

CATWOMAN

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Rev. 10/06/03 (Salmon)  
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FULL BUFF DRAFT

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FADE IN:

1 EXT. CITY STREETS AND ALLEYS - TITLE SEQUENCE - NIGHT 1

A dark, littered alley. Four mangy ALLEY CATS circle a tiny, scared MOUSE.

The mouse has nowhere to run. The four cats tighten their circle around it. Then the cats all stop, their fur stands straight up, their backs arch. They all slowly turn to see, out of nowhere...

CLOSE ON CAT'S EYES, gold, elliptical pupils. The eyes BLINK. \*

PULL BACK to reveal -- An Egyptian MAU -- sleek, graceful, dark-spotted gray and black fur, a SCARAB MARK on its forehead. A majestic and mysterious cat.

The four alley cats slowly back away from its fearsome stare. When they are a little ways back, they all turn and run, leaving the Mau staring at the little mouse.

Then the mouse takes off and the Mau chases. CAMERA takes us on a wild ride, the Mau chasing at a frantic pace. The animals streak UNDER and OVER PARKED CARS, THROUGH a DRAIN PIPE, ACROSS an empty STREET and --

-- through an ALLEYWAY, where LOUD MUSIC THROBS from a WINDOW on an upper floor. The cat and mouse exit, but we LINGER --

CAMERA MOVES UP TO a DARKENED WINDOW directly across the alley, and into -- \*

2 INT. PATIENCE'S APARTMENT - NIGHT 2

The MUSIC'S THROB is audible as we MOVE THROUGH this neat, Spartan studio. A DRAFTING TABLE, an EASEL, DRAWINGS on the walls -- skilled work. A pile of BLANKETS and PILLOWS on the bed... we hear a GROAN and the pile stirs and flips over.

END MAIN TITLES and we REVEAL --

PATIENCE PHILIPS, as she pulls a pillow off her head and TURNS ON the LIGHT, giving up on sleep. She's 30, attractive, but tousled and tired. She glances at a clock -- 4 AM.

In her nightgown, she gets out of bed. The blankets get tangled around her and she stumbles. She kicks them off and moves to a window, and stares across to an apartment in the next building. \*

(CONTINUED) \*

2 CONTINUED:

2

There's a wild party going on, dancing, laughter. And a ROCKER HOST in the middle of the action. Patience shakes her head wearily, then opens the window to complain:

PATIENCE

Hello? Excuse me? If you could  
just...?

She lets the question hang. No one hears her anyway. HOLD ON Patience for a beat. She's tired and she's irritated. But she's a little envious, too. Just then, a MEOW in the dark...

... Patience looks down into the courtyard. There's a beautiful MOTORCYCLE, helmet and gloves hanging from the bars. And, oddly enough, a cat idling on the seat. It's the Mau. The Mau looks up at Patience. Patience calls down to it:

PATIENCE

Least someone's having fun, huh?

3 OMITTED

3

4 INT. PATIENCE'S APARTMENT - DAWN

4

(OVER) MUSIC still throbs. CLOSE ON an intense, expressionist PAINTING, violent BRUSHSTROKES, powerful COLORS.

PATIENCE, mostly dressed, slaps on paint, venting her repressed feelings.

The MUSIC STOPS. Sigh of relief. But then she hears a mournful YOWL. She looks up. Another MEOW. She sets down her brush, goes to the window, sticks her head outside.

5 EXT. LEDGE - CONTINUOUS ACTION

5

Patience's head pokes out the window and looks around. Another MEOW, QUIETER, but still sad. She looks over. It's the Mau. He's stuck on top of a cornice, afraid to move.

PATIENCE

You again? Are you stuck? How'd  
you...? Come on down, cat.

(CONTINUED)

5

CONTINUED:

5

She reaches out as if to catch it, but it YOWLS, pulls back a little on its precarious perch.

\*  
\*

PATIENCE

It's okay. I won't let you fall.

The cat's not having it. Just a small, pitiable MEOW. Patience looks down, takes a breath and tries to get on her windowsill on her knees, holding on tight. She edges carefully onto the sill and... a ROAR startles her. Patience reacts with a start, and sees the ROCKER HOST driving off on his beautiful MOTORCYCLE. Patience scowls, mutters to herself:

PATIENCE

I thought 'party all night' was a figure of speech.

(shouts after, ironic)

Have a nice day!

The motorcycle rolls away. Patience sighs, turns back to the cat. She reaches out to it. But the cat won't budge.

PATIENCE

C'mon, now. I'm sleep-deprived. Work with me.

She looks around and sees an AIR CONDITIONER in the next window, under the cornice the cat is trapped atop. She crawls out and gingerly steps on it. She slowly stands on it, her back to the wall.

\*  
\*  
\*

LOUD VOICE (O.S.)

HEY! Hold on! Don't you move!!

Patience looks down to see TOM LONE staring up at her, his car haphazardly parked behind him, door open.

\*

LONE

(comforting)

Whatever you're thinking, whatever you're feeling, it's not worth it, understand? I'm a cop. Maybe I can help.

PATIENCE

No thank you, I'm fine. It's just...

(CONTINUED)

5

CONTINUED: (2)

5

LONE

We're going to get through this  
together. You and me. What's  
your name?

\*  
\*

Patience, a little unsettled already, has no idea what  
the stranger is talking about. She looks back to the  
cornice. But the Mau has vanished, as if into thin air.

PATIENCE

Patience Philips. But the *cat*.

Lone thinks she's nuts. But he'll play along.

LONE

Sure, Patience. It's a beauty,  
real cute --

PATIENCE

The cat's not here anymore.

LONE

And I know that makes you very  
sad.

PATIENCE

Right.

She starts to step back to the sill, but the air  
conditioner wobbles and she almost falls. She SCREAMS  
and grabs the cornice with her hands desperately to  
steady herself. Lone darts toward the building entrance.

LONE

What's your apartment number?!

PATIENCE

Twenty-three!!

This time Patience welcomes the attention. The air  
conditioner tilts a little more than before. The BOLTS  
SQUEAK and shift. Patience hears a LOUD CRASH inside her  
apartment. The air conditioner SHIFTS again, her foot  
SLIPS and she stumbles to the side, off the air  
conditioner, in front of the window, feet TRIPPING on the  
ledge. She starts to FALL off the ledge...

\*  
\*  
\*  
\*  
\*  
\*

... But Lone is there, thrusting his arms through the  
window and grabbing her around the waist at the last  
possible instant. Her body bends over his arm, like a  
perilous tango.

\*  
\*  
\*  
\*

(CONTINUED)

5 CONTINUED: (3)

5

PATIENCE  
(whispered)  
Help.

LONE  
I got you. I got you.

Lone strains, hunched over, and pulls her through the window and into the apartment.

CUT TO:

6 INT. PATIENCE'S APARTMENT - CONTINUOUS ACTION

6

Lone falls back into the apartment, pulling Patience to the floor atop him.

LONE  
Close call.

PATIENCE  
Thank you.

A beat of relief. At least until Patience realizes she is lying on top of a strange man, cop or not, in her living room. Patience hurries to her feet.

LONE  
You okay?

PATIENCE  
Fine. Never better. You?

LONE  
I'm fine.

An awkward beat. Lone looks around her apartment at all the art. He's about to say something when --

-- the MAU hops through the open window, stretches, MEOWS, and darts out the open apartment door. Patience deadpans.

PATIENCE  
That was the cat.

(CONTINUED)

6

CONTINUED:

6

LONE

You weren't kidding. You climbed  
out there to rescue a cat?

\*  
\*

PATIENCE

No. I mean yes, but it's not  
mine.

LONE

(impressed)

To rescue *somebody else's* cat?  
That's... something else.

\*  
\*

PATIENCE

Why? You came out to rescue *me*.

\*

Something passes between them. Lone wants to know more  
about this woman. Patience usually avoids this kind of  
attention. She glances at her watch, and:

PATIENCE

Oh my God. I'm going to be late.  
I've got to go.

LONE

But --

Patience races around the room, gathers up her things.  
They step out into the hall.

\*

6A INT. PATIENCE'S APARTMENT - HALLWAY - CONTINUOUS ACTION 6A

\*

She is clearly in a rush.

\*

PATIENCE

I've got this big presentation.

LONE

Oh. Well. Good luck with that.

\*

PATIENCE

Thank you!

Patience looks at the slightly damaged door. Lone pulls  
it shut.

\*  
\*

LONE

It'll hold.

\*

PATIENCE

Thanks again!

\*

(CONTINUED)

6A CONTINUED:

6A

LONE  
(smiles)

Go.

Patience smiles and races off. A beat. Lone tests the door once to make sure it's okay and turns to go. He looks down and picks up a wallet. Then shakes his head and smiles.

CUT TO:

7 OMITTED

7

8 INT. HEDARE BUILDING - LOBBY - DAY

8

A high-tech, high-class lobby. A large sign reads "Hedare Beauty" over the Hedare logo -- a perfect woman's profile. Plasma screens are filled with images of Laurel Hedare, the head of Hedare. Hands full, Patience pushes the large GLASS DOOR open with her hip.

She rushes into the lobby, bumping into someone, apologizing, backing into someone else, apologizing again.

Then her eyes fall on the plasma screens of Laurel.

CAMERA HOLDS ON the PICTURE of Laurel. We HEAR:

GEORGE (V.O.)  
Hedare Beauty stands at the  
threshold of a new era...

9 INT. HEDARE BUILDING - BOARDROOM - DAY

9

CLOSE ON the flesh and blood LAUREL HEDARE, the woman on the screens. She listens impassively as her husband speaks.

PULL BACK to reveal a huge conference table. Laurel sits at one end. BOARD MEMBERS line the table. An assistant, WESLEY, stands against the wall in the b.g.

\*  
\*

GEORGE HEDARE, late forties, exuding power and privilege, paces the room, making brief eye contact with everyone.

Behind him, on a VIDEO PLASMA SCREEN, is a dramatic BEFORE AND AFTER PHOTO showing a woman transformed from haggard to beautiful.

(CONTINUED)

9

CONTINUED:

9

GEORGE

BoTox, collagen, dermabrasion...  
We know women will suffer for  
beauty. We also know they'll pay  
for it. Our goal, of course, is  
that they pay us.

\*  
\*  
\*  
\*  
\*

Laughter from everyone but Laurel.

GEORGE

And soon that will be more true  
than it has ever been. In one  
week we will launch the most  
exciting product to hit the beauty  
industry since *soap*: Beau-line.  
It doesn't just hide the effects  
of aging... it *reverses* them.

\*  
\*  
  
  
  
\*

He gestures to the screen to APPLAUSE from the EXECS. A  
beat. George softens just a little, then:

GEORGE

However, with change comes  
sacrifice. As we move into the  
future, we must set aside the  
past.

Beat. Laurel stands. The execs weren't expecting this.

LAUREL

My husband... and I... have  
decided it's time for me to step  
aside as the Face of Hedare. It  
has been a magnificent fifteen  
years, but we have chosen a new  
face to represent Beau-line. A...  
younger face...

A MURMUR in the room. As Laurel re-sits, the plasma  
screen changes, revealing the new, stunning face of  
Hedare... DRINA, dark, foreign, exotic -- she's a very  
different type from Laurel. THE HEDARE SLOGAN "TO BE  
MORE" across the bottom of the screen.

\*

GEORGE

Drina! The future of Hedare  
Beauty.

(off applause)

I look forward to seeing you all  
at the gala, where you can toast  
her and our success in person.

\*  
\*  
\*  
\*  
\*  
\*

(CONTINUED)

9

CONTINUED: (2)

9

LAUREL

Careful, George, she's not old  
enough to drink.

\*  
\*  
\*

LAUGHTER fills the room. Except George. He glares at  
Laurel.

\*  
\*

SALLY (V.O.)

Don't be intimidated.

9A

INT. HEDARE BUILDING - EXECUTIVE HALLWAY - DAY

9A

Patience is nervous, smoothing out her skirt as she  
walks. Sally walks beside her, coaching her. She  
continues:

SALLY

You've got more talent than  
anybody in the building. Don't  
hide your light under a bushel.  
Whatever that means.

\*  
\*  
\*

PATIENCE

It's just. This is my first lead  
campaign, Sally. I want it to be  
perfect, you know?

\*

Patience and Sally pause in front of George's door. Just  
in time to hear the SOUND of RAISED VOICES on the other  
side. Patience flinches. Sally grimaces.

\*  
\*  
\*

SALLY

Eesh. Good luck.

\*  
\*

CUT TO:

10

INT. GEORGE'S OFFICE - CONTINUOUS ACTION

10

George sits behind his desk in the plush office. Laurel  
stands and looks out the window.

\*

GEORGE

You didn't need to make quite such  
a scene out of it, Laurel.

LAUREL

What's the matter, George? Did I  
steal your moment?

(CONTINUED)

10

CONTINUED:

10

George shoots her a look that would kill. He opens his mouth to respond, but is interrupted by a KNOCK on the door.

\*  
\*

GEORGE

\*  
\*

(ice)

\*

Come in!

Patience pushes the door open. Silence.

\*

PATIENCE

Mr. Hedare. Hi.

An awkward beat. Laurel does not turn from the window.

\*

PATIENCE

Did you still want me to --

GEORGE

Sit.

Patience sits. She is even more nervous than before.

\*

GEORGE

Philips. I'm not pleased.

\*

A beat as Patience cringes. George finally reaches for a proof on his desk, the new Hedare logo, and flips it around, facing her.

\*  
\*  
\*

GEORGE

That's not even *close* to what I wanted. I can't imagine what you were thinking.

\*

PATIENCE

(stunned)

I'm so sorry, I --

GEORGE

Look at this red. It's all wrong. I wanted it darker --

\*

\*

PATIENCE

(very quietly)

But you said specifically --

\*

Patience bites the words off.

\*

GEORGE

*I know what I said.*

\*

(CONTINUED)

10 CONTINUED: (2)

10

Patience hears the iron in his voice, sees the look on his face. She retreats:

PATIENCE  
Maybe I misunderstood.

GEORGE  
Clearly.

PATIENCE  
Mister Hedare, I'm so sorry. I  
can fix it. If you'll just give  
me another chance --

GEORGE  
(shakes his head)  
I don't reward incompetence. I  
have no idea why I expected your  
art to show better taste than your  
wardrobe.

Patience, defeated, lowers her head. George shakes his  
head.

GEORGE  
And try a manicure.

Laurel finally turns from the window.

LAUREL  
Oh, for God's sake, George, let  
her fix it. You change your mind  
every hour. She's good and you  
know it.

George nearly snaps at her, then thinks better of it. A  
beat, as if to decide. Patience watches and waits.  
Finally:

GEORGE  
By midnight, tonight.

George looks back at his desk. Clearly, the meeting is  
over. Patience smiles weakly, but gratefully, at Laurel  
and leaves.

11 INT. LADIES ROOM - MOMENTS LATER

11

Patience standing in front of the ladies room mirror  
looking down and breathing deeply, trying to relax her  
shattered nerves. SOUNDS of someone entering the room.

(CONTINUED)

11 CONTINUED:

11

When Patience looks up, someone is standing beside her, checking her makeup in the mirror -- it's Laurel. Laurel smiles encouragingly.

LAUREL

If you ask me, I think you look fabulous.

Patience doesn't really know what to say. Wan smile.

PATIENCE

(re: clothes)

Maybe he's right. I am a little --

LAUREL

(interrupting)

Making other people feel small is his game. You can't win, you have to refuse to play.

These words, as nice as they are to hear, are hard for Patience to accept.

PATIENCE

I really thought I knew what he wanted.

LAUREL

Don't feel bad, honey. I thought I did too.

(smiles)

Hang in there.

CUT TO:

12 INT. HEDARE BUILDING - ART DEPARTMENT - OVERHEAD ANGLE 12  
ON A MAZE OF CUBICLES - LATER

DRONES hunch over DRAWING TABLES or tap at graphics WORKSTATIONS. A GLASS CASE bears TUBES, JARS and BOTTLES of various HEDARE PRODUCTS.

13 INT. PATIENCE'S CUBICLE - CONTINUOUS ACTION 13

Patience's cubicle. Her current work is scattered about -- PACKAGE DESIGNS, precise LABELS, quite different from her own work, evident in her sketchbook at the back of the table.

(CONTINUED)

13

CONTINUED:

13

Patience at her drafting table, transforming the proof.  
Sally leans against a wall digging in her purse.

Patience looks up and sees Sally take out a small,  
UNMARKED JAR. Patience refocuses on her proof.

PATIENCE

You know, you're addicted to that  
stuff.

SALLY

Happily. Beau-line is magic in a  
bottle.

PATIENCE

How do you keep getting it?  
Production doesn't even start  
until tomorrow.

Sally is spreading some of the salve under her eyes. She  
offers the bottle, but Patience waves it off. \*

PATIENCE

No thanks. \*

SALLY

Well, some of us need more help  
than others. \*

Suddenly Sally winces and shakes her head. Patience  
looks a question at her.

SALLY

Headaches again. My brain's  
all... cranky.

A male artist, LANCE, walks by, whispers into the  
cubicle.

LANCE

Man sandwich, twelve o'clock.

Sally glances up, seeing something O.S.

SALLY

Oh my God...  
(to herself)  
Let it be me, let it be me...

(CONTINUED)

13

CONTINUED: (2)

13

Patience looks up to see Tom Lone.

Sally wears a big sexy smile. But Lone beelines to...  
Patience instead.

LONE

Hello.

PATIENCE

Hi.

(a little awkward)

Sally, this is... the detective I  
told you about... from this  
morning.

She doesn't know his name.

LONE

(holding out his hand)

Tom Lone.

SALLY

God. That is *such* a good name.  
Tom Lone. Rhymes with phone,  
bone, cone -- not that rhyming's  
all that important --

She gives Patience an exaggerated look. A beat. They  
all just stand there. Lone and Patience look at Sally.

SALLY

Um. I'll be over here. In my  
cubicle.

(aware of the rhyme)

*Alone.*

She retreats to her cubicle. Patience smiles at Lone, a  
little embarrassed.

PATIENCE

So. Hi.

(sudden thought)

How did you know where to...?

Lone holds out PATIENCE'S WALLET in his hand.

LONE

You dropped something.

(amused)

You can really cover ground when  
you're in a hurry.

(CONTINUED)

\*  
\*  
\*

\*

\*  
\*  
\*  
\*

13

CONTINUED: (3)

13

Lone changes the subject, indicates one of the drawings in Patience's open SKETCHBOOK.

LONE

This is nice.

PATIENCE

You think?

LONE

Reminds me of early Chagall.  
Elegant, but whimsical. Very much  
in the old Dutch Masters  
tradition. The old Masters. Who  
were Dutch.

\*

He trails off. Patience laughs.

\*

PATIENCE

I'm... impressed?

\*

\*

LONE

Don't be. I saw all the art in  
your apartment so I Googled it at  
the office, and just between you  
and me? I thought Dutch Masters  
was a cigar my Lieutenant used to  
smoke.

\*

\*

(gestures to  
her work)

But really, I like it.

(grins)

I don't really know anything about  
it, but I like it. A lot.

\*

\*

\*

The flattery, directed at the art, directed at her, makes  
Patience glow shyly.

PATIENCE

Thank you.

Patience doesn't trust herself to say anything. IN THE  
NEXT CUBICLE Sally is dying. The silence hurts. She  
BUMPS the cubicle wall.

LONE

I was hoping we could have a cup  
of coffee. There's this Italian  
place right around the corner.  
Grecio's. On Sixth.

Another painful silence.

(CONTINUED)

13

CONTINUED: (4)

13

LONE

How about tomorrow? One o'clock?

One last silence. And then at long last:

PATIENCE

That... that sounds great.

LONE

Okay. Tomorrow, then.

Patience smiles, but doesn't say anything and it doesn't appear like she's going to. Lone's eyes flicker to the right... Sally's head has popped up over the wall of the cubicle. Lone deadpans:

LONE

You'll make sure she gets there, right? I'm counting on you.

SALLY

Yes, Officer. Captain.  
Generalissimo. Sir.

Lone grins, steps away. Patience and Sally watch him go. Then Sally turns to Patience, all excited for her:

SALLY

Patience, he so likes you. Okay, don't eat today, only water. Oh! And wear the leather outfit I got you for your birthday --

Lance chimes in from his cubicle.

LANCE

Hello?

SALLY

(without missing  
a beat)

Lance would like me to remind you that he pitched in for the leather.

PATIENCE

A, it's just coffee. And B, never.

14

INT. HEDARE BUILDING - ART DEPARTMENT - DAY TO NIGHT

14

TIME-LAPSE -- Patience works in her own world, the office staff move around her as day becomes night.

(CONTINUED)

14

CONTINUED:

14

She hurriedly puts the boards into her portfolio while  
she dials the phone.

\*  
\*

PATIENCE

\*  
\*

Hi. This is Patience in the Art  
Department? I'm expecting a  
messenger to take... But the  
package is supposed to be there by  
midnight!... I'm sure it's not his  
fault, but... I understand...

\*  
\*  
\*  
\*  
\*  
\*

Patience is on the verge of apologizing for someone  
else's mistake. She double-checks the clock, sighs, and:

\*  
\*

PATIENCE

\*

Why don't I take it over myself?

CUT TO:

\*

15

OMITTED

15

\*

16 EXT. CITY BRIDGE/HEDARE FACTORY - NIGHT 16

CAMERA SWOOPS ACROSS the bridge and TOWARD the looming FACTORY on a BLUFF above a RIVER, a complex of low-slung BUILDINGS, a SMOKESTACK or two. The CAMERA CONTINUES TO MOVE -- CRANES DOWN to find PATIENCE entering the complex on foot, bearing her portfolio. She passes a LARGE GRAPHIC showcasing the old Hedare LOGO.

17 PATIENCE 17

-- walks up to a closed door. She tries it. Locked. She looks at her watch.

She KNOCKS. POUNDS. Nothing. She peers in a window. Lights on, but nobody answering. She POUNDS again.

She steps back from the building.

PATIENCE  
(yells)  
Hello? Anyone?

Frustrated, she looks around for another door. There are lights coming from elsewhere in the factory.

17A EXT. HEDARE FACTORY - BACK - NIGHT 17A

Patience finds a small back door that isn't locked and opens it up, walks inside.

18 INT. HEDARE FACTORY - CORRIDOR - LATER 18

Patience is lost. The corridors are dark and pipe-lined. The whole atmosphere is eerie and the silence is oppressive.

19 INT. HEDARE FACTORY - R&D LAB - NIGHT 19

A sprawling L-shaped LAB SPACE, the only LIGHT coming from around a corner.

The back of a SHADOWED FIGURE is barely visible from the glow of a VIDEO SCREEN showing DIGITAL IMAGES, ELECTRON-MICROSCOPY of MOVING BACTERIA.

VOICE  
I don't care that the FDA never  
saw the headaches, the nausea, or  
fainting spells. Those are  
symptoms I can live with.

\*  
\*  
\*  
\*  
\*

(CONTINUED)

19 CONTINUED: 19

The voice belongs to a second shadowy figure. He moves  
into the meager light -- it's DR. SLAVICKY, head of R&D. \*

SLAVICKY

And with what we stand to make  
from consumers demanding their  
fix, I can live with it being  
addictive. \*

Behind him, monitors display horrifying photos of women,  
their skin drooping off their faces like it had melted. \*

SLAVICKY

But these side effects from the  
long term studies... I can't live  
with turning people into monsters. \*

20 INT. HEDARE FACTORY - NIGHT 20

PATIENCE, more uneasy with every step, heads toward a  
faint light through a half-open door at the top of the  
stairs. VOICES carry faintly through it.

She pushes it open and enters. As the door closes, the  
sign is revealed in the light -- "DR. SLAVICKY."

21 INT. HEDARE FACTORY - R&D LAB - NIGHT 21

Dr. Slavicky sits with his head in his hands.

SLAVICKY

I thought I could live with it...  
but I'm... not sure anymore...

Patience cautiously enters the main part of the lab,  
looking for help, sees the video screen.

ON SCREEN -- an image of a WOMAN'S FACE. Computer  
simulated TIME LAPSE. The face starts old and becomes  
younger and firmer, then something changes and it starts  
to become hard, severe, stony, skeletal...

(CONTINUED)

21 CONTINUED: 21

PATIENCE instinctively RECOILS, BANGING into a table.  
THE SHADOWY FIGURES turn toward the noise.

SLAVICKY  
(barking, menacing)  
Who's there?

Patience was about to speak, but his tone is so scary,  
she instead turns and flees, unseen.

22 EXT. HEDARE FACTORY - NIGHT 22

ARMANDO is leaning, arms crossed, against a Limo. He  
touches his ear -- he wears a small HEADSET.

ARMANDO  
On my way.

With a grim expression, he SLAMS the car door and RUNS  
toward the factory, reaching into his coat.

23 INT. HEDARE FACTORY - CORRIDOR - NIGHT 23

PATIENCE hurries down the stairs toward an EXIT DOOR.  
Just as she reaches the bottom -- the door starts to  
OPEN.

PATIENCE, spooked, ducks back around the corner and backs  
away from the door.

-- ARMANDO steps inside, bearing a HANDGUN, alert. He  
sees Patience and raises the gun. She freezes, then  
turns and runs the other way back into the factory.

ARMANDO  
Stop!

She doesn't. WESLEY emerges from the stairs from the LAB  
and joins Armando. They race after her.

\*

24 OMITTED 24

25 INT. HEDARE FACTORY FLOOR - NIGHT 25

Armando and Wesley enter a large SPACE filled with PIPES,  
VATS, INDUSTRIAL EQUIPMENT.

(CONTINUED)

25

CONTINUED:

25

Patience is amongst the machinery, hiding, her back to a vat.

\*  
\*

WESLEY

Come on out. It's okay. We'd just like to ask you a few questions.

Patience pauses, takes a breath, turns and steps into view, she's some distance, shrouded in near-darkness.

PATIENCE

I'm sorry. I think I'm in the wrong --

BANG! A BULLET just MISSES her, slams into the vat beside her. RICOCHETS. She SCREAMS, runs. WESLEY grabs for Armando.

\*  
\*

WESLEY

Idiot, what are you doing?!

But ARMANDO is already in pursuit, WESLEY hangs back, pulling out a cell phone.

ARMANDO FIRES once or twice more at the fleeing Patience, who runs right down a METAL RAMP into...

\*  
\*

26

INT. HEDARE FACTORY - WASTE TREATMENT AREA - NIGHT

26

-- a WASTE TREATMENT AREA. A maze of metal catwalks hangs above DARK WATER far below. Everywhere, WASTE CHEMICALS drain out of pipes, dripping. In the distance, the SOUND OF RUSHING WATER. LARGE PIPE openings are the only other exit.

\*  
\*  
\*  
\*

Trapped. She looks around, nowhere to go, runs to the end of the room. BANG! BANG!

\*  
\*

ARMANDO is SHOOTING at her from the TOP OF THE RAMP. She has no choice... she dives into one of the large pipes.

\*  
\*

WESLEY catches up a moment later, still on the phone. Armando shakes his head. Wesley mutters a curse.

\*  
\*

WESLEY

She ran down to waste treatment, jumped in a pipe...

\*

(a beat)

But -- we don't even know who she is or what she heard --

(CONTINUED)

26 CONTINUED:

26

He hangs up, sighs, glances at Armando.

WESLEY

(shrugs)

Seal the door.

27 INT. HEDARE FACTORY - PIPE - NIGHT

27

PATIENCE moves through this PIPE, quite frightened. She reacts to a distant CLANG, NOISES of VALVES CLOSING. Then, a RUMBLING comes from deep in the factory. AIR WHOOSHES past Patience -- as if something is pushing the air through...

She rushes toward the end of the pipe, pressing against the sides to keep her balance... then suddenly stops, horrified, as she reaches the end and finds herself --

-- 200 FEET ABOVE A RAGING RIVER. She gasps, and turns back in the other direction. But doesn't get far. Because --

There's a ROAR and -- A TIDAL WAVE OF WATER smashes into her, carries her over the edge --

28 EXT. HEDARE FACTORY - RIVER - NIGHT

28

A TERRIFYING PLUNGE into the RAGING WATERS below -- PATIENCE SCREAMS as she falls.

(CONTINUED)

28 CONTINUED: 28

PATIENCE is plunged under the water. She fights in and out of consciousness --

29 EXT. UNDERWATER RIVER - NIGHT 29

-- but finally passes out in the whirlpool, her body turning and rolling... disappearing down a series of rapids... and spilling out into the calmer black of the lower river.

30 ABOVE - ON THE RIVERBANK 30

-- FIND MIDNIGHT, scrambling onto a ROCK OUTCROPPING. He lets out a heartrending HOWL. A moment later, we hear more CAT CRIES in the distance as unseen CATS join in, a feline telegraph.

31 EXT. A HOUSE - NIGHT 31 \*

The CAT CRIES, just audible, far off. Then -- a CAT squeezes out a WINDOW at the gap in the sill... more CATS SCRAMBLE out dormers... yet MORE SHOOT OUT the flapping CAT DOOR.

32 EXT. CITY STREETS - NIGHT 32

CATS scramble through alleyways, joined by STRAYS converging from all directions, picking up the CHORUS.

33 EXT. MARSHLAND - ON MURKY MOONLIT WATER - NIGHT 33

CRANE DOWN to find PATIENCE, her clothes TORN, SOAKED and MUDDY, her body floating in an eddy strewn with RIVER WEEDS, bumping against the shore.

ON HER FACE -- eyes fixed, lips slightly parted. Dead.

THE HOWLING is CLOSE now... THE CATS have gathered here, parting for MIDNIGHT, a feline VIP.

The Mau steps out onto Patience's chest, leans close and LICKS Patience's parted lips, rubs her face against Patience's cheek. Then she stares into Patience's eyes.

CLOSEUP - MIDNIGHT'S EYES

There's a brief PRISMATIC GLOW in MIDNIGHT'S EYES.

(CONTINUED)

33 CONTINUED: 33

ON PATIENCE'S FACE

as CAMERA MOVES INTO one DEAD EYE... which for an instant becomes ELLIPTICAL, a CAT'S EYE.

34 MEMORY MONTAGE 34

DARK, DISTORTED; QUICK IMPRESSIONISTIC IMAGES OVERLAP, mixing CAT POVS -- LOW-ANGLE TRACKING, HUNTING and CLIMBING SHOTS --

-- with EGYPTIAN IMAGES -- a TEMPLE, a STATUE OF BAST.

35 EXT. MARSHLAND - NIGHT 35

PATIENCE SITS UP INTO FRAME with a GASP, scared, disoriented. Her ragged, wet, torn clothes cling to her body. Her face is covered in mud. She rises tentatively; almost like a newborn kitten. The cats are all GONE. She has no idea what she's doing here -- or who, or what she is. She opens her mouth to speak -- all that comes out is a strangled CAT CRY. She darts her head, disoriented and overwhelmed.

36 HER POV 36

SOUNDS AMPLIFIED, IMAGE perhaps SOLARIZED, the darkness BRIGHTENED, objects of interest HIGHLIGHTED. The EYES of any creature in sight GLOW, pertinent ACTION shifts into SLOW MOTION. We'll call this CATVISION. WHIP-PAN TO a CRICKET perched on a blade of grass -- then UP TO an OWL in the distance, soaring over the park.

37 PATIENCE 37

moves tenuously at first, on all fours, her shoulders and hips rolling in distinctly feline fashion.

38 EXT. JUNKYARD - NIGHT 38 \*

The marshland gives way to junked cars and other garbage piled near the water. A savage-looking DOG, perched high on a junk pile spots PATIENCE from behind. PATIENCE, still slinking on all fours finds a hole in a fence and enters the yard. The DOG runs down toward her and starts BARKING. \*

(CONTINUED)

38

CONTINUED:

38

A couple of menacing JUNKYARD DOGS bounds toward her,  
through the piles of trash.

\*  
\*

Patience HISSES and EXPLODES OFF, RUNNING on two legs  
now.

\*  
\*

MOVING FAST WITH Patience, terrified, really fast,  
darting, leaping. The DOGS lunge in close pursuit.  
Branches and piles of junk SHRED HER CLOTHES. Ahead  
is...

\*  
\*  
\*  
\*

A TEN-FOOT-TALL CHAIN LINK FENCE. Acting on instinct,  
Patience LEAPS --

\*  
\*

-- and claws her way up the fence, perches on top and  
scales down the other side, her head upside-down.

\*  
\*

Facing the dogs upside-down a few feet from the ground  
Patience looks at the dogs on the other side of the fence  
as they BARK AND LEAP at her. She throws them a taunting  
look, jumps onto the street and moves off into the night.

\*  
\*  
\*  
\*

39

EXT. GRAFFITI ALLEY - NIGHT

39

Patience darts through the streets and alleys like a lost  
cat, making quick, agile turns, not knowing where she's  
going yet strangely, somehow, making her way back...

40

EXT. PATIENCE'S APARTMENT - NIGHT

40

... home, as all cats seem to do. The sky is just  
starting to LIGHTEN as PATIENCE nears her building and  
goes around back.

41

EXT. PATIENCE'S BUILDING - FIRE ESCAPE - NIGHT

41

PATIENCE approaches the back fire escape. The ladder  
doesn't go all the way down. It doesn't faze her. She  
scurries up a fence, leaps onto the bottom rung of the  
fire escape, and bounds up.

\*  
\*  
\*

AT HER WINDOW, she puts her hands to the windowpane,  
then --

STARTS at her own REFLECTION, disoriented, it's the first  
time she's seen herself. She leans close, fascinated,  
seems surprised to be looking at a human face. She wipes  
some mud off her features, creating lines near her eyes.  
She licks her hands, fixes her hair, then nods once at  
herself and --

-- SMASHES THE GLASS with her fist.

42 OMITTED 42 \*

43 EXT. PATIENCE'S BUILDING - BACK ALLEY/INT. PATIENCE'S APARTMENT 43

CAMERA MOVES UP INTO the sky. TIME-LAPSE as NIGHT becomes DAY.

CAMERA TILTS BACK DOWN and TRACKS TO and THROUGH the window INTO Patience's apartment. CAMERA MOVES PAST a RINGING PHONE.

44 CLOSE ON PATIENCE 44

SOUND ASLEEP. She stirs, CAMERA PULLS BACK to reveal that she lies ATOP A HIGH BOOKCASE, in her nightgown, somewhat cleaned up, her body twisted in an odd, uncomfortable-looking position. The PHONE keeps RINGING.

45 OMITTED 45

46 INT. PATIENCE'S APARTMENT - DAY 46

PATIENCE starts to sit up and --

FALLS OFF THE BOOKCASE in a heap.

She raises her head and sees her MUDDY CLOTHES, strewn on the floor.

Patience shakes her head and looks back up to the top of the bookcase, utterly confused.

The MACHINE ANSWERS.

SALLY (V.O.)

Patience, where are you? Hedare is on the *warpath*. And Tom called. He says you never showed up for your date.

She looks up at her CLOCK. It reads "1:50," she leaps to her feet, panicked.

SALLY (V.O.)

Look, I'm really worried, *please* call me. What's going on?! What happened?!

(CONTINUED)

46

CONTINUED:

46

And Sally's voice is cut off by a BEEP.

\*

PATIENCE

\*

I... I don't know... I don't  
remember...

\*

\*

Her eyes are drawn to the BROKEN WINDOW and the BROKEN  
GLASS.

\*

\*

PATIENCE

\*

(starting to freak)

\*

What happened?

\*

Then she HEARS a familiar MEOW in the room. It's the  
MAU, sitting on her dresser, innocently licking a paw.

\*

\*

PATIENCE

\*

*You.*

\*

She walks, is almost *drawn*, to the cat and tentatively,  
lightly, runs her fingers from its forehead down its  
back.

\*

\*

PATIENCE

\*

Did you... did you do all this?

\*

The cat stares at her.

\*

Patience reaches for the tag on its collar, hands  
shaking.

\*

\*

PATIENCE

\*

(shakes her head)

\*

You're freaking me out, kitty.  
You gotta go home. *Now.*

\*

\*

CLOSE ON COLLAR TAG

It reads "OPHELIA POWERS," and an address.

CUT TO:

47

OMITTED

47

48

INT./EXT. OPHELIA'S HOME - DAY

48

REFLECTED in the windows of a high-rise. CAMERA PANS  
DOWN to reveal a home nestled in the forest of HIGH-TECH  
buildings. CAMERA MOVES DOWN TOWARD Patience arriving.  
THE FRONT DOOR opens to reveal a more composed PATIENCE,  
holding the Mau.

(CONTINUED)

48

CONTINUED: (A1)

48

PATIENCE

Are you Ophelia Powers? I got  
your cat off a ledge. Now he  
won't leave me alone.

(CONTINUED)

48

CONTINUED:

48

She holds the Mau out to OPHELIA POWERS, 50s. Ophelia doesn't take it.

OPHELIA

I think you should come in.

PATIENCE

(not so firm)

Oh, I can't. I'm sorry. Thank you, but I'm late for work and if I...

But Ophelia has already disappeared inside, leaving the door wide open and Patience still holding the cat.

Patience hesitates, sighs, then walks through the door, brushing past dangling DREAM CATCHERS and WIND-CHIMES.

49

INT. OPHELIA'S HOME - LIVING ROOM - DAY

49

Patience sits uncomfortably on an antique sofa. A number of Ophelia's cats are swarming around Patience, rubbing against her ankles. Patience tries to nudge them away without attracting too much attention. The Mau watches from atop the back of the couch like a queen.

Ophelia sits opposite her, two cats on her own lap. Her eyes seem to drift with the shadows, like a distracted cat. Patience opens her mouth to speak, but Ophelia interrupts:

OPHELIA

Midnight.

PATIENCE

I'm sorry? What?

OPHELIA

Her name. She's an Egyptian Mau, the rarest of breeds. Temple cats. It's said that Maus have special powers.

PATIENCE

Right. Like popping out of nowhere and scaring people half to death?

OPHELIA

(smiles)

Among other things.

(CONTINUED)

\*

\*  
\*  
\*  
\*  
\*\*  
\*

49

CONTINUED:

49

Patience doesn't find this very comforting.

\*

PATIENCE

This has been a terrible day already. And I can't even remember most of yesterday. And every time I turn around your cat is...

She trails off...

\*

PATIENCE

I'm sorry, this isn't your problem, I don't even know why I'm telling you, it's just --

OPHELIA

(studies Patience)

It's all right. Tell me. Please.

PATIENCE

I'm sorry. I can't. I've got to get to work. I am *really* late.

\*

OPHELIA

Then I think you should come back. Anytime. I'm always here.

She lightly smacks the bottom of a CALICO CAT that is drinking Patience's tea.

OPHELIA

Socrates! No caffeine.

(to Patience)

It makes him irritable.

Patience smiles politely, momentarily distracted by the calico cat.

\*

\*

Ophelia takes a SMALL WOODEN BOX from the table in front of her.

\*

\*

Keeping her eyes locked on Patience, penetrating now, Ophelia opens the box. She takes out a MOLDED BALL OF GREEN HERBS and throws it at Patience.

\*

\*

\*

Patience catches the ball and almost unconsciously raises it to her nose. She inhales deeply and her body shudders in relaxation.

\*

\*

She pulls her hand away from her face and looks up at Ophelia. A question on her face.

(CONTINUED)

49 CONTINUED: (2)

49

OPHELIA  
(eyes wide)  
Catnip.

\*

Patience stands abruptly. We HEAR George's ANGRY VOICE  
OVER:

GEORGE (V.O.)  
What the hell is *wrong* with you?!

50 INT. HEDARE BUILDING - ART DEPARTMENT - DAY

50

Patience's cubicle. CO-WORKERS occasionally visible as they hurry by, heads down, trying not to be noticed by the furious boss. Embarrassed for Patience. Sally eavesdrops from her cubicle, cringes with every word. Lance steps to join her. GEORGE paces, in mid-harangue. PATIENCE, head hanging low, as if in tears, sits in her chair clutching a sketchpad.

GEORGE  
You never delivered the designs.  
You do not, in fact, even know  
where they are. And you do not  
know where they are because, and I  
quote, 'You can't remember'?!  
Your incompetence is *staggering* --

Patience raises her head, turns toward George, dry-eyed.

PATIENCE  
Hmm?

GEORGE  
(the end of  
his rope)  
Are you even *listening* to me?

PATIENCE  
Not as much as you're listening to  
yourself..

Sally reacts. Lance looks to Sally. The whole department seems to get quieter. It turns out Patience has been DOODLING on a document on her desk. George snatches it up to see --

(CONTINUED)

50

CONTINUED:

50

-- a rather nasty CARICATURE of him, spraying sweat, smoke and fire from his head.

GEORGE is speechless. He crumples the page in his fist and turns on his heel, heading out of the cubicle. Patience blinks, realizing the gravity of the situation.

PATIENCE

Mr. Hedare, *wait*. I don't know what got into me. I'm *sorry*.

She means it. GEORGE turns back to her. He glares.

GEORGE

Sorry? Is that all? 'Sorry' isn't *nearly* enough.

Patience freezes mid-nod. Head bowed, she narrows her eyes.

PATIENCE

Then let me try the remix...

-- then looks up with a cold expression.

Her VOICE has a different timber, more confident, sexier (she'll use this voice whenever her alter-ego leaks out):

PATIENCE

... I'm sorry for every minute of my life I've wasted working for an untalented, unethical and unappreciative egomaniac like *you*.

There are many variations of "holy shit!" in stifled tones from all over the department. Sally nearly falls out of her chair. Lance does an impromptu dance beside her. George utters it like a curse:

GEORGE

Clean out your cubicle.

George storms away. A beat. Patience seems startled by her own words. She panics and she rises to call after him.

PATIENCE

Wait! Mr. Hedare! I didn't mean  
-- Mr. Hedare! I was kidding!  
(sotto voce, to self)  
Wasn't I?

(CONTINUED)

50 CONTINUED: (2)

50

No use. He doesn't stop. Patience leans against the cubicle wall. Defeated. Sally opines:

SALLY

My hero.

CUT TO:

51 INT. GEORGE'S OFFICE - DAY

51

LAUREL is sitting at the desk, there are PHOTO PROOFS sitting on the corner of it. Laurel is staring at them from a distance. Wesley enters.

WESLEY

Mr. Hedare wanted me to inform you that he'll be at the factory for the rest of the afternoon.

LAUREL

(to Wesley)

If by 'factory' you mean 'at the Four Seasons teaching Drina how to open the mini bar'? Consider me informed.

WESLEY

He just said --

LAUREL

Wesley, George hasn't said anything meaningful to me since 'I do.'

\*  
\*  
\*  
\*  
\*

Wesley retreats. Laurel stares at the proofs as if they were roaches. Preparing herself. Finally, she picks them up and walks to the light of the window.

ANGLE ON PHOTOS

DRINA the new face of Hedare. She is very gorgeous. And very, very young.

Laurel takes a deep breath. Pained, she looks up from the proofs and out the window.

ANGLE OUT WINDOW

George and Drina smiling and entering a waiting limo.

(CONTINUED)

51 CONTINUED: 51

Laurel steps backwards, brushes against the desk. Her hand closes around a delicate WATER GLASS. She lifts it to drink, but it's empty.

She slams it back on the table. It SHATTERS into splinters. Laurel looks down at it without wincing. With an odd expression on her face she lifts her hand and shakes the sharp shards of glass off.

CLOSE IN ON her hand -- it's completely unharmed.

51A OMITTED 51A \*

52 EXT. CITY STREET - DAY 52

The Hedare building looms behind them as Patience and Sally head down the street, Patience carrying her meager personal items in a canvas bag.

(CONTINUED)

52 CONTINUED:

52

PATIENCE

I don't know how to describe it.  
It's like... it's like I was  
saying it but I *wasn't* saying it  
at the same time...

SALLY

Well whoever said it deserves the  
thanks of a grateful art  
department.

PATIENCE

You don't *understand*, Sally. I  
wanted to *hurt* him. I would have  
*liked* hurting him.

A DOG WALKER with TWO DOGS passes them. The DOGS go  
crazy, BARKING and GROWLING at Patience as they pass.  
Sally jumps back, but Patience tenses and lets out a  
little HISS.

Patience relaxes as the dogs pass and turns to find Sally  
staring at her.

SALLY

*What was that?*

Patience tries to cover with a little sniff.

PATIENCE

Nothing. Allergies?

Patience's attention is drawn to a GLINT OF LIGHT from a  
shop window. Patience pauses, glances in --

A JEWELRY STORE - ANGLE IN WINDOW

Beautiful jewels catch the light, the centerpiece a  
diamond-tipped CLAW NECKLACE resting on black fabric.  
RACK FOCUS, PATIENCE'S reflection -- a sigh. The  
necklace looks a million miles away right now.

PATIENCE

Pretty...

(a flicker  
of Catwoman)

Sooo pretty....

(gathering,  
no response)

Sal?

(CONTINUED)

52 CONTINUED: (2)

52

But when she turns she sees Sally collapse, losing consciousness as she hits the ground.

PATIENCE

Sally!

53 INT. HOSPITAL - HALLWAY - DAY

53

An ORDERLY rolls SALLY out of an examination room on a gurney, PATIENCE rises from a chair outside. She follows alongside as Sally is moved to another room.

SALLY

Have you noticed that when they keep you for observation, nobody ever observes you?

PATIENCE

Sal. Do they know what's wrong?

SALLY

(shakes her head)

Not a clue. They keep running tests, but. Hey, upside? You should see my doctor.

PATIENCE

Sounds like you're getting better already.

SALLY

Reminds me. What's up with the handsome yet modest but who cares 'cause he's so handsome detective?

Patience winces at the memory:

PATIENCE

I... attacked him.

THE ORDERLY leaves Sally in the hall for a moment.

SALLY

Atta girl. It's about time!

PATIENCE

No. Trust me, not in a *good* way.

(sighs)

I don't think it's gonna work out.

(CONTINUED)

53 CONTINUED:

53

SALLY

You *never* think it's gonna work out. I will *not* let you sabotage a good thing.

PATIENCE

You talk a pretty mean game in that backless gown.

SALLY

My shoulder blades are my best feature. *Look.* If it's broke, fix it.

Sally always makes her smile. Even now.

SALLY

Now get outta here. The hottie doctor's coming, I need to look vulnerable.

CUT TO:

54 INT. COMMUNITY CENTER - DAY

54

START CLOSE ON Tom Lone as he exclaims:

LONE

It's *wrong*...

ANOTHER ANGLE

REVEALS LONE sitting casually at a table, talking to a group of TEN-YEAR-OLD KIDS gathered on the floor in front of him, lounging on overstuffed pillows. CHILDREN'S ART hangs on the walls, many TOYS about -- this is clearly a refuge for the young.

Lone continues:

LONE

You can't just *take* something without paying for it. There's no such thing as a little bit against the law. It is or it isn't. Forget that? You're the bad guy.

KID #1

(interrupting)

Can I see your gun?

(CONTINUED)

54

CONTINUED:

54

LONE

(without missing  
a beat)No. And we don't like bad guys,  
do we? We like --

KID #2

Is it loaded?

LONE

Yes. We like good guys. You know  
what makes somebody --

KID #3

Will you shoot it?

LONE

No. You know what makes somebody  
good?

KID #1

Can I shoot it?

Lone sighs. That's when he spots Patience in the back of the room, a takeout coffee cup in her hand. She's been watching and listening. Lone reacts, surprised, a little wary, too. Then:

LONE

I'm not saying it's easy. I'm not  
saying that some people don't  
choose to be bad. But I want  
something different for you. I  
want you to be the good guys.

\*

Lone says it with quiet fervor, and absolute certainty. Patience is moved by what she sees and hears. More than she understands. Lone smiles at the kids.

LONE

Now let's go shoot some hoops.

The KIDS CHEER, run for the exit. PATIENCE approaches LONE. A beat, then:

PATIENCE

Hi. I called the station, they  
said you might be here...  
(holds out cup)  
You never got your coffee.

(CONTINUED)

54 CONTINUED: (2)

54

ON CUP

PATIENCE has decorated the CARDBOARD CUP with COLORED PENS, the word "SORRY" at the center of the design. LONE accepts the peace offering.

PATIENCE

Look, I'm sorry I was so... weird.  
It was just one of those crazy  
days. You ever have days like  
that?

LONE

Not exactly. But *this* day? It  
just got better.

His evident good humor makes PATIENCE smile.

55 EXT. COMMUNITY CENTER - DAY

55

Expanses of concrete in this poor neighborhood, a sign reads "COMMUNITY CENTER." THE KIDS play basketball, LONE AND PATIENCE walk together nearby. He sips his coffee.

PATIENCE

You are a brave man, facing a mob  
like that. And no back-up.

LONE

I work alone. Most of the time.

PATIENCE

By choice?

LONE

(rueful smile)

Yes. Theirs.

(as she laughs)

I've had partners. Turns out I  
take my job a little too  
seriously.

PATIENCE

You know my friend Sally, that's  
what she says about me. She says  
I'm fun deficient.

\*  
\*

LONE

I don't believe that.

(CONTINUED)

55

CONTINUED:

55

A BASKETBALL comes bouncing toward them. Patience catches it. And starts idly playing with it -- bouncing it between her hands, dribbling it, lightly swatting it -- subconsciously playing like a cat.

Lone watches her, amused. She sees him and comes to, realizing what she's doing. She tosses the ball to a KID.

PATIENCE  
(mildly embarrassed)  
Haven't played since I was a kid.

Lone holds his hands out and the kid throws it back to him. Lone starts dribbling. Toward her. Engaging her in the game.

KID #2  
One on one?

\*

LONE  
Who? Me and her?

\*

\*

Kids chant "one on one."

\*

CHEERED ON by the kids, they play. Fun, sexual. Patience batting at the ball in almost feline fashion, Lone playing solid pick-up ball. His street hoop style in contrast with her playful agility.

Patience goes in for a lay-up, Lone blocking. But Patience leaps up, knees onto his chest and SLAM DUNKS it.

They fall to the ground. Patience looks happy and a little shy, Lone intrigued. Rising, they share a moment until they are interrupted...

KID #1 (O.S.)  
Hey, can we have our ball back now?

56

INT. PATIENCE'S APARTMENT - NIGHT

56

PATIENCE tosses and turns in bed. LOUD MUSIC from the same party apartment across the way. She GROANS, rises wearily, and crosses to the window.

Patience opens it, looks to the window opposite. The latest party is visible inside. This time Patience SHOUTS with surprising force:

(CONTINUED)

56

CONTINUED:

56

PATIENCE

Keep it down over there!!!

A beat. The ROCKER HOST sticks his head out an open window.

HOST

*Get a life.*

He sneers, turns back to the party. Patience is fuming. A beat. And the MUSIC plays even LOUDER than before. Patience gets even angrier... then her gaze falls on his shiny new motorcycle and her anger turns into a wicked, greedy, smile.

PATIENCE

*Get a bus pass.*

She grabs the side of the window as if to climb out, then looks down at her nightgown...

CUT TO:

57

OMITTED

57

58

INT. PATIENCE'S APARTMENT - NIGHT

58

AT HER CLOSET, PATIENCE pushes clothes aside to get to...

A gift box. The box says "Open in case of dating emergency, From Sally and Lance" in large, loopy letters. She opens it.

Inside is a LEATHER OUTFIT, tight pants and a jacket and boots. Nice. The box had been opened, but the price tag is still on the clothes, she RIPS IT OFF with her teeth.

PATIENCE grabs SCISSORS, STAINS and ART SUPPLIES from shelves near her drawing table.

59

INT. PATIENCE'S APARTMENT - BATHROOM - NIGHT

59

IN THE MIRROR, PATIENCE ATTACKS HER HAIR with a pair of SCISSORS -- locks fall right and left.

She works COLORED STAINS through her newly SPIKED HAIR.

DARK KOHL STICK highlights her eyes in the Ancient Egyptian fashion.

She chooses a strong grease paint color for her lips.

60 EXT. PATIENCE'S BUILDING - FIRE ESCAPE - NIGHT 60

PATIENCE makes a spectacular LEAP to the courtyard below. She lands with impossible grace, then steps through the dark toward... the ROCKER HOST'S beautiful MOTORCYCLE. The MUSIC still THUMPS from above.

61 OMITTED 61

61A EXT. STREETS - CONTINUOUS ACTION 61A

Patience straddles the bike.

\*

PATIENCE

\*

Time to... accessorize.

\*

The MOTORCYCLE jumps out onto the street, SKIDS sideways and takes off like a rocket.

Patience drives recklessly but skillfully through the traffic, testing its limits, laughing, having fun -- a cat with a shiny new toy, allowing herself to be Catwoman.

62 EXT. JEWELRY STORE - NIGHT 62

The MOTORCYCLE SKIDS to a stop in front of the store Patience and Sally passed earlier. Catwoman kicks down the kickstand.

She sees a flash of light, amplified sound of GLASS BREAKING -- she cocks her head, intrigued.

CATWOMAN

Hey, no fair, that was my idea.

63 INT. JEWELRY STORE - NIGHT 63

THIEF #1 methodically BREAKS DISPLAY CASES using a HANDGUN. He snatches the contents -- necklaces, etc.

The CAMERA PANS THROUGH the jewelry store, dimly lit with a high ROW OF FAIRY LIGHTS TO the second floor where THIEF #2 hovers above a GLASS DISPLAY CASE.

The CAMERA CONTINUES TO PAN TO THIEF #3. CLOSE IN ON him trying to open a LOCKED STEEL CASE OF DRAWERS with a BLOWTORCH and TOOLS. CATWOMAN creeps lightly in behind him, and gently blows into his ear. He turns... but there's nobody there.

(CONTINUED)

63

CONTINUED: (A1)

63

CLOSE IN ON a BAG being filled with jewels by THIEF #2. A moment later Catwoman's gloved hand reaches INTO FRAME and snatches up the BLACK JERSEY FABRIC (which will become her mask) underneath the bag of jewels, sliding the bag across the counter.

(CONTINUED)

63

CONTINUED:

63

THIEF #2 senses the movement and turns his head but all he sees is THIEF #3 still working on the STEEL CASE.

ON the first floor THIEF #1 continues to work emptying the display case. Catwoman emerges behind him.

CATWOMAN (O.S.)  
(barely a whisper)

Amateurs.

He freezes. Then resumes. As the thief moves CATWOMAN moves with him, looking over his shoulder, close enough to touch but unseen. Each time he turns his head, she has slunk out of his view -- her timing is impeccable. He stops again when he hears:

CATWOMAN  
(again, a whisper)  
Idiot. Look behind you.

He whirls around, his GUN pointed, but CATWOMAN has disappeared.

Back to work, GUN still in his hand THIEF #1 pulls out a case, revealing a diamond CLAW NECKLACE. Lifting the case, he looks around and when he turns back, the CLAW NECKLACE is gone.

He looks to THIEF #2 who is across the room walking down the stairs. Catwoman now WEARING THE CLAW NECKLACE appears beside THIEF #2. She gives THIEF #1 a wave, he draws his gun. THIEF #2 thinks he's drawing at him, and draws HIS GUN. Catwoman is gone.

THIEF #2  
What the hell are you doing?

Thief #3 is descending the staircase:

THIEF #3  
There's somebody --

THIEF #2  
What?

All three turn as Catwoman speaks from atop the mezzanine:

CATWOMAN  
You boys think you can just barge  
in here and take all these  
beautiful things that don't belong  
to you...?

(CONTINUED)

63

CONTINUED: (2)

63

Thieves #2 and #3 cock shotguns. Thief #1 raises his HANDGUN.

CLOSE ON CATWOMAN'S EYES

CATWOMAN

What a purrfect idea.

BACK TO SCENE

A SPRAY OF PLASTER -- Catwoman vaults down as THEY FIRE. They FIRE after her but she is too quick. Thief #2 pumps his GUN, looks around frantically but she has disappeared.

THIEF #2

What the hell was that?!

Catwoman springs from behind a DISPLAY CASE, gives Thief #2 a kick in the head which sends him flying into Thief #3.

Catwoman scampers up a post, banking from wall to wall as Thief #1 tries to get a beat on her, his handgun poised. She lands on a display case and Thief #1 FIRES his HANDGUN again, Catwoman leaps above the racing bullet and grabs:

The STRING OF FAIRY LIGHTS and yanks it off the molding, somersaulting in the air. She cracks the string of lights at Thief #1. His gun flies and the bulbs pop one by one -- She dropkicks him.

Catwoman confronts Thief #2 and #3 as they rise. She delivers a series of Capoeira style kicks as the 3 thieves circle around her.

She kicks Thief #2's legs out from underneath him, flips and immediately delivers another kick to his head. He drops to the ground and she pounces on top of him, hands poised to scratch his face.

Thief #3 tries to attack from behind and Catwoman flips, delivering a kick to the chest, knocking the wind out of him as he crashes to the floor SURFING HIS BODY across the room.

Thief #1 rising, spots his gun, Patience anticipates his move and slides though his legs reaching the gun before he does. She knocks him out cold. Catwoman pauses to regard the wreckage with a satisfied expression. She HEARS SIRENS coming CLOSER. Then:

(CONTINUED)

\*  
\*  
\*

63 CONTINUED: (3)

63

CATWOMAN

*Mice.*

CATWOMAN swiftly gathers up the fallen jewels, sweeping them into a SWAG BAG. With lightning speed, she vanishes out the JIMMIED DOOR in back.

64 OMITTED

64 \*

65 EXT. ROOFTOPS/CITY STREETS - NIGHT

65

PATIENCE, silhouetted against the sky, is having a great time, leaping from building to building, scrambling across rooftops. POLICE SIRENS recede in the distance. CAMERA PANS AWAY FROM Patience and looks OVER the city rooftops TOWARD the Hedare Building. CAMERA MOVES CLOSER TO the building and then SWOOPS INTO a window as -- NIGHT BECOMES DAY.

66 INT. HEDARE BUILDING - LOBBY - DAY

66

LAUREL, in crisp business attire, steps out of the parking elevators, crosses toward another bank. WORKERS on SCAFFOLDING, whom we hear throughout scene. Laurel barely registers her surroundings until she sees something that causes her to stop in her tracks.

WORKERS are covering her IMAGE over with a new GRAPHIC: the face of... DRINA.

LAUREL'S IMAGE is coming down everywhere, while DRINA'S FACE is going up instead.

Laurel stands and watches, her expression expressively neutral. She takes a deep breath.

GEORGE approaches Laurel from behind.

GEORGE

Don't be sad, darling. No one can defeat Father Time.

He reaches over and runs his finger over the skin around her eyes. She flinches.

GEORGE

Though you put up a hell of a fight. Beau-line works wonders, doesn't it?

(CONTINUED)

66

CONTINUED:

66

LAUREL

(a little loaded)

Yes it does.

GEORGE

I have a busy day. Drinks, then  
dinner. Don't wait up.

LAUREL

I stopped waiting a long time ago,  
George.

George ignores the barb, smiles, and starts to leave.  
Then he turns back, irritated by what he remembers:

GEORGE

Oh, and lunch tomorrow? Cancel  
it, too.

LAUREL

Problems?

GEORGE

Oh, I doubt it. But Slavicky  
won't stop calling. Scientists  
are worse than models. You have  
to coddle them like children.  
I'll have Wesley reschedule.

Laurel just nods, distracted, as George walks away. She  
looks up to see a PLASMA SCREEN with her picture suddenly  
going blank. Her expression hardens...

\*

CUT TO:

67

INT. PATIENCE'S APARTMENT - DAY

67

TRACK OVER the stolen JEWELS, scattered across the floor,  
till we FIND PATIENCE, lying at the foot of her bed.

(CONTINUED)

67

CONTINUED:

67

She yawns and stretches like a cat. She still wears the leather outfit. She jerks uncomfortably, pulls --

\*

-- a beautiful DIAMOND RING out from underneath her. She goes to put it on her left hand -- shakes her head, puts it on the right, admiring:

\*

\*

\*

PATIENCE

\*

Better on the right.

\*

She then takes in the jewels on the floor, her expression increasingly horrified as the memory of the night before returns. She quickly takes off the ring.

\*

\*

CLOSE

as PATIENCE SWEEPS THE RING AND THE REST OF THE JEWELS into a PAPER BAG. She picks up the CLAW NECKLACE, biting her lip. She drapes it across her throat for a moment...

\*

Then she dangles it over the bag, above an OPEN DRAWER. Then she moves the necklace just a couple of inches, and drops it.

It falls past the bag and into the drawer. With a slightly guilty expression, she shuts the drawer with her hip.

68

INT. JEWELRY STORE - CLOSE ON A PHOTO - DAY

68

of the CLAWED NECKLACE. We hear the voice of a JEWELER over:

JEWELER (O.S.)

This was one-of-a-kind, from Egypt. Lucky I got insurance.

WIDER - THE JEWELER

is going through a PHOTO ALBUM of his inventory, pointing out missing pieces to TOM LONE, who's studying the photos and taking notes. A FORENSICS TEAM dusts for prints, etc. in the back of the store.

Lone looks around the crime scene. Shakes his head. Refers to his notebook, as one of the COPS speaks up.

DETECTIVE #1

This is a hell of a profile. What are we gonna call her? Catchick?

(thinks)  
Catbroad?

(CONTINUED)

68

CONTINUED:

68

DETECTIVE #2  
That seems a little derogatory.

DETECTIVE #1  
Bite me, Officer Oprah.

Lone cuts them off.

LONE  
You two?  
(pointing at them)  
Are why I work alone.

FORENSICS COP  
(beat)  
Yo, Tom, check this out.

LONE moves toward the FORENSICS COP, now at the front door, the man wears RUBBER GLOVES, indicating --

-- the stolen JEWELS.

THE JEWELER looks over their shoulders, GASPS. Tom throws open the door and steps to the sidewalk. He looks left and right. Nobody in sight. Tom turns back to the door.

The Forensics Cop lifts the lid of the box with a pen, peeks in. Lone looks at him inquiringly.

FORENSICS COP  
(beat)  
Cupcakes.

OFF of Lone's expression...

69

EXT. OPHELIA'S HOME - DAY

69

Ophelia's front door opens to reveal Patience, eyes begging.

\*  
\*

PATIENCE  
(pleading)  
Please. You have to help me. I  
don't understand what's happening  
to me.

\*  
\*  
\*  
\*  
\*

Nobody speaks. Ophelia stares at her for a beat, then opens the door wider, PATIENCE comes inside.

70

OMITTED

70

\*

71 INT. OPHELIA'S HOME - LIVING ROOM - CLOSE - CLOSED BOOK 71 \*  
- DAY

The cover -- Bast by Ophelia Powers.

CLOSE - OPHELIA'S HAND

opens the book to reveal a DRAWING of an EGYPTIAN TEMPLE,  
a huge golden statue of a CAT in the center. We hear  
OPHELIA OVER:

OPHELIA (O.S.)

The Goddess Bast.

MIDNIGHT LEAPS onto the page, looking at the picture of  
the goddess -- he bears a strong resemblance to the  
golden cat drawing.

WIDER - OPHELIA AND PATIENCE

are sitting on the couch in the living room, looking down  
on this heavy tome. Ophelia gently moves Midnight aside  
and turns the page. \*

OPHELIA

The Maus are sacred to Bast. They  
are her messengers. \*

Patience traces one of the symbols in the book,  
remembering.

PATIENCE

You wrote this?

OPHELIA

I was a professor for twenty  
years... until I was denied  
tenure.

(shakes her head)

Male academia.

TIME CUT TO:

OPHELIA'S LIBRARY - CLOSE ON A STATUE OF BAST \*

PULL BACK to reveal Patience and Ophelia standing on a  
balcony. \*

(CONTINUED)

71 CONTINUED: (A1)

71

OPHELIA

Bast is a rarity. A goddess of  
the moon and of the sun. She  
represents the duality in all  
women. Docile, yet aggressive.  
Nurturing, yet ferocious.

PATIENCE

So, what... what does she have to  
do with me?

(CONTINUED)

71

CONTINUED:

71

Ophelia looks keenly at her.

OPHELIA

What happened the other night?

PATIENCE

(immediately tense)

I don't remember.

OPHELIA

Do you want me to tell you?

A long pause. Patience is frightened... finally, in a small voice...

PATIENCE

... Yes.

OPHELIA

(nods)

You died.

PATIENCE

What?! I didn't die! I'm right here!

Ophelia shakes her head "no."

PATIENCE

(looking for a way out)

You're crazy! You're a crazy cat lady!

Ophelia takes Patience by the arms and looks into her eyes.

OPHELIA

You *died*. But... you were reborn. Resurrected!

Patience struggles against Ophelia's grasp.

PATIENCE

You're out of your --

OPHELIA

By the goddess! By her messenger.  
By the Mau!

(CONTINUED)

71

CONTINUED: (2)

71

A horrible look of dread comes over Patience's face. She turns her head to see MIDNIGHT staring right at her, eyes full of mysterious cat wisdom. Her eyes widen.

MEMORY FLASH

of water... drowning...

BACK TO SCENE (PRESENT)

And then...

Ophelia SHOVES Patience completely off the balcony, hard.

Patience falls, lands on her feet in an attacking crouch, her scream transforming into an inhuman SNARL of outrage.

She looks up at Ophelia, fire in her eyes. Ophelia stands at the balcony rail, and she calls out:

OPHELIA  
Midnight saved you.

MEMORY FLASH

of Midnight breathing life into her.

BACK TO SCENE (PRESENT)

Patience's demeanor changes, the outrage flees. She sits, on her hands and knees, stunned by what Ophelia is saying.

OPHELIA  
(gentler)  
You're not alone, child. They've  
saved others before you. Look.

Ophelia throws down pages which land on the floor in front of Patience.

\*  
\*

Patience looks over. She sees some old parchment, some glossy photos. Still on her hands and knees, Patience looks at them. Ophelia now stands behind her.

\*  
\*

(CONTINUED)

71 CONTINUED: (3)

71

OPHELIA

\*

You are a *catwoman*. Every sight,  
every smell, every sound  
incredibly heightened. Fierce  
independence, total confidence,  
inhuman reflexes.

CLOSE

We GLIMPSE a watercolor image of an ASIAN CATWOMAN, a  
drawing of a (very different) CAT MASK, a blurry  
SURVEILLANCE PHOTO of SELENA KYLE (from Batman Returns).

Ophelia grabs a MASK from the table behind her.

\*

Patience looks away from the photos, in turmoil. Then up  
at Ophelia kneeling beside her, holding the dramatic mask.

PATIENCE

(incredulous)

What do I do now? I'm not  
Patience anym--

OPHELIA

(cutting her off)

You *are* Patience... and you are  
Catwoman. Duality personified.

Ophelia holds out the ethnic mask to Patience.

OPHELIA

*Accept it*, child. You've spent a  
lifetime caged. In accepting who  
you are, all of who you are... you  
can be free...

72 INT. PATIENCE'S APARTMENT - CLOSE ON THE NECKLACE -  
EVENING

72

as PATIENCE violently pulls it apart and the diamond-  
tipped CLAWS fly off --

CLOSE as a CLAW punches through the FINGERTIP of a GLOVE.

73 MEMORY FLASH

73

-- Being chased at the factory.

SCISSORS ATTACK THE ETHNIC MASK.

-- creating a new design.

74

CLOSE ON THE LEATHER PANTS

74

clinging to Patience's legs -- her CLAWED GLOVE tears  
HOLES across it for greater freedom of movement. They  
tear off the TOES of her BOOTS.

75      MEMORY FLASH      75  
DROWNING...

76      CLOSE      76  
AS THE CLAW RIPS THE SLEEVES FREE.

CLOSE ON THE DRAFTING TABLE

A rough LAYOUT for the HEDARE LOGO. CATWOMAN'S SHADOW LOOMS across the image -- we make out points of ears, claws, a dramatic SILHOUETTE.

77      MEMORY FLASH      77  
-- Waking up in the grass with Midnight breathing into her...

78      FLASH      78  
on Hedare factory, then...

79      CLOSER - THE HEDARE LOGO      79  
-- HER CLAWS rip across the paper, leaving FIVE JAGGED TEARS.

79A      EXT. ROOFTOP - NIGHT      79A  
The skyline of a rooftop, a bright moon behind it. A shadowy figure slowly appears atop it, framed in the moonlight.

CAMERA ZOOMS IN SLOWLY to give us our first good look at CATWOMAN in all her glory. Leather PANTS cut in the pattern of the Mau's fur, revealing plenty of skin.

The TOP has been converted to a halter, the cut SLEEVES she wears over her forearms, the diamond-tipped CLAWS protrude from her gloves. A couple of BELTS are worn like bandoliers across her torso.

She still wears the JERSEY DOO-RAG, but now the refashioned ETHNIC MASK extends between her eyes, with leather ears. She cuts an amazing figure.

She looks across at a nearby rooftop and... leaps.

79B EXT. ROOFTOPS - NIGHT

79B

Catwoman is scampering on the rooftops, making her way across town in the dark of night.

80 EXT. INDUSTRIAL WATERFRONT - NIGHT

80

Catwoman nears the factory when her head suddenly cocks, all her senses alert. She slowly turns her head to see, far away...

The GLOW of a CIGARETTE being flicked away. From the shadows, ARMANDO emerges and crosses to a limo.

ZOOM IN ON Catwoman's face, now masked. She is looking down, watching Armando intently.

81 FLASHBACK - INT. HEDARE FACTORY - STORAGE ROOM -  
PATIENCE'S POV - NIGHT

81

SLOW MOTION -- ARMANDO FIRING A GUN at Patience --

82 EXT. INDUSTRIAL WATERFRONT - NIGHT (BACK TO PRESENT)

82

CLOSE IN ON CATWOMAN gritting her teeth, narrowing her eyes.

(OVER) The LIMO STARTING UP and pulling away.

Catwoman's head jumps up and disappears as she leaps.

82A EXT. ROOFTOPS - NIGHT

82A

Catwoman is again scampering on the rooftops, making her way across town, this time following the limo.

83 EXT. NIGHTCLUB - CATWOMAN'S POV - NIGHT

83

ARMANDO, approaching a CROWD outside a NIGHTCLUB, a long line waiting outside a VELVET ROPE.

He proceeds to the front of the line, where the BOUNCER, a large man in a WATCH CAP with a CLIPBOARD, unlatches the rope.

Armando nods, slips inside.

84 INT. NIGHTCLUB - NIGHT

84

THROBBING TECHNO MUSIC. WIDEN, the place is lit by colorful swinging SPOTS and occasional bursts of STROBE LIGHT, many MIRRORS. MALE and FEMALE DANCERS gyrate on raised STAGES.

AT A BAR, a BARTENDER brings ARMANDO a beer, he produces a 100-DOLLAR BILL.

ARMANDO  
I've been here all night. Right?

BARTENDER  
(taking the bill)  
Absolutely.

ARMANDO  
Keep the change.

Armando moves into the crowd. A beat. The Bartender looks O.S., and reacts. With interest, even amazement.

BARTENDER  
What can I do... for you?

(CONTINUED)

## ANOTHER ANGLE

REVEALS Catwoman at the bar, swaying almost imperceptibly to the music.

## CATWOMAN

White Russian, no ice, hold the vodka and Kahlua.

The Bartender blinks, reaches down and pours from a carton into a shot glass.

## BARTENDER

Cream, straight up.

CATWOMAN knocks back her drink, licks white residue from her lips and sees --

ARMANDO, taking a seat by a STAGE, where DANCERS gyrate.

The guy next to Catwoman -- call him RANDY -- moves closer. He eyes the hint of milk residue still on her lips, lasciviously.

\*  
\*  
\*

## RANDY

Need some help with that?

\*

Catwoman ignores him. His girlfriend -- SANDY -- approaches, colorful martini in hand, doesn't like the way her boyfriend is up on this chick. She looks Catwoman up and down with disdain.

\*  
\*

## SANDY

How did trash like you get into a club like this?

\*  
\*  
\*  
\*  
\*

Catwoman's back goes up for a moment, but then she smirks.

## CATWOMAN

One man's trash is another man's treasure...

\*  
\*  
\*  
\*

She crosses to the DANCE FLOOR. Her movements pick up the beat, she begins to dance -- uninhibited, sensuous, with increasing abandon. STROBE LIGHTS and MIRRORS capture her lithe, gyrating form.

\*

(CONTINUED)

84 CONTINUED: (A2)

84

NEARBY MEN cluster around, abandoning their own PARTNERS, moths to a flame. CATWOMAN pays them no mind, she could be all alone here.

She LEAPS above the fray, onto the raised platform joining a COUPLE dancing with a BULLWHIP. Catwoman eyes the whip greedily.

CATWOMAN

Gimme.

She snatches it, CRACKS it a few times, the crowd loves it.

(CONTINUED)

84

CONTINUED: (2)

84

CATWOMAN'S DANCE combines feline grace with astonishing gymnastic moves. She gets down on all fours, SCRATCHES a CENTER POLE -- then uses the whip to swing around it, finally climbing it like a cat on a tree and hanging upside-down. She's positioned herself so that she's very close to --

-- ARMANDO, who's getting into this, all the more when he realizes her eyes are locked on him. She moves across the stage, coming on to him, her body impossibly flexible. She CRACKS the whip, missing him by inches -- he starts, then she smiles and gently wraps the whip around his throat, and --

-- pulls him up on stage. ARMANDO is surprised as CATWOMAN dances him back toward a BACKSTAGE AREA. She runs her body close to his, a lascivious look -- which suddenly turns icy.

CATWOMAN swiftly yanks him through an EXIT --

85

EXT. NIGHTCLUB - ALLEY - NIGHT

85

A SIDE DOOR flies open as ARMANDO flies through it, landing on his ass. CATWOMAN springs out, lands hard on his chest.

CATWOMAN  
Ouch. That felt *good*.

(CONTINUED)

85

CONTINUED:

85

ARMANDO shoves her off him, fumbles in his coat for his gun. His expression becomes worried --

CATWOMAN

You lost. I found.

She produces the weapon from behind her, holding it by the BARREL -- then she tosses it into a TRASHCAN.

ARMANDO moves for the gun, CATWOMAN snaps the whip around his throat -- pulls him close as if in a tango -- then spins him across the alley like a top. He SLAMS HARD against the wall.

CATWOMAN

Do you know me?

ARMANDO gets up for more, but CATWOMAN nails him with a well-placed KICK or two. He hits the ground hard, facedown.

CATWOMAN

I know you.

CATWOMAN puts a knee between his shoulder blades, pulls his head back by the hair.

ARMANDO

What do you want?!

CATWOMAN punctuates her speech by SLAMMING HIS HEAD on the pavement repeatedly.

CATWOMAN

The other night you killed somebody.

(SLAM)

She was -- a good person. She was a friend of mine.

(SLAM)

Why?

ARMANDO shakes his head desperately, won't say anything. She grabs his TONGUE between two CLAWS.

CATWOMAN

Cat got your tongue?

She pulls him to his feet, still holding his tongue -- he makes desperate GARGLING NOISES.

CATWOMAN

Bet you saw that one coming.

(CONTINUED)

85 CONTINUED: (2)

85

She gives him a KNEE in the gut. Armando CHOKES. She releases him, he collapses on the ground, one hand over his mouth, the other clutching his stomach. Catwoman looks at him like a used-up ball of yarn:

CATWOMAN

This'd be a lot more fun if you'd play along. I'm going to ask you nicely. One more time.

She straddles his head, CLAWS OUT, inches from his eyes.

CATWOMAN

... Then I'm going to stop acting like a lady.

ARMANDO

(a gargled voice)

I just do what I'm told!

CATWOMAN

(threat)

Not for much longer.

THE CLAWS are closer now. ARMANDO closes his eyes.

ARMANDO

I don't know your friend! They told me to flush the pipes. That's all. I didn't *know* --

\*  
\*

MOVE IN ON CATWOMAN'S FACE --

86 FLASHBACK - INT. HEDARE FACTORY - PIPE - PATIENCE'S POV 86  
- NIGHT (SLOW MOTION)

A TIDAL WAVE OF WATER rushes AT CAMERA --

87 EXT. NIGHTCLUB - ALLEY - NIGHT (BACK TO PRESENT) 87

CATWOMAN

(almost inhuman)

*Why?*

ARMANDO

Maybe she heard something she wasn't supposed to hear!

CATWOMAN

But *what?*

\*

(CONTINUED)

87 CONTINUED:

87

ARMANDO

I don't know! Beau-line! There's  
something wrong with Beau-line!

Catwoman takes this in -- it makes sense.

CATWOMAN

And Hedare is covering it up.

Armando nods frantically. CATWOMAN pulls back,  
disgusted.

CATWOMAN

Well ain't that a kick in the  
head.

With that, she KICKS ARMANDO in the head -- he's out  
cold.

87A OMITTED  
&  
88

87A \*  
&  
88 \*

88A EXT. HEDARE FACTORY - ROOF - MOMENTS LATER

88A

An open skylight as Catwoman drops down out of sight.

89 OMITTED

89

90 INT. HEDARE FACTORY - CORRIDOR - NIGHT

90

CATWOMAN moves quickly, sure of herself. She passes the  
door into R&D -- and pauses, breathing hard, remembering.  
She takes a few steps back, hesitates before the door --  
-- then THROWS IT OPEN.

\*

91 INT. HEDARE FACTORY - R&D LAB - NIGHT

91

CATWOMAN takes a step inside and freezes.

THE PLACE IS TRASHED. PAPERS are SCATTERED, LAB  
EQUIPMENT SMASHED, COMPUTERS OVERTURNED.

MEMORY FLASH - SAME LOCATION - VIDEO SCREEN

The images of the WOMAN'S FACE DECAYING. Then...

(CONTINUED)

91

CONTINUED:

91

AROUND THE CORNER (PRESENT)

She sees --

-- A BODY. It's DR. SLAVICKY, the scientist who was making the presentation. He lies on his back in a pool of blood, shot repeatedly in the chest.

She crosses to the body. Then...

Catwoman's head jerks up, cocks, catlike at an unheard sound, alert, tensed. Nothing. Finally...

SIRENS IN the DISTANCE, GROWING CLOSER. Her eyes narrow.

An ELDERLY JANITOR enters the room and stares at the scene in shock -- Catwoman, still crouched over the body.

She stares at him, trapped. He backs away, frightened.

JANITOR

Please...

She runs right at him. He shrinks against the wall...

But she runs right past him, through the open door.

92

OMITTED

92

&

&

93

93

94

EXT. HEDARE FACTORY - NIGHT

94

POLICE SIRENS and FLASHING RED LIGHTS approach as CATWOMAN hurries into the night.

95

INT. HOSPITAL - SALLY'S ROOM - CLOSE ON TV - DAY

95

A FILE SHOT of DR. SLAVICKY. A FIELD REPORTER stands in front of the Hedare building, emergency vehicles and police tape in the b.g.

\*

FIELD REPORTER (V.O.)

Dr. Ivan Slavicky, head of research and development at Hedare Beauty, was found dead at the scene.

(CONTINUED)

REVERSE ANGLE - SALLY

watches with interest, stirring at ugly HOSPITAL FOOD on a tray. She looks over at --

-- PATIENCE, as she enters with a small OVERNIGHT BAG. She carries herself differently now, seems forceful, comfortable in her own skin. Her clothes are more stylish, confident. Sally can't believe it. \*

SALLY

First: *wow*. You look amazing.  
Second, this guy is *really* good for you, obviously. Bet you're glad I pushed you into it. Props to Sally, right?

PATIENCE

(smiles)

Props to Sally. Are you going to be okay?

SALLY

They still don't know what it is. So in the interests of hospital policy they're releasing me anyway. I *do* feel better. Maybe I should lay off the chocolate and Cosmos more often.

(points at TV)

Check this out. Some crazy chick in a cat suit murdered Slavicky last night.

Patience freezes, looks warily at the TV --

ON TV -- a POLICE ARTIST'S SKETCH of CATWOMAN. She looks very dramatic, and quite a bit meaner than the one we know. Patience blanches, like looking at a bad photo of herself.

ON TV -- FOOTAGE switches to GEORGE HEDARE, addressing reporters.

GEORGE (V.O.)

Mark my words. The actions of this lunatic will not keep Beau-Line off the shelves. We will launch next week, as scheduled. Because we owe it to the women of this country. Because we owe it to the memory of our fallen colleague.

(CONTINUED)

95

CONTINUED: (2)

95

SALLY

What a phony.

Patience's eyes narrow in anger as she watches George.

Sally's frowning at a nearly empty CONTAINER OF BEAU-LINE she has pulled out of the bag.

SALLY

Damn, I'm almost out.

PATIENCE takes it from her, staring at the label.

PATIENCE

Sal, how long have you been having those headaches?

SALLY

A few months.

PATIENCE

Do me a favor: stop using this.

SALLY

Why?

Patience looks back at the bottle of Beau-line. Reads the slogan.

PATIENCE

'To Be More.'

Patience moves to a TRASH CONTAINER with an orange "BIOHAZARD" symbol, hurls it inside and SLAMS THE LID.

PATIENCE

You're enough.

95A INT. HEDARE MANSION - BATHROOM - DAY

95A

Bottles and bottles of Beau-line on the marble counter of this elegant master bathroom.

Laurel is staring into a MAGNIFYING MIRROR. Running her fingers across her face. She sets it down and looks in the big mirror, just staring...

She slowly reaches for a jar of Beau-line and takes its entire contents onto her palm and starts slathering it on.

(CONTINUED)

\*

95A CONTINUED:

95A

The door opens. A HOUSEKEEPER stands there, embarrassed that she has intruded.

\*  
\*

HOUSEKEEPER

\*  
\*

I am so sorry, Mrs. Hedare!

LAUREL

\*  
\*

Don't be.

Laurel smiles faintly. Has a thought...

\*

LAUREL

\*  
\*  
\*

Take a break, Maria. Join me for a cocktail.

HOUSEKEEPER

\*  
\*  
\*

I'm sorry, Mrs. Hedare... my family...

LAUREL

\*  
\*

Oh, of course. Go ahead.

Maria closes the door.

\*

LAUREL

\*  
\*

(to herself)

\*  
\*

Nothing comes before that...

\*

Laurel looks sadly into the mirror... and she reaches for another jar of Beau-line...

\*  
\*

96 INT. POLICE STATION - BULLPEN - DAY

96

Lone is sitting at his desk, staring into space. The EVIDENCE BAG on the desk in front of him. A DETECTIVE walks up, drops a FILE to his desk. Lone barely registers it.

DETECTIVE

Uh, Tom? Slavicky homicide. Maybe you want to take a look?

\*

LONE

\*

Bob? Would your wife crawl out on the ledge of a building to rescue a stray cat?

DETECTIVE

Maybe if the cat was carrying a pizza.

(CONTINUED)

96

CONTINUED:

96

LONE

(dry)

Thanks.

\*

As he speaks, his eyes fall on --

-- the CARDBOARD COFFEE CUP Patience gave him, the word "SORRY," written on it. It's in a corner of his desk beside a BASKETBALL TROPHY, a PHOTO of his PARENTS.

Lone SMILES, then looks at --

-- the EVIDENCE BAG. Through the plastic, we see the word "SORRY" on the PAPER BAG, in a not dissimilar hand.

Lone blinks, considers this a moment, then shakes his head -- nah, ridiculous. He returns to his paperwork. But soon he looks at it again...

97 INT. POLICE STATION - FORENSICS LAB - DAY

97

TWO IMAGES of the word "SORRY -- " one from Patience's CUP, the other from the PAPER BAG -- are projected on a SCREEN. A LASER POINTER drifts over the two words.

LONE

Were they written by the same person?

REVERSE ANGLE - LONE

is with a GRAPHOLOGIST, who wields the pointer in this busy forensics lab, a variety of equipment, EXAMINERS at work in b.g.

GRAPHOLOGIST

There is similarity. The shape of the 'S,' the loop on the 'Y.' But this first one --

He's pointing at the coffee cup image.

GRAPHOLOGIST

The broad spacing of the letters... indicative of loneliness. The 'O' is... reaching out, insecure -- the handwriting of a people pleaser.

The Graphologist turns his attention to the "Sorry" from the jewelry store.

GRAPHOLOGIST

Now, look at the harsh stroke of the 'Rs' here -- very self-confident... almost angry. The 'O'... this one doesn't play by the rules.

LONE

(relieved)

So they're different people.

GRAPHOLOGIST

(shrugs)

Very. It's not an exact science. But put *these* two women in the same room? You've got yourself one hell of a party.

He flips off the PROJECTOR, gathers some papers.

(CONTINUED)

97 CONTINUED:

97

GRAPHOLOGIST

Got a big weekend planned, Tom?

LONE

I do now.

CARNIVAL SOUNDS UP and --

98 EXT. COMMUNITY CENTER - STREET FAIR - DAY

98

\*

We're at a MOBILE CARNIVAL -- OPEN TRAILERS featuring games of skill, a FERRIS WHEEL and a few RIDES on the backs of TRUCKS, POPCORN, COTTON CANDY, etc. It's been erected in the parking area and basketball courts of the community center. A BANNER proclaims this the "COMMUNITY CENTER BENEFIT FAIR."

99 A BASEBALL

99

thrown at great velocity knocks off two out of three METAL MILK BOTTLES from A PYRAMID.

PATIENCE threw it.

LONE

Careful. Aren't you supposed to let me win?

\*  
\*  
\*

PATIENCE

I'm not that kind of girl.

\*  
\*

LONE

What kind of girl is that?

\*  
\*

PATIENCE

A loser.

\*  
\*

Lone accepts another ball from the BARKER.

\*

LONE

Can I ask you a question?

\*

PATIENCE

Who did my hair?

LONE

(smiles)

I like it.

(MORE)

(CONTINUED)

99

CONTINUED:

99

LONE (CONT'D)

(hands her the  
new ball)\*  
\*You worked for Hedare. Anybody  
have a grudge against the company?PATIENCE, about to throw again, is jolted by the  
question, and the BALL MISSES the bottles entirely.

PATIENCE

(cautious)

George Hedare isn't the nicest man  
in the world.

LONE

Somebody was murdered at his  
factory last night.Patience is addled and her THIRD THROW goes wild, BARKER  
#2 DUCKS.

\*

PATIENCE

(to Barker)

Sorry!

(to Lone)

He has a lot of enemies. He *fired*  
me.

LONE

I heard.

Patience looks up at him, surprised, then plays coy.

PATIENCE

Am I a suspect, Detective?

Lone winds up, THROWS -- and KNOCKS OVER a pyramid.

\*

Patience smiles at Lone's victory and turns to find him  
staring at her, serious but gentle.

LONE

No.

\*

100 OMITTED

100 \*

101 EXT. COMMUNITY CENTER - FERRIS WHEEL - DAY

101

PATIENCE and LONE share a tight car, the rattletrap  
FERRIS WHEEL CREAKS and MOANS. Patience is delighted  
with it, Lone enjoys watching her. He points, with mock  
awe:

(CONTINUED)

101 CONTINUED: (A1)

101

LONE

Look -- you can see all the way...  
across the street.

The WHEEL CREAKS to a halt.

(CONTINUED)

101

CONTINUED:

101

LONE

Oops. Might be up here for a while.

PATIENCE

(snuggling closer)

You in a hurry?

They turn toward each other, faces close -- looks like the time is right. As they lean into each other...

\*

The Ferris Wheel suddenly LURCHES violently. It jerks back and forth, cars rocking, almost spinning. Some riders and onlookers SCREAM. Patience slams against Lone.

\*

\*

\*

\*

Lone holds her steady and looks over the edge of the car as the wheel JERKS again dangerously.

\*

\*

LONE'S POV - THE BOTTOM OF THE FERRIS WHEEL

\*

On the side a PANICKED CARNIE is struggling desperately, but futilely, with the EMERGENCY BRAKE. Straight below, in the bowels of the Ferris wheel's motor, a GEAR is coming undone, grinding against other gears, the Ferris wheel JERKING every time the gear SLIPS. The motor is starting to SMOKE.

\*

\*

\*

\*

\*

\*

BACK TO SCENE

Lone leans over, YELLING, trying to alert the carnie to the broken gear. But the carnie can't hear him over the NOISE.

\*

\*

\*

LONE

HEY! The gears!

\*

\*

LONE'S POV - THE GEAR

\*

is dangerously close to coming completely undone. The jerks are when the gear catches itself... if it ceases to, the Ferris would spin out of control...

\*

\*

\*

The wheel JERKS again, Patience slides, grabbing on to Lone.

\*

\*

LONE

(over the screaming,  
to Patience)

\*

\*

\*

Hang on!

\*

(CONTINUED)

101 CONTINUED: (2)

101

He assesses the situation and then carefully climbs out on to the support BAR and starts to climb down. Patience watches anxiously.

PATIENCE'S POV - LONE

is impressive, methodically making his way down.

Suddenly, PATIENCE'S head snaps up... a heart-rending WAIL separates from the other sounds. GROWING LOUDER as she ZEROES her FOCUS ONTO...

A SMALL BOY, alone in the car across from them. He is FREAKING OUT, crying for his mother.

INSERT - HIS MOTHER

on the ground, SCREAMING.

PATIENCE

Patience's breath catches in her throat.

PATIENCE

(to herself)

Oh, hang on, boy!

The wheel LURCHES again, more violently. Patience watches in horror as the little boy's car lurches forward, the SAFETY BAR pops open, spilling him out. He hangs from the rail, feet dangling into space.

Patience reacts, jumping to her feet, all cat now. She jumps to the rail above, and climbs with rapid, almost impossible grace toward the center hub. Passing above Lone, who is nearing the bottom.

LONE reaches the bottom, the gears SLAMMING against each other now. He looks around for something to use and spies a small crossbar. Lone grabs it, rips it from its mooring, and approaches the gears.

PATIENCE is moving fast. She sees the terrified child's fingers losing their grip and she... LEAPS the last ten feet, landing with one hand gripping the back of the seat and another wrapping around the boy, saving him.

(CONTINUED)

101 CONTINUED: (3)

101

LONE

The gear is almost completely off. Just as it loses its last grip he takes the small crossbar, grits his teeth, and jams it between the spinning gears. It catches with a metallic SHRIEK. Lone exhales.

The Ferris wheel stabilizes. CHEERS. SOUNDS of relief from the passengers.

PATIENCE

Holding the boy in her free arm. He looks up at her gratefully, wide-eyed.

PATIENCE

It's okay, baby.

(comforting smile)

Scary ride, huh?

The boy nods, trying to stifle the tears. And then...

... the boy's Ferris wheel seat BREAKS LOOSE, spilling Patience and the boy. HE SCREAMS, everybody SCREAMS, as she wraps her arm around the crossbar and...

... Catches the boy at the last second with her legs. He wraps his little arms around them like he'll never let go.

Patience, still in Catwoman mode, looks around for the best way down when she hears...

LONE (O.S.)

I got you.

She looks down -- LONE is standing atop a TICKET BOOTH below them. Suddenly conscious of being Catwoman, Patience changes her expression from determined to grateful...

Lone directs two CARNIES, manually moving the Ferris wheel gears now.

LONE

(to carnies)

Easy... Little more...

And the wheel slowly turns, lowering Patience and the boy closer to Lone. He reaches out his arms, holding them out for the boy.

(CONTINUED)

101 CONTINUED: (4)

101

LONE  
(to boy)  
I got ya.

\*  
\*  
\*

The little boy looks up at Patience, asking if it's  
okay... she nods and he lets go, falling into Lone's  
arms.

\*  
\*  
\*

Down below, bystanders react with relief and loud CHEERS.

\*

Patience looks down to Lone holding the boy and mouths  
"Thank you"...

\*  
\*

102 EXT. COMMUNITY CENTER - STREET FAIR - LATER

102

Patience watches as the little boy hugs his crying,  
relieved MOTHER. Patience turns to Lone, sees him  
looking from the car they started in, to the car she  
ended up in... finally...

\*  
\*  
\*  
\*

(CONTINUED)

102 CONTINUED:

102

LONE

I'm not sure how you did it... but  
I'm impressed.

\*  
\*  
\*

PATIENCE

(smiles)

I *saw* how you did... and so am I.

\*  
\*  
\*

TIME CUT TO:

PATIENCE AND LONE

walk across the carnival grounds. Well-wishers shout out  
congratulations. But Lone is thinking about that first  
embrace. Patience is, too.

LONE

We should celebrate. How about  
dinner? Unless...

PATIENCE

I'd love to. I *want* to. But I  
can't, not tonight.

Lone shows his cute side, downplaying her "no."

\*

LONE

Oh. Well, I shouldn't either.  
Crime's being committed as we  
speak. I should go make the city  
a safer place.

\*  
\*  
\*  
\*

Patience smiles. This guy's great.

\*

PATIENCE

(almost to herself)

That sounds like a nice way to  
spend an evening.

\*  
\*  
\*  
\*

103 EXT. HEDARE MANSION - NIGHT

103

CAMERA MOVES FROM a sprawling MANSION, an ironwork "H" in  
the front gates -- TO a SECURITY CAMERA atop a ten-foot  
WALL. THE WHIP knocks it to one side and --

CATWOMAN, now out of the camera's view, LEAPS up the side  
of the wall and lands on all fours atop it.

AT THE SIDE OF THE MANSION -- CATWOMAN scrambles up a  
trellis toward a second-story window, the whip coiled at  
her belt, it almost looks like a tail. She leaps to the  
ledge, crouches, peering in.

(CONTINUED)

103 CONTINUED: 103

CLOSEUP - A RAZOR-SHARP CLAW

CUTS a CIRCLE into a PANE OF GLASS.

104 INT. HEDARE MANSION - STUDY - NIGHT 104

The GLASS CIRCLE pops out, lands on CARPET. CATWOMAN reaches in, unlatches the window, and swings into the darkened room.

A masculine space -- BOOKS, LEATHER, a large DESK. CATWOMAN begins searching through drawers.

CLOSE

She flips through COMPUTER DISKS, checking labels, tossing them aside.

105 INT. HEDARE MANSION - HALLWAY & FOYER - NIGHT 105

As CATWOMAN comes out of the study, a FIGURE emerges from the darkness swinging a GOLF CLUB -- WHAM!

LAUREL

You picked the wrong house.

\*

CATWOMAN's struck hard in the back and the head -- she topples forward, ROLLS DOWN THE STAIRS. She hits a LANDING, curled up, dazed, clutching her skull.

LIGHTS COME ON -- LAUREL looks down at her from the top of the stairs, wearing silk pajamas, golf club in hand.

\*

She advances, club raised, tentatively pokes at the prone Catwoman with her foot, studies her -- she seems to be down for the count. Laurel leans over her and --

CATWOMAN SPRINGS UP, grabs the CLUB and hurls it away.

Laurel backs away, wary.

LAUREL

You're that cat. The one who killed Slavicky.

\*

\*

\*

CATWOMAN

Now, Laurel. You shouldn't believe everything you see on TV.

\*

\*

(CONTINUED)

105 CONTINUED:

105

LAUREL

What do you want?

\*

CATWOMAN

Is 'the man of the house' home?

\*

LAUREL

Why on earth would he be home?  
*I'm* here.

CATWOMAN

Too bad he missed me.

Laurel has backed against the wall, trying to edge around Catwoman to the stairs. Catwoman leans in...

CATWOMAN

(sultry)

I hear he loves pussy... cats.

\*

Laurel tries to make a break for the stairs, but Catwoman pounces on her and they tumble down the stairs together.

CATWOMAN is atop her when they reach bottom. Face to face...

LAUREL

If you've got a problem with him,  
maybe we can work it out. Girl to  
girl?

\*

\*

CATWOMAN

Oh, that'd be *fun*! We could make  
s'mores and do each other's hair  
and talk about boys.

\*

LAUREL arches her back, throwing Catwoman off, scrambles away and gets to her feet.

CATWOMAN

(rising)

If your husband ever comes home  
again, tell him I know all about  
Beau-line.

\*

\*

\*

\*

\*

Laurel freezes. Stares.

\*

LAUREL

What about Beau-line?

\*

\*

CATWOMAN

It's disease in a jar. Wouldn't  
caulk a sink with it.

\*

\*

(CONTINUED)

105 CONTINUED: (3)

105

Catwoman deliberates, then grabs the cell phone off the table, holds it up.

CATWOMAN

I'm not listed. Hit me up on your cell.

She opens the door, turns, softer... maybe remembering Laurel's kindness to Patience.

CATWOMAN

For what it's worth, I'm sorry.

\*

Laurel shakes her head lightly.

LAUREL

I built my life around him.

CATWOMAN

It's time to get your own.

\*

(CONTINUED)

|     |                                                                                                                                                                                                                        |     |   |
|-----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|---|
| 105 | CONTINUED: (4)                                                                                                                                                                                                         | 105 |   |
|     | She smiles sympathetically and leaves. Laurel stares after her for a beat, her face expressionless.                                                                                                                    |     |   |
| 106 | OMITTED                                                                                                                                                                                                                | 106 | * |
| 107 | EXT. PERFORMANCE CENTER - NIGHT                                                                                                                                                                                        | 107 |   |
|     | NEARBY, CATWOMAN moves around the perimeter, looking for a way in. She spies a large GLASS FACADE, scales it quickly, and leaps from the top to a second-story balcony. The doors are unlocked here, she slips inside. |     | * |
|     | A SECURITY GUARD has witnessed this display with some amazement. He pulls a WALKIE-TALKIE and starts calling it in...                                                                                                  |     | * |
|     | SECURITY GUARD                                                                                                                                                                                                         |     | * |
|     | Call the cops -- you're not gonna believe this...                                                                                                                                                                      |     | * |
| 108 | OMITTED                                                                                                                                                                                                                | 108 | * |
| 109 | INT. PERFORMANCE CENTER - NIGHT                                                                                                                                                                                        | 109 |   |
|     | ON STAGE, a Cirque De Soleil-like acrobatic TROUPE. An underwater theme, BLUE SCRIMS, giant PAINTED FISH. The PERFORMERS swing on TRAPEZES, TIGHTROPES and BUNGEE CORDS, in flowing OUTFITS blown by large FANS.       |     |   |
| 110 | OMITTED                                                                                                                                                                                                                | 110 |   |
| &   |                                                                                                                                                                                                                        | &   |   |
| 111 |                                                                                                                                                                                                                        | 111 |   |
| 112 | INT. PERFORMANCE CENTER - GEORGE'S PRIVATE BOX -<br>MOMENTS LATER                                                                                                                                                      | 112 |   |
|     | George and Drina formally dressed, watch the performance. George is completely absorbed, but DRINA fidgets as she tries to snuggle against him. She sits up.                                                           |     | * |
|     | DRINA                                                                                                                                                                                                                  |     | * |
|     | I think this is a total waste of time...                                                                                                                                                                               |     | * |
|     | GEORGE                                                                                                                                                                                                                 |     | * |
|     | Don't.                                                                                                                                                                                                                 |     | * |

(CONTINUED)

112 CONTINUED:

112

DRINA

What?

GEORGE

Think. Not ever. Consider it a  
condition of our relationship.

Drina stands in a huff, and storms out of the box.  
George shakes his head and turns back to the performance.

Suddenly CATWOMAN lands in the empty seat next to him  
staring at the stage herself.

CATWOMAN (O.S.)

(whisper)

I love this part.

GEORGE spins, startled.

GEORGE

(recoils)

What the --

CATWOMAN

Like my nails? I just had them  
done.

She SLASHES HIM across his cheek. The MUSIC is so loud,  
no one hears his CRY OF PAIN. GEORGE rushes for the  
exit -- but CATWOMAN gets there first, shoves a CHAIR  
under the doors.

She advances on him, BLOOD drips from the SLASHES on his  
cheek, staining his shirt.

CATWOMAN

Ooh, my bad. You can take the cat  
out of the alley, but you just  
can't take the alley out of the  
cat.

She grabs George...

GEORGE

Get your paws off me this  
instant...

... and slams him against the wall of the box, behind a  
curtain, PARTLY CONCEALED FROM VIEW. She wraps a hand  
around George's throat, the CLAW TIPS digging into his  
skin.

(CONTINUED)

112 CONTINUED: (2)

112

CATWOMAN  
I know about Beau-line. I know  
it's poison and I know you're  
covering it up.

The DOOR is RATTLING, people trying to get into the box.  
CATWOMAN gives his throat a SQUEEZE -- George chokes.  
Catwoman leans closer, close enough to ask:

CATWOMAN  
So did my girl Patience. That's  
why you killed her.

GEORGE  
What? I *fired* her --

CATWOMAN  
Sad, isn't it? That your last  
words will be a lie. Oh well --

But just then: The BOX DOOR flies OPEN, TWO UNIFORMED  
COPS run in, guns drawn.

CATWOMAN throws George aside, HISSING with frustration.  
She leaps to the lip of the box --

MORE COPS charge up the aisles, pointing at her --  
there's only one way out.

113 CATWOMAN

113

LEAPS to a TRAPEZE on the stage, amidst the PERFORMERS.  
She SWINGS to an ACROBAT on a BUNGEE CORD, lands on his  
back, then SPRINGS off him into the rafters.

THE AUDIENCE CHEERS at the amazing stunt.

114 INT. PERFORMANCE CENTER - BACKSTAGE - NIGHT

114

CATWOMAN darts across the overhead LIGHT GRID, backstage,  
behind and above the blue STAGE SCRIM, when --

LONE (O.S.)  
Hold it right there!

\*

CATWOMAN looks down... and sees TOM LONE, at the top of a  
ladder to the grid, with a clear shot, his GUN trained up  
at her --

CATWOMAN  
Cats come when we feel like it,  
not when we're told.

(CONTINUED)

114 CONTINUED:

114

Lone, one hand on the last rung of the ladder, the other on his gun.

He reaches the grid and advances on her, stepping gingerly, almost losing his balance.

As he struggles, CATWOMAN SNATCHES his gun, tosses it aside, licks his cheek.

\*

LONE

\*

You're under arrest.

\*

She bounds away, comfortable on the narrow railings. Lone pursues, moving more carefully.

CATWOMAN winds up in a corner on a MESH PLATFORM, no way out from here, but for a 25-foot drop to --

115 THE FLOOR

115

Where POLICE await, pointing upward.

116 LONE

116

ADVANCES.

\*

CATWOMAN

\*

Now we're playing.

\*

LONE

\*

*You're playing. I'm at work.*

\*

CATWOMAN

\*

And something tells me right now  
*you love your job.*

\*

\*

\*

He has her trapped. He pulls out HANDCUFFS.

CATWOMAN

What, don't I get dinner first?

He lunges at her -- she dodges, kicks a leg out from under him. No slouch at fighting, though, Lone recovers, plants a kick in her mid-section. She gasps, surprised.

LONE

They'll feed you in your cell.

As he comes at her again, she jumps and grabs an overhead ELECTRICAL cable, swinging away --

(CONTINUED)

116

CONTINUED:

116

Lone has too much momentum, he loses balance, about to go over the edge -- CATWOMAN swings back like a pendulum, wrapping her legs under his arms, across his chest, from behind -- saving him from falling.

She swings him back over the platform, tries to kick him off, but he grabs her legs, pulling her and SNAPPING THE CABLE --

ELECTRICAL SPARKS fly as they hit the platform together, she lands straddling him, catching the SPARKING CABLE just before it strikes the mesh.

LONE

Careful! That thing hits us,  
we're both fried.

\*  
\*  
\*

CATWOMAN leans close, whispers:

\*

CATWOMAN

I knew I felt a spark between us.

\*  
\*

She turns and flings the cable away, it dangles free of the mesh floor, still spitting SPARKS. A second later, CLICK --

LONE has slapped a handcuff on her wrist, CLICKS the other CUFF over his own. CATWOMAN spins back on him, looking hurt. He reaches to pull off her mask. She slaps his hand.

CATWOMAN

Please, it's our first date --

LONE

Don't flatter yourself, lady. I'm  
taken.

\*

LONE struggles to push her off, but she keeps her thighs locked around him, straddling him.

CATWOMAN

(leans in, taunting)

Really?... Does she know about...  
us?

LONE

There's no us. Just a cop and a  
cat he's gonna collar.

She likes that. Smiles.

\*

Lone throws his weight to the side, rolling on top of her.

(CONTINUED)

116 CONTINUED: (2)

116

CATWOMAN

Is your girl purr-fect like me?

LONE

She's not like you at all.

Face to face. She smiles and PURRS.

\*  
\*

Lone abruptly rises.

CLOSE ON her cuffed hand -- her fingers squeeze together, her hand slithers out of the cuff like a cat's paw.

LONE

It's over.

LONE tries to pull Catwoman to her feet -- but he comes up with an empty, dangling HANDCUFF. She springs to her feet, laughing, but --

MORE COPS have made it to the grid, blocking every way down --

117 ANGLE DOWN

117

COPS have covered every exit below.

118 LONE

118

COMES UP BEHIND HER. She leaps and grabs the dangling POWER LINE which TEARS LOOSE from the ceiling --

-- and DROPS to the floor, still holding the CABLE. COPS surround her, moving in quickly, guns drawn --

She backs toward the wall, near a CIRCUIT BREAKER PANEL --

CATWOMAN

Show of hands -- who can see in the dark?

She raises a hand daintily, then SWINGS THE POWER CABLE into the CIRCUIT BREAKERS --

A FLASH, a BANG, a SHOWER OF SPARKS -- then --

(CONTINUED)

CONTINUED:

PITCH DARKNESS. We hear SHOUTS from the theatre, people PANICKING, and a series of GRUNTS and OOFs.

-- and SLIPS OUT a STAGE DOOR EXIT.

\*

GEORGE (V.O.)

This is a disaster! An utter  
disaster!

119 INT. HEDARE BUILDING - GEORGE'S OFFICE - DAY

119 \*

GEORGE, phone to his ear, is holding a file in the sprawling, palatial office. All he reads is bad news. \*

GEORGE  
(losing it)  
How does she know all this,  
anyway? Who is she and what --

George looks up and sees Laurel in the doorway. He immediately slams down the phone.

LAUREL  
It's alright, darling. Don't be scared.

GEORGE  
You have no idea... we are on the brink of ruin! And your brilliant advice to me is 'Don't be scared'?

Laurel's expression goes cold.

LAUREL  
No... my advice to you is --

She walks closer and closer to him during this speech until she is right in his face.

LAUREL  
Quit the self-tanning, stop pretending Viagra is a vitamin, resist the urge to date children born on the same day they invented cell phones, and *for god's sake*, George, just once in your miserable life...?  
(with utter contempt)  
Be... a... man.

\*  
\*

George slaps Laurel across the face. Hard. But she doesn't flinch. Instead, it's George who recoils in pain, his hand limp, as if he'd just struck granite.

George looks at Laurel like he's never seen her before. Laurel looks at George like he just crossed a line... \*

\*  
\*

120 INT. PATIENCE'S APARTMENT - DAY

120

Patience and Sally are getting Patience ready for her date. Clothes are strewn about everywhere.

(CONTINUED)

120 CONTINUED:

120

Patience holds up two different outfits to the mirror, she can't decide. One very daring, the other very demure. Sally is sitting, observing.

PATIENCE  
(shows Sally)  
Which?

SALLY  
Dunno. You want to take him to church or the Playboy mansion?

Patience throws both outfits aside.

PATIENCE  
It's just...

Patience is coming apart. She stops short, mutters:

PATIENCE  
... I am such a freak right now.

SALLY  
Look, I'm a freak, like Thursday through Sunday. Big deal.

PATIENCE  
But what if he doesn't like --

SALLY  
He can't pick and choose, Patience. If he wants it to work he has to like all of you. Love the girl, love her problems, right?

ON Patience's face -- if Sally only knew.

CUT TO:

121 INT. SUSHI BAR - EVENING

121

CLOSE ON a big, beautiful TROPICAL FISH. As it swims past, followed by a smaller fish, its passage reveals Patience's face, pressed against the aquarium glass. As they pass she eyes them hungrily, licking her lips.

\*  
\*  
\*  
\*

PULL BACK to reveal we're in an upscale Japanese spot.

\*

LONE (O.S.)  
Pretty.

(CONTINUED)

121 CONTINUED:

121

ANOTHER ANGLE

She turns, startled out of her reverie in mid lip-lick.  
She quickly steps off the booth, blushing.

\*  
\*

PATIENCE

Thank you.

LONE

(smiles)

You, too. But I meant the fish.

\*

TIME CUT TO:

PATIENCE AND LONE

LONE

Paperwork. A mountain of it.  
There's enough when you catch 'em,  
but when you don't...

\*

\*

He shakes his head and pours sake for them both.  
Patience is distracted by the LAMP above their table...  
it has FRINGE. She watches it sway.

\*  
\*  
\*

PATIENCE

Tell me about the one that got  
away...

Lone looks away and she SWATS at the lamp, couldn't help  
herself. She wants to do it again, but he looks back up.  
He watches the swaying lamp for a second.

\*  
\*  
\*

LONE

Catwoman. Heard of her?

Patience nods. Then:

\*

PATIENCE

Yeah. Hot. With a whip.

\*

Lone shakes his head. Beat. Then, a little awkwardly:

\*

LONE

She *kissed* me.

\*

PATIENCE

Really.

\*

LONE

(laughs)

Yeah, whatd'ya think a that?

\*  
\*  
\*

(CONTINUED)

121 CONTINUED: (2)

121

A WAITER arrives, interrupting. The waiter places A HUGE TRAY OF SUSHI in front of PATIENCE.

\*  
\*

PATIENCE

Depends.

(smiles)

Do you like bad girls?

During the following, Lone meticulously mixes soy sauce and wasabi, uses chopsticks, etc. Patience simply peels the fish off the rice and pops it in her mouth, as if eating potato chips, then licking her fingers like a cat licking its paw.

\*  
\*  
\*  
\*  
\*

LONE

Only if they like me back.

\*  
\*

He jests. A beat. Then, more seriously:

\*

LONE

I'm a cop, Patience. 'Bad' isn't something that tempts me. It's something I lock up.

\*

PATIENCE

C'mon. Good, bad. There's got to be a place in-between. It might be a little more complicated than you think.

\*

Shifting gears:

\*

LONE

How about we start talking about you. What's it like to be an artist?

\*

PATIENCE

I'm not really an artist. I mean I went to art school; drawing was really the only thing I was good at. But then I got a regular job, in advertising. Now I don't know what I am anymore.

\*  
\*  
\*  
\*  
\*  
\*

LONE

You're different. You're special.

\*  
\*

PATIENCE

(touched, embarrassed)  
Thanks.

\*  
\*  
\*

(CONTINUED)

121 CONTINUED: (3)

121

LONE

It's true. And I want to know  
more about you.

\*  
\*  
\*

PATIENCE

You want to know more?

\*

LONE

Yeah, I want more.

\*  
\*

SMASH CUT TO:

SCRIPT FLY

122 INT. PATIENCE'S APARTMENT - NIGHT 122

THE DOOR BANGS OPEN -- PATIENCE and LONE virtually tumble inside, they were making out in the hall. They work their way toward the bed, shedding clothes.

They fall to the bed together...

123 INT. PATIENCE'S APARTMENT - CLOSE ON LONE'S GUN - LATER 123

in the HOLSTER, hung across a chair. MOVE TO FIND --

PATIENCE AND LONE between the tangled sheets. LONE is looking at her lovingly as she stirs and stretches and...  
PURRS in her sleep -- it was clearly pretty amazing sex.  
He has some light scratch marks on his back. He yawns and gets up, a BLANKET around his waist.

\*

124 AT THE SINK 124

LONE finds a GLASS on the counter, fills it from the tap and takes a long swallow. Glass in hand, he turns and heads back for the bed, then winces as he STEPS ON SOMETHING...

CLOSE

He lifts his bare foot and pulls out -- A DIAMOND-TIPPED CLAW.

LONE studies this, the implications slowly sinking in. As they do, his expression becomes heartsick.

(CONTINUED)

124 CONTINUED:

124

He lowers himself shakily into a chair. He looks over at the sleeping PATIENCE... he looks... betrayed.

He glances at the GLASS in his hand -- a distinct LIPSTICK PRINT at the rim.

125 INT. PATIENCE'S APARTMENT - NIGHT (LATER)

125

The gun is no longer on the chair. PATIENCE still sleeps. We hear an ELECTRONIC TUNE, muffled, from beneath the bed. PATIENCE slowly stirs awake to this, still half asleep -- she looks around her, no sign of Lone.

PATIENCE

Tom?

No answer. She reaches underneath the bed, finds --

THE CELL PHONE Laurel gave her, in the pocket of her leather pants. Laurel's face appears on the phone screen.

\*  
\*

PATIENCE

Hello?

We HEAR LAUREL THROUGH PHONE during the following. She sounds afraid.

LAUREL (V.O.)

It's me. You were right. I can't believe it. But you were right.

PATIENCE is still distracted by Lone's absence, looking around, trying to focus on what Laurel's saying.

LAUREL (V.O.)

I've got proof. We have to stop him. We can stop him *together*.

PATIENCE has found a NOTE from Lone on the chair --

INSERT - NOTE

"SOMETHING CAME UP. T."

BACK TO SCENE

PATIENCE furrows her brow, this is pretty chilly. Laurel continues, with rising panic:

(CONTINUED)

125 CONTINUED:

125

LAUREL (V.O.)

George is launching Beau-line at a  
press conference tomorrow. It'll  
be on the shelves by Monday --

PATIENCE crumples Lone's note in one hand. Her tone is  
pure Catwoman now.

PATIENCE

Where are you?

126 INT. POLICE STATION - FORENSICS LAB - NIGHT

126

A FORENSICS EXAMINER examines the LIPSTICK on the GLASS  
from Patience's apartment. With a small SWAB, he rubs  
off a bit of the LIPSTICK on the glass and places it in a  
TEST TUBE. He puts the test tube beside --

-- ANOTHER SAMPLE, a LIPSTICK SWAB labeled "Catwoman"  
with a CASE NUMBER. Next to it is a CLOSEUP PHOTO of the  
LIPSTICK MARK Catwoman left on Lone's CHEEK.

127 OMITTED

127 \*

128 INT. HEDARE MANSION - GEORGE'S STUDY - CONTINUOUS  
ACTION

128

CATWOMAN lands, taking in the dark room. A frightened-  
looking Laurel appears in the entryway to the sunroom.

\*  
\*

LAUREL

(relieved)

Thank God you came.

\*  
\*  
\*

CATWOMAN

What did you find?

\*

LAUREL

Enough evidence to put someone  
away for a long, long time.

\*  
\*  
\*  
\*

Catwoman follows Laurel through the SUNROOM.

\*

CATWOMAN

This can't be easy for you.

\*  
\*

LAUREL

I was everything they wanted me to  
be. I was never more beautiful.  
I was never more powerful. Then I  
turned forty... and they threw me  
away.

\*  
\*  
\*  
\*

128A INT. HEDARE MANSION - GEORGE'S STUDY - NIGHT

128A \*

Laurel leads Catwoman into the dark room.

\*

LAUREL

\*

It's all there... behind the desk.

\*

As Catwoman moves around the desk to discover...

\*

GEORGE'S LIFELESS BODY sprawled on the floor behind the desk. Several bullet wounds in his chest. He has vicious CLAW marks all over him.

\*

LAUREL

\*

How'd I do? The clawed flesh thing was a little tricky but I think I pulled it off --

\*

\*

\*

\*

Catwoman looks up at Laurel.

\*

CATWOMAN

\*

You killed him.

\*

LAUREL

\*

No one's going to stop Beauline from hitting the shelves. Not Slavicky, not George. And especially not you.

\*

\*

\*

\*

\*

(beat)

\*

But forgive me. I'm being rude.

\*

Laurel picks up something off the table. Something wrapped in a handkerchief.

\*

\*

LAUREL

Can I get you anything? Can of tuna? Saucer of milk?

She TOSSES the gun, sans handkerchief, to Catwoman. CATWOMAN snatches it out of the air reflexively...

\*

LAUREL

(smiles)

Smoking gun?

Catwoman's eyes narrow. Laurel holds up a security alarm remote in her hand. She presses a button. The mansion REVERBERATES with the sounds of the ALARM.

\*

\*

\*

LAUREL

Oh my God! George! George!

\*

Catwoman backs toward the window.

\*

(CONTINUED)

128A CONTINUED:

128A

LAUREL

It's the Catwoman! She's got a  
gun!

\*  
\*  
\*

ANGLE OUT WINDOW

\*

Security guards positioned on the ground. Guns aimed at  
the window. Armando steps up beside them.

\*  
\*

CATWOMAN lifts the gun, points it straight at Laurel.

\*

LAUREL

It isn't loaded, sweetheart. You  
just emptied it into my husband's  
chest.

She YOWLS, and rushes Laurel, but Guards burst in the  
room. Catwoman leaps over the Guards, bounds past Laurel  
and out the door.

\*  
\*  
\*

Laurel steps out the way to let her pass. A canary-that-  
caught-the-cat smile on her face.

129 INT. HEDARE MANSION - HALLWAY ABOVE FOYER - CONTINUOUS ACTION

129

Catwoman lands in the hall, looking in all directions.  
She can see FLASHING POLICE LIGHTS through the foyer  
windows.

She looks in all directions, hunted. Nowhere to turn.

The front door bursts open and several SECURITY MEN flood  
in, guns drawn.

129A INT. HEDARE MANSION - NIGHT

129A \*

Catwoman races through the mansion, like a caged animal  
looking for an exit.

\*  
\*

130 INT. HEDARE MANSION - LAUREL'S DRESSING ROOM - NIGHT

130

\*

Catwoman enters, rapidly scanning the room. Her eyes  
freeze on a rack of clothes. She grabs a TRACK SUIT and  
a LAUNDRY BAG.

\*  
\*  
\*

131 OMITTED

131

\*

131A EXT. HEDARE MANSION - NIGHT

131A \*

PARAMEDICS load George's body into an AMBULANCE.

\*

STAY WITH the ambulance as it exits the Hedare gate.

\*

CAMERA CRANES UP to reveal --

\*

SCRIPTFLY

132 OMITTED

132

&

&

133

133

134 AERIAL SHOT

134

Of the ambulance, lying atop it, prone, arms and legs stretched out, is CATWOMAN.

The ambulance drives under an OVERPASS.

When it emerges... its roof is empty. Catwoman is gone.

135 EXT. DOWNTOWN CITY STREETS - DAWN

135

PATIENCE rushes through the city on foot. Changing into the last of the clothes she stole from Laurel, CANVAS LAUNDRY BAG in hand.

Everywhere around her SIRENS WAIL. Cop CARS SCREAM by her, looking for Catwoman. Patience continuously looks over her shoulder, bumping into fellow pedestrians.

Patience is distraught as she wanders the commercial district. She passes a BIG SCREEN on the street.

ON SCREENS -- MOS -- a NEWS BROADCAST shows footage of an ambulance and police cars at the Hedare Mansion. A STILL PHOTO of GEORGE HEDARE. A CHYRON BELOW: "CATWOMAN KILLS AGAIN." Followed by A STILL PHOTO OF GEORGE HEDARE.

\*  
\*

Patience reacts visibly to the photo of George. She is consumed with anger, as much at herself as at Laurel. She comes to a difficult decision.

AT A DUMPSTER

-- PATIENCE checks to make sure that no one's watching her. As she passes, she HURLS THE SHOPPING BAG --

ANGLE IN DUMPSTER

-- the BAG LANDS and SPILLS OPEN... we see the CATWOMAN MASK.

As she walks away, nearly in tears...

MIDNIGHT, the MAU, emerges from the shadows and sits on her haunches, watching Patience go.

136 OMITTED

136

137 INT. PATIENCE'S APARTMENT - MORNING

137

The front door opens and a defeated Patience enters.

LONE

Patience.

She looks up and sees Lone in her apartment. He is pointing a gun at her. She is too emotionally drained to run.

(CONTINUED)

137 CONTINUED:

137

LONE

I... I'm sorry.

Blue police lights flash in Patience's window. Tom looks at her sadly.

LONE

I guess you could take this right out of my hands if you wanted.

PATIENCE

(quiet)

If I wanted.

Tom holsters the gun and takes out handcuffs. Dropping her head, Patience turns. Lone cuffs her and leads her out.

137A OMITTED  
&  
137B

137A  
&  
138B

138 INT. POLICE STATION - INTERROGATION ROOM - DAY

138

PATIENCE, tears in her eyes, sits in a small, windowless room with the usual one-way mirror and table. In mid-interrogation.

PATIENCE

... I'm telling you. Slavicky had evidence that proved Beau-line was toxic. That's why Laurel killed him! George found out and she killed him, too. She was covering it up!

LONE paces across the table from her.

LONE

Ballistics show the same weapon killed both men. The gun that was in *your* hand --

\*

PATIENCE

Catwoman's hand.

LONE

What's the difference?

(CONTINUED)

138

CONTINUED:

138

PATIENCE

Does it matter? You think we're  
both guilty.

This isn't the first time they've been over this.

LONE

Don't you understand? All the  
evidence, every piece, it all  
points to *you*. There's nothing  
that shows me anything different.

\*

PATIENCE

Just me. You could trust me.

She sees in his eyes that he won't. It's awful.

A beat. Patience wipes her tears.

PATIENCE

Do you remember the first time you  
saw me?

LONE

Yeah.

PATIENCE

What did you see?

LONE

A girl. Rescuing a cat.

The memory rips into him. Patience shakes her head.

PATIENCE

No you didn't. You saw a crazy  
person about to jump off a ledge.  
*All the evidence pointed to that.*

That gives him pause. Patience lays her heart on the  
line:

PATIENCE

I need you to believe me, Tom.

Lone looks at her, and no matter how hard he tries, he  
cannot accept what she's telling him. Finally:

LONE

How can I? I don't know what you  
are.

That cut like a knife. The fight goes out of Patience.

(CONTINUED)

138 CONTINUED: (2)

138

PATIENCE

(quiet)

I'm the same girl you were with  
last night.

\*  
\*  
\*  
\*

Both their hearts are breaking. Finally, Lone knocks,  
and a cop unlocks the door to let him out. He takes one  
last look at Patience, head down, tears streaming down  
her cheeks. Rock bottom. Not a friend in the world.

\*

LONE

Take her back.

139 INT. POLICE STATION - JAIL CELL - DAY

139

Patience, choking back her tears, is led by a JAIL GUARD,  
into her holding cell. But as she walks down prisoner  
row, her distraught becomes anger. Her eyes grow cold as  
she's pushed into her cell.

Patience grabs the bars of her cage and her fingers  
tighten around them in fury as the cell doors close.

\*

The GUARD grins salaciously.

GUARD

You be a good kitty now.

\*  
\*

She HISSES at the Guard. Spooked, the Guard backs away.

DISSOLVE TO:

139A INT. POLICE STATION - BULLPEN - DAY

139A

LONE sits at his desk staring up at the "Catwoman" wall.  
BOB THE DETECTIVE drops some files on Lone's desk.

DETECTIVE

Look at it this way, Lone. You  
may have lost your woman, but at  
least you got your man.

LONE

Did I?

DETECTIVE

Along with everything a hungry DA  
needs to convict. Why? Something  
bothering you?

LONE

Yeah. Her.

There's a catch in his voice. That's the way he feels  
about her. Bob shrugs, steps off. Lone sits at his desk  
and thinks about everything Patience said.

139B EXT. CITY - EVENING

139B

The last red rays of sunshine bleed across the glowering  
faces of skyscrapers.

140 OMITTED  
thru  
145

140  
thru  
145

146 EXT. HEDARE BUILDING - BOARDROOM - EVENING

146 \*

A press conference is underway. LAUREL HEDARE, garbed in  
black, walks around the center of the room addressing a  
throng of reporters. Laurel plays the role of the  
grieving widow to the hilt.

\*  
\*  
\*  
\*  
\*

LAUREL

... My husband dreamed of a world  
in which every woman was as  
beautiful as she wanted to be. He  
dedicated his life to the pursuit  
of that dream. As Hedare's new  
chief executive, I intend to make  
that dream a reality by proceeding  
with tomorrow's launch of Beau-  
line.

\*  
\*  
\*  
\*  
\*  
\*  
\*  
\*

Flashbulbs go off and hands fly up with questions.

\*

146A INT. POLICE STATION - JAIL CELL - NIGHT

146A

MOVE DOWN ROWS OF CELLS. We hear ANGRY YELLING from PRISONERS. Then, THROUGH BARS, we FIND PATIENCE sitting against the wall on her haunches, arms tight around her knees, head down.

GUARD

LIGHTS OUT.

And the jail goes dark. A shaft of moonlight squeezes through the high tiny window in her cell.

A SHADOW crosses her face and the floor in front of her... menacing. Patience responds without looking up. Her voice devoid of emotion.

PATIENCE

Hello, Midnight.

She slowly raises her head. The MOONLIGHT falls on Patience's gleaming eyes.

In the center of the small barred window, blocking the light, is the silhouette of a cat. Patience watches as MIDNIGHT squeezes through the bars, and drops down into the cell, walks slowly to her.

Patience lets her weight shift forward, her knees touching the ground, her hands drop to the floor in front of them, catlike, face to face with Midnight. Catwoman now, even without the outfit.

PATIENCE

I love you, baby, but Lassie would have brought me a key.

Patience strokes Midnight's deep black fur, idly looking up at the bars he crawled through as she speaks. Then she stops petting and --

(CONTINUED)

146A CONTINUED:

146A

-- her head cocks suddenly, she looks straight at the larger bars confining her. Then looks back at Midnight.

\*  
\*

PATIENCE

\*  
\*

I take it back.

She stretches in feline fashion and sways over to the bars. She rubs up against them, catlike and slightly erotic.

\*  
\*  
\*

PATIENCE

\*  
\*

I *accept*.

She licks her hand and slips it through the bar, slowly guiding her arm through. Arching her back, she turns her head at an impossible catlike angle, nudging it through.

Slowly, in a well-choreographed felinesque ballet that mirrors MIDNIGHT coming through the tightly barred cell window. Patience emerges on the other side of her cell. She stretches and throws a glance at Midnight.

PATIENCE

\*  
\*  
\*  
\*  
\*

Funny thing about cages.  
Sometimes the hardest part about  
getting out is making the decision  
to leave.

She hears FOOTSTEPS APPROACHING down the corridor. With a catlike leap, she DISAPPEARS FROM FRAME. A moment later, a JAIL GUARD passes on his rounds.

As we TRACK WITH him, he sees a shadow flash across the wall. He turns, instantly on guard. There's NO ONE THERE.

He takes a few more steps, and another shadow flashes across his face. He spins again. NOTHING.

146B EXT. POLICE STATION - NIGHT

146B

A darkened window slides open and Patience peers out. It's a TEN-STORY DROP to the street below. Her eyes lock on a Jaguar driving down the road. She smiles and tumbles out the window, plummeting to the...

STREET

She lands, absorbing the fall on all fours, arms splayed out, one leg tucked under, the other kicked out behind.

(CONTINUED)

146B CONTINUED:

146B

A SCREECH OF BRAKES -- the JAGUAR SKIDS to a stop, the LEAPING CAT EMBLEM atop the hood inches from her face.

The DRIVER of the Jag is by her side, freaked.

DRIVER

God, are you okay?

PATIENCE

A girl's gotta know how to land on her feet.

CUT TO:

ANGLE - TIRES

SMOKE as the JAGUAR PEELS OUT. The Driver bangs the window as it goes.

DRIVER

HEY! MY CAR! MY CAR!

147 INT. HEDARE BUILDING - BOARDROOM - NIGHT

147 \*

Laurel is passing out sample jars of Beau-line to the women in the room. Many are already opening the jars and applying the cream.

A young FEMALE TELEVISION REPORTER takes her jar.

FEMALE REPORTER

I've been dying to get my hands on this stuff.

LAUREL

Well my husband would have wanted you all to have it. He wanted it for everyone.

As the Reporter steps back, she reveals TOM LONE. Staring at Laurel. She sees him.

LAUREL

Detective Lone? What a surprise.

She turns to the reporters.

LAUREL

I'd like you to meet the man responsible for bringing my husband's killer to justice.

(CONTINUED)

147 CONTINUED: 147

Flashbulbs go off. Lone is a little uneasy with the attention. \*

LONE  
Mrs. Hedare, I was wondering if I  
could have a word.

A twinge of unease rises in Laurel. Lone sees it. \*

LAUREL  
Well, ladies and gentlemen, I  
think we were just about finished.  
If you'll excuse me. \*

She shoots a glance at Wesley as she leads Lone towards the door. \*

147A EXT. ALLEY - NIGHT 147A

Lit by the shimmering MOONLIGHT, a sleek and powerful figure emerges from the DUMPSTER from earlier, eyes glinting in the darkness.

147B THE CATWOMAN 147B

She leaps up, grabs a fire escape railing and clambers up its side in an instant to a...

ROOFTOP

... where she fearlessly struts out onto the building's cornice, a dizzying height above the city. Framed by the moon, she peers out like some feline Gargoyle.

In the distance... LIT BY FLOODLIGHTS is a HEDARE BILLBOARD with Drina's face on it.

147C INT. GEORGE'S OFFICE - NIGHT 147C \*

But you wouldn't know it was George's office now that Laurel's moved in. She leans against the desk as Lone makes notes in his notepad. \*

LAUREL  
I saw her standing over him.  
There were claw marks all over his  
body. \*

(CONTINUED)

147C CONTINUED:

147C

LONE  
(troubled)  
But none on Slavicky's.

LAUREL  
(shrugs)  
She didn't have time.

LONE  
She also didn't have a motive.

Lone hesitates, making a tough decision. He takes a leap of faith... his tone changing, more assured, aggressive.

LONE  
What if I told you I know the truth? That I know who really killed your husband? That I know about Beau-line...

LAUREL  
Why, Detective... You make it sound like I'm a suspect.

LONE  
What if I told you I had evidence?

Laurel turns and walks behind her desk.

LAUREL  
If you have evidence, how come I'm not in cuffs?

LONE  
You're a smart woman, Laurel. Beautiful... Rich. I thought maybe we could... work something out.

Laurel pauses behind her desk. A beat.

LAUREL  
Seems you have me over a barrel.  
(trying to remain calm)  
This evidence, you'll make it disappear? You'll pin everything on the girl?

\*  
\*

\*

LONE  
If that's what you want.

LAUREL  
And you? How much do you want?

(CONTINUED)

147C CONTINUED: (2)

147C

LONE

You just gave me what I want.

(off her look)

You just told me it was you.

Laurel walks slowly out from behind her desk. \*

LAUREL

How could you believe I did it? \*

LONE

How? I finally trusted a friend. \*

LAUREL

Well, your friend just got you  
killed.Laurel raises her arm, clutching a PISTOL. Lone goes for  
his gun, but Laurel FIRES... \*BAM! Lone takes a ROUND in the shoulder. He staggers  
back against the wall, dropping his gun.He looks up to see Laurel closing, clutching her pistol.  
She kicks his gun away.

LONE

Don't be stupid, Laurel. You  
don't want to kill a cop.

LAUREL

I'm a woman, Lone. I'm used to  
doing things I don't want to do.And she raises the pistol, he desperately swings wildly  
at her with his good hand. His roundhouse punch lands on  
her chin, but it's like hitting stone.

LONE

What the hell are you?

She backhands him sending him reeling to the floor.

LAUREL

I'm more.

She levels her pistol, aiming at his head.

LAUREL

Send my regards to my husband. \*

Laurel raises her gun to Lone's head. Lone closes his  
eyes. Shwwwwwaaap...

(CONTINUED)

147C CONTINUED: (2A)

147C

A black leather WHIPTAIL flies in from nowhere... CRACK!  
 Snaps around Laurel's gun hand, yanking back. The pistol  
 flies from her grip.

Laurel turns to see CATWOMAN framed in the large doorway.  
 Lone looks up confused, as Catwoman struts into the room.

CATWOMAN

You really thought I was gonna let  
 you kill again? Think again.

(alt)

Some bars and concrete weren't  
 gonna keep me from showing you for  
 what you really are.

Catwoman snaps her whip. Laurel backs away... towards  
 Lone's fallen sidearm.

Catwoman goes to help Lone.

LONE

Forget about me.

CATWOMAN

I can't.

She pulls Lone to his feet and rushes him out the door.

LAUREL

How sweet. But trust me, it won't  
 end well.

Laurel turns and heads back to her desk.

LAUREL

(to herself)

Thanks. Now I can kill you both.

Laurel grabs the phone on her desk.

LAUREL

Get up here. Now.

148 OMITTED  
 thru  
 150A

148  
 thru  
 150A

150B INT. HEDARE BUILDING - CORRIDOR - NIGHT

150B

Catwoman helps Lone down the corridor and pushes him into...

A150C INT. HEDARE BUILDING - STAIRWELL - NIGHT

A150C

She and Lone head down the stairs, only to find ARMANDO charging up at them, gun drawn. Armando levels his weapon and FIRES, forcing Lone and Catwoman back up the stairs.

Armando races up the steps, joining Laurel as she flies through the stairwell door.

A FLIGHT UP -- Catwoman tries the door. Locked. They're forced to keep climbing.

Armando and Laurel pursue.

Catwoman and Lone climb to the stairwell's end. Last door. She tries it... Thankfully, it opens.

150C  
thru  
150E

OMITTED

150C \*  
thru  
150E

150F INT. HEDARE BUILDING - LAUREL ARCHIVES STORAGE WING - NIGHT

150F

CATWOMAN enters with LONE. They travel across the storage wing, slipping between Laurel's massive billboards. Broken into panels and stored on long aisles, Laurel's face is divided into eerie sections.

\*  
\*

LONE

I feel like we're surrounded.  
There's nowhere to run.

\*

CATWOMAN

I didn't come here to run.

\*

Lone slumps back against a billboard, woozy, leaving a STREAK OF BLOOD from his shoulder.

\*

LONE

Listen, if anything happens, I  
want you to know... I'm sorry. I  
should've trusted you all along.

A beat. Catwoman smiles sweetly.

(CONTINUED)

150F CONTINUED:

150F

CATWOMAN

I think you have me confused with  
someone else.

LONE

Come on, Patience...

Lone goes for her mask. She stops him. Moves in for a  
kiss. Lips almost touching.

\*

CATWOMAN

This Patience is a lucky girl.

\*

LONE

Why did you come tonight? To stop  
her... or for revenge?

CATWOMAN

I came for both.

She walks him into the side room --

\*

LONE

Then go get her.

\*

\*

-- then returns to the spot next to the boxes.

\*

CATWOMAN

Stay here. I'll be back when it's  
safe. (ALT: Stay safe.)

\*

\*

She turns, disappears.

\*

CUT TO:

ARMANDO AND WESLEY

\*

split up as they enter the archives.

ARMANDO

I'll take this side.

\*

\*

\*

ON ARMANDO

walking silently between billboards. Notices something  
on the ground. It's... BLOOD. Sees a few more spots on  
the floor.

\*

ON CATWOMAN

\*

As she watches Wesley from the Catwalk as he proceeds  
through the storage wing and starts up the stairs.

\*

\*

(CONTINUED)

150F CONTINUED: (2)

150F

As he passes the ladder to the catwalk, Catwoman reaches through a PICTURE of Laurel, grabs Wesley, pulls him through the picture and smashes him against the wall.

Catwoman exits.

CUT TO:

IN THE SIDE ROOM - CONTINUOUS ACTION

Armando spots the blood, walks around the boxes just as Lone comes out. Armando turns in time to see Lone's fist contact with his jaw. He reels back, LOSING HIS GUN. Lone lowers his good shoulder and slams Armando back through the boxes.

As Armando tries to recover, Lone catches him with a roundhouse. Armando drops, sprawled on the ground. No sign of movement. But it was all Lone can manage. He drops to his knees.

CUT TO:

LAUREL

enters the storage wing via a double-sided CHAIN LINK GATE. She carries a GUN. Catwoman watches from the top level.

CATWOMAN

I can't believe women ever looked up to you. You're a facade. A lie.

Catwoman is on top of the pillar now.

LAUREL

And what are you? A hero?

Laurel shoots at Catwoman, but Catwoman disappears. Laurel starts to back up toward the entrance gate.

LAUREL

(searching for Catwoman)  
A thief? A freak? If you don't have an identity, why keep it a secret?

Catwoman appears on the gate above Laurel. She drops down behind her.

(CONTINUED)

150F CONTINUED: (3)

150F

CATWOMAN

Because you killed me!

Laurel turns with the gun, but Catwoman knocks it out of her hand with one side of the open gate. Catwoman grabs Laurel and throws her into the opposite gate.

Laurel falls back off the gate, but Catwoman kicks the other gate into her, knocking her to the ground.

CATWOMAN

It was me you flushed down the pipes that night.

Catwoman then does a back-over/cat move back.

Laurel gets up. Catwoman moves in closer.

CATWOMAN

I'm Patience Philips.

For a second, we see a flash of Patience on her face.

Laurel kicks Catwoman, gets up, and starts to walk over to Catwoman.

LAUREL

The mousy girl from the art department? That's who's under there?

Catwoman runs up the billboard to the top of the pillar and jumps down, landing hard onto Laurel and throws her crashing through a billboard.

Catwoman continues to fight, and Laurel comes back. With a two-footed kick/back flip Catwoman sends Laurel into a breakaway storage rack.

Catwoman moves in on Laurel with a triple-kick. Laurel bounces off the fence, landing down on a pile of her own picture boards.

LAUREL

I can't be hurt.

CATWOMAN

Beau-line.

Laurel grabs a stick from the broken storage rack.

LAUREL

If you stop using it, your face disintegrates.

(CONTINUED)

150F CONTINUED: (4)

150F

Catwoman starts driving Laurel back as Laurel tries to strike her.

\*  
\*

LAUREL

\*

But if you keep using it... skin  
like living marble...

\*  
\*

The fight goes around and around until Catwoman sends the action to the bottom of the stairs.

\*  
\*

Catwoman blocks the stick, strikes Laurel, and kicks her back into the column.

\*  
\*

LAUREL

\*

... and you can't feel a thing.

\*

Slamming into the column Laurel looks over and grabs the fire extinguisher -- sprays it at Catwoman.

\*  
\*

Laurel drives Catwoman up the stairs with the spray until the extinguisher runs dry. Catwoman is gone.

\*  
\*

Laurel reaches the top of the stairs, searching for Catwoman. She appears behind Laurel and jumps down. We overlap her jump with a rollout.

\*  
\*  
\*

Catwoman starts a three-kick fight and then jumps off the column, kicking Laurel across the room into a picture resting against the column. Laurel's body smashes the GLASS out of the picture and lies still at the base of the column.

\*  
\*  
\*  
\*  
\*

Catwoman walks up to her.

\*

Laurel comes alive suddenly, grabbing the piece of the glass. She stabs Catwoman in the back of the leg. Catwoman jumps back and pulls the glass out of her leg. Blood flows from the gash.

\*  
\*  
\*  
\*

Laurel grabs a pole, begins to beat Catwoman. She swings, but Catwoman ducks. Laurel swings again, hitting Catwoman in the back and knocking her to the ground.

\*  
\*  
\*

LAUREL

\*

You're just a scared little girl  
playing dress-up.

\*

A look of vulnerability on Catwoman's face. As she rolls over, Laurel strikes her across the stomach, knocking her flat. Catwoman sits up and Laurel strikes her across the face. Catwoman falls face-down.

\*  
\*  
\*  
\*

LAUREL

A nobody. A nothing.

(CONTINUED)

150F CONTINUED: (5)

150F

Catwoman tries to get up once more, but Laurel knocks out her arm. \*

LAUREL \*

Where do you think you're going? \*

Catwoman rolls away and Laurel kicks her. Catwoman gets to her feet, but Laurel strikes her across the back, knocking her into the column. Catwoman turns, but Laurel strikes her across the cut leg, knocking her over. \*

As Catwoman stands up again, Laurel jabs her in the gut with the end of the pole, sending her back onto the glass. Beaten and exhausted, Catwoman slams down on the glass like a boxer hitting the canvas. Laurel starts to hit the GLASS, BREAKING it... \*

LAUREL \*

Lucky for me everyone thinks you're a psycho killer. No surprise when they find out you killed a cop. \*

On hearing this, Catwoman looks up. Her claws tighten. Rage burns her beaten face. Laurel sees this and nails her in the gut. Then hits the window again. \*

LAUREL \*

(slyly mocking)

Awww... you wanna save him? Honey, you can't even save yourself. Game's over. \*

Laurel swings the pole down on the glass. The GLASS SHATTERS, starting to give way under Catwoman, who's seconds away from falling thirty stories to her death. Catwoman spins away from Laurel, the familiar glint back in her eyes. \*

CATWOMAN \*

We're goin' into overtime. (ALT: Overtime.) \*

150G OMITTED  
thru  
150K

150G  
thru  
150K

150L INT. HEDARE BUILDING - LAUREL ARCHIVES STORAGE WING - NIGHT

150L

Catwoman grabs Laurel. \*

(CONTINUED)

150L CONTINUED:

150L

She roars. Primal. Feral. Pulls out her whip, and leaps around the room in fury. She spins Laurel around and throws her to the floor where the broken glass lies.

\*

Catwoman turns Laurel over and scratches her on either side of her face. The diamond-tipped claws imbed in marble skin.

\*

\*

\*

Catwoman jumps on Laurel, rolls her over, and kicks her back to the ground. She jumps on top of her again and scratches her across the forehead.

\*

\*

\*

CATWOMAN

One thing you'll never get, Laurel  
-- Beauty isn't only skin deep.

\*

Catwoman throws her over to the broken window frame. Laurel bounces off the frame, grabbing onto the edge of it as she falls out the window.

\*

\*

\*

The piece of frame starts to break away...

\*

Catwoman strikes with her whip, wrapping it around Laurel's wrist. Catwoman's hold on her whip is the only thing stopping Laurel from falling to her death.

\*

\*

\*

LAUREL

NO!

Catwoman slinks up to Laurel, looking over the cracked-face Humpty-Dumpty of a woman in front of her. Laurel looks down at the dizzying fall.

\*

\*

\*

LAUREL

Please. Help me. Don't let me fall.

CATWOMAN

I may not be a hero, but I'm not a killer. And I want everyone to see you for what you really are.

\*

Laurel hangs there, sees her reflection in the broken glass.

\*

\*

LAUREL

No. I'm not perfect anymore.

\*

Laurel barely hangs onto the whip. It is fraying from the broken glass on the window. And then suddenly, SNAP! The WHIP BREAKS apart. And Laurel falls...

\*

\*

\*

CATWOMAN

Laurel!

(CONTINUED)

150L CONTINUED: (2) 150L

Laurel plunges to her death. \*

151 OMITTED 151  
thru thru  
154 154

155 INT. HEDARE BUILDING - LOBBY - CONTINUOUS ACTION 155

BANNERS surrounding the dimly lit lobby announce the launch of Beau-line. LAUREL'S BODY comes crashing to the ground.

156 INT. HEDARE BUILDING - LAUREL ARCHIVES STORAGE WING - NIGHT 156

Catwoman turns as a battered Lone comes up behind her. \*

CATWOMAN  
At least now they know the truth.

LONE  
I saw what you did. You tried to save her.

CATWOMAN  
Surprised?

LONE  
Not at all.

\*

(CONTINUED)

156 CONTINUED:

156

There's a long pause as they look at each other. Lone finally makes a decision. \*

LONE

You know, if Patience is back in her cell tomorrow morning, it would be awfully tough to prove she was Catwoman.

CATWOMAN

Like I said... I'm a lucky girl.

LONE

(smiles faintly)

No, you said *Patience* was a lucky girl.

CATWOMAN

Exactly.

She kisses Lone. As Catwoman. As Patience, too. Then she slips into the darkness. Lone watches every step.

157 INT. HEDARE BUILDING - LOBBY - OVERHEAD ANGLE - CLOSE ON LAUREL'S LIFELESS BODY - NIGHT 157 \*

PULL UP to reveal her cracked face lying in the middle of -- \*

THE HEDARE LOGO set in the floor... her own perfect profile,

DISSOLVE TO:

158 EXT. COMMUNITY CENTER - CLOSE ON PAINT - DAY 158

being applied to a white wall.

WIDER - PATIENCE

is perched on SCAFFOLDING, working on one of the expansive blank walls of the community center. The beginnings of a beautiful mural of a black panther. Sally sits beside her reading a tabloid.

PATIENCE

I thought you were supposed to be helping me. \*

SALLY

I am. \*

(CONTINUED)

158 CONTINUED:

158

PATIENCE

What exactly are you doing?

SALLY

I'm your muse.

She idly rests the fingertips of one hand on the giant scaffolding without looking up. Turns the page of her tabloid with the other hand. Patience shakes her head and paints.

AT GROUND LEVEL, a few of the KIDS create paintings of their own. LONE moves among them. He looks UP at Patience, takes in her work.

LONE

Pretty.

PATIENCE

Ah. Thanks.

LONE

I was talking about you. Got a minute?

SALLY

Hi, Tom Lone, I do.

PATIENCE

Well if you got a minute, then paint.

Sally makes an exaggerated "kissy" mouth. Patience smiles as she climbs down a ladder, a couple of dabs of paint on her face. He gently wipes a smear of PAINT from her cheek. They walk away holding hands.

The Mau watches them leave. The Mau jumps onto Ophelia's shoulder. They watch.

159 EXT. STREET - DAY

159

Lone and Patience walk together.

LONE

Thought you might like to know... Wesley copped the plea, told us everything. The files on both murders are officially closed.

PATIENCE

What about the rest of it?

(CONTINUED)

159

CONTINUED:

159

LONE

I will have to live with the fact  
that you can't catch them all.

\*  
\*

PATIENCE

That's good.

\*

Lone stops and turns to her.

LONE

You once told me there had to be a  
place between good and bad. I  
didn't believe you. I guess I do  
now.

\*  
\*

PATIENCE

I told you I was... complicated.

\*

LONE

I like complicated.

PATIENCE

Well, you sure chose the right  
girl.

\*

As they move into a KISS, Tom catches a GLINT of LIGHT;  
PATIENCE wears a tiny pair of perfect DIAMOND EARRINGS.

LONE

Are those real diamonds? Aw,  
Patience... Now how we gonna do  
this?

\*  
\*  
\*

She cuts him off with a finger to his lips, a mischievous  
smile on her face.

PATIENCE

Baby... If I tell you now, we  
won't have any fun finding out...

\*

As they kiss, we PULL BACK.

\*

FADE TO BLACK.

THE END