

Superman: The Last Son of Krypton

by

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Based on Superman created by Jerry Siegel and Joe Shuster

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EXT. SPACE - MILKY WAY GALAXY

In the vastness of space, SUPERMAN makes repairs to the Hubble Telescope, wearing a NASA Equipment Pack. He smiles as it reboots itself.

Superman feels an infrared laser against his body; turning to see an Octopus-like robotic PROBE scanning him through a single red lens.

Superman motions away from the Hubble Telescope, when the Probe lurches forward with its tentacles to envelop and shock the Man of Steel.

A compartment opens in the Probe's back, creating a wormhole in space. It activates thrusters and begins to drag Superman through.

In flash of speed, Superman grabs and rips the tentacles out of their sockets; while simultaneously giving the Probe a devastating punch.

Its systems compromised, the Probe ejects its hard-drive towards the wormhole, which passes through.

Superman is left scratching his head as the wormhole closes. Grabbing the probe, he flies back to our Galaxy.

TITLE CRAWL/CREDITS - SUPERMAN: THE LAST SON OF KRYPTON

Superman flies back towards Earth, entering into the Earth's atmosphere.

EXT. NORTH POLE/ARCTIC - MORNING - CONTINUOUS

Superman flies through the Aurora Borealis, slowing himself as the Fortress of Solitude appears in the distance.

INT. FORTRESS OF SOLITUDE - CONTINUOUS

He lands near the Crystal Control Console that activates all the Fortress equipment. Superman lays the probe down.

SUPERMAN

What will the Fortress databanks  
tell me about you, hmm?

Floating over to the Console, he glances over a few dozen crystals sitting at the side. He pulls one out and inserting the crystal into the console causes two crystal spires to shoot up from the ground.

The spires spin, as energy radiates from them encapsulating the probe and taking readings of its structure. Superman removes the NASA equipment pack.

FORTRESS (V.O.)

Scan initiated. Approximately six hours to completion.

Floating over to a nook in the Fortress, he brings out a watch, nestled in with a pair of emergency clothing and personal items. The watch reads 10 a.m.

Superman smiles to himself. He grabs the clothes out of the nook and flies off at super-speed.

EXT. OUTER SPACE - BRAINIAC'S SHIP - SAME TIME

The hard drive of the Probe exits out of the wormhole. A shadow grows over it; the shadow of the ship of BRAINIAC.

Although a relatively small ship from an outside view, the inside is a tesseract that can be infinitely expanded. A metallic tentacle slides out of the ship and gently tows the Hard Drive inside.

INT. BRAINIAC'S SHIP - CONTROL ROOM - CONTINUOUS

The Hard Drive slides through a series of technological yet organic tubing. It pops up out of a tube that is nestled beside the command chair of Brainiac; an android designed by the people of Colu.

It is in the form of a Coluan, a green-skinned, bald, bipedal humanoid. His eyes come off as cold and soulless, seemingly incapable of expression.

He has three control interface ports on his forehead in which he can control the ship's wormhole generator, weaponry and memory storage.

His command chair is sleek and molded to fit his body, with control ports that control other functions of the ship.

Extending his index finger, it fragments and interfaces with the hard drive. His eyes reflect images gleamed from the probe, finishing with Superman's symbol.

BRAINIAC

Ah... fascinating.

EXT. KANSAS - KENT FARMHOUSE - SAME TIME

Superman flies past the house, noting that the old truck is parked.

He lands behind the barn. Using Super-Speed, he changes clothes and walks out from behind the barn as CLARK KENT (sans Glasses, they're in a shirt pocket) towards the house.

Clark stops, gazing at the dilapidated roof.

CLARK

Hhm.

MARTHA 'MA' KENT exits the house.

MA

(Playfully)

Clark, dear! What brings you around here unannounced?

Clark smiles, moving over and hugging Ma.

CLARK

Well, I took some time off to help NASA with something... and I figured I'd swing by and say hello to my favorite lady.

MA

You really are the sweetest boy.

CLARK

Well, I did have you and Pa for role models.

Ma's face sullen.

CLARK (CONT'D)

Ma?

MA

Oh, it's nothing, Clark. I just... I was planning on visiting Pa today. I wasn't expecting you here, but since you are... would you like to come along with me?

CLARK

Of course I will, Ma.

EXT. SMALLVILLE CEMETERY - AFTERNOON

Ma and Clark walk towards the cemetery. Ma holds a bouquet of flowers that she puts in Pa's flowerpot. She kneels in front of the tombstone, putting a hand over Jonathan's carved name, closing her eyes.

Clark looks down at his Mother with sad eyes and glances towards the tombstone. His face falls.

FLASHBACK TO:

EXT. KENT FARMHOUSE - DAY - 1990'S

It's the day JONATHAN 'PA' KENT died. Clark, as a teenager, has just run into the barn with their ol' dog Spot.

CLARK  
(Playfully)  
C'mon on, Pa, RUN!

Pa begins to run forward and suffers a major heart-attack. He falls to his knees, then face forward on the ground. Ma notices.

MA  
Jonathan? JONATHAN?!

Clark turns, his super-hearing now picking up Pa's dwindling heart-beat. Running over, his x-ray vision kicks in.

CLARK  
His... his artery's clogged. I've-  
I've got to...

Grabbing Pa, Clark runs with super-speed to the local Smallville Hospital, leaving a distraught Ma all alone.

MA  
Clark?!?

INT. SMALLVILLE HOSPITAL - CONTINUOUS

Clark bursts through the doors, tears in his eyes.

CLARK  
(Yelling)  
I need help! Somebody, please, help  
me! My father--

An attendant rushes up.

ATTENDANT  
What's the matter?

CLARK  
He just suddenly fell over... it's  
his heart, I know he's had a heart  
attack...

The Attendant pulls Clark over to help lay Pa down on a  
stretcher, while ER staff come to take Pa away.

ATTENDANT  
We need to get him into the back,  
STAT!

Clark stumbles backwards, unable to tune out the sensory  
information that is flooding in from shock.

Every heart-beat, every cough, every gasp for air, Clark  
hears; all the while he hears the ER staff's efforts to jump-  
start Pa's heart, as it slowly fades.

Clark looks to the side with his x-ray vision. The staff  
tries defibrillators, but Pa's heart stops beating. It never  
re-starts. Clark's face is covered in tears.

DOCTOR (V.O.)  
Someone inform the boy that his  
Father is gone. We were too late.

Clark is told the news in person. He takes a seat, head in  
his hands. Ma rushes through the Hospital doors. She stands  
there, shocked. Clark rushes up to her and they embrace.

BACK TO PRESENT

Clark shakes his head as Ma puts her hand on his shoulder.

MA  
Clark?

CLARK  
(Sad)  
I wish he was still here. I wish...  
he'd been able to know the whole  
truth about me.

MA  
He does know, Clark. He knows.

They walk back to the car, holding hands.

MA (CONT'D)

Although I can't say he wouldn't  
poke fun of your costume, if he  
were still here...

Clark chuckles.

INT. BRAINIAC'S SHIP - CONTROL ROOM - SAME TIME

A cable comes down from the ceiling, hooking to the third dot on Brainiac's forehead. A holographic field appears and extends out in front of him. It shows a map of the known universe, with little green dots (Probes) scattered all over.

BRAINIAC

Location of Probe 40780.

The map zooms in on Superman's Fortress of Solitude.

BRAINIAC (CONT'D)

Outer atmosphere.

Satellites are shown surrounding Earth.

BRAINIAC (CONT'D)

So the last known Kryptonian found  
safe haven on a technological  
planet. Excellent.

Another cable comes down, connecting to the first dot on his forehead.

BRAINIAC (CONT'D)

Begin calculations for warp.

INT. KENT FARMHOUSE - KITCHEN - AFTERNOON

Ma gives Clark a cup of fruit juice, holding a cup of coffee for herself.

CLARK

Really Ma, it's okay, I don't have  
to be back in Metropolis until  
tomorrow.

Ma sits down.

CLARK (CONT'D)

I can just hop over to Kansas City,  
pick up all the supplies and get  
the roof finished in no time flat.

MA

That's sweet Clark, but really,  
there's no need. With all the money  
you send, I can hire someone local  
to do it.

CLARK

(Worried)

But Ma--

MA

No buts, Clark. Besides, I'm going  
to the Veteran's Center tonight  
with Ben Hubbard. How do you think  
he'd react to dropping me off to a  
brand-spanking new roof?

CLARK

I-I understand, Ma. It's just...  
I worry about you.

Ma laughs. She leans over and kisses Clark on the cheek.

MA

You worry about everyone.

There's a knock on the door; Martha hurries to answer. Clark  
hesitantly puts his glasses on.

He subtly changes his body posture to look more timid and  
mild than the strong man he was just a few seconds ago.

MA (V.O.)

Hello, Ben. You're early.

BEN (V.O.)

Well, I figured it's a beautiful  
day, so perhaps I should take a  
beautiful lady out for lunch. It  
would at least get our energy up  
for the Center tonight.

Clark shifts in his chair a bit, uncomfortable. He stands as  
they enter.

BEN

Oh, I'm sorry Martha, I didn't  
realize you had a guest already.

MA

It's all right, it's just my boy  
Clark.



CLARK

Uh, h-how do you do, Mr. Hubbard?  
Been a while.

BEN

Yes it has, Clark, been a long  
while. But what brings you into  
town from the coastal Metropolis?

CLARK

(Surprised)  
Well, uh--

Ma walks over and pats Clark on the back.

MA

Clark just had a layover, Ben.  
He'll be flying back out to  
Metropolis later tonight, isn't  
that right, dear?

CLARK

Oh. Oh, yes.

BEN

So how's life in the big city? Have  
you found yourself a girlfriend  
yet?

CLARK

I-I, uh, I like it just fine. But  
I, I really haven't found anyone  
yet. You know, a reporter's life is  
quite hectic, it can be hard to  
find the time to be social...

Martha does a double take at Clark's answer.

BEN

Really? Martha's been telling me  
that you're smitten with a gal at  
your work, Lois Lane.

Clark stiffens up a little bit. He gives Ma a curious look,  
while she glares at Ben.

CLARK

(Surprised)  
Oh, um, well, y-you see...

MA

Ben Hubbard! If Clark wants to talk  
about that sort of thing, he  
would've mentioned it himself.

BEN

Well, I was just curious. All we hear about Clark is from you, so I was just wanting to hear it from the boy himself for once.

CLARK

I-it's okay. Lois is... Lois is Lois. It's why I didn't mention it. I'd like there to be something but... oh well.

BEN

Still, don't wait too long; you might miss out on something special. I mean, you know Lana and Pete got hitched a while back didn't you?

CLARK

(Surprised)

Lana Lang? Pete Ross? Married? When did this happen?

MA

Clark, I'm sorry. I tried to mention it to you the last few times we've talked, but you kept getting pulled away off the phone. You're always so busy.

Clark closes his eyes in frustration.

CLARK

(Disappointed)

Yeah. Busy.

MA

Well, you are in town, Clark... I'm sure Pete and Lana would appreciate a visit.

BEN

Especially since they've got a new baby with 'em, I know they'd get a kick out of you meeting little Laurie.

CLARK

Oh, I-I don't know... they're probably busy with the baby, I wouldn't want to disturb them anyway.

(MORE)

CLARK (CONT'D)

Besides, I probably should start my way back, you know, for my flight.

MA

I guess you're right, Clark. So sorry Ben, I would've liked to have lunch, but I've got to drive Clark to the airport.

BEN

Well, it was nice seeing you again, Clark. I hope you come down for a longer visit. I know the rest of us would like to see you again for more than just a day or so.

CLARK

I'll keep that in mind, Mr. Hubbard.

Clark sits back down.

CLARK (CONT'D)

(Sullen)

Lang Lang... Mother?

In his dejection, he overhears Ben talking.

BEN (V.O.)

I have to say, Martha... Clark has never been an extremely outgoing person, but he was never like that back as a teenager.

Clark uses his X-Ray vision to peek through the wall.

EXT. KENT FARMHOUSE - PORCH - CONTINUOUS

Ben turns and faces Martha, pointing back to the house.

BEN

I mean, you'd think Clark was a completely different person! I don't know what a reporter's life is like in the big city, if he had a bad relationship or if his boss is verbally abusive, but that boy looks whipped! All of his self-esteem is gone... no wonder he doesn't want to talk about his love life.

Ma looks back towards the house sadly.

BEN (CONT'D)

I'm sorry, Martha. I didn't mean to embarrass Clark and you in there. I just figured, you keep everyone informed on him--

MA

Don't apologize. It happens. I-I should have mentioned Clark doesn't like talking about his personal life that much anymore. It was my mistake more than yours.

BEN

Still on for tonight?

MA

Wouldn't miss it.

INT. KENT FARMHOUSE - KITCHEN - CONTINUOUS

Ma kisses Ben. Clark cuts off his X-Ray vision off in shock. He leans back, takes off his glasses and rubs his temples.

Ma enters the kitchen, arms crossed.

MA

(Angry)

Did you have to do that?

CLARK

What?

MA

Act like you did. Acting completely opposite to who you really are.

CLARK

You know I have to do that, Ma. It's the easiest way for me to live both lives.

MA

But these are the people you grew up around, Clark. Even to them it seems... out of character.

CLARK

Maybe, but people can and do change, Ma. Besides, I can't come back here to act one way and act differently in Metropolis. What if

(MORE)

CLARK (CONT'D)

Lois or Jimmy came down with me  
sometime?

MA

I'm not saying you have to be  
completely outgoing or personable,  
Clark. I'm just saying that you  
could be a little less timid and  
shy, be more of how you're around  
me.

CLARK

Why, Ma? I enjoy my life. Both  
sides of it.

MA

Oh really? Then why is it that you  
never talk about your life as  
Clark? Why do you tell me that  
you'd like more gripping  
assignments at the Planet but pass  
them by because you feel you can't  
be assertive?

CLARK

Ma, the problem is that to get  
people to trust a flying &  
extremely powerful alien, they need  
to see my face. I have to dumb-down  
so that if people even make the  
initial connection of, "Hey, that  
Kent guy looks remarkably like  
Superman", they dismiss it as a  
ludicrous notion. The more 'Clark'  
becomes outgoing, the less likely  
that notion becomes.

MA

I know, I understand that and I...

Ma rubs her temples.

MA (CONT'D)

I just want you to be happy, like  
you are when you visit me. You  
don't ever look like that when you  
put on your 'Metropolis' face.

CLARK

How can I not be happy, Ma? I get  
to do and see things that hardly  
anyone else ever gets to.

MA

But who do you share them with, Clark? I don't even get to experience them, to talk about them.

CLARK

Is that what it is? Are you not proud of me?

MA

Of course I am, Clark. It's just...

Martha turns away from Clark.

MA (CONT'D)

All I get are condolences from Ben and anyone who sees you like this.

She turns back towards him.

MA (CONT'D)

The only thing you ever talk about that interests you as Clark is Lois. Everything else is Superman! I don't want you to stop telling me your adventures, but since I can't talk about them, it just becomes a burden. It's why I can't believe you. You can't seriously tell me that you enjoy 'Clark' being a non-entity can you?

Clark sits in silence.

MA (CONT'D)

I just want you to act in a way that is personally fulfilling to 'you'. So that when I get a letter, a call or a personal visit, I start hearing more about things you've done as Clark that you're proud of, not Superman.

Ma puts her hand on his cheek.

MA (CONT'D)

(Sad)

I need to know that when I pass away, the world won't lose the Clark that I raised and who always visits me. Not Kal-El, not 'Metropolis Clark', but *my* Clark.

Ma walks away to grab her keys.

MA (CONT'D)

Let me get ready and then I'll  
drive you a ways out so we don't  
raise suspicions.

CLARK

Ma, I... thanks.

Clark puts his glasses on and stands confidently.

CLARK (CONT'D)

I love you.

Ma turns and hugs her son.

MA

Love you too.

INT. BRAINIAC'S SHIP - CONTROL ROOM - CONTINUOUS

Brainiac, still connected to the two cables, is going over the data collected from the scan on Superman. Text appears on the left side, showing potential genetic analogues to Kryptonians.

It reads: Kryptonian Genetic Results Compatible With Daxamites, Almeracians, Starylians.

BRAINIAC

Fascinating. Previous genetic  
samples showed no compatibles.

Brainiac rises. The cables attached to his head moves along with him, as does the Holographic display. Brainiac walks towards the door on his left.

INT. BRAINIAC'S SHIP - KANDOR CONTROL CENTER - CONTINUOUS

He passes through a door to a single large milk-white bottle. Brainiac puts his hand on the bottle, causing the glass to become clear.

Inside is the enormous miniaturized city of KANDOR. Cobbled together from various alien cities ripped from their home-worlds, that are joined at a City Square in the middle. Two cities are seen isolated away from the main 'collection'.

Holographic data rushes across the side of the glass, breaking down the statistics of three species captured by Brainiac, the Daxamites, Starylians and Almeracians.

They read-- Daxamites - 5,420,345 Females. Starylians - 5,260,560 Females. Almeracians - 5,625,678 Females.

BRAINIAC

More than enough for the Kryptonian  
to breed.

Text flashes on the glass, reading: Worm-Hole Calculations Prepared. Awaiting Order.

Brainiac nods.

EXT. OUTER SPACE - BRAINIAC'S SHIP - CONTINUOUS

A worm-hole opens. Brainiac's ship flies through.

INT. FORTRESS OF SOLITUDE - SAME TIME

Superman lands in the Fortress, clothes in hand, looking at the probe. The crystal spires are gone and the crystal inside the console glows.

Gently floating over, Superman puts down his clothes and takes out the glowing crystal.

FORTRESS (V.O.)

The results of the scan are negative. The machine is made of alloys unknown to any of the 28 Galaxies catalogued. Point of origin cannot be determined.

Superman lifts up into the air, floating slightly above the probe. He sighs.

SUPERMAN

I can only hope you're not a bad omen.

Picking up the probe, he floats to a gorge in the Fortress floor.

INT. FORTRESS OF SOLITUDE - TROPHY ROOM - CONTINUOUS

Gently lowering himself down a few feet, Superman reaches a storage area filled with broken super-weapons, super-villain costumes, unique gifts, ETC.

Superman approaches one of the sides and the Fortress instinctively raises a crystal pedestal which he sits the probe on. He floats away, smiling a little bit.



INT. FORTRESS OF SOLITUDE - CONTINUOUS

Superman floats back up to the Control Console. He takes a crystal from the side and pushes it into a crystal tube located directly in the center.

FORTRESS (V.O.)  
Defense Systems Activated.

Superman turns and flies out of the Fortress.

EXT. NORTH POLE/ARCTIC - NIGHT

Superman breaks the sound barrier and seemingly passes the entirety of the region in a blink of an eye. Everything around him coalesces into a blur.

EXT. METROPOLIS SKYLINE - CONTINUOUS

Superman instantly slows himself down, as he reaches METROPOLIS. A magnificent city on the edge of a coastline; a combo of NYC and San Francisco. He listens briefly to the sounds of the city.

Superman nods his head approvingly and zooms off towards his apartment.

EXT. OUTER SPACE - EARTH ORBIT - CONTINUOUS

Brainiac's ship swiftly passes through the wormhole. His ship cloaks itself, becoming a part of the starry sky.

INT. BRAINIAC'S SHIP - CONTROL ROOM - CONTINUOUS

Brainiac walks back to the Control Room, the holographic display screen still active. The Wormhole Generator cable snaps off, rising back into the ceiling.

BRAINIAC  
Patch all communication signals to  
holograph field.

A flood of images crowd Brainiac's holographic screen and numerous sounds fill the room.

BRAINIAC (CONT'D)  
Astounding. To think that this  
would be the planet of choice to  
send the last Kryptonian.

Brainiac turns to his right and enters through the door.

INT. BRAINIAC'S SHIP - INFORMATION SERVER ROOM - CONTINUOUS

Brainiac marvels at his collection of knowledge gained throughout the universe, held in glowing orbs of light. Holding out his hand, his fingers fragment and recombine into otherworldly alien antennas.

The images and sounds on the holographic screen fade and mute. Energy goblets begin to form in the palm of his hand and ultimately slam together, forming a new glowing orb.

Within this orb, all the transmissions that were heard and seen earlier are being stored with information constantly uploaded to it. Removing his hand, the glowing orb floats up and away, taking a place in his collection. Brainiac smirks.

BRAINIAC

Earth. You'll fit nicely into my collection.

INT. CLARK'S APARTMENT - BEDROOM - MORNING

The alarm clock goes off. Clark wearily opens his eyes to see it's 6 a.m.

Clark rushes via Super-Speed in/out of the bathroom, putting on clothes. He stops fully dressed and flattening out his suit with his hands.

Clark moves to his bedside drawer to pick up his glasses. His body begins to slouch to become 'Metropolis' Clark. He plays with the glasses for a few moments.

He puts the glasses on, standing up straight. He walks over to his dresser, looking at himself in the mirror. Adjusting his tie, Clark exits looking much more confident.

INT. DAILY PLANET NEWSROOM - 30 MINUTES LATER

Clark enters into the heart of the Daily Planet, the Newsroom. Clark eases through the crowd to his desk. Turning on his computer, he feels a sudden slap on his back.

He turns to see it's JAMES 'JIMMY' OLSEN, cub reporter and photographer of the Daily Planet.

JIMMY

Hey, Clark!

CLARK

Hi, Jimmy. Get any good photos while I was away?

JIMMY

Not really. Lois and I tried getting into Warehouse 56 on Hobbs Bay. She thinks Intergang is storing stolen weapons there. I tell ya, though, something is going down there because we were stopped at every turn...

CLARK

(Interested)

Really?

JIMMY

Yeah, but you know Lois, she isn't going to be taking this lying down. But, what about you? How was your four day vacation?

CLARK

Oh, it was... good. It was good. Relaxing.

A mounted Television Monitor flashes a report about a high-speed chase.

REPORTER

An update on the Metropolis First National Bank Robbery, which has now turned into a Highway Police chase along the Financial District on I-89. The Police are advising residents along the area to avoid the Highway...

Clark makes a pained face and grabs the side of his stomach.

CLARK

Uh, ex-excuse me Jimmy, I'm having a Colitis attack...

Clark rushes out towards the hall to the Bathrooms.

JIMMY

(Shouting)

Do you need any medicine?

EXT. METROPOLIS HIGHWAY - MOMENTS LATER

Three Police cars race in pursuit of a red Mustang, housing four criminals, which is weaving in and out of traffic at an alarming pace.

A ROBBER emerges out of the back seat window, wielding a sub-machine gun. He opens fire on the Police cars.

The first Police cruiser is riddled with bullets and the Robber points his weapon towards the civilian cars.

ROBBER

Hah, let's see how many points  
we'll score with Intergang for  
this!

Suddenly the car lifts up into the air!

INT. RED MUSTANG - CONTINUOUS

The DRIVER and PASSENGER look at each other.

DRIVER

Oh no.

PASSENGER

No, no, no! This can't be  
happening! Not on our initiation...

ROBBER

Man, I'd rather jump out of this  
car then go to jail!

Superman's head pops into view on the Passenger's side-door window.

SUPERMAN

I would appreciate it if no one did  
anything rash.

The Passenger pulls the trigger on his gun in shock, firing a shot at Superman. The bullet bounces off his forehead, striking the back window, barely missing the two robbers in the backseat.

SUPERMAN (CONT'D)

I really wouldn't do that again, if  
I were you.

INT. DAILY PLANET CONFERENCE ROOM - MOMENTS LATER

PERRY WHITE, Editor in Chief of the Daily Planet, stands at the end of the conference table. A host of reporters, including LOIS LANE, are sitting, with Jimmy Olsen standing in the back.

PERRY

All right, let's start this meeting off since we have a lot... eh? Where the blast is Kent?!

Clark Kent enters the conference room, looking a little harried, but walking with a spring to his step.

CLARK

Uh, right here, Mr. White! Sorry, just had a bit of a stomach issue.

PERRY

Ugh, fine, whatever, sit down. Now, how are things progressing with currently assigned stories. Kent?

CLARK

I've gotten my piece on Mayor Berkowitz and his rival Buck Sackett edited and ready.

PERRY

Good. Lois, how's your piece coming on the proposed buyout of Colin Thorton's Newstime by Morgan Edge?

LOIS

(Hesitant)  
It's... coming along, Perry.

PERRY

(Irritated)  
Lois.

LOIS

Perry, a story about a media mogul taking a magazine from another media mogul can't hold a candle to the fact that Intergang is smuggling weapons down in Hob's Bay!

PERRY

Lois, you know I appreciate your zeal for stories you're interested in. But I need this covered.

(MORE)

PERRY (CONT'D)

Morgan Edge is one of the wealthiest men in Metropolis, owns god knows how many TV Stations, including WGBS, and is trying to buy one of the few competitors to Time, Newsweek and their ilk. Do you not think that warrants an article or a little investigative digging?

LOIS

Yes, but...

Clark raises his hand.

CLARK

If I may?

Perry nods.

CLARK (CONT'D)

Considering I've finished my assignment and due to some of my contacts, I strongly believe there is something going on down at the wharf. If you don't mind, I'd like to be assigned to that story.

Lois looks at Clark in shock; Jimmy is in awe.

LOIS

You, Clark? Since when have you the nerve to sniff around dangerous topics? You faint at the sight of a mouse!

CLARK

W-well, I just want something, you know? To make a difference.

LOIS

Sure. Look Perry, I can do both, don't worry--

PERRY

Kent. You really want this?

CLARK

Yes I do, sir. I won't let you down.

Perry smiles.

PERRY  
Then it's yours.

LOIS  
(Annoyed)  
But Perry...

Perry glances at Lois, who instantly backs down. She glares over at Clark, eyes narrowing.

PERRY  
Gill, what have you got?

The meeting continues on, although Lois can't help but look over at Clark from time to time. Before long, Perry wraps up and waves everyone out.

PERRY (CONT'D)  
Now go and get us stories that will make our Planet spin, people!

Everyone leaves, while Lois steps up to Perry.

PERRY (CONT'D)  
I know what it is, Lois, and I don't want to hear it.

LOIS  
But Perry, I've already put some work into it! Olsen and I spent this past weekend trying to get into warehouses my sources are sure are Intergang controlled.

PERRY  
You want to know why Kent got the assignment? Because he asked. He did what he was told and then showed proper respect.

LOIS  
Are you saying I'm not a good Reporter then?

INT. DAILY PLANET NEWSROOM - CONTINUOUS

Clark sits at his desk, as he innocently picks up on their conversation.

PERRY (O.S.)  
For god's sake, Lois, you know the answer to that.  
(MORE)

PERRY (O.S.) (CONT'D)

Try to understand, I've been pushing Clark to show some personal drive and he's finally done it. I don't know what's brought on this new confidence but I don't want you wrecking it. Got me?

LOIS (O.S.)

(Sigh)

Got it, Perry.

Clark shakes off what he's heard. Jimmy pops out of nowhere.

JIMMY

Wow, Clark, it's not often someone steals a story away from Lois. You have my respect because that took some will!

CLARK

I did not steal anything from Lois! I just... took initiative on something Perry was going to reassign anyway. Because, Jimmy, you should never slouch on a story assigned to you.

LOIS (O.S.)

Oh, so it's my fault?

Clark grimaces. He swivels his chair around.

CLARK

(Whispering)

Oh boy.

LOIS

You've got a lot of nerve.

Jimmy puts his hands in his pockets, whistling as he covertly moves away. Neither Lois or Clark notice.

CLARK

(Timid)

Lois, I was just...

LOIS

Don't even finish that sentence. It's fine. I just want to know what you're up to.

CLARK

W-what?



LOIS

What have you got on this story that I don't?

CLARK

I-I don't know what you're talking about.

LOIS

You can't fool me, Kent. You wouldn't take on a story like this unless you had something up your sleeve to keep you out of trouble. So spill. What is it?

CLARK

Honestly, that's not it at all. I just... I'm just sick of doing these fluff pieces. I want to do something that matters to me.

LOIS

Matters to you? Since when does smuggling and mob circles matter to you?

CLARK

It may not look like it Lois, but I do care about the state of crime and corruption in Metropolis. I can never forget your own cynicism when you met me, assuming that sending money out of my paycheck meant I gambled. I just want to do something that has... personal meaning.

LOIS

You are really something else. So let me get this straight: You took this story because you feel that you can make a difference?

CLARK

Sure. Why not? I mean, Superman is just one man and you never doubt him.

LOIS

He's Superman. There's a world of difference between him and you.

CLARK  
(Whispering)  
I know.

LOIS  
Look, if you want it, you want it.  
Fine. Let it be said that Lois Lane  
can throw a bone to her fellow  
reporters. If you need my help and  
any leads, I'll give them to you  
freely, don't even need to share  
the byline.

Lois turns and begins to walk away before stopping.

LOIS (CONT'D)  
Just don't freeze and get yourself  
killed, Clark. It wouldn't be the  
same without you here.

Clark is stunned.

EXT. FORTRESS OF SOLITUDE - AFTERNOON

A double-vision effect of the sky appears. A glowing door  
opens up and Brainiac steps out, floating gently to the  
ground. He lands, circling his body around to take in the  
magnificent sight of the Fortress and the Arctic Tundra.

BRAINIAC  
Holographic lightwave camouflage as  
well as electromagnetic  
interference. Cloaks both the  
structure and anything that wanders  
into its perimeter. Strong enough  
that it even affects my ship's  
cloak fields. Kryptonian technology  
truly is innovative.

Brainiac smirks. He walks towards a crevice that serves as  
the entrance to the Fortress. His eyesight instinctively  
switches over to a defensive mode, showing an energy field  
covering the crevice which would fry anyone who dared enter.

BRAINIAC (CONT'D)  
This simply won't do.

Brainiac touches a button on his waist and a force-field  
surrounds him. He walks through the crevice, where  
electricity sparks and snaps of lightning fly due to the two  
fields interacting.

INT. FORTRESS OF SOLITUDE - CONTINUOUS

Brainiac walks into the main area of the Fortress. Marveling at the sights, once again his defensive eye-sight turns on, noticing energy spikes emanating from the ground, walls and ceilings.

Mini crystal spires pop out and aim at him, firing lasers. Brainiac's Force-Field absorbs all of the blasts.

BRAINIAC

Self-Generating Weapon Systems?  
Truly a fascinating technological  
feat, considering it's only the  
manipulation of crystals and not  
nano-technology.

The lasers stop for a second, as if calculating a new strategy. They fire again, but this time their volley is stronger, cracking Brainiac's force-field.

BRAINIAC (CONT'D)

(Stunned)

Recalibrating Lasers? Remarkable.

Brainiac coolly walks towards the Control Console, while the lasers fire on him. His Force-Field about to shatter, Brainiac's eyes locate the crystal which operates the Defensive System.

Brainiac extends the index finger, breaking apart to form multiple little wires. They slither down, wrapping themselves around the crystal; reeling it out. The lasers stop.

Brainiac holds the crystal up and examines it with his eye. He sees vibrant colors radiate from within as well as slight vibrations emanating from it.

BRAINIAC (CONT'D)

Hmm. Light Refraction and Harmonic  
Vibrations. The Kryptonians were  
truly a visionary race. It is  
fortuitous that functioning  
technology survived Krypton's  
destruction.

Brainiac walks over and grabs another crystal from the side. His hand breaks apart with wires running up and down the crystals and other elements of his hand forming weird contraptions.

BRAINIAC (CONT'D)

I must find a way to interface with  
this technology...

EXT. HOB'S BAY - SAME TIME

Clark Kent walks along the wharf, dressed in a trench-coat with a fedora. He blends into the crowd.

Clark focuses in on a man named GREG JONES, who is dressed in nice dress clothes and is talking on the phone. Clark picks up on the conversation via super-hearing.

GREG

Yeah, the shipment came in. I think we need to change locations again... as, ah, the renting rates have been climbing.

Clark sits on a bench.

GREG (CONT'D)

Well, I just think after this weekend, it's best to be careful, that's all. We've got enough to worry about without any additional disruptions.

Greg walks behind a building, which Clark peers through with X-Ray Vision.

GREG (CONT'D)

I just want Edge to be happy and if he's happy, then everything is fine. No reason to take risks, especially in this economy.

(Beat)

Look, look, why don't we meet and we can go over all of it in person, 'kay? Later.

CLARK

(Faintly)

Edge?

Greg walks away. Clark gets up and follows him around Hob's Bay, until Greg reaches a Warehouse called "Richard's Boating Storage". Greg goes inside and Clark follows his actions with X-Ray Vision, as he too approaches the building.

INT. RICHARDS BOATING STORAGE - CONTINUOUS

Greg walks past workers and boats into the back corner of the warehouse. Clark peers inside various boxes to see hi-tech weaponry. Greg walks up a staircase to reach the Manager's office.

INT. RICHARDS BOATING STORAGE - MANAGER'S OFFICE - CONTINUOUS

Within the office stands, FRANK SIXTY, who looks like he's been in his fair share of bar-fights and gang shoot-outs.

A third man sits in a chair, with his back towards the door.

GREG

I'm here, Franky. Let's get down to business.

MORGAN

Yes. Lets.

The chair swivels, revealing MORGAN EDGE, leader of Intergang as well as the Chairman/Owner of the TV Station WGBS, aka the Galaxy Broadcasting Station.

EXT. RICHARDS BOATING STORAGE - CONTINUOUS

Clark gasps.

CLARK

(Softly)

Morgan Edge leads Intergang?

INT. RICHARDS BOATING STORAGE - MANAGER'S OFFICE - SAME TIME

Greg stiffens up at the sight of Edge.

GREG

Uh, Mister Edge, sir. I-I didn't realize you were going to be here.

MORGAN

Of course you wouldn't. Frank invited me here, since you're making a stink about moving our facilities yet again.

GREG

I-I know, sir. It's just that a few of our warehouses have been poked around by a reporter named Lane, she works at the Daily--

MORGAN

I know who she is, idiot! I've tried to hire her before.

GREG

I just worry about these places being compromised. Our men stopped her from going inside Warehouse#56, but if she keeps poking around and makes a fuss about it--

MORGAN

I know the concerns. Because Lane 'knows' Superman.

GREG

And we can never be too careful with that Big Boyscout prowling around.

Morgan calmly gets up from his chair and moves towards Greg. Greg starts sweating but stays still.

MORGAN

On the one hand, that's true. But, we are not served by uprooting operations if we jump at every shadow we see. We must pick our battles. Let me handle any and all reporters who come snooping around.

EXT. RICHARDS BOATING STORAGE - CONTINUOUS

Clark's eyes dart to the side, distracted. Unbeknownst to him is a GUARD, wearing a Metropolis Security Force outfit, walking towards him.

CLARK

(Softly)  
Lois.

The Guard grabs Clark by the shoulder.

GUARD

Excuse me sir, but I'm going to have ask you to lea--

As Clark turns around, the man recognizes him.

GUARD (CONT'D)

Wait a sec, you're that reporter...

Clark pushes him away with minimum force and begins to run. The Guard radios in to his fellow watchmen.

GUARD (CONT'D)  
 (to radio)  
 We've got a reporter on the  
 grounds, detain him!

As Clark dashes into a nearby alley, he finds a SECOND GUARD entering from the other side. Turning around, he can see the Guard he pushed, as well as a THIRD GUARD, come up from the back. All have tasers out.

Clark looks back and forth, wearily. He runs towards the Second Guard, trying to spin past him. The Second Guard, however, is too quick and manages to land a zap on Clark.

Feeling the brush of electricity and realizing that the Guard knows he connected, Clark recoils and falls to the ground.

The Guards gather round him, pick him up and drag him back towards the Storage Warehouse.

CLARK  
 (To himself, softly)  
 Damn it.

GUARD  
 (to radio)  
 We've got him.

INT. FORTRESS OF SOLITUDE - SAME TIME

Brainiac hands are linked up to 10 crystals, downloading all their information. There are 20 crystals that he has already interacted with discarded on the ground.

A final series of Kryptonian letters, images and numbers flash across Brainiac's eyes. Brainiac lets out an erotic sigh as his fingers let the crystals fall.

BRAINIAC  
 Such knowledge. To think such  
 information was almost lost  
 forever... but now it is safe.

Brainiac glances at the Crystals one last time.

BRAINIAC (CONT'D)  
 (Contempt)  
 Hiding one's true nature in order  
 to be an 'inspiration'. Hmph.

He exits.

BRAINIAC (CONT'D)  
Must make contact with the  
Kryptonian in Metropolis.

INT. RICHARDS BOATING STORAGE - STORAGE ROOM - NIGHT

Clark is thrown down and tied to a chair. Clark discreetly checks out the room. It's completely barren, yet pristine and clean. With X-Ray Vision, Clark notices the entire room is sound-proof.

The Main Guard pats Clark down. The Guard takes out a pocket recorder and begins feeling up Clark's chest. Clark tries his best not to tense up but the Guard doesn't feel the costume underneath. The Guard exits, the door closing behind him.

Morgan Edge, Frank Sixty and Greg Jones walk down the staircase, as the Main Guard points back towards the room, holding the pocket recorder.

Morgan is flustered. He makes a kill gesture, causing the Main Guard, Frank and Greg to step towards the room. Clark leans forward, chair and all, ready to blast out of the door via super-speed.

They all stop, hearing an ominous humming. Clark peers up with his X-Ray Vision. He sees Brainiac's uncloaked ship has parked itself above the building, as Brainiac steps out of the side and falls towards the ground.

EXT. RICHARDS BOATING STORAGE - CONTINUOUS

Brainiac impacts the ground, creating a large crater that shakes the immediate area.

The Third Guard exits the Building as Brainiac slowly rises from the crater. Brainiac looks through the building, with life-forms rendered in energy signatures. He notices Clark, who radiates energy.

BRAINIAC  
There he is.

The Third Guard brings up his weapon.

THIRD GUARD  
(Terrified)  
Uh... st-stay...

Brainiac, in a blur, appears before the Third Guard and slaps him towards the building.



INT. RICHARDS BOATING STORAGE - CONTINUOUS

The Third Guard crashes through the wall, broken and bloody. Morgan gestures to the Storage Room.

MORGAN

Take care of that, quickly!

Morgan escapes with the Second Guard, while Brainiac calmly walks through the hole. Frank rushes to the door and opens it.

Immediately Clark escapes, blowing Frank, Greg and the Main Guard off of their feet with his speed.

Rushing towards the hole in the wall, Clark and Brainiac manage to exchange looks. While just a fraction of a second, the moment seems to linger for ages.

CLARK (V.O.)

(Startled)

How?

Clark blasts out of the building.

EXT. HOB'S BAY - CONTINUOUS

Up in the sky, Clark flexes his muscles and bursts from his bonds! With a quick blur of speed, Clark has become Superman, rushing back towards the Building.

INT. RICHARDS BOATING STORAGE - CONTINUOUS

Brainiac turns towards the three men. They open fire, but the bullets bounce off of his hide. In Brainiac's eyes, targeting reticules appear over the men.

Lifting up his right hand, three fingers splinter and re-form into gun-like devices. Energy pulsates from them and the men recoil from fright. Superman whips in from the hole, pulling the hand down.

SUPERMAN

Sorry, but I don't allow that kind of behavior, even with these types.

BRAINIAC

You misunderstand me, Kal-El. I was not aiming to kill them.

SUPERMAN  
(Surprised)  
Kal-El?

Brainiac alters his hand position and fires at the criminals as they try to escape. The men are hit, falling to the ground. Superman is shocked and rushes over to their sides.

Rolling Frank Sixty over, he sees that whatever they were hit with has merely put them to sleep.

BRAINIAC  
As I said, my intent was not to  
kill. Now they are available for  
detainment.

Superman turns, looking at Brainiac. Using his X-Ray Vision, he looks beneath the shell.

SUPERMAN  
(Whispering)  
Hmm. Android.

BRAINIAC  
Yes. Built by the Planet Colu to  
gather all known knowledge in the  
Universe.

SUPERMAN  
Excellent hearing too.

Brainiac turns, walking out of the building.

BRAINIAC  
Come. We have much to discuss. You  
have my word I mean you no harm.

Superman looks back at the bloody and battered Guard that Brainiac slapped.

SUPERMAN  
Right.

Superman quickly ties the men together, then exits.

EXT. RICHARDS BOATING STORAGE - CONTINUOUS

Police, reporters and civilians are gathering around the building. Everyone tenses at the sight of Brainiac.

Brainiac slowly lifts up into the sky, as the Police ready their weapons and Photographers start taking snap-shots of him. Superman eases everyone down.

SUPERMAN

It's okay. Everyone just stay calm.

Superman floats up to talk to Brainiac. Lois and Jimmy rush onto the scene; Jimmy taking snapshots of Brainiac and Lois trying to flag down Superman.

LOIS

Superman! Superman, can I get a quick quote on what happened here?

SUPERMAN

This being helped me rescue Clark Kent from Intergang. He'll be able to fill you in on everything else.

LOIS

Clark? But wait...

Lois' question goes unanswered, as Superman floats several miles above Richard's Boating Storage.

EXT. METROPOLIS SKYLINE - CONTINUOUS

Superman floats in front of Brainiac. Brainiac smiles.

BRAINIAC

You are truly a marvelous specimen of genetic refinement. To think that centuries of genetic tinkering would result in a form that becomes super-charged via a wavelength of radiation. Fascinating.

SUPERMAN

Thanks.

(Beat)

Just what are you?

BRAINIAC

As stated, I am an android built by the Planet Colu in order to accumulate all knowledge in the Universe.

SUPERMAN

Fine, but what is your name? Surely your creators named you.

BRAINIAC

This question has been posed to me many times before but unfortunately always proves to be a challenge.

(MORE)

## BRAINIAC (CONT'D)

For my creators, constructs such as myself are known only by our function. One moment.

Superman raises his eyebrow curiously, while Brainiac's eyes rush through all sorts of media taken from Earth.

## BRAINIAC (CONT'D)

After reviewing this planet's vernacular, two possible names could suffice. Brain Interactive Construct or Brainiac.

## SUPERMAN

I'll go with Brainiac. So let me guess: the probe belonged to you?

## BRAINIAC

Yes. My apologies, but I program all of my equipment to bring unique and rare specimens before me. Things such as you... should not be left unguarded.

## SUPERMAN

Unguarded?

## BRAINIAC

Aside from collecting knowledge and data, I strive to preserve all forms of intelligence. Which is why my probe would have brought you to me... for I have the means of keeping the Kryptonian race from becoming extinct.

## SUPERMAN

Wait, you can't possibly be suggesting...

## BRAINIAC

Please, join me on my ship. I'll explain my proposal in further detail.

Superman looks back down towards the ground.

## SUPERMAN

I can't. I have a few things to take care of.

BRAINIAC

Understandable. Return to your human guise and finish your business here. Meet me at your Kryptonian Memorial.

SUPERMAN

Wait. You've been to my--

BRAINIAC

Yes. I downloaded all the knowledge from there and from Earth. You are the only remaining factor before I continue my sojourn throughout the cosmos.

Brainiac floats up to his ship, where an energy door opens to the side.

BRAINIAC (CONT'D)

So please, be prompt.

Brainiac enters. The door closes and the ship blasts off, leaving Superman floating there, rubbing his chin.

EXT. RICHARDS BOATING STORAGE - CONTINUOUS

Lois Lane is trying to interview INSPECTOR WILLIAM HENDERSON, while Morgan's men are being put into the back of a Police Car. Jimmy is taking pictures.

LOIS

Inspector Henderson, Lois Lane of the Daily Planet. Can you update us any on the current situation?

INSPECTOR HENDERSON

Miss Lane, you know what we know. Superman and that... being... raided and dismantled a suspected Intergang Smuggling Warehouse. But until we can find Clark Kent, we can't verify anything else.

Clark runs from out of an alleyway, spotting Lois and Henderson. He waves to them as he sprints towards them.

CLARK

I, uh, I think I heard my name being called?

LOIS

Clark! Where have you been?

CLARK

Well, Superman saved me but in his rush dumped me blocks away to keep me safe. I assumed he was going to come back and tell me to come out.

The remaining news-crews rush up. A WGBS reporter, named STEVE LOMBARD, reaches Clark first.

STEVE

Mr. Kent, can we get a statement on what you experienced in there?

CLARK

Uh, I'm flattered, but ah... everybody can read about it in tomorrow's edition of the Daily Planet.

STEVE

Mr. Kent, please...

Clark waves Steve away, pissing the reporter off, while looking over towards Inspector Henderson.

CLARK

Inspector Henderson?

INSPECTOR HENDERSON

This way, Mr. Kent.

Clark and the Inspector walk to a secluded spot, as Lois walks with them.

LOIS

Finally, now that...

INSPECTOR HENDERSON

Miss Lane, I don't recall you being a part of the crime scene.

LOIS

Oh, come on, we've co-written pieces together.

INSPECTOR HENDERSON

Be that as it may, I still need to talk to him alone.

CLARK

He has a point, Lois.

Lois narrows her eyes and turns to walk away.

LOIS

Fine, but I expect to hear from you later tonight, Kent. I'll be at the Planet typing my portion up.

Lois walks off in a huff.

INSPECTOR HENDERSON

That woman. God bless her, I like her writing but she's a right pain in the neck when she wants in on a story.

Clark watches Lois grab Jimmy and walk away.

CLARK

(Smitten)

Yeah. She is something.

(Beat)

So, uh, where do you want to begin?

INT. BRAINIAC'S SHIP - CONTROL ROOM - SAME TIME

Brainiac sits on his command chair, connected to his data management/ship function port, gazing at a 3-D recreation of Earth.

Various cities of the world glow white on the model, while Superman's Fortress glows red. Their name, written in their own language, appear below each spot. Brainiac slowly spins the globe with one hand.

BRAINIAC

Tokyo is a delicious hub of industrial and technological activity. Moscow has been home to revolutions and powers that have nearly dominated this planet.

Brainiac gazes at the location of Metropolis.

BRAINIAC (CONT'D)

Metropolis was a centerpiece in the Revolutionary War and is considered by many to be the crowing jewel of America. It does have cultural diversity due to areas such as 'Chinatown', 'Little Italy' and the like. It is also a worldwide hub to various information resources. This, too, is what the Kryptonian considers 'home'.

Brainiac touches the Metropolis point, coloring it red.

BRAINIAC (CONT'D)  
It's only a matter of time.

EXT. RICHARDS BOATING STORAGE - MOMENTS LATER

Clark shakes Inspector Henderson's hand.

INSPECTOR HENDERSON  
Thank you, Mr. Kent. We'll get to  
the head of Intergang yet.

CLARK  
Sooner versus later, I hope.

Clark stops for a moment, staring at the Inspector. He raises his finger.

CLARK (CONT'D)  
I-I, ah...

Clark sighs and lowers his head.

CLARK (CONT'D)  
I'll keep you informed if I learn  
anything new, Inspector.

Clark walks away. Moving into an alley, Clark stops by a dumpster. His senses marking the area clear, Clark takes off his glasses and jets into the sky.

EXT. FORTRESS OF SOLITUDE - MINUTES LATER

Clark reaches the Fortress to see Brainiac's ship. He hesitates, motioning first towards the ship but opts to stop inside the Fortress.

INT. FORTRESS OF SOLITUDE - CONTINUOUS

Clark lands and gawks to see all the crystals lying on the ground. With a dash of Super-Speed, he returns them to their holding spots. Flying over to his nook, he reaches near the ceiling and brings out a crystal that Brainiac didn't find.

It is a green crystal, that Clark takes over to the control console and slides in. The console lights up and he whispers.

The light subsides. Clark casts his eyes upward towards Brainiac's ship and opens his shirt, to reveal the 'S'.



EXT. FORTRESS OF SOLITUDE - CONTINUOUS

Superman reaches the ship and hears a curious humming sound as an energy door opens up. Brainiac stands there, cables disconnected.

BRAINIAC

Welcome, Kal-El, to the single  
greatest repository of knowledge in  
the known universe.

Brainiac turns back inside.

BRAINIAC (CONT'D)

Follow. I have much to show you.

Superman enters. The door closes behind him.

INT. BRAINIAC'S SHIP - HALLWAY - CONTINUOUS

Superman looks behind to see that there's no door, instead, he's standing in the middle of a hallway. Superman quickly floats down next to Brainiac and walks with him.

SUPERMAN

Amazing... this ship is a  
tesseract?

BRAINIAC

Astounding. You are one of the few  
who understand the outer shell is  
not representative of the inner  
whole.

SUPERMAN

Well, you couldn't have something  
as expansive as this from what I  
saw on the outside. No wonder you  
believe your knowledge is safe.  
With a 4-D cube that is infinitely  
expandable, you have unlimited room  
for data expansion. Secure, too...  
with only one way in or out.

BRAINIAC

Perceptive. I have no doubt that if  
your kind had not been destroyed by  
your sun's supernova, they would  
have ultimately made this  
discovery.

SUPERMAN

I appreciate the flattery, but I have to admit, it is a little disconcerting that you entered my home without my permission.

BRAINIAC

I realize that in most cultures, one must be invited before admitted entrance, but my mission is paramount. I must collect and protect all data for it is precious. There is a human quote that summarizes the nature of knowledge, "Those who cannot remember the past are condemned to repeat it". Knowledge can only be protected if societies freely share it in order to facilitate effective societal growth. If, in the case of Earth, it is only amongst themselves.

SUPERMAN

So you're planning on sharing your knowledge?

BRAINIAC

Of course. As, contrary to the belief of Jor-El and others of his ilk, knowledge is neither positive or negative. One such as you should not have to be an 'example' of what humanity can achieve and only when they've reached that plateau are deemed worthy of using your technology.

SUPERMAN

I'm not so sure I agree.

BRAINIAC

Kal-El, the statistical likelihood of knowledge being used for good or ill is impossible to calculate. I could introduce cold fusion right now, and yes, it could be used to power weapons. Or it could be used to craft environmentally safe power plants. But the odds of either of those being more likely than the other is nil.

(MORE)

## BRAINIAC (CONT'D)

A human caveman is just as apt at using technology for good or ill as the average Kryptonian... which, despite being all but superior to the human, still fell ill to their own arrogance and died because of it.

Superman tries not to show offense.

## BRAINIAC (CONT'D)

But in regards to your race, I have something I want to show you.

Brainiac turns through a door. Superman follows.

INT. BRAINIAC'S SHIP - KANDOR CONTROL CENTER - CONTINUOUS

They stop at the Kandor bottle.

## SUPERMAN

What is this?

## BRAINIAC

Your salvation, Kal-El. That of the whole Kryptonian race.

Brainiac uses his hand to make the casing clear. Superman gasps as he makes out the cities in detail, holding hundreds of distinct races, as well as seeing some element of cultural cross-over.

## SUPERMAN

(Shocked)

Good lord. It's another tesseract...

## BRAINIAC

(Proud)

Indeed. My gift to all intelligent endangered species. The city of Kandor. A place where their culture can infinitely expand and if they choose too, can exchange ideas with the other races I have saved.

## SUPERMAN

So let me guess. You're offering me a new home.

## BRAINIAC

Not just a new home...

The Reproduction Statistics reappear on the glass. Superman looks on in awe.

BRAINIAC (CONT'D)

The genetic scan supplied by my probe has shown that you are compatible with three races stored within my city. Think of it, Kal-El... you could be a father of a new Kryptonian race. Not just the steward of an ideal for an inferior culture, but one who cultivates and recreates his heritage within my world.

SUPERMAN

(Shocked)

I can't believe it.

BRAINIAC

You truly are a blessing, Kal-El. My previous journey to Krypton yielded nothing but disappointment. What genetic elements I could cultivate from the ruins only created bizarre abominations. But with you, given time, I would be able to create variations of the Kryptonian genetic code, to produce new life. So that while you create your own children and legacy, a pure vision of the Kryptonian race can come back into being.

Superman hesitates and shudders a bit.

SUPERMAN

I... I don't know if I could. As much as I am Kryptonian, I am an Earthling. I don't know if I'm ever capable of leaving this life behind. And, my Father... he sent me here not just to live, but to help.

BRAINIAC

Ah, Jor-El's teachings. I would hope you could realize that despite his altruistic recordings, Earth was chosen because it gave you what no other planet could. A chance to live. Earth's Yellow Sun meant you would not suffer a premature death.

(MORE)

## BRAINIAC (CONT'D)

For instance, if Jor-El had sent you to Daxam, you could have died in hundreds of different ways before that planet met it's... unfortunate... demise.

Superman is disgusted but nods his head.

## BRAINIAC (CONT'D)

You could have been killed when your ship impacted the ground. You could have been run over by a skiff. Caught the deadly Rovask disease. Fallen from a cliff, killed by a blaster, beaten to death by a bully... all because Daxam orbited a Red Sun. His altruism masked his true ulterior motive, Kal-El. You should not be bound by the words of a technological ghost.

Superman turns away. Brainiac puts his hand on Superman's shoulder, sending a chill down the Man of Steel's spine.

## BRAINIAC (CONT'D)

Take my offer, Kal-El. The world of Kandor may look small and confined, but within, you will find opportunity and endless possibilities, more than this planet and universe could ever offer you.

Superman turns.

## VOICES (O.S.)

(Screaming)

Superman shakes his head, looks at the bottle.

## SUPERMAN

I... I need some time to think.  
Give me a day.

## BRAINIAC

Very well, Kal-El. It is... logical that you would need time to process this proposal. I shall be waiting here.

Brainiac's body slightly vibrates and creates a humming noise, which opens an energy door. Superman notices this.

SUPERMAN

I know.

Superman flies out of the doorway, which shuts. Brainiac tilts his head, as the data management cable connects. The holographic field appears, showing footage and newspaper clippings of Superman.

Brainiac toils over the data, noticing a recurring theme. The image and name of Lois Lane.

BRAINIAC

Hmm. Must find a counter-argument  
to destroy this attachment.

INT. FORTRESS OF SOLITUDE - CONTINUOUS

Superman lands and glances towards the console. The Green Crystal is raised halfway out of the tube. Beside the console is a crystal pedestal which holds two tiny crystal shards and a long crystal, with a slightly milky tone at one end.

Superman puts the two shards in his belt-buckle, sticking the long crystal into a pouch in his cape.

Hiding the Green Crystal again and grabbing his clothes, Superman flies out.

INT. DAILY PLANET NEWSROOM - MINUTES LATER

Clark enters to a nearly empty newsroom. Sitting down, he quickly glances around and types at his keyboard super-fast.

He stops. On the screen is the completed article for Perry, titled: SUPERMAN AND MYSTERIOUS COMPANION SMASH INTERGANG WAREHOUSE. Leaning back in his chair contented, Clark sees someone walk in through a side door. It's Lois.

LOIS

Clark? When'd you get here?

Clark pensively smiles as she looks at him curiously.

CLARK

Uh... I-I just got here. Was just  
going over my article before  
submitting it to Perry.

Lois walks over, motions the monitor a bit to get a look at the article.

LOIS

When'd you have the time to write this? I know it's been a few hours since your talk with Henderson, but even still--

CLARK

Well, uh, I stopped at my apartment first to type it and grab something to eat. I am a fast typist, remember?

Lois looks at Clark for a few moments. She ultimately chuckles and smiles at Clark.

LOIS

I'm just giving you a hard time, Smallville. You need to stop taking things so seriously.

Lois gently punches him in the arm.

CLARK

Oh... uh, sure.

LOIS

So how'd you feel?

CLARK

(Befuddled)  
About what?

LOIS

About being in the thick of it. You grab this story, and not only get caught by Intergang but saved by Superman as well.

CLARK

It was... uh, interesting.

Lois smirks.

LOIS

Thought you'd say that.

(Beat)

So, what's next on your Intergang investigations? First you help Superman and the Special Crimes Unit bust up a warehouse, so what will your next target be?

Clark hesitates, looking away. He looks back to her.

CLARK

Actually, Lois, I wanted to talk to you about that. I... I don't think I'll be able to do any more Intergang stories. Something has... something has come up.

Lois blankly stares at Clark.

LOIS

You're not serious, are you?

Clark sheepishly glances towards her.

LOIS (CONT'D)

(Shocked)

I don't believe it. You have got to be kidding me!

CLARK

(Urgent)

Lois, I wouldn't be doing this if it weren't important.

LOIS

No, I'm not letting this go, not this time! So you're basically saying that you wanted to make a difference, but when faced with one troubling situation, you're going to fold like a deck of cards?!

CLARK

(Angry)

That's not it, Lois!

LOIS

(Furious)

Then what is it?!

Their eyes lock, with hurt and anger in Clark's face. He sighs and slumps in his chair. He turns to the computer and quickly sets up his e-mail to send the article to Perry.

CLARK

It's just that something personal has come up and I'll have to go for awhile. I don't know when I'll be back.

LOIS

Don't try to weasel out, Kent. I know it's Intergang related.



Clark's eyes glance back over at Lois. He faces her.

CLARK

You said you'd help me on my investigation should I need it. Since I won't be following up on it, I'll give you something for you to follow on.

(Beat)

Morgan Edge is the Leader of Intergang.

Lois does a double-take.

LOIS

Morgan Edge? The same Morgan Edge that owns WGBS and a host of other multi-media outlets?

CLARK

The same.

LOIS

You are really something else, Kent. Just when I think I have you figured out...

CLARK

It's true, Lois. I can't prove it off the bat... but it's true.

LOIS

Really? Care to elaborate on how you formed this hypothesis?

CLARK

Superman told me that he saw Morgan Edge giving orders to the people who were going to kill me, before the other fellow intervened.

LOIS

Did you see him there at all?

CLARK

Uh, well, no. But this is Superman we're talking about. Besides, when I really started thinking about it...

Lois looks at Clark inquisitively.

LOIS  
 (Curious)  
 Go on?

CLARK  
 Well, remember when Intergang first started making waves three years ago? That's when Morgan Edge started not only turning WGBS into a national powerhouse, but he also started buying stock. You know as well as I do how fast he took over various telecommunication & print operations.

LOIS  
 Like buying the local rag 'The Metropolis Star'.

CLARK  
 Exactly. And think about it Lois, you've been courted by Edge before to go over to that paper and even WGBS. And when has that happened? Whenever you've done a story about crime in Metropolis, focusing on Intergang.

LOIS  
 (Contemplative)  
 Hmm. There's some truth there... but most of it is just speculative. He's tried to woo me many times before and not just when I've written Intergang articles.

CLARK  
 But, you also have Superman's word.

LOIS  
 (Softly)  
 And he never lies...

Lois closes her eyes.

LOIS (CONT'D)  
 Did you tell Henderson any of this?

CLARK  
 Um, no. I... I didn't think Henderson would be quite as willing to believe Superman's word as you would.

(MORE)

CLARK (CONT'D)

That and there's still plenty to uncover... and you're the best reporter for the job.

Lois looks back at Clark. He closes the browser, standing up.

LOIS

Why, Clark? Why tell me all this?  
This could nab you a Pulitzer.  
What's really going on?

Clark moves in close.

CLARK

(Tenderly)

Lois... I-- I lo..

Clark closes his eyes, swallows his words. His body shudders. He turns away to leave.

CLARK (CONT'D)

Good night, Lois.

Clark sighs as he heads towards the elevator. Lois watches him, stunned. Suddenly, her eyes motion upwards, having an impromptu realization.

INT. CLARK'S APARTMENT - LIVING ROOM - MORNING

Clark is slowly walking and looking through his old mementos. Pictures of growing up in Smallville with Ma and Pa Kent, of his friends Lana Lang and Pete Ross, Graduate Pictures, Diploma's from School and awards he's won in Journalism.

Two pictures in particular strike him... a photo of Ma and Pa Kent on a porch swing, with a six-year old Clark sitting on their laps.

The other is a photo of the Daily Planet staff posing during a Christmas Party. Despite his 'Metropolis Clark' act, Clark is sincerely smiling and enjoying himself.

Picking up the photo of him sitting on his Parent's lap, Clark closes his eyes and lets out a breath. Clark takes off his glasses then rips open his shirt to show the Superman underneath.

INT. BRAINIAC'S SHIP - KANDOR CONTROL CENTER - MINUTES LATER

Brainiac stands, with a hand on the bottle, going over alien statistics that flow quickly on the surface.

A notice sounds and a message pops on the glass: Object Approaching. It is followed by: Genetic Scans Indicate Kryptonian Male.

BRAINIAC

I expected at least another ten hours before he returned.

Brainiac's body causes a doorway to open. Superman floats in.

BRAINIAC (CONT'D)

You have come to a decision so soon?

Superman lands, the door closing behind him.

SUPERMAN

Yes.

Superman looks past Brainiac towards the Bottled City.

VOICES (O.S.)

(Screaming)

Superman stares at Brainiac.

SUPERMAN

I'm sorry Brainiac, as much as I appreciate your offer... my answer will be no. Earth is my home. I have too many memories and attachments to ever be able to leave.

Brainiac is unmoved. He moves his right arm behind his back.

BRAINIAC

I see. But is that a wise choice, Kal-El? By accepting, you would no longer be slave to a world that calls you for help but ignores your suggestions for improvement. No more having to deny your heritage to fit in. No longer having any doubts about where you fit in society.

SUPERMAN

I know, Brainiac. I've considered those options.

BRAINIAC

Then please, consider this.

A cable connects to his head and the holoscreen appears, showing images and video of Superman and Lois Lane together.

BRAINIAC (CONT'D)

I can surmise your decision to stay is based in part on her. Lois Lane. But even you must realize that you are of different species. My own tests have shown that Kryptonian and Human genes are incompatible. As Superman, you would never be able to give her the adequate time she would desire. And she desires Superman, not Clark Kent. For even if you shed your genetic enhancement, she would not want what you would ultimately be... the powerless Clark Kent, still unable to sire offspring. Are you willing to sacrifice the future of your race for one woman?

Superman gives Brainiac a cold, hard stare.

BRAINIAC (CONT'D)

Surely, one such as you must want to sire children? But if one human female is greater than that desire, you would truly be the last son of Krypton; allowing a mighty race to die with a whimper. Because even under the light of the yellow sun, you will ultimately pass away. For you are not a god.

SUPERMAN

I'm sorry Brainiac, but my answer is still no. You're not going to convince me.

Brainiac looks up in frustration. The cable snaps off and the holograph disappears. The hand behind his back re-configures into a weapon, making green sparks. Superman notices this via super-hearing and X-Ray Vision.

BRAINIAC

Very well. Regrettable.

Brainiac lunges forward with his right hand to zap Superman with Kryptonite radiation. He dodges, grabbing Brainiac's arm and slamming him into the ground. Superman gets Brainiac's right hand behind his back, pinning the android.

SUPERMAN

I said I'm not going into your bottle, Brainiac. If you don't stop this and leave Earth voluntarily, I'll make you.

Brainiac is silent. His weaponized hand bends and twists in irregular ways to point towards Superman. It fires, striking Superman in the chest. The force sends Superman flying. Brainiac rises, as Superman writhes in pain.

BRAINIAC

I am sorry for this, Kryptonian. But you are too precious a specimen to not secure for my bottle. The Kryptonite was only a stop-guard. From this moment on, you are safe.

A cable comes down and connects to the center dot on Brainiac's head. The surface of the bottle shimmers, as a section starts to spin and create a funnel into the bottle. A beam of light streaks out and strikes the shivering Superman.

Superman suddenly shrinks and is carried back through the beam of light and into the funnel. The outer-shell returns to normal. Brainiac smirks.

BRAINIAC (CONT'D)

Now... Metropolis.

INT. DAILY PLANET NEWSROOM - SAME TIME

Lois Lane is going over files in the Daily Planet Database, correlating any signs of WGBS corporate growth or property acquisitions with successful jobs pulled by Intergang.

LOIS

Hmm... some correlation, but could be circumstantial.

She jots down info on a note-pad. Jimmy walks behind her.

JIMMY

Hey Lois, have you heard from Clark today? I was wanting to ask his opinion on some photos I took at the warehouse, but he's not around.

Lois sits, contemplating what to tell Jimmy. She turns.

LOIS

No, he... he's taken a sabbatical.

JIMMY

Really? After his four-day vacation? You don't suppose something happened with Intergang, do you?

LOIS

I don't know Jimmy.

JIMMY

Well, that would certainly explain why the Chief isn't talking about Clark... especially after I mentioned he didn't call in.

LOIS

(Concerned)  
He didn't call?

JIMMY

No, I checked the logs after I couldn't reach him. I didn't want to make any assumptions, but with what you say...

Lois looks back towards the computer.

LOIS

Don't worry about it. I'm sure Clark is fine, you know how he is.

A moment passes. Tension and worry is mounting between them. Looking at the files and looking towards Jimmy's camera, Lois gets an idea.

LOIS (CONT'D)

Say, Jimmy... how would you like to accompany me on a little trip to the WGBS Building?

INT. KANDOR TRANSPORT BEAM - CONTINUOUS

Superman's body shrinks while his costume is phased off; replaced with a traditional Kryptonian suit, with a 'S' emblazoned on it. Yellow energy seeps out of his body, merging with the energy path.

EXT. KANDOR SQUARE - CONTINUOUS

Various aliens are gathered around a massive monolith, awaiting for the door to open and deposit the newest resident of Kandor. The City Square itself is barren, aside from ornate tiles and the monolith in the center.

The Transport Beam strikes the Monolith, causing a slight energy pulse causing the masses to shudder. The Monolith's door cracks open and mist filters from it. Superman stumbles and falls out, smacking his head against the pavement.

SUPERMAN  
(Grunts)

The crowd filters out. Some are joyous, some are impressed with how he looks, but most are disappointed. Superman opens his eyes weakly and notices the bizarre landscape around him.

Pulling himself up, Superman gazes at Kandor while rubbing his forehead.

SUPERMAN (CONT'D)  
(Faintly)  
Unbelievable.

He notices that his sleeve is a stark silver instead of the blue of his costume. He gasps as he feels his body, only to find his belt gone.

SUPERMAN (CONT'D)  
(Whispering)  
Well, that certainly makes things a bit more interesting. Don't like where this is heading.

Superman runs forward and hops, but doesn't fly. He looks up and doesn't see any sort of sun. There's just pure white.

SUPERMAN (CONT'D)  
Nope, not good. Not good at all.  
Must have sucked my energy reserves out, even Red Sun Radiation isn't this fast.

LUMA (O.S.)  
Things aren't the way they're supposed to be?

Superman turns and sees a stunning blonde humanoid woman, named LUMA LYNAI; who is holding a device called an A.P.P. (All Purpose Pad), an ultra-futuristic PDA.



SUPERMAN

You could say that.

(Beat)

Wait. You speak English?

LUMA

No, I don't. It's a functionality of your new clothes, to translate other languages into your language of preference.

Superman takes a step back, closes his eyes and breathes.

LUMA (CONT'D)

My apologies, being informed of your history, I forgot that even one such as you could experience culture shock.

Superman opens his eyes and grins.

SUPERMAN

I'm fine. I'm usually the one who causes shock, I don't generally receive it. The name is Superman.

Luma looks down at her A.P.P. and back towards Superman.

LUMA

Actually, it's a pseudonym, along with Clark Kent. I'm Luma Lynai. I'm the representative chosen to acclimate you to Kandor, Kal-El.

Superman smirks and looks her over.

SUPERMAN

If you don't mind, what race do you belong to?

LUMA

I'm a Starylian.

SUPERMAN

Brainiac's none too subtle.

LUMA

Brainiac?

(Beat)

Oh, that's the name it gave you.

(Beat)

Of course not, it's a machine at the core.

Luma, likewise, studies Superman's physique.

LUMA (CONT'D)

But come, we have much to discuss. I've been instructed to educate you on the many functions of Kandor, as well as show you to your temporary living quarters.

SUPERMAN

Temporary quarters?

Luma becomes a bit flustered.

LUMA

(Embarrassed)

Um, until your Kryptonian Home is shrunken and transplanted into Kandor, you will be living amongst the people of Staryl. More specifically, my quarters.

SUPERMAN

Right.

Superman blushes. Luma brings up a hologram of the city.

LUMA

(Flustered)

Ah, here's the majority of Kandor. As you can most likely see, various cities from other world's have been transplanted and they join here at this city square. There are a few cities not connected here, because the populations are... not as civilized.

SUPERMAN

That's fascinating Luma, but I can't stay here. I need to find my way back to Earth.

LUMA

I'm sorry, Kal-El, but that's not possible. Even if it were, it wouldn't make much difference in any way...

SUPERMAN

What do you mean by that?

LUMA

With the exception of you and one other race, none of us here were transplanted because we were endangered.

SUPERMAN

(Shocked)

Wait, are you saying he destroyed your world? All of these cities worlds?

LUMA

Yes. Which is why the planet you protect won't matter in a few hours. A city will be chosen for preservation and then all life will be eliminated, if he hasn't done so already.

Superman is flabbergasted.

LUMA (CONT'D)

But there's no need to discuss such things. Your planet is doomed and I need to acclimate you to Kandor in a fashion that will please the android.

Superman relaxes his body and smiles towards Luma.

SUPERMAN

You mentioned this suit translates foreign languages. How does that work?

LUMA

It's not necessarily the suit, rather an energy field that surrounds every being in Kandor. The suit just helps with certain functions and acts as a beacon for the central network map.

SUPERMAN

Ah.

LUMA

It transmits physiological data for health monitoring, translates languages and ensures you are never exposed or over-exposed to any type of radiation. For instance, some

(MORE)

LUMA (CONT'D)

Kandor transplants you can see around the Square cannot survive in direct sunlight of any wavelength, but 'Brainiac's' technology allows us to all intermingle.

SUPERMAN

And in my case?

LUMA

In your case, your suit was made to resemble formal Kryptonian garb. And since your kind hails from a Red Solar System, your energy field has been made only to be able to filter in rays from that color spectrum.

SUPERMAN

(Under his breath)

Also to make me less of a problem.

LUMA

What?

SUPERMAN

Nothing. But where... where would my original clothes have gone? Surely, Brainiac wouldn't destroy them. After all, they too would be considered information and articles of history.

LUMA

Same place all artifacts that do not mesh into society go, in a storage center beneath this Square.

Luma looks at Superman curiously.

LUMA (CONT'D)

And no, there is no way for you to access this place.

Superman smiles charmingly.

SUPERMAN

I would think not.

Luma scowls.

LUMA

I realize this must not be easy for one such as you, who has been blessed with opportunities to cheat fate before, but you must understand this. There is no escape from Kandor. Those who have tried have failed and paid the price in ways worse than death. I don't know what you believe is down there that will allow you to escape, but it is impossible.

SUPERMAN

Nothing is impossible, Luma.

LUMA

Tell that to people who try to conquer death but fail. It's the one thing no one can defeat.

SUPERMAN

Well, if you believe in the afterlife, then death isn't an unbeatable foe, now is it?

Superman grins wide. Luma shakes her head disapprovingly, desperately holding back a smile.

LUMA

You really are something else. What instilled this type of optimism in you?

SUPERMAN

Good upbringing. You see, my Pa liked to say, "Cynics can try to destroy optimism, say it's hopeless to try and fight against unrelenting forces. But then, not many cynics are Farmers. And I won't be able to harvest the crops if I let news of the upcoming winter discourage me from planting 'em".

LUMA

(Confused)  
Farm?

SUPERMAN

Hmm? Oh, a farm is a place on Earth where we grow food.

(MORE)

## SUPERMAN (CONT'D)

But the point is that I'm a farmer's son, through and through, Luma. I'm not going to let little things like being powerless or not having my costume deter me.

Luma sighs and looks up towards the sky.

## LUMA

I'm never going to convince you, am I?

## SUPERMAN

I'm sorry Luma, but no. I can get down there, but I need to be able to receive the rays of a yellow sun to do so. So if you know anyone that can alter the dynamics of my suit's field, point me to them. Otherwise, I'll be on my way.

Luma looks at him, taking in his smile.

## LUMA

Well... I am instructed to show you around Kandor. I could show you a few places of interest.

## SUPERMAN

Thank you, Luma.

INT. WGBS HEADQUARTERS - GLASS ELEVATOR - AFTERNOON

Lois and Jimmy ride an elevator up to the 50th floor: Morgan Edge's office.

## LOIS

Remember, follow my lead.

## JIMMY

Gotcha, Lois.

The elevator dings and opens.

INT. WGBS HEADQUARTERS - RECEPTIONIST OFFICE - CONTINUOUS

Lois and Jimmy enter a large and lavishly furnished receptionist office. On the left is a huge boardroom and on right are multiple couches.

They move to the desk, where receptionist MELISSA sits; the double doors to Edge's office behind her.

MELISSA

I'm sorry, but Mr. Edge is busy and unable to take visitors at this time.

Lois moves to Melissa, while Jimmy swings around in awe.

LOIS

Oh, I'm sure Mr. Edge will make time for me. I'm Lois Lane, reporter for the Daily Planet.

MELISSA

The fact that you're a reporter isn't going to help you get in.

Jimmy snaps a picture of Melissa, irritating her.

LOIS

You're never going to be sure if you don't ask Mr. Edge yourself. And I can tell you, I'm not going to budge until you do.

MELISSA

(Sighs)

Fine. Whatever.

Melissa buzzes Edge over the intercom.

MELISSA (CONT'D)

Mr. Edge, a reporter from the Daily Planet and her photographer are here. She says her name is Lane.

A few seconds pass without an answer. Melissa smirks.

MELISSA (CONT'D)

See?

The intercom suddenly buzzes.

MORGAN (V.O.)

Lois Lane? Let her in, immediately!

Melissa is shocked but Lois gives her a winning smile.

LOIS

Told you.

Lois enters with Jimmy, who gives Melissa an awkward smile.

INT. WGBS HEADQUARTERS - MORGAN EDGE'S OFFICE - CONTINUOUS

Morgan's office is nicely decorated, with two leather chairs in front of a furnished desk. Behind the desk is a panoramic window that gives a fantastic view of the Metropolis skyline. Morgan rises out his leather chair and walks to Lois.

MORGAN

Ah, Lois Lane, always a pleasure.  
And this is?

Morgan points to the camera on Jimmy.

LOIS

Jimmy Olsen.

JIMMY

A photographer from the Planet.

Jimmy eagerly shakes Morgan's hand, as Morgan smirks.

MORGAN

I see.

(To Lois)

I'll say that this is quite the surprise, Miss Lane. I take it you're not here to accept my offer to work for the Daily Star, are you?

LOIS

I'm here to interview you about the proposed buyout of Newstime.

MORGAN

(Disappointed)

Ah.

LOIS

But I'd like to discuss that after the interview.

Morgan smiles. Jimmy tries to hold back his shock.

MORGAN

Please, let's start the interview then.

EXT. KANDOR'S STARYLIAN DISTRICT - SAME TIME

Superman and Luma walk through the Starylian District, which is designed in an ultra-futuristic Art Deco style. Most of the women blush at Superman. The men, likewise, scowl.



A group of people shake their heads, openly sigh and mutter to themselves before dispersing. An OLD WOMAN doesn't motion away, instead she stares at Superman. Rage overcomes her and she motions towards him.

OLD WOMAN

(Angry)

How could you be selfish and come here? You shouldn't have believed the Android's lies! You could've stopped it. You shouldn't have come here! You shouldn't have come...

An OLD MAN turns and comes back to the Old Woman, gently pulling her away.

OLD MAN

Please, calm yourself, before the Great Destroyer finally takes action against you.

OLD WOMAN

If only you had listened to us, if only you'd listened...

The Old Man takes the Old Woman away into a nearby building. Superman stares in their direction, before Luma tugs his arm. They walk.

SUPERMAN

Who is she?

LUMA

A Kandor protestor. When your image could be seen from outside the tesseract, some of the senile vainly screamed in the hopes that you wouldn't fall for Brainiac's lies. For all the good it does them, it just brings them one step closer to being disciplined.

SUPERMAN

So that's what I heard.

LUMA

What?

SUPERMAN

From when I was outside. I could hear something like passionate screaming.

LUMA

You could... hear?

SUPERMAN

Under the light of a yellow sun,  
all my senses are enhanced, Luma.  
And their screaming was part of the  
reason I decided to turn Brainiac  
down. So despite getting sucked in  
here, their screaming wasn't in  
vain. Next time, Brainiac won't get  
me with a sucker-punch.

LUMA

(Curious)

So, you can hear over great  
distances?

SUPERMAN

Yes, and in many types of  
frequencies.

LUMA

How... how can you stand that?  
Wouldn't all the various sounds  
overwhelm you?

SUPERMAN

Like most things, you get used to  
it in time. I can tune a lot of it  
out. And when I really want to be  
alone, I do have a few places I can  
go for peace and quiet.

LUMA

Where?

SUPERMAN

My Fortress. And if that's not  
enough, there's outer space. I feel  
selfish doing that, though.

LUMA

Why?

SUPERMAN

Because then, I might not hear  
something that absolutely needs my  
attention. Really, the only bad  
thing is when I... when I fail. The  
sounds I hear then are sounds that  
nobody should ever listen to. And  
that's when I crave silence.

The silence between the two is deafening.

LUMA

I'm sorry. I shouldn't have brought it up.

SUPERMAN

It's okay. Honestly, I don't get to talk about these things, unless it's to my Ma. So it's actually quite liberating.

Superman smiles towards Luma. She smiles back and blushes.

LUMA

Ah. We're here.

Superman and Luma reach the back portion of the Starylian District. The streets and buildings stop. Beyond them is nothing but white space.

LUMA (CONT'D)

Don't worry, the ground doesn't end. It's just physical space of the tesseract that hasn't been used yet.

SUPERMAN

Interesting.

(Beat)

So, we're walking into that?

LUMA

Not necessarily. Remember what I said about certain segments of the population needing to be hidden away from others? This is what helps keep the majority of Kandor separate from the two, ah, difficult populations. Because while we could walk in that space to get where we're going, Brainiac can shift the Cities held out within that space anywhere in the tesseract. So we could literally walk forever and never get where we need to go.

SUPERMAN

An effective method of control.

Luma begins pressing buttons on her A.P.P.

LUMA

But, when you're in my position,  
you learn how to access these  
places. Like so...

Luma presses a final button. A door appears in the vastness.

SUPERMAN

How long will it take Brainiac to  
notice we aren't where we're  
supposed to be?

LUMA

So long as we don't stay in this  
next place for too long, we'll be  
fine. Where we'll ultimately end up  
will mask our signals completely.

SUPERMAN

Good to know.

LUMA

Be prepared, Kal. Where we have to  
head to first in order to reach our  
final destination is... intense.

Superman grins.

SUPERMAN

I'm sure I can manage.

Luma and Superman walk through the door.

INT. WGBS HEADQUARTERS - MORGAN EDGE'S OFFICE - SAME TIME

Morgan sits behind his desk, a tape-recorder in front of him.  
Lois sits in one of the two chairs; Jimmy is taking many  
pictures of Morgan, irritating him slightly.

LOIS

So, you would go on record and say  
that you have no desire to buy  
Newstime?

MORGAN

Of course. You see, while Newstime  
is an alluring prospect and would  
make it easier to penetrate the  
magazine market with an established  
brand, it's only one small pebble  
in the grand scheme of things. If I  
were to take something away from a  
corporate competitor like Colin

(MORE)

MORGAN (CONT'D)

Thornton, it would have to be something much more significant.

LOIS

And that would be?

MORGAN

Only a theoretical. As I said, I have nothing planned and believe all rumors were started to drive up stock in Thornton's company. Is there anything else you'd like to ask me?

LOIS

If you wouldn't mind, could I have a tour of the facilities?

Morgan's cell-phone rings.

MORGAN

It would be my pleasure.

(Beat)

A moment, please.

Morgan walks to the side of the room, gazing at his cell-phone before answering. Lois picks up her tape recorder, but leaves it on. Jimmy moves over to Lois.

JIMMY

(Whispering)

Miss Lane, you really aren't planning on leaving, are you?

LOIS

(Quiet)

'Course not, but be quiet and keep taking pictures.

Jimmy takes photos, as Lois discreetly moves to Morgan.

MORGAN

Excellent. Thank you for the updates. But yes, fire the both of them.

(Beat)

I don't care about your opinion of Frank, I want him gone; do you understand me? Sometimes you have to throw out the old...

Morgan turns and smiles seductively towards Lois.

MORGAN (CONT'D)

And go with something new. But in any event, give him the usual severance and we can discuss this in more detail later.

Morgan closes his cell-phone and approaches Lois. She stealthily turns off her tape recorder. Morgan looks towards Jimmy, who is snapping photos from Morgan's window.

MORGAN (CONT'D)

He takes his job very seriously, doesn't he?

LOIS

Well, as a freelance photographer, he gets paid for every good photo he brings in.

JIMMY

Not only that, but it's good for my portfolio, Miss Lane.

MORGAN

A good attitude to have. Everything can be used to advance a career. Do you have a business card, Mr. Olsen?

Jimmy pats his pockets, finding he forgot his business cards.

JIMMY

Oh, I ah-- I must have left them back home...

MORGAN

A free lesson for you, Mr. Olsen: Networking is key. Always bring something with you to leave behind as a calling card. As I might have work for you in the future, but since I don't have a photographic memory and live a hectic lifestyle, I can't count on my memory to give you an assignment. But your card, ah, that would help remind me to give you one.

JIMMY

W-well, I could write it down for you...

Morgan moves over to his desk, bringing out a pen and paper.

MORGAN

There. Make it legible, please.

Lois shakes her head with amusement.

LOIS

(Under her breath)

And he was worried I was leaving  
the Planet.

MORGAN

Now, how about that tour, Lois?

EXT. KANDOR'S VELORPIAN DISTRICT - CONTINUOUS

An energy door opens in a steampunk/cyberpunk-esque city, in the middle of the street. The particular area they're in looks a little bit better than the remainder of the city, as it is their business district.

A few blocks away to the west, the city downgrades into the Velorpien Industrial District.

Superman steps out. The Velorpiens are bipedal beings, with five fingered hands and feet, but have a white, chalky skin, deep black marks around their eyes, with black or blue hair.

LUMA

(Whispering)

Don't stare at anyone for more than  
5 seconds and don't make any  
comments.

SUPERMAN

Why? They don't seem that...

A fancy dressed male snaps his head towards Superman.

FANCY VELORPIAN

(Angrily Screams)

Don't what?!

Everyone turns, hissing and growling, waiting to pounce.

SUPERMAN

Nothing.

Superman and Luma walk, as the Velorpiens stare.

SUPERMAN (CONT'D)

Well, now I understand why you said  
that.

LUMA

These are the Velorpians. They're a very aggressive race, where strength and honor are paramount. They like to pick fights amongst themselves for bragging rights and it's worse when aliens are involved.

A group of them instantly scowl at Superman.

SUPERMAN

So I've noticed.

LUMA

But don't worry. Due to my stature, they won't make a move, not unless they want to get disciplined by Brainiac. So we should be safe until we get into the Industrial District.

Superman nods his head as they turn a corner. A pack of Velorpians punks, led by BOLOK; a male with long black hair, who towers over his comrades (even Superman) and wears a bracelet on his wrist, notices Luma. The punks follow them.

BOLOK

Hey, dere's the Destroyer's bastich! You just here to see what else dat bloody android can do to our race? Since it doesn't have the calstones to come down here, maybe Bolok should finally just tear you limb from limb for retribution? Bolok's sure the sound you'd make would be well worth the consequences.

Superman turns. Bolok and Superman exchange dirty looks. Bolok catches a glimpse of the 'S' insignia. He immediately brings up his wrist and flicks his bracelet.

SUPERMAN

Know that guy?

LUMA

That blowhard? If you didn't catch it, that's Bolok. Ignore him.

SUPERMAN

I wish I could, but I have a hard time with people who don't treat women with respect.



LUMA

Don't be. As I said, nothing can be done to me; it's empty rhetoric.

Images of Superman's feats of power flicker over the bracelet view-screen.

BOLOK

(Softly)

Frag me. It is him!

Bolok motions his gang to huddle around him.

SUPERMAN

But why you? I understand this race is by it's nature hostile, but--

LUMA

It's not me they hate, just the fact I do duties under Brainiac. You see, their Planet was named Velorpia and it was housed in a galaxy called Vega. The Vega System is inhabited by many interstellar cultures, including beings known as the Psions.

Luma brings up her A.P.P. and a bipedal reptilian-esque being appears as a hologram. This is a PSION.

LUMA (CONT'D)

No one knows where they hail from, although their purpose is similar to Brainiac's, to gain knowledge at any cost. Although their methods are to conquer planets and use them as giant petri dishes.

SUPERMAN

So let me guess: the Psions were trying to take over Velorpia.

LUMA

Yes, it was the last world in the Vega system not under their rule, according to the data Brainiac collected. When it arrived, the Psions had nearly dominated the planet, but Brainiac fought them off. While the Velorpians initially considered him a savior, Brainiac ended up destroying their planet. As such, Velorpians such as Bolok...

(MORE)

LUMA (CONT'D)

are testy towards anyone who has any connection to Brainiac, willingly or unwillingly.

SUPERMAN

I see. And the rest of the Vega System?

LUMA

Brainiac had the element of surprise at first. After destroying Velorpia and moving towards the other planets, the Psions fought him to a standstill with their advanced technology. No doubt after it studies your Kryptonian Technology, it will make a return to Vega to gain all the knowledge contained therein.

SUPERMAN

(Sarcastically)

Fantastic.

The gang break their huddle, walking towards them.

SUPERMAN (CONT'D)

Are we near the location yet? I don't like the fact they're still following us.

LUMA

As I said, don't worry, they won't--

Bolok and his group rush towards them. Bolok tackles Superman, while one member grabs the A.P.P. from Luma. The rest of them circle her and grasps each other's hands.

Superman gets up from the ground. Luma tries to break out of the circle with a gang member blocking her at every turn.

BOLOK

(To Luma)

Don't worry, we're not out to hurt you. My boys are just going to keep you confined so you can't call the Destroyer on your toy.

(To Superman)

But you and me? We're gonna get physical.

Superman creaks his neck and scowls.

SUPERMAN

Look, I don't have time for this  
crap. I'm out to save my world,  
while also freeing this and all the  
other cities from your 'Destroyer'.

BOLOK

Dat's all well and good, 'Supes',  
but if dere's one thing Bolok  
craves more than that android's  
destruction, it's a good fight. And  
Bolok's seen your exploits on the  
network. You might just be man  
enough to take the mighty Bolok  
down in a fight, which no one else  
in this misbegotten city can do.  
Ain't dat right boys?

The gang-members holler loudly.

SUPERMAN

I'm not looking for a brawl and I'm  
not interested in your macho game.  
Let my friend go and we'll be on  
our way.

BOLOK

(Screaming)  
Fight!

Bolok throws a right cross that Superman dodges easily.  
Superman swiftly gives a left cross to Bolok's ribs. Bolok  
smiles. Superman's expression falls.

Bolok gives a quick and effortless beating to Superman.

LUMA

(Screaming)  
Stop it!

Bolok laughs. Bolok continues his assault, brutalizing  
Superman. A group of Velorpians flock around as he grabs  
Superman's head, slamming it into a wall.

SUPERMAN

(Screams)

The gathered Velorpians cheer. Luma watches on in shock.  
Bolok finishes his brutal assault on Superman, as his body  
hits the street... hard. Looking over to the crowd, Bolok  
roars in delight. He slams his fist into the wall, cracking  
it.

Superman struggles to get to his feet as Bolok circles him. The Velorpians cheer Bolok on. Bolok slams his foot down on Superman's spine.

SUPERMAN (CONT'D)

(Screams)

LUMA

(Frantic)

Stop it, stop it! If you cause his vitals to go red, the Destroyer will come down and mind-rip all of you!

BOLOK

Are you kidding? Bolok's 'eard all the great things dis guy can do and he ain't nothing! Dis 'Superman' is a joke! Bolok's the man! The main man! Bolok don't give a feetal's gizz what dat android might do, after dis, my name'll be a legend!

LUMA

But he's...

(Beat)

But he's the last of his kind.

BOLOK

Point being?

Superman weakly grabs Bolok by his leg. He lifts himself up.

SUPERMAN

(Weakly)

Point is, you won't be known as a legend. You'll be known as what you are, an overgrown bully.

Bolok kicks his leg; Superman falls to the ground.

BOLOK

You're just jealous Bolok's name will be more revered than your own.

SUPERMAN

(Weakly)

No. And you know why? Because you're not bright enough to realize you've been beating on an ordinary man this whole time. All the things you heard about? I can only do those under a yellow sun and Brainiac's filtering them out.

(MORE)

SUPERMAN (CONT'D)

So you didn't beat up a Superman,  
you just beat up a man.

The crowd stirs. Bolok's face fills with fear.

SUPERMAN (CONT'D)

I doubt I can make it to the one  
place that could've restored my  
power now. It would've allowed me  
to free everyone here from the  
'Destroyer'. Won't happen now,  
because of you. Not that you'd have  
the courage to face me even if I  
could, knowing the truth now...

BOLOK

(Angry)

The frag Bolok wouldn't! Bolok'll  
take you on no matter what!

SUPERMAN

No matter what, huh? I don't think  
you can.

BOLOK

Oh, Bolok not only can, but will.  
Bolok is personally going to haul  
your slurkbag of a body to wherever  
you're headed and then take you on!

Bolok grabs Superman, helping him up. Luma is stunned.

BOLOK (CONT'D)

(To his gang)

Let her go and give her back her  
tech.

The group is perplexed.

BOLOK (CONT'D)

(Screaming)

Now!

The group breaks apart, letting Luma out and giving back her  
A.P.P. She runs over to Superman.

BOLOK (CONT'D)

Let's go.

She grabs Superman and walks toward the Industrial District.

LUMA

(Whispering to Superman)

Impressive job.

Superman suppresses a laugh.

BOLOK

How much longer to the fraggin'  
location?

LUMA

Just a couple of more blocks.

INT. BRAINIAC'S SHIP - CONTROL ROOM - CONTINUOUS

Brainiac walks into the control room, gesturing his head which causes the Ship Function cable to come down and connect to the third dot.

Moving to his chair, Brainiac sits his hands on the arm rest, as his fingers of both hands break apart and slink into the various orifices of the chair. His eyes glow bright as various terminals within the control room begin to light up.

INT. WGBS HEADQUARTERS - WGBS NEWS STUDIO - CONTINUOUS

Lois, Jimmy and Morgan are currently standing behind the "WGBS Channel 9" news-desk, looking out towards the Green-Screen. All the equipment is turned off.

MORGAN

Although I know your talents lie in newspaper reporting Miss Lane, I do believe you have what it takes to be an investigative reporter for television.

LOIS

Thanks, but no thanks, Morgan. My best work is through my writing.

MORGAN

Ah. Still, if you decide to join our team, you will have your choice of positions. I know of many who would love to coach you, should you decide for a position in the studio.

LOIS

(Under her breath)  
I bet.

MORGAN

But let's move over to the  
production booths, as I'm sure  
they'd be of fascination for Mr. Ol-

-

The lights begin to flicker and all electronic items click on  
and off.

MORGAN (CONT'D)

What the devil?

EXT. METROPOLIS SKYLINE - AFTERNOON - CONTINUOUS

Brainiac's ship de-cloaks, casting a menacing shadow across  
the city. Citizens from all over the different boroughs look  
up to the sky in fear, amazement and at times, a combination  
of the two.

Something within the ship is causing all electronic equipment  
to go haywire. A device slinks down from the middle of the  
ship, causing an energy spire to form; which gets larger and  
larger, forming a cone shape.

People look up in awe, as it spreads out to every corner of  
Metropolis. In a panic, people rush to their cars or other  
modes of transport to escape. The energy cone expands to  
impact the ground in a perfect 360 degree circle, all around  
Metropolis.

The freeways that the energy cone touches are split in half.  
Mass chaos ensues.

But it is silenced when every means of communication turns on  
and broadcasts the face and/or voice of Brainiac, not just in  
Metropolis, but all over the world.

BRAINIAC

Greetings. I am called Brainiac, an  
android built by the people of Colu  
to catalogue and protect all  
knowledge in the universe. But to  
truly preserve knowledge, one must  
have control over it and be able to  
protect those who craft it at all  
times.

INT. WGBS HEADQUARTERS - WGBS NEWS STUDIO - CONTINUOUS

Brainiac is on every television monitor and every video-  
camera screen, with any and all radio's broadcasting his  
voice. Lois is amazed.

BRAINIAC

As of yesterday afternoon, I have downloaded all knowledge and information from this planet. Thus, my first function is fulfilled.

LOIS

(Softly)

Is this what Clark...?

Morgan is visibly shocked, although tries to hide it.

MORGAN

(Under his breath)

Him again?

BRAINIAC

Unfortunately, it is beyond my capabilities to protect an entire world.

JIMMY

What's he talking about?

LOIS

Quiet, Jimmy!

BRAINIAC

But what I can do is protect a small segment of the population, which in turn continues to create new knowledge. To that end, I have chosen Metropolis. For those of you within the city limits, you are now safe. This dome shall ultimately miniaturize your city, which shall join my bottled city of Kandor.

Lois and Jimmy look towards each other in disbelief, as the image on the screens changes to show Brainiac's ship and the energy cone it is projecting over Metropolis.

EXT. METROPOLIS & THE WORLD - CONTINUOUS

The citizens of Metropolis, and the world, gather around each other. They all share the same sense of dread.

BRAINIAC (V.O.)

To those outside of Metropolis, you and your world shall be destroyed before nightfall.

Panic rips through the streets across the globe.



BRAINIAC (V.O.)

It is not out of spite or malice. Rather, through my travels, I have learned the importance of cataloging the last few precious moments of a world before it is destroyed. The alliances forged to prevent catastrophe, the truths that are admitted before death and the emotional outbursts from denial of impending doom are things that might not otherwise be categorized or captured. There is nothing as regrettable as missing such bits of unknown information. It is logical, then, rather than potentially missing such a historic information creating event in the future, I shall induce it now to gain said knowledge.

INT. WGBS HEADQUARTERS - WGBS NEWS STUDIO - CONTINUOUS

BRAINIAC

So I urge all of you, though a few will no doubt toil on useless endeavors to stop me, to take these last few precious hours to connect with all those you care about. It will create such fascinating data.

Everything shuts off.

JIMMY

I-I guess we're gonna head home to say our good-byes now, huh?

LOIS

Maybe you will, Jimmy, but I'm not. That 'Brainiac' made no mention of Superman, so I'm not giving up hope just yet. I'm going out and getting the story of how Superman saves Metropolis. Are you?

JIMMY

Uh, yeah! Sure, sure I am!

Jimmy and Lois run to the nearest exit.

MORGAN

(Shouting)

Is this story for the Daily Planet  
or for me?

LOIS

I'll give you an answer tomorrow,  
Morgan!

Morgan walks over to the newsdesk and takes a seat.

MORGAN

If there is a tomorrow.

INT. KANDOR'S VELORPIAN INDUSTRIAL DISTRICT - CONTINUOUS

Luma, Superman and Bolok reach a desolate area.

LUMA

We can stop here. The magnetic  
interference of the factories will  
mask our entry into Kandor.

Luma lets go of Superman to work on her A.P.P.

SUPERMAN

But aren't we?

LUMA

Brainiac calls the bottle Kandor,  
but it's the name of the Coluan  
city which became its first  
inhabitant.

Luma presses a button, which opens up a glowing doorway.

BOLOK

Always wanted to go to Kandor and  
kill some Coluans.

SUPERMAN

If you so much as spit at one,  
you'll regret it.

BOLOK

Not like you could do anything to  
me at the moment. Bolok'll help you  
regain your powers, then it's our  
rematch... anything after dat is  
nonna your fraggin' business.

Luma grabs Superman's arm.

LUMA

Let's go.

They walk through the door.

EXT. KANDOR'S COLUAN DISTRICT - CONTINUOUS

In an absolutely beautiful city, with the largest buildings resembling silver spires glittering in the sky, Superman, Luma and Bolok emerge through the glowing doorway. There is barely anyone on the street.

A Coluan Teen sits on what appears to be a park bench. The teen hits a button on his belt, entering into a doorway. Bolok grimaces.

BOLOK

Bah. Look at these buildings! How can they stand to live like this...

(Beat)

It's ugly. And where's all the fraggin' people?

LUMA

You're about to find out.

A glowing door opens, moving forward to sweep them in.

INT. BRAINIAC'S SHIP - CONTROL ROOM - CONTINUOUS

Brainiac sits connected to his chair and the Ship Functions cable, as a holographic screen forms in front of him. Two squadrons of fighter jets are shown headed his direction.

Brainiac smirks as the Weapons Control cable slinks down and connects to the second dot on his forehead.

BRAINIAC

Hm. Typical futile gesture.

EXT. METROPOLIS SKYLINE - CONTINUOUS

The Squadron of Fighter Jets close in on Brainiac's ship. Brainiac's ship opens ports all around its body and 14 cables slink out.

The SQUADRON LEADER, flying Python 21, notices this.

SQUADRON LEADER

What the hell is that?

COMMAND CENTER (V.O.)  
What do you see?

SQUADRON LEADER  
I-I think it's bringing out its  
weapons.

COMMAND CENTER (V.O.)  
Gentlemen, proceed to blow it out  
of the sky.

SQUADRON LEADER  
Understood.

Both sets of squadrons fire missiles towards the alien craft. The cables fire energy-beams which vaporize the missiles before they reach the ship.

SQUADRON LEADER (CONT'D)  
Good lord, it just--

The cables position themselves and fire on all the Fighter Jets. The beams strike the fighters. Some pilots are able to eject, barely avoiding the blast, but others aren't so lucky.

In a matter of seconds, the skies are clear once more. The cables retract back into the ship.

INT. BRAINIAC'S SHIP - CONTROL ROOM - CONTINUOUS

Brainiac looks at his holograph screen to see that no jets remain.

BRAINIAC  
Pity. I wonder what other nuisances  
these beings will throw my way...

INT. VRIL DOX'S LABORATORY - SAME TIME

A doorway opens into a laboratory styled very similar to the interior of Brainiac's ship, depositing Bolok, Superman and Luma.

The room is expansive, with various amazingly advanced computer consoles strewn about, a booth in one corner of the room, amidst other technological marvels and a few chairs. There are panels in the ceiling that emit a tinted light.

Also within the room are two Coluans, an older female with black hair named LYRL DOX and a teenager with blonde hair named PRAN DOX, who lie on examining tables that extend from the wall.

Equipment is hooked to them, monitoring their life signs.

There is a door on the left side of the room. Bolok is threatened by the sudden change, instantly scowling and poised to attack.

BOLOK

Where are we?! Where!?!

LUMA

Easy, Bolok, we're right where we need to be.

The door slides open and a silhouette of a man appears in the door-frame.

VRIL

You always manage to bring something surprising with you every time you visit.

Through the door walks VRIL DOX, a man who is nearly the splitting image of Brainiac, with a full head of blond hair.

VRIL (CONT'D)

I would surmise that since that is a Velorpian, this is not a typical visit.

LUMA

(Hesitant)

Correct.

Superman looks at Vril, who is staring at Luma, somewhat longingly; while Luma in turn is glancing towards Superman with a bit of a shameful look.

VRIL

Very well. And this is?

LUMA

Kal-El, though he prefers to be called Superman. He's--

VRIL

No need to continue, the surname is revealing. We were under the assumption that Krypton and all its inhabitants were obliterated ages ago.

SUPERMAN

They were. I'm the only known survivor and I live on the planet Earth.

VRIL

Luma only comes here for information gathering or... other matters. I am Vrill Dox. Former chief scientist of the Planet Colu. What do you desire from me?

Superman shrugs his shoulder and Luma lets go. Superman slowly walks to Vrill.

SUPERMAN

My kind gets enhanced abilities under the light of a yellow sun, such as flight, enhanced strength, enhanced durability and various extra-sensory abilities. But, Brainiac's energy field around me filters it out so I only receive the energy of a red sun. If you can alter it so I can receive yellow solar energy again, I can escape from Kandor and put a stop to his murderous quest.

VRIL

An interesting proposition. I surmise that this 'Brainiac' you refer to is my construct.

BOLOK

(Whispering to himself)  
Dis is the creator of the Destroyer? He'll die right after you.

Superman shoots Bolok a dirty look. Vrill ignores Bolok.

VRIL

I'm afraid you shall not find salvation here. My apologies to you and to Luma.

Superman is shocked. Bolok rolls his eyes.

BOLOK

Bolok can't believe dis bastich! Came all this way and he won't help?

(MORE)

BOLOK (CONT'D)

(To Superman)

How will we settle our score now?

SUPERMAN

Shut up, Bolok!

(To Vril)

Please, you have to believe me, I might be my planet's only hope.

Vril shakes his head.

VRIL

Hope? I am sorry, Kal-El, but I am not a man of hope. I am a man of science. Of logic. And logic dictates that despite your astounding physical abilities, Brainiac has the superior tactical advantage. It no doubt has a DNA scan of you. It undoubtedly knows your strengths, your weaknesses, your physiological tics and psychological habits from absorption of Earth Media. Simply put: It will be able to anticipate anything you do, before you do it and have safe-guards in place to neutralize you before you can enact whatever plan you believe will save your 'Earth'.

Superman is defiant.

SUPERMAN

No disrespect, Vril, but Brainiac is nothing more than a computer program. And no piece of technology is infallible.

VRIL

In that aspect, you are correct, Kryptonian. Technology, by its nature, is fallible. But 'Brainiac' is not like other forms of 'technology'. 'Brainiac' was our greatest creation, a being of 12th level intellect, able to make leaps of cognitive intuition and form new belief structures in response to new stimuli. The problem you face is that you can't confuse it or deal with flaws in its programming. It not only learns but makes intellectual breakthroughs.

SUPERMAN

Vril, my race went extinct because they were so arrogant that they thought nothing could befall them. I've been on the brunt end of Brainiac's ploys, but that does not mean it's infallible.

VRIL

Does it? Hmph. Perhaps this will change your mind.

Vril walks over to the two comatose bodies.

VRIL (CONT'D)

Should you manage to escape and confront 'Brainiac' again, this shall be your fate if you lose.

Superman walks towards them.

SUPERMAN

Who are they?

VRIL

(Choking up)

They-- they were my wife Lyrl and son Pran. After Kandor was shrunken, they and a few others tried to hack into 'Brainiac' and change its programming. It sent enforcers down, which then proceeded to destroy the minds of all involved. Now it routinely sends drones to extract seed from the comatose males and impregnate the comatose females, as well any willing Coluans to continue our race. This is what 'Brainiac' does to dissidents.

Vril brushes his hand against Pran's brow, trying to remain calm.

VRIL (CONT'D)

(Slightly emotional)

He-he has children he doesn't even know. That will be your fate should you continue on your foolhardy quest.

Superman's eyes look down to the floor, as his face saddens.



SUPERMAN

Vril, I... I'm sorry. I can't begin to imagine what it's like to... loose people you care about in that way. They may not have succeeded, but they at least tried to rectify their situation. Isn't that a noble gesture worth repeating?

Vril motions over to his wife, full of grief.

VRIL

(Softly)

No. I'd rather have them back.

SUPERMAN

On my planet there's a saying. "Evil triumphs when good men do nothing". I know this happens elsewhere in Kandor... and isn't it worth trying to ensure what happened to your family doesn't happen to anyone again?

Vril stands motionless.

SUPERMAN (CONT'D)

You can't tell me that you don't want things to change. That you're happy like this. I can see your grief but where's your anger at what Brainiac's done?

Vril turns around, pissed. He rushes towards Superman, who doesn't budge. Bolok is smiling.

VRIL

(Yelling)

Don't dare lecture me, Kryptonian! I am responsible for the deaths of trillions! If not for me, those closest to my heart would not be brain-dead! It has sullied the Coluan name for eternity and has perverted our way of life.

BOLOK

Frag yeah, this is more like it!

VRIL

When I built my construct, it was merely to gain knowledge. And for years, it did so. Then it came upon a planet called Vraxis.

(MORE)

VRIL (CONT'D)

Upon making contact and gathering data, Brainiac learned that its core was unstable and set to explode. Despite its efforts to save the planet, Brainiac failed. With the ship a safe distance away, Brainiac sat back to experience the planet Vraxxis die a horrible death. But in that moment of destruction, Brainiac made a realization: The knowledge he possessed of that planet was sacred and final. Thus, it came back to Colu in order to 'preserve' us and make our knowledge more sacred... then continued its bloody sojourn throughout the universe. And in doing so, destroyed not only our race and our name, but our culture.

Vril looks back at his family.

VRIL (CONT'D)

(Sad)

We value intellect. If brain-death occurs, we let the body pass on, because it's considered sacrilege that a body possesses no mind. They cannot create, they cannot innovate... their soul is gone, the body is lifeless.

Vril walks back over and grabs his wife's hand.

VRIL (CONT'D)

But Brainiac perverts it. Keeping subjects alive just to breed. For many of us, our bonds last until death. So we are never free to find someone new...

Vril's eyes quickly dart to Luma.

VRIL (CONT'D)

While we are helpless to watch our loved ones further perverted to 'continue' our race.

Vril turns his head to scowl at Superman.

VRIL (CONT'D)

So I am well aware of my anger towards my own creation.

(MORE)

VRIL (CONT'D)

But would you really risk Bolok,  
Luma, and I for your wants? Are you  
truly prepared for the risk?

SUPERMAN

I don't presume to speak for them,  
although they brought me here  
knowing the risks. As for myself,  
even if it risks brain death, I  
have to do it.

Vril turns his head back to stare at his wife and then at his  
son.

VRIL

What is your plan then. Perhaps  
that, instead of bravado, will sway  
me.

Superman takes a breath of relief.

SUPERMAN

Brainiac thinks he's downloaded all  
the information from my Fortress,  
but he missed an important piece I  
kept apart from all my other  
records. My father discovered a  
dimension adjacent to ours, which  
he dubbed the Phantom Zone. Krypton  
used it as a prison, since people  
sentenced into it are unable to  
harm themselves or anyone else,  
existing in a phantom-like state.  
Once in the zone, it is impossible  
to escape unless you are called  
back.

Vril moves towards Superman.

VRIL

Interesting, but I fail to see--

SUPERMAN

Please. The transport method to the  
Zone is a crystal shard that  
absorbs you in this dimension and  
as it travels through space,  
absorbs energy from the Zone and  
ultimately merges with it. Before  
Brainiac sent me here, I made two  
Phantom Zone Projectors. One for  
Brainiac in case he turned hostile  
and one for myself in case I got  
captured.

(MORE)

## SUPERMAN (CONT'D)

They were both in my costume which he stripped me of. But, knowing things are stored under Kandor's City Square, I can easily get them if my powers become restored.

Vril's eyes light up.

## VRIL

So you plan on sentencing yourself to this 'Zone' to escape Kandor?

## SUPERMAN

My father couldn't find anything that could keep a Phantom Shard away from someone being projected into the Zone. By its nature, it can cross dimensions, so I know it'll work.

## VRIL

And then?

## SUPERMAN

Once I'm free, I'll save my world from being destroyed, as well as sentence Brainiac to the Zone. That way we can be assured it won't be coming back.

## VRIL

That... that might actually work. If it has no idea of the technology, it might not be able to properly form a counter-strategy in time. But, how will you know to exit? You said you had to be called back...

## SUPERMAN

That's... the tricky part. Part of the nature of the transport module is that you can peer back into 'reality' but not interact with it. So I would be able to view into the outside world to see when I have left Kandor's tesseract dimension and back into true Outer Space. And theoretically, the Transport Crystal can be broken if one were to use the Sentencing Crystal while inside it.

VRIL

But what if you're wrong?

SUPERMAN

The worst that could happen is that somehow, trying to break it kills me... or it won't break and I'll be sentenced to the Phantom Zone.

BOLOK

Dat's only if you survive Bolok.

Luma is shocked to hear the risks.

LUMA

Are you sure there's not another way?

SUPERMAN

There's no time to be sure. This is the only thing I know will pierce the dimensional barriers of this tesseract and get me back home. Trust me, I'm not looking forward to it, as the whole process was described as an eternal living death... but it has to be done.

Superman steps forward, putting his hand on Vrill's shoulder.

SUPERMAN (CONT'D)

Will you help me, Vrill?

Vrill smiles.

VRIL

I believe I will.

EXT. DAILY PLANET - HELIPAD - SAME TIME

On a Helipad at the back of the Daily Planet building, Lois enters a Helicopter's pilot seat, with Jimmy Olsen taking the passengers seat. The propellers spring to action.

JIMMY

Lois, are you sure this is safe?

LOIS

Don't fret, you're talking to an military brat. I know how to fly one of these blind-folded, when Perry lets me.

JIMMY

There's that, but it's more the fact that the dome seems to be made of solid energy and if we crash into it...

LOIS

I know what I'm doing. I won't fly us into the field.

JIMMY

But what if we get too close and that ship decides to...

LOIS

Look, if you're just going to be scared, someone else can take the Pulitzer Prize winning photos of this thing up close and personal.

JIMMY

(Nervous)

I'm not scared, I'm just being cautious. Clark says I should be cautious more often...

LOIS

(Softly)

Yeah.

The Helicopter lifts into the sky, towards the center of the energy dome.

INT. VRIL DOX'S LABORATORY - CONTINUOUS

Vril sits at a computer console, in which a panoramic holograph screen appears down near his waist, which is in reality a 1,000 keyed keyboard. He types on it, causing an examining table to extend from the wall.

VRIL

If you would please lie on the table.

Superman does. A slot opens on the wall above him which brings out a scanning device.

VRIL (CONT'D)

Need you to stay as still as possible while the scan is in progress.

Luma brings over a chair as the scanner turns on and energy waves bathe the Man of Steel. Vrill quickly taps his keyboard as data rushes in on his screens. Bolok is pacing around bored as hell, eyeing Superman all the same.

SUPERMAN

So, if you don't mind me asking,  
how did you find this place?

LUMA

By accident. I was doing census  
work in the Velorpien District when  
I saw patterns I could hack.

Superman smiles.

SUPERMAN

You don't look like a hacker.

LUMA

Well, I'm a historian by nature and  
my cataloging skills are what  
attracted Brainiac's interest in me  
in the first place. I'm not one who  
let's a little bit of code keep me  
from new information.

SUPERMAN

Heh. You remind me of someone I  
know.

LUMA

Who is that?

Superman grows silent. Luma's gaze never leaves him.

SUPERMAN

Uh, so, how did you find Vrill?

Luma's eyes drift to the side.

LUMA

He found me. When I warped to the  
street, he warped me in here,  
curious that someone had found  
Kandor. I've returned to get more  
data and information over the years  
and to bring information to him.

SUPERMAN

He's a good man.

LUMA

You're a good man.

Their eyes lock. The scanner stops and recedes back into the wall.

VRIL  
You can stand now.

Superman stands and turns towards Vrill; his eyes glance briefly towards Luma.

SUPERMAN  
Anything promising?

Vrill turns around in his chair, the holographic keyboard swinging around with him.

VRIL  
I believe I can not only alter the programming of the field to allow it to filter in the yellow spectrum, but I should be able to scramble Brainiac's connection long enough so he can't automatically change it back. I would advise, though, that if it does work, you don't waste any time.

BOLOK  
Yeah, baby! It's go time!

SUPERMAN  
(To Vrill)  
Thank you.

VRIL  
Let me put in the calculations to create the ray we need, then we can proceed.

Vrill moves to another computer; the holographic keyboard follows him. Superman turns to Luma, who is sullen. She grabs him by the hand and pulls him away from Bolok and Vrill.

LUMA  
Please, don't do this.

SUPERMAN  
I'm sorry, Luma, but I have to.

LUMA  
I... I don't want you to go. I understand the desire to save your home, but should you fail--

Luma brushes her hand against Superman's spit-curl.



LUMA (CONT'D)

The universe would be a colder place without you.

SUPERMAN

Luma, I--

LUMA

It won't kill you, I know. But... that should not be your fate. Nor the fate of the society that crafted such a beautiful and compassionate being as its last gift.

They stare deeply at each other. Superman is tense.

LUMA (CONT'D)

I know, it's selfish. I know we've only known each other for a few brief hours. But I--

She moves forward and kisses Superman unexpectedly and passionately. He's shocked but ultimately embraces it. Vrill catches it out of the corner of his eye and closes them. Bolok grins.

LUMA (CONT'D)

(Emotional)

I-I can't explain why I feel like this. Don't go, Kal-El. Just... stay with me.

Luma lays her head on his chest, her eyes closed, trying to hold back tears. Superman looks down on her, speechless. He starts to brush her hair with his hand.

SUPERMAN

There... there's nothing more I'd like than to be able to stay here. Not to have powers; not to be burdened with responsibility.

Superman brings his hand down and brushes it against Luma's cheek, which she relishes.

SUPERMAN (CONT'D)

To be here with you. To start a new life.

Superman gulps and shakes his head sadly.

SUPERMAN (CONT'D)

But I can't. Because even if no one knew I chose to stay here, I would always know. And I could never live with myself, knowing I chose my life over billions of others.

He kisses Luma on the forehead.

SUPERMAN (CONT'D)

Have faith.

Superman moves away; Luma reaches out to him.

LUMA

Tell me... who do I remind you of?

Superman stops and smiles towards Luma.

SUPERMAN

Her name is Lois. You're a lot like her, you know. On the lookout for knowledge, intelligent, daring. Someone I care for.

Vril swivels in his chair, gesturing to the corner.

VRIL

Kal-El, if you would please stand here.

Superman moves, as Vril pushes a button on his keyboard. A plate in the ceiling slides open and a sleek device slides down.

VRIL (CONT'D)

Once again, I'll need you to be still.

SUPERMAN

Okay. Let's start.

VRIL

Let's see if my calculations are correct...

Vril activates the device, which lights up and an energy beam envelops Superman.

A few moments pass. The beam recedes and Superman stands there, still bruised and battered from the previous fight with Bolok. Superman feels his face to confirm.

SUPERMAN

It... it didn't work?

VRIL

Don't fret, there's no solar energy  
for you to absorb in this room.

Vril pushes a button on his keyboard and the lights in the room turn yellow.

Suddenly, Superman's face starts to heal and his entire body just seems to light up from the exposure to yellow sunlight. He clenches his fist and easily floats off of the ground... Superman is back. Bolok's face lights up.

BOLOK

Yes, this is truly the fraggin'  
real deal. Let's go.

SUPERMAN

All right. Take your best shot,  
Bolok.

Bolok charges and punches Superman straight in the face. Bolok's hand is hurt but Superman is unfazed.

BOLOK

(Shocked)

Wh-what?! How can dis be? Bolok's  
the main man! No one can top me.

Bolok throws a punch with his other hand to Superman's chest, hurting that hand in the process. Superman shakes his head.

BOLOK (CONT'D)

(Furious)

No! Bolok ain't gonna lose to a  
wimpy boyscout like you! Never!

Superman gently exhales, causing a gust of wind that blows Bolok off of his feet and into the wall. Bolok tries to rise back up from the ground, but slumps over, unconscious.

SUPERMAN

I suggest you learn to live with  
disappointment.

Superman turns to Vril.

SUPERMAN (CONT'D)

Open a door for me, please. It's  
time I get to work.

Vril opens an energy door which envelops the Man of Steel. Luma looks towards Superman as he disappears, with a look of hope and fear.

VRIL  
Good luck to you, Kal-El.

EXT. KANDOR'S COLUAN DISTRICT - CONTINUOUS

Superman appears on the street, to which two or three Coluans notice. Superman looks up and blasts off into the sky!

EXT. KANDOR SKYLINE - CONTINUOUS

Superman flies through the air at an incredible speed, as he scours the white emptiness to reach Kandor Square. He catches a glimpse of the Velorpien District which he flies over and a few brief moments after that, he sees the connected cities and Kandor Square.

INT. BRAINIAC'S SHIP - CONTROL ROOM - SAME TIME

The Holograph Screen suddenly bursts a warning that an energy field malfunction has occurred for Kandor Citizen designate Kal-El. Brainiac nearly jumps out of his chair, despite being wired into it.

BRAINIAC  
(Shocked)  
How can that be possible?!

A second holograph screen appears, showing a video feed from the Bottled City of Superman streaking through the air. A map showing his position is in the upper-right hand corner.

EXT. KANDOR SQUARE - CONTINUOUS

Superman lands with a loud bang on the ground, quickly scanning with his X-Ray vision to see if he can locate the precise location of his costume; finding a vast treasure trove of items and clothing beneath the square.

Superman finds what he's looking for. People rush forward.

SUPERMAN  
Please, stay back, don't want  
anyone getting hurt.

In the vast whiteness, the face of Brainiac appears.

BRAINIAC

I'm not sure how you circumvented my safe-guards, but if you stop what you are doing, I will not take any drastic actions against you.

SUPERMAN

Sorry Brainiac, but I can't do that.

Superman spins like a top, burrowing into the storage area.

INT. KANDOR SQUARE - CONTINUOUS

Superman makes a beeline for his costume and in a flurry of motion, has it on once again. A holograph field appears. Brainiac glares.

BRAINIAC

One last chance, Kryptonian. Stop this and let me repair the energy field.

Superman opens his belt-buckle and takes out one of the Crystal shards, quickly grabbing the Sentencing Crystal from behind his back.

SUPERMAN

There is only one thing I have to say to that.

Superman throws the shard down and tilts the Sentencing Crystal slightly, which glows. This creates the Kryptonian Rings of Judgement, which are rotating circles that surround Superman and prevent him from moving.

SUPERMAN (CONT'D)

I sentence myself to the Phantom Zone.

The Sentencing Crystal lights up.

INT. BRAINIAC'S SHIP - CONTROL ROOM - CONTINUOUS

Brainiac's sensors on the holograph screen go crazy.

BRAINIAC

What is this?!?

EXT. METROPOLIS SKYLINE - CONTINUOUS

The Phantom Zone Crystal appears from Outer Space, heading towards Brainiac's ship. The cable weapons emerge again, firing at the Phantom Zone Crystal to no effect.

It immediately phases through Brainiac's ship, as if it weren't there at all.

INT. BRAINIAC'S SHIP - CONTINUOUS

The Phantom Zone Crystal phases through walls, until it enters the Kandor Control Center room, shrinking in size as it approaches the bottle and phases into it.

INT. KANDOR SQUARE - CONTINUOUS

The Phantom Zone Crystal phases through the ceiling and strikes Superman, sucking him into the Crystal. It arches up back through the ceiling and phases through.

INT. BRAINIAC'S SHIP - CONTROL ROOM - CONTINUOUS

The sensors continue to go wild on Brainiac's Holograph Screen, as Superman's vital signs flat-line and his positioning signal disappears.

BRAINIAC

(Angry)

No, no, no!

INT. BRAINIAC'S SHIP - KANDOR CONTROL CENTER - CONTINUOUS

The Phantom Zone Crystal materializes out from the Bottle of Kandor, growing larger until it disappears through the ceiling.

As it grows and flips over and over, Superman's image can be seen within, which alternates between him screaming, looking serene, and scared. He is clutching the Sentencing Crystal.

INT. PHANTOM ZONE CRYSTAL - CONTINUOUS

Superman is able to peer out and see it moving through Brainiac's ship. Superman spasms and screams again from the energies of the Phantom Zone that begin to absorb him. He squeezes the Sentencing Crystal tightly, causing it to crack.

Superman tries his best to fight through the pain and not reflexively crush the crystal. Another burst of energy comes and this has a pacifying effect on Superman, causing him to grow still and close his eyes.

INT. BRAINIAC'S SHIP - CONTROL ROOM - CONTINUOUS

Brainiac tries to search for the Phantom Zone Crystal but nothing shows up on his monitors.

BRAINIAC

(Frantic)

If that was a method of escape, it was not in any of the data I pulled from his Fortress. Must enact counter-strategy for when he returns.

Brainiac sits still for a moment.

BRAINIAC (CONT'D)

Patch in all communication from Metropolis.

Another holograph screen emerges, playing anything that can be picked up electronically. It sounds like gibberish with only bits and pieces of discernible sounds, until Brainiac hears a voice.

LOIS (V.O.)

Lois Lane to Air-Traffic Control, I have authorization to be here.

AIR TRAFFIC CONTROL OFFICER (V.O.)

Roger that, Miss Lane, but we are clearing the skies for a Military Team and Star Lab analysts to study the field.

BRAINIAC

Isolate that transmission and pinpoint location.

The other sounds and transmissions stop, with a 3-D map of Metropolis taking its place. It shows the Helicopter holding Lois and Jimmy, with its approximate position in the sky.

BRAINIAC (CONT'D)

Initiate drones.

## EXT. METROPOLIS SKYLINE - CONTINUOUS

Panels slide open in the bottom of Brainiac's ship, releasing four DRONES, robots that resemble the space probe, except having appendages at the end of the tentacles, ranging from rotating saws, syringes, lasers and clamps attached.

They pass through the energy dome and descend towards Lois' helicopter.

BRAINIAC (V.O.)  
Bring me the woman.

## INT. PHANTOM ZONE CRYSTAL - SAME TIME

Another energy burst hits Superman, causing him to scream and open his eyes. He's passing through the atmosphere of Earth. But his hand reflexively grips the Sentencing Crystal, nearly crushing it.

Superman struggles to bring up the Crystal, as the Transport Module has incredible gravity and tight quarters, when another energy burst comes in, causing him to relax.

Feeling himself slipping away, Superman grits his teeth and manages to fight through the euphoric feelings to position the crystal across his chest.

SUPERMAN  
(Weakly)  
R-release.

The Sentencing Crystal lights up.

## EXT. OUTER SPACE - CONTINUOUS

The Phantom Zone Crystal shatters into a million pieces, releasing Superman... who floats in space on his back, silent and still with the Sentencing Crystal beside him.

## EXT. METROPOLIS SKYLINE - CONTINUOUS

Jimmy accidentally takes a picture of the incoming drones through his camera lens. He lowers the camera.

JIMMY  
(Frightened)  
Uh, Lo-Lois? I-I think we need to leave.



LOIS  
Wait, what?

Lois turns her head and instantly shares Jimmy's dread.

LOIS (CONT'D)  
Hang on, Jimmy!

Lois dives with the helicopter, as the Drones swoop in. One attacks the back rotor and the main propellers with its tentacles, while the next two swoop on each side, trying to identify Lois. The final one keeps watch.

The two drones rip the doors off. Jimmy screams and tries to kick it away with his foot. The drone scans Jimmy, identifies him as non-essential. It flings him out of the Helicopter.

LOIS (CONT'D)  
(Screaming)  
Jimmy!

Her scream is short-lived, as the drone on her side grabs her. She gasps in shock.

EXT. OUTER SPACE - CONTINUOUS

Superman wearily opens his eyes, shaking his head. He rolls over, grabs the crystal and blasts towards Earth!

INT. BRAINIAC'S SHIP - CONTROL ROOM - CONTINUOUS

A notice appears on his holograph field, noting an object moving in at incredible speeds and then adds that it is a Kryptonian Lifeform.

BRAINIAC  
He's returned. But his speed...

EXT. METROPOLIS SKYLINE - CONTINUOUS

Bursting through the clouds is a red, blue and yellow blur, moving so fast that light is coalescing around him. Superman makes out the apparatus creating the energy dome. In a blink of an eye, he zooms and smashes through it!

A giant explosion takes place and the energy dome dissolves. The Citizens of Metropolis cheer at the sight of this.

Swooping around, Superman hears both Jimmy and Lois screaming. He rushes towards Jimmy.

Jimmy is plummeting to the ground, screaming his lungs out, when hands wrap around him and deposit him on a nearby rooftop.

Jimmy grabs his chest from shock and barely has time to see Superman's blur streaking back towards Lois and the Helicopter.

JIMMY

H-holy! Was that Superman?!

The drone on guard senses Superman and sends an electronic alert to its fellows. Before it can react, Superman plows his fist into it, with his speed and power allowing him to literally punch it in half.

The drone on Jimmy's side receives a dose of heat-vision, melting it down. The drone holding onto the Helicopter reacts by swinging it like a club towards Superman. Superman deftly flies around the swing and punches the drone, demolishing it.

Superman manages to catch the Helicopter as the final drone drags Lois back towards Brainiac's ship. Superman slags it with heat-vision. Lois falls towards the ground screaming. She is caught by Superman.

SUPERMAN

What is it with you and  
Helicopters, Lois?

LOIS

Superman! Thank heavens.

EXT. METROPOLIS STREET - QUEENSLAND PARK BOROUGH - CONTINUOUS

Lois lays her head on his chest, as Superman deposits her and the Helicopter in the Queensland Park Borough, a quaint park area located down by the Hob's Bay. She is reluctant to let go, as he is, but she releases her grip.

Nearby citizens begin to crowd around them.

LOIS

Do you know about Clark?

SUPERMAN

He's fine. I told him to lie low, because of what happened at the docks. But do me a favor... get in touch with the Army and tell them not to fire on that ship. There are innocent people onboard.

LOIS

All right.  
(Beat)  
Superman...

SUPERMAN

I'm sorry, Lois, but I have to go  
now.

LOIS

Be careful.

SUPERMAN

I always am.

Superman zooms up but then darts towards the inner city.

INT. BRAINIAC'S SHIP - CONTROL ROOM - CONTINUOUS

Brainiac looks at the alien statistics and data.

BRAINIAC

What is your strategy, Kryptonian?

EXT. METROPOLIS SKYLINE - CONTINUOUS

A silver blur emerges from the New Troy area of Metropolis  
(where the Daily Planet is located), towards Brainiac's ship.  
As the blur is about to hit the ship, a doorway opens through  
which it flies through.

INT. BRAINIAC'S SHIP - CONTROL ROOM - CONTINUOUS

A new notice goes off in the Holograph Field, signaling a  
doorway creation.

BRAINIAC

(Stunned)

This... this is impossible!

INT. BRAINIAC'S SHIP - HALLWAY - CONTINUOUS

Superman swiftly flies through hallway after hallway, until  
he busts his way through a door...

INT. BRAINIAC'S SHIP - CONTROL ROOM - CONTINUOUS

Slamming into Brainiac, destroying the command chair and  
making a dent in Brainiac's body.

The cables attached to his head do not snap off, rather they follow him as Brainiac and Superman slam into a wall.

Brainiac instinctively kicks Superman off, re-forming his right hand into the laser weapon and fires a Kryptonite beam towards the Man of Steel.

Superman stands revealed in a full-body Radiation Suit as the beam strikes him. Superman thumps his chest.

SUPERMAN  
(Triumphantly)  
Lead.

Brainiac scowls, standing.

BRAINIAC  
That suit may protect you from  
Kryptonite, but not from this.

Brainiac tilts his head and all the lights tint red. Superman rushes forward and crushes Brainiac's right hand with his own, while stealthily shoving the Phantom Zone Projector crystal into Brainiac's neck with his left hand.

Brainiac responds by swatting away Superman's left hand with own, before head-butting Superman backwards. Superman tumbles back but recovers quickly. The dent in Brainiac's side fixes itself; his right hand regrowing as well.

BRAINIAC (CONT'D)  
It seems you seek to engage in  
barbaric behavior. Very well. I  
shall reciprocate and beat the  
solar energy out of you.

Brainiac activates his force-field, which protects the cables attached to his head as well. Brainiac rushes towards Superman and throws a right punch, which Superman catches.

Superman squeezes his fist to crush Brainiac's hand, but he finds he can't get past the force-field. Brainiac smirks. He grabs Superman and throws him through the right wall, into...

INT. BRAINIAC'S SHIP - INFORMATION SERVER ROOM - CONTINUOUS

Superman lands on the ground. The Radiation Suit is beginning to tear.

BRAINIAC  
That suit will not protect you for  
long.

Superman stands as Brainiac rushes him. They exchange blows, only for Superman to hurt himself against the force-field.

Brainiac gives a right cross that connects. Superman's head strikes one of the glowing orbs, causing the orb to splash into many tiny fragments only to instantly reform. Superman experiences flashes of alien information.

The vision includes moments ranging from the mundane to the intimate, also showing Brainiac inducing a super-nova. The ship warps away as the Sun's explosion destroys the planet and everything else in that particular galaxy.

Superman stumbles and nearly loses his balance from it. Brainiac notices. Brainiac moves forward, attacking Superman, knocking him towards another orb.

Superman's hand goes through the orb, causing it to splash and re-form, while Superman is hit with another rush of audio/visual information that he can't control.

Among the details of daily life, Superman sees Brainiac create a black hole, destroying all life on the planet.

Regaining his composure; Superman fires his heat-vision towards Brainiac's belt. It burns a hole through his mask but it's absorbed by Brainiac's force-field.

Brainiac once again unleashes an attack on Superman to put him in the path of a glowing orb.

Amongst the images is Brainiac detonating a bomb within the core of a planet, causing it to rip itself apart with explosions throughout the crust of the world.

Brainiac tackles Superman to the ground, slamming punch after punch into Superman's face. It rips the mask he was wearing to shreds, bloodying him up. Superman is still reeling from all the sensory information and Brainiac's assault.

Brainiac grabs Superman and flings him up towards the ceiling, as his body rips through various orbs.

SUPERMAN  
(Scream)

All the public, private and emotional images of a dozen alien races flash before him, as well as the horrific images of death and destruction of each planet Brainiac's touched. Superman smacks the ceiling and falls back down.

His body crashes through a batch of orbs, one of which is the orb containing Earth's knowledge.

The mix of various alien imagery mixed with Earth images, coupled with his beating at the hands of Brainiac, seem to finally have taken their toll.

As Superman's body slams face-first down on the floor, the final image is Lois before he closes his eyes. Brainiac stands still for a moment.

Walking over, his eyes turn over into defensive mode and the energy signature of Superman is very weak. Brainiac kicks Superman right-side up. Superman is bloody and does not seem to be feigning unconsciousness.

Brainiac turns off his force-field, transforming his hand into a variation of the energy dome/shrinking device. As it powers up, Superman opens his eyes, which are bright red.

He quickly melts both hands and in one gesture of his head, Superman cuts the cables Brainiac is connected to in half and then slices Brainiac in half at the waist.

BRAINIAC

Er-Error... this, this does not...

Brainiac lies on the floor. Wires and fluids flush out of Brainiac's damaged parts, either making skeletal structures (for his hands) or trying to reach toward his severed appendages (his legs).

Superman grabs Brainiac by the chest and holds him up.

SUPERMAN

Time to take you away from your toys.

Superman hums and subtly vibrates his body, opening up an energy door.

BRAINIAC

No! How could you have memorized and performed!?!?

Superman flies through the door.

EXT. METROPOLIS SKYLINE - CONTINUOUS

An energy doorway materializes on the side of Brainiac's ship, as Superman bursts through it at Super-Sonic speeds.

EXT. HOB'S BAY - CONTINUOUS

Superman and Brainiac slam into Hob's Bay. Superman rips the Radiation Suit apart, revealing his costume underneath. Brainiac's hands reform. He uses them to prop himself up.

The cables attached to his head pop off.

SUPERMAN

It's over, Brainiac.

BRAINIAC

Hmph. You can't defeat me, Superman. Not only can I regenerate any damage due to nano-technology, but I am the main server which houses all the knowledge in those orbs. If I am deactivated, all that knowledge will be lost forever. I may only be an android, but you won't destroy those precious files of knowledge.

Brainiac's hand turns back into the Kryptonite laser.

SUPERMAN

You're right; I can't do that. But that doesn't mean I will let you run free committing genocide either.

Brainiac's legs have almost reformed and he's trying to stand. The crowd stirs, nervously.

BRAINIAC

(Yelling)

It is not genocide; it is untapped knowledge!

Brainiac throws his hand forward to zap Superman, who whips into the sky. Brainiac scans the skies, his legs solidifying fully. Out of a corner of Brainiac's eye, he catches an energy signature.

Brainiac's eyes focus in, seeing it is Superman's heat-vision. Superman flies forward and fires, as Brainiac turns on his force-field. As it closes over Brainiac's hands, it nullifies the Kryptonite laser.

The force-field absorbs the blast.

Superman stops in mid-air. Brainiac shakes his head. Superman quickly brings the Sentencing Crystal from behind his back and activates it.

The crystal shard in Brainiac's neck begins to glow and the Kryptonian Rings of Judgement materialize around Brainiac.

BRAINIAC (CONT'D)

I-I can't move.

(Beat)

Wait.

Brainiac looks around to recognize the structure.

BRAINIAC (CONT'D)

You used this to escape Kandor.

What is this?

Superman floats down triumphantly.

SUPERMAN

Rings of Judgement, that bound you  
while I pronounce sentence.

BRAINIAC

I have done nothing wrong. I have  
fulfilled my programming parameters  
while ensuring I preserve all  
knowledge and the beings who create  
it.

SUPERMAN

You're insane.

BRAINIAC

Illogical. I am a computer program,  
Kal-El... I cannot be diagnosed  
with a human disorder. Your  
concepts of morality should not be  
imposed upon what I do.

SUPERMAN

Nothing more needs to be said then.  
I--

BRAINIAC

Wait. I must know, for knowledge's  
sake. Why wait to bind me in this  
form and not earlier?

SUPERMAN

You don't deserve to know Brainiac.

BRAINIAC

So be it. But you have not defeated  
me. I will find out how you did it.  
I will figure out why.

(MORE)



BRAINIAC (CONT'D)

Then, I shall escape. I will save you and this planet one day.

SUPERMAN

I doubt it. Still, if you do, I'll be waiting. But for now, I sentence you to the Phantom Zone.

The Sentencing Crystal lights up and a new Phantom Zone Crystal appears out of the sky, scooping up Brainiac. He remains expressionless within the crystal pane as it tumbles back skyward.

SUPERMAN (CONT'D)

It's over.

INT. BRAINIAC'S SHIP - CONTROL ROOM - LATER

Superman stands alongside Vril and Luma. The command chair is rebuilt, but this time styled for a humanoid. Vril and Luma are wearing translators on their collars.

SUPERMAN

Are you sure this is safe?

VRIL

Absolutely. Brainiac only has command when directly plugged in and he has no way of wirelessly tapping into it.

LUMA

You can trust Vril, if Brainiac had any control, we wouldn't have been able to hack into the ship's systems and bring us out of Kandor.

VRIL

If I may ask, why did you wait so long to bind Brainiac to the Phantom Zone?

Superman smirks. Creator and Creation are alike.

SUPERMAN

I was worried if I tried to send it to the Zone while still connected to the ship, Brainiac might get a counter-attack in. So decided removal was the best tactic.

VRIL

Wise.

SUPERMAN

But, while the Zone makes biological objects virtually immortal, I was worried that it might not be true of technology. Especially since I deduced it was the central hub of the information back when we first met, the last thing I wanted was for Brainiac to be destroyed in the transfer. But then I saw it had a force-field.

Vril rubs his chin in interest.

SUPERMAN (CONT'D)

The minute he turned that on I altered my plan, just so that I could have an extra bit of insurance. Made for a few harrowing moments, but well worth it. Now we know the knowledge is truly safe.

VRIL

Brilliant.

SUPERMAN

Not really.

(Beat)

What will you do now?

VRIL

I intend to travel the universe, populating each trapped city within a star-system and planet suitable for them. It will take many years, but it is a worthy undertaking.

SUPERMAN

It is indeed. What about all the information orbs?

VRIL

Don't worry. Once everyone gets settled on a new world, they'll get a copy of their information in order to rebuild. The ones stored on this ship will be locked away as to not be abused.

SUPERMAN

Don't fret, Vril, I trust you.

Awkward tension mounts as both men look to Luma.

LUMA

Bolok sends his regards.

SUPERMAN

Let me guess, it includes the words  
frag, bastich and hell, right?

VRIL

Correct.

Awkward silence. Superman turns towards Luma.

SUPERMAN

Can I talk to you in private?

VRIL

I have data to look over in the  
other room.

Vril heads to the Kandor Control Center Room.

SUPERMAN

Luma, I hope you--

LUMA

Please, don't. He's a good man and  
you are too. Unfortunately, it  
wasn't meant to be between us.

SUPERMAN

(Sullen)

You could... you could always stay  
here on Earth. I could acclimate  
you to Human society--

LUMA

No, Clark... I couldn't; no matter  
how much I want to. In the interim,  
I researched about your world and  
its solar system. For my kind, your  
sun's rays are poisonous to our  
bodies. And as I know, you can  
never leave your world behind. For  
this, they are blessed.

SUPERMAN

Vril's lucky to have you.

LUMA

For as I have another, I know you  
have another. Be well, Clark.

They kiss, long and tenderly. They break their kiss and  
Superman takes a few steps away, looking at her.

SUPERMAN

I'm glad that in its zeal to get me to procreate, Brainiac sent you as my guide.

LUMA

Me too.

Vril enters.

SUPERMAN

So long, Luma, Vril. May your journey be swift.

VRIL

Superman, before you leave, how did you manage to create an energy door without a console?

SUPERMAN

I noticed Brainiac was summoning doors based on a harmonic melody and vibrational signature. With the dense structure my powers give me and a fine memory of melodies, I was able to recreate the precise sound and rhythm of Brainiac.

VRIL

Amazing. I never should have doubted you.

SUPERMAN

In the end, Vril, we all make mistakes. It's what makes life interesting.

A holograph keyboard emerges around Vril, as he types in some commands and a glowing doorway appears. Superman salutes to them both, before floating out.

INT. LOIS LANE'S APARTMENT - LIVING ROOM - NIGHT

Lois sits at her Computer, writing. Her face is somewhat sullen. There's a knock on the door and she gets up. The person knocks again, frustrating Lois.

LOIS

Hang on a second, I'm coming!

She peeks through the peephole. Clark is trying to peer through. He's standing tall, although trying to act meek.

CLARK

Uh, hi, can I come in?

Lois unlocks her door fully and he enters.

LOIS

Clark! Where have you been?! We've all been worried sick about you.

CLARK

Uh, sorry about that. Superman felt it was best for me to lie low.

Lois stares at Clark.

LOIS

So you could tell me about Intergang's leadership but not about the fact that Superman, of all people, was going to hide you.

CLARK

Yes. See, he didn't want that to get around, because Brainiac was tapped into all forms of electronic information. Thought it was too dangerous to spread around.

LOIS

Uh-huh.

An awkward silence.

CLARK

Lois? Is something the matter?

Lois turns away slightly.

LOIS

No... nothing, Clark.

Clark moves closer to Lois.

CLARK

I'm... I'm sorry I didn't tell you the whole truth. Superman didn't tell me not to. I was just... afraid.

Lois turns and faces Clark. Their eyes lock and Lois sees the sincerity in his face. She moves closer.

LOIS  
 (Tenderly)  
 Clark. There's something you should  
 know.

They lean forward, as if to kiss. But Lois stops, turns away.

LOIS (CONT'D)  
 I... I'm going to go work for  
 Morgan Edge. I've already cleared  
 it with Perry, but to make it look  
 real, I am going to quit the Daily  
 Planet staff.

CLARK  
 (Shocked)  
 What?!

LOIS  
 I saw Morgan earlier today and I  
 heard things that made me  
 suspicious. But I'll never learn  
 more if I'm constantly on the  
 fringe of him. I need to be closer.

Disappointment shows on Clark's face.

CLARK  
 Oh. I... I see. W-we can still see  
 each other, though, right? I don't  
 think it would be suspicious...

LOIS  
 Don't worry Smallville, you won't  
 be rid of me that easy. I still  
 expect lunch dates and e-mails to  
 keep in touch. I don't want to miss  
 out on your lives...

Clark raises an eyebrow.

LOIS (CONT'D)  
 Your life.

Another moment between the two. She shuffles Clark out.

LOIS (CONT'D)  
 I'm sorry, Clark, but it's getting  
 late... and I need to finish this  
 article for Perry.

CLARK  
 All right Lois, I guess I'll, ah,  
 see you later.

She closes the door and then presses her back against it. Her eyes cast upward towards the ceiling, her face trembling.

EXT. LOIS LANE'S APARTMENT - HALLWAY - CONTINUOUS

Clark walks down the hallway for a moment, before stopping and pressing his back against the wall.

Clark mouths to himself "Oh no, I hope..." before going through a door to the stairway. He zooms up the stairs as the door closes.

INT. PETE & LANA'S HOUSE - MOMENTS LATER

PETER 'PETE' ROSS and LANA LANG ROSS sit on the couch watching TV, as a crib holds little LAURIE ROSS, a newborn with her Mother's hair color, beside them.

They sit contentedly until they hear a knock on the door.

PETE

Wonder who that could be at this late hour?

Pete opens the door without a care. Clark stands there, holding a sizable wrapped present. He's got his glasses on but stands with confidence.

CLARK

Sorry to bother you both at this hour, but, I decided it's about time for a vacation and long overdue for a visit.

PETE

Clark? Oh my god! Lana, look who's come to see us?!

Lana brightens up with a smile.

LANA

Oh, Clark, it's been so long!

CLARK

I know. I've been a louse that's hard to contact.

PETE

Never mind that Clark, come in man, and meet our daughter!

Pete taps the present.

PETE (CONT'D)  
And just who is that for?

CLARK  
I've unfortunately missed a lot of things, so there's something for everyone in here.

Pete closes the door.

LANA  
Oh, Clark you didn't have to...

PETE  
He didn't have to, but it's sure appreciated!

Clark genuinely laughs.

INT. LOIS LANE'S APARTMENT - CONTINUOUS

Lois sits at her computer desk, with a Word Document open. The title header reads: A SIMPLE PAIR OF GLASSES - AN EXPOSE BY LOIS LANE.

It reads: For years, he has lived amongst us. But there has been one question that remains about the god-like being that graces our skies and chooses to protect the world.

What does Superman do in-between the bomb threats, insane land schemes or any other emergency that he decides to lend a hand in? Some people assume he never rests; that he merely patrols Earth 24/7, never taking a moment to decompress or socialize.

Others believe he has a secret hideaway in some remote part of the world, or perhaps he rests in outer space, in some sort of solar sanctum. But I know the truth, our visitor hides in plain sight, behind a simple pair of glasses.

It's more than that to be sure; a consummate acting job, otherwise I would have realized it years ago. Our Superman does not hide in any inaccessible location, he hides in the Daily Planet newsroom. Superman is Clark Kent.

How do I know? How can I be sure? For those of you who aren't aware of Clark Kent, he is as unassuming as a human being can get. Meek, mild-mannered, and tends to blend in. The polar opposite to the radiant personality of Superman. Which is the point: what better disguise than something that is the polar opposite to what you are?



But facts, you're wondering to yourself, what are the facts? In the years I've known Clark, he has never once been seen in the presence of Superman. When questioned why he disappeared when Superman appears and reappears just as Superman's left, he usually cites health reasons or cowardice.

You may say that they're circumstantial. Except, if you study Clark Kent, you'll notice they have astoundingly familiar facial features. When he's not slouching, Clark is the exact same height as Superman. Roughly the same body feature, with the same hair and eye color.

But you may ask, why would someone go through such an elaborate ruse? Could it be a joke or some sort of game? Is Clark Kent Superman's view of humanity, that we are all weak and pitiful creatures that need to be saved? Why would he lie to us? Why would he lie to me?

The cursor flashes at the end of the sentence. A tear escapes from Lois' eye.

Lois highlights the entire document and deletes it. She leans back into her chair, looking over to her balcony.

EXT. PETE & LANA'S HOUSE - LATER

Clark exits, while Pete and Lana stand in the door-frame, with Laurie in Lana's arms. The house is a single one-story, nothing fancy, in a nice quaint neighborhood of Smallville.

PETE

So tomorrow is a go right? 11 a.m.  
at Mickey's Diner?

CLARK

Wouldn't miss it for the world.

The door closes. Clark casually strolls down the sidewalk... before he begins to run, open up his shirt and blast off into the sky!

EXT. OUTER SPACE - CONTINUOUS

Superman flies towards the side of the Moon and turns around to view his adopted home. He closes his eyes and smiles.

With that brief moment of silent reflection, Superman opens his eyes and blasts off towards Earth, because he wages a never-ending battle for truth, justice and the betterment of the world.

FADE TO BLACK.