

FADE IN:

SPACE.

The distant planets of THE SOLAR SYSTEM. The black ice of space. Black holes and star belts. Fiery comets.

It is silent. The tapestry of stars stretches into infinity. But ONE STAR seems to move, gliding past the others. It abruptly changes course, now heading towards us.

A gently pulsating WHITE LIGHT fills the corner of the screen. It becomes larger, WIDENING, until finally it consumes everything, filling up the screen, until --

It fades away, revealing:

THE UNITED STATES EMBLEM, plastered on the side of a SMALL PROBE, a SPACECRAFT, and it's flying towards...

EXT. DEEP SPACE

...A MASSIVE BEAM OF LIGHT illuminates NEW KRYPTON. It floats silently in the darkness, without any sun to provide it heat or light.

The PROBE lurches forward, as we PUSH IN ON: A CAMERA, its lens ZOOMING IN...

INT. MONITORING STATION - SAME TIME

The place is dark and near deserted, the only light coming from the monitors. Two TECHNICIANS are present -- one idly playing solitaire, filing-cabinet bottle of Vodka near his side, the other SNOOZING in his chair.

On a monitor in the background, A RED BLIP begins to illuminate a RADAR SCREEN.

EXT. NEW KRYPTON - SAME TIME

The probe glides over the surface, and the remnants of this GIANT LANDMASS come into view. However, the mass of this asteroid has increased since the last time we saw it, more resembling the size of a MOON than an ISLAND.

INT. MONITORING STATION - SAME TIME

A CHIME SOUNDS from the boards. TECH #1 idly looks up from his cards, and then does a double take.

TECH #1
Ted, take a look at this.

(CONTINUED)

CONTINUED:

His colleague wakes up slowly.

TECH #2
Whassamatter...?

TECH #1
We got a blip.

EXT. NEW KRYPTON - CANYONS - SAME TIME

More comes into view: cities, monuments, and canyons. While the probe glows bright, these structures are dark and quiet.

As the craft flies by, we linger on a cluster of ruins. Through the fine cracks, a faint GREEN GLOW becomes visible.

INT. MONITORING STATION - SAME TIME

TECH #1 works the computer, controlling the CAMERA LENS of the probe from his work station.

TECH #2
Was it hit?

TECH #1
Checking now...

TECH #2
This better not be another damn meteorite...

TECH #1
(shrugs)
Might make the big man's day...

His eyes glare towards the RADAR SCREEN, instantaneous READOUTS forming and articulating the DENSITY of the landmass showing, New Krypton...

...TECH #1 does a double take, as if doubting the image on his screen.

TECH #2
What?

He brings up a map of NORTH AMERICA -- he looks at the map, and then at the screen. As if comparing.

TECH #1
Jesus...

(CONTINUED)

CONTINUED:

TECH #2
What...?

TECH #1
Take a look at this.

The other TECH looks at the READOUT, his stare shifting almost immediately.

TECH #2
NASA seen this yet?

TECH #1
Don't think so. But it won't be long.
(beat)
What're we going to do?

A moment -- then TECH #2 makes a decision.

TECH #2
Get on the horn to Washington -- they're going to want to know about this.

As TECH #1 gets to work, TECH #2 gazes at the RADAR SCREEN, his stare forlorn -- the enormity of NEW KRYPTON evident, and for a second, appearing as if it is GROWING...

DISSOLVE TO:

EXT. NEW KRYPTON

The probe moves through the ruins of a HUGE DOME, descending into a VAST CANYON of CRYSTAL MONOLITHS arranged in a circle.

EXT. NEW KRYPTON - VALLEY OF ELDERS - CONTINUOUS

The probe moves past one of the structures, and illuminates a large HIEROGLYPHIC SYMBOL. Similar crests are carved into surrounding monoliths. The probe moves past them, then stops.

PULL BACK from the cracked crystal relief, revealing it to be...

...THE SUPERMAN CREST.

The crest begins to rumble, and crevices form in the structure. WE PAN DOWN to reveal:

EXT. NEW KRYPTON - KRYPTONOPOLIS - CONTINUOUS

(CONTINUED)

CONTINUED:

A MEGALOPOLIS of sharp diamond straddling a large canyon. Crystal dwellings tinsel the canyon walls, frosting almost.

In the city center, A GREAT DOME, charcoal, dark.

INT. NEW KRYPTON - COUNCIL DOME - CONTINUOUS

A cone-like chamber of rising seats, empty of soul and warmth. In the middle of the chamber, A COCOON.

DARKNESS.

A fine mist covers everything in a haze. Through the shell of the cocoon, what appears is the SILHOUETTE of a HUMANOID FIGURE lying inside. Asleep.

INSIDE THE COCOON, the figure stirs. With a brief HISS, the cocoon opens, revealing...

...a face, hidden in shadows, gorgeous and refined, eyes OPEN, revealing sharp whiteness. They blink. Soft. The figure, identifiable as a WOMAN, sits up, cloaked in shadow. She breathes deeply, now fully awake, as if born, looking around at her surroundings.

This WOMAN, however, is not human, yet all at the same time resembling the bodily outline of a HUMANOID. The figure is CRYSTALLIZED, a TRANSLUCENT WHITE GLOW emanates from her, a SHINING FIGURE in the stark darkness.

She pulls at her face, trembling. She sits in a form-fit cocoon, organically emerging in a crystal womb of alien technology.

THE WOMAN steps out of the cocoon, and LIGHT washes over her, revealing a powerful body. Gorgeous. Every feature refined with a crystallized sense. Finally, the light reveals her face.

This is KEM-L.

She is dressed completely in white -- a strange, unearthly material that blends with the environment.

A CONSOLE illuminates itself, before Kem-L, organically emerging from the rocky structure beneath. WHITE CRYSTALS rise from the console, and in the center, one crystal begins to illuminate BRIGHT GREEN.

Kem-L becomes bathed in a lime glow. She takes the EMERALD CRYSTAL, staring, as if asking it a question.

(CONTINUED)

CONTINUED:

As if responding, the crystal womb EXPLODES with images: planets, stars, galaxies swirling around Kem-L in refraction.

The images seem to be searching for something -- calculating something -- skimming light years of galaxies to find --

KRYPTON. The bright image seems to overwhelm is silhouette, as she stares, the lime marble reflected in her EYES.

DISSOLVE TO:

SPACE.

BLACKNESS. The familiar notes of John Williams' classic melody rumble to life. MAJESTIC TITLES fill the screen.

The credits finish. PUSH IN ON...

EARTH.

The blue marble of the Milky Way, SPINNING, SPECTACULAR as one PUSHES through its fluffy atmosphere to see THE SPARKLING ATLANTIC hugging the COAST OF A SPRAWLING CITY...

EXT. METROPOLIS - ESTABLISHING SHOT - MORNING

METROPOLIS, a coastal city resembling the art-deco fantasies of the 1940's melded with SHARP MODERN STYLE.

THE DAILY PLANET marks the largest landmark in the city, GLOBE rotating majestically atop, the building dominating the entire city.

A GIGANTIC MONORAIL SYSTEM breaks the silence, but there is no train car residing on the tracks. PAN DOWN TO REVEAL:

EXT. METROPOLIS STREETS - (SAME SHOT)

A MOCK STAGE is set up in the downtown streets of Metropolis, and behind the stage is THE MONORAIL, gleaming, iridescent in the morning glare.

On the stage, A PODIUM stands towards the front, and many occupants fill the chairs vertically lining the stage: CITY COUNCIL MEMBERS, POLICEMEN, the PRESS, and coming to the PODIUM, a man in his fifties, THE MAYOR OF METROPOLIS. He addresses the LARGE CROWD standing in the streets, stretching out miles.

He approaches the podium, and sitting behind him are LOIS LANE and JIMMY OLSEN, camera swung around his neck.

(CONTINUED)

CONTINUED:

THE MAYOR

Ladies and gentlemen, it is my very distinct honor to present to you, the city's new mass transit system...the Metropolis Monorail!

THE CROWD bursts into APPLAUSE! The loud flicker of cameras taking pictures, including Jimmy, who nearly blinds the Mayor.

THE MAYOR (CONT'D)

Let's give her a ride, shall we?

Smiling, The Mayor heads into the TRAIN CAR, the TWO DOORS swooshing open. The members of the Press, City Council and assorted others follow him into the car, including LOIS AND JIMMY.

EXT. METROPOLIS MONORAIL - TRAIN CAR - CONTINUOUS

The interior is SPACIOUS, unlike most elevated trains or subways. The seats and ground are immaculately clean, and everyone looks around in awe.

JIMMY

(to Lois, snapping pictures)

It's a shame Mr. Kent wasn't here for this.

LOIS

(shrugs, looks at watch)

It's not my fault he's always late.

EXT. CLARK'S APARTMENT - MORNING

WE PUSH THROUGH the moving boxes that litter the place. And there's CLARK, sleeping in bed.

His RADIO ALARM goes off: MUSIC PLAYS. Clark hits the SNOOZE BUTTON and within seconds is asleep again.

EXT. METROPOLIS MONORAIL - TRAIN CAR - CONTINUOUS

CAMERA POV: the lens PANS through the train car, at the many passengers. It STOPS on a few shady MEN -- wearing nondescript clothes, they look natural to the unsuspecting eye, but give off more in their presence.

The camera yanks down, and Jimmy moves to Lois, who is chatting up The Mayor.

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CONTINUED:

LOIS (CONT'D)
So, tell me, Mr. Mayor, how
expensive was this Monorail to the
city?

The Mayor STUTTERS...

JIMMY
(whispers)
Lois, look at this.

Lois turns, and Jimmy discreetly directs her to the seemingly SHADY MEN that Jimmy found in his camera, standing near the back of the train car.

LOIS
What?

JIMMY
(still whispering)
Look at those men.

LOIS
And?

Jimmy SHUSHES Lois, dragging her to the other end of the train car.

JIMMY
I think those guys are trouble.

Lois looks at them -- and then at Jimmy, and rolls her eyes.

LOIS
Jimmy, they're members of the
press. Not all of us are --

SHADY GUY
NOBODY MOVE!

It's instant CHAOS -- everyone SCREAMS, and the three SHADY MEN pull out AUTOMATIC RIFLES hiding from within their suitcases. POLICE OFFICERS rush for their holstered guns, but the TERRORISTS are too quick.

TERROIST #1
Drop it. NOW!

The two POLICE OFFICERS unholster their guns and drop them to the floor. The Terrorists pick them up, and move about the cabin, as PASSENGERS move away, FRIGHTENED.

(CONTINUED)

CONTINUED:

They move towards the CONDUCTOR, who stands before the controls.

TERROIST #1 (CONT'D)
I said MOVE!

The Conductor hesitates, but the Terrorist doesn't, and he SHOOTs the Conductor down. EVERYONE SCREAMS.

TERROIST #1 (CONT'D)
SHUT UP!

The other two Terrorist point their guns at the Passengers, and everyone becomes QUIET. The silence, however, is broken by a NEWS HELICOPTER covering the event, hovering before the train car.

The Terrorist takes the controls, and in one HURRIED RUSH, hits the ACCELERATOR and the train car SLAMS FORWARD!

EXT. METROPOLIS MONORAIL - CONTINUOUS

The TRAIN CAR alters its pace from slow to FAST in seconds, and the NEWS REPORTER from the helicopter notices.

INT. NEWS HELICOPTER - COCKPIT - SAME MOMENT

The NEWS REPORTER looks at the PILOT -- *did you just see that?*

EXT. THE DAILY PLANET - MORNING

The old skyscraper still holds the day.

INT. DAILY PLANET - BULLPEN - MORNING

The newsroom BUSTLES with the same amount of energy as before. Then, all of the sudden, the suspended TV's all begin to change whatever they were playing to AN EMERGENCY BROADCAST -- BREAKING NEWS.

TV #1
HeliNews reporter Ken Carper is reporting from high above Metropolis...

REPORTERS begin to PERK UP, taking notice...

TV #2
The inaugural run of the Metropolis Monorail seems to be experiencing problems...

(CONTINUED)

CONTINUED:

TV #3

...possible reports of terrorist activity onboard the Metropolis Monorail...

INT. DAILY PLANET - RICHARD'S OFFICE - CONTINUOUS

RICHARD WHITE sits at his desk, typing away at his computer, while his son JASON plays with a Superman doll. Jason is flying Superman in the air when he suddenly STOPS, turns towards the bullpen, and LISTENS...

RICHARD

Something wrong?

JASON

I think Mommy is in trouble.

Richard does a double take.

INT. DAILY PLANET - BULLPEN - CONTINUOUS

The entire staff is IMMERSSED in the breaking news, clamoring over the TV's, watching intently. Richard exits from his office, noticing everyone huddled together.

FROM HIS OFFICE, a burly man with a cigar dangling from his mouth, PERRY WHITE, walks out of his office with a paper in his hand, reading.

PERRY

Where's Lois? How many times do I need to tell her spelling should be a prerequisite in a journalism degree --

RICHARD

-- Perry.

He turns, looking around, noticing everyone.

PERRY

What's wrong?

THE NEWS ON THE TV blares.

TV #1

...confirmed reports of a terrorist takeover of the Metropolis Monorail...

(CONTINUED)

CONTINUED:

RICHARD
Jason, stay here.

Richard RUSHES OFF...

PERRY
Where are you going?

INT. DAILY PLANET - OUTSIDE BULLPEN - CONTINUOUS

Richard exits the bullpen, walking towards the elevators. One opens, and he enters...

INT. DAILY PLANET - ELEVATOR - CONTINUOUS

...he presses the button for the top floor, the elevator RISING UP.

INT. CLARK'S APARTMENT - CONTINUOUS

Clark is unconscious. His RADIO goes off again.

D.J. (V.O.)
-- onorail is apparently taken over
by --

Clark hits the SNOOZE again. Is instantly asleep.

EXT. METROPOLIS MONORAIL - CONTINUOUS

THE MONORAIL is charging at ridiculously fast speeds.

INT. METROPOLIS MONORAIL - TRAIN CAR - CONTINUOUS

The Terrorist tries to work the controls, but they're not responding.

TERROIST #2
What's going on?

TERROIST #1
The dials are unresponsive...

The Second Terrorist tries to work at the controls himself, but no such luck.

TERROIST #2
What did you do?

ANGLE ON: a BULLET lodged in the CONTROL CONSOLE, as the LIGHTS on the panel begin to FLUCTUATE.

(CONTINUED)

CONTINUED:

The Terrorist looks down at the fallen Conductor, then REALIZES. He looks out, WORRIED.

EXT. METROPOLIS MONORAIL - CONTINUOUS

THE MONORAIL is going so fast that SPARKS begin to IGNITE on the side of the RAILING.

INT. METROPOLIS MONORAIL - TRAIN CAR - CONTINUOUS

The train car WOBBLER -- MASS PANIC -- EVERYONE SCREAMS!

EXT. METROPOLIS MONORAIL - CONTINUOUS

THE NEWS HELICOPTER struggles to keep up pace with the rocketing MONORAIL...

INT. CLARK'S APARTMENT - CONTINUOUS

PUSH IN ON sleeping Clark as a REPORTER'S VOICE FADES UP:

TV REPORTER

-- we're receiving information from a source on the monorail that the Metropolis Monorail has been overtaken by terrorists and is -- at this moment -- experiencing malfunction --

-- suddenly Clark BOLTS AWAKE -- he turns to look and we RACK FOCUS: in an apartment in the building across the street, behind a closed window, a Woman irons while watching TV -- the news report.

TV REPORTER (CONT'D)

Repeating the breaking news: it has been confirmed that the Metropolis Monorail is experiencing malfunction and racing dangerously out of control --

Clark springs from bed -- he looks down, realizing there's nothing beneath his shirt. He turns to the moving boxes -- scans them all -- rips one open -- under sweaters and sweatshirts...THE SUPERMAN UNIFORM, staring right back at him.

Off Clark's face -- we suddenly PULL BACK AT LIGHTSPEED to:

EXT. CLARK'S APARTMENT - CONTINUOUS

(CONTINUED)

CONTINUED:

-- outside his apartment -- A LONG SHOT from across the street -- and in this SAME SHOT we RACE IN A BLUR UP TOWARD THE ROOF as...

...SUPERMAN emerges, blowing the roof access door off its hinges.

We then QUICKLY PUSH IN TIGHT ON SUPERMAN'S FACE as he searches the sky. He's overwhelmed by a fierce determination.

And at that moment, he takes off into the sky.

INT. METROPOLIS MONORAIL - TRAIN CAR - CONTINUOUS

THE NEWS HELICOPTER pulls up towards the side of the TRAIN CAR, with a VIDEO CAMERA looking in.

INT. NEWS HELICOPTER - COCKPIT - CONTINUOUS

VIDEO CAMERA POV: all of the OCCUPANTS in the TRAIN CAR can be seen, including the TERRORISTS.

INT. METROPOLIS MONORAIL - TRAIN CAR - CONTINUOUS

The Terrorist notices this.

TERRORIST #1
(to Second Terrorist)
Take care of it!

The Second Terrorist opens up his briefcase and takes out a SNIPER RIFLE. He gears it up, extends A SCOPE, and aims out the window.

ANGLE ON: Lois, who watches in horror as the Terrorist aims directly at the News Helicopter. Without thinking, she CHARGES for the Terrorist, TACKLING HIM, but not before the Terrorist takes a shot!

EXT. NEWS HELICOPTER - COCKPIT - CONTINUOUS

THE HELICOPTER takes a hit! The chopper BOUNCES, coming DANGEROUSLY CLOSE to the TRAIN CAR...

INT. METROPOLIS MONORAIL - TRAIN CAR - CONTINUOUS

...EVERYONE PANICS! The Terrorist THROWS Lois off of him, and she slams hard on the ground, Jimmy coming to consul. The HELICOPTER, swerving, VEERS TOWARDS THE TRAIN CAR --

-- EVERYONE BACKS AWAY!

(CONTINUED)

CONTINUED:

EXT. NEWS HELICOPTER - COCKPIT - CONTINUOUS

It SLAMS ACROSS THE TRAIN CAR, the HELICOPTER BLADES scrapping the hull like tissue paper. THE WINDOWS OF THE TRAIN CAR SMASH OPEN --

INT. METROPOLIS MONORAIL - TRAIN CAR - CONTINUOUS

-- EVERYONE DUCKS, as HELICOPTER BLADES crash into the TRAIN CAR --

INT. METROPOLIS MONORAIL - TRAIN CAR - CONTINUOUS

THE PILOT operates the controls, SWINGING the HELICOPTER away from the MONORAIL --

EXT. NEWS HELICOPTER - COCKPIT - CONTINUOUS

-- and IT DROPS TOWARDS THE GROUND like a sycamore seed --

EXT. METROPOLIS STREETS - CONTINUOUS

TWO LOOTERS leap out a shattered storefront. One has a small TELEVISION in his hand. Suddenly -- A GUST OF WIND blows newspapers and trash everywhere.

The Thug looks down. The television's gone. He eyes his buddy, he's speechless as well.

They both look up.

THE HELICOPTER is in FREE-FALL, spinning slightly --

A streak of BLUE and RED THUNDERS BY, shattering the SOUND BARRIER in a deafening SONIC BOOM!

INT. NEWS HELICOPTER - COCKPIT - CONTINUOUS

THE PILOT and the NEWS REPORTER see the ground rushing up to hit them...they both brace themselves...

...and suddenly they STOP DEAD!

EXT. METROPOLIS STREETS - DAY

ON THE STREET everyone looks up in amazement...

Holding the HELICOPTER, hovering HIGH ABOVE THE STREETS --
SUPERMAN.

(CONTINUED)

CONTINUED:

The CROWD CHEERS! Superman ROCKETS down to the streets, settling the chopper down, people everywhere SCATTERING ABOUT, making room --

-- THE MONORAIL SCREECHES! Superman looks up, and TAKES FLIGHT!

EXT. SKIES OVER METROPOLIS - DAY

Superman barrels at HIGH SPEEDS ACROSS THE CITY, chasing after THE MONORAIL.

INT. METROPOLIS MONORAIL - TRAIN CAR - CONTINUOUS

The Terrorists look outside the window -- a streak of BLUE AND RED -- and then the sound of something else catches their attention, the sound of propellers...

-- RICHARD'S SEAPLANE in the distance, in the opposite direction! Lois looks on, realization setting in, then turning into horror...

INT. SEAPLANE - COCKPIT - CONTINUOUS

RICHARD pilots. His face is determined, and he FLIES DIRECTLY TOWARDS THE MONORAIL!

INT. METROPOLIS MONORAIL - TRAIN CAR - CONTINUOUS

The Terrorist notices, and GEARS UP HIS SNIPER RIFLE -- Lois CHARGES towards him, HITTING HIM, using all of her might --

-- THE TERRORIST SLAMS HER against the TRAIN CAR, and she BANGS HER HEAD, unconscious, falling to the floor -- Jimmy rushes to her aid...

The Terrorist AIMS HIS SNIPER at RICHARD'S SEAPLANE...

INT. SEAPLANE - COCKPIT - CONTINUOUS

A SHOT! Richard DUCKS --

EXT. SEAPLANE - CONTINUOUS

-- THE SEAPLANE VEERS --

INT. SEAPLANE - COCKPIT - CONTINUOUS

Richard recovers, and SMOKE BILLOWS from the ENGINE, the PROPELLERS beginning to fade in speed and succession...

EXT. SKIES OVER METROPOLIS - CONTINUOUS

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CONTINUED:

ANGLE ON SUPERMAN'S FACE: he sees the SEAPLANE veering, wobbly...

-- HE SPEEDS UP -- reaches for the SEAPLANE and goes to grab the propellers -- the SEAPLANE BANKS DOWNWARDS, IN A FREE-FALL...

SMASHING INTO THE TRAIN TRACKS.

INT. SEAPLANE - COCKPIT - CONTINUOUS

IT'S CHAOS. Richard looks up, THE MONORAIL racing towards him! He tries to break free, but his seatbelt is CONSTRICTING...

EXT. SKIES OVER METROPOLIS - CONTINUOUS

SUPERMAN ROCKETTS TOWARDS THE MONORAIL!

EXT. METROPOLIS MONORAIL - CONTINUOUS

SUPERMAN CRASHES HARD down to the FRONT CARRIAGE, grabs hold of the train and PULLS --

INT. METROPOLIS MONORAIL - TRAIN CAR - CONTINUOUS

The train is SLOWING DOWN, but it's still going to hit -- EVERYONE ELSE can only stare in horror --

EXT. METROPOLIS MONORAIL - CONTINUOUS

SUPERMAN FLASHES down to the front and charges, JAMMING his body into the FRONT of the train --

INT. METROPOLIS MONORAIL - TRAIN CAR - CONTINUOUS

EVERYONE BRACES AS --

EXT. METROPOLIS MONORAIL - CONTINUOUS

THE TRAIN CAR SQUEALS TO A STOP, just inches from smashing into the SEAPLANE.

Superman straightens up and looks at the SEAPLANE -- Richard sits in the cockpit, injured, but alive.

INT. DAILY PLANET - RICHARD'S OFFICE - LATER

Richard sits on his couch. A MEDIC tends to his wounds. Lois stands, clearly distraught.

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CONTINUED:

RICHARD

Are you okay?

LOIS

Me? You could have gotten yourself killed!

RICHARD

I was just trying to --

LOIS

-- what? Make me a single parent? You were reckless!

Richard doesn't retort, perhaps because a part of him agrees with her. The Medic finishes bandaging up Richard, smiles politely, and leaves. This leaves an awkward moment for both Richard and Lois. THEN, Richard gets up and walks towards Lois, holding her dear.

RICHARD

I panicked. I saw that you were in trouble and I reacted. Yes, I was foolish...but when have you ever acted out of emotion?

Beat. Lois knows the answer to this.

LOIS

You don't always have to be my knight in shining armor. Fortunately there's...

...her words trail. Realizing who she was going to say. Richard sighs, turning away.

LOIS (CONT'D)

Richard, I didn't mean it like that.

Richard heads for the door, turns, and for a moment shares a glare with Lois. Beat. He smiles, heading into:

INT. DAILY PLANET - BULLPEN - SAME TIME

JASON rushes into Richard's arms. He picks him up, smiling.

RICHARD

Hey kiddo. Boy you're getting big.

JASON

Are you okay?

(CONTINUED)

CONTINUED:

RICHARD

I'm fine.

JASON

Is Mommy going to give you a hernia?

RICHARD

If she had her way...

INT. DAILY PLANET - RICHARD'S OFFICE - LATER

Lois sits on the couch, hand on her head. She turns and looks out into the bullpen, watching Richard and Jason together, and smiling, and then her glare shifts, to...

THE JANITOR'S CLOSET. It opens, and CLARK exits, adjusting his tie and glasses. He looks around -- almost as if checking if anyone was watching -- and walks amongst the bullpen to his desk. Lois watches, curious...

INT. DAILY PLANET - BULLPEN - SAME TIME

Jason sits at a desk. He's drawing a picture. PAN UP, to reveal: CLARK, approaching his desk, occupied by Jason.

JASON

Hi.

CLARK

Oh, hello.

He looks down, and catches Jason's picture -- it's a PICTURE OF SUPERMAN. A smile slowly etches across his face...

CLARK (CONT'D)

What's that?

JASON

It's Superman.

CLARK

Do you like him?

JASON

Yeah.

Clark smiles at this. He opens up his cabinet and takes out CRAYONS -- he hands them over to Jason.

CLARK

Here. These might help.

(CONTINUED)

CONTINUED:

JASON

Thanks.

Clark looks over, watching Jason. FROM BEHIND, Lois appears, waiting for only a moment before:

LOIS (O.S.)

Clark.

CLARK JUMPS --

CLARK

Sorry, I was just at my desk and...

JASON

Mommy!

Jason embraces Lois, and she picks him up, kissing him on the cheek.

JASON (CONT'D)

Are you going to give Daddy a hernia?

LOIS

Not yet.

(noticing Clark)

Oh, hey Clark.

CLARK

I saw you on the news, are you --

LOIS

Oh, that was nothing.

Beat. A quiet moment here. Lois just stares at Clark, clearly making him uncomfortable.

CLARK

Something wrong?

LOIS

So where were you this morning?
Perry told me you suppose to cover
the Monorail press conference, I
had to take your place.

PERRY (O.S.)

He was getting me a front page!

A HAND SLAPS Clark on the shoulder quite hard as Perry, a big grin plastered all over his face, enters frame.

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PERRY (CONT'D)
Look at that -- this evening's
edition.

He holds up a copy of The Daily Planet. The headline reads:

"FASTER THAN A SPEEDING MONORAIL: SUPERMAN STOPS TERRORISTS"

LOIS
You got this?

CLARK
I was in the area...

LOIS
But how --

PERRY
Because he's a damn good reporter,
that's how.

He claps Clark hard on the shoulder again, and he winces slightly.

PERRY (CONT'D)
It's the job of a journalist to be
on hand when a story breaks --
where the hell were you?

LOIS
Oh, I don't know...held hostage!

PERRY
(dismisses with a wave of
the hand)
Details.
(to Clark)
Good work Kent -- keep it up.

He walks off looking happy. Clark sits down at his desk, organizing his things. Lois shoots Clark a look that suggests she doesn't believe it for a minute.

LOIS
If you were coming to the Planet
straight from your place, how did
you manage to just happen to 'be in
the area' near the
monorail...they're in opposite
directions.

(CONTINUED)

CONTINUED:

CLARK

Just lucky I guess...

JASON SNEEZES, nearly toppling him over. Lois rushes over to him, helping him up.

LOIS

Honey, are you okay?

Jason nods. Lois picks him up in her arms.

LOIS (CONT'D)

You ready to look over cakes?

CLARK

Cakes?

LOIS

It's Jason's birthday this weekend.

Clark piques up.

CLARK

Really? That's terrific.

LOIS

Yeah. He'll be ten years-old.

Clark looks over at Lois and Jason, who are happy. He tries to appear happy as well.

JASON

Is Mr. Clark coming?

Lois stutters -- *she didn't think about that*. Clark's eyes go wide.

LOIS

Well, do you want him to come?

JASON

Yeah.

LOIS

All right, well, here, let me give you the address...

CLARK

Oh, no, that's okay, I...ah....

...he realizes -- *he shouldn't know where Lois lives*, and trails off.

(CONTINUED)

CONTINUED:

CLARK (CONT'D)

Richard gave me the address. Ages ago.

LOIS

Really?

CLARK

Yeah.

He looks to Lois for approval, and she just caves, nodding, absentmindedly.

LOIS

Well, it's Sunday at eight, so don't be late.

CLARK

I wouldn't miss it for the world.

Lois smiles, and then heads off for her desk with Jason. Clark watches them leave, before sighing.

EXT. ISLAND - DAY

A CAMPSITE FIRE rages, made from WOOD and BUSHES. A HAND moves the OBJECT roasting on the fire, spinning it, a crude makeshift campfire meal.

IN THE DISTANCE, someone is crying, sobbing uncontrollably. Next to the fire, as a small object rotates, KITTY KOWALSKI moves it manually, wiping away tears.

NEXT TO HER, another figure is visible, this time however sitting comfortably in the sand, AN UMBRELLA shielding him from the scorching rays of the sun. The umbrella moves, revealing:

LEX LUTHOR, annoyed, his bald head perspiring. He looks at Kitty.

LEX

You're not doing it right.

Kitty continues to sob, pathetically, as she rises, throwing SOMETHING over next to Lex. RACK FOCUS to show A DOG TAG resting near Lex's feet.

He takes the COOKED DOG from the fire, looking at it, before taking a HUGE BITE.

(CONTINUED)

CONTINUED:

...the SUDDEN WHISK of an OCEAN WAVE, marking the TIDE coming on. Kitty is tossing COCONUTS into the ocean. Lex watches, from afar, rolling his eyes.

And then, all of the sudden, IN THE DISTANCE, a SMALL BEAM OF LIGHT becomes visible. Kitty sees this, slightly out of breath, and quieting, watching out in the waves.

KITTY

Lex, come look at this!

He looks up, mildly unamused. Then the BEAM OF LIGHT shines again, and Lex rises, walking towards the tide. The SIREN of a SHIPPING BOAT wails in the far distance. Kitty SCREECHES.

KITTY (CONT'D)

IT'S A BOAT! Lex, look, it's a boat!

She begins to instinctually head amongst the waves, walking, then RUSHING into the WATERY SHORES, towards the FAINT OUTLINE OF A BOAT.

EXT. SHIPPING BOAT - CONTINUOUS

LEX and KITTY are being DRAGGED UP the side of the BOAT...

EXT. SHIPPING BOAT - DECK - CONTINUOUS

...A BEAM lands them HARSHLY on the deck. Lex and Kitty stand, as the SAILORS all just look at them, as if they were straggled with some fatal disease.

KITTY (CONT'D)

Thank you so much --

But before Kitty can finish, one of the SAILORS begin to speak, and in an ODD, MEXICAN TONGUE.

LEX

(dry)

Oh, they don't speak English.

The SAILORS start to grab at Kitty, as if PULLING her into the CABIN. The Sailors try that on Lex, but he just stares, and they back off.

INT. SHIPPING BOAT - CABIN - CONTINUOUS

(CONTINUED)

CONTINUED:

The Sailors enter, escorting Lex and Kitty inside. It's dark, damp, and disgusting...these sailors live like it was the apocalypse and all hell froze over. Kitty cringes as she moves about the cabin.

AT A DINING TABLE, more Sailors sit, eating dinner, watching silently as Lex and Kitty muse about. One of the Sailors takes a chair and motions for Kitty to sit. She tries to politely decline, but the Sailor is persistent, so she gives in and sits. They try to offer her food, but her faces melds in a horrific reaction, as if what they're offering is the furthest thing from food.

Then, IN A CORNER, Lex sits atop a BOX and takes out a MONOGRAMMED HANGERCHIEF with the initials "LL". He moves to wipe his forehead, but in actuality drops it down to his side, and quietly and slowly unravels SOMETHING hidden within, something GLOWING ever so softly...

...KRYPTONITE. Lex observes it, as if it is winning ticket to freedom. PUSH IN TO REVEAL: the tiniest hint of caked blood.

AN IMAGE OF NEW KRYPTON.

A BLACK AND WHITE PHOTOGRAPH.

It is PULLED DOWN, to reveal THE INTERIOR OF A BLACKHAWK HELICOPTER.

EXT. SKY - DAY

The sound of MILITARY CHOPPERS. All is blank and silent, apart from the distant sounds of the helicopter blades, until the horizon is broken by:

AN ARMY HELICOPTER, soaring overhead. We follow it to reveal:

EXT. WASHINGTON, D.C - DAY

The HELICOPTER approaches A LARGE BUILDING.

EXT. CIA HEADQUARTERS - DAY

THE HELICOPTER lands on a HELI-PAD. Three black-suited MEN step off the copter and move forward. At center is a severe-faced 50 year-old man with closely-cropped hair.

This is CIA Special Agent DR. DABNEY DONOVAN. Flanked by dark-suited, former Navy Seals GRAY and BURK.

We're TIGHT ON Donovan's hard, determined face. You wouldn't want this guy as an enemy.

(CONTINUED)

CONTINUED:

EXT. CIA HEADQUARTERS - LOADING DOCKS - DAY

THREE TRUCKS marked "CADMUS LABS" pull into the loading docks. DOCKERS rush out to meet the trucks and begin unloading them, removing big industrial chemical barrels.

One DOCKER slips with his barrel and drops it to the ground with a horrible CLANG. He reaches down to pick it up --

A HAND MOVES INTO FRAME, GRABS his wrist...

VOICE (O.S.)
Careful...

JOHN CORBIN (30's, Cockney, well-built) appears and gives him a reproachful look. Corbin is Donovan's Head-of-Security and definitely not someone to cross.

CORBIN
Careful! It's not a bloody sofa!

INT. CIA HEADQUARTERS - CORRIDOR - DAY

A HANDHELD CAMERA races behind A CIA OFFICIAL who sprints down a long corridor -- the image is shaky and fast. He turns, entering:

INT. CIA HEADQUARTERS - DONOVAN'S LAB - CONTINUOUS

...the design of the lab is spacious, dark, and almost Japanese in influence, marked by the décor. The CIA OFFICIAL enters, to find Donovan, looking over IMAGES OF NEW KRYPTON.

CIA OFFICIAL
The latest shipment has arrived.

Donovan turns. THE DOOR OPENS, and DOCKERS heft in the BARRELS accompanied by Corbin.

DONOVAN
Always on cue, Mr. Corbin.

CORBIN
My father use to tell me, either you're on time, or you're not worth my time.

DONOVAN
An adept analogy. What do we have?

CORBIN
Why don't you take a look?

(CONTINUED)

CONTINUED:

A DOCKER lifts a barrel and lands it on A TABLE.

CORBIN (CONT'D)

These came directly from your watch tower in Metropolis.

DONOVAN

The probe was successful?

Donovan doesn't wait for an answer. He RIPS THROUGH THE BOX, searching the contents.

CORBIN

Shouldn't we be wearing hazard suits or --

DONOVAN

-- nothing about these little "artifacts" are remotely dangerous, at least, not to us mere humans.

CORBIN

Didn't it go through inspections --

Donovan stares at Corbin. He shuts up. Donovan removes A CANNISTER from the BOX, and opens it. His reaction says it all.

DONOVAN

Mr. Corbin, can you tell me the last known location of "kryptonite".

Corbin thinks this over. He has no clue.

DONOVAN (CONT'D)

The Metropolis National Museum. However, there were police reports that it was stolen.

CORBIN

Couldn't you just get it back?

DONOVAN

I could. That would require finding an old friend.

EXT. LOIS' HOME - DUSK

A FLEET OF VEHICLES parked at the front entrance. A TAXI approaches. Clark exits, overlooking the residence. He has a PACKAGE tightly in his arms.

(CONTINUED)

CONTINUED:

Sighing, he heads for the entrance --
 ...when he gets splattered with water.

RICHARD (O.S.)
 Jason...

His dress shirt soaked, Clark looks down at JASON WHITE,
 water soaker in hand, looking apologetically at Clark.

JASON
 Sorry Mr. Clark...

Richard speed walks from an open gate extending to the
 backyard.

CLARK
 It's actually --

RICHARD
 (to Jason)
 How many times has Mommy told you
 about watering employees from work?

Clark grumbles, silently, at the title.

JASON
 Sorry...

RICHARD
 You save that for the people I work
 for, okay?

JASON
 (smiling)
 Okay.

RICHARD
 All right, go back inside.
 (as Jason runs inside)
 And don't spray the furniture!

Clark stands, dripping. Richard notices, realizing.

RICHARD (CONT'D)
 Oh, Clark, I'm sorry, forgot you
 were here...let me see if I can get
 you a new shirt, okay?

CLARK
 Sure.

(CONTINUED)

CONTINUED:

Richard enters. Clark just stands. Then Richard walks back out.

RICHARD
Clark...

CLARK
Yes?

RICHARD
Come on in.

CLARK
Oh.

Pressing his shirt, Clark sighs and enters.

INT. LOIS' HOME - LIVING ROOM - CONTINUOUS

Kids bank every room, running excitedly, throwing objects and toys. Richard leads Clark to --

INT. LOIS' HOME - KITCHEN - CONTINUOUS

Richard enters, followed by Clark, who is slightly taken aback to find Lois and a bunch of her GIRLFRIENDS drinking and giggling about.

LOIS
Clark...what happened...?

RICHARD
He got soaked.

LOIS
Jason...

CLARK
It's nothing. Just a little drip here and there.

Everyone is silent -- Clark is absolutely dripping, from front to bottom.

RICHARD
I was going to get him a --

LOIS
-- don't worry, I'll get it.

RICHARD
Are you sure?

(CONTINUED)

CONTINUED:

LOIS

Yeah.
 (to Clark)
 Come with me.

Lois leads Clark out of the kitchen, but mutters before getting yanked out...

CLARK

It was nice meeting you al --

And he's gone. The rest of the WOMEN try to stifle laughs.

INT. LOIS HOME - BEDROOM - CONTINUOUS

Lois leads him in, heading for the CLOSET and taking out a NICELY PRESSED SHIRT.

LOIS

Here. I don't think Richard'll mind.

Clark looks down...his pants are soaked.

CLARK

Ah...

LOIS

Yeah, well...I'll find you some pants. Stay here.

Lois goes back to the closet, as Clark takes a moment to realize: *he's in Lois' room*. He breathes deeply, and begins to disrobe his dress shirt, getting caught with his glasses -- Lois notices, intervening...

LOIS (CONT'D)

Here Clark...let me help...

CLARK

No --

LOIS

Clark, you need to take off these damn glasses --

CLARK

I don't really --

It's an awkward moment -- Clark's shirt is halfway off, his face covered, as Lois' arms are in the air, above Clark's head, trying to discard it.

(CONTINUED)

CONTINUED:

CLARK (CONT'D)
Lois, I think I --

Clark rips his shirt off, his glasses tumbling to the ground,
Clark shielding his face quickly --

LOIS
I got 'em --

CLARK
No, Lois --

Clark kneels, grabbing them, pushing them back onto his face,
as Lois looks up, on the ground, perplexed.

LOIS
(rising)
Are you okay, Clark?

CLARK
Who, me? Yeah. I'm fine. Totally.
It's all good.

Clark stammers. His voice trails as he shares a moment with
Lois...shirtless.

LOIS
(shifting glare)
Let me get you some pants...

Clark notices, realizing, and covers up his chest. Lois, from
afar, laughs. Clark's too late.

LOIS (O.S.) (CONT'D)
I didn't know you worked out,
Clark...

CLARK
Worked out? Oh, well, it's nothing
much really...just a few...push-ups
here and there...

LOIS (O.S.)
Uh-huh...

As Lois continues to search, Clark muses around, gesturing at
the FRAMED PHOTOGRAPHS on the cabinets. Photos of Lois with
Richard and Jason...

LOIS (O.S.) (CONT'D)
He's getting big.

(CONTINUED)

CONTINUED:

Clark jumps, surprised. Lois appears with new shirt and pants.

LOIS (CONT'D)
I can't believe just yesterday he
was...so young...

Clark looks on at the photo, and then at Lois, reminiscing, glaring on, almost wishing he too were reminiscing with her...

LOIS (CONT'D)
Well, I'll give you some privacy.
We're about to have cake soon, so
don't be too long.

CLARK
Thank you.

Lois nods, leaving. Clark continues to stare at the photographs, seemingly lost...as Lois looks on, trying to find something in Clark's stare.

A NEWS REPORT

DABNEY DONOVAN facing the camera, giving a speech.

INT. CANTEEN - NIGHT

The TV is mounted on a wall in a canteen. A group of Scottish Sailors watch, half interested.

SAILOR #1
(shakes head)
What does this ass think he's
playing at?

EXT. OIL RIG - NIGHT

The MIDDLE OF THE OCEAN, RAIN is lashing down and THE RIG is being buffeted by a heavy storm.

SUPER: NORTH SEA, OFF THE COAST OF SCOTLAND

INT. CANTEEN - NIGHT

The TV continues to play in the background.

(CONTINUED)

CONTINUED:

BBC NEWSREADER

Homeland Security Director Dabney
Donovan issued a statement today
reassuring foreign residents that
the United States would reopen
negotiations with foreign
representatives about the danger of
extraterrestrial threats from the
unknown --

SAILOR #2

Turn this crap off. This is all we
bloody well --

Before he can finish that statement, an EXPLOSION rips
through the room!

EXT. OIL RIG - NIGHT

The whole place has gone up in flames!

The camera turns a sharp 180 degrees before rushing forward,
across oceans and continents until we --

SMASH CUT TO:

INT. LOIS' HOME - LIVING ROOM - SAME MOMENT

PUSH IN on Clark -- as a look of horror crosses his face.

RICHARD (O.S.)

Clark, are you okay?

Clark shakes it off, staring at Richard, who is pouring
drinks at the dinner table, kids seated, Jason at the head.

CLARK

I'm -- ah, fine.

RICHARD

You sure?

CLARK

Yeah.

And with that, Lois ENTERS, lights go out, and she's holding
a BIRTHDAY CAKE, as everyone begins to sing "Happy Birthday".

Clark looks on, as the singing PHASES OUT to the ROAR of
EXPLOSIONS and SCREAMS. He looks on, as Lois sets the cake
down, he looks at her, and then at Jason...

(CONTINUED)

CONTINUED:

Realizing what he has to do. No one notices he's gone.

EXT. LOIS' HOME - CONTINUOUS

Clark exits, and stops for one last moment, to the sounds of LAUGHTER and SINGING.

And then, he SOARS into the skies, his clothes discarded, splattered in trees...

...SUPERMAN rises up, hovering for just a second to get his bearings...

...and then he's gone in a BLUE FLASH and the roar of a SONIC BOOM.

EXT. OIL RIG - NIGHT

The place is a scene of complete devastation. FLAMES cover the whole rig.

A GROUP OF SAILORS are stuck on the platform -- they look down to see the survivors evacuating onto the boat.

SAILOR #1

Hang on!

SAILOR #2

Stop! What about us --

BANG! Another EXPLOSION RIPS across the rig -- the SAILORS are THROWN backwards --

-- the platform gives out -- they all SCREAM as they drop --

-- and suddenly stop dead -- to find SUPERMAN holding all four of them above the water.

SUPERMAN

Hang on!

He flies them down to the deck of the boat, sets them down gently.

INT. LOIS' HOUSE - LIVING ROOM - CONTINUOUS

Everyone is still SINGING. Lois notices...

LOIS

Where's Clark?

Richard looks around, shrugs.

(CONTINUED)

CONTINUED:

EXT. DECK OF THE BOAT - NIGHT

Everyone looks up in surprise to see Superman in their midst.

SUPERMAN
Is everyone all right?

SAILOR CAPTAIN
Everyone who's alive is out...but
everyone else...

Another EXPLOSION RIPS across the rig -- everyone except Superman DROPS to the deck.

SUPERMAN
Hold onto something!

He LEAPS over the side.

SAILOR CAPTAIN
What the --

And at that moment the boat suddenly SHOOTS forward at great speed --

-- Superman is PUSHING it forward --

-- the boat eventually comes to a stop -- the sailors' look to see THE RIG only barely visible in the distance, a FLAMING speck.

Superman's head appears over the side.

SUPERMAN
You should be safe here.

SAILOR CAPTAIN
Where are you --

WHOOSH! And he's gone again.

INT. LOIS' HOUSE - LIVING ROOM - CONTINUOUS

LOIS
Okay, Jason, make a wish.

EXT. OIL RIG - NIGHT

Superman SHOOTS towards THE RIG -- then around it. He CIRCLES THE RIG at top speed, creating a CYCLONE EFFECT...

...and a moment later the fire CUTS DEAD!

(CONTINUED)

CONTINUED:

INT. LOIS' HOUSE - LIVING ROOM - CONTINUOUS

Jason prepares to blow...

EXT. DECK OF THE BOAT - NIGHT

The sailors watch in amazement. The captain shakes his head.

SAILOR CAPTAIN
Unbelievable...

Above them they see Superman FLYING OFF -- they all CHEER and WAVE.

INT. LOIS' HOUSE - LIVING ROOM - CONTINUOUS

Jason BLOWS, the cake and all of the TABLE WARE flying across the room!

Silence. Lois is speechless, as is everyone else. Richard is the only one with a different, more unreadable look on his face...

And the kids, covered in CAKE, burst out laughing. Eventually the parents' carrying on, the mood shattered.

PUSH IN ON Richard's face, which says everything without really *saying* anything at all.

EXT. METROPOLIS - NIGHT

Superman FLIES through the city.

EXT. OUTSIDE LOIS' HOME - CONTINUOUS

Superman comes to rest hovering before the roof.

X-RAY POV: Inside we see the children and adults, and Richard, Lois and Jason.

He stares deeply. Turning, he then FLIES OFF into the night.

EXT. SHIPPING BOAT - DAY

FISH SPLATTER EVERYWHERE. Kitty is operating a FISHING BEAM, maneuvering it, trying to KNOCK OUT all of the fish. She seems genuinely disgusted.

KITTY
Lex, how long do we have to deal
with this?
(MORE)

(CONTINUED)

CONTINUED:

KITTY (CONT'D)

(beat)

Lex?

She moves over to the EDGE OF THE SHIP to see: A SMALLER BOAT, manned only by LEX, who uses PADDLES in lack of an engine. Kitty stares, dumbfounded.

KITTY (CONT'D)

Lex! Where are you going?

(after no response)

LEX!!

EXT. GETAWAY BOAT - CONTINUOUS

Lex PADDLES. KITTY'S SCREAMS can be heard in the distance, on the BOAT from afar. He merely grunts, PADDLING away.

IN THE DISTANCE: A COASTLINE. LAND.

INT. LOIS' HOUSE - BEDROOM - LATER

Lois is in bed, working on her laptop. Richard is in the bathroom, shaving.

LOIS

Did you see where Clark ran off to tonight?

INT. LOIS' HOUSE - BATHROOM - SAME MOMENT

Richard stops, and then continues shaving.

RICHARD

No. I didn't.

INT. LOIS' HOUSE - BEDROOM - SAME MOMENT

LOIS

Just seems...weird. That's all.

Richard enters.

RICHARD

Only weird thing I see about tonight is...

LOIS

...Jason. I know.

RICHARD

What happened?

(CONTINUED)

CONTINUED:

LOIS
I don't know.

Richard looks at her. Her response is too quick.

RICHARD
Lois?

LOIS
Yes?

RICHARD
Is there something you're not
telling me?

Beat.

LOIS
No, yes...I mean, it's
just...nothing. It's nothing.

He heads back into the bathroom.

RICHARD (O.S.)
I think Jason needs to see a
doctor.

LOIS
Doctor?

Richard peers from the door.

RICHARD
Yeah. After what just
happened...wouldn't you agree?

Pause. Unnaturally long.

RICHARD (CONT'D)
Lois?

LOIS
What? I mean, yes, of course.

Beat.

RICHARD
I'll talk to Doctor Hamilton first
thing in the morning.

Richard moves off back into the bathroom. Lois continues to
stare, the pressure weighing in.

(CONTINUED)

CONTINUED:

LOIS
Hey, did you give Clark our
address?

RICHARD (O.S.)
No.

LOIS
(under her breath)
I thought so...

IN HER CABINET, she pulls out A YELLOW PAD and starts writing.

EXT. SOMEWHERE IN THE NORTH POLE - NIGHT

VWOOSH! Superman soars through a CLOUDY and MYSTICAL night sky, the bright colors of the North Pole absorbent.

EXT. ICE RIDGE - CONTINUOUS

Superman HOVERS before an ICE VALLEY, towards a NARROW CANYON, onward 'til...

...THE FORTRESS OF SOLITUDE.

Through streaks of wind and snow, THE FORTRESS stands. It's the size of a cathedral, with crystal architecture reminiscent of Krypton.

INT. FORTRESS OF SOLITUDE - MOMENTS LATER

The wrecked palace of an abdicating god, haunted by shattered ceilings, icy fog, and crumbled statues. Superman enters underneath towering crystal columns.

He lingers about, weary, overlooking the architecture, not helping but remembering the iconography of his home world. He motions to the ENERGY CHAMBER, where his Father's CRYSTALS once were held. He touches the chamber, feeling it, as if trying to remember...

The BRIGHT COLORS of the North Pole illuminate the crystal columns, inside the Fortress. Superman looks up, at the stares, at the icy blackness of space...

We follow Superman's stare, all the way into the sky, into the misty atmosphere, until finally arriving in...

SPACE

(CONTINUED)

CONTINUED:

...roaring pass the MOON to the distant PLANETS of the Milky Way and the black ice of space -- black holes and stare belts -- SOARING FASTER -- fiery comets -- RUSHING until...

...the DARK BLUSHES, melting into nebulae and swirling asteroid belts.

A LIME ASTEROID, irregular in formation, amongst a misty field of green speckled asteroids. We push in, its frosty atmosphere dissolves like chilled breath to reveal:

EXT. NEW KRYPTON - KRYPTONOPOLIS

...we follow it all the way to KEM-L, who stands in the Council Chamber looking out into space. He looks down, and in her hands resides the EMERALD CRYSTAL. She looks at it, and walks over to the CONSOLE. She inserts the crystal, waiting for something. Anything.

SHAFTS OF LIGHT illuminate the entire cocoon. WHISPERING echoes from every direction, and the illumination in the cocoon columns suddenly coagulates into multiple ghostly faces of:

JOR-EL, staring right back at Kem-L. She steps back, frightened at this ethereal image.

JOR-EL (V.O.)
You do not remember me. I am Jor-El. I am your father.

Kem-L stares.

KEM-L
...Father?

JOR-EL (V.O.)
Embedded in the crystals before you is the total accumulation of all literature and scientific fact from all dozens of other worlds spanning the twenty-eight known galaxies.

(beat)
There are questions to be asked, and it is time for you to do so. Here in this Fortress of Solitude, we shall try to find the answers together.

THE CONSOLE HUMS, and another voice begins to protrude from the console, this time lighting a DIFFERENT COLOR, and the panel on the console shows A UNIQUE SYMBOL.

(CONTINUED)

CONTINUED:

COMPUTERIZED VOICE (V.O.)
 Jor-El, husband to Lara, father to
 Kal-El and member of the Council of
 Elders. Resident of the planet
 Krypton.

KEM-L
 ...Krypton...what *is* Krypton?

COMPUTERIZED VOICE (V.O.)
 Krypton. Once orbiting a red sun,
 home to Jor-El, Lara, and Kal-El,
 and to all the residents of
 Krypton. Home of the last remaining
 survivor of Krypton...Kal-El.

IMAGES OF KRYPTON and the planet begin to HOLOGRAPHICALLY
 disperse all amongst the cocoon, wrapping Kem-L in a DIAGRAM
 of PLANETARY and SOCIETAL IMAGERY from all the planet
 Krypton.

She moves to touch these IMAGES, but nothing happens, and she
 is immersed in the iconography and the technology. She turns
 to the console, looking for answers.

KEM-L
 Who am I?

The console tries to compute that, as if gathering all of the
 data accumulating from Krypton, trying to answer Kem-L.

COMPUTERIZED VOICE (V.O.)
 Negative. There is no data registry
 on your existence.

Kem-L's face falls. She feels dejected. Alone. Her face,
 while cryallized, cannot tell much emotion, but the emotion
 that it can tell is sadness. She looks at the rotating
 figures of JOR-EL and LARA, and baby KAL-EL. She tries to
 touch the images, but there is nothing corporal, nothing
 tangible for her to touch.

KEM-L
 Then...I will be named...*Kem-L*.
 After Jor-El and his family. Tell
 me...where is Krypton?

COMPUTERIZED VOICE (V.O.)
 Negative. Krypton is destroyed,
 consumed by the red sun in which it
 depended on for life.

(CONTINUED)

CONTINUED:

KEM-L

What are you?

COMPUTERIZED VOICE (V.O.)

The last remaining archival source,
encompassing all of the data and
information on the planet Krypton.

KEM-L

What is your name?

A moment -- the CONSOLE makes a variety of NOISES AND SOUNDS,
registering the question.

COMPUTERIZED VOICE (V.O.)

I am the Brain Interactive
Construct. In Kryptonian language,
I am known as Vrill-Drox.

KEM-L

Vrill-Drox...teach me all you know
about Krypton, and the last
remaining survivor...*Kal-El*.

EXT. MOROCCO - TANGIER - ESTABLISHING SHOT

INT. CAFE DE PARIS - TANGIER - DAY

LEX LUTHOR sits at the bar, drinking a TEQUILA. He's dressed
in tourist clothes, almost blending in with the environment,
if it weren't for his bald head.

AT THE ENTRANCE, a figure appears, assertive. RACK FOCUS to
reveal it is DONOVAN. Lex continues to sip his drink as
Donovan approaches Lex at the bar, and sits.

Beat. A moment of silence between the two, until:

DONOVAN

I see you still know how to remain
inconspicuous.

LEX

Not all of us can rise to the top.

DONOVAN

We had our different paths. I
choose the route of working for the
government...you choose the route
of trying to destroy the world.

Lex smiles.

(CONTINUED)

CONTINUED:

LEX

You always thought in such
simplistic tones. However you never
were one for small talk.

DONOVAN

Time's change.

LEX

And do so people.

Beat. Lex removes the MONOGRAMMED HANGERCHIEF from his
pocket, and lies it on the table. Donovan's eyes divert
momentarily to the hangerchief.

DONOVAN

What makes you think I don't just
walk out of here, throw you in
jail, and brag to all the buddies
from school how I was the one that
finally put away Lex Luthor.

Lex smiles, finishing his drink.

LEX

For the greatest criminal mind of
our time...never.

Donovan scoffs.

DONOVAN

Still playing your cards?

LEX

Still looking over at mine?

Beat.

DONOVAN

So, what is it that the great Lex
Luthor has to offer?

Lex reaches for the hangerchief. Moves it closer.

LEX

The one thing you've always wanted:
the bigger picture..
(smiles)
Not bigger. *Smaller.*

EXT. SOMEWHERE IN THE NORTH POLE

(CONTINUED)

CONTINUED:

A RED CAPE BILLOWS IN THE WIND.

But this is not Superman. It is...

...KEM-L, flying through cloud banks straight towards...

...THE FORTRESS OF SOLITUDE.

INT. FORTRESS OF SOLITUDE

KEM-L lands. She observes this crystalline palace, in awe.

She motions towards the ENERGY BANK, where she notices the EMERALD CRYSTAL. She takes it, grasping it firm in the palm of her hand.

PULL BACK TO REVEAL: Kem-L, dressed in a BLACK BODYSUIT and a billowing MAROON CAPE. The "S" crest firmly on her chest.

She motions to her side, and slowly, gradually, something gestates out of her, and it solidifies as the EMERALD CRYSTAL. She takes it and inserts it into the ENERGY BANK, waiting momentarily.

SILENCE. Nothing happens. Until...

...THE ENERGY BANK RUMBLES, and the entire Fortress begins to HUM AND GLOW with the luminescence of the EMERALD CRYSTAL. It is almost like VRIL DROX is "installing" himself, the ENERGY BANK retracting, becoming larger, melding, and the entire FORTRESS marked in shadow by this EMERALD GLOW.

The crystal columns all GLOW, and SHAFTS OF LIGHT illuminate the once baron Fortress. It coagulates, gestating, until an ethereal image takes center stage, reflected in the crystal columns around the Fortress.

ANGLE ON: The ENERGY BANK. Wires and tubes ORGANICALLY begin to emerge, almost as if the CRYSTAL is transforming the ENERGY BANK into the CONSOLE last seen on New Krypton.

VRIL DROX
Hello Kem-L.

She smiles, gently.

KEM-L
I need you to do me a favor. I need
you to locate Kal-El.

(CONTINUED)

CONTINUED:

The crystal columns reflect what appears next: HOLOGRAPHIC IMAGES of THE PLANET, searching, finding, something...*someone*...

EXT. EARTH ORBIT

A SATELLITE with the "UNITED STATES" emblem. It CHANGES COURSE, refiguring...

INT. NASA CONTROL ROOM - KENNEDY SPACE CENTER

CONTROL OPERATORS are at work. COMPUTER SCREENS and PANELS everything, and at the front, A LARGE SCREEN marks the room, showing readouts from different satellites all around the world...

A CONTROLLER works at his station, when a BLIP arises on his READOUT SCREEN, and something appears offset...

AND THEN, EVERYTHING GOES BLACK.

EXT. METROPOLIS - NIGHT

THE CITY'S LIGHTS FLICKER, and then GO COMPLETELY BLACK...

INT. DAILY PLANET - BULLPEN - CONTINUOUS

COMPUTERS, TV'S...all SHUT OFF...

INT. NASA CONTROL ROOM - KENNEDY SPACE CENTER

A MOMENT, and then THE LIGHTS RETURN, the COMPUTER SCREENS return to operational status, and everything is back to "normal".

All of the CONTROLLERS look at one another -- *what the hell just happened?*

INT. DAILY PLANET - BULLPEN - CONTINUOUS

CLARK sits at his desk. THE LIGHTS CYCLE BACK ON. Computer screens, TV's. He looks around. He seems to be the only one in the bullpen, until...

...LOIS perks up. She looks at Clark from across the bullpen. They wait a moment, and when nothing seems to be out of the ordinary, Lois goes back to her work. Clark stares, as if having an internal battle whether or not to confront Lois or not. He finally musters up the courage...

When Lois rises, putting things in her purse. Clark breathes deep.

(CONTINUED)

CONTINUED:

CLARK

Uh --

Lois rises, yelps. So does Clark.

CLARK (CONT'D)

I'm sorry, I thought --

LOIS

No need, Clark. I was just leaving.

Clark sighs. He moves back to his desk, when Lois has a moment, and speaks up:

LOIS (CONT'D)

Actually, I wanted to ask you a question.

CLARK

Sure...?

LOIS

First thing, where did you run off to the other night? Jason's party?

Clark stutters...

LOIS (CONT'D)

And did you *really* get our address from Richard?

Clark trails, stuttering up a storm. Lois waves, thinking better of it.

LOIS (CONT'D)

Forget it. I'm sorry, Clark. I don't mean to jump on your case...

Lois puts a few more things into her purse, and Clark obviously notices something is troubling Lois. He goes for it...

CLARK

Lois...is there something wrong?
Something you want to talk about?

Lois touches her engagement ring. Clark notices.

CLARK (CONT'D)

If you don't want to talk, I'll under --

(CONTINUED)

CONTINUED:

LOIS
Just wedding jitters, that's all.

Clark piques up.

CLARK
Really?

Lois does a double take.

LOIS
No, I mean, it's not like that,
it's just...

...she pauses for a moment, almost as if thinking better of saying what she's about to say, but instead goes for it.

LOIS (CONT'D)
...you ever feel like had things
gone differently for you, you
wouldn't be in the position you're
in?

Clark stutters, trying to comprehend.

CLARK
What do you mean?

LOIS
You know, if you hadn't become a
reporter, you wouldn't be sitting
here...with me.

Clark looks into Lois' eyes for a fleeting moment -- *is she saying what I think she's saying?*

LOIS (CONT'D)
Forget I said anything.

CLARK
No, I --

THE PHONE RINGS, and Lois takes out her CELL from her purse, answering it. Clark trails, ignoring his thought and we PAN OVER TO THE WINDOW, WHERE...

EXT. DAILY PLANET - CONTINUOUS

...KEM-L HOVERS, cape billowing. She looks at Clark and Lois interacting, or moreover, Lois on her phone, and Clark watching her. She notices it in Clark's face, and she looks back, *thinking*.

(CONTINUED)

CONTINUED:

She looks up. PAN UP TO REVEAL: the DAILY PLANET GLOBE, rotating stunningly in the night sky. Kem-L soars upwards, past the bullpen window, up to...

EXT. DAILY PLANET - ROOFTOP - CONTINUOUS

Kem-L soars up AFTER THE ROOFTOP, landing softly on:

EXT. DAILY PLANET - THE GLOBE - CONTINUOUS

She stands atop the spinning GLOBE, overlooking the city at night. And just when, *SOMETHING HAPPENS*...her face suddenly SHIFTS from crystallized, to something else, molding, flexing, *MORPHING*...

...HER DIAMOND-ESQUE STRUCTURE alters to resemble the shape of a FEMALE HUMANOID. Her face is refined, her cheek bones strong, and her hair becomes raven, gorgeous, dark black.

She looks at her hands. They resemble the pale form of a normal HUMAN HAND. She touches her face, feeling the soft sensation of a hand gently caressing a HUMAN FACE.

SHE SHOOTS OFF from the GLOBE, into the THICK CLOUD LAYERS that make up the DARK SKYLINE...

...AND THEN THE STREAK OF THE SONIC BOOM!

INT. DAILY PLANET - BULLPEN - CONTINUOUS

Clark, at his desk, getting ready to leave. The SONIC BOOM is softly heard from the bullpen. Lois, heading for the exit, looks out the window, and hears it too: *Was that Superman?*

Her glare shifts to Clark, who turns from the window to Lois, and if any "suspicions" she might have had just fly out the window. Literally.

Lois leaves, appearing glum and disappointed. Clark watches her leave, bowing his head.

EXT. SKIES OVER METROPOLIS - CONTINUOUS

KEM-L SOARS through the night sky, above the city.

EXT. ABOVE THE EARTH - KEM-L'S PERCH - CONTINUOUS

Kem-L settles at the edge of space. Hovering. It is truly majestic. She closes her eyes and bows her head, almost as if meditating. Then we realize she is actually LISTENING.

(CONTINUED)

CONTINUED:

WE HEAR WHAT SHE HEARS: layers of voices, radio chatter, television signals, thunderstorms, EVERYTHING. The sounds come quickly, overlapping -- building to a chorus.

SHE OPENS HER EYES, and then with a POWERFUL SONIC BOOM, she is off...

EXT. CALIFORNIA COAST - DAY

A series of middle-class housing scattered along the base of a mountain. A MUDSLIDE encroaches, destroying the homes.

Coast Guard Helicopters circle. As well as news choppers. Lines of cars are leaving. Evacuation is never pretty.

INT. HOME - DAY

SLUDGE POURS through windows, BURSTS through walls. SCREAMS! Huddled in the corner, a MOTHER and her young SON pray over a set of rosaries. They SHAKE as the mud CRAWLS towards them.

A GROAN from the roof. Mud PLOPS down from ceiling cracks.

The mother closes her eyes, crying, clutching her child. The GROANING turns into a YAWN as the CEILING COLLAPSES!

The mother SCREAMS, shields her child. But, nothing. Her eyes dare to open. Scanning the mud-filled room. They flash up at Kem-L, floating, holding the fallen roof. She looks down.

KEM-L

Don't panic.

Kem-L dips and RUSHES UP -- HURLING THE ROOF INTO THE AIR!

EXT. HOME - DAY

The ROOF crashes into the crawling mud. Kem-L soars out of the open-roofed house with mother and child as the MUD DEMOLISHES it.

EXT. EVACUATION SITE - SECONDS LATER

Military POLICE gaze up as Kem-L descends with the family. She turns to the MOTHER, in awe.

KEM-L

Will you be all right?

The mother looks out at the floating remnants of her home. Tears clout her eyes. Kem-L's hand rests on her shoulder.

(CONTINUED)

CONTINUED:

KEM-L (CONT'D)
 We can rebuild it. I promise. Right
 now, you and your son are safe.

The mother eyes her. She smiles. Just enough not to belittle her pain.

KEM-L (CONT'D)
 You'll get through this.

She turns and FLOATS into the air.

EXT. KYOTO - JAPAN - DUSK

A FISHERMAN pulls his load in from the day. He slops the net into the boat and slouches down. Tired. BIRD SQUAWKS make him look up into the sky -- curious. The sky is black, a mass of birds fleeing against it. The fisherman turns, seeing behind him DOCKHANDS staring out at sea. He gazes back, his face drops, seeing

A HUGE TIDAL WAVE SURGING TOWARDS THE SHORE!

The fisherman scrambles to get out of his boat, but slips and crashes into the water.

UNDERWATER

The man THRASHES to swim up, but the rip current from the coming wave has got him. He thrashes and thrashes until --

AIR!

He's soaring above the water, GASPING. He touches his body. He's alive. Then, he looks to his left and Kem-L smiles at him as they fly above the water.

EXT. VILLAGE HARBOR

Kem-L lands, sets the man down.

KEM-L
 Sorry to be terse, excuse me.

Kem-L ROCKETS back into the air.

EXT. TSUNAMI - SECONDS LATER

Kem-L swoops out over the gynormous tidal wave. She DIPS DOWN and comes up its REAR LEVEL at an uncanny speed.

(CONTINUED)

CONTINUED:

Skimming the water, she balls her FISTS, bows her head, and PLOWS DOWN INTO THE RISING WAVE'S BACK!

-- SHE EXPLODES out its front, banking right and barrelling along in the raging TUNNEL of the wave as it ARCHES over her. She INHALES and...

-- BLOWS, FLASH FREEZING THE WATER BEFORE THE WAVE!

The WAVE SHATTERS the ICE, SCOOPING THEM UP and HURLING THEM towards Kem-L. Kem-L zigzags to avoid the HURTLING CHUNKS as her frosty breath attempts to SLOW THE WAVE.

A HUGE CHUNK PITCHES TOWARDS HER -- KEM-L CRASHES THROUGH IT and BOOMS forward! This isn't working. She spreads her arms and SOARS back towards THE COAST!

EXT. COASTLINE

Kem-L slows and turns in the air, focusing on the wave. It RACES closer...closer...closer...

RIGHT ON TOP OF KEM-L WHEN --

KEM-L SLAMS HER HANDS TOGETHER IN A THUNDEROUS CLAP! -- The WATER EXPLODES around him and the SOUND BUBBLE, crashing DOWN into the waters, the wave loosing its form!

Kem-L hovers as the WATER FALLS around her, glistening in the sunlight. She turns around, eyeing THE DOCKHANDS, most notably the Fisherman. Gracious. Stunned. Kem-L NODS at them and takes off into the sky.

JAPANESE NEWSCASTER (V.O.)
*...as unbelievable as it may seem,
 it is true. A flying figure that
 saved many, with the powers of
 Superman...*

MONTAGE OF NEWS BROADCASTS, various nationalities.

RUSSIAN BROADCAST (V.O.)
*...rescued a submarine buried by
 debris from underwater tremors.*

-- KEM-L HEFTING a SUBMARINE over her head.

ENGLISH BROADCAST (V.O.)
*...scene earlier today as the
 terrorists were apprehended and the
 bomb detonated without harm by this
 incredible figure!*

(CONTINUED)

CONTINUED:

-- KEM-L TOSSES a BOMB into the air where it EXPLODES!

AMERICAN BROADCAST (V.O.)
*...no comment from the President,
 and while public reaction has been
 mixed at best, one thing is for
 certain...*

*INSERT: "SUPERWOMAN ARRIVES!" THE DAILY PLANET FRONTPAGE. It
 FALLS, revealing:*

PERRY WHITE, holding a copy. He looks up at towards:

INT. DAILY PLANET - PERRY'S OFFICE - DAY

CLARK AND LOIS, standing right before him. Clark looks at the
 headline, befuddled. *Super...what?*

PERRY
 Now, can someone tell me why we
 have another flying persona chasing
 around and we don't know a thing
 about it!

Lois is speechless, and so is Clark.

JIMMY (O.S.)
 Maybe Superman knows her. Maybe
 they're related.

JIMMY peeks in.

LOIS
 I doubt it, Jimmy.

JIMMY
 Well, how do you know for sure?

Lois stutters. She doesn't.

LOIS
 Well, for one thing, Superman never
 mentioned her.

JIMMY
 To you, at least.

Lois scoffs, almost offended.

PERRY
 Look, I want to know everything
 about her: who is she?
 (MORE)

(CONTINUED)

CONTINUED:

PERRY (CONT'D)

Where did she come from? And most of all, if Superman knows her.

Perry's stare narrows down to Lois, who rises, realizing what he's asking of her.

LOIS

I'm not his postal service, Perry.

PERRY

But he'll talk to you.

LOIS

How do we know that for sure?

PERRY

He gave you an interview last time. Maybe he'll do it again.

LOIS

Yeah, and he came to *me*, remember? I can't just summon him out of thin air.

PERRY

Then fall out of a building. Rob a grocery store. Do whatever it takes, I want Superman's opinion on this.

Lois rolls her eyes, leaving the office. That leaves Clark, who is as confused and bewildered than ever.

EXT. SKY - DAY

AN AIRLINER JET flies in the sky.

INT. JET - PASSENGER CABIN - DAY

The BATHROOM DOOR opens, and LEX LUTHOR walks out, refreshed and in a PRISTINE BLACK SUIT. He sits next to Donovan, who is reading The Daily Planet article on Kem-L.

DONOVAN

And you thought Superman was the only pointy-eared *freak* on the planet...

LEX

(dry)
You hide your xenophobia well.

(CONTINUED)

CONTINUED:

DONOVAN

You'll have to lay low for a while,
before I can arrange some things...

Lex nods, disapprovingly. Donovan eyes him.

DONOVAN (CONT'D)

Unless you want to be extradited
back to the United States --

-- OFF LEX'S REACTION...

DONOVAN (CONT'D)

You have to be kidding me? You
didn't even need me...

...he stops. Realizes. Lex merely smiles.

EXT. ARCTIC SKIES - MORNING

VWOOSH! Superman soars through a dark and overcast sky.

EXT. FORTRESS OF SOLITUDE - CONTINUOUS

Superman levitates over his Fortress, noticing its altered appearance. It has become LARGER, MORE MASSIVE, with an eerie GREEN GLOW emanating from the inside...

...SUPERMAN descends downwards...

INT. FORTRESS OF SOLITUDE - CONTINUOUS

SUPERMAN LANDS. It is dark, apparently deserted. He walks, noticing the ENERGY BANK, and the tubes and wires wrapped around it, and the EMERALD CRYSTAL presiding in the center.

He walks over to it, touching it. He looks around, confused, how his Fortress has been transformed.

KEM-L (O.S.)

Welcome, Kal-El.

Superman turns, at the placement of the voice, to find:

KEM-L, stunningly beautiful, descending behind him. Superman stares.

SUPERMAN

Who are you?

KEM-L

I am Kem-L. I am from Krypton.

(CONTINUED)

CONTINUED:

Superman stares, confused.

SUPERMAN

How can that be? I thought...I am
the only survivor from Krypton.

Kem-L smiles, walking forward.

KEM-L

We are *both* the last survivors of
Krypton.

Superman considers this. *Both?*

SUPERMAN

...how?

KEM-L

Let me show you.

She moves towards Superman, and takes his arm. He is hesitant at first. She smiles, comforting him. SHE RISES, HOVERING above him, and awed by her presence, and the prospect she presents, he RISES as well, FLYING with her out of the Fortress.

EXT. ARCTIC SKIES - CONTINUOUS

KEM-L BOOMS out towards the THICK CLOUD LAYERS, and Superman follows, from behind.

EXT. STRATOSPHERE - CONTINUOUS

KEM-L AND SUPERMAN SOAR through the clouds, straight on 'till...

EXT. ABOVE THE EARTH - CONTINUOUS

Hovering above the Earth, Kem-L soars into the icy blackness of space. Superman follows, and for a moment these two are side-by-side, Superman glaring into her eyes, almost trying to read her.

She presents her hand, and after a moment Superman takes it, and together THEY FLY in space. The stars race past them, and they TWIRL AROUND EACH OTHER, lost in each other's ethereal glare, Kem-L's dark eyes mirroring Superman's stark blueness.

EXT. MARS - DEEP SPACE - CONTINUOUS

(CONTINUED)

CONTINUED:

Superman and Kem-L fly past the planet Mars. They briefly DESCEND into the CRIMSON ATMOSPHERE, and ZOOM THROUGH the THICK CLOUD LAYERS, the esoteric landscape barely visible below them...

EXT. ASTEROID FIELD - DEEP SPACE - CONTINUOUS

ASTEROIDS shoot past us, and SUPERMAN AND KEM-L enter the frame, soaring in and out of the FLYING ASTEROIDS...

EXT. DEEP SPACE - CONTINUOUS

THEIR CAPES quiet and silent in the empty VASTNESS, Superman and Kem-L continue to soar through space until the emptiness is broken by:

NEW KRYPTON. Superman's glare shifts the instant he sees it. It is the first time he has seen it since he lifted it from the Earth. It is BIGGER, and he is taken aback from the enormity of it.

EXT. NEW KRYPTON - CANYONS - CONTINUOUS

SUPERMAN flies over the large, stark canyons of New Krypton, staring and not helping but remember how it resembles the ruins of Krypton.

HE LOOKS UP, and sees Kem-L flying before him, almost as if directing him towards something...

EXT. NEW KRYPTON - COUNCIL CHAMBER - CONTINUOUS

Superman DESCEND on the cold, dark ground. He looks around, and can't help but STARE IN AWE at the exterior of the Council Dome: dried magma has caked around debris, suspending falling pillars and balconies, as if the creation of such a place was fought decay and near decimation.

Superman glares at the misty canyon, a phantom of Krypton's glorious civilization now contrasted. He gawks at the tilting statue, noting the "S" crest. He touches the red and yellow one on his chest. Kem-L notices.

KEM-L (O.S.) (CONT'D)
Your father's symbol.

SUPERMAN
How do you know all of this...about
me, and my father.

(CONTINUED)

CONTINUED:

KEM-L

I received your father's transmissions just as you did all those years ago.

Superman realizes -- his father's crystals.

SUPERMAN

You've seen my father's recordings? From the crystals?

KEM-L

Yes. He taught me so much. If it were not for him, I would not have traveled so far to see you. His only son.

SUPERMAN

For so many years, I thought I was alone.

Kem-L smiles, and gently touches Superman's face, in a strange, motherly way. Superman reels in the comfort, closing his eyes, and they share a tender moment.

KEM-L

I am here for you, Kal-El. You don't have to be alone any more.

It has been words that Superman has been wanting to hear for years. Superman and Kem-L become closer, and there is an intimacy here.

KEM-L (CONT'D)

We will rebuild Krypton. And we will continue what was lost so long ago.

For a moment, Superman just takes it in...and then realizes what she is saying. He backs away, slightly.

SUPERMAN

Rebuild? Krypton, my father, my entire race is gone. It has been. For a very long time.

KEM-L

It can be rebuilt. Krypton can be rebuilt.

Kem-L moves closer towards Superman. He looks suspicious of her intentions.

(CONTINUED)

CONTINUED:

She tries to quell his fears, touching his face. Superman seems confused -- *what is she trying to get across?*

KEM-L (CONT'D)

Together, you and I, can rebuild
Krypton. And not just our home.

Superman steps back. He knows what she is suggesting. He cannot fathom it.

SUPERMAN

You want to...Kem-L, I'm afraid it
doesn't work like that.

KEM-L

Why?

SUPERMAN

It just doesn't. And if what you
are telling me is true, we are the
last survivors of
Krypton...*forever.*

Kem-L seems lost, dejected. Abandoned.

KEM-L

The things we can do together...I
thought you would understand, son
of Jor-El...

Superman touches her shoulder. Comforting.

SUPERMAN

I'm sorry.

A moment. Kem-L makes one last-ditch effort.

KEM-L

Then let me show you something.
(beat)
For me.

Superman turns, as if to contemplate Kem-L's offer...

EXT. SPACE OVER NEW KRYPTON

A BLAST OF WIND marks two flying figures: SUPERMAN and KEM-L, whooshing over the irregular asteroid that is New Krypton.

Superman overlooks the charcoal architecture, the tilted statues, the dark, decrepit landscape...only a resemblance of his old homeworld.

(CONTINUED)

CONTINUED:

He lands, on:

EXT. ROCKFACE - CANYON - NEW KRYPTON

The enormity of New Krypton stares back at him, the wondrous canyons, huge, blank geography.

AND THEN, Superman looks up, the visage of EARTH right before him. Caught been his past, and the future.

Kem-L stands behind him.

SUPERMAN

This all seems so familiar.
Everything that I can remember, it
seems so...

He sighs. Weighing the choice he has to make. He turns, facing Kem-L.

SUPERMAN (CONT'D)

I can't do what you want me to do.
I have an obligation to the people
of Earth.

(pause)

I'm sorry.

Kem-L merely stands. Superman smiles, or at least tries to, and JUMPS OFF the CANYON LEDGE, off into the icy blackness of space, towards EARTH.

EXT. METROPOLIS - NIGHT

An odd AURO BOUREALIS lights up the sky, a WIFE and HUSBAND stop in the street staring up at it.

INT. CLARK'S APARTMENT - CORRIDOR - MORNING

BANG! BANG! BANG! -- A HAND POUNDING the door.

INT. CLARK'S APARTMENT - MORNING

CLARK saunters past a coffee table, knocking a Daily Planet NEWSPAPER to the floor: "NASA DISCOVERS NEW PLANET!"

Clark opens the door, finding: LOIS, coffee in one hand, newspaper in other. Glaring.

LOIS

You hear about this?

(CONTINUED)

CONTINUED:

CLARK

Lois, I was sleeping...

LOIS

Luthor could get off! Again! His lawyers saying he was detained illegally --

CLARK

Illegally...?

LOIS

Superman, Clark. Remember. New Krypton. End of the world...

Clark plucks the newspaper from Lois, suddenly awake as Lois moves into the kitchen and starts opening cabinets.

LOIS (CONT'D)

Still keep the coffee filters up here?

CLARK

("No")

Above the sink. Hey Lois, doctors say caffeine is just as bad as nicotine --

LOIS

Just read...

CLARK

I did.

LOIS

And you have nothing better than a nine-out-ten doctor's schpeel?

Clark shrugs, playing it off. Clueless as usual. Lois slams the cabinet doors shut. Total disbelief --

LOIS'S (V.O.)

I'm just saying...

INT. DAILY PLANET - BULLPEN - LATER

Clark is at Lois's cluttered desk as she rummages through its messy confines. He watches the television, covering the LUTHOR TRIAL.

(CONTINUED)

CONTINUED:

LOIS
...it's been a year and after all
Superman's done, you'd just
think...

CLARK
(still watching the TV)
...or hope...

LOIS
...yeah, that this city'd show a
bit more appreciation. I mean, how
many time has he saved this city --
or me even?

Clark opens a drawer: it's full of Superman memorabilia.

CLARK
...oh, a lot.

Lois slams shut the drawer. Frowns at Clark. He grins.

EXT. METROPOLIS STREETS - DAY

Lois and Clark into the PEDESTRIAN traffic. Lois guzzling
down another coffee.

LOIS
I interviewed him. More than once.
He's a good guy, Clark. And, those,
are fewer and farther between.

Clark keeps walking, amused. Lois halts at a COFFEE STAND,
regards Clark curiously.

CLARK
Um...cup of the day...please...sir.

Clark moves to pay for it, Lois flashes her money.

LOIS
Don't be an enabler, Clark.

EXT. METROPOLIS COURTHOUSE - AFTERNOON

Stairs packed by reporters. A black Mercedes idles at the
bottom of the stairs. The large doors open and REPORTERS
activate as...

...LEX LUTHOR promenades down the stairs, flocked by lawyers.
His smile has a price few could afford.

(CONTINUED)

CONTINUED:

Lois pushes towards the front of the crowd, Clark behind her nodding apologies to her victims --

LOIS (CONT'D)

Look at him, think he owned the city.

The awkward veneer of Clark fades as he sees Lex, playing to the reporters with smiles and waves --

CLARK

Maybe he does...

Lois glances back at Clark, beat. Lex stops -- his lawyers whispering to him. Then:

LEX

Gratitude, appreciation, benediction to the city's commitment to law and order by men. Although many endorse the flying martian, I hope his interference in humanity's justice system is duly noted and considered by the grand jury.

A HAGGARD WOMAN lurks in the crowd, fiddling in a grocery bag. Her hand returns with something shiny -- A GUN.

She fumbles -- shaking -- Lex moves, waving -- Clark furrows his brow -- A CLICK -- he SPINS and *EVERYTHING AROUND HIM SLOWS TO A CRAWL* --

-- Clark eyes the CROWD -- Lex moves down the stairs, HAND swaying back and forth -- Reporters REACH OUT -- THE LADY, gun FIRED, FLASHBANG GROWING -- Clark peers over his glasses, eyes turning HOT RED -- BANG! Everything ZIPS back to normal -- Lex FLINCHES -- POLICE WRANGLE the LADY as REPORTERS SCATTER BACK.

SHOOTER

You took my home! Damn you!

Lex's eyes burn the woman, watching as the police arrest her. He rises, straightens himself out.

LEX

Some have lost faith in our justice system. Lex Luthor has not.

The Reporters CHUCKLE as Lex smiles and continues down to the Mercedes, passing Lois and Clark on his way.

(CONTINUED)

CONTINUED:

LOIS

What a di --

Her phone RINGS. Clark glares as the Mercedes pulls away. His EYES squinting as he sees far into the distance.

INT. NEW KRYPTON - COUNCIL DOME

Kem-L is a speck of lime light in the huge crystal chamber, centered around a ENERGY BANK, composed of clear organ-like tubes. Singed, sooted, and shattered.

Kem-L's hand holds the emerald crystal over a shattered crystal tube. She closes her eyes and inserts it.

IMAGES REFRACT, and the SYMBOL OF VRIL DROX holographically emerges once again.

VRIL DROX

Kem-L. I am at your service.

KEM-L

Kal-El rejected my offer to rebuild Krypton. To bring life to our brothers and sisters. But that is fine. Kal-El needs to be shown the way. We will show him the way.

EXT. SPACE

AN ASTEROID STORM, irregular in formation. In its epicenter: a LARGE, LIME ASTEROID.

The green-speckled asteroids move in a forward direction, swarming around the larger, lime asteroid, moving towards...

...EARTH.

INT. CIA HEADQUARTERS - DONOVAN'S LAB

KRYPTONITE. Donovan holds up Lex's hard, examining it. Lex watches from afar, observing the many IMAGES and DOCUMENTS on New Krypton.

DONOVAN

I've never seen it up close. It feels...quaint.

RACK FOCUS: Lex smiles, musing over PHOTOGRAPHS.

(CONTINUED)

CONTINUED:

DONOVAN (CONT'D)
Your theatrics seemed to have won
them over.

LEX
Not nearly. What I have in mind
will really knock your socks off.

Donovan sets the shard down, turning.

LEX (CONT'D)
Just imagine. The United States
Army, the entire government...with
state-of-the-art technology. Weapon
systems...upgraded!
Vehicles...upgraded! Your entire
arsenal equipped with advanced
alien technology.

Donovan scoffs.

DONOVAN
It would take months before
Congress would even think about...

...he trails, mostly at Lex's grin.

DONOVAN (CONT'D)
What do you have in mind?

EXT. WASHINGTON, D.C - DAY

The horizon is silent, until it is broken by the sound of
HELICOPTER BLADES and the emergence of...

THE PRESIDENT'S HELICOPTER, swooshing past us and heading
towards:

EXT. THE WHITE HOUSE - DAY

SECRET SERVICE stand as HEAVY WIND blow. The HELICOPTER
descends, the door opening to reveal...

PRESIDENT WILKES (mid-40's, esteemed), walking out with his
entourage, nodding at his Secret Service. They escort him to
the White House, where more SECRET SERVICE AGENTS are
standing and waiting for him.

The two AGENTS escorting the President turn to eye one
another, and then --

(CONTINUED)

CONTINUED:

-- BOOM! THE PRESIDENT'S HELICOPTER EXPLODES! The Agents near the President quickly take out the AGENTS at the entrance, waiting for the President. ANOTHER HELICOPTER appears in the distance, descending for the lawn.

The two Agents whisk the President into the BLACKHAWK HELICOPTER, and it takes off -- MORE AGENTS emerge from the White House, firing rounds -- but it's too late. They scream into their radios, panicked.

EXT. BLACKHAWK HELICOPTER - CONTINUOUS

The CHOPPER rockets from the capitol. IN THE DISTANCE, TWO F-16's appear. The HELICOPTER swerves, but the F-16's are right on its tail.

INT. F-16 - COCKPIT - CONTINUOUS

THE PILOT has the CHOPPER in its scope...

EXT. F-16 - CONTINUOUS

...A MISSILE, odd in design, FIRES...

EXT. BLACKHAWK HELICOPTER - CONTINUOUS

...the HELICOPTER veers left and right, chaotically, trying to escape the path of the MISSILE.

The MISSILE misses the CHOPPER.

INT. BLACKHAWK HELICOPTER - CONTINUOUS

The two FAUX AGENTS cheer in excitement. PAN DOWN: the President, shoved to the ground, looks helplessly...until the MISSILE TURNS, out of character, and HEADS STRAIGHT BACK FOR THE CHOPPER!

EXT. BLACKHAWK HELICOPTER - CONTINUOUS

The PILOT notices, and the CHOPPER swerves -- the MISSILE is still only yards away -- and the CHOPPER goes into a NOSE-DIVE...

AMAZINGLY, the MISSILE chases after it! The HELICOPTER is rushing downwards, toward Earth, when the MISSILE PARTS INTO THREE PIECES! All of them TWIRL AROUND, ENCIRCLING the HELICOPTER, until they concurrently EXPLODE!

The simultaneous EXPLOSIONS send the HELICOPTER in a spin, uncontrollably, and the PILOT VEERS THE CHOPPER UP, only inches away from HITTING THE GROUND.

(CONTINUED)

CONTINUED:

CRASH! The landing isn't pretty. It SWERVES, until finally SMASHING into some TREES before landing HARSHLY on some streets.

SIRENS. CHAOS. POLICE SEDANS rush onto the scene, and POLICE OFFICERS run towards the crash site. The looks on the CITIZENS, who watched the entire thing, are of awe and astonishment: Is the President still alive? Will he be safe?

INSERT: "PRESIDENT SURVIVES TERRORIST SIEGE" AND THEN IN SMALLER TEXT, BELOW THE HEADLINE: "PRESIDENT THANKS LUTHOR". THE DAILY PLANET HEADLINE. THE PRESIDENT, SHAKING HANDS WITH LEX LUTHOR.

INT. DAILY PLANET - BULLPEN - DAY

Chaos, chaos, and chaos. We MOVE THROUGH THE GOSSIPING CROWDS, hearing BLURBS on Lex, till finally, the CROWD PARTS ON:

CLARK, who is staring at his keyboard, tapping at the keys aimlessly. A dud amongst all the fireworks. He looks up, and the NEWS ON LEX IS EVERYWHERE:

TV #1

...President Wilkes personally thanking Lex Luthor, who at the last minute equipped the F-16's that took down the hijacked helicopter with "advanced technology"...

Clark watches the television, and with his reaction he shows all his contempt for Lex.

INT. DAILY PLANET - BULLPEN - DAY

Perry sits at his desk, going over proofs. Lois enters.

LOIS

You wanted to see me, Chief?

PERRY

Good, you're in. How are you?

LOIS

I'm fine actu --

PERRY

-- excellent. I need you for tonight.

(MORE)

(CONTINUED)

CONTINUED:

PERRY (CONT'D)
Luthor is holding a benefit and I
need someone to cover it.

LOIS
You have to be kidding me.

Fumbling through the entrance, Clark ENTERS.

CLARK
Hey Chief, do you --

PERRY
KENT! I'm glad you're here. I'm
sending Lois to Luthor's gala event
tonight, and I want you there with
her.

Clark sidetracks, backpedaling, as Lois looks at him, her
expression thoughtful.

CLARK
Ah, well, actually, I was --

PERRY
Good. And get a snazzy outfit,
Kent.

CLARK
Snazzy?

PERRY
Yes. You're going to look like a
magician in a cheap circus parade
if you don't look proper. Now both
of you, out, I need tomorrow's
morning edition, and Kent, I want
something concrete on Luthor, so
don't screw this up.

Lois exits, Clark stumbling, his words trailing.

PERRY (CONT'D)
Kent, what are you still doing
here?

CLARK
Sorry, Chi --
(Perry interjects)
-- I mean, Mr. White.

EXT. LEX'S PENTHOUSE - FRONT ENTRANCE - NIGHT

(CONTINUED)

CONTINUED:

The place is jumping with a GLITZY atmosphere -- red carpet rolled out, paparazzi snapping photos as celebrity guests arrive.

A LIMO pulls up. The CHAUFFEUR comes around and opens the door. LEX emerges with HOPE (early 30's, blonde hair) and immediately the paparazzi barrage them with yelled questions and camera flashes.

Among the press crowd: Jimmy, snapping photos of the arriving dignitaries.

Across the scene Clark and Lois make their way up the red carpet, unnoticed among the politicians, celebrities and Metropolis high society. Lois shakes her head.

JIMMY

Say cheese!

Clark boasts an awkwardly wide smile. Jimmy snaps the photo and moves on.

CLARK

So, how's Jason doing?

LOIS

Actually, not that well. He had a little...well, "incident" the other day, after you left, and well...it's a long story.

CLARK

No, I'm --

LOIS

-- Richard was actually suppose to be here...

CLARK

Richard...?

Lois glares around, looking for him. Clark looks disappointed.

INT. LEX'S PENTHOUSE - FUNCTION ROOM - NIGHT

The party is jumping as a house band performs on the stage the air is very chic and glamorous. At the center of it all...

...LEX LUTHOR, working the crowd, in full on PR assault.

(CONTINUED)

CONTINUED:

INT. LEX'S PENTHOUSE - BALCONY - NIGHT

Lois and Clark are stood on a balcony looking out across the masses. Lois shakes her head.

LOIS

Life-styles of the rich and famous, huh? Wonder how many of these poor schmucks Luthor has paid off to get their support.

CLARK

All of them?

LOIS

I just can't believe...after everything Luthor did to Superman...the entire world even, and look at him. It's as if nothing happened...

Clark looks on, lost in his own contempt, but quickly veiling it.

LOIS (CONT'D)

I don't think he'll ever forgive Superman for putting him in prison...or returning, for that matter.

LEX (O.S.)

Ladies and gentlemen, thank you all for coming.

Clark and Lois look down to see Lex take center stage, to applause.

INT. LEX'S PENTHOUSE - FUNCTION ROOM - NIGHT

LEX (CONT'D)

As I'm sure you all know, I've had a checkered past.

From afar, atop the balcony, Lois rolls her eyes.

LEX (CONT'D)

But as the old adage goes, 'everyone deserves a second chance'. But what the phrase doesn't say, however it might imply, is that you have to work to deserve that chance.

(MORE)

(CONTINUED)

CONTINUED:

LEX (CONT'D)

And this evening, I hope to give something back in a very big way.

The audience applauds -- his presence is magnetic, the crowd hanging on his every word.

LEX (CONT'D)

Tonight marks the establishment of the Luthor Foundation Ball. It is my way of repaying a debt to the city of Metropolis that I know I will never be able to fully balance. According to Mayor Donner, the largest sum ever donated to Metropolis was a record two million dollars --

-- assorted applause. Lex smiles, inwardly, knowing what's coming --

LEX (CONT'D)

-- and tonight I wish to double that figure.

This time, the entire room BURSTS into UPROARIOUS APPLAUSE!

INT. LEX'S PENTHOUSE - BALCONY - NIGHT

LOIS

Well, he certainly knows how to put his money where his mouth is.

Clark's head suddenly shoots up and we HEAR what he hears...the pounding and thudding of a human heartbeat going over-speed...

LOIS (CONT'D)

Clark, what's wrong? You look like you've just seen --

LEX (O.S.)

-- a ghost.

They all turn to see:

LEX, emerging out of the crowd. He spots Clark and a smile spreads over his face.

LEX (CONT'D)

Now isn't this a reunion?

(CONTINUED)

CONTINUED:

LOIS
(stiffly)
Luthor. I don't believe you've met
Clark yet.

LEX
Oh, Clark, is it?

They shake hands. Lex's face contorts into pain, as he quickly lets go, smiling.

LOIS
(cold)
Great party. Must have cost someone
an arm and a leg.

LEX
(chuckles)
Insinuating again, Miss Lane?

LOIS
(bubbling over)
My job.

LEX
Of course. And we all know how well
the last time you stuck to your
work instincts went...

Lois' fist CLENCHES, her fast STERN.

LEX (CONT'D)
Well, if you'll excuse me, I have
more guests to attend to...just
wanted welcome you all, offer some
Chianti and o'derves and a reminder
to enjoy yourselves.

Smiling, Luthor heads down the steps of the balcony, a
contented look on his face.

LOIS
The audacity...

Lois seeks Clark looking around.

LOIS (CONT'D)
Clark, what's happening?

CLARK
Happening?...nothing...just
nothing...

(CONTINUED)

CONTINUED:

Lois doesn't buy it; Clark is still tense. Luthor has made it to the front of the crowds, smiling, waving, beaming enthusiastically.

And then Clark sees it -- a woman's head pushing it's way towards the front of the crowd.

 WOMAN (O.S.)
 (yelling)
 Luthor!

Luthor stops in mid flow to see an irate looking WOMAN (30's) in a long overcoat force her way to the front of the throng.

Luthor covers his surprise with a quick smile.

 LEX
 Can I help you?

 WOMAN
 You can die!

She rips open her coat -- revealing a huge suicide bomb strapped around her mid-section--!

Everyone SCREAMS --!

And then, abruptly, *TIME STOPS*.

Or at least it appears to -- we immediately realize that everyone is still moving but at a ridiculously slow pace...

...Clark is still moving at normal pace, and we realize that Clark is in fact moving at super-speed.

He charges forward, discarding his clothes as he goes -- to reveal the familiar blue-and-red uniform...

...he reaches the woman, grabs her arm --

-- and at that moment *TIME SPEEDS BACK UP!*

People scream as Superman grabs the woman by the waist and rockets STRAIGHT UPWARDS through the roof --

EXT. SKIES OVER METROPOLIS - NIGHT

Superman and the woman rocket straight upwards --

-- Superman rips the bomb jacket from around her waist with one hand and hurls it straight upwards -- it explodes harmlessly 10,000 feet above the city.

(CONTINUED)

CONTINUED:

SUPERMAN
Are you all right?

WOMAN
What did you do that for!?

SUPERMAN
Whatever Lex Luthor has done to
you, it's not worth dying over.

WOMAN
You don't understand...

She's broken down -- tears fall down her face.

WOMAN (CONT'D)
...if you can't stop him...then who
can?

And just for a moment the look of doubt returns to Superman's
face.

INT. LEX'S PENTHOUSE - OFFICE - LATER

A CONTEMPORARY OFFICE melded with Art Deco furniture and
stylization. Hope moves to an ORNATE LIQUOR CABINET, mixing a
drink, and hands it over to Lex, who sits in a luxurious
leather couch sitting across from Donovan.

LEX
Thank you, dear.

She smiles and moves away, and he watches her leave the room.
Donovan can't help but barely hide a smirk.

DONOVAN
That was kind of overplaying it,
don't you think? Sympathy isn't
bought.

Lex lifts a REMOTE from the coffee table between them and
TURNS ON A SUSPENDING TV: it shows the attack on Lex.

LEX
What do you see?

DONOVAN
PR propaganda?

(CONTINUED)

CONTINUED:

LEX

You see me. For the first time, I have their complete and undivided attention.

DONOVAN

And what are you going to do with that? Clearing your name...*saving* the President...what's it all for, Lex?

Lex smiles.

LEX

You would want to know, wouldn't you?

INT. LOIS' HOME - ENTRANCE - NIGHT

Lois ENTERS, exhausted. She walks into the --

INT. LOIS' HOME - LIVING ROOM - NIGHT

-- to find toys scattered everywhere.

LOIS

Richard?

She heads for the stairs, walking up, heading to the --

INT. LOIS' HOME - HALLWAY, SECOND FLOOR - NIGHT

Lois walks to Jason's room, peering in, seeing Richard and Jason sleeping together. She just smiles.

INT. LOIS' HOME - LIVING ROOM - NIGHT

Walking down the steps, Lois picks up Jason's toys, eventually leading to the DINING TABLE, where a bunch of papers are scattered about...all containing information on Jason's past, DOCTOR REPORTS, BIRTH RECORDS, et al.

RICHARD (O.S.)

Lois?

She twirls, to find Richard, sleepy, walking down the steps of the spiraling staircase.

LOIS

I didn't mean to --

(CONTINUED)

CONTINUED:

RICHARD

-- it's fine. How was the benefit?

Lois gestures quickly away from the dining table, continuing to pick up Jason's toys.

LOIS

Fine. Babysitter didn't show?

RICHARD

Nope. I was going to call but --

LOIS

-- no, it's fine.

Richard stops, obviously mid-sentence. Lois' cutoff was a bit abrasive. Lois just continues picking up Jason's toys.

RICHARD

So, I've noticed you've been hanging out with Clark a lot lately.

LOIS

Richard, I work with him.

RICHARD

I know, but more than usual.

LOIS

It was really just for the benefit, and...

Lois stops.

LOIS (CONT'D)

What is this really about?

RICHARD

I was just --

LOIS

What are you trying to say, Richard?

He stops.

RICHARD

Nothing. I'm a bit tired...busy day tomorrow. I'll see you in a bit?

(CONTINUED)

CONTINUED:

Lois nods, not responding. She watches him walk back up the stairs, and her contemplative, worried look returns.

INT. LOIS' HOUSE - JASON'S BEDROOM - CONTINUOUS

THE DOOR CREAKS OPEN, and Lois enters, only slightly, letting a FAINT LIGHT illuminating the room. She watches Jason sleep, and a soft WIND billows some curtains. Lois walks in, looking as if the windows are blown open. She moves to close them when:

SUPERMAN (O.S.)
Good evening, Lois.

Lois jumps.

SUPERMAN (CONT'D)
I didn't mean to startle you.

His voice is quiet, almost like a gentle whisper. He smiles, but Lois is too caught up in her own worries to return the favor. Superman walks over to Jason's bed, and runs his hand through his son's hair. Lois can't help but eye the door.

SUPERMAN (CONT'D)
I won't be here long.

Lois watches as Superman looks over his son, a strong sense of pride in his stare. A sad pride, though, and Lois can sense it, almost feeling it with him. Superman turns, and we see a faint GLIMMER in his eyes. He turns and heads back towards the window. Lois stops him.

LOIS
Perry wanted me to ask you about the "Superwoman", if you know her...

SUPERMAN
Her name is Kem-L. She says she's from Krypton.

LOIS
Is she?

SUPERMAN
I don't know.

Lois nods. There is such emotion here, between these two. And as these two just stare at each other in silence, WE PULL FOLLOW THE WINDOW, leading out to:

(CONTINUED)

CONTINUED:

INT. OUTSIDE LOIS' HOUSE - SAME MOMENT

IN THE BUSHES, hiding almost, another figure stands, staring straight into the window: KEM-L, cape draping her frame, she watches out and...

...WE HEAR WHAT SHE HEARS:

SUPERMAN (V.O.) (CONT'D)
Goodnight, Lois.

INT. LOIS' HOUSE - JASON'S BEDROOM - CONTINUOUS

Superman moves to leave.

LOIS
I'll tell Jason that you said hi.
He seems taken with you ever
since...

Superman only smiles.

INT. OUTSIDE LOIS' HOUSE - SAME MOMENT

SUPERMAN SOARS out the window, TOWARDS THE SKIES. Lois looks out, watching him ascend into the clouds. TURN TO SEE:

KEM-L, watching.

INT. LOIS' HOUSE - JASON'S BEDROOM - CONTINUOUS

A RED AND BLUE STREAK marks the sky, and the distant sound of the SONIC BOOM. Lois watches as if fades away, and turns to leave, before watching Jason one last time and then shutting his door.

PAN OVER TO REVEAL: There is a soft breeze, and we can barely make out A FIGURE standing in the shadows. It's almost OMINOUS, until the figure steps into the moonlight:

KEM-L, overlooking the sleeping Jason. She moves over to his bed, and runs her hand through his hair, almost in the same fashion that Superman did. There is a motherly care to her actions, and she stares deeply at Jason.

INT. CIA HEADQUARTERS - WAREHOUSE - CONTINUOUS

SCAFFOLDING SPARKS ignite the silence, and A GIANT CRANE is lifting A CASE into what becomes a LARGE WAREHOUSE. These cases are marked "CADMUS LABS".

(CONTINUED)

CONTINUED:

BELOW, JOHN CORBIN spearheads the operation, watching as all of these cases are being filed and stored. A DOCKER comes into view from behind.

DOCKER

That should be close to the last shipment. What are they, military issue?

Corbin's stare gives the Docker the answer he was looking for.

DOCKER (CONT'D)

Just sign here.

EXT. SKY - EARLY MORNING

VWOOSH! A FIGURE FLIES PAST.

EXT. THE KENT FARM - CONTINUOUS

Superman gently descends in the pastures of the family farm. He uses his hands to run through the corn crops, looking out over the cornfield. The farm has fallen into disrepair -- machinery has rusted, and the field is overgrown. He breathes in the morning air.

INT. FARM HOUSE - DEN - MORNING

THE DOOR OPENS. Superman enters, observing his old family home. The steps begin to creak, Superman turns, seeing:

MARTHA KENT, smiling at the appearance of her son.

EXT. KENT FARM - MORNING

Clark, now in a white t-shirt and jeans, walks with MARTHA KENT up the path towards the KENT FARM.

MARTHA

How's Metropolis?

CLARK

Good.

Clark restrains. He's not how to break so many things that he wants to talk about with his mother. Martha notices.

MARTHA

Something on your mind?

(CONTINUED)

CONTINUED:

CLARK

Ma, there are things...that I need to tell you. Things that I should have told you earlier, I just couldn't...

Martha stops, and touches Clark's face. Comforting.

CLARK (CONT'D)

Mom, I have a son.

Beat. It's the first time Clark has said those words outloud, and they weigh on him, as if it finally becomes real in his mind.

MARTHA

I know.

Clark does a double take -- *she knows?*

CLARK

But how --

MARTHA

You're my boy, Clark. It's a mother's insight. We just know.

A moment.

MARTHA (CONT'D)

And Miss Lane...is she...?

Clark nods. Beat.

CLARK

I don't know what to do.

MARTHA

Does she know?

CLARK

Of course she knows --

MARTHA

No, no, no. Does she know about you.

Martha touches Clark's chest. He looks down, then back up, at first confused. Then realizing.

(CONTINUED)

CONTINUED:

CLARK

I can't just...start being...

(beat)

She has a fiancée, ma. One that she's going to marry. Soon.

Martha contemplates, thinking.

INT. FARM HOUSE - CONTINUOUS

Clark and Martha walk inside.

MARTHA

How long have they been engaged?

CLARK

I don't know...a few months...

MARTHA

And they haven't tied the knot yet?

CLARK

Well, I don't think it's been that long...

MARTHA

Clark, Lois Lane isn't one for waiting. I know that much about her. If she wanted to tie the knot, she would have already.

Pause.

CLARK

Even still, what am I suppose to do? Keep lying to her?

MARTHA

Clark, this is a decision that won't come to you easily.

CLARK

It may not be a decision if she already knows --

MARTHA

-- we don't know that she does yet, not for certain. She might only suspect. Right now it sounds like she's just fishing for information.

She steps towards him.

(CONTINUED)

CONTINUED:

MARTHA (CONT'D)

You need to think about this. If you tell her, then you're going to be putting her in a lot of danger. People could use her to get to you.

CLARK

I know.

MARTHA

At the end of the day, this is a decision that only you can make. I believe you can do that without me lecturing you on.

Clark smiles. Martha lovingly strokes his hair.

MARTHA (CONT'D)

As much as I want you to be happy...I want you to be safe. And Lois.

(beat)

And Jason.

Clark looks at his mother, a glare in her eyes that's equally protective and concerned.

CLARK

I would never do anything to --

MARTHA

-- I know you wouldn't, Clark. But Superman has enemies. He'll always have enemies. You need to decide the life you truly want to live...as Superman...or...

(pressing on his chest)

...as you.

CLARK

Aren't I both?

MARTHA

You live both. Maybe it's time you decide which one is finally right for you.

CLARK

I can't abandon Metropolis. The world.

(CONTINUED)

CONTINUED:

MARTHA

I know. But then you have to be willing to sacrifice. And make sacrifices. Can you do that, Clark?

Clark doesn't answer.

CLARK

I don't know.

MARTHA

In time, you will. Whatever decision you make, just know that as long as you believe in it, it's right.

She kisses him on the forehead, and heads for the kitchen, leaving Clark to think, deep in his thoughts.

INT. DAILY PLANET - BULLPEN - DAY

Lois sits at her desk. She looks over at Clark's desk, from across the bullpen. It's empty. She opens her cabinet drawer and reveals...

...A YELLOW PAD. Inside one page is divided into two columns. The first one reads "Clark". And the second one reads "Superman", but there is nothing else written. She scoffs, and puts the pad back into the drawer, shutting it. She goes back to her computer. She tries to type. She can't.

THE DRAWER IS OPENED AGAIN, and Lois takes the yellow pad back out. She leans back in her chair, pen in her mouth, *thinking*.

RICHARD (O.S.)

Lois?

Lois jumps up, surprised. Richard stands before her, Jason at his side.

LOIS

Richard, what --

RICHARD

-- we were going to take Jason to Dr. Hamilton's today, before work. Remember?

Lois reacts -- she forgot.

(CONTINUED)

CONTINUED:

LOIS
I'm sorry, I was just --

Lois tries to hide the paper, but no use. Richard's glare says it all.

LOIS (CONT'D)
Richard...

RICHARD
Can we talk?

LOIS
Sure...
(to Jason)
Honey, why don't you go hang out
with Jimmy, okay?

JASON
Mommy, I don't want to see Dr.
Hamilton.

LOIS
I know --

JASON
-- is it because I'm different?

LOIS
Sweetie --

RICHARD
-- Jason...

Richard kneels down, eyelevel with Jason.

RICHARD (CONT'D)
You're perfectly normal. Okay?

JASON
Okay.

RICHARD
Now go see Jimmy. Mommy and I are
just going to have a talk.

Jason runs off. Richard rises, coming eye level with Lois now, their glazes locking.

INT. DAILY PLANET - OUTSIDE BULLPEN - CONTINUOUS

(CONTINUED)

CONTINUED:

Richard and Lois exit the bullpen. For a moment, neither say anything. Then --

RICHARD (CONT'D)
Lois, I know.

Lois backpedals.

RICHARD (CONT'D)
I've known for a while, Lois. I tried to...deny it, mostly to myself.

Lois doesn't speak. She doesn't need to.

AND THEN, Clark enters through the elevator. He instantly sees what's going on and begins to mumble.

CLARK
I'm sorry, was I interrupting, I could --

He stops, and for a moment notices the distress that Lois is under. He just trails off, and walks past them into the bullpen. Silence.

LOIS
Richard, I...I never wanted to lie to you...

INT. DAILY PLANET - BULLPEN - CONTINUOUS

...Clark stands, hiding behind a cubicle. After a moment he turns and looks at Lois and Richard through the glass walls, and concentrates. Every sound in the office suddenly becomes LOUDER, until certain noises are filtered out, everything but Lois and Richard's voices:

LOIS (V.O.) (CONT'D)
...it was just hard --

INT. DAILY PLANET - OUTSIDE BULLPEN - CONTINUOUS

RICHARD
Hard? How hard do you think it was for me, knowing this, but knowing you didn't tell me. That you still haven't told me.

Beat. Tears start streaming down Lois' face. This has truly been very difficult for her.

(CONTINUED)

CONTINUED:

RICHARD (CONT'D)

Lois...

INT. DAILY PLANET - BULLPEN - CONTINUOUS

Clark watches, listening, his heart with Lois as he watches every movement and hears every word...

INT. DAILY PLANET - OUTSIDE BULLPEN - CONTINUOUS

RICHARD (CONT'D)

I need to know that we can be honest with each other. If we're going to share a life together, I need to know that.

Lois stares off into the distance, wiping away tears. She looks into the bullpen and sees:

INT. DAILY PLANET - BULLPEN - CONTINUOUS

JASON, sitting at Lois' desk, drawing, innocent, not realizing that anything is going around, that his entire life is shifting and changing as they speak.

INT. DAILY PLANET - OUTSIDE BULLPEN - CONTINUOUS

Lois shifts her gaze to Richard. A moment.

LOIS

I'm sorry.

She walks off, heading back into the bullpen. Richard just stands.

INT. DAILY PLANET - BULLPEN - CONTINUOUS

Clark immediately turns his head, looking down. Lois passes him, not noticing him. He lifts his head, and watches as Lois goes to Jason. He stares...

...Lois kneels, before Jason, running her fingers through his hair. Stifling tears.

JASON

Are you okay, Mommy?

Beat. For the first time, Lois has no words of comfort. She merely gazes into her son's steely blue eyes.

FROM AFAR, Clark watches. He feels Lois' pain. He turns, to outside the bullpen, and he lowers his glasses only slightly.

(CONTINUED)

CONTINUED:

X-RAY VISION: Richard looks directly into the bullpen, at Lois and Jason. He then sighs, and walks towards the elevators. The door opens, and he enters. Seeing through the metal of the elevator, he watches as Richard ascends upwards...

Clark rises his glasses. Realizing what he has to do.

EXT. DAILY PLANET - ROOFTOP - CONTINUOUS

The door to the rooftop opens, and Richard exits. He walks towards the ledge, peering down on the busy downtown streets below. He sighs, so obviously deep in thought. And then, a gentle WIND blows and Richard turns...

...to find SUPERMAN, descending to the ground. Beat. The two for a moment just stare into each other's eyes, both of them for the first time realizing the weight of their situation and coming to terms with it.

Superman speaks first.

SUPERMAN

I'm sorry I didn't come to you earlier. That was my responsibility.

Richard eyes him. He's not sure what to say. Superman walks forward, approaching him. Tall. Confident.

SUPERMAN (CONT'D)

I didn't know how to tell you.

RICHARD

Neither did Lois.

Beat.

SUPERMAN

Lois didn't want to hurt you. She cares for you very much.

Richard takes this in. He needed some validation, some reassurance, and he is almost grateful that Superman is giving him some.

RICHARD

When did you know?

SUPERMAN

Lois told me, not that long ago.

(CONTINUED)

CONTINUED:

RICHARD

Then what are we going to do?

Beat. Superman thinks before he speaks.

SUPERMAN

When I was a child, only a little younger than Jason, I was sent here by my father. I was raised by a family, a kind farmer and his wife. They raised me as the person I am today. If it were not for them, I would not be here.

(beat)

Jason needs you. He needs Lois. He needs to have a normal life. He needs to know what it is to be human.

Richard listens to every word, every syllable that Superman speaks. Superman speaks confidently, assuredly, but we can tell that is the hardest thing that he will ever say to anyone.

SUPERMAN (CONT'D)

I am asking you, to raise my son as you would your own. To care for Jason as you would someone you love the most in this world.

(beat)

I am asking you...*please*...to protect my son. And give him a life that every child deserves.

Beat. Richard looks into Superman's eyes, realizing what he is telling him. And in this instant, we see in Richard's face the answer -- *the only answer* -- that Superman needed.

INT. DAILY PLANET - BULLPEN - CONTINUOUS

Lois, with Jason, at her desk. Richard enters, and for a moment just stares into Lois' eyes. He walks to her, and holds her like it is the last time he will ever hold her.

RICHARD

Lois...whatever happens, whenever will happen, I want you to know that we're a family. That I support you...that I love you...and I am here for you.

(beat)

And for Jason.

(CONTINUED)

CONTINUED:

Beat. Lois just breaks down in tears, and Richard embraces her. Jason looks on, a little confused. He doesn't realize the weight of Richard's words...not yet. He looks a little down the bullpen, where he sees CLARK, back in his glasses and suit, smile at him from afar. Jason smiles at him.

JIMMY

Sorry to interrupt guys, but the chief wants to see you.

Lois looks at Richard. Their gazes say it all. Richard nods, and Lois enters the newsroom. Clark follows, awkwardly acknowledging Richard and entering himself.

INT. DAILY PLANET - PERRY'S OFFICE - CONTINUOUS

Lois enters, Clark behind. Perry motions for them to sit.

PERRY

Lois, when a good and decent journalist reports, they take the world, put it in words, and present it to the public...

LOIS

(bemused)

Clark and I already got our journalism degrees, Chief. So --

PERRY

Superman wasn't around when you two kids were in school.

Clark and Lois eye one another -- *what?*

PERRY (CONT'D)

Now, Kent, I got no problem with you. Actually, you're usually covering the little people --
(turns to Lois)
-- but you. Lois, your articles are...

LOIS

Pulitzer?

PERRY

-- propaganda. You sound like the man's agent or something. The world...

(CONTINUED)

CONTINUED:

LOIS

The world's forgetting why he's needed. If you have any doubts, take a look at who just got bail.

PERRY

Granted, but when I start receiving a check from Metropolis's savior, I'll be more comfortable with this coverage. But for now, I need some more down to Earth subjects. Take Clark again --

CLARK

Uh yes Mr. White...?

PERRY

He just finished a technology piece on those missiles that saved the President. Some sort of noise interfering contraption action. But take note, it's a man-made achievement.

LOIS

Yeah, and the design for those missiles were stolen from Lex Luthor's private library beneath Park Avenue...

PERRY

Listen, I'm not saying I agree, not at all actually, but...remember William Randolph Hurst?

LOIS

"Give the people what they want."

PERRY

Only so many times we could talk about a man saving a shipwreck or stopping a hold-up before we'd have to start trimming.

LOIS

Wait -- are you taking Superman off the board?

Perry nods. Clark stares hard at Perry.

(CONTINUED)

CONTINUED:

CLARK

Mr. White, if I could say something...

LOIS

He isn't just some celebrity! Some fad. He's *Superman*...

She stops, seeing Perry's stubborn eyes. He's not budging Clark eyes her, all sympathy.

LOIS (CONT'D)

...please tell me you're not taking Superman off the board because of *Luthor*?

A KNOCK AT THE DOOR, and Richard enters, all concern.

RICHARD

We need to leave.

LOIS

Richard, what's wrong?

Outside the office, STAFFERS are packed around televisions hands over their mouths, gawking. Suddenly --

The ROOM SHAKES. A MUTED BOOM sounds far away...

LOIS (CONT'D)

What was that?

Clark's brow furrows as --

-- JIMMY bursts in!

JIMMY

Guys, guys, we need to go! Now!

LOIS

Jimmy --

PERRY

-- what the hell's --

But Clark's staring out the window, suddenly knowing. He DIVES atop Lois as --

-- the office WINDOWS EXPLODE inwards!

EXT. METROPOLIS - DAY

(CONTINUED)

CONTINUED:

STREAKS OF FIRE rain from sky and soar into the heart of the downtown Metropolis, EXPLODING in plumes of fiery wreckage.

EXT. METROPOLIS SUSPENSION BRIDGE - CONTINUOUS

A COMET cleaves the bridge -- Cars VEER to avoid going over -- CABLES snap -- CARS topple over -- the bridge BUCKLES --

INT. RAISED TRAIN - CONTINUOUS

A COUPLE stare in horror, a meteor-plummeted Metropolis smoking and exploding outside their windows.

INT. DAILY PLANET - PERRY'S OFFICE - CONTINUOUS

Clark scrambles in the chaos, coming upon Perry, who's knocked out, Richard hunched over him, dazed.

CLARK
(re: Perry)
Is he alright?

RICHARD
(coming to)
He's breathing...

The ROOM SHAKES -- Clark begins hefting Perry up.

CLARK
We've got to get to the bottom levels.

Richard helps him, despite not noticing Clark needs none. Lois stumbles from the smoke, coughing --

LOIS
Perry! Is he all right?
(clutches Richard's arm)
What's...what's happening...?

Another EXPLOSION rattles the room -- the CEILING BUCKLES.

CLARK
Where's Jason?

LOIS
I don't know...Oh God...

INT. DAILY PLANET - BULLPEN - SECONDS LATER

Fire everywhere, desks and equipment UPTURNED.

(CONTINUED)

CONTINUED:

LOIS (CONT'D)

JASON!

Clark leads Lois and Richard towards the stairs -- but the CEILING CRUMBLES, blocking the way.

LOIS (CONT'D)

We have to find Jason -- !

Clark lowers his glasses, and we see --

X-RAY POV: The entire area scanned, until we see Jason, his frail lifeless body crumbled amongst wreckage.

Without a sound, Clark RUSHES for the spot where he identified Jason -- Richard races after.

CLARK

He's here.

Clark and Richard RIP ROAR through the wreckage, to find:

...JASON, covered in dust and shrouded by smoke. Clark lifts him up, carrying him.

-- THE CEILING COLLAPSES, Richard instinctually jumping to cover Lois, but it creates a barrier between Richard, Lois and Clark and Jason.

RICHARD

(to Lois)

Are you okay?

Lois comes to, instantly realizing.

LOIS

Jason!

ON THE OTHER END, Clark stands, firmly, holding Jason in his arms.

CLARK

He's fine. I have him.

RICHARD

(through the wreckage)

I can't get through --

CLARK

-- the elevators.

(CONTINUED)

CONTINUED:

RICHARD
But, in this --

CLARK
-- it's your only chance.

Lois looks at Richard, and they realize what has to be done.

RICHARD
Take care of him!

CLARK
I will.

Richard moves, but Lois doesn't. He grabs her arm, and Lois reluctantly speeds up.

ON THE OTHER END, Clark looks to find a way out of here. He scrambles through hell, Jason in his arms, attempting to block the SCREAMING VOICES OF METROPOLIS from his head.

CLARK (CONT'D)
Jimmy? Jimmy?

Clark spots something under a collapsed DESK. A gust of wind blows Jimmy's hair. He's trapped under the desk -- hands reach out and tear the desk away. It's Clark.

JIMMY
Mr. Kent...

Clark helps Jimmy up --

JIMMY (CONT'D)
How'd you...

CLARK
Hold your breath. Stay calm.

JIMMY
Uh...yeah, but --

CLARK
-- here, take Jason.

Jimmy takes Jason from Clark's arms. Clark helps Jimmy to the elevators, Jimmy's never seen him like this. But it doesn't last long as -- the FLOOR BELCHES, sending Clark and Jimmy apart --

Jimmy scrambles, Jason around his neck, to his feet, spots Clark across a huge chasm.

(CONTINUED)

CONTINUED:

CLARK (CONT'D)
 (re: Jason)
 Is he okay?

JIMMY
 Yeah. Lemme get something to get
 across!

CLARK
 Go, Jimmy! Go!

JIMMY
 But --

CLARK
 -- GO!

Jimmy backs away, fazed, and limps with Jason to the elevator banks. He waits, seeing Clark through the flames. The doors open, and reluctantly, he enters --

-- and for a second, Jason comes to, turning his head, and looking at Clark dead in the eye. Clark tries to smile, but the doors shut.

Amongst the wreckage, Clark loosens his tie, grabs his shirt, ready to change and --

EXT. DAILY PLANET - SAME MOMENT

A METEOR PLOWS THROUGH THE DAILY PLANET!

INT. DAILY PLANET - BULLPEN - SAME MOMENT

Hell on Earth -- Clark lost in tumbling wreckage -- fire, soot, and debris clawing at him -- one hundred shattered stories gulping it all up --

INT. DAILY PLANET - BASEMENT - SECONDS LATER

...the ceiling IMPLODES as fiery refuse drowns the room. Clark bursts up through the wreckage!

His arm is gashed and bleeding. He shakes his head, noticing the wound. He reaches out for a metal beam and --

His hand snaps back, burned. He's getting dizzy now -- falls to his knees -- shaking -- eyes lumbering to see the meteorite fragments around him and...

KRYPTONITE. Little fragments. Embedded in the rock.

(CONTINUED)

CONTINUED:

All Clark can do is collapse.

EXT. DAILY PLANET - STREET LEVEL - DAY

Lois and Richard emerge onto the post-apocalyptic streets and instantly duck as a car explodes, HURDLING over them.

Lois looks up as a METEOR streaks overhead and DIVES into the street -- DRIVING into CITY HALL, DETONATING it from inside.

JIMMY

Miss Lane!

JIMMY appears, JASON around his neck. Lois and Richard rush to him, Jimmy handing Jason to Lois, as she holds him, tears streaking down her cheeks. And then, she realizes.

LOIS

Where's Clark?

JIMMY

He...he was upstairs, I got -- I don't know. I...

Jimmy's in shock. Lois knows this, grasping his shoulder.

INT. BASEMENT - SAME MOMENT

FINGERS dig into shattered cement -- Clark's crawling away from the kryptonite. Then, he hears it, gawking up as --

-- the entirety of the DAILY PLANET BURIES him.

BLACKNESS.

EXT. GREAT WALL OF CHINA - DUSK

Destroyed. RED CROSS on-site, trying to contain it all.

EXT. THE KREMLIN - RUSSIA - NIGHT

Red Square is in ruins. Smoke drifting into the fiery night.

EXT. LONDON - DAWN

Big Ben's clockface shattered. REFUGEES lined around Buckingham Palace staring out at it, numb.

EXT. THE EIFEL TOWER - DAY

Toppled. Paris, gone.

(CONTINUED)

CONTINUED:

INT. BASEMENT - DAILY PLANET

A DARK SHADOW appears over Clark's lifeless, unconscious form. A HAND, appearing human, touches his face.

KEM-L (O.S.)
Kal-El...

EXT. WRECKED STREETS - METROPOLIS - DUSK

Lois and Richard gaze up as ARMY HELICOPTERS ROAR overhead.

INT. REFUGEE TENT - LATER

Lois, Jason in arms, wanders pass huddled SURVIVORS sitting by a television.

ANCHORMAN
(on television)
The question still remains: where was Superman? Though currently out on bail from charges awaiting the Man of Steel's testimony, entrepreneur Lex Luthor had this to say...

Lois' eyes narrow as Lex Luthor takes the screen.

LEX
(on television)
As prophetic as it may seem on my part, I told you so's won't fix the world. I've promised to devote all my resources to help us heal from this...tragedy. And then, we'll rebuild. As a nation. As a world. As a race -- Superman was never part of any of those.

The refugees seem strangely comforted by that last sentence. They stare at one another -- all thinking the same thing.

JASON
Mommy, where's Superman?

Beat. Lois doesn't answer, and moves off, head bowed.

INT. FORTRESS OF SOLITUDE

A FIGURE RESTS. The camera pans, upwards, revealing: SUPERMAN, in his red and yellow uniform, resting on a crystallized bed in the center of the Fortress of Solitude.

(CONTINUED)

CONTINUED:

REVEAL HIS EYES, closed shut. They open, revealing sharp blueness. Blinking, Superman washes away confusion and the pain that still slightly emanates. He rises, and looks around. The Fortress is more different than before, and resembles the stark, damp coldness of New Krypton.

Something catches his attention. Superman walks over to the crystallized ledge, peering across the Fortress to find:

KEM-L, operating the controls of the transformed energy bank.

INT. FORTRESS OF SOLITUDE - ENERGY BANK - CONTINUOUS

Superman descends, landing slightly before Kem-L. She turns, noticing his presence. She smiles.

KEM-L

Kal-El. I had feared that you would not recover.

Superman's eyes move over to the energy bank, hissing. Kem-L turns, smiles again, and watches Superman's reaction.

KEM-L (CONT'D)

She is pretty.

(off Superman's reaction)

The woman you went to see..."Lois".

This does not settle well with him.

SUPERMAN

You were spying on me?

Kem-L smiles.

KEM-L

You were not honest with me. I was honest with you.

(beat)

I saw how you responded towards him. He looks so like you.

Superman stiffens. He walks closer to Kem-L, any sense of commonality with her evaporating quickly. Kem-L turns, configuring the controls at the console.

KEM-L (CONT'D)

The process has begun, Kal-El.

SUPERMAN

What are you doing?

(CONTINUED)

CONTINUED:

KEM-L

Let me show you.

She extends out her hand -- Superman is beginning, for obvious reasons, to distrust her. He walks over to the energy bank.

KEM-L (CONT'D)

Vril-Drox. Show Kal-El.

The console HUMS. The crystal columns begin to show images in refraction: A HOLOGRAPHIC IMAGE OF EARTH. And then, A DRILLING SOUND shrieks, breaking the silence.

Superman moves over to the edge of the energy bank, and finds A CRYSTAL MONOLITH, but with the RAZOR-SHARP END of a DRILL, extending into the crust of the Fortress, penetrating. Superman moves back, turning to face Kem-L.

SUPERMAN

What are you doing?

Kem-L merely turns, watching the holographic demonstration. It shows the DRILL, ramming into the inner core of EARTH. And then, Kem-L proceeds to press a series of controls, and A GREEN GLOW suddenly SHINES the entire Fortress -- Superman backs away, veins pulsating, lurching in pain...

KEM-L

Don't worry, Kal-El. In time, you will no longer fear it. It will be gone. There will be nothing standing in the way of Krypton's rebirth.

Superman kneels, reeling.

KEM-L (CONT'D)

In just a few moments' time, humanity will be tested. Its worth calculated. Determined. The judgement of their worthiness.

SUPERMAN

(groaning in pain)

Who are we to determine Earth's worthiness?!

KEM-L

Look at them, Kal-El! They are weak. Fragile.

(MORE)

(CONTINUED)

CONTINUED:

KEM-L (CONT'D)

In order to continue our race, we must *eradicate* all who are unworthy of Krypton.

Superman crawls, his strength draining. He stares, realizing...

SUPERMAN

You caused the meteor shower...

KEM-L

I only did it to show you how unready they are! They are impure, Kal-El! And we must *purge* the inferior!

Superman struggles, both physically and with both the notion that Kem-L is presenting. Kem-L smiles, and moves over, kneels, over Superman.

KEM-L (CONT'D)

Together, you and I, will be the first. And all those *inferior*...will be tested.

The weight of Kem-L's words suddenly begin to resonate with Superman, and in a way that they haven't before. Kem-L runs her hands through his hair, and moves over to kiss him...he tries to resist, but he is weak, and Kem-L embraces him. He collapses, and Kem-L cradles him in her arms, trying to "shush" him...

ANGLE ON: THE DRILL, ramming itself further and further into the EARTH'S CRUST...

INT. UNDER THE EARTH - CONTINUOUS

As the crystal plunges deeper into the plates of the Earth's core, the glow within the drill's compartment intensifies.

CLOSE IN ON THE DRILL: it begins to GROW. NEW BRANCHES appear on its surface, MELDING with the kryptonite. BOOM! The crystal grows so large that it SHATTERS the DRILL, then continues its descent.

Protruding further into Earth's core, the crystal disappears into a DEEP CHASM, and a BLAST OF LIGHT illuminates underneath the Earth for miles.

INT. FORTRESS OF SOLITUDE - ENERGY BANK - CONTINUOUS

THE LIGHT consumes the Fortress. Kem-L looks up, smiling.

(CONTINUED)

CONTINUED:

EXT. FORTRESS OF SOLITUDE

THE LIGHT shines UPWARDS.

INT. UNDER THE EARTH - SAME TIME

BOOM! A FLASH OF LIGHT and a CLOUD OF SMOKE, as HUGE CRACKS FORM ALONG THE EARTH CRUST, spreading for miles. They grow deeper, turning into vast chasms. The ground RUMBLES, and MASSIVE CRYSTAL COLUMNS begin to rise out of the chasms.

ANGLE ON: THE LIGHT, EMANATING GREEN, SUDDENLY FLUCTUATES and the GREEN EVAPORATES. Out of the FOG, the LIGHT FADES, and BLACK SMOKE hisses from the CRYSTALS.

INT. FORTRESS OF SOLITUDE - ENERGY BANK - CONTINUOUS

SWOOSH! THE LIGHT FADES, and Kem-L stands, approaching the edge of the energy bank. ANGLE ON: Superman, who is suddenly no longer in any pain. He touches his face, his hands...nothing. He rises, meeting Kem-L.

SUPERMAN

What did you do?

KEM-L

(still staring)

It's reversing the effects.

SUPERMAN

What effects?

Superman grabs a hold of Kem-L, making her face him directly.

SUPERMAN (CONT'D)

What have you done!?

Kem-L merely smiles.

EXT. METROPOLIS - DAY

WAVES SMASH into the COASTLINE.

EXT. METROPOLIS STREETS - DAY

Daytime traffic. And then, THE GROUND RUMBLES. People get out of their cars, looking at the ground. CRACKS and CREVICES begin to form in the pavement, slowly, gradually, then:

BOOM! It's a SHOCKWAVE, and the GROUND FISSURES, a straight line forming in the pavement that creates a GIANT WHOLE, sucking in CARS as CITIZENS SCATTER!

(CONTINUED)

CONTINUED:

INT. DAILY PLANET - BULLPEN - CONTINUOUS

The bullpen is in ruins. Perry and Jimmy walk through, everything overturned and decimated. And then, quite suddenly, A RUMBLE is heard and Jimmy looks around. He races for PERRY'S OFFICE and out the WINDOW, to see:

INT. METROPOLIS - CONTINUOUS

FROM ABOVE, we move over Metropolis and see THE SHOCKWAVE ripping through the entire city. GAS MAINS and ELECTRICAL FIRES spark and explode. WINDOWS from SKYSCRAPERS shatter, and BROKEN GLASS and other debris cascades down toward people on the crowded streets.

THE GLASS RAINS, HUGE CHARDS smash into windshields and sidewalks. People DUCK for cover.

And then, it is quiet. Silence. The SHOCKWAVE has ceased, and from miles long people look as A GIANT FISSURE in the ground rests, after having torn up the street like tissue paper. Another SOUND is permeating from the GROUND, and people PANIC, but there is not another SHOCKWAVE...

CLOSE IN ON: the FISSURE, and SMALL CLOUDS OF BLACK SMOKE begin to protrude and fill the air.

CITIZENS left and right look out towards the CLOUDS OF BLACK SMOKE, and then begin to COUGH, WHEEZE and COLLAPSE down to the ground, VEINS BULGING, all experiencing the same side effects that Superman does when he's affected by kryptonite.

INT. DAILY PLANET - BULLPEN - CONTINUOUS

Perry and Jimmy collapse, REELING.

EXT. SKIES OVER METROPOLIS - SAME TIME

THE CITY, in ruins, as HUGE CLOUDS OF BLACK SMOKE billow.

EXT. TOKYO, JAPAN - NIGHT

THE SHOCKWAVE rip roars through the city, SKYSCRAPERS SHATTERING, FISSURES in the ground FORMING, and the faint tint of BLACK SMOKE filling the air...

EXT. PARIS - NIGHT

BUILDINGS COLLAPSE -- CITIZENS SCATTER -- CHAOS --

Black SMOKE fills the air, and for miles CITIZENS hang out their cars, FALL ON THE STREETS, reeling...

(CONTINUED)

CONTINUED:

EXT. GIZA PYRAMIDS - EYGPT - SAME TIME

One of the GREAT PYRAMIDS is being thrown apart -- STONES in place for thousands of years, cast into the sky like leaves by the SHOCKWAVE rippling through it.

PULL BACK TO REVEAL the SHOCKWAVE surging through the streets, as ONE LARGE FISSURE forms in the middle, and people scatter to avoid being sucked in. Others aren't successful, and A FAMILY IN A VAN is trapped between the disjoining rocks of the surface.

THE SCREEN FIZZES AND WE PULL BACK TO REVEAL:

TV SCREEN.

Displaying the news of the SHOCKWAVES ripping major world cities apart. PULL BACK FURTHER TO REVEAL:

INT. SITUATION ROOM - WHITE HOUSE - SAME TIME

It's chaos. Generals, the President's cabinet, White House aids, all rush about. The PANELS on the walls display the news, and at the front of a LONG VERTICAL TABLE, sits PRESIDENT WILKES.

He leans back in his chair, contemplatively, and AN AID comes up to him and whispers in his ear. He nods, and the DOORS to his left open and DABNEY DONOVAN walks in. Wilkes rises.

DONOVAN
(shaking hands)
Mr. President.

PRESIDENT WILKES
Agent Donovan. Director Dressler alerted me that you had a development.

DONOVAN
Sir, my division has been covertly working for the past few weeks on an implementation of new software into our nation's military.

PRESIDENT WILKES
Software?
(beat)
What you're asking me I do not know if I have the authority to do.

(CONTINUED)

CONTINUED:

LEX (O.S.)
Then more people will die.

REVEAL: LEX LUTHOR, walking in. There is a slight SILENCE in the room by his presence. He's commanding.

LEX (CONT'D)
It was that same software that saved your life, Mr. President. Now let's use it to save the lives of countless others.

ANGLE ON: The PRESIDENT, sighing, realizing he has an enormously important decision to make...

INT. FORTRESS OF SOLITUDE

The WORLD as shown in HOLOGRAPHIC FORM: complete devastation, the hemispheric globe rotates to show the destruction. Superman bows his head, and then SLAMS HIS FISTS INTO THE CONSOLE!

SPARKS! The CONSOLE HISSES, and KEM-L reaches for Superman, to stop him, but in his RAGE he SHOVES her to the ground. He turns, his anger abating for a second. He looks down at her, and whatever "relationship" they had has now been refined.

He looks up, and SOARS INTO THE SKIES! Kem-L lies on the ground, a look of betrayal in her eyes contorting into RAGE and ANGER of her own...

INT. LOIS' HOME - LIVING AREA - CONTINUOUS

Lois enters. Richard and Jason are playing "Heart and Soul" on the piano. She watches them, from a distance. She turns, walking into:

INT. LOIS' HOME - KITCHEN - CONTINUOUS

THE TV broadcasting the BREAKING NEWS. Lois looks worried, distraught. The sounds of the TV are washed out, and are replaced by...

SOFT SOUNDS, but audible. Distorted in the distance. Lois approaches the windows, looking outside, hearing the very distinct sound of...

...HELICOPTER BLADES, becoming more and more distinguishable as time wears on.

Lois rushes back into the...

(CONTINUED)

CONTINUED:

INT. LOIS' HOME - LIVING AREA - CONTINUOUS

...Richard hears it too. They stare into each other's eyes, a small moment of silence SHATTERED WHEN:

THE ROOF EXPLODES! FIGURES IN BLACK MILITARY OUTFITS zipline from the ceiling --

-- RICHARD SCOOPS UP JASON, running past the RUSHING MILITARY SOLDIERS up the stairs, grabbing Lois on his way --

EXT. LOIS' HOME - CONTINUOUS

BLACKHAWK HELICOPTERS soar past.

INT. BLACKHAWK HELICOPTER - CONTINUOUS

SOLDIERS zipline down, encompassing the perimeter of the property.

INT. LOIS' HOME - CORRIDOR - CONTINUOUS

Richard, Jason in arms, leads Lois down the corridor --

-- A BLAST! Lois screams, the HALLWAY WINDOW implodes and more MILITARY FIGURES swarm in, RIFLES AIMED.

RICHARD

Get in!

Richard rushes everyone into the BEDROOM, slamming the door shut.

INT. LOIS' HOME - JASON'S BEDROOM - CONTINUOUS

THE DOOR SHUTTERS, the SOLDIERS trying to break it down.

RICHARD (CONT'D)

There's an escape route through the balcony. Take it. Use the seaplane and get out of here.

THE DOOR SHAKES.

LOIS

But --

RICHARD

DO IT!

Lois SCOOPS up Jason in her arms, heading out the balcony.

(CONTINUED)

CONTINUED:

EXT. LOIS' HOME - BALCONY - CONTINUOUS

LOIS
Jason, get on my back.

He does, and Lois jumps over the balcony, climbing downwards.

INT. LOIS' HOME - JASON'S BEDROOM - CONTINUOUS

Richard locks the balcony door, just as --

-- SOLDIERS BURST IN --

-- RICHARD RUSHES, slamming against the SOLDIERS, sending one across the room, over JASON'S BED, but another WHACKS Richard on the back, forcing him down to his knees, he tries to rise, but more SOLDIERS burst in, brutally beating Richard down to the floor.

EXT. LOIS' HOME - BACKYARD - CONTINUOUS

Lois, Jason in arms, rushes in the backyard, to the SEAPLANE, harbored right on the river bank.

-- WHITE LIGHTS! Lois shields herself, ANOTHER HELICOPTER hovering in the night sky.

SOLDIER
FREEZE! DON'T MOVE!

Lois turns, and SOLDIERS barge the wooden plank, and aim their RIFLES right at Lois and Jason. They slowly approach them, and then A SOLDIER grabs for Jason.

Lois tries to her best to HOLD ONTO HIM, but MORE SOLDIERS come and drag her away, and A SOLDIER scoops Jason up, as he cries, SCREAMING, being dragged away.

Lois uses all of her might to resist the SOLDIERS -- she WHACKS one in the face, grabbing at his mask, and it comes off -- revealing the stone, hard-edged face of JOHN CORBIN. He WHACKS her across the face.

EXT. LOIS' HOME - FRONT YARD - CONTINUOUS

TWO BLACKHAWK HELICOPTERS wait, landed on the front lawn. SOLDIERS drag JASON AND LOIS into both helicopters, separately. SOLDIERS hold RICHARD at bay, as he struggles with all of his might, looking out to see JASON being dragged into a helicopter, screaming, CRYING...

(CONTINUED)

CONTINUED:

RICHARD
JASON!!

Jason is STRUGGLING, with all of his strength, and he ESCAPES the arms of the SOLDIER, running for Richard...

...but CORBIN scoops him back up, and JASON, arms extended, reaching out for Richard, he SCREAMS...

JASON
Daddy!....Daddy!...

Richard can only watch in horror, the SOLDIERS holding him back, forcing him to watch as JASON is dragged into the helicopter. Its blades gearing up, the helicopter TAKES OFF and Richard watches as both SOAR INTO THE SKY...

EXT. METROPOLIS STREETS - CONTINUOUS

SLAM! Superman lands hard, staring upward. He instantly FALLS to his knees, completely TAKEN by the sight in which he sees:

METROPOLIS, but in ruins. It's a post-apocalyptic hellzone. Skyscrapers are ON FIRE, some SLANTED, others have completely fallen. BILLOWS OF BLACK SMOKE stretch far out into the sky.

OVERHEAD, ARMY HELICOPTERS SOAR, up in the sky, over Superman. He looks up. TANKS flood the streets. The citizens of Metropolis are being EVACUATED. The city is a practical NO MAN'S LAND.

Superman rises, and for the first time standing before the people of Metropolis. The Army just looks *disgusted*. And for a second, HUMAN EMOTION takes over...

EVERYONE RACES, running, screaming, *charging* for Superman. He doesn't know how to respond, and in a second it's all over:

THEY SWARM HIM, picking at him, pulling at his hair and face, ribbing his suit, *they're angry*, and they look ghastly ill. It's a horrific visage, and the Army does absolutely nothing.

INT. SITUATION ROOM - WHITE HOUSE - SAME TIME

THE NEWS, broadcasting the RIOT. Everyone looks on in horror, however some with a glimmer of satisfaction in their eyes.

THE PRESIDENT SITS, and Lex leans down, whispering in his ear...

(CONTINUED)

CONTINUED:

LEX

This is what you asked for? Do we really want to depend on *him* to save our world?

The President stares at the TV SCREEN. A MIXTURE OF EMOTIONS well in his eyes...

EXT. METROPOLIS STREETS - CONTINUOUS

IT'S CHAOS. Superman tries to BREAK FREE, but the PEOPLE COME, dozens of them, CLAWING AT SUPERMAN...

WHOOSH! Suddenly, they start FLYING AWAY, *thrown* by some unseen power -- BY THE FORCE OF A THOUSAND HURRICANES, these ANGRY CITIZENS are being thrown across the streets, far from Superman...

...he breathes heavy, turning, finding: KEM-L, hovering, descending to the ground. Superman stares into her eyes. This is not the humanity that he wanted her to see.

BOOM! AN EXPLOSION SHATTERS EVERYTHING! Superman shields himself from the explosion, with his hand -- but Kem-L merely walks out, unscathed. SEEPING ANGER swelling in her eyes...

The ARMY CHARGES FORTH, firing ROCKET LAUNCHERS and RIFLES -- TANKS rush up towards the street, firing MISSILES at both of them...

...Superman STANDS, shielding himself from the ARMY and from KEM-L, putting him right dead in the center. KEM-L FLINGS HERSELF INTO THE AIR, landing right before the SOLDIERS. She charges forth, BULLETS ricocheting off of her.

HEAT VISION EMANATES FROM HER IRISES -- and in an instant SUPERMAN SLAMS into her, GRABBING HER, ROCKETING both him and her INTO THE SKY...

THEY'RE INTERTWINED, and in SPIRALING BALL, they ROCKET upwards into the sky, SUPERMAN PROPELLING them away from the streets of METROPOLIS...

EXT. SKIES OVER METROPOLIS - CONTINUOUS

ONCE IN THE AIR, Kem-L SHOVES Superman off of her, sending him back MILES. He extends his arms, ARCHING BACKWARDS, reorienting himself.

For a moment, nothing happens. They merely stare into each other's eyes, these GODLY FIGURES of immense strength and power readying themselves for the fight of their lives.

(CONTINUED)

CONTINUED:

Kem-L smiles, her face etched in a radical conviction lurking behind those dark eyes. SHE SOARS -- CHARGING BEYOND THE SKYLINE OF METROPOLIS -- and Superman gathers all of his strength and BLASTS AFTER HER...

INT. SKY

Superman FLIES FASTER THAN HE EVER HAS, his face racked with concern -- fear of what's ahead -- and he FLIES THROUGH TIME ZONES -- SHIFTING TO NIGHT and -- he stops, HOVERS, his eyes ferociously scan the night sky. It's incredibly beautiful up here, a silent, precious heaven...

...interrupted by SOUNDS OF DISTANT, ERRATIC CHURCH BELLS AMID HORRIBLE DEVASTATION -- Superman's head whips toward the SOUND -- terrified, he BULLETS TO --

EXT. PARIS - NIGHT

-- a horrific sight: NOTRE DAMN COLLAPSES -- Kem-L having just blown the structure to shards of nothingness by BLOWING WITH A FORCE OF A THOUSAND HURRICANES -- she SWOOPS, now LIFTING CARS WITH PEOPLE INSIDE -- and HURLING THEM AGAINST BUILDINGS -- and suddenly Superman tackles Kem-L hard -- but Kem-L fights back, FEROCIOUS...BRUTAL...UNRELENTING...

Superman takes the punches, and doesn't fight back. He won't hit her. Kem-L goes crazy, and begins to PUNCH THE HELL OUT OF SUPERMAN. After a dozen painful blows, this pummeling becomes sad.

Kem-L ends the tirade with a devastating KICK -- sending Superman TUMBLING --

EXT. SKY - NIGHT TO DAY

-- as Superman, propelled by the abysmal power of Kem-L, across the entire Atlantic Ocean -- and --

EXT. WASHINGTON, D.C. - CONTINUOUS

Superman CRASH LANDS VIOLENTLY -- CARS and PEDESTRIANS scatter as Superman -- essentially a horrifying projectile -- RIPS UP A CITY BLOCK as he lands, finally stopping on the front steps of the CAPITOL BUILDING.

Superman is bloody now. Suit torn. Exhausted -- in agony -- Superman then HEARS a DEAFENING CRASHING SOUND -- summoning energy he doesn't have, Superman TAKES OFF AGAIN and --

EXT. THE WHITE HOUSE - CONTINUOUS

(CONTINUED)

CONTINUED:

The White House is being BLOWN APART -- literally -- by Kem-L, she stands in the middle of the now abandoned street -- cars strewn everywhere. She's BLOWING -- EXHALING WITH THE FORCE OF A THOUSAND HURRICANES -- and flattening five city blocks in the process.

After the buildings have fallen, a distant, escalating WHOOSH can be HEARD. Kem-L turns and we PUSH IN ON HER FACE --

-- looking into the distance as the WHOOSH GROWS LOUDER, Kem-L's mouth curls into a slight smile. Suddenly we PULL BACK -- two blocks away -- as TWO RED BOOTS hit the pavement in the foreground: the WHOOSH coming to a satisfying halt.

And the CAMERA STARTS TO MOVE -- AROUND, to the front of the boots -- SLOWLY RISING, DRAMATICALLY REVEALING the body of...

SUPERMAN, cape billowing -- and finally the face -- eyes awash with rage and determination...

While resolute and fierce, Superman is winded. His suit SHREDDED. His sail-like cape SLASHED --

Bruised and bloodied, Superman stares ferociously at Kem-L, and for this moment it's dreadfully silent. Then, with a sudden and powerful LEAP, Kem-L LIFTS OFF THE PAVEMENT AND BLASTS INTO THE SKY -- Superman ferociously pursues --

EXT. EAST COAST - DAY

SONIC BOOMS as Superman bullets after Kem-L -- both breaking the sound barrier, flying south over the Eastern seaboard -- Kem-L DIVE BOMBS -- Superman follows to:

EXT. SKIES OVER METROPOLIS - CONTINUOUS

..what follows is a frenzied MID-AIR MARTIAL ARTS BATTLE -- the two ORBITING around each other as Kem-L unleashes deadly, lightning-fast blows...powerful punches to the face, the abdomen, the CHEST...nothing is safe or unnoticed, as Kem-L FEROCIOUSLY dukes it out with Superman MILES ABOVE METROPOLIS...

They SLALOM BUILDINGS -- DUELING IT OUT, Kem-L sending fist-for-fist, punch-for-punch -- then CHASING AROUND SKYSCRAPER AFTER SKYSCRAPER...

-- SUPERMAN SOARS HIGH ABOVE THE BUILDINGS, then turns 180 degrees and SWOOPS DOWN, backward-somersault kicking Kem-L --

Kem-L is thrown back HARD, crashing into a giant CONSTRUCTION CRANE that falls back, CRASHING into the streets below.

(CONTINUED)

CONTINUED:

Kem-L is SHELL-SHOCKED for a moment -- sees Superman coming right after her -- so Kem-L grabs the end of the crane and LIFTS IT, SWINGING IT BACK -- she TAKES A GIANT SWING -- HITTING SUPERMAN -- who is thrown out of control --

-- SUPERMAN CRASHES THROUGH TWO FLOORS OF TWO DIFFERENT BUILDINGS -- people running crazily through the halls to avoid the danger...

-- still reeling backwards, Superman steadies himself -- gets his bearings in MID-AIR, then -- heads back -- ROCKETING FORTH towards her again...

Kem-L does the same, both FLYING straight for each other...

-- BOOM! THEY SLAM RIGHT INTO EACH OTHER, sending a GIGANTIC SHOCKWAVE that nearly levels FIVE CITY BLOCKS, causing GLASS to COLLAPSE and BREAK from NUMEROUS SKYSCRAPERS...

-- and they TUSSELE, a battle of NEAR-GOD LIKE PROPORTIONS...

INT. SITUATION ROOM - WHITE HOUSE - CONTINUOUS

The BATTLE is being played out for everyone to see. DONOVAN turns to the PRESIDENT.

DONOVAN

They should be in range in about thirty-seconds, sir.

CLOSE-IN ON THE PRESIDENT'S FACE...

EXT. SKIES OVER METROPOLIS - CONTINUOUS

Kem-L continues to spiral out of control, PUNCHING SUPERMAN LIKE CRAZY -- it's CHAOTIC, MESSY AND BLOODY. Superman takes HIT AFTER HIT, making sure her attention is him, and not the citizens watching in awe miles below.

She WINDS UP and gives him ONE FINAL PUNCH, which sends him rocketing back. She CHARGES FORTH, and like a RAGDOLL, takes his cape and SWINGS HIM DOWN THE SIDE OF A SKYSCRAPER -- shards of GLASS SPIRAL from the building, downwards to the streets below --

-- HEAT VISION SHOOTS FROM SUPERMAN'S EYES -- incinerating the SHARDS OF GLASS -- and Kem-L KICKS Superman right in the stomach, HURLING HIM across the SKYLINE --

He ARCHES BACK, orienting himself. Kem-L SOARS across the skyline of METROPOLIS over to him, and in an instant something catches his eyesight:

(CONTINUED)

CONTINUED:

BLACKHAWK HELICOPTERS -- two of them -- racing the skyline and heading STRAIGHT FOR THEM -- confusion etches across Superman's face and WE ZOOM THROUGH THE CITY TO SEE:

Lois, Jason and Richard held hostage in the helicopter!

WE ZOOM BACK, just as KEM-L SLAMS right into Superman -- barreling both him and her DOWN to the STREETS BELOW...

-- SHE THROWS HIM, LIKE A RAGDOLL, onto the PAVEMENT, as he TUMBLES over and over again, creating a TRENCH in the ground.

EXT. METROPOLIS STREETS - CONTINUOUS

Superman crawls. His suit is SHREDDED, his cape TORN. He's bleeding from nearly every orifice of his body. He looks up, A FIGURE clouding the SUN from his view...

-- Kem-L slams her leg onto Superman's head, crushing it into the hard cemented pavement.

KEM-L

I did not want it to be like this,
Kal-El. I wanted a future for
Krypton. You are denying us that
future!

Superman continues to crawl. Kem-L follows, walking slowly, as if to taunt him further.

KEM-L (CONT'D)

Your *loved ones* have left you to
die. As have your *inferior beings*.
You have nothing here, Kal-El. Your
father would be *ashamed* of you,
lying here...*dying*. For what? What
is this?

She turns around, and eyes the FISSURES IN THE GROUND: BLACK SMOKE filing up the space all around her, BILLOWING IN THE SKY.

INT. BLACKHAWK HELICOPTER - SAME TIME

THE BLACK SMOKE is visible as the HELICOPTERS come closer. Lois looks concerned. She turns to Richard, who holds both her and Jason tightly.

EXT. METROPOLIS STREETS - CONTINUOUS

Superman tries to rise, but Kem-L KICKS him, forcing him down again.

(CONTINUED)

CONTINUED:

KEM-L (CONT'D)

This is not how Kryptonians were meant to live. This is not how you were meant to live. Krypton will survive again.

She kneels, turning, looking Superman straight in the face.

KEM-L (CONT'D)

You will give birth to Krypton's continuance. The Kryptonian race will live again. And we will purge the inferior...starting with...*your son.*

Superman reacts -- VIOLENTLY -- but Kem-L grabs Superman by his hair and pulls him up, and they see:

TWO HELICOPTERS, hovering in the sky. Superman's eyes narrow -
- *Is that...*

INT. BLACKHAWK HELICOPTER - CONTINUOUS

...LEX LUTHOR, with a look on his face that says he had this planned all along. He's wearing a GAS MASK, as is everyone, including the PILOT. In the back, LOIS, JASON and RICHARD, all with MASKS, can only stare.

Lex looks over to him, and shares a glare with Lois: it is the glare that tells them that what he is about to die is the only thing necessary.

GUNNER

Permission to fire, sir?

EXT. METROPOLIS STREETS - SAME TIME

Kem-L stands, looking upward. Superman stays kneeled, closing his eyes...

INT. BLACKHAWK HELICOPTER - CONTINUOUS

Beat.

LEX

Fire.

INT. METROPOLIS STREETS - CONTINUOUS

...the silence is broken, very abruptly, by --
MISSILES. Only two of them...

(CONTINUED)

CONTINUED:

...but as they RACE TOWARDS THE GROUND, a GREEN GLOW begins to emanate, and, quite suddenly...

IMPACT.

THE EXPLOSION IS RIPPLING -- CITY BLOCKS ARE DECIMATED -- AN EXPLOSION THAT is HUGEY BRIGHT...

INT. BLACKHAWK HELICOPTER - CONTINUOUS

LEX -- LOIS, RICHARD AND JASON -- ALL SHIELDING THEMSELVES FROM THE EXPLOSION --

EXT. SKIES OVER METROPOLIS - CONTINUOUS

The MASSIVE EXPLOSION is like a RAGING FIREBALL -- STREAKS SPARK OUT AMONGST THE CITY -- and one SPARK in particular SHOOTS its way BEYOND, lost in the INFERNO...

EXT. STRATOSPHERE - CONTINUOUS

The STREAKING FIREBALL races forward.

EXT. SPACE - CONTINUOUS

EARTH IN ORBIT -- the streaking FIREBALL leaves the orbit, and finally is distinguishable as...

SUPERMAN, barreling KEM-L past the stratosphere of EARTH to the outer reaches of SPACE...

EXT. OUTER SPACE - CONTINUOUS

Superman barrels Kem-L, who is unconscious, past VENUS.

EXT. VENUS - OUTER SPACE - CONTINUOUS

IN THE MEMOSPHERE OF VENUS, we see the two SOARING FIGURES: Superman and Kem-L, bathed in the PURPLE ATMOSPHERE as if visitors of Venus were watching...

EXT. OUTER SPACE - MERCURY - CONTINUOUS

THE TWO ROCKETING FIGURES as seen from the perspective of the planet MERCURY...

...until finally, they approach:

EXT. THE SUN - CONTINUOUS

(CONTINUED)

CONTINUED:

The sight is simply breathtaking. It nearly consumes everything in eyesight -- TAKING OVER THE SCREEN -- IMMENSE ULTRAVIOLET LIGHT -- and our first glimpse is that of a HUGE, SHINING, YELLOW STAR.

SUPERMAN AND KEM-L ROCKET PAST, and with every second, arrive closer towards reaching the outer layer of THE SUN...

EXT. THE SUN - CORONA - CONTINUOUS

...SUPERMAN AND KEM-L reach the first layer of THE SUN -- SOARING TENDRILS LASH OUT -- and KEM-L AWAKENS -- it takes a moment for her to register her surroundings and what is going on, but she doesn't say anything...she merely looks at Superman -- a face of pure determination.

THE HEAT IS OVERWHELMING -- even Superman begins to SHOW SEAT on his FOREHEAD -- Kem-L turns, looking, and Superman readies as both prepare to charge RIGHT INTO:

EXT. THE SUN - PHOTOSPHERE - CONTINUOUS

WE ARE INSIDE THE SUN -- we've never seen the interior of the Sun like this before, imagined like this -- and as Superman continues to barrel Kem-L towards the CENTER OF THE SUN, we see the majesty of the photosphere.

ONE MORE LAYER, and as BOTH PREPARE TO EMBRACE IT, Superman closes his eyes -- his suit begins to MELT -- and KEM-L realizes that perhaps this is the end, and instead wraps her arms around Superman, readying herself for the end...

A DEFINING WHITE LIGHT AND...

FADE TO WHITE.

SILENCE. The RUSTLING of LEAVES. CLOUDS. The OUTLINE OF A SKYLINE. PAN DOWN TO REVEAL:

EXT. SMALVILLE GRAVEYARD - DAY

A FUNERAL. Lois, Martha, Perry, Jimmy, Richard and Jason stand on an uncommonly sunny day before an oily black COFFIN.

Martha weeps uncontrollably. Lois moves in, wrapping her arms around her. Comforting her. Jason walks forward and touches the coffin. Lois's eyes betray her efforts to stay strong. Richard moves in and comforts her. They watch as Jason moves his hand over the coffin's surface, touching it.

EXT. THE KENT FARM - DAY

(CONTINUED)

CONTINUED:

INT. FARM HOUSE - DAY

THE WAKE. The house is full of people -- from the DAILY PLANET -- and of course Lois, Richard and Jason. BEN HUBBARD comforts Martha. He turns to her.

BEN

Let me refresh that drink for you,
dear.

Martha smiles, and Ben moves about. She rises, and looks over to see Lois peering at all of CLARK'S OLD PHOTOS: Clark graduating high school, Clark having his birthday, basically photos of an all-American kid. She smiles, wiping away tears.

MARTHA

It's okay.

Lois turns, surprised. Martha leans in, wrapping her arm around Lois.

MARTHA (CONT'D)

It's okay.

Lois breaks down, and Martha embraces her. FROM AFAR, Richard watches. Saddened. Sympathetic. He looks over to Jason, sitting on the couch.

MARTHA (CONT'D)

You know, if Clark was here, he
would hate me for telling you this.
But he always liked you. He always
thought you were special.

Lois wipes away tears, trying to smile. She looks over at Jason.

LOIS

Come here, honey. I want you to
meet someone.

Jason PLOPS off the couch, and walks over to Lois. She picks him up.

LOIS (CONT'D)

Jason, this is Ms. Kent. Clark's
mom. Can you say hi to Ms. Kent?

JASON

Hi.

(CONTINUED)

CONTINUED:

Martha smiles, tears welling in her eyes. She extends her arm and pats his hair, adoringly.

MARTHA

Here. I want to show you something.

INT. CLARK'S BEDROOM - FARM HOUSE - CONTINUOUS

Clark's old bedroom. Lois, Jason and Martha enter. Jason walks around the room, and motions over to the cabinet, where we see more of CLARK'S OLD FAMILY PHOTOS. He scans through them, and Martha stands behind him. Lois waits at the door.

JASON

Who's this?

Jason picks up AN OLD FRAME: it is JONATHAN KENT, along with a much younger looking MARTHA KENT, both holding a BABY CLARK from around the time he first arrived to them all those years ago.

MARTHA

That was my old husband, Jonathan.

Jason looks at the PHOTOGRAPH. He also looks at the BABY CLARK -- who looks a lot like JASON. He puts the PHOTO DOWN, and motions over to the BED. His hands caress the bedsheets, and he looks out the WINDOW to the PASTURES of the FARM.

ANGLE ON: CLARK'S OLD DOG, who enters the room and muses its way over to Jason, licking his hands. Jason smiles.

EXT. FARM HOUSE - LATER (DUSK)

Martha hugs Lois, and kneels to Jason.

MARTHA (CONT'D)

You're welcome here anytime, okay?

Jason smiles, nods. Richard shakes hands with Ben, and they smile and head for LOIS' CAR. Ben embraces Martha as they watch them leave.

A PICTURE OF CLARK KENT.

INT. CLARK'S APARTMENT - DUSK

THE PICTURE MOVES, and it is revealed residing in:

PULL BACK:

(CONTINUED)

CONTINUED:

A MOVING BOX, full of belongings attributed to CLARK KENT.

JIMMY

Well, I think that's the last of
it.

He gives the box to Richard, who sets it in the corridor.

PERRY

Wrong again, Olsen.

Perry HEFTS TWO VERY LARGE BOXES out of a room, as Jimmy gets out of the way, Perry moving towards the doorway.

JIMMY

Sorry, Ch -- I mean...*Perry?*

Perry turns, about to bust a gasket.

JIMMY (CONT'D)

How about I help you take these
down to the moving truck.

Jimmy moves, quickly, Perry, HUFFING, following. Lois looks around, reminiscing. Richard watches her from afar.

RICHARD

You ready, Lois?

Lois doesn't answer at first. She seems lost, preoccupied about another issue...

RICHARD (CONT'D)

Lois...?

She turns, snapping out of it.

LOIS

Uh? Oh, sorry.

She moves towards the doorway. Looking at the apartment one last time.

RICHARD

You sure you're okay?

Lois puts A YELLOW NOTEPAD into a MOVING BOX. She picks it up.

LOIS

Ready as I'll ever be.

(CONTINUED)

CONTINUED:

Richard nods, and he turns out the LIGHTS, both exiting, as WIND blows the window open...

...Lois turns, going to shut the door. She waits, as if expecting something -- or *someone* -- to appear. When it doesn't happen, Lois leaves the apartment, good and for all, shutting the door behind her.

WIND RUSTLES, and the WINDOW BLOWS OPEN AGAIN. The curtains flap in the wind. A FIGURE APPEARS. RED BOOTS rest on the floor. A CAPE BILLOWS.

SUPERMAN.

EXT. APARTMENT COMPLEX - STREET - SAME TIME

Lois approaches the car, Richard on the other side. For some reason, she looks up, at CLARK'S APARTMENT, and sees the CURTAINS BLOWING IN THE WIND.

RICHARD

Lois?

She turns, and enters the vehicle.

INT. LEX'S PENTHOUSE - OFFICE - NIGHT

LEX LUTHOR is fixing his tie on his tuxedo in front of a MIRROR. He notices, in reflection, the appearance of a FLYING FIGURE. He turns, and outside his GIGANTIC WINDOW HOVERS:

SUPERMAN. He walks right in, BREAKING THE GLASS as he enters.

LEX

Come right in. It's open.

Superman strolls in, approaching Luthor. Confident. Tall.

LEX (CONT'D)

So, I see you survived.

SUPERMAN

Your charade won't last for long,
Luthor. People will see you for the
man you truly are.

Lex scoffs.

LEX

I just saved the entire world. If
it wasn't for my antidote --

(CONTINUED)

CONTINUED:

-- Superman walks closer, coming face-to-face with Lex.

SUPERMAN

Your quandary is with me. You deal
with me.

Lex smiles.

LEX

Alas. Your son saved the world. Of
course not without a little help
from me. If it wasn't for his
DNA...your DNA -- I would have
never been able to reverse the
effects.

SUPERMAN

Every dog has its day, Luthor. I'll
be watching you.

Superman and Lex share a moment. Superman turns, walking back
towards the window. He stares into Lex's eyes and FLIES OFF.
Lex just smiles.

EXT. SOMEWHERE NEAR THE NORTH POLE

The Fortress of Solitude. Now more secluded than ever.

INT. FORTRESS OF SOLITUDE - DAY

Superman stands before the crystal energy bank, deluded by
its wirings from the emerald crystal. From Vrill Drox. He
walks over, and TAKES OUT the EMERALD CRYSTAL. He looks up,
realizing he has the only true artifact from his home world
in his hands.

HE SNAPS IT.

He inserts the other two WHITE CRYSTALS, reconfiguring the
energy bank. It begins to HUM AND HISS. The entire Fortress
starts to SHAKE AND RUMBLE.

Superman levitates, hovering over the Fortress. He looks up,
and SOARS INTO THE CLOUDS.

EXT. SPACE - CONTINUOUS

The Earth is far below. Then, Superman ARCHES BACKWARD and
DIVES STRAIGHT DOWN.

Superman re-enters the atmosphere with such speed and power
that the air around him IGNITES, glowing brightly.

(CONTINUED)

CONTINUED:

He continues diving downward, and as he does, A RIPPLE OF HEAT VISION blasts from his eyes...

EXT. SKY - CONTINUOUS

...and vaporizes A CLOUD BANK. VWOOSH! Superman soars through -- a second later, his HEAT VISION hits...

EXT. ARCTIC SURFACE - CONTINUOUS

..the arctic surface. It starts to BUBBLE and MIST just as he plunges before the surface and into the SEA.

EXT. UNDER THE ARCTIC SURFACE - CONTINUOUS

He travels the speed of sound through the murky water, towards the ocean floor. Using his HEAT VISION to melt the rocky earth into liquid magma, he blasts into the ground, disappearing.

A huge cloud of sand and dirt is kicked up, then instantly sucked into the hole Superman left behind. Beat.

EXT. ARCTIC OCEAN FLOOR - SAME TIME

CRACK! Massive RIFTS appear in the ground around the CRYSTAL STRUCTURE that is THE FORTRESS OF SOLITUDE. Geysers of bubbles and gas explode from the crevices as the ocean floor is literally SPLIT OPEN.

EXT. FORTRESS OF SOLITUDE - CONTINUOUS

Beat. Silence. Then --

A burst of WHITE LIGHT! Ice blasts from the tundra -- the translucent PILLARS WEAVE and TUMBLE from the snow PLUMES -- diamond crisscrossing and weaving -- heavenly lights -- STROBBING -- BURSTING from within the juxtaposing structure.

INT. FORTRESS OF SOLITUDE - CONTINUOUS

The crystal columns and monoliths CRUMBLE AND COLLAPSE, falling into the RAGING OCEAN FLOOR below. In the epicenter of this, emerging out of the water, is:

SUPERMAN. The Fortress of Solitude is COLLAPSING into the Arctic all around him, using all of his might to crumble the monument to his civilization. CLOSE IN ON HIS FACE: this is not easy for him, but it is what needs to be done.

EXT. THE RUINS OF THE FORTRESS OF SOLITUDE

(CONTINUED)

CONTINUED:

Slowly, the radiance fades, drying like a firecracker, leaving only a warm glow. Superman emerges out of the glow, levitating to an ICE LEDGE a few meters away.

He descends, landing gently. Beat. He turns, to see:

The prismatic ice palace that was once his getaway and sanctuary is now GONE. The organic interlocking crystals are RUMBLING and fading away amongst the OCEAN WATERS. Superman lowers his head. Saddened.

EXT. LOIS' HOME - BACKYARD - NIGHT

Richard and Jason are throwing a BASEBALL in the yard. He throws it at Jason and he catches it, returning it back over to Richard, who catches it, and reels it in, smiling.

RICHARD

You got quite the pitch on you there.

JASON

I've been practicing.

Richard takes off his mitt, his hand RED.

RICHARD

I can see that.

-- LOIS enters from the house.

LOIS

Last throw guys, dinner's ready.

Richard panics -- *one more?! Smiling*, he throws it back at Jason. Stopping for a moment, he puts the mitt back on.

RICHARD

All right, Jason...*let 'er rip.*

Jason winds up, waits a moment and...THROWS IT AS HARD AS HE CAN -- IT HURLS ITSELF OVER INTO THE RIVER...

...Jason rushes over towards the riverbank, disappointed. Richard pats him on the back.

RICHARD (CONT'D)

That's what, ball number four?

Jason doesn't find it funny.

(CONTINUED)

CONTINUED:

RICHARD (CONT'D)
Hey, you okay?

JASON
Dad, am I...*normal*?

Richard takes this in. He looks to the house, to find Lois cooking, busy. He considers, and then speaks:

RICHARD
Jason, you're as normal as I, or anyone I know. In fact, you're *too* normal.

Jason laughs.

JASON
Is that possible?

RICHARD
You obviously haven't been hanging out with the guys from work...
(beat)
...why don't you pick up the yard, come in for dinner, and we'll talk about it more. Okay?

JASON
Okay.

Richard smiles, and heads for the house.

RICHARD
And we'll work on your throw. I have a new word for you.

Jason sighs. He hates this.

RICHARD (CONT'D)
Subtlety.

Jason nods, and Richard smiles, heading in. He goes about the yard, picking up the baseball bats, mitts, et al. He is just about to head into the house when...

...HIS BASEBALL lands right on the yard. He goes to pick it up. He looks out, and sees no one.

INT. LOIS' HOME - DINING AREA - CONTINUOUS

(CONTINUED)

CONTINUED:

Lois and Richard have set the table, and are preparing dinner. Jason enters, and sits down, setting down his BASEBALL. Richard looks at it, confused.

RICHARD (CONT'D)
 Didn't that find itself 20,000
 leagues under the sea?

JASON
 Yeah, but it just came back up on
 the lawn.

He digs into his dinner. Richard looks genuinely confused, but doesn't give it another thought. Lois, on the other hand, looks outside, into the night...

RICHARD
 Honey? Something wrong?

....Lois returns her gaze, smiling.

LOIS
 No, everything's just okay...

They all eat dinner, together, living a normal life...

EXT. LOIS' HOME - CONTINUOUS

WE PUSH BACK, FROM LOIS' HOME, TO...

EXT. SKIES ABOVE METROPOLIS - CONTINUOUS

...THE CITY SPARKLING IN THE NIGHT SKY...

EXT. STRATOSPHERE - DAYLIGHT

...INTO THE CLOUD LAYERS, THE SUN SEEPING THROUGH...

EXT. SPACE

...into the outer reaches of space. All is quiet and calm until, quite suddenly --

-- A RED AND BLUE STREAK RUSHES PAST.

CUT TO BLACK.

THE END

(CONTINUED)

CONTINUED: