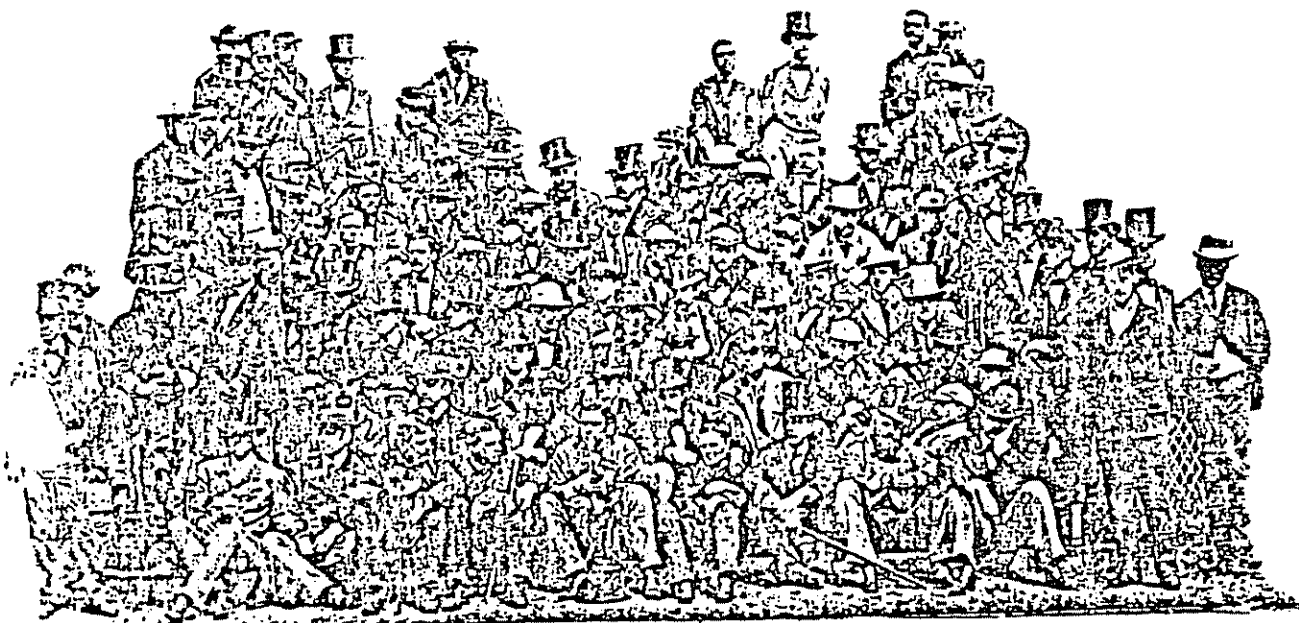


"What one loves about life
are the things that fade"



PROLOGUE:

1. EXT. HARVARD SQUARE, CAMBRIDGE, SUMMER 1870 - DAY

A lovely and haunting atmosphere. In the bright but still early morning, the sun is brilliant on the wet grass, the leaves of the trees and the gables of the buildings beyond.

A long line of MEN is suddenly visible through the trees, approaching the green. One hundred young men in all, and all are in full dress -- black swallowtail coats, etc. A MARSHAL with baton in hand, trying to organize the seniors, runs up and down the line greeting special friends.

In the meantime, the THREE LOWER CLASSES are forming open ranks on the avenue leading to Holden Chapel and are awaiting the seniors.

A great blast of MARCHING MUSIC goes up.

The seniors, in a column led by the BAND, come through the open ranks to raucous cheers of the three other classes -- one young man comes running up from behind. His face stands out from the others. He is JAMES G. AVERILL -- 21 years old, handsome, easy, graceful, fashionable. He falls into step alongside BILLY IRVINE, who looks very intelligent and a bit jaded for his age and gives an appearance of insouciance, but an unmeasurable sadness is there just beneath the surface.

They proceed with the seniors toward the chapel where their family and friends are waiting. Irvine removes a flask from an inside pocket, and with infinite care slowly twists off the cap, takes a long draught; some of it runs down his chin; he wipes it with the back of his hand; only now are we aware that he is stone stoned. He offers a toast to Averill, his expression indicating a kind of admiration.

IRVINE

(with sudden
depth of
feeling)

Here's to you, James. Another
damned fool but a great friend
and afraid of nobody!

Again there is a loud cheer that drowns out Averill's reply. And the MUSIC goes higher as the seniors enter the chapel and move up the aisle to take their seats on the platform.

CONTINUED

1. CONTINUED

IRVINE

(with comic
seriousness)

Oh, I wish you could see my heart,
James, and know this very night
I shall repent of my sins. We
have spent our last days in folly
and in the haunts of wickedness,
horse racing, gambling, and in
the pursuit of painted women --
all flesh is grass -- sad, sad!

AVERILL

(drinks)

Amen, brother Billy!

Just as they go inside, the mass of undergraduates and POLICE
at the door explodes in a sudden brawl for possession of the
doorway. Policemen are stomped down by the surge of students
who push through the door. Pandemonium. Then -

2. INT. HOLDEN CHAPEL - DAY

A stillness takes over suddenly as the REVEREND DOCTOR steps
up onto the platform. Now we see the inside of the chapel
more clearly. At the opposite end of the chapel, in the choir
loft, is the band. The galleries on either side are packed
with guests, society very much in evidence. There is a tense
silence broken only by students shifting in their chairs,
sensing the Reverend Doctor's judgment of them. Suddenly he
starts to speak; quietly, enunciating precisely.

REVEREND

My friends, if it be not a mere
farce that you are enacting in
these sacred valedictory rites;
if you mean them and feel them,
as I know you do -- they have for
you a mandate of imperative duty.

IRVINE

(under his breath)

Hallelujah, brother!

REVEREND (CONT'D)

It is not great wealth alone that
builds the library and founds the
college, that is to diffuse a high
learning and culture among a people.

(MORE)

CONTINUED

2. CONTINUED

REVEREND (CONT'D)

It is the contact of the cultivated mind with the uncultivated.

(pauses to gauge his effect)

Irvine is listening to this last with massive boredom which is only interrupted by a flicker of sexual interest when he notices Averill's eye caught on a beautiful GIRL with very white skin, wearing a white dress. Irvine puts his glasses on and studies the girl with the kind of attention that deserves an important legal brief.

REVEREND (CONT'D)

If it be true that the constitution of American society is peculiarly hostile now to all habits of thought and meditation, then it doubly behooves us to look well to the influence we may exert. A high ideal, the education of a nation.

(gravely)

Without fear of being presumptuous, we may claim that to us belongs a share in this great effort; that the general is not more dependent on the faithful heart and strong arm of the soldier than this country on our hearts and minds!

Everyone flutters for an instant. A hum of conversation begins to rise. APPLAUSE begins, but the Reverend Doctor stops it and introduces the Class Orator, William C. Irvine. Irvine is writhing in his seat during the introduction. Then he comes on stage, resolutely, but not without difficulty, making little bows to the APPLAUSE carefully balancing against gravity and vertigo. Averill rolls his eyes heavenward in supplication or prayer, or both. Irvine smiles the widest smile of which he is capable, puts his reading glasses on, and looks to the audience and begins to speak; his voice sounds oracular, but there is a thin -- very thin edge of irony in it.

IRVINE

Class of Seventy, and ladies and gentlemen, friends of the Class of Seventy. There is a story told by an ancient author of a young man who, being noticed by his friend to look dejected, was questioned by him concerning the cause of his troubled appearance.

(MORE)

CONTINUED

2. CONTINUED

IRVINE (CONT'D)

The youth used no concealment, but told him that for three days he had been vainly endeavoring, with his utmost efforts, to find an exordium for a subject on which he had to write; whence not only grief had affected him in regard to the present occasion, but despair in regard to the time to come. Whereupon, his friend replied with a smile, "Do you wish to write better than you can?" "Such," says the old writer, "is the whole truth of the matter; we must endeavor to speak with as much ability as we can, but we must speak according to our ability."

(this last with
and edge of sarcasm)

Averill strangles a laugh. The silence crackles, everyone squirming in their chairs, smiling uncertainly. Women adjust their hats as if they needed adjusting; men touch their ties. The Reverend Doctor blanches under his smile as if his blood were about to be drained. The smile remains.

IRVINE (CONT'D)

(breezy, confident)

Similar to the distress of this youth was my own trouble, when, upon examining the old skeleton on which most college orations are hung, I considered how I should incarnate that familiar framework. I at once determined not to attempt any profound or difficult matter, lest having given the dry bones at best but a long tongue and puny strength, and --

Irvine shoots Averill a sly sidelong glance. The Reverend Doctor seems to be getting more and more agitated. He wipes his brow with a handkerchief as Irvine goes on:

IRVINE (CONT'D)

-- and after much careful and calm meditation,

(MORE)

CONTINUED

2. CONTINUED

IRVINE (CONT'D)

The class has refused to advise
alteration,
In the usual law that is called
gravitation;
Though we had thought at one time
of having it stopped,
In order that some of us might not
be dropped;
But the mind of mankind, perhaps,
will be gratified,
To learn that at last the law has
been ratified,
And the common result may be counted
on still --

(pauses for
breath)

All rivers, as usual, flowing down
hill;
The seasons, in turn, will continue
to roll,
We shall ask for no change in the
north and south poles;
The sun will continue to set in
the west,
The majority of us decided it best;
We disclaim all intention of making
a change,
In what we esteem, on the whole,
well arranged!

This last jokingly but with an underlying seriousness; he's not really joking. Everyone looks stricken. The Reverend Doctor gives Irvine a stare so cold you can hear glaciers calving. The class mostly embarrassed for him, but one or two think it's funny. Suddenly, there is a joyous yelp of suppressed laughter, almost hysterical, from Averill. He can't help it.

3. EXT. THE GREEN, HARVARD SQUARE - DAY

The Green enshrouded in flowers. A JAM OF PEOPLE, perspiring, excited, joyous. SERVANTS making their way through the big crush, balancing dishes in the air above their heads. CROWDS everywhere, fences, trees, carriage tops filled with SPECTATORS, SIGHTSEERS in more carriages, on horseback and on foot blocking all the adjacent streets; the local police frantic. People grouped in windows watching the spectacle. The windows of Harvard, Hollis, Stoughton and Holden Halls overflowing with faces from the ground floor to the eaves.

CONTINUED

3. CONTINUED

The band begins to play a waltz. We follow Averill and Irvine into the crowd. The MUSIC comes on big and as the dancing begins, the air is filled with dust glittering in the golden slant-light.

Averill whirls around and a beautiful face is smiling at him; a startling BEAUTIFUL GIRL. The bloom of her cheeks and her dazzling smile transfix him for a moment.

AVERILL

(startled)

My God, you're beautiful!

And she is, and as she looks into his eyes, when she talks to him, and when she laughs, her eyes laugh.

GIRL

(laughing)

So are you!

And now the MUSIC reaching a crescendo, Averill and the Girl move onto the green, and as they dance, the whole place suddenly seems smaller and they are seemingly alone in the crowd with the MUSIC and the erotic tension between them building; Averill says something low in her ear, which we do not hear. Her laughter like an aurora. Irvine smiles, shakes his head, impressed, concealing some envy. The laughter and gaiety increasing as the afternoon wanes.

4. EXT. QUADRANGLE - DUSK

It is now later. The air is absolutely still and tranquil. Almost all the square seems empty, illuminated by hundreds of paper lanterns. Only the stirring of vague shapes, and a sudden wind is rising. It picks up and runs across the grass to rustle the trees. Beyond the gates, heavy ropes are stretched around a huge elm in the center of the quadrangle formed by the rear of Holden Chapel and Harvard Square, enclosing a circle. Girdling the tree trunk are garlands fastened to a great wreath of flowers ten or twelve feet above the ground. Suddenly, out of the distance, the band seems to explode into being, sounding "The Battle Hymn of the Republic" loud and clear in the fading light.

We watch the space between the ropes and the buildings surrounding it all as it begins to fill up until suddenly every inch of space is taken, and each of the hundreds of windows with a view of the tree is filled with the faces of all the young ladies, pale and beautiful, glowing in the sunset, and the tramping of feet like the sound of wild horses as now we see the seniors together again.

CONTINUED

4. CONTINUED

Old coats have been substituted for the earlier swallow-tails and on closer view we see that they are also wearing shirts and trousers of every size and description, and towering stovepipe hats with the year of their class cut in large letters. The sudden sight of these bizarre figures is jarring.

The entire class resembles an avenging mob of rowdy and seedy-looking characters, the band at their head, and all of them ripped on beer and wine.

As within the rope enclosures around the tree, the three lower classes are grasping one another's hands, increasingly nervous as the mob of seniors get closer and closer to the tree. Ahead of them comes a terrible roar, the seniors at a dead run now, charging across the length of the field like an avenging storm.

Suddenly they collide, fighting to break the rings of the lower classes in every place they can. They drown the yells of the lower classes with their own cheers. The MUSIC of the band gets louder and the cries of "Harvard, Harvard, Harvard" can be heard over the fierce fighting. Suddenly over the pandemonium another roaring cheer drowns out the other sounds as the seniors rush into a breach and fill the inner circle around the tree.

The Marshal waves his baton and everything goes silent. A moment of absolute silence passes, with only the sounds of heavy breathing. Slowly the seniors begin to sing the chorus of their class song to the tune of "Fair Harvard." A thick cloud of dust settling all around them as they sing:

SENIORS

Let our friendships be forever,
Let our love perish never!
When we're parted, stick together,
Heart to heart, bold and true.
Never fear, then, for Seventy!
Give a cheer, then, for Seventy!
Meet the world bravely, Seventy!
Forward, hearts bold and true...

More cheers are raised, drowning out this last. Then the seniors cheer themselves and then in succession they cheer the three lower classes. Each class in turn joins in until it becomes a tremendous howl. Again the Marshal raises his baton and again there is another silence. Almost in a split second, there are four complete rings, each made up of about one hundred men, encircling the old elm tree. The rings stand motionless. The senior ring is nearest to the tree, followed by concentric rings of juniors, sophomores and freshmen.

CONTINUED

4. CONTINUED

The Marshal again waves his baton and the classes begin to move around the tree. Seniors and sophomores running to the right, juniors and freshmen to the left. The rings moving faster and faster around the tree. The crowd is intense and loud with excitement.

MARSHAL
(shouting at the
top of his voice)
I propose three times three cheers
for our dear old country!

He lifts his high hat and swings it in the air. There is a crash of cheers and applause. Then he hurls his hat at the tree.

The seniors make a sudden fierce rush for the wreath of flowers. The rings collide at full speed, coming together with such force, the thud can be heard at the far end of the square. They become a surging mass, leaping, climbing, jumping and vainly trying to reach the flowered wreath far above the ground. They begin to stand on each other's shoulders, beating off competition, punching each other mercilessly, as the band suddenly strikes up "The Blue Danube."

A sophomore fist sounds like a hammer as it breaks Irvine's nose. Averill flattens the sophomore with a crisp right to the face. Irvine is holding his shirt to his bloody nose. Averill is possessed, exhilarated, takes crazy risks, constantly swinging, enjoying the contact. We can HEAR the sound of his breathing riding over the NOISE and fury of the game. And the band never stops playing "The Blue Danube," even as they are hit in the pandemonium.

Suddenly, as Averill plucks the first bouquet from the wreath, a thousand hands clap. He raises his hand to all the gloriously young ladies in the upper windows and then scatters the flowers to the students below. He is up on Irvine's shoulders. His own face has a deep cut and his eyes are blazing with excitement, his illusion of exceeding mortal limits, his scarf streaming behind him. Applause ringing out from the halls surrounding the square.

AVERILL
(exhilarated, gasp-
ing for breath)
Have you ever felt ready to die,
Billy?

CONTINUED

4. CONTINUED

IRVINE
(abruptly, over
the NOISE)
Oh, my God, it's...over, do you
realize it's over?!

There is a last great cheer, that drowns out Averill's reply. He looks up. In the highest window of one of the buildings he sees a pale young woman, the startling beautiful girl who is familiar to us from the dancing earlier on. She flashes Averill a wide, dazzling smile, and then she laughs.

Averill tries to shout something to her over the awful commotion. She gives him a look as if understanding something we do not. Then there is a sudden blur of movement. Irvine's legs give way; Averill falls. In the space of an eyeblink, we see the girl is gone -- in any case, the rising pitch of excitement is interrupted by the singing of "Auld Lang Syne."

Averill moves his mouth as if to say something to Irvine, but nothing comes out. The great wave of emotion from the singing overwhelms them. They look out over it all searchingly, as if trying to lock it in their memories. They begin to sing with the others.

We see everywhere shirts are torn and bloody, faces are swollen and are cut and stained with blood; everyone there moved more than they care to admit; singing with such great depth of feeling, they are like one voice -- a voice so vibrant, so pure, that it seems enough to break the heart. It builds to an unbearably emotional climax.

A moment of silence ensues. There is an uneasy balance between fear and great expectation in the moment. Then there is a final moment as the young men all rush into each other's embraces with blows of their old hats and rough hugs. We see them in a haze of shadow. The centuries-old trees rising all around them, magical in the twilight.

CUT TO

5. EXT. JOHNSON COUNTY, WYOMING, WINTER 1891 - DAY

And it couldn't be more of a contrast where we've just been. Not a single bird is flying. The air is numb.

Far away, a YOUNG BOY works a pump. His figure quivers in a heat mirage off the snow. The distant CREAK of the pump SOUNDING like a strange animal, exhausted or dying, as in the background we see an emigrant's shack.

CONTINUED

5. CONTINUED

A WOMAN carrying an empty basket comes out of the shack into the bitter cold. She walks slowly towards a grove of trees hung with sheets and other laundry.

We HEAR a distant chopping sound. It gets louder as the Woman nears the sheets. She looks up at the sun; her face gaunt, anxious, hollowed by hunger. She is perhaps only twenty but looks fifty. She stares at the distant snow-capped peaks and at her son.

The Boy finishes pumping and carries the water bucket inside. After a moment, watching him, the Woman turns away and slips behind the sheets.

Between two trees, the bloody carcass of a steer is strung up for butchering. It is perfectly concealed withing the perimeter of sheets and laundry, some of which is spattered with blood. A weathered MAN of twenty-five, wearing a bowler hat, works with a hatchet, but he is inexperienced and it is tough going. The Man is all greasy with fat and soaked in his own sweat.

The Woman starts swiftly filling her basket with meat. Neither of them pauses to speak. Hundreds of insects badger them and the ground is black, soggy with blood.

The Woman takes down an inside sheet, folds it over the top of the basket, concealing the meat. The Man stops to wipe grease from his hands. The Woman grunts, lifting her basket. They stare at each other, both tightlipped, weary. She manages a smile for him, then turns and moves out of the barrier of sheets and on up towards their shack. The Man watches her as the Boy rushes outside to take one handle of the basket. Now we become aware of their voices, although we do not hear them very clearly at first.

In LONG SHOT, the groved laundry looks not the slightest bit unusual. The SOUND of the hatchet begins again.

After a moment, the Man drops the hatchet on the ground, removes his bowler, mindful of the grease, and wipes sweat from his forehead. He puts the hat back on, groans, and as he bends to pick up the hatchet -- he freezes.

Showing in the space between the ground and the sheets are boots, immobile; unworn leather where the spur straps are normally.

The Man goes white with fear. He straightens up slowly, verly slowly, hatchet in hand. His heart races in panic.

A slight breeze ripples the walls of bloodstained sheets surrounding him.

CONTINUED

5. CONTINUED

Fear rises in his throat. He starts to speak, imploring:
Here we recognize the voice as Russian.

Suddenly, and without warning, a thunderclap EXPLODES through
the sheets -- buckshot tearing into everything in sight.

The Man screams, spinning into a red blur -- his dead weight
slamming against the ground. The SOUND of the shotgun
REVERBERATING in the still, cold air.

The Woman comes running, shrieking. When she sees her hus-
band, she stumbles to the ground and begins to vomit and
shake. Blood seeps into her dress at the knees.

Her Boy hovers at the door of the shack, staring, unable to
move at this very moment.

And through tattered remnants of sheets, we see a man walking
away. He is not more than 24 or 25 and moves with an easy
primal grace. He is NATE CHAMPION. He comes to a plowed
furrow, used to mark off the homestead, kicks the dirt
boundary line contemptuously. We can HEAR him, but just
barely so.

CHAMPION

Dumb.

He goes over a rise towards his horse. As he disappears from
view, there is only the roiling waves of heat rising off the
patches of snow.

6. EXT. RAVINE - DAY

We watch Champion putting his spurs back on, rowels glinting
in the sun as their shrill metallic ring ECHOES in the air
above his head. Rawboned hands stretch leather. Dust jumps
around stamping heels. And as Champion prepares to mount up,
we catch a glimpse of the WYOMING STOCK GROWERS ASSOCIATION
imprint on his gear. He quierts his horse and pulls out across
a rolling section of prairie rangeland.

7. EXT. PRAIRIE - DAY

A ground swell diminishes revealing a pack train of EMIGRANTS
stretching across the land for almost three miles. The
Emigrants are pulling carts on which are piled all of their
belongings.

We see dazed men pulling women, wives pulling sick husbands
and little children pulling carts to do their share.

CONTINUED

7. CONTINUED

Frozen mud is welded to their clothes and feet and everyone is footsore walking with great effort at a slow pace, silently, in the numbing cold. But the view of the distant mountains spreading before them is breathtaking.

As Champion spots the Emigrants, he sighs with massive resignation, then quiets his horse hard, galloping straight toward them, cutting as close to the rickety wooden carts as possible, covering everyone in a moving cloud of swirling dust and snow.

8. EXT. TRAIN - DAY

A train marked "FREEMONT, ELKHORN & MISSOURI RAILROAD" whizzes through the vast ocean of rangeland. It has one Pullman car -- the rest emigrant cars and freight. The blinds in the Pullman are shut against the sun. The emigrant cars overflowing with PEOPLE of every nationality and description from the wheels to the topwalks.

9. INT. PULLMAN CAR - DAY

The interior is dark, slatted with ribbons of light, nearly camouflaging a solitary passenger -- a man. The man dozes, hat propped low over his face, stockinged feet propped up on the chair ahead. The heat from the stove is oppressive. As the train whistle SHRIEKS, the man rouses from the stove, his shirt sticking with perspiration. He tips the brim of his hat up and makes an effort to look outside.

Between the slats we can see a wooden sign reading: CASPER, WYOMING.

The man looks around at the empty car. Now we see that it is Averill. The sudden sight of him here is jarring. But Averill -- as in the earlier scenes -- stands out, leaner, more restrained; visibly older. He pulls over a coat, removes a flask from the inside pocket and takes along pull. He swirls it around in his mouth to burn off the fuzz. He flexes his toes, caps the flask, and reaches down for his boots.

The boots have slipped under the chair.

Averill swears to himself, gets down on hands and knees, muttering. He pulls an empty whiskey bottle out of one boot and stays on the floor to put the boots back on. But his feet have swollen during the long trip, and he fights to get into the first boot.

CONTINUED

9. CONTINUED

It becomes a real struggle requiring a lot of swearing when suddenly he slams the boot against the chair, repeatedly, and with such violence that the CONDUCTOR, just coming in, is both startled and frightened. For a moment, they just stare quizzically at each other.

AVERILL

(smiling)

It's all right. My feet swelled up.

The Conductor hesitates a beat, then announces the stop precisely, as if the car were full of people, and leaves.

Averill straightens up to his full height of over six feet. He straps on an Endfield revolver, right shoulder, handle to the front. A heavy pair of handcuffs are looped around the belt. He puts on the coat, which nearly reaches the floor, adjusts his shoulders and steps off the train into the full brunt of the crowd. There is in his movements -- still -- a natural elegance; this despite his changed appearance, which is considerable. He squints his eyes against the glare.

10. EXT. CASPER RAILROAD DEPOT - DAY

Crowded onto the platform we see a huge, motley horde of more EMIGRANTS. The women sit on broken boxes and cartons tied with rope. Children are dirty, noisy, tearful; and baggage lies around in the open everywhere. Inside -- we see -- through the windows -- elegant LADIES and GENTLEMEN in separate waiting rooms, playing cards, smoking, carefully separated from the filthy hordes outside. Theatrical posters announcing a performance of Othello are posted side by side with new notices to the effect that 'The Governor of Wyoming is willing to give all possible assistance to men who will help eliminate the present state of anarchy in Johnson County.'

Averill steps forward, studies this notice, particularly; then walks down the length of the platform toward a flatbed freight car at the end of the train. The newer Emigrants, numbed by the cold, take little notice of him as they climb down from the cars.

On the flatbed car, a couple of WORKMEN pull a stiff tarpaulin off a magnificent new Studebaker, all gleaming black lacquer and fine gold stripe, shining in the sun. The men whistle in appreciation over its elegants lines, feeling the workmanship with their hands.

FIRST MAN

Studebaker -- a Queen Phaeton!

CONTINUED

10. CONTINUED

Averill watches them, smiling at their pleasure. Another MAN, wearing a stationmaster's hat and clutching a bill of lading, comes up behind him. He is a short, grizzled Irish Emigrant with a bent face coppered by years in the sun. His name is CULLY and he has a big grin on his face.

AVERILL
Is that you, Cully?

CULLY
Yes, howdy, Jim.

AVERILL
I'll be damned! What in hell are you doing here, in that rig?

Cully self-consciously adjusts his stationmaster's hat.

CULLY
(embarrassed)
Hard times, Jim. A citizen's got to make a dollar anyway he can these days.

(change of tone)
Say, I thought you were still up in Johnson County.

AVERILL
I am.

CULLY
What are you doing down here in this part of the country?

AVERILL
(pause, then flat)
Brought an Emigrant woman in for hanging. Federal Penitentiary. St. Louis.

CULLY
(surprised)
The law hanging women now?

AVERILL
She shot her husband six times in the head. Then the kids...

CULLY
(wonderingly)
God of shit!

CONTINUED

10. CONTINUED

AVERILL

(wearily)
Maybe I'm overdue for a new life
myself, Cully.

CULLY

Well, how's things in St. Louis,
anyways?

AVERILL

The St. Louis bank just crashed.

CULLY

Christ Almighty! What's next?

AVERILL

Time to get out, Cully.
(sardonic)
Head West.

CULLY

(dismal)
I already been there!

As over the last, Cully hands Averill a receipt for signature. Averill signs it as a large crowd of Emigrant children edge in around them, admiring the Studebaker. One of them, wearing a particularly hungry look, is staring up at Cully, who pretends not to notice.

CULLY

Got yourself a fit drivin' carriage there. Takin' it back up to Johnson County, are ya?

AVERILL

(noticing the
kid)
Tonight, if it doesn't snow.

CULLY

I heard another citizen was killed up there, day before yesterday. Caught speed-butcherin' a steer with a hatchet. Michael Kovach, I believe.

AVERILL

Mike Kovach, you say?

CONTINUED

10. CONTINUED

CULLY

(nods, bitterly)

For sure. Every new citizen takes
up land here -- the big fellows
blackball him. A citizen steals
to keep his family from starvin'!
Then they threaten him off or
kill him!

(spits)

As they start back towards the jammed station house, a straw-
berry roan is being led from a horse car.

Cully checks his list. An Emigrant kid is still following,
staring at him. Cully, exasperated, pulls out a coin,
shoving it at the kid. The kid grins through missing teeth
and takes off.

CULLY

(to Averill)

Roan yours too, I see. Nice
lookin' animal.

Still another horde of Emigrant families, clutching their
tattered goods, pours out of the other horse cars now. They
all shield their eyes against the glare, apprehensive, warily
drifting towards older arrivals: the familiar BABBLE of
foreign tongues.

AVERILL

(indicating
Emigrants)

Getting more crowded every day,
isn't it?

CULLY

Poor sonsabitches sit around weeks
waitin' for claims verifications.
And do they know what's waitin'
for 'em out here? No, they don't!
They just sit here in the asshole
of creation, some starvin' right
in front of my eyes. Babies, too!
Every damned day I swear I won't
give 'em another penny. I'm a poor
citizen myself! But what can you do?
I'm as human as the next citizen.
I'm a human being, ain't I? I'm not
ashamed of it! I tell ya, I got so
I can't stand this job already!

Averill reaches into his pocket.

CONTINUED

10. CONTINUED

He 'shoves a wad of paper money into Cully's pocket. Cully
flushes red

AVERILL

(smiling)

Here, this time it's on me, Cully.

CULLY

(embarrassed)

Now, Jim, you don't have to do
that. What do you want to do a
thing like that for?

AVERILL

Harness up the Studebaker for me.
I'll be back for it presently.

Averill crosses the platform, heading around the sunny side
of the building for the street. Cully hesitates a minute,
then runs after Averill.

CULLY

Say, Jim!

Averill stops, turns.

CULLY

(as if about to
say something
else but then)

-- I'll guard them like a Texas
man guards his watermelon patch!

AVERILL

Thanks, Cully.

(indicating
Emigrants)

Don't let them citizens get to you.

CULLY

Yeah. You know that!

11. EXT. CASPER, ZINDEL'S STORE - DAY

Averill crosses through side street traffic toward Zindel's.
We catch a glimpse -- a fast glimpse -- of an official
hanging taking place behind a fence. A few spectators sit
on the fence watching matter-of-factly. Ahead, the main
street is choked in a haze of dust.

CONTINUED

11. CONTINUED

Zindel's advertises USED RIFLES \$2, PISTOLS \$1, DOUBLE BREECH LOADERS \$7.99, and HOOD'S SARPARRILLA \$1 each. Among other things, Zindel's also displays burial cases in the windows.

The front is crowded with people and a fistfight is going on. A young MOUSTACHED MAN knocks down an EMIGRANT. A CROWD of other men is standing by as the EMIGRANT'S WIFE and two CHILDREN, a boy and a girl, watch frightened. The Moustached Man rips things out of a hand-drawn cart piled high with all of their belongings. Averill wearily glances at them. He almost stops but has seen this too many times before and this is not his town, and he continues inside.

12. INT. ZINDEL'S - DAY

The store is jammed with YOUNG MEN getting guns and ammunition. Everyone talks over the NOISE by alternately shouting and cursing. Despite the stove, the men all wear long coats and knee-high boots. Most sport moustaches and none are over thirty. Excitement is high. An orgy of buying seems to be going on. It all takes Averill by surprise. He surveys the scene for a familiar face but does not recognize anyone. And as he threads his way to the counter, we catch fragments of conversations. A HUGE MAN is approving another MAN's new suit. He speaks slowly.

HUGE MAN

Hell, one average killing pay
for a rig like that!

MAN IN NEW SUIT

Dudley, I do believe I am finally
working for a rich firm!

The man grins with a mouthful of yellow teeth as we pick up ANOTHER MAN in mid-conversation.

ANOTHER MAN

-- bitch just sat crosslegged on
the corner of the billiard table.
When I shot the man, she dropped
her hands in the blood, jumped
up and down and so help me Christ
-- yelled "cock-a-doodle-doo!"

A TALL MAN, bearded and tough-looking, is shouting something to a harassed little CLERK behind the counter. Averill studies him casually.

CONTINUED

12. CONTINUED

CLERK
Stock Growers' Association?

BEARDED MAN
(nods affirmatively)
Name's Morrison!

The Clerk consults a list, finding the name, and pushes it in front of Morrison.

CLERK
Sign here, next to your name.

MORRISON
(signing)
I want a new suit of clothes and
a .45-.90 Browning Brother's
patent.

CLERK
(indicating)
Suits are over there. Self-
service. I'll see about the
other.

Morrison turns and walks past Averill. They measure each other for a beat. Averill steps up to the counter.

CLERK
Association?

AVERILL
No.
(pause)
Where's Zindel?

CLERK
(surprised)
Died. Apoplexy.

AVERILL
Looks like you struck it rich
here, friend.

CLERK
Mister, I ain't got spit left
to pass the time of day. What
do you want?

AVERILL
(after a pause)
I'll take a Winchester .44
Brandy -- B and B.

CONTINUED

13. EXT. ZINDEL'S STORE - DAY

The Moustached Man is now punching the Emigrant's face to a pulp. The Emigrant's Wife, wild with fear and hate, suddenly springs at the Man, kicking and biting him, trying to save her husband. The other men roar with laughter.

Averill, carrying a bottle and the new Winchester, comes out of the store just as the Man whacks the Woman with his fist, knocking her to the ground.

Averill sighs, walks almost past the Moustached Man, stops casually, then taps him on the shoulder. The Man whips around, dropping the Emigrant, who falls in a bloody heap to the ground. His Wife rushes to him and his children run to gather up their family's scattered belongings as other men pour out of the store now to see what will happen.

AVERILL

(calmly)
You already won, friend. I think
that's enough, now.

MAN

(grinning)
Says who, old man?

AVERILL

(affecting a
pained expression)
I can't believe you fixed your
mouth to say that, boy!

The Moustached Man flicks out his left. Averill moves his head a little, not much, but just enough to let the punch pass.

The Man resets and tries again.

Averill blocks it and counters with a vicious shot to the gut.

The Man groans and tries to pull away but Averill pushes him against a horse and bangs in a half-dozen good punches. As the Man's hands come down, Averill smashes him with a hard right-left combination in the mouth. The Man collapses. His face is all glossy with blood as, for a moment, ANOTHER MAN considers leveling his rifle. Averill is ready, calm, waiting.

AVERILL

(smiling directly
at the other Man)
Like I said, he already won!

CONTINUED

13. CONTINUED

The other Man decides against drawing as in the background the Emigrants pull their wagon away.

MAN

(dazedly, shouting at them)

Go back where you came from. You won't take any more land here!

Averill pulls out a Federal marshal's badge and sticks it on a low slung side pocket of his long coat, stares down the rest of the men -- nobody makes a move.

From inside Zindel's, we watch Morrison watching Averill walk away toward the depot, scraping mud off his bottle as he goes.

14. EXT. CASPER RAILROAD DEPOT - DAY

At the front of the depot, Cully holds the reins close on the roan, watching Averill anxiously as he comes back through the street crowd.

AVERILL

What the hell is going on around here, Cully?

CULLY

(nervously)

You hear all kinds of rumors around a railroad depot, Jim. I can't afford to get involved! I just got this job...

He avoids meeting Averill's eyes too directly. Averill has not stopped staring at him the whole time and it's next to impossible for him to remain silent.

CULLY

Hell, last night I was over to the Two Oceans Hotel havin' me some Baltimore oysters. I met two citizens -- a Mr. Morrison and a Mr. Budley. No, I think the name was Dudley -- biggest citizen I ever saw! I had a long drink with Morrison and Dudley.

(MORE)

CONTINUED

14. CONTINUED

CULLY (CONT'D)

They said that they were now in the employ of the Wyoming Stock Growers' Association. Dudley said the Association was hiring up a big mob from all over the north-west. Every citizen's business is his own affair, you understand.

AVERILL

(nods)

I believe I'll pay the Association a little call while I'm down here.

(indicating rig)

Watch my goods, Cully.

15. INT. THE WYOMING STOCK GROWERS' ASSOCIATION - DAY

An OLD BUTLER carrying a silver coffee service walks down an elaborate hallway. We can HEAR the muffled words of a speech being made in a room nearby.

VOICE (O.S.)

This is no longer a poor man's country!

As the Butler opens a door, there is a tremendous wave of APPLAUSE. A dining room, opulent, thick with cigar smoke shifting in the air above. The heat is suffocating. THIRTY-SIX MEN wearing full dress suits are applauding. All of them Averill's age, and for the most part they have the same look and manner of aristocratic Easterners. Sweat beads on their faces.

A tall, spare intense man stands in front of the fireplace, waiting for the applause to die down. He is FRANK CANTON. It is his voice we heard in the hallway. Canton, reading from notes, continues.

CANTON

-- These Emigrants only call themselves settlers, but we know them personally to be thieves and anarchists openly preying on our ranges. There isn't a single jury of their peers that will indict them -- even in the face of evidence as conclusive as any ever submitted in a court of justice!

APPLAUSE

CONTINUED

15. CONTINUED

The shrill voice of MAJOR WOLCOTT cuts through the noise. He is a short, round-faced man, impulsive and domineering.

WOLCOTT

(shouting out)

They're an ignorant, degraded gang of paupers! Their only stock in trade consists of large numbers of ragged kids!

More APPLAUSE.

CANTON

(continuing)

-- Out of one hundred and eighty indictments, we have had one conviction in four years! That man was caught with the hide and bones of the stolen animal. He was found guilty of stealing the hide and bones only, which was valued at eighteen dollars -- making his crime petty larceny!

He is interrupted by the distinct Harvard accent of Billy Irvine. Then we see him: here in contrast to the earlier occasion, the ravages of drinking are now glaringly apparent -- both in Irvine's face and in his unsteady hands. But his eyes still lit with some inner ironic meaning. He is now thoroughly drunk.

IRVINE

The jury evidently took it for granted that the rest of the animal was still out roaming on the range!

Everyone laughs except Canton, who is quietly furious. Irvine gets up, bows gracefully to everyone, and staggers toward the door.

CANTON

(after a pause,
continuing)

-- Consequently, the Wyoming Stock Growers' Association will now publicly wipe out these thieves and anarchists. We are employing fifty men on the basis of five dollars a day and fifty dollars for every man shot or hung!

(MORE)

CONTINUED

15. CONTINUED

CANTON (CONT'D)

We will first go to Johnson County, depose the incompetent civil authorities, and keep possession of the town there until we can take charge of the courts!

Bigger APPLAUSE.

CANTON

(portentiously)

-- We have placed one hundred and twenty-five names on a Death List.

There is a sudden spasm of COUGHING and CLEARING OF THROATS as men give each other indirect looks. A distinguished-looking YOUNGER GENTLEMAN of medium height, wearing spectacles and a moustache, stands up.

YOUNGER GENTLEMAN

I know it seems to be the popular thing at present to hamper justice for us. But I am afraid, gentlemen, that to kill one hundred and twenty-five people at one time will only further prejudice public opinion against ourselves. I am going to move that we stop right here...

WOLCOTT

(rising out of his seat, shouting)

There are too many people here now! Too many people and not enough cattle! I'm prepared to take any further steps to see that this thing succeeds.

Still bigger APPLAUSE.

CANTON

(driving it home now)

-- I had a very satisfactory talk with the Governor yesterday. He asserted in the most positive terms his wholehearted support, as well as that of the Senate and House of Representatives of these United States!

CONTINUED

15. CONTINUED

Now tremendous, spontaneous APPLAUSE.

CANTON
(loudly, over
the APPLAUSE)
If we fail, the flag of the
United States fails. That's
all I'm going to say before
we ask every member to endorse
the general plan of the cam-
paign. We will call the roll
and take a voice vote.

Canton begins calling the roll as, over individual VOICES all
shouting "Yes," we see Irvine, lurching through the hallway.
He is really quite drunk. There is the SOUND of a cue ball
connecting -- a muffled THUD against a side rail.

16. INT. BILLIARD ROOM - DAY

The billiard room is classic, right down to the trophies
and the team photographs of gone days. As Irvine comes in,
his mouth drops open.

IRVINE
Holy God of the Prophets! James!
What are you doing here?

Now we see that the player is indeed Averill. He has been
listening, looking not surprisingly quite at ease here.
His own flask sits on the side rail.

AVERILL
Hello, Billy.

He chalks his cue stick and continues playing. Irvine lo-
cates a chair, getting into it as best he can.

IRVINE
(with some
wonder)
Amazing coincidence! We've been
just debating one of your county's
more infamous legal decisions...
I paralyzed everyone with my
matchless eloquence!

Averill makes a stunning shot. Irvine looks on appreciatively.

IRVINE
Incidentally, does anyone know
you're here?

CONTINUED

16. CONTINUED

AVERILL

Just you.

He drains the rest of his brandy. Behind him is a wall of sports photographs. One of the football teams shows Averill as a young Harvard quarterback. James G. Averill -- to his left, William C. Irvine -- to his right, Theodore Roosevelt, etc., Harvard Class of '70. Averill resumes his play.

IRVINE

Why the hell did you come here?

AVERILL

(measuring
a shot)

Why do we do anything?

IRVINE

(wistfully)

Ah! We ask but time to drift!
To drift and note the devious
ways of man. To drift and scan
the truths that underlie the
surface faiths whereby men live
and die!

(pauses, bowing)

W.C. Irvine, *Hasty Pudding*, 1869.

AVERILL

(smiles)

Billy, you were the only sonof-a-bitch I ever knew worth drinking seriously with.

(drops a two-
ball combination)

IRVINE

True, true. You know James,
one half of my drunkenness can
be accounted for by the fact
that this building is so poorly
ventilated...

(pauses, suddenly
losing his train
of thought)

AVERILL

(seriously)

What's going on here, Billy?

CONTINUED

16. CONTINUED

IRVINE
Ugly rumors, James.

AVERILL
That's a gob of spit, Billy!

IRVINE
(almost abstracted)
-- A hundred names or thereabouts
on a list...Some of these Emigrants
they're going to kill off.

Irvine's eyes fall shut.

AVERILL
(stunned)
-- Even they can't get away with a
thing like that.

Irvine makes another effort to keep his eyes open.

IRVINE
On principle, everything can be
done.

AVERILL
(with deepening
disdain)
What will you do, Billy?

IRVINE
(sorrowfully)
I'm a victim of our class, James.

Averill, disgusted, slams his cue down.

AVERILL
Goodbye, Billy.

IRVINE
(sadly)
Remember the good gone days, James?

AVERILL
Clear and better, every day I get
older.
(leaves)

IRVINE
(to no one in
particular)
...Tomorrow, five ladies and I
are going to take a four-in-hand
up to a farm where we shall spend
the day shooting glass balls!

17. INT. HALLWAY - DAY

As Averill comes out into the hall, Canton, Wolcott and several men, mopping their faces of perspiration, come out of the dining room. At the sight of Averill, they all stop dead.

Averill pauses, then walks directly toward Canton. The rest of the members start filtering out now, quickly.

CANTON

You were blackballed from this club a long time ago, Averill. You're trespassing. We can kill you here, legally.

AVERILL

(direct and personal)

Legally you bastards have a right to protect your property. But unless you have a signed legal warrant for every name on that death list, stay out of my county!

CANTON

(bitterly)

You offset every effort we make to protect our property and that of others of your own class!

AVERILL

(evenly)

You're not in my class, Canton. You never will be. You'd have to die first and be born again!

Irvine is delighted. There is a moment of pure silence, then:

Canton, in the classic gesture of the duelling challenge, whips his leather gloves across Averill's face. Averill hesitates a beat and simply uncorks a bone-crushing punch to Canton's jaw. There is the SOUND of teeth crunching. Blood shoots out of his mouth. As Canton drops, Averill calmly passes between the men who make room for him as he goes out the front door.

18. EXT. OVERLAND ROAD TO JOHNSON COUNTY - DUSK

Averill, alone in the Studebaker, grows out of a dot in the distance.

CONTINUED

18 CONTINUED

A rooster tail of misting snow rises up behind him as on either side of the road the land falls away to the vast rumped plains of grass, all of it embraced by shining mountains.

Averill rides with the Winchester within easy reach, but his mind is somewhere else. The roan is high-stepping and spirited in the cold night air.

In a moment, Averill sees something in the distance ahead of him. As it nears, we see that it is the Emigrant's cart. His Wife is pulling it, his children behind, pushing. The Man himself is dead, tied to the cart like one of his poor belongings.

The Woman stops as Averill approaches. The children pull back, silent, suspicious.

Averill dismounts, walking slowly toward the Woman. She is composed, but in her eyes we read only grief.

AVERILL

(furious)

What happened?

WOMAN

(flatly, heavily
accented)

They came out this way and killed
him.

Silence. Averill stares at the children, the frozen dead man.

AVERILL

What will you do out here now?

WOMAN

(resolutely)

Work our land.

AVERILL

Without a man?

WOMAN

Work our land. He paid a hundred-
fifty dollars for it. We own it
now.

(this last with
a measure of
pride)

CONTINUED

18. CONTINUED

AVERILL
I'll take you back. I'll settle
this. I promise you that.

WOMAN
(simply)
No. We'll work our land. Thank
you.

Perhaps Averill is moved more than he cares to admit. He
looks out across the land. Then he turns back to the Woman.

AVERILL
(after a pause)
Goodbye then. Good luck.

WOMAN
(suddenly;
feelingly)
Thank you.

Averill looks at the children. They haven't moved. He walks
back, disturbed, and mounts up, pulling out at a gallop.
After a while, he turns around to look back at them. It is
now hard to see in the vastness of the darkening prairie.
They are there moving on, slowly, but moving.

19. EXT. THE ROAD - NEXT DAY, DAWN

Averill turns off the main road onto a fenceline road. Pres-
ently we see the first murdered Emigrant's shack. There are
no signs of life. It appears deserted. Averill pulls up,
dismounts. He beats some of the dust out, and as he steps
toward the house, we HEAR the unmistakable CLICK of a
Winchester being cocked. Averill's revolver is out before
you can spit. He is very fast. Silence.

AVERILL
Mrs. Kovach.
(pause)
I heard about Mike...

Silence.

AVERILL
I came by to pay my respects!

Silence.

AVERILL
I didn't make your troubles, Mrs.
Kovach.

CONTINUED

19. CONTINUED

VOICE
(heavy Russian
accent)

In the end, it's always the poor
people get killed. Go away. Go
away. Leave us to our own grief.

Averill reaches for his flask, puts it to his mouth. It
is empty. He flings it away. The flask arcs high, glint-
ing in the cold, early light, and disappears into the
grass. Then, for a moment, he sees a man on horseback in
the far distance, but the image vanishes so fast, it seems
to be hallucinatory. Averill curses softly to himself,
hesitates, then goes after the flask, muttering.

AVERILL
(as if to
himself)
-- Whole damned country'll be
nothing but orphans and widows
soon.

20. EXT. THE ROAD - DAY

Averill and the Studebaker are both covered with fine grey
residue of mud.

In the distance, a silver crescent of the Sweetwater River
gleams. It is beginning to be a beautiful day.

21. EXT. PRAIRIE - DAY

Now we see there really is a man on horseback.

It is Morrison, one of the men from Zindel's store, trailing
Averill. A brand-new Browning Brothers Patent is slung into
an old rifle boot.

22. EXT. SWEETWATER, JOHNSON COUNTY LINE - DAY

A tent city lies in the folds of violet hills at the base of
Big Horn mountains. Averill rides past a sign proclaiming:
"SWEETWATER, JOHNSON COUNTY, WYOMING, 4 YEARS OLD."

23. EXT. SWEETWATER - DAY

The mountains rear themselves enormously over the town.

The only street a jumble of ice and mud ruts. Structures of
rough logs, boards and canvas include the Heaven's Gate Roller
Skating Arena, sporting a big sign guaranteeing "A MORAL AND

CONTINUED

23. CONTINUED

EXHILARATING EXPERIENCE"; and the Blue Rooster Cafe, a raw wood saloon, and stable outside of which are painted signs designating its owner, J.B. MEREDITH, as Postmaster, County Surveyor, District Judge and Notary Public. A tumultuous NOISE is coming from inside the saloon. The rest of the town is not awake yet. It is Sunday morning. Averill drives on past the saloon door and into the stable. In a moment, he comes out. He carries the Winchester as he goes.

24. INT. THE BLUE ROOSTER CAFE - DAY

The tables are pushed to one side, stacked with chairs. An all-night cockfight is still in full swing. The place is a veritable steam room, and the SHOUTING and drinking are all prodigious. The sound of foreign voices builds into a roar.

The front door bangs open. Averill comes in. He is bone-tired and takes a moment adjusting to the steamy heat, the NOISE, the sweaty mass of EMIGRANTS absorbed in the cockfight. The emigrants (all of them dressed like the ones we saw earlier in the film) appear not to notice him.

Inside the ring, both cocks fall down, exhausted. J.B. MERIDITH, a powerful-looking man, getting to be an old forty, picks one of them and blows a spray of cold water on him. Then both cocks are released. They plunge at each other, spurs and feathers flying. The whine of foreign voices intensifies.

J.B. spots Averill, leaves his place near the ring, goes to the bar. He pulls out a bottle and fills a regular water glass to the brim. Averill drinks it down in one long swallow. He breathes hard, sighing with relief. Takes out his flask and proceeds to refill it.

J.B.
(smiling; over
the NOISE)
Good morning, Jim. How was St.
Louis?

Averill throws him the Winchester instead. J.B. hefts the new rifle, pulls out Averill's own gun out from under the bar -- a very fine gun, beautifully engraved -- hands it over to him.

AVERILL
How's business?

J.B.
You know, these people don't have
but a pot to piss in, Jim. But
people always get thirsty after a
funeral.

CONTINUED

24. CONTINUED

AVERILL

(irritably)
Well, most can't even afford that.
Let alone wives and kids. Get
them all the hell out of here be-
fore the church opens.

J.B. nods affirmatively, gives him a quizzical look.

J.B.

Anything wrong, Jim?

AVERILL

(brusquely)
Association's declared war, J.B.
They want to get rid of all this.
(indicating Emi-
grants around
the room)
Fifty dollars for every "citizen"
on a list, shot or hung. One
hundred twenty-five names.

J.B.

By God, that's almost everybody
in the county. How can people
declare war on a whole county,
Jim?

AVERILL

(sardonic)
I guess, on principle, every-
thing can be done.

J.B.

Goddamn! Getting dangerous to
be poor in this country, isn't
it!

AVERILL

Always was.

J.B.

I guess so.

AVERILL

We're too old to be surprised
anymore, J.B.

CONTINUED

24. CONTINUED

J.B.

Well, I'm older than you and I might as well go down fighting here as anyplace. Have you told anyone else yet?

AVERILL

No, not yet. Not yet.

J.B.

(over a burst
of NOISE)

When are you gonna break the news?
Damn near everybody'll be in town
this afternoon. The Mayor's right
over there.

(indicating)

From the door we see a placid, smooth-faced Emigrant who made good, gambling, shouting and sweating with the others. This is CHARLIE LEZAK, the Mayor.

AVERILL

(after a pause)

No. I'll let them have their
Sunday. Tomorrow morning will
be time enough.

Just then a BIG MAN, his head all bandaged and a gun in his hand, bursts into the saloon. He looks around the saloon, spots a SMALL MAN with a black beard. He highsteps over the thick of those sitting on the floor to the Small Man, pulls him around and spits in his face. The Small Man promptly spits back. Everyone laughs. They both begin spitting at each other. The Mayor makes the sign of the cross to himself, switching to English; an accent not quite identifiable.

MAYOR

Now you two boys stop spitting
at each other a minute and tell
me what the problem is.

BIG MAN

(to everyone who
can hear him)

Last night, he crossed my furrow
with his plow! I told that black-
bearded son-of-a-bitch if he put
a foot on my land, I'd kill him!

MAYOR

What happened to your head?

CONTINUED

24. CONTINUED

BIG MAN
(embarrassed
as hell)

Why don't you ask him somethin'!

LAUGHTER. The Mayor spots Averill coming toward him through the crowd. It is very noisy, but we catch fragments of different languages.

MAYOR
Is that you, Jim?

AVERILL
Yes, hello, Charlie.

SMALL MAN
(to Averill; with
great animation)
Listen, it's not me who's bringing the complaint! He came towards me and my wife using some very bad language -- and he never stopped to listen to what I had to say.

AVERILL
What did you have to say?

SMALL MAN
(remembering)
I said, "Now, I am awfully sorry but my property line crosses here."

BIG MAN
(interrupting)
There it is! You heard him admit it! I want the son-of-a-bitch pulled and fined!

AVERILL
Albert, you put off yelling in here.
(turning to
Small Man)
Then what happened?

BIG MAN
(blurting out)
What the hell difference does that make? He already admitted he crossed my line!

CONTINUED

24. CONTINUED

SMALL MAN
(continuing over
Big Man)
He knocked me down. I caught
him by the foot and my wife hit
him on the head with a rock.

Roaring LAUGHTER.

BIG MAN
(red-faced)
That's a goddamned lie!

SMALL MAN
(to all)
I held him while my wife tied
him up good so that he was there
the last time I saw him until
now.

BIG MAN
(shouting over
the LAUGHTER)
That's another goddamned lie!

The Big Man, finally furious, takes a poke at the Small Man, who promptly flattens him. Everyone is HOOTING and CHEERING. Averill steps in and pulls them apart. As he is holding them off from one another, they begin spitting again. Averill caught in the crossfire of spit turns to J.B. who is the only other person in the room not laughing.

AVERILL
(to J.B., over
the NOISE)
Remember, out before the church
opens.

25. EXT. ROAD, HOG RANCH - DAY

The Studebaker is spanking clean now as Averill approaches a gate marked HOG RANCH. A young EMIGRANT FAMILY, driving to church in an old spring wagon, passes by. The man is wearing spectacles, about 25. He is GEORGE EGGLESTON, the town apothecary.

EGGLESTON
(with excessive
courtliness)
Good morning, Mr. Averill.

CONTINUED

25. CONTINUED

AVERILL
Good morning, George. Mrs.
Eggleston.

MRS. EGGLESTON remains tightlipped, obviously disapproving of either Averill or the place he is now going into, but her eyes pop over the fancy Studebaker.

26. EXT. HOG RANCH ENTRANCE - DAY

Hog Ranch is a modest log house with a veranda stretching along the front. Averill heads around back, into the barn, smiles, shakes his head with chagrin.

In back of the house are corrals for cattle and branding pens, now almost half-full. Averill comes out of the barns, walks over to the corral. He makes a mental note of the number of head and goes back around to the front of the house.

Averill knocks on the front door. Silence. He knocks again, louder this time. We HEAR a female voice swearing. A latch opens, a bleary eye peers out, takes a second to focus. We HEAR sounds of latches and locks opening.

The door swings open revealing ELLA WATSON. She is half-naked and has obviously just been woken up. The slant-light makes her squint and step back. She is barefoot; not more than 21 or 22, an Emigrant girl with beautiful soft brown eyes but street-tough. She motions for Averill to come in with the same hand that grips a pearl-handle Colt .44.

ELLA
(hoarse;
shivering)
It's so early! I just went to
sleep.

27. INT. LIVING ROOM, HOG RANCH - DAY

The moment Averill is inside, Ella is all over him with rough smothering kisses, knocking him against the wall and cracking the hallway mirror.

AVERILL
(laughing)
Ella, take it easy! I can't
breathe! Ella!

ELLA
I missed you, James!

CONTINUED

27. CONTINUED

We HEAR a sudden horrible grumbling noise coming from Averill's stomach.

ELLA
What the hell was that?

AVERILL
I haven't had any breakfast yet.

ELLA
(smiling)
Is that all that's stopping you?
(indicating
kitchen)
Come on --

28. INT. HOG RANCH, KITCHEN - DAY

Averill is sitting at the table. Ella sets a truly magnificent looking sweet potato pie down in front of him.

AVERILL
Pie?

ELLA
(proudly)
I think it's the best one I ever
did.

She proceeds to cut out an enormous piece for him.

AVERILL
Belongs in a museum.

As he says this last, he picks up his fork and works into the pie. Ella seats herself in a chair across from him, watching carefully for his first reaction. Averill smiles. Ella smiles, picks up a fork and digs out a piece of the pie for herself.

AVERILL
When did I say you could have a
piece of my pie?

ELLA
I can't resist it.

She eats with barely disguised animal vigor. We should, in this scene, more than any other, sense the ultimate awkwardness in this girl whose will forces her in the direction of Averill's world.

Averill, chewing, starts to pull open his tie.

CONTINUED

28. CONTINUED

ELLA

Uh, uh! Now, finish the pie first.
It took me a whole day to make it
for you!

AVERILL

Tell me something. How can you
run a business here and bake pies
at the same time?

Ella begins undoing the buttons down the front of her night
slip, smiling at Averill, slyly, as he keeps on eating pie,
watching her hands as she drops the straps off her shoulders.

From under the table, we see the slip fall over Ella's knees
down to the floor. Her long legs step out of the puddle of
cloth. Barefooot, she goes into the living room and then up-
stairs.

Averill kicks off his boots, follows as we continue to HOLD
ON the empty boots, the slip on the floor, in the center of
the sparsely furnished room.

29. INT. ELLA'S BEDROOM - DAY

Averill and Ella in a jumbled heap on the floor. The two
of them are gasping for breath, laughing together.

We see Ella's bare legs come up as he gets up off of the
floor.

Averill pulling on his clothes, stays on the floor. In a
moment, Ella comes back in carrying his boots. He ignores
it, proceeding to light a cigarette. Then:

AVERILL

How's business? The situation
out back looks very prosperous.

ELLA

(suddenly angry)

Business! You never waste any
time, do you!

AVERILL

(without looking
up at her)

I brought your birthday present
with me.

Ella is wary as hell, then, gradually, her face softens.

CONTINUED

29. CONTINUED

ELLA

(slyly)

You really got it? No, you didn't.
Did you? James, tell me the
truth! It was too expensive...
You got it, didn't you?

Averill grins.

ELLA

You're crazy! It must have cost
you two years' pay.

AVERILL

What else do I have to spend it
on?

ELLA

Where is it? Is it here? Tell
me! Please... I can't stand it!

AVERILL

Yes.

ELLA

(beside herself)

Where?

30. EXT. HOG RANCH - DAY

Ella rushes outside, half-dressed, looks around quickly, then
makes a mad rush for the barn but stops short of entering.

Averill comes walking up behind her, smiling. We HEAR the
roan NEIGHING.

ELLA

I'm afraid to look. Silly, isn't
it?

AVERILL

No. I'll bring it out for you.

Averill walks into the barn. In a moment, he comes out of
the shadows leading the strawberry roan -- the roan proudly
kicking up plumes of snow -- and the Studebaker gleaming.
The fine gold striping shining in the sun. Averill shows
it in a circle as suddenly Ella begins to cry.

ELLA

(softly)

Oh my God!

CONTINUED

30. CONTINUED

AVERILL

Well, how do you like them?

ELLA

They're so beautiful, I can't stop crying! I don't know what the hell is the matter with me.

She begins to laugh, crying the whole time, and now she is really laughing.

ELLA

I feel like I finally got somewhere. I'm so happy I could bust!

AVERILL

What's stopping you?

Ellá lets out a tremendous whoop of wild joy. Averill joins in. And the two of them, laughing and whooping, seeing who can whoop the loudest.

ELLA

I thought you were supposed to be my silent partner?

One by one the back upper-story windows open up. Three EMIGRANT GIRLS stick their heads out to see what the hell all the racket is about. They are LITTLE DOT, ROWDY LILLIE and BIG NOSE NELL FISHER, respectively 18 to 20.

A young reed of a boy comes busting out of the back door. He is JOHN DeCORY, Ella's ranch hand.

BIG NOSE NELL

(madder than hell)

Say, what the fuck is going on?
We just got to sleep around here!

AVERILL

Howdy, Nell. Ladies. Boy, you have everything under control here?

JOHN

It ain't easy, Mr. Averill! It ain't easy.

Averill smiles in sympathy.

LITTLE DOT

Ooowee! What is that you got for yourself down there, girl?

CONTINUED

30. CONTINUED

LILLIE
(disgusted; Polish)
Some fools just got no respect
for the rights of working girls!

ELLA
You just drag those tired old
asses down here and come see for
yourself.

A FAST SHOT of all three girls, in their underwear and coats,
day-old makeup, coming across the barnyard in formation.
They are formidable and funny.

31. EXT. COUNTRYSIDE - DAY

A stretch of tree-shaded country road, dappled with ponds of
light. Ella is driving her new Studebaker at breakneck speed,
her fur hat whipping and the snow spray roaring up behind.
The girl can really handle horses. Averill hangs on as they
fly over the icy ruts, Ella screaming like a banshee.

AVERILL
(shouting over
the NOISE)
Do you have any idea of what
this thing really costs?

Suddenly a slow-moving farm wagon appears, coming around a
bend in the road just ahead of them. It is almost the width
of the road.

AVERILL
Watch out!

ELLA
(shouting back)
If you can see daylight between
the trees, you can get through!

And they are through before anyone quite realizes what hap-
pened.

The town looms in the distance ahead.

Averill is happy to still be all in one piece.

AVERILL
(still shouting)
Slow down! Turn off before the
town, Ella. I don't want anybody
to see me.

CONTINUED

31. CONTINUED

ELLA

I want them to see me! What good
is it if nobody sees me? I want
to catch them coming out of church!

32. EXT. SWEETWATER - DAY

The town is quiet except for CHURCHGOERS -- mostly women --
and a loud horde of scruffy EMIGRANT MEN pouring out of the
Blue Rooster, all squinting in the light as they begin to
HEAR Ella's whooping.

Mrs. Eggleston has accosted Charlie Lezak and is complaining
to him in German. The Mayor has his coat on for church now.

ELLA

I'll be damned! We're just in
time! Even the Mayor's here!

Ella, skirts flying, scarf whipping on the back of her neck,
hair streaming wildly, explodes into town. She is beaming
with pride, and every head in the town turns with her.

Near the church, one young man just can't restrain himself.
He cuts loose with a terrific rebel yell. He is GEORGE
KOPESTONSKY.

GEORGE

Eeeeeehaaaaa! Ride that son-
ofabitch, Ella!

He beams, unconscious for a moment of his YOUNG WIFE stand-
ing right next to him and surrounded by his SIX KIDS. His
wife begins to cry.

GEORGE

(embarrassed
as hell)

Shit, I don't know what come
over me, Mab. It just popped
out all by itself. So help me
God!

33. EXT. THE SWEETWATER RIVER - LATER THAT AFTERNOON

On the sunny side of a secluded riverbank, a steady THRUM
of steam from a hot spring rises above the purl of the
river. The roan grazes leisurely.

Averill is propped against a tree, wrapped in his coat,
asleep, his face tilted to the warming sun.

CONTINUED

33. CONTINUED

At the river's edge, a short distance away, a small deer drinks. Suddenly it is gone.

Hidden in the willow reeds on the opposite bank is Morrison, his new rifle cradled in his arms. He had been watching the deer but is now watching something else, intently, and then we see:

A stark naked female emerges from the hot spring. It is Ella, hair piled high, skin glistening and radiant, wreathed in clouds of steam. She is in her prime, and God! she does look beautiful.

Morrison is transfixed. He half-opens his mouth, but nothing comes out.

Two boys, who have also been watching, eyes wide as saucers, dart away as swiftly as the deer.

Ella puts on her clothes quickly, snuggles down next to Averill for warmth and kisses him. He smiles, rouses.

ELLA

The water was real good! Driving like that sure heats me up.
(indicating horse)
He's a man's horse, he's not timid...

Averill studies Ella's face, smiles. She kisses him again, but he is distracted by other thoughts. Perhaps he is only showing the strain.

ELLA

(serious)

James, am I really pretty?

Averill brushes a drop of water from her nose, touching her as if to see if she's real.

ELLA

(persisting)

You never answer anything personal
...How anyone can think so much
is past my pea brain. What are
you thinking about now?

We HEAR a distant shot, reverberating.

AVERILL

(listening)

Browning rifle.

CONTINUED

33. CONTINUED

Silence.

ELLA
Now, I'm doing it!

AVERILL
What?

ELLA
(exasperated)
Thinking!

AVERILL
(smiles; but
sadly)
How do you like it?

ELLA
I don't! You once said you
liked me because I didn't.

AVERILL
What?

ELLA
Think so much. Jesus!

AVERILL
When did I say that?

ELLA
I don't remember the time of day,
but you said it all right!

AVERILL
Well, what do you think?

ELLA
(furiously)
About what!

AVERILL
(offhanded)
Leaving.

ELLA
(unsure)
Here?

AVERILL
Wyoming.

CONTINUED

33. CONTINUED

ELLA
(startled)
Wyoming!

AVERILL
Yes.

ELLA
(seeing he is
serious)
You sonofabitch! Is that what
the present was for?

She snatches Averill's revolver and stands up, all in one smooth movement; and she is not bad either. She brandishes the gun at him. He meets her look directly, acknowledging her skill. It feels as though she's going to strike him, but she says:

ELLA
(angrily)
I think you ought to stop fucking
me around and tell me directly
what's on your mind!

AVERILL
Michael Kovach.

ELLA
(disquieted)
I don't understand.

AVERILL
(after a pause)
I'm asking you to leave here,
Ella.

ELLA
What are you talking about?

AVERILL
The state is going to declare war.
(simply)
Would you go?

ELLA
(both relieved and
upset, and then
angry)
Alone?

CONTINUED

33. CONTINUED

AVERILL

Yes.

ELLA

(this last drops
hard; then after
a beat)

No! Of course I won't go! What
the hell else did you think I
would say?

AVERILL

God dammit, it's different this
time!

ELLA

Maybe it ain't things are different,
Jim. It's you.

AVERILL

(louder)
I'm getting old!

ELLA

You think everything stops because
you're getting old?

AVERILL

Maybe it does!

ELLA

I don't understand you! I never
did.

Ella stares at him for a long time and now, more uncertain
than ever.

34. INT. HEAVEN'S GATE ROLLER SKATING ARENA - LATE AFTERNOON

The face of a fierce CROW INDIAN BRAVE comes flying directly
at CAMERA, a look of sheer horror frozen on his face.

In REVERSE ANGLE, we see that he is actually on roller skates
and completely out of control, heading directly for a wall
which he promptly smashes into.

Since it is later and the bar is closed now, the arena is
packed with Emigrants, SOLDIERS, INDIANS, and the extra MEN
taking the role of women by tying a red bandana around one
arm. The walls are lined with oil paper and the late sun
casts an amber glow over the crowd.

CONTINUED

34. CONTINUED

Fiddles and banjos are PLAYING, and everybody is falling on their asses, having themselves one hell of a time tripping the light fantastic, sweating and stinking to high heaven.

Ella, escorted by Averill, comes smack in the middle of it all. And the other girls, too. Big Nose Nell, Little Dot and Lillie. And the two small BOYS from the river are there zipping around, staring at Ella like mad, giggling to each other.

35. EXT. HEAVEN'S GATE, BACK ALLEY - DUSK

J.B. and Charlie Lezak come outside in their stockinged feet. In their arms are their shoes and skates. They are sweating profusely; freezing. Pulling on their shoes as they go, they join a line of men relieving themselves against the back alley wall. J.B. finishes first, comes back around from under the big sign proclaiming "HEAVEN'S GATE, A MORAL AND EXHILARATING EXPERIENCE," ablaze with light, the sun a blazing fireball on the western horizon.

The roaring SOUND of wheels passes through the wall and MUSIC too; and the SHRIEKS of LAUGHTER biting into it all.

36. INT. HEAVEN'S GATE - DUSK

We see: a last remarkable SHOT of Ella and Averill whipping through the crowd. A dazzling smile on her face, she looks like she's flying, but the effect of the afternoon on Averill is still very strong.

37. EXT. TRAIN - NIGHT

A large MOB OF SCRUFFY DRIFTERS and out-of-work MINERS are crowded around the back platform of a railroad car. The car is torchlit, backed onto a mining spur of a big copper town in the northern part of the state. Canton is speaking to the mob from the platform. It is starting to rain.

CANTON

The Wyoming Stock Growers' Association is the wealthiest association of its kind in the world. We plan to, publicly, wipe out one hundred and twenty-five anarchists, thieves and outlaws. I still need twenty-five more men who want to make a lot of money

DRIFTER

What's the pay, mister?

CONTINUED

37. CONTINUED

CANTON

We are employing on the basis of
five dollars a day, plus expenses,
and fifty dollars for every anar-
chist and thief shot or hung!

MINER

Who does the paying?

CANTON

(indicating a
somber MAN in
black suit)

Mr. Teschmacher, here, will score
your kills.

38. EXT. THE CREST OF A HILL, JOHNSON COUNTY - NIGHT - SNOW

A lone EMIGRANT BOY, silhouetted against the night sky,
comes galloping down a slope in a swirling ground blizzard.
A steer is flying ahead of him. As the gap closes, the
Boy leans out, grabs the steer's tail, wraps it quickly
around the horn of his saddle and suddenly swerves, knocking
wind out of the animal, grounding him. The Boy dismounts
and checks his catch for a brand. He is scared and he
finds the Association's brand.

BOY

Sonofabitch!

Another man walks through the falling snow, coming up behind
him. It is hard to see clearly in the snow. He has no
spurs on. It is Nate Champion. He is bone-tired, filthy
and the Boy does not hear his approach.

The Boy rises slowly, then sensing something, whirls around.
It is only now that Champion sees that the thief is not more
than 16 or 17 years old.

CHAMPION

(disgusted)

Sonofabitch! Even the goddamned
kids now.

BOY

(indignant)

I ain't a kid! I'm a married
man!

CHAMPION

Get out of here before I blow
your brains out, 'married man.'
Right now!

CONTINUED

38. CONTINUED

The Boy's gun hand quivers.

CHAMPION

Don't do it, 'married man.'
You're very lucky you're not
dead already.

BOY

(backing down)

I'm not gonna draw on ya. Now
you just take it easy, mister.
My family's starving! You know
that!

CHAMPION

That don't give you room to
steal.

BOY

(astonished)

You look like one of us, and you
work for them?

CHAMPION

(annoyed)

I'll decide what I am. I'm not
going to kill a kid who still
pisses his pants. Now get on
out of here!

Humiliated, the Boy mounts his horse and gallops away into
the swirling darkness.

BOY

(shouting back)

Goddamn traitor!

Champion stands alone in the falling snow, shaking his head,
troubled.

Another man rides up, dismounts and walks over through the
snow to the steer. He is ARAPAHO BROWN, 22, huge, gangling,
bearded and strong.

ARAPAHO BROWN

(miserable)

Goddamn snow! That one get away?

CHAMPION

Yeah!

CONTINUED

38. CONTINUED

ARAPAHO BROWN
(disgusted)
Sonofabitch! I hate getting cold!

CHAMPION
Where are the others?

ARAPAHO BROWN
Nick's got 'em watched.
(pause)
I had a year of this! Dusk to
dawn, dusk to dawn -- we break
our backs out here. Ella breaks
her back on these hunky mudfuckers!

Champion wheels around, stares at Brown for the smallest
fraction of a second, then explodes with a shoulder-snapping
right to Brown's face, decking him.

Brown sprawls on the wet ground, wondering what happened and
trying to shake off the effects of the punch.

ARAPAHO BROWN
(dazed)
Now, what in the hell was that
for?

CHAMPION
Just shut you big mouth, shit-
poke!

ARAPAHO BROWN
Well, kiss my ass!

Brown, madder than hell, starts to draw. In the space of an
eyeblick, Champion has his revolver out and rams the barrel
up Brown's left nostril and cocks it. Brown stops breathing.

CHAMPION
(trembling with
anger)
Sonofabitch, get out of here
before I blow your brains out.
Right now!

Brown breathes as best he can from one nostril. His eyes
tear as Champion pushes the gun in slowly.

Champion waits for resistance.

CONTINUED

38. CONTINUED

Brown rises slowly as Champion follows him off the ground, the gun barrel rammed in, forcing Brown's neck back. He seems to levitate on the tip of the barrel. Finally Champion withdraws it, as the two men stand facing each other.

Brown's gun hand moves. And the wind beats down on them.

CHAMPION

Don't tempt me, Brownie.

ARAPAHO BROWN

(backing away)

Now you just take it easy, Nate.
You know you got a bad temper.
Easy...

Brown mounts his horse.

ARAPAHO BROWN

(bitter)

Ella ain't your friend. She
ain't nobody's friend...She owes
me now. You both do, hunky.

After he disappears from sight, Champion stares into the darkness. The SOUND of galloping hooves trails off, muted by the softly falling snow. NICK RAY appears.

NICK

Say, what the hell...

CHAMPION

Don't say anything to me, Nick.
Not right now.

39. EXT. HOG RANCH, STOCK PENS - NIGHT

Champion and Nick move past the cattle in Ella's pens.

NICK

Ella's been real busy.

This last gets a tic from Champion as a SKINNY ASCETIC-LOOKING MAN wearing nothing but a strange hat glances at them from Lillie's bedroom window. Champion catches his glance and stares back at him. The Man slips from view.

Champion and Nick come out of darkness up to the front of the house past the new Studebaker and several horses.

CONTINUED

39. CONTINUED

NICK
(indicating
wagon)
Late for local business, isn't
it?

Champion shrugs, knocks on the front door. In a moment,
Ella opens the latch, peering out.

40. INT. HOG RANCH LIVING ROOM - NIGHT

In the background, the Skinny Little Man we saw in the window
is coming down the stairs. He is unmistakably dressed like a
photographer of the period, but with a certain style that
sets him apart. He is still buttoning up.

Champion has one eye on him.

ELLA
(for the photo-
grapher's
benefit)
You pay in advance here. Cash
or cattle.

CHAMPION
(going along)
Dozen head of long two's enough?

ELLA
(laughing)
Stay a whole damned month on
that!

Ella is flashing looks at Champion to play it straight.

The Photographer is somewhat intimidated by the hulking pre-
sence of Champion and Nick. In the light, both are menacing-
looking. The Photographer, smiling nervously at them, fumbles
his jacket on as behind him Little Dot comes down the stairs,
dragging. She is followed a beat later by Lillie and still
later by Nell. They are all dishevelled. One by one they
collapse into chairs, exhausted.

Champion and Nick stare at the three girls, at each other,
then at the skinny Photographer.

The Photographer tips his odd-looking hat to them all and
leaves.

Champion gives him a quizzical not altogether unadmiring look.
He turns to Ella, who is laughing and shaking her head "yes."

CONTINUED

40. CONTINUED

CHAMPION

Hell, I must not be living right!

Ella breaks up. She heads into the kitchen as Nick joins Nell.

NICK

How's business, Nell?

NELL

Ain't you heard? The St. Louis Bank just crashed!

41. INT. HOG RANCH, KITCHEN - NIGHT

Two other MEN in wet slickers are standing there waiting. They are George Kopestonsky and another man. Ella gives them their hats.

Champion is still shaking his head in wonder or admiration as he comes into the kitchen.

CHAMPION

Is that you, George?

GEORGE

(embarrassed;
nervously)

Yes, howdy, Nate.

CHAMPION

You boys pay your tally here in cash money?

GEORGE

For sure, Nate.

CHAMPION

(after a beat)

Getting cold out there.

They leave quickly as Ella, without saying a word, sits down. Spread out on one end of the table is paraphernalia for gun cleaning. Her Colt revolver is neatly broken down.

CHAMPION

(easing up)

Who's the photographer?

ELLA

(relieved)

Just an ordinary photographer --
passing through to St. Louis.

CONTINUED

41. CONTINUED

Ella brings food over to him and a Fischer's beer. She pulls up the chair, resumes cleaning her gun as she watches him eat, amused but caring.

ELLA

(teasing)

It's always the little skinny guys -- surprise ya.

CHAMPION

(with his mouth full)

I might do a little surprising around here myself, tonight!

Ella plays that one deadpan. She has to stifle a laugh over the delicacy of his male ego, but we see that she really does care for him.

CHAMPION

(after a pause)

The situation out back's looking very prosperous. You're getting too greedy, Ella.

ELLA

(suddenly angry)

You never waste time, do you!

CHAMPION

(evenly)

I would awfully appreciate it if you would stop taking steers for pay from these people.

This last gets a tic from Ella.

ELLA

Just like that?

CHAMPION

Yes.

ELLA

(changing subject)

Where's Arapaho Brown?

CHAMPION

(beat)

Gone.

CONTINUED

41. CONTINUED

ELLA
Gone! Just like that?

Silence.

CHAMPION
(ignoring this
last)
I saw the new rig in the barn.
(pause)
Jim, back is he?

ELLA
(coolly)
This morning. I'll take you for
a ride tomorrow, if you like.

CHAMPION
Here now, is he?

ELLA
(flat)
Upstairs.

CHAMPION
I knew. I felt it.

A moment of silence passes between them with only the SOUNDS
of eating and gun cleaning.

Champion drains the bottle of beer. He gets up slowly and
puts his wet hat on.

Ella seems about to say something, almost opening her mouth,
but decides against it just then. Then she says:

ELLA
Please, Nate. Take him back
tonight. He has the Claims
Court tomorrow.

CHAMPION
Tomorrow?

ELLA
Yes.

42. INT. ELLA'S BEDROOM - NIGHT

The room is dark but we can recognize Averill sprawled across
the bed. He is passed out. The door opens admitting Ella,
followed by Champion.

CONTINUED

42. CONTINUED

Champion surveys the litter of whiskey bottles as he enters. He has seen this too many times in the past. The place is mostly dark and silent and yet not completely silent, filled with the TICKING of a clock and a faint sound of PIANO, refined, almost classical sounding. We watch Champion come across the room to Averill.

CHAMPION

Goddamn!

ELLA (O.S.)

(softly)

Thank you, Nate.

Ella slips back outside, shutting the door behind her. Champion picks up one of Averill's custom-made boots, falls into a chair, fingering the boot admiringly as it glistens in the half-light. He seems to experience a sense of delight, as if he were drawing a kind of life from beauty.

CHAMPION

(with some
envy)

You got style, Jim. I'll give
you that.

Champion tries the boots on, studies the effect, then puts on his hat, strikes a pose in the mirror. He smiles, but we feel as we should throughout the film - a striking contrast between this first-generation American and the gentleman Averill. Champion, sighing, goes over and starts to jam the boots back on their owner.

43. EXT. HOG RANCH, FRONT - NIGHT

Champion is tying Averill onto his horse. A sudden wind comes up. Champion mounts his own horse, takes up the reins of the other as Ella, carrying a bottle, comes outside. She offers it up to him. He takes a big pull, hands it back.

CHAMPION

Thanks.

ELLA

He all right?

CHAMPION

Yes.

ELLA

Will you be back?

CONTINUED

43. CONTINUED

CHAMPION
I'll be awhile.

ELLA
I'll wait.

Champion smiles, turns and moves out into the darkness.

Ella watches him go, her skirts skirling in the wind and snow.

44. EXT. SWEETWATER, BLUE ROOSTER - NIGHT

Champion pounds on the front door of the Blue Rooster. Without waiting, he goes to the horses and starts to untie Averill. The street is empty.

CHAMPION
Goddamn!

The front door opens. J.B. comes out to help unload Averill. The wind beats at them as they get Averill inside.

45. INT. BLUE ROOSTER, STAIRWAY - NIGHT

Champion and J.B. struggle up a dimly lit stairway and J.B. guides them down a rather narrow passageway made even narrower by heavy bunks and rough hammocks, filled with sleeping Emigrants, which go to the ceiling. Most are stacked vertically; others are slung across at slanting angles above the passageway. The effect is of passing through a strange kind of flophouse with mysterious faces that occasionally loom up and peer out of the shadows.

CHAMPION
(muttering)
The sonofabitch gained weight!

At the end of the passageway there is a room.

46. INT. BLUE ROOSTER, AVERILL'S ROOM - NIGHT

Champion and J.B. come to a ragged stop inside Averill's room.

Champion stands there in the dark, just breathing. A tremendous puddle forms around his feet. A single lamp comes on leaving part of the room in shadow. An outsized moth flutters out of the lamp. Inside the room is a sink, a tin bathtub, a chamber pot and a bed with soiled sheets. There is a suggestion of tents beyond the single window.

CONTINUED

46. CONTINUED

We catch a glimpse of a photograph elegantly framed in silver. It holds Champion for a moment. Then we see it more closely: it shows Averill as a young man with a pretty girl with a dazzling smile, standing alongside a magnificent-looking horse. Immediately we recognize her as the young woman in the window at Harvard. Champion stares at the photograph a moment longer, expressionless, though we can sense both envy and sadness; he repeats the gesture of putting his hand out and touching something of Averill's exactly as he did earlier.

J.B. is chuckling. Averill lies on the floor in a wet heap.

J.B.

He ain't young anymore. I'll
take care of him, Mr. Champion.
Thank you. Mr. Averill's lucky
to have a friend like you.

Champion doesn't care to hear this kind of thing just now. He is not used to having his feelings mixed up. He leaves abruptly.

47. INT. BLUE ROOSTER, BAR - NIGHT

Champion, spurs ringing, walks through the empty bar and out the door. The wind pounds at the building. The sound is very loud.

48. EXT. ROAD TO HOG RANCH - NIGHT

A long figure comes down the road through the roaring wind. It is Champion. He is utterly exhausted now. All he can think of is a bed and Ella's soft body. The house suddenly directly in front of him. He is startled by its closeness. Wondering how the hell he got there so fast. He looks back down the road. There is only the wind.

49. EXT. HOG RANCH, STOCK PENS - NIGHT

Champion comes out of the barn, heading for the kitchen. Half-way there, he sees Big Nose Nell flying out the back door barefoot, a poncho held over her head. She makes a beeline for the outhouse, splashing through puddles of slush.

CHAMPION

Where ya going in such a rush,
Nell?

NELL

(venomously)
I'm going to have my picture taken!

CONTINUED

49. CONTINUED

Almost there, Nell steps in a relatively fresh cow pie.

NELL
Goddamned X#%¢%X cows!

Nell hops on one foot into the outhouse, slams the door shut after her. A beat later, the wind blows it back open. Nell is half-seated on the throne, shivering, her poncho all twisted and whipping around her head.

Champion watches, fascinated.

Nell struggles for the door and the poncho at the same time, and it only gets worse and more of a hassle.

CHAMPION
(shouting)
Say, Nell! Can you use any help
out there!

Just as Nell is about to let go with the biggest stream of epithets anyone ever heard, the wind bangs the door shut.

Champion, shaking his head, turns back to the house. Nick comes out.

NICK
Now, Nate, don't get nervous.
I'm goin' back to watch the place,
right now!

Nick takes off for the barn. Once again Champion heads for the door cautiously. He opens it and goes inside.

50. INT. HOG RANCH, ELLA'S BEDROOM - NIGHT

The room is dark except for a single yellowish light by the bed. Ella is there, going over figures in her ledger. She closes it as Champion comes in. He goes over to the chair and starts pulling off his boots, his clothes, silently. Ella watches him without speaking for a while. We HEAR over this, very faintly, Lillie's voice singing a Polish melody from some forgotten occasion. Then, from another room, there is the SOUND of voices arguing. It breaks the spell.

CHAMPION
I like to watch you write figures.

ELLA
(smiles)
Why?

CONTINUED

50. CONTINUED

CHAMPION

I don't know. It just pleases me.

Ella absentmindedly holds her hand out as if for payment.

CHAMPION

(sounding somewhat provoked)

I thought you were getting to like me!

ELLA

I do. But I awfully appreciate money.

CHAMPION

(subdued)

You can quit this "business."
I have enough money for both of us, now.

ELLA

Why, Nate! That sounded close to a proposal.

Champion, caught off guard, is embarrassed as hell. He pulls out his money, counts out the correct amount, and smacks it on the table.

Ella smiles, amused but caring, although behind the smile we may sense an underlying tension. She stands up, lets the slip fall over her breasts. Their gaze locks for a moment, then like a sigh:

ELLA

Nate, Jim's asked me to go away with him.

CHAMPION

(surprised)

What?

ELLA

I said, Jim's asked me to go away with him.

CHAMPION

What did you say?

ELLA

(after a pause)

I said I would think about it.

CONTINUED

50. CONTINUED

CHAMPION
Goddamn Brown was right!

ELLA
About what?

We HEAR the outhouse door bang again in the wind.

51. EXT. MAIN STREET - DAY

Things are just beginning to stir. Eggleston is just opening his apothecary tent, and in the front of the stable, the Photographer's wagon is preparing to pull out. The Photographer climbs aboard. Champion rides in, heading for the Blue Rooster, catching another glimpse of the Photographer inside, shakes his head.

52. INT. BLUE ROOSTER - DAY

J.B. is pulling chairs away from the ring and proceeds to get ready for the day's business. Averill is sitting at a table in the rear, caught in a shaft of early slant-light. He looks fresh. He is having a breakfast of black coffee. A group of Emigrant men are there, standing in front of him. They are all big, strong-looking men. George Kopestonsky is one of them.

KOPESTONSKY
(nervously)
Say, Jim, there's another man
been killed by the Association's
foreman, Nate Champion. It was
him killed Mike Kovach.

AVERILL
(unmoved; quietly)
I know, George.

KOPESTONSKY
(pressing)
Jim...

AVERILL
I don't think you want to finish
that sentence. It's a nice morn-
ing. Besides, I haven't had my
coffee yet.

KOPESTONSKY
(after an icy
silence)
Goodbye, Jim. We will do what we
have to. Thank you.

CONTINUED

52. CONTINUED

AVERILL

Thank you, boys.

As they leave, Champion comes in; a brief, tense look passes between them.

AVERILL

(flat)

Good morning, Nate. Had your breakfast yet?

CHAMPION

I shot Michael Kovach, Jim.

AVERILL

Why is that, Nate?

CHAMPION

Nothing, he just got caught is all.

Champion pulls out his revolver, putting it down in front of Averill, sits down across from him, stretching his long legs out under the table.

AVERILL

You sure look like hell, Nate.

CHAMPION

Oh, I really live it up when you're away!

(laughs without
sound, but un-
easily)

Averill smiles, places a lump of sugar between his teeth and drinks the strong coffee through it, then looks directly at Champion.

AVERILL

You've been a friend, Nate. I'll come straight to it. It's getting dangerous here. I want Ella to leave.

CHAMPION

(hostile)

Good morning to you, too! What makes you think she wants to go?

CONTINUED

52. CONTINUED

AVERILL

Try and understand something --
I'm not asking her, Nate...

CHAMPION

(the disdain in
his face grows
deeper)
What about me?

AVERILL

What about you? What do you
want, Nate?

CHAMPION

(fiercely)
Want? How the hell do I know!
Get rich -- like you. What else
am I supposed to want?

AVERILL

That's not a bad answer.

CHAMPION

I don't understand you.

AVERILL

There are a lot of things you
don't understand.

CHAMPION

(not what he
wanted to say)
You're beginning to sound like
a man with a paper asshole, Jim.

There is a moment of combustible silence as Averill exerts a tremendous effort to control himself. J.B. watches discreetly from back of the bar, his eyes full of question marks.

AVERILL

I think you've stretched your legs
under my table long enough, Nate.

CHAMPION

(rising)
A man don't take on what he can't
finish.
(pauses;
leaves)

CONTINUED

52. CONTINUED

The door slams shut. Averill stares at the door. There is no malice in his eyes, perhaps only sadness. He is breathing very hard. He adjusts his tie glancing sideways at J.B. He pulls on his coat and hat and walks outside.

53. EXT. A HIGH MEADOW - DAY

We HEAR the crack of a baseball bat. A SOLDIER connects for a high-fly ball.

It is after duty hours and Company C of the Wyoming National Guard is playing the new game of baseball. Averill and now Mayor Lezak appear in the distance beyond center field.

The ball makes a high arc, crossing the sun. The CENTER-FIELDER, a young lanky Southern private, loses the ball in the glare. The ball drops right through his glove, which he doesn't realize until it hits the ground at his feet, and then he scrambles after it, swearing, tripping, heaving the ball with everything he has. The WHOOPING from the other team gets louder as their RUNNER rounds third.

PRIVATE

Goddamned, son of a bitch!

His throw is relayed as the runner leaps for home plate, feet first, crashing into the CATCHER. The run is good. A loud ROAR goes up, mixed with plenty of swearing.

Averill and Charlie Lezak come up to the private. The Mayor looks terribly drawn, anxious. The private speaks to them with a monumental Southern drawl.

PRIVATE

Did you see that? The sun blinded me. I didn't even like this game! Piss on it!

AVERILL

Is Captain Menardi here, boy?

PRIVATE

That's him, getting off his dumb ass now.

The catcher gets up off the ground, dusting himself, limping. It is the Captain. He is a burly man who has come up through the ranks, but he has intelligent eyes. He is shouting some obscenity across the field at the private, and he is rubbing his leg as well.

CONTINUED

53. CONTINUED

PRIVATE

Sounds like a moonlight braying
of a jackass, don't it? You can
tell he likes the game!

AVERILL

(smiles)

Seems that way, doesn't it?

The Captain is swearing at the top of his voice now.

MAYOR

(anxiously)

Jim, we don't have any time to
waste with...

But Averill is already started out across the field, breaking
into a fast trot now. Mayor Lezak follows.

PRIVATE

(shouting after
them)

Tell him it was the sun blinded
me!

Another SOLDIER goes in to catch as the Captain sits down on
the grass near the horses-and proceeds to remove his boot,
accompanying himself with a stream of classic profanity.

Averill and Mayor Lezak dismount, walking over as the Captain
pulls off his sock. The Mayor, a relatively fastidious man,
recoils as the aroma hits him smack in the face.

CAPTAIN

Howdy, Mayor! Hello, Jim! God-
damned ankle's blowing up! Did
you see that disaster out there?
(shaking his
head)

AVERILL

Private said to tell you it was
the sun, Frank.

CAPTAIN

That dumb son of a bitch! All he
can do is shoot!
(contemptuously)
Southerners!

The Captain examines his ankle, as the game starts up again.

CONTINUED

53. CONTINUED

CAPTAIN
What's on your mind, Jim?

MAYOR
(jumping the
gun)
Frank, an armed body of mercen-
aries is about to invade Johnson
County! Under 'Mayor's Orders'
I demand you put Company C of
the National Guard on the alert
in Johnson County.

The Captain looks at Averill first, then back to Mayor Lezak.

CAPTAIN
Charlie, I have a standing order
to resist all commands other than
those directly from the Governor
himself.

Definite panic seeps into the Mayor's face.

AVERILL
How long have you had that, Frank?

CAPTAIN
A week's time now. I've been ex-
pecting you.

MAYOR
(incredulous)
A week!

AVERILL
(slowly)
You know, Frank, those men are
gobbling up the whole state.
They already hold a quarter mil-
lion acres between them.

CAPTAIN
My own brother got run out of
Montana, same way, eight years
ago. I still can't help you,
Jim. It's not me, you understand.
It's the rules.

AVERILL
(evenly; lights
a cigarette)
It's not the game disagreeing with
you, Frank...It's honor. You'd do
better with some practice.

CONTINUED

53. CONTINUED

CAPTAIN

(right back)

You should know better than most,
Jim; you hold things by strength,
not honor.

AVERILL

Do you have the Death List, Frank?

Silence. Averill exales on his cigarette.

AVERILL

It seems the army's balls are about
scarce as hen's teeth, Frank.

CAPTAIN

(seriously)

You know why I really dislike you,
Jim? Because you're a rich man
with a good name, and you only
pretend to be poor.

(no reply)

The Captain sighs. The Mayor is trying to keep from trembling too much. Averill waits. The Captain finally hobbles over to his coat lying in the grass nearby the picketed horses, motions for Averill and the Mayor to follow. They do so and -- he fumbles out a copy of the list and shoves it at Averill. The Mayor can hardly get his glasses back on straight.

AVERILL

(reading)

This is damned near all the people
in the county!

(then he sees
it)

-- Ella Watson!

(furious)

What in hell is she doing on this
thing?

CAPTAIN

(clearing his
throat)

Says she takes stolen cows in pay-
ment for carnal pleasures. I guess
some of these new citizens rather
get laid than feed their families,
Jim.

Averill goes silent.

CONTINUED

53. CONTINUED

MAYOR

Ella's your responsibility, Jim!
That's your fault!

AVERILL

(flat)

Shut up, Charlie.

CAPTAIN

It's all gonna be legalized, Jim.
What will you do?

AVERILL

(with some heat)

My job!

CAPTAIN

(direct and
personal)

We're not so different then, you
and I, are we? You knew what you
were getting into. You can't
force salvation on people, Jim.
It doesn't work.

54. EXT. HOG RANCH, STOCK PENS - DAY

Averill comes through the gate, heading for the back door.
Halfway there, he sees Champion's horse. Averill pulls
the back door open.

55. INT. HOG RANCH, KITCHEN - DAY

Champion, placing a lump of sugar between his teeth, is just
about to try drinking coffee exactly as Averill did earlier.
The sight of Averill coming stops him dead in his tracks.

AVERILL

I don't appreciate your job any-
more, kid!

Without missing a beat, Averill steps into him and uncorks
a murderous left hook. -- Champion is stunned but he comes
right back -- Averill blocks deftly and counters with a
solid chop to the gut -- Champion gasps -- But Averill has
had a long ride and he is already breathing hard.

Champion recovers fast, exploding a punishing shoulder-
snapping right to Averill's face -- Averill sails backward
onto the table. The table splits, crashing in half -- Averill
moans, spewing blood. Just as --

CONTINUED

55. CONTINUED

Ella flies into the room -- she is half-naked and her eyes go wide as saucers.

Champion hesitates a beat too long before he starts his next move -- Averill sidesteps and slides in with another vicious cut to the gut -- Champion drops his hands -- Ella begins screaming.

Averill summons all of his remaining strength and lets go with a terrible uppercut to the head -- Champion drops right where he is -- a purple blotch comes up fast on one whole side of his face and his mouth is a mess -- Ella gets down on the floor beside him and swearing at Averill the whole time -- Averill is gasping for breath.

ELLA

(shouting)

I don't understand you! I never did!

AVERILL

He doesn't give a damn about you!
-- He didn't even see fit to tell you himself...

ELLA

(fiercely)

Tell me what?

AVERILL

(loud rasp)

The Association has a Death List!

The color drains out of Ella's face. Champion looks stunned.

ELLA

(horrified)

A Death List!

AVERILL

Your name is on it.

ELLA

Oh, my God!

Ella begins almost trembling. She covers herself as if by reflex.

ELLA

(in a small voice)

-- Lebanon, Kansas... My father was killed that way...

CONTINUED

55. CONTINUED

AVERILL
(he had not known
this; then to
Champion)
Come on, Nate, get up! I'll whip
your ass good this time.

CHAMPION
(as best he can;
rising)
And I ain't through with you yet!

ELLA
(coming between
them)
Nate, is what he says true? They
want me dead?

AVERILL
You are dead as far as they are
concerned.

CHAMPION
(bristling mad)
I swear to Christ, Ella, I don't
know what he's even talking about!

ELLA
(furious)
You work for them, don't you?
(shouting)
What's going to happen to me, Nate?

CHAMPION
(in a low voice)
I asked you to be my wife, Ella.

Averill is stunned, stares at Ella, but there is no malice
in his eyes, perhaps only sadness. He is breathing very
hard. Everything seems suspended in the moment of this
realization. He adjusts his hat, glancing sideways at
Champion. Ella avoids meeting his look too directly. Then
presently Averill walks to the door and leaves.

ELLA
(shouting)
Where are you going?

The door slams shut.

CHAMPION
-- Ella, you know that I am not
going to just let anything happen
to you. I never have before. I --

CONTINUED

55. CONTINUED

Ella stares at Champion.

She hesitates for a very brief moment and then she rushes outside. The other girls are staring down at her from their open windows, their faces full of fear.

ELLA
(calling)

Jim!

Champion comes to the door.

CHAMPION
Ella!...

The girls duck back in, but still watching.

ELLA
(to Averill; shouting bitterly)
You buy me things! He asked me to marry him! You never did!

AVERILL
(turns, then
after a pause)
Maybe it was always in my mind to.

ELLA
That isn't good enough!

The wind whips at them as a long figure watches it all from the shadows between the buildings. It is Morrison. There is only one act in his face now, the act of killing.

56. EXT. SWEETWATER - DAY

Averill comes alone across the rutted street to Heaven's Gate. A considerable number of horses are teethered out front. We HEAR a babble of raucous voices. J.B. is quartering across the dirt street, carrying a battered but official-looking black top hat. Gives it to Averill. Averill puts the hat on as there is a moment where neither man speaks, but there is a lot of emotion going on, then:

J.B.
Helluva fine court house, ain't it?

Averill draws a weary breath and goes inside, passing under the sign guaranteeing "A Moral and Exhilarating Experience."

57. INT. HEAVEN'S GATE - DAY

The place is jammed with impatient, mostly younger Emigrants waving claims documents at one another, arguing and shouting in total confusion. The skating arena has been set up now as an impromptu courtroom.

The Mayor, seeing Averill come in, shouts the court to order.

MAYOR

(shouting)

All right! All right! Quiet!

The court is now in session.

All of you people rise --

(pause)

and take off your hats, too!

Everyone stands. Two men shout last ditch obscenities, loudly grumbling at one another.

Averill passes through the crowd to a table covered with gambler's green felt. He sits down and light a cigarette slowly, very slowly, taking his own time. Every eye in the place is on him, admiring his style.

MAYOR

(shouting to everyone)

Sit down, goddammit!

There is a great RUMBLING NOISE as everyone finds a place on the floor or along the guard railing. The Mayor exchanges looks with Averill. Then:

AVERILL

(in a low voice)

There won't be any court today.

All hell breaks loose in the audience.

MAYOR

(threatening)

Goddammit! Quiet!

There is HOWLING and HOOTING. It is still impossible to hear at all. Finally Averill FIRES his revolver, the NOISE cuts out. They see he is not joking.

AVERILL

(up a notch)

An armed mob of paid men is about to enter your own county with an open threat to destroy the lives and property of your friends...

CONTINUED

57. CONTINUED

Stunned silence.

AVERILL

They Wyoming Stock Growers Association has the names of some of you people on a list... one hundred and twenty-five names.

EMIGRANT

(blurting out
in Polish)

That's almost all the people in here now!

MERCHANT

What names are on that list?

Now everyone goes wild and talking over each other, all shouting questions at the same time. Averill looks around at the sweaty, grubby faces SCREAMING at him. He pulls out the Death List. It quickly settles down to dead silence. We HEAR the sound of the paper crackling as Averill begins reading.

AVERILL

(slowly)

M. Tucker -
D.B. Schultz -
S. Rosenberg -
A. Kaiser -
B. Glover, Jr. -
R. Shaw -
B. Wiley -
W.R. Shermerhorn -
W.E. Guthrie -
E. Watson -

Every eye in the place is on Averill. As over the SOUND of each new name we see the man's reaction to his own death sentence. Others sitting close to a man whose name has just been called, imperceptibly pull away or seem to, the accusation already formed in their eyes, a look far from the music, far from the laughter.

58. EXT. CASPER, RAILROAD DEPOT - DAY

Cully steps outside into the glare, checking his watch, as he walks to the track.

A train is coming out of the far distance. The rails shiver.

CONTINUED

58. CONTINUED

Cully adjusts his hat to shield the glare. He turns his attention back to the train.

The train is much closer. It seems in fact to be approaching at an unusually high speed.

Cully checks his watch again.

CULLY
(to himself)
That don't appear right at all!

The train keeps coming on now, THUNDERING closer. It is definitely not going to stop. It EXPLODES through the station with near cyclonic force. The NOISE is deafening.

Cully is swearing at the train speeding past him, whipping his clothes, scattering his clothes.

The blinds in the Pullman cars are shut tight and there are three open carloads of horses. Two flat cars holding three wagons and a baggage car.

Cully's hat, caught in the turbulence, flies down the track after the disappearing train. He rushes after his hat, cussing. As he straightens up, looking down the length of the tracks stretching into infinity, he suddenly remembers something; rushes back inside and tries to telegraph. It is dead. He comes back outside onto the tracks and kneels down, putting his ear to a rail. Nothing.

CULLY
Stopped! She can't be that far away!

Cully sits there on the track, calculating something, using his watch.

59. EXT. ROAD TO NATE CHAMPION'S PLACE - DAY

Brilliant sun glitters on the last of a few transient snow fields. Ella's Studebaker rambles along slowly. Champion is aboard. One whole side of his face is badly swollen and discolored, the eye half-shut. His horse trails behind the Studebaker. John DeCory rides along some distance after that. He looks up at the sky. It is a pure clear blue, and the peacefulness of it all belies the tension between Ella and Champion. Champion runs his hand along the smooth finish of the carriage. Then he touches his face gingerly.

ELLA
(noticing)
Hurting now?

CONTINUED

59. CONTINUED

CHAMPION
He's just lucky we stopped before
he got in real trouble.

ELLA
(preoccupied)
Yes.

CHAMPION
When will you decide?

ELLA
I don't know.

CHAMPION
(testing her)
I suppose if I were you, I'd say
no now.

ELLA
Oh?

CHAMPION
No question in my mind.

ELLA
(testing him)
Why is that?

CHAMPION
I don't know. There just isn't
any.

ELLA
You could be very wrong, you know.

Her reply unsettles him. They come around a bend, a small wooden bridge heaves into view. Beyond that, on the opposite side of the Sweetwater River, is Champion's place, really only a double log cabin shack set several hundred yards off the road and back in the distance by a stand of trees and high bluffs.

The Studebaker CLATTERS lightly over the bridge, marked with a sign proclaiming it "Property of the Wyoming Stock Growers' Association," bumps off the road and moves on toward the cabin.

CHAMPION
(abruptly)
Jim ain't your friend, Ella. He
ain't nobody's friend. He'll quit
anybody if it suits him.

CONTINUED

59. CONTINUED

Ella is silent as Nick comes outside, followed by a BEARDED TOUGH-LOOKING OLDER MAN who looks like a trapper. He hangs back at the cabin as Nick walks over to the Studebaker. He pats the roan admiringly.

NICK

(whistling)

Say, this rig really is somethin' ain't it! Howdy, Nate...

(seeing Cham-

pion's face now)

Goddamn, what happened to your face there, Nate? Looks like you had a fight with a sawmill!

Champion ignores this last, swings off onto the ground, one eye on the Trapper.

ELLA

(brightly, trying to shift tone)

Hello, Nick.

NICK

(pleasantly, but glancing sideways at Champion)

Hello, Ella.

Ella looks around at the familiar spartan surroundings. It only heightens the Studebaker's sense of luxury.

CHAMPION

(to Nick)

Arapaho Brown been anywhere near?

NICK

(cant' help staring at his face)

Scarce as hen's teeth. An old boy hunting wolves come by, though.

(indicating

Trapper)

Told 'em it was okay to stay the night there.

CHAMPION

(heatedly)

What are you staring at my face for?

CONTINUED

59. CONTINUED

NICK
I ain't staring at anything, Nate!

CHAMPION
(after a pause;
to Ella)
Why don't you stay...awhile? You
ain't been here for a long time.
I fixed the place up inside.

Champion looks as if it would really please him for Ella to come inside. Ella is on the verge of refusing him but suddenly changes her mind.

ELLA
What have you done to it?

CHAMPION
(grinning)
Wallpaper.

ELLA
(surprised)
Wallpaper? Where did you get
wallpaper?

Ella heads the Studebaker towards the cabin. Champion walks alongside.

NICK
(indicating
Trapper)
Everybody, that's Fred over there.
Say howdy, Fred. This is Ella
Watson and that's John DeCory
hanging out back there.

Everyone makes their greetings as Champion helps Ella from the carriage. The grizzled Trapper is suitably impressed, enough to make Champion glad he's there. He is proud as hell as he escorts Ella to the door, as in the background the old bird gives the fancy Studebaker the once-over. Ella goes in first.

60. INT. CABIN - DAY

Ella's eyes go wide as she comes inside the cabin. Then we see what she sees.

The entire interior has been wallpapered with lurid copies of the Chicago Police Gazette. Half-dressed females and cops wink out all over the place. It cracks Ella up.

CONTINUED

59. CONTINUED

ELLA
(turning to
Champion)
Wallpaper!

CHAMPION
(seriously)
Yeah. Civilizes the wilderness
if you know what I mean.

Ella's face suggests she's been struck by the remark. She gives him a look half-serious, half-smiling.

61. INT. TRAIN, PULLMAN CAR - DAY

Fifty young MERCENARIES, each armed with a brace of pistols and a Winchester, sit inside the dark, airless car, waiting in silence, with only the SOUND of steam urgently blasting out of the engine's boiler valves. The men are streaming with sweat and, despite the heat, they all wear long coats. On each coat, a deputy marshal's badge pinned on every which way. Most of the men sport moustaches, ties and knee-high boots. The very patience of such young men makes them seem all the more ominous.

A door opens as Frank Canton walks in. He is running the show and he lets you know it -- Not a single wasted movement as he walks through both cars. But strangely, he does not seem at all pleased to be there, as if it is somehow beneath him.

62. EXT. TRAIN - DAY

A nowhere stretch of desolate land, somewhere outside of Casper.

Canton steps off the train. He walks over to Wolcott and Irvine. A large group of mounted men is there with them. Prominent among them is the GOVERNOR OF WYOMING (it is his face we saw on the handbills). He is surrounded by a MILITARY ESCORT, including a COLONEL, A MAJOR, two ORDERLIES, a CAPTAIN and three COLOR SERGEANTS. Wolcott is talking to him covertly, indicating Canton. They have all been waiting to meet the train and are edgy now, especially Canton. Irvine is already well lit and Wolcott has dressed in his old major's uniform for the occasion.

WOLCOTT
You're right on time.

CANTON
We're paying for it.

CONTINUED

62. CONTINUED

WOLCOTT

(annoyed)

The Governor came to see us off,
Frank.

CANTON

(smiles, shaking
hands)

Governor.

GOVERNOR

(brusquely)

How much time do you estimate
here, Canton?

CANTON

(straight to
business)

Forty minutes.

IRVINE

Have the proper warrants been
issued?

WOLCOTT

(smiling, to
cut off Irvine)

The President himself asked for
these men to go, Billy.

Before Irvine can reply, we see Dudley (the fat man), one
of the mercenaries seen in Zindel's store, riding along the
railroad track. He has a large coil of telegraph line
around his shoulder. He comes up in front of them.

DUDLEY

Telegraph's cut.

He throws the coil into the dust at Canton's fee. Canton
smiles.

There is a great ROAR of voices as armed men pour off the
train. Heavy doors slam open and fifty horses hit the
ground, raising a tremendous cloud of dust, and everywhere
men, hazy in the dust, sweating, working quickly under
Canton's constant prodding.

Wagons RUMBLE down ramps put up to flat cars, as thousands
of rounds of ammunition, cases of dynamite, tents and food,
all marked "U.S. Army Corps of Engineers" are loaded into
the wagons.

CONTINUED

62. CONTINUED

We see the Governor and his military escort ride into the distance.

Irvine toasts them with his flask, as they leave, drinks.

IRVINE
(almost to himself at first)
Armor made a knight, a crown
a king. What are we?

MAN IN THE NEW SUIT
(shouting)
Hurry up! Put us at the Sweet-
water, and we'll do the rest!
(laughs)

63. INT. CASPER, RAILROAD DEPOT - DAY

Cully begins pulling drawers open, frantically yanking out personal effects. There are not many of them.

CULLY
(to himself)
Hell, I don't owe nobody favors.
(passionately)
I don't want to be involved!!

He is terribly agitated.

CULLY
(muttering)
You are a fool, Cully. A prize,
country fool!

Cully stops dead in his tracks for a moment. An absolutely blank expression is on his face. Then just as abruptly, he unfreezes.

CULLY
Fuck it! I never did like this
job anyway!

Cully removes his cap, gives the place a last look, the look of a gambler staking it all on the pull of a single card. Then he leaves.

64. EXT. OVERLAND ROAD - DAY

Cully rides hell bent for leather, heading for Johnson County.

65. INT. CHAMPION'S CABIN - DAY

The earlier tension between Ella and Champion is gone for the moment. John DeCory is walking along the walls looking at the pictures of naked women on the plastered down pages of the Chicago Police Gazette.

NICK
(to the old
Trapper)
Now, you know that I am not going to believe that a man can fight a wolf barehanded - It ain't possible.

TRAPPER
(slyly)
Is.

ELLA
How?

TRAPPER
First, ya let the critter attack ya.

NICK
Attack?

TRAPPER
Yessir. You don't do a thing. You just have to stay real calm.

NICK
Then what?

TRAPPER
(dramatically)
As soon as that sonofabitch opens his jaws to take your fool head off -- you reach right into his mouth, fast as lightning, and grab his tongue.

NICK
(incredulous)
Grab his tongue! What in the hell good does that do you?

TRAPPER
He can't bite ya, if ya got hold of his tongue.

NICK
I don't see that.

CONTINUED

65. CONTINUED

TRAPPER

Stick out your tongue. I'll show
ya.

Nick hesitates.

ELLA

Come on, Nick. Stick out your
tongue.

CHAMPION

Yeah, Nick, show us what you got
in there.

NICK

Aw, hell. Here!

As Nick sticks out his tongue.

The Trapper, fast as a wink, grabs it, holding onto it with
an amazing grip. It damned near paralyzes Nick. Everybody
breaks up with laughter.

TRAPPER

Try to git me. Come on!

Nick and the old Trapper are dancing all over the place as
Nick struggles like mad. The laughter builds and Nick's eyes
start tearing, but he can't get loose of the old boy's grip.
Finally the Trapper lets go.

Nick is rubbing his tongue, which is all red and sore as hell.

Ella is beside herself, laughing.

NICK

(eyes tearing)

Sonofabitch! He was right! What
happens when you let go?

TRAPPER

He kills ya!... You got to hang
onto it until help arrives.

They all break up again. Ella starts getting up.

CHAMPION

Why don't you stay for supper?

ELLA

I have things to settle with Jim.

CONTINUED

65. CONTINUED

Ella moves toward the door.

Champion gets up and goes with her.

ELLA.

(to all)

Goodbye. Goodbye, Nick. Keep
your tongue in your head.

This last gets another laugh, but the earlier mood is gone.

NICK

(over)

You know that!

66. EXT. CABIN - DAY

As Champion comes outside, he turns to Ella.

CHAMPION

(seriously)

Will I be seein' ya anymore,
then?

ELLA

(after a long
pause)

Maybe.

(kisses him)

Yes.

(smiles)

I'm glad I made up my mind, Nate.

Then she steps up onto the Studebaker, wheels around and heads
out towards the road, John DeCory trailing behind her.

CHAMPION

(smiles, calling
out)

Don't scratch that fancy paint
none, Ella!

67. EXT. ROAD TO HOG RANCH - DAY

Ella and John DeCory approach the house at a good pace.

Six horses are tied up out front, munching on the grass in
the shade of the veranda.

Ella stops -- something about the scene disturbs her. She
stares at the house for a moment.

CONTINUED

67. CONTINUED

ELLA

(abruptly)

Now, John, you go get Mr. Averill
and tell him to come here fast as
he can.

JOHN

What's wrong? I don't see nothin'
peculiar!

ELLA

Did you hear me, John?

JOHN

(miserable)

I heard ya.

ELLA

Good boy, John. You go on now.
Hurry!

John leaves, cutting cross country, as Ella draws closer to
the house. She heads the rig around back, dismounts and
walks towards the kitchen door.

68. INT. HOG RANCH, KITCHEN, LIVING ROOM - DAY

Ella comes inside, takes a breath and goes through into the
living room.

Dirty, sweating mercenaries are all sunk into the chairs,
slopping whiskey and grinning at her. We recognize them
from Zindel's store. Morrison is there and Arapaho Brown
is with him.

Ella glances at Arapaho Brown who looks away, rubbing the
side of his nose. Ella decides to brazen it out.

ELLA

(cheerfully)

Help yourself. There's enough
whiskey here to give each of
you dirty land hogs a bath!

A particularly filthy man, JAKE, laughs hysterically, slob-
bering whiskey all over himself.

JAKE

It's true all right, ain't it,
boys!

CONTINUED

68. CONTINUED

A faint hysteria flutters through their laughter, but there, and unnerving.

Ella's stomach tightens.

ELLA
You boys go ahead and enjoy
yourselves. I'll see to the
girls...

Jake stretches out his rifle barrel, picking up Ella's skirt with it, leering.

ELLA
If you don't stop, I'll bend
that iron around your head!

Everybody applauds wildly, whistling and hooting.

Jake is beside himself, choking with laughter.

JAKE
(to Morrison)
It's all right, ain't it, Morrison?

Morrison nods affirmatively, turning to Ella. He speaks with his eyes closed.

MORRISON
I believe it's you the boys want.
(beat)
All of them!

Ella's mind races in panic. We see her back. It is soaked completely through with sweat. The men are all staring at her.

ELLA
(hanging on)
Cash in advance here.

ARAPAHO BROWN
Or cattle!

MORRISON
(eyes closed)
I believe you have enough of the
Association's cattle out back...
to pay for all of us.
(playing to the men)
without coming up for air... the
whole damned month of July!

CONTINUED

68. CONTINUED

Blood rushes to Jake's head as he whoops hysterically. He starts bashing in a table with the butt end of his rifle. That snaps it. They all go hysterical now.

Ella fights to keep calm.

Jake, howling, begins to raise her skirt again, and in between their laughter, the men shout obscenities at her.

Ella begins letting go, allowing the fear to take her.

Morrison opens his eyes and looks directly at Ella. His face is all red.

69. EXT. HOG RANCH, ROOF - DAY

Averill comes slithering across the roof. He slips neatly into Ella's upstairs bedroom.

70. INT. HOG RANCH, ELLA'S BEDROOM - DAY

As Averill comes in through the window, he stops cold, sickened at what he sees. Then we see it.

The three girls are lashed to the wood bed. They have been brutally beaten, their faces swollen and misshapen from repeated blows. They are unconscious. Just then there is a SOUND of approaching FOOTSTEPS on the stairs. Averill slips back outside the window, quickly and without a sound.

71. EXT. HOG RANCH, FRONT - DAY

One of the men, posted as a sentry, is peeking in the window. His rifle is propped against the side of the house as his hand moves back and forth in his pocket. In close now we see the man's eyes, transfixed, on what's happening inside the living room. In a moment, his eyes bulge. Before he quite realizes what's happened, Averill has taken his life with a Bowie knife. The man falls in a heap on the ground, blood gurgling out of his slit open throat.

Averill makes his way to the front door.

The horses, beginning to catch the scent of blood, SNORT.

72. INT. HOG RANCH, LIVING ROOM - DAY

Arapaho Brown staggers up INTO FRAME, adjusting his trousers. He is drunk. His hair is all wild.

Sweat pours from his head. The other men, who we can't see in the SHOT, are all AD LIBBING wise cracks.

CONTINUED

72. CONTINUED

Suddenly the front door bangs open so hard it splinters along the hinges.

Jake's mouth drops open.

Averill explodes in, both guns BLAZING.

Jake falls, with his hands still on his buttons, blood draining down his buckling legs, onto his boots.

Everyone panics, mad scrambling for their guns or pants, slowed by too much alcohol and confused over which to grab first, screaming as they are hit. Bullets ripping into everything in sight, shattering bones at that close range.

Morrison makes a stupendous dive for the window.

73. EXT. HOG RANCH - DAY

Outside, the glass shards blow all over the place. The horses panic, rearing as Morrison leaps onto any which one and gets the hell out of there as fast as he can, and he has been badly torn by the glass.

Averill grabs Jake's Winchester and FIRES through the demolished window at Morrison, who is already lost from view.

It is all over as fast as it began. Bodies are strewn about the room like rag dolls, some with their trousers still on or half-on, bleeding, softly swearing or praying. When that stops, it is very quiet and in the silence and for the first time, we suddenly become aware of Ella. It is almost a shock to Averill and to us. She is lying on the floor, absolutely unmoving, white. Arapaho Brown has fallen across her. His huge, wild head still glistening with sweat. A spray of blood covers both of them.

Averill pulls Brown off Ella and kneels down beside her. Her makeup is all streaked and rubbed off.

ELLA

(crying softly)

Oh, Jim! Let's go away from here.
Now! Right now...

AVERILL

I have something to settle first,
Ella. I can't just leave here
now.

CONTINUED

73. CONTINUED

Presently Champion comes in the front door, followed closely by Nick, guns drawn. They both go numb before the devastating scene in the room. Champion stares at Averill, at Ella. Champion rushes over to her as Averill, straightening up, is still coming back to himself; watches, breathing hard. Averill looks hard at Champion. Nick rushes upstairs to Nell.

AVERILL

(to Champion)

Maybe you understand better now
the kind of people you work for.

CHAMPION

(weakly)

A man has to make a living. It
was my job.

AVERILL

The tragedy, Nate, is that you
were all in the right -- legally.
But they just threw that away.

74. EXT. HOG RANCH, VERANDA - DAY

John DeCory sits on the edge of the veranda, the color drained from his face, rocking back and forth, staring at the dead man with the gaping throat. In the sun, the bits of glass covering him glint like diamonds.

After a moment, Champion comes outside and goes straight to his horse. His boots make a CRUNCHING SOUND in the glass. He mounts and rides off as the sun, at a lower angle now, is beginning to slant through the trees.

75. EXT. PRAIRIE - DUSK

Champion, riding alone in the whole vast landscape. The grass is turning purple in the fading light.

76. EXT. THE PRAIRIE _ ASSOCIATION BIVOUAC - NIGHT

The mercenaries camp, centered in the vast emptiness of the prairie, is outlined by a large fire. All of the men are gathered around one of the U.S. Army wagons.

An Emigrant is tied to a wagon wheel. On closer view, we see that it is George Kopestonsky, (the young man at the church who whooped at Ella). He is blind with fear now, as the men draw straws for his firing squad.

CONTINUED

76. CONTINUED

Dudley is passing around a hat. In the firelight, his enormous hulk seems larger, even monstrous.

DUDLEY

(to all)

...his wife, hit both feet on my back and sent me down the hill. Before I could get on my feet, she hit on me with a log, biting and stomping me. I grabbed the little bitch around the neck. And this time I had my knife. I never stopped cutting until I could feel the blood running and then she started to run, but she only ran a few yards until she dropped...

Suddenly we see Champion just coming in. He is covered with mud, and with his long coat, looks like most everyone else there. The mercenaries take him for one of their own.

CHAMPION

(to one man)

What's going on here?

MAN

Drawing lots for a firing squad!
Extra five dollars apiece for
ten men.

CHAMPION

(furious)

Who gave that order?

MAN

Canton

CHAMPION

Sonofabitch!

Champion walks off towards large tent.

The man suddenly looks at him queerly.

77. INT. CANTON'S TENT - NIGHT

Canton and Wolcott and Morrison, outlined in yellow lamp-light, are seated around a large map, nursing coffee. Irvine is also there, in the shadows, sprawled on a government cot, drinking brandy. Everyone's head turns as Champion bursts in on them, catching them off guard. Morrison draws automatically.

CONTINUED

77. CONTINUED

CANTON
(screaming)
Not in here!

Champion's gun is out and FIRED before you can see it.
Morrison flies backwards, crashing into Canton, center shot
in the head and already dead.

CANTON
(hysterically,
to Champion)
I have nothing to say to you!

CHAMPION
(in a voice
terrifying in
its calmness)
There will be no executions here.
Canton, you better have a guaran-
teed legal warrant for every name
on the list. Show me one for the
man outside. Now!

Canton frantically tries to rub Morrison's blood from his
coat.

CHAMPION
(turning to
Wolcott)
"Major?"
(says this last
derisively)

WOLCOTT
There was no time!

Canton remains silent, quivering with hate. Wolcott avoids
meeting Champion's eyes too directly. Irvine breaks the
silence.

IRVINE
(drunk)
When the fix is equal, justice
must prevail!

CANTON
(extremely
agitated)
Shut up, Billy.

CHAMPION
You people make me sick.

CONTINUED

77. CONTINUED

Wolcott slams his cup down and stalks out of the tent.

CANTON

(shouting to
Champion)

Let's not have any last minute
sentimentalism about the killing
of a few thieves and anarchists.

CHAMPION

One hundred and twenty-five men!
Have you ever killed a man your-
self, Canton?

CANTON

(flushing red)

Mr. Champion -- my grandfather was
secretary of war to Harrison; his
brother was a governor of New York;
my brother-in-law is the secretary
of state; and to you -- I represent
the full authority of the United
States Government and the President!

CHAMPION

Fuck him, too!

IRVINE

Bravo, sir! --

CANTON

(standing)

I've had just about enough of your
shit, too, you silly son of a
bitch.

Canton decks Irvine and Champion walks out of the tent. Can-
ton shouts after him.

CANTON

(shouting)

You took a job to uphold the law!
We are the law, Champion!

IRVINE

(dazed)

"Son of a bitch" has always been
a favorite expression in this
country...

Canton storms out of the tent, draws his revolver, walking
straight towards the Emigrant tied to the wheel.

CONTINUED

77. CONTINUED

IRVINE

...Wyoming is in the "son of a bitch" stage of her civilization and...

A pistol SHOT rings out. As we immediately shift our view, showing:

Canton's pistol at the young man's shuddering head. His eyes blur as he falls away, and his body is jerked by the ropes binding him. Canton stands there staring across the campsite at Champion. It has all happened so fast that no one has reacted yet. There is only silence and the CRACKLING SOUND of the fires.

Teschmaker takes out his black book and makes a notation.

78. INT. HOG RANCH, KITCHEN - NIGHT

Averill sits at the table, alone. He has had a very long day and his hands are shaking, and the fact of it seems to irritate him.

Presently, Ella comes in, carrying her accounting ledgers. She sets them down in front of packed bags. Averill is not at all pleased by this. Ella sits across from him. She appears composed, showing no visible effects of the afternoon. She seems almost prim in an odd sort of way, subdued. Her hair is pulled back and she wears no makeup, and if anything she is even more attractive this way to Averill. He stares at her. Neither of them speaks for a moment.

AVERILL

Is that supposed to mean you're going to Nate?

(silence)

Ella?

ELLA

You think a woman can't love two men?

AVERILL

Sure you can. Why not? Or Three. But it sure as hell isn't convenient.

(not what he wanted to say)

ELLA

(low; in a subdued voice)

I can manage it.

CONTINUED

78. CONTINUED

AVERILL

~~Even after today?~~ Today was just
they beginning of it! Do you think
they would have tried what they
did if it wasn't? If something
bigger wasn't coming?

ELLA

Everything I have in the world is
here. I can't just walk out and
leave it!

AVERILL

(kicks over a
chair violently)
This? This pathetic, rustic junk?
I'll buy you really fine things,
Ella. The world is full of fine
things!

ELLA

You'll never understand.

AVERILL

(furious)
Spare me that! Spare me the
piety of a whore!

ELLA

What does "piety" mean?

AVERILL

(more furious)
A dumb whore!

ELLA

(very quietly)
Those are my books.

AVERILL

(shouting)
I can see what they are!

ELLA

Balanced to the penny.

AVERILL

I don't care about that now!

ELLA

(raising her
voice now)

I do!

(MORE)

CONTINUED

78. CONTINUED

ELLA (CONT'D)
I never cheated on you. I always
made Nate pay!

AVERILL
(pausing at the
mention of Nate)
That was all a nice game, Ella.
It's over.

ELLA
(shouting)
A game? Is that why you protected
me?

AVERILL
I protected you! What have my
reasons to do with it?

ELLA
Why did you make Nate leave me
here today?

AVERILL
(shouting)
Nate!

It is the first time we have heard him shout. It stuns Ella
and us.

ELLA
(quietly)
Nate... asked me to marry him.

Averill, in a fit of rage, sweeps the ledger off the table. Now Ella's tight control begins to come apart. The strain of everything that has happened becomes too much for her. Her eyes begin to well up with emotion. Gradually, Averill comes down, very gradually. The emotional struggle exhausts him. Never has the difference in their ages been more apparent. Then, with unusual tenderness, he says in a low, soft voice.

at table

AVERILL
Ella, I ask you again to leave
here. I ask you, humbly.
(pause)
...I do care for you.

ELLA
(moved)
I'm grateful to you, Jim -- for
everything. And I love you (for
it.)

(MORE)

CONTINUED

78. CONTINUED

ELLA (CONT'D)

Try to believe my feeling for you,
and my debt to you for your protection in the beginning, and now,
remains unchanged. What else can
I tell you?

AVERILL

It is Nate, isn't it?

Silence.

ELLA

You're a hard man to compliment.

Averill's face suggests he's been struck by the remark. He bends down and picks the books off the floor. He puts them back on the table.

AVERILL

(laughs; but
sadly)

You keep it all -- both of you.
This country's more yours than
mine, really.

He goes over and kisses her forehead.

AVERILL

Goodbye, Ella. I'll miss you.

He turns away and leaves.

79. EXT. HOG RANCH, BACK YARD - NIGHT

Averill walks across the moonlit yard. He draws a breath of night air, as in the barn we see John DeCory sitting in the Studebaker, a Winchester across his legs. The Studebaker gleams in the shadows.

80. INT. BLUE ROOSTER, PASSAGEWAY - NIGHT

J.B. comes down the dark and crowded passageway to Averill's room. J.B. knocks on the door.

AVERILL (O.S.)

Suit yourself...

81. INT. AVERILL'S ROOM - NIGHT

Averill sits in the dense shadows, his feet are propped up against the bed and he is fully dressed except for his boots. A half-empty bottle of brandy is cradled in his lap. Dirty glasses are on the floor beside his chair.

CONTINUED

81. CONTINUED

J.B.
(entering)
It's J.B., Jim.

AVERILL
J.B. Come in and have a last
drink with me.

J.B., bone tired, picks up a glass from the floor, fills it
and settles into a chair. He sighs as the brandy hits.

J.B.
Frank told me he couldn't do any-
thing, though I'm sure you already
know that.
(he leans forward
and looks out
the window)

The leaves are already turning.

AVERILL
All is law and premeditated de-
sign.

J.B.
Still maybe there's a chance...

AVERILL
(interrupting)
There is no such thing as chance,
J.B. That's a young man's illu-
sion.
(pause)
God, do I hate getting old.

They both sit there in the dark, drinking, as below them
the tumultuous sounds of people gathering in the street
grows.

82. EXT. MAIN STREET - DAY

Now people are everywhere, walking in groups towards the
skating arena. There is a tremendous NOISE of heels click-
ing on the board sidewalks. Wagons and horsemen are coming
in, throwing up clouds of dust. In the hustling activity,
no one takes special notice of the Mayor and a dusty group
of Merchants heading over to the Blue Rooster. This group
is the Sweetwater Chamber of Commerce.

83. INT. BLUE ROOSTER, PASSAGEWAY - DAY

There is a growing undercurrent of sound from the arena.

CONTINUED

83. CONTINUED

The Chamber of Commerce comes down the passageway leading to Averill's room. The Mayor knocks on the door.

MAYOR
Averill, it's the Mayor!

Silence. The Mayor knocks again. Silence.

MAYOR
(swearing under
his breath)
Suit yourself!

84. INT. AVERILL'S ROOM - DAY

The Mayor opens the door, coming into a brightening room.

J.B. is gone. Averill is sleeping it off on the bed. We see a bullwhip coiled on the post near his head. His Winchester is propped against the bed, a cleaning rod still sticking in the barrel. A half-empty bottle of brandy is on the floor beside the washbasin. The Mayor, furious, tries desperately to rouse him. He pulls once too hard and Averill rolls out of bed, hitting the floor. His eyes focus and unfocus. He really tied one on.

The Mayor panics at first, then he tries slapping Averill's face. Nothing. He hits harder. Averill snaps awake and in one motion the bullwhip is out. It CRACKS like a rifle shot in front of the Mayor's nose. The merchants all fly back against the walls --

The Mayor is pressed flat against the wall, white as a sheet. If Averill had been any more awake, the Mayor's face would have been halved like a melon.

AVERILL
(recognizing
him)
What the hell?

Lezak is absolutely speechless.

MAYOR
(trembling)
-- It's Charlie Lezak and Chamber
of Commerce --

AVERILL
(looking out at
the others cower-
ing in the hall)
What took you so long?

CONTINUED

84. CONTINUED

MAYOR

What?

AVERILL

(ignoring him)

Come on in and have a drink with
me, boys.

The merchants all come in, immediately filling the tiny room; sitting on the bed and damned near everything else in the room. They all maintain a stiff respect, but stare at him with burning eyes. One particularly filthy merchant sits in Averill's chair. As Averill moves toward the chair to put his boots on, the merchant sitting in it only hesitates a very brief second before jumping out.

AVERILL

(to the man)

Thank you.

(to all)

I've been expecting you. Every-
body here?

MAYOR

All except the idiots who want
to fight! We're not all anarchists
and criminals here, Averill.

AVERILL

(wearily)

All shit, Charlie!

MAYOR

(heatedly; with a
trace of his old
accent)

We're storekeepers! Merchants!
You can't lasso wild animals with
morning glory vines!

AVERILL

Why did you come here?

MAYOR

(awkwardly)

We want you to talk to them. Offer
to help turn in the people on the
list. They have the law on their
side. Even the National Guard
can't help us! The law is the law!
Whatever it is -- it is! It's your
job! You can't be a policeman and
a philosopher!

CONTINUED

84. CONTINUED

AVERILL

(pauses)

You look like a man about to shit
a pumpkin, Charlie.

Everyone laughs, despite themselves.

MAYOR

(furious)

I don't have to take that, Averill.
I'm the Mayor here. I have the
final authority. You're out now.

(beside himself)

Fired!

Silence.

AVERILL

(after a pause;

in that voice

terrifying in

its calmness)

They're only fifty men, Charlie.
Together we're two hundred.

MAYOR

(perspiring)

Your hopes are exaggerated. In
the end, they'll get it all any-
way! May take a hundred years,
but they'll get it.

AVERILL

What about here? Now?

MAYOR

(his eyes sud-

denly well up,

burning with

shame)

I'm afraid you've misjudged us.

AVERILL

You can't fire me, Charlie. But I
just quit.

Silence.

Suddenly all of them surge out of the room, leaving Averill
sitting on the bed alone. He remains silently like this for
a moment.

85. EXT. PRAIRIE - DAY

The sun is just coming over the edge of the mountains, gliding higher, quickly illuminating the vast landscape. A horse WHINNIES. A dark clump of rock appears to move. It is Cully, coming out of his sleeping bag.

His head emerges into the brightening sun. He rubs his face, turns to look around and stops dead.

Squatting on his haunches directly in front of him is the Man in the New Suit, grinning.

MAN IN THE NEW SUIT

Good morning to ya! Have a nice sleep out here?

Cully's eyes, wild with panic, dart around in every direction. But there is no one else. They seem to be alone.

MAN IN THE NEW SUIT

Say, who's minding the train station?

CULLY

I...Another citizen.

MAN IN THE NEW SUIT

Headin' over to Johnson County, are ya?

CULLY

(tentatively)

Yes...I...

MAN IN THE NEW SUIT

I'm goin' over there myself. Mind if I ride along?

CULLY

Suit yourself, citizen.

He really doesn't know what the hell to think, but one thing he does know is that he is in trouble. He calculates drawing as the man mounts up. Two guns in tied down holsters peeking out from under the man's unbuttoned jacket change his mind. He just rolls up his sleeping bag instead.

The man waits for Cully to start out first.

MAN IN THE NEW SUIT

How do you like my new suit here? Paid fifty dollars on credit for it. More than likely pay it off real soon though.

CONTINUED

85. CONTINUED

Cully gets up on his horse and starts moving up the rise. After a moment, as he comes over the top, he sees what he half-expected to see. It makes his blood run cold.

In the early slant-light, shadows on the entire Association mob of mercenaries on horseback loom across the flat table of land.

Cully turns around and looks back down towards the man who is still grinning at him.

MAN IN THE NEW SUIT
Country's getting crowded, ain't
it?

A moment of absolute silence passes. Cully is quite literally pissing in his pants.

The mercenaries wait.

Cully decides he's already a dead man. He quierts his horse, hard as he can. The horse trembles and takes off like a shot across the shadows. Cully, screaming like an Indian, drops over one side, swearing and FIRING wildly into the mercenaries. Some of the horses rear. Men duck. One of them gets ticked with a lucky shot.

The Man in the New Suit dismounts quickly, but not rushing. He draws his rifle out of its boot, takes very careful aim and FIRES.

Cully is blown clear off his horse.

The man keeps FIRING as Cully, in a HAIL of bullets, stumbles into a run, pure adrenalin pushing him, blood boiling in his lungs. He is swearing and praying and laughing hysterically in between.

CULLY
I don't want to be involved...
Oh, shit, I'm dead!

And then a tremendous rush of blood pours out of his mouth, splashing onto the ground. A look of utter amazement is on his face as the ground meets him abruptly and then he is dead and very still.

Teschmacher credits the kill in his black book.

87. EXT. SWEETWATER - DAY

Emigrants are everywhere, armed with weapons of every description, walking in groups towards the skating arena. There is a tremendous NOISE of voices.

CONTINUED

87. CONTINUED

Wagons and Emigrant horsemen are coming in throwing up clots of mud. In the bustling activity, everyone takes special notice of Averill, alone, walking through the middle of it all. He stops, scanning their faces.

John DeCory is just pulling in, driving an old spring wagon. Ella's girls, Nell, Dot, and Lillie, are with him wrapped in blankets, their faces covered, shivering. Ella is not with them. Averill watches them go for a moment.

88. EXT. CHAMPION'S PLACE, RAVINE - DAY

The mercenaries' horses are massed in a ravine some five hundred yards north of Champion's cabin. Two dozen men are posted watching them.

Further on, Canton and twelve more men slip into a gulch almost a hundred yards from the front of the house facing north. Teschmacher, Irvine, and Dudle are with this group.

Wolcott leads another twenty men to positions, stringing them out so that the cabin is covered by a vast circle. Wolcott himself takes up a position on the south side, his back to the river and the bridge. The road is two hundred yards away and the men are well concealed from it. Wolcott sends two men to cover the bridge, one on either side of the river. Also from Wolcott's position, we can see two men scrambling up the high bluffs to become sentries.

The mercenaries ready their rifles.

Dudle loads a huge buffalo gun when, suddenly, the front door CREAKS open.

The Trapper comes out, carrying a bucket, heading for the well which is not too far from Canton's position. As he gets closer, Canton pushes his Winchester into view. The Trapper sees it and freezes. Canton motions him to come forward. The Trapper looks back at the cabin once, then at Canton's Winchester. He comes forward into the gulch. The sight of so many armed men brings him up short. Canton holds him at point blank range.

TRAPPER

(in a whisper;
rapidly)

Mister, I don't know these people
here at all! My name is Schuler,
Fred Schuler.

(MORE)

CONTINUED

88. CONTINUED

TRAPPER (CONT'D)

I'm a wolf skinner. I ain't been under a roof in a long time. I'm headed north. That's the truth, mister. I swear it.

CANTON

You're a dead man.

TRAPPER

Please, mister!

CANTON

(to Wolcott)

Do you know him?

WOLCOTT

Never saw him before.

CANTON

How many are in there?

TRAPPER

Two and myself.

Wolcott looks sharply at Canton.

WOLCOTT

We're wasting time here, Canton. These two don't matter anymore.

CANTON

Hell, the horses are being watered anyway. It'll be good for discipline. You ought to understand that better than anyone. You're the professional army man. I'm the amateur.

WOLCOTT

I was a professional soldier, Canton. But I still have a professional's natural scorn for the amateur.

Irvine is watching Canton intently. He is not drunk now.

CANTON

(tense and
angrily; to
Trapper)

You go back in there and tell them they are completely surrounded!

(MORE)

CONTINUED

88. CONTINUED

CANTON (CONT'D)

And that they are to surrender immediately. If you come back out, we won't fire until you're clear.

TRAPPER

I'd awfully appreciate that, mister.

CANTON

You have one minute!

The Trapper races back to the cabin, goes inside. After a damned brief minute, he comes out carrying everything he owns, walking very fast. Suddenly Champion's VOICE shouts from the house.

CHAMPION

Fuck you!

Then a volley of SHOTS. The Trapper, not knowing which direction the SHOTS are coming from, drops everything and runs.

Canton aims and FIRES on him. FIRING on all sides of the mercenaries' line begins with a tremendous ROAR.

The Trapper drops near the wall, dead or dying fast. Dudley's buffalo gun BOOMS above the NOISE like an artillery piece.

A huge chunk of wood comes flying out of the wall near a window.

89. INT. CHAMPION'S CABIN - DAY

NICK

Listen to that son of a bitch!

Bullets are PINGING all over, ricochetting, raising dust. Champion covers the front side, scrambling back and forth between the windows, FIRING.

Nick is doing the same thing at the rear. The NOISE is deafening.

CHAMPION

(shouting)

It's coming in like hail!

A WHIZZING bullet thuds into one of the naked ladies in the Chicago Police Gazette wallpaper. Another tears a cop's head off.

CONTINUED

89. CONTINUED

NICK

They're all over the place!

And we see them as Nick, FIRING, drops a man.

Champion FIRES on Dudley, missing him.

CHAMPION

If I had a pair of glasses, I
might know some of them.

Dudley's buffalo gun BOOMS again, ripping off so close to
Champion's face, it burns him. Champion spins away, shaking
the shock off, swearing. He reloads, FIRES, drops a man.

CHAMPION

(FIRING)

I wish that fat duck would stick
his ass out a little further, so
I can get a clean shot at him.

The mercenaries let go with another brutal volley of SHOTS.

90. EXT. ROAD TO CHAMPION'S - DAY

In an immense LONG SHOT, Ella's Studebaker emerges out of
a distant plume of dust. SOUNDS of the battle, here just
a low RUMBLE. Ella approaches at a fast pace carrying her
bags and ledgers against the seat. She cannot hear the
firing over the horse's HOOVES yet, but she will shortly,
and as the SOUND rises over the HOOVES, it horrifies her.
She pops her whip, heading for the SOUND at a full gallop.

91. EXT. CHAMPION'S PLACE, BRIDGE - DAY

As the bridge swings into view, Ella sees the cabin under
siege. The roan is pulling with everything it has, closing
with the bridge before Ella has fully reacted.

The mercenary on her side of the river takes aim on the corner
of an old fence post, FIRING at her.

The SHOT whistles by the roan's ears, barely missing Ella,
but scaring hell out of the roan, stampeding him. Ella
fights him, screaming, trying to turn, but they are flying
for the bridge.

Both mercenaries are FIRING now. The Studebaker is going too
fast and already THUNDERING over the bridge. The mercenary
on the far side starts scrambling onto the bridge itself.

CONTINUED

91. CONTINUED

Ella drops the reins and grabs the pistol, whipping off a SHOT at almost point blank range.

The mercenary, just coming over the railing, crashes backwards into the river.

92. INT. CABIN - DAY

Nick spots Ella's Studebaker coming onto the road off the bridge.

NICK
(shouting)
Jesus Christ! Ella!

Champion, head down, lurches across the room just as Ella is slipping out of view.

93. EXT. CHAMPION'S PLACE - DAY

Wolcott has spotted Ella and is telling Canton. Canton sees her and yells something to Dudley, but we can't hear him for all the NOISE.

Dudley sees Ella, shakes his head positively, and changes position for her. She is almost two hundred yards away, but the road is taking her progressively closer into Dudley's range.

94. EXT. THE ROAD - DAY

Ella, hair flying wildly, is about to leap onto the stamped-ing horse, taking her closer to Dudley. She hesitates a moment, then goes, bruising and knocking hell out of herself but hanging on and fighting to get free of the Studebaker.

Dudley raises his buffalo gun.

Irvine walks directly in front of Dudley at that very moment. Dudley screams at him. Irvine just smiles idiotically as if he were drunk. Ella disappears from Dudley's view.

95. INT. CABIN - DAY

Champion spots Dudley, leaps for the door, kicks it open, but staying low and well inside, guns BLAZING.

96. EXT. CABIN - DAY

Dudley screams, taking it in the back and head. His body jerks spasmodically, triggering the buffalo gun.

CONTINUED

96. CONTINUED

An upper trunk of a tree shatters to smithereens. Meanwhile, Wolcott has already drawn a bead on Champion and FIRES.

Champion staggers, falling just outside the door.

A murderous VOLLEY tears up everything in sight, covering Champion with dust. He stays flat as a pancake, edging in backwards. He looks up, catching a last glimpse of --

Ella, free now and cutting cross country.

The Studebaker lies overturned, one side's wheels still spinning.

97. INT. CABIN - DAY

Nick is frantically trying to pull Champion in by his feet. And Champion is pulling the door shut after him and the door is splintering to pieces all around them.

CHAMPION

(breathing hard)

I got the loud son of a bitch!

Just as Champion gets the door shut, he feels Nick's hands come away from his boots, as outside we see a fleeting glimpse of Wolcott lowering his rifle.

Nick crumples backwards onto the floor.

Champion spins around to him. Bullets are WHIZZING into the walls.

NICK

(laughs)

I thought I was killed! I don't think they mean for us to get away, Nate.

And then he is dead.

98. INT. HEAVEN'S GATE - DAY

The place is packed to the rafters with over two hundred sweltering Emigrants, armed and silent, and divided into two factions now, big and small (those on the Death List), listening to J.B., Averill conspicuously absent.

Mayor Lezak, just coming in, moves prominently to the center, with his WIFE and DAUGHTER, surrounded by an encircling sea of hostile faces of the Death Listed Emigrant faction.

CONTINUED

98. CONTINUED

Lezak keeps mopping his smooth face of perspiration and clearly wishing he were somewhere else. He is blank-eyed, half-looking at J.B., scowling uncertainly.

MAYOR

(to all)

Friends, I quit Averill's employment here this morning.

The Mayor glances at his Wife, who seems to be in a state of semi-shock over what's happening.

J.B.

(after a pause)

Jim Averill came here only to help people protect their rights.

Silence -- disparaging looks from those merchants not on the list, and especially the Mayor.

FIRST MERCHANT

(shouting)

Talk is cheap, anyhow!

Applause from his side.

J.B.

(calmly, to the merchant)

You must all consider what you're about to do, and act together with some judgment in this matter.

Hostile, nervous laughter from the merchants.

SECOND MERCHANT

(interrupting, shouting)

Don't listen to him! Averill's still his friend.

MAYOR

(imploring, to the Emigrants)

Taking branded mavericks off the open range is legally a crime.

DEATH LISTED EMIGRANT

(blurting out)

The only crime in this country -- is to get caught!

CONTINUED

98. CONTINUED

Thunderous applause.

DEATH LISTED EMIGRANT
(encouraged, but
lapses into
German)

There ain't enough open range left
to piss on! The whole state is
their range! The big cattlemen
own thousands upon thousands of
acres of rich Wyoming land that
they stole from everybody else.
They leave no chances for us to
get started! We're all emigrants
here!

Applause form the Death Listed Emigrants.

DEATH LISTED EMIGRANT'S WIFE
(bitterly, over
APPLAUSE)
Nothing hurts them so much as to
see a cabin on the range!

More applause from the Death Listed Emigrants. Open mali-
cious ridicule from the others.

-MAYOR
(perspiring pro-
fusely; to Death
Listed)
Every cattle company here pays
enormous taxes into the treasuries
of the counties...

Cheering over the Death Listed Emigrants who are booing --
jeering -- hissing. Eggleston, the apothecary, impulsively
jumps up, shouting. Never having done a thing like this
before, he is both frightened and stimulated. And he gets
more passionate as he goes on. His Wife is surprised as
hell. So is J.B. and most everyone else. Eggleston's Wife
translating for him whenever his English falters.

EGGLESTON
(interrupting,
shouting)
They are opposed to anything that
would settle and improve this
country -- or make it anything but
a cow pasture for Eastern specula-
tors.

(MORE)

CONTINUED

98. CONTINUED

EGGLESTON (CONT'D)

They advance the idea that a poor man has nothing to say in the affairs of this country! Is it not enough to see the Sweetwater River owned or claimed for a distance of a hundred miles by three or four men?

Overwhelming applause -- cheering drowning out the protests.

Some Emigrants are pounding Eggleston on the back, shaking his hand, and he is elated, trembling with emotion. J.B. is smiling. Mayor Lezak wipes his forehead of more perspiration. Eggleston's Wife turns her back on it all with tears in her eyes.

99. EXT. SWEETWATER - DAY

The street is lined with wagons and horses, but almost completely devoid of people. We FOLLOW one of the merchants, carrying a steaming coffee pot. In a moment, he comes up to a group of all merchants alongside the road.

FIRST MERCHANT

Say, what's goin' on over there now?

SECOND MERCHANT

(disgustedly)

First Averill, now Eggleston!

FIRST MERCHANT

(surprised)

Eggleston!

SECOND MERCHANT

(amazed)

Yeah. Never knew he could be such a flinty little bastard.

As he begins pouring coffee, we HEAR the sound of galloping hooves. The merchants wheel around, spilling hot coffee, swearing, rifles ready.

Ella is coming straight for them. She pulls up sharply. Her horse is all lathered, SNORTING. Her own breath rasps in her lungs

ELLA

They're here! Nate's place...

CONTINUED

99. CONTINUED

SECOND MERCHANT

My God! How many?

ELLA

I don't know! I don't know!

Ella quierts her horse, heading off in a dead run for the arena.

100. INT. HEAVEN'S GATE - DAY

J.B. is directly addressing the merchants not on the list, who are growing progressively more hostile. He has changed his tone now and is speaking forcibly, almost threateningly.

J.B.

(loudly)

If you divide up, none of you has a chance...

Jeering -- obscene insults, as Ella rushes in, interrupting, shouting at the top of her lungs.

ELLA

I'll be damned, they're here!
They're already here! Nate
Champion's! They're here!

After a millisecond of dead silence, the crowd of Emigrants explodes into a screaming, frenzied mob. The Mayor is scared witless. Even J.B. is stunned by the overwhelming reaction.

DEATH LISTED EMIGRANT

(screaming)

We're going to shoot all the sons-of-bitches and even the Army won't save 'em!

All hell breaks loose now as the Emigrants are suddenly welded into one force.

Ella wades into the crowd now as some of the merchants and Emigrants begin squaring off outside. Women start fainting, babies HOWLING.

MAYOR

(beside himself)

-- Please, J.B., I beg you to do something: stop this madness.

CONTINUED

100. CONTINUED

J.B.
(quietly)
They just voted against you,
Charlie.

MAYOR
(frantically
shouting over
the NOISE)
Your fears are unfounded, friends!
I tell you times have changed!

101. INT. BLUE ROOSTER, AVERILL'S ROOM - DAY

Averill is standing at his porcelain washbasin, shirt off, shaving. Ella bursts in, disheveled, livid with anger, meets his look directly, regretting nothing. There is a growing undercurrent of SOUND from the arena.

ELLA
(shouting)
Say something, goddammit!

AVERILL
(dispassionate)
What? I told you so? Well, I
told you so.

ELLA
He loved you! He thought you
were his friend!

Averill slams his razor into the basin.

AVERILL
I am not responsible! He knew.
He decided himself. So did you!

ELLA
You cold blooded bastard!

Just then a rifle SHOT rings out from the arena.

102. INT. HEAVEN'S GATE - DAY

Dead silence. The Mayor's glasses hit the wood floor, ECHO-ING throughout the arena. The Emigrant Widow whose husband we saw killed butchering the steer, has just shot him with her husband's old rifle. The Mayor looks at her wonderingly as he falls. A wave of hysteria sweeps the crowd -- women fainting, babies howling. The Mayor's wife has her husband's head in her arms.

CONTINUED

102. CONTINUED

MRS. LEZAK
(hysterically)
My husband needs a physician!

EMIGRANT WIDOW
(bitterly)
Jesus Christ is the only physi-
cian he's got here!

103. EXT. MAIN STREET - DAY

Everyone pours out into the street brandishing rifles. The sign above them guaranteeing "A Moral and Exhilarating Experience" is glowing in the morning light.

We see Ella come out the front door of the Blue Rooster into the confusion on the street. It is running with people pouring in from Heaven's Gate and scrambling for their horses and wagons. Ella wades into the crowd, looking for J.B., as above, Averill watches her from his window.

104. EXT. CABIN - DAY

The cabin floor is littered with empty shell casing. Champion is scavenging them for unused ones. He is swearing to himself and bathed in luminous dust. His wound is getting ugly and Nick is long dead.

105. EXT. CHAMPION'S PLACE - DAY

We see Ella's Studebaker being packed with brush hay, wood and pitch pine. Wolcott and his group have removed the front wheels, lashed a coupling pole to it and are preparing to run it against the rear of the cabin.

106. INT. CABIN - DAY

Champion watches the Studebaker coming to him. Four men are running behind, pushing. They leap away just before it hits the cabin.

Champion FIRES, catching one of them in mid-air, shattering his kneecap.

Suddenly flames ROAR up in the brush hay.

107. EXT. CABIN - DAY

Wolcott and Canton order their men to stop firing.

CONTINUED

107. CONTINUED

The dried-out logs suck up the flames, and the black paint is quickly licked off the Studebaker.

108. INT. CABIN - DAY

Inside there is only the ROARING of the flames. It is strangely peaceful after so much shooting. Champion sits on the floor, watching the sky poke through parts of the roof already eaten by flames.

A few puffs of white clouds drift easy on a thin breeze. The sky is blue. Champion suddenly realizes he is barefoot since early morning. He takes a nub of a pencil out of his pocket, painfully locates a piece of paper and writes something. He loads his last rounds into the Winchester, checks his revolvers, sticking one into his belt.

The girls in the Chicago Police Gazette begin to go now, and the heat is getting unbearable.

CHAMPION

(to himself)

Shit, I feel pretty lonely just now.

109. EXT. CHAMPION'S PLACE - DAY

The mercenaries raise their rifles, covering both doors, front and back.

MAN IN THE NEW SUIT

Reckon that man has killed himself. Nobody could stay alive in that hole another minute and be alive.

The front door bangs open. Champion has up-ended a bench and is pushing it ahead of himself. There is a deafening ROAR of SHOTS.

The Moustached Man rises for a cleaner shot as Champion drops from behind his shield, guns BLAZING.

The Moustached Man falls in a heap as we see Champion running like mad, FIRING everything he has left. A second murderous VOLLEY catches him this time.

CHAMPION

(shouting)

Damn you!!!

CONTINUED

109. CONTINUED

SHOT after SHOT drills into Champion. Twenty-eight in all. He pulls the revolver from his belt, FIRING as he collapses to the ground. He tries getting up but he is dead.

The roof of the cabin falls in as gradually all of the mercenaries begin emerging from their cover.

Wolcott and his bunch come around from behind, clustering around Champion's bloodsoaked, barefoot body.

CANTON

(wistfully; a slight
panic in his voice)

This was the biggest mistake of my
life. We should have gone straight
into town.

(pauses --
looking down)

Damn you!

Canton stares at the body absently, then casually walks away and the others walk away too. A few of the mercenaries stay behind to ransack the body.

110. EXT. SWEETWATER - DAY

There is a sense of excitement and tension. Hundreds of emigrants line the street. We see men and women swarming over wagons; some completely covered with bodies. Ella does not smile or acknowledge anyone. Her eyes are staring, fixed on Averill's window beyond. We see J.B. coming down the street past the Blue Rooster. He goes straight to the head of the massed wagons and horsemen. One gets the sense that he is appalled by the weight of the burden on his shoulders.

111. INT. STABLE - DAY

Inside the dark stable, a freight coach has just finished loading baggage. Inside is Mayor Lezak, his Wife and Daughter. The Mayor is blank-eyed, half-nodding at his Wife, smiling uncertainly; his chest wrapped in bloody rags. The Girl stares at them terrified and with the same blank look of her father. Lezak is racked with pain, coughs blood, leans almost unconscious.

MAYOR

(breathing hard;
over the noise)

The whole county has gone insane!

CONTINUED

111. CONTINUED

His wife stares at him, her eyes filling with tears. Lezak turns his eyes inward.

MRS. LEZAK

(trying to
console him)

I have always regarded you as
different, Charles. We both do.
You're an educated man.

He glances at his Wife, who is crying now. Then the last of his pride goes. His eyes well up, burning with shame.

MAYOR

I am a weak man! All I want is
to live!

112. EXT. MAIN STREET - DAY

Averill leads his horse out of the stable. He doesn't know -- we don't know -- what he is going to do. He looks down the road leading north to Champion's ranch, but it is only a short look. He swings up onto his horse; as our view moves closer we see a different face -- perhaps he has made his decision, but it looks very much like despair. He comes riding back down the length of the street heading north.

AVERILL

(muttering to
himself)

You're a fool, Averill.

113. EXT. RAVINE - LATE MORNING

Five hundred yards north of Champion's ranch, the mercenaries are regrouping on horseback in formation to move out. The sun is high now and the real heat is beginning. The men are in good spirits, talking over the morning's events.

Canton, Teschmacher and the Man in the New Suit are alone, arguing over the kill credits.

Irvine takes a long pull on his silver flask.

Wolcott gives the order to move out, as if he were still in the army.

The men riding out gallop on ahead of the column. Gradually the column picks up speed, closing ranks, moving out towards the town.

114. EXT. PRAIRIE - DAY

In full gallop, the mercenaries ride across the countryside rolling up great waves of snow as their HOOFBEATS ECHO and multiply and shake the earth, a terrifying spectacle moving over the land.

In a moment, one of the men riding point lifts his head. He has HEARD something we cannot hear yet. He stands up in his stirrups, taking his field glasses, and then he sees it and FIRES a warning pattern, as now we see:

115. EXT. ROAD, THE BRIDGE - DAY

The Emigrant army -- wagons of every size, shape and description. Two hundred men strong, spilling over the road, the land, coming on fast, approaching the bridge. We can make out Ella and J.B. in front of the tremendous wave of humanity.

116. EXT. PRAIRIE - DAY

The mercenaries stop right where they are -- rushing out weapons.

Wolcott is shouting at the men to make breastworks of the wagons.

Irvine looks around, glazed.

In the rapidly developing confusion, we see Canton who has just spotted Ella leading the Emigrants, talking to Wolcott, arguing, trembling almost. Wolcott continues shouting orders as he listens to Canton. Finally he shakes his head in agreement, but from the distance we are seeing them, there is something on his face that looks like contempt.

Canton calls out two men and makes a rush with them.

Irvine, who has not moved an inch in all the confusion, watches Canton leave and toasts him with his silver flask.

The first wave of the Emigrant army hits the bridge at a tremendous gallop. The sign proclaiming it "Property of the Wyoming Stock Growers Association" is vibrating so hard the letters are blurred. Wagons pile up in a bottleneck and behind them other riders fan out down the river banks, crashing through the water.

From THEIR POV we can see the smoking remains of Champion's cabin. Five hundred yards straight ahead are the mercenaries, although we cannot see them yet from here for the trees.

117. EXT. CABIN RUINS - DAY

Now we see Ella drop off her horse, walk slowly toward Champion's barefoot body. He has been stripped of his guns, his belt; and his pockets are turned inside out. A crumpled piece of paper is buttoned to his shirt. The ground is soaked with his blood.

Ella kneels beside Champion, staring at the crudely lettered word "TRAITOR." She sees Champion's writing underneath and pulls it closer to read. Ella is terribly alone and forlorn as the CAMERA PULLS AWAY from her, as in the distance the guns have been BOOMING, but we haven't heard them and now we do as we see:

118. EXT. RAVINE - DAY

The Emigrant army smashes with a vengeance into the mercenaries, flowing around them like water around a rock. They swirl around the mercenaries, yelling like maniacs, encircling them by sheer force of numbers, swinging hatchets, axe handles, etc., and trying to overwhelm them. J.B. trying desperately to shout and bully them into some kind of order.

Irvine is alongside Wolcott, who is tremendously excited.

IRVINE

(sardonically)

There's getting to be too many of them, Wolcott. And it's not like the Indians. You can't just shoot them all!

WOLCOTT

Billy, I wonder sometimes why you're here at all.

IRVINE

Last year at this time, I was in Paris. I love Paris!

He lifts a toast to the Emigrants when a stray bullet explodes against the side of his head, shattering his jawbone. He staggers to the ground, amazed at the sensation. Wolcott just stares at him.

IRVINE

(as best he can)

For God's sake, help me, Wolcott!

Wolcott simply turns away and begins FIRING again. He is deadly.

An Emigrant Woman falls, center shot.

CONTINUED

118. CONTINUED

And-despite being surrounded, the mercenaries work coolly, picking off the inexperienced Emigrants who charge in haphazard waves. One man after another SCREAMS as he's hit. A dozen or more in rapid succession crash into heaps. They are simply being outclassed.

Teschmacher is writing very fast, swearing. It is cold as hell.

MAN IN THE NEW SUIT
(as he is FIRING)
Finally hit us some paydirt here.

He is leading a man, FIRES, drops him, and turns around, hollering at Teschmacher.

MAN IN THE NEW SUIT
Hey, Teschmacher! Make sure you
write that one down!

J.B., on horseback, is dodging and cutting between the Emigrants, yelling at them, trying to get them to lie low, as the Man in the New Suit draws a bead on him and FIRES.

The bullet rips neatly through J.B.'s side.

A group of Emigrants, already on the ground, panic and decide to run for their horses.

The Man in the New Suit FIRES, dropping one Emigrant with his foot still in the stirrup. He is working the other Emigrants as gradually J.B. gets them to lay low. A scattering of SHOTS. Then silence.

Behind the breastworks, the mercenaries are calm, mopping their sweat.

Irvine tries to move and is stunned to discover he is dead, lying on the ground right where he fell. Someone has stepped on his beautiful silver flask and there is a dent in it.

119. EXT. RUINS - DAY

We watch Averill gallop quickly through the burned-out site looking for Ella. As he sees her, he pulls up and walks over. She doesn't seem to notice his presence. In any case, she does not acknowledge it. She clutches the note in her hand. Averill looks down at the body, at her, the smoldering ruin and back to Ella again.

CONTINUED

119. CONTINUED

AVERILL
(urgent but
compassionate)
Ella, there's nothing here any-
more. Will you leave now?

ELLA
(softly)
Yes.

Very gently, Averill gets down beside her and helps her up.
He removes the piece of paper from her hand, uncrumples it,
reads:

AVERILL
"Nick died about nine o'clock.
It don't look as if there is
much show of my getting away.
I hope they did not hurt Ella.
The house is all fired. Good-
bye Ella and Jim, if I never see
you again. -- Nathan D. Champion!"

Averill falls silent. Ella starts to come back to herself
now as:

Two Emigrants come galloping out of the trees and straight
on through the ruins past them. Then another, and still
another. All of them are young, scared as hell, and one
is badly wounded.

Averill shouts their names as they go, but they don't stop.

AVERILL
Damned fools!

Then Averill turns back to Ella.

AVERILL
(breathing hard)
Are you all right now, Ella?

ELLA
(shaky)
Yes.

AVERILL
Good. Wait for me at your place.
It'll be all right.

Before she can answer, still another scared Emigrant comes
galloping out of the trees.

CONTINUED

119. CONTINUED

Averill walks in towards him a ways, pulls him off the horse, slams him to the ground with terrible concussive force, then before he can gather himself, Averill is walking back towards the tree line, half-dragging the young man with him as he goes, swearing to himself for being a fool again.

120. EXT. RAVINE, BATTLEFIELD - DAY

Averill makes his way toward J.B. Eggleston, pressed into service as a medic, is dressing his wounds.

J.B.
(smiles as best
he can)
Hello, Jim.

AVERILL
Hello, J.B. Eggleston.

EGGLESTON
(coldly)
Mr. Averill.

AVERILL
(to J.B.)
How is it?

J.B.
(hurting)
I'm not too distressed. I guess
they're just too good for our boys.

This last gets a tic from Eggleston.

AVERILL
(consoling)
They were all bought with money,
J.B.

A long figure emerges from the mercenaries line. It is Wolcott, strutting like a bantam cock in full view, daring people to shoot at him.

The Emigrants are dumbfounded.

A few SHOTS whistle by Wolcott, but amazingly none hit him. Wolcott opens his trousers and shows his ass to them, taunting them mercilessly.

Averill and Eggleston watch fascinated. Eggleston incredulously.

CONTINUED

120. CONTINUED

AVERILL

That man is a friend of the President.

Wolcott shouts one more obscenity at them all and goes back behind his barricade.

AVERILL

(to J.B.)

We'll have to attack, J.B. Before they break the hell out of here.

121. EXT. NATIONAL GUARD BASEBALL FIELD - SUNSET

In the gathering darkness, Canton and his two riders come at full gallop over the National Guard's baseball diamond.

122. EXT. MERCENARIES' CAMP - NIGHT

Everyone is listening. Wolcott is listening. We can HEAR the SOUNDS of axes, saws, hammers, coming from hundreds of yards out beyond the barricades.

123. EXT. EMIGRANTS' CAMP - NIGHT

Now we see what they have been hearing. The Emigrants are dismantling their wagons under Averill's supervision -- building two-wheeled go devils. (They are big mobile shooting blinds. A log-coupling pole for two horses to drive them is centered between two wheels. The front end is faced with old floorboards out of wagons and logs, forming a shield big enough to protect sixteen men running alongside the horses.) Averill leaves the work for a moment and walks over to J.B., just coming in. Eggleston, who comes up carrying one of the Association's boxes of dynamite, marked "U.S. Army Corps of Engineers," approaches tripping over his own feet. Averill looks to J.B. and rolls his eyes heavenward in supplication.

EGGLESTON

(trying to recover
his composure)

Pretty fancy work.

AVERILL

(smiling)

Them? Two thousand years ago,
Romans used them on the same
kind of terrain.

CONTINUED

123. CONTINUED

EGGLESTON

Well, they're something surprising.

AVERILL

Well, you something surprising
for an apothecary.

J.B.

(smiles, then
sniffing air)

God, I hate that smell!!

AVERILL

Dead usually don't rot fast in
this cold.

124. EXT. RUINS - NIGHT

Averill is digging a grave for Champion. He is alone and it is silent, with only the SOUND of his shovel driving into the earth and the black smudge of ruins still CRACKLING in the night, glowing. Champion's sightless eyes are staring at the clouds scudding across the moon.

125. EXT. RAVINE - JUST BEFORE DAWN

Averill blindfolding a horse. Then, EXTREME CLOSE-UPS of other horses being blindfolded, pale and ghostlike in the grey light before dawn.

A massive rent opens in the eastern sky. The first light silhouettes Wolcott scanning the battlefield perimeter with field glasses. He stops, seeing something in the distance.

Vague shapes in the weak light, slow and evenly paced, move forward, encircling the mercenaries' lines.

Wolcott counts them off.

There are four of them. They are the go-devils. We see Averill setting the pace. As they come closer, we can HEAR their rumbling wheels.

WOLCOTT

(bringing down
his glasses)

Goddamned Romans!

(shouting)

Averill, you sonofabitch, we'll
hang you!

The mercenaries rush silently into positions. Each of the men adjusts his rifle for personal idiosyncracies.

CONTINUED

125. CONTINUED

The Man in the New Suit takes off his jacket, folding it carefully.

Teschmacher opens his black book.

From above, the go-devils look like the four main numerals on the face of a watch, moving towards the center. They are now at least 200 yards from center, losing.

Behind each of them we catch glimpses of Emigrants, hearts pounding like mad, crowded behind the forward shield, running with the horses and doing their best to hang on to their Winchesters and homemade dynamite bombs. They're running at an easy pace now, but will go much faster, shortly.

Averill is commanding the group headed in at twelve o'clock, dead on Wolcott.

Eggleston has the six o'clock position.

J.B. has the three o'clock position. Blood is seeping out of his wound as he runs.

AVERILL

(shouting)

Stay concealed. Dont' expose yourselves!

The go-devils pass their own line of riflemen at 100 yards from the mercenaries' line. A murderous BARRAGE breaks loose as again the buffalo gun BOOMS above the NOISE like a canon.

A thousand splinters tear out of the wood facings on the go-devils.

The horses buck and rear in the NOISE.

A man in Averill's party gets too far out dodging flying hooves. He is picked off and dead before he hits the ground.

Teschmacher notes it down.

AVERILL

(shouting)

Stay together in file! Don't scatter out!

A man in Eggleston's party gets kicked hard, crumpling with pain and exposing himself. He shudders in mid-stop, neatly picked off by Wolcott.

Averill is frantically doing his best to keep control and to keep up. He is utterly exhausted but still running hard.

CONTINUED

125. CONTINUED

Each of the go-devils is covered in moving sprays of mud raised by the converging rifle FIRE. Dudley's gun BOOMS again over the deafening VOLLEYS.

It explodes between two boards in Eggleston's shield, catching a man flush in the face, scaring hell out of everybody else in his party, and at 50 yards now the wood is being ripped to pieces. Bullets are WHIZZING, PINGING all over the place.

Finally Averill signals the go-devils to stop, as behind them Emigrants, trembling in a withering BARRAGE OF FIRE, light their bombs.

Wolcott is screaming at his men to fall back away from the line. As they do so -- dozens of bombs, fuses ablaze, come flying over the tops of the go-devils. Most of them are thrown too high, exploding just short of Wolcott's breastworks. The NOISE and the smoke are prodigious, and it is a major effort now to control the horses.

Eggleston is trembling, with a bomb still in his hands, unable to light it.

Wolcott rushes his men back to the line as they proceed to pick off exposed bodies.

The go-devils move forward again, unevenly, sloppy, but nevertheless moving.

Averill is shouting, screaming, bullying the Emigrants, the horses. He stops again, heaving for breath.

Again Wolcott pulls his men back, still further this time.

The last round of bombs is lit.

Averill screws himself up for a tremendous throw. Again the EXPLOSIONS.

The ground shudders as the bombs hit the breastworks, shattering them to pieces.

The horses are pulling the go-devils every which way as the Emigrants abandon them, diving for ground cover.

The last of the EXPLOSIONS coming in uneven succession.

Averill, blurred by the ground concussions, directs the Emigrants using Winchesters to FIRE in groups. And now the remaining Emigrants behind them begin to move up and join them.

CONTINUED

125. CONTINUED

A trio of Emigrants FIRE at a running man. He falls, tumbling into a bomb BLAST, coming apart all over Teschmacher, who shakes it off his book.

Eggleston finally lights his bomb but throws too soon. The bomb lands only a short distance from Wolcott. Its fuse is still burning.

Wolcott scrambles for it and heaves it back over the demolished breastworks.

The bomb EXPLODES in the air directly over Eggleston. Logs shatter and fly. Eggleston finds himself sitting bolt upright, dazed. His glasses are shattered.

AVERILL

(shouting)

Eggleston, get down! Get down!

EGGLESTON

(innocently)

I think my legs are broken!

Wolcott FIRES, knocking Eggleston sharply backwards, dead. But the bombs have had a murderous effect, sufficiently disheartening the Association for some of them to try a run. The tide of the battle has definitely shifted.

Wolcott gets to his horse and is making a run. His horse rears in front of J.B. FIRING at him. As the horse comes down, Wolcott FIRES at point-blank range at J.B., his face becoming a shuddering red blur. Then:

Wolcott yanks the horse around, inadvertently coming at a dead run to Averill, and is practically on top of him.

Averill spins, FIRING three times, blows Wolcott clear out of the saddle. Catches the saddle horn, drags himself up onto the horse.

Charging back into the battle, Averill HEARS the faint sound of bugling. It gets louder rapidly. He whirls on the horse to see --

In the distance, Company C of the Wyoming National Guard is coming ahead with terrific speed, white flags flying. Thirty-eight men, four officers, led by the Captain and Canton.

At the sight of the army's approach, firing on both sides begins to diminish, stopping altogether as the army comes straight between both sides.

CONTINUED

125. CONTINUED

In the abrupt silence that follows, there is only the SOUND of the army horses SNORTING.

PRIVATE
(looking around at
the destruction)
Northern croakers! Sufferin'
Jesus!

The Captain rides around the ragged lines. His presence is unexpectedly commanding.

Weary men on both sides lower their weapons. The Captain comes back around as Averill goes forward to meet him. He is breathing very hard. He looks like hell.

As now the Captain addresses the remains of the Emigrant army.

CAPTAIN
(indicating the
mercenaries)
These men are under arrest by the
Military Authority! You can all
go home now!

The silence crackles. Averill stares hard at the Captain, who avoids looking at him too directly.

The Emigrants, mud-caked, in two-days growth of beards, are puzzled.

The private and the other soldiers hold their rifles ready. The Association appears to be in fine spirits.

Canton stares at Averill with unmitigated hatred. Averill simply lights a beat-up looking cigarette, as now everyone suddenly becomes aware again of the terrible cold.

AVERILL
(after a pause;
to the Captain)
Frank, you know these men come
under the jurisdiction of the
Civil Authorities.

CANTON
(moving forward)
I have here a telegram from the
Governor stating in the most
positive terms that nothing less
than immediate, drastic measures
(MORE)

CONTINUED

125. CONTINUED

CANTON (CONT'D)
from authorities outside and above
county officials can reduce the
present state of almost anarchy
in Johnson County.

AVERILL
Almost anarchy?

CAPTAIN
Jim, you can let me take them out
of here peacefully, or you can get
shot for insurrection.

AVERILL
Rescuing them is what you're do-
ing! What about your brother in
Montana?

CAPTAIN
I told you. It's not me who's
doing it to you, Jim. It's the
rules.

The mercenaries, rifles in hand, grinning, go get their horses,
mount up and fall in with the army. They emerge from behind
the demolished barricades.

Canton's eyes never leave Averill.

Averill watches him, detached.

The Captain gives the command and they all move out.

The Emigrants stare at them, numb, wearier than they've ever
been before. Each of them looks around at the human wreckage.
It is considerable. One by one they too begin to leave,
threading their way out past dead and trudging by Averill
and they look at one another but nobody speaks.

Averill remains alone, smoking the last of his cigarette.
And above the peaceful dead, the sky is so clear in the
cold you can see for a hundred miles.

126. INT. HOG RANCH, LIVING ROOM - LATE AFTERNOON

The late, golden slant-light cuts sharply into the living
room. Ella and Averill are finished packing Ella's bags.
They both work steadily, without speaking.

Outside, John DeCory is putting Averill's bags into the old
spring wagon.

CONTINUED

126. CONTINUED

Averill, wearing a clean white shirt and tie, tightens a strap on the last bag.

Ella, subdued, in a calico dress, puts on her best coat.

Averill puts on his coat, his hat.

Ella gives her face a last look in the hallway mirror and heads for the door.

127. EXT. VERANDA - DAY

Averill picks up the bags and follows Ella outside. She locks the door. As they start down the stairs, they look like an old tin-type photograph of the period, an ordinary couple going to a church wedding -- the kind we've seen a hundred times and never knew a damned thing about the story behind the anonymous faces. The music is just about to come up, when:

A sudden, terrible BARRAGE OF SHOTS scream into them, ripping through Ella's calico, finding flesh, thudding into her coat, into the wood everywhere around them. Ella looks unbelievably into the death pouring in on her. Averill draws his revolver, FIRING into the mouth of it, as Ella reaches into her bag for the pearl-handle Colt -- and John DeCory starts to move as a single SHOT drops him out of the wagon. Ella toppling forward off the steps, still FIRING, slipping awkwardly to earth...

Over the SOUND of galloping hooves, we see Ella's eyes are wide open, head banging cruelly against the steps, but not hurting now as she stares up at the sky. It is all happening too fast to comprehend.

Averill flattens to the ground, bullets WHINING all around him. At the last instant, Canton appears in his range of vision, bearing down on him. Averill FIRES. Canton crumples to the ground, Averill yelling, running toward him, sliding in the mud and still FIRING. Canton lying motionless, bleeding through his clothing. The whole thing is over in a few seconds.

Averill, breathing very hard, closes his eyes for a moment as if to try and shake the whole thing off, but he cannot. He pulls himself to his feet, looks up at the sky for a second. A sudden shadow sweeps across his face and he swears softly and rushes to the fallen Ella. She is lying face up on the stairs with her stomach all torn up, dark blood oozing from the coat. Her eyes are glazing, but she is still conscious. She struggles, reaching out to Averill with whatever life is left in her.

CONTINUED

127. CONTINUED

She tries to move her hand to touch his face, but she falls backward, lies in a heap, very still and dead. A moment of absolute stillness passes. A light rain is falling.

Averill pulls off his jacket and covers Ella's wound with the damp covering. Then he takes her into his arms and puts his cheek, wet with mist and rain, against hers and, although she cannot hear, he whispers into her ear:

AVERILL

Goodbye, beautiful...

He is as closed to being moved to tears as he will ever be. He gently lowers her to the ground, the rain pouring over her face, her skin glowing in the soft light. Averill turns away with a look of infinite emptiness that seems to penetrate to the depths of his soul, and without a word, he walks just a bit down the road, then begins to run. A shadowy figure running slowly in the misty rain.

CUT TO

128. EXT. NARAGANSETT BAY, RHODE ISLAND, SUMMER 1900 - DAY

There is a magnificent flood of setting sunlight on the bay. We see a large yacht moored just off exclusive Newport Colony. It's Averill's yacht. A superb boat, dazzling white in a blue spread of sky and water and surrounded by more boats of commensurate size and class. Now we see Averill. He stands, an older, handsome figure dressed in a dark blue jacket and white flannels, looking out at the bay. A sailboat is coming towards him. As it approaches, we see MEN in it familiar to us from the ceremony at the beginning of the film, waving to Averill, smiling. The boat passes. We watch Averill's descent as he goes below.

129. INT. OWNER'S STATEROOM - DAY

Averill closes the door behind him and walks across the room to where a WOMAN is sleeping. His hand moves for an instant as if to touch her. Instead, he turns away, lights a cigarette and settles quietly into a sofa, crossing his long legs, smoking.

In the silence, there is a low, discreet KNOCK at the door. Presently, an old STEWARD, wearing a white jacket and white gloves, comes into the darkened cabin with a fragrant looking tray of soft plums, peeled peaches and champagne, sets it down, bowing as he leaves, Averill nodding with a slight incline of his head.

CONTINUED

129. CONTINUED

The door closes soundlessly, but the woman stirs. She does not speak for awhile, looks at the tray of fruit, takes a bite of peach, smiles; and she smiles, we recognize the girl Averill danced with at the beginning of the film. Averill sits across from her, exhaling on his cigarette. Silence holds past the point at which we expect someone to speak. Then it holds a little longer. Averill has not stopped staring at her the whole time.

WOMAN

I'd like a cigarette.

Averill gets up, offers her one. She holds the cigarette in her fingers delicately, as Averill reaches across, lights it. Then, without a word, he just straightens up, walks to the door and goes back up on deck. The woman watches as he leaves.

130. EXT. DECK - DUSK

After a moment, Averill comes outside onto the narrow band of deck -- inhales deeply on the sea air. It is beginning to be night. Averill looking out to the water, the setting sun glittering on the small waves. The WHISTLE warning of the imminence of the boat's departure sends a sudden chill through him. In this LAST SHOT, we HEAR the MUSIC from Heaven's Gate, played on a single instrument, a faint ghost of sound. Averill looks grim. An almost audible sound comes from his mouth. His face starts to quiver; against his will, he starts to cry.

THE END