

CLEO

by

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COLD OPEN

EXT. STREETS OF ROME - DAY

SUPERIMPOSE: Rome, 65 BC.

Navigate the bustling streets to FIND... A GIRL (8), hiding in an alley, panting. Head covered in a PURPLE SCARF, she holds a CLAY VASE against her chest. She spots a BOY nearby --

GIRL

Psst. Hey!

He turns to her. She urgently gestures for him to approach. He hesitates, so she produces THREE GOLDEN COINS -- all the convincing he needs. Eyes like saucers, he walks over.

The transaction is quick: hurried whispers, a nod, coins exchanging hands. She COVERS HIS HEAD WITH HER SCARF...

Just as a BURLY WATCHMAN arrives, running, searching.

GIRL (CONT'D)

Now!

And the boy BOLTS out of the alley, making sure the watchman sees him. Fooled, the watchman chases after the boy.

STAY with the girl -- a winning smile.

Off her removing the lid of the vase to look inside --

MOSWEN (PRELAP)

Have you lost your mind?

INT. POMPEY'S VILLA - SLEEPING QUARTERS - DAY

LOOK UP FROM INSIDE the vase at: MOSWEN (15, in Egyptian soldier garb) -- staring in shock at what's in it.

The girl reaches into the clay container... and takes out a NEWBORN BABY GIRL. She's weak, shallow breath.

GIRL

I just need you to watch her while
I go get her something to eat.

MOSWEN

Absolutely not. My job is to watch
you, not some stolen baby.

GIRL

They left her on the street. No one
was doing anything.

MOSWEN

Because the punishment for taking
her is *death!*

GIRL

She'll die if we don't feed her.

A stare-down. Eventually, he sighs, and with a reluctant nod takes the baby from her hands. She HEADS OUT...

INT. POMPEY'S VILLA - TRICLINIUM - DAY

CLOSE ON: MILK being poured into a glass.

REVEAL our girl, eyeing the JAR OF MILK as she hides from...

The two powerful men seated at the opulent dinner table:
POMPEY (30s, Roman Consul) and PTOLEMY (40, King of Egypt).

POMPEY

But your father left Egypt to the
Roman people.

PTOLEMY

Only in absence of a legitimate
heir.

POMPEY

With all due respect, Ptolemy...
you're a bastard child.

That was a low blow. But Ptolemy regroups -- a CHALLENGE:

PTOLEMY

You want to take over Egypt?

POMPEY

(fair point)

We both know Rome doesn't have the
infrastructure to acquire an
Egyptian expansion. But if the
region becomes too unstable, we
will have to.

PTOLEMY

I will stabilize Egypt. And
guarantee Rome's grain supply. But
in order to do that, I need to sit
on a steady throne. I can't return
to Alexandria without Rome's
official acknowledgement that I'm
the legitimate King of Egypt.

Pompey sizes Ptolemy up. A long silence. Then:

POMPEY

I can get the Senate to sign a *foedus* that recognizes you as a friend and ally of Rome.

Ptolemy nods, satisfied. But...

POMPEY (CONT'D)

There's one condition: in due time, we'll take Cyprus. And you will do nothing about it.

PTOLEMY

My brother is the King of Cyprus. You can't ask me to betray him.

The Roman Consul eyes him skeptically. Ptolemy reacts; fine, that's not the reason.

PTOLEMY (CONT'D)

Not putting up a fight will make me look weak. My people could force me into exile for something like that.

POMPEY

A risk worth taking, don't you think? Cyprus in exchange for our alliance is quite the bargain.

The two men lock eyes.

POMPEY (CONT'D)

We will wait a few years. Give you time to settle in, bring Egypt back to prosperity--

CRASH! Startled, the men turn -- what was *THAT*?

REVEAL our girl at the door, frozen with guilt as MILK pools around her feet, the jar she tried to steal SHATTERED.

GIRL

Father, I can explain.

Off Ptolemy's SCOLDING LOOK --

EXT. STREETS OF ROME - EVENING

Stolen clay vase in one hand, abandoned baby in the other, Ptolemy DRAGS HIS DAUGHTER down the deserted street.

They stop in front of a HOUSE GATE.

PTOLEMY
 (an angry whisper)
 Is this were you found it?

The girl nods, weeping. Ptolemy sets the vase on the ground, then puts the baby inside. The BABY STARTS TO CRY.

GIRL
 So we're just going to let her die?

PTOLEMY
 I can't change Roman law. We'd be punished with death for taking her.

GIRL
 But why? Just because she's a girl?

PTOLEMY
 Romans are only required to raise their first-born daughter.

GIRL
 (terrified)
 But I... I wasn't your first-born daughter.

PTOLEMY
 You were born in Alexandria. Roman law doesn't apply in Egypt. And I intend to keep it that way.

GIRL
 How?

PTOLEMY
 With the help of the Gods. They show me the way.

The girl sits by the vase and reaches inside. TINY FINGERS CURL around her index.

PTOLEMY (CONT'D)
 You can't stay with her. It will take hours... Maybe days.

She takes this in. *Horrificed*. Ptolemy takes pity on her. He kisses her forehead, closes his eyes, and whispers...

PTOLEMY (CONT'D)
 We can ease her pain.

Ptolemy takes his daughter's hand and places it over the baby's mouth and nose. We watch them SUFFOCATE THE BABY GIRL TO DEATH. Together. It's an act of mercy, but it's brutal.

The CRYING FINALLY STOPS. Ptolemy hugs his daughter.
Moswen watches the scene from a respectful distance.

GIRL

You promise Egypt will *never* be
Roman?

PTOLEMY

I promise, Cleo.

And now we know who this girl is... and that she will become
the most powerful woman who ever lived: Cleopatra VII, the
Egyptian queen who subdued Rome.

But for now (and for the rest of our show), she's just --

CLEO

ACT ONE**EXT. PORT OF ALEXANDRIA - DAY**

The stunning city of Alexandria.

SUPERIMPOSE: Alexandria, capital of Egypt. Ten years later.

This is the New York City of 55 B.C. -- fast, busy, RICH.

The magnificent lighthouse, one of the Seven Wonders of the World, towers over the port.

MATCH CUT TO:

EXT. THE BASTARD VILLA - GARDENS - DAY

A SCROLL with a BLUEPRINT OF THE LIGHTHOUSE.

CLEO, now 18, fresh-faced, studies the blueprint. She stands on a marble bench, holding the scroll up against the blue sky, comparing it to the silhouette of the distant lighthouse.

The villa sits on a hill overlooking the city, away from the bustle... *and away from the royal palace.* Everything here is nice, but simple -- like Cleo's clothes and makeup.

Nearby, her brothers THEO (10) and PTOLEMY JR. (8) play, bent over their version of a DOLL HOUSE: a miniature of the royal palace we see in the distance.

THEO

(speaking for his doll)
Your Highness, a revolt is brewing.
The people of Alexandria disapprove
of your passive attitude towards
Rome's demands regarding Cyprus.

PTOLEMY JR.

Have Achillas dispatch a contingent
to intimidate Pompey's army.

THEO

(breaking character)
That's not what father did!

PTOLEMY JR.

You don't know that.

THEO

I know he wouldn't be in exile if
he'd stood up to Rome. Tell him,
Cleo. Tell him I'm right.

CLEO

Didn't we agree you'd let your
brother be king this round?
(off Theo's nod)
Then you need to do as he says.

THEO

But why? I'm next in line!

PTOLEMY JR.

Like that matters. We'll never
rule. The queen doesn't even want
us in the palace.

Theo takes a pair of SCISSORS to Ptolemy's doll and CUTS ITS
HEAD OFF. Ptolemy pouts and Theo laughs. He's a cruel kid.

CLEO

(comforting Ptolemy)
Don't worry, little one. We'll have
Habiba sew it back on.

They're interrupted by MOSWEN (now 25 and a Royal Guard,
formal, attractive in the unaware-I'm-a-stud way).

As befits a professional soldier, Moswen's hard to read, but
there's a tinge of worry in his voice.

MOSWEN

Princess, Arsinoe is getting worse.

Cleo rushes inside. Pausing briefly before walking past
Moswen, she looks intently into his eyes.

CLEO

I'm not a real princess, soldier.
Will you ever stop calling me that?

Moswen stares ahead, rigid, avoiding her gaze.

MOSWEN

When you become queen, Princess.

Cleo shakes her head in amused resignation. Follow her into:

INT. THE BASTARD VILLA - HABIBA'S QUARTERS - DAY

Cleo finds HABIBA (an aging woman dressed as a sorceress)
bent over a cauldron. By her side, ARSINOE (5) winces in
pain. Habiba helps the girl to some sort of potion.

HABIBA

You have to stop poisoning your siblings, Cleo. There's only so much my antidotes can do.

CLEO

Increasing the dose is the only way to build their tolerance. I'm not going to lose another member of this family to poisoning.

HABIBA

You gave her too much this time.

Arsinoe PASSES OUT. Cleo examines her young sister. Eyes, throat, the palms of her hands. She's become an expert at identifying symptoms. Worried, she turns to Habiba.

HABIBA (CONT'D)

Only Isis can save her.

Cleo SCOFFS, but Habiba isn't having this. She GRABS CLEO'S WRIST and speaks sternly.

HABIBA (CONT'D)

Take your sister to the temple, Cleo. Or she won't make it.

Cleo looks at little Arsinoe and drops the attitude.

EXT. CLEO'S CHARIOT - DAY

Cleo's chariot SPEEDS down the hill towards the city.

A deft rider, she skillfully maneuvers the chariot while holding her little sister tight.

INT. TEMPLE OF ISIS - DAY

A magnificent STATUE OF ISIS presides over the room.

Arsinoe lies at her feet, as Cleo WHISPERS A FRANTIC PLEA.

After what feels like an eternity to Cleo, Arsinoe COUGHS and sits up. She's dizzy, but she's fine. Cleo hugs her.

CLEO

I'm so sorry, Arsinoe. So sorry. I love you.

ARSINOE

I know. That's why you're trying to make me strong. So that no one can kill me like they killed your mom.

Cleo kisses her, proud of her little sister. Arsinoe looks around, surprised by her surroundings.

ARSINOE (CONT'D)
The goddess saved me?

CLEO
No. Habiba's potion did.

The Goddess Isis does NOT like that. Cleo's voice ECHOES in the room as Isis's statue starts to SHAKE and RUMBLE.

And then the whole room follows. It's like an EARTHQUAKE.

Arsinoe RUNS OUT.

Cleo, skeptical, looks around to find the trick behind this fake magic. But... there is no trick. What the...?

The room darkens... and she's hypnotized by a BLURRY IMAGE slowly forming in front of her. She makes out...

DUST... which parts for A ROMAN LEGION.

And at the head of the troops... PTOLEMY. Cleo is *astonished* to recognize her father. The army marches over DEAD BODIES.

The dust they lift blurs the image... and a THRONE materializes in the middle of the room. By its side, a MAN.

Cleo takes in his muscular arms, his dark hair, square jaw, deep eyes. Mesmerized, she lets him PULL HER UP... And she SITS ON THE THRONE, across from the goddess Isis.

Cleo is IN TOTAL SHOCK as she stares ahead, straight into the statue's eyes. Off her regal posture --

MATCH CUT TO:

INT. THE PTOLEMAIC PALACE - THRONE ROOM - DAY

QUEEN BERENICE (25, whip smart, and whip savvy too) sits on the throne that presides over a spectacularly luxurious room - a very different place from the bastard villa.

By the queen sits KING ARCHELAUS (late 20s, he thinks he's distinguished). GENERAL ACHILLAS has the floor. The Queen listens, worried.

GENERAL ACHILLAS
Some of the men were killed even before setting foot in Rome, your Highness. Others were bribed--

While Achilles talks, POTHINUS, the Prime Minister (30s, so effete that he'd go down in history as a eunuch, but, as we'll learn, he wasn't), WHISPERS something into the Queen's ear. She nods, and then:

POTHINUS

The Queen calls a recess.

SURPRISED MURMURS -- this *never* happens. As the CROWD CLEARS the room, we discover the reason: Cleo stands at the far end of the grand colonnade.

The two sisters, alone now, are like two sides of a coin: Berenice looks powerful in her royal garb; Cleo wears a simple white tunic. She approaches the throne as if walking on eggshells; she's a total stranger here.

BERENICE

So you haven't forgotten the way home.

CLEO

It doesn't feel like home.

BERENICE

Why did you come then?

Cleo reaches the throne and, in a STUNNED WHISPER:

CLEO

Father is coming back.
(off Berenice's look)
Isis... *showed me.* I saw him.

BERENICE

I thought you didn't experience the visions.

CLEO

I never had. But... I just did.

BERENICE

Please. You know they're not real.

Cleo doesn't understand.

BERENICE (CONT'D)

Why do you think I ascended to the throne after father was pushed out?

CLEO

Who else could it have been?

BERENICE

Exactly. We're Ptolemies, which means we have direct ties to the Gods. Only we can reign. That's what the people need to believe. The visions? They help maintain the myth. But they're just *illusions* created by the priests.

CLEO

But... every ruler has had them. Mother had them.

BERENICE

Mother is dead. Habiba filled her head with all that nonsense. I see she's been doing the same with you.

Cleo takes a long look at her sister, realizing:

CLEO

(oh shit)

You can't see them. The Gods aren't guiding you. That's why you're flailing.

BERENICE

What do you care? You abandoned this family.

CLEO

I did not abandon you. You forced me to choose, Berenice. I couldn't leave them, their mothers are dead.

BERENICE

AND SO IS OURS.

It's a **TORMENTED GROWL**. Berenice breaks down. It's striking to see her collapse under the weight of her royal garb. She **WEEPS**. Cleo sits by her on the floor.

CLEO

I can't imagine how hard it must be to do everything... alone.

BERENICE

You have no idea.

CLEO

So let me help you, sister. I could be your eyes, your path to Isis. Let us move back in.

(off her look)

(MORE)

CLEO (CONT'D)

I understood keeping them away while mother was alive, out of respect for her. But what's the point now?

BERENICE

They're not our siblings, they're bastards.

CLEO

Our father is a bastard too.

BERENICE

In more sense than one.

Cleo reacts to the insult with patience.

CLEO

It's not your job to carry our mother's grudge, you know?

That really strikers a chord with Berenice.

BERENICE

It's just... forgiving him... feels like betraying her.

CLEO

There's nothing you and I need to forgive him for. Whatever happened between our parents should stay between them. Loving mother doesn't mean you have to hate our father.

Berenice looks at her, half proud, half jealous.

BERENICE

I'd forgotten how good you were with words.

(off Cleo's smile)

You can move back in. But I'm still the older sister. And the Queen.

INT. THE BASTARD VILLA - CLEO'S ROOM - DAY

Cleo runs around the room, packing. Habiba walks in with a PILE OF CLEAN LAUNDRY. She sets it on the bed and starts to fold it. Her somber mood contrasts with Cleo's joy.

CLEO

That's the last time you'll have to do that, Habiba. In the palace, you'll be the queen of servants.

HABIBA

I'd rather have to fold laundry for the rest of my life than go back to that damned place.

Cleo sighs. She clearly knows where she's headed.

CLEO

There are no evil spirits in the palace out to kill you, Habiba. Mother was murdered by a traitor.

Habiba shakes her head. She knows something she's not saying.

CLEO (CONT'D)

I know you don't like the Queen, but I want my father to return from exile to a united family. When he recovers the throne, everything will go back to normal.

HABIBA

Your sister won't let your father take the throne from her.

CLEO

She'll hardly have a choice if he comes with the support of Rome.

Upon hearing that, Habiba's JAW DROPS (and so does the garment she was folding). She looks at Cleo in horror.

HABIBA

You saw your father marching back with a Roman army?

Cleo shrug-nods. Habiba, alarmed, grabs her by the shoulders.

HABIBA (CONT'D)

Cleo! Don't you remember the prophecy? The Priest said tragedy would follow if an Egyptian king was restored by Roman force.

Cleo produces a GOLDEN BRACELET SHAPED LIKE A SNAKE.

CLEO

Isn't it the same Priest that said a war would start when this fit me? Because...

A skeptical Cleo shows Habiba how LOOSE THE BRACELET IS AROUND HER WRIST...

But Habiba takes the bracelet and PUSHES IT ALL THE WAY UP TO CLEO'S UPPER ARM... where it fits *perfectly*.

HABIBA

This is how your mother wore it.

Cleo looks at the bracelet, agape. It will become part of Cleopatra's iconic look.

HABIBA (CONT'D)

If your sister challenges him and forces Rome's hand...

CLEO

I have to stop my sister and my father from going to war against each other.

Off Cleo's determination --

END ACT ONE

ACT TWO**EXT. PTOLEMAIC PALACE - GATES - DAY**

As Cleo and her retinue hold their breath... the PALACE GATES slide open. Cleo looks at her siblings, who are all first-day-of-school nervous.

They are greeted by the WELCOME PARTY: Queen Berenice, her husband King Archelaus, Prime Minister Pothinus, and the rest of the court. Cleo bows at Berenice. Her siblings follow her.

ARSINOE

Thank you for having us. We love you very much, Queen Berenice.

BERENICE

I don't know what Cleo has told you, but you're only here because she didn't give me a choice.

PTOLEMY JR.

She said you'd say that.

BERENICE

Good. Then don't ever tell me you love me again, and we'll get along.

Cleo smiles. Berenice and Habiba exchange looks of disdain.

Archelaus and Pothinus greet Cleo, but she spots DALILA (17) in the group and, skipping protocol, she RUNS TOWARDS her and they MELT INTO A HUG.

ARCHELAUS

(to Pothinus)

I trust you'll take care of those ghastly manners.

EXT. THE PTOLEMAIC PALACE - ZOOLOGICAL GARDEN - DAY

Dalila and Cleo walk through the palace gardens, closely followed by a pack of ROYAL GUARDS (their version of the Secret Service). Cleo eyes them suspiciously.

DALILA

You'll get used to them. Ever since your mother died, the Queen has become paranoid about security.

CLEO

How have you and Seth been?

DALILA

We're not... together anymore.
 (off Cleo's shock)
 You could have come visit.

CLEO

That would have defeated the point
 of moving away, Dalila. Why didn't
 you come see me?

DALILA

And face Berenice's fury? To you,
 she's just your sister -- to the
 rest of us, she's the Queen.

Cleo looks down. Dalila tries to lighten the mood.

DALILA (CONT'D)

Come on. You can't show up at your
 first dinner in those rags.

INT. THE PTOLEMAIC PALACE - FEMALE QUARTERS - EVENING

The room where court women enjoy their daily dose of
 pampering: baths, massages, facial treatments, manicures...

While Cleo tries on different dresses, Dalila does her own
 make-up.

CLEO

So what happened with Seth?

DALILA

He's... strange. Distant. Rumor has
 it his father is having an affair.

CLEO

The Prime Minister? With whom?

Dalila shrugs. She's not sure.

INT. THE PTOLEMAIC PALACE - BANQUET ROOM - NIGHT

The Royal family and the court feast reclined on dazzling
 bronze couches inlaid with ivory and glass.

Berenice and Archelaus preside over the room. They share a
 table with Pothinus and other ROYAL ADVISORS.

Cleo sits close by with Dalila and her FRIENDS, having a good
 time while keeping an eye on her younger siblings.

At one point, Cleo reaches for a tray of fruit. Moswen, who
 STANDS right behind her, leans in to whisper in her ear.

MOSWEN

That tray hasn't gone through the tasters, Princess.

CLEO

Don't be paranoid, soldier.

Cleo reaches for a date, but Moswen STOPS HER ARM mid air. Cleo glares at Moswen. Everyone stares at the confrontation.

MOSWEN

Things are different here. If you die, my head rolls.

Cleo drops the date. Moswen, satisfied, steps back.

DALILA

You should have him whipped.

Cleo turns her attention towards General Achillas, who enters and walks up to Berenice swiftly.

GENERAL ACHILLAS

There are foreign troops stationed at Pelusium, your Highness.

CLEO

Roman troops? It's our father, General, we--

BERENICE

(smiling sweetly)

Enough, sister. I'll handle this. Stay with your friends.

The Queen signals for her retinue to follow her out. Cleo stays behind, hurt. When they've left, she rushes to:

INT. PTOLEMAIC PALACE - CLEO'S ROOM - NIGHT

Cleo argues with Moswen. Habiba is there too.

MOSWEN

Leaving the palace without authorization from the Queen is against security protocol!

CLEO

I didn't come back to be a slave to your rules, soldier. I know that's my father at Pelusium.

MOSWEN

Since when do you believe in
visions?

CLEO

Since they started coming true.

MOSWEN

This is your fault, Habiba.

HABIBA

She's just a girl who wants to see
her father.

At that moment, the DOOR OPENS. It's Berenice. Without a
word, she walks up to Cleo and SLAPS HER.

BERENICE

Don't ever speak out of turn again.

And with that, Berenice walks out. Cleo turns to Moswen.

CLEO

I've been waiting for him for five
years. You think I'm going to let
her army get to him before I do?

EXT. NORTHERN COAST - DAY

Moswen and Cleo ride towards Pelusium, a seaside fortress,
the eastern frontier of Egypt. They ride in silence.

MOSWEN

This would be a good time for you
to explain your plan.

Cleo looks straight ahead, ignoring him.

MOSWEN (CONT'D)

Princess?

More silence. Moswen sighs.

MOSWEN (CONT'D)

I won't apologize.
(off her scowl)
It's my job.

CLEO

Your job is to protect me, not to
humiliate me in front of my
friends.

MOSWEN

You're a Ptolemy, Princess. You can't be humiliated. And you don't have any friends.

EXT. MILITARY CAMPGROUND, PELUSIUM - OUTPOST - DAY

Cleo and Moswen approach a military outpost.

MOSWEN

I want it noted that I think this is dangerous, reckless and, in short, a terrible idea.

CLEO

And I want it noted that you haven't had a better one. So do your part.

When they are close enough for the GUARDS to hear them:

MOSWEN

Emissaries of the Queen of Egypt.

EXT. MILITARY CAMPGROUND, PELUSIUM - DAY

Cleo and Moswen are escorted by GABINIAN SOLDIERS towards:

Roman Commander MARK ANTONY (23, a man from a vision; *the man from the vision*). Cleo is BLOWN AWAY upon recognizing him: he helped her up to the throne in the vision Isis showed her.

Mark Antony locks eyes with her... and the spell is cast.

It's so much more than love at first sight; it's them recognizing their past and their future in each other; the last time either of them will ever fall in love.

A SOLDIER eyes the girl and her company. Suspicious.

MOSWEN

A welcome party is on its way. I was sent to apologize for the delay. In the meantime, the Queen hopes the King will accept her gift.

Mark Antony SNAPS OUT OF HIS DAZE. What gift? Oh -- the girl. He is heartbroken for a second, then collects himself as good soldiers do. He walks up to Cleo to search her.

CLOSE ON an irritated Moswen as Mark Antony pats Cleo down, eyes locked on her, sexual tension undeniable as he reaches the inside of her thigh... and removes a BEJEWELLED DAGGER.

CLEO

I know what you're thinking: too fancy for a whore.

MARK ANTONY

(putting the dagger away)
I was thinking it will come in handy if you try anything foolish.

EXT. GABINIUS' TENT - NIGHT

Cleo is escorted to the largest tent in the settlement.

Mark Antony stops at the entrance. With a gesture, he instructs his soldiers to stay behind with Cleo.

Cleo holds her breath -- is she about to see her father for the first time in five years? As Mark Antony moves into the tent, she catches a glimpse of what's going on inside:

INT. GABINIUS' TENT - NIGHT

HIGH-RANKING OFFICERS enjoy a feast surrounded by SEMI-NAKED WOMEN. It's obvious who the two most important men are:

GABINIUS (50s, glamorous attire; he's the Roman Consul of Syria); and Ptolemy, Cleo's father -- he's ten years older, and quite changed.

Mark Antony whispers something to Gabinius, who CHORTLES.

GABINIUS

Ptolemy, it appears your daughter sends a gift.

PTOLEMY

(to Mark Antony)
See, Commander? We told you there'd be no need for a war. Bring her in.

Mark Antony obeys. Cleo takes a deep breath and walks inside.

Gabinius looks at Cleo with lust. Ptolemy gives her a blank stare -- has he had way too much to drink? Cleo TAKES A BOW.

Then, she removes her veil and LOCKS EYES WITH HER FATHER, but *nothing in Ptolemy gives away that he's recognized his daughter.* Mark Antony clocks Cleo's bewilderment.

GABINIUS

Come here, beautiful.

Pulling Cleo towards him, Gabinius forces her to sit on the couch with him. Mark Antony realizes there's something off in her reluctance.

Gabinius KISSES HER NECK, and Cleo pushes him away -- an instinctive gesture, and a *dangerous* one; not how a whore is supposed to act. Has she given herself away?

Feeling everyone's wary look on her, Cleo stands, collecting the remnants of her dignity.

CLEO

Not so fast, Consul. There are some... conditions to my submission. I need to know you come in peace.

GABINIUS

(scoffing)

She thinks she's a diplomat!

Cleo tries to sound as confident as possible:

CLEO

Well? Is there to be a war, Consul?

GABINIUS

Not if the Queen is as smart as we think she is.

OLDER OFFICER

I hear that bitch strangled her first husband.

CHUCKLES all around. Cleo is clear-headed enough to notice:

CLEO

You seem to disagree, Commander.

GABINIUS

Mark Antony disagrees with us on almost everything. He'll grow out of it.

Gabinius and the OLDER OFFICER share a COCKY LAUGH, and Cleo notices Mark Antony's irritation. Something in common: he's the youngest one in the room, and no one takes him seriously.

GABINIUS (CONT'D)

Now. Will you come here?

Cleo is revolted, but she has to go on with the farce now.

Gabinius starts to UNTIE HER DRESS. Cleo is horrified. As her chin starts to tremble, she closes her eyes to hide her tears. Gabinius relishes her pain.

GABINIUS (CONT'D)
Berenice sent us a virgin! You
raised your daughter well, Ptolemy.

PTOLEMY
You're not going to keep her all to
yourself, are you?

Gabinius eyes Ptolemy, annoyed. Cleo turns to her father.

PTOLEMY (CONT'D)
The gift is for me.

Cleo is paralyzed. Ptolemy looks at her intently as he says:

PTOLEMY (CONT'D)
Isn't it?

CLEO
The Queen sent me to please the
King, Consul.

Gabinius, annoyed, dismisses Cleo with a gesture. She stumbles to her father's couch, but he stands.

PTOLEMY
Not here, honey.

Ptolemy takes Cleo's arm to lead her out of the tent. Then:

GABINIUS
Ptolemy.

Ptolemy turns around. Cleo doesn't dare.

GABINIUS (CONT'D)
Bring her back when you're done.

Cleo's heart SINKS when she sees Ptolemy nodding at that.

INT. PTOLEMY'S TENT - NIGHT

Ptolemy pushes Cleo inside and dismisses his GUARDS.

PTOLEMY
I will need some privacy.

As the guards leave, Ptolemy scowls and WHISPER YELLS:

PTOLEMY (CONT'D)

What on earth are you doing, Cleo?

Cleo feels UTTER RELIEF washing over her. She tries to jump into her father's arms, but he keeps his distance, LIVID.

PTOLEMY (CONT'D)

If Gabinius finds out who you are, he'll take you prisoner. Do you understand the danger you've put us both in?

CLEO

I was ready to let a Roman rape me so that I could finally see you, father!

Ptolemy is taken aback. His little girl is all grown up. He takes her into a hug... and she weeps on his chest.

PTOLEMY

I thought you'd forgotten about me. You never replied to my letters.

CLOSE ON Cleo reacting... keeping something to herself.

CLEO

You don't know what you're coming back to, father. Berenice is no longer the girl you left behind.

PTOLEMY

Power changes people. But I'm sure she understands that I need to be restored peacefully... Right?

Cleo shrugs. She isn't sure.

CLEO

I've been... away from the palace.
(off his look)
Mother had your concubines executed after you left. Habiba and I moved to the villa to take care of their children.

Ptolemy is floored.

PTOLEMY

Your mother never told me she loved me. I guess killing my lovers is supposed to make up for that.

Cleo smiles weakly, taking pity on her father. Then:

CLEO
 You're not going to let Rome take
 over Egypt, are you?

PTOLEMY
 I made you a promise a long time
 ago, and I intend to keep it.

Cleo beams. She admires him, and trusts him. Blindly.

PTOLEMY (CONT'D)
 But we'll have to work together. It
 looks like you and I are the only
 ones interested in keeping this
 family united.

CLEO
 What do you need me to do?

PTOLEMY
 Gabinius arranged your sister's
 marriage to Archelaus, and is
 convinced the young man can be
 trusted. Does your sister listen to
 you?

CLEO
 She has to. Isis is... only talking
 to me.

Ptolemy grins and nods. That's really good news.

PTOLEMY
 Use that to talk her out of war.
 I'll have them escort you to the
 outpost right away.

CLEO
 I don't have to go back to
 Gabinius?

PTOLEMY
 (kissing her forehead)
 Over my dead body. Did Moswen come
 with you?

Cleo nods.

CLEO
 He'd want you to know that he
 emphatically disapproved of my
 plan.

PTOLEMY
 (a knowing look)
 I'm sure. But tell him I'll still
 have him executed if anything
 happens to you.

CLEO
 I'm not going to tell him that,
 he's a pest as it is.

Ptolemy starts to get undressed, then explains:

PTOLEMY
 We need to make this look right.

INT. PTOLEMY'S TENT - DAWN

Mark Antony walks in and finds Cleo and Ptolemy in bed. She's semi-naked, hair and make up disheveled. Mark Antony is flustered for a moment. Then, he CLEARS HIS THROAT.

MARK ANTONY
 You called for me?

Ptolemy sits up in bed.

PTOLEMY
 I need you to take her back to the
 royal guard. Give us a minute.

Mark Antony obeys and moves outside.

Ptolemy helps his daughter get dressed. He hugs her.

PTOLEMY (CONT'D)
 You need to act fast, Cleo. If
 Gabinius doesn't hear from Berenice
 soon, he'll declare war.

CLEO
 I won't fail you, father.

Off Cleo, woman on a mission --

END OF ACT TWO

ACT THREE**EXT. MILITARY CAMPGROUND, PELUSIUM - DAWN**

Mark Antony escorts Cleo to the outpost. She rides, he walks. The settlement is HUGE. Cleo hides her concern. Mark Antony keeps shooting suspicious glances at her.

MARK ANTONY

I didn't get your name.

CLEO

What would you need my name for?

MARK ANTONY

What if I were to require your...
services in Alexandria?

Mark Antony caresses her calf, then pushes his hand up her leg under the tunic. Cleo likes it too much to act indignant. Staying in character, she halts her horse.

CLEO

Always pleased to expand my client base. But I don't think a low ranking officer can afford my fee.

Mark Antony, offended, pulls her off the horse. He presses her against the animal's warm body.

MARK ANTONY

I am this legion's Commander. Money shouldn't be a problem. Unless there's something else you're hiding from me?

He can feel her breath on his face as she replies:

CLEO

Miriam. Daughter of Joseph. I live in the Delta district.

MARK ANTONY

I didn't realize you were Jewish. Your flawless Greek could have fooled me.

Mark Antony is sure he'll catch her in a lie when he says:

MARK ANTONY (CONT'D)

So you speak Hebrew?

CLEO
 (in perfect Hebrew)
 Are there any Jewish women who
 don't?

Mark Antony is shocked. Satisfied, Cleo resumes the walk. He stays behind, staring at her in puzzled awe.

MARK ANTONY
 Who are you?

CLEO
 (staring ahead)
 I am no one, Commander. Save your
 love for princesses and queens.

They arrive at the outpost, where Moswen awaits. He seems bothered by the obvious chemistry between them.

Off Cleo mounting her horse, ready to head back --

EXT. THE PTOLEMAIC PALACE - GATES - DAY

As soon as Moswen and Cleo make it past the gate, they are TAKEN DOWN BY SIX ROYAL GUARDS. Moswen tries to fight them, but there are too many for him to fend off.

CLEO
 What are you doing?

ROYAL GUARD
 Queen's orders.

The guards escort Cleo into the palace, and down to:

INT. PTOLEMAIC PALACE - DUNGEONS - CELL - DAY

Cleo is SHOVED INTO A CELL. It's dark, damp and cold. Upon entering, Cleo discovers... Berenice sitting on the stone bench. The Queen dismisses the guards with a nod.

BERENICE
 Remember this place?

CLEO
 I think any girl whose mother had
 locked her up here would remember
 it for life.

BERENICE
 I thought maybe you'd been away for
 so long that you'd forgotten what
 things were like at the palace.

BERENICE (CONT'D)

And maybe that's why you thought it was alright to go behind my back.

On Cleo. Busted. But she counters:

CLEO

You mean unlike you? I know you've been hiding the letters he sent me.

BERENICE

He told you he sent you letters? He really knows how to win you over, doesn't he?

CLEO

So he's lying.

BERENICE

It's what he's best at. What else did he say? That he's missed us, he loves his family and he doesn't want to go to war?

Cleo doesn't need to respond.

BERENICE (CONT'D)

Come sit with me.

Cleo doesn't want to. She eyes her sister warily.

BERENICE (CONT'D)

Unbelievable. He's been back for half a day and he's already turned you against me.

Cleo pulls up an old wooden chair and sits on it. Defiantly:

CLEO

That bench looks cold.

BERENICE

Well, yes. That's the thing about stone, Cleo: it's cold.

Berenice stands and moves towards her sister.

BERENICE (CONT'D)

It's also more reliable.

Berenice's foot taps one of the chair's legs. The wood is rotten and the leg gives. Cleo stands just as the chair FOLDS UNDER HER WEIGHT.

BERENICE (CONT'D)

Wood might seem more pleasant, but it's not always the smartest choice.

CLEO

He's our father, Berenice.

BERENICE

He was a better king than he was a father. And he was a wretched king. I'm not going to let him ruin this country again. I don't know how many Romans he's bribed for support, but I do know how he's going to pay for it: by giving all of Egypt's riches away.

CLEO

I'm not asking you to bow down. I'm just saying: don't engage in war. Negotiate a joint leadership.

BERENICE

That's not what he wants. Open your eyes.

Berenice exits, leaving Cleo behind. AND THE DOOR OPEN.

INT. THE PTOLEMAIC PALACE - BANQUET ROOM - EVENING

Cleo dines with Dalila and other friends. After excusing herself, she walks out. Off her shared look with Moswen --

INT. THE PTOLEMAIC PALACE - HALLWAYS - EVENING

Cleo sneaks past two guards and into:

INT. THE PTOLEMAIC PALACE - ROYAL QUARTERS - EVENING

Cleo stealthily walks in and starts to go through her sister's jewelry drawers, looking for something. Suddenly, she hears the DOOR OPEN. She quickly finds a hiding place...

And spies on ARCHELAUS STUMBLING IN. Drunk, he collapses on the bed. As she wonders what to do... Pothinus walks in.

ARCHELAUS

(sitting up)

Prime Minister, what's wrong?

POTHINUS

No need for that. She's in the banquet room.

Pothinus moves towards Archelaus and KISSES HIM.

CLOSE ON Cleo -- SHOCKED.

ARCHELAUS

Are you crazy?! Not here, Pothinus.

POTHINUS

When else am I supposed to see you?

ARCHELAUS

Wait for me in your quarters.

Pothinus nods and leaves. After recovering his composure, Archelaus exits too. When she's sure she can leave unnoticed, Cleo follows suit.

INT. THE PTOLEMAIC PALACE - CLEO'S ROOM - NIGHT

Cleo lies awake in bed. A KNOCK on the door. Without waiting for an answer, Moswen walks in. Cleo sits up.

MOSWEN

Your father sent a secret summon.
He wants to see you.

INT. THE PTOLEMAIC PALACE - BARN - NIGHT

Cleo and Moswen are getting their horses ready when they hear FOOTSTEPS behind them. Moswen quietly draws his sword.

Tension, as he stealthily moves to confront the intruder... but it's just Berenice.

CLEO

You startled me!

Cleo nods for Moswen to leave.

BERENICE

You're going to meet with him,
aren't you?

(off her silence)

It's a trap.

Cleo cocks her head, skeptical.

BERENICE (CONT'D)

What? You don't think I can
outsmart our father?

CLEO

This isn't about outsmarting anyone. He's my father and he wants to see me.

BERENICE

Don't be ridiculous. Gabinius must be antsy because they haven't heard from me. Father knows you weren't able to change my mind. Best case scenario, he's trying to buy time, keep the Roman consul from declaring war.

That makes sense. Cleo wants to trust her older sister.

CLEO

And... worst case scenario?

BERENICE

They intend to use you as leverage against me. To make me step down. Let me tell you something: it won't work. Because, unlike you, I understand we are not a family; we're a political organization.

Berenice is struggling to act tough. Cleo cuts through it.

CLEO

Take the shield off, Berenice. You're not this cynical person. You loved mother so much that you let her pull you away from your father, from your siblings... from me.

Berenice eyes her sister, weighing how much she can handle. There's something she's not telling her.

BERENICE

You know what your problem is? You never had the guts to pick a side.

On Cleo. Torn. Berenice leaves, and Cleo finds Moswen.

CLEO

I'm not going. Not yet.

Off Moswen's confused look --

INT. THE PTOLEMAIC PALACE - WAR ROOM - NIGHT

Cleo walks in to find ARCHELAUS BENT OVER A MAP.

CLEO

My servant said you sent for me.
Trouble sleeping?

ARCHELAUS

The Commander suggested the Queen
and I sleep at odd hours, to
protect ourselves against
assassination attempts. I thought
all kings did was sleep. As it
turns out, all we do is fight our
queens. Like any other man.

Cleo smiles weakly.

CLEO

She's intent on going to war. Can't
you reason with her?

ARCHELAUS

You know she strangled her first
husband to death, don't you?

Cleo smiles, appreciating the joke. Archelaus pulls something
out of his pocket and hands it to Cleo. It's a LETTER.

ARCHELAUS (CONT'D)

It's from your father. I don't know
what your sister did with the rest
of them, but I found this one.

Cleo takes the letter carefully, as if it were a treasure.
The envelope's been opened. She reads DEAR CLEO... It brings
tears to her eyes, but she keeps her emotion under a lid.

CLEO

You think I should go see him?

ARCHELAUS

I think you should trust your
heart.

Off the letter --

MATCH CUT TO:

INT. TEMPLE OF ISIS - DAY

Cleo has found a quiet place. She reads the letter, probably
for the thousandth time. She's weeping. Dalila is with her.

CLEO

Are these the words of a man who
wants to play me?

Dalila shrugs, not sure what to say.

CLEO (CONT'D)

All I've done since my father left is fight for my family to come together. Now he's back, Berenice has finally taken my siblings in, and I'm supposed to pick sides? How does one choose between her father and her sister?

DALILA

Maybe you're not supposed to choose.

Cleo doesn't understand her.

DALILA (CONT'D)

Remember Euripides? You used to know it by heart. *One loyal friend is worth ten thousand relatives.*

CLEO

But if I do that, he'll know I don't trust him.

DALILA

Do you?

No answer. Dalila kisses her on the cheek and stands.

DALILA (CONT'D)

My offer is sincere. Think on it.

Dalila walks away. Cleo stays behind. She looks up at Isis, as if the Goddess could offer some advice.

Suddenly, the room darkens and the SOUND OF THE SEA invades the temple. A BLURRY IMAGE forms in front of Cleo, like the first time she had the vision. She makes out...

THE LIGHTHOUSE. The inscription above its door catches her eye. Cleo walks up to it.

Noticing FOUR NAILS around it, she runs her fingers through them. We don't understand what she's up to just yet, but we will. She's come to a realization. And she makes a decision.

INT. PTOLEMY'S TENT - DAWN

Ptolemy is startled when Gabinius walks in.

GABINIUS

Cleo got your letter, Ptolemy.
Archelaus thinks it worked.

PTOLEMY

My daughter is on her way?

Gabinius nods. Ptolemy sinks into deep guilt.

PTOLEMY (CONT'D)

Please don't hurt her.

GABINIUS

We'll do what must be done to get
Berenice to negotiate.

Off Ptolemy's concern --

EXT. MILITARY CAMPGROUND, PELUSIUM - OUTPOST - DAY

FOLLOW A ROYAL PARTY approaching the campground.

A very different scene from what we saw earlier: this time, Cleo's chariot is surrounded by the pomp and splendor that should accompany the Princess wherever she travels.

The pageant stops at the outpost. Ptolemy and Gabinius watch the scene from a few feet away, on their horses.

ROYAL GUARD

Cleopatra Ptolemy.

Suddenly, at A SIGNAL FROM GABINIUS, a group of SOLDIERS
ATTACK THE CONTINGENT, BRING CLEO DOWN AND DETAIN HER.

Cleo is shackled, opposing no resistance.

Then, she removes her veil... this is NOT Cleo! It's Dalila.

DALILA

Cleo couldn't make it, your
Highness. She sends her apologies.

Off Ptolemy, sure he's been played --

EXT. COAST, HILL - DAWN

Moswen, who has seen the scene from afar, gallops away from it, back to Alexandria, where he'll deliver the news.

Off Cleo's win, and her father's rage --

END ACT THREE

ACT FOUR**EXT. THE PTOLEMAIC PALACE - GARDEN - DAY**

Berenice sits while watching King Archelaus exercising in arms. Cleo walks up to her with a somber expression.

CLEO

You were right. It was a trap.

Berenice frowns, confused. Cleo wells up as she says:

CLEO (CONT'D)

I sent Dalila to meet with father,
impersonating me. He had her
detained.

Berenice is not surprised, but she's upset. Cleo wells up.

CLEO (CONT'D)

What? You didn't think I could
outsmart our father?

A touching moment between the sisters as they acknowledge how similar they are.

BERENICE

Do you see it now? We kill him--

CLEO

Or he kills us.

Cleo nods as she wipes her tears away. She's doing the most painful thing she's ever done: pick a side.

The sisters HOLD HANDS, ready to fight their father. Together.

The King walks up to them, wiping sweat off his forehead.

ARCHELAUS

Enough for today. Need to save my
strength for the real thing.

He takes off his heavy armor. As Archelaus leans in to kiss his wife, Cleo notices something in his belt: HER DAGGER, THE ONE MARK ANTONY CONFISCATED FROM HER!

Off the sparkle in Cleo's eyes --

INT. THE PTOLEMAIC PALACE - ROYAL QUARTERS - DAY

Cleo SLAMS THE DOOR SHUT behind her. A startled Archelaus spins to --

ARCHELAUS

Cleo!

CLEO

You're going to double-cross her,
aren't you?

ARCHELAUS

What?

CLEO

You're conspiring with Gabinius to
take your own wife off the throne.

Archelaus is dumbfounded. How could she possibly know this?

CLEO (CONT'D)

That's why you gave me my father's
letter, which he must have written
for the occasion. You wanted me to
respond to his summon because you
knew they'd take me prisoner,
didn't you?

Archelaus is speechless.

CLEO (CONT'D)

What's the trade-off?

ARCHELAUS

The trade-off? You've read too many
Greek tragedies.

CLEO

If Berenice wins, you remain king.
If she loses... what? Did they
promise you a place in court?

Archelaus remains silent, so Cleo moves towards the door.

CLEO (CONT'D)

If you're not interested in this
conversation, I'm sure my sister
will want to hear about your little
adventure with the Prime Minister.

His eyes BULGE -- How does she *know* all of this? Cleo bluffs:

CLEO (CONT'D)

Isis talks to me, remember?

The King is scared shitless. He crumbles.

ARCHELAUS

What was I supposed to do? She's the one who declares war, but I'm the one who has to fight it! I'm not a soldier. I don't want to die, Cleo.

CLEO

You should have thought of that before marrying a Ptolemy.

ARCHELAUS

(desperate)

Please. I'll leave, go into exile.

CLEO

You'd abandon my sister when she's in the middle of waging a war? You're supposed to love her!

ARCHELAUS

Love is for children, not statesmen.

It's a steep learning curve, and this is another part of the lesson. She's a fast learner, though:

CLEO

Get me a meeting with them.

Archelaus looks up. What?

CLEO (CONT'D)

Not with my father. Obviously, he can't be trusted. With their Commander, Mark Antony.

Archelaus swallows hard, hesitating.

ARCHELAUS

If the Prime Minister learns--

Cleo loses her patience:

CLEO

Do you want my sister to have you beheaded? Or perhaps strangled? As you know, that's her preferred method for disloyal husbands.

As Archelaus nods, we stay on Cleo. Proud of herself.

INT. THE PTOLEMAIC PALACE - CLEO'S ROOM - NIGHT

Cleo looks in the mirror as she puts on makeup. A warrior doing her war paint.

Behind her, Moswen stands still, calm; Habiba paces the room on the verge of a heart attack.

HABIBA

Is there anything we can say or do to stop you from doing this?

CLEO

Absolutely.
(off Habiba's hope)
Come up with a better plan.

Habiba hangs her head. Not an option. She turns to Moswen.

MOSWEN

The King and the Prime Minister have arranged this, Princess. The likelihood of an ambush--

CLEO

Archelaus knows he's a dead man if my sister learns about the affair, and I've made sure there are enough people who will speak up if anything happens to me.

HABIBA

What about the Prime Minister?

CLEO

Pothinus is in love with Archelaus. He would never do anything to put him in harm's way.

MOSWEN

You can't be sure of that!

Cleo turns around and looks at Moswen intently:

CLEO

I know true love when I see it.

Moswen looks away. He'd be bright red if he were the blushing kind.

Cleo takes her KOHL PENCIL to do her eyeline. This time, she pulls it further than usual... It becomes CLEOPATRA'S ICONIC EYE MAKEUP. A woman coming into her own.

CLEO (CONT'D)
How do I look?

MOSWEN
(smitten)
Like... a Queen.

CLEO
Good. Now let's go stop a war.

EXT. ROYAL HARBOR - NIGHT

Cleo stands by the dock with Moswen when a tiny TWO-OARED BOAT maneuvers up to the dock. Cleo whispers to Moswen.

CLEO
If I'm not back by dawn--

MOSWEN
I'll sink that ship myself.

INT. LARGE SHIP - NIGHT

In a room below deck, Mark Antony. Alone.

Cleo walks in. It's dark.

CLEO
A pleasure to see you again.

Mark Antony frowns. See him again?

As Cleo steps closer to the light, he recognizes her as the "whore" who visited their campground a few days before.

MARK ANTONY
I'm expecting Princess Cleopat--

A beat, as he begins to realize what's going on.

CLEO
It would be appropriate for you to
take a bow now.

Cleo finds his bewilderment quite amusing. When he finally comes to grips with who she is... he bows.

MARK ANTONY
Every Roman has heard stories about
your family. They don't come even
close.

CLEO

As I'm sure you realize, Commander,
my sister wants to go to war
against my father.

MARK ANTONY

Like I said. Not even close.

CLEO

A stable Egypt is in Rome's best
interest, especially when there are
substantial debts to be paid. A war
would be everyone's loss.

MARK ANTONY

So convince your sister to bow
down.

CLEO

Believe me, I've tried. And so has
her husband, as you know.
Unfortunately, it's not an option.

MARK ANTONY

And what do you want me to do about
it?

CLEO

Lose the battle. The Queen will
reward you handsomely.

MARK ANTONY

My military honor is not for sale!

CLEO

You can spare me the outrage. I was
afraid you'd say that. What if I...
could give you the chance to step
out of Caesar's shadow?

Mark Antony is taken by surprise. He studies her.

MARK ANTONY

How?

CLEO

Marry me. I grant dynastic
legitimacy; you bring the military
support of Rome. Together, we'll be
invincible.

MARK ANTONY

And how would that work, exactly?

Cleo approaches him seductively.

CLEO

First, we'd have to work around the fact that we don't like each other, obviously.

They are inches apart now, and the attraction is unbearable.

MARK ANTONY

Obviously.

CLEO

A secret ceremony tonight outside of the city walls. The High Priest will sanction it. We march into the city tomorrow. I handle our army. You handle yours.

MARK ANTONY

You think your father and your sister would renounce the throne?

CLEO

They won't have a choice. The people don't want war. We'll stabilize Egypt. Our armies, united, will head into Parthia. You'll lead them. And conquer. And in the spring we'll travel to Rome to negotiate with Pompey. If he wants to split the territory, he'll have to crown you emperor.

It's a bold plan. But it could work. He considers it. And then... a condescending smirk.

MARK ANTONY

How old are you, Princess?

CLEO

Why does that matter?

MARK ANTONY

Because I want to marry a woman. And you're a girl.

That pisses her off. She PINS HIM TO THE WALL. As she PRESSES A DAGGER against his neck, she feels his breath on her face. Alerted by the noise, his GUARDS barge in, swords drawn.

MARK ANTONY (CONT'D)
Excuse the bedlam, soldiers, we
were just playing. Weren't we,
Princess?

Angry, Cleo eyes the sword-wielding soldiers... and takes her dagger down. Mark Antony dismisses them, and the guards exit.

Cleo and Mark Antony stay glued to each other. Sexual tension doesn't even begin to cover it...

And then a HOT, STEAMY KISS. They part, eyes locked. There's more than a political alliance here. But:

MARK ANTONY (CONT'D)
Being able to seduce a man doesn't
make you a woman.

That stings. Once again, Cleo's been upstaged by her youth.

CLEO
And having an army doesn't make you
a leader. See you at war,
Commander.
(at the door, she turns)
Your deal with Archelaus. Tell
Gabinus it's off.

Off Mark Antony's reluctant nod --

EXT. THE CANOPIC WAY - DAY

Berenice addresses her TROOPS, gathered in the main avenue of the city and ready for war.

BERENICE
Rome will not impose its king on
Egypt. The Gods will guide you in
winning this war. Not for the sake
of your Queen, but for the sake of
your families and your future.

As she talks, we focus on Cleo, who examines the crowd:

A SOLDIER scratches some dust off his shield.

A MOTHER scolds her child.

A GIRL winks at an OFFICER, who smiles back.

No one is paying much attention. Berenice signals her INTERPRETER, who repeats her words in Egyptian.

As the interpreter translates, Cleo whispers to Habiba:

CLEO
I want you to teach me Egyptian.

HABIBA
Why waste time learning the
language of the people, Princess?

CLEO
If I'm ever Queen, I want to
command my troops in their
language.

The people CHEER HALF-HEARTEDLY. Berenice wants to say more,
but it seems pointless. She kisses Archelaus goodbye.

Cleo notices Pothinus frowning at the kiss. No one else does.

EXT. THE CANOPIC WAY - DAY

Cleo runs up to Moswen, at the lead of a contingent.

CLEO
You can't leave, you're a member of
the Royal Guard!

MOSWEN
I have different orders now.
Someone up high must have heard you
didn't like me.

A sad smile from Cleo.

CLEO
Who will I bicker with if you die?

MOSWEN
If chasing after you on your crazy
adventures hasn't killed me, I
doubt a few thousand Gabinians can.

But Cleo knows that's not true, and she's heartbroken.

MOSWEN (CONT'D)
Goodbye, Princess.

CLEO
Goodbye, soldier.

Cleo watches him gallop away.

INT. THE PTOLEMAIC PALACE - THRONE ROOM - DAY

The Queen, Pothinus and the Queen's advisors are gathered
around General Achilles. Everyone is in high spirits.

GENERAL ACHILLAS

They were heavily outnumbered; they
retreated fast.

Berenice beams. Cleo frowns, but doesn't dare speak up.

BERENICE

I commend you on bringing those
reinforcements from Memphis, General.

Achillas smiles at the compliment.

BERENICE (CONT'D)

Chase them all the way back into
Syria. I want to send a clear message.

Achillas nods, taking the order. Off Cleo's silent worry --

CLEO (PRELAP)

I don't think they're retreating,
sister.

INT. THE PTOLEMAIC PALACE - THRONE ROOM - DAY

Cleo talks to her sister in private.

CLEO

They must be leading us somewhere.
To reinforcements coming by sea, or--

BERENICE

You always think father is smarter
than he is.

Dismissing Cleo's suspicions, Berenice marches towards the
door. Cleo is defiant when she replies:

CLEO

And you always underestimate him.
He had Gabinius make a deal with
Archelaus, you know? Your own
husband, he would have betrayed
you. Had I not stopped it.

BERENICE

Don't flatter yourself. I changed
his mind. Archelaus is now out
there fighting for us. And we are
winning this.

Cleo is floored.

CLEO

You *knew*?

BERENICE

I started a war. I knew what the consequences would be. Everyone tried to find a way to side with the winner. Including you.

CLEO

Except I wasn't trying to save my own skin, but trying to avoid a foolish war.

BERENICE

You were running away from your destiny. You're trying to land on your feet whether we lose or win, but you can't expect victory and plan for defeat. Just grow up and pick a side.

Cleo is crushed, but she's too scared to stay.

CLEO

I'm sorry, Berenice. I'm leaving.

She moves to hug her, but:

BERENICE

Cowards don't get hugs.

EXT. ROYAL HARBOR - DAWN

Cleo is aboard a ship with her siblings and Habiba. She observes the SERVANTS loading.

She turns towards the lighthouse. Her expression changes as she makes a determination. Cleo stands and takes her things.

HABIBA

Where are you going?

CLEO

I can't run away from who I am.
Keep them safe, Habiba.

She hugs Habiba, kisses her siblings and gets off the ship.

When her feet hit the dock, Cleo notices the ground beneath her TREMBLING FAINTLY. To the rhythm of a marching army?

EXT. THE CANOPIC WAY - DAY

At the other end of the thoroughfare, Cleo can make out AN ARMY MARCHING IN. Roman or Egyptian?

INT. THE PTOLEMAIC PALACE - SEVERAL - DAY

Cleo runs into the Queen's quarters.

CLEO
Berenice!? Berenice!

The Queen is nowhere to be found.

Cleo walks into Berenice's room and goes straight for the jewelry drawer. It's EMPTY. Cleo runs to:

INT. THE PTOLEMAIC PALACE - THRONE ROOM - DAY

Cleo is shocked to find POTHINUS AT THE THRONE.

CLEO
What did you do to my sister?

POTHINUS
I didn't have to do much. She fled when she learned your father's troops had led hers to a trap. They're now marching unopposed.

The SOUND OF TROOPS APPROACHING becomes LOUDER.

CLEO
What's your game, Prime Minister?

POTHINUS
Don't worry about me, Princess.

A HORN announces the arrival of troops. Pothinus smirks.

POTHINUS (CONT'D)
You have more urgent matters to take care of.

Cleo bolts out of the room and runs to:

INT/EXT. THE PTOLEMAIC PALACE - EAST TOWER - DAY

Cleo flies up the tallest structure in the palace.

From the window, she sees GABINIUS' TROOPS MARCHING IN. A victorious Ptolemy leads them towards the palace.

The gate is closed and the Royal Guard stands behind it, but it won't take long for the men to take the palace.

Off Cleo, trapped --

END ACT FOUR

ACT FIVE**INT/EXT. THE PTOLEMAIC PALACE - TOWER - DAY**

On Cleo, still trapped.

BOOM.

A BIG LOG is thrust against the palace gates. A dozen SOLDIERS pull it back and thrust it back against the gate.

BOOM.

If this were a nightmare, this is where she'd wake up. But it's not a nightmare.

CLOSE ON Cleo, thinking quickly.

BOOM.

She flies down the stairs.

SMASH CUT TO:

EXT. THE PTOLEMAIC PALACE - DAY

BOOM. The door has been knocked down.

INT. SOMEWHERE DARK - CONTINUOUS

Cleo, huddled in the dark somewhere, hears the unfamiliar sounds of MAN-TO-MAN COMBAT. It's Ptolemy's advance army easily fighting off the Royal Guard and taking the palace.

INT. THE PTOLEMAIC PALACE - SEVERAL - DAY

SOLDIERS raid the palace. SERVANTS run for cover.

A soldier finds a hidden passage, pushes a door open to --

INT. THE PTOLEMAIC PALACE - DUNGEONS - DAY

Cleo hears STEPS APPROACHING.

PULL BACK to reveal where she is: a cell in the palace underground labyrinth, where she met with her sister earlier.

CLEO

HEEEEEELP!

A SOLDIER approaches. Cleo walks up to the bars.

CLEO (CONT'D)
I am Ptolemy's daughter. My sister
locked me up before fleeing.

The soldier walks away swiftly.

SOLDIER
Commander!

Cleo looks terrified. A few endless seconds go by...

SOLDIER (O.S.) (CONT'D)
She says she's the King's daughter.

Mark Antony comes to the cell. Shocked to find Cleo locked up, his first instinct is to reach for her hand.

MARK ANTONY
What are you doing here?

CLEO
My sister heard of our meeting. She
thought I had betrayed her.

Mark Antony's military instinct takes over. He lets go of her hand and takes a step back to look at the scene. Does this make sense? The plea in Cleo's eyes is irresistible, but:

MARK ANTONY
(to the soldier)
Keep her here.

INT. THE PTOLEMAIC PALACE - DUNGEONS - DAY

More FOOTSTEPS. Cleo sees her father walk up to the bars. She stays huddled in a corner, in the dark, as her father leans against the bars. He won the battle, but he looks defeated.

PTOLEMY
I caught your siblings on their way
out. They were running away from
me, Cleo. They don't know who I am.

CLEO
You've been gone a long time.

Ptolemy looks into the dark.

PTOLEMY
Come over here.

CLEO
Are you going to have me arrested
again?

PTOLEMY
That wasn't my idea.

CLEO
And destroying life as I knew it,
was that your idea?

PTOLEMY
It was the proportional response to
your sister's stubbornness.

Cleo stays in her corner. It's a confrontation between an angry teenager and her dad. Except there's world domination at stake in this particular stand off.

PTOLEMY (CONT'D)
I was actually... quite proud of
your move. Prudent, smart.

She seems to lose it, but we know she's lying when she snaps:

CLEO
It wasn't a "move," father! I was
locked up in here!
(off his shock)
Berenice knew I picked your side.

At Ptolemy's nod, two of his soldiers BUST THE DOOR OPEN.

PTOLEMY
You did good, daughter.

CLOSE ON Cleo as her father hugs her. She feels relieved... and incredibly guilty.

CLEO
Where is she?

PTOLEMY
She tried to flee, but Pothinus'
men captured her.

CLEO
Father, you can't trust the Prime
Minister.

PTOLEMY
He says the same thing about you.

A tense beat. Ptolemy ushers his daughter outside.

PTOLEMY (CONT'D)
Let's go. You don't belong here.

INT. THE PTOLEMAIC PALACE - CLEO'S ROOM - DAY

Cleo sits on her bed. Her room has been turned upside down. She looks exhausted. Habiba walks in.

HABIBA

My dear child. We were captured on our way out. They told me you were here. I couldn't believe it. What did you do?

Cleo shrugs. Her heart shatters as she says:

CLEO

I lied to everyone I love. I... survived. I'm not sure what for.

Habiba sits with her. Cleo rests her head on her shoulder.

HABIBA

You'll find out. In time.

Cleo weeps, releasing all the tension.

HABIBA (CONT'D)

You should say goodbye to your sister.

Cleo looks up at her, confused.

HABIBA (CONT'D)

She's in custody outside.

EXT. THE CANOPIC WAY - DAY

Cleo walks outside to see an ELEVATED PLATFORM in the middle of the wide avenue. On the platform, A CAGE. And, inside the cage, BERENICE, IN SHACKLES.

Cleo walks up to the platform. The GABINIAN SOLDIERS guarding it allow her to walk past them and up the platform.

CLEO

You left without me.

BERENICE

So did you.

CLEO

I told you to come with me.

BERENICE

Have you come to fight over who betrayed whom?

CLEO

No. I've come to ask for your help.

Berenice shows her shackles, as in: what kind of help do you think I can offer, dear?

CLEO (CONT'D)

You want to die knowing you did everything you could to stop Egypt from falling in the hands of Rome. And I want to know what I have to do to survive.

BERENICE

You've been shielded from reality for too long, I can't explain everything you need to learn--

CLEO

Father thinks I was on his side. He trusts me.

Berenice stares at Cleo: approval, even a hint of admiration.

BERENICE

I guess not picking a side can be a good thing.

CLEO

Tell me what I have to do.

BERENICE

You will need your people alive. Did Moswen make it?

Cleo looks down. She doesn't know. And it breaks her heart.

BERENICE (CONT'D)

Talk to father about pardoning the traitors. He can't annihilate his own army anyway.

CLEO

What else?

BERENICE

The end of war isn't the beginning of peace. Tomorrow, after I die, backstabbing season begins. Don't trust anyone.

CLEO

That's the kind of thinking that landed you in here.

Berenice shakes her head. She takes a deep breath, and:

BERENICE

Mother wasn't killed by Ubaid.

(a beat)

She tried to have me poisoned.

CLOSE ON Cleo, struggling to process this.

CLEO

You had mother killed?!

Berenice doesn't need to answer that. Cleo is horrified -- a girl learning her family is a nest of snakes.

BERENICE

Was mother a monster, plotting to have her own daughter killed?

(a shrug)

She felt threatened by my growing support, and she did what she had to do. In time, you'll do whatever it is you have to do. You understand?

Cleo swallows hard; it's one thing to understand it, it's another thing to be capable of doing it.

BERENICE (CONT'D)

You're stronger than you think you are, Cleo.

Clearly, Cleo doesn't think so.

BERENICE (CONT'D)

The first time mother locked you up in that cell... I don't remember what you'd done. You were two. She told you she'd let you out when you said you were sorry. You were afraid of the spiders down there, I'm sure you remember that.

Cleo nods. She does.

BERENICE (CONT'D)

We all thought it would take you the blink of an eye to ask for forgiveness. But you didn't. Mother kept checking on you. She couldn't sleep all night. In the morning, she opened the door. She asked, are you sorry? You shook your head, but she still let you out.

Cleo smiles.

BERENICE (CONT'D)
You are stone, Cleo. The true kind,
not mine. Don't forget that.

SOLDIER
Princess, the Commander requests
your presence.

On the ground below, looking up... MARK ANTONY AWAITS.

Berenice gestures for Cleo to go. Cleo turns towards her
sister, knowing this is the last time she'll see her alive.

BERENICE
Don't become me, Cleo.

Off Cleo's determination to heed that advice --

EXT. THE PTOLEMAIC PALACE - GARDENS - DAY

Cleo lets Mark Antony lead her to A DEAD BODY.

MARK ANTONY
Is this your sister's husband?

Cleo recognizes Archelaus and nods. A few feet away, POTHINUS
WATCHES HIS LOVER'S DEAD BODY. He's devastated.

MARK ANTONY (CONT'D)
(to his men)
Take him to the temple for
embalming.

CLEO
What? No.

MARK ANTONY
He was a king. He shall be buried
as one.

CLOSE ON Pothinus, moved to tears by Mark Antony's gesture.

CLEO
He was a traitor.

Pothinus seethes at Cleo.

MARK ANTONY
He wasn't the only one who switched
sides, was he?

Cleo looks down. Busted. Mark Antony walks away.

Pothinus joins Cleo. He stares at Archelaus, fighting tears.

POTHINUS

You knew he wasn't a soldier. And still you sent him to die.

CLEO

You're a fool if you think I have that much power. He went out to fight for his wife.

POTHINUS

He didn't love his wife!

Cleo turns to Pothinus, ready to mine his heartbreak.

CLEO

That's what he told you, but then he went and died for her. Hm. What a fascinating mystery. I guess we'll never know the truth. If only actions spoke louder than words.

Cleo enjoys humiliating her enemy.

POTHINUS

You're a snake. And I will make sure you get what you deserve.

CLEO

You bought the King's trust by capturing my sister. But, if anything happens to me, my father will know you are behind it.

POTHINUS

I don't need to kill you in order to beat you.

CLEO

Good. Because I don't intend to die anytime soon.

Cleo walks away. Off Pothinus, plotting his revenge --

INT. THE PTOLEMAIC PALACE - CLEO'S ROOM - DAY

Cleo lies face down on a massage bed when Dalila walks into her room. She playfully tiptoes up to Cleo, gesturing for the MASSEUSE to let her replace her.

Cleo notices something strange, and she turns around to find out what it is. She's BEYOND RELIEVED to see her friend.

CLEO
He let you go!

DALILA
I told you he wouldn't touch me. My
family has been supporting your
father in Rome.

They hug. After the initial happiness, a somber mood sets in.
Dalila is the first to bring it up.

DALILA (CONT'D)
Have you seen your sister?

Cleo tries her best to respond like a ruthless politician:

CLEO
Berenice should never have gone to
war against my father.

But she still hasn't mastered the art of indifference, and
her friend can see through it. Cleo is overcome with grief.

DALILA
Is there anything I can do?

Cleo holds back her tears, takes a deep breath, and:

CLEO
You should help me pick my dress
for tonight's banquet.

Dalila is saddened by what Cleo is doing, but she loves her
enough to know she needs her to play along.

DALILA
How fancy should we look? Are
Romans as handsome as they say?

CLEO
(a weak smile)
Some of them are.

DALILA
Is this an occasion for the golden
dress?

Cleo looks at her friend somberly as she says:

CLEO
If there ever was one.

INT. THE PTOLEMAIC PALACE - THRONE ROOM - NIGHT

The court, gathered around the throne... CLEO WALKS IN wearing a SPECTACULAR GOLDEN DRESS. This is the first of many signature outfits we'll see her wear.

Mark Antony's gaze finds hers. He is hypnotized.

She walks up to him, and we can hear him struggle to find something clever to say. He fails:

MARK ANTONY

You were missed at your sister's
beheading this morning.

CLEO

You must have been the only one who
expected to see me there.

He looks down, lost for words, as he often is around Cleo. Thankfully, Pothinus walks in and everyone turns to:

POTHINUS

The King of Egypt, Ptolemy XII!

Ptolemy walks in, wearing the crown. Everyone TAKES A BOW. Ptolemy addresses the crowd ceremoniously.

PTOLEMY

I want to thank this court for its
loyalty during the war. With Rome's
support, I will bring Egypt back to
prosperity.

POLITE APPLAUSE.

PTOLEMY (CONT'D)

As part of our peace efforts, I
will designate my heir.

SILENCE. Tension. Cleo holds her breath. She looks at Mark Antony, who shakes his head. Then, she sees Pothinus looking at her. He's smiling. That can't be good.

PTOLEMY (CONT'D)

I hereby officially designate my
son Theodotus as my legitimate
heir. My loyal Prime Minister,
Pothinus, will be Theo's regent
until he is of age.

Pothinus smirks at Cleo. She's horrified. And it gets worse:

PTOLEMY (CONT'D)

My daughter Cleo will be his Queen.
They will marry in the spring.

CLEO

NO!

Cleo's protest is silenced by THUNDERING APPLAUSE.

The King extends his hand towards his children.

Cleo stands in place, but Habiba pushes her away.

HABIBA

(whispering)

Pick your battles, Cleo.

Cleo staggers towards the throne. Her father forces her to take her kid brother's hand, as well as Pothinus'.

As the crowd CHEERS, Pothinus glares at Cleo.

As Cleo turns to Mark Antony, and he looks away...

INT. THE PTOLEMAIC PALACE - BANQUET ROOM - NIGHT

A LAVISH FEAST to celebrate victory.

But Cleo is in no mood for a celebration. She makes eye contact with Mark Antony. As he follows her outside...

EXT. THE PTOLEMAIC PALACE - GARDENS - NIGHT

Cleo waits for Mark Antony to join her, but she doesn't turn to look at him when she addresses him.

CLEO

Why did you let him do it?

MARK ANTONY

I didn't have a choice, Princess.

CLEO

(turning to face him)

Then I suppose I overestimated how much you cared about me.

MARK ANTONY

I don't think that's something that can be overestimated.

On Cleo. Touched. He collects the energy he needs to deliver the bad news:

MARK ANTONY (CONT'D)
 Caesar has summoned me. He wants me
 to go fight in Gaul under him.

CLEO
 You're leaving?

MARK ANTONY
 (hating this)
 I will be. When the tides permit.

Cleo is heartbroken. She moves to go, but he STOPS HER.

MARK ANTONY (CONT'D)
 We aren't powerful enough,
 Princess. I can't disobey Caesar's
 orders. And you can't disobey your
 father's. Not yet. But we will be.

She's intrigued. He brings her close, tucks her hair behind
 her ear... and kisses her. It's sweet and tender.

MARK ANTONY (CONT'D)
 You will become the most powerful
 woman of Egypt. I will earn
 Caesar's trust. Then we will be
 worthy of each other. And free to
 be together.

Cleo BELIEVES HIM -- it's the vision Isis showed her.

MARK ANTONY (CONT'D)
 True victories take time.

Off them melting into each other's arms --

EXT. THE LIGHTHOUSE - SUNSET

Cleo is alone at the port. Finally, a moment's peace.

Suddenly, she hears FOOTSTEPS behind her. She turns around to
 find... Moswen! She's moved, but plays it cool:

CLEO
 What took you so long?

MOSWEN
 I was expecting something more
 along the lines of "By Isis and
 Osiris, you're alive!" But I
 suppose that will have to do.

Cleo smiles at him. We can tell she's truly glad to see him.
 He sits by her, as close as their class difference allows.

MOSWEN (CONT'D)

I was hiding in the desert when I heard your father had issued a pardon for us "traitors."

Cleo sniffs around playfully.

CLEO

So that's where that awful smell is coming from. For a minute I thought there was a camel nearby.

MOSWEN

Coming to knock some sense into you seemed more urgent than taking a bath.

CLEO

A lecture already? I've heard plenty from Habiba, trust me.

MOSWEN

Princess--

CLEO

Please, soldier. Call me Cleo.

He's stunned. This is a big step up in their relationship.

MOSWEN

Then you'll have to learn my name.

CLEO

I know your name, Moswen.

The first time he hears it from her. HIS HEART SKIPS A BEAT.

MOSWEN

You can't trust that Roman.

CLEO

There's a difference between trusting someone and using them.

MOSWEN

Is that what you're doing? Because Habiba says you've fallen in love.

Cleo SHAKES HER HEAD. Moswen can sense she's lying, but he needs to cling on to the sliver of hope she's offering him.

Cleo turns towards the majestic lighthouse.

CLEO

Isis showed me something. My ancestor, Ptolemy I, who commissioned the lighthouse, wanted his name inscribed there, right above the door.

Moswen follows her look. Off the building

MATCH CUT TO:

EXT. THE LIGHTHOUSE - MONTAGE

The lighthouse from the Isis-inspired vision.

SUPERIMPOSE: Two hundred years ago.

A WOODEN SIGN is NAILED to the stone above the door.

CLEO (V.O.)

The architect, Sostratus of Cnidus, wanted his name inscribed on the building he made. But he wasn't powerful enough to disobey the King's orders.

The piece of wood reads PTOLEMY I in golden letters.

Watching the sign, THE KING smiles, satisfied.

CLEO (V.O.)

But there was something my ancestor wasn't taking into account.

It RAINS on the piece of wood.

WAVES CRASH against the lighthouse. Sea water soaks the wood.

CLEO (V.O.)

Time.

The SUN SHINES on it and, as water evaporates, the salt stays behind. Hot summer nights accelerate its CORROSIVE power.

The piece of wood starts to CRACK.

STRONG WINDS blow a chip of wood away. The four nails that Cleo discovered remain in place.

Slowly, but surely, the name of PTOLEMY I erodes, and it uncovers the name under it, CARVED IN THE STONE:

EXT. THE LIGHTHOUSE - SUNSET

It's the NAME ON IT TODAY: SOSTRATUS OF CNIDUS.

After examining it closely, Moswen turns to Cleo, completely understanding what she's getting at:

CLEO

True victories take time.

Moswen nods, hoping that applies to his love for her.

CLEO (CONT'D)

So let the backstabbing season
begin. Because I know time is on my
side. And I am ready.

Cleo smiles at Moswen, and he smiles back.

Off Cleo staring at the sun diving into the Mediterranean --

END PILOT