

JUNGLE CRUISE

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FADE IN:

TORCHLIGHT. Coming towards us as two ARMORED MEN march down a stone hallway. They halt at a DOOR, opening it, entering--

INT. MEDIEVAL BEDROOM - NIGHT

A child's bedroom. Candles surround a four-post bed, where a LITTLE GIRL (6) sleeps, feverish. Rag on her brow. One of the men stalks forward, unsheathes his RAPIER SWORD...

...and slices a LOCK of the girl's HAIR. He kneels, pulls off his helmet, determined eyes now visible in the dim. A noble-looking Spaniard, his brow bearing the torment of many sleepless nights. This is **AGUIRRE DE SALAMANCA** (40s).

AGUIRRE

Upon the souls of my ancestors, I
vow to you, dearest Anna: I will
return with a means to save you.

He tenderly kisses the child's forehead, when--

ARMORED COMPANION

...*Hermano*. It is time.

Aguirre rises. Taking a last look at his daughter, as if trying to hold onto the moment forever... and TURNS AWAY, as--

EXT. SPANISH CASTLE - NIGHT

Aguirre and his companion hurry into a courtyard where TWENTY ARMORED MEN wait on horseback. These are **THE CONQUISTADORS**.

Aguirre mounts a horse; leads the entire company galloping out through an archway as we -- CRANE UPWARD, revealing that they're headed for a distant HARBOR. A SUPER appears:

Sevilla, Spain. 1557.

EXT. ATLANTIC OCEAN - DAY

A three-masted SPANISH GALLEON crosses the ocean. An erudite British woman begins NARRATING. We'll come to call her **LILY**.

LILY (V.O.)

*The legend began in 1557, when Don
Aguirre de Salamanca set sail
across the sea, in hopes of finding
a means to save his daughter.*

At the prow of the ship, Aguirre stares at the lock of hair, now clipped to his sword-belt--

LILY (V.O.)

The fever had taken Aguirre's wife not six months prior, and it was whispered by some that the grief had been too great for his mind to bear. For Aguirre had come to believe his daughter's salvation was to be found somewhere deep in the wild heart of South America...

Across the ship, men rise from tasks, excitedly pointing ahead. Aguirre looks up, as-- emerging through the mist:

VAST CLIFFS, carpeted in rainforest. A primeval landscape.

LILY (V.O.)

...Where ancient stories told of a lost, mythical tree, from the dawn of creation, the flowers of which were said to contain -- the secret to immortality. The Tree of Life.

EXT. AMAZON RAINFOREST - DAY

LIGHTNING CRASHES as we descend into the RAINFOREST to find the conquistadors, now exhausted, filthy. Aguirre marches ahead, hacking through dense vegetation in a DRIVING RAIN.

LILY (V.O.)

For months, they searched. Pressing on. Fueled by Aguirre's single-minded will. But the jungle... had a will of its own.

A conquistador slips in waist-deep mud, losing his footing. Aguirre helps the man up, dragging him onward-- but we--

HOLD on the jungle, noticing a pair of FEMALE EYES. Watching.

EXT. JUNGLE - AFTERNOON (MONTHS LATER)

WHAM. Another conquistador COLLAPSES. But this time -- *it's Aguirre.* Now starving, beard scraggly. He wills himself on, hand clawing for the horizon -- but it falls to the ground.

LILY (V.O.)

But just when the expedition seemed lost, those who came to discover... were themselves discovered.

The jungle STIRS. Aguirre's eyes flutter open, as -- NATIVES emerge from the mist, camouflaged in body paint, led by the owner of the LOVELY EYES we glimpsed earlier, a **NATIVE GIRL**, 20s. Strong, proud, and devastatingly beautiful.

The bedraggled conquistadors lower their swords, SURROUNDED.

EXT. NATIVE VILLAGE - EVENING

A majestic RING of GIANT WATERFALLS towers in the distance, as the natives tend to Aguirre and his conquistadors in a flourishing pre-Columbian VILLAGE.

LILY (V.O.)
The natives took pity on the Spanish, bringing them to their village, treating them with a strange concoction. Even those on the brink of death soon returned to full health -- something that should have been impossible...

Aguirre watches a NATIVE ELDER use a tool to crush WHITE FLOWERS in a bowl, forming the concoction. His eyes kindle.

LILY (V.O.)
...And Aguirre realized: He'd found what he'd come for. The Tree of Life was within reach.

The elder gives the concoction to a last conquistador, turning to find -- Aguirre peering at his bowl, now EMPTY.

AGUIRRE
 Is there any more of this?
 (the native shakes his head)
 Then tell me -- where did the flowers come from?

The native frowns, eyes fearfully turning to -- a stern **HIGH PRIEST** (60s), with an elaborate Incan TALISMAN NECKLACE.

EXT. NATIVE VILLAGE - MORNING

A chest of TREASURES opens as Aguirre bows before the priest, pointing to a parchment illustrating the MYTHICAL TREE...

LILY (V.O.)
Aguirre offered all he had in exchange for the Tree's location.

The high priest looks at the illustrations. Shaking his head.

LILY (V.O.)
*But the Tree of Life was sacred. Forbidden to outsiders. The high priest refused. Aguirre had crossed an ocean, traversed the darkest of jungles, nearly given his life--
 (MORE)*

LILY (V.O.) (CONT'D)
 (pause)
He reacted poorly.

EXT. VILLAGE - NIGHT

WIDE SHOT: The village BURNS as natives flee into the forest.

Conquistadors THROW the priest to Aguirre's feet. Aguirre glares down, the blade of his sword now darkened.

AGUIRRE
 Where is it? Tell me, or I shall
 spill the words from your throat.

HIGH PRIEST
 The Tree grows where all the rivers
 of the world begin...
 (Aguirre's eyes glow--)
 ...Inside the Temple of Viracocha.

AGUIRRE
 I have scoured every inch of this
 jungle. There is no such temple.

HIGH PRIEST
 It is hidden. Beyond the place
 where water becomes stone. A place
 that can only be unlocked -- using
the talisman on my necklace.

Aguirre tears open the priest's tunic. His necklace is GONE.

AGUIRRE
 Where is the necklace?!

HIGH PRIEST
 (a faint, sinister smile)
 Somewhere you cannot follow.

Aguirre's eyes fill with rage as he RAISES HIS SWORD HIGH--
 WE PAN TO his shadow on a hut, seeing-- THE SWORD COMES DOWN!

EXT. AMAZON RIVER - NIGHT

CLOSE ON: **THE TALISMAN NECKLACE**, ornate, with a crystal at the center, clutched in the fist of the NATIVE GIRL with lovely eyes as she races from the burning village--

LILY (V.O.)
*The priest had entrusted the necklace
 to the girl, sending her to gather an
 army that could defeat Aguirre.*

She risks a glance behind her, where -- Aguirre and his men make chase! Sloshing across the water, following her up the far shore, the river RECEDING FROM SIGHT behind them...

LILY (V.O.)
*But that was only the beginning.
 For unbeknownst to Aguirre and his
 men, the priest had granted them
 the very immortality they sought.
 But it came at a terrible price.*

Aguirre closes in, reaching for the girl, when around him--

--THE JUNGLE COMES ALIVE. Hanging vines latch onto Aguirre's arms. Ivy whips around his legs. His eyes dart in pain and confusion, as-- the jungle DRAGS HIS MEN BACK TO THE RIVER!

LILY (V.O.)
*Never again could they leave sight
 of the river. Cursed, for all time.
 Never again would Aguirre see Spain.
 Never again would he see Anna.*

Aguirre struggles, ferocious, the jungle TIGHTENING its grip, until it begins to FUSE with his FLESH! Aguirre SCREAMS IN AGONY-- as we PUSH WITH THE VINES INTO HIS MOUTH and into--

BLACKNESS.

WIDE SHOT: The NATIVE GIRL races deeper into the jungle, shrinking into the distance as-- TRIBAL DRUMS start POUNDING--

LILY (V.O.)
*Aguirre vowed that when the girl
 returned, he would be ready. It is
 said he waits on the Amazon still --
 for the girl, and the necklace, were
 never seen again. Vanishing without
 a trace. Or so the story claims. For
 in tales like this, it can be hard
 to separate truth -- from legend.
 That is, until today...*

WE CRANE UPWARD. Above the rainforest canopy, where we begin--

MAIN TITLES:

JUNGLE CRUISE

EXT. LONDON - DAY (CENTURIES LATER)

HORNS sound as motorcars putter down a rainy street. From the newspapers being sold, WWI PROPAGANDA POSTERS everywhere, and the dirigibles in the sky, it's clear we're in-- SUPER:

London. 1916.

A SIGN on a grey building: "SOTHEBY'S. ITEMS FROM THE DEEP."

INT. SOTHEBY'S AUCTION HOUSE - SAME

Amongst a smattering crowd of well-to-do ATTENDEES, we find our heroine, **LILY HOUGHTON** (30), bright eyed, passionate -- and wearing trousers where other women wear Victorian frocks.

LILY

Get ready. There it is.

Beside her **GEORGE MACGREGOR** (30s), more polish than shoe, cranes his neck to see AUCTIONEERS carrying out a CLOTH-COVERED BOX.

MACGREGOR

But darling, how can you be certain?
I won't simply stand by while you
squander good money on some silly
game of Looksee Merry Chase!

LILY

I've done my research. The contents
of that box could be the key to
saving countless lives.

(smooths her trousers)

And don't call me darling. I
thought we agreed upon that.

AUCTION MANAGER

Last up, lot 10, item 4-D, a 16th
century strong-box. A minor curiosity,
pulled from the wreck of the HMS
Hazardous, which was discovered by a
salvage crew off the Azores.

The CLOTH is removed, revealing a barnacle-laden LOCKBOX.
Auctioneers pry it open, revealing, preserved inside: A worn
LEATHER JOURNAL-- and THE TALISMAN NECKLACE! Lily's eyes glow.

AUCTION MANAGER

Inside, we find the captain's log,
and a Meso-American artifact of
unknown cultural attribution. We
shall start the bidding at two
hundred Pounds Sterling.

Lily swats MacGregor's leg. His paddle SHOTS UP.

AUCTION MANAGER

Two hundred pounds. Next bid is two
hundred fifty. Ah, yes. Two-fifty.

Across the room, ANOTHER PADDLE is up. Its owner is a **COCKNEY THUG** (50); shabby suit, mutton-chop sideburns. Lily glares...

AUCTION MANAGER
Two-fifty going once--

Lily lunges, grabs MacGregor's paddle. A BIDDING WAR begins:

AUCTION MANAGER
I have three hundred.
(the thug's paddle goes up)
Four hundred!
(Lily retaliates)
Five Hundred! Six hundred! Seven!
Eight! Nine! Do I hear-- Yes! 1,000
pounds. Eleven hundred? Yes!

LILY
Twenty five thousand pounds!

The crowd GASPS. The thug curls his lip, stunned. MacGregor pulls Lily back down to her seat, a WHISPER-FIGHT ensuing:

MACGREGOR
Are you mad? That's your family
fortune-- they'll have you thrown
in debtor's prison!

LILY
Let them. I will not be deterred.

MACGREGOR
As the man in this relationship, I
have been very patient, but I think
it's high time I asserted myself!
(pause)
If that's okay with you, that is.

AUCTION MANAGER	THUG
25,000 going once! Going twi--	(paddle shooting up)
	<u>--150,000!</u>

More GASPS. Now it's Lily's turn to be stunned. Her face floods with disappointment, realizing she's been beaten, as--

AUCTION MANAGER
150,000 going once. Twice.
(a gavel BANGS)
Sold, to paddle seventeen.

EXT. AUCTION HOUSE - MOMENTS LATER

Doors swing open as a dejected Lily storms out, followed by--

MACGREGOR
Merciful heavens! What a relief.

LILY
 Something's off. Who pays that sort
 of money for a worthless artifact?

MACGREGOR
 Come now, Lily. It's not worth
 getting maudlin about. This whole
Tree of Life is almost certainly a
 myth, just like the Royal
 Scientific Society said--

His words fade to a HUM as Lily sees a horse-drawn MILITARY
 FUNERAL PROCESSION pass. She glances at a PEWTER LOCKET. We
 glimpse a YOUNG MAN'S PORTRAIT inside... and sound RETURNS:

MACGREGOR
 --finally put this childish
 fixation in the dust bin where it
 belongs, and resume our lives!

LILY
 ...I need to visit the powder room.
 Wait for me around the back?

INT. AUCTION HOUSE, HALLWAY - LATER

The Auction Manager leads the thug BACKSTAGE--

AUCTION MANAGER
 This way. May I ask how you plan to
 tender payment?

COCKNEY THUG
 Gold bars.

AUCTION MANAGER
 Oh my. Lovely.

Suddenly, ahead of them, a CURTAIN flies open as LILY BURSTS
 FORTH HOLDING THE LOCKBOX -- an AUCTIONEER in hot pursuit!

AUCTIONEER
 Stop! Thief!

EXT. LONDON ALLEY - SAME

George glances at his pocket-watch, when-- an access door
 BURSTS OPEN and out barrels Lily, LOCKBOX under her arms!

MACGREGOR
 Lily? What on Earth are you doing!?

LILY
 Come along, George!

She RACES PAST, MacGregor blinking as the THUG charges after her, followed by a group of auctioneers! They spot MacGregor.

COCKNEY THUG
'At's one of them there!

MacGregor panics and BOLTS after Lily, as--

EXT. LONDON STREETS - LATER

Lily and MacGregor SPRINT through the busy streets of London, the thug huffing after them, now brandishing a REVOLVER!

MACGREGOR
Are you insane?! You've made us
into fugitives!

LILY
Oh, come on, George; where's your
sense of adventure?!

Lily pulls him around a corner, and we CRANE UP as they enter TRAFALGAR SQUARE, melting into a teeming sea of humanity. SUFFRAGETTES march; ENLISTEES BOARD a MILITARY TRUCK--

The thug races up. Looks left, right. Nothing. He curses under his breath. Mops his brow, eyes suddenly NERVOUS as we--

MATCH CUT TO:

The same eyes -- NOW DEAD! We WIDEN, as the thug's body is shoved roughly down a rooftop COAL CHUTE by--

EXT. ROOFTOP - NIGHT

--A tall figure in boots and a trench-coat. This is **COMMANDER VON HOCH**, 40s, cutting a dashing, Nordic profile...

VON HOCH
Our partners in this contest will
not accept excuses; nor should we.

...until he TURNS, revealing that the other side of his face is cross-hatched with SHRAPNEL WOUNDS. He brushes soot off the MEDALS on his lapel. Two GERMAN SOLDIERS exchange a glance.

GERMAN SOLDIER
What about the stolen item? How are
we to re-acquire it?

VON HOCH
There's only one place she could be
taking it.

EXT. THE AMAZON - DAY

We SOAR over the GREAT RIVER as it snakes to the horizon.

But this is a very different Amazon now. RIVER TOWNS bustle with commerce. RIVERBOATS glide this way and that. SUPER:

**South America.
Three Weeks Later.**

In a winding tributary, smoke WISPS from a ramshackle TRAMP STEAMER. Exposed, rusty engine chugging away with mismatched parts, like it's been repaired a thousand times. Peeling letters read: **LA QUILA**. Instantly lovable. Barely afloat.

I./E. TRAMP STEAMER - SAME

We first see him from behind: A big, weathered FIGURE in worn khakis, hands manning the WHEEL, dashboard around it littered with American magazines, a bottle of Cachaça, a straw hat.

MAN (O.S.)
Welcome aboard the world-famous
jungle cruise. I'm Frank Wolfe,
I'll be your captain today...

The man turns, shooting his passengers a wry grin. This is **FRANK WOLFE**. Our hero -- even if he doesn't know it yet.

FRANK
...That is, unless we run into
trouble, in which case your new
captain will be taking over. He's
brave, he's experienced -- my old
friend, Mister--
(leans down)
What's your name again, sir?

A STERN TOURIST just narrows his eyes, as we WIDEN to reveal Frank's boat is packed with fussy 1916-era TOURISTS.

FRANK
I tell ya, this gig gets better
every year. Of all the groups I've
taken on this ride, you people are
easily, by far the most -- recent.
(SILENCE from the boat)
Now, since we're in an area filled
with rare tropical plants, I'd like
to point a couple out to you.
(points)
There's one.
(points)
There's another one. Any questions?

SNOTTY BRITISH KID
Yeah. How much longer is this?

FRANK
Look, kid. I get paid for the
number of people I take out. Not
the number I bring back. *Entiendes?*

The kid just rolls his eyes, turning away, trying to pick his
nose without anyone seeing, as--

FRANK
Alright, people. Arms in the boat.
Here come the rapids.

The boat bobs a little as it goes down a slight dip. Settles.

FRANK
Phew. That was close.
(a woman FANS herself)
No kidding. You're just lucky we're
not going up *there*.

Frank nods to the mouth of a dark, menacing-looking RIVER OFF-
SHOOT, shrouded in mist and dense vegetation...

FRANK
That part of the jungle's cursed.
They say once you go in -- you
become a part of it. Forever.

SNOTTY BRITISH KID
Sounds better'n this. You called
this a quest into unexplored wilds.
I've seen wilder in my backyard!

FRANK
Okay. You want wild? Catch.
(tosses him a SALAMI RIND)
Put that between your thumb & your
booger finger & hold it over the side.

The kid self-consciously glances around; wipes his finger on
his shirt. Holds the salami out over the water.

SNOTTY BRITISH KID
Wow. I'm so scared...

Suddenly, the water below the salami starts to CHURN, turning
WHITE, looking like it's BOILING, as--

PIRANHAS leap from the water, snapping for the salami. The
kid FREAKS OUT, dropping it and stumbling backward as an
ENTIRE SWARM of the predatory fish tear the salami apart!

FRANK
Ever seen *that* in your backyard?

ANGRY MOTHER
 (coddling the kid)
 How *dare* you. Why, he could have
 lost a hand!

FRANK
 Nah. They don't eat spoiled meat.

The tourists all mutter ANGRILY--

MUSTACHED MAN
 Say now, that is quite
 enough!

LADY TOURIST
 I didn't come out here to see
 small children tormented.

FRANK
 Okay, people. Easy now--

STERN TOURIST
 End this fiasco and take us back at
 once! And about your fee--

FRANK
 Alright, fine! You all get a full,
full... fifty percent refund.

The tourists all ERUPT INTO SHOUTING.

EXT. DILAPIDATED WHARF - AFTERNOON

La Quila is tied up alongside far more impressive RIVERBOATS.
 Tourists angrily de-board, plucking bills from Frank's hand--

FRANK
 Be sure to tell your friends how
 much you enjoyed the jungle cruise--
 C'mon, a guy's gotta eat--

Frank is left with ONE BILL. He sighs. Gaze turning to a
 SQUALID WHARF TAVERN. He licks his lips, starting towards it--

--When a hand PLUCKS the bill away from Frank.

FRANK
 Hey--

Frank turns, finding **NILO** (50), a gruff, heavy harbormaster.

FRANK
 Nilo, my friend! How did you find
 me here? Have you lost weight?

NILO
 You only call me friend when you
 don't have any money.

FRANK

What? I'm sure that's just a coincidence, my friend.

NILO

This doesn't even cover today's interest. Where's the rest?

FRANK

I'm good for it. I just need a little time. I promise.

NILO

Believing a promise from you would make me the stupidest man in Peru.

(raises a stern finger)

No more excuses, Frank. You don't clear your debt by the end of the month, I'm taking your boat.

FRANK

La Quila? You can't--

NILO

I can. And I tell you what: I'd be doing you a favor. You been on this river too long. Time to move on.

Nilo stalks off. Frank stares at his boat like he's about to lose a beloved friend. Hurries after Nilo.

FRANK

Okay, things have been dry lately, but some poor sap's always about to waltz into town and overpay...

EXT. DILAPIDATED TRAIN STATION - AFTERNOON

A WHISTLE BLOWS as a train pulls into a crumbling station. Lily steps out, eyes flashing about excitedly. MacGregor follows in new "expedition gear": Pith helmet, jodphurs.

LILY

This is it. The edge of civilization! Exciting, isn't it? Did you know that a single bush in the Amazon may have more species of ants than the entire British Isles?

MACGREGOR

(dabs sweat on his neck)
Wretched place -- the architectural equivalent of dysentery.

LILY

It's a bit rustic, I'll grant, but what did you expect the last port on the river to look like?

MACGREGOR

Honestly, Lily. I don't know how I let you talk me into this.

They gather their luggage and start into the town...

...BUT WE HOLD a moment, as, through the steam: THE GERMANS emerge from the train. Led by VON HOCH. Following Lily!

INT. WHARF TAVERN - MOMENTS LATER

An OLD MAN plucks a guitar as Lily and MacGregor wander into the bar, gazes sweeping over the shady clientele:

CUT-THROATS glower and murmur. HAGGARD TOURISTS study maps, looking hopelessly lost. At one table, a circle of GRIM FACES stoically watch a tarantula fight a scorpion in an open box.

MACGREGOR

(eyes the tarantula warily)
Are you quite certain this is the place? Any respectable riverboat captain would steer clear of this sort of establishment.

LILY

Unica Taverna. That's where they said we'd find...
(her eyes light up)
Him.

Across the room, under a beat-up "JUNGLE NAVIGATION CO." sign, an old woman, MAMANEIA (80), slaps Frank, cursing in Portuguese--

FRANK

Of course you're still beautiful!
Mamanea, it was a long time ago.
(patrons look disgusted)
A, uh -- very long time ago.

A SHADOW; Frank looks up, seeing MacGregor and Lily approach.

MACGREGOR

Captain Wolfe. I am Professor George MacGregor and this is my fiancée, Lily Hought--

LILY

--Doctor Lily Houghton.

Frank sips beer; chuckles like she's joking. She glares.

FRANK
 Oh, you're serious.
 (BURPS)
 Are you wearing pants?

LILY
 Are you drinking lager on a
 Tuesday? On the job?

FRANK
 It's Tuesday already?

Lily just stares. Shakes her head. Nudges MacGregor.

LILY
 Come on. Let's try the next town.

FRANK
 Hang on, now-- wait a second--

Lily and MacGregor head for the exit-- but FREEZE mid-step.

MACGREGOR
 Is-- is that a--

A full-grown JAGUAR, scruffy-looking, patches of fur missing, is standing in the doorway, sniffing at the garbage.

LILY
 Jaguar?
 (considers)
 Yes. Yes, I believe it is. *Panthera onca*, to be precise.

Music STOPS as bar patrons spot the jaguar. Mamanea SCREAMS! MacGregor gets behind Lily; grabs a CHAIR like a lion tamer!

MACGREGOR
 Shoo! Shoo, off with you!

LILY
 George, no! You're making a threat display. You'll just provoke him!

Sure enough, the jaguar GROWLS, LEAPING for them both--

--When FRANK comes BARRELING IN! Tackling the jaguar toward a CORRUGATED-TIN WALL, and--

EXT. UNICA TAVERNA - CONTINUOUS

SMASH! Frank and the jaguar CRASH straight through, landing in a MUDPIT beside the tavern, grappling tooth and nail. PATRONS crowd around, chattering excitedly:

BRITISH TOURIST
I'll wager a five-bob on the
jaguar. Anyone? Anyone?

MAMANEA (SUBTITLE)
(genuinely horrified)
Frank! Look out, her claws!

Jaguar claws RIP OPEN Frank's shirt. He GRUNTS, diving for a
back leg, wrestling it to the ground in a SUBMISSION HOLD--

LILY
Good Lord. Look at him go.

MACGREGOR
(a little jealous)
Yes. He's very brave. If you're
impressed by that sort of thing.

FRANK
Had enough yet?!

The jaguar GIVES A WHIMPER -- and Frank lets go. It scampers
away, limping back into the jungle. The crowd CHEERS, helping
Frank up, brushing him off. Everyone wants to shake his hand:

FRANK
Hey, Frank Wolfe, Jungle Navigation
Company, good to meet you. Frank
Wolfe, Jungle Navigation--

At the back of the crowd, Lily excitedly turns to MacGregor:

LILY
We've found him. That's the man to
take us up The Devil's Throat!

CUT TO:

FRANK
--Not a chance. Too dangerous.

EXT. TORCHLIT PATIO - EVENING

A *slightly* cleaned-up Frank sits across from Lily & MacGregor
at a table overlooking the river. Fireflies hover. Floating
CAIMANS (river crocodiles) nip at one another in the water.

MACGREGOR
Captain Wolfe, we've been to
virtually every town on the lower
Amazon. And everyone says you're
the only man desper--
(Lily KICKS HIM)
That is, brave enough to take us up
that part of the river. Do you know it?

ON FRANK. Yeah. He knows it. He sits back, takes a drink.

FRANK
Gargantua del Diablo? You don't
 want to go up there. Trust me.

LILY
 What is it you're so afraid of?

FRANK
 Afraid? C'mon...

MACGREGOR
 It's just a negotiation tactic.
 (turns back to Frank)
 I can offer 3,000 Reál. Cash. Now
 how does that alter your tune?

Frank blinks at the sum. Man, does he need that money.

FRANK
 You don't get it. I'm trying to do
 you folks a favor. Boats don't come
 back from there. Neither do people.

MACGREGOR
 Very well. 5,000 it is. But that's
 it. Final offer. Not a penny more.
 (Frank just folds his arms)
 Okay, 7,500.

LILY
 (taking a different tack)
 George -- could you find me
 something to drink? I'm parched.

MACGREGOR
 Of course... and upon my return,
 Captain, I hope you will have come
 to your senses!

MacGregor marches off, leaving Lily and Frank to face off.

LILY
 Can we talk like adults?

FRANK
 Look lady. The Devil's Throat is
 home to the Puka Michuna. Fiercest
 headhunters on the continent.

LILY
 Oh, please -- I know all about the
 'headhunters.' And the 'cursed
 conquistadors.' And the bloody
kitchen sink. If you're trying to
 scare me, you've obviously never
 spent a night in London.

FRANK

(smirks)

That an invitation?

LILY

I'm not afraid of campfire stories. And I'm not afraid of you. I've had to struggle for everything I want as a woman in this man's world, and nothing has been beyond my reach.

(rummages in her SUITCASE)

When I was denied admission to Oxford University, I brought suit and won. When I was told no publication would accept my study of medicinal plants, I assumed a man's name and was awarded a medal by the Royal Scientific Society. And when that Society told me that I could not go on this expedition because it wouldn't be *appropriate* for a single woman to travel to the Amazon, do you know what I did?

FRANK

I'm guessing you scared them with that voice you're using right now.

LILY

The point is this, Captain. I will not be deterred. It is no mere jungle cruise I seek.

Lily spreads a pile of maps and ancient art on the table, all depicting -- THE TREE OF LIFE. Frank's eyebrow goes up. All around, tiki torches flicker as an eerie wind whistles past.

LILY

I am looking for a tree. A tree which only grows at the end of this river. I need you to take me there.

FRANK

Tree of Life, huh?

LILY

...You know of it.

FRANK

It's just a story, lady.

LILY

A story that reappears in cultural and religious traditions all across the globe. A story I have reason to believe has a basis in fact.

FRANK

Other people have come looking for that tree. They never found it.

Lily fishes from her bag -- the OLD JOURNAL from the auction.

LILY

Other people didn't have this.

INT. UNICA TAVERNA - SAME

INSIDE, MAMANEA slides MacGregor a glass of brown liquid.

MACGREGOR

No, no -- just water, thank you.

MAMANEA

That is water.

MACGREGOR

Oh. Perhaps it could be boiled?

MAMANEA

That would only make it angry.

BACK TO:

Lily brandishes the OLD JOURNAL, Frank increasingly intrigued despite himself, as--

LILY

This is the log of a British naval captain, who claimed to have rescued a native girl fleeing the jungle. Her story verifies a number of details from the legend, and even includes *directions* written in a rare Incan dialect which, once translated, will lead to the Tree's precise location; a place where all rivers of the world are said to begin--

FRANK

Native girl? What dialect? What are you talking about?

He reaches for the journal -- but she holds it at a distance.

LILY

It's called *Viracochan*. The only tribe on earth that still speaks it lives up The Devil's Throat. I find them? I can find the Tree.

FRANK

And the secret to -- what,
immortality?

LILY

Not quite. Primitive civilizations
might've *considered it* a kind of
immortality. But today, we call it:
Antibiotics. I believe this tree's
flowers contain a substance which
pasteurizes blood from infection.

FRANK

Anti-who?

LILY

The future of medicine, Captain
Wolfe. Right now, thousands of boys
are dying in the trenches of France
-- not just from bullets and bombs,
but from infection, disease. This
tree could save countless lives.
Maybe even turn the tide against
the Germans and help bring about an
end to this Godforsaken war. That's
a cause even you can get behind.

FRANK

Only thing dumber than dying for a
cause is dying for free.

LILY

I'm sorry?

FRANK

I don't care about your war. Or
your tree. Sorry.

Lily stares at him in disbelief. Her hand moves toward her
PEWTER LOCKET... And she sets her jaw, determined.

LILY

If you will not take me up-river,
I'll find someone else who will.

Lily collects her things, stuffing them back in her suitcase.

LILY

I'd tell you to take care of your-
self, sir, but you appear to have
mastered that skill already. So
instead I will simply say farewell.

FRANK

C'mon lady, you--

Frank frowns, glimpsing, inside Lily's suitcase: THE TALISMAN NECKLACE. His eyes KINDLE, expression instantly shifting--

FRANK
...You-- you're right.

LILY
I'm sorry?

MacGregor approaches with a bottle of MINERAL WATER.

MACGREGOR
Alright Captain Wolfe, you drive a hard bargain... I can go as high as 10,000 Reál. Take it or leave it!

FRANK
You got a deal.

MacGregor shakes Frank's hand, triumphant. Lily studies Frank, sensing there's more to his change of heart than money.

MACGREGOR
I told you he'd come around, Lily!

FRANK
I'm not making any promises, but -- I may know just the guy who can translate your book.
(She nods, still skeptical)
Wharf 94. We leave at nine. Don't show up early. I sleep in weekdays.

LILY
...Perhaps there's more to you than I thought, Captain.

They walk off. But we LINGER on Frank, watching them go...

EXT. JUNGLE - NIGHT

Tavern lights are visible in the distance as Frank sneaks out to a GLADE in the jungle. Looks both ways. Whisper-shouts:

FRANK
Proxima. Proxima!

Out from the brush BURSTS the JAGUAR Frank fought at the bar. It jumps in his arms, licking his face as we start to realize she's no wild animal, she's Frank's PET CAT! This is **PROXIMA**.

FRANK
Easy girl, easy. You were great; worked like a charm. But watch it with the claws next time will you?
(Proxima SNIFFS his hands)
(MORE)

FRANK (CONT'D)
I know you're hungry, girl. But
first -- I need your help.

INT. SHABBY GUEST ROOM - NIGHT

Steam rises. Lily soaks in a tub, studying the handwritten INCAN SYMBOLS in the old journal. All around the tub are textbooks on Meso-American languages. She furrows her brow.

LILY
So peculiar...

MACGREGOR (O.S.)
(A KNOCK at the door, then)
Lily, can we talk a moment?

Lily tosses the journal on her suitcase, pulls on a silk robe, opening the door a CRACK. MacGregor looking in--

MACGREGOR
You look ravishing. Doing a little
late night studying?

LILY
(tightens her robe)
Just trying to make whatever headway
I can in that journal. I'm starting
to believe that necklace -- is meant
to be used as some sort of key.

MACGREGOR
Key? For what?

LILY
Any luck, the Captain's friend
upriver can aid us with that part.

MACGREGOR
Are you quite sure we can trust
this 'Wolfe' fellow? He seems to be
a bit of a cad.

LILY
His manners leave something to be
desired. But I've always been a
good judge of character. And
somehow, something tells me...

But as Lily speaks, we PAN BACK toward the OPEN WINDOW, where
-- PROXIMA stealthily slips inside!

LILY (O.S.)
...He's a good man at heart.

FRANK peers in, pointing Proxima toward Lily's suitcase. Proxima sniffs out the TALISMAN NECKLACE; loops it over her nose, jaws grabbing the OLD JOURNAL, carrying them to Frank...

But Proxima STOPS. Sniffs the air, turning her head toward a half-eaten dinner tray of ROOM SERVICE. Proxima licks her lips.

FRANK
Proxima, no! Turn. Heel--

BACK TO:

Lily tries to shut the door, but MacGregor's foot BLOCKS IT.

MACGREGOR
Lily, I simply won't trust your safety to this -- this scalawag!

LILY
That's very sweet of you, George. But we made an agreement back in London, and we're going to stick to it: This is my expedition.

MACGREGOR
Yes, but, if I have to pose as your fiancée, couldn't we at least -- have a bit of fun along the way?

LILY
We aren't having fun already?

MACGREGOR
No, I mean -- 'fun.' You know--

LILY
Goodnight, George.

Lily SHUTS THE DOOR in his face. O.S., MacGregor YELPS. Lily turns back to her room. *No sign of Proxima or Frank--*

But she FREEZES. Her room service tray has been LICKED CLEAN.

EXT. DOCK/LA QUILA - LATE NIGHT

Proxima gnaws a CHICKEN BONE. Frank's elbow-deep in his boat engine, agonizing over a belt slipping off the driveshaft.

FRANK
C'mon, c'mon-- catch, you--

In frustration, he WHACKS the engine with a wrench. It coughs to life, blasts oil in Frank's face. Proxima just stares.

FRANK

Don't give me that look. This necklace is more valuable than all the charters on this damned river. It's safer in my hands, believe me.
 (off Proxima's growl)
 What was I supposed to do? Let her wander blindly up the Devil's Throat with it?! What if they found her?

A distant rumbling of THUNDER. Proxima WHIMPERS. Frank pats the scruff of her neck; starts UNTYING THE BOAT--

FRANK

Don't worry, girl. Soon enough, all our troubles will be over.

A MAUSER PISTOL is jammed into Frank's back. He stiffens.

FRANK

...Nilo! That's funny, I was just thinking of you, my friend--

Frank turns, but it's not Nilo behind him -- it's VON HOCH, and his GERMAN SOLDIERS, now with rifles and spiked helmets!

FRANK

Sorry campers. No more cruises tonight. How's tomorrow? German, right? I sprecken some deutsch...

VON HOCH

You have a singular wit, Herr Wolfe. Now, give me the necklace. Or I'll be forced to take it.

FRANK

What necklace?

VON HOCH

'Ze one in your pocket.

FRANK

You shoot me, my pet jaguar'll make the right side of your face as pretty as the left.

VON HOCH

What jaguar?

Frank glances down. Proxima is GONE. Frank's shoulders sag.

FRANK

Way to step up. Coward.

VON HOCH

I led 9,000 men over the top at Verdun. We were halfway across no man's land when a shell exploded a meter from my face. Some men might have crawled into a crater to bleed. But I went on to take out the French heavy guns. The pain was most impressive. But it did not stop me from completing my mission.

(cocks the pistol)

Nor, I assure you, will you, Herr Wolfe. Now, the necklace. And the journal. I shall not ask again.

Frank's eyes dart, looking there's no way out of this, when--

LILY (O.S.)

Those items belong to me!

Lily approaches, a BRITISH WEBLEY REVOLVER aimed at Von Hoch. She moves to Frank's side, grabbing the necklace, as--

VON HOCH

To the contrary, *fraulein*, they are ours. Purchased legally at auction, mere minutes before you stole them.

FRANK

(nods at Lily)

Really? Well well. I'm impressed.

LILY

This is about my flower, isn't it? You want my flower for the Kaiser's war effort!

VON HOCH

You do a credit to your sex, Doctor. Shoot her.

German soldiers TILT their rifles up, aiming at Lily--

FRANK

Hey! Fair warning, you shoot her, she'll shoot him -- and that leaves me to deal with you.

VON HOCH

(the soldiers HESITATE--)

Look at her! She doesn't even have a clue how to fire that weapon.

FRANK

Of course she does.

(sotto)

Do you?

LILY
 (COCKS the hammer)
 I suspect I can manage.

MACGREGOR (O.S.)
 Lily! I've been robbed!

All heads turn as MacGregor comes running toward them in a panic, totally oblivious to the TENSE STANDOFF--

MACGREGOR
 Somebody nicked my grandfather's
 service revolver! Quick, call the--
 (becoming aware)
 ...authorities... before...
 (then)
 Did-- did I miss something?

Von Hoch suddenly FIRES INTO THE AIR. Not a bullet -- but a WHITE FLARE. Everyone watches as the night LIGHTS UP, then--

There's a RUMBLING. The dock SHAKING beneath their feet.

FRANK
 Uh-oh.

MACGREGOR
 (leans to Lily)
 Where did all these Germans come from?

VON HOCH (SUBTITLE)
Verteidigung! / [Fall back!]

Von Hoch and his men SCATTER, leaving our unlikely TRIO: Frank, Lily, and MacGregor -- to stare at THE RIVER, which churns, UNEARTHLY LIGHTS RISING, as--

A WORLD WAR I U-BOAT

Suddenly surfaces in front of them! A steampunk nightmare, bristling with weaponry. Our heroes can hardly move.

MACGREGOR
 We should have stayed in London.

CAK-CAK-CAK! The sub's DECK-MOUNTED MACHINE GUN ROARS--

FRANK tackles Lily and MacGregor behind a bunch of crates, gunfire SPLINTERING WOOD all around them!

LILY
 New deal!
 (clutching the necklace)
 You want this? Get me to the Tree,
 and it's yours, understand?! This
cruise just became a race!

FRANK
Nobody's going anywhere right now.

MACGREGOR
Dear Lord. Fine! Take it all.
15,000 Reál!

FRANK
No -- look!

Frank POINTS at *La Quila*, bobbing in the sub's wake, still tied to the dock with a THICK ROPE.

FRANK	LILY
(grabs Lily's revolver)	
Give me that--	<u>--Stop stealing my things!</u>

MACGREGOR
Wait a tick-- that's pop-pop's gun!

BLAM! Frank SHOOTs the rope. It SNAPS, releasing *La Quila*--

LILY
Now it's drifting away. Brilliant.

FRANK
MacGregor. Can you drive that boat?

MACGREGOR
I can do better than that, you're looking at a two-time regatta champion at Henley-on-Tha--

FRANK
Good enough for me. You two swim for it, I'll draw their fire.
(points at a DOCK upriver)
Pick me up at the edge of town. Go!

MacGregor starts pulling off his shoes and socks -- but Lily hesitates, eyeing the water:

LILY
Swim for it. Hm. Are you certain that's the best course of action?

FRANK
(more SPLINTERS rain down)
We don't have time to debate this, lady. Get in the water!

LILY
Granted, but it's always wise to consider alternatives, before--

FRANK
The hell's wrong with you?!

LILY
I can't swim!

FRANK
What?!

MACGREGOR
(sock in hand)
What?!

LILY
I had one lesson when I was five
years old and I've been deathly
afraid of the water ever since.

FRANK
That's -- just -- GREAT.

EXT. WHARF - MOMENTS LATER

Von Hoch holds up a GLOVED FIST. The U-Boat stops firing. For a moment, there is SILENCE -- dust SETTLING...

Then Frank and Lily come SCRAMBLING OUT from cover! U-Boat SPRAYING GUNFIRE, shredding everything in their wake--

VON HOCH (SUBTITLE)
(shouts at his soldiers)
After them!

EXT. RIVER - SAME

With a SOFT SPLASH, MacGregor slips off the dock into the water, sneaking away, swimming toward Frank's boat--

BUT BEHIND MACGREGOR, a CAIMAN surfaces -- following him!

EXT. TOWN - SAME

Gunfire RIPS at their heels as Frank spots a ROPE dangling from a LIGHT CARGO BOOM ARM; locks an arm around Lily--

FRANK
We gotta get out of range--

LILY
--No, no, wait--

--And LEAPS, grabbing the rope mid air. Inertia takes them forward -- but the free spinning boom turns on its base, ARCING ALL THE WAY AROUND, dropping them--

Right in front of the GERMAN SOLDIERS! They RAISE THEIR GUNS as Lily SHOVES Frank through a set of SWINGING DOORS, into--

INT. UNICA TAVERNA - CONTINUOUS

--THE TAVERN we saw earlier, where SAMBA MUSIC is now playing, Frank and Lily scrambling through dancing DRUNKS, ducking into the kitchen where-- Mamanea is doing dishes.

MAMANEA

YOU!

Frank tries to flash a charming smile--

EXT. MUDDY STREET - MOMENTS LATER

Frank and Lily come barreling out a back door, Mamanea shouting after them, swatting at Frank with a BROOM!

MAMANEA

NO NO NO NO!!!

LILY

What in blazes did you do to that poor old woman?!

FRANK

I, uh, gave her sister a free ride on the river Frank.

LILY

HER sister?!

FRANK

Long story. Left!
(more GUNFIRE--)
Okay, up.

Frank YANKS Lily up a rotting stairwell, gunfire ricocheting all around them, as--

INT. SMOKY ROOM - MOMENTS LATER

Frank SHOULDERS THROUGH a door, BURSTING into a DARK, SMOKY ROOM, accidentally UPENDING a table full of cards and money.

LILY

(coughs in the smoke)
Pardon us!

They scramble on, as -- behind them, a bunch of ANGRY GAMBLERS pull weapons, shouting at one another, a gambler turning to reveal: It's Nilo! He yells after them:

NILO

Frank! I was just about to win!
That's 5,000 more you owe me!!

EXT. ROOFTOP - SAME

Shutters BURST OPEN as Frank and Lily leap onto a ROOFTOP, weaving through clotheslines and out onto a PARAPET, where Frank's eyes snap down to the river--

FRANK
Where's the boat? There's supposed
to be a boat! MacGregor!

EXT. LA QUILA - SAME

MacGregor struggles to climb aboard *La Quila*, cuff of his pants caught in the jaws of a CAIMAN!

MACGREGOR
Let go -- you beast!

He KICKS at it with his free foot, but this just makes the caiman madder, wriggling back and forth wildly, pulling him down to the water. He clings to the boat with WHITE KNUCKLES--

EXT. ROOFTOP - SAME

Frank and Lily struggle to keep low, pinned under heavy fire:

LILY
We're out of ammunition!

FRANK
I got worse news for you, lady.

Lily follows Frank's alarmed gaze down toward--

EXT. U-BOAT - SAME

The U-BOAT, where Von Hoch is now standing atop the sub's tower, giving orders down through an OPEN HATCH--

VON HOCH
Use the twelve-pound gun. Flatten
the building. We'll retrieve the
necklace and book from the rubble.

The sub's ARTILLERY CANNON begins to swivel into position...

EXT. ROOFTOP - SAME

Frank's eyes dart. Soldiers above. U-Boat below. *No escape!*

LILY
I'd say it was nice knowing you,
Captain Wolfe, but in truth our
association has been rather
fraught. So instead I will say--

FRANK
--How's your long jump?

LILY
I bested many of the boys in
grammar school at it. Why?

Frank points to *La Quila*, which is coasting toward them now,
a disheveled-looking MacGregor jamming the throttle, as--

LILY
But-but-- that was a long time ago!

MACGREGOR
Jump! Jump for it, Lily!

He's almost UNDERNEATH THEM, but it's a TWENTY FOOT DROP--

EXT. U-BOAT - SAME

--And just then, the ARTILLERY CANNON locks into position!

VON HOCH
Fire!

EXT. ROOFTOP - SAME

Frank GRABS Lily's hand. And we go into WIDE SHOT as -- they
both LEAP OFF THE ROOF, flailing in space as--

BOOM! THE ENTIRE BUILDING EXPLODES behind them!

EXT. LA QUILA - SAME

WHAM! Frank and Lily SLAM DOWN on the deck of *La Quila*,
landing in a tangled heap, flaming debris raining down--

MACGREGOR
Ha, ha! Lily did you see that?! I
swam to the boat-- then, I battled
a crocodile! He had me, but then I
got hold of an oar, see, and--
(mimes swinging an oar)
BAM! BAM! And then, I pulled up right
beneath you and-- BOOOM-- can you
believe it?!

LILY
 (pats out flames on her slip)
 That's -- very impressive, George.

MACGREGOR
 Why; what happened to you folk?

Frank winces, prying a needle of SHRAPNEL from his neck, peering back at smoke and flaming debris covering the river--

FRANK
 Keep going. Don't slow down.

MACGREGOR
 Captain Wolfe, we've got a solid lead. They'll have to clear that debris before they can pursu--

The U-Boat BURSTS through the flames, chasing after them!

FRANK
 I'll drive.

MACGREGOR
 Yes, I think that's for the best.

Frank angles the boat toward the mouth of the MENACING LOOKING OFF-SHOOT we saw earlier. *Here we go.* HOWLER MONKEYS SCREECHING as Frank heads FULL THROTTLE into it, and--

EXT. EL GARGANTUA DEL DIABLO - DAWN

WE SOAR over the Amazon, *La Quila* plunging up the off-shoot. DAWN starting to break now, as, 200 yards back--

THE U-BOAT makes chase. *BOOM!* It FIRES a SHELL, and--

EXT. LA QUILA - SAME

A column of river BLASTS upward off the bow, showering them.

LILY
 Is there no way to go faster?

FRANK
 We're in an '88 steamboat, lady. You're talking about sixteen tons of Kaiser Wilhelm's war machine. We're gonna have to get creative.

LILY
 What do you mean 'creative'?

FRANK
 Reach under that bench.

MacGregor reaches under a bench seat, pulling out -- an old WWI GIRLY MAGAZINE. Lily rolls her eyes. Frank just stares.

FRANK
Try again.

MacGregor fishes out a couple SOGGY LIFE JACKETS.

LILY
...Why is there a sudden feeling of dread washing over me?

FRANK
Put 'em on. You're gonna wanna grab hold of something.

Lily straps on the life jacket, peering to the river ahead, where the current is WHITE AND CHOPPY, strewn with BOULDERS--

EXT. U-BOAT - MOMENTS LATER

CLANG! The sub JOLTS HARD to port. Von Hoch steadies himself.

GERMAN OFFICER
Boulders, Commander! He's drawn us into a stretch cut with rocks.

VON HOCH
Blast us through any obstruction.

With a rumbling, the sub ACCELERATES. DING! CLANG! Quickly absorbing hits all over the length of its hull, as--

EXT. LA QUILA - SAME

BOOM! A shell SHATTERS a boulder right beside *La Quila*, shrapnel peppering the engine. Smoke dribbles out.

FRANK
Come on! I just fixed that.
(looks up, seeing--)
Heads down!

MacGregor and Lily FLINCH, just before a FALLEN TREE WHIZZES PAST OVERHEAD, nearly clotheslining them, as--

FRANK
Everybody hold on to your pants!

LILY
Would you please stop talking about my trous--

--The boat is SWEEPED OVER a SUDDEN DROP. MacGregor SCREAMS!

EXT. U-BOAT - SAME

CRUNCH! Von Hoch ducks as the fallen tree SPLINTERS over the sub's bow. But then his EYES WIDEN, Seeing, up ahead--

La Quila ROCKETS down a NARROW CHUTE ringed by jagged rocks!

GERMAN OFFICER

It's too narrow! We have to go around, or we'll rupture the hull!

VON HOCH

(sets his jaw, unfazed)
Full ahead.

EXT. LA QUILA - SAME

Lily and MacGregor hold on for their lives as they're swept along thundering, churning waters, Frank battling CLASS-FIVE RAPIDS that would spell CERTAIN DOOM for anyone else, until--

The river finally OPENS UP, waters getting calmer.

LILY

Did we lose them?

Frank peers back, seeing -- the nose of the U-Boat emerges between boulders at the top of the chute -- and HALTS. STUCK!

FRANK

(pats his boat fondly)
You bet your Harrods boots we did.

LILY

For now. But next time you decide to take my life into your hands, I expect to be consulted first.

FRANK

I don't like being told what to do.

LILY

And I don't like the idea of dying on a river, understood?

FRANK

Welcome to The Devil's Throat. It's what people do here.

EXT. RIVER - SAME

Water SURGES around the U-Boat, which is PINNED BETWEEN BOULDERS. Von Hoch seethes, watching *La Quila* shrink upriver.

GERMAN OFFICER

We'll have to blast our way out. It could take days to go around!

VON HOCH

...Perhaps the time has come for us to send word -- to our partners.

Von Hoch smiles. And though we don't know what he's referring to, his officer sure does, face WHITENING -- Von Hoch reaching for the FLARE GUN, as we--

DISSOLVE TO:

A LONG OIL SLICK on the river. We follow it past a FLOATING BEER BOTTLE in the WAKE of *La Quila*, where--

EXT. QUILA/RIVER - AFTERNOON

Frank whistles to himself, elbow-deep in the engine, using gobs of sticky tar to repair the holes from the shrapnel.

LILY

How long until we reach this friend of yours, exactly?

FRANK

You mean how long are you and Prince Charming here stuck with me?
(cracks another beer)
Day or so. From there, who knows. But I'm not taking any chances with those krauts on our tail. We're making a quick stop first.

MACGREGOR

I hope it's to find lunch. There's nothing to eat on this rustbucket!

FRANK

(looks at him, hard)
Don't call her that.

MacGregor grabs the rusty handle of a CARGO HOLD. He pulls, trying to pry it open. Frank glances out from the engine--

FRANK

Wouldn't do that if I were you.

MACGREGOR

Holding out on us, are you?
(yanking hard)
Bet he's got a whole stockpile of cured meats and caviar in here--

The cargo hold JOLTS open, and -- *OUT BURSTS PROXIMA!*
 MacGregor stumbles back in terror as the jaguar TACKLES HIM --
 LICKING his cheek. He SCREAMS, but--

FRANK

First rule of the jungle -- get
 distracted looking for lunch? You
 become lunch.

Lily just huffs, seeing a PET BED and FOOD BOWL in the hold.

LILY

Really, Captain Wolfe. Is there any-
 thing you *haven't* lied to us about?

FRANK

...Hang on. I'm thinking.

MACGREGOR

(Proxima still licking him)
 Can you, um, get her to stop that?

FRANK

Eh, I think she likes you.

MACGREGOR

Then kindly inform her I don't
 share her affections.

FRANK

She doesn't do well with rejection.

EXT. INLET - MOMENTS LATER

A WIRE ROPE is fished from the water, Frank pulling it up
 until it DEAD ENDS on the shore. Lily and MacGregor watch as
 he climbs off the boat, kicks away sand, prying up a LID--

LILY

I'm almost impressed, Captain.

--Revealing a HIDDEN CACHE OF WEAPONS. Several OLD REVOLVERS,
 A RIFLE, MACHETES, AMMO BOXES -- even a case of TNT.

FRANK

A compliment? To me? Don't let your
 lady friends back home know.

LILY

I said almost.

MACGREGOR

Any food in there?

FRANK

Why don't you quit whining and go grab us some bananas? Proxima's hungry too.

MACGREGOR

In the middle of the jungle? I am Dean of Botany at St. John's! How gullible do you think I am?

FRANK

(glances at Proxima; then)
That a trick question?

MacGregor eyes the foreboding jungle; weighing his hunger...

MACGREGOR

Oh, stuff it all.

MacGregor grabs a machete and starts into the brush... Leaving Lily and Frank ALONE. Frank pulling the weapons out, cleaning them off, discarding the rusted ones--

FRANK

He's a catch. When's the wedding?

LILY

There won't be one. George and I have an arrangement. I do the work, he garners the credit.

FRANK

Not the marrying type, eh?

LILY

Hardly. Science tells us love is nothing more than a chemical reaction in our anatomy. A happy glow to reinforce pair bonding in mammals. In my judgment, marriage is nothing but an outdated social tradition. Queen Victoria was single 40 years. The most powerful person in the world, no less!

FRANK

(nods toward MacGregor)
I was talking about him.

EXT. AMAZON JUNGLE - SAME

HIGH SHOT above MacGregor, who creeps through the bush, gripping his machete. His gaze darting all around, when he SPOTS...

MACGREGOR

There you are.
 (lowers the machete)
 You beautiful, yellow lovelies.

...A thick grove of BANANA TREES. He gets a grip on a huge bundle, wrenching it off the tree--

--To reveal something GLINTING behind it. MacGregor frowns. Squinting, hands PARTING brush to expose a chrome ALTITUDE GAUGE, in a COCKPIT. MacGregor's eyes widen, as we go to--

MACGREGOR

My word...

WIDE SHOT, revealing that he's standing under a CRASHED WWI BIPLANE. Torn fuselage bearing the GERMAN IRON CROSS symbol.

EXT. INLET - SAME

Frank loads the weapons into his boat. Lily eyeing him--

LILY

Surely you aren't one to believe in love, Captain.

FRANK

Me? Come on...
 (shrugs)
 Then again, this river has a way of making the unbelievable happen. You name it, I've seen it. Love, magic, women in pants. Anything's possible.

Proxima rubs up against Lily's leg. She regards the animal, grudgingly warming to them both, despite herself.

LILY

So how long have you two confidence tricksters been pulling that little scam of yours?

FRANK

It's only a scam if somebody gets hurt. I give tourists a little excitement; they fork over some cash. Everybody wins.

LILY

Certain observers might disagree.

FRANK

Come on. You're no angel. Stole that necklace, didn't you?

LILY

Now-- now, I didn't *steal* it--
 (Frank folds his arms)
 For your enlightenment, the native
 girl to whom it originally belonged
 was drowned in a shipwreck,
 centuries ago. All I'm doing is
 bringing it back where it belongs.

Frank slowly puts down a case of TNT, eyes strangely distant--

FRANK

...Drowned?

LILY

Yes -- on the HMS Hazardous. This
 Captain's log contains her entire
 story. What about it?

FRANK

Can I get a look at that?

Lily frowns, warily handing Frank THE OLD JOURNAL. He slowly
 sits, flipping the pages...

LILY

The Captain claims she told him she
 was trying to gather an army of
 some kind. But before he could make
 heads or tails of her story, the
 whole ship went down in a storm.
 (nods to the journal)
 I believe she wrote those symbols.

Frank gently touches the INCAN SYMBOLS on the journal, lost
 in thought. Almost... saddened?

LILY

Captain Wolfe, are you alright?

FRANK

Yeah.
 (shuts the journal)
 Yeah, fine. Why?

LILY

It's time for total truth between
 us. What is it you hope to do with
 that necklace? Really.

FRANK

...Get off this damn river. Before
 I become a permanent part of it.

Lily frowns; CATCHES the journal as Frank walks past, heading
 for the wheel. Ready to move on.

MACGREGOR (O.S.)
I have conquered the Amazon!

MacGregor appears from the brush, BANANAS on his shoulders.

FRANK
Good. Cause we gotta move.
(notices the bananas)
Did you shake those out?

MACGREGOR
Should I have?

FRANK
Uh-huh.

MacGregor looks down, noticing -- 6-INCH TITAN BEETLES crawling out of his bananas... and ALL DOWN HIS SHOULDERS.

MACGREGOR
AHHHHHHHH!!!!
(swatting and flailing)
Get them off! Get them off!

FRANK
Proxima. Lunch.

Proxima leaps over, snapping up beetles as they fall off him.

CUT TO:

BINOCULARS POV: Far up-river, Frank's DISTANT BOAT coasts out from the inlet, getting underway again, as--

EXT. JUNGLE CLIFF - MOMENTS LATER

--Von Hoch lowers the binoculars. We WIDEN to reveal that he's perched far above them on a sheer cliff. To himself:

VON HOCH
...A Wolfe, going into the lion's
den...
(a faint smile)
Send the signal.

Another soldier aims the FLARE GUN at the SKY-- FIRES, as--

EXT. SOMEWHERE UPRIVER - DAY

A distant RED FLARE traces its way across the sky. BASILISK LIZARDS sun themselves on a log, watching it descend, as-- BEHIND THEM, OUT OF FOCUS--

The jungle itself suddenly MOVES. VINES and ROOTS UNTANGLING, a lizard TURNING to see-- TWO YELLOW HUMANOID EYES SNAP OPEN!

EXT. LA QUILA - MOMENTS LATER

MacGregor stuffs his face with a hard-won banana, watching the RED FLARE FIZZLE into the river behind them.

MACGREGOR

If that's all the artillery those Gerries brought, we don't have much to worry about.

Frank eyes the SMOLDERING FLARE, wheels in his head turning--

FRANK

...That wasn't artillery; those were *signal* flares.

LILY

Who the devil would they be signaling this far up river?

MACGREGOR

(stops chewing, concerned)
Maybe it's friends of theirs, who came in that plane.

FRANK

Plane -- What plane?

MACGREGOR

German biplane. Spotted it back in the bush. Looked like it had been there awhile--

A distant SQUAWKING, as-- Frank turns, concern mounting, seeing, UP-RIVER, trees SHAKING, BIRDS SCATTERING IN A PANIC--

LILY

Those birds look almost -- terrified. Like they're fleeing something...

FRANK

Or someone.

LILY

Captain, you don't suppose -- could the Germans have reinforcements camped up-river somewhere?

FRANK

...Let's hope so.
(off Lily's frown)
There's worse things in this jungle than just Germans.

MacGregor tosses his banana peel, huffing to his feet--

MACGREGOR

Oh, for the last time, will you stop spouting these ludicrous myths and legends. We are men of *science*--

LILY

(eyes widening)

MacGregor--

MACGREGOR

Oh, excuse me, how inconsiderate of me-- men *and women* of science. Is that better?

FRANK

MacGregor. Buddy. You really ought'a--

MACGREGOR

Stay out of this, wharf rat. What is it, Lily? You want me to say it?

Lily just shakes her head as -- behind MacGregor, a RUMBLING grows. CRESCENDOING as MacGregor continues, impassioned--

MACGREGOR

--Fine, I'll say it: *you're* the scientist, *I'm* just a louse whose father got him an academic appointment to keep him away from the front lines. There, I said it! What else do you want me to do?

FRANK

Duck!

LILY

Hit the deck!

MacGregor blinks, face slowly turning upriver again, as--

A squawking MACAW flaps right into him -- *at the vanguard of a living WALL of MONKEYS, CAIMANS, and HIPPOS, scattering downriver in a PANIC. Charging right for our trio!*

FRANK

STAMPEDE!

(dives for the helm)

Everybody take cover!

MacGregor DIVES under a bench. Finds Proxima already under there. She looks at him. He SCREAMS.

EXT. AMAZON - SAME

WIDE: The avalanche of jungle life barrels into *La Quila*, boat getting TOSSED ABOUT like origami in a tsunami, animals THUNDERING over, under, and INTO THEM, as we go--

BACK TO:

WHAM! Lily is HURLED to the stern. Frank fights to pry a monkey off his neck, struggling to steer through the chaos.

FRANK
MacGregor! The boiler! THROW MORE
COAL IN THE BOILER!

MacGregor peers out from under the bench as we RACK FOCUS to the boiler.... A mere *FIVE FEET* away. But in the middle of this, five feet may as well be a mile!

MACGREGOR
I'm no good with engineering; I'm
just a phony Dean of Botany!

FRANK
You're gonna be a dead Dean of
Botany if we don't get outta here!

MacGregor STEELS HIMSELF, inching out from cover, when--

--LILY appears, crawling hand-over-fist, all the way from the stern! She RISES to her feet, towering over MacGregor, DUMPING a BAG of COAL into the boiler, as--

The engine ROARS with power! Frank punches the throttle, WEAVING between STAMPEDING ANIMALS and RIVER WAVES--

LILY
(tosses Frank a grin)
Try doing *that* in a skirt--

--A HIPPO SLAMS into the boat, *THROWING LILY overboard!*

MACGREGOR
--Lily!

MacGregor lunges after her as Frank WHEELS the boat around against the current, both men scanning the river in a panic--

MACGREGOR
Lily?! Lily?

FRANK
Come on, pants--

But there's NO SIGN OF HER. Waters slowly calm. The stampede shrinking into the distance. MacGregor looks to Frank. Frank's expression hardens. MacGregor's eyes fill. He looks down.

EXT. RIVER EDDY - CONTINUOUS

Waves lap the boat, sending it drifting into an eddy by the shore. Frank angrily coils a rope. MacGregor can't even move.

MACGREGOR

...It should have been me.

FRANK

Damn right it should've been.

MACGREGOR

(sets his jaw)

Very well, Lily. If I have to march up this river alone; if I have to tear this jungle apart with my bare hands -- I'll find what you came for. I'll find your Tree, I promi--

LILY (O.S.)

--That won't be necessary, George.

MacGregor whirls, to see a HAND clinging to the boat's rail, pulling up an arm as-- a DRENCHED LILY crawls back aboard.

MACGREGOR

Lily!

LILY

Can you believe it?

MACGREGOR

No! We thought you'd been... well--

FRANK

Flattened.

LILY

What? No, I was caught on a rope-- I was talking about those *hippopotami*. What are African hippos doing on the Amazon?

FRANK

Like I said; lot of strange things on this river...

Frank reaches for the side of Lily's face, pulling her close... She flinches back--

LILY

What are you--

(he PULLS his hand back)

--OWW!!

Frank studies a slimy GREEN-BROWN BLOB between his fingers.

LILY

Thank God. Just a leech. *Haementeria ghilianii*, I'd wager. For a moment there Captain, you had me worried.

MACGREGOR

Are-- are those--

FRANK

The Puka Michuna? Yeah. Nobody panic. Do exactly as I say, and everything will be just fine.

EXT. PUKA MICHUNA VILLAGE - LATE AFTERNOON

DOOM MUSIC sounds as Lily and MacGregor hang horizontally, feet and wrists bound to LONG PIG POLES, a headhunter at each end, carrying them over a footbridge, as--

Behind them, FOUR HEADHUNTERS strain, struggling to carry a pole that's BOWED DOWN in the middle under Frank's weight.

LILY

If this is what you consider 'just fine,' I shudder to speculate what ranks as real danger to you.

FRANK

Someday I'll let you try my mama's *paella*.

Mist PARTS; Lily peering ahead -- from her perspective, it's upside down, but her jaw drops regardless, as we--

Slowly PULL BACK, ROTATING UPRIGHT to reveal the **FLOATING VILLAGE** in all its glory: A vast network of TREE HOUSES, carved into and amid the wild MANGROVE TREES growing up from the river, all interconnected by a string of ROPE BRIDGES.

LILY

Fascinating. They must have developed this style of architecture to protect their dwellings during river surges!

MACGREGOR

If only there were someone to protect *us*.

FRANK

Relax. Play our cards right, we may still get out of this. Unless--
(peers at MacGregor)
Are your eyes green?

MACGREGOR

W-why? Is that a problem?

FRANK

They think green eyes are made of jade... Which is priceless to them.

MACGREGOR

What?!

LILY

Look away, George! Don't let them
see your eyes!

A sentry BLOWS into a HOLLOWED GOURD. SLOW DRUMS THUMP. All around, headhunters emerge from huts, MacGregor averting his eyes, pouring sweat as the entire village gathers around.

George PEEKS -- as headhunters make way for a group of TRIBAL ELDERS with SPEARS and EXTREME BODY PIERCINGS.

MACGREGOR

They brought the sharp bits...

The PUKA MICHUNA CHIEF trundles up. Stout, sunburnt, with a threadbare top hat. MONKEY HEADS hang from his belt. He holds a broken umbrella. This is **TRADER SAM** (50s). He glares at Frank, hissing in his NATIVE TONGUE. Frank responds in kind--

LILY

What did he say?

FRANK

Bad news, Mac. They saw your eyes.
(MacGregor is HORRIFIED)
On the bright side, they said you
get to keep the rest of your head.

MACGREGOR

The rest of my--

Trader Sam LIFTS A HAND. Drums STOP. SPEARS SNAP DOWN, blades inching toward MacGregor's face-- he shuts his eyes TIGHT--

THUMP. Our heroes LAND ON THE GROUND as their bands are CUT.

TRADER SAM

(English now:)
How are you, my friend?

FRANK

Looking good, Sam.

MacGregor watches, stunned as-- Sam helps Frank up, embracing him warmly, villagers swarming them with FRUITS and GIFTS. A CUTE LITTLE GIRL places a flower garland on Lily's head.

MACGREGOR

You -- you know these people? I
thought they were vicious killers.

FRANK

They made those stories up to keep
tourists away.

(MORE)

FRANK (CONT'D)
 Sam here and I do a lot of business
 together... They're actually really
 nice people.

MACGREGOR
 "Sam"?!

LILY
 (means it)
 You are despicable.

FRANK
 If I told you sooner I wouldn't be
 able to charge you so much!

TRADER SAM
 Little late in the season to be
 hustling folk. Even for you.

FRANK
 This is no ordinary visit.
 (nods to Lily)
 Show him.

Lily frowns, deciding she's got no choice but to trust these
 people, opening her bag to reveal -- THE TALISMAN NECKLACE.

Instantly, the villagers GO SILENT. And afraid. Sam sobers.

TRADER SAM
 We'd better get indoors.

And off our trio, following Sam deeper into the village--

EXT. FORESTED EDDY - NIGHT

POLISHED BOOTS step down onto *La Quila*, as Von Hoch and his
 men scour the boat, now hidden in an eddy off the main river.

GERMAN SOLDIER
 There's no sign of them, Commander.
 Could be miles away by now.

VON HOCH
 I suspect 'zey are still close.

OTHER SOLDIER
 How can you be sure?

Von Hoch kneels down, picks up a NATIVE EARRING. Studies it.

GERMAN SOLDIER
 Savages...

VON HOCH
 There is a village, close by. They
 say that it floats.

Wind FLUTTERS through the trees. Nightbirds SCATTER overhead.
 Germans exchange nervous glances, as--

VON HOCH
 ...Our partners arrive.

BEHIND HIM, the jungle seems to COME ALIVE, hanging vines
 opening like curtains, as if parted by unearthly forces. Von
 Hoch TURNS, and even he seems unsettled, as--

--A RUSTED RAPIER SWORD flies to his neck. A GUTTURAL VOICE:

ARMORED SILHOUETTE (O.S.)
Where -- is -- it?

Von Hoch gulps -- and in his HAUNTED EYES, we can barely make
 out a reflected group of **GROTESQUE, ARMORED SILHOUETTES...**

EXT. PUKA MICHUNA VILLAGE - NIGHT

TORCHES BURN, casting an eerie glow over the mist-laden
 village. All around, PUKA MICHUNA SENTRIES stand watch.

Outside a large, central YURT, Proxima watches MACGREGOR,
 surrounded by adolescent PUKA MICHUNA, cheering as he drinks
 a huge mug of some FROTHY BREW of indeterminate origin--

PUKA MICHUNA
 Go, go, go, go, go!

MacGregor gets it down; raising his arms, Puka CHEERING, as--

INT. TRADER SAM'S HUT - CONTINUOUS

INSIDE, the TALISMAN NECKLACE sits on a mangrove stump, Frank
 and Lily watching as Trader Sam warily examines the strange
 Viracochan symbols scrawled in the OLD JOURNAL--

FRANK
 Well? Can you translate it?

TRADER SAM
 When I was a boy, the village
 elders sat me down and said one
 day, you will be Chief of the Puka
 Michuna. You must learn our sacred
 ways; carry on our language. The
 language -- *of the ancients.*

LILY
 Must have been quite an honor.

TRADER SAM

Pff, think I listened? I was too busy chasing grass skirts. My knowledge of the ancient symbols is pretty iffy. 50/50. On a good day.

LILY

Has today been a good day?

TRADER SAM

So far it's halfway between mediocre and a monkey's ass. But what the hay, I'll give it a shot.

Trader Sam dons a pair of SPECTACLES, one lens missing, the other cracked. Poring diligently over the journal--

TRADER SAM

Hm. Turn it around, conjugate the verb, carry the two--
(kneads his brow)
Sorry, it's no good, I--

FRANK

Sam, she-- already gave me all her money. You don't have to hustle her.

TRADER SAM

Why don't you tell me these things up front? Save us all some time.

Sam tosses the glasses out a window. There's a soft splash.

TRADER SAM

Seriously. I don't even wear those things.
(stares at the journal)
A'right, let's see... hm. Strange.

LILY

What is it?

TRADER SAM

There's all this rambling about rivers of the world-- then it lists a bunch of strange *weather patterns*-- doesn't make any-- wait-- here it is: The Tree of Life can be found inside The Temple of Viracocha.

LILY

Does it say anything about how to get there?

TRADER SAM

Yeah. That's the hard part. Says you gotta use that thing--

(MORE)

TRADER SAM (CONT'D)
 (points to the NECKLACE)
 --to 'turn water to stone,' at the place
 where the eyes of the Amazon weep. Or
 cry, or shed tears or something--

FRANK
 (putting it together)
Waterfalls... think that could mean
 the Ring of Fire?

TRADER SAM
 I'd bet money on it... but you
 still owe me from our last bet.

FRANK I paid you for that!	TRADER SAM Oh no. I'm not falling for that one again--
--You're mistaken, my friend--	

LILY
 (trying to keep focused)
What's the 'Ring of Fire'?

TRADER SAM
 Bunch of waterfalls, far upriver.
 Pressure at the center is so
 powerful, it feels like fire to the
 touch. Very dangerous. Impossible
 to reach. Especially this time of--

LILY
 Sam. Please.

TRADER SAM
 Sorry. Old habits. It's a two day
 journey. And you need a guide. Not
 that I'm saying I'd do it, but...

LILY
 What about water to stone? Any
 notion what that might refer to?

TRADER SAM
 Figure it out when you get there, I
 suppose. Well, guess that covers it--

Sam starts to shut the book -- but Frank stops him.

FRANK
 What else does it say in there?

TRADER SAM
 Oh, not much. You know, curses,
 sacred trees-- pretty standard--

FRANK
 What. Else.

Sam sighs, realizing Frank won't back down. Lily's gaze darts between them, as--

TRADER SAM

There's a message. From a girl. To some guy she was in love with.

FRANK

What's it say?

TRADER SAM

She says there's a storm coming. And she might not make it back.

FRANK

That's it?

TRADER SAM

That's it.

FRANK

(stands)

Fine. We leave at first light--

TRADER SAM

One more thing.

Frank waits. All of a sudden, Sam sounds very serious.

TRADER SAM

This Tree...

(searches for words)

You're talking about something from the dawn of creation. All life came from it. They say its roots connect the rivers of our world... and the world beyond. The spirit world--

LILY

Pish-posh. I don't need to hear any more of your ghost stories--

FRANK

Let him finish.

Lily frowns, eyeing Frank, as--

TRADER SAM

There is more to this world than is dreamt of in your science. The Tree of Life was *feared* by the ancients, as much as it was worshipped. If you do find it -- beware.

Frank takes that in. Sweeps THE NECKLACE off the table, heading briskly out the door. Lily hurries out after him--

LILY
Hang on -- that's not yours yet!

EXT. PUKA MICHUNA VILLAGE - MOMENTS LATER

Lily follows Frank out onto a FOOTBRIDGE bathed in mist.

LILY
I've had quite enough of this.

FRANK
Enough of what?

LILY
You. Hiding things from me.

FRANK
What are you talking about?

LILY
There's more going on here than you've let on. Something about you, and this river, and I'm not leaving this spot until I know what it is. Who is that girl in the book? Why does her story bother you so much?

FRANK
Doesn't bother me half as much as you do, lady.

LILY
Let me guess. You were left by someone, too. You loved her and she left you here, and you've been stuck on this river ever since. And now you think you can sell my necklace and buy your way off it. That it?

FRANK
You got me. Hole in one. You go to school for that?

He's all sarcasm, but it's clear she's hit a nerve, as--

LILY
Everyone in this world knows loss, and pain, and heartbreak-- That doesn't give you a free pass to swindle people; to lie and cheat--

FRANK
Lady, you really don't know what you're talking about, so--

LILY
You think I don't?

Lily pulls out her PEWTER LOCKET, snapping it open to reveal:

LILY
My brother Richard was just like
you, Captain Wolfe. Had his heart
broken by some silly girl and ran
off the next day. Abandoned his
studies, and enlisted. Three months
later, a German machine gunner put
him in a French field hospital.
Where he died. From infection.
(tucks away the locket)
Medicine from the tree I'm looking
for could've saved him. It could
save countless others like him. But
if I can't trust you, I'm sure
we'll never find it.

FRANK
I'm sorry.
(she hesitates)
About your brother.

Lily frowns, realizing she's revealed more than she intended.
Their faces inches apart, emotions running high, when--

MACGREGOR (O.S.)
Out-of-the-way, out-of-the--

--MacGregor scrambles up suddenly, elbows in between them --
and RETCHES over the railing. Behind him, Puka Michuna LAUGH.

FRANK
C'mon. You got it on my shoes, man.

LILY
George, really...

MACGREGOR
Did you know the Puka Michuna
brewed ale-- with their own SPIT?!

MacGregor points to natives around a LARGE BARREL, chewing
CASSAVA ROOT and SPITTING INTO IT. One is filling mugs.

FRANK
Yeah. Pretty good, right? Packs a
wallop. Hey -- I'll take one.

A native ambles over, bringing Frank a mug, when--

--THUNK. A FLAMING ARROW hits the native's chest. He tumbles
over a rail into the river. Natives murmuring fearfully, as--

LILY
 (hand to her mouth)
 Frank, what--

THUNK. THUNK. Two more flaming arrows streak in from the fog. Frank plucks one from a hut, studying it, recognizing OLD, RUSTED SPANISH MARKINGS-- his eyes filling with dread as--

MACGREGOR
 Wh-what's happening??

FRANK
 (grabbing Lily)
 We have to get out of here, now.

FLAMING ARROWS RAIN DOWN, setting huts ablaze! Village exploding into CHAOS as Lily peers into the fog, where--

EXT. WAR RAFT - SAME

A WAR RAFT emerges, manned by -- THE CONQUISTADORS from our opening! Only now, they're almost unrecognizable. Nightmarish-looking, JUNGLE FOLIAGE swimming in and out of their rusted armor, as if their flesh has been reclaimed by nature itself.

And standing at the prow, stance wide, the most ghastly of all-- we TRACK UP his twisted frame: LEG now a moss-covered tree-trunk, blade of his RAPIER SWORD now RUSTED, face sickly and yellowing, threaded with MALARIAL MOSQUITOS:

AGUIRRE
 Retrieve the necklace and the journal. Burn everything else.

A ghoulish conquistador puts a torch to a rusting CANNON--

EXT. PUKA MICHUNA VILLAGE - MOMENTS LATER

--BOOM! A hut EXPLODES as natives scatter! Frank leading a horrified Lily and MacGregor through the chaos, as--

MACGREGOR
 What the bloody hell are they?!

FRANK
 Don't worry about them; you don't believe in myths, remember?

They race up to TRADER SAM, who's directing WARRIORS:

TRADER SAM
 Get everyone inland--
 --The village is already lost. Go!

PUKA WARRIOR
 No. We fight for the village.

FRANK

Sam! We gotta get this necklace out of sight of the river, fast--

TRADER SAM

The far shore. Come with me--

LILY

(turns back)

Wait; the journal! I left it in Sam's hut!

MACGREGOR

Not this time. You get to safety; I'll get the book--

LILY

This is the twentieth century, George, and I am no damsel--

Lily shakes him off, racing back toward Sam's YURT, flaming arrows stuck in its roof. MacGregor tries to follow--

--But a CANNONBALL takes out the path behind Lily!

FRANK

Come on-- She'll have to find her own way out.

MACGREGOR

What? No!

EXT. RIVER - SAME

The war raft MAKES LAND in the village, AGUIRRE and his men spilling out, swords and torches AFLY, as--

PITCHED BATTLE BEGINS. Puka Michuna FALLING FAST as we go--

BACK TO:

FRANK and MACGREGOR, ALL HELL BREAKING LOOSE around them:

MACGREGOR

I'm not leaving without her!

FRANK

They get their hands on this necklace, this whole thing's shot!

TRADER SAM

Frank, they're coming--

FRANK

Time's up, Mac. We're getting out of here. You coming or not?!

MACGREGOR

...You really don't care about anybody but yourself, do you?
(Frank hesitates--)
Good knowing you. Captain.

MacGregor grabs a vine -- and SLICES IT with his machete, heroically swinging to ANOTHER ROPE BRIDGE--

Trader Sam BLINKS, impressed -- until MacGregor gets caught in the rope-rail on the dismount. Awkwardly untangling himself, almost falling in the river.

MACGREGOR

It's okay! I'm alright!

Frank shakes his head; turns with Sam toward the FAR SHORE-- only to find the way BLOCKED by THREE GHOULISH CONQUISTADORS!

MOSS-FACE CONQUISTADOR (SUBTITLE)

(points, spotting:)
El colgante! [The necklace!]

Frank SHOVES the necklace in his waistband, unslings a RIFLE from his shoulder -- BLAM! BLAM! Firing POINT BLANK--

--Conquistadors stagger back, HIT-- but LIVING VINES and IVY wriggle from their bodies, spitting bullets out as MASHED SLUGS, knitting their wounds, as-- THEY KEEP COMING, and--

INT. TRADER SAM'S HUT - SAME

LILY rifles through scattered junk in Sam's burning hut.

LILY

Where in blazes is it!?

Lily finally SPOTS the journal under a pile of MONKEY HEADS, flames starting to lick its edges. She grimaces, fishing the book out; wiping her hand as she barrels into the door--

--But it's JAMMED, warped by the heat of the collapsing hut. She KICKS it, once, twice--

LILY

Oh, for the love of--!

The door BREAKS OPEN, Lily stumbling out to discover--

EXT. PUKA MICHUNA VILLAGE - CONTINUOUS

--THE WHOLE VILLAGE IS BURNING! The path she came in on now a FLAMING 6-FOOT GAP. Lily curses, steeling herself--

LILY
Come on, Lily--

She gets a running start, LEAPING -- but mid-air, the platform she's leaping to

COLLAPSES FURTHER

Gap WIDENING! Lily GAPES, flailing-- barely managing to SNAG A GRIP on the crumbling platform. Now DANGLING above the river, journal in her teeth, flames spreading around her, as--

EXT. FOOTBRIDGE - SAME

MACGREGOR stealthily makes his way through the chaos as CONQUISTADORS swarm everywhere. He shields his face, peering into SAM'S BURNING YURT -- finding it EMPTY.

MACGREGOR
Lily? Where in bloody hell are you?

EXT. SAM'S HUT - SAME

Lily's eyes dart, reaching for MANGROVE BRANCHES a few feet away. Her hand INCHES toward them-- *but can't quite reach*-- Fingertips brushing wood, when--

The platform she's clinging to suddenly GIVES WAY--

--But Lily manages to CATCH A BRANCH! Pulling herself up onto another footpath, rising to her feet, to find...

ONE-EYED CONQUISTADOR (SUBTITLE)
El libro.

...A **ONE-EYED CONQUISTADOR**, his other eye socket sprouting the roots of a willow tree, its leaves forming his ragged hair. He grins CROOKEDLY. She smiles back uneasily--

AND BOLTS OFF RUNNING! Conquistador lurching after her, as--

EXT. PUKA MICHUNA VILLAGE - SAME

A RUSTED SPANISH SWORD SLICES toward FRANK, who BLOCKS IT with his RIFLE-- *BAM! CRACK!* It won't last long against Castilian steel, but Frank's doing the best he can, until--

A VINE shoots from the conquistador's wrist, pulling Frank closer! The Spaniard reaching for THE NECKLACE in Frank's waistband -- But Frank HEAD-BUTTS him, WRENCHING AWAY his SWORD. The other conquistadors pause at the sight.

Frank gets a good grip on the sword and SMILES.

FRANK

Yeah.

He explodes into a storm of EXPERT SWORDPLAY! Absorbs a slash from one conquistador; whirls to block a stab from another--

TRADER SAM

Frank, behind you!

Frank whirls, seeing the THIRD CONQUISTADOR racing in with a DAGGER-- Frank thinks fast-- and HITS THE DECK, the third conquistador getting IMPALED ON BOTH HIS COMRADES' SWORDS!

Frank's path is momentarily clear to the FAR SHORE... but he HESITATES, glancing back toward the village--

TRADER SAM

What are you waiting for? Let's go!

EXT. SAM'S HUT - MOMENTS LATER

The one-eyed conquistador backs Lily into a corner. Her eyes darting, nowhere to go-- he CLAWS for the JOURNAL, when--

MACGREGOR (O.S.)

Lily!

Lily's eyes WHIRL, spotting MACGREGOR on a rope bridge across a wide gulf. She thinks fast, HURLING the book, and--

WE FOLLOW THE JOURNAL

Almost in SLOW MOTION, as it FLIES through the air, conquistadors straining to intercept it, barely missing; one reaching up a VENUS FLY-TRAP HAND-- its jaws SNAPPING DOWN--

But MacGregor HACKS off the fly trap with his machete and CATCHES THE JOURNAL! Stuffs it in his jacket, as--

LILY

Go -- get it out of here, go!

MACGREGOR

--I won't leave you!

LILY

I can take care of myself! If you truly care for me, go find Sam and get to that Tree!

MacGregor sets his jaw-- and TAKES OFF across the bridge--

BUT WE STAY WITH LILY-- who pulls out MacGregor's WEBLEY REVOLVER, UNLOADING IT into ONE-EYE, looking badass until--

ONE-EYED CONQUISTADOR

(wags a finger)

Mala.

--Lily's face DROPS, seeing SIX MASHED SLUGS plunk down at her feet. She steels herself, out of moves-- SHUTS HER EYES--
 CLANG! Lily re-opens them to find FRANK dueling ONE-EYE!

ONE-EYED CONQUISTADOR

Traidor!

Lily clocks that, as-- Frank SLASHES HIS SWORD DOWN HARD--
missing his opponent entirely. One-eye GRINS--

--But Frank KICKS HIM in the chest, kicking him through the
NOW SLICED-OPEN RAILING-- and into the river, which instantly
 BOILS as PIRANHAS SWARM, PICKING HIM CLEAN! Lily looks away--

FRANK

Come on; we don't have much time...

Frank pulls her onward, Lily glancing back, horrified to see--

ONE-EYE RISING AGAIN from the water, now just armor and bones,
 river mud and crawdads crawling up to re-cover his skeletal
 frame, as-- his eyes POP OPEN AGAIN and he RESUMES HIS PURSUIT!

EXT. RIVERBANK - MOMENTS LATER

Frank and Lily race over a rope bridge, when-- a wooden slat
 SNAPS under Frank-- He PLUNGES DOWN--

--But snags a grip, Lily dragging him back up to safety. They
 race onward, all the way to THE RIVERBANK, where a pained
 Trader Sam waits, watching his VILLAGE BURN--

LILY

Wait, where's George?

TRADER SAM

--I thought he was with you.

LILY

He must still be back there!

FRANK

This is bigger than him now. Just
 run. I'll meet you at Devil's Fork.

LILY

What do you mean, *meet us*, you're
 coming with us--

FRANK

You said you wanted to trust me?
 Now's your chance. Take this--

Frank reaches for the necklace on his waistband -- but it's
 GONE. He looks back, seeing--

THE NECKLACE lying back on the rope bridge where he fell!

AGUIRRE (O.S., SUBTITLE)
Es mía. / [It's mine.]

Frank looks to the bridge's far end, finding AGUIRRE, looking nightmarish and iconic, silhouetted by the burning village. Necklace DIRECTLY BETWEEN THEM. Both men eyeing it, as--

FRANK
 I don't think so.

AGUIRRE
Ah... Inglés...
 (then in English:)
 Perhaps it is better we all understand each other, eh Francisco?

FRANK
 I'm liking the whole mosquito thing. Good look for you.

LILY
 Frank, what is he talking about?

AGUIRRE
 Three centuries, I have been on this river. Three centuries, I have awaited that necklace. And finally, you, *señora*, have brought it to me.

Frank makes a RUN for the necklace -- but Aguirre just KNEELS, an ANACONDA unfurling from his sleeve! Whipping and slithering forward, fangs about to snatch the necklace, when--

A DARK SHAPE

Leaps out from the river's edge-- JAWS snagging the necklace. *It's PROXIMA!* SHE SCAMPERS TO SHORE, BRINGING IT TO LILY!

AGUIRRE (SUBTITLE)
Detenerla! [Stop her!]

FRANK
 Sam! Get her out of here!

Sam, Lily, and Proxima TAKE OFF up the hillside, Frank turning and RUNNING AT AGUIRRE with a BATTLE CRY, as--

EXT. JUNGLE - MOMENTS LATER

At the TOP OF THE HILL, Lily risks a glance back, watching Frank whirl, taking on all the CONQUISTADORS at once-- but he's badly outnumbered, and soon enough--

EXT. BRIDGE - SAME

Frank is FORCED to his knees, enmeshed struggling in a tangle of LIVING VINES and IVY, Aguirre ripping Frank's sword away--

AGUIRRE
Call for the *señora*. Tell her to
bring back my prize.

FRANK
Yeah, or what? Killing me won't get
you anywhere.

AGUIRRE
Death is merely the first of the
sufferings you will endure...

EXT. RIVERBANK - SAME

Lily stares in horror as Aguirre lifts the blade -- AND STABS
FRANK STRAIGHT THROUGH THE HEART AND OUT HIS BACK!!

LILY
NOOO--!

Aguirre's eyes SNAP UP TO LILY; he gives a SHOUT. His men
SPRINT after her; Proxima's snout SHOVES Lily as Sam drags
her onward-- but she glances back once more to see--

FRANK'S BODY TUMBLE OFF THE BRIDGE. Falling limply into the
river. FLOATING FACEDOWN, SWORD still through him!

TRADER SAM	LILY
Hurry; we're almost safe--	--What are you talking about? They're right behind us!

Lily stumble-runs after him, DISAPPEARING OVER THE HILL,
conquistadors charging right after them, when--

THE JUNGLE COMES ALIVE! DRAGGING THEM BACK SCREAMING...

...TO THE RIVER. Where they land moaning at Aguirre's feet.
He stares after Lily, YELLOW EYES BURNING WITH RAGE, as we--

DISSOLVE TO:

EXT. PUKA MICHUNA VILLAGE - MORNING

The village SMOLDERS. The conquistadors search the rubble.
Aguirre frowns, noticing MOVEMENT, under a collapsed hut. He
pulls his sword; KICKS over the debris to reveal--

The CUTE LITTLE GIRL who gave Lily flowers. She trembles,
staring up at the ghoulish conquistador...

...And Aguirre hesitates. Sword falling slowly to his side.

BARK-FACE CONQUISTADOR
What shall we do with this one?

AGUIRRE
...Let her go. See that she's given
food and fresh clothing.

As the little girl is led away, she looks back at Aguirre. He glances down to an old LOCK OF HAIR on his sword-belt, now fragile, brittle... and a SINGLE TEAR forms in his eye.

VON HOCH (O.S.)
After all z'ese years, Herr Aguirre--

Aguirre sharply WIPES AWAY the tear, turning to see VON HOCH and his soldiers marching into the fallen village.

VON HOCH
--You are still a man of surprising
sentimentality. I trust it will not
weaken your resolve.

AGUIRRE
You know *nada*, Hun.

VON HOCH
I know that any man who weeps at
the sight of a child, has surely
experienced a great deal of pain.

Aguirre's fist CLENCHES, ivy shooting out from the rubble, coiling up Von Hoch's body and around his THROAT!

German guns GO UP, but Von Hoch lifts a hand, remaining cool.

VON HOCH
But then, pain can be directed to
such glorious ends. That is why,
when we first met, I knew we would
have much to offer each other.

AGUIRRE
That was *months ago* -- and yet
still, you have failed to deliver
the necklace you promised me.

VON HOCH
To the contrary. I brought it to
your very doorstep. It was you who
let it slip through your fingers--

Aguirre TIGHTENS the ivy, Von Hoch staring back at him defiantly, spitting out the words--

VON HOCH

Let us not forget the terms of our agreement: We will see to it that you are freed from this river. In exchange -- you will give us the Tree of Life. And with its powers--
(COUGHS)

We shall create an unstoppable army, and subdue all Europe under the German boot.

AGUIRRE

...Or I could bury you now, and go find the Tree myself.

VON HOCH

And risk spending another three centuries on this river?

(clucks his tongue)

Go ahead. *Squeeze*.

The vines TIGHTEN. Von Hoch's eyes bulge, wondering if he might have overplayed his hand, trying to pry his neck free--

ONE-EYE CONQUISTADOR (O.S.)

Capo. Over here.

Aguirre RELEASES Von Hoch. The German commander crumples gasping to the ground. His men rush in to help him up, but Von Hoch waves them off, cursing in German, as--

Aguirre stalks toward the one-eyed conquistador, who has parted a tangle of MANGROVE ROOTS, Aguirre peering in to see--

MACGREGOR

Any of you gents see a lady with a necklace around here? If you wouldn't mind just-- pointing me in her direction, I'll be on my way...

Aguirre SMILES-- and REACHES IN TOWARD MACGREGOR, as--

EXT. DEEP JUNGLE - DAY

Mountainous trees tower over Lily, Proxima, and Trader Sam as they make their way CROSS-COUNTRY, pained silence among them.

TRADER SAM

...You doing alright?

LILY

Not really. It isn't everyday you get a man killed. And your village--

TRADER SAM

You can't blame yourself--

LILY

Who else should I blame? Frank -- and poor MacGregor. None of this would've ever happened if I'd only stayed in London.

(shakes her head)

I'd heard the stories. But I'm a scientist. I didn't think any of it could be real. Curses? Centuries-old Spaniards? Especially ones that look-- well-- *like that?* I mean -- how is any of this possible?!

TRADER SAM

I only know what I was told as a boy. Frank's the real expert. You should really talk to him about it--

Lily stops in her tracks. Trader Sam blinks, sputtering--

TRADER SAM

--In the, uh, great headhunter village in the sky, where you and he will be reunited, gods willing.

(Lily just stares)

...Ah, crap. I promised I wouldn't tell you.

LILY

Tell me what?

FRANK (O.S.)

Hey, pants.

Lily STARTLES. Warily pulling aside a curtain of moss to reveal: *La Quila*, moored at a FORK on the river. And sitting on shore--

EXT. DEVIL'S FORK - SAME

CLOSE ON: *FRANK*, waiting for them. His face appears unharmed.

FRANK

...So-- I don't know quite how to explain this, but--

LILY

(gasps, pointing)

Frank, you-- you've got a--

FRANK

Actually... the name's Francisco. *Capitán Francisco Lopez de Heredia*. I promise I'll explain the whole story, but first -- can you, uh, help get this thing out of me?

We CUT WIDE to reveal: The SWORD still in Frank's chest. Living vines writhe around the blade, trying to knit Frank's wound.

TRADER SAM

Don't look at me. I told you last time this happened I was done pulling weapons out of you.

Frank's pained gaze slowly turns to--

JUMP CUT TO:

--LILY, who struggles to pull the sword out, Frank wincing with every failed attempt as she TWISTS it back and forth--

FRANK

Good God, woman -- weren't you -- supposed to be some kind of doctor?

LILY

Of Botanical Sciences!

FRANK

Just -- put your foot on my chest.

LILY

(recoils)

Are you trying to garner some sort of sick pleasure out of this?

FRANK

What? No-- I've pulled lots of swords out of lots of people-- believe me; it's the best way.

Lily grimaces; plants a foot on Frank's chest; Sam can't even watch, dry-heaving as she TUGS and PULLS on the sword--

FRANK

HARDER!

--PUT YOUR WEIGHT BEHIND IT!

LILY

UCK! I can't!

(looks away, then--)

--IS THAT MEANT TO BE AN INSULT?

FRANK

NO! NOW PULL IT OUT BEFORE I PUNCH YOU IN THE--

The sword suddenly POPS OUT and they both GO FLYING, as--

EXT. AMAZON RIVER - SAME

--Frank's AGONIZED SCREAM ECHOES across the treetops. Reverberating all the way downriver...

EXT. RIVER CAVE - SAME

...Where we find a CAVE. Cries emanate from inside. Sounds like MacGregor -- but is he SCREAMING -- or *SINGING*? Von Hoch eyes a pocket-watch; glances to a GRISLY CONQUISTADOR--

VON HOCH

If your commander lacks the ability to extract our quarry's next destination, we Germans possess our own, highly persuasive means of making prisoners talk...

GRISLY CONQUISTADOR

How would you like to taste the bottom of the river, *Alemán*?

Von Hoch just glares. Tucking away the watch, as we go--

INT. RIVER CAVE - CONTINUOUS

INSIDE. Dark. Wet. MACGREGOR, legs bound by hanging moss, dangles UPSIDE DOWN... almost trembling with fear--

But he's singing. Aguirre somewhere between fury and disgust--

MACGREGOR

*I am the-- very model
of a modern Major-General--
I've information-- vegetable,
animal, and mineral--*

AGUIRRE

Enough of this! Where are they going next? *Dónde*? I will not ask so kindly the next time.

MACGREGOR

*About binomial theorem,
I'm teeming with a lot o' news--
(gulps)
With many-- cheerful facts about
the square of the hypotenuse--*

AGUIRRE

...That doesn't even rhyme.

MACGREGOR

Yes it does.

AGUIRRE

No, it doesn't!

MACGREGOR

Yes, it does. Lot o' news;
hypotenuse... More of a slant rhyme, I suppose, but that's Gilbert and Sullivan for y--

MacGregor YELPS as Aguirre grabs his collar, pulling him close. Mosquitos WHINE, hovering between their faces.

AGUIRRE

This cavern is home to a very unique species of *araña*.

MACGREGOR

What-- what's an ar-rana?

AGUIRRE

Tell me what I wish to know -- or I promise *amigo*, you will find out.

MACGREGOR

(frowns, noticing--)

Was -- was that... your daughter's?

Aguirre follows MacGregor's gaze to the LOCK OF HAIR. His eye twitches... and he LETS HIM GO, turning away.

AGUIRRE

I have no daughter.

MACGREGOR

But-- but you did. You came here to save her... Don't tell me it's been so long you've forgotten.

AGUIRRE

I remember everything. I remember a girl, stricken by fever. Clinging to life, because her father vowed to return with a means to save her. I remember the moment that vow was shattered... And I remember the face of the man who shattered it.

(hand tightens on his sword)

Once, saving Anna was all that I lived for. Now, I live only for vengeance, and the dream of returning home, to Sevilla. To visit her final resting place.

MACGREGOR

You must see that Von Hoch is using you-- using your pain to--

AGUIRRE

(whirls, eyes burning)

What do you know of pain? I have suffered agonies no mortal could possibly fathom. Trapped in a nightmare no sunrise could break... Now, the key to freedom is within my grasp-- And you're going to help me get it.

Aguirre pulls MacGregor close again, opening his own mouth--wider and WIDER-- his jaw UNNATURALLY EXTENDING, as--

MACGREGOR
Fine! I can't stand-- Gilbert & Sullivan either-- I think they're cheeky, uninspired, and entirely--

A GOLIATH TARANTULA (*12-inch leg span!*) crawls out -- and onto MacGregor's shoulder. He struggles, all bravery spent, WRIGGLING WILDLY-- *and something falls out of his jacket.*

THUMP. Aguirre frowns, stooping, picking up: THE JOURNAL. He flips pages, his eyes glowing as--

EXT. RIVER CAVE - MOMENTS LATER

Aguirre emerges from the cave, walking past Von Hoch, as--

AGUIRRE
They're headed to the Ring of Fire. Follow them there.

VON HOCH
(nods toward the cave)
What about -- *our guest?*

AGUIRRE
Take him with you. If your Teutonic war machine fails us again, he may be of tactical value.

Von Hoch curls his lip, watching Aguirre gather his men--

VON HOCH
And where, might I ask, are you going?

AGUIRRE
To gather "war machines" of my own.

VON HOCH
To what end?

AGUIRRE
In Spain, we have a device for handling pests. *La ratonera.*
(Von Hoch frowns)
'Mousetrap.' I'm not leaving anything to chance this time.

VON HOCH
(suspicious)
Every trap requires bait. What is ours?

Aguirre tosses Von Hoch the journal; he frowns, catching it.

AGUIRRE

We possess something Francisco needs... But by the time he realizes it -- it will already be too late.
(flicks Von Hoch's medals)
You need not trouble yourself with the details, *Hun*.

Von Hoch's eyes narrow, watching Aguirre and his men disappear into the jungle. The German soldiers look uneasy.

GERMAN SOLDIER

How much longer must we rely upon these -- creatures?

VON HOCH

Patience.

And off Von Hoch, clearly having some AGENDA of his own...

EXT. UPPER AMAZON - DAY

La Quila steams upriver. Sam works on his tan, using Proxima as a pillow. Lily watches Frank steer, arms crossed.

LILY

And to think, all this time, I thought you were an American.

FRANK

Had a partner for awhile. American guy. Kinda rubbed off... When he started noticing I wasn't aging, I had to move on.

LILY

Not the first time, I suppose.

FRANK

Over the years, I've set up shop at just about every port on this river.

LILY

So how old are you, really?

Frank sighs; reaches under the dash. Needs a beer for this.

FRANK

If I tell you, will you promise to stop hounding me?

LILY

I'll give it real consideration.

Lily takes a seat, getting comfortable. Proxima and Sam both watching too, as-- Frank finally spills it:

FRANK

I'm three-hundred-ninety seven.
 (cracks his beer)
 In 1557, I was Aguirre's right-hand
 man. We'd grown up together. Fought
 together, bled together. Was a time
 -- he and I were like brothers.

As Frank speaks, his reflection through the windshield begins
 to TRANSFORM, hair growing long, a beard filling in, as we--

DISSOLVE TO:

Our film's OPENING IMAGE: Two ARMORED MEN marching down a
 stone hallway, only now we reveal the two men are Aguirre--

INT. SPANISH CASTLE - NIGHT - (1557)

--and FRANK (FRANCISCO)! They enter Aguirre's daughter's room,
 Frank waiting as Aguirre kneels at her bedside.

FRANK (V.O.)

*I was godfather to his daughter
 Anna. I swore never to rest until
 we found a way to save her--*

Aguirre tenderly kisses the girl's forehead, as--

FRANCISCO

...Hermano. It is time.

EXT. ATLANTIC OCEAN - DAY

Aboard the three-masted SPANISH GALLEON, Frank stares out at
 the vast and forbidding South American jungle.

FRANK (V.O.)

*--Even if it entailed a journey,
 deep into the unknown.*

EXT. AMAZON RAINFOREST - DAY

A conquistador slips in waist-deep mud, losing his footing.
 Aguirre kneels, helping the man up as we reveal-- it's FRANK!

FRANK (V.O.)

And that's where I first saw her.

Aguirre leads him on, but Frank glances back, noticing a pair
 of LOVELY EYES in the jungle. He frowns; tries to point them
 out to Aguirre -- but the eyes are gone.

EXT. JUNGLE - AFTERNOON (WEEKS LATER)

NATIVES emerge from the mist, surrounding the bedraggled conquistadors, who lower their weapons, as--

The owner of the LOVELY EYES, a NATIVE GIRL, 20s, strong, proud, and devastatingly beautiful -- steps forward, offering Francisco a gourd of water. He drinks; stares at her. TRUE LOVE.

FRANK (V.O.)
Her name -- was Quila.

EXT. NATIVE VILLAGE - EVENING

SPARKS rise from a BONFIRE at the center of a flourishing pre-Columbian VILLAGE. Aguirre watches a native crushing white flowers into a paste, as we PAN TO REVEAL--

FRANK (V.O.)
*I'd come in search of the Tree. But
I found something I didn't even
know I was looking for.*

--Frank and **QUILA** behind a hut, locked in a passionate kiss.

EXT. NATIVE VILLAGE - DAY

A chest of TREASURES opens as Aguirre tries to negotiate with the high priest, who wears the TALISMAN NECKLACE.

FRANK (V.O.)
But Aguirre's focus hadn't wavered.

Standing behind Aguirre, Frank's concerned eyes meet those of Quila, who's standing behind the high priest. The two of them caught up in something much bigger than either of them, as--

The high priest shakes his head. And Aguirre's expression darkens. He GRABS A TORCH-- Frank reaching out, alarmed--

FRANCISCO
Aguirre, no--!

EXT. BEHIND A HUT - LATER

THE VILLAGE BURNS. Tears stream down Quila's face as she rages at a stricken Frank--

FRANK (V.O.)
*I loved her. And because of me,
everything she cared about was on
the verge of being destroyed. I was
determined to make things right.*

INT. HIGH PRIEST'S HUT - MOMENTS LATER

The high priest glares down with mistrust as, before him-- Frank falls to his knees, head bowed.

FRANK (V.O.)
I vowed to return to Spain. To gather an army that could defeat Aguirre and save their people. But the high priest didn't trust me. So I agreed to give him my own blood--

Frank PULLS A KNIFE, as -- a drop of BLOOD lands on a ceremonial plate. The high priest adds CRUSHED WHITE FLOWERS; sprinkles in RIVER WATER -- and sets the mix ABLAZE. Vibrant smoke rises around the priest as he utters INCANTATIONS--

FRANK (V.O.)
--So the high priest could curse me, Aguirre, and all the men who came with us -- that we would be bound to the river forever.

A tearful Quila enters the hut, surprised to see Frank.

FRANK (V.O.)
While she went to Spain in my place.

The high priest removes his NECKLACE; pressing it into Quila's hand. She looks at Frank; at the priest--

EXT. VILLAGE - NIGHT

Francisco and Quila are in the middle of an excruciating, tearful goodbye, unable to pry themselves apart, as--

FRANK (V.O.)
I promised to wait, no matter how long it took. She promised to return, no matter how hard the journey.

Quila TAKES OFF across the river as Aguirre and his men make chase-- but the jungle DRAGS THEM PAINFULLY BACK TO THE RIVER--

Where Frank is waiting, SWORD in his hand.

FRANK (V.O.)
It's a hell of a thing, betraying a brother.

Aguirre rises, eyes burning with pain and fury. He rips away a string of vines clinging to his foot, draws his rapier sword -- and RUNS AT FRANK IN A BLIND RAGE--

FRANK (V.O.)
So we fought.

And at the moment their SWORDS CLASH--

EXT. RIVER CHASM - DAY

--LIGHTNING STRIKES, as we SWING AROUND Frank and Aguirre, dueling fiercely on a giant FALLEN TREE, spanning a chasm over the river, rainstorm thundering around them.

FRANK (V.O.)

We fought for years. Neither able to kill the other, meeting in battle again and again. I always believed that if I could just hold out long enough -- one day, Quila would return. But Aguirre was obsessed with trying to get back to his daughter. He scoured the river, searching for a way to escape his curse. But the harder he tried...

We PUSH IN to discover -- ivy now covers Aguirre's LEG.

EXT. EDGE OF THE JUNGLE - DAY

Aguirre struggles to escape the river, slashing wildly at VINES covering his arms and legs-- IVY STRANDS creeping up from his collar, onto his FACE-- he SHUTS HIS EYES TIGHT--

FRANK (V.O.)

...The more it consumed him. Body and soul. Until he was as twisted on the outside as he was within.

MATCH CUT TO:

AGUIRRE'S EYES OPEN AGAIN-- now MALARIAL YELLOW IN COLOR, as--

EXT. EGDE OF THE RIVER - NIGHT

The conquistadors, now COVERED in JUNGLE GROWTH, creep toward a firelight. Aguirre moves aside a HUGE FERN, revealing:

FRANK (V.O.)

In time, others came to the river.

A small COLONIAL SETTLEMENT. **COLONISTS** surround a fire in a tiny town square, laughing, dancing, sharing a meal. Aguirre watches the merriment -- and in his eyes, we can almost recognize a flicker of LONGING.

FRANK (V.O.)

...But the conquistadors could no longer live among the world of men.

Women SCREAM, pointing at the ghoulish figures. All around, men leap up; grab MUSKETS. Aguirre puts up his hands--

MUSKETS BURST as the colonists FIRE at the conquistadors.

FRANK (V.O.)

*Aguirre was now neither man nor
beast. A wanderer and an outcast,
without home or kin, relegated to
the darkest heart of the jungle.*

Aguirre just stands there. Letting himself get shot over and over again. Expression full of misery. And as much as we fear Aguirre -- we might also now begin to pity him. The pain in his eyes boiling over, as we--

SLAM TO:

The colony lies in ASHES. All dead. Save for a soot-covered COLONIST, ghoulish shadows backing him up against a tree, as--

FRANK (V.O.)

*Every so often, I'd hear word of a
colony destroyed, or a company of
prospectors killed -- save for one
survivor. Left to spread the legend
of the Tree, and the necklace...*

--An IVY-COVERED HAND thrusts a CLOTH into the man's hand.

The man unfolds the cloth, finding: A WOVEN IMAGE of the TALISMAN NECKLACE. The man gulps; looks up again-- but the conquistadors are GONE. Fading back into the jungle, as--

FRANK (V.O.)

*...Each survivor, like a message in a
bottle. Sent by Aguirre, in hopes he
might one day reach someone who would
believe the legend -- and bring him
the necklace he needed to escape.*

EXT. MOUTH OF THE RIVER - SUNSET

Frank/Francisco stands on a rocky outcropping, staring out to sea, his eyes on the horizon--

FRANK (V.O.)

*As for me -- I stayed as far away
from Aguirre as I could. Headed to
the mouth of the river. And waited.*

Around Frank, TIME begins passing in time-lapse photography, sun and moon trading places, faster and faster, summer giving way to fall, winter, spring-- again and again, as--

FRANK (V.O.)
*Soon, the years turned into decades.
 The decades into centuries. But I
 never saw Quila again.*

Around Frank, river towns start SPRINGING UP, his clothing and appearance changing until he more closely resembles...

FRANK (V.O.)
*So I did my best to blend in, make
 a few bucks, steer people away from
 the Devil's Throat. And I was doing
 a damn good job--*

DISSOLVE TO:

EXT. LA QUILA - DAY

...The Frank of 1916, finishing his story on the boat--

FRANK
 --Until one of Aguirre's messages finally found its mark. Your German pals must've come in that plane, found Aguirre and made a deal that set this whole mess in motion.

LILY
 (a sinking realization)
 And I brought the necklace he needed right to his backyard.

FRANK
 Between you, Aguirre, and the Germans, somebody was gonna bring it upriver. You're just lucky you found me first; now we've at least got a chance of keeping the world from going to hell in a handbasket.

Lily takes that in as Frank steers around a bend to find the ANCIENT RUINS of a VILLAGE, mostly reclaimed by the jungle.

LILY
 --This is it, isn't it? This is Quila's village.

FRANK
 Used to be. Now it's just ruins.

LILY
 ...You sacrificed your freedom, so Quila could go ahead alone.

FRANK

Some good it did me. You know, for years, every time I came around a bend in the river, I half expected to find her waiting for me on the far side. You believe that?

Frank shakes his head, looking out over the crumbling ruins--

LILY

...I think that's one of the most romantic things I've ever heard.

FRANK

Sorry, lady. That's not romance. Just a sad story about a guy who got stuck on a river.

Frank fixes his gaze on the river ahead as the ruins recede. But Lily moves to his side, not letting him off the hook--

LILY

But don't you see? Quila died trying to get back to you. She made sure everything you needed to know was written down in that journal, in case she didn't--

FRANK

Too little, too late. I'm over it. Been over it a long time.

LILY

If you're over it -- why'd you name your boat after her? How many boats called Quila have you run up this river? Because I hardly believe this is the first.

FRANK

Good news is, it's the last. Because once we get to that Tree -- I'm done. Forever.

LILY

Done? What do you mean, done? Sam, what's he talking about?

TRADER SAM

By his blood they were cursed... by his blood, the curse can be lifted.
(nods to Frank)
If Frank waters the roots of the Tree with his blood -- he gets to be mortal again. They all do.

Realization dawns as Lily shoots Frank an appalled look--

LILY

Is *that* what you want then? To just
-- just lay down and die?!

FRANK

When you wake up every day, and
everything's the same -- you stop
wanting things. No matter what you
do, tomorrow's gonna be the same
fish, the same mosquitos... Same
spot you nick when you shave, and
the same face staring back at you
watching you bleed.

LILY

Well. For someone who's been alive
for so long, you certainly are
blind to life's offerings.

FRANK

You're young. Give yourself a few
decades. There's a reason man
wasn't meant to live forever.

LILY

You don't even know what's out
there, do you? Have you ever seen a
moving picture? Or a skyscraper? You
know there are cities in the world
so large, you could walk a different
street every day of your life and
never meet the same person twice? Or
food so strange and delightful, the
Queen herself is said to have wept
when the meal was over? Well I, for
one, plan to see and visit and taste
them all-- You've wasted ten
lifetimes on anger and bitterness.
Why not spend one life worth living?

Frank catches a look from Proxima: *She's got a point*. Lily
continues, a distant NIAGARA-ROAR slowly getting louder, as--

LILY

Besides, this is about more than you
now. *This is about the fate of
civilization*. It's not enough to
find the Tree, we have to make sure
the Germans never get their hands on
it. We have to destroy that Temple!

FRANK

Couldn't agree more. 'Long as I get
to check out after it's done.

LILY

Fine!

FRANK

Fine.

And now, their faces are ALMOST TOUCHING, as--

TRADER SAM

...Uh, guys?

FRANK

Stay out of it, Sam!

LILY

(clears her throat)

...Actually, I believe he was trying to tell us -- we've arrived.

Frank frowns, peering through the mist UP AHEAD, where--

EXT. THE RING OF FIRE - CONTINUOUS

--A RING OF WATERFALLS comes into view, towering CATARACTS emptying into a churning basin. Their boat slows.

TRADER SAM

The Ring of Fire. Sixteen drops:
(pointing out to Lily)
Angel Veil, Salt Pillar, Schweitzer
Falls, named after--

LILY

Albert Schweitzer?

TRADER SAM

No, Albert Falls.

FRANK

(smirks faintly)
Let's get a closer look...

Frank throttles up, heading toward the basin's center, as we--

CUT TO:

A ROARING SPANISH LION, covered in moss. We TRACK UPWARD, revealing that it's carved into the prow of--

EXT. SPANISH GALLEON - DAY

--A familiar SPANISH GALLEON, now beached on a river shoal, enmeshed in centuries of lush JUNGLE GROWTH, three huge trees sprouting up where the ship's masts once stood.

Aguirre walks the deck, inspecting CONQUISTADORS as they prepare for war, forging cannonballs, sharpening swords.

AGUIRRE

May I?

A conquistador nervously passes Aguirre his RAPIER SWORD; he studies it, testing its weight and balance--

--And WHIRLS around, HACKING INTO THE CONQUISTADOR'S ARM! Blade embedding half-way. The arm dangles, not quite cut off.

AGUIRRE

...Keep sharpening.

The conquistador nods through wincing teeth, vines growing out of his wound to mend the limb, as--

ONE-EYED CONQUISTADOR (O.S.)

Capitán.

(Aguirre turns)

We have subdued the beasts.

AGUIRRE

Show me.

Aguirre follows One-Eye to the stern, looking down over the railing. We don't see what he sees -- but from below we hear the snorting and pounding of a group of HUGE WILD ANIMALS...

AGUIRRE

(eyes kindling)

We are coming for you, Francisco.

CUT TO:

EXT. UNDERWATER - DAY

Still water fills with foam as Frank dives underwater. The roar of the WATERFALLS is faintly audible above as he plunges down, examining the RIVER BOTTOM, until...

Frank spots a RUSTED CHAIN, half-buried in silt. He grabs it, pulls it taut, STRAINING -- a SLAB SLIDING AWAY, revealing:

A HIDDEN PASSAGE. Frank tries to SWIM IN. *Too narrow.*

EXT. RING OF WATERFALLS - MOMENTS LATER

Frank SURFACES at the edge of the boat, Lily catches herself eyeing his chest. She quickly looks away. Fans herself, as--

FRANK

Gonna need your help, pants. Quila's people were a tad smaller than me.

LILY
Has all that lager pickled your
memory? I don't swim.

FRANK
You just gotta hold your breath and
I'll take care of the rest.

TRADER SAM
Why can't you swim?

LILY
Fear of drowning!

TRADER SAM
...Wouldn't not knowing how to swim
increase your chances of drowning?

LILY
Not if you never get in the water!

Lily kicks off one boot, then the other; starts unbuttoning
her blouse. Frank's eyebrows go up.

LILY
Turn AROUND! Both of you.

CUT TO:

SPLASH. Lily plunges in, now in her skivvies. She GASPS--

LILY
You didn't tell me it was colder
than Blitzen's hindquarters!

FRANK
Grab hold of my neck, if you ca--
(she CHOKES HIM; gagging:)
Now, there's really-- nothing to
it. Just kick-- your feet--

Lily starts KICKING HIM in the behind repeatedly--

LILY
How's that?

FRANK
Keep practicing. For now, just--
take a deep breath. One, two--

LILY
--Wait. Just one more moment.

FRANK
It's okay. Take your time, you're
doing good.

Lily's eyes flutter down. For someone so type-A, being in such a vulnerable position makes her incredibly self-conscious.

LILY
...Sorry. Suppose I'm just-- not
used to feeling so helpless.

FRANK
That's about the last word I'd use
to describe you, Lily.

Lily manages a half-smile; their eyes meeting--

LILY
Very well, I'm ready as I'll ever
be. One. Two...

EXT. UNDERWATER - MOMENTS LATER

--WE FOLLOW THEM UNDER THE SURFACE. And what follows next will take place in a single UNBROKEN SHOT:

Frank SWIMS them to the bottom, easing Lily INSIDE the narrow passage, and into -- AN UNDERWATER CAVE. She sees something SHIMMERING ahead; parts a curtain of sea-moss, to find:

A MOSAIC OF THE TREE OF LIFE. Made of SOLID GOLD TILES; the flowers, PRECIOUS GEMSTONES. At its center, a RUSTED LEVER.

FRANK
(...pointing at the LEVER...)

Lily struggles to flip the switch. But it WON'T BUDGE, when--

She frowns, noticing, on the mosaic: An *IMAGE* of the *TALISMAN NECKLACE*. Beside it, a SLOT. Like a KEYHOLE. She pokes at it--

BEHIND HER -- A rusty gate SLAMS DOWN between her and Frank, sealing her inside! Lily's eyes POP as she throws herself at the gate, shaking it. Frank tries to STOMP through it. *No good.*

FRANK
(...holds up a finger...)

Lily SCREAMS a lungful of bubbles, watching Frank SWIM UPWARD, silhouette receding. Her PANIC MOUNTING--

And we *STILL HAVEN'T CUT*-- or *CAUGHT OUR BREATH*-- as Lily's eyes BULGE, gaze DARTING as she realizes *THIS MIGHT BE IT*, about to involuntarily pull water into her lungs, when--

FRANK

Reappears in front of her, cheeks now BULGING with AIR. He pushes his mouth through the gate, ushers her closer--

LILY
 (...grimaces, VERY RELUCTANT...)

Frank GRABS HER corset, pressing her lips to his. He PUSHES A STREAM of AIR BUBBLES from his mouth to hers.

Their faces part. For a moment, they LOOK AT EACH OTHER...
 When Frank shoves something through the grate--

THE TALISMAN NECKLACE.

Lily whirls, invigorated. Pressing the necklace inside the keyhole-slot. It fits! She TURNS IT HORIZONTAL, like she's opening a lock -- IRON LEVER suddenly SNAPPING UP!

An ancient MECHANISM RUMBLES; gate instantly OPENING --
 releasing Lily, as--

EXT. RING OF WATERFALLS - MOMENTS LATER

GASP! Lily surfaces, Frank boosting her up into the boat--

	FRANK	LILY
You okay?		(gulping air)
		Never better; why?

TRADER SAM
 Now *that's* new...

They follow Sam's gaze to Schweitzer Falls, as it starts TILTING BACKWARDS, like something out of M.C. Escher, the rock walls around it OPENING UP like a set of MASSIVE DOORS--

Revealing a STONE-WALLED CANAL hidden behind the waterfall!

FRANK
 ...*Water to stone.*

EXT. STONE-WALLED CANAL - MOMENTS LATER

La Quila proceeds through the passage. Aquatic vegetation drips down the HUNDRED FOOT ROCK WALLS on either side of them. A stranded fish flops onto the deck. Proxima pounces.

TRADER SAM
 Never thought I'd see the backside
 of water.

FRANK
 Yeah, but where's it taking us?

They emerge into a light at the canal's end. Rising from their seats; even Proxima looks up from her fish in wonder, as--

LILY

...The place where all the rivers
of the world begin...

TRADER SAM

This isn't a place. Never has been.
This-- is something else entirely.

WE COME AROUND in a spectacular reveal, as the river opens--

EXT. RIVER NEXUS - CONTINUOUS

--Into a SPRAWLING DELTA, like a nexus point between rivers
around the globe. Down one path, our heroes see EVERGREEN TREES;
down another, EMPTY DESERT; down yet another, they see GLACIERS!

FRANK

How is this even possible?

TRADER SAM

The ancients believed that the Tree
exists everywhere and nowhere at
once; that in the sacred grounds
around it, all creation's rivers
braid over one another, like a--

Trader Sam stops mid-sentence, reverently STARING. Frank
follows his gaze, squinting into the distance, where -- the
SPIRES of an **ANCIENT TEMPLE** rise up from the treetops.

FRANK

...The Temple of Viracocha...
We've found it.

LILY

Let's just hurry up and get there,
before Von Hoch or Aguirre catch up.

FRANK

I've already taken care of it.

LILY

What do you mean 'taken care of--'

Lily frowns; spotting at Frank's feet, the BOX OF TNT. EMPTY.

FRANK

By the way, fire in the hole.

BA-BOOM! Behind him, the rock walls suddenly EXPLODE, debris
showering their boat as Lily covers her ears, watching an
avalanche of rocks block up the canal in their wake!

TRADER SAM

That oughta slow them down.

LILLY
 (scowls at Frank fondly)
 You never do anything small, do you?

Frank grins, easing the boat forward, out into the web of magically intertwined WORLD RIVERS--

But we TRACK DOWN to the waterline, going--

EXT. UNDERWATER - CONTINUOUS

--SIXTY FEET DOWN, where BUBBLES rise as IRON RIVETS start gliding past us, dozens of them, lining the hull of--

THE GERMAN U-BOAT, following our heroes from DIRECTLY BELOW!

INT. U-BOAT - SAME

Inside, the submarine is a claustrophobic nightmare of pipes, gaskets, and turn-wheels. VON HOCH stands at the center of a cramped CONTROL ROOM, hands behind his back.

GERMAN SUBORDINATE
 No damage, sir. We were safely hidden below their boat when the canal blew.

VON HOCH
 Keep us out of visibility; maintain depth until they reach the Temple.

MACGREGOR (O.S.)
 Cowards.

Von Hoch turns to MacGregor, his hands bound to a PIPE--

MACGREGOR
 Him topside, and you down here, like a snake. Not very sporting.

VON HOCH
 (faint grin)
 If it's sport you'd like, just wait.

MACGREGOR
 ...Whatever you and that Spanish monstrosity are planning, you won't catch Captain Wolfe. He's a master mariner. He knows his boat like it's his own kin. With any luck, he's found the Tree already.

EXT. LA QUILA - AFTERNOON

A baffled Frank squints into a torrential rainstorm.

FRANK
Where the hell are we?!

A drenched Lily peers into the haze as they pass an ancient BUDDHIST STATUE, partly-submerged in the floodwaters.

LILY
Looks like Southeast Asia. Must be monsoon season!

TRADER SAM
(re: his broken umbrella)
Knew I traded too much for this thing.

FRANK
Hang in there. I think we're almost through; it's brighter up ahead--

Frank steers them around a BEND--

EXT. ARCTIC RIVER - CONTINUOUS

--And straight into a BLIZZARD. Gusts of snow and sleet swirl as they glide through some kind of an ARCTIC RIVER. Sam's teeth chatter, hair dangling with icicles now.

LILY
You were saying?

FRANK
Check the hold. Should be some warm clothes in there somewhere.

TRADER SAM
Admit it, Frank -- *we're lost.*

Lily roots around under a cabinet, when she notices a TICKER-TAPE emerging from a crude on-board RADIO.

LILY
Captain Wolfe, your-- your radio telegraph! Looks like morse code!

FRANK
Morse code -- from who?

INT. U-BOAT - SAME

Von Hoch and the Germans stare out a PORTHOLE, as a POLAR BEAR paddles past them in a graceful arc, fish in its jaws, regarding the sub with a perplexed expression, as--

GERMAN SUBORDINATE
Scheiße-- das ist ein Eisbär...

BEHIND THEM, MacGregor strains against his ropes to reach for the sub's RADIO ARRAY, index finger TAPPING A TELEGRAPH KEY--

EXT. ARCTIC RIVER - SAME

Gripping the ticker tape, a grin spreads across Frank's face--

FRANK
What do you know... Mac made it out of the village after all.

LILY
George?! Is he alright?

FRANK
He's in the German sub... along with that journal of yours. They're following right below us. He says we're heading into some kind of trap.

TRADER SAM
So what do we do?

Frank hits the throttle, steering toward the snowy banks.

FRANK
We'll head for the shallows, try and beach them on an ice-shelf.

LILY
What about MacGregor? We can't just leave him with those monsters!

FRANK
You got a better idea?

LILY
We go back! Meet them head on!

FRANK
You wanna go up against a German U-Boat? In this rustbucket?!

Proxima growls, as if to say -- *"Don't call her that."*

LILY
...And here I was, actually beginning to believe that silly story about Francisco the noble Spanish soldier, meant you had some kind of hidden better nature.

FRANK
Believe whatever you want. I'm not giving 'em another chance to get their hands on that necklace.

TRADER SAM

Necklace won't do us a damn bit of good
if we can't even get to the Temple.

Frank turns to Trader Sam, every inch of him now wrapped up
in blankets, tarps and oversized sweaters.

FRANK

You think *MacGregor* can get us there?

TRADER SAM

I'm talking about the book.

(Frank frowns)

Remember all that stuff in there
about rivers of the world and strange
weather patterns? Look around you.
That wasn't just rambling -- it was
step by step directions to guide us
through this maze!

(glances behind them)

If you want to make it to the
Temple -- we need that journal.

Frank glares at Sam. Over at Lily. Down at Proxima.

FRANK

A'right, maybe--
(mumbles)
...You're right.

LILY

I'm sorry, could you say that a
little louder?

FRANK

Don't push me, pants.

Frank grabs the helm, turning the boat; Lily picks up the old
WEBLEY PISTOL. But Frank stills her -- grin slowly spreading.

FRANK

Hang on; I got another plan.

LILY

Why does that somehow not comfort me?

INT. U-BOAT - MOMENTS LATER

An officer squints into a periscope:

GERMAN SUBORDINATE

Commander. They've stopped.

VON HOCH

(grabbing the periscope)
Give me that--

PERISCOPE POV: Von Hoch pans around, spotting -- *La Quila*,
anchored in the middle of the river. Looking abandoned.

VON HOCH
 ...Bring us up.

EXT. NILE RIVER - MOMENTS LATER

Water streams from the U-Boat as it RISES into a part of the nexus resembling the NILE, bordered by desert, reeds and palm trees. A hatch opens, Von Hoch emerging, MAUSER in hand--

VON HOCH
 What is the meaning of this?

--To see TRADER SAM standing on the deck of *La Quila*.

TRADER SAM
 Blue eyes! Have I got a deal for you! Special offer. Two of my heads for one of yours, whaddyasay?
 (Von Hoch just stares)
 C'mon blondie, get in the spirit, haggle! Next you say you'll do it for five heads to one, and I say--

VON HOCH
 Five heads?

TRADER SAM
 Five heads? You trying to ruin me?!
Me, with a suffering village of starving cannibals to feed?

VON HOCH
 Where is Captain Wolfe?

And as Trader Sam continues his routine, we...

...TRACK DOWN, where, hidden on the far side of *La Quila*, Frank treads water, Lily clinging to the boat, whispering:

FRANK
It's only 50 feet. Kick, paddle, kick, just like I showed you--

LILY
50 feet?! Why can't we both go?

Frank shushes her, peering behind her. Lily following his gaze to: An ENTIRE SCHOOL of PIRANHA, swarming toward them!

FRANK
Believe me, doc -- of the two jobs, I'd much rather have yours.

LILY
 ...What are you going to do?

FRANK
 (pulls a HUNTING KNIFE)
You don't wanna know. Now GO--

Lily pushes off-- piranha heading straight for her, when--

Frank SLICES his knife across his chest. Tiny vines wriggle out, knitting the wound, but now there's BLOOD in the water, as--

WE GO TO AN ANGLE FROM ABOVE, seeing BLOOD CLOUDING around Frank, as-- the piranha instantly abandon Lily-- *SWARMING FRANK in a FEEDING FRENZY!* The river BOILING RED NOW as--

EXT. LA QUILA - SAME

Trader Sam backs up, shadows over him as he keeps jabbering:

TRADER SAM
 Uh, if it's not heads you want,
 I've got great connections in the
 import/export business--

VON HOCH
 (gun to Sam's cheek)
 You are quite a talker, my painted
 friend. But there's only one thing
 I want to hear from you. And that's
where the necklace is.

TRADER SAM
Jewelry. Why didn't you say so?!

He hurls Sam into a corner -- right into the CARGO DOORS...

VON HOCH
 Open the cargo doors.

TRADER SAM
 These cargo doors? You don't wanna
 open them, buddy. No no no.

VON HOCH
 (cocks his pistol)
 I tire of this.

TRADER SAM
 ...Your funeral...

Sam warily undoes a bolt on the doors--

--And OUT BURSTS PROXIMA! Setting upon Von Hoch. His gun goes off, shooting one of his men in the foot. The man howls, as--

VON HOCH
 Shoot her! Shoot her, now!

The Germans try to get a BEAD on the clawing, biting PROXIMA, none of them seeing, just beyond their field of vision--

EXT. RIVER - SAME

--Lily, dog-paddling awkwardly around *La Quila*, one hand on the hull, barely keeping her head above water.

LILY
Kick... paddle... kick--

CLANG. Lily winces, having accidentally KICKED the nose of the submarine. She takes a breath, lowering herself--

UNDERWATER-- where Lily works her way toward an OPEN TORPEDO TUBE. She starts shimmying INSIDE HEAD-FIRST, as--

EXT. LA QUILA - MOMENTS LATER

Bullets ZING around Proxima as she bounds for shore. Germans help Von Hoch to his feet, gloved hand PRESSED TO HIS FACE--

VON HOCH
Get me back to the submarine.

INT. U-BOAT - MOMENTS LATER

Inside the sub, Lily wriggles out of a torpedo tube, landing hard on the grated floor, catching her breath, when--

FOOTSTEPS. A German marches down the corridor... right past Lily, who's hiding behind a fuel tank. She slips the other way; finds THE JOURNAL on a table of maps; POCKETS IT--

MACGREGOR (O.S.)
Mfmfmmm--!!

Lily turns, spotting a tied-up MacGregor. She undoes his GAG--

MACGREGOR
Behind you!

Lily whirls -- now face to face with VON HOCH-- *both sides of his face now scarred!* He RIPS the necklace from her throat.

VON HOCH
And now, *Fraulein*--
(aims his MAUSER)
I will do what I should have done
back in London.

FLAP. FLIP-FLAP. A PIRANHA has just landed flopping at Von Hoch's feet. He frowns, looking up, where--

A piranha-covered, HALF-EATEN FRANK jumps in the hatch with a WAR CRY! Von Hoch SCREAMS, he and the grisly river captain grappling in close quarters, piranhas flying everywhere!

FRANK
Get to the boat!

EXT. U-BOAT - MOMENTS LATER

Lily scrambles out of the hatch, journal and necklace in hand, followed by MacGregor and Frank-- clothes torn, wounds rapidly healing. They race atop the sub toward *La Quila*, only to find--

LILY
(hand to her cheek)
Oh... oh, Frank...

MACGREGOR
Teutonic bastards.

Frank's boat HALF-SUBMERGED, a huge hole in its hull!

FRANK
They finally did it. They finally
killed my boat.

CAK-CAK-CAK! MACHINE GUN BULLETS ricochet around them as Von Hoch emerges from the hatch, manning the deck gun himself--

TRADER SAM (O.S.)
This way!

They spot TRADER SAM waving to them from the far shore, as--

EXT. SHORELINE - MOMENTS LATER

Bullets KICK UP sand at their feet as our heroes RACE upriver, Sam flipping through the book as he runs, leading them into a SWAMPY MARSHLAND. MacGregor swatting away massive mosquitos--

MACGREGOR
Captain Wolfe, I must say: I never
expected -- this cruise -- would
have -- quite so much *running*.

FRANK
We make it back to town? I'll give
you a full fifty-percent refund--
(they come to a FORK--)
Sam! Which way?

TRADER SAM
(squints at the JOURNAL)
Uh -- it says: "*Let the world of
color turn from gold to green.*"

FRANK
 ...Gold to green...
 (scans the area, then--)
 There! Go-go-go--

They follow Frank, scrambling through TALL GOLD-YELLOW GRASS, leaping to a shore covered in...

EXT. AFRICAN JUNGLE - CONTINUOUS

...The DARK GREENS of a thickly-forested AFRICAN JUNGLE. Gunfire recedes behind them, replaced by the echoed YAWPS of BABOONS. They slow, catching their breath--

MACGREGOR	LILY
I think-- we lost them--	Well at the very least, they're not shooting anymore.

FRANK
 ...That's what I'm worried about.

Frank frowns, eyeing the shadowy trail ahead, hemmed in by walls of HANGING VINES, sensing something's not right...

But Lily spots the TEMPLE WALLS, through the tree-line.

LILY
 Look! We're almost there. Come on!

FRANK
 Lily, wait--

As Frank hurries after them, we CRANE UPWARD, revealing that the path ahead TWISTS, diverting them AWAY from the Temple...

And behind them, a mesh of vines CLOSES, TRAPPING THEM inside!

EXT. MUDDY PIT - MOMENTS LATER

Our heroes hurry around a bend -- and HALT.

FRANK
 Dead end. Great. Sam--

TRADER SAM
 Book says we should be at the Temple by now.

LILY
 ...What is this place?

Frank scans the area. JAGGED ROCK FORMS tower on either side of them. At his feet, the river pools into a muddy pit, pock-marked with fresh, THREE-TOED HOOF PRINTS--

FRANK

We need to go back. Right now.

Frank TURNS -- but another mesh of vines KNITS SHUT, blocking off their exit! The ground SHAKES under their feet. Palm fronds SWAY and SHUDDER. *Something is coming. Something BIG.*

MACGREGOR

...I take it back. I don't mind the running so much.

FRANK

It's a trap. We're in a sparring ground.

LILY

Sparring ground -- of *what?*

TRADER SAM

(realizing)

Oh, no--

A RHINOCEROS *smashes through the tree-line ahead!* POUNDING towards them, its ENORMOUS HORN chipped and battle-scarred, splintering tree-trunks, shredding everything in its path!

FRANK

Go back, go back--

They turn, Frank trying to use his hunting knife to SLASH their way out, when--

--A SECOND RHINO comes bucking and thrashing through the mesh of vines, BIGGER than the first, with THREE-HORNS. And now, *OUR HEROES ARE TRAPPED BETWEEN TWO GIANT, SPARRING RHINOS!*

FRANK

SCATTER, NOW-- EVERYBO--

BAM! A rhino shoulder CLIPS Frank; he goes flying TEN FEET--

WHAM. SMASHING into a rock wall, stones CRACKING! Frank LEAPS back into the fray-- wrestling BOTH RHINOS at ONCE as--

FRANK

Lily, climb--! GO--

Lily clambers up the rocks, but she glances back, seeing--

Sam and MacGregor scampering up a PALM TREE, hugging it with both arms, a RHINO HORN jabbing up at them from below!

LILY

George--

MACGREGOR

Go! Just get to the Temple!
You can do it, Lily!

Lily sets her jaw, scrambling up and over the rocks, only to find -- CONQUISTADORS waiting at the top, swords in hand!

AGUIRRE (O.S.)
That will do, my friends...

Suddenly the rhinos BLEAT in terror, scattering, as -- AGUIRRE appears through the dust, entering the demolished clearing.

AGUIRRE
Remarkable beasts. Swift, powerful.
Wondered for years why they kept
goring my men. Finally realized--
(re: ANACONDA up his arm)
Rhinos are terrified of snakes.

Conquistadors rip the JOURNAL and NECKLACE away from Lily as Aguirre stalks toward Frank -- now PINNED DOWN under RHINO HOOVES, fighting for breath, lungs FLATTENED--

AGUIRRE
Felicitaciones, Francisco. You have
done what no one could, all these
years. You have found the Temple of
Viracocha. And now, all debts
between us can be paid.

FRANK
(rasps out)
You'd be doing me a favor.

AGUIRRE
You have been telling yourself that
for so many years. I might still
believe it, if I hadn't seen the
way you look at-- *la señora*.

Lily tilts her head, surprised; Frank looking away, Aguirre's words hitting closer to home than he'd like to admit--

FRANK
...Keep her out of this. This is
between you and me.

VON HOCH (O.S.)
To the contrary, Captain.

Von Hoch stalks into the clearing with his soldiers.

VON HOCH
There is far more at stake here
than your old blood feud. Quite
soon, you will be dead; Aguirre
will return to Spain in triumph.
And Germany will win 'ze war.

Lily and MacGregor exchange an alarmed look, our SCORE SWELLING with IMMINENT DOOM, as--

EXT. TEMPLE OF VIRACocha - DAY

CHAINS bind Frank's wrists as conquistadors prod him up a hill, Aguirre leading the way. Germans follow close behind.

AGUIRRE
 ...All those years, being slowly consumed by the jungle, do you know what kept me going?

FRANK
 Really excellent coffee?

Aguirre holds up a hand, flexing gnarled fingers, looking like they've been hewn from some hardened tropical wood--

AGUIRRE
 Imagining what it would feel like to squeeze the life from your throat -- *with my own flesh and blood hands.*

FRANK
 Everybody's gotta have a dream.

VON HOCH
 Your death Herr Wolfe, is where my dream *begins.*

Von Hoch's eyes glow as they crest the hill, staring down at--

THE TEMPLE OF VIRACocha. A towering ruin, bearded with ivy, the river churning into it through an ancient aqueduct.

VON HOCH
 Soon, I shall create soldiers who never sleep; men who never die. The Kaiser's armies will crush all the nations of the world--

AGUIRRE
 All except for Spain, *compañero.*

VON HOCH
 (forced smile)
 Of course.

AGUIRRE
 ...Keep moving.

Aguirre prods Frank onward toward the Temple... But we HOLD a moment as Von Hoch whispers to a soldier in SUBTITLED GERMAN:

VON HOCH
Have you prepared the petrol?

The soldier hefts a pack -- a FUEL CAN poking out its top.

GERMAN SOLDIER
Yes, commander.

VON HOCH
Wait for my signal.

EXT. RIVERBANK - AFTERNOON

Lily, MacGregor, and Trader Sam are tied back-to-back. Two GERMAN SOLDIERS holding them at gunpoint. One grimaces--

PORTLY GERMAN	SKINNY GERMAN
Got any rations on you?	(glances at him)
	Jaguar ate mine on the boat.

MACGREGOR
...I say, if you're *hungry*, I've got just the thing.

LILY
George, this is hardly the time to--

MacGregor gives her a LOOK -- *he's got an idea*. She quiets, but a German BAYONET appears at his eye-level--

SKINNY GERMAN
One more word out of you, we'll take our rations out of your pasty English belly.

They all stand in silence a moment. Then, a STOMACH GROWLS.

PORTLY GERMAN
...Why, do-- do you have some food?

MACGREGOR
Afraid I don't. *But*. I did happen to notice a banana tree over there.

MacGregor nods to a nearby tree, bristling with RIPE BANANAS. Lily's eyes light up, seeing where this is going, as--

INT. TEMPLE OF VIRACocha - SAME

TORCHES flare. The company enters the temple, cutting through cobwebs, passing an antechamber spilling over with TREASURES. Cobras hiss and monkeys play amid the priceless artifacts.

VON HOCH

This chamber alone possesses more
wealth than all of Bavaria.

AGUIRRE

Vamos.

The party moves on-- but Frank looks back, spotting a GOLDEN
SWORD amid the pile... His gears turning, as they enter a--

CENTRAL CHAMBER.

Aguirre lights a WALL TORCH -- a system of torches flaring to
life around the chamber, illuminating giant pillars and statues,
the river flowing past them, dammed up by IRON FLOODGATES.

VON HOCH

The Tree. Where is it?

Aguirre just smiles, approaching a MARBLE ALTAR. He runs his
fingers over the surface, carved with hundreds of SLOTS. He
takes out the necklace, trying to INSERT the talisman, as--

Frank frowns, looking around, noticing -- every inch of the
temple is covered in the SLOTS. Thousands of them.

FRANK

Keyholes...

VON HOCH

Which one is it?

AGUIRRE

(extends a hand)

El diario.

A conquistador scurries over, handing Aguirre the JOURNAL--

EXT. RIVERBANK - DAY

THE TWO GERMANS are FREAKING OUT, trying to brush off TITAN
BEETLES crawling all over them, whirling around, as--

A RIFLE lands at the bound Lily's feet.

Lily squirms around, using its BAYONET to saw through the
ropes, freeing MacGregor, who snatches up the rifle -- and
BLASTS it in the air. Snapping it down in the Germans' faces.

MACGREGOR

Gloves to the sky, Gerries. Get
them up-- UP, I said!

TRADER SAM

(nods, impressed)

Well done.

LILY
Hurry, we need to get into that
Temple before they kill Frank and
get ahold of that Tree--

MACGREGOR
Easier said than done. We're
outnumbered, outgunned--

LILY
You certain about that?

Trader Sam frowns, following Lily's gaze to -- THE U-BOAT.

INT. TEMPLE OF VIRACOCHA - MOMENTS LATER

Aguirre consults the JOURNAL; slides the TALISMAN NECKLACE
into a slot on a pillar. TWISTS IT. A LOUD CLANG, and--

THE ALTAR starts to shake and buck, light pouring from every
keyhole, everyone backing away, Frank shielding his eyes, as--
the altar finally SPLITS OPEN, a SILHOUETTE RISING as--

AGUIRRE
(takes off his helmet)
...*El Árbol de la Vida*...

THE TREE OF LIFE appears from below! Frank stares up in awe
as its majestic limbs extend over his head, dripping with
flowering branches, petals like silvery strips of parchment.

Some of Aguirre's men fall to their knees, overwhelmed to be
seeing it at last, some uttering prayers of gratitude, as--

AGUIRRE
Francisco-- do you remember--
Centuries ago. When we first found
the legends, in the monastery?

FRANK
In Madrid. I remember you wept.
Because you believed--

AGUIRRE
(overcome with emotion)
...We would be able to save her.

FRANK
I swore to you that we'd find it.
No matter how long it took.

Aguirre swallows, confronted with the object he has sought
for so many lifetimes. Frank trying to get through to some
forgotten part of the man he once considered a brother--

FRANK

Look at it, Aguirre. It's more beautiful than we ever imagined.

VON HOCH

I'm pleased you like it. It is the last sight you shall ever behold.

Germans GRAB Frank; push him forward. A conquistador offers Aguirre his RAPIER SWORD, now RAZOR SHARP. Aguirre hesitates--

FRANK

I know that sword. I was there when your father gave it to you. We swore an oath on it. Promised to stand by each other. Remember?

AGUIRRE

(his face darkening)

A promise you should have kept.

Aguirre ACCEPTS the sword. His men force Frank's arm up, held over THE ROOTS OF THE TREE. Aguirre places his blade on the meat of Frank's palm -- and SLICES it back, as we go--

CLOSE ON: The roots of the Tree, as -- from JUST ABOVE FRAME, one-- two-- three drops of RED BLOOD plunk down.

VON HOCH

(impatient)

...Is it done?

AGUIRRE

Patience, my German frie--

The words catch in Aguirre's throat. WIND whistling through the Temple. Torches FLICKER. The Tree FLUTTERS, leaves eerily SHIMMERING-- CLANG! Aguirre DROPS the SWORD, as--

FRANK

ARGGH--!!

All of the conquistadors suddenly DOUBLE OVER! Frank's face contorting in agony, eyes shut, teeth gritted, as we go--

CLOSE ON: A PAIR OF HANDS. Transforming from hardened wood to flesh and blood. Their owner turning them over in wonder, as--

AGUIRRE

(tears in his eyes)

...Dios mío...

AGUIRRE touches his face, ivy shrinking from his cheeks, receding into his armor, the yellow fading from his eyes, as-- all around, conquistadors return to HUMAN FORM!

Vengeance finally at hand, Aguirre turns toward -- Frank, who breathes hard, German guns pointed at his head, as--

AGUIRRE
Francisco Lopez de Heredia. In the name of the crown of Philip II, for treason against your sworn brethren--
 (reaches for Frank's neck)
 I hereby sentence you to--

--CHUG-CHUG-CHUG. An ENGINE churns toward them. Everyone frowns, one by one, turning to see LIGHTS approaching, as--

THE U-BOAT glides up the channel and into the Temple.

VON HOCH
 ...I ordered them to wait outside with the prisoners.

AGUIRRE (SUBTITLE)
Todos bajar! [Take cover!]

VON HOCH
 Why? What are you--

Conquistadors DIVE FOR COVER, Frank ROLLING behind the altar, as-- CAK-CAK-CAK! The sub's MACHINE GUN ERUPTS! INSTANT CHAOS.

INT. U-BOAT - SAME

INSIDE the sub, Lily mans the periscope, MacGregor swiveling a gun-turret chair, Trader Sam feeding him ammunition, as--

MACGREGOR
 Good show! They never saw us coming!

LILY
 Being chronically underestimated does have its occasional advantages.

MACGREGOR
 (shouts over the gunfire)
 About that-- I'd like to apologize for never granting your work the credibility it deserved.

LILY
 Apology accepted -- now, be a dear and use that 12-pounder, will you?

INT. TEMPLE - SAME

BOOM! The sub's artillery gun FIRES, a shell blasting into a 40-FOOT STATUE, which TOPPLES DOWN -- CRUSHING three Germans!

VON HOCH
Return fire!

Their shots BOUNCE off the sub's iron hull, ricocheting past--

FRANK

Who hides behind the altar, using a fallen BROADSWORD to try and PRY OPEN the CHAINS on his wrists. CLANG; CLANG--

FRANK
Ow. OW-- Gonna have to get used to this whole mortal thing again...

TING. A link SNAPS OPEN. Frank kneads his wrists, as-- the gunfight momentarily CEASES. And Frank looks down at his sword. The eternal rest he has sought for so many years finally in his hand. *Tempted*, as--

WE PUSH IN on Frank. Hesitating. Recalling Lily's words:

FRANK
Why not spend one life worth living?

A HATCH OPENS

On the submarine, and Lily's head pops up. She looks left, right; calls back down into the sub--

LILY
We've got a clear path to the Tree.
Sam, cover us--

--But just then, a RUSTED RAPIER appears at Lily's throat.

AGUIRRE (O.S.)
Bienvenida, señorita.
(Lily looks up)
You are not the first to seek the Tree. But you will be the last.

Lily blinks, when -- there's a WHOOSHING SOUND behind Aguirre; he spins around just in time to see A BROADSWORD whirling end-over-end through the air, and--

Aguirre thinks fast, SIDE-STEPPING; sword IMPALING the One-Eyed Conquistador at his side! He FALLS, revealing, across the room:

FRANK
Tough break, Sancho.
(One-Eye GURGLES)
You want a hand pulling that out, she's not the one you wanna ask. Trust me. Not her forte.

AGUIRRE
It's good to see some fire back in
your heart, Francisco--

Aguirre yanks the BROADSWORD out of the conquistador--

AGUIRRE
I thought you'd never get over the
girl who ran off and left you here.

Frank sets his jaw, ignoring the low blow-- as Aguirre leaps
from the sub, storming toward him, a SWORD IN EACH HAND, as--

INT. U-BOAT - SAME

Inside the sub, Trader Sam mans the sub's artillery gun,
trying to get a clean shot at AGUIRRE--

TRADER SAM
Come on, Frank, get outta the way--

INT. TEMPLE - SAME

Frank backpedals, Aguirre's swords SLASHING and WHIRLING--

FRANK
Guess you gave up on the whole bare-
handed strangling thing, huh?

AGUIRRE
You could have chosen otherwise. You
chose to live. You always have been a
fool when it comes to the fair sex.

FRANK
We just gonna stand here and trade
insults?

Frank suddenly STOMPS DOWN, flipping into the air -- THE GOLD
SWORD he spotted earlier! Catching it with a heroic flourish--

FRANK
...Or are we gonna fight?

AGUIRRE
(points)
Snake.

--Frank's eyes WIDEN. A COBRA is wrapped along his blade! He
thinks fast, PUNCHES AGUIRRE, shaking off the snake, as--

THEIR ANCIENT DUEL RESUMES, but this time -- the stakes
between our hero and villain are LIFE and DEATH, the two arch-
enemies feinting and whirling through the Temple, as--

LILY

Comes racing the other way, seizing the opportunity to make a run for the Tree! MacGregor follows, rifle in hand, as--

MACGREGOR
Take a sample, hurry!

But Lily slows, reverentially staring up at the Tree. Overawed by its otherworldly beauty. She presses a gentle hand to the trunk, as if communing with it, and--

Places a PEWTER LOCKET at the Tree's base. Like an offering.

LILY
(eyes shining)
For you, Richard.

The Tree's flowers almost seem to SHIMMER. MacGregor hands Lily a SAMPLE JAR and TWEEZERS; she reaches for ONE PETAL--

VON HOCH (O.S.)
A credit to your sex indeed, *fraulein.*

Lily's eyes shut, crestfallen, as--

BEHIND HER, MacGregor is surrounded, his rifle toggling between Germans -- at a STANDOFF. Lily's eyes dart to the U-Boat, where soldiers are pulling out Trader Sam at gunpoint.

VON HOCH
...Now lower that pretty hand of yours, and step back.

Lily complies, jaw clenched, as -- Von Hoch steps toward the Tree -- and buries his face in its blossoms, INHALING DEEPLY...

...And when he pulls away, his entire face is, for the first time in our story -- *whole again.* Von Hoch marvels, touching his cheek -- and RIPS off an entire FLOWERING BRANCH! Tree almost seeming to GROAN in pain, as--

LILY
(eyeing the guns)
Alright, now-- there's no reason we can't all walk out of here and leave the rest of the race to science. You got what you came for. Now let me do the same.

VON HOCH
I'm afraid I cannot allow that.

Von Hoch nods. One of his soldiers raises THE FUEL CAN -- and starts POURING IT ALL OVER THE TREE! Germans GRAB Lily & MacGregor, who struggle wildly as Von Hoch grabs a TORCH--

LILY
What are you doing?!

--And tosses it to the Tree's base! Lily is HORRIFIED.

LILY
No! NO--!!!

MACGREGOR
Have you gone mad?! Why?!

VON HOCH
The Kaiser does not share power.
(grabs MacGregor's rifle)
Not with you -- and certainly not
with that Spanish dog, Aguirre.

INT. ANTECHAMBER - SAME

--CLANG! SCHLING! Frank and Aguirre duel, swords CROSSING AGAIN and AGAIN. Frank has power; Aguirre speed, but now they're both tiring, clothes torn, bloodied, breathing hard--

AGUIRRE
It's quite a-- different thing,
fighting as mortals, isn't it?

FRANK
I could do this-- ALL DAY--
(SLASH--)
--But if you're getting tired, it's
not too late to call it a draw.

AGUIRRE
There is only one way this can
end... With you at my feet!

CLANG! They BATTLE for ADVANTAGE, faces inches apart, as--

FRANK
Killing me-- won't bring back Anna--

AGUIRRE
You dare utter her name?!

Aguirre's RAGE gives him a BURST of STRENGTH-- driving Frank back, RELENTLESS, as-- Frank's SWORD GOES FLYING-- he dives to retrieve it-- but Aguirre's BOOT lands on his knuckles.

AGUIRRE
The power to save her was mine --
and you denied me!

FRANK
You denied yourself. You turned
your back on your daughter the
moment you hurt those people.
(Aguirre's eyes narrow)
You brought this on us all.
(MORE)

FRANK (CONT'D)
 But if three centuries of hell
 hasn't made you understand that,
 nothing will.

Aguirre RAISES HIS SWORD, poised to liberate Frank's head
 from the rest of him, when--

--A GLOW appears on Aguirre's face from across the Temple. He
 looks up, eyes filling with ALARM:

AGUIRRE
...The Tree.

INT. CENTRAL CHAMBER - SAME

Tears form in Lily's eyes, FLAMES spreading up the Tree. Von
 Hoch triumphantly hoists his FLOWERING BRANCH; nods to his men--

VON HOCH
 We have all that we need. Let us go
 from this place.
 (re: Lily & MacGregor)
 Dispose of them.

German guns GO UP; MacGregor turns to Lily, resigned -- but
 Lily's not looking at Von Hoch. She's staring UP AT--

THE TREE.

Where SOMETHING STRANGE is happening. The branches are covered
 in flame -- *but the fire isn't consuming them.* And the rising
 smoke is LIT from within, LIGHTNING WRITHING inside it--

VON HOCH
 What in the name of--

TRADER SAM (O.S.)
You arrogant savage.

Von Hoch's eyes dart over to Trader Sam, held captive nearby--

TRADER SAM
 That Tree is the source of all
 creation. It contains within it all
 life that has been. All that will
 be. The powers of this world -- and
 the next. It cannot be destroyed.
What have you done?

Von Hoch starts to back away, MacGregor staring in fearful
 fascination at SPECTRAL FLAMES eerily covering the Tree, as--

Lily glances down, where -- at her feet, PEBBLES and bits of
 DEBRIS stir and rattle. Starting to get SUCKED INWARD as -- a
 WHIRLWIND VORTEX begins to form, SWIRLING around the Tree!

TRADER SAM
Every one of us is going to die here.

VON HOCH
 (sweating, to his men:)
 Quickly, follow me--

But as the Germans turn, trying to head for the exit -- the VORTEX starts sucking them toward the FLAMING TREE!

INT. ANTECHAMBER - SAME

Aguirre stares up as CRACKS form in the walls; the ceiling--

AGUIRRE
 Those fools -- this whole Temple
 will come apart!

FRANK
 They betrayed you. They betrayed us
 all. This is bigger than either of
 us now. We have to stop it--

AGUIRRE
 We can't.

FRANK
 (an idea)
 ...*The river*. We unleash it -- we
 can drown the flames!

In a rage, Aguirre hurls himself at Frank -- flesh and blood HANDS locking around Frank's THROAT!

AGUIRRE
 No more words.

FRANK
 I'm-- sorry. I couldn't help you
 save Anna--
 (Aguirre's eyes flare)
 But if you help me now, that Tree
 can save countless others like her.

AGUIRRE
 You think I would do that for you?

Aguirre's grip only TIGHTENS, Frank's eyes bulging, as--

FRANK
 No, brother--
 (choking out)
Do it for her.

Fury and pain battle on Aguirre's face. *He's never hated Frank more*, because despite having vengeance literally in his hands, Aguirre is realizing the man he once called brother -- IS RIGHT.

INT. CENTRAL CHAMBER - SAME

Meanwhile, amid the WHIRLWIND, German soldiers are getting SUCKED INTO THE INFERNO around the TREE. INCINERATED, as--

VON HOCH

Nein--!

Von Hoch clings to a chunk of debris, watching helplessly as the FLOWERS are TORN OFF his branch, the petals--

FLUTTERING AWAY

Right past Lily, brushing over her clothes as she grips a LEDGE, unable to catch them, debris BOUNCING past her, as--

MACGREGOR
Lily! I'm slipping--!

LILY
(reaching out)
Take my hand--!

MacGregor LOSES HIS GRIP -- flying toward the INFERNO--

--But Lily SNAGS his WRIST, their arms slick with SWEAT, both dangling a FOOT off the GROUND-- FULLY HORIZONTAL now, as--

Beside them, VON HOCH struggles to hang on, clawing at Lily for more stability, threatening to jar her loose--

VON HOCH
IF I GO -- WE ALL GO!

Lily SQUIRMS, trying to evade his grasp, as--

INT. ANTECHAMBER - SAME

FRANK heads for the FLOODGATES, staggering through the chaos, a huge chunk of rubble FLYING toward HIS HEAD, but--

Aguirre CLEAVES IT with his RAPIER! Batting away more DEBRIS--

AGUIRRE
FRANCISCO! THE GATES! OPEN THEM!

CLANG! Frank swings his SWORD like an AXE, trying to BREAK the CHAINS on the FLOODGATES holding back the river, as--

LILY

SHRIEKS, trying to kick Von Hoch away-- HER GRIP SLIPPING--

TRADER SAM (O.S.)

Lily! Catch it!

--WHEN TRADER SAM tosses a THICK VINE toward them like a rope! It slides over the floor, Lily's arm lunging down, almost reaching it, when--

Von Hoch SNAGS her sleeve -- the added weight causing her LEDGE to BREAK OFF! They're all WRENCHED toward the flames--

BUT MACGREGOR CATCHES SAM'S VINE, which SNAPS TAUT, as -- Von Hoch is SUCKED SCREAMING INTO THE INFERNO!

MACGREGOR

Don't let go!

Lily swallows -- so close to the Tree now that one of her BOOTS actually SLIPS OFF, getting SUCKED IN -- her bare toes almost kissing the MOLTEN VORTEX, as--

FRANK

Swings his SWORD AGAIN and AGAIN. NO EFFECT, until--

TING! A chain link CRACKS, pressurized water SPRAYING from a narrow gap in the floodgates-- Frank finally grabbing the chains with his BARE HANDS. STRAINING-- *it's no good--*

--But now AGUIRRE appears at his side! The two men using all their strength to FORCE OPEN THE DAM--

AGUIRRE

Together, Francisco! Uno, DOS--

FRANK

(gritting his teeth)

--ARRGGHHHHH!!!

CHAINS SNAP APART! Floodgates BURSTING off their hinges-- one door SMASHING RIGHT INTO FRANK-- sending him FLYING, just as--

LILY

Slips through MacGregor's grip-- SUCKED SCREAMING toward certain doom, as--

WIDE SHOT: THE RIVER IS UNLEASHED INTO THE TEMPLE! Instantly extinguishing the blaze, our heroes and conquistadors alike getting hurled about in the MAELSTROM as--

INT. UNDERWATER - SAME

UNDERWATER, Lily SPINS in a TSUMANI-CURRENT; difficult even to know which way is up. She glimpses a distant LIGHT--

And Lily starts SWIMMING. Kicking, paddling-- doing it HERSELF this time, fighting the churning waters, clambering over huge pieces of SINKING RUBBLE, until--

INT. TEMPLE OF VIRACocha - CONTINUOUS

--Lily BURSTS to the surface with a GASP. She climbs onto a platform, squinting through the HAZE of SMOKE, seeing--

LILY
The Tree.

The Tree smolders, extinguished, unharmed. *But now it's descending back into the altar it came from -- flowers and all!* Lily starts to run toward it when--

She HALTS. Seeing, on the OTHER SIDE of the Temple:

LILY
Frank...

Across the Temple, a wounded Frank is trapped under the MASSIVE FLOODGATE, pieces of ceiling CRASHING DOWN all around him. Lily HESITATES, when -- running to her side:

TRADER SAM
This whole place is coming down! We have to go!

LILY
--No--

MACGREGOR
...Lily, darling.
(a gentle smile)
Time to go.

Lily's eyes dart from the Tree to Frank and back again. *Making an impossible choice, as--*

FRANK

Strains to lift the floodgate off himself... but it FALLS BACK, pinning him down. It's too big, and he's fought too long and too hard. His eyes sink, when--

FRANK
Lily--

He spots her through the haze. But his SMILE FADES. It looks like she's running TOWARD THE TREE. He loses sight of her amid the SMOKE.

Frank sets his jaw. Chunks of ceiling crashing down all around him. A sense of CALM coming over him as he realizes... this is it. *This is the end.*

And at that moment, amid the columns of smoke around the Tree--
A GHOSTLY FIGURE seems to appear. Frank frowns, remembering...

TRADER SAM (V.O.)
*The Tree's roots connect the rivers
of our world... and the world
beyond. The spirit world--*

And the figure turns, revealing--

FRANK
...Quila...

ALL SOUND FADES AWAY as the GHOSTLY SILHOUETTE of QUILA
strides toward Frank. A tender hand reaching down to him, as
if beckoning Frank to go with her...

Frank's arm rises from his side, reaching for Quila's hand,
when -- he SQUINTS, seeing through the haze, dodging falling
debris, leaping over cracks -- LILY RACING TOWARD HIM!

FRANK
I thought you went for the Tree.
You gave it up -- for me?

LILY
(eyes shining)
This river has a way of making the
unbelievable happen.

Frank's eyes flicker. Looking at Quila. At Lily.

And Quila's head TILTS, an understanding smile forming. Her
ghostly hand directing Frank's outstretched hand TO LILY --
before it, and the rest of her -- BREAKS APART like smoke.

FRANK
...It sure does.

LILY
(grabs the floodgate)
Now PUSH, DAMMIT--!

Lily strains to PULL the floodgate off him-- a re-invigorated
Frank SHOVING, as-- *it INCHES UP*-- and Frank rolls free. Lily
PULLS him to his feet-- their faces close, EYES MEETING...

But there's no time to lose, as--

INT. ANTECHAMBER - SAME

--FRANK PULLS LILY AWAY, rejoining MacGregor and Trader Sam
as they race for the exit.

MACGREGOR
This way! Hurry!

FRANK

Don't stop; we're right behind you--

Frank glances back, seeing, across the collapsing Temple: Aguirre and his men, strangely gathering around the Tree as it **KEEPS DESCENDING INTO THE EARTH**, almost out of sight now, as--

FRANK

Aguirre! What are you doing?!

(Aguirre turns)

I thought you wanted to go home.

AGUIRRE

Brother...

Aguirre gives a bittersweet smile, tears in his eyes; turns back toward the Tree, Frank following his gaze to--

The GHOSTLY FIGURE of a LITTLE GIRL. **ANNA.** Reaching out.

AGUIRRE

...We are going home.

And as Aguirre **TOUCHES** his daughter's ghostly hand -- a **LUMINOUS FORM** darts up from Aguirre's body and into the Tree!

All around, **LIGHTS SHOOT** up from the other conquistadors like **ROMAN CANDLES**, each one reuniting with ghostly figures of their own. All vanishing into the Tree of Life, as--

It disappears into the Earth. Receding once more into **LEGEND.**

ON FRANK, as the last traces of world-weary cynicism are erased from his face -- replaced by something like **WONDER**, and--

EXT. TEMPLE OF VIRACocha - MOMENTS LATER

Frank comes **BARRELING** outside, joining the rest of our heroes.

FRANK

Go-go-go--!

The **ENTIRE TEMPLE** comes crashing down behind him! A **TIDAL WAVE** chasing after them, sweeping our heroes off their feet as whitewater **BLEACHES OUT FRAME** and we--

SMASH TO WHITE.

MACGREGOR (O.S.)

*I am the very model
of a modern Major-General--*

FADE IN:

Frank's eyes BLINK OPEN. Finding Lily, Proxima, Sam, and a singing MacGregor beside him. Clinging to what's left of *La Quila's* hull. Floating down a FOGGY RIVER...

MACGREGOR
*I've information vegetable,
animal, and mineral...*

FRANK
Are we-- in hell?

MACGREGOR
Technically, we're in Mayfair. But
you can call it that if you like.

FRANK
Mayfair?

LILY
Foggy river? Air thick with soot?
You're on the River Thames.

BAROOM! A low SHIP HORN sounds, fog parting ahead -- and Frank's eyes widen, seeing: The arches of LONDON BRIDGE!

LILY
Welcome to London.

EXT. OLD LONDON, HARBOR - DAY

Our waterlogged heroes emerge from the river onto a cobblestone street, Frank FLINCHING BACK as a motorcar races past, eyes struggling to take in the SHEER SIZE of the city: Flashing lights, horse-drawn carriages, people EVERYWHERE--

LILY
First rule of the city, Captain?
Always watch where you're stepping.

Frank looks down, realizing he's stepped in a pile of HORSE MANURE. MacGregor cackles. Frank grumbles, shakes a foot off.

A CROWD gathers, pointing at the exotic looking Trader Sam and Frank; the bedraggled Lily and MacGregor; the *jaguar*...

FRANK
(thrusts out a hand)
Frank Wolfe, Jungle Navigation Co.
Frank Wolfe, Jungle Navigation...

Lily turns to Sam and MacGregor, glancing back at the river.

LILY
Pity about the Tree... lost again.

TRADER SAM

Power like that never stays lost.
It will be found. Someday.

LILY

But I was so close. Now, I'm right
back where I started. Don't suppose
anyone will even believe us.

MACGREGOR

...Lily, your pants--

LILY

(rolls her eyes)
If you're not over it by now,
George, there's nothing I can--

MACGREGOR

No, look -- down in your cuff!

Lily frowns, seeing -- a SINGLE PETAL from THE TREE wedged in
the rolled cuff of her trousers! MacGregor plucking it out--

LILY

Congratulations on your find,
George. You're a fake Dean of
Botany no more.

MACGREGOR

No, no -- this one's all yours.
Doctor Houghton.

Lily slowly smiles ear-to-ear, cupping the tiny, precious
petal. Frank leans in; nods to her PANTS--

FRANK

For the record-- I always thought
they looked good on you.

Lily just shakes her head with an affectionate scowl, as--

INT. ROYAL SCIENTIFIC SOCIETY - DAY (WEEKS LATER)

FLASHBULBS POP. Lily accepts an AWARD, a banner overhead
reading: 'MEDICINAL FLOWERS OF THE AMAZON' -- finishing the
very monologue with which our story began:

LILY

...in tales like this, it can be
hard to separate truth -- from
legend. That is, until today...
When I stand before you as living
proof that through persistence,
just about anything is possible.
Love, magic -- even women in pants.

And an entire room of MALE SCIENTISTS erupts in adulation, MacGregor leading the APPLAUSE. A SENIOR MEMBER of the society hurries up to Lily, shaking her hand--

But her eyes are on the back of the room. FRANK tips a nod.

SENIOR MEMBER
This will save countless lives!
You'll end up in the history books--

LILY
Pardon me.

Lily pries herself away, surprising the senior member, heading toward Frank, at the back of the room, who doffs his hat--

FRANK
Not too shabby, if I say so mys--

But she just PULLS HIM in for the kiss of a lifetime, as -- the APPLAUSE CONTINUES-- and we PULL AWAY, as--

WE ROLL CREDITS.

EXT. LONDON HARBOR - MORNING (OVER CREDITS)

A bustling wharf. Trader Sam struggles to work on his tan in the overcast weather, passersby gawking at the SHRUNKEN HEADS he's set out for sale. MacGregor tosses Proxima a STEAK.

Frank cracks open a beer, Lily helping him paint fresh letters on the back of a repaired *LA QUILA*.

LILY
So where's the first place you're gonna take her?

FRANK
Plenty to see right here.
(sips his beer)
...But then again -- 'hell of a lot more rivers out there...

Off Lily, smile forming-- TRIBAL DRUMS POUNDING once more, we--

BLACKOUT.

...But as our CREDITS come to a CLOSE... the drums fall into a SLOW CADENCE... something almost HYPNOTIC about it, as-- we begin to hear WHISPERED VOICES from across our film:

LILY (V.O.)
*A lost, mythical tree, from
the dawn of creation--*

FRANK (V.O.)
--It's just a story--

LILY (V.O.)
 --A story that reappears in
 cultural and religious
 traditions, across the globe.

TRADER SAM (V.O.)
 --Its roots connect the
 rivers of our world...
 (pause)
 ...It cannot be destroyed...

And we suddenly SNAP BACK OPEN--

INT. TORCHLIT CAVERN - DAY

--CLOSE ON: A mound of SOIL. A single **GREEN SHOOT** rising up,
 leaves UNFURLING, a familiar SILVERY WHITE FLOWER opening as--

THE TREE OF LIFE RISES AGAIN in a NEW PLACE, as we PULL BACK...

...to reveal it's growing from a DIFFERENT ALTAR, one
 surrounded by dozens of CHANTING NATIVES in headscarves, some
 BEATING DRUMS-- the mass of worshippers stretching all the
 way to the back of this VAST, SUBTERRANEAN CHAMBER--

EXT. HINDU TEMPLE - CONTINUOUS

--and OUTSIDE, where SUNLIGHT lays bare a great **HINDU TEMPLE**,
 laden with statues of elephants, tigers, and multi-armed
 demigods, carved directly into a CLIFF FACE, towering over--

A RUSHING RIVER, with red-clay banks, ELEPHANTS playing in the
 shallows, a BABY ELEPHANT sitting up, trunk spouting water as--

A WOODEN SIGN enters the corner of the frame, words stenciled
 in several languages, English translation reading:

Ganges River. India.

And as our TRIBAL DRUMS build to an EPIC FINAL CRESCENDO, we--

SMASH TO:

JUNGLE CRUISE