

ANASTASIA

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BLACK SCREEN:

NARRATOR (V.O.)

History is written in the blood of its victims. The tale of Anastasia is shrouded in myth and fantasy. The facts do not matter, for all who were present were left for dead -- or forever remained vigilant to the events. All that is known is the story of Anastasia changed Russia's history forever...

EXT. MOSCOW - DAY

A WIDE snapshot --

MOSCOW -- a living depiction of an Aleksandr Blok poem. A thick blanket of white snow on rooftops. A thriving community. Stone houses next to each other. Not a metropolis but a place built by the working man.

At the center -- The PALACE. The pinnacle of beauty and extravagance -- befitting the EMPEROR of RUSSIA. Fifty foot IVORY TOWERS. Walls made from OBSIDIAN and MARBLE. Flecks of GOLD FLAKE ground in -- giving it a luminescent glow.

It's also well defended --

TWENTY FOOT STONE WALLS surround the castle -- crenelations around the top. A DRUM TOWER on all four corners. An oak DRAWBRIDGE is the only way in or out.

EXT. LAWN. PALACE. RUSSIA - DAY

WHOOSH!

Fire explodes from opposite directions. Swirling in mid air. The blue flames crash into each other --

From the mouths of two female KALYPSOS -- FIRE BREATHERS. Both in silk garbs -- organza sleeves like a genie would wear. DIAMOND STUDED piercings cover their faces.

TWO LORACS, twin steel swords in hands, bare torsos, soar through the air -- over the flames. Their bodies crisscross as they clash swords -- mid air -- MEDIEVAL GYMNASTS --

They both stick the landing to raucous applause. An array of various colored diamonds line their faces.

PULL BACK:

Guards, Servants, Peasants, and PRINCESS ANASTASIA, 18, long black hair. Dressed in the finest silk dress. Dripping with diamonds. The kind of beauty countries go to war for.

She watches from the lawn with her ROYAL HANDMAIDEN. SERA, 17, brunette, green eyes, in a red gown.

SERA

That was amazing. Where did your father find them?

ANASTASIA

India. Father had them imported. The Kalypsos are said to breathe smoke from birth.

SERA

They must've cost a fortune.

ANASTASIA

They'll be worth double after tonight. Every princess will be clamoring for their own. But, I'll be the first... You have to see what else father got me.

Right then, two MINIATURE DRAGONS (size of hummingbirds) fly by. One chasing the other. The pursuer, a spiked tail, lets out a fireball -- barely missing the other's forked tail.

Anastasia grabs Sera's hand. Chases the dragons across the palace lawn. They rush past the IMPERIAL GUARDS.

A loud EEEEEAWWWWWWWWWAAAAAAE! --

SERA

Anastasia!

They're almost run over by a pack of mastodon-sized ELEPHANTS -- wearing silk fleeces, with golden tassels.

Anastasia dashes right through an elephant's legs --

IMPERIAL GUARD

(to the elephant trainer)

Be careful, you fool!

A MAJESTIC CIRCUS is set up on the lawn. CIRQUE DU SOLEIL before its time.

Anastasia and Sera weave through the traffic. Imperial Guards on their heels trying to keep up.

They go by --

-- Green spotted GIRAFFES eat out of troughs of grain.

-- WHITE SNOW LIONS devouring fresh meat in their CAGES.
 -- POLAR BEARS with TIGER-STRIPED fur play with stone balls.

INT. PALACE. RUSSIA - CONTINUOUS

The two girls rush inside -- the floors are 24-KARAT GOLD -- a yellow brick road of gold.

A GOLD-PLATED TRAIN runs a constant loop around the inside. Each car with its own EMERALD LETTER decal on the side -- spelling out A-N-A-S-T-A-S-I-A.

Five 50-FOOT SILVER POLES in the center of the room. POLE CLIMBERS -- a DOZEN on each -- lined to the top. Synchronized in their gravity defying movements --

Above, 300-POUND MUSCLE MEN, bare torsos, BOUND across TIGHTROPES. TRAPEZE ARTISTS flip over top -- swing to swing.

MAIN ROOM:

DANZIGS, in BLACK hoods, hurl daggers at WOMEN tied to spinning wheels of death -- mere inches from vital organs.

Anastasia rushes up to one -- KRILL.

ANASTASIA
 Please -- can I try?

SERA
 Anastasia!

Krill pulls back his hood -- revealing a bald head covered in tribal tattoos -- spidering out across his head.

KRILL
 Of course, Princess.

He holds out a dagger -- Anastasia takes it. Krill motions -- two Danzigs spin the wheel. The woman on it is wide-eyed.

Anastasia spins the blade skillfully -- one handed. Locking onto the blade as she rears back. FLINGS it --

PFT! -- Lands right above the woman's head. Sera CLAPS. As does the rest of the court.

SERA
 Who taught you that?

ANASTASIA
 Father let me practice with Vasil. He promised me a throw at the party. But shhhh. It's a surprise.

SERA

Your mother would have a heart attack.

ANASTASIA

Exactly why it's a secret.

EXT. GARDEN. PALACE. RUSSIA - CONTINUOUS

An ornate marble archway is the centerpiece. A tranquil stream runs through it and along the channel. Walking on a path next to the stream --

EMPEROR NICHOLAS ROMANOV II, late 50's, regal, a well-manicured beard. Wearing a long billowing blue cloak. An AILING MAN with a weathered look on his face -- as if storm clouds are headed his way.

Walking stride for stride with him --

ALEXANDRA ROMANOV, 38, beautiful, flowing brown hair. Red silk dress hugged tightly against her hourglass figure.

COMMANDER VASIL, 50's, a heavy black beard -- HEAD OF THE CRIMSON GUARD -- a man built for war. Wearing a CRIMSON FUR -- a sword sheathed at his side. With him --

KILLIAN, 30's, CRIMSON FUR, Second in command of the Crimson Guard. White-blond hair and icy blue eyes. His NORSEMAN looks set him apart from the others.

ALEXANDRA

(to Nicholas)

At Anastasia's age, she should be bearing children. I was 4 years her junior when I was betrothed. She roams these halls as if she were a wild animal.

NICHOLAS

She's young --

ALEXANDRA

She's to be Empress! I tried to raise her in the court -- but you allowed Vasil to raise her with the sword. Now, she'd rather play soldier than lady.

Vasil sheepishly avoids her scornful gaze.

ALEXANDRA (CONT'D)

This marriage is needed as much for her growth as it is for Russia's protection.

COMMANDER VASIL

(to Nicholas)

Marrying Ferdinand would solidify
an alliance with France.

NICHOLAS

And draw the ire of the Cardinal as
well. We have a host of enemies. I
do not wish to add the Church to
that list.

ALEXANDRA

Cardinal Afon often forgets that
you wear the crown and he the
cloth. His absence from Anastasia's
jubilee is insult enough. But on
the day she is to be named your
successor? It's enough to stir
whispers of treason.

NICHOLAS

(grins at Alexandra)

I have no doubt who would lead
those whispers.

COMMANDER VASIL

The Cardinal is the least of our
worries. Rasputin's ranks swell by
the day.

KILLIAN

Rasputin's not a threat. Nor do we
need the French trying to rule our
country.

All look at him -- surprised by his words.

KILLIAN (CONT'D)

I'm sorry, your grace. I forget my
place.

NICHOLAS

Or maybe we need to find you a new
one. Your words speak wisdom,
Killian. All should heed them.

Alexandra glares at Killian.

NICHOLAS (CONT'D)

I'm not against this marriage. But,
we make decisions from the heart.
Not out of weakness. I sacrificed
so she wouldn't have to. If
Ferdinand is to be Anastasia's
husband, her heart will give the
answer.

ALEXANDRA

If only I would've been afforded
the same opportunity.

Nicholas stops abruptly -- stung by her last comment.

NICHOLAS

Then hopefully my past sins will be
forgiven through Anastasia.

Nicholas continues down the trail -- Vasil and Killian with
him. Alexandra looks shamed watching her husband walk away.

EXT. VILLAGE. RUSSIA - DAY

FLAMES engulf a coven of houses. VILLAGERS scurry away with
any belongings they can carry. FIVE MEN wearing CRIMSON FUR,
on horseback, dash through the flames. Heading towards --

EXT. CHURCH. RUSSIA - CONTINUOUS

An IMMACULATE CHURCH -- Organ-like stone beams aligned next
to each other -- curving to a point atop an ornate tower.

The five RIDERS approach. Each a member of the CRIMSON GUARD.
Black armor plating on their arms and shins. They dismount --

DIMITRI, 25, defined muscles, long braided brown hair that
falls to his shoulders, approaches first. VLAD, 40, rugged
looks, bearded, eyes weathered from war, is right behind him.

HEMRICH, 30's, DENIL, 30's -- sporting a shiner on his left
eye, and PAVEL, 19, long black hair pulled back in a FRENCH
BRAID -- round out the rest.

DIMITRI

(re: the Church)

We go in now. We're home before
sunset.

VLAD

We go in blind. We go down with the
sun. We should wait for more
Crimson to arrive.

DIMITRI

And miss Princess Anastasia's
jubilee? Where do you think we'll
be needed more?

VLAD

Why do I get the feeling you're
more worried about her quorum?

DENIL
 (re: Dimitri)
 He's afraid someone might dance off
 with Sera.

DIMITRI
 And what happened the last time we
 danced? Shall I remind you?

Dimitri points to Denil's shiner -- it shuts him up quickly.

PAVEL
 (to Vlad)
 Maidens from all of Russia or a
 night of stalking foot soldiers. I
 think Dimitri has the better plan.

VLAD
 (to Dimitri)
 Already got him thinking with the
 wrong head.

DIMITRI
 He may be young, Vlad, but the boy
 has sharp instincts.

Vlad weighs the decision. Reluctantly nods.

INT. CHURCH. RUSSIA - CONTINUOUS

The front doors creep open. The five men quietly step inside.

STAINED GLASS WINDOWS line the church's walls -- portraits of
 different SAINTS. Four columns of long pews line the inside.

At the front -- a giant ALTAR, standing EIGHT FEET high --
 above a corridor, leading to tunnels of the church.

VLAD
 (to all)
 Eyes open.

Dimitri unhooks two SICKLES from his belt -- connected by a
 long chain. Razor sharp versions of the Russian insignia.

Vlad pulls out his sword. Serrated edges run along each side.
 The other men all fan out -- each taking a separate aisle --

PFT! -- An arrow shoots out. Lodges in Denil's neck. Blood
 spurts out as he falls over DEAD.

DIMITRI
 Take cover!

Two MONKS in grey cloaks rise up from behind the altar. Each with spring-loaded CROSSBOWS. Arrows fly like rapid gunfire.

Vlad, Hemrich, and Pavel dive behind pews. Dimitri guns it for the altar -- dodging arrows. In stride -- draws TWO silver-plated MUSKET PISTOLS --

POP! -- Simultaneous shots drop both MONKS.

A THIRD MONK raises up behind him -- aims with his crossbow --

PFT! -- Pavel's SAI hits the monk square in the chest.

VLAD
(to Pavel)
Good instincts indeed.

Two other Monks retreat down the corridor -- under the altar.

Vlad, Hemrich, and Pavel meet Dimitri at the altar. They hear the floorboard CREEK. Wheel around -- a DOZEN more MONKS.

DIMITRI
(to Vlad)
Pavel and I will take care of our
new friends. Follow the others.

Vlad and Hemrich take off down the corridor while the Monks circle Dimitri and Pavel --

Dimitri whips out his SICKLES. Pavel whips out a STAFF. A curved blade shoots out from the end -- like the GRIM REAPER.

PAVEL
You had to volunteer me?

DIMITRI
Don't make me regret the decision.

Dimitri and Pavel -- twin hurricanes of fury -- attack --

INTERCUT WITH CORRIDOR:

Vlad and Hemrich reach a row of doors -- lining the corridor.

VLAD
Don't look so nervous.

Hemrich gives a gruff growl. Vlad tries the first door -- locked. Then the next door --

A spiked MACE SLINGSHOTS out -- Vlad whips his head out of the way just in time. It whizzes by -- SLAMS into the wall.

Then -- all the doors SWING open -- armed MONKS come screaming out. STAUS, tall and wiry, leads the charge.

STAUS

I feel so privileged. The Emperor
sent his Crimson Guard to get me.

CHURCH:

SWISH! SWISH! Two more Monks go down in a bloody heap. We
PULL BACK -- dead bodies litter the floor.

A LONE MONK stands before them -- twirling his sword like the
second coming of Conan. Dimitri and Pavel look to each other --
- nod -- on the same page. Charge in --

Pavel slides -- taking out the legs. Dimitri hits a midair
kick -- sending the Monk through a stained glass window.

CORRIDOR:

Hemrich, sword in hand, charges. Staus drops to a knee --
dips his head. Something flashes by --

By the time Hemrich sees it -- it's too late. A STEEL TOW
CABLE cuts him in two --

His upper torso flies hits the wall -- a frozen look still on
his face.

Staus raises up. Metal, SPIKED WHIPS fly out from both
sleeves -- into his hands. Reels back --

In one seamless motion -- Vlad spins -- ducking under Staus's
outstretched whip. Comes down -- slicing through the cable.

Wheels -- hurling a black RONIN TOMAHAWK --

CRUNCH! -- Staus's SCREAM fills the air. It CUT right through
his hand -- leaving four bloody nubs for fingers.

Vlad closes in. Staus looks to the window -- his only option.
CRASH! -- leaps right through it.

Dimitri and Pavel come racing up -- see Staus fleeing.

PAVEL

(to Vlad)

He's escaping.

VLAD

He can serve as a messenger to his
master.

DIMITRI

The message would be stronger if we
knew who his master was.

Vlad pulls back the hood of a dead Monk -- revealing a SYMBOL tattooed on his neck -- A TRIANGLE -- CROSS IN THE MIDDLE, RUSSIAN LETTERS in each corner. But the CROSS is UPSIDE DOWN.

DIMITRI (CONT'D)
 (immediately knows)
Rasputin.

Vlad walks over to Hemrich's body. Kneels beside him.

VLAD
 Das vi danya -- brother.

DIMITRI
 He died an honorable death.

VLAD
 Is that what you'll tell his family?
 (rises)
 Had we waited -- you wouldn't have to.

Vlad heads off -- leaving them to dwell on his words.

EXT. RASPUTIN'S FORTRESS. ALTAI MOUNTAINS. RUSSIA - LATER

Staus, knee-deep in snow -- trudges through a snow flurry -- leaving behind a trail of bloody footprints.

Rasputin's FORTRESS lies ahead -- blended into the mountain. Its exterior matches the mountain's jagged black rock.

Staus's eyes grow wide with terror as he looks above --

ARIEL POV:

SQUAAAAAAAAAAAAWWKKKKKKKKKK -- Two TYRRATHS soar overhead --

MISHA, a monstrous-winged, long-necked, THREE-HEADED LIZARD-LIKE creature, with gold speckled eyes.

Her two OUTSIDE HEADS, midnight black -- CENTER HEAD, LAVA RED -- matching red underbelly. Razor sharp talons and teeth. A 40-foot wingspan -- covered in black scales.

She flings a MAN a 100 FEET in the air -- Volleyballing him back and forth with her brother --

GRANGUL -- identical to Misha -- except his MIDDLE HEAD is DARK FOREST GREEN, with a matching green underbelly.

Grangul flings the Man towards the ground. WHOOSH! -- FLAMES spew from Misha's RED HEAD -- charbroiling him --

Both nosedive -- catching the flaming Man in their jaws.
CRUNCH! -- They snap him in half -- feasting on his remains.

INT. ARMORY. RASPUTIN'S FORTRESS. RUSSIA - MOMENTS LATER

Staus walks behind ANATOL, a BULL of a man, in a sleeveless tunic that shows off his massive biceps and array of tattoos.

They're flanked by two more men --

SKOPTSIES, heavy black, armored plating strapped all over their bodies. Sharp spikes lining each piece. HELMS -- part METAL and part BONE -- fused to a HUMAN SKULL as its visor.

They pass through a cauldron of activity --

Vats of molten hot LIQUID METAL being poured. SPARKS fly as hammers thunder down on heated iron.

We PULL BACK -- on what looks like a RAILROAD CAR. Every inch armor plated. JAGGED METAL EDGES that could cut a man in half. SPIKES jut out at every turn.

EXT./INT. CHAPEL. RASPUTIN'S FORTRESS - CONTINUOUS

Through the open roof, the night sky pours into the darkness. The chapel is lit by flickering black candles.

In the middle of the room -- an ALTAR -- same UPSIDE DOWN CROSS as the tattoo. Surrounding it -- remnants of prior ritualistic sacrifices. Reminiscent of a wild animal's den.

Kneeling before it --

RASPUTIN, shadows obscure his face. Black armor covers his bare torso -- chiseled and scarred -- a road map of battles.

Anatol enters with Staus --

ANATOL

Sire, the Crimson Guard sacked our
den at Tver.

He turns --

Revealing a SILVER PLATED MASK, RED STRIPE down the center -- gives off a pristine reflection -- jet black hair, with a long beard hanging out the mask --

Through the slits -- two mismatched eyes. One normal -- the other a BLOOD RED ORB.

RASPUTIN

(to Staus)

But you managed to escape?

STAUS

Only by the grace of God. I would've continued to fight. But I knew the importance of warning you of their presence...

(re: Rasputin's look)

I didn't escape unscathed.

Staus holds up his hand, so Rasputin can see his NUBS.

RASPUTIN

That is unfortunate...

Staus cowers his head as Rasputin nears --

RASPUTIN (CONT'D)

Had you sacrificed your life. I could promise you absolution.

He lifts Staus's chin -- Rasputin's hand looks like an ARMORED ANIMAL CLAW -- metal points at the finger tips.

RASPUTIN (CONT'D)

But failure brings none.

Rasputin CLAMPS down into Staus's flesh. A metal SPIKE shoots out from Rasputin's CLAW --

Hits Staus in the jugular -- then retracts. Blood streams out into Rasputin's hand -- Staus's body crumples to the floor.

ANATOL

Nicholas will be expecting us now.

RASPUTIN

Then everything's going as planned.

Misha and Grangul let out a screeching cry overhead.

INT. THRONE ROOM. PALACE. RUSSIA - EARLY EVENING

A MOSAIC decorates the domed ceiling -- red tiles as the backdrop and yellow tiles formed into the RUSSIAN INSIGNIA.

Commander Vasil, Dimitri, and Vlad stand before Nicholas and Alexandra.

NICHOLAS

You're certain they were my brother's men?

VLAD

Positive. They bore Rasputin's
mark.

ALEXANDRA

(worried)

Rasputin seeks to sabotage our
alliance with France.

Dimitri shoots Vlad a curious glance -- alliance?

NICHOLAS

(to Alexandra)

We should make no such assumptions.

(to Vasil)

But, we should take precautions. I
want Crimson Guards shadowing my
family at all times tonight. Double
the guards outside.

COMMANDER VASIL

My best men will be on the walls.
Should we also summon our Southern
Legion?

NICHOLAS

That won't be necessary. Tonight
will be a celebration. Tomorrow we
can prepare for war.

(looks to Commander Vasil)

I'll have Vlad and Dimitri assigned
to my family's personal care
tonight... Vlad, don't let
Alexandra out of your sight.

VLAD

I'll never take my eyes off her.

Alexandra gives Vlad a fainting glance. He shifts his eyes
quickly.

INT. ANASTASIA'S CHAMBER. PALACE. RUSSIA - EARLY EVENING

We hear GEARS SHIFTING. A wooden target board shoots up --

PFT! PFT! -- Two daggers hit the target board -- one in each
corner of the bulls-eye.

Anastasia, in a black leotard, is ready with a third dagger.
She's thrown off by LAUGHTER outside her window --

EXT. COURTYARD. PALACE. RUSSIA - SAME

Dimitri and Sera tussle playfully. He pulls her behind a tall fern, out of sight. Goes in for a kiss, but Sera pulls back.

SERA
Don't you think about anything
else?

DIMITRI
I hoped to get you drunk first,
but you've denied my wine. Which is
the first I can ever recall.

He drinks from a skin of wine. She pushes it from his lips.

SERA
Because I don't need it. Your lips
serve me just as well.

She pushes him to the ground -- gives him a kiss.

DIMITRI
There are other things I think
about... The day we're wed. And
raising our many children together.

SERA
I'd hope you know which should come
before the other.

DIMITRI
Then you better hurry up and ask
me. I won't be waiting forever.

She laughs and pulls him close -- they kiss passionately.

Commander Vasil is on his way through the courtyard. Catches them in his peripheral -- a displeased look on his face.

INT. ANASTASIA'S CHAMBER. PALACE. RUSSIA - SAME

Anastasia's eyes are filled with loneliness. Watching the two lovers kiss. It quickly turns to jealousy --

ANASTASIA
Guard!

The GUARD outside her door -- alertly enters --

ANASTASIA (CONT'D)
Summon Sera from the courtyard.
Tell her I command her presence
immediately.

The Guard bows -- exits. Passing by Nicholas in the doorway.

NICHOLAS

In another life, I must've been a better man. I don't know how I was blessed with such a beautiful daughter.

ANASTASIA

You've always been a good man. Just unwilling to accept the title.

NICHOLAS

(smiles)

I brought your birthday present.

He pulls a jeweled box from his coat. His hands start shaking. Anastasia puts her hand on his -- steadying them. He smiles at her soothing touch.

He opens it -- a GOLDEN DAGGER inside. **THE LIGHT OF RUSSIA** inscribed on the handle. *Anastasia* engraved under it. She carefully takes it. Awed as she studies it.

ANASTASIA

It's beautiful!

NICHOLAS

For your throw at the party. But if your mother asks, you got it from Vasil.

They share a smile.

ANASTASIA

I've been practicing. Vasil says my throws are as good as anyone in the Crimson Guard. Watch --

Anastasia does a quick turn -- flings the dagger blindly -- PFT! -- It splits the other daggers -- BULLS-EYE.

NICHOLAS

I'm not sure you aren't better.

(smiles proudly)

If I may ask one favor of my daughter on her special night... Save your father a dance.

ANASTASIA

You'll have the first and the last.

NICHOLAS

I'll settle for the last. Ferdinand should have the first.

(MORE)

NICHOLAS (CONT'D)
He's traveled a long way to
celebrate your birthday.

ANASTASIA
Is that all he comes for?

She moves to the target board. Plucks out the golden dagger.

NICHOLAS
I won't be here forever. I've been
told I won't last another winter.

ANASTASIA
So they told you last winter. You
need to stop listening to these
counselors. They only wish to see
their fantasies become a reality.

NICHOLAS
(violently coughs)
My daughter, forever the optimist.

She walks over to her father. Takes his hands.

ANASTASIA
Forever the believer. I know your
strength. Your time is long away.

NICHOLAS
I'm afraid yours is closer than you
think... Which is why I want you
safe... Russia will need an
Emperor. And its Empress a husband.

Anastasia frowns at the thought. Nicholas lifts up her chin.

NICHOLAS (CONT'D)
I know you'll choose a great one...
When the time comes.

She smiles -- relieved the choice won't be made tonight.

EXT. TOWER. PALACE. RUSSIA - EARLY EVENING

Alexandra, dressed immaculately, looks out over Moscow. The
city is lit up in celebration.

VLAD (O.S.)
A beautiful sight.

She turns -- seeing Vlad behind her.

VLAD (CONT'D)

I used to get lost in the ambiance.
I miss the long nights guarding the
wall. Many fond memories.

ALEXANDRA

(smiles)

I miss them as well.

VLAD

What did you wish to speak about,
Empress?

ALEXANDRA

Do we not know each other well
enough to forego titles? I remember
a time when you weren't so proper.

They share a warm smile. She takes Vlad's arm -- they walk
along the wall together.

ALEXANDRA (CONT'D)

You've sacrificed so much for us.
But I must charge you with one last
favor.

VLAD

My duty is to serve.

ALEXANDRA

With Nicholas's deteriorating
health and Anastasia's coming of
age, Rasputin will make his move
soon. I blame Nicholas for not
doing the honorable thing. His
punishment was far too lenient.
Rasputin's exile only made him more
dangerous.

VLAD

Killing one's brother is not easy.

ALEXANDRA

Would you have shown him the same
mercy?

VLAD

Rasputin carries my answer on his
face... And no. I couldn't forgive
an offence against the woman I
love.

A beat of silence between them.

ALEXANDRA

Anastasia's young, and we are amongst more enemies than loyalists these days. If anything were to happen to me or the Emperor -- I would have your word that she would become yours to protect.

VLAD

I will give her the same loyalty I do her mother... And father.

ALEXANDRA

Then I know she'll be safe.

VLAD

(bows his head)

Empress.

Vlad leaves. Alexandra looks back out at Moscow -- her eyes welling with tears.

INT. BATH CHAMBER. PALACE. RUSSIA - LATER

The entire room is marble. In the center of the room -- a whirlpool with warm, BUBBLING BATH WATER. All of a sudden --

Anastasia's head breaks the surface. FEMALE ATTENDANTS dry her off with towels -- ready to start the beauty session.

MOMENTS LATER:

She's sat in front of a mirror. Dolled up like a porcelain figurine -- the picture of perfection.

ALEXANDRA (O.S.)

You look like an Empress already.

Anastasia turns -- sees her mother watching from the doorway.

ALEXANDRA (CONT'D)

You will make a beautiful bride.

ANASTASIA

(turns back to the mirror)

When the time comes.

The Servants all exit. Alexandra walks up behind Anastasia -- fastens a SAPPHIRE NECKLACE around her neck.

ALEXANDRA

Now, you'll be the most radiant woman in the room.

ANASTASIA

This was grandmother's.

ALEXANDRA

She called it a symbol of hope. She gave it to me the day I was betrothed to your father. Like her mother did her.

Anastasia clutches it tightly -- admiring its beauty.

ALEXANDRA (CONT'D)

And one day you will hand it down to your daughter.

With those words, Anastasia's smile fades.

ALEXANDRA (CONT'D)

We all make sacrifices in this life. You should be honored to make one for your country. The day is coming when your people will look to you for leadership.

ANASTASIA

Then I should lead by example. And show them we are free to make our own choices.

ALEXANDRA

Unfortunately, your position does not offer that luxury. Ferdinand --

ANASTASIA

This country was never meant to be ruled by an outsider. It should be ruled by a Romanov. You would give up everything our family has worked for --

ALEXANDRA

So Russia could survive!
(calms herself)
As a woman on the throne, other kings will look to unseat you.

ANASTASIA

Then I'll fight them!

ALEXANDRA

(smiles)
You have your father's will... and my stubbornness. Which is a dangerous combination...
(solemnly)
(MORE)

ALEXANDRA (CONT'D)

When you are Empress, your decisions affect an entire nation. You must learn to put aside your selfishness.

Alexandra can see the frustration on Anastasia's face.

ALEXANDRA (CONT'D)

I'm sorry, but this is the cross you've been given to bare... I know you'll do the right thing.

Alexandra gives Anastasia a kiss on the cheek. Then leaves. Anastasia stares at her necklace -- wondering if her legacy will be the same as her mother's.

EXT. STABLES. PALACE. RUSSIA - LATER

Servants load bags of grain onto a CART. LEV, 50's, grizzly man, 6'5, jagged knife scar over his eye, CRIMSON FUR, supervises while drinking from a skin of wine.

LEV

Be quick about it, boys. I'm almost out of wine, and I mean to save the other two skins for the trip back South.

JURIC, 25, black hair, crimson fur, carries two sacks of grain over his shoulder -- slams them down on the cart. Pavel walks up behind him -- loads on a couple more.

JURIC

(to Lev)

It might be quicker with an extra hand.

LEV

Sorry lads, I only have two. And they're both occupied.

Lev takes a two-handed chug from the skin.

PAVEL

(to Juric)

By the looks of it, he'll be dead before he leaves the gates.

Dimitri walks out to greet them.

DIMITRI

I knew something was amiss. All the maidens are spoiled and wine reserves drained.

(MORE)

DIMITRI (CONT'D)

It must be the Southern Legion has
come to pay a visit.

LEV

(lets out a hardy laugh)
I'll be damned, they've started
letting wenches wear crimson.

Lev lifts Dimitri off the ground in a bone-crushing embrace.

DIMITRI

Lev, you drunken bastard, put me
down.

He sets Dimitri down.

DIMITRI (CONT'D)

Christ Juric, I see you still let
Lev go without bathing.

JURIC

There's a reason we're taking
separate carts.

LEV

Bugger your perfumes and your hot
baths. Down south, we wait for the
gods to drizzle their piss. A
man'll be fresh for a month.

DIMITRI

Judging by the smell of ya, it
hasn't drizzled often. When're you
boys making it back South?

LEV

I left a couple bellies full of
bastards at your court. My cart's
full, and my skin's empty.
(shakes his empty skin)
I reckon' I should've already been
on my way.

JURIC

You can burn the sheets. He's
leaving now. I'll be following in
an hour or two. I'm just waiting on
some steel from the armory.

DIMITRI

You're not staying for the party?

LEV

The smell of the French doesn't
suit me.

JURIC

They wouldn't welcome yours either.

DIMITRI

But your swords would be.

LEV

Da. We've heard rumblings. That devil Rasputin's been making noise from his mountain. You boys need some steel -- all we need is the command.

JURIC

Till then, we'll be waiting on our frozen tundra.

DIMITRI

The time might be sooner than you think. Keep your blades sharp.

LEV

They'll be ready.

EXT. COURTYARD. PALACE. RUSSIA - LATER

Hundreds of Crimson Guards are lined up. Commander Vasil out front -- addressing them.

Killian inspects the ranks. Vlad, Dimitri, and Pavel are out front of the pack.

COMMANDER VASIL

Tonight, no one is above reproach. No one is to come near the Emperor or the royal family. Rasputin's assassins are everywhere.

Pauses a beat to let his words sink in.

COMMANDER VASIL (CONT'D)

Remember, the crimson we wear is the color we bleed -- for the family we protect. No one is above that.

(looks to Dimitri)

Is that understood?

ALL

(in unison)

Yes, Commander!

Killian stops in front of Dimitri -- locks in on him.

KILLIAN

That means you're on a short leash tonight. Less any more of our brothers needlessly lose their lives... Then again, you're blood does pump differently than ours, Vory.

They exchange a tense glare. Killian gives him a sly smile before heading off towards the palace with Vasil.

EXT. GARDEN. PALACE. RUSSIA - MOMENTS LATER

Vlad and Dimitri walk through a maze of eight foot tall shrubs -- passing SERVANTS decorating the shrubs with lights.

DIMITRI

Killian is pissing on me from high. I should detach his tongue from Vasil's ass.

VLAD

You should be less concerned with his words and more with Vasil's. The man practically raised both of us. Least you could do is honor him.

DIMITRI

Every man I cut down in battle shows him honor.

Vlad pulls Dimitri to a stop.

VLAD

Honor doesn't come from the lives you take. It comes from the lives you save. Another lesson that alludes you -- just like Sera.

Dimitri tenses up -- treading on sensitive ground now.

VLAD (CONT'D)

Sera is a part of the Royal Family. And you are a royal servant. Find a woman that fits your status.

DIMITRI

Or -- die alone like you've chosen?

With that, Dimitri storms off.

INT. HALLWAY. PALACE. RUSSIA - LATER

Anastasia is escorted by Sera. Two servants hold the train of her long flowing dress as they walk.

ANASTASIA

Tonight, I want you by my side at all times.

SERA

Of course. Where else would I be?

ANASTASIA

I don't know. Lately, you don't seem as reliable. Maybe, it has something to do with you spending so much time with Dimitri.

SERA

I -- didn't know our relationship brought you displeasure.

Anastasia comes to a stop -- along with her procession.

ANASTASIA

Relationship -- do you go out of your way to disrespect me? You are my maiden. And will be given away to a man of my choosing. If that does not suit you -- I will have to reconsider your position when I become Empress.

SERA

I'm here to serve, my lady. There will be no more distractions.

ANASTASIA

Good... We all make sacrifices in life. This is just a lesson in your journey. I'll find you a man worthy of your affection.

Sera forces a weak smile. They continue down the hallway.

INT. CHAPEL. PALACE. RUSSIA - NIGHT

Alexandra is knelt before lit candles -- Nicholas enters.

NICHOLAS (O.S.)

What do you pray for?

ALEXANDRA

(turns to him)

What all parents do. For their children to outlive them.

Nicholas gingerly kneels beside her.

NICHOLAS

Then we shall pray together.

ALEXANDRA

Nicholas -- please forgive me. I misspoke earlier. You have afforded me many things.

NICHOLAS

Yes. Everything, but love.

Her eyes dampen. Nicholas grabs her hands.

NICHOLAS (CONT'D)

Let us not dwell on old wounds. Tonight we celebrate the love we do share -- Anastasia.

EXT. PALACE. RUSSIA - LATER

The drawbridge slowly opens. A large PROCESSION approaches. GUARDS on horseback -- carry the FRENCH COLORS and LANCES with FLEUR DE LIS's as the tips.

Behind them -- ornate CARRIAGES. Lined by another division of SOLDIERS on foot. Each in SILVER ARMOR.

Different ANIMAL HEADS as their HELMS. A PUMA... then A FALCON... then A LION. They're converged around a WHITE CARRIAGE -- lined in GOLD.

BACK OF THE PROCESSION:

A FACTION of FOOT SOLDIERS break off from the rest. Head down some steps -- leading into UNDERGROUND TUNNELS.

INT. TUNNEL. PALACE. RUSSIA - CONTINUOUS

The FACTION weaves through SERVANTS and SOLDIERS. They come to a stop outside the BUTTERY -- leading into the palace. Where COOKS furiously prepare tonight's banquet.

Killian is with six other Crimson Guards -- stationed at the entrance. Inspecting everything going in and out.

It doesn't take long for both sides to notice each other.

KILLIAN
Got your invitation, friend?

The WOLF HELM steps out -- slides up his visor -- ANATOL.

KILLIAN (CONT'D)
(smiles sinisterly)
Hurry. The festivities have just begun.

INT. BALLROOM. PALACE. RUSSIA - NIGHT

It's a TOWERED BALLROOM -- three stories tall. The royal family sits atop a dais, Nicholas and Alexandra on their thrones. Anastasia next to them -- Sera beside her.

Servants come by with goblets of WINE on trays -- Anastasia takes one. Sera shakes her head -- no -- turning it away.

ANASTASIA
(genuine)
I hope my words didn't sour you.

SERA
Our friendship is stronger than words. And always will be.

ANASTASIA
Know I hold no one dearer than you.

She gives Sera's hand a friendly squeeze. Sera gives a faint smile -- her mind elsewhere.

The room is overflowing with GUESTS. Wine and drink flow. A 10-foot tall CHAMPAGNE FOUNTAIN in the center of the room.

A pristine 18 foot tall CAKE -- with 18 candles stands next to it.

TWO HUMMINGBIRD DRAGONS flutter in. Cough fireballs -- lighting all 18 candles. The crowd enthusiastically applauds -- a standing ovation.

ACROSS THE ROOM:

At the LEAD TABLE -- KING FERDINAND, 20, the embodiment of French aristocracy. Next to him -- SEBASTIAN, 18, light brown hair, and REMY, 50's, bald -- head of the French Guard.

FERDINAND
A grand spectacle -- wouldn't you say, cousin?

SEBASTIAN

Indeed. Unfortunately, I can't say
the same for their women. The
spread is quite ragged.

Sebastian looks at two passing MAIDENS with disdain.

FERDINAND

You must learn to expand your
horizons, Sebastian. There is one
who shines above the rest.

Ferdinand gazes at Anastasia -- like a prized jewel.

SEBASTIAN

(follows Ferdinand's gaze)
I'd hope so -- she's the only woman
here who comes with a country.

ON ANASTASIA:

Anastasia can feel Ferdinand's gaze -- downs a glass of wine.
Nicholas stands to speak -- silence falls over the room.

NICHOLAS

I want to thank all of our guests.
Many of whom traveled thousands of
miles to celebrate this momentous
occasion. Especially, King
Ferdinand. We are honored by your
presence.

Ferdinand raises his glass -- in respect.

NICHOLAS (CONT'D)

Eighteen is a unique year for any
girl. It's the year they enter
womanhood.

He looks at Anastasia -- beaming with pride.

NICHOLAS (CONT'D)

But, tonight is much more. Tonight -
- Russia celebrates its future
Empress.

(raises his glass)

To my daughter Anastasia. May she
rule Russia with as much generosity
and love as she's given her two
parents.

Everyone claps. Cheers to the Princess.

NICHOLAS (CONT'D)

Now, let us celebrate properly.

A full orchestra starts playing. Guests stream onto the dance floor. Ferdinand makes his way to the throne.

Alexandra gives Anastasia a sharp look -- be mindful.

FERDINAND

May I have the first dance -- of
what will hopefully be many more?

He holds out his hand. Anastasia forces a smile as she takes it. He leads her out to the dance floor.

Alexandra smiles. Nicholas is wrought with guilt.

DANCE FLOOR:

Anastasia and Ferdinand waltz in the center of the floor --

FERDINAND (CONT'D)

A most magnificent evening. I hope
you'll be joining me when I leave
for France tomorrow. It's time you
see our country.

ANASTASIA

Our country?

Anastasia glares at her mother -- watching eagerly.

FERDINAND

Of course. All the arrangements
have been made with your mother and
father. That is -- if you accept?

ANASTASIA

(flustered)

Why do you want to marry a complete
stranger? You don't think it odd we
know nothing of each other?

FERDINAND

We're all strangers when we meet in
this world. After time, we choose
what we become. And how much we
grow together. My father was
betrothed to my mother when she was
11. He didn't meet her until she
was 17. They were married for 30
years.

ANASTASIA

Did they love each other?

FERDINAND

They respected each other. In our
world, that's all you can ask for.

ON SERA:

Sera is in front of a large curtain -- a set of hands grab her from behind. She wheels -- into Dimitri's disarming smile. He pulls her --

BEHIND THE CURTAINS:

DIMITRI

Meet me in the courtyard after the party. I have a gift for you.

SERA

You should give it to a woman who deserves it... I can't accept anything else from you. Ever.

She turns to leave. But Dimitri grabs her arm.

DIMITRI

What changed between us in the last four hours?

SERA

Nothing... And it never will.
(re: Dimitri's look)
We both swore oaths -- to serve...
I'm sorry, Dimitri. We aren't meant for this life.

She pulls away. Dimitri follows after her --

OUTSIDE THE CURTAINS:

Sera locks eyes with Anastasia. Backs further away from Dimitri. He spots Anastasia's gaze -- sensing the influence.

DANCE FLOOR:

Anastasia continues to waltz with Ferdinand. Coming out of a twirl, she locks eyes with her mother's vigilant eye.

ANASTASIA

If I declined your offer, would my country be in danger?

FERDINAND

Your country's already in danger. Your father has amassed many enemies. All with their sights set on his throne.

ANASTASIA

Are you one of them?

FERDINAND

I'm a realist. Not a brute. Should you decline my hand in marriage, I will respect your decision. But I won't be able to protect you... Or Russia.

The closing notes of the song. Ferdinand and Anastasia bow to each other -- rousing applause from the guests.

FERDINAND (CONT'D)

Your decision?

Anastasia looks over to her father. Then to her mother. Finally back to Ferdinand --

ANASTASIA

I wish you a safe journey back to France.

He musters a weak smile -- gives her a kiss on the cheek.

FERDINAND

(disappointed)

Take care, Anastasia.

He motions -- his whole procession follows him out.

Anastasia heads back to her seat. Alexandra intercepts her.

ALEXANDRA

Where's Ferdinand going?

ANASTASIA

To rule his kingdom. As I prepare to rule mine -- alone.

Anastasia sits -- a sense of pride in her decision. Alexandra is crushed. Nicholas stands up -- trying to ease the tension.

NICHOLAS

(to crowd)

And now for the entertainment. Bear witness to a spectacle none will soon forget.

The back doors are thrown open. The CIRCUS PERFORMERS from earlier stream in. Scatter around the room.

EXT. CASTLE WALL. PALACE. RUSSIA - CONTINUOUS

Two WALL GUARDS watch the last of the French procession go out through the front gate. Killian and another of his Crimson Guard walk up beside them.

KILLIAN

That was fast.

WALL GUARD 1

I guess the Princess has that effect on men.

The two Guards share a laugh. It's cut short as Killian's hand cups over his mouth. A DAGGER is jammed into his throat.

The other Wall Guard is dispatched the same way. Killian turns his attention downward --

Two more of his Guards are dragging away dead bodies. They raise the PORTCULLIS.

EXT. ROAD. RUSSIA - CONTINUOUS

The cobble stone road leading up to the palace is quiet. So quiet you can hear the snow flurries falling --

WHOOSH! -- Something flies by like a heat seeking missile --

EXT. PALACE WALL. RUSSIA - MOMENTS LATER

Pavel walks up. Notices the wall unmanned. Looks down -- no guards below. Sees DARK LIQUID pooled by his feet -- BLOOD.

His eyes go to the drawbridge -- the PORTCULLIS is up. He looks out to the road --

CRUNCH! -- Something SPLINTERS the drawbridge like it was paper-maché. Going right through it and into --

PALACE COURTYARD:

Rasputin's RAILROAD CAR from earlier barrels through the drawbridge. Its wheels lock up -- throwing up SPARKS. SCREECHES to a stop -- just outside of the PALACE.

SLOTS on each side slide open. The front half of a COLT GATLING GUN pushes out of each --

Two more SLOTS open on the roof. Cannons emerge --

BOOM! -- MORTAR FIRE -- BLOWS a chunk out of two sections of the Palace wall. Stone and dismembered body parts go flying.

BRAAPPPPPPPPPPPPPPPPP!!!

All four gatling guns unleash HELL -- shredding a group of CRIMSON GUARDS rounding the corner.

INT. BALLROOM. PALACE. RUSSIA - CONTINUOUS

The initial cannon fire grabs everyone's attention. The doors are thrown open by a panicked Crimson Guard --

PANICKED GUARD

We're under --

PFT! -- A DAGGER flies in his throat -- KRILL is the culprit.

ON VLAD:

He immediately locks eyes with Dimitri -- both knowing what to do. Dimitri sprints for the door. Vlad runs in front of the Royal Family -- draws his sword.

VLAD

(to the Crimson Guards)

Protect the Emperor!

Just like that, things turn from bad to worse. The circus performers -- all RASPUTIN'S ASSASSINS --

A MONTAGE of CHAOS --

-- Danzigs pin a guest against the wall. Two more daggers land simultaneously. Both in vital organs.

-- Trapeze Artists swinging by with swords -- slicing and dicing guests as they go by.

-- A KALYPSO spits a burst of flame -- igniting a guest.

-- A teenage guest is impaled by a lance -- coming from the Muscle Men above on tight ropes.

EXT. COURTYARD. PALACE. RUSSIA - CONTINUOUS

Dimitri races outside amidst the chaos. Lunges out of the way of an ELEPHANT as its RIDER TRAMPLES two guards.

More guards try to fight off the elephant but are smashed and flung around like rag dolls.

Dimitri sprints for the car -- CANNONBALL GRENADE in hand. DODGES and FLIPS through the gatling gun fire. The bullets are fast, but he's faster -- FEARLESS.

INTERCUT WITH THE ROAD (OUTSIDE THE PALACE WALLS):

Rasputin's army crests the hill. Lead in by a line of METAL GUN TURRETS -- SWIVEL CANONS on each.

Behind them -- RASPUTIN on horseback -- leading an ENDLESS line of SKOPTSY WARRIORS.

RASPUTIN
Let the revolution begin!!!

NEAR THE WALL:

VARANGIANS slink out from the shadows. Leprodis skin, covered in boils and sores, FANGED TEETH, crisscrossing leather straps hold rotted skin on their faces together.

Their fingernails grow into sharp claws -- they begin SPIDERMANNING up the wall.

PALACE COURTYARD:

Dimitri rolls to his feet -- drawing his sword. PFT! -- right through a gun hole -- skewering the man inside the car --

Then propels himself off a jutting piece of metal -- Parkour style. Springs diagonal -- a back handspring over the car --

Flips in SLOW MOTION -- draws his pistol as he falls backwards -- BANG! --

BOOM!!! -- the explosion engulfs the car -- blowing it apart.

THE ROAD:

BOOM! -- We follow a BUZZSAW CANNONBALL shooting out from a cannon -- CHURNING and BUZZING mid-air --

PALACE WALL:

Pavel runs into Dimitri's view from up on the wall --

PAVEL
Rasputin!!! --

BOOM!!! -- the cannonball hits -- the drum tower behind him EXPLODES. Killing the Crimson Guards inside it.

Pavel crawls out from underneath the rubble. Dozens more BUZZSAW CANNONBALLS come flying in -- sawing through Crimson Guards.

The first VARANGIAN pulls himself over. Pounces on a nearby Crimson Guard -- ripping off a chunk of the Guard's face.

Pavel draws his sword. Slices the creature from navel to neck. Then kicks him back over the wall.

PAVEL (CONT'D)
Man the walls!!!

PALACE COURTYARD:

DIMITRI
 (looks to Pavel)
 Hold them off as long as you can!
 Then head to the tunnels!

Dimitri takes off -- sprinting for the palace.

INT. BALLROOM. PALACE. RUSSIA - CONTINUOUS

Vlad cuts down a Gymnast -- flying overhead. Yanks out a three-bladed dagger from his waist belt. Jams it in a Danzig's throat --

The HUMMINGBIRD DRAGONS weave through the room -- cough fireballs on a Russian INSIGNIA mounted on the wall. It lights up -- opening a SECRET PASSAGEWAY.

Commander Vasil spots it --

COMMANDER VASIL
 Vlad! Follow me!

Commander Vasil and the Royal Family duck inside. Vlad sprints for the passageway --

CRACK! -- the back doors bust open. Anatol crashes through with his men. Sees Vlad escaping. Flings his GREAT AXE --

CRUNCH! -- his AXE crushes the Hummingbird Dragons against the wall -- just as the passageway closes.

EXT. PALACE WALL. RUSSIA - CONTINUOUS

Pavel and his men are in the midst of bloody combat.

CRIMSON GUARD 1
 (to Pavel)
 We have to fall back!

PAVEL
 Keep holding!

OUTSIDE THE WALL:

Rasputin eyes the palace. His prize within reach.

RASPUTIN
 (to his men)
 Storm the palace. Leave the Royal
 Family for me.

He spurs his horse -- riding towards the gate --

PALACE WALL:

SQUAAAAAAAAAAAAWWWWWWWK! -- Pavel looks up -- sees MISHA and GRANGUL streaking in from above.

PAVEL

Get down!!!

Pavel hits the ground just in time --

WHOOOOOOOSH! -- They light up several Crimson Guards along the palace wall -- engulfing them in FLAMES.

Pavel gets to his feet -- when --

BOOM! -- a buzzsaw cannonball shatters the top of the wall. Pavel's blown back -- off the wall. Down to the --

PALACE COURTYARD:

Barely conscious -- Pavel sees Killian standing over him --

KILLIAN

Looks like you chose the wrong side.

CRACK! -- Everything goes BLACK.

INT. LIBRARY. PALACE. RUSSIA - CONTINUOUS

The Royal Family with Commander Vasil, Vlad, and a half a dozen guards move quickly through the library.

CRACK! -- weapons batter the door. Trying break it down.

A book shelf swings open -- DIMITRI steps out.

DIMITRI

They've stormed the walls.
Rasputin's men are inside the
palace gates.

COMMANDER VASIL

(to Nicholas)

We have to get you out now,
Emperor.

NICHOLAS

We'll split up. Vlad, take guards
with Alexandra and Anastasia. The
rest will come with me.

ALEXANDRA

I won't separate our family!

NICHOLAS

Rasputin can't seize the throne as long as there's a living heir.

(takes Alexandra's hands)

You told me we must do what's best for Russia. This is what must be done.

CRASH! -- The steel door starts to crack. Alexandra kisses Nicholas -- as if it's their last.

ALEXANDRA

My heart is with you.

NICHOLAS

And your strength with me.

Nicholas hugs Anastasia tight. She kisses her father goodbye.

NICHOLAS (CONT'D)

Remember what I taught you. You know where to go once you get out.

Anastasia nods.

ANASTASIA

(looks to Sera)

You're free. You hear me -- free. Follow your heart.

Vlad and Dimitri pry open a stone in the floor -- an underground tunnel. They clasp forearms.

VLAD

See you on the other side.

Vlad grabs Anastasia and Alexandra. Pulls them in with him.

SERA

Anastasia!

Dimitri grabs Sera, heads through the other tunnel.

The door EXPLODES open -- Anatol catches a glimpse of Nicholas escaping as the passage closes.

INT. LIBRARY. PALACE. RUSSIA - MOMENTS LATER

The Circus Assassins part as Rasputin storms in with Killian.

ANATOL

(points)

The Emperor went this way.

RASPUTIN

Then that's where we head.

ANATOL

And the others?

RASPUTIN

Send the Rothgars.

Four cages are rolled out -- ROTHGARS, oversized WOLVERINES with yellow eyes -- Porcupine spikes line their backs.

INT. TUNNELS. PALACE. RUSSIA - CONTINUOUS

Vlad leads, 2 Guards, Anastasia and Alexandra by torchlight. They reach the end of the tunnel -- CAVED-IN.

ANASTASIA

There's no way out!

Vlad looks around -- searching for an exit. Spots a small crack in the tunnel roof -- MOONLIGHT peeking through.

VLAD

(points at the crack)

Here!

SNARLS come from the dark end of the tunnel. Vlad whips around -- drawing his tomahawk and sword.

ON DIMITRI:

The group's trapped. The same cave-in in their tunnel.

NICHOLAS

They knew our escape plan.

COMMANDER VASIL

We have to dig.

ON ANASTASIA:

A ROTHGAR comes bounding in. Vlad slices it in half.

Two more fly out -- jumping on the nearest Crimson Guard. He's ripped to shreds. The other Guard gets clawed across the neck -- his throat ripped open.

ON DIMITRI:

Dimitri digs furiously -- finally the rubble cracks open.

DIMITRI

We can get out this way.

VOICE (O.S.)

Nikita.

They all turn -- searching for the voice in the darkness.

A spike shoots out from the shadows -- plunges into Nicholas's chest --

It rips back out -- retracts several feet -- comes together to form a sword --

RASPUTIN steps out from the shadows -- sword bloody.

COMMANDER VASIL

Nicholas!!!

Dozens of Skoptsiies charge out from the shadows -- overwhelming the Crimson Guards.

Dimitri looks to join, but self-preservation kicks in. He grabs Sera -- forcing her through the opening --

OTHER SIDE OF THE CAVE:

SERA

What about the others?

DIMITRI

It's us or them. We stay -- we both die.

He steals one last glance back at Commander Vasil being wrestled to the ground. Then slides through the opening --

ON ANASTASIA:

Vlad cuts down one of the Rothgars. WHACK! -- gets raked across the shoulder -- leaving a deep gash.

It shoots porcupine spikes out from its back. Vlad bats them away with his sword. Cleaves its head with his tomahawk.

Wheels back around as the last Rothgar bowls into him --

They struggle on the ground. Vlad's tomahawk under the beast's neck -- holding it off. When --

PFT! -- The beast's body goes LIFELESS. The golden dagger sticks out from its head. Anastasia standing over it.

VLAD

Gratitude, Princess.

ON DIMITRI:

Dimitri and Sera reach the tunnel's end -- see a WATERFALL. A 100 foot drop. The bridge leading out -- DESTROYED.

DIMITRI
We have to climb down.

Screams and clashing swords ring out from the other end of the tunnel. Dimitri glances back -- thinking about his DUTY --

DIMITRI (CONT'D)
(looks back to Sera)
Wait here. I'll be right back.

SERA
You can't!

DIMITRI
I'm not leaving without you.

SERA
No... us!

She places his hand on her belly -- the realization hits him like a ton of bricks. He gives her a kiss.

DIMITRI
We're all leaving together.

Dimitri heads back for the others.

ON NICHOLAS:

Nicholas and the others are knelt before Rasputin.

NICHOLAS
(to Killian)
Traitor!

KILLIAN
You were right. I needed another place.

RASPUTIN
You know the word better than anyone. There is no greater crime than betraying your own blood!

NICHOLAS
My only crime was letting you live.

RASPUTIN
And you shall pay dearly for it, little brother.

Rasputin drives his sword through Nicholas's chest.

Dimitri watches from the shadows as Nicholas's dead body crashes to the floor.

ON ANASTASIA:

Vlad finally gets the opening wide enough.

VLAD
You first, Empress.

ALEXANDRA
No -- Anastasia first.

CLOSE ON: One of the Rothgars begins to twitch -- eyeing Anastasia. Shoots off its spikes.

Alexandra jumps in front -- taking the brunt of it.

Vlad wheels -- finishing the beast with one hack. He sees Alexandra on the ground -- blood pooling around her body.

ANASTASIA
Mother!!!

Anastasia sees her mother laying on the ground -- wounded.

VLAD
(holding Alexandra tight)
No... No...

ALEXANDRA
Go... Save Anastasia.

VLAD
I won't leave you.

ALEXANDRA
You swore an oath. Anastasia is
Russia now.

Vlad looks up at Anastasia -- tears in her eyes.

VLAD
I'll protect her, Alexandra. I
swear it.

A smile crosses her lips -- from hearing her name. She kisses Vlad on the lips -- saying goodbye as her eyes close.

Anastasia turns away from the sight -- pained to see their kiss. Vlad gives Alexandra a final glance -- then flees.

ON DIMITRI:

Dimitri flips out his SICKLES -- jamming the point between the rocks -- starts his descent down.

DIMITRI
 (looks up to Sera)
 We can use this till we get to the
 ridge. Take my hand.

She reaches out. Just as their fingers near, Sera lets out a
 painful GASP --

A BLADE shoots out from her stomach --

Anatol creeps into the light behind Sera -- locks eyes with
 Dimitri before flinging Sera's limp body away --

Dimitri locks on Anatol -- a blood pact now signed. Then
 dives after her --

Catches Sera's body -- pulling her tight. Just as -- SPLASH! --
 - they plunge into the water.

EXT. FOREST. RUSSIA - MOMENTS LATER

Dimitri emerges from the water -- carrying Sera's LIFELESS
 body. Looks back at Moscow -- in FLAMES -- no home to go back
 to now. He cradles Sera -- holding on to their last moment.

EXT. OKNA FOREST. RUSSIA - NIGHT

Vlad and Anastasia, on horseback, ride through a thicket of
 trees. Come to a stop. Anastasia goes to dismount, but Vlad
 grabs her arm.

VLAD
 Who knows of this place?

ANASTASIA
 Unhand me now!

He lets go.

ANASTASIA (CONT'D)
 Only my father, Vasil, and Sera.

Both dismount. Anastasia pulls out a unique shaped key.
 Inserts it in a small opening of a tree --

The sound of turning pulleys builds. The ground begins to
 SHIFT. Trees expand -- shift out. A hidden CABIN raises up
 from underneath.

INT. CABIN. OKNA FOREST. RUSSIA - NIGHT (LATER)

A kettle cooks over the fire. Vlad ladles out stew. Brings a
 bowl over to the table. Slides it in front of Anastasia.

ANASTASIA

I'm not hungry.

VLAD

You will be.

Vlad notices various weapons mounted on the walls. Takes note of the CRIMSON and BLACK ARMOR -- too small to fit a man.

VLAD (CONT'D)

It's well armed for a hunting cabin. Vasil never made mention of this place.

ANASTASIA

Maybe my father was smart not to trust you with intimate things.

A tense silence between them.

ANASTASIA (CONT'D)

It isn't a hunting cabin. My father would tell my mother I was going to my court lessons. Then him and Vasil would bring me here. He said you can't rule the people if you don't know them. We would travel throughout Russia, dressed as peasants, and wander the streets. He wanted me to see how the people lived. What their problems were. It was part of my training to be Empress.

Vlad notices a pair of wooden training swords.

VLAD

(re: the wooden swords)

Another part of your training?

ANASTASIA

Diplomacy isn't the only skill needed to be ruler.

VLAD

I'm sure Vasil taught you well... We should start gathering up supplies. Finish your food.

ANASTASIA

Are you my father -- or my servant?

She's met with silence.

ANASTASIA (CONT'D)

That's what I thought...

You will prepare the wagon while I
go lay down. It's around back.

Anastasia pushes away her stew. Stomps off to the bedroom --

INT. BEDROOM. CABIN. RUSSIA - CONTINUOUS

Anastasia curls up in bed -- clutching a heavy fur blanket. Looks down at the blood stains on her dress. Her protective wall crumbles. She begins to sob for all she's lost.

INT. CABIN. OKNA FOREST. RUSSIA - NIGHT (LATER)

Vlad's gathers weaponry off the wall. A map is sprawled out on a the table.

Anastasia enters -- wearing, boots, leather pants and a dark tunic, with a large LEATHER PACK on her back.

VLAD

(eying her outfit)

I don't think your mother would
approve.

ANASTASIA

I don't require your opinion. So
keep it to yourself.

VLAD

As you wish.

Anastasia grabs the ARMOR off the wall -- packs it. Vlad moves to the table -- looks over the map. She notices.

ANASTASIA

We're not going back to Moscow?

VLAD

We're going to Paris. Right now,
it's the only place you'll be safe.
King Ferdinand will grant us
sanctuary there.

ANASTASIA

I'm not going to Paris. Nor will I
beg Ferdinand to protect me.

VLAD

Unfortunately, you don't have a
choice in the matter.

Vlad turns to head outside -- supplies in hand. In a flash -- Anastasia's GOLDEN DAGGER is at his throat.

ANASTASIA

Coward! Instead of going back for your Emperor and fighting for your country, you choose to sell me off to the French like a cheap whore?

VLAD

I'll see you dead before I see you sold... We don't have time for this. I'm trying to save your life.

ANASTASIA

Then come with me to the palace, so we can kill Rasputin!

VLAD

Don't be foolish. We are two. Rasputin has an army. The only thing standing between him and the throne is your life.

Anastasia's hand quivers -- trying to keep her composure. Pulls the blade tighter to Vlad's throat.

VLAD (CONT'D)

Remember your mother's words -- you are Russia now.

Suddenly they hear horse hooves -- approaching fast. She looks up at the door --

Vlad twists away -- disarms Anastasia. Draws his sword. Then tosses the gold dagger back to her.

VLAD (CONT'D)

The fire!

Anastasia quickly dumps the kettle on it. The room goes dark.

OUTSIDE:

A RIDER, in a dark black tunic, pulls his horse to a stop. Dismounts -- draws his sword -- stalks towards the cabin --

INSIDE CABIN:

The door CREAKS open. Black boots enter -- WHAM! -- The rider goes down in a heap. Vlad's on him. Pulls back the hood --

VLAD

Dimitri?

INT. CABIN. OKNA FOREST. RUSSIA - MOMENTS LATER

Dimitri sits across the table from Vlad and Anastasia.

VLAD
How'd you know where to find us?

DIMITRI
Sera used to bring me here. It was
the only place we could be alone
together. Away from prying eyes.

Looks to Anastasia with disdain.

ANASTASIA
I was trying to protect her.

DIMITRI
By denying her free will?

VLAD
Enough!
(to Dimitri)
You're sure about the Emperor?
You're sure he's dead?

DIMITRI
I couldn't have been gone more than
a minute. When I came back, they
had him surrounded...

BAM! -- Vlad knocks Dimitri out of his chair. Jumps on top of
him -- his blade drawn -- aimed at Dimitri's throat.

VLAD
You left the Emperor to die! You
swore an oath!

DIMITRI
I went back. There was nothing I
could do... I had to get her out.
She was pregnant! What would you
have done?

ANASTASIA
Pregnant!? Sera -- no! Where is
Sera?

The tears welling in Dimitri's eyes -- giving her the answer.

ANASTASIA (CONT'D)
(sobbing)
No!!! No!!!

Vlad calms himself. Removes his sword from Dimitri's throat.

VLAD
 (to both)
 We have to go.

EXT. CABIN. OKNA FOREST. RUSSIA - NIGHT

Dimitri watches Vlad load weapons into an armored carriage.

DIMITRI
 Our travel would be a lot safer
 with 400 instead of 3. If we ride
 to the Southern Outpost, we can
 gather the Southern Legion. Return
 to the palace --

VLAD
 Are you mad? Rasputin had his
 assassins in the palace before we
 ever could draw a sword. How many
 spies do you think he has
 throughout the countryside? Do not
 let vengeance cloud your judgement.

DIMITRI
 You would turn over Russia to
 Rasputin --

VLAD
 (re: Anastasia)
 Right now -- she is Russia.

Dimitri glances over at Anastasia. Then back to Vlad.

VLAD (CONT'D)
 The crimson we wear -- for the
 family we protect. That's our duty.
 So if you're with us -- you swear
 it now. Swear you'll see Anastasia
 to Paris. Or you make your own way.

Dimitri weighs it --

INT. DUNGEON. PALACE. RUSSIA - NIGHT

The remaining CRIMSON GUARDS are separated into cells.
 SHRIEKS of torture and pain echo throughout.

Rasputin, Anatol, and Killian make their way to a cell --

INSIDE CELL:

Commander Vasil and Pavel are chained along its back wall.

RASPUTIN

You disappoint me, Vasil. I trained you better. Alive while your Emperor lies dead... Save yourself any more dishonor, and tell me where Anastasia is?

COMMANDER VASIL

Wearing her crown.

SMACK! -- Rasputin back hands him across the face -- splitting his lip. Blood trickles out of his mouth.

KILLIAN

There was no sign of Vlad amongst the dead. I'd be willing to wager he's with the Princess.

PAVEL

I'll cut out your traitorous tongue!

Pavel lunges at Killian, but his chains yank him back.

COMMANDER VASIL

(smiles)

Does Vlad's name still make your face hurt, Rasputin?

Anatol raises his fist to bludgeon Vasil --

RASPUTIN

No!

He stops.

RASPUTIN (CONT'D)

(to Anatol)

Take him to Butkyra. See if the porcus cells change his mind. Take the young one as well. So he can have company -- before he dies.

Skoptsies swarm Vasil and Pavel. Start unchaining them.

COMMANDER VASIL

Rasputin! I offer my life for my men. These men were your brothers once. Show them mercy.

RASPUTIN

Given your circumstance. I would call it mercy.

Skoptsies drag Vasil and Pavel out of the cell and away.

COMMANDER VASIL (O.S.)
Rasputin! Rasputin!

EXT. MEZZANINE. PALACE. RUSSIA - MOMENTS LATER

Rasputin lords from above. Anatol at his side. Below --

THOUSANDS of scared peasants have gathered. SEVERED HEADS on spikes encircle the courtyard.

Grangul and Misha circle above -- SIX captured Crimson Guards tied to PYRES on a platform.

ON THE CROWD: JURIC, a hood covering his head, watches closely. Hidden in the middle of the crowd.

RASPUTIN

Let all bear witness to a new
Russia. One that will not tolerate
outsiders or traitors. For we were
a people born of steel and fire...
Today I honor our ancestors and
their way of justice... For we must
destroy to rebuild.

He points to the Crimson Guards.

RASPUTIN (CONT'D)

With these traitors, I temper
justice's sword!!!
(looks to the sky)
Daknath moll!!!

Grangul and Misha swoop in -- filleting the CRIMSON GUARDS with red flames. The Guards' SCREAMS fill the air.

ON THE CROWD: Juric does the sign of the cross. Sees a WAGON making it's way through the crowd -- VASIL and PAVEL inside.

Rasputin watches maniacally as the flames grow higher.

RASPUTIN (CONT'D)

(to Anatol)
Bring me the Akuda.

EXT. CITADEL. RUSSIA - NIGHT

A RED and WHITE CARRIAGE, IRON CROSS on its doors, rides up a winding cliff --

Towards the CITADEL -- a MASSIVE concrete CUBE sitting atop the cliff -- religious scenes carved along its sides.

INSIDE CITADEL GATES:

The carriage doors open -- STEPAN, 40's, half WHITE and half RED silk robes, a CROSS embroidered on the RED side, steps out. Walks swiftly --

Passing an army of CENTURIONS -- named the SEVENTH SONS. Each wears red and white armor -- matching red and white HELMS. Full VISORS covering their faces. Holding double edge swords.

INT. HALLWAY. CITADEL. RUSSIA - CONTINUOUS

Stepan hurries down a long corridor. Stained glass windows on both sides -- SOLDIERS fighting against DEMONS. A large STEEL DOOR at the end -- with an IRON CROSS on it.

INT. CARDINAL'S OFFICE. CITADEL. RUSSIA - CONTINUOUS

Massive bookshelves have been built into each wall -- housing ancient books and scrolls. French doors are wide open -- leading out to a balcony --

Two Seventh Sons guard it. One dressed in BLACK and RED ARMOR. The other in RED and BLACK ARMOR. The Cardinal's PERSONAL BODYGUARDS.

BALCONY:

CARDINAL AFON, 60's, frail, similar red and white robes, a red MITRE on his head -- embossed with red and white diamonds -- his back to Stepan.

STEPAN

Cardinal, Rasputin has sacked the palace. He's killed the Emperor and Empress.

CARDINAL AFON

(with disdain)

The bastard son who'd wish to become Emperor... Well done Rasputin... What of Anastasia?

STEPAN

She was not amongst the dead... With no ruler in place, the people will look to the Church for guidance.

CARDINAL AFON

As they should.

STEPAN

Rasputin will undoubtedly seek your endorsement for Emperor.

CARDINAL AFON

And will receive none. He will not be able to claim the throne as long as there is a living heir... The people will demand proof of the deceased. As will we.

STEPAN

But if Anastasia is killed -- Russia could fall into a civil war.

CARDINAL AFON

War is coming. And with it a new dawn.

Cardinal Afon extends his hands -- a white DOVE soars out from his sleeve -- into the night sky.

CARDINAL AFON (CONT'D)

Rasputin may end up on the throne. But his time will be short... How can men rule others when they are ruled by a higher power? Monarchs fall, Kingdoms are destroyed -- but it is the Church that always remains.

Afon exits the balcony into --

OFFICE:

He opens an OLD BOOK on his desk -- a folded letter inside -- the ROYAL SEAL on it. ALEXANDRA'S signature under the seal.

CARDINAL AFON (CONT'D)

(re: Stepan's look)

Do not be distressed, Stepan. The reign of Emperors is coming to an end. And our time will return... All will be revealed in time.

STEPAN

Should I prepare the Seventh Sons?

CARDINAL AFON

No... Until an Emperor or Empress is declared, this is not our war... yet.

INT. THRONE ROOM. PALACE. RUSSIA - NIGHT

Rasputin sits on the throne -- like it was meant for him.

SEVEN AKUDA WARRIORS stand before him. All women -- in skin tight shozokus. KATANA blades harnessed diagonally across their backs. NINJA STARS on their armored wrist guards.

Each wears a a black veil -- covering their faces. The Akuda Queen steps forward -- SHIVA.

RASPUTIN

Find me Anastasia. Dead or alive.
But bring back her body... And you
will again have a place serving an
Emperor.

Shiva lifts her veil -- revealing vampire-like fangs. Black inkblot seeps into her eyes -- till they go completely BLACK.

EXT. OKNA FOREST. RUSSIA - MORNING

The wagon trudges off. Vlad steers. Dimitri next to him.

INSIDE:

Anastasia slides an EMERALD RING off her finger -- a ROYAL CREST on it. Puts it in a pouch -- with her other jewelry.

Looks out the back window -- the cabin disappears -- like everything else she once knew --

DISSOLVE TO:

A MONTAGE of their JOURNEY. Rain, sleet, or snow -- the caravan continues steadily on its journey.

- A GRASSY PLAIN. Next to it -- a small LAKE. So crystal clear you can see a perfect reflection of the passing wagon.

- A white sand DESERT. Overhead is an AURORA -- shades of BLACK, BLUE, and PURPLE running together in the night sky.

- Along a BEACH. Green waves from the ocean crash down along shore. Across the ocean -- a great IVORY CITY built into it.

- SHIVA inspects the bed inside the abandoned cabin. Sniffs the ruffled sheets -- takes in Anastasia's scent.

- ARID WASTELAND. Dark clouds of red and orange fill the sky. Flashes of RED LIGHTNING shoot down in quick bursts.

- A SWAMPY MARSH. Lined with tall ferns. Vines reaching up from the water. Dimitri is on foot -- leading the horses.

- Shiva kneels beside an extinguished campfire. Small traces of smoke emanating from the burned wood.

EXT. MASOVIAN FOREST - EARLY EVENING

The forest is comprised of MASSIVE TREES. Their leaves are BLACK AS NIGHT -- forming an overhead canopy. Below --

A FIRE smolders. Next to it, Vlad smokes his pipe while Dimitri sorts the weapons. Anastasia keeps a keen eye on him.

VLAD

We need more wood for the fire.

DIMITRI

And some game to roast over it.
Twigs and berries will only get us
so far.

ANASTASIA

I can hunt.

Dimitri lets out a loud chuckle. A smile creases Vlad's lips.

DIMITRI

The mountain lions would make a
feast out of you.

ANASTASIA

You should be more worried about
the steel you're letting rust. Work
them over with a whetstone, so they
stay sharp. Or you'll be the one
who's game for the mountain lions.

DIMITRI

You know as much about a sword as
you do ruling a country.

ANASTASIA

You think me a novice?

DIMITRI

More like dead weight. You wouldn't
last a day without us.

Anastasia unsheathes her sword.

ANASTASIA

Do you require a demonstration?

DIMITRI

(smiles)

You raise your sword against a
Crimson Guard?

ANASTASIA

We both had the same teacher. Let's
see who was the better student.

Dimitri unsheathes his sword -- relishing the opportunity to teach her a lesson.

VLAD

Put down your sword, Dimitri.

ANASTASIA

Do it, and I declare it treason!

DIMITRI

Don't worry, Vlad. I only plan on taking over where Vasil left off.

With lethal quickness, Anastasia goes to strike -- CLANG! -- Dimitri barely knocks her blade away -- caught off guard.

ANASTASIA

Never take your eyes off your opponent. First lesson.

Dimitri goes on the offensive. Anastasia's catlike quickness thwarts him -- meeting each blow with perfect timing.

DIMITRI

You're quick, Princess. I'll give you that.

Anastasia charges -- pirouetting. A dancer with a blade -- Dimitri side steps her. Sweeps her legs -- sending her crashing to the ground.

DIMITRI (CONT'D)

Never move blindly. Remember that lesson?

Anastasia reverse handsprings to her feet -- charges --

WHAP! -- Dimitri backhands her across the FACE. She touches her cheek -- tender from a small welt.

DIMITRI (CONT'D)

That one will heal.

Anastasia rushes him again -- swinging wildly. Thrusts her sword right at his head --

Dimitri yanks the blade away from her mid-strike. Slaps her across the face with the blunt part of his blade -- shoulder checks her to the ground.

She feels her cheek. Blood trickles from the cut.

DIMITRI (CONT'D)

That one won't. Which means it'll be a lesson remembered.

He points his sword at her throat.

DIMITRI (CONT'D)
You think Rasputin would be
merciful?

ANASTASIA
Finish it!

VLAD
(raises his sword)
Enough, Dimitri!

DIMITRI
If you want to live, forget your
title. Forget your heritage. Forget
the crown you never earned. From
this day forward, you're not an
Empress, and we're not your
servants. We're all outlaws --
marked for death!

Dimitri flings her sword. It whizzes right by her head --
CLUNK! -- Embeds in a tree.

VLAD
(extends hand)
Anastasia --

ANASTASIA
Don't touch me!

His hand recoils. Anastasia gingerly gets back to her feet.

Something catches Vlad's ear. He snatches up a bow -- shoots
off three arrows -- in cat-quick succession.

The TREES literally come to LIFE. SIGRIDS rip apart from the
trunks. Chameleon-like. Their color shifts from brown to red.

Each with rows of sharp fangs. Hooves for feet. One hand a
sharp claw. The other hand -- a fiery whip.

Vlad's arrows take down the first, but there's a dozen more.
Vlad and Dimitri draw their swords. Anastasia pulls hers out
but is pushed back by Dimitri --

DIMITRI
This isn't practice, girl!

Both men charge. The fight is FAST and FURIOUS. Each men
unleashing a barrage of strikes on their enemies.

PFT! -- A NINJA STAR whizzes right by Anastasia's head.

She whips around as an AKUDA WARRIOR careens from tree to tree -- right for her. Comes flying in with her sword --

CLANG!... CLANG!... CLANG!

Anastasia does her best to fend off the Akuda, but it fights with remarkable speed and skill.

A kick to the gut -- staggers Anastasia. But she comes back fighting -- fire in her eyes --

CLANG!... CLANG!... CLANG!

Anastasia deflects the Akuda's sword. Draws her golden dagger with her other hand --

PFT! -- spins around with a backhand strike. So violent the Akuda's head does a 720 before finally falling off.

Vlad and Dimitri finish the last of the Sigrids. Then come rushing up -- A shocked look on both their faces.

Anastasia stares blankly at acid-like, SIZZLING, BLACK blood from the Akuda --

DIMITRI (CONT'D)

Looks like the price on your head just got bigger, Princess.

ANASTASIA

(staring at the body)
What is it?

VLAD

An Akuda Warrior. Bodyguards to the old Mongol kings. Their fangs can rip through steel, and their bite is venomous.

DIMITRI

Their kiss might be deadlier than yours.

ANASTASIA

I'd honor you with one if I knew it'd kill you.

VLAD

They've picked up our trail. We need to stay off the roads.

Vlad looks up to the mountains in the distance. A piece of land mass -- virtually FLOATING IN MIDAIR.

VLAD (CONT'D)

We'll head to the mountains -- they won't follow us there.

DIMITRI

The Carpathian Mountains?

ANASTASIA

The Carpathians are savages.

VLAD

And enemies of Rasputin. Therefore they're the best option we have.

EXT. CARRIAGE. BATKYRA PRISON - NIGHT

A STEEL CARRIAGE rumbles through the blistering cold -- iron bars on the windows. Through a wasteland of snow and ice.

Chained inside are Vasil and Pavel. They stare out at the monstrous FORTRESS just up ahead -- BATKYRA PRISON.

INT. BATKYRA PRISON - MOMENTS LATER

JAILERS drag Vasil and Pavel to open hatches in the floor. Dump them in. SLAM the cells shut. Both SCREAM -- in pain.

JAILER 1

You boys smell like you can use a bath.

He pulls a chain hanging from the ceiling --

PAVEL/VASIL CELLS:

Water crashes down on them. Both struggle to keep their head above it. The cell is only five feet deep -- filling fast.

Just as the water fills the cells, it starts to dissipate. The floor's lined with a bed of JAGGED NAILS.

HALLWAY:

JAILER 1 (CONT'D)

(to Jailer 2)

We don't want them getting comfortable. Make sure they get a bath every hour.

Jailer 2 nods. They head off to attend to the other cells.

INTERCUT THE TWO CELLS:

Vasil coughs up water. Struggles onto his side -- nails inches from his face.

COMMANDER VASIL

Pavel!
 (no response)
 Pavel!

PAVEL

A bath without soap?

Pavel writhes in pain from the nails. Vasil laughs to himself -- trying to make the best of it.

PAVEL (CONT'D)

Now I know why they call them the porcus cells.

COMMANDER VASIL

Turn on your side. It's less painful.

Pavel strains. Gets to his side. Looks into the small slit in his cramped cell. Locks eyes with Vasil.

PAVEL

Now what?

COMMANDER VASIL

We wait -- to die.

A grim look washes over both their faces.

EXT. CARPATHIAN MOUNTAINS - DUSK

A wide snapshot -- MASSIVE chunks of MOUNTAIN -- floating MIDAIR. Interconnected to each other by narrow rock bridges. The mountainous chunks climb high into the dense clouds.

EXT. TRAIL. CARPATHIAN MOUNTAINS - CONTINUOUS

Vlad's at the reigns. While Anastasia hangs out the side of the wagon. Dimitri tracks on foot.

The trail is narrow -- terrible footing. Underneath the path is a nothing but air -- a free fall to certain death.

The path DEAD ENDS -- into the mountain PEAK. STATUES line it -- soldiers FROZEN in time. Pale blue skin -- ICY.

DIMITRI

(to Vlad)
 There's nowhere to go from here.

The statues COME TO LIFE. Draw their swords -- close on the group with lightning speed --

Dimitri wheels to fight -- but too late. The statues have surrounded them. But aren't moving in for the kill.

VOICE (O.S.)

You came a long way to die,
Crimson.

They look over at MAGNUS. A beast of a man -- over seven feet tall. Long blonde hair. Muscles bulging. Hands big enough to break a man in half.

VLAD

(to Magnus)

In the name of the Crown, let us
pass.

MAGNUS

(laughs)

The Crown has no rule here. Nor do
I see its representative.

Dimitri draws his sword. The Statues move in a step closer.

ANASTASIA

No!

Anastasia steps in front of Dimitri.

ANASTASIA (CONT'D)

(to Magnus)

I ask on behalf of myself and my
men. Grant us passage, and you have
you my word -- your generosity will
not be forgotten.

MAGNUS

Why should your words hold any sway
over us?

Anastasia steps forward -- pulling back her hood.

ANASTASIA

Because they come from your
Empress.

MAGNUS

Anastasia.

Magnus falls to a knee -- a salute to the Empress.

The side of the peak begins to open out -- revealing a
marvelous HIDDEN CITY inside.

EXT. BATSLAVA - MOMENTS LATER

Hundreds of ICE TENTS -- leading up to a massive ICE PALACE. The barbaric Carpathians muddle through the streets -- eyeing the carriage as the group rides through.

They park their wagon in front of the PALACE. Vlad grabs a STAFF off the wagon.

INT. DINING HALL. PALACE. BATSLAVA - CONTINUOUS

Anastasia, Vlad, and Dimitri sit at a long table. A feast of delicacies across it. Magnus is at the head.

Behind him, a ten foot tall STATUE of the Carpathian standard -- XERO. A DEMON-LIKE quadruped -- long pointed horns. The face of a DEMON BULL, sharp talons on all four hooves, and a huge SCORPION tail.

ANASTASIA

(to Magnus)

I'm grateful for your generosity.

Magnus looks at Dimitri and Vlad's untouched plates.

MAGNUS

Your friends do not seem as grateful.

DIMITRI

Neither of us are hungry.

MAGNUS

Is it typical to insult your host's generosity?

DIMITRI

Generosity has never been a trait of the Carpathians.

MAGNUS

No. And you are wearing it thin.

ANASTASIA

Dimitri!

She shoots him a sharp look -- shut it.

VLAD

Forgive us. We are thankful for the meal, my Lord. But, we'd very much like to carry on with our journey. For Anastasia's safety is our primary concern.

MAGNUS

As it is mine. It will be night soon. These mountains provide little warmth. I would not have it said that the Carpathians made the Empress travel under such dangerous conditions. At first light, we shall give you safe passage.

Vlad goes to speak -- but Anastasia puts her hand on his stopping him.

ANASTASIA

You honor us with your kindness, Lord Magnus. We are quite weary. A good night's sleep in warm chambers would do us good.

MAGNUS

Certainly, Empress.

Magnus nods to his guards -- who escort them off.

INT. HALLWAY. PALACE. BATSLAVA - NIGHT (LATER)

TWO GUARDS, with CRYSTAL BLUE AXES pace the hallways. A SHADOW behind a PILLAR waits till they pass. Then moves quickly down the hall.

INT. CHAMBERS. PALACE. BATSLAVA - NIGHT (LATER)

Anastasia is asleep in bed. A shadow appears over her. Her eyes shoot open as a HAND cups over her mouth --

Dimitri leans in the light. His finger to his lips -- shhhhh.

INT. DINING HALL. PALACE. BATSLAVA - MOMENTS LATER

Anastasia, Vlad, and Dimitri make their way in the dark --

ANASTASIA

(whispers)

What took you so long?

DIMITRI

(whispers back)

Magnus has guards doing rounds.

VLAD

And it wasn't to ensure our protection. Let's be quick about it. Before --

Ice shoots up from the floor -- forms into an ice cage -- trapping them. Torches around the room all light up --

DIMITRI

Too late.

They're surrounded by Ice Warriors -- who slowly begin to inch towards the group. Magnus watches from his throne.

DIMITRI (CONT'D)

I see your generosity has run out.

MAGNUS

I would've rather delivered you alive. Luckily, you're worth just as much dead.

ANASTASIA

You're a fool if you think Rasputin will ever pay you.

MAGNUS

Who says Rasputin's the only buyer?

Spiked STALACTITES form atop the cage, start descending -- Dimitri hits them with his sword, but the ice repairs itself.

DIMITRI

Still think the Carpathians were our best option?

Vlad whips out his staff -- FIRE shoots out of the bottom it. Dimitri hacks the ice again with his sword -- this time the ice crumbles.

Magnus draws a massive CRYSTAL AXE --

MAGNUS

Kill them!!!

CLOSE ON: Xero's eyes shoot open -- red and full of fire. The statue comes to life --

Vlad tosses Anastasia a sword. It's UTTER CHAOS as Ice Warriors come flying in.

Dimitri charges right for Magnus --

Vlad and Anastasia fight in unison -- cutting down the ICE WARRIORS as they come flying in.

Vlad pushes Anastasia out of the way of Xero's strike -- and gets jolted back through the air as Xero's hand swats him --

ON DIMITRI:

Dimitri rolls under a strike. Catches Magnus around the neck with his sickle chain. Swings himself onto Magnus's back.

ON VLAD:

Vlad gets to his feet --

Looks at his staff -- broken in half. Notices the kerosene torches around the room -- gets a better idea --

Draws his sword -- dumps Kerosine over his blade. Ignites it on the torches -- his blade's engulfed in white hot flame.

ON DIMITRI:

Magnus's enormous hands latch onto Dimitri. His joints crack as Magnus squeezes. As the pressure gets unbearable --

Dimitri draws his pistol -- POP! -- Hits Magnus in the neck. Forcing Magnus to let go. Dimitri lands hard on the floor.

ON ANASTASIA:

Trades strikes with Xero -- with little effect. Xero raises up with its claw --

Vlad comes lunging in --

His fire blade cuts through Xero's leg. Three more lightning fast cuts. Xero slides apart in three diagonal sections.

ON DIMITRI:

Dimitri flings his sickle -- embedding it in the wall. Chain still wrapped around Magnus's neck. Takes off sprinting --

The chain catches -- shotgunning Magnus -- right through a wall. Looks over -- sees Vlad lighting a cannonball grenade --

EXT. BATSLAVA. CARPATHIAN MOUNTAINS - CONTINUOUS

BOOM! -- The palace wall explodes out. Vlad, Dimitri, and Anastasia come leaping out.

VLAD

The wagon!

Magnus is back on his feet -- running for the group. Dimitri draws both pistols -- POP! -- Both musket balls bounce right off Magnus's chest with no effect -- he keeps coming --

Vlad throws Anastasia inside the wagon -- jumps on the bench. Dimitri grabs a belt full of grenades out of the wagon -- Flicks a match lit with two fingers --

Lights the first grenade. Vlad SLAPS the reigns HARD. The horses immediately take off --

DIMITRI
(looks right at Magnus)
See how you like this.

Heaves the belt at Magnus -- Dimitri grabs hold of the wagon right as it takes off. Seconds later -- BOOM!!! --

A massive SNOW CLOUD explodes out from the percussion -- sending a massive FISSURE down the narrow path.

The entire MOUNTAIN PEAK begins to crumble --

The WAGON PATH crumbles to pieces beneath the group -- sending the wagon into a free fall --

Several hundred feet. Luckily THUDDING down on the next chunk of floating mountain --

The coach tumbles end over end -- CRASHING into a tree.

INSIDE:

Anastasia CRASHES hard against the roof. Falls back unconscious. A trickle of blood running down her head.

OUTSIDE:

Dimitri struggles back to his feet. He sees an AVALANCHE of MOUNTAIN PIECES and SNOW heading towards them --

He grabs Vlad -- throwing him on his back. Spots a cave near the edge of the mountain -- out of harms way. Hurls Vlad towards it -- landing with a THUD.

Then runs back to the carriage. Dimitri strains to crane open the door. The AVALANCHE just a few feet away --

Finally pulls open the door. GRABS Anastasia and her pack -- throws both over his shoulder. Sprints for the cave --

A few feet away now -- Dimitri leaps for the cave --

BOOM! -- The AVALANCHE hits -- Everything goes BLACK.

EXT. SOUTHERN OUTPOST. RUSSIA - NIGHT

A massive stone fortress stands alone in the middle of a rocky tundra -- layers of stone walls. Centuries old.

CAPTAIN UNGER, 50's, heavy beard, draped in a CRIMSON FUR, stands next to Lev -- holding an AXE at the ready.

Surrounding them, 400 MEN, the SOUTHERN CRIMSON REGIMENT -- more hardened and battle worn than their Northern counterparts. Most carry ugly scars and uglier faces.

Juric approaches on horseback. Pulls to a stop -- dismounts.

JURIC

Rasputin's taken hold of the palace. The Emperor and Empress are dead.

A murmur ripples through the men. Unger remains stoic.

UNGER

And, Princess Anastasia?

JURIC

Word is she escaped with Vlad during the attack. If they're alive, they'll need our help.

UNGER

It'll take a thousand swords to pry her from Vlad's hands. If anyone can see to her safety, it's him.

Juric nods. Unger can see uneasiness in his eyes --

UNGER (CONT'D)

Your tongue didn't freeze on the way over. Out with it.

JURIC

Rasputin executed six of our men... Your son was amongst them.

UNGER

(solemnly)

Aye... And Commander Vasil?

JURIC

They took him and Pavel to Batkyra.

LEV

Then that's where we ride. We'll have them back by the morrow.

UNGER

We'll do no such thing!

LEV

Captain --

UNGER

For 300 years, the Southern Legion has protected this outpost.

(MORE)

UNGER (CONT'D)

In death. And war. Until summoned by the crown, our orders are to stay here. Any man who thinks otherwise -- burn your cloak before you leave.

Off that, Unger briskly walks off. Lev goes to chase after him. A Crimson Guard grabs his fur -- stopping him.

CRIMSON GUARD

You heard his orders.

LEV

(re: his hand)

I remove it -- I keep it.

The Guard jerks his hand back with a quickness. Lev shoulders past him -- throwing down his axe. Heads to the fort.

EXT. MINSK. BELARUS - DAY

Killian rides on horseback through the charred remains of the city. Skoptsiys plunder the dead -- torture the living. He rides up to a church -- dismounts --

INT. CHURCH - CONTINUOUS

Killian and Anatol stand at attention before Rasputin. He sits in a throne -- in front of the church's altar.

RASPUTIN

What of the Cardinal? Will he support my claim as Emperor?

KILLIAN

He does not reply to your letters... I have word from others in the Citadel. They say, without proof of Anastasia's death, the Church will view anyone who sits on the throne as an usurper.

RASPUTIN

Well played, Afon.

ANATOL

The line of succession is in blood. The Cardinal can't keep you off the throne --

RASPUTIN

So he hopes to taint my claim.

KILLIAN

Allowing others to follow his words. And the Church's... He's hoping for a civil war.

RASPUTIN

Shepherd to the sheep... Our focus must stay on Anastasia. The Akuda have sent word that her and the others are headed west. One needs not guess whom she seeks refuge from.

ANATOL

Ferdinand...

RASPUTIN

(looks to a Skoptsy)

Disperse messengers throughout Europe. Under royal decree -- the reward for Anastasia is 100,000 rubles. Any country that offers her sanctuary will be viewed as an enemy to Russia. We'll see if Ferdinand's willing to die for her.

With that, the Skoptsy immediately heads off.

RASPUTIN (CONT'D)

(to Killian)

The Cardinal has forced my hand earlier than anticipated.

Rasputin pulls out a PARCHMENT -- hands it to Killian.

RASPUTIN (CONT'D)

Ride to Batkyra. Assemble our troops. You shall be the one to lead the charge against the Citadel.

KILLIAN

Sire -- the Cardinal is a man of the cloth.

RASPUTIN

Correct. So bring back a bloody one. Kill the Cardinal and all his men. By the morrow, Russia will have a new religion.

INT. CAVE. TRIGLAV FOREST - DAY

Anastasia awakens next to a warm fire -- alone. Dimitri's crimson fur lays over her. She looks around --

The cave is smooth, black obsidian rock. Growing out of the rock are translucent crystals -- glowing with a blueish hue.

DEEPER END OF CAVE: MOMENTS LATER

Anastasia hears SPLASHING. Skulks around a rock for a look -- Dimitri is naked in a small spring. Hears footsteps. In a flash, he wheels -- knife in hand --

Anastasia stands before him. Her eyes gaze on the 5-POINTED STAR tattooed on both of his shoulder blades.

DIMITRI

You're free to take a look. It might be the last you get of a man.

Anastasia breaks out of her malaise -- dashes away.

INT. LAKE. TRIGLAV FOREST - CONTINUOUS

Vlad works a whetstone over his blade. Anastasia comes up.

VLAD

You're awake.

ANASTASIA

You entrust our lives to a criminal?

(re: Vlad's look)

I saw Dimitri bathing by the stream... He wears the stars of the Vory.

VLAD

What of it?

ANASTASIA

The Crimson Guard recruits criminals to protect its Royal Family? No wonder my parents are dead.

VLAD

Watch your tongue!

She's caught off guard by the sharpness of his words.

VLAD (CONT'D)

The man you brand a criminal saved us both.

ANASTASIA

He wears the brand willingly. I didn't have to place it on him. He branded it on himself.

VLAD

And he's suffered for his affiliation. But none of those crimes you speak of are his. Dimitri was birthed into a life not of his choosing... But his escape from it was his own. When Vasil found him, he was a battered, starving 12-year-old boy. Who had been wandering the streets of Moscow, searching for a helping hand or a shallow grave. No one had the mercy to grant him either. Like you, many others saw nothing more in him than the violent history of the marks he bore. Not the boy who watched his mother put to sword and his younger sisters burned at the stake. All for the crimes of the father he never knew...

Vlad gets to his feet -- approaches Anastasia.

VLAD (CONT'D)

But he never used his family history as an excuse -- instead he wears it as a badge of honor. A living reminder -- if he could survive his past, he need have no fear of his future.

A sadness creeps into Anastasia after hearing the tale.

VLAD (CONT'D)

Your father believed in judging a man by his actions. Not their background... I suggest you do the same.

EXT. CLEARING - DUSK

Dimitri creeps along the thick foliage. Analyzes a nearby village -- looks for any signs of danger before approaching.

INTERCUT WITH TRIGLAV FOREST:

A BOAR moves briskly through the forest. Followed by a SHADOWY FIGURE --

Up ahead, Vlad hides behind a tree -- watching from his peripheral. Draws two daggers. Jumps out in the Boar's path.

NEARBY VILLAGE:

Dimitri sneaks up next to a hut -- hood pulled over his head.

He spots a TAVERN. The village is strangely quiet and devoid of activity. So, he sneaks in closer.

Behind him, a RIDER, on horseback, appears in the distance -- draws back a bow and arrow -- Aimed Dimitri's direction.

TRIGLAV FOREST: CONTINUOUS

The Boar lowers its horned snout -- charging for Vlad. He stands his ground. Right as the Boar closes -- PFT! --

NEARBY VILLAGE:

PFT! An arrow whizzes right by Dimitri's head -- embeds in the Tavern door. Dimitri wheels around -- sword drawn --

But the Rider's already fleeing in the opposite direction -- paying no attention to Dimitri.

He turns his attention back to the arrow on the door -- a parchment attached. He tears it off -- reads over it.

TRIGLAV FOREST:

The Boar lies DEAD on the ground -- an arrow in its jugular. Inches from Vlad's feet. Anastasia, bow in hand, smiles proudly as she makes her way over to Vlad.

VLAD

Cutting it close?

ANASTASIA

It's not sport if it's easy.

(re: Vlad's look)

I made it when it counted, didn't I?

VLAD

(shakes his head)

Survival's not a sport... I played the diversion. Which means you're the cook.

Vlad throws the boar over his shoulders. Head back to camp. Anastasia looks on -- her smile fades to a frown.

INT. CAVE. TRIGLAV FOREST - NIGHT (LATER)

Vlad and Anastasia sit by a weak fire feasting on the boar. Dimitri enters holding the PARCHMENT. Anastasia tears off a piece of meat. Offers it up to Dimitri -- a peace offering.

ANASTASIA
(smiles proudly)
The mountain lions will have to go
hungry.

Dimitri snatches it -- takes a bite -- spits it out.

DIMITRI
If only your cooking skills were as
good as your hunting. It's raw as
the day it was born.

Anastasia's eyes narrow -- annoyed by the slight.

VLAD
Did the scouting trip yield any
bounty?

DIMITRI
Only the new one on our heads.

Dimitri hands Vlad the parchment.

VLAD
(reading)
100,000 Rubles for the capture of
Anastasia. Dead or alive. Any
country who provides asylum to her
and her conspirators will be making
a declaration of war.

ANASTASIA
Rasputin makes jest -- everyone
knows I'm the rightful heir. He
slaughters my family and expects my
people to ransom me for payment.
When I return, I shall have him
crown me right before he's hanged.

DIMITRI
When you return? 100,000 rubles has
me reconsidering my loyalties.

ANASTASIA
I would expect as much from a Vory.

Anger flashes over Dimitri's face.

DIMITRI
(to Vlad)
It's dangerous enough getting to
Paris with Rasputin's assassins on
our heels. Now, we'll have every
other country's.

ANASTASIA

My allies --

DIMITRI

You have no allies! All you have is us. And we're still too few. Our best chance is the Southern Legion.

VLAD

What makes you think they still exist? For all we know, Rasputin's massacred them as well.

Dimitri has no answer -- something he never thought about.

ANASTASIA

The Citadel! The Cardinal would surely protect us. He has the Seventh Sons.

VLAD

Which are loyal to him. The Cardinal hasn't publicly condemned Rasputin. He stands to gain as much as Rasputin by your death -- if not more. France is our only option.

DIMITRI

Even if we make it there. What makes you think Ferdinand won't turn her over to Rasputin?

VLAD

Because she spurned him. All kings want what they can't have!

DIMITRI

But is he willing to go to war for her!?

ANASTASIA

Enough!

(to Dimitri)

You were right. I'm no Empress. I'm in no better place than you. So, I have no command. But I do have a vote... Ferdinand will protect me -- if not for love, then for country. My country... I'll follow Vlad.

Right then, steel spikes shoot up from the ground -- closing off the cave's entrance.

MEN emerge from the forest. GARRICK, TATTOOS up and down his arms, leads the VORY -- a clan of thieves and killers.

GARRICK

We should be able to make a pretty penny selling the three of you off.

VLAD

You won't live to spend it.

Vlad unsheathes his sword. Dimitri steps in front of him.

DIMITRI

I demand court with your captain.

GARRICK

(laughs)

You have us confused, boy. This isn't the Crimson. The Vory follow a different set of codes.

DIMITRI

As do I. The code of thieves.

Dimitri pulls open his shirt -- revealing his STARS.

EXT. PALACE. FRANCE - DAY

A royal court watches Ferdinand. His SQUIRE is just finishing laying out a row of MUSKETS -- large to small.

Ferdinand grabs the first -- an ENGLISH SNAPHAUNCE pistol.

FERDINAND

Pull!

A STAKE shoots up -- a pumpkin on the end -- 50 meters up. POP! -- Nails it dead center -- orange pulp spews out.

Grabs a FLINTSTOCK. TWO BARRELS connected to one trigger --

Two pumpkins shoot up in the air -- arching right for each other -- POW! -- Both pumpkins explode into bits.

Ferdinand lines up behind two BRASS BLUNDERBUSSES --

FERDINAND (CONT'D)

Pull!

Two more stakes shoot up -- 30 yards away -- to the left and right of him. He draws both blunderbusses --

POP! -- Hits the left -- dead center. But only grazes the right. The crowd claps fervently.

Ferdinand looks on -- displeased. REMY and SEBASTIAN greet him coming off the terrace --

REMY
Excellent shots, my lord.

SEBASTIAN
Your aim was off.

FERDINAND
You see that, Remy. The truth falls easier from my cousin's tongue than it does my own counsel.

REMY
The jealous show no restraint.
(glares at Sebastian)
Your grace -- there is something that requires your immediate attention. It's circulated through all the kingdoms from here to Russia.

Hands Ferdinand a parchment. He reads it -- then crumples it.

FERDINAND
This usurper thinks he can make a King bend to his will? If Rasputin's offering 100,000 rubles for her capture, then I'll offer 500,000 for her safe return to France.

REMY
Your grace, such an act would look like --

SEBASTIAN
War. One Rasputin will not win. He's more dangerous as an ally than an enemy. Better to put him down now -- before he can rise.

FERDINAND
Sebastian's right. Rasputin is a lame dog, who is barely holding onto the bone he doesn't own. This letter only looks to empower him. We will do no such thing.
(to Remy)
You have your orders, Captain.

Remy reluctantly bows -- heads off. Ferdinand looks to Sebastian -- who looks unsure.

FERDINAND (CONT'D)
Does my decree give you pause?

SEBASTIAN

Rasputin is a nuisance undoubtedly
and should be dealt with quickly.
But, this obsession with Anastasia -
- it almost makes me believe she
may mean something to you. Are you
seeking a wife or an asset, cousin?

FERDINAND

Can they not be one in the same?

Off Ferdinand's calculating smile.

INT. CHAMBERS. SOUTHERN OUTPOST. RUSSIA - NIGHT

Unger stirs in bed. He rolls over and sees RED FLAMES burning
outside his window --

EXT. SOUTHERN OUTPOST. RUSSIA - MOMENTS LATER

Unger bursts out from his cabin -- sees all his men lined up -
- each holding their crimson fur in their hands.

Unger storms over to the fire -- where Juric and Lev are.

UNGER

Juric, is this your doing? I oughta
have you swatted and tarred.

LEV

(to Unger)

Then you should have me as well...

(looks to the flames)

They burned my brothers -- your
boy! While Rasputin watched and
enjoyed their screams -- is that
the Emperor we'll serve?

Unger keeps his composure -- remains stoic.

JURIC

We swore an oath to our Emperor...
And to each other.

Juric goes to toss his fur into the fire.

UNGER

Stop!

He stops. Unger looks at his men with a storm of anger.

UNGER (CONT'D)

All of you are fools!
(weighing his next words)
(MORE)

UNGER (CONT'D)

But I'll be damn proud to lead the bunch of you to your graves. Mount up. Let's go get our Commander.

INT. BATKYRA PRISON - NIGHT

Killian plods through the halls with a host of Skoptsies -- approaching the Jailer.

KILLIAN

You're relieved of your duty.

JAILER

My command --

KILLIAN

Has changed. I'll take hold of the prisoners. We march to the Citadel at once.

He hands the Jailer a parchment -- which he quickly skims.

JAILER

Rasputin moves against the Church?

KILLIAN

Did I not say at once?

Jailer hands back the parchment -- along with the keys -- then hurries off without another word.

INT. CLIFFS. BATKYRA PRISON - NIGHT

A gang of Crimson Guards step onto the cliff. Notch back their bows -- PFT! PFT! PFT! -- hundreds of arrows shoot off.

We follow them through the clouds as they arch. Then, come down -- spearing PRISON GUARDS along the wall of BATKYRA.

INT. BATKYRA PRISON - CONTINUOUS

Skoptsies herd Pavel and Commander Vasil out of their cells -- kneel them in front of Killian.

COMMANDER VASIL

This is madness, Killian. If you kill the Cardinal -- you'll make this into a holy war. No country will stand beside a man who butchers men of the cloth.

KILLIAN

They won't need to stand -- they'll need to kneel. If they want to live.

Killian draws his sword -- looks to Vasil.

KILLIAN (CONT'D)

You were my commander once. So I shall give you a honorable death.
(to Pavel)
You won't be so lucky.

Killian raises up with his sword --

PFT! -- An arrow drills a Skoptsy through the eye. Followed by several more arrows -- nailing the rest of the Skoptsy's.

Killian wheels -- a group Crimson Guard rush towards him.

Two Skoptsy's charge in -- Lev cuts down both with his axe. Heads right for Killian --

Killian swing his sword -- but Lev catches his wrist. Bends it back -- SNAP! -- forcing the sword out of Killian's hand. His free hand latches onto Killian's throat.

LEV

Come on, boy. Show me what you're made of.

Killian cries out in pain. Lev headbutts him -- sending him spilling to floor. The PARCHMENT falls out of his cloak.

LEV (CONT'D)

You're a disgrace to the Crimson.

Juric and Unger rush up -- undo Pavel and Vasil's chains.

COMMANDER VASIL

You left the fort? Does an oath mean nothing anymore, Captain?

UNGER

These lads reminded me of another.

COMMANDER VASIL

I'm thankful they did.

Lev dumps Killian on the ground in front of Vasil.

COMMANDER VASIL (CONT'D)

(to Killian)

The crimson we wear -- is the color we bleed -- for the family we protect.

Lev hands Vasil a sword --

COMMANDER VASIL (CONT'D)
Let's see what color you bleed.

KILLIAN
Vasil, please -- they were going to
turn Russia over to France. I was
only doing my dut --

Commander Vasil comes down with a thunderous swing --
Killian's head topples off. Tumbles down the hall. Black
blood pools around his body.

COMMANDER VASIL
Just like I thought. You were no
crimson.

Vasil picks up the PARCHMENT -- turns to his men.

UNGER
Commander, should we head for the
palace?

COMMANDER VASIL
No. Rasputin has declared war on
the Church. He plans to assassinate
the Cardinal. He must be warned.
(turns to Pavel)
Pavel, ride for the Citadel. Give
the Cardinal this... It'll seal his
allegiance.
(hands him the PARCHMENT)
We'll need his men to defeat
Rasputin.

LEV
The Seventh Sons? All they do is
horde around the Cardinal, waiting
for him to shit gold and piss holy
water into their mouths. The
Cardinal will be no ally of ours.

COMMANDER VASIL
He will when he finds out we have
the same cause.

JURIC
What of us, Commander?

COMMANDER VASIL
We head west. Our only hope is to
find Anastasia before Rasputin
does.

EXT. CITY OF THIEVES. CORSICAN VALLEY - NIGHT

Garrick and the Vory march Anastasia, Vlad, and Dimitri through a CHARRED VALLEY. A VOLCANO at the end of the valley.

A crevice runs down the center -- lava running through it.

They come to a poor ENCAMPMENT. Small huts. Only the barest of necessities -- a CITY OF THIEVES.

VORY start spilling out from their huts to see Anastasia -- The VORY WOMEN have their hair braided in different exotic ways. Their MEN are scarred brutes -- covered in tattoos.

A huge OAK TREE stands in the center of camp. Dead skeletons, nooses around their necks, decorate the branches.

BARRACUS (O.S.)

A sign of times to come.

BARRACUS emerges. Not the biggest man of the bunch -- but a dangerous presence. Wearing the same STAR TATTOOS as Dimitri.

BARRACUS (CONT'D)

(to Dimitri)

The prodigal son returns. You look like you've lived well off the palace life, Dimitri -- maybe even softened by it. Your father would be disappointed.

DIMITRI

Care to test me, Barracus?

VLAD

(to Barracus)

Killing a Crimson Guard is a death sentence.

BARRACUS

One you've handed out many times I'm sure. It's only right we return the favor.

ANASTASIA

You're playing into Rasputin's hands. Russia will be ashes when he's through with it. What will the Vory be left with then?

BARRACUS

(re: his village)

We're already the kings of ashes, Empress. I'm afraid Rasputin's a little late. But your bounty will see us through many cold winters.

(MORE)

BARRACUS (CONT'D)

(to Vlad & Dimitri)

Unfortunately, you two are worth nothing to me.

(motions to the tree)

So you'll be the newest ornaments.

DIMITRI

As a Vory, I evoke the thief's code.

The Vory murmur to each other --

BARRACUS

I know the code, boy! Me and mine live and die by it -- not using it when it suits us.

(thinks on it)

So, you want trial by combat?

DIMITRI

For all three of our freedom.

BARRACUS

It is your right. But nothing is for free. So you make sure they're entertained.

Off Barracus's leathery smile.

EXT. VOLCANO - NIGHT (LATER)

Shiva sits atop a tree -- watching from up on high. Watches Barracus and his Vory lead the group into --

INT. VOLCANO - CONTINUOUS

The group is marched into the heart of a mammoth VOLCANO. Hot liquid lava flows through small channels cut into the rock.

Hundreds of GIANT SIBERIANS with bulging muscles are at work. More monsters than man. Their skin has callused over with THICK SCALES from the intense heat.

They forge weapons -- dipping their bare hands directly into the lava. Immune to the pain.

In the center -- a GLADIATOR RING. A crowd of thieves stand around it -- cheering, gambling, and swearing as they watch.

INSIDE THE RING:

Two GIANTS engrossed in MORTAL COMBAT. One swings -- but MISSES. Before he can recover, a BROADSWORD cuts him in two.

The crowd ROARS -- exchanging winnings. TUROK, the Siberian leader, stands victorious. Bloodied broadsword held overhead.

FERO, Turok's handler, a knife scar across his neck, enters the ring -- celebrating with his giant.

Barracus makes his way to him --

FERO

(to Barracus)

I hope you've come to pay what you owe. Or Turok will be removing another head.

BARRACUS

Don't worry, Fero. I've come to pay what's owed, and double my profits.

FERO

With what?

Barracus points --

ON DIMITRI:

Barracus's VORY surround Dimitri and the others. Vlad scans the mayhem around them.

VLAD

What have you gotten us into?

DIMITRI

Us? I'm the one who has to get in the ring.

ANASTASIA

(quietly to Dimitri)

Aim low. Take out his legs, and the rest will fall with it.

Dimitri barely glances at Anastasia --

INSIDE THE RING:

FERO

(laughs)

Turok kills giants -- all you'll be left with is your baby's bloody swaddling clothes.

BARRACUS

Then do we have a bet?

FERO

You stay where I can see you. I
want my money the minute he takes
his head. Or you'll be next.

(looks to Turok)

Make it quick.

Fero exits the ring. Barracus smiles. Then motions his men to
bring Dimitri to the ring. He turns to address the crowd --

BARRACUS

Today, I bring you a traitor of
thieves, and a member of the
Crimson Guard. To decide his life --
in trial by combat! Against the
Titanium Siberian, Turok!

The crowd ROARS. Bets are already starting up. Turok glares
at Dimitri -- death in his eyes.

Barracus unchains Dimitri's hands. Hands Dimitri his sickles.

DIMITRI

I hope you made the smart bet. I
don't die easily.

BARRACUS

I always do. So don't disappoint
me.

(to the crowd)

Let the trial begin!

Barracus and Garrick leave the ring.

CLICK...CLICK... CLICK... CLICK! --

The four CORNERS of the ring disengage -- making it smaller.
Now, a river of lava flows around it.

A GARGOYLE statue is in each of the four corners -- FIREBALLS
shoot out from their mouths.

The two men circle each other -- a dance of death --

Dimitri charges in. Slices Turok across the chest. But misses
on his second strike -- instead eating a vicious backhand --

Bounces off the ground. Off the carom -- lands in a kneel --

Dimitri rolls out of the way -- just as a gargoyle shoots out
a fireball. Flies back in -- jamming his sickle hard into
Turok's side.

Turok latches on -- slowly pulling the sickle blade --
seething as he eyes Dimitri --

Once it's free, Turok lands three hard KNEES. Flings Dimitri away like a rag doll.

CROWD:

Barracus watches ringside -- next to Anastasia and Vlad.

VLAD

Get up, Dimitri!

BARRACUS

Come on, boy!

ANASTASIA

You root for the man you sentenced to death?

BARRACUS

No death should be a free one.

INSIDE THE RING:

Dimitri rolls away just as SPIKES shoot up from the floor -- right where he just was -- they retract back into the floor.

He ducks Turok's broadsword -- locks arms with Turok. Both men strain for position. Dimitri begins to slump --

He zones in on Turok's legs -- Anastasia's words suddenly hit him. Using the backwards momentum, he sweeps Turok's legs -- The monster THUDS down hard.

A spike shoots up -- spearing Turok through the leg. Dimitri wraps his sickle chain around Turok's neck -- falls backwards on the ground -- squeezing Turok's neck with the sickles --

PFT! -- Several spikes shoot up from the ring -- SPEARING Turok right through the chest -- The beast lets out a deep exhale. Then his body goes LIMP -- as he lays dead.

BARRACUS rushes into the ring. Helps Dimitri to his feet -- raising his hand in victory.

BARRACUS (CONT'D)

The winner!

CROWD:

The crowd cheers. Fero finds himself surrounded by Barracus's men. He hands Garrick a purse of coins.

BARRACUS (CONT'D)

(to Fero)

Pleasure doing business with you.

Fero shrugs through Barracus's men -- quickly flees.

DIMITRI

I thought you wanted me dead?

BARRACUS

You'll be surprised what a man's capable of when his neck's on the line.

(re: Dimitri's look)

Like I said -- I always make the right bet.

EXT. CITY OF THIEVES. CORSICAN VALLEY - NIGHT (LATER)

Groups of VORY are huddled by the fires. Starving CHILDREN, in tattered clothes, forage for scraps.

Garrick, sword in hand, stands guard over --

Anastasia and Vlad, squatting by a fire, as they watch a group of CHILDREN wolf down scraps of food off the ground.

VLAD

When will Dimitri be freed?

GARRICK

When Barracus is finished with him!

VLAD

If anything happens to him --

GARRICK

Calm down, Crimson! Dimitri won your freedom. We may be thieves, but we respect our code.

Anastasia is stuck on the Children. People pass by them like they're invisible.

ANASTASIA

(to Garrick)

Is this how you live? Your children are starving.

GARRICK

All of Russia is starving. Not all are born into a world of comfort.

VLAD

It'll only worsen if Rasputin sits on the throne.

ANASTASIA

I won't let him harm my people.

Anastasia approaches the LITTLE GIRL -- wraps her cloak around the Girl. Unfolds a cloth with bread and meat inside. Offers it to the Girl -- who's hesitant to take it.

ANASTASIA (CONT'D)

Eat -- it's for you.

The Girl takes a bite. Smiles -- several teeth missing. More CHILDREN begin to MOB Anastasia -- clamoring for food.

Garrick jumps in -- drawing his sword.

GARRICK

Get back you bastards!

ANASTASIA

What're you doing?

GARRICK

Keeping the little brigands from gnawing your fingers off. Barracus told me to keep you safe. I won't have you die on my watch.

Vlad gets to his feet -- sword at the ready --

ANASTASIA

Are you going to feed them?

Garrick has no answer. She pushes past him. Begins breaking off meat and bread -- dispersing it to all. Anastasia pulls out her pack -- pulls her EMERALD RING from it. Hands it to a MOTHER holding a half naked CHILD.

ANASTASIA (CONT'D)

Take this. It'll buy enough food and clothes for the entire village.

MOTHER

Bless you, Empress! Bless you!

Vlad watches proudly as other VILLAGERS rally around Anastasia -- their SAVIOR.

INT. ROOM. CITY OF THIEVES. CORSICAN VALLEY - LATER

Dimitri's walked in by two Vory.

Barracus waits at a table -- a map of EUROPE sprawled across it. A jagged KNIFE lays on top of it.

A Vory lays Dimitri's swords and pistols on the map. Then the Vory all leave the room -- leaving him alone with Barracus.

Dimitri snatches up his weapons -- holsters them.

BARRACUS

Quite a show you put on.

DIMITRI

Your men ever touch me again --
you'll be the next.

BARRACUS

That was in the past. This is the
present. And with it, I bring you a
proposition. How much longer do you
really think the three of you are
going to last?

Dimitri's alert -- the question getting his attention.

BARRACUS (CONT'D)

The whole continent's looking for
you. And none are going to be as
gracious as I am by letting you
live, savvy? Anastasia is a beacon
for every criminal who's looking
for gold.

(beat)

I'm offering to take that burden
off your hands. I have the ability
to take her down the Avalon.

Barracus flips his KNIFE in the air -- catches it -- jabs it
in the map. Landing right on FRANCE.

BARRACUS (CONT'D)

Straight to Paris. Deliver her
right to King Ferdinand.

DIMITRI

Or to Rasputin. Why should I trust
your word?

BARRACUS

Nothing's free...

(a con's smile)

The French are offering quite a bit
of coin for the Empress.

DIMITRI

Ferdinand's put a bounty on
Anastasia?

BARRACUS

Not a bounty... Safe return.
Contrary to what you believe,
Rasputin is a death sentence for
all of us. And I'm tired of the
noose hanging around my people's
necks!

(MORE)

BARRACUS (CONT'D)

So I'm not inclined to help seat him on the throne... I can smuggle her safely.

(motions across the map)

It'll take criminal ties -- through criminal passages... So who better than me to assist you?

(re: Dimitri's unsure look)

You were a Vory once. The first thing we're taught -- to survive. I know that's what you wanna do... You've won your freedom... if you want to save all your lives -- you know where to find me.

DIMITRI

I'll survive, on my own terms.

Barracus grins at his arrogance -- slams a purse of COINS on the table. Slides them across to Dimitri.

BARRACUS

Your cut of the coin you helped make me tonight. There'll be plenty more if you change your mind.

EXT. CITY OF THIEVES. CORSICAN VALLEY - MOMENTS LATER

Two LITTLE GIRLS braid Anastasia's hair. One GIRL wears her bracelets. ANOTHER her earrings.

Villagers dance around them -- hailing the Empress with song. Even Garrick is smiling -- seeing his people's joy.

Tonight Anastasia's brought LIGHT into the darkest corner of Russia. And, these people have brought her back to life.

Dimitri walks up behind Vlad -- who's watching proudly.

DIMITRI

What is she doing?

VLAD

Giving her people hope.

DIMITRI

Her people? A few crumbs of bread and some jewelry isn't going to save these people.

VLAD

It's a start.

DIMITRI

It's temporary. Once she leaves they'll be back to where they were - the bottom of the barrel. I came from here, remember.

VLAD

Then you should sympathize. And be more proud of her than *me*.

DIMITRI

Tell her it's time to go. That's if you still want to save our country.

Vlad watches Dimitri walk off. From a distance, Barracus watches Anastasia with his people.

EXT. CLIFF. MONTMORENCY FOREST - NIGHT

Commander Vasil, Juric, Lev, and Unger -- a SCOUTING PARTY -- sneak along the treeline. Reach a cliff. Look below --

Rasputin's army marches through a gorge. It stretches a mile long -- NIGHTMARISH CREATURES in full armor.

RIVER:

A river runs alongside the gorge. An ARMADA of ships, massive numbers of TROOPS on them, float alongside the army.

CLIFF:

UNGER

(wide-eyed)

It's as if Rasputin's unleashed the underworld.

COMMANDER VASIL

The time grows more dire than we thought. We have to keep moving.

Commander Vasil and Unger head back towards camp.

LEV

Don't let us down Pavel...

Juric and Lev continue to watch -- wondering if this is the beginning of ARMAGEDDON.

EXT. OLD TOWN SQUARE. PRAGUE - NIGHT

The square is bustling with activity. Vendors with carts. Patrons out for a drunken night at the TAVERNS.

Three hooded figures make their way through the streets.

EXT. INN. OLD TOWN SQUARE. PRAGUE - CONTINUOUS

Dimitri, Vlad, and Anastasia stop at a rundown inn.

VLAD

I'll check out the inside.

(to Dimitri)

Wait with her while I get us a room.

Vlad walks inside. Anastasia looks to Dimitri.

ANASTASIA

The Vory aren't like I thought. The children are scrappy and playful. These people -- my people -- they need to be saved.

DIMITRI

How would you do that?

ANASTASIA

By leading them --

DIMITRI

It's hard to lead when your always running.

The comment stings her.

ANASTASIA

Somebody has to help them!

DIMITRI

Help yourself!

(scoffs at her)

Oh wait -- you can't even do that. That's why we have to be with you every waking second.

ANASTASIA

You wouldn't survive without me. If it wasn't for my crown --

DIMITRI

You have no crown! The reason my life is at risk is because of you! The reason Sera and my child are dead is because of you.

ANASTASIA

I knew Sera before she ever was a
dream to you! Don't think you're
the only one who grieves for her!

Dimitri grabs Anastasia around the throat -- squeezes --

DIMITRI

Don't you say her name! If I had my
way, it'd been your blood spilled
that night -- not hers.

VLAD (O.S.)

Dimitri!?

Dimitri looks over, sees -- Vlad -- stunned look on his face.
He lets go of Anastasia's throat -- flees down the street.

VLAD (CONT'D)

(to Anastasia)

Are you okay?

She nods -- yes.

VLAD (CONT'D)

Wait right here.

Vlad takes off after him.

ALLEY:

Dimitri stomps down the alley -- feels a hand grip him from
behind. Wheels -- drawing his pistol -- aimed at Vlad.

VLAD (CONT'D)

Anger isn't the way to honor Sera's
memory.

DIMITRI

All I have is a memory! One that
will haunt me till I die!

He lowers his pistol.

DIMITRI (CONT'D)

Her blood is on my hands.

VLAD

We all have blood on our hands. And
there'll be enough to flood a
country if we don't hold together.

(beat)

I've felt --

DIMITRI

You've never felt an ounce of it!
Open your eyes! We can't save her!
She is the noose around our necks.
With every step, it only grows
tighter. The only place she will
lead us is to the grave. She is not
Russia! Nor can she save it.

Vlad grabs Dimitri by the collar --

VLAD

As long as she lives, our country
does --

DIMITRI

This isn't about our country! And
it isn't about your duty! This is
about her! Because she's the only
piece of Alexandra you have left.

(re: Vlad's look)

You think I didn't know?

(beat)

Where was your duty when you were
bedding her mother?

They hear footsteps -- look -- Anastasia is behind them. She
heard the whole conversation. Vlad lets go.

Dimitri storms off -- leaving them both.

INT. ROOM. INN. OLD TOWN SQUARE. PRAGUE - MOMENTS LATER

Vlad paces the room -- brooding. Anastasia sits on the bed.

ANASTASIA

We're better off without him.

VLAD

Do you really believe that?

She hangs her head -- knowing she doesn't.

ANASTASIA

It was my fault. He loved Sera...
They had what I never will. And I
was jealous of them. He's lost as
much as I have. If not more.

VLAD

We've all lost, Empress. All who
have dared to love eventually do.

ANASTASIA

But you don't speak of what you have... Is it true? What Dimitri said about my mother?

VLAD

(with guilt)

It wasn't her fault. She was a young girl. I stained her honor. I didn't know she was to be married... Rasputin found out about our affair. He threatened Alexandra he would reveal the truth... He was obsessed with her. One night he attacked her in her chambers. Luckily I arrived in time --

ANASTASIA

His face... That was you?

He nods.

ANASTASIA (CONT'D)

Did my father know?

VLAD

He exiled Rasputin to save my honor. That's the real reason he spared his life. He never spoke of the affair. He loved us both. He was a great Emperor... And an even better man. If I could --

Anastasia turns her back to him. Buries her head in the pillow -- Not wanting to hear anymore.

EXT. CLIFFS. PRAGUE - NIGHT

SHIVA looks out at PRAGUE in the distance -- Her eyes are BLACK. Rasputin and Anatol ride up next to her.

ANATOL

Shall we scour the city?

RASPUTIN

No need. You want to root out rats -
- you burn them out.

INT. TAVERN - NIGHT

Barracus is surrounded by his men. Downing ale. Sharing in laughs. A MAN, cloaked by a hood, approaches the table.

Barracus's men draw their weapons --

BARRACUS

Easy, lads. Let's see his offer
before we show him ours.

Barracus sets a curved blade on the table. The Man pulls back his hood -- it's DIMITRI.

INT. ROOM. INN. OLD TOWN SQUARE. PRAGUE - NIGHT (LATER)

Anastasia wakes with a start. Looks at Vlad -- who's staring out the window.

ANASTASIA

Any sign of Dimitri?

VLAD

No.

Anastasia can't help but notice the shame on Vlad's face --

ANASTASIA

Did you love her? Did you really
love her?... I need to know that
all those things my mother said --
about duty and putting country
first, weren't just words.

VLAD

I would've died two lifetimes for
her. But it wasn't enough.

ANASTASIA

Is saving my life your absolution?
Or the debt you feel you owe her?

VLAD

I seek no absolution. But I do owe
her, and Nicholas. So I will see
you on the throne. Or die sword in
hand trying.

ANASTASIA

Then I know my duty now. I won't
let her betrayal stop me from
fulfilling it.

VLAD

Do not hate her. You were born to a
woman who was willing to forsake
everything -- she ever knew and
loved. Out of obligation to her
country. You are the living
embodiment of that. You carry her
strength -- and Nicholas's.

Anastasia's eyes stream with tears. Vlad kneels beside her.

VLAD (CONT'D)

You are Russia's future -- a
 history yet to be written. But one
 that will always be remembered.
That is why I will gladly die for
 you -- Empress.

Anastasia finds strength in his words. Wipes away the tears.

A GLARE shoots in from the window -- BLINDING --

Vlad races over -- yanks back the curtains. The city is
 ABLAZE -- fire spreading along the rooftops.

EXT. PRAGUE - CONTINUOUS

A wide shot of the entire city -- EVERYTHING ENGULFED IN
 FLAME. The night sky glows BRIGHT ORANGE.

In the sky, Grangul and Misha lead a flock of Tyrraths --
 each with Skoptsy riders. They all carry giant, MACE-LIKE
 BOULDERS in their talons -- each boulder covered in SPIKES.

They SCORCH the SKYLINE of Prague in flame as they fly by --

IN THE STREETS:

Mass PANDEMONIUM. People SCREAMING -- running for their
 lives. Skoptsy running rampant -- anarchy rules.

A spiked ball CRASHES in through three separate buildings.
 Misha spews flames -- torching another building.

Grangul torches a group of fleeing peasants.

EXT. OLD TOWN SQUARE. PRAGUE - CONTINUOUS

Vlad and Anastasia race outside. They hear footsteps behind
 them -- both wheel --

DIMITRI steps out from the shadows -- draws his sword --

ANASTASIA

What are you doing!?

DIMITRI

Saving all of us.

BARRACUS and a slew of VORY pour out from the alleys. Dimitri
 cuts off Vlad's path to Anastasia with his blade.

The Vory converge on Anastasia. She fights them off with a barrage of vicious strikes -- knocking them off her --

Suddenly, she feels her hair yanked back. Followed by the cold steel from Barracus's blade pressed against her neck.

BARRACUS
Calm down, girl!

Dimitri stays between them -- his blade raised at Vlad.

DIMITRI
We would've never made it on our own.

VLAD
So you sold her!?

DIMITRI
Stand down, Vlad.

Vlad attacks -- a tornado of violence. Dimitri exchanges strikes with him --

DIMITRI (CONT'D)
(to Barracus)
Take her now!

Barracus takes off with Anastasia --

Vlad and Dimitri unleash a fierce barrage of strikes. Right then, they both feel ground begin to shake.

Barracus and his men stop in their tracks -- feeling the same tremor. Anastasia looks towards the hills -- wide-eyed --

RASPUTIN crest the hill. Followed by Anatol, Shiva and her Akudas, and a slew of VARANGIAN on horseback.

The Akuda Warriors ride RHINOS -- adorned with armor plating.

ANASTASIA
(fire in her eyes)
Rasputin!!!

Anastasia tries to weasel out of Barracus's grasp to fight.

BARRACUS
Quit struggling. This fight isn't for us girl.

Barracus heads down an alleyway, forcing Anastasia with him.

Vlad pushes apart from Dimitri -- a truce for now. With that, Vlad takes off after Anastasia.

Dimitri takes off the other way. Draws both pistols --
 BANG! -- Musket balls knock two Varangians off their horses.
 An Akuda on her Rhino charges Dimitri --
 SLOW MOTION -- Dimitri times it perfectly. Steps on the
 rhino's horn just as it lowers to gore him --
 It sends him flying through the air -- drawing both swords.
 PFT! -- he comes down decapitating the Akuda Warrior.

ON ANASTASIA:

Barracus shoots out of the alley with her. Followed by the
 rest of his Vory. The docks to the AVALON RIVER up ahead.
 Shiva comes flying in -- from the rooftops. Followed by four
 more AKUDA. Bites right through a Vory's neck.
 CRUNCH! -- Right then, a Vory is crushed by a spiked boulder.
 Misha swoops in -- snatching up two more. Flings one into
 burning rubble -- while her three heads rip apart the other.
 Rasputin and his men round the corner -- cutting through
 peasants and Vory alike on their way to Anastasia.

BARRACUS (CONT'D)
 (to his Vory)
 Hold them off!

ANASTASIA
 Too spineless to stay and fight!

BARRACUS
 Nothing profitable about death,
 Empress.

Barracus drags her off --

ON VLAD:

Vlad sprints down an alley -- sword and tomahawk drawn. A
 VORY blocking his path --

Vlad cuts the him down before he can even get a strike off --
 doesn't even break stride -- continues heading for the docks.

ON DIMITRI:

Dimitri dodges a SWORD. In the same motion, flings his sickle
 into a Skoptsy's chest. YANKS the Skoptsy off the horse.

Pulls himself onto the horse -- drawing both SWORDS as he
 rides through two rows of charging Varangians --

Splits them down the middle -- slicing through the gauntlet of enemies with the precision of a Ginza chef.

Then, spots Anatol just up ahead -- on horseback. Anatol draws his axe. Both men ride for a head-on collision.

ON ANASTASIA:

Rasputin rides in fast. Bucks his horse -- blocking their path to the three SHIPS docked at the port.

Overhead Grangul flies by -- CRASH! -- sends a spiked boulder CRASHING through one of the ships. RIPPING it in half.

DOCKED SHIP:

VORY SOLDIER
Let 'em fly!!!

VORY SOLDIERS flood the sky with arrows. Grangul flees through the air -- the barrage of arrows too much.

ON ANASTASIA:

Anastasia slips free of Barracus's grasp -- Snatches a knife from his waistband. Flings it at Rasputin --

CLANG! -- Rasputin knocks it away with ease.

RASPUTIN
That's no way to greet your uncle.

ANASTASIA
You're no family of mine! You
killed my family!

RASPUTIN
And you'll be joining them
presently.

He WHIPS his sword at her. The blade flies out in pieces -- right for Anastasia's head --

CLANG! -- a TOMAHAWK flies in -- knocking the blade away --

The TOMAHAWK falls back into Vlad's outstretched hand. He immediately goes on the offensive --

Rasputin whips his blade -- wrapping it around Vlad's wrist --

Rasputin swings his horse around -- Vlad front flips with the momentum. Lands back on his feet.

With the distraction, Barracus grabs Anastasia -- makes a beeline for the ships.

ON DIMITRI:

CLANG! -- SPARKS fly as Anatol and Dimitri's weapons meet. Going right by each other on horseback.

They circle their horses back around for round two --

Right then, Dimitri spots Vlad on the docks -- desperately fending off Rasputin and Shiva.

He spurs his horse -- charging for Anatol. As they meet, Dimitri slides to the side of his horse. Slices Anatol's horse's mid-section --

It sends Anatol flying off -- THUDDING down hard on the ground. He gets back to his feet quickly. Ready for more --

But, Dimitri spurs his horse away -- riding for the docks.

ON ANASTASIA:

Barracus pulls her on the ship. More Vory stream onboard.

BARRACUS
(to his Vory)
Cut us free!!!

They go down the bow. Chopping through the ropes. As soon as the last is cut, the ship pulls off to sea.

ON VLAD:

Vlad ducks under Rasputin's whipped blade. Comes up -- locking swords with Rasputin -- face to face --

RASPUTIN
I believe it's an eye for eye.
Right, Vlad?

Rasputin's spike shoots out -- grazing Vlad's cheek --

Vlad pushes off as Shiva comes in for the killshot. Flips over her sword with a REVERSE GAINER --

Kicks Rasputin in the face -- sending him stammering back.

Out of nowhere, Dimitri shoots out of an alleyway. Reaches his hand out for Vlad --

Vlad grabs it -- is pulled onto the horse -- wheels to deflects three of Shiva's ninja stars with his sword.

Vlad and Dimitri speed off on their horse.

EXT. ICE BRIDGE. MOUNTAINS. PRAGUE - CONTINUOUS

The bridge is made of ICE -- crudely molded between two of the mountain's highest points.

Vlad and Dimitri come riding up fast. An arrow flies in -- hitting their horse right in the heart --

It THUDS down. They skid out onto the bridge. The horse's impact sends a CRACK spidering out along the ice.

Dimitri and Vlad get to their feet. In the distance, Shiva, with bow and arrow, rides towards them with a pack of Akuda.

They look the other way -- Rasputin, Anatol and a slew of Skoptsies coming.

NO ESCAPE. Vlad glances at Dimitri's pistols. Gets an idea --

VLAD

Give me your gun powder!

DIMITRI

What!?

VLAD

Your gun powder!

Dimitri rips off his pouch. Slaps it down in Vlad's hand. In turn, Vlad pours a crude circle around them.

DIMITRI

This isn't the time for some sort of voodoo spell!

VLAD

(re: gun powder)

Light it!

Dimitri draws his pistol. BANG! -- with it, the circle of gun powder burns hard and fast. Then, fizzles out.

DIMITRI

Now what!?

Vlad draws his sword -- drives it down hard into the ice --

VLAD

Hold on!

Draws his tomahawk. CRACK! -- comes down on one side of the bridge. Then the other --

The cracks begin to widen. BOOM! -- It SHATTERS completely --

Vlad and Dimitri drop straight down on a block of ice.

Unable to stop, two Varangians and horses go over with them.

Rasputin and Anatol stop just short. Watch as the ice chunk lands with a HUGE SPLASH in the RAPIDS.

RAPIDS:

UNDERWATER -- Dimitri crawls his way along the ice block. Up to the surface --

Comes up GASPING for air. He struggles to pull himself up on the slick surface.

All of a sudden, Vlad grabs him, forcing Dimitri back under.

Vlad shakes with rage -- fire in his eyes. Dimitri's strength waning. Just as Dimitri's body is about to give out --

Vlad finally relents. Pulls him back up -- onto the ice block. Dimitri gasps hard -- trying to catch his breath.

ON RASPUTIN:

Looks down from the ridge -- seeing them floating away.

ANATOL

We can still catch them.

RASPUTIN

No. They're merely a luxury now. We regroup with our army -- and head to France.

EXT. VORY SHIP. AVALON RIVER - DAY (LATER)

There's a light fog coming up off the water. Vory stand guard along the bow. Anastasia is bound to the mast. Barracus navigates the HELM -- next to the DRIVER of the ship.

BARRACUS

We've got good tide. Make sure and use it. Or you'll be testing your sea legs.

The DRIVER nods as he turns the wheel --

BARRACUS (CONT'D)

The sooner we can get rid of her -- the sooner the buzzards stop circling.

(to Anastasia)

Don't look so glum, girl. Better to be a bride than a corpse.

ANASTASIA

I'm sure which Dimitri would like to see me.

BARRACUS

You have the right to have plenty of quarrels -- but none should lie with the boy.

(re: Anastasia's look)

Dimitri promised blood if you were harmed. And us Vory know how to repay a debt. So I'll give him no cause.

Anastasia's surprised to hear Dimitri's intentions were pure.

EXT. RAPIDS - LATE AFTERNOON

The turbulent waters have turned serene --

Vlad uses a long tree branch to guide the ice block. Dimitri sits off to the side -- trained on the surrounding forest.

VLAD

Stella Forest is up ahead. From there we can go our separate ways.

DIMITRI

I did it to save her life. I wasn't abandoning her -- or you.

VLAD

For your sake -- it better have worked.

DIMITRI

On my word as a brother -- on my dead child. I will see Anastasia crowned Empress.

The two men clasp arms -- a pact to finish what they started.

Suddenly, they hear HUNDREDS of HORSES rumbling -- from both sides. They see silhouettes running through the forest.

Both men spring to their feet. The rumbling crescendos -- whoever it is, they came in force.

Vlad looks around -- no exit strategy.

VLAD

They have us pinned in.

DIMITRI

Then let it be said we died
Crimson.

Dimitri draws his sword. Vlad does the same. They ready themselves for combat.

In the distance, a SINGLE RIDER rides towards them. As they float closer, they realize it's JURIC.

JURIC

(to Dimitri/Vlad)

Looks like the gods are finally
smiling upon us. We were short two
swords.

Behind Juric -- 400 men on horseback -- ready for war.

EXT. DOCK. PARIS - NIGHT

In the distance -- a massive PALACE sits in the middle of the sprawling city. Anastasia looks at the city from the boat.

Barracus and Garrick stand on the dock -- talking.

GARRICK

I don't like it.

BARRACUS

Luckily your opinion doesn't
matter.

(smiles)

I trust no Frenchmen. Better to
hedge our bets. You just follow the
plan and be ready.

GARRICK

(looks at Anastasia)

You believe in her, don't you?

BARRACUS

Isn't it time we start believing in
something -- if we want to survive?

Garrick stares at Anastasia unsure, but trusts Barracus.

GARRICK

Don't think you'll get more than a
pint of ale pissed on your grave.

BARRACUS

A funeral fit for a king.

They clasp arms. Barracus motions to his Man on the ship.

A Vory brings Anastasia onto the dock. Garrick and the Vory head back to the ship. It pulls away -- leaving them.

ANASTASIA

I hope you know what you're doing.

BARRACUS

That makes two of us.

INT. SOLAR. FRENCH PALACE. PARIS - CONTINUOUS

Ferdinand sits on a dais. Sebastian and his Advisors flank him. A group of FRENCH GUARDS lead in Anastasia and Barracus.

FERDINAND

Welcome, Anastasia. Not the way I had hoped to show you Paris. But alas -- you're here.

BARRACUS

I believe there is the matter of a reward to discuss.

FERDINAND

I will see you paid handsomely, Vory -- for your crimes.

The GUARDS seize Barracus. He tries to fight them off -- but they beat him into submission.

ANASTASIA

Let him go!

Anastasia rushes to help him -- but the Guards restrain her.

FERDINAND

(to his guards)

Hold him in the dungeon till I figure out what to do with him.

The Guards carry Barracus out of the room.

ANASTASIA

Have you no honor?

SEBASTIAN

Watch your tongue, girl. This isn't Russia.

FERDINAND

Enough!

(to everyone)

Leave us.

Sebastian, feeling slighted, reluctantly exits. The Guards follow him out -- leaving them alone. Ferdinand approaches.

FERDINAND (CONT'D)

You have no reason to fear me. No one shall harm you while under my protection. You have my word.

ANASTASIA

I've seen the worth of your word.

FERDINAND

(sarcastic)

Was he your escort? Much different than the Crimson Guards I remember.

Ferdinand looks over to a spread of food.

FERDINAND (CONT'D)

You must be famished. If nothing here suits you -- you need only tell me your desire and my cooks will accommodate you.

ANASTASIA

I have no desire but the protection of my country.

FERDINAND

So you seek refuge?

ANASTASIA

I seek alliance. Recognize me as the rightful Empress of Russia. If you do, the other kingdoms will do the same. Together we'd be strong enough to destroy Rasputin.

FERDINAND

Bold are we? What can you tell me of war?

ANASTASIA

That it's coming. There'll be no peace as long as Rasputin sits on the throne.

Ferdinand pours himself a GOBLET of wine.

FERDINAND

Indulge me. Why should my men risk their lives for you? You've spurned my offer to be Queen. But you beg --

ANASTASIA

I beg for nothing! Not for myself.
But for my people.

FERDINAND

Then make them my people. I can
protect Russia. My offer for
marriage still stands. Rasputin
will not go to war against France.
He would not risk reprisal from our
allies. Killing the French Queen
will assure that.

ANASTASIA

What becomes of my country?

FERDINAND

Russia will become a sovereign
state. Ruling themselves under the
French flag... This is how you save
your country. All you have to say
is I do.

ANASTASIA

March with me with against Rasputin
-- prove your loyalty. After he's
defeated, I'll give you your
marriage.

FERDINAND

I won't risk my country's safety
for a foreigner. Nor go to war for
one. My offer's good until the
morning, but there won't be a
third.

(to the door)

Guards!

Guards immediately enter.

FERDINAND (CONT'D)

Taker her to the tower.

They lead Anastasia away.

EXT. STELLA FOREST. FRANCE - NIGHT (LATER)

Vlad and Dimitri have gathered around the fire with the other
men. Commander Vasil, Juric, Lev, and Unger with them.

A heated discussion is in progress --

VLAD

Are you sure of it?

COMMANDER VASIL

Aye. Rasputin's army is marching towards Paris. And every mercenary in Europe with him.

LEV

Then we go and take her!

UNGER

You think Ferdinand is going to hand her over? We can't fight France and Rasputin.

COMMANDER VASIL

He's right. We should wait for Pavel and the Cardinal.

VLAD

By then, it could be too late.

GRUMBLES come from the others. Seeds of discord beginning. Dimitri steps in the middle of the men.

DIMITRI

(to all)

From what I remember, the crimson we wear -- is the color we bleed -- for the family we protect... What do we have left to bleed for if she gets killed?

Commander Vasil and Vlad are proud to see Dimitri of all people leading the battle cry. Lev steps up to address all.

LEV

Aye! The boy has the right of it. We failed our Emperor. We won't fail his little girl.

(to all)

Have no fear, brothers. I've fathered enough bastards to replace us when we're gone.

JURIC

Enough to field North and South Legions.

They all share a hearty laugh in death's face.

LEV

Aye! I may know few of their names, and less of their mothers. But trust, they were born Crimson! Anastasia's shield will be strong for a long reign as Empress... So let us die how we were born to...

(MORE)

LEV (CONT'D)

On the field, sword in hand,
bathing in Rasputin's blood! Let us
die Crimson!

All Men nod -- victory or death.

COMMANDER VASIL

Then we have our decision. Today we
make the field run Crimson!

The men roar -- fire in their eyes.

INT. TOWER CHAMBERS. FRENCH PALACE. PARIS - EARLY MORNING

The entire tower is made of GLASS. The highest point above
the city -- allowing a panoramic view of Paris.

Anastasia watches from her window as the sun comes up. She
looks to her SAPPHIRE NECKLACE -- searching for hope.

Right then, the door UNLOCKS -- Ferdinand walks in alone --

FERDINAND

It's a beautiful day for a wedding -
- and will be a sad one for a
funeral. Which will it be?

ANASTASIA

I'm not afraid to die. My sentence
is the same with either decision.

Ferdinand has a sadness in his eyes.

ANASTASIA (CONT'D)

But my people shouldn't have to
share my fate.

Ferdinand smiles -- knowing he's got her.

INT. HALLWAY. FRENCH PALACE. PARIS - MOMENTS LATER

Ferdinand and Sebastian walk briskly down the hall.

SEBASTIAN

Why go to Le Veyre? Why not have
the wedding within the palace
walls?

FERDINAND

Every French King has been married
before god and men in the sanctity
of the Cathedral. I won't break
tradition.

SEBASTIAN

Then at least delay the wedding a day or two while I recall our troops. The bulk of our army is still scattered along the countryside.

FERDINAND

Recall them. I plan to march on Russia within two days hence.

SEBASTIAN

Ferdinand --

Ferdinand grabs Sebastian roughly by the arm.

FERDINAND

This marriage will make France the most powerful kingdom in the world! Every day Rasputin holds Russia is a day we don't. The day we bury Rasputin is the day our country rises. Gather what strength we have, find a priest, and make the arrangements. I will be married before the night is over.

(re: Sebastian's look)

Have no fear, cousin. Le Veyre is well protected. There will be no interruptions.

Ferdinand walks off -- leaving Sebastian to his orders.

EXT. GARDEN. CITADEL - DAY

Cardinal Afon sits at a table. In front -- a life size CHESS BOARD. REAL SOLDIERS in costume as his PIECES.

Stepan comes rushing up --

STEPAN

Cardinal, Rasputin marches to France. The Palace is barely guarded. It's ripe for the taking.

CARDINAL AFON

No reason to rush taking what already belongs to us.

He motions the ROOK to move.

STEPAN

Is it wise to wait? By murdering Anastasia, he would be killing the Queen of France. Rasputin will put us at war with the French.

CARDINAL AFON

No. Rasputin is the false Emperor. He puts only himself at war with France... And if somehow he succeeds, what's another country conquered?

Motions the other side's CASTLE -- moves up several squares. Till Afon holds his hand to stop.

STEPAN

If he fails?

CARDINAL AFON

Another ally gained... I think the French would be very sympathetic to our cause when we go to remove him.

STEPAN

Anastasia would still be the heir.

CARDINAL AFON

Would she?

Cardinal Afon pulls out the letter with ALEXANDRA'S signature -- hands it to STEPAN.

CARDINAL AFON (CONT'D)

Would you care to read the contents?

Stepan reads it -- looks up in shock.

STEPAN

Empress Alexandra had an affair?

CARDINAL AFON

She sought absolution for her sins 18 years ago. It was only right for the Cardinal to hear such a confession. Part of her absolution was to write to God... Asking for his forgiveness -- as well as the Church's. A small price to pay for the cleansing of one's soul... And a promise of silence. Young girls...

(smiles)

A crime of passion can be forgiven. But it can not be changed...

STEPAN

But does it prove that Anastasia is not Nicholas's heir?

CARDINAL AFON

Words of fiction can quickly become truth if spoken by the right tongue. And who would question the Empress's own words? In times like these, the people would be reluctant to endorse a false heir.

STEPAN

Why wait to reveal this? The throne is ours for the taking.

CARDINAL AFON

Patience, Stepan. We shall wait on the outcome of this battle of heirs before making our intentions known. We need a victor before we can paint the villain.

One of his GUARDS approaches --

GUARD

Cardinal, you have a visitor.

Afon and Stepan look over -- PAVEL follows the guard in.

EXT. LE VEYRE. PARIS - DUSK

The epitome of DECADENCE and IMPENETRABILITY. LE VEYRE's a massive fortress that doubles as a CATHEDRAL.

It sits dead center in the SEINE RIVER -- on the edge of a magnificent WATERFALL -- with a hundred foot drop.

50-FOOT STONE PILLARS -- rise from the water, EAST to WEST -- holding up a massive STONE BRIDGE that connects to LE VEYRE. The only way to access the fortress from the east and west.

To the North, there's a small PENINSULA that BOTTLE NECKS into the Cathedral.

BOTTLE NECK:

A procession of French Soldiers ride towards Le Veyre, leading a GOLDEN carriage. French colors flap in the wind.

The GATE to Le Veyre opens -- allowing them passage inside.

INSIDE:

FERDINAND is in all white. With Anastasia -- in a white gown.

A PRIEST stands before them. Sebastian, Remy, and the French Guards fill the Church.

Barracus, in shackles, is escorted by Guards into the back of the Church. Ferdinand nods -- the Guards unshackle him.

FERDINAND
(to Anastasia)
Freedom is an appropriate wedding
present. Don't you think?

Ferdinand smiles at Anastasia -- trying to win her over.

The Guards force Barracus out the doors -- letting him go. He shares one last look with Anastasia -- then heads off.

PRIEST
Today we wed more than two souls
into one. We wed two countries.
Forever intertwined.

OUTSIDE:

A sea of CRIMSON ride in from the west bridge -- towards Le Veyre. Vlad and Dimitri lead the pack on horseback.

INSIDE:

PRIEST (CONT'D)
Ferdinand, do you promise to honor
and protect this woman until your
death?

FERDINAND
Until my last my breath. I do.

PRIEST
Anastasia, do you swear to honor
and love your King -- with all your
heart -- till death do you part?

Anastasia stares at Ferdinand -- weighing her words.

ANASTASIA
(whispers to herself)
For Russia...
(to Priest)
I --

BANG! -- The doors burst open -- Vlad, Dimitri, and 400 other Crimson Guards barge in.

VLAD
Stop!

Everyone turns --

FERDINAND

What is the meaning of this!?

VLAD

We've come for our Empress.

FERDINAND

You are mistaken! This is the new Queen of France. Unless you've come to show your patronage, I suggest you leave.

None of the Crimson Guard so much as budge.

SEBASTIAN

Guards!

The French Guard line up -- blocking the Crimson Guards' path to Anastasia. Their hands go to the hilts of their swords.

VLAD

(to the Crimson Guard)

Hold!

(steps forward)

There is no need for bloodshed. Give us leave with our Empress. Allow us to restore her to the throne.

FERDINAND

If I refuse?

DIMITRI

Then we'll make it a red wedding!

Dimitri draws his sword. Followed by the sound of 400 more swords unsheathing in unison. The French Guards do the same.

Suddenly a TREMOR shakes LE VEYRE, all look out the window --

In the distance, Rasputin's massive army approaches by air, land, and sea.

SEBASTIAN

My God!

FERDINAND

Make your choice now. Live a Queen. Or die an Empress.

ANASTASIA

I'll die as I was born -- a Romanov.

FERDINAND
 (to the Crimson Guard)
 You have your Empress. Go face your
 fate alone.

Ferdinand files out with Sebastian and his Guards. Dimitri
 and Vlad go to Anastasia.

VLAD
 We have to flee -- now!

ANASTASIA
 No! If we run now -- we run
 forever. How many lives do we save
 if we fight? And how many do we
 destroy if we run?

DIMITRI
 (to Vlad)
 She's right... This was a fortress
 before it ever was a cathedral. The
 French king of old held off a month
 long siege.

VLAD
 This isn't about right or wrong.
 It's about --

ANASTASIA
 Russia! So let Rasputin come and
 claim it! Someone told me *I* was
 Russia's future -- then today we
 show the world it will be one that
 doesn't kneel.

Vlad, resigned to their fate, nods -- they fight. Commander
 Vasil approaches the group.

COMMANDER VASIL
 There's a chain -- under the
 Cathedral. If we can get it up --
 we can destroy his sea attack. Half
 his forces'll be wiped out. It'll
 give us a chance. But we have to
 get the chain up.

DIMITRI & VLAD
 I'll go, Commander.

COMMANDER VASIL
 Enough with the titles, lads. You
 two stay with Anastasia. You got us
 this far.
 (re: Anastasia)
 See her through it. You buy me some
 time. I'll get that chain up.

He gives Anastasia a nod of approval -- then hurries off.

EXT. WEST BRIDGE. LE VEYRE. PARIS - MOMENTS LATER

Crimson Guards prepare for battle -- Anastasia, Vlad, and Dimitri in the thick of it. Juric and Lev come rushing up.

LEV

Who's leading the death march in the Neck?

DIMITRI

(to Lev/Juric)

We are. We'll draw them into the bottle neck long enough to give Vasil time to get the chain up. Once we take out their sea legs, we'll hold them off from inside. You two, gather a unit and hold the West bridge. No matter what happens. You hold that bridge!

LEV

(smiles)

It'll be lined with heads and corpses. But it'll hold.

Juric and Lev hurry off to their post.

RIDERS on horseback approach from the WEST bridge -- an ARMY OF VORY. Barracus and Garrick leading them. They dismount.

BARRACUS

I heard there was some killing to be had!? If that's the case, we're the men for it.

ANASTASIA

I thought no death should be free?

BARRACUS

Neither should freedom. This is a fight for Russia -- all its sons will fight with their Empress. If you'll have us.

Anastasia thinks on it for a second -- then hugs Barracus. He chuckles to himself -- caught off guard.

BARRACUS (CONT'D)

Easy, girl. You got quite the bear grip... By the way, you forgot something at our village.

Garrick drops her pack -- Anastasia's ARMOR peaking out of it. Barracus nods to Dimitri -- a sign of respect.

INT. ENGINE ROOM. LE VEYRE. PARIS - MOMENTS LATER

The room is FLOODED knee-high with water from a CRACK in the wall. A massive IRON WHEEL sits in the center.

Two Crimson Guards are trying to twist the wheel to no avail.

CRIMSON GUARD 1

The bloody thing won't budge. It's rusted.

COMMANDER VASIL

Then we have it to make it budge!

Commander Vasil and the others jump on -- trying to turn it.

EXT. LE VEYRE. PARIS - CONTINUOUS

The WAR HORN sounds in the distance. Crimson Guards man DOUBLE BARREL SWIVEL CANNONS along the wall of Le Veyre.

From here, we intercut with different vantage points from all around Le Veyre:

EAST BRIDGE:

Unger commands a HUNDRED men. A row of ARCHERS line up in front of him. Each with a specialized spring-loaded automatic crossbow -- EXPLOSIVE TIPPED ARROWS loaded in each one.

WEST BRIDGE:

Lev, gripping his axe, and Juric command another HUNDRED men. Juric looks down at the FIVE STORY drop from the bridge. Waves crash hard against the rocks below.

BOTTLE NECK:

The remaining Crimson Guards are in formation. Beside them, Barracus and Garrick with an army of Vory.

Anastasia is front and center -- out of her gown and into CRIMSON and BLACK ARMOR. Outfitted with a sword, her GOLDEN DAGGER, and a shield.

Dimitri and Vlad are on the left and right of her. An army of Skoptsiyes and Varangians, on horseback, ride towards them.

RIVER:

THUNDEROUS water ripples East and West of the NECK --

An ARMADA of ships -- stretching across the river. Each fortified with steel. Cannons poking out -- every direction.

Captaining the ships are FOMORIANS. Oversized MONSTERS standing 7 feet tall -- each weighing 500 POUNDS.

Their skin is gray and hardened -- like it's rock. Adorned with heavy-duty chains crisscrossing their chests. Hannibal Lecter-like masks. Each one wields a huge JADED SCYTHE.

ARIEL POV:

Grangul and Misha, ridden by SKOPTSY RIDERS, lead a dozen TYRRATHS -- soaring above the fleet of ships.

IRONCLAD SHIP:

Rasputin, Anatol, and Shiva are on the biggest ship of them all -- It's an IRONCLAD SHIP -- five times the size of the others. The ship's jaboom is a SERPENT HEAD -- fire for eyes.

RASPUTIN

(to Anatol)

Sound the attack. Tonight, I take back my birthright.

WAR DRUMS sound. With it, the ships pick up speed.

BOTTLE NECK:

Dimitri sees the daunting odds. Turns to Anastasia --

DIMITRI

Vlad's right -- you are Russia. If things go bad, a small unit can smuggle you out.

ANASTASIA

It's hard to lead when you're always running.

Dimitri smiles -- reminded of his own words. Anastasia looks to Vlad -- lock eyes. He gives her a look of confidence -- she turns to address the rest of the men.

ANASTASIA (CONT'D)

(to ALL)

Hear me!

(beat)

Stand with valor! These men are mortal just like us! But they do not have our spirit! They do not have our faith! For we are a people who were born into war! We fight for country!

(beat)

(MORE)

ANASTASIA (CONT'D)

So when they remember this day! Let
them write our history in BLOOD!

They all draw their swords in unison -- and charge. Meeting
Rasputin's army head on -- the battle begins.

EAST BRIDGE:

Unger motions his archers --

UNGER
Unleash hell!!!

A flood of arrows fill the sky --

KABOOM!!! The arrows find their mark -- exploding upon impact
-- setting Rasputin's ships on fire.

What's next is QUICK CUTS of BRUTAL WARFARE -- FAST and
FURIOUS. Swords KISSING -- singing the song of death.

-- Swivels cannons fire round after round. DIRECT HIT on a
Tyrrath -- causing it to do a kamikaze into the river.

-- Vlad and Anastasia fight side by side taking out Skoptsy
warriors -- battling it out in the NECK.

-- Lev cleaves a Varangian's head with his axe while Juric
fights off another with his sword.

-- Rasputin looks on as a HUGE CANNON BARREL pushes out from
the ironclad. BOOM!!! -- a cannonball CRASHES into Le Veyre.

-- Dimitri is in the thick out the fight -- lops off two
Skoptsy heads. Moves onto the next.

-- Barracus jumps on the back of a Varangian. Drives two
daggers into his neck.

IRONCLAD SHIP:

Rasputin looks up to the sky -- points with his sword.

RASPUTIN
Daknath Moll!

SQUAAAAAAAAAAAAAAAAAAAAAAAAAAAAAAAAAWKKKKKKK! -- Misha and Grangul
let out a blood curdling screech as they take off like heat-
seeking missiles for Le Veyre.

WEST BRIDGE:

WHOOSH! -- Misha swoops in -- torching a Crimson Guard. His
fiery carcass does a nosedive off the bridge.

Grangul snatches up another -- twists his HEAD OFF. Flings the headless body -- knocking over three Crimson Guards.

LEV
(points at Misha)
Bring that bitch down!!!

A swivel cannon spins around -- BOOM! -- A cannonball belts Misha in the underbelly. Sending her rearing back.

She changes course -- heads for the swivel cannon. WHOOSH! Torches the GUNNER -- engulfing the whole canon in FLAME.

JURIC
(to Crimson Guards)
Aim for the red head!

Misha swoops back in -- all three of her jaws agape. Juric hits the deck -- just under her bite --

BOOM! -- A Cannonball nails Misha in the RED HEAD -- causing her to nosedive --

She CRASHES hard into the bridge -- taking out ten men.

Lev and Juric rush over -- quickly dispatch her Skoptsy Rider. Other Crimson Guards tie down her wings with ropes.

SQUAAAAAAAAAAAAAAAAAWWWKKKK!!! -- Misha tries to flap her wings but is stuck --

Lev jumps on Misha's back -- reels back with his axe --

CRACK! -- Comes down with a thunderous blow. Slicing through her RED HEAD -- decapitating it.

Misha's other two heads SQUAWK in pain.

Lev jumps off Misha. The other Crimson pull the ropes tighter -- trying to hold her down.

CRIMSON GUARD 1
She won't hold much longer!

Juric jumps on the saddle. Grabs Misha's reins --

JURIC
Cut the ropes!!!

As soon as the ropes are cut, Misha's wings flap violently.

Juric pulls her reigns tight trying to gain control as she bucks like a BRONCO --

LEV
You think she can hold two?

JURIC

Yes! Which means you'll have to
catch the next one!

Juric swats Misha with the reigns --

She goes airborne. Lev chuckles to himself as he watches
Juric take off into the sky.

LEV

(to all)

Make this bridge rain Crimson!!!

ENGINE ROOM:

Pistons pump. Steam rises. Commander Vasil and the other men
start to budge the wheel. Sweat pouring off their brows.

COMMANDER VASIL

Put your backs in it! They're right
up on us!

The Crimson Guards quicken their steps -- a huge metal chain
is pulled faster down through a hole in the floor.

We follow it through a series of gears and out --

RIVER (UNDERWATER):

At the bottom of the river -- miles of GIANT BARBED CHAIN
churning in a rhythmic motion. Bubbling towards the surface.

RIVER (ABOVE WATER):

Three of Rasputin's SHIPS pulls closer to Le Veyre --

KABOOM!

The BARBED CHAIN shoots up from the water -- CRASHING
through ships -- splitting them in half. Spilling Rasputin's
soldiers into the water.

IRONCLAD SHIP:

Rasputin looks on as several more of his ships suffer the
same fate. He looks to one of the Fomorians holding an AXE.

RASPUTIN

Destroy their motor!

The Fomorian falls feet first into the water -- with its AXE.

RIVER (UNDERWATER):

It trudges along the river floor -- against the current.
Building up steam -- making its way towards Le Veyre.

IRONCLAD SHIP:

RASPUTIN (CONT'D)
(looks to Anatol)
Full speed ahead!!!

Anatol flips a lever. Propelling the ship faster --

The barbed chain shoots up -- CLANGING hard against Ironclad.
Barely leaving a dent as the ship keeps going.

BOTTLE NECK:

Vlad and Anastasia fight back to back. He cuts down three
Skoptsies. She cuts down two more.

Vlad surveys the scene -- sees Rasputin's ships being
destroyed by the barbed chain --

Then sees Rasputin's army swarming the NECK -- starting to
overwhelm the Crimson Guards.

VLAD
(to Anastasia)
Vasil has the chain up!

ANASTASIA
(to ALL)
Fall back!!! Retreat to Le Veyre!!!

Vlad, Anastasia, and the rest of the Crimson Guards/Vory
still alive, fight their way back to Le Veyre.

Dimitri's trapped in the neck -- in the thick of the fight --

EAST BRIDGE:

Unger sees Anastasia, Vlad, and the other survivors have made
it through the gates --

UNGER
Close the gates!!!

The gate's SLAMMED closed.

BOTTLE NECK:

Dimitri and a squad of Crimson Guards are still battling. The
Skoptsies start swarming them -- their numbers too many.

All of a sudden -- CRUNCH! -- A Skopty is snatched up in
Misha's JAWS. Juric at the reigns.

Misha flings the Skoptsy at the other troops -- bowling them over. Rasputin's men begin fleeing the mayhem.

Misha lands next to Dimitri.

JURIC
(to Dimitri)
Need a lift?

Dimitri hops on Misha's back. She takes off into the sky.

RIVER:

Three of Rasputin's ships pull up to Le Veyre. From each, shoot wires out -- high into the sky -- spreading into a net.

The grapples come down -- the metal hooks dig into the walls. They're pulled tight -- so they're hard to cut.

Varangians begin streaming up the grapples -- closing the distance fast. Anastasia spots the netting --

ANASTASIA
(to the Swivel Cannons)
Take the ships down!

The swivel cannons wheel around -- letting loose. They blow apart the first -- taking out the Varangians with it.

IRONCLAD SHIP:

They pull closer to Le Veyre -- but take on massive cannon fire from the swivel guns.

ANATOL
(to Rasputin)
We can't sustain this.

RASPUTIN
Then we go to them.
(to the sky)
Cula su ka!

SQUAAAAAAAAAAAAAAAAAAAAAAAAAAAAWWWWKKKKKKK! -- Suddenly Grangul and another Tyrrath's shadow appears over them.

ENGINE ROOM:

The Crimson Guards continue churning the wheel. All of a sudden, the front wall CAVES in -- water spewing in with it.

An axe shoots out from the hole --

Cleaving one of the men. Commander Vasil watches in horror as the Fomorian's hand burst through.

EAST BANK:

Away from the battle, Ferdinand, Sebastian, Remy, and his Guards watch as Le Veyre begins to be overwhelmed.

REMY

Your grace, we should get you out
of harm's way.

Ferdinand doesn't take his eyes off the battle -- watching Anastasia and the Crimson Guards fight off Rasputin's army.

FERDINAND

Captain -- on my command, commence
the attack on Rasputin's army.

SEBASTIAN

Are you mad!? Leave the Russians to
their slaughter.

FERDINAND

I will not have it said the Empress
of Russia had more courage than the
King of France. So stay safe -- or
ride with us to glory, cousin.

Ferdinand rides next to his troops -- looks to Remy. With Remy's signal, the French army charges down the east bridge --

Ferdinand draws TWO MUSKET PISTOLS -- POP! -- Nails two Skopties in the head. Draws another MUSKET PISTOL.

IRONCLAD SHIP:

Rasputin's eyes narrow -- watching the French charge in from the east. His blood boils. Grangul and another Tyrrath land on ironclad.

RASPUTIN

Take care of the walls. I'm going
after my crown.

Rasputin jumps on Grangul -- while Anatol mounts the other Tyrrath. Both take off into the sky.

COURTYARD OF LE VEYRE:

Anastasia and Vlad combine to cut down five men. They steady themselves as the next wave of Skopties come charging in --

POP!... POP!... POP! -- That wave is shot down. Ferdinand and his Guards charge in.

FERDINAND

(re: Anastasia's surprised
look)
(MORE)

FERDINAND (CONT'D)

You're not the only one with something to fight for! Keep holding them off! We'll cover the bridge.

Ferdinand wheels his horse -- rides back towards the bridge.

ARIEL POV:

Rasputin rides high above the battle. He spots Anastasia -- fighting in the courtyard, zooms that direction with Grangul.

COURTYARD OF LE VEYRE:

Vlad looks up -- sees Rasputin flying towards Anastasia --

Vlad dives -- knocks Anastasia out of the way of Rasputin's outstretched sword. Both quickly get back to their feet.

Rasputin craters the ground with his landing -- leaps off Grangul. Death is his eyes -- Anastasia in his sights.

Vlad charges in -- deflects Rasputin's strike. In the same motion, catches Rasputin under the chin with his sword --

His mask slides across the ground --

Revealing his MANGLED face. Two deep SCARS running the length of his face -- over his discolored eyes.

IRONCLAD SHIP:

The ship beaches itself right in front of Le Veyre -- leaving a huge divot in the sand. Doors on both sides swing open -- thousands of Skoptsy warriors come streaming out.

ENGINE ROOM:

The Fomorian -- holding his AXE, has Commander Vasil backed into a corner, water up to their chests. Vasil draws a musket pistol -- POP! --

Hits the creature in the eye, causing it to drop the Axe, and reel back in pain. Vasil immediately dives into the water --

Underwater -- Commander Vasil swims furiously for a LEVER next to the wheel -- the Fomorian latches onto Commander Vasil -- tries to pull him further underwater --

IRONCLAD SHIP:

The huge cannon barrel shifts into place -- aimed for the gates of Le Veyre. The blast, at CLOSE RANGE, would be a crippling blow to the castle's defense.

COURTYARD OF LE VEYRE:

Vlad and Anastasia continue to fight off Rasputin. In unison -
- using every ounce of skill to fend off their enemy.

Five Skoptsyies charge Anastasia -- forcing Vlad to take them
on. He uses a barrage of quick strikes to take out all five.

But, when he wheels, he's tackled by Shiva -- leaving
Anastasia to fend for herself against Rasputin --

Rasputin circles her like a lion would its prey.

RASPUTIN
(smiles maniacally)
Alone at last.

ARIEL POV:

While Juric steers Misha, Dimitri twirls his sickles --
slices Skoptsy Riders as they FLY by -- an ARIEL JOUST.

The other Tyrraths begin closing on them --

WHOOOOOOOOOOOOOSH!!!! -- Juric twists the reigns -- just
in time to miss a burst of flame.

JURIC
We're outnumbered!

Dimitri looks around. Something below catches his attention --
Anatol riding a Tyrrath. FIRE fills Dimitri's eyes.

DIMITRI
Go back to the bridge.

JURIC
What are you going to do!?

DIMITRI
Even a score.

With that, Dimitri jumps -- WHOOSH!

He free falls hundreds of feet -- heading for the water.

PFT! -- whips his sickle midair, catching the Tyrrath's neck -

He uses the momentum to swing himself on the Tyrrath's back --
drawing both his SAIS -- drives them into Anatol's side.

UNDERWATER (ENGINE ROOM):

Commander Vasil continues to wrestle with the Fomorian. The
monster squeezes down -- CRACKING his back.

The water muffles Vasil's screams. He draws his knife --
stabs the beast in the eye --

It finally lets go. But, Vasil sinks -- his legs useless. He uses every bit of strength to swim towards the lever.

COURTYARD OF LE VEYRE:

Shiva gets to her feet -- reels back -- Vlad in her sights --

PFT! -- An ARROW rips through her neck, she falls over dead.

Vlad looks up to the EAST BRIDGE --

Sees UNGER -- looking down the barrel of his crossbow. He gives him a nod of gratitude -- then is off -- sprinting to help Anastasia.

ARIEL POV:

Anatol whips around -- Dimitri's Sais didn't hurt the giant. Punches Dimitri hard in the face. Raises up with a DAGGER --

Dimitri throws up his forearm --

PFT! The BLADE goes through Dimitri's arm. The Tyrrath flies wildly, while Anatol holds onto the reigns with one hand --

ANATOL

Give it up, boy!

Suddenly a HORN sounds loudly, Dimitri looks to the WEST --

WEST BANK:

Pavel, on horseback, stands ALONE atop a hill.

Suddenly, an army rides up next to him -- the SEVENTH SONS. He takes in the battle -- one for the ages. Draws his sword --

PAVEL

CRIMSON!!!!!!!!!!!!!!!!!!!!!!

The Seventh Sons draw their swords -- charge in with him towards the WEST BRIDGE.

Forget everything you've ever known -- if GOD created his ARMY on the SEVENTH DAY -- it would be the Seventh Sons.

The SONS are bringing down what seems like THE HAND OF GOD on Rasputin's troops -- CLEAVING HEADS and LIMBS.

ARIEL POV:

Galvanized by the sight of Pavel and the Seventh Sons, Dimitri grabs the back of Anatol's neck -- pulling him in closer --

DIMITRI

Time for you to understand her
pain...

Dimitri flings them both over the side of the Tyrrath --

WHOOSH! -- Still locked up, they spiral towards the ground --
falling fast. Seconds away from IMPACT --

CRASH! -- Both men impact hard on the ground -- leaving a
crater on the WEST BRIDGE --

Dimitri lays on top of Anatol -- both battered and bruised --
neither moving.

WEST BRIDGE:

Lev's swarmed by Skopties, fighting them off, a one man
army. A shadow looms overheard --

BOOM! Juric comes swooping in with Misha -- crashes her on
the bridge -- crushing a dozen Skopties.

LEV

I was wondering if I was gonna
steal all the glory.

JURIC

Never!

Juric draws his sword. Joins in the fight with Lev.

COURTYARD OF LE VEYRE:

Anastasia gets knocked off her feet by Rasputin's vicious
strike. He stalks after her -- reeling back to strike again --

Vlad lunges in -- deflects Rasputin's strike. Right as Vlad
wheels, Rasputin's hidden spike shoots out -- PFT! --

Anastasia looks on in stunned horror --

Rasputin's spike is deep in Vlad's side. Rasputin twists the
blade. Vlad's knees buckle -- writhing from the pain.

RASPUTIN

Right where you belong -- on your
knees.

Vlad locks eyes with Anastasia -- NO SURRENDER in them.

RASPUTIN (CONT'D)

(re: his look)

Don't worry. She'll be joining you
soon.

The past races through her mind in one quick flash... Her father... Her mother... Vlad. Something ignites in her --

VLAD

(to Rasputin)

No... She's gonna finish what I started.

Vlad tosses up his tomahawk. Anastasia snatches it out of the air -- mid-charge. Goes right at Rasputin -- FULL BORE --

Anastasia -- killer instinct taking over, takes the fight to Rasputin -- he can't keep up with her speed.

Rasputin's spike shoots back out. But, Anastasia catches it with her blade. Drives it into the ground --

Comes down on it with the tomahawk -- CRACK! -- SMASHING it in two.

She wheels back around -- PFT! -- catches Rasputin in the gut with Vlad's tomahawk. Spins back around for the killshot --

But, Rasputin catches her sword in his metal claw --

RASPUTIN

You Romanovs die so easily!

Enraged Anastasia kicks Rasputin to the ground.

IRONCLAD SHIP:

A massive shell is loaded into the cannon. The fuse lit -- burning down fast. Seconds before Le Veyre is blown to shit.

UNDERWATER (ENGINE ROOM):

Commander Vasil reaches for the lever just as his body is about to give out. Flips it with his last bit of strength --

We follow a charge out through several channels -- spidering out from Le Veyre to the BOTTLE NECK.

IRONCLAD SHIP:

BOOM!!! -- The Ironclad ship goes up in a colossal EXPLOSION. Instantly VAPORIZING the ship and all the Skoptsiies with it --

RIVER:

The SHOCKWAVE sends waves towering out from the blast -- capsizing the rest of Rasputin's ships.

COURTYARD OF LE VEYRE:

Anastasia and Rasputin still locked up when -- BOOM!!! -- The ground EXPLODES all around them.

WEST BRIDGE:

Dimitri jolts back to life from the blast -- in obvious pain.

Looks over and sees Anatol begin to stir -- STILL ALIVE --

Dimitri quickly pounces -- locking his legs around Anatol's neck. Looks into Anatol's eyes.

DIMITRI

This is for Sera!

CRACK! -- Anatol's body goes limp -- his neck contorted.

COURTYARD OF LE VEYRE:

A cloud of smoke dissipates -- Le Veyre is still standing.

Anastasia strains picking herself off the ground. YELPS as she digs a small piece of schrapnel from her thigh.

Pulls out her GOLDEN DAGGER. Rasputin's right where she left him -- on his knees. Tomahawk still embedded in his gut.

RASPUTIN

Your father couldn't kill me. You
can't kill me!!! My reign is
ordained!!! I am Russia!!!

Anastasia limps towards him -- vengeance driving her.

RASPUTIN (CONT'D)

Didn't your father teach you
anything!!!

Anastasia lords over him -- looks into his eyes.

ANASTASIA

Yes! He taught me how to survive --

PFT! -- jams the GOLDEN DAGGER into his HEART -- twists it.

Rasputin's eyes go wide -- then his body slumps over -- DEAD.

Anastasia races back over to Vlad. Kneels beside him -- taking his bloody hand in hers. Her eyes starting to well up.

VLAD

(strains)

There's no need for tears, Empress.
She would be proud...

She puts her fingers on his lips.

ANASTASIA

Go to her... Now you can be together.

Vlad smiles. Let's out a deep exhale -- then NOTHING.

Dimitri -- wounded, comes over. Kneels -- clutches his fallen friend's hand.

DIMITRI

She's my duty now.

EXT. LE VEYRE. PARIS - MOMENTS LATER

Anastasia and her men stand victorious. The rest of Rasputin's army have begun to retreat.

Anastasia walks up to Ferdinand -- who's standing alone.

ANASTASIA

What happens next?

A pause between them as Ferdinand ponders.

FERDINAND

Your kingdom awaits you, Empress.
France recognizes Russia's true heir.

She leans in. Kisses Ferdinand warmly on the cheek.

ANASTASIA

Thank you.

EXT. PALACE. RUSSIA - DAY

The palace has been returned to glory. The front lawn is packed to capacity with PEASANTS, VORY, and ROYALTY alike.

INT. CHAMBERS. PALACE. RUSSIA

Anastasia, in royal garb, is knelt before golden statues of her MOTHER and FATHER. Dimitri walks in -- wearing a BLACK SASH over his crimson tunic -- the Empress's personal guard.

DIMITRI

They're awaiting you, Empress.

Anastasia wipes away the tears -- turns around.

ANASTASIA

How do I look?

DIMITRI

Russia has never shone so bright...
He would've been proud.

ANASTASIA

He is proud... And so is Sera.

He smiles -- She takes his arm -- they walk out together --

EXT. PALACE. RUSSIA - CONTINUOUS

Anastasia and Dimitri lead the procession down the red carpet -- to a DAIS that's been assembled.

Pavel, Juric, Lev, Commander Vasil, Unger, Barracus, along with the remaining Crimson Guard are in formation behind her.

CARDINAL AFON stands atop the dais -- holding the crown up for all to see --

Anastasia walks up -- under the crown. Bows her head as Cardinal Afon places the crown on her head.

CARDINAL AFON

I present Empress Anastasia...

She turns to face the silent crowd --

ANASTASIA

Today, we are united. Not divided
by wealth, nobility, or creed.
Until my dying day, I swear I will
see this country as it was always
meant to be -- one Russia!

The people burst into boisterous applause. She looks to Dimitri -- smiles -- a new respect for each other.

Cardinal Afon, with his guards and Stepan, step down from dais to exit. Commander Vasil stops them.

COMMANDER VASIL

Cardinal, you're not going to stay
for the celebration?

CARDINAL AFON

I find it wisest to celebrate after
the storm... Not before.

Off that riddle, Afon and his men exit --

THE END...