

CATWOMAN

by

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based on characters from DC Comics Batman

by

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previous revisions

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SECOND DRAFT POLISH

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FADE IN ON:

INT. TEMPLE OF BAST - NIGHT

START ON THE FACE of A GOLDEN CAT STATUE. This is the cat-god BAST, lithe, noble, beautiful. CAMERA MOVES to reveal the statue is 50 feet tall, dominating this space. Other images of CATS -- hieroglyphics, ceramics -- abound, as do --

REAL CATS, hundreds of them, slinking in the shadows on ramps cut into the sandstone walls of this Egyptian temple.

At Bast's feet, EIGHT ACOLYTES in GOWNS kneel in a semi-circle around a flaming BRAZIER. Some of the women WEEP, others PRAY or stare stoically ahead. From outside, we now hear DISTANT SCREAMS, the sounds of MARAUDERS. There's a RHYTHMIC BANGING at the massive BRONZE TEMPLE DOORS.

EXT. TEMPLE OF BAST - NIGHT

THE TEMPLE is an impressive place of worship -- tapered columns and an ornate Egyptian facade -- at the apex of a hilltop VILLAGE, in FLAMES, under ATTACK by a PERSIAN ARMY.

SUPERIMPOSE: "496 B.C."

WHAM! THE STEEL PRONG of a mounted BATTERING RAM swings into the ornate DOORS of the temple. PERSIAN SOLDIERS operate the brutal siege engine, SLAM the doors again and again.

INT. TEMPLE OF BAST - NIGHT

The HIGH PRIESTESS wears a special HOODED WHITE GOWN that mostly conceals her face. She moves from one ACOLYTE to the next, pours a DARK LIQUID from a bejeweled decanter into golden goblets, then pours one for herself. She raises her goblet toward BAST, as do the others -- they drink in unison.

HIGH ANGLE as the GOBLETS CLATTER to the floor and the WOMEN SLUMP to the ground... dead. PULL BACK -- we're watching this from the PERSPECTIVE of an EGYPTIAN MAU CAT -- slim, elegant, dark-spotted gray and black fur, a SCARAB MARK on its head.

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THE MAU lets out a CRY... which prompts an eerie, growing CHORUS of MEOWS and HOWLS from the other CATS.

THE CATS emerge from the hiding places en masse, leaping from niches, converging on the bodies. The MAU leads the way, moves to the high priestess and puts its mouth to hers...

ON THE TEMPLE DOORS - at last they BUCKLE and swing open. THE SOLDIERS, bearing TORCHES and SWORDS, storm inside. They grab anything of value, SMASH and DEFACE everything else.

At the foot of BAST lie nine ROBES... but there's no sign of the women who wore them. SOLDIERS slash the robes with their swords anyway, then snatch up the goblets for booty.

An unearthly CRY -- half-human, half-feline -- from somewhere high above the rampaging soldiers. They freeze, looking around frantically. More EERIE CRIES echo off the walls, from all directions. The SOLDIERS raise their weapons, clustering defensively. From out of the shadows above them, DARK HUMAN FORMS suddenly leap down with impossible agility.

STAY ON THE FACE OF BAST, peering down impassively. The torch-cast SHADOWS of the violence below play upon the statue's golden surface... FLAILING SWORDS, the swift SILHOUETTES of NAKED WOMEN. We hear the GUTTURAL CRIES of the soldiers, clearly outmatched in this mortal combat.

MOVE TO THE CATS, perched above the fray, looking downward as they pace the temple's ledges and ramps excitedly. THE MAU takes a final look at its handiwork, then leaps up, slinks through a crevice at the roof, and emerges on --

CUT TO:

A ROOFTOP

We hear the modern SOUNDS of passing AUTO TRAFFIC. CAMERA ROTATES to reveal --

EXT. EDNA'S NEIGHBORHOOD - DAY

THE MAU settles by a SATELLITE DISH, looking down on a present-day suburban street, a busy main drag. MARSHLAND and WATER are visible not far away, light RAIN FALLS.

(CONTINUED)

CONTINUED:

SUPERIMPOSE: "2500 YEARS LATER."

The MAU watches as, ACROSS THE STREET, a BUS pulls away from the curb to reveal a WOMAN in a HOODED WHITE PONCHO -- the outfit recalls the high priestess of Bast.

The HOOD is thrown back, revealing PATIENCE PRICE, 25-35, attractive but inclined to conceal her looks -- hair over her face, baggy clothes under her poncho. She's cautious, eager to please, to do what's expected of her -- a bit of a doormat.

Patience looks up from an address scribbled on a scrap of paper, and straight toward the cat on the roof -- almost as if she'd sensed its presence. She smiles.

THE MAU holds her gaze for a beat, then slinks out of sight.

EXT. EDNA'S HOME - DAY

An eccentric, ramshackle home amongst neat, well-kept houses.

PATIENCE moves to the front door, RINGS. As she waits, she notes the lawn GRASS grown high, CLIMBING CAT SCULPTURES on the shingles. A SIGN by the door: "FELINE RESCUE SOCIETY."

EDNA POWERS opens the door on a chain. She's 50-70, a former academic, intelligent, charming, but quite intimidating.

EDNA

Yes?

PATIENCE

Hi, Edna Powers?

(off her nod)

I'm Patience Price, I called about adopting a cat?
I saw your flyer at my vet's office --

EDNA

Oh yes, do come inside.

EDNA undoes the chain, opens the door for her.

INT. EDNA'S HOME - LIVING ROOM - DAY

PATIENCE, out of her poncho, fills out a questionnaire on a clipboard. Numerous CATS roam the premises. Feline artwork and curios, scratching posts, furry toys... cat paradise.

(CONTINUED)

CONTINUED:

PATIENCE

... Ma'am?

EDNA is putting out DRY CAT FOOD in numerous BOWLS.

EDNA

You may call me Edna.

PATIENCE

Edna. Some of these questions are... kind of personal. Do you really need to know how many, um, partners I've had in the past year?

EDNA

I'm not interested in your love life. But I do want to know what sort of home environment you're offering, your degree of commitment...

PATIENCE

Guess I wouldn't need the cat if...

Patience forces a laugh, fills in a ZERO and passes the clipboard to EDNA. The woman puts down the cat food, slips on the reading glasses she wears on a chain around her neck.

EDNA

The application is mostly a formality. I have a sense about people.

PATIENCE

Well, I've always liked animals.

(not enough)

Cats specifically. I mean, I love them... worship them, even.

EDNA seems satisfied, returns to reading Patience's answers.

THE MAU, meanwhile, comes around a corner into the room, peering curiously at Patience -- who dangles her hand invitingly. He rubs his face against her hand.

PATIENCE smiles, coos at the cat -- which grabs her hand hard in his CLAWS. PATIENCE stifles a yelp, yanks her hand back.

(CONTINUED)

CONTINUED:

PATIENCE

Son of a --

EDNA

Excuse me?

PATIENCE

Nothing... handsome cat. I've never seen one like him.

THE MAU jumps into Patience's lap, settling in. Edna, surprised and almost suspicious, eyes the cat.

EDNA

Her. That's Midnight, an Egyptian Mau. Normally she doesn't trust people --

EDNA reaches a hand toward MIDNIGHT -- the cat's fur stands up, she HISSES and SWIPES at Edna.

EDNA

See? Even I can't get near her... Very strange.
(glancing at the
application)
So. You left out your parents' address.

PATIENCE

Well... they're both dead.

EDNA

No hereditary illnesses, I hope.

PATIENCE

Private plane crash. I was eleven. Actually, the last thing they gave me was a kitten... Fatso.

EDNA sucks her breath in at this insulting name.

PATIENCE

He was very round -- not from overfeeding or anything, just -- really, he didn't mind. Anyway, he was with me a long time, till early this year. He didn't come at the sound of the can-opener, which kind of freaked me out... I found him just, curled up there in his little bed...

(CONTINUED)

CONTINUED:

PATIENCE is getting a bit emotional. EDNA reaches across and squeezes her hand, with genuine sympathy. MIDNIGHT snuggles into Patience's lap, PURRING as she strokes the cat.

EDNA

It's very hard, dear, I know... you must be in so much pain.

Midnight digs her long NAILS into Patience's thigh, kneading. PATIENCE winces, tries to dislodge cat's claws from her leg -- Midnight "playfully" attacks her hand. Stifling a gasp:

PATIENCE

Mm-hmm.

EDNA

Funny how cats get under our skin. They do exactly as they please, they don't care what anyone thinks about them... they're the ultimate predators. So self-contained, so independent, so wild... sometimes I wonder, why do they even put up with us?

PATIENCE

The free food?

EDNA

(putting the papers
aside)

Well, congratulations. It seems you've been chosen.

PATIENCE

So you think you might have a kitten for me...?

EDNA

Kitten? No, that wouldn't be appropriate. Midnight has chosen you.

PATIENCE looks a little unnerved at this. MIDNIGHT, rolling on her back, seems to be baring her fangs at Patience.

EDNA

It's a great honor. Maus are a very rare breed, descended from the sacred cats of ancient Egypt. They were believed to have magical gifts.

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CONTINUED:

MIDNIGHT has wrapped herself around Patience's arm, kicking and biting "playfully."

PATIENCE

I'm not sure she likes me --

EDNA

Nonsense, she perceives something very special in you.

PATIENCE

There's nothing special about me.

EDNA

Cats see things we don't. Our secret selves -- our souls.

PATIENCE

Mm. Do you have any Band-Aids?

CUT TO:

INT. PATIENCE'S APARTMENT - NIGHT

CAMERA MOVES THROUGH this modest, neat studio apartment, PAST a BULLETIN BOARD with numerous PHOTOS. One or two show a YOUNG PATIENCE, there's a picture of a LITTLE GIRL between TWO SMILING PARENTS on a ROLLER COASTER. Mostly, though, they're snapshots of a chubby TABBY CAT, from kitten hood to old age. Suddenly, MIDNIGHT LUNGES INTO FRAME, attacking a picture of FATSO, ripping it from the bulletin board.

KEEP MOVING PAST WINDOWS facing on the street and an adjacent BUILDING across an alley -- it's a corner apartment on the second floor. CAMERA HOLDS ON A TV, where a classic OLD MOVIE like Now, Voyager plays. At a key, romantic moment, CUT TO COMMERCIAL --

LAUREL AVENAL strides TOWARD CAMERA -- statuesque, perfect, a supermodel. We hear the VOICE of GEORGES AVENAL:

GEORGES (V.O.)

You know who you are. You know what you're after.

A MALE MODEL steps INTO FRAME, reaches for her --

GEORGES (V.O.)

You know you're too good for any man...

(CONTINUED)

CONTINUED:

Laurel raises an eyebrow haughtily and SLAPS his face. She moves past the male model to --

-- GEORGES AVENAL. He's Laurel's husband and the company C.E.O., handsome and charismatic. LAUREL falls into his arms. He caresses her, deeply in love. Georges WINKS.

GEORGES

... almost.

CUT TO a PRODUCT SHOT of a JAR OF CREAM, the name "BEAUNIQUE" and the AVENAL LOGO.

GEORGES (V.O.)

Beaunique by Avenal. You know you want it.

CLOSE ON LAUREL as she tosses her hair back, Gilda-style, with a seductive pout. She purses her lips in a kiss.

REVERSE ANGLE -- PATIENCE watches with a curled lip, on the couch in a T-shirt and shorts, EATING CHOCOLATE ICE CREAM directly from a pint carton, a dark smear around her mouth.

Suddenly, MIDNIGHT POUNCES at the SPOON OF ICE CREAM. Patience jerks back, startled, raises the spoon out of reach.

PATIENCE

No -- this is mine!

MIDNIGHT doesn't back off, jumping repeatedly at the spoon, climbing over Patience, getting a rear PAW in the open pint.

PATIENCE

Oh, gross, you -- just take it.

Patience offers the cat the half-empty pint. As MIDNIGHT digs in happily, burying his head in the container --

LIGHTS COME ON in the apartment across the way.

PATIENCE hesitates only an instant, sticks the spoon in her mouth, CLICKS OFF the TV and flips off a LAMP by the sofa.

THROUGH THE WINDOW, A HANDSOME MAN -- his name is TOM LONE -- crosses past.

PATIENCE sighs in the dark, moving for a better view. This voyeurism is a guilty habit.

(CONTINUED)

CONTINUED:

LONE checks his mail, loosens his tie, unbuttons his shirt.

PATIENCE

Welcome home, sweetie. How was work today...?
(male voice)

Same old same old. All I wanna do is get out of
this shirt and give you a big old hug...

LONE is distracted, reading his mail, shirt still on.

MIDNIGHT, meanwhile, pulls her head out of the ice cream and leaps onto the windowsill -- she looks first at Lone, then at Patience, who looks around her.

PATIENCE

Down in front... Come on, you, off with the shirt.

Instead, LONE is moving out of view. PATIENCE moves in the same direction, into her BATHROOM.

INT. PATIENCE'S APARTMENT - BATHROOM - NIGHT

THE BATHROOM WINDOW faces into Lone's bedroom. He starts to unbutton his shirt, glances casually out the window --

PATIENCE immediately ducks out of sight. A moment later, she rises slowly to peek out again --

THE WINDOW is DARK, LONE has turned off THE LIGHT.

PATIENCE flips ON THE LIGHT, studies her face in the mirror.

PATIENCE

Lame, lame, lame.

She wipes a bit of chocolate from the corner of her mouth. She tries a seductive pout, a la Laurel, gives her hair a seductive toss -- it winds up in her eyes and mouth.

ON PATIENCE'S WINDOW -- from across the alley, we see PATIENCE before her mirror, brushing her hair. PULL BACK to reveal we're watching with TOM LONE, who spies on Patience through his own window, lights off. He SIGHS.

CUT TO:

INT. AVENAL HQ - SHOWROOM - DAY

MOVING CAMERA delivers an assault on the senses: MIRRORS, oversized versions of the BEAUTY PRODUCTS, charts of COLOR CHOICES, shelves upon shelves of slickly-packaged COSMETICS. Prominent is a DISPLAY for BEAUNIQUE. HIP MUSIC in BG.

AVENAL GIRLS, perfectly coiffed and made-up Barbie dolls, busily paint the faces of CLIENTS, women of all ages and backgrounds, in high-tech MAKE-UP CHAIRS that resemble torture devices.

PATIENCE crosses through, pausing to take off her sneakers and pull on a pair of high heels. SALLY -- an Avenal girl in a prim outfit, working on a matronly CUSTOMER -- looks up to greet PATIENCE. We now see Patience has a small SCRATCH on her cheek, poorly covered with makeup.

SALLY

Look what the cat dragged in.

PATIENCE

(touching her cheek)

I know, I know, I'm late -- Midnight thought there was a mouse in my pillow.

SALLY

This is why I only sleep with my own species.
Lunch at Joey's?

PATIENCE nods and waves as she hurries through a set of doors to an ELEVATOR BANK.

INT. AVENAL HQ - ACCOUNTING BULLPEN - DAY

OVERHEAD ANGLE on a rat's maze of office cubicles, peopled with ACCOUNTING STAFF. FIND PATIENCE tapping at her terminal, sipping COFFEE. It's a grim little space, enlivened by a GARFIELD toy, some New Yorker cartoons. PATIENCE seems bored by the drone work -- then she cocks her head at something on the screen, leans closer. She double-checks DATA in the print-outs. Something doesn't tally.

ON SCREEN -- among a long list of figures, we see "YP-3" highlighted, followed by a series of numbers.

PATIENCE gets up quickly with the printouts, she spills a few drops of COFFEE on her white blouse. She dabs at these distractedly as she moves through the bullpen toward a glassed-in office. She knocks on the open door, where we see the name "D. BERGER - ACCOUNTING."

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CONTINUED:

PATIENCE

Dave, I was just going over the first quarter expenses. Our lab fees for this one additive -- YP-3 -- have gone through the roof.

BERGER, a balding, bespectacled accountant, looks up as Patience moves around his desk to show him some figures.

PATIENCE

Look at this, an overage of eight hundred percent on "extruded pellets" alone -- I'm not even sure what that is --

BERGER

Rat chow.

Berger's concerned. As they huddle over the figures, we hear a CHOPPER approach. CAMERA MOVES PAST THEM, OUT the WINDOW -
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EXT. AVENAL HQ - DAY

-- CAMERA SWINGS UP the 40-story skyscraper in the business district of a city mixing architecture old and new. CAMERA PASSES a WINDOW WASHER on a cable-driven rig. NEARING the ROOF, we see a glowing sign which reads "AVENAL BEAUTY" -- and a PASSENGER CHOPPER coming in for a landing.

EXT. AVENAL HQ - HELIPAD - DAY

THE CHOPPER touches down on a HELIPAD atop an elevated PENTHOUSE. GEORGES AVENAL emerges, ducking in the blade wash. The company's CEO, Georges is charismatic, handsome, immaculately tailored -- an exacting asshole to the core. Getting out of the helicopter behind him, his menacing, silent bodyguard ANGEL carries a leather suitcase or two.

LAUREL AVENAL trots toward her husband with open arms. Laurel is 30-something, a still-gorgeous super-model but, in person, a tad past her prime. She comes across as sweet and well-meaning, but a bit dim and victimized.

LAUREL

Oh honey, welcome back!

She throws her arms around Georges to give him a kiss, but he pushes her away, turns aside to SNEEZE.

(CONTINUED)

CONTINUED:

LAUREL

Are you all right?

GEORGES

My allergies. I thought you were getting rid of that vile dog of yours.

GEORGES plucks a long DOG HAIR from her clothes, holds it up for her to see, then moves on briskly, down an external flight of stairs from the helipad to a PENTHOUSE below. Laurel follows after him, Angel in the rear.

LAUREL

Georges, when you're gone, Tippy is all I've got and -- I get so lonely.

GEORGES

So get a bird or a fish, something that doesn't shed.

(a glance at her)

Have you gained weight?

They head through glass doors into the PENTHOUSE.

INT. AVENAL HQ - PENTHOUSE - DAY

LAUREL protests, examining her body.

LAUREL

No no, it's muscle -- I've been working out, doing my Tae Kwan Do --

She flexes a MUSCLE to demonstrate. GEORGES isn't interested, looking at the penthouse decor with distaste. Meanwhile ANGEL moves to an elevator, presses a down button and awaits his masters.

The penthouse is a large, dramatic space, decorated in a frilly, Louis XIV style -- classical STATUARY of nude females, ornate DRAPERIES across one wall -- there are LADDERS, cans of paint, a work in progress. A large PORTRAIT of LAUREL dominates the room. In one alcove is a MOVIE-STAR MAKE-UP MIRROR, surrounded by lights.

GEORGES

What the hell happened here?

(CONTINUED)

CONTINUED:

LAUREL

I'm doing some redecorating, I've had so much time on my hands -- do you like it?

GEORGES

No. What's with the curtains?

LAUREL

Draperies. They soften the space...

GEORGES

I like hard spaces.

(off her hurt look)

Whatever, Laurel, if it makes you happy. I plan to be spending more time at the factory, anyway.

He enters the ELEVATOR, Laurel behind, Angel hits the button.

INT. AVENAL HQ - ELEVATOR BANK - DAY

A LARGE GRAPHIC depicts LAUREL and GEORGE together. PATIENCE curls her lip at this as she presses the DOWN button.

DOORS OPEN to reveal the real LAUREL and GEORGES, startling Patience a bit, the impassive ANGEL behind them. Patience takes a half-step forward and hesitates, reluctant to get aboard, frozen in place. The DOORS start to close, then open again -- she's in the way.

GEORGES

In or out?

PATIENCE meekly steps into the elevator, presses a button for the lobby, nervously keeping her eyes fixed to the front.

INT. AVENAL HQ - ELEVATOR - DAY

GEORGES leans past her to hit "DOOR CLOSE." Many CAT HAIRS are sprinkled on her clothes, he SNIFFS and stifles a sneeze. He looks Patience over, and doesn't like what he sees.

GEORGES

Excuse me, miss. Do you know who I am?

(CONTINUED)

CONTINUED:

PATIENCE

Um... of course. You're Georges Avenal -- you own the company --

GEORGES

Then you actually work for me. Are you familiar with our products?

PATIENCE

Yes sir, I just can't really afford them --

GEORGES

You can afford some peroxide, can't you? Do something about this mousy hair.

GEORGES runs a hand distastefully through her frizzy hair, then takes a moment to study her.

GEORGES

Stain on your blouse, run in your pantyhose -- and that color's awful on you.

(fingering her outfit)

Do you own an iron? Show me your hands.

Shaking, Patience extends her hands. Georges inspects her trembling fingers. He seems saddened, clucks his tongue.

GEORGES

A nail-biter... my my, you really are the "before" picture, aren't you?

LAUREL

I could give her the number for my manicurist --

GEORGES

(waving Laurel off)

What's your name?

PATIENCE

Patience...

GEORGES

I haven't got all day --

(CONTINUED)

CONTINUED:

PATIENCE

No, my name's Patience, Patience Price. I'm in accounting.

GEORGES

I'm afraid that's no excuse. Regardless of your position, you do represent Avenal Beauty. I simply can't allow that to continue.

PATIENCE

Wait. You're not -- firing me?

GEORGES

I have no choice. All we have to sell is an image -- and you are not it. You've got to go.

DING! The DOOR OPENS. Patience stares at the man in disbelief, then bolts out into the SHOWROOM.

STAY WITH GEORGES, LAUREL and ANGEL as the doors close.

LAUREL

Poor girl.

GEORGES studies Laurel's face a moment, leans closer, amazed.

GEORGES

Is that a pimple?

INT. JOEY'S DINER - DAY

A retro place, PATIENCE and SALLY sit in a booth over SALADS and SODAS. Sally leans across the table, fixing Patience's make-up -- her mascara's run from crying, her nose is red. An open MAKE-UP POUCH rests between them.

PATIENCE

I try, Sally, I really do. I read Vogue, I wear uncomfortable shoes... I've been a female all my life, you'd think I'd be better at it by now.

SALLY

Watch the frown lines, you'll need a lift before you're forty.

(CONTINUED)

CONTINUED:

PATIENCE

He's right, I'm not even presentable enough to be an accountant. Maybe the church needs a new bell-ringer.

SALLY

Look, he was just in a bad mood. Sales are down, his marriage is on the rocks --

PATIENCE

How do you know that?

SALLY

I have an enquiring mind. This is "Nympho," very hot, I snagged it from the showroom...

She opens a tube of LIPSTICK, starts applying it expertly to Patience's lips as she speaks.

SALLY

Laurel's losing her looks, she's dumber than her cockapoo -- buzz is, Georges is trading her in for next year's model. All I'm saying is, by now he's probably forgotten about canning you.

PATIENCE

I don't care. No way am I going back there.

SALLY

Shut up, you'll smear... voila, now suck your finger.

Patience puts her finger in her mouth, pulls it out with a pop, to keep the lipstick off her teeth. She studies the residue on her finger.

PATIENCE

I can't believe we put this stuff on our mouths. Grease, acid and ground-up fish scales... who knows what they put in our mascara...

SALLY

No wonder you never made it in sales.

ANGLE THROUGH WINDOW BEHIND THEM, as a long LIMOUSINE passes.

INT. LIMOUSINE - DAY

LAUREL is fixing her make-up meticulously in a COMPACT MIRROR, looking for signs of the dreaded zit. GEORGES is flipping through AD LAYOUT BOARDS. WESLEY, a weasely ASSISTANT, is seated between them, going over an electronic appointment book. A CHAUFFEUR, ANGEL in the passenger seat.

WESLEY

You're both scheduled to appear at the Make-Overs for the Homeless event on the 25th --

GEORGES

Ugh. That one's yours, Laurel.

WESLEY

The ballet opens the following Friday --

GEORGES

(re: the ad boards)

These look good, Wesley, send them back to the agency.

LAUREL closes the compact, leans across to catch a glimpse.

LAUREL

May I see?

GEORGES

You wouldn't be interested.

LAUREL

Please, Georges?

She tugs a board away, then sucks in her breath seeing --

AN AD featuring DRINA, a gorgeous young model, nearly nude. We see a tube of MASCARA with the AVENAL LOGO.

GEORGES

That's Drina.

LAUREL

She's... pretty.

GEORGES

She's magnificent.

GEORGES takes the board back, LAUREL looks a little sick.

(CONTINUED)

CONTINUED:

LAUREL

Well, I'm still the face of Avenal... aren't I?

GEORGES

(smiling indulgently)

You've had a remarkably long shelf life, it's true.
But... every product has an expiration date.

Laurel bites her lip, looks out the window, close to tears.
A PHONE is ringing, ANGEL answers in front. Georges' hands
are still full with the ads piled around him.

ANGEL

Uh, sir, it's Dave Berger in accounting.

GEORGES

Who? I don't talk to bean-counters.

ANGEL

He says it's urgent.

GEORGES

All right, Angel, put it on speaker.

INTERCUT WITH:

INT. AVENAL HQ - BERGER'S OFFICE - DAY

BERGER peers at his TERMINAL, a half-eaten SANDWICH nearby.
He's marked up the PRINT-OUTS that Patience brought him.

BERGER

(on phone)

Mr. Avenal -- I hate to bother you, sir, but we
have a problem. It seems the lab has been
overproducing YP-3 -- that's the anti-aging
ingredient in
Beaunique --

GEORGES

Why are you telling me this? It's routine to have
a surplus --

(CONTINUED)

CONTINUED:

BERGER

We've stockpiled over a thousand gallons, enough to last us well into the 29th Century.

GEORGES

Perhaps that is a trifle optimistic --

BERGER

And very expensive. Funding seems to have been siphoned out of the employee pension plan --

GEORGES

Impossible, this has to be an error. Are you responsible for this data?

BERGER

Well, actually Patience Price brought the matter to my attention --

GEORGES

Yes, yes, I'm familiar with Ms. Price. Obviously her bookkeeping is as sloppy as her appearance.

BERGER

Sir, she's a very reliable employee --

GEORGES

I've heard enough, Berger. In the future, double-check your figures before you waste my time -- and then put it in a memo.

WITH BERGER

BERGER

(on phone)

In all fairness, Mr. Avenal, I think --

BEEP. He's talking to a dial tone. Berger hangs up, frustrated and chagrined.

CUT TO:

EXT. SHOPPING DISTRICT - DAY

START on a JEWELRY DISPLAY, a ritzy DIAMOND NECKLACE.
SALLY's face appears in the window, beaming.

SALLY

Wow... sorry, Patience, I just found a new best friend.

PATIENCE, beside her, WHISTLES appreciatively, then moves on.

PATIENCE

I'm sick of drooling over things I'll never have.

The two are WINDOW-SHOPPING, passing a SHOE STORE, boots and high-heels... A WESTERNWEAR SHOP, belt buckles, WHIPS...

SALLY

Oh, you're a ray of sunshine. Tell you what, let me take you clubbing this weekend --

PATIENCE

I'm not sure I'm fit to be seen in public.

SALLY

You will be in that dress. I've had my eye on it for weeks.

SALLY points at a MANNEQUIN in the window of a trendy boutique, garbed in a dramatic, sexy outfit -- a short bodice, a tiny skirt, plenty of plastic skin showing.

PATIENCE

Sally, that is not a dress, it's a rumor of a dress. It's barely forensic evidence of a dress.

SALLY

It's a genuine Gaultier knock-off --

PATIENCE

It's not me.

SALLY

But don't you ever wanna be somebody else?

PATIENCE

I just wish I could be ten years old again -- it didn't matter what I wore as long as I could climb a tree in it.

(CONTINUED)

CONTINUED:

SALLY

Your tomboy days are over.

PATIENCE

That's my bus, Sal, see you later.

PATIENCE trots toward a BUS, SALLY calls after her.

SALLY

This weekend, Patience. I swear, I'm gonna make you have fun if it kills you...

As Sally moves on, CAMERA LINGERS ON the window of A LINGERIE STORE, scantily-clad MANNEQUINS, including one in BLACK UNDIES and a CAT MASK.

DISSOLVE TO:

EXT. BERGER'S TOWNHOUSE - NIGHT

DAVE BERGER, the accountant, dressed casually, gets out of a CAB and heads into his modest home.

INT. BERGER'S TOWNHOUSE - NIGHT

Berger SNIFFS the air quizzically as he lets himself in.

He moves toward the KITCHEN. In the kitchen DOORWAY, he fumbles for a LIGHT SWITCH, flicks it on and --

EXT. BERGER'S TOWNHOUSE - NIGHT

KA-BOOM! The WINDOWS BLOW OUT with a HUGE EXPLOSION.

ACROSS THE STREET, a BLACK MERCEDES pulls from the curb, HEADLIGHTS OFF, and ACCELERATES away.

CUT TO:

INT. PATIENCE'S BUILDING - HALLWAY - NIGHT

PATIENCE moves to her apartment door, arms loaded with GROCERIES. She struggles to unlock the door while keeping these upright -- we see a "HELLO KITTY" emblem on her key chain. As soon as the door is open --

-- MIDNIGHT BOLTS out into the hall, a black streak moving toward the stairs and darting upward.

(CONTINUED)

CONTINUED:

PATIENCE

Midnight! You little monster --

Patience tosses her groceries in the door, leaving it ajar, and runs after the cat.

A few moments after she's vanished up the stairs, we hear FOOTSTEPS from below and...

ANGEL, Georges Avenal's menacing bodyguard, appears in the hallway. He moves purposefully for Patience's door, pushes it open and steps inside. Midnight just saved her neck.

INT. PATIENCE'S BUILDING - UPSTAIRS HALLWAY - NIGHT

MIDNIGHT makes for an open hall window that leads onto a FIRE ESCAPE. Patience just spots her heading outside.

PATIENCE

Oh no...

EXT. PATIENCE'S BUILDING - ALLEY - NIGHT

Patience reaches the window just in time to see --

MIDNIGHT make a SPECTACULAR LEAP across the alleyway and --

-- LAND ON TOM LONE'S BALCONY.

PATIENCE is annoyed, but also impressed, in spite of herself.

PATIENCE

Hell of a jump...

INT. PATIENCE'S APARTMENT - NIGHT

ANGEL flings open the closet and bathroom doors in Patience's empty apartment -- no dice. On his way out, he eyes a plate of cat food and ice cream with a wince.

EXT. LONE'S BUILDING - ALLEY - NIGHT

Patience clumsily CLAMBERS up Lone's RATTLING FIRE ESCAPE, reaches the level Midnight is on, moves toward the cat.

(CONTINUED)

CONTINUED:

PATIENCE

You are not worth the trouble --

Suddenly, a WINDOW FLIES OPEN, just a foot away, a GUN points in her face. Patience lets out a CRY, jumps back --

LONE

Freeze!

It's TOM LONE. But Patience loses her balance, FALLS --

-- and LANDS in an open DUMPSTER.

LONE darts from the window, alarmed, realizing his error.

EXT. PATIENCE'S BUILDING - NIGHT

ANGEL emerges, shaking his head and shrugging toward the unseen driver of the BLACK MERCEDES, then he climbs in the passenger door. As the car pulls away --

-- LONE hurries from the building next-door toward the alley.

EXT. PATIENCE'S BUILDING - ALLEY - NIGHT

PATIENCE painfully gets upright, slipping in the trash, as LONE appears; he's a no-nonsense, gruff cop with a dry wit.

LONE

You all right?

He clambers onto the dumpster's edge to help her out, she slips and slides, almost pulls him in after her.

LONE

I'm really sorry -- I'm a police officer, I heard the noise and just assumed... here, grab my arm.

He manages to hoist Patience to the lip, she's able to climb to the ground. She's drenched in GOOEY GARBAGE, just stares at Lone, a bit dazed from the fall. She can't believe she's face to face with the man of her dreams. Lone thinks a beat.

LONE

Habla espanol?

(CONTINUED)

CONTINUED:

She blinks at him, confused, then he tentatively flashes a few HAND SIGNS for the deaf. She waves this off.

PATIENCE

No, I -- see, my cat got out --

MIDNIGHT MEWS, rubs against Patience's leg. She picks the cat up, nods toward her window.

PATIENCE

I live right up there --

LONE

I know.

PATIENCE

You do?

LONE

I mean, I -- I've seen you. Around.

PATIENCE

Really. Actually, I've seen you too. Around, that is.

(a nod at the
dumpster)

Thanks for helping me out.

LONE

Don't mention it. I can't resist a damsel in distress.

PATIENCE smiles and cocks her head... flirtatious body language. She runs a hand through her hair, pulls out some sticky TISSUE PAPER, looks at it with disgust.

PATIENCE

Oh God, what -- what is that?!

He looks over her shoulder, winces.

LONE

I could run it over to the lab...

She tosses it in the dumpster, finally registering that she's drenched in WET GARBAGE.

PATIENCE

I'm sorry, it was nice talking to you, but -- I'm completely disgusting.

(CONTINUED)

CONTINUED:

Mortified, she hurries back to the entrance to her building. Lone looks after her, amused.

CUT TO:

EXT. TRENDY CLUB - NIGHT

SPOTLIGHTS before a NIGHTCLUB, a CROWD behind a VELVET ROPE.

A HANDSOME BOUNCER stands guard. SALLY AND PATIENCE are near the front of the line. Sally has transformed herself, with heavy make-up, a revealing skin-tight outfit that shows plenty of cleavage. Patience is in a conservative dress, one she might wear to work. Sally HOWLS with LAUGHTER at something Patience has just said. Patience looks grim.

PATIENCE

It isn't funny.

SALLY

(still chuckling)

Yes it is. All this time you've spent mooning over that hottie neighbor and he points a gun at you --

PATIENCE

At least it broke the ice --

SALLY

I told you men go for trashy women.

Patience rolls her eyes, looks over Sally's clothes.

PATIENCE

Speaking of which -- how do you even stay in that outfit?

SALLY

With any luck, I won't need to.

PATIENCE

I hardly recognize you.

SALLY

That's the idea. I go out at night, I leave daytime Sally behind, become a different person. All women do. Except you, of course.

(CONTINUED)

CONTINUED:

PATIENCE
(shrugs, checks
her watch)

How long have we been here, an hour? We're never getting in...

A TRENDY COUPLE -- call them RANDY and SANDY -- push their way past PATIENCE, almost knocking her over. Randy's ELBOW gets her in the gut, Sandy's SPIKE HEEL drives into her foot.

PATIENCE

Ow!

SANDY looks at her blankly as PATIENCE hops, injured.

PATIENCE

You could say I'm sorry?

RANDY

Okay, you're sorry.

He and Sandy laugh as the BOUNCER unhooks the rope, steps aside for them to enter.

PATIENCE

God, people are so rude.

SALLY

Yes!

Sally has just gotten the NOD, hurries forward. Patience follows, limping a bit. The BOUNCER blocks Patience's path, looking her over from head to toe, disapproving.

SALLY

She's with me.

BOUNCER

Then you can stay out here too.

SALLY

She happens to be a very fine human being --

BOUNCER

Like I said, she don't belong inside.

PATIENCE

Sally, just -- go in without me --

SALLY

See, you shoulda bought the dress.

PATIENCE bolts, humiliated; SALLY looks after her sadly.

INT. BUS - NIGHT

PATIENCE sits alone in the back of the bus, looks at --

A YOUNG COUPLE making out... an ELDERLY COUPLE holding hands.

Her eyes drift to an AD for AVENAL BEAUTY overhead -- LAUREL and GEORGES AVENAL, arms around each other. Patience sighs and stares out the window.

EXT. PATIENCE'S BUILDING - NIGHT

PATIENCE walks toward her building, the bus kiosk behind her, the BUS MOVING AWAY. The street is deserted at this hour. Patience feels very alone, until she looks up to see --

-- MIDNIGHT, perched in her window, awaiting her arrival.

A smile appears on Patience's face. She quickens her step, crossing the empty street, almost to the sidewalk when --

-- AN ENGINE ROARS behind her. Patience spins just as --

-- THE MERCEDES, LIGHTS OFF, barrels out of the darkness and --

WHAM! Hits her full-on.

MIDNIGHT at the WINDOW -- the cat lets out a HOWL.

ANGLE DOWN, the MERCEDES has stopped, Patience lies a short distance behind... in bad shape. The PASSENGER DOOR OPENS.

WITH PATIENCE, barely conscious. ANGEL approaches, studies her, turns her over with his foot. He nods, a job well done.

INT. PATIENCE'S APARTMENT - NIGHT

MIDNIGHT is bouncing off the walls, HOWLING like mad, lunging and scratching at the door. Finally, the cat charges across the floor, LAUNCHES herself in a dramatic leap and --

EXT. PATIENCE'S BUILDING - NIGHT

SLOW MOTION as MIDNIGHT LAUNCHES HERSELF AT THE GLASS --
SMASH!

CUT TO:

EXT. BRIDGE/CITY SKYLINE - NIGHT

SPLASH! A BODY (we don't get a good look) hits DARK WATER hard and vanishes below. MOVE UP TO REVEAL we're at a bridge over a river, CITY LIGHTS in the distance. ON THE ROADWAY, CAR DOORS CLOSE and the MERCEDES SEDAN SCREECHES away.

CLOSER ON THE SKYLINE. A HOWL rises -- FIND MIDNIGHT, CRYING from a rooftop. Unseen CATS join in, a feline TELEGRAPH.

EXT. EDNA'S HOME - NIGHT

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

EXT. SUBURBAN STREETS - NIGHT

EDNA'S CATS scramble through alleyways, joined by STRAYS converging from all directions, picking up the CHORUS. It's like a flowing RIVER OF CATS.

EXT. MARSHLAND - NIGHT

ON MURKY MOONLIT WATER -- CAMERA MOVES past floating TRASH, a CAR TIRE, BOTTLES and CANS. We hear the CRIES of the CATS from nearby, approaching. LIGHTS of the CITY further away, the BRIDGE visible.

CAMERA FINDS a nylon-encased FOOT... PAN OVER a woman's CORPSE, her clothes TORN, SOAKED and MUDDY, strewn with RIVER WEEDS. The body bobs amidst REEDS by this soggy shoreline.

We reach the woman's FACE -- unnaturally pale, eyes fixed... it's PATIENCE PRICE. Dead.

THE HOWLING is CLOSE now... THE CATS have gathered here, parting for MIDNIGHT, a feline VIP. The Mau steps tentatively out onto Patience's corpse, careful not to get too wet. She crouches on her chest, and --

CLOSE, BREATHES audibly into her parted lips. A brief, barely visible GLOW flickers at Patience's mouth.

THE CAT shudders, then moves aside, BLINKS as if drugged. ANOTHER CAT climbs out onto Patience to take Midnight's place and perform the same ritual.

(CONTINUED)

CONTINUED:

HIGH ANGLE. The crowd of CATS waiting in the reeds, more arriving by the minute, ready to take turns.

CAMERA ROCKETS DOWN AT PATIENCE'S FACE, into one DEAD EYE...

MEMORY MONTAGE - INT. PATIENCE'S HEAD

DARK, DISTORTED; QUICK IMPRESSIONISTIC IMAGES OVERLAP, perhaps CAT POVS (LOW-ANGLE TRACKING and CLIMBING SHOTS) mixed with human MEMORIES:

POV, a ROLLER-COASTER, PATIENCE'S PARENTS to either side -- we hear YOUNG PATIENCE'S LAUGHTER and SHRIEKS.

CLOSE TO GROUND, FATSO the KITTEN dashes after a BELL BALL.

POV, YOUNG PATIENCE at a mirror in a Halloween CAT COSTUME.

POV, CLIMBING A TREE in a suburban backyard. We see her MOM below, searching for young Patience.

POV, TWO CLOSED COFFINS, surrounded by FLOWERS... now we hear YOUNG PATIENCE SOBBING.

POV, the BLACK MERCEDES ROCKETS AT CAMERA and --

EXT. MARSHLAND - NIGHT (PRESENT)

-- PATIENCE sits up INTO FRAME with a SCREAM.

She thrashes in the shallows of the marsh, gasping for air, disoriented... reborn. There's no sign of the cats.

PATIENCE crawls onto shore amidst the reeds, slightly clumsy at first, almost like a newborn kitten. Her ragged, wet clothes cling to her body.

TIGHT on her terrified expression. She has no idea what she's doing here -- or who, or what she is. She opens her mouth to speak -- all that comes out is a strangled CAT CRY. She works her jaw, but can't produce human speech. She darts her head, seems disoriented and overwhelmed.

HER POV -- SOUNDS AMPLIFIED, IMAGE perhaps SOLARIZED, the darkness BRIGHTENED, objects of interest HIGHLIGHTED as she takes in the marshland. The EYES of any creature in sight GLOW. We'll call this CATVISION.

(CONTINUED)

CONTINUED:

WHIP PAN TO a nearby CRICKET perched on a blade of grass -- then UP TO an OWL in the distance, soaring over the park. WHIP DOWN TO its prey, a SCURRYING MOUSE. THE OWL swoops with a SCREECH, nailing the MOUSE, we hear its SQUEAL.

PATIENCE, frightened at first, becomes increasingly delighted by her heightened senses. She spots --

MIDNIGHT in the tall grass. The cat turns, looks over her shoulder once -- her EYES catch moonlight and GLOW. Patience is clearly meant to follow.

PATIENCE follows MIDNIGHT on all fours, tenuously at first. But as she proceeds, her shoulders and hips roll in distinctly feline fashion. Her body seems slimmer, more muscular. She rises on two legs, moving in a slinky crouch.

MIDNIGHT pauses to sharpen her claws on the bark of a gnarled old TREE. PATIENCE follows Midnight's lead, leans forward against the trunk, arms straight out, head arched back. She stretches her neck, her back -- her every movement is graceful, sensual, the awkwardness gone.

She tries to pull her hands from the tree -- but can't for a moment, finding her FINGER-NAILS stuck into the bark (like a cat at a scratching post).

A DOG BARKS -- without thinking about it, PATIENCE scrambles up the side of the tree like a streak.

HER POV FROM TREE -- A LARGE DOG tugs on its OWNER'S leash, some distance away. The dog walker yanks the dog onward.

PATIENCE takes this in, hears a MEOW --

MIDNIGHT is perched above her, very Cheshire Cat-like.

PATIENCE looks around, self-conscious for a moment -- what is she doing up a tree? Bad idea to think. She loses her balance, clutching at branches, tumbles out of the tree --

IN MIDAIR for an instant, she flails spastically, letting out a SHRIEK -- then her body instinctively TWISTS and --

PATIENCE LANDS on all fours, one leg kicked out, haunches low. MIDNIGHT lands beside her, nods approvingly at her landing. Then the cat darts away again, Patience pursues.

EXT. SUBURBAN NEIGHBORHOOD - NIGHT

MIDNIGHT leaps to the top of a FENCE, staring down at Patience -- "come on." Patience hesitates, then crouches and SPRINGS UP (with more than human ability), lands triumphantly on the fence -- then teeters and TUMBLES to the other side. MIDNIGHT looks disappointed. Patience jumps up again quickly, as if pretending this never happened, this time managing to hold her balance.

MIDNIGHT gives her a look and leads onward. At first she's like a tightrope walker, careful of falling, but her steps become more confident. Soon she's moving as quickly and smoothly as the cat.

MIDNIGHT leaps off the fence and darts across a road, PATIENCE follows.

EXT. PUBLIC GARDEN/ZOO - NIGHT

A tall wrought-iron FENCE surrounds greenery and distant cages in an urban area. A SIGN: "ARBORETUM - ZOO."

MIDNIGHT squeezes through a gap between the uprights. PATIENCE hesitates -- this is too narrow for a normal human. MIDNIGHT waits impatiently on the other side, tail twitching.

PATIENCE makes a dubious SOUND, but manages to slip a foot -- then a leg -- into the opening, twisting and contorting. Amazingly, she's succeeding, her torso ripples and contracts as she insinuates herself between the bars. Finally only her head is on the wrong side. With a final TUG, she's through.

MIDNIGHT crouches low, stalking. PATIENCE copies the behavior. MIDNIGHT slowly approaches --

A MOTH, fluttering near a FLOWER in this botanical garden. MIDNIGHT sneaks up close, then POUNCES, but the MOTH flies out of the cat's grasp.

PATIENCE GIGGLES, MIDNIGHT turns on her and HISSES. The woman and the cat roll together in this neat BOTANICAL GARDEN, playing and batting at each other. CAMERA MOVES TO a small sign nearby, which labels this planting as "CATNIP."

MIDNIGHT HURTLES a CONCRETE MOAT, PATIENCE follows, still high, giggly. She suddenly finds herself face to face with:

A BENGAL TIGER. He lets out a small ROAR.

(CONTINUED)

CONTINUED:

PATIENCE blinks, crouches -- and ROARS back, unafraid. The tiger springs forward... and LICKS HER. She wrestles with him playfully, he's just a bigger version of Midnight.

DISSOLVE TO:

INT. EDNA'S HOME - BEDROOM - MORNING

EDNA POWERS sleeps in bed. MIDNIGHT climbs atop her, starts kneading. She makes a NOISE, rolls over, opens her eyes.

EDNA

Midnight? What are you doing here?

She squints, sees morning light through a window. She climbs out of bed in her nightdress.

EXT. EDNA'S HOME - DAY

EDNA emerges in a bathrobe, crossing her overgrown lawn, MIDNIGHT bounding ahead of her. A Martha Stewarty NEIGHBOR, weeding an immaculate garden, throws Edna a sour look.

NEIGHBOR

Edna, your cats have been using my garden as a litter box again.

EDNA

(gravely)

You can't change their nature.

The neighbor scowls and returns to her weeding. As EDNA bends down for her newspaper, she hears a MEOW and sees --

-- Midnight licking a HAND, which protrudes from under a bush.

Edna GASPS, moves closer, crouching to get a better look.

It's PATIENCE, sound asleep, body twisted sideways in an unnatural position. Quietly:

EDNA

Hello...?

Patience starts awake, looking around, confused.

(CONTINUED)

CONTINUED:

EDNA

What are you doing in my hedge?

Patience rolls out from under the bushes, crouches on her haunches now, a panicky look in her eyes. Leaves and dirt cling to her clothes. She has no idea how she got here.

INT. EDNA'S HOME - LIVING ROOM - DAY

PATIENCE is wrapped in a BLANKET, sitting on the couch, MIDNIGHT nuzzling her, as EDNA brings her a cup of TEA. Edna picks up a CLIPBOARD from a coffee table.

EDNA

Your name is Patience Price, you live on South 87th.

(beat)

You love chocolate -- you're afraid of heights? Any of this ring a bell?

Patience nods slowly, puts her face in her hands.

PATIENCE

I... it's coming back to me. But last night... it's just... it's like a dream.

EDNA

(chiding)

You said in your application that you don't drink or take drugs.

PATIENCE

(rising)

I don't. I think... something must have happened. I need to...

EDNA

You need to rest.

Patience takes a few steps from the couch and lets the blanket slip from her shoulders.

EDNA

Oh my God...

Edna stares at PATIENCE'S BACK. The fabric of her dress is torn, the skin discolored beneath with a hint of dried blood -- and we make out the marks left by a TIRE TREAD.

(CONTINUED)

CONTINUED:

EDNA

You're in no condition to --

EDNA moves beside Patience and GRABS HER by the wrist --

ON PATIENCE'S HAND, the fingers CURL and FIVE SHARP CAT CLAWS (SPFX) emerge from her fingertips -- only for an instant.

EDNA blinks at this, PATIENCE whirls on her with an abrupt and frightening HISS --

CLOSE, Patience's pupils become ELLIPTICAL for a blink, flecked with GOLD, then --

She yanks her hand away quickly, immediately looks contrite, and a bit dazed from the momentary transformation.

PATIENCE

Sorry, you -- you startled me... look, Edna, thanks for everything, but -- I just want to get home and take a bath.

Edna nods, unnerved. PATIENCE picks MIDNIGHT up in her arms and hurries out the door. Edna stares after her, a disturbing thought forming.

INT. EDNA'S HOME - OFFICE - DAY

EDNA moves purposefully to a FILE CABINET in this cluttered, book-lined room and opens a drawer. She thumbs past many years' worth of scholarly research, finally pulling a thick, dog-eared MANILA FILE from near the back. She moves to her desk, slips on reading glasses and opens the folder --

ANGLE ON FILE -- an old, thick type-written SCHOLARLY PAPER entitled "MYTHS OF FELIGYNY, by E. POWERS Ph.D." She puts this aside, revealing a WOODCUT of an AFRICAN Catwoman in leopard skin, surrounded by cats. Next, an ASIAN CATWOMAN, a print of a 19th Century watercolor. She wears a Chinese-style MASK, close-fitting robes, a long tail. Both illustrations show the women with CLAWS and ELLIPTICAL PUPILS.

DISSOLVE TO:

INT. PATIENCE'S APARTMENT - BATHROOM - DAY

PATIENCE stares at her dirty face in the MIRROR, still reeling from the events of the previous night.

(CONTINUED)

CONTINUED:

Behind her, THE BATHTUB RUNS, almost filled. She moves to the edge of the tub, starting to undo her ragged clothes, stares down at --

THE RIPPLING WATER. She blinks, her expression far away --

FLASHBACK - INT. PATIENCE'S HEAD

A vertiginous PLUNGE from the bridge toward DARK WATER --

INT. PATIENCE'S APARTMENT - BATHROOM - DAY (PRESENT)

PATIENCE starts, shaking off this momentary vision.

She dips a finger in the water, jerks back -- much as a cat might. She shakes drops off her hand, repelled by the water.

INT. PATIENCE'S APARTMENT - DAY

There's KNOCKING at the door. The PHONE IS RINGING, a MACHINE picks up. We hear RUNNING WATER from beyond the closed bathroom door.

PATIENCE (V.O.)

This is Patience, you can leave a message if you want...

BEEP.

INT. PATIENCE'S APARTMENT - BATHROOM - DAY

PATIENCE turns off the TAPS, in the quiet she hears EDNA'S VOICE on her answering machine.

EDNA (V.O.)

It's Edna Powers -- the most extraordinary thing, I -- I think I know what's happened to you --

PATIENCE has risen with a shiver, hurries back into the main room, pulling her blouse closed.

INT. PATIENCE'S APARTMENT - DAY

PATIENCE moves for the PHONE, but FREEZES at the sight of --

(CONTINUED)

CONTINUED:

-- THE DOORKNOB RATTLING, someone trying to get in.

EDNA (V.O.)

-- be careful, Patience, I'm afraid you may be in danger...

MIDNIGHT lets out a menacing GROWL.

THE KNOB TURNS, the door swings open -- a MAN starts to enter --

CLANG! PATIENCE whacks him over the head with a FRYING PAN.

THE MAN is knocked hard into the door and slumps to the ground, stunned... it's TOM LONE.

PATIENCE recognizes him with horror, looks at the door -- PATIENCE'S KEYS with the "HELLO KITTY" emblem dangle from the lock, her PURSE is on the ground.

PATIENCE

I am so, so sorry --

TOM LONE groans, painfully coming to and sitting up. PATIENCE crouches at his side.

LONE

You actually hit me with a frying pan?

PATIENCE

I didn't know it was you.

LONE

Guess we're even now. Name's Tom Lone, by the way.

PATIENCE

(shakes his hand)

Patience Price.

LONE

Yeah, I know, I checked your ID.

PATIENCE

Oh God, not that awful driver's license picture --

LONE

(rubbing his head)

Got any ice?

(CONTINUED)

CONTINUED:

PATIENCE hurries to assemble an ice pack, MIDNIGHT is eating happily at the table, LONE gets to his feet.

LONE

I found your purse in the street right outside this morning. I tried calling -- I was afraid something might've happened to you...

PATIENCE returns with a washcloth full of ice.

PATIENCE

That was really nice of you.

LONE

Well, it's part of my job... I'm a detective, burglary-robbery division. So what did happen to you?

He applies the ice-pack to his head while eying her clothes. She suddenly becomes aware of her disheveled appearance.

PATIENCE

Oh no, I'm a mess. It seems every time you see me I -- I was just cleaning.

(this isn't flying)

The um, the chimney.

LONE

Where's the fireplace?

PATIENCE

It wasn't mine.

LONE

You're a freelance chimney sweep?

LONE is now looking around the apartment, taking it all in with a careful detective's eye. He sees the shredded PHOTOGRAPHS, the BROKEN WINDOW, points --

LONE

You should get that fixed.

PATIENCE

Oh yeah, I hadn't noticed... I mean, I had to break it to get in because... I lost my purse.

(CONTINUED)

CONTINUED:

LONE
 (studying the
 windowsill)
 Funny, looks like it was broken from inside.

Lone is now regarding her with open curiosity. Patience shrugs helplessly.

LONE
 So everything's all right now?
 (off her nod)
 Well, I'd better be getting to the station, then...
 unless there's anything else.

LONE hopes so, PATIENCE desperately wants him to stay... but
 --

PATIENCE
 I guess not...

LONE
 Then -- bye, now.

He sounds disappointed. As the door shuts, Patience clutches her hair, makes a SOUND of frustration, almost like a MEOW.

INT. PATIENCE'S BUILDING - HALLWAY - DAY

PATIENCE flings open the door, calls after Lone:

PATIENCE
 I want you...

He turns, startled. Patience has a sultry, come-hither look in her eye, her VOICE has a lower, sexier tone.

LONE
 Excuse me?

She shudders. The sexy expression turns to one of shock and anxiety -- what has she done? Then, vamping:

PATIENCE
 I want you, um, to forgive me. For hitting you
 like that.

LONE
 No need -- woman living alone, you can't take any
 chances.

(CONTINUED)

CONTINUED:

PATIENCE nods unsurely, starts to retreat into the apartment.
LONE thinks, calls out to her.

LONE

Listen, I was gonna grab a cup of coffee...

CUT TO:

INT. COFFEE SHOP - DAY

LONE and PATIENCE move from a COUNTER with COFFEE CUPS in hand. Patience has cleaned up, dressed a little sexier than usual -- she looks good.

PATIENCE

So, did you always want to be a policeman?
(beat, rolling her eyes)
God, listen to me, Conversation 101.

LONE

(a laugh)
Hey, we gotta start somewhere. Actually, when I was a kid, I wanted to be a rock star.

They take seats at a small table.

LONE

I was kind of a delinquent back then, got into some trouble. There was a cop who helped me out. Made a difference. I figured... maybe I could do the same.

PATIENCE

Plus you can still get into trouble.

LONE

Right, but for the good guys... So what do you do? When you're not dumpster diving or cleaning chimneys, I mean.

PATIENCE

Accounting. That is, I used to, I just lost my job.

LONE

I'm sorry.

(CONTINUED)

CONTINUED:

PATIENCE

Don't be, it was pretty dull. I guess when you get down to it, I'm pretty dull.

Patience realizes she's not making for a great first date.

PATIENCE

Let me start over. It's just... I never got into any trouble or anything --

LONE

Come on, never?

PATIENCE

Well, when I was little, but -- after I lost my folks I... I guess I turned into sort of a scaredy-ca -- um, pretty risk-averse.

LONE

That's not a bad thing. It's a pretty dangerous world.

PATIENCE

Sometimes I just wish I was less of a wimp.

LONE

You're not afraid to admit you're afraid -- that takes guts.

PATIENCE

It does?

LONE

Most women I know pretend to be tougher than they really are.

(beat)

Listen... if you ever need someone -- to look out for you, keep an eye on --

(changing tack)

-- or whatever -- I'm available.

He pulls a card from his wallet, passes it to her.

PATIENCE

Wow.

(CONTINUED)

CONTINUED:

LONE
 (catching himself)
 Oh hey, I didn't mean that to sound like a come-on
 --

PATIENCE
 (disappointed)
 Oh.

LONE
 I mean, unless you...
 (rising)
 I'm just going to shut up now and go.

PATIENCE
 See you around.

LONE
 Yeah, you will.

He gives her a wave and heads out of the coffee shop. A broad smile spreads over Patience's face.

CUT TO:

EXT. AVENAL FACTORY - DAY

LAUREL'S SMILING FACE on a BILLBOARD. It's only there for a moment, quickly plastered over with --

A NEW BILLBOARD featuring DRINA'S FACE. We're outside a dramatic, gated industrial COMPLEX, TRUCKS with the AVENAL LOGO, a sprawling CHEMICAL FACTORY at the center.

INT. AVENAL FACTORY - GEORGES' OFFICE - DAY

HUGE VATS, DUCTS, PIPES, etc., it's a busy, VERY NOISY environment. CAMERA FINDS GEORGES' OFFICE, large windows overlooking the factory floor.

INSIDE, behind the thick windows, it's SILENT. This is a hard, masculine space, all steel and wood.

GEORGES stands by a table, WESLEY and ANGEL at his side; IVAN NEVSKI, 50s, a smoldering Russian scientist, is showing them
 --

MEDICAL PHOTOS of people's faces, the eyes covered with black BARS -- the skin is BLOTCHED, lumpy, something very wrong.

(CONTINUED)

CONTINUED:

GEORGES flips through these quickly, his tone frustrated.

GEORGES

Okay, with too much YP-3 you get side-effects -- but too much of anything is bad for you -- tap water, sunshine, cigarettes --

ANGEL

It's like leprosy or something...

GEORGES

The point is, now that we've adjusted the formula, Beaunique works. Plumps the skin, removes wrinkles, leaves a nice rosy glow -- it's perfectly safe now, my own wife uses it...

His voice trails off as he considers this fact. He glances at the medical pictures, puts them aside. Airy denial:

GEORGES

You want to be beautiful, you've got to make certain sacrifices. I mean, look at Botox, women are lining up to get their faces paralyzed.

NEVSKI has been doing a slow burn, now blurts out:

NEVSKI

Enough! Pretending my YP-3 is only for your cosmetics, feh! You've known about these "side-effects" from the start, they are not side-effects at all --

GEORGES

What? You're not making sense --

NEVSKI

I thought I'd left this sort of madness behind me -- then I find out you've been in contact with Xavier Bartok --

GEORGES

I've never heard of the man.

(CONTINUED)

CONTINUED:

NEVSKI

I still have connections. You may have used me, but I am not a fool.

GEORGES

Doctor Nevski, is it possible you've gone insane?

NEVSKI spins on his heel and storms out.

ANGEL

Russians, sheesh.

GEORGES

As if I don't have enough on my mind.

GEORGES moves to a nearby SHREDDER. He starts feeding in the MEDICAL PHOTOS.

GEORGES

Changes are going to have to be made... and change can be painful.

He glances at a MAGAZINE AD lying on his desk.

GEORGES

It isn't easy to eliminate an established brand...

Finished shredding the medical photos, he picks up the AD -- it's an AD for BEAUNIQUE, featuring LAUREL'S FACE.

WESLEY

Sir, are you seriously thinking of recalling Beaunique --?

GEORGES

I'm not talking about Beaunique.

He slips the AD into the SHREDDER. CLOSE -- as the machine turns THE AD into CONFETTI, we hear the VOICE of LAUREL AVENAL OVER:

LAUREL (V.O.)

A famous poet once said, beauty is truth, truth beauty...

CUT TO:

EXT. URBAN PARK - DAY

A HOMELESS CAMP -- tents, boxes, etc. -- nearby. BAG LADIES stand in a line near MAKE-UP STOOLS, AVENAL GIRLS are busy painting their faces, doing their best.

LAUREL (O.S.)

...or maybe it's the other way around...

FIND LAUREL AVENAL at a TABLE with a BANNER: "AVENAL CARES." VIDEO CAMERAS are trained on her as she signs POSTERS, PERFUME BOXES, etc. while talking into a MIC.

LAUREL

The point is, everyone deserves to look in the mirror and feel good about themselves. Be we rich or poor, we all must strive to be more beautiful than we can be...

A PROCESS SERVER in a suit with a briefcase reaches Laurel, places a stack of papers in front of her. She starts to sign automatically, then stops, turns off the mic.

LAUREL

What is this?

PROCESS SERVER

Laurel Avenal, I am hereby serving you with a restraining order.

LAUREL

What?

PROCESS SERVER

You are not to set foot within one hundred yards of any property owned or occupied by Avenal Beauty Corporation or any of its subsidiaries or affiliates.

LAUREL

I -- this must be some sort of mistake --

PROCESS SERVER

You will, however, have sixty days to remain in residence at the Avenal estate, at the end of which time you and all your personal property must be --

(CONTINUED)

CONTINUED:

LAUREL
 (a desperate cry)
 Georges Avenal is my husband!

The man pulls another document from his briefcase.

PROCESS SERVER
 That brings me to this petition for divorce...

LAUREL looks shell-shocked. A CAMERA FLASHES. She turns and manages to force a stiff, trembling smile for the photographer. CAMERA FLASHES again, WHITING OUT the frame --

IRIS DOWN TO:

INT. PATIENCE'S APARTMENT - NIGHT

PATIENCE'S SLEEPING FACE. She stirs, stretches.

WIDER, she's lying on top of a BOOKCASE in a twisted, awkward position. MIDNIGHT jumps up and brushes against her.

CLOSE ON PATIENCE'S EYES -- they FLY OPEN, GOLD-FLECKED and (for a moment) ELLIPTICAL.

PATIENCE -- now pure CATWOMAN -- springs down gracefully and scans the dark apartment. She stretches her limbs languorously, licks her lips. She flexes her fingers, watching appreciatively as her CLAWS EMERGE.

She reaches out and SPEARS LONE'S CARD on a fingernail, regards it as she picks up the receiver. With another CLAW she unhesitatingly punches in the number. When she speaks, after a beat, her voice is throaty, sexier -- whenever she's Catwoman, she'll talk this way. During the following, she toys with the long PHONE CORD like a cat.

PATIENCE/CATWOMAN
 (on phone)
 Mmm, too bad you're not there... guess I'll have to go out and play by myself.

She tosses the receiver aside and prowls the room, moving casually atop the back of the couch, from there to other pieces of furniture and the counter, hops down to the floor. She studies the place as if seeing it for the first time.

(CONTINUED)

CONTINUED:

PATIENCE/CATWOMAN

What a dump.

PATIENCE plucks at the clothing she wears, frowning. She opens a DRESSER DRAWER and PAWS through the contents, like a cat digging in a litterbox, SHREDDING the clothes.

PATIENCE/CATWOMAN

Ugh -- please -- frowsy --

She moves to a closet, throws open the door, rifling through the outfits, RIPPING them to bits, hurling them aside.

PATIENCE/CATWOMAN

Damn, I haven't got a thing to wear!

True -- she's emptied and trashed the closet, SLAMS the door.
CUT TO:

EXT. SHOPPING DISTRICT - NIGHT

MULTIPLE ALARMS RING.

QUICK CUTS of STOREFRONTS, WINDOWS SMASHED -- the SHOE STORE, the LINGERIE STORE, the WESTERN WEAR SHOP, the TRENDY BOUTIQUE. The MANNEQUIN that had displayed the Gaultier knock-off is now NAKED.

CUT TO:

EXT. TRENDY CLUB - NIGHT

THRONGS out front behind the velvet ropes. All eyes turn toward an approaching FIGURE whom we don't see at first...

LOW ANGLE -- a sleek pair of black patent leather BOOTS appears. A purring rendition of a familiar children's tune:

CATWOMAN

And the cat came back, the very next day...

MOVE UP SLOWLY to reveal the rest of the ensemble -- long legs in BLACK TIGHTS, the short SKIRT and bodice TOP of the dress. A WHIP is wrapped around her waist, the tip dangles almost like a tail. Her stride is confident, sexy.

(CONTINUED)

CONTINUED:

CATWOMAN

The cat came back, they thought she was a goner...

Her arms are encased in long, satiny BLACK GLOVES. A half MASK with eyeholes and subtle cat's ears covers the top half of her face, her hair falls free like a mane behind.

CATWOMAN

But the cat came back, she just wouldn't stay awa-a-ay...

CATWOMAN -- the former PATIENCE PRICE -- comes to a stop in front of the slack-jawed BOUNCER.

CATWOMAN

What's the word I'm looking for? Oh yes... Meow.

So saying, she strokes a finger under the bouncer's chin --

CLOSE, the CLAW emerges from a SLIT in the glove's fingertip, but doesn't draw blood.

THE BOUNCER recovers himself, unhooking the rope and stepping aside. Catwoman strides past him into the club.

INT. TRENDY CLUB - NIGHT

Dramatic DECOR, throbbing MUSIC, DANCING TRENDIES. CATWOMAN moves confidently through the club. PATRONS can't help but stare, getting out of her path as she crosses the room.

RANDY and SANDY, the rude couple, are bellied up to the bar. CATWOMAN slithers between them, almost unnoticed at first.

RANDY starts as something FLICKS against his back --

CATWOMAN holds the end of her WHIP/TAIL, smacking it lightly against his rear end. He looks up at her.

CATWOMAN

Buy me a drink.

SANDY stares daggers at Catwoman with her drooling boyfriend, but Catwoman ignores her, leaning close to the attentive BARTENDER and almost whispering:

(CONTINUED)

CONTINUED:

CATWOMAN

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

The man blinks, retreats to fill the order. SANDY taps Catwoman on the shoulder as she makes eyes at Randy.

SANDY

Excuse me. Excuse me, earth to slut -- he's taken.

Without looking at her, Catwoman COUGHS discreetly into her hand, then drops something in SANDY'S martini glass -- SPLASH.

CLOSE -- a FURBALL in the woman's drink.

SANDY backs away, making a horrified noise.

SANDY

Euw!

The bartender produces a SHOT-GLASS full of cream.

BARTENDER

Cream, straight up.

Catwoman knocks this back, licks white residue from her lips.

CATWOMAN

Let's dance.

She grabs RANDY by the lapel and drags him toward the dance floor -- not that he needs a lot of encouragement.

CATWOMAN shoves the man onto the dance floor ahead of her. She begins to writhe sensuously to the music, instantly the center of attention. Catwoman's distinctive movements combine catlike grace with acrobatics and martial arts.

RANDY does his best to keep up. He moves near, puts his hands on her ass. She hisses:

CATWOMAN

Don't touch my tail.

CATWOMAN pulls her WHIP from around her waist, FLICKS it in the air -- Randy backs off. But Catwoman swings the whip so that the braided leather wraps repeatedly around his torso.

(CONTINUED)

CONTINUED:

She pulls him against her, clutches his butt -- then PUSHES HIM AWAY, spinning him out on the whip like a top -- his TROUSERS have been SHREDDED, the belt SLICED. His pants drop to his ankles, he stumbles back in his loud bikini underwear, losing his balance and falling. THE CROWD reacts, laughter.

BOUNCER

That's enough for one night, honey.

HE LUNGES at her from behind, but she drops down and slithers out of his grasp -- it's like she's vanished into thin air -- then CATWOMAN rises behind him, plants a foot in his ass --

-- and boots him into the DJ'S STATION -- CRASH! MUSIC STOPS.

MORE CLUB GOONS appear from the back, approach angrily.

CATWOMAN

Guess the party's over.

CATWOMAN springs upward, atop a BANK OF SPEAKERS. She moves with incredible agility, near the roof of the club, from the speakers to a LIGHT RIG -- she leaps and grabs a MIRROR BALL, which SWINGS and deposits her close to the door.

EXT. TRENDY CLUB - NIGHT

CATWOMAN hurls open the front doors, kicks aside the velvet rope. She addresses the impatient CROWD:

CATWOMAN

C'mon in, wanna-bes! Free drinks!

THE CROWD stampedes the door. Catwoman struts away down the sidewalk, recoiling the whip around her waist.

A couple of CLUB GOONS make it past the throng. CATWOMAN, moving onto a highway OVERPASS, notes she's being pursued. She puts a hand on the railing, and casually VAULTS OVER --

THE GOONS rush to the side, look out to see --

EXT. HIGHWAY - NIGHT

CATWOMAN strutting confidently down the narrow GUARDRAIL between the two directions of SPEEDING TRAFFIC.

(CONTINUED)

CONTINUED:

She could be out for an evening stroll, ignoring the SCREECHING BRAKES, HORNS, and STARTLED DRIVERS. She gives them a wave without bothering to look over her shoulder.

EXT. TENEMENT ROOFTOP - NIGHT

A CHICKEN-WIRE DOOR explodes open and a FLOCK OF PIGEONS ROCKETS OUT of a COOP AT CAMERA.

CATWOMAN emerges in a CLOUD OF FEATHERS, brushing a few stray ones off her outfit, with a cat-that-ate-the-canary smile.

She cocks her head, listening in different directions for a new source of amusement -- snippets of VOICES, MUSIC, PLUMBING SFX, passing VEHICLES... it's like tuning a radio. Then she picks up a distant TINKLE of breaking GLASS --

INT. JEWELRY STORE - NIGHT

Dimly lit, an older, discount place. THIEF #1 methodically breaks DISPLAY CASES with a wrapped hammer, snatches up the contents -- necklaces, rings, etc. -- stuffing them into a BAG.

As he moves, a SHADOWY FIGURE -- CATWOMAN -- moves with him, looking over his shoulder, close enough to touch but unseen. Each time he turns his head, she has just slinked out of his view -- her timing is impeccable.

THIEF #2, with a SHOTGUN, stands guard over a blindfolded, bound-and-gagged NIGHT WATCHMAN. CATWOMAN appears on the periphery of his vision, but when he turns his head she's disappeared behind a case -- she emerges on the other side just before he turns back.

THIEF #3 is at work on a LOCKED STEEL CASE of DRAWERS with a BLOWTORCH and TOOLS. CATWOMAN STEPS LIGHTLY across the CASE above him, he looks up -- but there's nobody there. He returns to his work, gets the CASE open and pulls out a DRAWER revealing a RACK full of glittering DIAMONDS.

CATWOMAN (O.S.)

Oooh, pretty.

THE THREE THIEVES spin, looking around --

THIEF #1

Up there!

(CONTINUED)

CONTINUED:

THIEF #2 aims his SHOTGUN at --

CATWOMAN, perched on a narrow LEDGE at the ceiling moulding. She VAULTS down just as he FIRES, a SPRAY OF PLASTER.

THIEF #2 pumps his shotgun, looking around frantically.

THIEF #2

What the hell was that?!

CATWOMAN springs out from behind a DISPLAY CASE, gives Thief #2 a roundhouse KICK in the head that sends the man into a wall, knocking him cold.

THIEF #1 pulls a HANDGUN, but the END OF THE WHIP wraps around it in a flash, yanks it from his hand.

CATWOMAN SNAPS HER WHIP at Thief #1 and Thief #3, backing them into a corner. As she passes the tied-up GUARD, she uses her claws to SLASH his ropes. In time with WHIP CRACKS --

CATWOMAN

You boys -- thought you could just barge -- in here and take -- all these beautiful things -- that don't belong to you...

The guard quickly tears off his GAG and BLINDFOLD, untying his own feet, then picks up the fallen handgun and trains it on the thieves. We hear POLICE SIRENS APPROACHING.

CATWOMAN meanwhile swiftly gathers up fallen jewels, sweeping them into the swag bag. She pauses for a moment, thoughtful.

CATWOMAN

(to herself)

What a lovely idea.

With lightning speed, she vanishes out the back with the bag. THE GUARD, totally focused on the thieves, doesn't even register she's gone. THIEF #3 points --

THIEF #3

Hey...

EXT. JEWELRY STORE ALLEY - NIGHT

CATWOMAN bounds out the exit, leaps atop BOXES, onto a window A/C UNIT, which totters with her weight, just as --

(CONTINUED)

CONTINUED:

AN UNMARKED SEDAN screeches to a halt, and TOM LONE leaps out, GUN ready. He trains it on CATWOMAN --

LONE

Freeze!

CATWOMAN freezes. She blinks down at LONE, he's got a clean shot at her. She cocks her head, licks her lips.

CATWOMAN

You are cute.

LONE blinks at this uncommon response to a pointed weapon, continues to play it by the book.

LONE

I'm a police officer!

CATWOMAN

Bet you look sweet in uniform. And such a big gun...

LONE

I, I -- Come down here, now!

CATWOMAN

Obviously you don't know much about cats. I come when I want, not when I'm told.

With that, she SPRINGS to the rooftop -- the force of her leap knocks the A/C free of the window, LONE has to dive out of the way as it CRASHES to the ground.

EXT. ROOFTOPS/CITY STREETS - NIGHT

CATWOMAN, silhouetted against the sky, is having a great time, leaping from building to building, scrambling across rooftops. POLICE SIRENS recede in the distance.

DISSOLVE TO:

EXT. ZOO - DAWN

THE SUN is rising. PAN OVER a couple of GLITTERING JEWELS in the dirt. FIND CATWOMAN in the GOLDEN MORNING LIGHT, curled against what looks like a TIGER-SKIN PILLOW. She stirs and groans in her sleep, like someone waking with a hangover.

(CONTINUED)

CONTINUED:

She blinks and frowns at the SUNLIGHT. Where am I? She sits up and realizes -- she was sleeping against the belly of the BENGAL TIGER, lying on his side in his sunken ENCLOSURE.

CATWOMAN SHRIEKS and leaps to her feet, terrified, yanks OFF HER MASK. With the daylight, she's back to being plain old PATIENCE. She looks down in shock at her revealing outfit; the swag bag is looped into the whip around her waist.

She's awakened the TIGER. Patience lets out another frightened CRY as he eyes her, no longer recognizing her as a friend. The tiger GROWLS, gets to his feet menacingly, starts moving in for the kill.

PATIENCE scrambles for a heavily LATCHED DOOR, which she frantically wrestles to open, getting through and SLAMMING IT just as the TIGER LUNGES --

CUT TO:

INT. EDNA'S HOME - KITCHEN - DAY

A KITTEN pounces on a CAT TOY.

PATIENCE

-- but this time, it was like the tiger wanted to kill me...

MOVE TO FIND PATIENCE, seated at Edna's kitchen table, finishing her tale. She's in tight-fitting jeans, RIPPED along the sides, a cut-off top revealing her midriff. Safety pins hold the outfit together, but it looks good on her.

EDNA is pulling out teacups, a TEAKETTLE on the burner.

EDNA

You were afraid -- you became its prey. The tiger shredded your clothes?

PATIENCE

No, I did that myself. I mean, I remember doing it, but it wasn't really -- you know -- me. God, I don't understand what's happening.

EDNA

I'm not sure how to put this -- it may be hard for you to accept -- but I'm something of an expert in these matters --

(CONTINUED)

CONTINUED:

PATIENCE

What matters?

EDNA

Vampirism, lycanthropy... feligyny.

PATIENCE

(lost)

Um...

EDNA

Feles, Latin for cat. Gynos, Greek for female. I'm a professor of folklore and mythology -- that is, I used to be, until I was denied tenure. They said my work was frivolous, but it was an all-male department, and -- well, it's a long, sordid story --

PATIENCE

Edna, please. Can we talk about me?

EDNA

Oh, yes. The other night... I think you may have... had an accident. A very serious accident. Fatal.

PATIENCE

(as if to a child)

But -- I'm not dead.

EDNA

Not anymore, dear. After you died, you were reborn. As a catwoman.

A dramatic WHISTLE. EDNA takes the TEAKETTLE off the stove.

EDNA

Mint or chamomile?

PATIENCE is beyond speech -- what Edna just said is impossible, and yet makes sense to her.

INT. EDNA'S HOME - OFFICE - DAY

PAN OVER PRINT-OUTS, PAPERS, open BOOKS. A HIEROGLYPHIC of a figure half-feline, half-female in a heavy TOME.

(CONTINUED)

CONTINUED:

EDNA

The cult of catwomen dates back to Ancient Egypt, where felines were first domesticated.

A SMALL CAT suddenly LEAPS INTO FRAME, staring UP AT CAMERA.

EDNA, in her reading glasses, and PATIENCE are seated before the research material spread on her desk, cups of tea before them. Edna patiently removes the CAT.

EDNA

Excuse me, Cicero.

ON PAPERS -- a DRAWING of the TEMPLE OF BAST.

EDNA

The temple of the Catgod, Bast. A Persian army destroyed it in the fifth century BC.

EDNA's tone is sad, as if this memory were fresh and painful.

EDNA

Legend has it that the priestesses became the first catwomen. The cats they'd worshipped -- Midnight's ancestors -- each gave up one of its nine lives to bring them back from the dead.

ON A BOOK, images of MEDIEVAL WITCHES with their cats.

EDNA

In the middle ages, cats and catwomen were regarded as evil. Nonsense, of course, witches were just single, independent women who broke society's rules.

EDNA passes Patience --

A BLACK AND WHITE print-out of a blurry SURVEILLANCE SHOT of SELENA KYLE, as seen in "Batman Returns."

EDNA

There were reports of a catwoman a while back on the East Coast -- like many, she turned to a life of crime -- but apparently she's disappeared or died.

(CONTINUED)

CONTINUED:

PATIENCE studies the photo.

PATIENCE

How many have there been?

EDNA

No one can be sure. I've found references scattered through history, but catwomen tend to lead solitary, secretive lives. Hard to blame them, it seems most were murder victims.

PATIENCE has heard enough. She rises, freaked out.

PATIENCE

I was murdered? Why would anybody kill me? No, I never did anything to... I don't want to break the rules!

She moves out of the room, Edna follows.

INT. EDNA'S HOME - LIVING ROOM - DAY

PATIENCE paces, EDNA looks on sympathetically.

PATIENCE

She's like some demon, possessing me in the night, but -- but I can keep it under control during the day --

EDNA

Well, cats do sleep most of the day --

PATIENCE

When she takes over -- it's like, she just does whatever she feels like, she doesn't care what people think --

EDNA

Is that so bad?

PATIENCE

You don't understand -- I'm afraid she's going to hurt someone -- or get me killed. Again.

PATIENCE is near tears. EDNA puts her arms around her.

(CONTINUED)

CONTINUED:

PATIENCE

There's got to be a way to make it stop. Some kind of, I don't know, garlic or wolfsbane or something...

EDNA

(thinking)

A domestic cat can return to its natural state effortlessly. But once a cat's gone feral, it can never be tamed.

PATIENCE

Okay... that isn't helping.

EDNA pulls back, looks Patience in the eye.

EDNA

Relax a little, learn to live with your inner cat. Even love her -- she has many admirable qualities -- integrate her into your life. If you accept the darker impulses, try to channel them -- maybe she'll come to be domesticated --

PATIENCE

No. I'm going to fight her. I'm stronger than she is --

EDNA

But you're only fighting yourself --

PATIENCE

-- and I'm going to win.

Patience heads out the door. Edna shakes her head; Patience isn't getting it.

EXT. JEWELRY STORE - DAY

POLICE TAPE across the entrance to the storefront. PATIENCE approaches warily, looking around to make sure no one's watching, nervous as hell. She sees an elderly JEWELER and a UNIFORM COP through the window.

Patience withdraws a PAPER BAG from under her coat. She drops this beyond the police tape, KNOCKS on the door and RUNS. THE JEWELER comes out, looks down on the ground. He picks up the bag -- and sees the word "SORRY!" written on the paper. Opening the bag, he finds --

THE DIAMONDS AND JEWELS that Catwoman stole.

EXT. PATIENCE'S BUILDING - ALLEY - DAY

PATIENCE comes out of a back door of her building with a GARBAGE BAG, still looking around nervously, moving toward the dumpster in the alley. She tosses in the bag --

ANGLE IN DUMPSTER, the BAG spills open to reveal pieces of the CATWOMAN OUTFIT.

PATIENCE moves back for the door --

LONE (O.S.)

We've got to stop meeting like this.

She spins to see TOM LONE approaching from his sedan, parked in a LOT off the alley. PATIENCE is wary of him now, but he seems casual, smiling. She glances at the dumpster anxiously, he follows her sight-line, snooping as always.

LONE

Doing some spring cleaning?

PATIENCE

Emptying the catbox, actually.

LONE quickly takes a step back from the dumpster.

LONE

So -- that was a... surprising message you left for me.

PATIENCE

(embarrassed)

Oh, well, uh -- musta been my cold medication talking.

She snuffles and coughs unconvincingly.

LONE

Well anyway, if you still wanted to get together -- maybe we could get a bite to eat Friday night?

PATIENCE pretends to think it over.

PATIENCE

Yeah, maybe...

INT. PATIENCE'S APARTMENT - DAY

PATIENCE dances with MIDNIGHT, overcome with joy. She holds the cat at arm's length, sings a TUNE of her own making:

(CONTINUED)

CONTINUED:

PATIENCE

Tom Lone, Tom Lone, I called him on the phone --
now I won't be alone --

THE CAT isn't enjoying this, squeals and squirms free.
Patience's smile fades a tick.

PATIENCE

It was Catwoman who made the call. What's he ever
gonna see in me?

MIDNIGHT has turned his butt to her, tail TWITCHING angrily.

PATIENCE glances OUT THE WINDOW to glimpse --

LONE, who's just entering his apartment. PATIENCE quickly
CLOSES THE BLINDS.

CUT TO:

INT. AVENAL HQ - SHOWROOM - DAY

THE DOOR OPENS and PATIENCE enters. She keeps her head down,
not wanting to be noticed. SALLY spots her, follows her
through the showroom toward the elevators.

SALLY

Patience, what are you doing here?

PATIENCE

Just came by to clean out my desk.

SALLY

(studying her)

Hm. Did you dye --

PATIENCE

(alarmed)

What?

SALLY

-- your hair. You look different somehow. Cooler.

Patience shakes her head, uneasy.

SALLY

Are you going to the funeral?

(peering at her)

I know, tinted contacts.

(CONTINUED)

CONTINUED:

PATIENCE
(shakes her head)
What funeral?

SALLY
You didn't know? Dave Berger, your boss -- his whole place blew up, gas explosion, the night you got fired.

PATIENCE
(reeling)
Oh my God.

SALLY
Yeah, life's short, huh.
(snaps her fingers)
The hottie neighbor! That glow, you're getting some, aren't you?

Patience reaches the door to the elevators, waves Sally off and vanishes. Sally grins, figuring she's got it right.

INT. AVENAL HQ - ACCOUNTING BULLPEN - DAY

A GARFIELD TOY lands atop XEROXED CARTOONS and personal PAPERS in a CARDBOARD BOX.

PATIENCE is cleaning out her cubicle in the office. Noticing a flashing LIGHT on her phone, she hits a MESSAGE BUTTON and picks up the receiver.

BERGER (V.O.)
(filter)
Patience, it's Dave...

She winces at this voice from the grave, casts a sad glance toward his empty office.

BERGER (V.O.)
I called the CEO about your YP-3 numbers -- Avenal went ballistic. I'll have to redo the spreadsheets, you must've screwed up somewhere.

PATIENCE
(a whisper)
Like hell.

COMPUTER VOICE (V.O.)
End of final message.

(CONTINUED)

CONTINUED:

Patience absorbs this a moment, then sits down and TURNS ON her COMPUTER with a PING.

ON PATIENCE'S COMPUTER SCREEN -- the words, "YP-3 PROJECT," text and the names of a few PEOPLE in charge.

PATIENCE leans forward, reading quickly, quietly to herself.

PATIENCE
'Miracle ingredient in Beaunique... just a drop makes wrinkles vanish, blah blah blah...' But what is it?

Patience types away, focused on the screen, finds something.

We see the name IVAN NEVSKI.

PATIENCE
Dr. Ivan Nevski, in charge of development.
(types)
Huh, not in the company directory.

QUICK CUTS as she types the name into a GLOBAL SEARCH BOX, reaches a HEAD SHOT of NEVSKI, a SITE in CYRILLIC LETTERING. She finds a TRANSLATION LINK. As the lettering changes to ENGLISH, we go CLOSE on key phrases: "SOVIET DEFENSE," "SECRET RESEARCH," "CHEMICAL WEAPONS," "BACTERIAL WARFARE."

PATIENCE sits back, baffled and disturbed.

DISSOLVE TO:

INT. PATIENCE'S APARTMENT - EVENING

PATIENCE is sitting up in bed, reading a BIOCHEMISTRY TEXT, PRINT-OUTS and RESEARCH MATERIAL around her. She YAWNS, squirms -- something is coming over her. Her eyes pop open.

PATIENCE
No. Oh no, not again.

SPASMS wrack her body, her back arches, she keeps fighting it, clenching her fists, struggling for control.

ON HER HANDS, her own CLAWS are drawing BLOOD from her palms.

EXT. PATIENCE'S BUILDING - ALLEY - NIGHT

A GLOVED HAND grips the edge of the DUMPSTER -- then CATWOMAN vaults over the side, lands on her haunches, ready to rumble. Her outfit has a banana peel stuck to it. She wrinkles her nose, plucks this off, CLUCKING her tongue. She turns to MIDNIGHT, prowling nearby.

CATWOMAN

That girl has got to go.

She glances up toward Lone's WINDOW -- lets out a sexy GROWL -- and SPRINGS UP the fire escape.

INT. LONE'S APARTMENT - NIGHT

CATWOMAN SCRATCHES at the window... the place is DARK, no response. She PUNCHES out a pane of glass and slithers in.

CATWOMAN

Boy, you don't know what you're missing...

She moves through the dimly lit, Spartan environment, able to see easily in the dark. She runs a CLAW over the strings of a GUITAR, finds a discarded button-down SHIRT, slips it on. She narrows her eyes when she finds a FRAMED PHOTO --

CLOSE -- TOM LONE with his arm around a pretty GIRL. Letting out a GROWL, CATWOMAN slashes out the girl's face.

IN THE BATHROOM, she opens the medicine chest, picks up men's toiletries. Finding a bottle of COLOGNE, she sprays it in the air and sniffs, then makes a face, looking at the bottle --

CLOSE ON BOTTLE -- "MACHISMO... by AVENAL."

CATWOMAN

Avenal...

MOVE IN ON CATWOMAN'S FACE.

INT. CATWOMAN'S HEAD (MEMORY MONTAGE)

Impressionistic POV FLASHBACKS, V.O.s overlapping, echoing, repeating... all snippets of previously heard dialogue.

POV -- GEORGES AVENAL, chewing Patience out in the ELEVATOR.
(CONTINUED)

CONTINUED:

EDNA (V.O.)

Most catwomen were murder victims...

PATIENCE (V.O.)

I was murdered?

POV -- the MERCEDES COMING AT CAMERA. This time we follow through on the moment of IMPACT -- CAMERA FLIES THROUGH THE AIR, HITTING the ground hard.

PATIENCE (V.O.)

Why would anybody kill me?

BERGER (V.O.)

... YP-3... YP-3...

POV -- from PATIENCE, lying on the street. HER BLURRING VISION drifts toward the MERCEDES, a SILHOUETTED FIGURE behind the wheel, seen from behind.

BERGER (V.O.)

Avenal went ballistic...

POV -- ANGEL comes out of the car, LOOMS over Patience.

GEORGES (V.O.)

I have no choice.

POV -- GEORGES on the elevator, staring INTO CAMERA. ANGEL is right behind him, looking menacing as usual.

GEORGES

You've got to go.

INT. LONE'S APARTMENT - NIGHT

SMASH! CATWOMAN throws the COLOGNE BOTTLE against the wall.
CUT TO:

EXT. AVENAL MANSION - NIGHT

A sprawling MANSION, dark for the night, an "A" in iron scroll-work over the gate. FIND a SECURITY CAMERA, trained on the area in front of a ten-foot WALL. MIDNIGHT suddenly leaps onto the wall, blocking and batting at the CAMERA LENS.

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

(CONTINUED)

CONTINUED:

AT THE SIDE OF THE MANSION -- CATWOMAN scrambles up a trellis toward a second-story window. She leaps to the ledge, crouches, peering in.

CLOSE as a razor-sharp CLAW emerges and CUTS a CIRCLE into a PANE OF GLASS.

INT. AVENAL MANSION - HALLWAY - NIGHT

The CIRCLE OF GLASS pops out and lands on soft CARPET. CATWOMAN reaches her arm in, unlatches the window, and swings inside into the darkness.

CATWOMAN moves stealthily, crouching, senses alert.

HER POV - CATVISION

The dark hallway GLOWS. An amplified NOISE from a distance... SNORING.

ON CATWOMAN'S HANDS

Her NAILS emerge from her gloved fingertips, ready to rumble.

CATWOMAN rounds a corner toward a large formal staircase that wraps around a huge chandelier. She nears a door which is slightly ajar, pushes it open silently and enters --

INT. AVENAL MANSION - BEDROOM - NIGHT

HER POV -- CATVISION, nearing a huge, curtained CANOPY BED.

CATWOMAN slashes the curtain aside, to reveal --

TIPPY THE LAP DOG, curled up in the center of the otherwise unoccupied bed, SNORING away. The dog awakens, raises its head, and starts BARKING FURIOUSLY.

CATWOMAN hisses at the creature. It cringes and shivers, seeking cover beneath a pillow.

INT. AVENAL MANSION - HALLWAY & FOYER - NIGHT

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

(CONTINUED)

CONTINUED:

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

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

LAUREL tentatively pokes at the prone, black-clad Catwoman with her foot. CATWOMAN instantly SPRINGS UP. As Laurel starts to bring the club down, Catwoman grabs it and yanks it away, hurling it into the foyer below, then grabs LAUREL and slams her against the wall. Laurel seems utterly terrified -
-

LAUREL

Oh God, please -- please don't hurt me!

CATWOMAN studies the frightened woman, easing her grip.

Laurel drops the act, and with a martial arts SHRIEK drives a KNEE and a FIST into Catwoman in rapid succession --

CATWOMAN flies over the banister, grabbing a hold of the chandelier. It swings in the open foyer --

THE CHAIN creaks ominously, starts to rip from the ceiling --

CATWOMAN snaps the whip around an upper BALUSTRADE, just as -
-

THE CHANDELIER rips loose from the ceiling. As it CRASHES to the ground, CATWOMAN swings back at LAUREL and --

KICKS HER in the chest. LAUREL goes down hard on the stairs.

CATWOMAN stands over her. LAUREL looks up at her, outraged. The two women are of similar size and shape, well-matched.

LAUREL

That was Venetian crystal, you bitch --

LAUREL launches a karate KICK at her, CATWOMAN deflects it, lands a blow of her own.

CATWOMAN

A bitch is a dog.

(CONTINUED)

CONTINUED:

The two engage in martial arts combat, moving down the stairs into the marble foyer. They exchange lines between BLOWS:

CATWOMAN

You're tougher than you look.

LAUREL

Took classes when I was modeling in Hong Kong.
 (lands a good
 one, then:)
 Damn it, I broke a nail.

She's a skilled fighter, but CATWOMAN is faster, more nimble, able to avoid her attacks. Laurel suddenly pauses, looking winded, ready to give up the fight.

CATWOMAN

Had enough?

LAUREL

(nods, eying her
 outfit)

Is that a Gaultier?

Catwoman looks down at her clothes, giving Laurel the chance to grab a VASE OF FLOWERS, which she hurls at her --

IT SHATTERS, soaking Catwoman. She shakes off water.

CATWOMAN

I hate water.

Suddenly enraged, she lunges toward LAUREL, who hits the ground -- but CATWOMAN springs over her head, up to the landing where the LAPDOG yaps.

She snatches it up by its collar, bares her CLAWS near its face. THE DOG shuts up, petrified.

LAUREL

No, please -- not Tippy!

CATWOMAN

Where's your husband?

A BEAT as Laurel takes this in. She lets out a little laugh.

LAUREL

Georges? Why didn't you say you wanted him in the first place?

(CONTINUED)

CONTINUED:

CATWOMAN slowly puts the dog down, it scampers upstairs.

LAUREL

You one of his girlfriends?

CATWOMAN springs back down, shoves Laurel against a wall, flexing her CLAWS.

CATWOMAN

I don't belong to anybody.

LAUREL

Not my face, not my face!

CATWOMAN

If I can't get to Georges, I can at least scratch up something he loves --

LAUREL

Georges doesn't love me! I don't know if he ever did --

CATWOMAN

How sad. I'd cry if I cared.

LAUREL

He never took me seriously, I was just a, a trophy. And now he's bored, he found himself a new toy --

CATWOMAN

I've heard this story before. Where is he?

LAUREL

(thinking frantically)

He never comes home anymore -- I, I know he's got a box for the ballet Friday night --

CATWOMAN

I can't wait that long. I want him now.

LAUREL

I swear I don't know where he is, he's left me! Oh God, my career is in the toilet, my whole life is over -- go ahead, tear me to pieces --

(CONTINUED)

CONTINUED:

LAUREL is beginning to get hysterical. Catwoman lets out a frustrated GROWL and lets go of her, this is useless. She starts for the door, Laurel sniffs back tears then follows.

LAUREL

Wait... try the factory. I think that's where he meets Drano, his new mistress.

CATWOMAN

I'll check it out.

LAUREL

What do you want with him, anyway?

CATWOMAN

It's personal.

LAUREL

Are you going to kill him?

CATWOMAN

Depends on my mood.

LAUREL

I'll pay you to kill him.

CATWOMAN

(surprised, impressed)

And here I thought you were just some brain-dead mannequin --

LAUREL

I'll even give you a lift, if you'll let me watch -
-

CATWOMAN

Sorry, I work alone. But I like your attitude.

Catwoman disappears into the night. LAUREL looks after her admiringly.

CUT TO:

INT. AVENAL FACTORY - GEORGES' OFFICE - NIGHT

MOOD MUSIC plays, GEORGES is on the sofa, in a silk robe, beside DRINA. Drinks are on hand, Georges is attempting to neck with her. She pays him no mind, a remote in hand, rewinding a VIDEO that plays on a plasma SCREEN.

(CONTINUED)

CONTINUED:

ON TV, IMAGES OF DRINA dissolve into each other quickly -- she DANCES IN A BALL-GOWN, CHAIRS a CORPORATE BOARD MEETING, finally pulls into the winners' circle in a FORMULA RACE CAR, pulls off her helmet and shakes her hair out.

ANNOUNCER (V.O.)

Discover the fountain of youth... in a jar.
Beaunique by Avenal.

DRINA hits pause, wrinkles her nose.

DRINA

I look fat.

GEORGES

We'll shoot another.

Georges moves in on Drina, as the CAMERA discreetly pans to the WINDOW over the factory.

INT. AVENAL FACTORY - NIGHT

A small crew of NIGHT WORKERS wearing JUMPERS and PAPER MASKS tend the elaborate industrial MACHINERY, it's DEAFENING here.

SWIRLING GOO the color of HUMAN SKIN PUMPS through PLASTIC PIPES into a huge SEALED VAT.

RAINBOWS of NAIL POLISHES squirt out of NOZZLES into BOTTLES.

LIPSTICK STICKS screw down into their TUBES and are CAPPED on CONVEYOR BELTS.

OVERHEAD, amidst DUCTING and PIPES, CATWOMAN is on the move.

HER CLAWS rake across a row of RUBBER TUBES, which spray multi-colored FLUIDS.

HER GLOVED HANDS spin hydraulic VALVES.

HER BOOT kicks a CONVEYOR BELT WHEEL, twisting it sideways -- the BELT JAMS, SMOKE rises from the clogged gears.

A PANEL slides open over a bank of SWITCHES and WHACK-IT buttons. Her gloved fingers start HITTING THEM at random.

(CONTINUED)

CONTINUED:

WITH A WORKER DRONE, CLICKING a hand counter by rote as CASES of neatly-packed jars of NAIL POLISH pass by his station. The man is half-asleep. A CASE COMES BY, a bit crooked on the belt, which is beginning to VIBRATE... The next CASE is missing half its bottles. An ALARM BLEEPS, RED LIGHTS FLASHING in b.g. The next CASE is filled with BROKEN GLASS, DRENCHED in NAIL POLISH -- it gets his attention. He THROWS LEVERS to stop the belt.

WIDER, THE FACTORY is in CHAOS. STEAM shoots out of PRESSURE TUBES, COLORED LIQUIDS bubble out of overflowing TANKS, FACE POWDER sprays into the air from a disconnected HOSE. WORKERS dash about frantically, SHOUTING and PANICKED.

INT. AVENAL FACTORY - GEORGES' OFFICE - NIGHT

THE CHAOS in the factory is clearly visible through the window, but GEORGES can't hear a thing -- he and DRINA are groping each other on the couch now.

A nearby INTERCOM is BUZZING, Georges finally pushes a talk button, angry.

GEORGES

This had better be import -- oh my God.

He's now looking out the window at the CHAOS below.

INT. AVENAL FACTORY - NIGHT

The MACHINERY is off now, but the place is a wreck, CLOUDS of STEAM and POWDER, RIVERS of NAIL POLISH on the floor, etc.

A handful of panicking WORKERS struggle to shut down a large DISTILLATION VAT, which RUMBLES ominously.

SECURITY GUARDS are pouring in, one speaks rapidly into a WALKIE-TALKIE, looking upwards as he climbs stairs to a network of catwalks overlooking the factory.

WALKIE-TALKIE

Better stay in your office, sir, keep the door sealed. The saboteurs may still be on the premises.

GEORGES (V.O.)

(filter)

Who is responsible for this?!

(CONTINUED)

CONTINUED:

As if on cue, CATWOMAN LEAPS down from above, planting a KICK in the man's back -- the walkie-talkie flies from his grasp, she catches it in mid-air, holds it to her lips.

CATWOMAN

That would be me, Georgy boy.

ANGLE THROUGH WINDOW, WITH GEORGE, looking down on the ruined factory as Catwoman appears on a catwalk just below the window, strutting her stuff, speaking into the walkie-talkie.

CATWOMAN

Come out of your hole, let's have some fun.

NUMEROUS GUARDS are approaching from various directions, moving to surround Catwoman.

GEORGES

Are you crazy?! Who are you?

Catwoman CRACKS her WHIP.

CATWOMAN

A kitten with a whip. You like my makeover? I even had my nails done --

As the guards near, she drops the walkie-talkie, LEAPS and WRAPS the WHIP around a PIPE above the WINDOW, SWINGING right past George, CLAWS EXTENDED --

-- LEAVING FIVE SCRATCH MARKS in the glass right in front of his face. He jumps backwards instinctively.

She lands on a catwalk, near more GUARDS. They move in brandishing NIGHTSTICKS.

HIGH-ANGLE as the guards surround CATWOMAN -- no easy escape.

GUARD

Here, kitty kitty...

CATWOMAN bares her teeth, lets out a menacing HISS.

A NIGHTSTICK swings at her, she easily dodges the blow, bending backwards in a way impossible for a mere mortal.

(CONTINUED)

CONTINUED:

Another guard SWINGS at her, she grabs the end of the nightstick and pulls him toward her, snatching a can of MACE off his belt and BLASTING him in the face with it. He's blinded, lets out a cry as she tosses him aside.

THE OTHERS come at her at once. CATWOMAN plays them against each other, LEAPING and DODGING, landing KICKS in their CHESTS, leaving Zorro-like SCRATCH MARKS across their uniforms whenever she gets the chance.

WITH GEORGES and DRINA, awed by the martial arts display.

DRINA

Find out where she got those boots.

Georges shakes his head, seething.

WITH CATWOMAN, A FIST comes at her face, she twists her head, SINKS HER TEETH into the attacker's wrist, BONE CRACKS.

BITTEN GUARD

Ow! You fight like a girl!

CATWOMAN

Duh.

So saying, she shoves another GUARD into the path of a swinging STICK, which knocks him unconscious. She SOMERSAULTS over the heads of the remaining attackers, she's about to get away when GEORGES' VOICE erupts over a PA.

GEORGES

Just shoot the bitch!

BLAM! BLAM! BLAM! ANGEL has appeared on the catwalk, brandishing a HANDGUN, FIRING wildly.

CATWOMAN dodges and dives from the catwalk, landing --

-- on her feet on a narrow PIPE below, one amongst several. She moves quickly, leaping easily from pipe to pipe --

ANGEL'S BULLETS barely miss her, RICOCHETING, causing GUARDS and WORKERS below to dive for cover.

One BULLET STRIKES the rumbling DISTILLATION VAT --

CATWOMAN

I'm not finished with you, Georgy!

So saying, she dives into a large DUCT leading downward.

INT. AVENAL FACTORY - DUCT - NIGHT

CATWOMAN rockets downwards, BULLETS PERFORATE the DUCT WORK just behind her.

INT. AVENAL FACTORY - NIGHT

THE VAT EXPLODES UPWARD like a VOLCANO, DRENCHING ANGEL and the GUARDS with FLESH-COLORED FOUNDATION.

INT. AVENAL FACTORY - BASEMENT - NIGHT

DARKNESS, A GRILL EXPLODES from the ceiling with CATWOMAN'S IMPACT, she topples through and lands on a TABLE of GLASSWARE, which UPENDS, we hear GLASS SHATTER.

CATWOMAN is instantly on all fours on the ground, breathing hard. She moves through the dark room, becoming aware of --

HUNDREDS OF GLEAMING EYES.

CATWOMAN flips on a WALL-SWITCH --

-- revealing GLASS-WALLED CAGES containing SQUEAKING BLACK RATS. CATWOMAN instinctively HISSES and SWIPES A CLAW in their direction -- they shrink back from the glass.

MANY HUGE DRUMS stenciled "YP-3" are stored against a far wall, near HOODED CLEAN SUITS and BIOHAZARD SIGNS.

CATWOMAN spots a LIST of names and numbers on a bulletin board. She snatches this, studying it --

CLOSE -- the name IVAN NEVSKI, with an ADDRESS and NUMBER.

CUT TO:

EXT. VICTORIAN DUPLEX - NIGHT

Neatly kept, colorful architecture. CATWOMAN moves down sloping eaves and swings into a turret window.

INT. NEVSKI'S APARTMENT - NIGHT

CATWOMAN moves stealthily inside the dimly lit place. It's upscale, expensively furnished. She scans the room, sees --

(CONTINUED)

CONTINUED:

NEVSKI, his back turned, apparently dozing in a desk chair.

CATWOMAN spins him in his chair to confront him --

CATWOMAN

Ivan Nevski --

His head tilts back -- she's face-to-face with a CORPSE, he's been shot a couple of times in the chest. He's bluish, eyes glazed -- very dead.

CATWOMAN

(annoyed)

You're no help.

She SNIFFS the air, turns toward --

-- a SMOLDERING FIRE in the FIREPLACE. Catwoman moves toward this, studies the ASHES and BURNED PAPERS, then reaches in and snatches out --

-- the REMAINS of a TEXTBOOK. The cover reads "YERSINIA PESTIS - A NATURAL HISTORY."

The book is hot to the touch, she DROPS it, studies it.

CATWOMAN

Yersinia Pestis... YP...

A SINGED NEWS CLIPPING protrudes from between the pages, she plucks this out.

CLOSE -- "BUSINESSMAN DENIES TERRORIST LINK," with a PHOTO of XAVIER BARTOK, his name in the caption below.

CATWOMAN is reading, absorbed, when --

THE FRONT DOOR swings open -- A UNIFORM COP and a LANDLADY with a ring of keys step inside --

LANDLADY

Dr. Nevski, are you all -- aah!

They see CATWOMAN. She HISSES, bolts for the window and vanishes while the COP still fumbles for his gun.

DISSOLVE TO:

INT. ARMS CACHE - DAY

Lush vegetation and tropical sunlight through walls of netting in this immense camouflage tent.

(CONTINUED)

CONTINUED:

CAMERA MOVES PAST racks of AIR-TO-AIR MISSILES, RPGs, a JET FIGHTER and a large military CARGO CHOPPER.

XAVIER BARTOK, a well-dressed, heavysset man with a CIGAR in his mouth, accompanied by a couple of BODYGUARDS, is showing off a crate of AUTOMATIC WEAPONS to a couple of REBELS in combat fatigues. They speak in rapid SPANISH, examining the guns, sighting them, etc.

XAVIER excuses himself to answer a ringing CELL PHONE. He speaks with a vague European ACCENT.

XAVIER (V.O.)
(on phone)
Acquisitions --

INTERCUT WITH:

INT. AVENAL FACTORY - DAY

WESLEY is on his cell phone on the main FACTORY FLOOR. The place is a WRECK, as WORKERS clean up the mess Catwoman made.

WESLEY (V.O.)
(on phone)
This is supply. There's been a slight complication, my employer wishes to move up the exchange -- tomorrow night.

XAVIER
(snorts)
Impossible -- there are issues of transport, available funds --

WESLEY
We're willing to adjust the price. But if you can't pick up the goods tomorrow, we'll have to take our business elsewhere.

XAVIER
This isn't your first 'complication.'

WESLEY unlocks a door to --

EXT. LOADING DOCK - DAY

A FREIGHT ELEVATOR rises to reveal MANY CANISTERS of YP-3.

(CONTINUED)

CONTINUED:

WESLEY waves to ANGEL at the controls of a FORKLIFT -- Angel still has dried flecks of MAKE-UP on his skin. He pulls forward, ready to load the YP-3 into a waiting TRUCK.

WESLEY (V.O.)

(on phone)

It'll be eliminated, like the others. We just don't want to take any chances.

CUT TO:

INT. PATIENCE'S APARTMENT - DAY

ON TV, AN ARTIST'S RENDITION of CATWOMAN, made to look far more menacing and mean.

NEWSCASTER (V.O.)

Catwoman has struck again --

FOOTAGE of a sheet-covered CORPSE being wheeled out of Nevski's duplex. A BANNER: "CRIME BREAK," a LOCAL NEWS LOGO.

NEWSCASTER (V.O.)

This costumed criminal has now added murder to her resume of mischief and mayhem...

REVERSE ANGLE -- PATIENCE, sprawled on the couch in baggy sweat-clothes, reacts to this with a stunned expression.

ON TV, "NEWS VIDEO" of SANDY from the club.

SANDY (V.O.)

-- she attacked us for no reason! And her outfit, I mean, that whole S & M thing is so 90s --

THE DOORBELL RINGS, PATIENCE moves to answer, attention still on the TV. She throws the door open quickly --

TOM LONE takes a step backward, hands up defensively.

LONE

Just me --

PATIENCE

Oh my God. Our date...

(CONTINUED)

CONTINUED:

LONE
 (amused)
 Way to cover.

Patience looks from Lone to the TV behind her --

NEWSCASTER
 Catwoman. Who is she?

PATIENCE quickly grabs a remote and FLIPS OFF the TV. She then looks back at Lone, remembering.

PATIENCE
 I -- I'll only be a minute.

She quickly grabs some clothing, darts toward the bathroom. At the last moment she spots the CAT MASK on the floor and --

-- KICKS it UNDER THE COUCH as she moves into the bathroom.

LONE steps inside, can see his apartment across the way. He calls through the half-open door as she changes:

LONE
 By the way, last night -- you didn't happen to see or hear anything -- my apartment was broken into.

PATIENCE (O.S.)
 No, sorry -- I never look out the window.

LONE
 Weird, they didn't take anything, just broke a bottle of after-shave and slashed a picture of my sister.

WITH PATIENCE, getting dressed. She smiles, delighted.

PATIENCE
 Your sister, that's --
 (catching herself)
 -- really a shame.

LONE has moved to the kitchen table, where the numerous RESEARCH BOOKS and HANDWRITTEN NOTES are spread out.

ANGLE ON BOOK -- A diagram of a BACTERIA, a drawing of a RAT, the entry "YERSINIA PESTIS."

(CONTINUED)

CONTINUED:

LONE
What's Yersinia Pestis?

PATIENCE (O.S.)
Bubonic plague.

LONE
Bubonic plague? Why are you -- ?

ON PATIENCE as she exits the bathroom, looking good.

PATIENCE
It's sort of a hobby of mine...

She trails off, stopping in her tracks as she sees
LONE, who's holding up her WHIP with a dubious expression.

PATIENCE
(off-handedly)
Oh, I had kind of a kinky boyfriend once.

PATIENCE takes the whip and casually tosses it aside, but
Lone's suspicions are fully aroused.

PATIENCE
Where should we eat?

LONE
I dunno... you like sushi?

CUT TO:

INT. SUSHI BAR - DAY

A WAITER comes through a BEADED CURTAIN, passing LONE and
PATIENCE seated nearby, drinks before them. The curtain
RATTLES after him, distracting PATIENCE.

LONE
So what've you been up to lately?

PATIENCE
Me? Oh. Not much. You know, sitting around my
apartment, watching television.

As she speaks, she involuntarily BATS like a kitten at the
swinging CURTAIN.

(CONTINUED)

CONTINUED:

LONE

Really?

PATIENCE

Is that so hard to believe? What about you?

LONE

Catwoman.

Patience starts, folds her hands in front of her.

LONE

It's the case I've been working on.

PATIENCE

Oh yeah. I guess I heard about it.

LONE

I'm not surprised. Talk about your media circus.

PATIENCE

Well, she is interesting, isn't she? Kind of a... colorful character?

LONE

She's a thief and a killer.

PATIENCE

(heatedly)

I don't believe that.

(covering)

I mean -- whatever happened to innocent until proven guilty?

LONE seems a little taken aback at her vehemence. Just then, a JAPANESE WAITER places a HUGE TRAY OF SUSHI between them.

PATIENCE

Guess I went a little crazy ordering.

LONE

It's refreshing. A lot of women won't let a man see them eat.

PATIENCE

Right, then we go home and binge on Haagan-Dazs.

(CONTINUED)

CONTINUED:

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

LONE

You do hide things, don't you. You may seem all sweet and shy, but you've got a secret wild side.

PATIENCE

Women in general, you mean.

LONE

Right. Women in general...

(watching her
reaction)

You know, I actually saw Catwoman the other night. From a distance. Goofy costume.

PATIENCE

Really? I heard it was... sexy.

LONE

In a way.

PATIENCE

So it could be sexier... with what, maybe a wide belt?

LONE

Why so interested?

PATIENCE

You brought it up.

LONE studies her for a few seconds. He seems on the verge of saying something important. But instead:

LONE

You want that toro?

LONE is already reaching for another piece of sushi -- with lightning reflexes, PATIENCE grabs his hand to stop him -- he looks up at her, surprised. She backs off with a smile:

PATIENCE

No no, it's yours.

She eyes the fish hungrily as he eats it.

EXT. RIVERSIDE AREA - DAY

LONE and PATIENCE walk close together, near the water.

LONE

Gonna have to get back to the station, I'm working nights.

PATIENCE

Catwoman again?

LONE

Afraid so. But I have a feeling she'll be in custody within the week.

PATIENCE

(alarmed)

Why do you say that?

LONE

Individuals who feel compelled to act out through an animal alter-ego -- bats, birds, bugs, there have been a number of cases in other cities -- they catch themselves. Take too many risks, think they can play with the cops. See, they like to be watched...

He's staring right at her now. Patience looks away.

HER POV -- THE SUN GETTING LOW, vanishing behind a cloud.

CLOSE, PATIENCE'S PUPILS become ELLIPTICAL for a blink.

LONE pauses, standing close.

LONE

Sorry. Seems like all I can do is talk about work.

PATIENCE spins on him, a glint in her eye.

PATIENCE

So stop talking.

So saying, she throws her arm around his neck, the other around his back, pulls him close for a KISS. Lone takes only a moment to respond -- it's a good one -- until --

CLOSE ON LONE'S BACK as her CLAWS involuntarily emerge, tearing right through his shirt and an inch down his back --

(CONTINUED)

CONTINUED:

LONE jerks away, looking back over his shoulder --

LONE

Ow!

PATIENCE clutches her hands to her face, horrified at what she's done, starts backing away --

PATIENCE

I'm really sorry, I don't know what got into me, I -- I've got to go.

She's on the run. A moment later, the surprised Lone pursues, rounding a corner...

LONE

Patience, wait --

But she's already vanished.

INT. EDNA'S HOME - LIVING ROOM - DUSK

PATIENCE is breathing hard, blinking rapidly, as she paces Edna's floor. Edna follows nervously, trying to calm her.

PATIENCE

It's happening, it's happening again. It's not even dark yet -- you said she could only come out at night!

EDNA

I didn't say that! Patience, you made these rules up yourself -- a cat is a cat 24 hours a day, they just go hunting at night --

PATIENCE

And she's after Georges Avenal -- if she finds him, she's going to kill him, I know it --

EDNA

Stop talking about her like she's someone else! She's you!

A beat -- Patience is in denial about this.

PATIENCE

Edna, you've gotta... tie me up or something, lock me in the attic --

(CONTINUED)

CONTINUED:

EDNA

I don't have an attic --

PATIENCE

A closet, the pantry, something! Please... we have to keep the cat in tonight.

EXT./INT. EDNA'S HOME - STORM CELLAR - NIGHT

EDNA stands in the opening of the angled storm cellar doorway, looking down the stairs sadly.

EDNA

Sure you don't need a blanket, dear?

ON PATIENCE, at the foot of the stairs in this cold, dank space, hugging herself, rocking back and forth.

PATIENCE

Just... lock... the door.

Edna quickly CLOSES the door, throws a BOLT.

It's extremely DARK down below. Patience starts to pace. We see her features contort with pain as she fights this interior battle. During this monologue, her voice becomes huskier, more Catwoman-like.

PATIENCE

I'm not a bad person... I'm not a killer... I'm not evil... not like Georges Aaavenal...

His name becomes a harsh GROWL. She fights to get a grip.

PATIENCE

He's a murderer... he did this to me... it's all his fault.

Her eyes FLICKER, elliptical for a moment --

PATIENCE/CATWOMAN

He has to die.

INT. EDNA'S HOME - LIVING ROOM - NIGHT

AN UNEARTHLY HOWL ECHOES throughout the place from heater vents in the floor. In response, THE CATS go nuts -- prowling, pacing, bouncing off the walls, picking up the CRY.

INT. EDNA'S HOME - DINING ROOM - NIGHT

EDNA sits at her table over a simple meal, attempts to read a CAT FANCY MAGAZINE, but it's pretty hopeless. She shuts her eyes, covers her ears.

EXT. EDNA'S HOME & NEIGHBOR'S HOME - NIGHT

The sour NEIGHBOR pokes her head out an OPEN WINDOW.

NEIGHBOR

Edna, I've had it with your damn cats! I'm calling the cops!

She SLAMS the window SHUT. CAMERA MOVES to find --

-- THE STORM DOORS, bolted shut. MIDNIGHT ENTERS FRAME, begins to CLAW at the metal, slowly working the BOLT free.

EDNA emerges, sees what's happening, dashes over. She carries a PADLOCK.

EDNA

Midnight! Shoo!

Midnight HISSES, but retreats sulkily. Edna reaches the nearly free bolt, is about to replace it and lock it when she hears a small, timid VOICE from below, through the door:

PATIENCE (O.S.)

Edna? Edna, is that you?

EDNA

Yes, dear, I'm here.

PATIENCE (O.S.)

Edna, it worked. I think... I think I've beaten her. I'm Patience again. I've won.

EDNA

Oh, I'm so glad...

Edna looks terribly relieved as she throws aside the bolt and begins to open the cellar door. But before she can --

-- THE DOOR FLIES OPEN, knocking her off her feet. A FIGURE STREAKS PAST. We hear her voice as she retreats:

CATWOMAN

Sucker.

CUT TO:

INT. CONCERT HALL - NIGHT

A BALLET in progress -- "Giselle." Lithe DANCERS spin gracefully across the stage, a rustic village setting.

FIND a HIGH BOX to one side. GEORGES and DRINA, in formal clothes. GEORGES is absorbed in the performance, DRINA looks bored, wrinkles her nose.

DRINA

What is this about?

GEORGES

Ssh.

(impatient whisper)

Giselle is mistreated by a cruel prince and kills herself. Later, the souls of betrayed women come back from the grave for revenge.

DRINA makes a SNORING NOISE, puts on a WALKMAN, and is soon bobbing her head to faint ROCK MUSIC.

EXT. CITY STREET - CONCERT HALL - NIGHT

BALLET MUSIC CONTINUES OVER. A CITY BUS passes, an AD FOR AVENAL on the side -- it's been VANDALIZED, CLAW MARKS across the length of it.

CRANE UP to find CATWOMAN crouched on the roof of the bus. She leaps off from the still-moving bus --

-- onto the ROOF of a TAXI passing the other way --

-- and finally landing at the curb near --

A classical-looking CONCERT HALL, FOUNTAINS in front.

CATWOMAN creeps amongst bushes, approaching the building. Numerous COPS patrol the entrance -- no way to get past them.

CATWOMAN creeps around the perimeter, looking for another way in. By the curb she spots --

ANGEL, alone, near a parked LIMOUSINE, lighting a cigarette.

CATWOMAN

Those things'll kill you.

She SMACKS the cigarette out of his hand, BOOTS him into the BUSHES and leaps on top of him.

(CONTINUED)

CONTINUED:

IN THE BUSHES, CATWOMAN straddles ANGEL, bangs his head against a cement curb.

CATWOMAN
YP-3 -- the plague -- what's it for?

ANGEL
I have no idea what you're --

BANG! She whams his head again.

CATWOMAN
Tell me about Xavier Bartok.

ANGEL
How do you know --

She BANGS his head again.

CATWOMAN
I'm asking the questions.

ANGEL
I -- I can't tell you --

She bares her CLAWS over his eyes.

CATWOMAN
Then it's time to brush up on your Braille.

ANGEL
No, no, not my eyes! Xavier, he's the one who's buying the stuff!

CATWOMAN
When?

ANGEL
The deal goes down tomorrow night -- at the Avenal offices --

CATWOMAN
Wrong. Your boss won't live to see it.

She BANGS his head hard again, ANGEL loses consciousness.

CATWOMAN
Thanks for your help.

(CONTINUED)

CONTINUED:

CATWOMAN moves around the side of the building, keeping low, ducking behind parked cars. Fewer COPS here, but the place looks impregnable, no way to scale the walls. She tries an EMERGENCY DOOR -- locked, no good. She hisses in frustration, starts to move on when --

THE DOOR OPENS behind her. CATWOMAN spins to see --

LAUREL, her face hidden with dark glasses and a wide-brimmed hat. She gestures frantically. Catwoman darts inside.

INT. CONCERT HALL - BASEMENT - NIGHT

LAUREL whips off the hat and glasses, gives a girly hug to Catwoman, who pulls back immediately.

LAUREL

I knew you'd come.

Laurel leads Catwoman through this basement boiler room.

LAUREL

He's with his bimbo in a box to the right of the stage. But there's all kinds of security -- he's pretty scared of you.

CATWOMAN

He should be. How much do you know about your husband's operation?

LAUREL

I know he's built an empire out of women's inadequacy and self-hatred --

CATWOMAN

Yeah, yeah, but the secret ingredient in his face cream -- it's black plague bacteria. He's selling it to an arms dealer.

LAUREL

(touching her face)

Oh my God...

CATWOMAN

And he's committed murder to protect his secret.

(CONTINUED)

CONTINUED:

LAUREL

Nothing he does would surprise me anymore. He's a monster. You should've seen the pre-nup, I don't get a dime --

CATWOMAN has reached an emergency STAIRCASE, cuts her off, bolting upward.

CATWOMAN

I'll take it from here.

INT. CONCERT HALL - HALLWAY - NIGHT

CATWOMAN slinks along a hallway, past a couple of bored young USHERS. They give her a sidelong look.

Cats is next month...

UNIFORM COPS are clustered near a FORMAL STAIRCASE, blocking her access to the right-hand side of the hall.

CATWOMAN bares her teeth in frustration. She hurries toward a VELVET ROPE, the sign, "BOXES - PRIVATE." She slips past the rope, moves to a far door.

INT. CONCERT HALL - NIGHT

AN OLD COUPLE SNORE through the ballet. CATWOMAN appears behind them in the box, snatches OPERA GLASSES from the woman's lap and scans the hall --

HER POV, ZOOMING from box to box -- finding GEORGES in a box on the opposite side of the hall. DRINA is rising, heading out the door.

CATWOMAN climbs up the CURTAINS around the box, levering herself upward to the elaborate FRIEZE that wraps around the top of the hall -- GREEK GODS in various dramatic poses.

WIDER, FROM BELOW, as CATWOMAN climbs and creeps near the ceiling, moving over the PROSCENIUM ARCH above the stage, heading toward GEORGES.

A POLICEMAN at ground level spots her -- he lifts a radio to his lips, calling for backup.

The BALLET below is reaching a crescendo. COPS are filing in from the back of the theatre, trying to be discreet.

(CONTINUED)

CONTINUED:

WITH GEORGES, still absorbed in the ballet. Suddenly CATWOMAN lands in the empty seat beside him, staring at the stage herself. A whisper:

CATWOMAN

I love this part.

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

CATWOMAN

Let's not be interrupted.

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

CATWOMAN

Red's a good color on you.

At that, she grabs Georges and slams him against the wall of the box, behind a curtain, partly concealed from view. The DOOR RATTLES, increasingly hard.

CLOSE as CATWOMAN wraps a hand around Georges' throat, the CLAW TIPS digging into his skin. He gasps:

GEORGES

No -- please --

CATWOMAN

I could rip out your throat...

GEORGES

Why -- why kill me?

CATWOMAN

Because you deserve it. And because I can.

THROUGH BINOCULARS -- CATWOMAN holding Georges, but still not delivering the deathblow.

LAUREL spies from the back of the theatre. Under her breath:

LAUREL

C'mon honey... just do it.

CATWOMAN'S HAND trembles on Georges' throat. His eyes well up with tears, his expression pleading, desperate. Suddenly --

(CONTINUED)

CONTINUED:

CATWOMAN releases him, throws him GASPING to the floor.

CATWOMAN
Damn it. I can't.

THE CHAIR SPLINTERS and the DOOR flies open, ARMED POLICE with DRINA behind them.

CATWOMAN leaps to the lip of the box, turns and HISSES, then --

-- jumps down to the middle of the stage, amidst the DANCERS.

AUDIENCE UPROAR, MUSIC STOPS, COPS charge up the aisles --

CATWOMAN does a pirouette, bows and bolts into the wings.

After a puzzled BEAT, the CONDUCTOR waves his baton and gets the show going again.

LAUREL looks agonized -- Catwoman was so close.

INT. CONCERT HALL - BACKSTAGE - NIGHT

MUSIC CONTINUES as CATWOMAN darts between stored PROPS and FLATS from a GRAVEYARD SCENE, bowling over costumed DANCERS. Seeing POLICEMEN blocking an exit, she dodges between DROPS, scrambles up a FLY-LINE --

POLICE track her from below -- she leaps between sandbagged ROPES as the BAGS drop, scrambling higher onto the GRID --

INT. CONCERT HALL - NIGHT

ON STAGE, inappropriate SCRIMS and PROPS descend and rise again. DANCERS dodge and weave as a GIANT GARBAGE CAN (think Cats) descends in the midst of the VILLAGE SQUARE.

INT. CONCERT HALL - BACKSTAGE - NIGHT

CATWOMAN darts effortlessly across the overhead grid, when --

LONE
Freeze!

(CONTINUED)

CONTINUED:

TOM LONE, anticipating her move, has climbed a ladder to the grid. He trains a gun on her -- CATWOMAN freezes. She stares at him, breathing hard, taking a moment to come to grips with this adversary. LONE advances on her, stepping gingerly.

LONE

You're under arrest --

He steps on a flimsy support, which starts to give way. Catwoman is alarmed.

CATWOMAN

Watch out!

LONE sways, losing his balance, she springs and grabs his gun arm, saving him. A beat as they look at each other, then --

-- she SNATCHES the gun out of his hand, tosses it aside, then grabs his tie and pulls his face to her to LICK his cheek.

CATWOMAN

Tag, you're it.

She bounds away, comfortable on the narrow railings. Lone pursues, moving more carefully now. Accompanied by the ballet music, the two perform their private dance, high above the TOMBSTONES and GRAVES.

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

THE FLOOR, where POLICE await, pointing upward.

LONE advances, he has her trapped. He pulls HANDCUFFS.

CATWOMAN

Handcuffs. Yummy.

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

CATWOMAN

You play rough.

LONE

This isn't a game.

He charges at her, but she parries a blow, lands a SLASH across his shoulder. As he comes at her again, she jumps and grabs an overhead ELECTRICAL cable, swinging away --

(CONTINUED)

CONTINUED:

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

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

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

LONE

Be careful! That thing hits the metal, we're both fried!

CATWOMAN leans close, whispers:

CATWOMAN

I knew there was a spark between us.

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

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

CATWOMAN

Please, it's our first date. I wouldn't want the mystery to go out of our relationship.

LONE struggles to push her off, but she keeps her thighs locked around him. He finally rolls on top of her.

LONE

We don't have a relationship.

CATWOMAN

(mock sadness)

You men love the chase, but once you catch us, you always lose interest.

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

(CONTINUED)

CONTINUED:

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

From the ground, CATWOMAN plants a kick in his back from behind, he falls forward and SLAMS his FACE HARD into a LIGHT RIG. Catwoman winces, sounding a lot like Patience:

CATWOMAN

Sorry.

She's on her feet, ready to scamper off, but --

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

ANGLE DOWN, COPS have covered every exit below.

LONE glares up at her.

LONE

It's over.

CATWOMAN

And here I thought we were hitting it off...

With that, she leaps and grabs the dangling POWER LINE which TEARS LOOSE from the ceiling --

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

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

CATWOMAN

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

She lifts her own hand daintily, then violently SWINGS THE POWER CABLE into the CIRCUIT BREAKERS --

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

PITCH DARKNESS. We hear SHOUTS from the theatre, people PANICKING, and a series of GRUNTS and OOFs as Catwoman takes out the nearest adversaries --

CATWOMAN POV -- CATVISION, FIGURES have a pale outline, their EYES GLOW, as CATWOMAN dispatches her unseeing opponents.

EXT. CONCERT HALL - STAGE DOOR & SIDE STREET - NIGHT

A SIDE DOOR swings open and CATWOMAN darts out. She's almost home free when SHOTS RING OUT behind her --

ANGEL, staggering out from the bushes where she clocked him, FIRES his handgun after her.

CATWOMAN stumbles and rolls, but keeps moving.

CUT TO:

INT. EDNA'S HOME - BEDROOM - NIGHT

EDNA holds a few CATS in her arms, WEeping quietly, tissue close at hand. There's a sound of SCRATCHING at the window, she moves to open it, revealing --

CATWOMAN, exhausted and bruised from her battle. She crawls in the window, as Edna stares in astonishment.

EDNA

Patience?

CATWOMAN

Not exactly.

She throws herself on the end of the bed, curling up with the other cats, examining her injuries. She finds a bloody GASH where Angel's bullet grazed her skin. EDNA moves closer.

EDNA

Oh dear. You've been shot.

Edna hurries into the bathroom and emerges with a small FIRST-AID KIT, begins tending to Catwoman's wound, still sniffing.

CATWOMAN

It's nothing to cry about.

EDNA

No, it's my cats. Last night, all that noise -- the neighbors complained. Animal Control says they're a health hazard...

CATWOMAN

Piss on 'em.

EDNA

They're coming tomorrow to take them away, have them destroyed --

(CONTINUED)

CONTINUED:

CATWOMAN

It won't happen. I promise.

EDNA studies Catwoman, speaks softly, worried.

EDNA

Did you do it? Did you kill him?

CATWOMAN shakes her head, disgusted with herself.

CATWOMAN

I wanted to -- but I couldn't. I actually... felt sorry for him.

EDNA

Because you're still Patience Price.

CATWOMAN

Don't remind me. That girl is so weak.

EDNA

No, she isn't. You know that.

Catwoman makes an exasperated noise, then YAWNS.

CATWOMAN

I could really use a nap.

So saying, she rolls over and falls asleep at once.

DISSOLVE TO:

EXT. PATIENCE'S BUILDING - DAY

PATIENCE, in borrowed clothes, moves toward the entrance of her building, limping and tired. She climbs the steps.

LONE

Patience.

TOM LONE, wearing SUNGLASSES, approaches tentatively.

PATIENCE

Oh! Hi. Listen-- about last night...

LONE

Forget it. I, um... listen, I'm sorry about this.

(CONTINUED)

CONTINUED:

He takes a few steps back as --

-- a PAIR OF PATROL CARS SCREECH to a halt, coming up on the sidewalk in front of Patience's building. COPS armed with SHOTGUNS leap out, train their weapons on her.

PATROL COP

Hands in the air!

TWO MORE COPS throw open the entrance door behind her, HANDGUNS ready. PATIENCE, cornered, looks shocked and betrayed. She raises her hands timidly.

LONE removes his shades -- we now see he has a nasty BLACK EYE, his face swollen. Still, a hint of regret in his voice:

LONE

Patience Price, AKA Catwoman, you're under arrest.
You have the right to remain silent...

ON Patience's stunned expression --

CUT TO:

EXT. EDNA'S HOME - DAY

Grim-looking ANIMAL CONTROL WORKERS methodically ferry CAT CAGES from Edna's open front door to a VAN in front. EDNA scurries helplessly from cage to cage, saying goodbye, fighting back tears.

MIDNIGHT slashes at a WORKER and escapes. But a KITTEN, less agile, is shoved into a CAGE. As the DOOR SLAMS SHUT --

CUT TO:

INT. POLICE STATION - INTERROGATION ROOM - DAY

PATIENCE is in a JAIL JUMPSUIT, alone in a small, dingy room with the usual one-way mirror and table.

THE DOOR is opened by a COP and LONE enters.

PATIENCE

This is all a mistake -- Tom, you know me!

(CONTINUED)

CONTINUED:

LONE

(shakes his head sadly)

One thing you learn in this line of work -- you never really know anybody, not completely.

(professional tone)

You're being charged with vandalism, burglary and the murder of Doctor Ivan Nevski --

PATIENCE

He was dead when... um, Ivan who?

(a beat, floundering)

You, you have no proof that I -- what are you doing?

LONE is unbuttoning his shirt. He pulls down one side to reveal his shoulder.

LONE

These scratches were inflicted last night by Catwoman. Forensics also tested this scratch --

He turns around to show the claw-mark she left when they kissed. He turns to face her, rebuttoning his shirt.

LONE

They were made by the same implement.

PATIENCE

So this whole time, you've been flirting, buying me dinner, acting like you were interested -- I was a suspect? It was just some cat and mouse thing?

LONE's a little offended, his tone becomes more aggrieved:

LONE

No, not at first -- I really bought the act, vulnerable girl all alone in the big city --

PATIENCE

Sorry if I don't fit into your damsel in distress fantasy.

LONE

That's not what --

(CONTINUED)

CONTINUED:

PATIENCE

Real people are a little more complicated.

LONE

Look, I didn't want to believe it, but --

PATIENCE

I guess a strong woman can be intimidating to a certain kind of man --

LONE

Did you really think I wasn't gonna recognize you in a little mask? I'm not blind.

PATIENCE

So if they don't need rescuing,
you better lock them up yourself --

They're now talking over each other, sounding just like bickering lovers. LONE glances at the mirror, embarrassed; they're obviously being watched. Through his teeth:

LONE

Knock it off.

(flat, Sgt. Friday)

It'll go a lot easier on you if you just confess now.

PATIENCE

I've been doing some investigating of my own. A real crime. Georges Avenal is stockpiling YP-3, a variant of black plague bacteria --

LONE

Oh yes, your little hobby. Please, Patience --

PATIENCE

It's a bioweapon! Ivan Nevski developed it, they must've killed him to keep it a secret --

LONE

So now you've constructed a paranoid fantasy with your former boss at the center. A disgruntled employee --

(CONTINUED)

CONTINUED:

PATIENCE

The deal's going down tonight, they're meeting an arms dealer named Xavier Bartok at the Avenal offices --

LONE

You're hallucinating. Georges Avenal is world famous, worth millions, a respected businessman -- why in God's name would he get involved in arms trafficking?

PATIENCE

I don't know! Why don't you ask him?

LONE

Enough. Are you denying you're Catwoman?

PATIENCE

(looks away from him)

It doesn't matter what I say. You'll make me whoever you want me to be.

LONE looks at her for a moment, then exits, leaving Patience to study her own defiant expression in the mirror.

DISSOLVE TO:

INT. POLICE STATION - PATIENCE'S CELL - EVENING

PATIENCE paces in her own CELL, talking to herself:

PATIENCE

Damn it, it's getting dark out, where are you...?

She stares at her hand, trying to will claws to appear -- nothing. A deep breath, concentrating, mantra-like --

PATIENCE

I am Catwoman... I am...

She opens her eyes -- it's no good.

CUT TO:

INT. CHURCH - NIGHT

A gloriously handsome GROOM stands beside a VEILED BRIDE at an altar. ORGAN MUSIC PLAYS.

A REVEREND beams at the couple, nods at the young man, who throws back the veil -- the bride is DRINA -- caught CRACKING a piece of CHEWING GUM. An O.S.
DIRECTOR:

DIRECTOR (O.S.)

Cut!

WIDER, as DRINA takes the gum out of her mouth, we're at a COMMERCIAL SHOOT. 35mm CAMERAS, KLIEG LIGHTS, etc.

DRINA

I wasn't ready!

Beside the harried DIRECTOR sits GEORGES, butterfly BANDAGES over the scratches in his face.

DIRECTOR

We're gonna be at this all night.

Drina approaches, looking for a place to put her gum.

DRINA

Line?!

DIRECTOR

(wearily)

'I do. With Beaunique.'

She nods, crouches and sticks the gum UNDER A PEW.

AN ASSISTANT has a cell phone to her ear, leans toward Georges, speaks quietly.

ASSISTANT

It's Detective Lone, apparently they've caught the Catwoman.

Georges smiles, breathes a sigh of relief.

ASSISTANT

He's coming by later, says he wants to ask you about another matter.

Georges narrows his eyes and cocks his head at this.

CUT TO:

INT. POLICE STATION - PATIENCE'S CELL - NIGHT

ON PATIENCE, lying in her bunk, miserable. We hear the sound of a CAT CRYING, distant, almost as if it were in her head. She opens her eyes to see --

MIDNIGHT, mostly in shadow, pacing on the other side of a high, mesh-covered window.

ON PATIENCE, for a moment we see the GOLD, ELLIPTICAL PUPILS.

WIDER, Patience -- now CATWOMAN -- springs to her feet and studies the BARS of her cell. As she did at the zoo, she begins to ease her body between them...

INT. POLICE STATION - BULLPEN - NIGHT

Rows of desks, PLAINCLOTHES and UNIFORM COPS in a bustling, crowded bullpen area, a hive of activity.

PATIENCE/CATWOMAN enters in her JAIL JUMPSUIT -- she can't fight her way through, so she tries a different approach. She moves stealthily through the room, using her heightened reflexes to avoid being seen. It's an intricate choreography of split-second timing, turned heads and diverted glances.

She ducks down to crouch as a CART PASSES... A PLAINCLOTHES COP spins idly in his swivel chair, PATIENCE/CATWOMAN circles behind him.... PATIENCE/ CATWOMAN rolls a signed BASEBALL across a desktop, knocking over a PENCIL CUP. As the ASSISTANT bends to retrieve it, PATIENCE/CATWOMAN steps lightly over her desk --

-- and makes it OUT THE DOOR.

CUT TO:

EXT. ROOFTOPS/CITY STREETS - NIGHT

THE FULL MOON just above the rooftops. CATWOMAN rises INTO FRAME in full regalia, silhouetted, then LEAPS away.

INT. ANIMAL CONTROL - NIGHT

MOVE from a reversed WINDOW SIGN to a SKYLIGHT above -- CATWOMAN leaps through it and lands on the floor in a SHOWER of glass. She hurries towards the KENNELS.

CATWOMAN bypasses BARKING DOGS, HISSING at them as she does. She turns a corner and finds --

(CONTINUED)

CONTINUED:

DOZENS OF CATS behind bars. CATWOMAN flings the cages open, the grateful CATS stream out.

CUT TO:

INT. CHURCH - NIGHT

CAMERA ROLLS ON DRINA and the GROOM at the altar. IN b.g., we glimpse a DARK FIGURE, moving low between the nearby PEWS.

DRINA

I do.

She turns TO CAMERA, holds up a JAR OF BEAUNIQUE.

DRINA

With Beauni --

A BLACK-GLOVED FIST SMASHES her HARD in the FACE. Drina STAGGERS BACK, clutching her NOSE, SHRIEKING, BLOOD spilling on her wedding dress --

DRINA

No! I just had this fixed!

GEORGES and the DIRECTOR are both out of their chairs, stunned at the sight of --

CATWOMAN, in the midst of sudden PANDEMONIUM on the set. She reaches into her bodice and removes a small HANDGUN. CREW MEMBERS SCREAM and duck for cover as --

BLAM! BLAM! BLAM! CATWOMAN SHOOTS GEORGES in the chest, he collapses, dead instantly.

CATWOMAN throws down the gun and sprints behind an ALTAR SCREEN and out of the church.

EXT. CITY STREETS - NIGHT

THE DARK MERCEDES, with only ONE HEADLIGHT, and a DENTED FRONT END, weaves quickly around slower traffic.

INT. MERCEDES - NIGHT

CATWOMAN drives like a maniac, looking over her shoulder. She lets out a sudden WHOOP of delight -- she did it.

(CONTINUED)

CONTINUED:

She hits a SPEED-DIAL button, we hear a phone RINGING as she PEELS off the CAT MASK -- and a WIG... it's LAUREL AVENAL. We hear XAVIER'S VOICE:

XAVIER (V.O.) (FILTER)

Are we on?

LAUREL

Oh honey, we are so on.

INT. CHURCH - NIGHT

CHAOS, PARAMEDICS, COPS, a FORENSICS TEAM photographing George's corpse. Nearby, other COPS bag the HANDGUN.

TOM LONE is here, on his cell phone, heading for the exit.

LONE

(on phone)

Yeah, we got a couple dozen witnesses, it was Catwoman. Looks like it might be the same weapon that killed Nevski...

EXT. CHURCH - NIGHT

LONE moves outside, past FILM TRUCKS outside this urban church, still on the phone.

LONE

(on phone)

Nah, couldn't have been Price after all, musta been a lab error. You better cut her loose right away or she's gonna have a hell of a lawsuit on her hands... yeah, be there soon, I just gotta tie up a couple loose ends.

He climbs in his sedan and moves off.

EXT. AVENAL HQ - NIGHT

LONE'S SEDAN pulls up near the entrance to the office tower. As he gets out, he hears a CHOPPER coming in overhead and looks up to see --

The AVENAL BEAUTY sign high above, a TWIN-ROTOR CHOPPER approaching the helipad.

(CONTINUED)

CONTINUED:

LONE moves toward the showroom entrance, tries the door -- locked. He sees the entrance to the PARKING GARAGE, moves down the ramp.

EXT. AVENAL HQ - HELIPAD - NIGHT

THE MILITARY CARGO CHOPPER touches down. XAVIER and FOUR MERCENARIES emerge. Two mercs carry ALUMINUM SUITCASES, all are armed with AUTOMATIC WEAPONS. In addition to chopper SOUNDS, there's a WHISTLING WIND up here and the WHITE NOISE ROAR of A.C. DUCTS.

LAUREL, still in the cat suit but without the mask, is waiting. XAVIER approaches, a small BRIEFCASE in hand. Laurel's manner is cold, professional, all business -- she couldn't be more different from the victimized female we met up here at the outset.

XAVIER

Your husband?

LAUREL

He won't be a problem. Ever again. And I'm not even a suspect.

She gestures to her outfit. Xavier nods.

XAVIER

American women. I'm always impressed.

LAUREL

Let's do some business.

They head down the stairs. CAMERA MOVES, off the roof, to the roof of an adjacent, lower SKYSCRAPER -- and finds --

EXT. SKYSCRAPER ROOFTOP - NIGHT

THE REAL CATWOMAN. She paces, breathing hard, steeling herself for something, looking toward the Avenal building.

A WINDOW WASHER RIG hangs halfway down the building, but it's quite a distance from this roof edge.

CATWOMAN

I can do this... right?

(CONTINUED)

CONTINUED:

She's addressing MIDNIGHT, who non-committally licks a paw.

CATWOMAN moves to the far end of the roof and sprints toward the edge, leaps for all she's worth --

CATWOMAN sails through the air in a perfect arc, toward the window-washer rig... but she's going to fall short and plunge twenty stories. At the last second, she pulls out her whip and snaps it out around --

-- the cables of the rig.

CATWOMAN SLAMS HARD against the side of the building, dangling from the whip.

CATWOMAN

Ow.

She struggles to pull herself upward.

INT. AVENAL HQ - PENTHOUSE - NIGHT

An ALUMINUM SUITCASE opens -- STACKS of HUNDRED DOLLAR BILLS.

WIDER, WESLEY handles the suitcase. He starts to count the stacks of money, testing random bills with a COUNTERFEIT PEN.

Meanwhile, Xavier's MERCS are moving aside the LADDERS and PAINT CANS. One yanks down the frilly DRAPERIES to reveal --

CANISTERS OF YP-3, dozens of them in a cutout portion of wall, more than we've seen before. Laurel's been hiding them here all along. Xavier opens his briefcase -- there's a TESTING KIT inside.

XAVIER

May I?

So saying, XAVIER plucks a WHITE ROSE from an arrangement. He seals it into a clear PLASTIC CONTAINER, moves to a random canister, and attaches a NOZZLE tightly to the VALVE. Cautiously, he releases a small amount of PRESSURIZED LIQUID into the container.

CLOSE -- as the MIST makes contact with the ROSE, the PETALS turn PINK, then RED BLOTCHES appear. Abruptly, the petals BLACKEN, WITHER and ULCERATE. The flower is a shriveled mess in seconds.

(CONTINUED)

CONTINUED:

XAVIER

Nice.

XAVIER carefully removes the nozzle, nodding appreciatively at the canisters.

XAVIER

Avenal should think about getting out of cosmetics altogether -- chemical weapons are a growth industry.

THE MERCS, with slightly nervous looks, begin carefully moving the canisters out of the penthouse, up the stairs to the helicopter.

THE ELEVATOR DOORS OPEN -- it's ANGEL.

ANGEL

Look what I found.

He lifts the semi-conscious LONE from the floor -- the man's been bound, gagged and blindfolded with DUCT TAPE, there's a bruise on his head.

ANGEL flashes LONE'S BADGE.

ANGEL

He's a cop. Found him sniffing around the basement.

LAUREL

(exasperated)

Oh beautiful.

(waving a hand)

Put him in there for now...

Angel drags LONE into a CLOSET near the make-up mirror, shoves him inside and closes the door.

LAUREL

What are we going to do about this?

XAVIER

(a shrug)

I'll be flying over water. I could drop him off.

Laurel nods and smiles gratefully.

EXT. AVENAL HQ - NIGHT

AT THE SIDE OF THE BUILDING, CATWOMAN holds a button on the WINDOW WASHER'S RIG, which rises toward the roof.

EXT. AVENAL HQ - HELIPAD - NIGHT

THE MERCS methodically move canisters from the penthouse, up the stairs, to the CHOPPER on the helipad, where a PILOT waits at the controls -- the ROTOR BLADES spin lazily. MERCENARY #1, winded, calls to the PILOT, who's absorbed in a copy of SOLDIER OF FORTUNE:

MERCENARY #1

Wanna pitch in?

PILOT

(not looking up)

Not my job.

MERCENARY #1 exchanges a look with MERCENARY #2, shakes his head, deposits his canister in the chopper. As he moves back for the stairs he hears moving HYDRAULICS. He heads toward the far edge of the helipad, WEAPON ready. He sees the MOVING CABLES of the window washing rig come to a STOP, he looks cautiously over the edge...

HIS POV -- the PLATFORM has come to a stop just a few feet below the rooftop. But it's empty.

ANOTHER ANGLE -- CATWOMAN is clawing her way around the corner of the building, just below a narrow CORNICE. She's dangling precipitously over a forty story fall.

She approaches a WINDOW into the PENTHOUSE below the helipad.

CATWOMAN POV -- on LAUREL in the CATWOMAN suit, chatting with XAVIER while the MERCS ferry YP-3.

ON CATWOMAN, her eyes widen with the realization -- Laurel?!

CATWOMAN

You cow...

INT. AVENAL HQ - PENTHOUSE - NIGHT

WESLEY slips a few BUNDLES of BILLS into his pocket and CLOSES an ALUMINUM CASE.

WESLEY

It's all here. I've taken my cut.

LAUREL

All right, Wesley.

LAUREL opens a HUMIDOR, offering a CIGAR to Xavier:

(CONTINUED)

CONTINUED:

LAUREL

Shall we?

XAVIER takes a cigar, sniffs it. With mock concern:

XAVIER

Cuban. Aren't these illegal?

They both chuckle as they head out to the garden area.

EXT. AVENAL HQ - HELIPAD - NIGHT

MERCENARIES #3 and #4 are in the back of the chopper, securing the canisters. #1 and #2 head toward the stairs, for another load.

MERCENARY #1, in the rear, passes a low A.C. DUCT. THE WHIP LASHES out from behind him, wraps around his throat -- he can't cry out as it YANKS him back behind the duct. We hear a nasty THUNK. One down.

ON THE STAIRS, MERCENARY #2 turns around.

MERCENARY #2

Tony...?

No sign of his buddy. He moves back up the stairs and --

-- GETS HIT IN THE FACE with Merc #1's GUN BUTT. He rolls down the stairs.

EXT. AVENAL HQ - PENTHOUSE GARDEN - NIGHT

XAVIER and LAUREL have their backs to the stairs, SMOKING their CIGARS, as the unconscious MERCENARY hits the ground a short distance behind them. They don't notice. Laurel stretches her arms luxuriously, enjoying the feel of the wind. Xavier studies Laurel, a bit lasciviously.

LAUREL

Free at last... to eat what I want, wear what I want, look like a slob if I want... You have no idea how good it feels.

XAVIER

I was thinking after this business is over, you might spend some time with me on my island --

LAUREL

Thanks, no. I'm through with men.

EXT. AVENAL HQ - HELIPAD - NIGHT

MERCENARIES #3 and #4 emerge from the chopper, looking around for the others. As they start to circle the chopper --

-- CATWOMAN swings around from behind them, hanging from the slowly spinning ROTOR BLADE, she KICKS THEM BOTH from behind and sends them flying head-first to the asphalt.

Merc #3 is knocked cold, Merc #4 rolls over on the ground, FIRING A BURST behind him. But when the blade comes around again, she's gone. He has no idea what hit them.

EXT. AVENAL HQ - PENTHOUSE GARDEN - NIGHT

LAUREL and XAVIER both react to the GUNFIRE, dropping their cigars, hurrying for the stairs.

EXT. AVENAL HQ - HELIPAD - NIGHT

THE PILOT leaps out, a HANDGUN ready.

PILOT

What the hell are you shooting at?

MERCENARY #4

I don't know!

ON THE OTHER SIDE OF THE CHOPPER, CATWOMAN clings to the FUSELAGE. Seeing a FUEL TANK --

CLOSE -- her CLAW pierces the ALUMINUM SKIN and FUEL starts to spurt out.

EXT. AVENAL HQ - PENTHOUSE GARDEN - NIGHT

WESLEY and ANGEL have emerged from the penthouse, alarmed, just as LAUREL and XAVIER nearly trip over the groaning MERCENARY #2.

XAVIER

What the hell --?

Xavier takes the man's AUTOMATIC WEAPON, he and Laurel hurry up to the helipad.

EXT. AVENAL HQ - HELIPAD - NIGHT

LAUREL and XAVIER reach the top of the stairs, followed by WESLEY and ANGEL, just as --

(CONTINUED)

CONTINUED:

CATWOMAN leaps down to the penthouse level from the helipad.

The group is stunned to see the injured men. MERCENARY #1 is crawling out from behind the A.C. DUCT. LAUREL angrily grabs a MACHINE GUN from the dazed MERCENARY #3. To Xavier:

LAUREL

Where did you find these clowns?!

MERCENARY #4 and ANGEL scout the helipad's perimeter, guns at the ready. WESLEY nervously backs toward the stairs.

WESLEY

If it's all right with you, Laurel, I'd just as soon be going...

Xavier is looking around frantically.

XAVIER

These are good soldiers. It would take a team of men --

LAUREL

(realizing)

Or one woman.

CATWOMAN (O.S.)

Look what I found!

All spin to see --

CATWOMAN standing at the edge of the helipad, above the sheer drop, holding THE TWO SUITCASES out to either side of her. She has a lit CIGAR clenched between her teeth. Behind her, the SKY is LIGHTENING with approaching dawn.

ALL GUNS are trained on Catwoman, except Laurel's.

LAUREL

Don't shoot, you idiots! She'll drop the money--

They don't lower their guns. Catwoman narrows her eyes, speaks around the cigar.

CATWOMAN

Henchmen, Laurel? How tacky.

(CONTINUED)

CONTINUED:

She jerks one of the cases -- the latch has been loosened, it POPS OPEN and CASH GOES FLYING into the wind --

DRIFTING from the rooftop to the city streets below.

LAUREL reacts in agony.

LAUREL

No, please-- don't do that again!

CATWOMAN drops the emptied case and pulls the cigar from her mouth with a distasteful expression. Eying Laurel:

CATWOMAN

Don't you hate it when somebody shows up at a party wearing the same dress?

LAUREL advances on Catwoman.

LAUREL

Let's face it -- we're alike, you and me.

Catwoman ignores her, shouts to XAVIER and his men:

CATWOMAN

You guys gotta be careful with this YP-3 stuff. It's a living thing, you know, a bacteria. If it gets too hot -- it dies.

XAVIER looks from Catwoman to the FUEL pooling on the helipad, putting two and two together. He jerks his head at his mercs -- they start backing away toward the stairs. LAUREL is still focused on the money.

LAUREL

Let's split the rest of the money -- and there's more where that came from --

CATWOMAN

Tempting offer... We would make a pretty good team. Beyond the law, fighting the yoke of male oppression, sisters under the skin...

LAUREL nods hopefully. CATWOMAN looks thoughtfully at the cigar in her hand.

(CONTINUED)

CONTINUED:

CATWOMAN

Nah, I still have to live with myself.

So saying, she flicks the LIT CIGAR to the helipad --

IGNITING the spreading pool of gasoline --

XAVIER ET AL. sprint to LEAP OFF THE HELIPAD or CHARGE DOWN THE STAIRS as --

THE HELICOPTER EXPLODES in a glorious FIREBALL.

LAUREL is thrown across the helipad by the BLAST, showered with CHOPPER DEBRIS. The men are hightailing it out of there, but Laurel gets slowly to her feet, machine gun ready, bent on revenge.

Spotting CATWOMAN darting through the SMOKE and FLAMES toward the stairs, LAUREL FIRES a volley with a SCREAM of rage and charges after her in pursuit.

EXT. AVENAL HQ - PENTHOUSE GARDEN - DAWN

LAUREL hurries down the stairs to the garden, FIRING at --

CATWOMAN, as she darts into the penthouse. Catwoman's nearly hit, showered with broken glass.

INT. AVENAL HQ - LAUREL'S PENTHOUSE - DAWN

The roof CREAKS ominously, the room is thick with SMOKE. LAUREL charges in, sees movement near THE ELEVATOR and FIRES --

A BODY goes down with a CRY. LAUREL laughs triumphantly, moves to find --

ANGEL, dead on the floor. LAUREL winces.

LAUREL

Sorry, Angel.

CATWOMAN leaps at Laurel from behind, the GUN goes flying. The two women CRASH into the CLASSICAL SCULPTURES, shattering them in the course of their struggle. Laurel keeps going for the gun, but Catwoman won't let her get near it.

INT. AVENAL HQ - SHOWROOM - DAWN

WESLEY, XAVIER and his MERCS hurry from the elevators. They've almost made it out the exit to safety when an EERIE HOWL erupts --

XAVIER

What is tha --

MIDNIGHT leaps onto his back, sinking his fangs in. A beat later, DOZENS of EDNA'S CATS attack the men; they scream as they try to pry frenzied felines from their flesh.

INT. AVENAL HQ - PENTHOUSE - DAY

CATWOMAN and LAUREL continue their battle. Catwoman gets Laurel down, near victory, when -- BEAMS OF SUNLIGHT from the window penetrate the SMOKE and catch CATWOMAN full in the face. She backs away, squinting, disoriented -- this gives Laurel the chance to recover.

CATWOMAN

No -- I need more time --

WHAM! LAUREL gets in a devastating BLOW that sends CATWOMAN reeling. At the same moment, LONE KICKS OPEN the CLOSET DOOR. He's still gagged and blindfolded, hands and feet bound, but he's struggling, GRUNTING now.

CATWOMAN takes this in, shocked. She moves to Lone's side.

CATWOMAN

Tom...

Laurel picks up the machine gun. FLAMES are spreading from the ceiling, DOWN THE WALLS.

LAUREL

You know this guy?

Catwoman raises a hand, curls her fingers -- but no claws emerge. She looks toward the WINDOW where --

-- THE SUN is now fully visible.

Laurel strides over and KICKS CATWOMAN away from Lone -- she rolls across the ground helplessly. Laurel casually points the weapon at Lone's head.

CATWOMAN

No! Don't do it!

(CONTINUED)

CONTINUED:

LAUREL

Why not? He's just -- a man.

Catwoman starts to rise, LAUREL steps on Lone's throat, the gun still pointed at his head.

LAUREL

Move a muscle and you won't have a date for the prom.

Catwoman freezes, sits back down again. Laurel smiles.

LAUREL

It's amazing. We're the stronger sex -- but men are like Kryptonite. They make us so weak...

She increases her pressure on Lone's throat, he WRITHES, CHOKES. Catwoman sounds just like Patience now.

CATWOMAN/PATIENCE

Stop it, please -- you'll kill him.

LAUREL

Don't worry, I know exactly how much a man can take.

Laurel takes her foot off of Lone, he struggles for air. She moves in on Catwoman.

LAUREL

You know, I was actually starting to admire you.

LAUREL CLOCKS HER with the GUN BUTT. CATWOMAN/PATIENCE tries to crawl away, BLOOD at her lips.

LAUREL

When I think of all the guys I had to... use.

WHACK! She BOOTS CATWOMAN in the stomach.

LAUREL

And there you were, clawing your way up on your own. But you let me down.

She KICKS her again.

(CONTINUED)

CONTINUED:

LAUREL

I ask one little favor -- but no, I had to take care of Georges myself. And now... this. You've ruined everything.

She pulls CATWOMAN halfway to her feet and SLUGS her face. LAUREL then GRABS the top of the CAT MASK and YANKS it off --

PATIENCE looks up at her weakly, eyes rolling.

LAUREL blinks, a shocked double-take, backs away.

LAUREL

No... it's impossible... you're dead.

PATIENCE's crumpled figure recalls the position of her body lying on the pavement, the night she was murdered. Her eyes go wide as she puts it together.

PATIENCE

Oh my God... it was you...

FLASHBACK - EXT. PATIENCE'S BUILDING

OBJECTIVE SHOT, ANGEL near Patience's body. CAMERA MOVES TO the MERCEDES. The DRIVER'S DOOR opens and LAUREL steps out, looking at Patience's body on the ground with disgust.

PATIENCE (V.O.)

You were behind the wheel that night...

INT. AVENAL HQ - PENTHOUSE - DAY (PRESENT)

PATIENCE leaps at LAUREL with blinding speed, CLAWS OUT.

PATIENCE/CATWOMAN

It was you!

LAUREL is overwhelmed by the sudden turn. PATIENCE/ CATWOMAN knocks the GUN from Laurel's hands. Laurel dodges her kicks and blows, pushed closer to the flames.

(CONTINUED)

CONTINUED:

LAUREL

What do you want, an apology? Of course it was me, it was always me -- I ran the YP-3 operation right under Georges' nose, I couldn't let some frumpy accountant blow the whistle when I was so close --

PATIENCE/CATWOMAN slashes at Laurel's head with a HISS -- she peels off HALF LAUREL'S FACE -- it's like a form-fitting "Mission: Impossible" LATEX MASK. Beneath, the skin is BLOTCHED with DARK SPOTS and SORES. LAUREL lets out a hideous SCREAM.

LAUREL

No! My face!

PATIENCE/CATWOMAN knocks her to the ground, straddles her. The fight's gone out of LAUREL now, she clutches at her disfigured features. Patience/Catwoman cocks her head, looking at the shredded LATEX hanging from her claws.

PATIENCE/CATWOMAN

So I'm not the only one hiding behind a mask.

LAUREL

I was the first to try Beaunique -- I was over 30, I had nothing to lose. When the symptoms started to show, it was too late...

As she speaks, Laurel peels away the remains of the LATEX.

PATIENCE/CATWOMAN

So you upped production and sold the stuff to an arms dealer.

LAUREL

Life hands you lemons, you make lemonade.

A FLAMING BEAM gives way, blocking the STAIRWELL, part of the CEILING collapses -- this gives Laurel the chance to squirm out from under PATIENCE/CATWOMAN. But instead of going for the gun, she runs straight for the make-up mirror.

(CONTINUED)

CONTINUED:

PATIENCE/CATWOMAN runs to Lone's side, pulling him away from the spreading flames toward the ELEVATOR. She SLASHES the tape that binds his wrists.

LAUREL, meanwhile, opens a hidden COMPARTMENT by her mirror, revealing numerous LATEX MASKS. She begins to apply a new one, using adhesive, smoothing wrinkles, hiding the seams, etc. Nearby, her PORTRAIT starts to MELT and turn to ASH.

THE CEILING BUCKLES, chunks of MASONRY falling.

PATIENCE/CATWOMAN is prying open the elevator doors.

PATIENCE/CATWOMAN

Laurel, you better get out of here --

LAUREL

In a minute -- I have to finish putting on my face
--

THE DOORS OPEN on the empty shaft -- almost as an afterthought, PATIENCE/CATWOMAN snatches up her MASK, pulling LONE to her with her other arm.

THE CEILING gives way with a BURST OF FLAME --

INT. AVENAL HQ - ELEVATOR SHAFT - DAY

PATIENCE/CATWOMAN leaps into the open elevator shaft, LONE has his arms around her -- together they slide down a CABLE as FLAMES ERUPT from above.

INT. AVENAL HQ - LAUREL'S PENTHOUSE - DAY

LAUREL is now trapped in the make-up alcove, illuminated by flames surrounding her, but she doesn't seem to care, working frantically to get a new face on. She whispers a mantra:

LAUREL

You're still beautiful... you'll always be
beautiful...

CRASH! CHUNKS OF HELIPAD and the remains of the FLAMING CHOPPER come through the ceiling, obliterating Laurel.

EXT. AVENAL HQ - DAY

POLICE charge into the building from a number of COP CARS. As they do so, we see the ARMY OF CATS fleeing.

INT. AVENAL HQ - SHOWROOM - DAY

WESLEY, XAVIER and the MERCS are on the ground, SCRATCHED and BLEEDING. They raise their hands for the puzzled, gun-wielding COPS.

WESLEY

Thank God you're here...

INT. AVENAL HQ - PARKING GARAGE - DAY

ELEVATOR DOORS OPEN in this parking garage. PATIENCE/CATWOMAN pulls LONE out, he seems woozy, his arms around her neck. They collapse together against a wall.

She tears the DUCT TAPE off Lone's mouth. He winces.

LONE

Who are you?

PATIENCE/CATWOMAN hesitates, about to answer -- but instead gives him a long kiss. Then she darts OUT OF FRAME.

LONE reels from the kiss, then collects himself and pulls the duct tape from his eyes.

WIDE SHOT -- he's alone, no sign of her.

EXT. AVENAL HQ - DAY

OVERHEAD ANGLE as COPS hustle XAVIER and the OTHERS into police vehicles. CAMERA KEEPS PULLING UP, until we see the ruined ROOF of the building, IN FLAMES. The "A" in "AVENAL BEAUTY" has been knocked out by the conflagration ... for a few moments the sign reads "VENAL BEAUTY," until the whole thing EXPLODES and SPARKS OUT.

DISSOLVE TO:

INT. EDNA'S HOME - LIVING ROOM - DAY

EDNA lies on the couch, a hand over her eyes, asleep in a robe. She stirs as a TONGUE laps at her face. As she sits up, dozens of CATS are all over her, begging for attention. She laughs and cries at the same time then sees --

CATWOMAN, masked again, who has entered behind the cats.

EDNA

Thank you.

(CONTINUED)

CONTINUED:

CATWOMAN

A promise is a promise.

Her tone is soft, more like Patience's. EDNA takes in the blood on her, her torn clothes.

EDNA

What happened to you?

CATWOMAN

I found out the truth.

Edna notes the SUNLIGHT pouring through the window, eyes her.

EDNA

But the sun is up... you're still Catwoman?

CATWOMAN pulls off the mask and looks at it, puzzled.

CATWOMAN/PATIENCE

Yeah. But I'm Patience, too... with or without the mask. I don't think there's a difference any more.

EDNA

Maybe there never really was.

CATWOMAN/PATIENCE nods and smiles at this thoughtfully, accepting her dual nature at last.

DISSOLVE TO:

INT. PATIENCE'S APARTMENT - DAY

Filled with CARDBOARD BOXES. MOVING MEN carry a few out. SALLY is ostensibly lending a hand, but is mostly interested in the men's muscles. As she picks up a tiny box --

SALLY

You look awfully hot. Sure you don't wanna take that shirt off?

SALLY winks at PATIENCE as she follows the man out the door. Patience looks good, no trace of the old awkwardness -- she's integrated her cat side. The PHONE RINGS, she snatches it up in a swift, feline fashion.

(CONTINUED)

CONTINUED:

PATIENCE

Hello?

LONE (V.O.)

(filter)

Hi, Patience.

Patience turns -- LONE stares from his window across the way.

INTERCUT WITH:

INT. LONE'S APARTMENT - DAY

He and Patience maintain eye contact while they speak.

LONE (V.O.)

(on phone)

Moving out?

PATIENCE (V.O.)

(on phone)

You are a good detective. It just feels like time for a change.

LONE

Where you heading?

PATIENCE

Why? You still keeping tabs on me? Said on TV the Catwoman case was closed.

LONE

Mm. No hard feelings...?

PATIENCE

Nah. In a way, it was flattering.

LONE

Funny thing, no one at the station remembers letting you out of jail.

PATIENCE

That's bureaucracy for you.

(changing the subject)

Hard to believe, Catwoman was Laurel Avenal all along.

LONE

Uh-huh. It is pretty hard to believe.

(CONTINUED)

CONTINUED:

There's a significant pause, they eye each other across the alley. Lone knows, and Patience knows he knows. In unison:

PATIENCE
Thank you --

LONE
Thank you --

They laugh at this, take a moment to recover. Then:

LONE
For what?

PATIENCE
(a beat)
Dinner the other night. How about you?

LONE
For... teaching me some things. Listen, Patience -
- if you're still interested -- I'd like to get to
know you better.

MIDNIGHT LEAPS UP onto Patience's shoulder, nuzzles her neck.

PATIENCE
Hey, you never really know anybody. Not
completely.

LONE
I guess I had that coming... Look, I know it's not
simple, I'm a cop and you're...

PATIENCE
A dull accountant.

LONE
All I'm saying is -- whatever you are, however...
complicated -- I can deal with it.

PATIENCE
Can you?

LONE
I'd like to try. I just don't want this to be
good-bye.

(CONTINUED)

CONTINUED:

PATIENCE

Oh... I have a feeling we'll see each other again.

She HANGS UP, rolls her shoulders and lets out a little PURR.

WITH LONE, he smiles, putting the phone down himself as Patience moves away from the window.

WITH PATIENCE, MOVE to find the CAT MASK as she places it on top of stacks of slightly FIRE-DAMAGED \$100 DOLLAR BILLS and CLOSES THE SUITCASE.

CUT TO BLACK.

THE END