate  
me. I was thinking a more...  
monumental dinner...

INT. LEX'S OFFICE - NIGHT

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

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

LEX

Don't ask! Just draw me a bath.

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

L-RON

Greetings --

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

LEX

BOMB!!!

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

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

L-RON

Go with entrance 'B.'

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

BRAINIAC  
Lex Luthor of Earth, I am Brainiac!

A pair of LexCorp SOLDIERS burst through the doors.

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LEX

Kill it!!!

The ~~SOLDIERS~~<sup>SOLDIERS</sup> open FIRE at Brainiac. He absorbs the bullets. Then, pulls his energy-suck maneuver (from the first scene). Lex and Misty stare, wide-eyed.

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

LEX  
(beat; to Misty)  
Clean up what's left of those guys.

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

BRAINIAC  
This technology...

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

LEX  
LexTech Prime. My computers  
division builds these things.  
(touches computer)  
It's the most cutting-edge, the  
most sophisticated, the most...

BRAINIAC  
Primitive. Ancient.

Brainiac extracts his appendage, which reconfigures anew.

LEX  
(beat)  
Yes, well -- you obviously know  
whereof you speak.

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

LEX  
Unit nine -- full display.

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

LEX

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

19

(change of tone)

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

BRAINIAC

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

LEX

Kill Superman? Look, I've had everyone who was ever a thorn in my side done away with. From my third-grade teacher to my third wife, nothing eases friction like..

(mimes a gun to the head)

Pow -- you know what I'm saying? Superman would've been dead as white weddings if it weren't for the fact he's from Krypton -- whatever the hell that is -- which means he can't be killed.

BRAINIAC

I watched Krypton die screaming, Lex Luthor. Invulnerable is something its inhabitants weren't.

(beat)

He is aided by technology of some sort -- a machine?

LEX

Far as we can tell, Pinocchio has no strings.

BRAINIAC

(thinking aloud)

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

LEX

Kryptonite.

Brainiac whirls back, surprised.

LEX

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

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

LEX  
The 'Chia Pet.'

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

WITH LARGE MIRROR PANELS. LEX

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

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

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

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

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

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

LEX  
Last time I checked. Why?

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

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

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

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

(mimes gun to head)

Pow -- as you say.

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LEX

(catches on)

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

EXT. LEXTECH DYNAMICS - NIGHT

A RADAR DISH reconfigures, as we hear...

SHUSTER V.O.

Mister Luthor -- you can't do this!

INT LEXTECH DYNAMICS CONTROL ROOM - NIGHT

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

LEX

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

SHUSTER

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

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

MISTY

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

LEX

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

MISTY

Because Superman will be gone?

LEX

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

22

MISTY

An extortion racket?

LEX

The extortion racket, my dear.

EXT SPACE

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

EXT. MOUNT RUSHMORE - NIGHT

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

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

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

LOIS

Monumental. You're such a goof.

CLARK

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

LOIS

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

CLARK

Some things a boy has to learn on his own.

LOIS

(beat)

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

CLARK

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

LOIS

How so?

CLARK

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

(beat)

Would I have ever met you?

LOIS

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

CLARK

(chuckles; then)

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

LOIS

Something about tall buildings.

CLARK

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

LOIS

(smiles)

Who would save me, again and again and again?

CLARK

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

LOIS

Trouble? No. Fun? Yes.

They kiss deeply, as we ~~see up to...~~

**CUT TO...**

EXT SPACE

The Solar Conductor looms past the Skull Ship.

INT. SKULL SHIP

Brainiac and L-Ron ~~the rest of this~~ **WATCH THE SOLAR CONDUCTOR ON THEIR** view screen.

BRAINIAC

Launch the hybrid technology.

L-Ron presses a button on the control panel.

← THIS LINE  
STAYS

EXT SKULL SHIP

The cargo hold opens. An Earth-made ROCKET is launched, 'LEXTECH 37' emblazoned across its side. It heads toward Solar Conductor.

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INT. ROCKET CARGO HOLD

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

EXT. SPACE

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

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

EXT MOUNT RUSHMORE - NIGHT

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

CLARK

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

LOIS

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

CLARK

It's at the Fortress.

LOIS

Ah -- the He-Man Woman Haters Club.  
(laughs)  
Do you ever study it? Try to learn something more about where you came from? About your parents even?

CLARK

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

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

LOIS

(gently moving away)

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

25

CLARK

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

LOIS

And I love you, too...

CLARK

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

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

LOIS

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

(touches his face)

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

(her head on his chest)

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

(smiles)

And the first time we kissed...

(gets teary)

... I knew it was you. You were the person I'd stopped believing in years before -- the one my mother told me about.

(beat)

And the first time you left me in the middle of the night to rescue that luxury liner, I knew that you

didn't belong to me. You belong to the world.

She steps back and looks at him.

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CLARK

Lois --

LOIS

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

CLARK

I could slow down -- pace myself...

LOIS

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

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

LOIS

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

(beat)

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

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

CLARK

(beat)

A plane's in trouble over Paraguay.

(looks at her)

Lois...

LOIS

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

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

EXT SPACE - CONTINUOUS

The ShadowCaster seals off a large section of sunlight.

EXT MOUNT RUSHMORE - CONTINUOUS

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

Lois shrieks and grabs his hand, catching him in the nick

10/25/15

of time. Superman looks up at her, wide-eyed. He throws his other hand up to Lois. She digs her heels into the ground and pulls, as Superman climbs up to the safety of level ground. He collapses to his hands and knees, breathing heavily. Lois is on top of him, checking his pulse, feeling his head. 27

LOIS

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

SUPERMAN

(moves away)

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

LOIS

We've gotta get you home...

SUPERMAN

(leaps to fly)

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

LOIS

(pulls him back)

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

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

EXT. SPACE - NIGHT

The skull ship looms through the vacuum of night.

INT. SKULL SHIP - CONTROL ROOM - NIGHT

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

~~L-ROD  
I still say you should've sucked that hairless ape dry  
BRAINIAC  
Our years of parasitic sustenance are all but over, L-Rod. We need Lex Luthor's satellites to destroy the Kryptonian.~~

CUT  
insert  
L-ROD  
from next  
page

INT. MENAGERIE - NIGHT

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

At the  
end of  
the row

L-RON

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

→ move  
40

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

BRAINIAC

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

L-RON

Right. Let's kill the cape.

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

EXT. SKULL SHIP - NIGHT

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

EXT. METROPOLIS PARK - NIGHT

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

EXT. DAILY PLANET BUILDING - DAY

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

PERRY (V.O.)

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

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

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

JIMMY (O.S.)

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

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

JIMMY

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

CLARK

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

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PERRY

And we're allowed to run these pictures?

JIMMY

Free and clear, with a photo credit.

LOIS

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

PERRY

Lois -- my office. MY office.

CLARK

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

LOIS

Eat it, Smallville.

PERRY

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

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

PERRY

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

LOIS

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

CLARK

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

PERRY

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

LOIS

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

PERRY

Cause?

LOIS

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

30

CLARK

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

LOIS

Don't call me that.

CLARK

Then don't call me Smallville.

The PHONE RINGS. Perry pounces on it.

PERRY

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

(hangs up)

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

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

CLARK

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

LOIS

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

CLARK

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

LOIS

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

CLARK

Then why your reaction? Why this distance?

LOIS

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

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

EXT. METROPOLIS PARK

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

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INT. PERRY WHITE'S OFFICE - DAY

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

LOIS

What is it?

INT. DAILY PLANET CITY ROOM - DAY

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

EXT. METROPOLIS PARK

The ground shakes; thunderous roars emit from the hole.

INT. PERRY WHITE'S OFFICE - DAY

Lois looks slightly panicked. Clark unbuttons his collar.

LOIS

Earthquake?

SUPERMAN

Can't be - I checked the crustal plates ~~\_\_\_\_\_~~

*just (2) north.*

INT METROPOLIS SEWER SYSTEM

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

EXT. METROPOLIS PARK - DAY

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

INT. PERRY WHITE'S OFFICE - DAY

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

PERRY

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

LOIS

(grabbing Clark)  
We're on it, Chief.

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

EXT. STAIRWELL - DAY

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

LOIS  
Sounds like a job for...

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

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

CLARK  
Lois -- no!

Lois looks into his eyes. He seems almost afraid.

CLARK  
(softening)  
Last night -- the cliff...

LOIS  
You slipped, Clark. That's all.

CLARK  
But it happened when I grabbed the  
plane, too. Something didn't...  
feel right. My strength...  
(hands on her arms)  
Just, please -- stay put until I  
know everything's alright.

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

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

EXT. DAILY PLANET BUILDING - DAY

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

EXT. METROPOLIS PARK - DAY

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

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EXT SPACE

The ShadowCaster seals off another section of sun.

EXT. METROPOLIS PARK - DAY

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

INT SEWER TUNNEL - DAY

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

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

Doomsday has arrived.

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

Doomsday pulls aside concrete, giving himself a clear passage into the other tunnel, when Superman appears from nowhere, uppercutting the tremendous beast, sending him flying...

EXT METROPOLIS PARK - DAY

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

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

Doomsday kicks Superman in the back, but Superman rallies.

INT. SKULL SHIP

On the main screen, we see the combatants fighting.

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

BRAINIAC  
I call it 'Doomsday.'

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

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

BRAINIAC

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

EXT. SPACE

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

EXT. METROPOLIS - DAY

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

INT. DAILY PLANET BUILDING - NIGHT

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

JIMMY

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

PERRY

(handing them  
photos)

This just came in from government weather satellites...

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

PERRY

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

(to Lois)

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

LOIS

But, Chief, I promised...

PERRY

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

JIMMY

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

Jimmy drags Lois out. Perry calls after them.

PERRY

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

EXT. METROPOLIS PARK - NIGHT

35

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

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

INT SEWER SYSTEM

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

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

LEX (V.O.)

Is this thing on?

(chuckles)

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

INT. LEX'S OFFICE - NIGHT

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

LEX

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

EXT. SEWER DROPOFF DRAIN

Superman enters cautiously.

LEX (V.O.)

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

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

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

EXT METROPOLIS STREETS

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

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INT SEWER DROPOFF

Doomsday studies the muck below.

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

EXT METROPOLIS STREETS

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

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

LEX (V.O.)

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

(chuckles)

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

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

EXT. ANTARCTIC

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

INT. ANTARCTIC CANYON

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

INT. FORTRESS

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

INT. CRAFT

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

CUT TO:

EXT. METROPOLIS STREETS

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

LEX (V.O.)

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

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

INT. CRAFT

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

INT FORTRESS

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

EXT. METROPOLIS STREETS

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

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

LOIS

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

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

LEX (V.O.)

You had no business here from the

start, Kryptonian -- but here  
you'll die...

CLOSEUP - SUPERMAN

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

CLOSEUP - LOIS

-- eyes filled with tears.

CLOSEUP - SUPERMAN

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

LEX (V.O.)

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

CLOSEUP - LOIS

She at first smiles through her tears as well, until she  
realizes what it means.

LOIS

(shaking her head;  
screaming)

Noooooo!

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

CLOSEUP - LOIS

Wide-eyed.

CLOSEUP - JIMMY

Who stops snapping photos and looks up.

INT. LEX'S OFFICE - CLOSEUP - LEX

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

EXT. METROPOLIS STREETS

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

INT. FORTRESS

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

EXT. METROPOLIS STREETS

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

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

SUPERMAN

(weakly)

Is... is it...

LOIS

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

SUPERMAN

(looking into  
her eyes)

Lois...

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

Superman is dead.

INT. SKULL SHIP

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

BRAINIAC

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

INT. FORTRESS

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

ERADICATOR

Metropolis.

INT. SKULL SHIP

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

L-RON

So far, nothing, my Liege.

BRAINIAC

Patience, L-Ron. He'll come.

INT. FORTRESS

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

ERADICATOR  
Brainiac? Here?

40

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

ERADICATOR  
Now -- how to get to Kal-El without being detected...  
(thinks)  
Or get Kal-El... to me!

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

INT. SKULL SHIP - ON CONTROL BOARD

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

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

Brainiac scowls at the screen and switches off.

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

EXT METROPOLIS STREETS - NIGHT

CLOSEUP - DOOMSDAY'S EYES

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

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

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

INT. SKULL SHIP

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

BRAINIAC  
Finish this mess so we can find the technology!

L-Ron hits a button.

EXT. SKULL SHIP

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

41

EXT. METROPOLIS STREETS

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

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

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

JIMMY

Rest in peace, big guy.

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

DISSOLVE TO:

EXT. METROPOLIS SKYLINE - NIGHT

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

EXT. METROPOLIS STREETS - NIGHT

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

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

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

EXT. METROPOLIS PARK - NIGHT

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

Cat Grant addresses her camera team, flanked by Lois.

CAT

Cat Grant here, bringing you W.G. B.S's continuing coverage of what the President has called 'the world's darkest hour.' Offering

her perspective on this sadly historic day is Daily Planet reporter, Lois Lane -- whose name is synonymous with the Man of Steel's.

42

LOIS

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

EXT. FOREIGN LOCALES

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

LOIS (V.O.)

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

EXT. METROPOLIS PARK - NIGHT

Lois continues.

LOIS

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

CAT

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

LOIS

Although my...

(choking it back)

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

CAT

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

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

43

INT SKULL SHIP

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

EXT METROPOLIS PARK

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

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

INT. SKULL SHIP

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

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

L-RON

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

BRAINIAC

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

L-RON

(off costume)

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

BRAINIAC

(off outfit)

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

L-RON

Something we should act on now.

BRAINIAC

I have further use for Lex Luthor. Until such time as we have the Eradicator, I will feed off LexCorp's energy supplies to maintain my form. Once we have the

technology of Jor-El, you may kill  
Lex Luthor. Now prepare my skiff.

EXT. METROPOLIS PARK - NIGHT

Governor Bree is rides a cherry-picker to the outstretched <sup>44</sup>  
arm of the statue, where he hangs Superman's cape.

For the crowd that can't get near the tomb, the burial is  
broadcast on the WGBS building giant screen t.v. Then, the  
image of the funeral is interrupted by a familiar symbol:  
The BAT-SIGNAL! It gives way to a shadowy image of the  
DARK KNIGHT, deep within the Batcave.

BATMAN

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

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

BATMAN (V.O.)

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

The message continues on the screen.

BATMAN

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

**GIANT SCREEN**

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

**GIANT SCREEN**

But suddenly, over the top of the ~~jumbo-tron~~ a hover-  
skiff rises, sending the crowd below into a panic.

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

Aboard the craft is Brainiac -- now decked-out in "alien"  
garb, replete with face-obscuring helmet, and Lex, with an

arm draped over Brainiac's shoulder. Lex jumps to the podium microphone.

LEX

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

45

A murmur goes through the crowd.

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

LEX

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

Cat moves closer to Lois, whispering.

CAT

Has the old man finally lost it?

LOIS

I think it's worse than that.

Lex encourages applause from the confused crowd.

LEX

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

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

BRAINIAC

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

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

LEX

Keep it up! They're buying it!

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

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BRAINIAC

His true mission was kept secret from you to protect you, until you were ready to accept aliens into your world. Sorrowfully, my herald gave his life fighting a foul menace -- weakening the beast so that I was able to vaporize it using the power of my ship above.

(as the crowd murmurs)

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

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

LOIS

(to Lex)

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

LEX

Ms. Lane, let the deity speak.

BRAINIAC

(to the crowd)

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

LOIS

From what?!

BRAINIAC

From them.

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

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

BRAINIAC

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

The crowd calms, listening to Brainiac.

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BRAINIAC

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

LEX

(stepping up)

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

The crowd slowly breaks into applause.

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

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

INT. FORTRESS

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

INT. TOMB

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

EXT. METROPOLIS PARK - NIGHT

Lex urges Brainiac to further address the crowd.

BRAINIAC

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

(beat)

And in memory of Superman!

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

Luthor leads the crowd in a rallying cry of cheers for Earth's greatest hero, Brainiac. And as Cat Grant rushes

the podium to get an interview with the "heroic pair,"  
Louis stares at them both coldly and at a loss, amid the  
thrall of support for Brainiac.

FADE TO BLACK 8

DREAM SEQUENCE

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

JOR-EL V.O.

Greetings, my son.

A CLOSEUP of JOR-EL fades into view.

JOR-EL

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

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

JOR-EL VO

Your mother and I spent years con-  
structing an autonomous free-form  
computer in order to study more  
closely the volatile core of  
our homeworld.

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

JOR-EL VO

We named the living computer the  
'Eradicator' -- after a Kryp-  
tonian mythological figure.

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

JOR-EL VO

It confirmed our worst fears -- the  
planet was unstable. But even more  
horrifying, was the cause of the  
duress.

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

JOR-EL VO

The Brainiac system had come from off-  
world, brought online to po- lice the  
planet. We learned it was upto far  
more than that.

4) Bound in handcuffs and illuminated by a shaft of light, Jor-El stands before Brainiac in a darkened chamber.

BRAINIAC

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

COUNCIL VOICE

How does the accused plea?

JOR-EL

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

COUNCIL VOICE

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

BRAINIAC

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

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

JOR-EL

The Eradicator's not the threat -- Brainiac is! The data we collected points to him as the cause of the core's instability! He's siphoning off the planet's energy!

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

JOR-EL VO

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

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

JOR-EL VO

..but by absorbing the Eradicator, not only could he have the body he so desired -- he'd also possess the perpetual battery by which to power him, indefinitely. Ironically, his drain on the planet's core finally took its toll.

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

50

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

BRAINIAC

NOOOOOO!!!!

JOR-EL VO

Facing the destruction he created, Brainiac was forced to depart Krypton on a craft he'd constructed in secrecy... without the body he so desired.

INT. JOR-EL'S LAUNCH PAD

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

JOR-EL

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

(hugs the infant)

Be well, Kal-El -- you were so cherished.

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

INT. FORTRESS - CLOSEUP ON SUPERMAN'S FACE

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

SUPERMAN

Father...!

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

Then, there are ripples along the surface of the gelatin<sup>51</sup> within the resuscitation chamber.

The Eradicator rises behind Superman.

ERADICATOR  
Greetings, son of Jor-El.

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

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

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

ERADICATOR  
Perhaps because your reflection was far from final.

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

SUPERMAN  
I'm... alive?

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

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

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

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

ERADICATOR

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

52

SUPERMAN

(notices it's gone)  
The rocket...? How?

ERADICATOR

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

SUPERMAN

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

(thinks)

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

(beat)

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

ERADICATOR

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

SUPERMAN

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

ERADICATOR

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

SUPERMAN

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

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

ERADICATOR

Your powers are still gone.

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

SUPERMAN

Will they return?

ERADICATOR

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

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SUPERMAN

Whoa! Whoa! Leave?!

ERADICATOR

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

SUPERMAN

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

ERADICATOR

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

SUPERMAN

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

ERADICATOR

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

Superman stares at him, taken aback.

SUPERMAN

I can't die?

ERADICATOR

As long as I function -- no.

SUPERMAN

(beat)

Then all the more reason to go after this Brainiac character! I'm not letting him do to Earth what he did to Krypton!

ERADICATOR

Brainiac has come to this planet to hunt me -- he desires my perpetual battery, and will destroy this world if he must to acquire it. That endangers your life, which is

against my programming. We must find you a new home.

SUPERMAN

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

54

ERADICATOR

Yes.

Superman offers the Eradicator a sharp, shocked look.

ERADICATOR

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

SUPERMAN

(beat)

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

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

SUPERMAN

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

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

EXT. METROPOLIS - NIGHT

We get our first look at what Metropolis has become.

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

~~The Diamond Vision Jumbo-Iron screen atop the WGBS building now airs updates and reports of the armada's distance from Earth.~~

At the LexCorp Building, we can see Luthor -- flanked by bodyguards -- on the front steps. He stands at a podium before bundled-up members of the press.

LEX (V.O.)

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

EXT. LEXCORP BUILDING - NIGHT

At the podium, Lex reads from a prepared statement.

LEX

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

55

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

LOIS

Do you have any explanation for the alien technology LexCorp has installed around Metro Towers? Top scientists are alleging they're tapped into the Earth's core!

LEX

We've been heating the crustal plates for weeks now, to ward off the sub-freezing temperatures the planet would face in the absence of the sun.

CUT

LOIS

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

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

LEX

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

LOIS

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

LEX

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

LOIS

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

LEX

Well, Ms. Lane...

(opens coat)

It's like the shirt says...

56

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

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

CLOSEUP ON SHIRT

CUT TO:

INT LEAGUE OF NATIONS CONFERENCE ROOM

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

BRAINIAC

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

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

BRAINIAC

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

Further panic. Then L-Ron snaps to attention. He extends his arm, which 'opens', revealing a small monitor, on which we see a mapping system.

CUT

DELEGATE #1

What can we do to prevent this?!

BRAINIAC

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

INT. SKULL SHIP BRIDGE

Brainiac and L-Ron enter.

L-RON

You sure scared the hell out of those guys.

BRAINIAC

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

57

L-RON

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

BRAINIAC

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

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

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

L-RON

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

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

BRAINIAC

Apparently, Lex Luthor is more clever than we gave him credit.  
(hands it to L-Ron)  
Show the cretin what he wants to see.

EXT. SPACE

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

INT SHIP

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

*it*  
SUPERMAN

What is going to do exactly?

ERADICATOR

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

will expedite your recovery.

SUPERMAN

(off equipment)

In little league, it was easy --  
it began and ended with a cup.

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

ERADICATOR

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

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

SUPERMAN

All this and I'm still powerless?

ERADICATOR

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

They soar toward the far-off ShadowCaster.

INT. LEX'S OFFICE - NIGHT

CLOSEUP ON A MONITOR

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

Misty and Lex watch the monitor.

MISTY

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

LEX

That's what we're supposed to think. This is a fake.

(points to monitor)

See this -- it's pixilated. If this we're truly from our surveillance camera, we'd see scan lines, like a television image. This picture was created -- digitally.

MISTY

But how?

LEX

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

59

MISTY

How do you want to play it?

LEX

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

MISTY

You are incredibly attractive when  
you're like this.

(kisses him)

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

LEX

Is it noon already? So hard to  
tell anymore.

As Misty exits, Lois and Jimmy enter.

LEX

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

LOIS

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

LEX

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

(all business)

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

LOIS

Sedition? Since when is an opinion  
considered sedition?

LEX

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

60

LOIS

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

LEX

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

LOIS

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

LEX

Then start watching the stars, young lady!

LOIS

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

Jimmy jumps between the verbally sparring pair.

JIMMY

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

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

LEX

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

Then, Lex drops to the ground, out cold. REVEAL Lois palming a small needle resembling a joy buzzer.

JIMMY

How long've we got?

LOIS

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

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

61

EXT FORTRESS

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

DERRIS

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

BRAINIAC

Very wise of you, General Derris.

L-RON

Good monkey.

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

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

BRAINIAC

(to Derris)

Shall we?

INT FORTRESS

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

BRAINIAC

It's him! The Eradicator was here!

(to Derris)

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

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

L-RON

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

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

L-RON

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

62

BRAINIAC

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

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

L-RON

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

INT. LEX'S OFFICE - NIGHT

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

JIMMY

I think I've got something.

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

LOIS

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

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

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

Lois helps Lex to his feet.

LEX

Wh... what happened?

LOIS

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

LEX

(crossing to desk)

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

LOIS  
My girlish charm?

63

LEX  
Your devilish...

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

LEX  
... inquisitiveness.

Lex looks sharply at Lois.

CLOSEUP ON LEX'S EYES

as they accuse.

CLOSEUP ON LOIS' EYES

as they "shrug."

BACK TO SCENE

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

LEX  
Security! Seal all exits! Now!

EXT. LEX'S OFFICE BALCONY - NIGHT

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

LOIS  
Gotta be close to a moped, right?

INT. LEX'S OFFICE

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

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

EXT. LEX'S OFFICE BALCONY - NIGHT

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

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

LEX

Fire!!!

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

With Jimmy holding on for dear life, Lois maneuvers the hover-jet like a pro, dodging SHOTS left and right. She soars higher into the air, steering the vehicle toward the top of the building. 64

JIMMY

(yelling to be heard)

Uh... shouldn't we be getting as far away from here as possible?

LOIS

(yelling to be heard)

This is kind of like a date, isn't it, Jimmy? Well, on a date you get dinner... and a movie!

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

LOIS

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

Jimmy takes pictures.

EXT. SPACE

Superman and the Eradicator ~~reach~~ it reach the Shadow-Caster. It's imposing as hell.

The Eradicator hooks into the satellite and begins processing.

ERADICATOR ~~(voice)~~

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

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

SUPERMAN

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

INT. ERADICATOR/CRAFT

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

SUPERMAN

What a shock.

EXT. SPACE

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

65

SUPERMAN

Uh... Eradicator.

ERADICATOR ~~(V.O.)~~

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

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

SUPERMAN

We're free-falling here...

ERADICATOR (V.O.)

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

SUPERMAN

What?!?

ERADICATOR (V.O.)

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

SUPERMAN

But Kryptonite leaves me powerless!

ERADICATOR (V.O.)

Bingo.

INT SKULL SHIP BRIDGE

L-Ron throws switches on a control panel.

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

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

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

BRAINIAC

WHY DID YOU BRING ME BACK HERE?!

IF WE'D WAITED, THE ERADICATOR  
WOULD'VE BEEN MINE!

L-RON

My liege, you were nearly  
powerless...

66

Brainiac seizes the little robot, holding him aloft.

BRAINIAC

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

(drops him)

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

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

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

The pair rush to the control board.

L-RON

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

Brainiac goes wide-eyed.

BRAINIAC

The technology of Jor-El!

EXT. SPACE

The Eradicator ~~CRAFT~~ <sup>SHIP</sup> SCREAMS into the lower atmosphere,  
rocketing at the surface of the planet.

INT. ERADICATOR ~~CRAFT~~ <sup>SHIP</sup>

Superman looks about nervously.

SUPERMAN

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

EXT. SPACE

The Eradicator ~~CRAFT~~ <sup>SHIP</sup> SCREAMS through the clouds, racing  
toward a land mass.

ERADICATOR ~~CRAFT~~

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

INT. ERADICATOR CRAFT

Superman punches at the control panel.

SUPERMAN

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

67

ERADICATOR ~~(H.S.)~~

Ah -- never mind. Here we are.

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

EXT. COAST CITY - NIGHT

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

INT SKULL SHIP BRIDGE

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

BRAINIAC

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

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

L-RON

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

BRAINIAC

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

L-RON

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

BRAINIAC

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

(to L-Ron)

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

EXT. COAST CITY - NIGHT

<sup>AND THE ERADICATOR CLIMB OUT OF THE FLYING CRAFT</sup>  
Superman ~~climbs out of the flying craft~~ which then  
~~assumes its humanoid form~~ Superman hugs the ground,  
sweating bullets, breathing heavily.

SUPERMAN

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

68

ERADICATOR

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

SUPERMAN

(standing up)

Provided by Luthor... That's why he

~~reconfigured his suit~~

(chuckles)

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

~~4/12/06~~ now his  
space  
station

ERADICATOR

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

SUPERMAN

(cutting him off)

I remember... thanks.

ERADICATOR

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

SUPERMAN

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

ERADICATOR

And this disturbs you?

SUPERMAN

It has its drawbacks, yes.

ERADICATOR

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

SUPERMAN

(beat)

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

(steels himself)

Yes, I do it all for the multitude.  
But when I save lives, or fight for  
the weak, I'm saving one life,

fighting for one person -- again,  
and again, and again.

(beat)

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

69

ERADICATOR

This does not compute.

SUPERMAN

(touches Eradicator's  
head)

That's because it's not about  
this...

(touches his own  
heart)

... it's about this.

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

EXT BURNING BUILDING - NIGHT

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

SUPERMAN

No!

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

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

SUPERMAN

Bust that fire hydrant open! Now!

The Eradicator offers him a puzzled look.

SUPERMAN

Do it!

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

He races off, leaving the Eradicator standing there.

Superman gets to the front of the building. Flames al-  
ready block the front door. He moves toward the flames,

then pulls back, overcome by the heat. He stares at the flames for a second, shocked. His face says it all: he's afraid. He slams his eyes shut, as if willing his fear away. He then covers his face and leaps through the wall of fire.

70

The Eradicator's eyes go wide.

ERADICATOR

I just don't understand that boy.

INT. BURNING BUILDING

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

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

SUPERMAN

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

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

WOMAN

What about the rest of us?!

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

SUPERMAN

I'll be back! I promise.,

And down the stairs with his precious cargo he charges.

EXT. BURNING BUILDING - NIGHT

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

ERADICATOR

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

SUPERMAN

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

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

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

71

ERADICATOR (V.O.)

Climb in.

Superman eagerly jumps inside the suit.

ERADICATOR

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

SUPERMAN

You didn't think to suggest this earlier?!

ERADICATOR

And patronize your messiah complex further?

The suit seals itself around Superman, concealing his identity, and lifts into the air. They make a bee-line to the top floor windows.

INT. APARTMENT

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

SUPERMAN'S POV

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

BACK TO SCENE

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

SUPERMAN

Sorry I'm late. Shall we?

EXT. BURNING BUILDING - NIGHT

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

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

CHIEF

What do they call you, man?

SUPERMAN

Huh?

CHIEF

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

72

SUPERMAN

(beat)

Just tell them... I'm back.

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

CHIEF

(calling after him)

Who's back?!?

EXT. SKY - NIGHT

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

ERADICATOR (V.O.)

(ECHOING within the  
suit)

Where are we going, Kal-El?

SUPERMAN

Metropolis.

ERADICATOR

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

SUPERMAN

Shut it down.

ERADICATOR

What?! Brainiac will detect us.

SUPERMAN

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

The pair-as-one head east, hellbent.

INT. SKULL SHIP

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

L-RON

Uh... my Liege, I think I cracked  
the code.

BRAINIAC

You have the technology's position?

L-RON

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

73

INT. DAILY PLANET - CITY ROOM - NIGHT

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

PERRY

Great Caesar's ghost, you're going to have the biggest lawsuit on your hands when I get through with you! Brainiac's emissary or not, you've got no right...!

LEX

I've got every right, White...  
(holds out writ)  
National security. Lois Lane and James Olsen are under suspicion of engaging in espionage and propaganda that threatens not just this country, but the world.

He tosses the writ at Perry.

PERRY

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

LEX

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

WORLD CONGRESS

INT. CLARK KENT'S APARTMENT - NIGHT

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

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

JIMMY

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

(off computer)  
Hey, look at this, Miss Lane.

ON COMPUTER

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

74

JIMMY  
Some sort of hero saved a building full of people from a fire out in Coast City. When asked for an identity, he replied, 'I'm back.'  
(looks to Lois)  
You don't think...?

LOIS  
No. And neither should you.

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

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

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

LOIS  
I wish I shared your sense of optimism.

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

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

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

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

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

75

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

JIMMY  
Yeah, but what did any of us really  
know about him?

LOIS  
Not enough.

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

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

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

Jimmy looks down, cowed. Lois breaks down.

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

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

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

LOIS  
(sniffles)  
It's all right. It's just nerves.

JIMMY  
(beat)  
You said 'Clark.'

LOIS

Huh?

JIMMY

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

76

Lois freezes, a little panic on her face. She looks at Jimmy. Jimmy looks at her, shocked by what he sees in her face. He knows. Then, he smiles kindly.

JIMMY

I'm sure you meant to say Superman.

Lois looks at him, and nods slowly.

LOIS

Yes. Yes, I did.

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

JIMMY

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

LOIS

You've got twenty minutes.

JIMMY

It's business as usual, Miss Lane. You take care of the text...  
(slaps bag)  
... and I'll take care of the visuals.

INT. SKULL SHIP - NIGHT

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

LEX

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

BRAINIAC

This charade no longer concerns me.

L-RON

(off view screen)

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

Lex looks to Misty, curiously.

INT. CLARK KENT'S APARTMENT - NIGHT

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

LOIS

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

77

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

**GIANT SCREEN TV**

EXT. METROPOLIS SKYLINE - ON ~~DIAMOND VISION SCREEN~~

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

INT. SKULL SHIP - ON VIEW SCREEN - SAME TIME

Lois pops up as well.

EXT. APPLIANCE STORE WINDOW - SAME TIME

All the TVs show Lois as well. People stop and listen as she speaks.

LOIS (V.O.)

(televised)

People of Metropolis --

EXT. SKULL SHIP - NIGHT

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

INT. SKULL SHIP

Lex moves closer to the view screen, shocked.

LOIS (V.O.)

(televised)

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

EXT. METROPOLIS STREETS - NIGHT

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

EXT. LEXCORP BUILDING - NIGHT

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

INT. CLARK KENT'S APARTMENT - NIGHT

Lois addresses the camera.

LOIS

78

(beat)

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

EXT. DAILY PLANET BUILDING - NIGHT

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

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

INT. SKULL SHIP

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

LOIS (V.O.)

(televised)

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

EXT. APPLIANCE STORE - NIGHT

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

EXT. LEXCORP ROOFTOP - NIGHT

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

INT GENERATOR SHED - NIGHT

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

JIMMY

Just keep talking, Miss Lane.

EXT. METROPOLIS STREET - NIGHT

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

INT. DAILY PLANET CITY ROOM - NIGHT

Perry and the reporters watch the ceiling-hung TV.

LOIS (V.O.)

(televised)

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

79

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

INT. CLARK KENT'S APARTMENT - NIGHT

Lois wraps it up for the camera.

LOIS

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

(chokes up)

... if Superman...

(gathers herself)

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

(stands with  
a fist)

For Superman!

EXT. LEXCORP BUILDING - NIGHT

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

JIMMY

For Superman.

...and starts throwing every lever.

EXT. CLARK KENT'S APARTMENT - NIGHT

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

EXT. METROPOLIS - NIGHT

People emerge from their buildings, looking up.

INT. SKULL SHIP

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

L-RON

The technology is in the city, my  
liege. Should we go after it?

BRAINIAC  
(smiles)  
No need, L-Ron. It's coming to me.  
LEX  
And what technology might this be?

~~CUT~~

An ALARM GOES OFF on the control board.

L-RON  
The LexCorp Building's power is  
being shut down.

LEX  
Losing power...?

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

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

INT. GENERATOR ROOM - NIGHT

Jimmy comes to the last switch.

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

He throws it.

EXT. LEXCORP ROOFTOP - NIGHT

The holographic projector shuts down.

EXT. SKY OVER METROPOLIS - NIGHT

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

EXT. LEXCORP BUILDING - NIGHT

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

EXT. LEXCORP ROOFTOP - NIGHT

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

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

EXT. LEXCORP BUILDING - NIGHT

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

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

81

SUPERMAN

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

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

JIMMY

Holy shit! Who are you?!?!

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

SUPERMAN

Where's Miss Lane?

JIMMY

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

SUPERMAN

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

He breaks into takeoff position. Jimmy rushes to him.

JIMMY

WAIT!

Superman stops. Jimmy hands him the LexCorp disc.

JIMMY

This might come in handy.

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

EXT. METROPOLIS - NIGHT

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

EXT. SKULL SHIP

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

INT. SKULL SHIP

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

LEX

There goes my bid for mayor.  
(to Brainiac)  
That feed only went as far as  
Metropolis -- there's still time  
to contain this!

82

BRAINIAC

You are the one facing public  
furor here, Luther -- not I.  
(mimes gun  
to head)  
Pow, as you say.

Lex glares at Brainiac and nods.

LEX

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

Brainiac regards him curiously. Lex nods to Misty.

LEX

Shut him down.

Misty presses a button on a remote control.

EXT SKULL SHIP POWER GRID - NIGHT

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

ENGINEER

PULL THE PLUG!

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

INT SKULL SHIP

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

LEX

(smiling)

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

Brainiac goes into paroxysms, convulsing. Lex smiles  
victoriously as the alien weakens. Then, cables erupt from  
Brainiac's form, locking onto the five Soldiers, and then

Misty -- as Brainiac absorbs their energy (much as Brainiac had done in the first scene). Lex moves slightly toward his Valet, but then freezes, watching wide-eyed as the group -- now drained -- fall to the ground as burned husks. Fully energized, Brainiac stands erect, the cables retracting. 83

BRAINIAC

Enough with the appetizers. Onto the main course!

Brainiac grabs Lex by the throat. Lex smiles.

LEX

A small meal like that is nothing like you've grown accustomed to in the last few weeks. They'll last you, what? An hour? Maybe two? You need the core, my friend. You kill me, you kill yourself.

CUT

~~Suddenly~~ An alarm goes off on the control board.

L-RON

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

LEX

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

BRAINIAC

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

LEX

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

L-RON

(to Brainiac,  
quietly)

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

BRAINIAC

(releases Lex)

Agreed.

LEX

(into walkie-talkie)

Plug him back in.

BRAINIAC

(to L-Ron)

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

84

L-RON

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

BRAINIAC

Do as I command!

Exasperated, L-Ron mans the controls.

BRAINIAC

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

EXT. SKULL SHIP - NIGHT

The SKULL SHIP disengages from Metro Towers, taking off.

EXT. SKY - POV SUPERMAN - NIGHT

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

Superman flies, with the aid of the Eradicator suit.

SUPERMAN

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

ERADICATOR

I was afraid you'd say that.

V.O.

SUPERMAN

Then you'll have to excuse me,  
because it's been some time since  
I've been able to say this...

(hero voice)

This looks like a job for...

ERADICATOR

May we just proceed, please?

V.O.

EXT METROPOLIS BRIDGE

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

INT. SKULL SHIP

Brainiac turns to L-Ron.

BRAINIAC

Fire.

EXT. METROPOLIS BRIDGE - NIGHT

85

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

ON BRIDGE

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

The bridge begins to fall into Metropolis Bay...

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

INT. SKULL SHIP

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

BRAINIAC

Did I not tell you it would come to me?

L-RON

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

BRAINIAC

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

LEX

Wait a second... who?!?

EXT. METROPOLIS BRIDGE - NIGHT

Superman strains, holding the suspension cables.

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

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

Superman continues to strain, as does the suit.

SUPERMAN

(to Eradicator)

Amplify... my voice!

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

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

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

86

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

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

SUPERMAN  
We did it! We saved them!

ERADICATOR  
What's this 'we' nonsense?

V.O.

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

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

INT. ATTACK CRAFT

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

L-RON  
I've got him!

INT SKULL SHIP

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

L-RON VO  
Jeez, is he a slippery sonova...

BRAINIAC  
Quickly -- inject the anti-  
technology.

INT ATTACK CRAFT

L-Ron punches a button on his control board.

EXT METROPOLIS SKYLINE

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

SUPERMAN  
E -- what's wrong?!

INT SKULL SHIP

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

L-RON

The technology's offline, my liege.

87

BRAINIAC

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

LEX

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

EXT. SKULL SHIP - NIGHT

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

SUPERMAN

Not again! Come on, man! Wake up!

ERADICATOR

Would you pipe down. U.O.

SUPERMAN

Why the hell didn't you say something?! U.O.

ERADICATOR

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

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

INT ATTACK CRAFT

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

L-RON

Uh... Houston? We have a problem.

EXT SKULL SHIP

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

INT. SKULL SHIP

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

EXT NIGHT SKY

The lights on the ship grow weak.

INT. SKULL SHIP

Lex is in a panic. Brainiac and L-Ron ~~and~~ tumble toward the control board. 88

BRAINIAC

Lock onto that suit!

L-RON

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

EXT. NIGHT SKY

Superman watches the Skull Ship falter. Then, something catches his eye. Superman freezes.

Near the bridge below, Lois stares up at him, wide-eyed.

After a long beat, Superman-in-the-Eradicator suit moves slightly toward her.

INT. SKULL SHIP

The lights come back up, full.

L-RON

Power back online, Lord Brainiac. Suit in sight.

BRAINIAC

Fire!

EXT. METROPOLIS SKY - NIGHT

From the Skull Ship, a LASER BLASTS, striking the Superman combo. The pair go rocketing through the sky.

Below, Lois panics as the mystery hero is blasted out of the sky. Jimmy rushes up to her.

JIMMY

Miss Lane! I think... I think I saw...

Then Lois turns and dashes away.

JIMMY

Miss Lane! Wait! Where are you going?!

LOIS

(running off)

I've gotta find something out -- once and for all!

INT. SKULL SHIP

What do you mean you can't locate it?!?

L-RON

I can't get a reading on the technology anywhere.

90

BRAINIAC

Then who was in the tomb?!

The soldiers march Lois onto the bridge. Lex rushes her, grabbing her by the collar.

LEX

Alright, Lane -- what the hell is going on... ?!

Brainiac pushes Lex to the side and faces Lois.

BRAINIAC

You are the woman from the televised call to arms.

L-RON

This is the woman that held Superman's affections.

BRAINIAC

The Kryptonian?

L-RON

That's what the soldiers told me. They said whenever she was in trouble, he'd be there to save her. In turn, she gave him plenty of ink in the Daily Planet.

BRAINIAC

Is this true?

(touches her hair)

You harbor affection for the corpse they called... Superman?

(beat)

I killed him, you know...

Lois lurches forward at Brainiac, but is held back by the soldiers. Brainiac is delighted, and then shocked.

L-RON

I'd take that as a 'yes.

BRAINIAC

His weakness all along -- all I ever would have needed was this woman! Blocking out the sun, dealing with the insufferable Lex Luthor of Earth... a waste of Brainiac's time! I could have offered the woman's life in exchange for the technology. But now...

LEX

What the hell are you talking  
about?!? Superman's dead!!

91

L-RON

Good God -- when are you going to  
get it, ape-man? Superman lives.

LOIS

If that's true, Lex, I can promise  
you one thing -- he's going to kick  
your bald ass!

Lex rushes her, but Brainiac throws him back, motioning  
for the soldiers to hold him.

BRAINIAC

Enough of these games!

(grab's Lois's face)

You will be the bait that draws the  
Kryptonian to me. And with him  
comes, too, the technology I seek.

(to L-Ron)

We still have a Thanagarian Snare  
beast in the menagerie -- yes?

(as L-Ron nods)

Introduce him to the atmosphere  
here on Earth.

EXT. METROPOLIS STREET - NIGHT

The place is abandoned. There's not a soul in sight. Then,  
the Eradicator suit crashes down, cracking the ground. The  
suit opens and Superman falls out on his hands and knees.  
The suit morphs back into the Eradicator. Superman is  
breathing heavy, sweating, exhausted.

SUPERMAN

You didn't see that blast coming?!

ERADICATOR

I had to divert all the power from  
my shields so you could play hero!  
And now there's a circuit malfunc-  
tion from the effects of that anti-  
technology surge. I'm going to need  
time to repair internally.

SUPERMAN

How long's that going to take?! We  
have to get back out there and  
finish Brainiac!

ERADICATOR

Barring battles with killer space-  
craft or the lifting of multi-  
tonned bridges -- twenty minutes.

SUPERMAN

(sighs, calms down)  
I hate to say it, but I could use  
some time to heal myself.

(rubbing muscles)  
This is the first time in... well,  
ever... that I feel completely  
exhausted. Except for that whole  
death thing.

92

ERADICATOR

You've touched on the precise fac-  
tor that plagues me, Kal-El. Your  
life on Earth thus far has been  
spent as we have spent today --  
saving lives, battling aggressors.  
Yet I would imagine that after your  
mortal trial, you would have re-  
evaluated your role amongst the  
people of Earth.

SUPERMAN

I have, actually. Before I died, I  
always felt like a... how do I say  
this... a stranger in a strange  
land. I may look like them, talk  
like them, feel like them -- but  
I'm still... an alien. That always  
put distance between me and every-  
one else. But now I know I'm more  
like them than I ever thought.

ERADICATOR

In what fashion?

SUPERMAN

Before, I couldn't identify with  
their frailty -- now I honestly  
can. I've tasted mortality -- it's  
humanizing.

ERADICATOR

Your one taste. For as long as I  
function...

SUPERMAN

I know -- I can't die. But I can  
dream, can't I?

ERADICATOR

Your father would be proud.

Superman regards this with interest.

ERADICATOR

You could have been a god on this  
world -- enslaved it like Brainiac.  
But you never chose that path. In-  
stead, here you sit -- musing over  
the possibility of death, between

moments of saving this planet from  
its oppressor.

SUPERMAN

It's an antiquated notion -- but  
it really is better to serve than  
be served.

93

ERADICATOR

This is what marks the difference  
between your kind and mine -- we  
serve because we have to. You  
serve because you choose to.

SUPERMAN

Then how do you explain Brainiac?  
He's one of your kind, but he's  
serving no one.

ERADICATOR

Inaccurate, Kal-El. He's serving  
himself. He has taken an aspect of  
humanity, but it's the worst one.  
And when a machine begins to feel  
-- positive or negative -- then it  
ceases to be a machine, and for the  
good of all, it must be shut down.  
As you must shut down Brainiac.

SUPERMAN

Tough talk from a guy who only  
yesterday thought we should find  
another planet.

ERADICATOR

I can only point to the bad  
influence you have become.

SUPERMAN

(smiles)

Admit it -- you really liked  
playing the hero, saving all  
those lives.

ERADICATOR

I found it... most revealing.  
But certainly not habit-forming.

CUT

Suddenly, light down on the pair. Superman looks up,  
shielding his eyes.

EXT. METROPOLIS SKY - NIGHT

Shimmering against the sky is the holographic image of  
Brainiac's face.

BRAINIAC

People of Metropolis. You need no  
longer fear takeover by hostile

aliens. The hostile alien is here.  
I claim your planet as my own.

EXT. LEXCORP BUILDING - NIGHT

Metropolitans cease celebrating and stare up at the image  
of Brainiac. 94

BRAINIAC

Gone is the charade of the benevolent Brainiac. I have come to enslave your race! Your world has no champion to save you now! And to mark this historic night, I offer you a display of the price to be paid for rebellion.

INT. SKULL SHIP

Brainiac pulls Lois to him.

BRAINIAC

Tonight, Lois Lane -- the instigator of the anti-Brainiac call-to-arms -- will taste the might of my fury, as she is executed, for all to witness!

(to Soldiers)

TO THE MENAGERIE!

EXT. METROPOLIS STREET - NIGHT

Brainiac cackles against the night sky as he slowly fades.

Superman turns on the Eradicator, rising.

SUPERMAN

How are those circuits coming?

ERADICATOR

Not again.

SUPERMAN

Open up.

The Eradicator rolls his eyes, and reconfigures into the suit. Superman leaps in, and it seals around him.

SUPERMAN

This may be the only chance I get to say this, but... thank you. For everything.

(beat)

Up, up, and away...

Off they rocket, into the night.

EXT. METROPOLIS SKYLINE - NIGHT

The sky lights up anew, with the image of the Skull Ship Menagerie.

EXT. LEXCORP BUILDING - NIGHT

Jimmy and Perry watch wide-eyed as the image in the sky depicts Lois being dragged toward two huge doors. 95

PERRY

They're going to kill her!  
Somebody's gotta do something!

Jimmy looks up, smiles, and pats Perry on the back.

JIMMY

Somebody is, Chief. Somebody is.

EXT. METROPOLIS SKY - NIGHT

The holograph is "shattered" by Superman in the Eradicator suit, soaring toward the Skull Ship Citadel.

INT. MENAGERIE

Two huge doors open revealing a darkened pit. The captive Lois is ushered toward it by Brainiac, L-Ron, Lex, and the soldiers.

LEX

(to Lois)

Oooh -- I don't even wanna know what's lurking in there. Should've kept your nose for news out of business that wan't yours. It's a lesson you're going to learn as harshly as your ex-boyfriend.

Lois looks at Lex, wounded.

LEX

That's right -- you're not going to put this in any paper. Yeah -- I helped kill the Man of Steel! So what?!

Lois shakes her head, teary-eyed.

LOIS

You bastard.

She knees Lex in the groin. He doubles over, as Brainiac rounds him to face her.

BRAINIAC

Save your energy, Miss Lane -- that maneuver will not not have the same result on me. Do you have any last words for the viewers of the world?

Lois looks up sharply, as if she hears something. So does Lex. Brainiac notices this and looks up as well.

EXT. SKULL SHIP - SUPERMAN'S POV - NIGHT

The roof of the Citadel is RUSHING TOWARD us. The SOUND<sup>96</sup> is HUGE.

INT. MENAGERIE

There is the faintest sound of WHOOSHING -- as if something is moving through the air outside, very, very fast. Lex looks up with a mix of anxiety and confusion.

LEX

I know that sound...

EXT. SKULL SHIP - SUPERMAN'S POV - NIGHT

We're getting even CLOSER TO that roof, now. The SOUND is DEAFENING.

INT. MENAGERIE

Then, through her tears, Lois smiles. Brainiac is puzzled as her smile turns to laughter.

LOIS

Last words?!?

(to Brainiac)

You're dead meat, you f...!

EXT. SKULL SHIP - NIGHT

Superman in the Eradicator suit EXPLODES through the ROOF of the Citadel...

INT. SKULL SHIP - NIGHT

... then through the ceiling of the bridge, and through the floor...

INT. MENAGERIE - NIGHT

... and finally, through the ceiling over the assembled group's heads.

LOIS

(under her breath)

Baby...!

LEX

(under his breath)

Shit!

BRAINIAC

(under his breath)

Finally!

And when the dust cloud settles, there stands the indiscernible Superman in the Eradicator suit.

SUPERMAN

Border patrol. I hear we've got an illegal alien here.

97

Brainiac holds his hand up, which reconfigures into something pointy and deadly. He holds it to Lois's head.

BRAINIAC

Step out of my technology, Kryptonian. Or I get painfully intimate with the woman.

Superman makes an offensive move, but is interrupted.

ERADICATOR (V.O.)

No, Kal-El!

Lex, Lois and L-Ron look around for the source of the voice. Brainiac smiles.

SUPERMAN

I can take him!

ERADICATOR (V.O.)

You can't. He's rendered himself electro-radioactive. If we touch him, the power surge will kill you... even within me.

The Eradicator opens, and Superman steps out. Lois tearfully smiles. Lex goes wide-eyed. Superman looks at Lois. She moves slightly toward him, but Brainiac pulls her back. Then, the suit morphs into the Eradicator again, as all look on in wonder.

BRAINIAC

It's been some time, Eradicator, but here we are again -- the pride of Jor-El and the pride of Colu.

ERADICATOR

The killer of Krypton is more appropriate.

BRAINIAC

I have waited decades and searched galaxies -- all in pursuit of this moment. And now, you're mine.

ERADICATOR

It is your aim to absorb my technology and become all-powerful, I would imagine.

BRAINIAC

And they call me Brainiac.

He moves toward the Eradicator.

ERADICATOR  
(steps back)  
But aren't you worried?

98

BRAINIAC  
What could possibly worry me?

ERADICATOR  
When I attempted interface with your ShadowCaster device I was contaminated. Temporarily shut down. What if the same thing happens when you attempt to absorb my technology into yours? What if your technology is too advanced to interface with mine?

Brainiac throws his head back, laughing. Superman looks to the Eradicator, who offers him a reassuring wink.

BRAINIAC  
You think it advanced? The irony is how primitive it is compared to your own! You have no-doubt overthought on the ShadowCaster, when in reality, you should have approached it as a child's toy!

ERADICATOR  
A child's toy?

BRAINIAC  
Certainly! It's Earth hardware, crossed with my own Coluan technology -- its systems are so far beneath your own capabilities that a simple binary synapse would've bypassed any contamination factor.

ERADICATOR  
(smiles)  
And they call you Brainiac.

The Eradicator quickly morphs back into the suit, grabbing Superman and hurling the Man of Steel into himself.

BRAINIAC  
For this insolence, I will erase your memory banks, machine!

ERADICATOR (V.O.)  
I'm not a machine. You are.

The suit leaps into the air, rocketing out of the Citadel. Lex looks around fearfully, and sneaks toward a side exit.

LEX

(into cell phone)  
I want the jet fueled and standing  
by...now! The pajama-boy is back!

As Lex disappears unnoticed, Brainiac grabs Lois, and 99  
shouts up at the ceiling.

BRAINIAC

Hear me, son of Jor-El -- your guar-  
dian may have saved your life, but  
he just damned two more to hell!!!

Brainiac throws Lois into the dark pit. She SCREAM as she falls.

EXT. SPACE

Superman in the Eradicator races through the outer  
atmosphere, heading toward the distant ShadowCaster.

SUPERMAN

What the hell are you doing?!? Why  
are we running?!?

ERADICATOR (V.O.)

Kal-El -- I think I've had what's  
called an 'epiphany'.

SUPERMAN

Really? That's excellent to hear.  
But we're getting FARTHER AWAY FROM  
RESCUING THE WOMAN I LOVE!!!

ERADICATOR(V.O.)

Your passion is inspiring -- it has  
taught me something I'd thought far  
beyond my ability to comprehend. I  
must thank you, Kal-El -- you've  
imparted to me the wisdom of a life  
lived in service to others.

SUPERMAN

What are you talking about?

ERADICATOR (V.O.)

Were it not for your insight, I'd  
be no better than the machine that  
oppresses your world -- operating  
solely on the cold logic of what  
it's programmed to do. But now,  
I'm choosing to serve. Now -- I  
understand your commitment to this  
planet and its inhabitants... and  
I'm going to help you honor it.

SUPERMAN

You picked a hell of a time to tell  
me how you feel...

(suddenly gets it)

How you feel ... No!

throws

PLAC TAKES LOIS TO THE TWO LARGE DOORS THAT END  
THE MENAGERIE. AS THE DOORS OPEN, PLAC THROWS  
LOIS INTO A DARK PIT. ~~BETWEEN THEM~~ SHE SCREAMS

AS SHE  
FALLS.

ERADICATOR (V.O.)

When a machine begins to feel --  
positive or negative -- then it  
ceases to be a machine. It must be  
shut down... or shut down itself.

100

The Eradicator grabs a piece of itself and pulls it off,  
which morphs into a silver version of the familiar 'S'.

ERADICATOR (V.O.)

Take a deep breath, and remember to  
stay in the light.

Before he can react, the Eradicator separates from  
Superman. He slaps the 'S' on his black suit, and lets  
him go, sending him hurtling earthward.

ERADICATOR

Superman lives.

The Eradicator then rockets out of sight, as Superman  
free-falls through space.

EXT. SHADOWCASTER

The Eradicator reaches the mammoth device and links into  
it. The anti-technology sends shockwaves coursing through  
his body. He fights against shutdown.

INT. SHADOWCASTER

CIRCUITS BLOW UP. TRANSISTORS EXPLODE.

EXT. SHADOWCASTER

It begins losing power. Sections of panel begin shutting  
down. Sunlight begins pouring through in shafts.

The Eradicator begins to shift in shape, the anti-  
technology coursing through his body. His form finally  
comes to rest on the figure we've come to know him as  
most. His face forms a peaceful, joyous smile.

Then, HE EXPLODES.

EXT. SPACE

Superman is plummeting to Earth. VISIONS SMASH CUT  
through his head, like all of the life we've seen him  
lead: Lois at Mount Rushmore, Lex on the rooftop of  
LexCorp, the Doomsday battle, waking from the goo...

And still, he falls, coming closer to the planet.  
The VISIONS CONTINUE; the Eradicator forming into a suit,  
catching Jimmy, the strangling tentacles of the Skull  
Ship, the Eradicator in the train station, and finally,  
Lois staring up at him from the bridge. The Eradicator's  
voice echoes through his head.

ERADICATOR

... stay in the light.

Miles above Earth, Superman fires through our atmosphere, nearing the ground faster by the second.

Then, one of the stray sunbeams from the shattered ShadowCaster hits him full force. The ground races up to meet the Man of Steel, as he absorbs a concentrated beam of solar energy. His face tightens. 101

SUPERMAN

Yaaaaaaaaahhhhhhhh!!!!

EXT. METROPOLIS - NIGHT

Mere yards from the ground, Superman stops falling in mid-air and rights himself swooping upwards. While flying, he stretches his muscles like he's just woken up after a loooooonng sleep.

He zips past the huge billboard just outside of the city that depicts him in his old suit, flying over greeting "WELCOME TO METROPOLIS -- HOME OF SUPERMAN."

A knowing smile crawls across the Man of Steel's face. His powers returned, Superman lives!

INT. SKULL SHIP

At the control board, L-Ron turns to Brainiac in a panic.

L-RON

The ShadowCaster is destabilized!  
Sunlight is getting through! And  
something is moving toward us at an  
alarming rate....

A SONIC BOOM ECHOES through the Skull Ship.

L-RON

Something pissed.

BRAINIAC

Let the whelp come.

Brainiac takes a seat on his throne. He closes his eyes, as the helm lowers over his head.

BRAINIAC

I will deal with him...  
impersonally.

Brainiac shuts his eyes, as the HELM begins to WHIR.

INT. PIT

Lois squirms about in a mire of fiberglass-looking "webbing."

From the darkness above, an echoey growl is heard.

EXT METROPOLIS PARK

The cape still hangs off the statue's extended hand. Then, a black flash whips in and out of the frame, and the cape is no longer there.

INT. MENAGERIE

Superman bursts through the ceiling again - now wearing his cape - and through the many levels of the ship, still contained in the single beam of light.

INT. PIT

He rockets through the ceiling of the pit, allowing the singular shaft of light to follow. Suddenly, he's struck by a high-powered stream of murky liquid from above, which knocks him out of the light, and entraps him in the "webbing," beside the struggling Lois.

LOIS

Baby!

SUPERMAN

Hey, kid. How about we get out of here?

Something huge and quick, drops from the shadows beyond the shaft of sunlight, striking Superman.

The THANAGARIAN SNARE BEAST has grown. It resembles something of a cross between a squid and a spider, but very bio-mechanical and sleek. And now -- inhabited by Brainiac's consciousness -- it's extra lethal as well. Brainiac's voice is heard, hissing from somewhere within the creature.

BRAINIAC

SSSSSSSSSSUUUUUPERRRRRMAAAAAANNN!

It batters the Man of Steel, then moves quickly back into the darkness. Superman's a bit dazed.

LOIS

Are you alright?!

SUPERMAN

I'm...I'm okay...

(squints up)

I just wish I could see what I'm fighting.

Then, the beast drops on Superman anew, its massive legs tearing at him. Superman struggles free, bolting toward the shaft of light to strengthen his powers, but the creature grabs hold of him, pulling the Man of Steel back into the darkness.

Suddenly, the creature's underbelly opens, setting loose six smaller, metallic versions of itself. Superman breaks free of the beast and begins fighting the creatures off, smashing them together, crushing them in his grip. We hear LOIS'S SHRIEK. Superman reacts. 103

The micro-beasts crawl all over Lois. Superman uses his heat vision to blast the CREATURES, which EXPLODE, hissing. Using his powers leaves Superman a little dazed.

But the TSB is on him again -- its mid-section spreading to reveal a primeval head. The BEAST brings Superman to its jaws while letting loose with an ungodly SCREECH. The pair violently tussle, the beast's head and legs rising and striking, Superman blocking and attacking. A leg shoots from the darkness and catches Superman by the throat, pinning him against the web. The beast's jaws come in close to Superman's face, preparing to gorge.

We see the strain on Superman's face, the veins in his neck and head throbbing.

And then we see why -- Superman uses all of his strength to stretch his fist into the just-out-of-reach shaft of light. He makes it, charging himself.

The jaws of the creature almost on his head, Superman comes across with a right hook that knocks the creature into the air.

Superman crawls into the sunlight, takes in as much as he can, and leaps up at the beast, grabbing hold of the wildly flailing creature. He flies it up and...

INT. MENAGERIE

... out into the full beam of sunlight.

SUPERMAN

You wanna hide in a bug... I'll  
crush you like one!

Superman begins mangling the beast.

Hooked into his helm, Brainiac convulses, feeling the pain of the beating.

Superman grabs the head of the creatures and pulls it off, ferociously.

The MACHINE he's hooked up to EXPLODES from the feedback, and Brainiac flees back into his own body, throwing the helm off. He weakly tries to crawl away from the wreckage. Breathing heavily, Superman grabs ahold of him, lifting Brainiac above his head.

SUPERMAN

You destroyed my homeworld! You  
killed me! And you forced my  
friend to give his life!

BRAINIAC

You... do not... take... lives...  
Th... that... is the... code...  
you... live by... Like... the  
Eradicator... I live...

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SUPERMAN

No -- he was one of the most human  
beings I've ever known. You --  
you're just a machine.

Superman punches his fist through Brainiac's chest and out his back. Brainiac convulses, and 'dies'. Superman drops his mangled form to the floor, where it reverts back to its most primitive form -- some metal and circuitry.

INT. PIT

Superman flies to Lois's side.

SUPERMAN

Do I look tired? Because I feel  
tired.

LOIS

You look a little worn, yes. But  
right now, I have a million ques-  
tions about what happened to you.

Superman pulls Lois from the web, and scoops her up into his arms.

SUPERMAN

Well maybe I can help shed some  
light on the subject.

Superman streaks up one of the shafts of light, Lois in his arms.

EXT. DAILY PLANET BUILDING ROOF - NIGHT

Superman sets Lois down on the roof of the building.

SUPERMAN

Give me a sec, okay?

Lois nods. Superman leaps into the air, and is gone, leaving a SONIC BOOM in his wake.

EXT. SPACE

Superman reaches the partially-functioning, sparking ShadowCaster. He begins pushing the SHADOWCASTER, getting up some speed, until he lets it go. It whips through space, until it hits the surface of the sun and EXPLODES.

The device destroyed, sunlight pours through space and...

EXT. EARTH

... over the planet.

EXT. METROPOLIS - DAY

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Sunlight is everywhere, filling the streets.

EXT LEXCORP BUILDING - DAY

Lex emerges from his building, carrying two suitcases -- both packed to the brim. He rushes toward his limo, looking up at the new dawn.

LEX

Aruba -- Aruba's always excellent this time of year. I'll have all documentation involving Brainiac destroyed, while I down daquiri's in the dunes, offering a steady stream of I-don't-remember's! Hell -- it worked for Reagan!

As Lex reaches for the limo door, Superman lands in front of him. Lex shrieks.

SUPERMAN

'Morning, Luthor. Going somewhere?

BRAINIAC

Superman! Thank God! That alien cloned me like a sheep, and used my double to make it seem like we were in league!

SUPERMAN

You get points for originality.

Superman lifts Lex into the air.

EXT. DAILY PLANET BUILDING - DAY

On the ground, Superman lowers Lex into the midst of the POLICE.

LEX

Alright -- that's it! I want this vigilante arrested, now!

POLICE #1

On what charge?

LEX

Endangering a public figure, harassment, whatever!

SUPERMAN

I have a charge of my own, Officers -- against Mister Luthor. A charge of espionage against the world government. Luthor utilized

Brainiac for his own selfish gain,  
and had further designs on govern-  
mental extortion.

LEX

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Unsubstantiated, gentlemen. Like  
you fine people, I was duped by  
that lying alien! While I do have  
suspicions that Superman himself  
was working in conjunction with  
Brainiac, I can assure you that  
there is zero proof that I was ever  
anything but an unwilling partici-  
pant in...

Superman tosses the police the download disc from Jimmy.  
He disappears momentarily, and returns in a flash with  
a laptop, which he hands over to the police. They pop the  
disc in and look from the computer screen to Lex. Lex  
glares at Superman.

SUPERMAN

(as Lex)

"I just wanted to let you know who  
beat you, boy!"

Superman chuckles and takes off into the air. The Police  
stare-down Lex, angrily. Lex recoils.

EXT. METROPOLIS - DAY

Jimmy looks up and sees...

Superman -- winging his way toward the Daily Planet.

Jimmy nods, smiling.

JIMMY

I wonder if Mister Kent will be  
back to work Monday?

EXT. DAILY PLANET BUILDING - DAY

Clark Kent walks out onto the roof, where Lois has her  
arms outstretched, soaking up the sun. He offers her a  
tube of sunscreen.

CLARK

You might want to apply some  
sunblock. You look like S.P.F. 14.

LOIS

Pithy... to the last.

Lois spins into his arms, embracing him tightly. Clark  
hugs her right back.

CLARK

Pithy -- who uses that word  
anymore?

LOIS

Oh God, I thought you were really gone.

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CLARK

So did I.

(beat)

But I learned a few things -- I know what keeps me here, what keeps me doing what I do, what kept me from accepting the grave. It's you, Lois. Superman may look out for everyone, but he doesn't belong to the world -- he belongs to you.

Lois wells up.

CLARK

And You belong to me.

LOIS

I love you, Clark. Never leave me again.

CLARK

I won't, babe. I won't.

(embraces her)

From now on, I'm going to try to be more man than Super.

LOIS

(looks at him)

Oh, Clark -- are you still dwelling on Mount Rushmore? Forget what I said -- that was before the maniacal robots from outer-space killed you.

CLARK

Wait, wait, wait -- you're going to let something small like that alter your opinion? You? Lois Lane? Hard-bitten journalist for the Daily Planet?

LOIS

See, that's one thing you have to learn, Smallville -- a woman's allowed to change her mind at any given moment... especially after a bad week.

(smiles)

Now kiss me, dead man -- before I change my mind.

CLARK

Must you always have the last word.

Lois is about to respond, but Clark kisses her instead.

And everything goes back to normal in Metropolis.

INT. SKULL SHIP

The metal Brainiac symbol is picked up off the floor by a <sup>108</sup>  
small, metal hand. L-Ron deposits the remnant into his  
circuitry, and looks at the camera.

L-RON

I know, I know. But I'm a glutton  
for punishment.

He whisks off, and out through the hole in the roof.

THE END

Brainiac searches the view screen, fiercely.

BRAINIAC

Do not fail me, L-Ron! Where is  
the Eradicator?!

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L-RON

The short has damaged our detection  
systems! I can't get a reading...

Suddenly, an ALARM SOUNDS. On the view screen, the  
graphic of the tomb comes up.

L-RON

The tomb's been breached! It must  
be them!

BRAINIAC

Go!!

EXT. SUPERMAN'S TOMB - NIGHT

The Tomb has indeed been breached. Two Lexcorp soldiers  
lie on the ground, knocked out cold. The doors are swung  
open. The beam of a flashlight can be seen inside.

INT. SUPERMAN'S TOMB

Lois holds the flashlight in her teeth. She uses a crow-  
bar, slamming at the casket lock. It gives, and she stares  
at the casket for a beat. She places her hands on it.

LOIS

I don't want to do it, Clark. If  
you're still in here, I don't think  
I'll be able to take it.  
(steels herself)  
But I have to know...

Suddenly, blinding light fills the small room. Lois drops  
the flashlight and covers her eyes. She peers out from  
behind her fingers to see...

L-Ron standing in the doorway, backed up by LexCorp  
soldiers.

L-RON

Peek-a-boo.

EXT. SKULL SHIP - NIGHT

The Skull Ship lands atop Metro Towers and again seals  
itself onto the building.

INT. SKULL SHIP

Brainiac fumes at L-Ron on the bridge.

BRAINIAC