300

by

Michael Gordon

based on the graphic novel 300 by Frank Miller

current revision by

Zachary Snyder & Kurt Johnstad

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INTERIM DRAFT

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FADE IN:

FLAME

Out of the blackness a flame flickers to life. Into this warm light, pair of old and calloused hands bring a baby.

DILIOS (V.O.)
When the boy was born, like all Spartans, he was inspected.

The newborn is roughly turned and handled like a piece of fruit.

DILIOS (V.O.)
If he had been small or puny or sickly or misshapen, he would have been discarded.

From an unseen window a wind extinguishes the candle plunging us into darkness.

DILIOS (V.O.)
From the time he could stand he was baptized in the fire of combat.

A boy of three fights his father in mock battle with his mother looking on. They duel with wooden swords, but this is not a game. The boy's father knocks the sword out of the boy's hand with force, then pushes him to the ground. The boy grits his teeth, scrambles in the dusty ground for his sword, then rises ready to fight, his eyes wide and intense.

DILIOS (V.O.)
Taught never to retreat, never to surrender... Taught that death on the battlefield in service to Sparta was the greatest glory he could achieve in his life.

The boy, now five, watches his father as he passes his hand across a three-foot bronze shield. His fingers gently tracing the dents and scars in the hammered metal.

DILIOS (V.O.)
At age 7, as is customary in Sparta, the boy was taken from his mother and plunged into a world of violence.

A woman cries, held by two other women. She weeps uncontrollably as her son is led away. Her body heaving as she watches him go.

EXT. SPARTAN COURTYARD - DAY

A Spartan boy of maybe eight is beaten by another boy of the same age.

DILIOS (V.O.)
Manufactured by 300 years of Spartan warrior society to create the finest soldiers the world has ever known, the Agoge, as it is called, forces the boy to fight...

Time slows: Blood sprays from his mouth as he is struck again and again and again.

DILIOS (V.O.)
Starves them, forces them to steal and if necessary, to kill.

The boy stands out of breath, his body gleaming with sweat. Blood drips from his fists.

EXT. SPARTAN COURTYARD - DAY

A boy of eleven is tied at the wrists. His face pressed against a column as a handful of muscular, grim-faced soldiers watch. His back already bleeding as he is whipped again. His face is stone, emotionless.

DILIOS (V.O.)
By rod and lash the boy was punished, taught to show no pain, taught to show no mercy.

EXT. PINDOS MOUNTAINS - DUSK

Blue light crouches on black rocks. Snow drifts, defying gravity. A hand, blistered by the cold, clamors and climbs. The hand belongs to the boy, now twelve.

DILIOS (V.O.)
Constantly tested, tossed into the wild. Left to pit his wits and will against nature's fury.

Though starving and freezing, there is a nobility in the boy's gaze. Though his body shakes, his homespun tunic no match for the bitter cold, he is defiant.

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DILIOS (V.O.) *
He'd survived on roots, bugs and rodents, and now he was freezing to death. It was his initiation ... his time in the wild... for he would return to his people a Spartan, or not at all.

The boy stumbles into a clearing surrounded on three sides by the stone faces of the canyon. He stands, peering into the gathering din. He grips the spear, lightly moving it back and forth from hand to hand. The spear is little more than a child's toy, a sharpened stick. The boy's eyes search the tree line, the darkness moves... shadow gliding on muscle and sinew.

DILIOS (V.O.) *
He hears a low growl. The hair on his arms stands up. Cold, hungry, defenseless. He is prey.

It tracks the boy and he knows it.

DILIOS (V.O.) *
The wolf begins to circle the boy. Claws of black steel, fur as dark as night, eyes glowing red... jewels from the pit of Hades itself.

The WOLF breathes in misty clouds, the swirling snow printed against its black fur.

GROWLING as it moves closer, circling, hunting.

WE SEE: The boy from between a narrow cut in the rock, just large enough for him to squeeze through. His eyes are calm. His body has stopped shaking. He sees the crack in the black stone, and turns slowly, almost casually, toward it.

DILIOS (V.O.) *
The giant wolf... sniffing... drooling... savoring the scent of the meal to come. Does the boy run? Does he cower? Does he cry? No... not this boy. He is calm.

The beast pauses, loading to spring. The boy leaps through the cut in the rock. The WOLF pounces, HOWLING * as it charges!

(CONTINUED)

CONTINUED:

Its jaws are inches from the boy's neck as he falls backward through the wound in the rock. The beast's body is stopped cold in the tight space. Thrashing, the wolf is pinned by the unforgiving stone. The boy rises slowly.

DILIOS (V.O.)
It is not fear that grips him, only a heightened sense of things.

The snow drifts around his feet.

TIME SLOWS.

The wolf's jaws GNASH! The boy exhales slowly.

DILIOS (V.O.)
The cold air in his lungs. The leafless poplars moving against the coming night.

His eyes look back toward the wolf, he nods his respect, then raises his spear.

DILIOS (V.O.)
His hands are steady, his form perfect.

The clouds part, and the just rising crescent moon, warm on the horizon, casts a shadow of the angry wolf on the cold rock. The boy sets himself, then strikes.

EXT. SPARTAN COURTYARD - DAY

A Spartan helmet lands heavily in the snow-covered courtyard, followed by the thick-muscled frame of a SPARTAN GENERAL, who, after going to his knees, bows his head to the snow. Standing before him is the boy, draped in the freshly dressed pelt of a black wolf. As others enter the courtyard, they too fall to their knees, SHOUTING! Spears are raised.

CRIES of joy and reverence are heard as the boy raises his chin.

DILIOS (V.O.)
So the boy, given up for dead, returns to his people, to sacred Sparta, a King...

EXT. THE CAMPFIRES OF WAR - NIGHT

Dozens of SPARTAN HOPLITES sit and stand, transfixed by the agitated pacing Spartan whose fist is raised in dramatic punctuation. This is DILIOS (28), the storyteller. His gift. His curse. To conjure from his memory, from his imagining, that which men forgot, but need to remember.

DILIOS
... Our King! LEONIDAS!

The men visible in the firelight, and countless others in the darkness beyond...

POUND their shields in unison and cry as one.

SPARTANS
LEONIDAS! LEONIDAS! LEONIDAS!

A HUSH falls over the band of Spartan warriors, their faces hard, bodies oiled for war. All listen as Dilios pauses. His voice lowers.

DILIOS
It has been more than thirty years since the wolf and the winter cold, and now, as then, a beast approaches, patient, and confident, savoring the meal to come. But this beast is made of men and horses, swords and spears.

Dilios scans his audience. The light from the fire moves across the capes of crimson and helmets of bronze. Dilios is a grim orator. His scarred and ruddy face bears witness to his own story.

DILIOS
It is an army of slaves, vast beyond imagining, ready to devour tiny Greece. Ready to snuff out the world's one hope for reason and justice.

There is brewing anger in the eyes of his listeners. Dilios sets his gaze to the fire.

DILIOS
The beast approaches, and it was King Leonidas himself who provoked it.

*

EXT. GREEK COUNTRYSIDE

Colorful Persian BANNERS SNAP! Pulling taut in the wind. The earth is overturned under the charge of the Company of War horses. ARCHERS, SWORDSMEN and SHADOWED FORMS. Riders all covered in thin patterned robes of gold and blue, embroidered silks, braided belts with long-shouldered capes flowing. Into the sunless dry scrub and wood where the path curves dark and cool they ride on... They ride on! *

*

EXT. SPARTA

No wall surrounds Sparta. The buildings have no flowered columns, no carved arches, no fluted gables, no recorded dates and wreathed tributes to the dead. No, this is Sparta. This is the simple elegance of an unadorned shelter.

WE SEE: The mounted Persian column appear in the stillness of the morning. A massive black horse rears and drops its frame, dust curling around its hooves. A PERSIAN MESSENGER with scarred face and sharpened teeth of gold settles the horses. His 20 men-at-arms fill in along his side.

MESSENGER
I bring word from the Great Xerxes, Conqueror of all the world.

The Spartan SENTRIES approach, slowly. One steps forward and sniffs the air, mocking the Persian force.

SENTRY #1
Could we offer you a bath, Persian?

WE HEAR: Laughter from the other Spartans standing nearby.

SENTRY #2
I am sure our women have a perfume you'll find agreeable.

The Persian Messenger pulls at the leather reins of his mount, sinking the bit into the horse's foaming mouth.

MESSENGER
Greek arrogance! It will be the death of you all. If it were not for diplomacy, I would rip the breath from your lungs.

(CONTINUED)

CONTINUED:

He turns the horse in a tight circle and looks out at the CITIZENS of Sparta who are milling about, Helot farmers, masons, women and children watch as the Messenger glares down at them.

MESSENGER
Show me your King.

SENTRY #1
Our King is a busy man.

The Persian Messenger reaches into a waxed canvas bag that lays across the horse's neck.

WE SEE: The jeweled crowns of conquered nations. The Messenger lifts at the rope running through the bone-white eye sockets of a half-dozen human skulls.

MESSENGER
These Kings were busy men once.

The Messenger kicks at his horse, holding the skulls and royal headdresses for all to see.

MESSENGER
Be afraid. Sparta will burn to the ground. Only the word of King Leonidas can save it.

*

EXT. SPARTAN GARDEN

WE HEAR: The FLUTTER of HUMMINGBIRDS against the pale stone walls covered, thick and dark, with ivy and wild lilac. KING LEONIDAS (40), strong and lean, a king, a warrior, a father, rolls on the ground in simulated combat with his six-year-old boy, PLEISTARCHOS.

LEONIDAS
Remember, my son. The more you sweat here the less you will bleed in battle.

The boy dives at his father, missing the King's legs.

LEONIDAS
Follow your instincts.

Leonidas smiles.

LEONIDAS
Act without hesitation.

(CONTINUED)

CONTINUED:

Again the boy tackles and they tumble over each other into the soft grass.

LEONIDAS
Hesitation creates fear.

They wrestle on... continuing one of the ancient rituals of father and son.

LEONIDAS
Fear is always a constant. But accepting it will make you stronger.

Leonidas spins and grabs the boy's leg, pulling him to the ground. Leonidas looks across the garden to see his wife, QUEEN GORGO (28), with her athletic frame, watching the two of them.

LEONIDAS
In the end, a Spartan's true strength is the warriors next to him. Give respect and honor and it will be returned to you.

Leonidas rolls the boy to his back.

LEONIDAS
First, you fight with your head.

WE SEE: A Spartan, Leonidas' CAPTAIN (45), broad-shouldered and fiercely loyal, speaking to Gorgo near the stone pillars of the compound.

Pleistarchos arches, slips free and reverses to his father's back.

GORGO
Then you fight with your heart. *

Gorgo lifts Pleistarchos off of his father.

LEONIDAS
What is it?

GORGO
Your father has things to attend to.

Leonidas rises to his feet.

LEONIDAS
(to Pleistarchos)
Bring me my sword.

(CONTINUED)

CONTINUED:

The boy nods and goes.

GORGO
A Persian messenger awaits you.

Pleistarchos returns with a simple short sword of iron, its handle inlaid carnelian and amber. Leonidas arms himself and leans down, kissing his son on the forehead.

LEONIDAS
Do not forgot today's lesson.

PLEISTARCHOS
Respect and honor. *

EXT. MARKETPLACE

The Persians wait in the full heat of the sun, watched by Spartan guards. Free women and children pass the narrow streets, carrying electrum vases, all shapes and sizes of glass and terra-cotta water vessels.

THERON, 36, a Spartan Councilman with noble features, a body of lean muscles and piercing eyes, retired from the battlefield for a life in politics, stands and speaks freely with the Messenger from the East as Leonidas and Gorgo approach.

GORGO
Councilman, you have found yourself needed, for once.

Theron allows the comment to disappear into the sounds of the market.

THERON
My King and Queen, I was just entertaining your guests.

LEONIDAS
I am sure.

Leonidas stands before the Persian Messenger.

LEONIDAS
Before you speak, Persian, know * that in Sparta everyone, even a king's messenger, is held accountable for the words of his voice. *Now*, what message do you * bring? *

(CONTINUED)

CONTINUED:

The Messenger opens his great arms, palms to the azure sky.

MESSENGER
Earth and water!

Leonidas narrows his eyes.

LEONIDAS
You rode all the way from Persia for earth and water?

The Persian holds to his message studying the King's face.

GORGO
Do not be coy or stupid, Persian. You can afford neither in Sparta.

The Persian turns to Gorgo, never having been spoken to by a woman in this tone.

MESSENGER
What makes this woman think she can speak among men? *

GORGO
Because only Spartan women give birth to real men.

The Persian must swallow his pride along with the insult before his men.

LEONIDAS
Let us walk to cool our tongues.

Leonidas turns away, leaving the rest to follow the King's steps.

MESSENGER
If you value your lives over your complete annihilation, listen carefully, Leonidas. Xerxes conquers and controls everything that his eye rests upon.

The Messenger throws a look to Gorgo and continues.

MESSENGER
He leads a force so massive it shakes the earth with its march. Its number so vast it drinks the rivers dry.

CONTINUED:

The Spartan bodyguards watch the Persians carefully.

MESSENGER
All the God-King Xerxes requires is this, a simple offering of earth and water. A token of Sparta's submission to the will of Xerxes.

Leonidas stops in his tracks...

LEONIDAS
Submission...? That's a bit of a problem. Rumor has it the Athenians have already turned you down. And if those philosophers and boy lovers found that kind of nerve...

Theron moves forward.

THERON
We must be diplomatic.

Leonidas raises his hand.

LEONIDAS
... And Spartans have their reputation to consider.

MESSENGER
Choose your next words carefully, Leonidas. They may be your last as king.

Leonidas looks away from the Messenger's eyes and scans the Persian bodyguards, assessing their strength.

TIME SLOWS for our King. He watches the freedoms of his people.

WE HEAR: The sounds of CHILDREN'S LAUGHTER.

The simple pure life each have built for themselves. The words "earth and water" form quietly on his lips. He looks to his Queen, mother of his child.

TIME UNWRAPS --

As Leonidas stares at the Messenger.

In one motion the King draws his sword, bringing it to the Persian's neck.

CONTINUED:

MESSENGER
Madman... you're a madman!

The Spartan guards quickly follow their King and hold their weapons to the Persian force before them.

LEONIDAS
Earth and water.

Leonidas begins to back the Persian messenger up towards a deep open well.

LEONIDAS
You'll find plenty of both down there.

MESSENGER
No man, Persian or Greek, no man threatens a messenger.

LEONIDAS
You bring the crowns and heads of conquered kings to my city steps. You insult my Queen. You threaten my people with slavery and death. I've chosen my words carefully, Persian. I hear your message clearly. It is that of a war party!

Leonidas touches his sword onto the dark flesh of the Messenger.

MESSENGER
This is blasphemy!

Theron raises his hands in a desperate attempt to stop Leonidas.

THERON
This is madness.

Leonidas has the messenger's heels hanging above the void of the well. The Persians eye the Spartans nervously.

WE SEE: The sword lowering from the Persian's neck. Theron relaxes, thinking reason has prevailed. A warm wind plays against the King's robe. Leonidas looks at Gorgo, she nods, knowing full well what that nod brings to her King and Sparta. And with one great push against the Persian's chest...

LEONIDAS
Madness? This is Sparta!

CONTINUED:

The Messenger's body falls away... deep... deep into the circular chasm. Theron steps back as the Spartan men unleash their savagery. Persian after Persian follows the first, resting where even their faint cries for mercy cannot be heard.

EXT. A ROCKY CLIFF ABOVE SPARTA - NIGHT

Lit by the almost full moon, Leonidas climbs hard, with clenched teeth, the steep rock face inaccessible to most. A foot slips. Rocks come loose. His grip tightens and he climbs on, finally pulling himself and his sixty-pound leather satchel onto a small ledge where a cloaked figure stands.

The WIND pushes and pulls the torchlight this way and that. This is an EPHOR, a priest of the old gods, deformed by breeding. His face and body are covered with boils and lesions. His eyes are bleached white under the hoods of black.

DILIOS (V.O.)
The Ephors. Priests to the Old Gods, inbred swine, more creature than man. Creatures whom even a king must bribe... and bed.

EPHOR #1
Welcome, Leonidas. We have been expecting you.

The FIRE ROARS in protest at the end of the torch. The Ephor turns and begins to climb an impossible set of stairs hewn out of the rock of the mountain. Leonidas shoulders the satchel and starts after his ungracious host up the stairs, which circle around a finger of rock toward a simple stone temple that glows at the summit.

INT. EPHORS' TEMPLE - NIGHT

Oil lanterns cast a warm light on EIGHT EPHORS, all as decrepit as their brother, who stand around Leonidas as he hastily lays out his plan. At the center of the temple is a low stone box filled with fine sand used by the Ephors to sketch down that which is fleeting to man and even more fleeting to the Gods. Leonidas pulls a wooden block across the sand to smooth its surface. Then, with his finger, he begins to draw.

(CONTINUED)

CONTINUED:

LEONIDAS
The Persians claim their forces number in the millions. I hope, for our sake, they exaggerate.

One of the Ephors interrupts the King, his arms crossed, his blistered face stern.

EPHOR #2
You insult the Gods with your arrogance, Leonidas. We are not a council of men. We serve the Gods, not the whim of a King. Before your plan is heard, what do you offer?

Leonidas is mid-line, drawing his battle plan in the sand. He looks up at the hooded figures. He lifts a finger slowly from the sand. He ducks the leather strap of his satchel and tosses it at the feet of the Ephors. The gold spills out onto the stone floor.

Dipping his finger back into the sand, Leonidas sketches a primitive map.

LEONIDAS
We will use our superior fighting skills and the terrain of Greece herself to destroy them. We will march North to the coast. I will...

EPHOR #1
It is August, Leonidas. The full moon approaches.

EPHOR #2
The sacred and ancient festival. Sparta wages no war at the time of the Carneia.

Leonidas is desperate, almost angry. He searches the dead eyes of the Ephors.

LEONIDAS
Sparta will burn! Her men will die at arms, and her women and children will be slaves or worse. This is not a campaign for land or riches. It is a fight for our very lives!

(CONTINUED)

CONTINUED:

Leonidas plunges his finger back into the sand and draws a line running perpendicular to his line representing the coast.

LEONIDAS
We will block the Persian coastal assault by replacing the great stone wall, built by the Phocians to protect Greece two hundred years ago, and funnel them into the mountain pass we call the Hot Gates.

Leonidas holds his hands up in front of his face as if they are the Hot Gates themselves.

LEONIDAS
In that narrow corridor their numbers will count for nothing.

The King pounds his fist into his open hand.

LEONIDAS
Xerxes' losses will be so great, his men so demoralized, he will have no choice but to abandon his campaign.

The Ephors move uneasily, looking back and forth between each other. Leonidas is mystified by their silence.

EPHOR #1
We must consult the Oracle. Trust the Gods, Leonidas.

LEONIDAS
I'd prefer you trust your reason.

The Ephor snaps back at Leonidas, pointing a misshapen finger at the kneeling King.

EPHOR #1
Your blasphemies have cost us quite enough already. Don't compound them. We will consult the oracle.

The Ephors turn away. Leonidas follows them. Carved into the stone, under a domed ceiling, is an altar. It is a stage fashioned to look like the hand of a God. In its palm, a beautiful YOUNG GIRL moves hypnotically. *

CONTINUED:

Around the altar the Ephors stoke small fires which burn green with the smell of sulfur, careful not to breathe the smoke themselves, they retreat to the shadows.

DILIOS (V.O.)
Diseased old mystics... worthless remnants of a time before Sparta's ascent from darkness... remnants of a senseless tradition. Tradition even Leonidas cannot defy, for he must respect the word of the Ephors. That is the law.

Leonidas watches as the vapors engulf the girl. She begins to shake and convulse, her body thinly veiled by the sheerest of fabric. The firelight behind her reveals the beauty of her form and the tragedy of her plight.

DILIOS (V.O.)
... And no Spartan, subject or citizen, man or woman, slave or King, is above the law.

Then, through the darkness --

DRUMS! The girl's eyes roll back. Her body heaves and writhes. She moans and drools, her hips thrusting, her chest heaving. She --

CRIES! Through her pleasure and pain. The beating of the drums quicken, as does the violence of her rapture. Her veil clings to her sweaty form until finally she CRIES out!

DRUMS stop, and she collapses. After a moment, the Ephors run in extinguishing the fires. One of the Ephors leans close to the Oracle as another pulls a wooden block across the sand, erasing the King's plan.

DILIOS (V.O.)
The Ephors choose only the most beautiful Spartan girls to live among them as Oracles. Their beauty is their curse, for the old wretches have the needs of men... and souls as black as hell.

Her breathing is shallow. The old Ephor can't resist letting his tongue lick across the Oracle's neck, tasting her salty skin, before he turns his deformed ear to her mouth, which whispers in trance. As he listens, he speaks in an ancient language spoken only by Ephors. She speaks as he translates.

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CONTINUED:

EPHOR #1
Pray to the winds. Sparta will fall. All Greece will fall. Trust not in men. Honor the Gods. Honor the Carneia.

Leonidas shows nothing. A WIND HOWLS through the columns of the open temple. He looks into the faces of the Ephors, then turns into the darkness and is gone.

DILIOS (V.O.) *
The King's climb down is harder. Pompous inbred swine... worthless, diseased, rotten... *

INT. THE EPHORS' TEMPLE - MOMENTS LATER

Gold falls in showers. Printed onto the coins is the likeness of a Persian God or man.

DILIOS (V.O.) *
... corrupt...

The Ephors kneel, running their hands through the great pile of gold. Standing in the firelight, is Theron. At his side, a large PERSIAN, his body crisscrossed with chains and giant locks of ancient iron, tosses a handful of gold onto the pile.

Theron turns to the Persian.

THERON
Leonidas will not march. The word of the Oracle is final.

PERSIAN
What of your Spartan Council? Could they not vote to ignore these mystics' words.

THERON
The members of that Council are as superstitious as they are old. Your gold is well spent. When I am made ruler or all Greece and Sparta is its capital, her people and armies will serve the God King well.

PERSIAN
You have only to remove the Spartan Queen and its heir for your plan to be complete.

CONTINUED:

THERON
You need not instruct me in the course of my own treachery. This plan was born long before Xerxes turned his eye to Greece. It rose from my hatred of Leonidas' measured judgment... It rose from my envy of his skill in battle... It rose from my lust for the warmth of his young bride. All the hate in my soul will find itself manifested on his house, and his victories, his love, his freedom, his very blood will lie in ruin at my feet.

Theron turns to the Ephors.

THERON
This is but a token. Great Xerxes gives his thanks, oh wise and holy men. You are truly in the God King's favor now.

The Persian smiles, his face adorned with gold piercings, his eyes pale blue.

PERSIAN
Yes, for when Sparta burns, you will bathe in gold. Fresh oracles will be delivered to you daily, from every corner of the empire.

*

INT. LEONIDAS' BEDCHAMBER - NIGHT

The waxing gibbous moon shines onto the stone floor of the King's bedroom.

It is a second-story room overlooking a small courtyard. Beyond that, edged by moonlight, the roofs and houses of sleeping Sparta.

Leonidas leans on the frame of his balcony doorway, unable to sleep.

After a moment he sighs and moves to his bed, where his wife Gorgo sleeps soundly, the sheet down to her waist, revealing her strong feminine back, which shines with the warmth of August. Leonidas sits at the edge of the bed and lightly traces his finger along the contours of her body. She stirs, and now, sleepily, she stares up at him.

CONTINUED:

GORGO
Your lips can finish what your fingers have started... Or has the Oracle robbed you of your desire as well?

LEONIDAS
It would take more than words of a drunken adolescent girl to rob me of my desire for you.

Gorgo smiles. The curls of her black hair fall softly across her neck and collarbone.

GORGO
Then why so distant?

LEONIDAS
Because it seems, though a slave and captive of lecherous old men, the Oracle's words could set fire to all that I love.

She reaches up to him, laying her hand to the side of his face.

GORGO
So that is why my King loses sleep and is forced from the warmth of his bed.

Gorgo furrows her brow in mock concern.

GORGO
There's only one woman's words that should affect the mood of my husband... and those are mine.

He smiles, if only briefly. He is in pain and she can see it.

LEONIDAS
What must a King do to save his world, when the very laws he has sworn to protect, force him to do nothing?

Gorgo sits up. She is tender, yet intense. She looks into his eyes for a moment, then her expression softens.

(CONTINUED)

CONTINUED:

GORGO
It is not a question of what a Spartan citizen should do, nor a husband, nor a King. Instead ask yourself, my dearest love, what should a free man do?

He looks at her. They are close. The moment stretches and he smiles. They kiss and fall back onto the bed. This is love between a Spartan King and his Queen. Their skin is wet. Their mouths hunger. Their muscles flex. It is not soft. It is passion personified. They love as they live.

*

EXT. SPARTAN BARRACKS

The sky is pale and clear to the east as 300 Spartans hold rank in a field of golden wheat. Leonidas and his Captain walk past the familiar face of Dilios, who nods to his king.

LEONIDAS
Is this all of them?

CAPTAIN
As you ordered. 300 with born sons to carry on their name.

A Spartan named STELIOS (28), lean and hard-bodied, speaks up from the line of soldiers.

STELIOS
We are with you, sir, to the death.

The Captain turns and barks at Stelios.

CAPTAIN
Hold your tongue, boy! Or I'll take you at your word.

Leonidas makes eye contact with Stelios, then points to a young Spartan, with the soft face of a child near the rear of the pack.

LEONIDAS
He is your own and too young to have felt a woman's warmth.

Leonidas stands before the baby-faced warrior.

CAPTAIN
I have others to replace him.

CONTINUED:

The Captain stands next to his King, and glances into the eyes of his son, ASTINOS (18).

CAPTAIN
He is as brave and ready as any. No younger than we were the first time you stood next to me in battle.

LEONIDAS
You are a good friend, but a better Captain, there is not.

Leonidas places his hand on the Captain's shoulder, as if to mark his selfless act.

In the morning light, a group of COUNCILMEN are led forward by Theron.

ELDER COUNCILMAN
My good King, the Oracle has spoken.

The group stands before Leonidas, trying to gain his attention.

COUNCILMAN
The Ephors have spoken. There must be no march.

Leonidas continues to view his men with a disciplined eye.

THERON
The law, my Lord. The Spartan Army must not go to War.

LEONIDAS
Nor shall it. You worry over nothing. *
*

Theron and the councilmen view the assembly of warriors.

LEONIDAS
I have issued no such orders. These 300 are my personal bodyguards. Our army will stay in Sparta.

Leonidas looks away from his 300, to his Queen and child who have now joined the group.

LEONIDAS
We'll head North.

CONTINUED:

Gorgo pulls her son into her hip.

GORGO
The Hot Gates.

Leonidas looks at his family.

ELDER COUNCILMAN
What do we do?

THERON
What can we do?

LEONIDAS
You will listen to your queen in my absence. The throne of Sparta rests with her.

Leonidas lifts his shield and looks back at his 300 men. The Captain nods that his men are ready. Leonidas calls back to the Spartan Councilmen.

LEONIDAS
What can you do? Sparta will need sons. *

Leonidas moves toward his men, to begin their long march North.

GORGO
Spartan!

Leonidas turns to his wife's voice.

LEONIDAS
Yes, my lady.

The Queen walks to him, lifting from her neck the simple leather necklace, attached is a wolf fang. Her husband's first boyhood enemy.

GORGO
Come back with your shield... or on it.

Leonidas bows slightly, as she passes the necklace over his head.

LEONIDAS
Yes, my lady.

There are no tears from her eyes, nor trembling in his voice.

CONTINUED:

DILIOS (V.O.) *
Goodbye, my love. He doesn't say it. There is no room for softness, not in Sparta. No place for weakness.

Leonidas and his 300 start to march from Sparta.

DILIOS (V.O.) *
Only the hard and strong may call themselves Spartans.

The King knows he will never see her again. He will never see Sparta again.

They march on!

DILIOS (V.O.) *
Only the hard. Only the strong. *

EXT. MOUNTAINS NEAR SPARTA

On a distant blade of rock, a LONE FIGURE, hobbled and bent, follows the Spartans as they move across the golden fields. *

EXT. MOUNTAIN FOOTHILLS

WE HEAR: the sound of twin FLUTES and goat hide sandals against soil. In silence, they march over the sharp rocks and earth, looming steadily, weaving a small shapeless mass of men North.

DILIOS (V.O.) *
We march. For our lands. For our families. For our freedoms.

On the broken ridgeline more men appear, other pockets of strong Hoplites from city-states that have heard the call to war.

DILIOS (V.O.) *
Noisy Arcadians greet us with noisy complaints.

Leonidas leads his men and greets the Arcadians.

LEONIDAS
Daxos, a pleasant surprise.

DAXOS, a tree trunk of a man, circular shield strapped to his back, leads the Arcadian force.

(CONTINUED)

CONTINUED:

DAXOS
This morning's full of surprises, Leonidas.

His men look at the small Spartan numbers and begin to murmur among themselves.

ARCADIANS
We have been tricked... There can't be more than a few hundred of them... This is a surprise...

DAXOS
Silence.

The men settle and listen... listen carefully to the words that will come.

DAXOS
We were told Sparta was on the warpath! We were eager to join forces.

LEONIDAS
If it is blood you seek, you are welcome to join us.

Daxos scans the Spartans, counting quickly the rows of men, unmoving under the weight of their armor as if carved from the mountain itself.

DAXOS
But you bring only this handful against Xerxes? I see I was wrong to expect Sparta's commitment to at least match our own!

Leonidas sits atop a smooth, moss-covered stone.

LEONIDAS
Doesn't it?

Leonidas glances to the Arcadians.

LEONIDAS
You there. What is your profession?

A small-framed ARCADIAN steps forward.

ARCADIAN #1
I am a potter, sir.

Leonidas points to another.

CONTINUED:

LEONIDAS
And you, Arcadian. What is your profession?

Another Arcadian responds from group.

ARCADIAN #2
A sculptor, sir.

Leonidas points again to the crowd.

LEONIDAS
And you?

ARCADIAN #3
A blacksmith.

Again the King points.

LEONIDAS
You?

ARCADIAN #4
A baker.

Leonidas stands, turning to his 300.

LEONIDAS
Spartans! What is your profession?

From the silent mass of Spartan muscle, 300 spears and swords are raised to the sky, a collective battle cry exits each, thunder and fire that spits forth from their bellies.

SPARTANS
Haaawooo!

The Spartan weapons lower and raise again and again -- each time the men grow louder with their chant of war.

SPARTANS
Haaawooo!

Leonidas nods softly at his men and turns to Daxos.

LEONIDAS
You see, old friend? I brought more soldiers than you did.

INT. GORGO'S PRIVATE GARDEN (SPARTA) - DUSK

On the ground, simple oil-fed cauldrons burn bright, casting shadows that dance along the branches of olive trees. Gorgo meets with a Spartan LOYALIST near the garden's roughly chiseled steps.

LOYALIST
Is such secrecy needed?

GORGO
When is one to trust beyond the walls of their own home? Even here, Theron has eyes and ears that fuel Sparta with doubt and fear.

LOYALIST
Don't worry. Leonidas and his men are strong.

GORGO
It is not his strength that worries me... if Xerxes is not stopped...

LOYALIST
He will be stopped.

GORGO
If Persians advance beyond the narrows to the North, they will leave no one to tell our story. They will grind Spartan bones to flour and serve them to their Army.

The Loyalist reflects on the Queen's words.

GORGO
I now bear the weight of the king's responsibility. If Leonidas fights for what he believes, so must I, here in Sparta.

Gorgo stands beneath an arbor of lavender.

LOYALIST
I can arrange for you to speak to the Council. Many would vote to commit all we have and follow Leonidas, but you must show them favor, explain why their King would betray the law of his land.

(CONTINUED)

CONTINUED:

GORGO
Laws created by men who have never shown valor.

LOYALIST
Is it recklessness or valor? Without reason the Council can believe either.

Gorgo watches a Spartan guard on horseback ride out of the city into the blackness of night.

GORGO
I will go to the Council, and if it is reason they want, I will let them know.

LOYALIST
Know what, my Queen?

GORGO
How precious this liberty we enjoy is. Why freedom isn't free at all. It comes with the highest of costs. The cost of blood.

The Loyalist nods in agreement with his Queen.

LOYALIST
I'll bring together the city's council, and its chamber will be filled by your voice.

The Loyalist gathers himself and readies to leave.

GORGO
Why do you do this?

LOYALIST
Leonidas is my King, as well as yours.

The Loyalist bows his head and goes without sound, leaving the Queen to view the stars that spread across the obsidian night.

*

EXT. GREEK WAR CAMP - NIGHT

Most Spartans sleep, huddled near each other, laying over their bronze shields like massive rag dolls of war.

*

CONTINUED:

The Captain moves across the campsite to Leonidas. They watch the bursts of dying sparks jump out of the flames and vanish.

CAPTAIN
No sleep tonight?

LEONIDAS
Not for the King.

Leonidas studies the fire.

CAPTAIN
Too restless... eager as a youth... eager as a beardless wet-nosed cadet for battle.

Leonidas looks towards his men and then back to the Captain. They share a moment and nod, a moment only shared and understood by men who have given themselves fully to one thing their whole lives. Leonidas' voice quiets.

LEONIDAS
All my forty years have been a straight road to this one gleaming moment in destiny. This one radiant clash of shield and spear and sword and bone and flesh and blood.

Leonidas returns to the fire, watching it dance. The King's eyes close for a moment. Just a dream of sleep would be enough.

*
*

EXT. PINDOS MOUNTAINS

The day has turned and grey mist rises in ghostly shapes from the spine of the mountains. The band of brothers descends through the merciless heat. Astinos points to the ridgeline.

ASTINOS
We are being followed.

The silhouetted figure looms, watching the Spartans' progress.

LEONIDAS
It has followed us since Sparta.

CAPTAIN
A Persian scout?

CONTINUED:

The Spartans rest for a moment.

LEONIDAS
No. Its stride is more beast than man.

Stelios points to thin columns of black smoke on the blue horizon.

STELIOS
Look, my King.

EXT. GREEK VILLAGE

As the Spartans and Greeks enter. Buildings still smolder and fall to ash. A complete wasteland, void of hope and song, filled with smell of slaughtered livestock and the dead.

STELIOS
What happened here? Where are the people?

Leonidas scans the details of the destruction. Footprints in the wet earth, hooves of strange beasts, torn bits of a peasant's dress. Leonidas crouches, tracing with his finger the claw-like footprints in the blood-soaked earth.

LEONIDAS
Persians.

The Captain kneels next to Leonidas after surveying the scene.

CAPTAIN
I put their numbers at around twenty.

LEONIDAS
A scouting party... But these footprints... What could have...

STELIOS
A child!

The Spartans turn to see the naked form of a CHILD. A phantom, her thin pale body, covered in dirt and dried blood. The mass of Greek warriors part as she moves between them and stands before Leonidas in silence.

LEONIDAS
Water.

CONTINUED:

CHILD
It's quiet now... They... they came with beasts from the blackness... monsters... dark-skinned... cold eyes... from my nightmares.

The Child is stoic in her telling of the tale.

CHILD
With their claws and fangs they grabbed them... everyone... everyone but me.

SPARTAN
I've found them.

A Spartan points to a massive wind-blown tree at the top of a hill.

The Child collapses at the feet of the King. Leonidas slowly lifts her into his arms.

He closes the eyes of the lifeless child and looks towards the lone ancient tree. Where VILLAGERS, MAN, WOMAN, CHILD have been strung out like Christmas ornaments, hundreds of Persian arrows pierced through their limbs and bodies.

STELIOS
Have the gods no mercy!

DAXOS
We are doomed

CAPTAIN
Quiet yourself.

The Spartans and free Greeks move slowly towards the haunting tree. Leonidas stands without expression, holding the dead child.

DAXOS
The child speaks of the Persian ghosts, knows from the ancient times, bound by the myth and magic of the night... They are the hunters of men's souls.

Some of the Greeks nervously look at each other.

CONTINUED:

DAXOS
They cannot be killed or defeated, not this darkness, not these immortals.

Leonidas lays the small child's frame at the base of the tree.

LEONIDAS
Immortals? We will put their name to the test.

EXT. HOT GATES - SUNSET

Leonidas pauses, watching the men stream down past him into the narrow canyon called the Hot Gate. The WIND HOWLS through the ancient cut in the mountains and the crimson Spartan capes...

... SNAP like flags.

DILIOS (V.O.)
We march... from Lakonia... from sacred Sparta... we march... for Honor's sake... for Glory's sake... we march... Into hell's mouth we march.

Leonidas nods to a few passing brothers, dust swirls as the Captain and his son pass. Leonidas and the Captain share a moment which causes the Captain to slap a strong hand on his son's back, smile at him, a father and son joined in battle, and then turns back to Leonidas. The look of pride still on his face.

The Captain makes his way through the current of soldiers to stand next to his King, his friend.

As the troops thunder past, the two survey the landscape for a moment, looking down through the Hot Gates to the ocean. Dilios stops and points into the far distance.

DILIOS
Look! Persians!

Countless Persian ships bob like toys on an angry sea, pulling down distant sails in preparation for a coming storm. Black bellies of clouds mix with the last light of day.

(CONTINUED)

CONTINUED:

DILIOS
Did you know the God King Xerxes requires no less than 8,000 slaves to move and assemble his personal compound. That the zoo of animals that accompany him consume over 100 tons of wheat, hay and meat a day. That their Persian war brothel is contained in over 80 tents and its number of concubines, goats and war boys outnumber us 3 to 1. And that the column of carts that bear the skins and barrels of fermented barley and wine is over 15 miles long.

CAPTAIN
Well, at least we'll die with the stench of Persian whores on our cocks and the taste of Persian wine on our lips.

LEONIDAS
Die perhaps... or live forever.

CAPTAIN
An optimist.

LEONIDAS
I can afford to be... I've got you on my side.

The Captain nods to his friend as the nearing soldiers clamor by...

CAPTAIN
You do indeed. The burden of Kingship you bear alone, but our friendship we bear together.

Dilios takes a few steps past Leonidas, following the men who head down to the sea, then turns back to them.

DILIOS
Come, let's watch these motherless dogs as they are embraced by the loving arms of Greece herself.

Leonidas takes a look at the sky and then back to the Persian fleet.

LEONIDAS
True, it does look like rain.

EXT. SEA CLIFF *

Lightning flashes across a violent sky, exploding the mast of a Persian trireme. The vessel is tossed on giant SURF, CRASHING it into the rocky coast.

DILIOS (V.O.) *
Let the others scurry for cover. We rush to bear witness. The Gods play. Zeus stabs the sky with thunderbolts. Boreas howls, bullied... and batters the sea with hurricane wind.

Daxos joins Leonidas and his men as they stand above the sea on the cliff watching as one after another, the Persian fleet is smashed in SLOW MOTION, to kindling. Below, another bolt of lightning briefly illuminates faces of the countless drowning slave oarsmen gasping for breath among the splintered timbers of the Persian Armada.

DILIOS (V.O.) *
Poseidon rises, rudely awakened, furious, his surf clawing at the stars.

The RAIN POUNDS against Leonidas' shield like war drums as he drinks in the carnage below.

DILIOS (V.O.) *
Glorious.

Behind Leonidas, his men laugh. Cries of jubilation are heard. The men embrace and Daxos raises his fist in * victory as another massive Persian ship explodes onto the rocks and again the surf surges made viscous by flesh and wood.

DILIOS (V.O.) *
Laughter, song and praise for the Gods that will continue to the next day's dawn.

Then another flash of lightning as the men behind him dance with time suspended, in ecstasy of jubilation. Leonidas, jaw set, face cold, stern and motionless, says nothing.

DILIOS (V.O.) *
Only one among us keeps his Spartan reserve.

Leonidas slowly lowers his shield, allowing the rain to run down his unmoving face.

(CONTINUED)

CONTINUED:

DILIOS (V.O.)
Only he.

THUNDER mixed with laughter and the pounding sea. The distant cries of a host of drowning Persians. Leonidas lifts his chin in slow motion to the rain and closes his eyes, breathes the salty air and turns back through his men to the Spartan camp.

DILIOS (V.O.)
Only our King.

EXT. NEAR THE PERSIAN CAMP - DAWN

A handful of Spartans moves silently through the misty forest at a pace impossibly fast for the lack of sound. No helmets, no shields.

FLASHES of red and steel between the trunks of mountain pines.

A Spartan points to the edge of a bluff just in front of them, the forest silhouetted by the bright sky, telling Daxos they have reached the overlook they had ventured into the woods to find.

He crawls on his belly until he is next to the Spartans who lie at the cliff's edge looking down on the Persian encampment. Daxos' breath catches in his throat as terror grips him staring down on the camp of his enemy.

WE SEE: the greatest gathering of men and animals the world has ever seen, for the valley below him, which stretches five miles across, bordered on one side by the sea and on the other by the mountains, contains from edge to edge a city of tents complete with roads that team with people and carts and horse and creatures no Greek eye has seen before. At the coast, countless thousands of ships are being unloaded and tended to. Vast legions of men march this way and that, the smoke from the tens of thousands of fires has created a cloud of black that drifts and clings over the nearby mountains.

DAXOS
I saw those ships smashed on the rocks. How can this be?

SPARTAN
We saw but a fraction of the monster that is Xerxes' army.

The Spartan smiles, shaking his head at the sheer spectacle.

CONTINUED:

DAXOS
We are doomed. There can be no victory here. Why do you smile?

SPARTAN
Arcadian, I have fought countless times... Yet I have never met an adversary who could offer me what we Spartans call a Beautiful Death. I can only hope with all the world's warriors gathered against us that there might be one down there who's up to the task.

With that he slaps a hand on Daxos' back and laughs. *

EXT. MOUNTAIN FOOTHILLS

WE SEE: a form, half-man/half-unknown, who has followed Leonidas. Its hunched back, gruesome and abstract, face rutted and worn like leather. EPHIALTES moves with a broken gait, mouth shaped like a gunshot wound, eyes uneven, wild with determination.

EPHIALTES
Honored father... Smile down upon me from your place of rest. This day your son will prove himself.

Ephialtes' feet trample over the wild scrub and withered flowers sheathed in dust.

EPHIALTES
I will show you that you were not wrong to protect me. I will show you that I am worthy.

Ephialtes stops at the edge of a high cliff, cupping his misshapen hand towards his face, inhaling deeply, smelling, questioning the air itself.

EPHIALTES
Bastards.

WE HEAR: the sound of TROOPS marching in the distance. *

A PERSIAN GENERAL carried atop a golden throne, surrounded by BODYGUARDS. He whips his slaves and pushes them on. * *

EPHIALTES
Persian bastards! We'll kill all of you.

(CONTINUED)

CONTINUED:

Ephialtes grits his teeth and growls at the passing Persian display.

EPHIALTES
We Spartans will destroy you.

EXT. HOT GATES - DAWN *

Morning calisthenics. Leonidas leans on his spear, watching. A summer WIND blows cool off the Aegean. * Bodies straight, teeth clenched at the zenith of a * military push up, they hold that pose.

On each of their backs stands another Spartan with shield, helmet, spear and cape. Muscles shake and quiver under 200 pounds of men and armor.

Daxos rushes into the Spartan campsite. Leonidas turns from his men who can be heard in the b.g.

Leonidas is calm, almost pleasant. *

LEONIDAS
Daxos, you're up early for an Arcadian.

Daxos is scared, he points in the direction of the sea.

DAXOS
A Persian General approaches. You should come and speak to him. It is our one chance for survival.

The King nods slowly at Daxos. * *

DAXOS
You are the King. Your men are * ill-prepared for the delicate matters of state. I fear the welcome that this ambassador will receive and the message it sends to Xerxes.

Leonidas smiles at Daxos. *

LEONIDAS
No, on second thought, I am busy. My boys will meet him at the wall and I think you will find them quite prepared to show him a proper Spartan welcome.

*

EXT. SEASIDE ROAD

Persians advance up the primitive highway. The Persian General's gold litter, carried by twelve slaves at a dead run, suddenly slows as it approaches the Hot Gates. Fear grips the dark-skinned slaves who carry the General.

More afraid of what they see than the General's whip.

DILIOS (V.O.)
Perhaps King Xerxes sent his General to negotiate our surrender. Or perhaps he wonders why he has not heard from his scouts.

As they round the last bend, the Hot Gates still in the distance, they are greeted by two dozen dead Persian scouts. Each impaled by a spear so that it protrudes from his mouth. The shafts of the spears inside their bodies cause them to sit upright.

The dead scouts adorn the rocks and dirt mounds, a signpost to the General that he is headed in the right direction. His handful of bodyguards are frozen as they stare at the gruesome display.

*

EXT. MOUNTAIN FOOTHILLS

Ephialtes watches the Persian General and his column of men fade into the distance.

EPHIALTES
Destroy them, right up their camel-callused backsides.

Ephialtes spins and thrusts the sky with his spear in mock battle.

EPHIALTES
Blessed Spartans! The boldest of men. The finest warriors in all the world!

He turns and opens his stride across the sharp rocks.

EPHIALTES
They will accept me. They must accept me. Father! Beloved Mother! You will see that you were right to protect me.

And now the creature runs.

CONTINUED:

The path is strange and solemn. Among the ferns and mountain oaks, granite shelves, ragged escarpments of stone and earth braced by the invisible hands of the Gods themselves.

He runs to warn his Spartans.

EXT. WALL OF THE DEAD

Near the entrance to the Hot Gates. The Persian General half-stands out of the ornate chair, borne on the shoulders of bleeding slaves, to better see who among his enemies are gathered at the wall which now acts as a barrier, funneling would-be attackers into the Hot Gates.

A large group of Spartans work at putting the finishing touches to the wall. Stelios puts a large rock in place at the top of the wall and, already sweating hard, glances at the approaching General who calls up to him.

GENERAL
You there! Who commands here?

Stelios stares down at him, then to the water below. He takes a breath and leaps fifty feet to the sea. His form is perfect. The General watches as he hits the water headfirst with barely a splash.

The General looks at the men as they work on the wall. No one has stopped. The General stands, frustrated, on the platform supported by slaves, and calls again to the men working on the wall.

GENERAL
I am the emissary of the Ruler of all the World, the God of Gods, the King of Kings and I demand by that authority that you show me your commander.

One or two of the Arcadians look over their shoulders at the Persian General.

GENERAL
Listen and learn, Spartans. I am tired of your petulance.

Stelios climbs the cliff face up out of the salt water. He leans against a boulder and begins sharpening his sword with a found stone.

(CONTINUED)

CONTINUED:

GENERAL
Do you think that the paltry dozen you slew scares us or means anything to us? They are nothing to the great Xerxes. Why, these hills swarm with our scouts. They watch us even now. They move like shadows.

The men still work, moving the rocks, handing them to one another, ignoring the Persian General, who laughs a one-breath laugh and looks to his nervous men. He then points at the wall.

GENERAL
Do you think your pathetic wall will do anything except fall like a heap of dry leaves in the face of...

His words catch in his throat as he sees that the wall before them is built not just out of stone.

WE SEE: Jammed between the boulders and rocks are the heads, limbs, and bodies of countless Persian scouts. Even their horses have not been spared. Their faces in grim crimson and black clotted blood against the gray of stones.

The General and his horrified bodyguards scan the wall which looms before them. A monument to death.

Stelios lowers his chin, glides his sharpening stone one last time down the length of his BLADE which --

RINGS with sparks and the song of iron on stone. The General struggles for something to say.

STELIOS
Our ancestors built this wall using ancient stones from the bosom of Greece herself and, with a little Spartan help, you Persians supplied the mortar.

GENERAL
You will pay for your barbarism.

And with that, he loads his whip to strike. Stelios, without hesitation, closes the distance to the General in a heartbeat. Rising in a powerful leap, his freshly sharpened sword FLASHES through the General's arm at the elbow. *

(CONTINUED)

CONTINUED:

The General's litter crashes to the ground. His slaves dive for the protection of nearby rocks. Stelios stands over the General as he grips his stump in pain, blood pumping between his fingers. Each of his bodyguards frozen at spear point by the now agitated Spartans.

GENERAL
My arm!

STELIOS
It's not yours anymore. Go now. Run along and tell your Xerxes he faces free men here. Not Slaves. Do it quickly before we decide to make this wall just a little bit bigger.

The General breathes a labored breath, swallows hard and narrows his brow.

GENERAL
Not slaves, no. Your women will be slaves, though. Your sons and daughters, and elders will be slaves. But not you. By noon this day you will be dead men.

Stelios is unmoved by the General's speech.

GENERAL
One hundred nations of the Persian Empire descend upon you.

The General is helped back to his golden perch and his slaves shoulder his lighter weight. He turns one last time, to the massive wall, to the men that built it, and the butcher that took his arm.

GENERAL
Our arrows will blot out the sun.

Stelios never changes his expression. His eyes are as cold as the bracing AEGEAN which CRASHES relentlessly on the cliffs below.

STELIOS
Then we will fight in the shade.

EXT. COASTAL HILLS

Leonidas and his Captain watch as the Persian Ambassador retreats back to Xerxes and his legions.

CONTINUED:

CAPTAIN
The wall is solid. It will do the job of channeling the Persians into the Hot Gates, and the rest of our defenses are nearly complete.

LEONIDAS
Captain, have the men found any route through the hills to our back?

CAPTAIN
None, sir.

Atop the brown stones and pale ground stands Ephialtes, like a broken creature.

EPHIALTES
There is such a route, good King.

Ephialtes lowers his bronze shield to reveal his entire body.

EPHIALTES
Just past that western ridge. It's an old goat path. The Persians could use it to outflank us.

The Captain steps forward and levels his spear at Ephialtes' frame.

CAPTAIN
Not one step closer, Monster.

Ephialtes bows his head towards Leonidas.

EPHIALTES
Wise King, I humbly request an audience.

The Captain stands firm.

CAPTAIN
I'll skewer you where you stand!

Leonidas lowers his spear in front of the Captain's chest, stopping him from advancing towards Ephialtes.

LEONIDAS
I gave no such order.

CONTINUED:

The Captain looks to his King and backs away slowly, watching Ephialtes as he returns to his men who prepare for the Persians.

LEONIDAS
Forgive the Captain. He is a good soldier... but a bit short on manners.

Ephialtes squints and shortens his gaze to Leonidas.

EPHIALTES
There is nothing to forgive, brave King. I know what I look like.

LEONIDAS
You wear the crimson of a Spartan.

Ephialtes steps closer to the King, lifting his head with pride.

EPHIALTES
I am Ephialtes, born of Sparta. My mother's love led my parents to flee Sparta, lest I be discarded. My father became a shepherd... but he taught me the warrior's way.

LEONIDAS
Your weapons and armor?

EPHIALTES
My father's, sir.

Silence lays between the King and the eager soul.

EPHIALTES
I beg you, bold King, to permit me to redeem my father's name by serving you... in combat.

Leonidas leans onto a smooth, cool stone.

EPHIALTES
You will see... Day and night my father trained me.

Ephialtes opens his stance and twirls the shaft of his spear, blurring the speed of its arc.

CONTINUED:

EPHIALTES
To feel no fear... to show no pain... to make spear and shield and sword as much a part of me as my own beating heart.

Ephialtes jabs his spear towards the Persian camps in the distance, breathing, growling at the imaginary men that fall before him.

EPHIALTES
You see? My arms are strong and my reach is long. I will earn my father's armor, noble King... and reclaim my family's honor.

LEONIDAS
A fine thrust...

EPHIALTES
I will kill many Persians!

Leonidas stands, shadow towering over the warped form of Ephialtes.

LEONIDAS
Raise your shield!

Ephialtes stops his attack.

EPHIALTES
Sir?

LEONIDAS
Raise your shield as high as you can.

Ephialtes lifts the shield. He is half hidden behind the circle of hammered bronze.

LEONIDAS
Your father should have taught you how our Phalanx works. We fight as a single impenetrable unit. That is the source of our strength.

Leonidas demonstrates the defensive stance.

LEONIDAS
Each Spartan protects the man to his left from thigh to neck with his shield. A single weak spot... and the phalanx shatters.

CONTINUED:

Leonidas takes his hand to the top of Ephialtes' shield and measures the height, a good two feet shy of the needed mark.

LEONIDAS
From thigh to neck, Ephialtes.

The King shakes his head slowly as Ephialtes lowers his shield.

LEONIDAS
I am sorry, my friend, not all of us are made to be soldiers.

EPHIALTES
But I...

Leonidas places his hand on the shoulder of Ephialtes.

LEONIDAS
If you want to help Sparta in its victory, you can clear the battlefield of the dead, tend the wounded, bring them water, but as for the fight itself, I cannot use you.

The King turns quietly away and heads down the slope of limestone towards his 300.

EPHIALTES
Mother, Father, you were wrong.

Ephialtes turns away, towards the cliff's edge.

EPHIALTES
You are wrong, Leonidas. You are wrong!

But the King continues, growing smaller in the distance. Ephialtes turns and leaps from the cliff, disappearing from the high outcropping of rock, making not another sound.

The Captain watches as Leonidas crosses the folds of rock, windblown brush, shade-dappled grass, fine as thread.

LEONIDAS
(to the Captain)
Dispatch the Phocians to the goat path and pray to the Gods that nobody tells the Persians about it.

CONTINUED:

The Earth begins to shake and lift, rocks loosen and cascade down the cliff face. The Spartans and the other Greeks steady themselves.

The distant RUMBLING GROWS... STRONGER... LOUDER!

LEONIDAS
Battle formations!

Without hesitation the Spartan guard and others move quickly, grabbing their weapons.

DILIOS (V.O.) *
For a beast approaches... savoring
the meal to come. *

EXT. PERSIAN ENCAMPMENT

And from the very sea itself, the Persian tents and rally-points empty and break ground. They charge upwards through the valley. They come in hordes, forward, fast, over the rocks and shallows, they race on.

DILIOS (V.O.) *
A force of men so massive it
shakes the earth with its march.

Brown bearded forms, chest panels of crocodile cover ragged men, smoothed leather head covers adorned with seashells and human bones.

DILIOS (V.O.) *
An Army so vast... beyond
imagining.

The Persians flow upward, through the valley floor and foothills of the mountains.

DILIOS (V.O.) *
Poised to devour tiny Greece.

Like locusts the Persians swarm over the land, destroying beneath their advance all that holds life. Nothing is spared.

DILIOS (V.O.) *
To snuff out the world's one hope
for reason and justice. *

EXT. HOT GATES

Armor is lifted. Leonidas runs forward, leading from the front. The Captain and his 300 follow him down the broken path.

CAPTAIN
Follow your King.

Stelios lets out a battle cry that ECHOES off the steep rock faces on either side of him. Dilios and the Captain's son join him as they drop down along the funnel of stone.

LEONIDAS
Earn your shields, boys.

They fork around obstacles, flow down en masse toward the Hot Gates. Over rocks they leap. Today there is no need to hunt... the Spartan prey is before them... one million of them!

*

EXT. WALL OF THE DEAD

WE HEAR: The sounds of HOOVES and HORSES, like distant thunder, GROWING CLOSER! Blue-turbaned riders, atop sleek Arabian horses, dozens break the low hills and funnel past the wall of the dead. Now, hundreds of horses are in full gallop over the high grass. Riders lean forward on their mounts, eyes fierce, scanning for Greek blood.

EXT. HOT GATES

Leonidas settles himself as the rest of his men arrive. They form quickly around their King, quieting their racing hearts, and listen to his words over the Persian juggernaut.

LEONIDAS
This is where we hold them!

The Spartans watch as the earth moves and undulates, heaves forward, alive with forms dressed in loose silk and cloth. They carry curved swords, ivory-handled daggers tucked into belts of gold. Horsemen whip the infantry forward, while others reach into wicker quivers that hold arrows from the East.

LEONIDAS
This is where we fight!

(CONTINUED)

CONTINUED:

The Spartans lower their shields into a perfect phalanx, a solid wall of bronze from one side of the Hot Gates to the other. Each man protects the next, each with spear extended towards the Persian wave.

LEONIDAS
This is where they die!

The Persian funnel off the Wall of the Dead up the last steps of the Hot Gates.

LEONIDAS
Remember this day, men, for it will be yours for all time.

A snow-white Arabian and RIDER slows... the mass of Xerxes' machine of war slows... as the golden shields of Leonidas and his Spartans are revealed.

PERSIAN HORSEMAN
Spartans!

The air is heavy with the smells of leather, iron and sweat. Leonidas and his 300 do not move, only their breath can be heard against each other's backs.

PERSIAN HORSEMAN
Lay down your weapons!

WE SEE: From the Wall of the Dead appears the slow arc of a single javelin through the air. It settles quickly into the chest of the Persian Horseman, toppling him from his mount, dead before he touches Greek soil. Leonidas narrows his eyes to his enemies.

LEONIDAS
Persians... Come and get them!

And with the defiance of the Gods themselves, Leonidas starts what many speak of but few have the heart for.

WAR BEGINS!

WE HEAR: First faint, then rising with the ranks, a low RUMBLING. Strange HORNS and CALLS TO WAR lift from the Persians, as if to warn of the Apocalypse that will follow.

CAPTAIN
Shoulder to shoulder.

The Spartan phalanx snaps to a perfect oak and bronze wall of defense.

*

CONTINUED:

Beneath the hammered bronze, eyes locked forward, towards the howling enemy.

The front rows of the Phalanx lower their lances of cornel wood and ash, eight feet from hand to razor-tipped end. This stand of men appears unworldly, as if some breathing metal beast that lays coiled, ready to attack.

The force of Persian RAIDERS drops down the last open space and funnels straight to Leonidas and his men. *

CAPTAIN
Hold.

The Spartans brace for battle.

LEONIDAS
Give them nothing.

Assyrians, Arabians, Bactrians, Cappadocians, Medes, Karians, Babylonians, Armenians, and other Asiatic tribes, a hundred nations thunder forward at the Spartan line.

LEONIDAS
But take from them, everything.

The Persians close within twenty yards of the forest of Spartan arms.

CAPTAIN
Steady, boys.

CRASH! East meets West. Wicker meets bronze. *

The Spartan line grits its teeth against the massive Persian onslaught. Thousands of Persians push against the wall of Spartan bronze. Sandals slide, plowing the earth as Spartan feet are forced back.

A Persian blade draws the first Spartan blood, grazing across the shoulder of a young Spartan. He cries out in anger, breathing hate into the Spartan will.

Leonidas strains as he and his men finally slow the tide of silk and wicker, steel and dark skin. They find a foothold that stops their backwards movement, and all at once a thousand Persian eyes grow large with fear as Leonidas lowers his body, pushes forward, thrusting through Persians two at a time.

(CONTINUED)

CONTINUED:

The Captain rolls over the enemy without pause. Piercing through the silk leggings, puncturing their lungs with such power that the air escapes the chest wounds in great geysers.

CAPTAIN
Push on!!!

They push on, never breaking their impenetrable human wall.

DILIOS
Aaaahhhh!

Dilios' jabs land, cutting into Persian throats, the cries of pain muffled as they fall under the trampling feet of Spartan advance.

CAPTAIN
Push!!!!

They push on...

The Spartans gather strength from Greece herself, the invaders fall upon each other, one after the other.

WE HEAR: The CRIES of men, strange tongues from foreign lands, GROANS and SCREAMS drift out and fall back to the lifeless bodies from which they came.

LEONIDAS
Clear... to the right.

Scared Persians, hearts pounding in hollow determination, fall quick prey to the skill of the Spartans.

CAPTAIN
No prisoners!

SPARTANS
Haaawooo!!!

They step and thrust, killing all before them.

LEONIDAS
No mercy!

SPARTANS
Haaawooo!!!!

A deafening advance, the Spartans repel the Persian discharge with ease, forcing the incalculable numbers backwards.

CONTINUED:

CAPTAIN
They look thirsty.

LEONIDAS
Give them something to drink, boys.

CAPTAIN
To the cliffs! *

The Spartan phalanx jolts too. Electrified, they push their burnished defense, relentless, driving over Persian bodies, grinding towards the coastal cliffs.

Leonidas lurches, skewering another. The rear columns of attacking Persians begin to fold and fall away, over the high cliff's edge and into the sea below.

WE HEAR: Gasps of men without earth beneath them, falling forms. High-pitched wails and caterwauls bleed forth and crumple back onto the force as they are pushed over the rocky line.

By the hundreds they fall, embroidered tunics and mail jackets tumble, continuous and measured screams sing out as the Persians distort and separate into the churning salty grave.

LEONIDAS
Hold.

With the King's voice, the Spartans stop and watch the last Persian sail over the cliff face and disappear without a sound.

CAPTAIN
Hell of a good start.

SPARTANS
Haawooo!

WE HEAR: Distant Arabian HORNS sound off. As a thousand HARPIES SCREECH and arrows cut loose.

CAPTAIN
Tuck tail!

The Spartans drop to a knee and cover their bodies with the bronze shelter from the incoming storm.

The first wave of bronze heads sink into the ground around Leonidas and his men. Shaft after shaft rains into the Spartan shields, momentarily obscuring the sun with their volume.

CONTINUED:

LEONIDAS
Persian cowards.

Bowmen reach into their quivers and send more missiles by the thousands, an attack of size and strength never seen by Leonidas and his men.

Astinos crouches, laughing beneath his makeshift bronze roof.

STELIOS
What in the hell are you laughing at?

ASTINOS
You had to say it.

Arrows pound off their shields, deflect, SHAFTS SNAP, they fall in a deluge, pinning Astinos' robe to the ground.

STELIOS
What?

ASTINOS
Fight in the shade.

They both begin to laugh and now the others join in. As the last shrieking volley is cut loose... All is silent, save the Spartans laughter on the battlefield.

CAPTAIN
Settle down.

Leonidas looks to his Captain.

LEONIDAS
Let them laugh. It scares the fight out of our enemy.

The Captain nods.

CAPTAIN
Recover.

A cry erupts from the back of the Spartan formation. In the front position, Leonidas sees the mass of beast and men they now offer. His eyes widen to the sheer force and he sets his body for the impact.

LEONIDAS
No heroes... Today no Spartan dies!

(CONTINUED)

CONTINUED:

Astinos looks to his Father. The Captain nods softly, a simple gesture of recognition that comforts his son before Hell arrives.

Nostrils flare as the giant sand-colored beasts thunder down upon the Spartan line.

The Captain locks his shield into his body. Stelios fights back fear, his breath quickening in time with the advancing mounts.

An explosion of pure violence.

Persians are thrown from their strange mounts, bodies trampled; sweat and blood runs freely. Terror carved and molded to each Persian face. *

DILIOS (V.O.)
We do what we were trained to do! *

The Spartans advance with tremendous velocity, half-naked forms, red ribbons, brilliant bronze armor rushing forward without pause.

DILIOS (V.O.)
What we were bred to do! *

The Persians fight with curved swords, small war axes and hammers engraved with lions' heads.

DILIOS (V.O.)
What we were born to do! *

It is as abstract as it is brutal. Persian men, torn limbs, unclothed bodies, crushed and bloody, wounded figures, empty hand-tooled saddles, beheaded camels, faceless masses clutching to breath and pulse, one by one falling again and again to Spartan endurance.

DILIOS (V.O.)
No prisoners! No mercy! A good start. *

*

EXT. SPARTAN MARKETPLACE - DAY

WE SEE: Gorgo and her son moving through the crowded marketplace. Pleistarchos playfully darts between stone columns and pools of bright sunlight.

The two move in a loose pair past dark chambers, where BLACKSMITHS --

(CONTINUED)

CONTINUED:

-- POUND bronze and iron into blade and bowl. Potters shape red clay in vessels and plate. Gorgo stops at the mouth of an alley and calls to her son, who has disappeared behind a gaggle of HOUSEMAIDS, who bicker and gossip.

GORGO
I am not chasing after you.

The Queen waits a moment and sighs.

GORGO
That's it, I'm leaving. Do you hear me?

Gorgo turns down the alley shaking her head. She passes the red homespun fabric, freshly dyed, they hang drying in the midday sun. The shadows of the hanger bars flash * across her face as she moves between the blood-red fabric walls into a small courtyard. Carved out of stone is a simple bearded face and out of the stone mouth, water flows, falling into a small pool.

The Loyalist sits, ringing a rag out in the clear water and places it on his neck.

LOYALIST
I was afraid you might not come.

He stands to his feet as Gorgo approaches.

GORGO
I'm sorry, my son... is...

She turns back towards the alley.

LOYALIST
Doing what children do best. Please don't apologize.

Gorgo relaxes a bit, made comfortable by the Loyalist's manner.

LOYALIST
He starts the Agoge next year. That is always a hard time for Spartan mothers.

GORGO
Yes... it will be hard, but also necessary.

The Loyalist ponders with a smile, remembering his time enduring the Spartan crucible.

CONTINUED:

LOYALIST
In two days you will speak to the council.

Gorgo answers quickly.

GORGO
My husband does not have two days.

LOYALIST
Leonidas has chosen his battles and so must you. These two days are a gift.

The Queen nods.

LOYALIST
It's no secret that Theron wants what you control. It is his voice you must silence. Make an ally of him and you will have your victory.

The moment hangs between them both.

GORGO
My son will be looking for me. Thank you... You are as wise as you are kind.

The Loyalist bows and moves off down a passageway. Gorgo turns to the fountain and splashes water on her face, relief from August heat. She pauses, letting the water pour over her hands, staring into the stone eyes of the fountain. From behind her, a voice.

THERON
There's your mother.

Gorgo turns to find Theron and Pleistarchos. Her son's eyes are nervous as Theron grips his shoulders from behind. Gorgo moves towards them both; Theron lets her son go and he runs to her side.

THERON
You should keep a better eye on him if he is to be King one day.

Gorgo pulls her son into her. Theron studies the faces of both Queen and son.

THERON
It would be unfortunate if anything were to happen to him or his beautiful mother.

CONTINUED:

Gorgo narrows her gaze at Theron.

EXT. HOT GATES - AFTERNOON

It is a vision of Hell on Earth. Thousands of Persian dead lay in heaps. The ground turned to mud by the countless gallons of blood. The Spartans work gathering weapons from the fallen and putting the few Persians whose injuries have not killed them, out of their misery.

Leonidas and the Captain pull off their helmets. As they do, the Captain sees a Persian crawling among the nearby dead. He moves casually over to him.

The Captain looks back toward Leonidas, tossing the King an apple. As Leonidas bites into it, the Captain puts a heavy foot on the Persian to steady him, then plunges a spear through his back. The Persian cries out, then dies.

The Captain pulls his spear free and moves to the King.

CAPTAIN
The Arcadians are itching for battle, sire. They're begging for a crack at the Persians.

LEONIDAS
Good! I've got something I think they can handle. Tell Daxos I want them eager, sober, and ready for the next charge.

Stelios runs the last few yards right up to Leonidas and the Captain.

STELIOS
(breathing hard)
King Leonidas.

LEONIDAS
Stelios, catch your breath, boy.

Stelios puts his hands on his thighs and drops his head for a moment.

STELIOS
Yes, My Lord.

He breathes deeply, then swallows.

(CONTINUED)

CONTINUED:

STELIOS
Persians approach, My Lord. A small contingent. Too small for an attack.

Leonidas looks in the direction of Stelios' spear which he uses as a pointer.

LEONIDAS
Captain, you are in charge.

CAPTAIN
But, Sire...

Leonidas smiles at the Captain.

LEONIDAS
Relax, old friend. If they assassinate me, all of Sparta goes to war.

Leonidas becomes more serious, his voice lowers.

LEONIDAS
Pray they're that stupid... pray we're that lucky.

Leonidas begins to move across the landscape of the dead as the Captain sighs, then sees another breathing Persian and raises his spear.

LEONIDAS
Besides, there's no reason we can't be civil, is there?

The Captain buries his spear with crisp precision and the life groans from one of the nameless horde of his enemy.

CAPTAIN
None, sire.

*

EXT. COASTAL PLAIN

A clearing between the Hot Gates and the Persian camps. Leonidas slows to a stop. His expression a subtle smile. A mix of amusement and disbelief at the display before him. For, wedged between the sea and the jagged rock face of the mountains, is a sight as impressive as it is absurd.

(CONTINUED)

CONTINUED:

100 men bear on their backs a giant golden throne beset with sculpted lions. Ancient script as old as time itself is carved upon the platform. It rises 20 feet above the shoulders of the bent slaves who carry it. At its summit, surrounded by golden gazelles and backed by a black sun, stands XERXES. Nearly 7 feet tall. Body of lean sinew, hairless, androgynous, and draped in adornments of gold.

LEONIDAS
Let me guess. You are Xerxes.

Xerxes moves down the richly carpeted stairs of his throne platform to the waiting Leonidas. Xerxes steps down, using the back of a kneeling slave as the final step.

DILIOS (V.O.) *
A voice as smooth as warm oil on well-worn leather and as deep as rolling thunder.

XERXES
Come, Leonidas. Let us reason together.

Xerxes glides on powerful legs as Leonidas stands next to him.

XERXES
It would be a regrettable waste... it would be nothing short of madness were you, brave king, and your valiant troops to perish all because of a simple misunderstanding.

LEONIDAS
Don't lose sleep worrying over us. We're having the time of our lives.

Xerxes stops and turns to the Spartan King.

XERXES
Brave words. Spartan words. I admire you. The strength and honor of your soldiers, their fierce devotion. There is much our cultures could share.

LEONIDAS
Haven't you noticed we have been sharing our culture with you all morning?

(CONTINUED)

CONTINUED:

Xerxes smiles.

XERXES
Yours is a fascinating tribe. Even now you are defiant, in the face of annihilation and the presence of a god.

Leonidas looks up at Xerxes.

LEONIDAS
There is a fundamental difference between us. You would kill any of your men to win and I would die for any of mine.

As Leonidas and Xerxes stand together, silent archers pull bows taut, keeping an eye on the Spartan King.

XERXES
You Greeks take pride in your logic. I suggest you employ it. Consider the beautiful land you so vigorously defend. Picture it reduced to ash at my whim!

Leonidas is unmoved.

XERXES
Consider the fate of your women.

LEONIDAS
Clearly you don't know our women. I might as well have marched them up here judging by what I've seen. You have many slaves, Xerxes, but few warriors. It won't be long before they fear my spears more than your whips.

Leonidas turns away from Xerxes and scans the hillside. Rocks fall in a cascade from a nearby cut in the cliff. Xerxes gently puts his hands on Leonidas' shoulder.

XERXES
It is not the lash they fear, it is my divine power. I am a generous God. I can make you rich beyond all measure.

Xerxes leans closer to Leonidas, his voice goes to a hush.

CONTINUED:

XERXES
I will make you warlord of all Greece. You will carry my battle standard into the heart of Europa. Your Athenian rivals will kneel at your feet, if you will but kneel at mine. *

Leonidas exhales deeply, then steps out from under the God King's hand and looks at his feet.

LEONIDAS
You are generous as you are divine, oh King of Kings. Such an offer only a madman would refuse. *

The Spartan King then takes a few slow steps away from the towering Xerxes.

LEONIDAS
But the idea of kneeling, it's... you see slaughtering all those men of yours has put a nasty cramp in my leg. So kneeling will be hard for me.

XERXES
You sadden me, Leonidas. For as I am reasonable, so am I vicious, and as I am generous, so am I wrathful.

Xerxes' body tenses under the weight of diplomatic words.

XERXES
There will be no glory in your sacrifice. I will erase the memory of Sparta from the histories. Every piece of Greek parchment shall be burned. Every Greek historian and every scribe shall have their eyes put out and their tongues cut from their mouths.

Xerxes is afire, voice raised in contempt for the Spartan King.

XERXES
Why, uttering the very name of Sparta or Leonidas will be punishable by death. The world will never know you existed at all.

CONTINUED:

Leonidas turns to Xerxes, eyes as cold as ice.

LEONIDAS
The world will know free men stood against a tyrant. That few stood against many, and before this battle was over, that even a God King can bleed.

EXT. HOT GATES - SUNSET

On the flat steps, before the Hot Gates. Stelios and Astinos work piling Persian corpses into a great mound at the Wall of the Dead. Muscles strain under the lifeless bodies. The sun has just passed below the mountains, and promise of the night's cold is first spoken by the breeze which rises off the sea.

STELIOS
You fought well today, for a woman.

Stelios tosses the body he's carrying onto the pile.

ASTINOS
As did you. Maybe if I am injured you will be able to keep up with me.

Astinos grunts as he heaves a cool body onto another, as Stelios drags a body by the ankles.

STELIOS
Maybe I was so far ahead you did not see me.

The Captain behind them lifts two bodies over his shoulders and begins to move towards the youths.

ASTINOS
More likely offering your backside to the Thespians.

STELIOS
Jealously does not become you, my friend.

Stelios throws another on the heaping dead. The two smile at each other.

The Captain climbs onto the bodies of his enemies, one Persian over each shoulder, heaving them at Stelios' feet.

(CONTINUED)

CONTINUED:

Leonidas calls up to them, out of breath, from the foot of the pile.

LEONIDAS
Move it, men! Pile those Persians high. *

Leonidas glances back towards the Persian camp, as a wind of dusk tosses crimson behind him.

LEONIDAS
We're in for one wild night!

CAPTAIN
Yes, sir.

EXT. COASTAL PLAIN - NIGHT

The worn road to the Hot Gates. Quiet grips the black cliffs. The sea laps onto ageless rock. A light breeze whispers in the trees and then out of the darkness...

WE HEAR: DRUMS!

DILIOS (V.O.)
They have served the dark will of Persian Kings for 500 years.

Clouds roll against the quarter moon. Black banners cover the sky.

DILIOS (V.O.)
Eyes as dark as night. Teeth filed to fangs... soulless.

The war DRUMS POUND like the heartbeat of a Titan. A river of black bronze surges toward the Hot Gates.

DILIOS (V.O.)
Wordless, their form. Faultless, moving in such perfect unison. Each collective step strikes the earth like a blow from the Fire God's Hammer. They march!

Feet pound the earth. Barely the feet of men, toenail-like claws.

WE RISE SLOWLY ALONG the form of black armored skin. Muscular arms protrude from ornate plates inlaid with gold. Maybe ancient writing or design. Only dead men have seen close enough to know.

(CONTINUED)

CONTINUED:

DILIOS (V.O.)
The personal guard to King Xerxes himself. The Persian warrior elite. The deadliest fighting force in all Asia.

One of the thousands turns TO us, scanning the hillside as his demon brothers pass behind him. A hiss of breath, he bares his saw-blade teeth. His black eyes, shark-like, searching for Spartan blood.

DILIOS (V.O.)
The Immortals.

A nameless Immortal at the front of the column holds up his fist and, as one, they stop.

WE HEAR: The DRUMS FLOURISH, then GO SILENT.

The Immortal lowers his fist slowly, takes a few tentative steps out of formation and scans the obstacle in his way. A wall of stone and fresh Persian dead, 20 feet high, that runs from cliff wall down to the sea. He stares up at the grotesque sight of his comrades. Something new rises from his belly, freezing his joints, making his breath catch in his throat. Something he has not felt in countless forays on the battlefield -- FEAR!

DILIOS (V.O.)
Now, while we are fresh and at our full strength. Before wounds and weariness have taken their toll.

The Immortal at the front reaches with shaking hands to the two sabers slung at his back. Stepping slowly away from the wall, he frees the two long arcing blades and nervously watches the wall for movement.

DILIOS (V.O.)
The mad King throws the best he has at us. Xerxes has taken the bait.

WE MOVE ACROSS the faces of the dead at the top of the wall, until we COME TO REST ON the dull gold of a Spartan helmet, the unblinking eyes of Leonidas is hidden among the dead.

LEONIDAS
Spartans, push!!!

(CONTINUED)

CONTINUED:

From behind the wall, a hoard of crimson and bronze presses as one against the wall of corpses, which tumbles onto the horrified immortals, breaking like waves onto the first six rows of the Persian elite.

WE SEE: Pouring over the mound of dead comes a new swell of Spartan shields and spears, surging down on the stunned Immortals.

Leonidas plunges his spear, reaching three deep into the ranks of his enemies. He instantly lands a strong foot into the chest of the skewered man, pushing him with a single powerful stroke of his spear and turns to the next.

DILIOS (V.O.) *
Immortals. Well... As our King said, we put their name to the test.

With his shield, Stelios blocks a blade strike meant for the Captain who flashes young Stelios a look before ramming his own spear through the attacker's eye socket. This is the hardest fighting they have faced. War cries howl from the Immortals as they battle the Spartans.

TIME SLOWS:

WE SEE: Astinos as he catches an attacking Immortal with his spear, in a single move, draws his sword to dispatch another surging at his side. The blood of his enemies sprays across Leonidas' face as the Spartans push forward into the columns of confused Immortals.

IMMORTAL COMMANDER
Stand your ground!

The COMMANDER is bumped by a retreating soldier. He grabs the fleeing soldier and pushes him back toward the fighting. He yells, spitting his rage.

IMMORTAL COMMANDER
I said stand your ground!!!

Leonidas parries a blow and then drives his spear into another Immortal.

One of the Immortals leaps onto the shield of a Spartan attacker. His toes grabbing the bottom of the shield like an ape's hands, pulling the swords at his back free and slicing across the neck of a Spartan soldier, killing him.

(CONTINUED)

CONTINUED:

The Spartans begin to lose ground to the recovering Immortals. They claw as they rally, their fangs tearing into Spartan flesh.

Leonidas fights two at a time, grimacing through clenched teeth. He falls back as the Immortals take their toll on the now withering Spartans, locked in a hand-to-hand struggle with one of the demons. The Immortal's gnashing teeth are just inches from Leonidas' face. Leonidas is barely able to draw his sword, plunging it into the Immortal's throat.

Now from the heart of the Immortal horde, the largest and fiercest of the Immortals rushes forward, a full seven feet tall at the shoulder, veins in his neck bulging like serpents as he roars, collapsing a Spartan shield with a kick while in the same moment decapitating another Spartan not quick enough to retreat behind his shield.

The giant Immortal focuses his milky eyes on Leonidas, who fights and dispatches two of the dark horde. Leonidas locks eyes with the giant, who recognizes the Spartan king and charges toward him. Leonidas quickly recovers a spear and thrusts it at the charging monster, who rises into the air on a thundering stride, cutting clean in two the spear shaft of the king. He lands with his full 370 pounds of crushing muscle on the shield of Leonidas, throwing him back onto the mutilated bodies of the day-old fallen.

Leonidas, lying on his back, recovers his wits just long enough to have his sword kicked from his hand. The giant roars again, pulling Leonidas' helmet off, which spins to rest on the blood-soaked earth. The Immortal pulls his blade down toward the exposed head of the king, who raises his arm, catching the raw metal blade with a roof block on his bronze-covered forearm.

Then Leonidas summons from deep within his warrior soul a crushing right to the jaw of the demon, who spits blood as he roars in defiance. The thing tosses his sword down as he moves right into Leonidas' face, roaring as he opens his mouth. A mix of blood and saliva pours in rivulets between the sharpened teeth of the giant while his eyes fix on Leonidas' neck. The king's muscles strain beneath the mass of the Persian Immortal.

In desperation, Leonidas calls...

LEONIDAS
Arcadians... NOW!!!

CONTINUED:

The giant Immortal is inches from Leonidas' neck when he hears the battle cry of the Arcadians. The monster is momentarily distracted, allowing Leonidas to strain the last remaining inches to reach his sword. He lifts the giant off him on two powerful legs and in the same motion passes his sword between the giant's head and shoulders. The monster's head lands next to the king as his body tumbles to one side.

WE SEE: From the small thicket of trees at the center of the Immortals, the earth begins to move. The trees fall, revealing a box canyon filled now with charging Arcadians. Daxos leads his men as they cut into the Immortals.

Daxos comes right at the Immortal Commander, who is raising his saber, ready to cut down his own men.

IMMORTAL COMMANDER
Fight or die where you stand!

The eyes of the soldier the Commander threatens go wide, as he sees past his master to the ambushing Greeks descending upon them. The Commander sees his fear and turns just in time for Daxos to plunge his spear through the Commander's neck.

DAXOS
Go! Show the Spartans what we can do.

Daxos pulls the spear free and turns quickly, throwing his spear into an Immortal's chest.

Daxos draws his sword, fighting on. Thrusting, jabbing; missing a parry, his arm is cut. In exchange, he plunges his sword into one of the dark horde.

DAXOS
Call us amateurs, will they?

TIME SLOWS.

NO SOUND. SAVE THE DRUMS.

DILIOS (V.O.) *
They shout and curse, stabbing wildly, more brawlers than warriors.

(CONTINUED)

CONTINUED:

WE SEE: Farmer and potter, blacksmith and merchant. Free Greeks all, teeth clenched in a battle rage, thrusting spears and swords through the frightened throngs of their enemies. Pushing, legs driving shields against piceous bronze. Forcing dozens of heavily-weighted Immortals off the cliffs and into the sea.

DILIOS (V.O.)
They make a wondrous mess of things. Brave amateurs, they do their part.

STILL UNDER THE DRUMS.

WE SEE: Leonidas pushing forward, muscles flexing, made hungry by the wide-eyed terror of the Immortals. They fall over each other to flee the attacking Spartan King.

As the slaughter continues below, from the cliff overlooking the battlefield, silhouetted by the crescent moon, a dark figure adorned in gold watches as his invincible Immortals fall like wheat under the sickle of the Spartan phalanx.

DILIOS (V.O.)
... And a man who fancies himself a God...

Xerxes' lips tighten; he breathes deeply through flaring nostrils, as below him even the war drums are silenced.

DILIOS (V.O.)
... feels a very human chill crawl up his spine.

EXT. SPARTAN ENCAMPMENT - NIGHT

Dozens of Spartan campfires reach into a nigrescent sky. They burn bright, fueled with a kindling of broken Persian arrow shafts by the thousands.

Around the fires, warriors mend their wounds with linens and oils of root and herb. They drink of red wine and recount with pride the heroics of the battlefield.

CAPTAIN
Our King!

WE HEAR a ROAR so primitive it shakes the ground and ECHOES OFF the far canyon walls as the other Spartans sound off.

CONTINUED:

SPARTANS
Haaaawoooo!

CAPTAIN
Our honored dead!

SPARTANS
Haaawooo!

Leonidas says nothing, just stares quietly towards the heavens along the far edge of the fire circle and beyond.

DILIOS
Triumph.

STELIOS
Yes, the day is ours.

ASTINOS
And the night too.

DILIOS
True, for now they fear the night as well.

Dilios moves with the shadowed light, in front of his brothers.

DILIOS
Now, as we rest, the Immortals are crawling back to their master like whipped dogs.

The Captain nods slowly and wipes the now cold blood from his hands with a captured turban.

ASTINOS
Every Persian sees it.

STELIOS
Whom will Xerxes dare to send next?

CAPTAIN
They will never measure as fine as this.

The Captain lifts a red-hot iron rod from the fire's mouth and puts it against a young Spartan's side, burning, smoldering the skin, cauterizing the gaping hole without a sound or expression to fill the night air.

CONTINUED:

CAPTAIN
Who among his legions will dare to face us?!

The Captain throws the rod back to the fire and again a cheer from the Greek warriors rings into the night.

SPARTANS
Haaawoooo!

Leonidas turns and moves through their war party.

LEONIDAS
Children... children!

Their King's voice quiets their folly.

CAPTAIN
The Medes and Scythians are in open revolt! Xerxes is slaughtering his own troops.

ASTINOS
There is nothing that can stop us now!

Leonidas raises his hand, holding some invisible force that quiets the men.

LEONIDAS
Dare we hope... Dare we hope for more than a glorious death?

Leonidas lowers his hand and gazes over each of the men's faces, half-filled with firelight.

LEONIDAS
Such mad hope... but there it is.

Leonidas points out into the darkness of the battlefield.

LEONIDAS
Against Asia's endless hordes. Against all odds.

The Spartan King returns his eyes to his warriors.

LEONIDAS
We can do it! We can hold the Hot Gates! We can win!

The Spartans erupt into a chorus of voice.

SPARTANS
Haawwooo!

EXT. MOUNTAIN FOOTHILLS *

On the shelf of a near cliff... staring down from the blackness and glow of the moon... Ephialtes tears at the red cape that has hidden his deformed soul.

EPHIALTES
Gods... I still breathe. I still live. Gods, you are cruel.

He rips the cape, it settles near his feet.

EPHIALTES
Damn you.

His crude shape leans over, looking down towards the Spartan campfires, down towards the distant warriors.

EPHIALTES
Damn you. Damn you, Gods! Damn you, Father... Damn you, Mother... Damn you all to Hell!

Ephialtes lifts his father's bronze helmet toward the faultless sky, inspecting the color, its worn strength.

EPHIALTES
Spartans... Spartans!

He throws his helmet to the ground.

EPHIALTES
The boldest of men! The finest warriors in all the world.

Ephialtes grunts in disgust to himself.

EPHIALTES
Damn you...

He turns his broken form and begins into the night, none but himself hearing his voice.

EPHIALTES
Damn you all! *

EXT. COASTAL PLAIN

The second day begins as the first. With full light at their backs, barriers of man and beast pound the earth, into the slaughter they race. Silhouetted forms, WHIPS CRACK! *

(CONTINUED)

CONTINUED:

Across the backs of a fresh rotation, flooding upwards, across the slain and haunted bodies. The men pull from their guts a low growling HOWL!

DILIOS (V.O.)
One hundred nations descend upon us. The Armies of all Asia. Funneled into this narrow corridor, their numbers count for nothing.

They claw and dig into the muddy ground, barreling towards the Hot Gates and the awaiting Spartan line.

CAPTAIN
Back to hell with you.

Blood and terror pounding at the temples of the oncoming pack of Xerxes' front men.

DILIOS (V.O.)
The raiding party arrives, unfortunate for being the first to meet the Spartan Nation.

LEONIDAS
Attack, now!

They collide with such force into the bronze shields, shudder cycling through SNAPPING! Fresh bones.

Others push from behind, but nothing is gained as Leonidas plows his pike through the chest of one and moves quickly at silencing another.

Armless PERSIAN GIANTS run with wicker baskets on their backs. Within the baskets, MIDGET ARCHERS cut loose a volley a projectiles.

DILIOS (V.O.)
At our wall of bronze and crimson, there is no retreat, there is no surrender. Only honor... duty... glory... combat... victory. They fall by the hundreds... We send the severed bodies and fragile hearts back to Xerxes' feet.

Stelios rams against the hordes, cutting through thin tissue and capillaries, lashing out, moving in pace with his brothers on the steep slope.

Tribesmen, tattoos covering their bodies, sling broken shards of glass and porcupine quills into the fight.

CONTINUED:

Astinos drops his lance into a Persian thigh and strokes upwards, through the groin and out the chest cavity. *

DILIOS (V.O.) *
When muscle failed they turned to their magic. But we were relentless... unstoppable... We were free men... We are Spartans.

PERSIAN WIZARDS, draped in black velvet robes, throw clay pots mixed of sulfur, bat dung and ash. Its noxious smoke rising, obscuring the fight.

Dilios nails two charging infantrymen with the tip of his spear. Robbing them of any glory, any hope of tomorrow. *

EXT. PERSIAN ENCAMPMENTS

In front of Xerxes' myriad tents, a long line of his Generals wait.

TIME SLOWS:

DILIOS (V.O.) *
King Xerxes is displeased with his generals.

Xerxes' eyes blaze. Veins bulge in his forehead and neck; he grits his teeth. His rage spitting from his mouth, he commands the executioner, whose form is grotesquely muscled. Where his forearms should be, his flesh and hands have been removed. His very bones sharpened into twin executioner's axes.

WE SEE: His arms fall!

DILIOS (V.O.) *
He disciplines them.

And with time still suspended, one of his many disappointing Generals is parted from his head. *

EXT. HOT GATES

WE HEAR: The TRUMPETING of not brass horn but angry and wild BEASTS.

DILIOS (V.O.) *
Xerxes dispatches his monsters from half the world away.

(CONTINUED)

CONTINUED:

WE SEE: Around the bend. A cavalry of elephants en mass. Elephants adorned with spikes and cleated shoes, stomp through their own men. Their trunks fitted with hammers and bladed sickles. They swing, clearing a path to the Spartans.

THUNDERING!

Up the constricted path, on the gray massive backs, Xerxes' men, 10 deep, archers, javelin throwers, young boys throwing stones down into the battle.

DILIOS (V.O.)
They are clumsy beasts and the piled Persian dead are slippery. *

The elephants lose footing, some topple, others shift in fear. A Persian meets his fate, skewered through a charging tusk. Others are tossed like a desultory of tribesman, off the beast and disappear under the charge of nations.

CAPTAIN
Break... Now!

And with the coming magnitude of Persians, the Spartans open the phalanx and swallow the enemy whole.

Leonidas is in perfect form, cutting the enemy down, each stroke and parry, a grace for others to emulate. *

His shield takes a crushing blow from a Persian battleaxe. He counters and yaws forward, surrendering his spear tip into the face of a Persian Commander, snapping it clean, he draws his sword.

LEONIDAS
Watch them!

In front, Stelios and Astinos break free, filled by youth. They cleave their swords into an open space of Persian dead. Stelios buries his blade, the Persian falling at his feet.

ASTINOS
Are you still here?

Stelios pulls at his steel, stuck in the corpse he just felled.

STELIOS
If only you fought as much as you ran your mouth.

(CONTINUED)

CONTINUED:

Astinos laughs and swings through a string of Persians that streams toward Stelios, still trying to free his blade.

ASTINOS
Not now, I am a little busy.

Astinos is dynamic, effortless, and brave as he takes on three Persian guardsmen. He cuts and pulls at them, dropping the first.

Stelios frees his sword, tearing it loose and reenters the fight. Astinos drops the second and turns to Stelios.

They continue on, all of the Spartans, beating back among the promontory of the dead.

LEONIDAS
Regroup!

The Spartans pull into one another, gathering force, streaming into the Persians like a wall of intimidation. Astinos rages on, killing the dark figures without pause.

CAPTAIN
Astinos.

Astinos looks to his father across the salient, the Captain locks eyes with his son.

CAPTAIN
On center.

They share a moment of praise among this tenebrous day.

From the middle of the fray a PERSIAN HORSEMAN, clothed in inked leather and iron mail, gallops through the melee. He raises his sword and with one arc.

TIME SLOWS:

For all who see it, the combat stands still. It is no more brutal than the rest, only that it's one of their own, a Spartan. The Captain watches as Astinos is beheaded only a few yards away.

CAPTAIN
Noooo!

(CONTINUED)

CONTINUED:

Astinos' head falls to the muck and mire, another Persian lifts the severed gift in his hands and tosses it up to the confident horseman. He holds the head above his and howls. A prize offering for Xerxes, he rides back towards the sea, never offering fight for a father's pain.

CAPTAIN
They all die!

The Persians retreat back, with their treasure, a young Spartan face. The Captain's rage rises; he runs after the force hacking into the backs of fleeing men.

DILIOS (V.O.)
The day wears on... We lose few, but each felled is a friend... or dearest blood, and upon seeing the headless body of his own young son the Captain breaks rank. He goes wild... blood-drunk.

Dilios and Stelios follow him, allowing his frenzy to run its course until all the enemy life has been snuffed out. Finally a group of Spartans drag the Captain from the field, his face twisted with grief, his tears etching lines in the mix of blood and dirt on his face.

DILIOS (V.O.)
The Captain's cries of pain at the loss of his son are more frightening to the enemy than the deepest battle drums. It takes three men to restrain him and bring him back to our own. The day is ours. No songs are sung. The Persian camp goes deathly quiet.

INT. SPARTAN HOUSE

A wood fire burns in the corner, illuminating the simple mason and beam ceilings. Theron and Gorgo stand in conversation.

GORGO
I am not here for small talk, Theron.

THERON
I am sure of that. You have never spared words with me.

CONTINUED:

Theron walks to a rimmed table, tanned cougar hide covering its base.

THERON
A drink?

Gorgo studies his face and with a laugh.

GORGO
Is it poison?

He lifts a high pitcher, inlaid of silver palmette rising from acanthus leaves.

THERON
I am sorry to disappoint you, my Queen. It's just water.

He pours the water into two shallow bronze bowls, hammered with the images of a seated fox and hen. He hands the water to Gorgo.

THERON
I am told you are going before the Council.

GORGO
I am not seeking your advice, just your help in winning votes to send our Army north to their King.

Theron turns to face Gorgo in the half-lit room.

THERON
Perhaps I could help. The two of us standing together, the politician, the warrior, our voices as one, but what does your willingness prove?

Gorgo takes a sip from the bowl and sets it on the near table.

GORGO
It proves that I care for a King who at this very moment fights for the water we drink.

Theron nods in agreement.

THERON
True. But this is politics, not war.

(CONTINUED)

CONTINUED:

He sets his water down and looks at the Queen.

THERON
Leonidas is an idealist.

The Queen paces across the near window.

GORGO
I know your kind too well. You send men to slaughter for your own gain.

THERON
Your husband, our King, has broken the laws. He has left without the council's blessings... I am simply a realist.

GORGO
You are an opportunist. And a bad one at that.

Theron closes the distance to the Queen.

THERON
You're as foolish as Leonidas if you believe that men don't have a price in this world. All men are <u>not</u> created equal. The Spartan code reinforces this maxim, you silly little girl.

Without hesitation, Gorgo slaps Theron clean across his face. He is unmoved by the blow.

THERON
I admire your passion. But don't think that you, a woman, even a Queen, can walk into a council chambers and sway the minds of men. Regardless of what your king says, you have no power there. I own those chambers, as if they were built by these hands.

He grabs Gorgo by the throat, she struggles for a moment under his power.

THERON
I could crush the life from you right now!

Gorgo searching the room, nothing, to aid her plight.

(CONTINUED)

CONTINUED:

THERON
You will speak to the council and your words will fall on deaf ears. You will receive NOTHING without me. Leonidas will have NO reinforcements and if by the Gods' grace returns, he will be jailed or worse.

Gorgo looks at Theron in disbelief.

THERON
Do you love your Sparta?

Gorgo's eyes lock with Theron as she --

GASPS for air.

GORGO
Yes.

His grip tightens around her neck.

THERON
And your King?

GORGO
I do.

Theron smiles again as he watches Gorgo squirm under his powerful grasp.

THERON
Your husband fights for his land, for his love.

Theron releases his grip on the Queen's neck.

THERON
What do you have to offer Sparta?

GORGO
What does a realist want with his Queen.

THERON
I think you know.

Gorgo trembles, knowing that this sacrifice is the one Theron truly wants. She lifts her hand and pulls at the soft lace that holds the dress at her neck.

CONTINUED:

THERON
This will not be over quickly. You will not enjoy this. I am not your KING!

There are no tears. Gorgo stands naked before Theron, as he begins to ravage her, she makes not a sound, not a move. She gives him anything and everything, but not her heart in the faint firelight of the room.

*

EXT. PERSIAN ENCAMPMENTS

A perimeter of tribes surround the sanctuary of their God, Xerxes. Foot soldiers sharpen their weapons near a stable of warhorses. Castaways and penniless slaves roam the night for their masters, a makeshift world of chaos at the edge of the sea.

CUT TO:

INT. XERXES' TENTS

WE HEAR: The FAINT CRIES, erotic WAILS, with the SOFT DRUMMING. A goat-headed minstrel plays the sitar. Others smoke from pipes of octopus skin and listen to the reed instruments of the East.

This is a different world. A world of fine silk walls, rugs from the Orient, soft pillows, towers of honeycombed candles. Incense burns and hangs in tooled copper baskets. A procession of slave girls, all near naked, sheer gauze and jeweled bodies, dance for Xerxes in the faint light.

XERXES
Your Gods were cruel to shape you so, friend Ephialtes.

Under a canopy of soft light, Ephialtes moves from the shadows.

XERXES
But I am kind.

Xerxes on a marble pedestal, adorned in rare diamonds and emeralds from lands far from where he now stands.

XERXES
Everything you could ever desire.

Concubines of all shapes, colors and nations are brought forth for Ephialtes.

(CONTINUED)

CONTINUED:

XERXES
Every happiness you can imagine.

Ephialtes squints his one blue eye at the spectacle.

XERXES
Every pleasure your fellow Greeks and your false Gods have denied you.

The dancers writhe against Ephialtes' frame.

XERXES
I will grant you... for I am kind.

Ephialtes wipes the drool, the sheer temptation from his lips and speaks.

EPHIALTES
Yes.

XERXES
Embrace me as your King and as your God.

EPHIALTES
Yes.

XERXES
Lead my soldiers to the hidden path that empties behind the cursed Spartans.

EPHIALTES
Yes.

The dancers reach deeper into the heights of their tortured bodies.

XERXES
Your joys will be endless.

EPHIALTES
Yes.

Xerxes opens his impressive arms, extending his jeweled hands to his Greek guest.

XERXES
You will create your destiny.

The dancers have now thinned into the b.g. The MUSIC softens and DRIFTS AWAY. Now there is only the God King and the Quasimodo named Ephialtes.

CONTINUED:

EPHIALTES
I want it all... Land... Wealth..
Women... and one more thing.

Ephialtes shuffles closer and opens his eyes wide for Xerxes to view.

EPHIALTES
I want a uniform.

Xerxes folds his arms over one another and simply nods.

XERXES
Done.

Ephialtes takes a deep breath, as if to breathe in his newfound wealth and treasures.

XERXES
You will find... I am kind...
Unlike the cruel Leonidas who
demanded that you stand.
I require only that you kneel. *

And with those words, Ephialtes lowers his warped body, head following his hands, crumpling his weight down to both knees and bows before Xerxes without more celebration or thought.

*

EXT. SPARTAN ENCAMPMENT

*

The air rings as blacksmiths hammer blades, shields and spear tips for the next morning's contention. * * *

Leonidas pulls at his tattered cape, wanders the different campfires, watching his men's faces as they recover from the day.

LEONIDAS
Dilios, I trust that scratch
hasn't made you useless?

Dilios crouches near the firelight, binding a crude bandage across his face and head.

DILIOS
Hardly, My Lord. It's just an
eye. The Gods saw fit to grace me
with a spare.

LEONIDAS
My Captain?

(CONTINUED)

CONTINUED:

Dilios rises and points to a sole campfire raging atop the ridgeline.

DILIOS
He curses the Gods and mourns alone.

Leonidas nods quietly.

Daxos rides into the Spartan encampment. * *

DAXOS
Leonidas, we are undone!

Daxos dismounts, dropping the leather reins and without haste, covers the ground to Leonidas.

DAXOS
Undone I tell you!

Daxos' eyes dart around the blackness beyond the firelight searching nervously the high cliff face and then returns to the King.

DAXOS
Destroyed.

Leonidas has heard enough and barks out.

LEONIDAS
Calm yourself.

Daxos breathes deep and returns to his frightened rant.

DAXOS
A hunchback traitor has led Xerxes' Immortals to the hidden goat path behind us!

The Spartan warriors straighten to this news as if ice has been run through their veins.

DAXOS
The Phocians you posted there were scattered without a fight. This battle is over, Leonidas.

The Spartan King turns his back to the Arcadian.

LEONIDAS
This battle is over when I say it is over, Daxos.

Daxos continues to plead his case.

CONTINUED:

DAXOS
By morning, the Immortals will surround us. The Hot Gates will fall.

LEONIDAS
Spartans! Prepare for Glory!

His Warriors have already begun preparing their weapons, armor and bodies for their shared fate.

DAXOS
Glory? Have you gone mad? There is no glory to be had now. Only retreat or surrender or... death!

Leonidas turns now to face the man who breeds doubt into the minds and hearts of his tribe. He glares into the eyes of Daxos.

LEONIDAS
That's an easy choice for us, Arcadian.

The King snaps his response with a steel of character even his enemies admire.

LEONIDAS
Spartans never retreat! Spartans never surrender! Go spread the word! Let every Greek assembled know the bald truth! Let each among them search his own soul! And while you're at it... search your own.

Stelios holds out the reins for Daxos' horse.

DAXOS
My men will leave with me.

Daxos takes the loose reins in his hands.

DAXOS
Godspeed, Leonidas.

The King is unmoved, and watches Daxos leap to the bare back of the pearl mare.

Daxos heels the horse's side and disappears. Leonidas wastes not a moment and turns to his men.

LEONIDAS
Children, gather around.

CONTINUED:

Stelios, Dilios, and Spartan warriors close in around their King.

LEONIDAS
The Gods favor us.

The Spartans roar out.

SPARTANS
Haaawooo!

LEONIDAS
Tomorrow, we light a fire that will burn in the hearts of all free men for all the centuries yet to be.

The Spartans stomp the dry earth in unison, like a thundering pulse that runs through them all.

LEONIDAS
No retreat... No surrender! This is Spartan law!

SPARTANS
Haaawooo!

Leonidas moves in front of his men, reaching into their will and stirring their souls.

LEONIDAS
And by Spartan law we will stand and fight and die!

The warriors erupt, POUNDING their shields and raising their weapons towards the star-filled blanket above.

LEONIDAS
The law. We do not sacrifice the rule of law to the will and whim of men. That is the old way. The old, sad, stupid way. The way of Xerxes and every creature like him.

Leonidas stands clearly in front of his brave men. His red cape lifts and floats with his every impassioned gesture.

CONTINUED:

LEONIDAS
A new age has begun. An age of great deeds. An age of reason. An age of justice. An age of freedom. And all will know that three hundred Spartans gave their last breath to defend it!

SPARTANS
Haaawoo!

From the blackest corner of the Spartan encampment...

WE SEE: Leonidas' Captain appear, like a specter of death, his face and body smeared and covered, a mixture of ash, soot, and his son's blood.

LEONIDAS
My friend.

Leonidas reaches out to his Captain.

CAPTAIN
I have lived my entire life without regret until now... It is not that my child gave his life for his country.

The Captain shakes his head slowly from side to side.

CAPTAIN
Only that I did not tell him that I loved him the most, that he stood by me in honor... that he was what is best in me. *

Leonidas embraces his friend for a moment.

LEONIDAS
My heart is broken for your loss.

The Captain nods softly.

CAPTAIN
Heart? I have filled my heart with hate.

The Captain looks into the flickering flames and back to his King.

LEONIDAS *
Good.

(CONTINUED)

CONTINUED:

The Captain's eyes search deep into the valley, to the Persian camp below.

LEONIDAS
Dilios, let's take a walk.

Dilios nods his bandaged head.

DILIOS
Yes, My Lord.

EXT. HOT GATES - NIGHT

Dilios and Leonidas stand on a rocky patch of land away from the rest. Dilios is confused, his face pleading with his King.

DILIOS
But... but... sire... I am fit. I am ready for combat.

LEONIDAS
That you are, one of the finest. But you have another talent unlike any other Spartan. You will deliver my final orders to the council with force and verve. Tell them our story of honor, duty, glory, and freedom. Make every Greek know what happened here, you will have a grand tale to tell.

Dilios feels the weight of responsibility. His King's eyes are bright and clear.

LEONIDAS
A tale of victory.

DILIOS
Victory?

Dilios shakes his head slightly. Leonidas lets the moment stretch, then smiles at him. He squeezes his shoulder and, nodding, lets him go.

DILIOS
Yes, My Lord.

Dilios begins to turn and then slows.

DILIOS
Sire, any message...?

CONTINUED:

LEONIDAS
For the Queen?

Leonidas is gone. Transported by thought, across time, set free from the bonds of politics and responsibility. For a fleeting moment he is just a man, separated by circumstance from his reason for living, His Love. His Queen.

Leonidas takes hold of the wolf tooth, pulls the worn leather necklace over his tired head and hands it to Dilios without a word.

LEONIDAS
No... none that need be spoken.

The storyteller turns, then leaves his King alone.

EXT. HOT GATES - DAWN

A false dawn comes slowly, faint blue rising along coastline.

Dilios has gathered his shield and helmet, cape and sword. He begins to walk back through the Hot Gates and away. He is surrounded by Arcadians, Thespians, Phocians, Free Greeks all. They mutter as they go.

DILIOS (V.O.)
A handful stay.

From a small rise, red capes and bronze shields watch as the Greeks abandon the Hot Gates.

DILIOS (V.O.)
Thousands leave.

Dilios can feel the eyes of his fellow Spartans and chances a look over his shoulder at his Spartan brothers, silhouetted against the morning sky.

DILIOS (V.O.)
Only one looks back.

The retreating Greeks continue.

DILIOS (V.O.)
Only I.

WE SEE: Dilios turn, within the river of men leaving the Hot Gates. He is near the end of the columns which wind away through the canyon.

(CONTINUED)

CONTINUED:

Leonidas steps slowly through his men. All eyes on their Greek comrades disappearing into the pass. The Spartan King turns back to his men, they stand in silence.

300 SPARTANS.

The morning sun just breaking in the East making them backlit. Capes glowing like hot coals.

LEONIDAS
Spartans!

WE HEAR: The collective battle cry.

SPARTANS
Haaawooo!

Angry, deep and full of reverence for their King.

LEONIDAS
Ready your breakfast and eat hearty...

Leonidas raises his spear and bares his teeth.

LEONIDAS
For tonight we dine in Hell!!!!

300 spears are thrust towards Heaven, helped up by a cry of defiance. *

INT. SPARTAN COUNCIL CHAMBERS

WE HEAR: The chatter and conversation of the assembled. OLD SPARTAN WARRIORS, turned from using war to using words. A transition few are good at, but all carry its burden and responsibility.

WE SEE: Gorgo entering from the carved penetralia. She walks alone into the acriform, chin lifted, hair braided, head high before the Spartan lawmakers. *

The ADVOCATES, STATESMEN, and PARTISANS settle into primitive seats that coil around the stone floors, thrusting forth a stage for the Queen to offer her words.

LOYALIST
May I give the floor now, to the wife of Leonidas and Queen of Sparta.

The Loyalist bows slightly as Gorgo walks towards him. She nods and the Loyalist returns to his seat.

CONTINUED:

Gorgo stands, radiating not only her beauty but sheer internal strength. She scans the faces, appraising the crowd. She knows them all, her eyes even cross Theron. Gorgo shows not a trace of emotion as she clears her throat and begins.

GORGO
Councilmen, I stand before you not only as your Queen.

She shifts into the amber light that now floods through the windows.

GORGO
I come to you as a mother.

The chambers quiet to her voice.

GORGO
I come to you as a wife.

Gorgo moves slowly on the stage.

GORGO
I come to you as a Spartan woman.

She looks to Theron, locking eyes with him until he pulls his contact away.

GORGO
I come to you with great humility.

Theron leans forward, listening carefully.

GORGO
I am not alone in this room.

Gorgo looks again to Theron, she points, just past him to a STATESMAN in the seats to her left. Theron relaxes.

GORGO
You, your son fights at his King's side.

The Statesman nods to his Queen. As she turns quickly to another.

GORGO
Have you forgotten your fine boy?

A PARTISAN shakes his head softly, thinking of his young.

PARTISAN
No.

(CONTINUED)

CONTINUED:

Gorgo turns again, using all caution with her words.

GORGO
I am not here to represent Leonidas. His actions speak louder than my words ever could... I am here to speak for all the voices that cannot be heard. Mothers, daughters, sons, fathers.

Gorgo takes a breath, centering her thoughts.

GORGO
300 families that bleed for our rights and for the principles this very room was built upon.

The Queen looks to the members of the council.

GORGO
You must not forget from where you came. All in this chamber once carried arms, to defend Sparta. You are men that now balance peace and war. That balance has been challenged. We are free only because of some fight to ensure it.

Gorgo walks slowly, building her strength.

GORGO
We are at War, Gentlemen... We must send the entire Spartan Army to aid our King in the preservation of not just ourselves, but our children.

The Queen delivers with all her conviction and passion.

GORGO
Send the Army for the preservation of liberty... Send it for justice... Send it for law and order... Send it for reason... But most importantly send our Army hope. Hope that a King and his men have not been wasted to the pages of history. That their courage bonds us together. That we are stronger by their actions and that your choices today will reflect their bravery.

CONTINUED:

WE SEE: Men lean together, some whisper into each other's ears, confidences are passed freely among them.

Theron watches as Gorgo has quickly made work of his room. He claps, slowly rising to his feet.

THERON
Moving, eloquent, passionate.

Theron rests his hands and scans the faces in the chamber in silence.

THERON
Why do you waste the time of these important men?

Gorgo turns to the arrogant voice.

GORGO
Do we waste your time? Each man in this room is no more important than the next.

THERON
You insult the council, my Queen?

GORGO
That is not my intention.

THERON
What is your intention?

Gorgo speaks to the seated audience with clear words.

GORGO
Only to remind us, that each day we determine our course.

THERON
Course?

GORGO
Yes. These days are men's true riches. And they're being fought for at this very moment as we choose words.

A STATESMAN rises and calls out.

STATESMAN
Your husband has brought war upon us!

Gorgo shakes her head.

(CONTINUED)

CONTINUED:

GORGO
You are wrong. Xerxes brought it forth, and before that, his father Darius at Marathon. The Persians will not stop until the only shelter you will find is rubble and chaos.

Theron begins to walk down to the stage floor.

THERON
This chamber does not need a history lesson.

Gorgo watches carefully as he descends the stairs.

GORGO
Then what is the lesson you would like to leave?

Theron presses on.

GORGO
Shall we begin to enumerate all of them? Honor. Duty. Glory.

Theron takes the stage from the Spartan Queen.

THERON
You speak of honor, duty and glory. What of Adultery?

His voice BOOMS out into the chambers and a hush is leveled onto the listeners. Gorgo's eyes wide, stunned by his treachery.

LOYALIST
How dare you speak out in such a manner.

THERON
How dare I?

Gorgo studies the room, quickly searching out friend or foe.

THERON
Watch her carefully, she is a trickster in true form.

He narrows his attack.

(CONTINUED)

CONTINUED:

THERON
Do not play with the members of this sacred room, my Queen. Just hours ago you lay with me.

The chambers go wild at his telling.

THERON
I have your scent on me still.

LOYALIST
This is an outrage!

Two armed Spartan warriors now appear from a depression of the antechamber and flank Gorgo's left and right sides.

THERON
You look shocked. A bribe of flesh I was given while her husband promotes anarchy and war.

GORGO
I... you...

THERON
Words escape even the cleverest tongue, my little whore Queen.

Gorgo's eyes burn with fire fed from the pit of her stomach.

GORGO
You... bastard.

The Spartan guard grabs her just as she swings at Theron. Missing him, she spits in his direction.

THERON
What Queen-like behavior.

They hold her back, as she pulls at their arms, struggling to free herself. The room watches, frozen by the spectacle before them.

GORGO
You will soon feel nothing!

THERON
Remove her from the chamber before she infects her son with her inglorious and shabby self. *

(CONTINUED)

CONTINUED:

Gorgo throws one of the guardsmen off her, spinning behind the other she draws his short blade, kicking him clear and with one quick step buries the blade deep into Theron's midsection.

GORGO
I am a Spartan Queen, need I remind you.

Theron buckles, his weight brought forward onto Gorgo's bloody hands, still holding the blade. She cuts across his waistline and from beneath his elaborate frock...

WE SEE: Persian gold pieces fall and dance onto the floor, Xerxes' face forged clearly upon them for all to see.

GORGO
It seems every man does have his price!

Gorgo leans down and whispers softly into Theron's ear.

GORGO
When your bones are dust, my son will be King.

She twists the short blade deeper into Theron.

TIME SLOWS:

Their eyes lock.

GORGO
This will not be over quickly. You will not enjoy it.

She remembers his cruelty.

GORGO
I am not your Queen.

With those words she twists the blade out. Theron falls into a pile of his own blood and entrails.

The Council members stand around her, some sift through the Persian gold, nodding at the traitor's death. But most stand in awe and admire their Queen. *

EXT. HOT GATES

Persian archers climb down the steep cliff faces and settle their bodies in perfect positions to attack.

CONTINUED:

WE SEE: The Spartan Phalanx solidify. Leonidas' eyes searching, he listens for the coming Persian force and suddenly they appear. Led by Immortals. Hundreds of them surround what is left of Sparta's finest.

PERSIAN GENERAL
My compliments and congratulations. You have surely turned calamity into victory.

The PERSIAN GENERAL steps forward.

PERSIAN GENERAL
Despite your insufferable arrogance, the God King has come to admire Spartan valor and fighting skill.

The Persian columns build behind each other.

PERSIAN GENERAL
You will make a mighty ally.

Leonidas says nothing as Ephialtes pushes his way through the Immortals and faces his once King.

EPHIALTES
Yield, Leonidas. Use your reason. Think of your men.

Silence, save the heartbeat of the Spartans to his back.

EPHIALTES
I beg you.

Now carried on the back of Persian slaves, Xerxes and his throne are brought forth for the Spartan line to see.

PERSIAN GENERAL
Listen to your fellow Greek. He can attest to the divine one's generosity. Despite your several insults. Despite your horrid blasphemies. The Lord of Hosts is prepared to forgive all... and more, to reward your service.

Xerxes' throne rests completely and the Persian Lord sits knowing after days that he has the upper hand.

PERSIAN GENERAL
You fight for your lands...? Keep them.

CONTINUED:

The Persian force continues to build on the horizon. Now thousands are displayed and rest at Xerxes' command.

PERSIAN GENERAL
You fight for Sparta...? She will be wealthier and more powerful than ever before!

Leonidas and his men are still, a solid wall of ragged warriors.

PERSIAN GENERAL
You fight for your kingship? You will be proclaimed warlord of all Greece. Answerable only to the one true master of the world.

Xerxes waits the Spartan reply, both leaders defiant in their posture.

PERSIAN GENERAL
Leonidas, your victory will be complete. If you but lay down your arms and kneel to Holy Xerxes!

The Spartan Phalanx is unmoving. Weapons tuned towards the Persians' divisions. They wait, their racing hearts, listening for Leonidas, his words, the fuel to their will. *

FLASHBACK - EXT. PINDOS MOUNTAINS - NIGHT

Snow falls suspended by stretching time. The black paws of the wolf move slowly through the light snow. The young Leonidas, fearless, raises his sharpened stick into a fighting stance. The wolf narrows its red eyes, saliva running across its fangs.

DILIOS (V.O.) *
It has been more than forty years since the wolf and the winter cold.

EXT. HOT GATES - DAY (PRESENT)

Seagulls hover on ocean breeze. Delicate feathers ripple with the wind.

CONTINUED:

DILIOS (V.O.)
And now as then, it is not fear that grips him, only a restlessness. A heightened sense of things. *

The pitted and dented surface of the King's helmet. A bead of sweat rolls down Leonidas' neck. The hem of his tattered crimson cape pushed lightly by the wind, brushing a pattern into the sand at his feet.

DILIOS (V.O.)
The sea-borne breeze coolly kissing the sweat at his chest and neck. Gulls cawing, complaining even as they feast on the thousands of floating dead. *

10,000 arrows shiver under the tension of drawn bows. The razor teeth and black eyes of the Immortals fight and jostle to lower spears and draw sabers, barely able to contain their bloodlust.

DILIOS (V.O.)
The steady breathing of the 300 boys at his back... ready to die for him without a moment's pause. Every one of them... *

WE MOVE ACROSS the battered shields of the 300. Clear eyes peer from bronze helmets.

DILIOS (V.O.)
... ready to die. *

Finally Leonidas exhales deeply and slowly reaches for his helmet. The Persian General watching, under growing tension. Xerxes rising from his throne to better see his enemy's surrender.

DILIOS (V.O.)
His helmet is stifling... *

Leonidas' helmet strikes the ground bluntly.

DILIOS (V.O.)
... his shield is heavy. *

Leonidas shrugs off his SHIELD and it RATTLES to his feet.

PERSIAN GENERAL
Your spear.

(CONTINUED)

CONTINUED:

Leonidas lets his gaze run along the length of his spear past its ragged tip, past even the Persian General to the hunched figure crouching among the legs and shields of the Immortals.

LEONIDAS
You there, Ephialtes.

The misshapen eye darts to avoid the King's gaze, then chances a look to Leonidas. The two hold each other's stare for a moment.

LEONIDAS
May you live forever.

The moment is broken.

PERSIAN GENERAL
Your spear, Leonidas.

The Spartan King looks back down to his hand, clenched around the weapon. He slowly opens his hand and looks back at the Persian General, letting the SPEAR fall, landing with a dusty CLANK! *

He looks one last time to Xerxes standing atop his golden litter. Behind 10 rows of his bloodthirsty Immortals. Noting the wind as it dances with the black banners at the back of Xerxes' throne.

WE SEE bronze strike the earth as Leonidas falls to his knees. His hands go to the rocky soil just in front of him. His head slowly bowing, his eyes close. *

FLASHBACK - EXT. SPARTAN COURTYARD

Leonidas and his son compare the size of their hands. The King's rough palm is barely covered by the entire soft hand of his son. The boy laughs. His eyes smiling. Soft light moves through leaves, laughing with the boy as he marvels at his father's hands. *

EXT. SPARTAN FIELD

Gorgo sleeps in waist-high golden hay. Leonidas with the stem of yellowed grass lays next to her. He traces the contour of her cheek, she slowly swats at it. He continues down her neck, his eyes lost in her form.

The nape of her neck, her collarbone, her black hair curly against the golden stalks of hay. Tickled, she opens her groggy eyes and seeing her husband, softly smiles.

EXT. HOT GATES - DAY (PRESENT) *

Leonidas, eyes closed, lets the faintest of smiles fade, then with head still down, calls...

LEONIDAS
STELIOS!!

From behind the kneeling King, shields part and in two crushing strides, young Stelios leaps, spear in hand, from the cover of his Spartan brothers.

Planting a foot on his King's back, he flies at the Persian General and, still in the air, he thrusts. Ribs part and sever. The exiting blood sprays into the eyes of nearby Immortals as the General withers under the blow.

Leonidas snatches his own spear and, rising, loads for a mighty throw. Xerxes bares his teeth in anger at the defiant King.

XERXES
Slaughter them!!!

The air goes thick with wood shafts, feathers and steel.

TIME SLOWS:

Leonidas does not see the black banners at the back of Xerxes' throne fall with the lull in the wind. The only sound is that of countless ARROWS POUNDING into BRONZE SHIELDS, like hard rain on a metal roof. Through this barrage, Leonidas gathers every ounce of his strength.

DILIOS (V.O.)
His helmet was stifling. It narrowed his vision... *

WE SEE: The King's eyes. Calm, cold and focused on his target.

DILIOS (V.O.)
... and he must see far. *

The Spartan King's muscles pull the spear forward as around him the Persian spindles cut his children down.

DILIOS (V.O.)
His shield was heavy. It threw off his balance. *

Leonidas lets his spear fly as one after another, arrows settle into him.

(CONTINUED)

CONTINUED:

DILIOS (V.O.) *
His target is far away.

The spear of Leonidas flies against the current of incoming arrows as the King cries out!

LEONIDAS
XERXES... DIE!

Dozens of arrows strike Leonidas at once. His men fall fighting. Leonidas draws his sword, struggling to free it from its sheath as arrow after arrow punches through limb and sinew.

DILIOS (V.O.) *
The old ones say we Spartans are descended from Hercules himself.

Leonidas falls back upon the body of another of his fallen brothers. He then pushes himself back to his knees.

DILIOS (V.O.) *
Bold Leonidas gives testament to our bloodline. His roar is long and loud.

As Leonidas cries out in his glory, his spear travels silently out, away from the dying Spartans.

TIME SLOWS.

It soars in a straight line. Its shadow snaking up the ornate carpet of Xerxes' throne.

The God King does not move. He can only watch, wide-eyed as the spear of Leonidas, thrown as his final act, grazes his cheek. A small spray of blood flies from Xerxes' face as the spear sticks into the back of the golden throne.

The assembled host of Persian generals gasps in awe at the sight of the God King's spilled blood, divine no more.

The unquenchable bloodlust of the Immortals rises to a fevered pitch as they bring to bear their entire arsenal of spears, arrows, swords and lances against the Spartans who fight on as they die.

The Captain charges forward out of ranks. Dozens of arrows finding their mark in his back and chest. Yet, he does not fall.

CONTINUED:

Leonidas watches helpless as one of the Immortals plunges a spear into the Captain's chest. The Captain takes hold of it, dropping shield and spear, pulling it into his own body, moving close to the Immortal who wields it.

As life ebbs from him, he grips the Immortal's skull and twists it, snapping the neck with an audible crunch. The Immortal falls beneath him. The Captain rolls off, snapping the arrows that protrude from his body.

CAPTAIN
Astinos...

He exhales deeply and dies, his son's name still on his lips.

Xerxes puts a hand to his bleeding face. Overcome, he collapses to his throne.

Leonidas struggles to reach Stelios. The two fight on... side by side with broken blades and useless shields, hacking at the relentless Immortals.

WE HEAR: A black and gold turbaned herald...

TRUMPET! Through a horn of human bone, signaling the Immortals to fall back so as not to be cut down by their own archers. Exhausted and mortally wounded, Stelios and the King crawl back among the handful of still living Spartans.

Endless scores of fresh archers take up positions on hillside and boulders, surrounding on all sides that which remains of the Intrepid 300.

Stelios, through labored breath, his own blood running into his eyes, calls to his King. Just feet away.

STELIOS
My King.

Each breath pain rising from within him.

STELIOS
It's an honor to die at your side.

Leonidas rises looking down at Stelios.

LEONIDAS
It's an honor to have lived at yours.

(CONTINUED)

CONTINUED:

Countless archers bend bows as if the very earth around the dwindling Spartan ranks was not made of stone, scrub grass and cliff, but of bent ash, cat gut, and hungry iron arrow tips.

We are CLOSE TO Leonidas' lips, chapped and splattered with dark blood.

A Persian Commander nods to the herald. He inhales deeply. Leonidas is calm. His voice lowers.

LEONIDAS
My Queen... my wife.

WE HEAR: The HORN. Nesting birds take flight. Leonidas' lips move, a whisper of reverence.

LEONIDAS
My love...

The arrows are released as one. The lethal dark cloud races across the rugged and bloody battlefield. Stelios narrows his eyes and with his last breath, stands next to his King.

The ARROWS STRIKE a single...

DRUM STROKE.

BLACKNESS. *

EXT. SPARTA HAYFIELD - DAY

At the edge of the city. Gorgo stands waist-deep in the amber hay, it moves around her, pushed and slanted by a late summer wind.

The sun is low in the West. Gorgo has come to this spot many times. Her brown eyes scanning the low hills. A figure appears at the edge of the field. The light coming over his back as he moves toward her. His shadow loosely moves among the hay before him. He walks.

WE SEE: Dilios, his battered form, a testament to his valor. Shield rutted and the cut bronze has peeled back to reveal oak. His helmet is dented and tarnished. The dried blood on his makeshift eye patch.

He stands before his Queen alone. Her eyes a thousand questions.

They share a silent moment of grief. She knows without word the fate of her husband.

CONTINUED:

He does not reach into pocket or pouch. He simply raises his hand from his hip, turns his palm upward and opens it. There resting in the cut and calloused hand of Dilios is the wolf tooth necklace.

Gorgo holds out her hands. Eyes welling. Dilios lets it fall then closes his hands around hers. He squeezes gently. She looks down and away. Her face binding in grief. Dilios watches her, feeling his own pain.

He moves on, leaving her framed by the waving grass. Her body begins to shake. She drops to her knees. Her nose runs, all her Spartan reserve lost.

WE SEE: A boy hurrying past Dilios without a look. The King's son, Pleistarchos, runs, hay brushing at his knees as he rushes to his mother's side.

Dilios turns watching from a distance. Pleistarchos reaches her, they embrace. Gorgo's face red and wet with tears as she looks at him, seeing her husband's eyes. Her love.

She then takes the leather necktie and places it over her son's head. He bows, letting it come to rest at his chest. His small fingers touching it. Pleistarchos puts his hand on his mother's face, gently wiping away her tears.

Dilios watches as the dark figures in the bright hay embrace again. He nods silently to himself and turns.

*

INT. SPARTAN COUNCIL CHAMBER

Dilios still bloodied from battle, chin down, brow knitted. Lives each moment again. His voice ECHOING from the stone walls. Dilios stands at the center of the round room.

WE MOVE: WITH him, rotating slowly.

DILIOS
Remember us... as simple an order as a King can give. Remember why we died.

The faces of the Spartan gallery are riveted. This is the very reason why this room was built.

DILIOS
For he did not wish tribute or song, nor monuments, nor poems of war and valor. His wish was simple. Remember us... He said to me... that it was his hope should any free soul come across that place.

*

EXT. HOT GATES - DAY

WE MOVE: SLOWLY ACROSS a still life of death. Spartan brothers all lay beset with arrows too numerous to count. And as we hear Dilios' voice, we are reminded it is his voice which has lead us all along.

DILIOS (V.O.)
In all the countless centuries yet to be...

WE SEE: Spartan after Spartan, eyes locked in death stares, laying atop one another.

Stelios. Dozens upon dozens of arrows pin him to the shield he lays upon. One clear eye peers towards the sky. The other put out by Persian spindle.

DILIOS (V.O.)
... may all our voices whisper to you from the ageless stones.

At the center of this scene of heroic dead, arms outstretched upon the blood-soaked ground in a Christ-like pose, lays the Spartan King.

WE MOVE: SLOWLY UPWARD, LOOKING DOWN ON Leonidas, his body riddled with arrows.

DILIOS (V.O.)
Go tell the Spartans, passerby...

We CONTINUE TO RISE UNTIL... WE SEE: All of the fallen 300.

DILIOS (V.O.)
... that here by Spartan law we lie!

EXT. CAMPFIRES OF WAR - CLOSE ON DILIOS' FACE - DAWN

WE SEE: The wounds have heeled. He wears a leather eye patch. Firelight and the blue ambience of dawn mix.

DILIOS
And so my King died, and so my brothers died, barely a year ago...

All around the fire now stand, ready for war, capes the color of blood, helmets and shields surround Dilios.

(CONTINUED)

CONTINUED:

DILIOS
Long I pondered my King's cryptic talk of victory. Time has proven him wise.

Dilios begins to push through the Spartan warriors. They follow him from the fire.

DILIOS
For from free Greek to free Greek the word was spread that bold Leonidas and his three hundred, so far from home, laid down their lives not just for Sparta...

WE FOLLOW: Dilios as he continues, the sea of Spartans making way for him as he moves slowly, taking time to clasp shoulder with hand, meeting eyes with nods.

DILIOS
... but for all Greece and the promise this country holds.

Shields are pulled aside and from a wall of fresh bronze, with dawn breaking in fingers of golden light, Dilios steps out in front of the Spartan line. He strides slowly with confidence along the barrier of shields. A forest of spears reach back into the distance, pointing skyward.

A young SQUIRE hands Dilios his shield and spear. Eyes burn with battle lust as Dilios, never far from this tableau of Spartan bronze, continues.

DILIOS
Now, here on this rugged patch of Greece called Plataea, Xerxes' hordes face obliteration!!!

WE HEAR: A collective cry answering Dilios.

SPARTANS
Haaawooo!

A cry like rolling thunder spreading across the Spartan ranks. LOW FLUTES begin to play a haunting melody, joined by slow rhythmic DRUMMING of SPEAR on SHIELD. *

Dilios spins, pointing with spear out across the barren landscape that lay before him.

(CONTINUED)

CONTINUED:

DILIOS
Just there... the barbarians huddle. Sheer terror gripping tight. Their hearts with icy fingers knowing full well what merciless horror they suffered at the spears and swords of 300...

Dilios turns back to the line of men. It disappears into the distance on both sides of him. *

DILIOS
... yet they stare now across the plain at 10,000 Spartans commanding 30,000 free Greeks.

Again he is answered with a thunderclap.

WE RISE: UP FROM Dilios to reveal a sea of men stretching out over the rolling hills. Thousands upon thousands of Spartan shields blaze with the rising sun.

DILIOS
The enemy outnumber us a paltry three to one. Good odds for any Greek.

Dilios nods into his helmet. He takes hold of his spear and shield, melting back into the phalanx.

DILIOS
This day we rescue a world from mysticism and tyranny. We usher in a future brighter than anything we can imagine!!

Dilios lowers his chin, gripping tightly the leather on his shield and as one in rhythm with the flutes, the spears of the Spartan war machine drop into position.

DILIOS
Give thanks, men, to Leonidas and the brave 300.

His eyes narrow, his teeth clench. Muscle and will become one.

DILIOS
To Victory!!!

WE SEE: The Spartan wall of death coming in full run. Crimson CAPES SNAPPING behind them, the GROUND SHAKING. *

CONTINUED:

Feet pound and churn the earth to dust and as it thunders TOWARD us, a razor-sharp spear tip just PASSES us, we TRAVEL DOWN its length TO the Hoplites' eyes, full of hate, glinting inside bronze, and then a shield FILLS OUR VIEW.

FADE TO BLACK.

THE END