



THE SCORPION KING

May 30, 2001	Double Green
May 24, 2001	Double Yellow
May 21, 2001	Double Pink
May 16, 2001	Double Blue
May 15, 2001	Orchid
May 9, 2001	Ivory
May 7, 2001	Gray
May 3, 2001	Tan
May 2, 2001	Cherry
April 19, 2001	Salmon
March 30, 2001	Buff
March 23, 2001	Goldenrod
March 19, 2001	Green
March 17, 2001	Yellow
March 16, 2001	Pink
March 14, 2001	Blue
February 16, 2001	White

On the UNIVERSAL PICTURES GLOBE. As it stops spinning, a golden papyrus MAP rises up out of the Middle East featuring the ancient kingdoms of Babylon, Mesopotamia and the infamous Sodom and Gomorrah. SUPERIMPOSED ACROSS THE SCREEN are the WORDS;

THE KNOWN WORLD - 3000 B.C.

MAIN TITLES begin as we follow a blood red trail of destruction, spreading out across the map, devouring everything in its path.

NARRATOR (V.O.)

Before the time of the Pharaohs,
before Ghengis Khan or the
conqueror Alexander... The barren
lands of the middle east were
fought over by a score of warring
tribes...

SUPERIMPOSED over the trail of blood are CHARGING HORSEMEN,
ARCHERS FIRING FLAMING ARROWS and FOOT SOLDIERS marching ever
onward.

NARRATOR (V.O.)

And from them rose a great warlord,
Memnon, whose name meant "Teacher
of Men." But the lessons he taught
were of death and destruction.

Women are chained. Men are put to the sword. People of every
race, color, and creed flee in panic, accompanied by their
children.

EXT. CONQUERED VILLAGE - LATE AFTERNOON

A wall of smoke and flames rises up from another burned and
looted village.

A giant of a man wearing a RED TURBAN gallops up on a
snorting steed, he's a real nasty piece of work with a very
deep scar across his huge face. This is THORAX.

THORAX

(bellows out)

Kneel before Lord Memnon!

(CONTINUED)

CONTINUED:

He gestures to a handsome, virile MAN IN GOLD CHAIN MAIL WHO sits astride a black Arabian. He's surrounded by a phalanx of vicious RED TURBANED GUARDS.

ANGLE - A SEA OF DEFEATED SOLDIERS as they drop down in obeisance to MEMNON.

NARRATOR (V.O.)

Finally there remained only a few scattered tribes and one solitary Kingdom for Memnon to conquer before he would finally be King of the known world.

He stares at them for a moment, then wheels his horse around and thunders away through the lines of his own soldiers...vanishing into the map, of which there is now only a tiny corner left.

A piece of land close to the Red Sea known as the Kingdom of Ur.

SMASH CUT TO:

EXT. UR - OBELISKS - NIGHT

Seven stone shards ranging from ten to fifty feet high stand imbedded in the earth as if thrown down by giants...Primitive faces of ancient gods have been chiseled on the surface of each obelisk and seem to gaze out at the hundreds of nomadic tents that surround the site.

The last great tribes have gathered at this place for council. Camera drifts past the ring of heavily armed guards...through the towering obelisks to a central fire pit where the tribal leaders have gathered.

PERON, King of Ur, presides over the council. The debate has become heated and unruly.

PERON

Silence!

Pheron's son, Prince TAKMET, rises.

TAKMET

My father calls for silence!

The tribal leaders finally quiet down.

(CONTINUED)

CONTINUED:

PHERON

We have gathered in this place to
put our differences aside. There's
still time for us, the last of the
free tribes, to unite against this
tyrant.

(CONTINUED)

A beautiful, regal looking woman, QUEEN ISIS, flanked by fierce looking women warriors, steps forward.

ISIS

Memnon's army outnumbered our own combined forces ten to one. I'm sorry Pheron. Your intentions are noble -- but we choose not to join in a battle of futility.

PHERON

Memnon will bring the battle to your doorstep... whether you choose it or not.

(he addresses the crowd)

THE TRIBES MUST STAND TOGETHER.

Alone, we will be slaughtered.

Memnon will continue to sweep to the sea, and he will destroy our tribes one by one.

*

A stoic nomadic CHIEFTAIN, his face as leathery as a saddlebag gets to his feet.

CHIEFTAIN

What of Memnon's sorcerer? Who sees with the eyes of the Gods and foretells the outcome of every battle?

A second tribal leader speaks up.

TRIBAL LEADER

As long as the sorcerer is at his side, Memnon is unstoppable.

Pheron looks at the leaders.

KING PHERON

And if the sorcerer were to die, what then?

BALTHAZAR (O.S.)

It's too late for your schemes, Pheron.

Takmet leaps to his feet, seething.

TAKMET

You will show respect to my father.

(CONTINUED)

BALTHAZAR

The truth respects no-one. It is
only the truth.

A silhouetted figure now rises...and we see a Nubian warrior
built like a mountain, close to seven feet tall with muscles
like slabs of rock and eyes so hard they'd make Tyson
whimper. His name is BALTHAZAR.

BALTHAZAR

I've seen Memnon's army devour this
land like a plague. I will
continue to raid his caravans and
weaken his supply chain -- What I
will not do, is send my people to
their death.

*
*
*
*
*

Takmet steps across to Balthazar and rests his hand
threateningly on his sword hilt.

(CONTINUED)

TAKMET

(in his face)

Your people, Balthazar? You are
the ruler of nothing but a pile of
sand and rocks.

With a speed that's surprising for his size, Balthazar's huge
hand clamps over Takmet's hand and the golden goblet he's
holding.

Balthazar begins to SQUEEZE.

BALTHAZAR

If I am no King...

He squeezes some more and Takmet drops to his knees in agony.

BALTHAZAR

...why are you on your knees before
me?

Pheron's guards bolt to their feet, drawing their swords.
Balthazar reaches back for his sword, resting against the
tree trunk.

Suddenly an IRON KAMA (a scythe the size of a tomahawk) flies
out of the darkness and slams in to the tree trunk, trapping
BALTHAZAR's fingers inches from sword hilt.

MATHAYUS (V.O.)

All this talk about Memnon... He
should just wait for you to kill
each other.

*
*
*

THREE MEN, their faces hidden beneath black hoods, have
appeared out of the shadows. Balthazar freezes and looks
up...

The men flip back their hoods.

The man who threw the KAMA has dark piercing eyes look out
from a noble brow.

This is MATHAYUS.

A magnificent, intricately carved BOW is strung over his
shoulders, five arrows attached to the side of it in a clip.

BALTHAZAR

Akkadians? I thought they were
long dead.

*
*

(CONTINUED)

PHERON

They are the last of their kind.
By their hand, the Sorcerer will
die.

*
*
*

BALTHAZAR

(to Pheron)

You put your faith in a clan of
cutthroats who kill for money?

Mathayus stares at Balthazar coldly.

(CONTINUED)

KING PHERON

They are more than that. They are skilled assassins. Trained for generations in the deadly arts.

Takmet steps forward to Mathayus. He looks into his face. *

The other two Akkadians have FEARSOME TATOOS emblazoned across their faces. *

But Mathayus' face is unmarked. *

TAKMET *

You. Why don't you wear the markings of your clan? *

MATHAYUS *

Because I haven't killed enough men who ask stupid questions. *

Mathayus' hand moves subtly toward the pommel of his sword. *

Takmet sees this and moves back to his father. *

TAKMET

(to his father)

And how much will these... these mercenaries cost?

KING PHERON

Twenty blood rubies.

He holds out a LEATHER BAG. Takmet stares at him, shocked.

TAKMET

Father! That is the last of our treasury!

KING PHERON

Be silent!

Takmet stares at him, fighting his fury at his father's stupidity. He turns and leaves the fire-circle, fuming.

Pheron looks back at the tribal leaders.

KING PHERON

(intent)

If they kill the sorcerer will you fight?

(CONTINUED)

Slowly the leaders nod, one by one, even Isis and finally all eyes turn to BALTHAZAR. Slowly he nods. Pheron returns his gaze to the Akkadians.

KING PHERON

So be it.

(CONTINUED)

3

CONTINUED: (8)

3

JESUP, the eldest of the assassins, steps forward and takes the rubies.

JESUP

We pledge you our blood oath. As
long as one of us still breathes...
the sorcerer will die.

As one they turn and march towards the doors.

BALTHAZAR

Assassin!

Mathayus turns and Balthazar throws the KAMA. It whips viciously towards him but Mathayus plucks it out of the air.

He considers Balthazar for a moment then looks at Pheron.

MATHAYUS

Him... we'll kill for free.

CUT TO:

4

EXT. HILL COUNTRY - DAY

4

A rugged, rocky terrain.

CLOSE ON: THE BAG OF RUBIES, as Mathayus tucks it into a hiding place under his saddle...

Which we see is on the back of a magnificent, albino CAMEL. Mathayus mounts.

Jesup and Rama approach Mathayus on horseback.

JESUP

When are you going to get rid of
that filthy beast?

At the insult, Hanna turns to Jesup and SPITS at the older man, who jumps back.

Mathayus laughs And pats her neck, soothing her.

MATHAYUS

Easy girl. He doesn't mean
anything by it.

The three ride off.

SMASH CUT TO:

5

EXT. ARMY ENCAMPMENT - NIGHT

5

Scores of tents and dozens of campfires are laid out across the sand dunes. Sentries ring the encampment, their torches glowing out into the darkness.

CLOSE - ONE OF THE SENTRIES stationed on the crest of a sand dune overlooking the encampment.

(CONTINUED)

4

CONTINUED:

4

JESUP

Courage comes in many forms. Our
people sprang from those tribes.
Never forget that we are all one.

*

Jesup SPURS his horse forward.

Mathayus watches him for a moment with silent admiration.

Then with a quick SNAP of his riding crop, Mathayus takes off
at a full gallop.

The three Akkadians RACE across the dark desert -- their
thundering hoofbeats fading into the vast desert wastes.

SMASH CUT TO:

5

EXT. ARMY ENCAMPMENT - NIGHT

5

Scores of tents and dozens of campfires are laid out across
the sand dunes. Sentries ring the encampment, their torches
glowing out into the darkness.

CLOSE - ONE OF THE SENTRIES stationed on the crest of a sand
dune overlooking the encampment.

(CONTINUED)

5

CONTINUED:

He hears a strange WHIRRING noise...turns and an IRON BOLA (a short chain with two small iron balls at either end) comes SPINNING OUT OF THE DARKNESS and whip-lashes around his head. The BOLA impacts his temples with a double THWAP!

He tumbles to the sand, out cold. Moments later, Mathayus appears at his side, sits him up and sticks his spear back in his hand.

Mathayus's camel, whose name is HANNA, lopes up as he unwraps the bola from the guard's head. Hanna GROANS and nudges Mathayus.

MATHAYUS

(whispers)

Easy now.

The camel stubbornly folds its spindly legs and sits down. Mathayus shakes his head. He spots a guard atop an adjacent dune. He lets out a LOW WHISTLE that sounds like a NOCTURNAL BIRD.

6

ADJACENT SAND DUNE

6

The Akkadian, Rama responds to Mathayus' signal. He spins his bola overhead and lets it fly. The guard hits the sand. Rama whistles "all clear" back to Mathayus.

7

MATHAYUS' DUNE

7

Hanna GROANS loudly. Mathayus clamps his hand over the camel's mouth.

Hanna flaps her gums, settling. Mathayus hears the soft HISS of movement in the sand behind him. He spins around but it's only Jesup.

JESUP

Ready?

Mathayus nods and points to a SENTRY at the camp's perimeter, standing atop a CRUDE WOODEN LOOKOUT PLATFORM.

MATHAYUS

That one's mine.

JESUP

Wait for the signal.

(CONTINUED)

7 CONTINUED:

Mathayus nods. Then they grip each other's forearms. It's clearly a kind of traditional farewell.

JESUP

Live free.

MATHAYUS

Die well.

Then Jesup vanishes into the night. Mathayus quickly unslings his bow and notches a special arrow. It has an IRON TIP and an EYEBOLT at the tail instead of feathers. Tied to the eyebolt is a CAT GUT tether line.

His muscles strain as he draws back on the incredibly taut bowstring. He lets fly. The arrow burns through the air, the tether trailing behind it.

8 ENCAMPMENT - A QUARTER MILE AWAY

8

The arrow strikes the top of a thick WOODEN LODGE POLE, embedding itself deeply. The tether is now slung out over the encampment all the way to the distant pole.

9 BACK TO MATHAYUS

9

He turns and ties the other end of the tether onto his camel's saddle. He slips his bola over the tether (it makes a nice hand grip) and jabs the CAMEL. She stands up. He tests the line to see if it will take his weight. The camel GROANS in dismay. Mathayus shoots her a look.

Then he runs and pushes off, gliding down the tether over the dune and down towards the encampment.

10 EXT. THE AIR - OVER THE ARMY ENCAMPMENT - NIGHT

10

Mathayus SWOOPS DOWN TOWARDS THE SENTRY PLATFORM - a little like a life guard station. He raises his war club as the Sentry standing on it turns towards him.

SENTRIES P.O.V. - Mathayus flying out of the darkness at him like a bad dream.

WIDER - THWACK! Mathayus takes out the sentry as he shoots past, sending him spinning head over heels into the darkness.

11 EXT. ARMY ENCAMPMENT - NIGHT

11

Two fat, sweaty TORTURERS are standing by a campfire.

(CONTINUED)

11

CONTINUED:

One of them pulls a POKER out of the coals, its tip now glowing a fiery orange. A SKINNY LITTLE WEASEL OF A MAN is tied upside down and hangs over the fire. This is ARPID.

The torturer lovingly eyes the glowing tip.

The skinny man speaks in a deep, imperial voice.

ARPID

Stop! You must listen to me. I am a high priest of Set. Spare me and the gods shall rain fortune upon thee for the rest of thy days.

The torturers bring the SIZZLING POKER towards the soles of his bare feet. The skinny man panics and his normal reedy voice breaks through.

ARPID

(desperate)

Hey, wait! Wait! I wasn't stealing that horse! I swear. I was just... moving it to the shade! It was so hot that day.

TORTURER

Not as hot as this day...

The two torturers come closer. Arpid CLOSES HIS EYES waiting for the searing pain.

12

EXT. TETHER OVER CAMP - NIGHT

12

ON MATHAYUS - SLIDING DOWN THE TETHER.

13

EXT. TOP OF THE DUNE - NIGHT

13

The camel GROANS under the stress of the tether and decides to sit back down again.

14

EXT. DESERT ENCAMPMENT - NIGHT

14

The tether suddenly goes slack. Mathayus is THROWN to the sand. He lands right in front of the torturers who stare at him amazed.

Then they charge with their hooked pokers raised for killing blows. With one deadly movement, Mathayus draws his SCIMITAR and dispatches both of them, before a cry of alarm has left their lips.

(CONTINUED)

Arpid, still hanging upside down, slowly OPEN HIS EYES. He sees the torturers lying on the ground and Mathayus standing there, glancing around.

ARPID

Thank you, sir! Thank you. Thank you. For the mercy you have shown me, the gods shall rain fortune on you for --

MATHAYUS

Quiet.

WHACK -- Mathayus ELBOWS him in the face, knocking him out cold. Then he darts away.

15 EXT. CAMP - NIGHT

15

The OTHER TWO AKKADIANS glide through the shadows deep within the encampment and pause at an open 'corridor' between tents. Mathayus emerges from the shadows beside them.

MATHAYUS

(whispering)

That's it...

THEIR P.O.V.

At the end of the open corridor two ornate fire braziers illuminate a tent UNLIKE ANY OTHER IN THE ENCAMPMENT. It resembles a geodesic dome made of a patchwork of hides and is decorated with astrological symbols and occult ideograms.

Mathayus scans the corridor then glances at Jesup. He nods and the party moves forward.

16 EXT. OPEN CORRIDOR BETWEEN TENTS - NIGHT

16

The CAMERA rushes forward with the Akkadians. The soft SSSNIK of knives being drawn is the only sound they make as they quickly close in on the sorcerer's tent.

CLOSER - MATHAYUS - MOVING through the shadows, his eyes scanning for trouble...

MATHAYUS' P.O.V.

A tent flap rustles as it's stirred by the night breeze... revealing the feet of dozens of silhouetted GUARDSMEN lying in wait.

MATHAYUS

(realizing)

...Back!

Too late.

17 WIDER - QUICK CUTS

17

A flap that runs the length of the tent instantly SNAPS open...revealing a dozen archers as they let their arrows fly.

A second flap shoots upwards revealing another DOZEN ARCHERS firing away on the opposite side.

(CONTINUED)

17

CONTINUED:

17

Mathayus leaps up and grasps the OVERHANG OF A LARGE TENT and flips up onto the roof of the tent as the arrows fly just beneath him.

ANGLE - THE OTHER AKKADIANS

As they're cut down by the deadly cross fire.

ANGLE - THE TENT TOP

Mathayus STARES DOWN IN HORROR AS HIS BROTHERS are overwhelmed. Then he surges forward and flies along the top of the tent.

ANGLE - THE GROUND

As the soldiers search for Mathayus among the tents. He seems to have disappeared. Camera cranes up to reveal;

18

EXT. SORCERER'S TENT - NIGHT

18

MATHAYUS - high above them clinging to the top of the SORCERERS TENT.

Mathayus draws his knife and cuts an opening beside him.

He drops through it.

19

INT. SORCERER'S TENT - NIGHT

19

He hits the ground in a near silent landing. The inside is large and shadowy, divided by ornate hanging tapestries and fogged with low lying smoke from the central fire.

Mathayus notches an arrow in his bow.

As he clears a hanging tapestry, A DIABOLICAL FIGURE comes into view a short distance away with its back to him. The SORCERER - wearing a long cape with a high, ornate collar decorated with moon signs.

Mathayus closes ONE EYE and takes aim. The Sorcerer slowly turns. Then Mathayus sees...

THE MOST BREATHTAKING MAIDEN, BEAUTIFUL BEYOND OUR DREAMS; a tawny golden girl with soft, tanned skin, hair so black it shimmers purple, gorgeous breasts cupped in gold chain mail, and pale ice-blue eyes, wondrous, intelligent, hypnotic eyes.

On her bare feet she wears toe-rings made of TINY CYMBALS that CHIME as she moves.

(CONTINUED)

On her hands are gloves made of gold, with silver CLAWS protruding from each finger.

She locks eyes with Mathayus. She is hypnotic. A dream.

And Mathayus is entranced.

This is CASSANDRA. And she is not so easily killed.

(CONTINUED)

Mathayus' closed eye OPENS. Thunderstruck. His HAND loosens on the bow string -- just a fraction. He squeezes his eyes shut, trying to remain focused.

The arrow remains pointed at her heart.

NOTE: ALL OF CASSANDRA'S DIALOGUE HERE SHOULD BE SHOT WITH AN ALT. V.O. VERSION.

CASSANDRA

You have been betrayed, Mathayus.

Mathayus stares down the drawn arrow.

MATHAYUS

You know my name?

CASSANDRA

And why you're here.

Mathayus stares at her...time slowing down, his mind racing.

CASSANDRA

So kill me. If you can.

The strain on his muscled arm from the bowstring is enormous.

Cassandra's EYES bore straight into Mathayus'. Then Mathayus closes his left eye again. He lets fly...

And a GUARD coming through the tent flap behind Cassandra is blown off his feet. The arrow through his heart. Mathayus notches another... CASSANDRA looks back at him...

The moment of truth.

CASSANDRA

I am sorry, Akkadian. You had your chance.

A DOZEN GUARDS CHARGE INTO THE TENT.

And Mathayus is suddenly holding a scimitar in one hand, and a war-club in the other. He's attacked from all sides but he fights back heroically.

For the first time we see him become a machine as he takes out multiple adversaries with breathtaking skill and ferocity.

For a moment, we go TIGHT ON HIS FACE - cold, ice cold, an assassin doing what he does best.

(CONTINUED)

But the odds simply overwhelm him...as more and more guards pour into the tent. Until he's fought to a standstill, surrounded by overwhelming odds inside the confined space.

MEMNON enters with THORAX. THORAX advances on Mathayus and uses a THREE PRONGED TRIDENT to pin his neck to the central tent post.

MEMNON

A living, breathing Akkadian, this
is a rare pleasure.

He steps forward to Mathayus.

MEMNON

I've heard you train yourselves to
bear great pain.

Memnon indicates to THORAX to remove the TRIDENT.

MEMNON

Well... We'll see.

Mathayus spits in Memnon's face. Memnon backhands him so hard that blood mists the tent wall beside him.

Then Takmet suddenly enters the tent, carrying a leather bag.

TAKMET

What? No more cold words from the
heartless assassin?

(CONTINUED)

MATHAYUS

You...you betrayed us? Betrayed
your own father?

TAKMET

My father was a senile old fool, he
deserved no better.

(to Memnon)

Although he was terribly shocked.
You could tell by the look on his
face.

Takmet reaches into the bag and pulls out King Pheron's
severed head. Mathayus scowls. Memnon gazes at it with dark
amusement.

TAKMET

With my father's head, I pledge my
allegiance.

MEMNON

Takmet, your loyalty is proven.
You shall command my left wing.
And with Thorax commanding my right
we shall lay waste to all who
challenge us...

He looks around at his Red Guard.

MEMNON

...and by the rise of the Demon
moon my army will sweep to the sea.
And I will take the throne as the
ancient King of Legend -- favored
ruler of the gods -- Just as the
prophecy decrees.

Suddenly the tent flap is pulled back and JESUP is dragged in
by a couple of guards, more dead than alive. He looks dully
across to Mathayus.

GUARD

This one still lives.

Memnon steps forward and picks up one of Mathayus' KNIVES
from the search. It's an exquisite small throwing blade.

MEMNON

(admiring it)

Beautiful...

He flips the blade in his palm.

(CONTINUED)

MEMNON

Bring him to me.

In a BURST OF RAGE, Mathayus PULLS at the soldiers which hold him. His strength is that of a caged lion -- but he is unable to pull free.

Jesup is dragged before Memnon.

(CONTINUED)

19

CONTINUED: (6)

Mathayus and Jesup lock eyes.

Two brothers' defiant farewell in the face of death.

JESUP

Live free.

MATHAYUS

Die well.

(beat)

My brother...

In one vicious move Memnon steps in towards Jesup, the BLADE FLASHING.

And even though Mathayus has lived with death all of his life -- the pain he feels as the blade slices Jesup's throat almost unhinges him. He turns away -- feeling the blade as keenly as if it were driven into his own stomach.

And Cassandra feels the depth of his pain as a WAVE OF FEELING.

ANGLE ON: CASSANDRA, she puts a hand to her head. She hears a DEEP RUMBLE -- AS IF THE PLATES OF THE EARTH WERE SHIFTING.

She opens her eyes. It is clear that no-one else has heard this. Nevertheless, the sound continues to echo. She can not hear the voices of the men.

Then she looks to Mathayus. His face is EDGED IN GOLD. A CORNEA OF LIGHT RINGS HIS HEAD.

MEMNON

I have never used a blade so sharp at this.

He steps towards him, readying himself for his next kill.

MEMNON

I wonder if it will hold its edge a second time.

He raises the dagger to cut Mathayus's throat.

CLOSE ON: MATHAYUS, marking the faces of Thorax, Takmet and finally Memnon.

MATHAYUS

I will see all of you in the underworld.

(CONTINUED)

MEMNON

Not for a very long time, Akkadian.

He moves to slit Mathayus's throat.

CASSANDRA OS

Wait!

Her voice carries with authority.

CASSANDRA

He shall not die tonight.

Memnon stays his blade.

CASSANDRA

Nor shall he die by your hand... Or
any hand you command. To do so
will bring misfortune. The gods
are watching, my king.

Memnon looks at the guards who are staring at her, their
faces tinged with awe and perhaps a little fear. He smiles.

MEMNON

A puzzle then! How to kill you
without using my hand or any hand I
command?

(CONTINUED)

MEMNON

(steps closer to Mathayus)

What was it you said? Die well?...

Is that important to you?

(beat)

I'll see what can be arranged.

He turns away and Thorax steps forward, swinging his FIST into Mathayus's jaw, knocking him out.

SMASH CUT TO:

20

CLOSE UP - MATHAYUS - DAY

20

He slowly regains consciousness, open his eyes and sees...

WIDER - A ROCK GULLY - DAY

Mathayus is BURIED UP TO HIS NECK IN THE SAND. Sun bleached human skulls stick up out of the sand all around.

A dozen EARTHEN CONES, ranging from three to six feet high surround him in the shallow gully. Hundreds of huge FIRE ANTS are scurrying in and out of the open portals at the top of each cone.

As Mathayus watches, A GUARD lights some oily rags with a torch and starts dropping them down the cones.

VOICE OS

Fascinating, isn't it?

(CONTINUED)

Mathayus turns his head to discover Arpid the horse thief, buried up to his neck next to him.

ARPID

The smoke causes the fire ants to abandon their home. You see?

The guard dances back as THOUSANDS OF ANTS suddenly boil up out of the cones.

ARPID

...all the sooner to feast on our naked heads.

Mathayus struggles in vain to get himself free. Arpid chuckles.

MATHAYUS

You find this funny, do you?

ARPID

A little funny, yes. You see I am about to escape... while you die a horrible death no doubt brought about by your karma for leaving me to die last night!

MATHAYUS

You? You're going to escape?

ARPID

Poor man. You only see the surface, don't you?

(indicating the guards)

Just like them... While they were burying us, I was pretending to be asleep. Only I was really sucking air into my lungs until they were bigger than a camel's bladder.

The GUARD climbs back up out of the GULLY and sits back down on rock, picking up a WINE SKIN and drinking from it. A SECOND GUARD is also up there, examining Mathayus' cache of weapons. He leans down and tests MATHAYUS' BOW STRING...finding he can't draw it back even a fraction of an inch.

The MASS OF FIRE ANTS is now approaching Mathayus' head from the cones that surround him.

MATHAYUS

So what are you waiting for?

(CONTINUED)

ARPID

You see that one? He's been drinking that Yak piss for about an hour now, and very soon now he's going to have to... AH! You see!

Mathayus looks up. One of the Red Guard trundles over to a pile of boulders and starts to pee. Mathayus looks back at Arpid, only Arpid's not there anymore. There's just a hole where his head used to be. Mathayus' head swivels around, shocked.

Mathayus starts struggling like mad, absolutely panic-stricken, but it's really no use, the sand has him trapped.

RED GUARD 1 (O.S.)

HEY!

Mathayus looks up at the Red Guard, who's walked back to his rocky perch and is looking around, very surprised that Arpid is missing. The second guard is now sitting on the ground, trying to pull the bow string back, using both feet.

The swarm of HIDEOUS INSECTS is twenty feet away from Mathayus and closing at a slow but determined pace.

The Red Guard stares down into the gully. Suddenly, Arpid steps up behind him and swings a thick tree branch into the back of his head. He drops to the ground, dead to the world.

The second guard looks up and struggles to his feet. Arpid swings the branch straight into his face and he tumbles down onto the ant cones, shattering them. He's instantly covered with a THICK BLANKET OF SWARMING ANTS and begins thrashing wildly about.

The main tide of insects, however, is still getting closer and closer to Mathayus.

MATHAYUS

Alright! C'mon! Get me out of here!

Arpid calmly sits down on the soldier's rock, picks up the wine skin and takes a long, slow sip. Then he looks down at Mathayus.

ARPID

Why should I do that?

(CONTINUED)

Mathayus stares at him, stunned, then HOWLS in fury.

MATHAYUS

Because if you don't I'll kill you!

The first two ants have almost reached Mathayus' head. He shakes it violently as they begin to bite and sting.

ARPID

You're going to have to survive those hideous bugs to do that, which doesn't seem likely.

The guard's thrashing subsides as the swarm of ants devour him, REDUCING HIS BODY TO A SKELETON.

ARPID

That's disgusting!

MATHAYUS

Get me out of here!

Arpid actually thinks about it. He picks up the guard's fallen torch, takes two quick steps down into the pit, then stops.

ARPID

What would you give me?

MATHAYUS

What?! You little weasel!

ARPID

Alright forget it.

Arpid heads back up.

MATHAYUS

Wait! Wait!

Arpid stops and looks back down. Mathayus forces himself to smile, doing a slow burn.

MATHAYUS

Where are my manners?

Mathayus looks over and sees the HIDEOUS SWARM only three feet away. He looks back up at Arpid and grits his teeth into another smile.

(CONTINUED)

MATHAYUS

Please good sir, would you kindly
get me the hell out of here?

ARPID

That's better. You promise not to
kill me?

MATHAYUS

Yes! I promise!

ARPID

Remember, you're an Akkadian. You
make an oath, you always have to
keep it, right?

MATHAYUS

That's right.

There's a baker's dozen of ants on him now. Mathayus is
blinking, biting and shaking his head. Arpid just smiles
sweetly.

ARPID

Even if it's one you'll always
regret?

MATHAYUS

Yes!

ARPID

Then promise to take me with you
and share the spoils of your
battles.

MATHAYUS

Fine! I promise. I promise.

Arpid sticks the torch in the path of the ants, which turns
them aside.

ARPID

Alright, hold still.

He starts to pick the ants of Mathayus's face.

CUT TO:

20A

EXT. ROCK GULLY -- DAY

20A

Mathayus collects his things from the unconscious guards.

(CONTINUED)

ARPID

This is great. See, wherever you go, there's gonna be death and lots of it right? I mean, look at you. There'll be bodies, oh yes. And bodies have pockets. And pockets have gold. Of course we'll split right down the middle. I'll do the stealing and you -- you'll do the killing.

Arpid spots the INTRICATELY CARVED BOW. He picks it up.

Like a fierce wind, Mathayus is on Arpid -- he LIFTS HIM BY THE SCARF AROUND HIS NECK.

MATHAYUS

Don't touch this. Ever.

Arpid speaks through the narrow hole of his choked-off windpipe.

ARPID

Well, I think we're off to a very strong start.

Mathayus lets him go. He WHISTLES loudly. Arpid looks around.

ARPID

Who are you calling?

MATHAYUS

My ride.

And that's when Mathayus's camel comes trotting up over a nearby ridge. Mathayus swings up into the saddle.

He rides away.

ARPID

So, where are we going?

Mathayus ignores him. The camel pulls away.

ARPID

HEY, WE HAD A DEAL.

Arpid trots after him.

(CONTINUED)

ARPID

Alright. I'll tell you where we're going. You came to kill the Sorcerer. Only you didn't! You saw how beautiful she was, your bread started leavening, and you hesitated.

Mathayus looks back at him and scowls, then spurs the camel into a full gallop. Arpid desperately runs faster.

ARPID

So now you have to save your honor and kill the girl. The only problem is that you don't know where they are! AND I DO!

21 INT. MEMNON'S PALACE - THRONE ROOM - GOMORRAH - DAY 21

A magnificent space as befits a great warlord. There's a huge throne at one end of the GILDED AND PILASTERED ROOM, and a large balcony on one side looking out across the city below.

CASSANDRA is seated at a table near the balcony. She's holding a MAP. She runs her hand over it and we...

22 FLASH TO - HER VISION - 22

Rushing towards us...Queen Isis on horseback, surrounded by her warriors from the war council at UR. She is staring at a DISTANT SETTLEMENT surrounded by forest.

Columns of smoke are rising from the decimated village. In the foreground WOMAN WARRIORS are riding out towards her. One warrior is slung across a saddle, mortally wounded.

CLOSE - ON THE QUEEN'S FACE - deep anger and sadness.

23 FLASH TO - CASSANDRA 23

She opens her eyes.

MEMNON (O.S.)

What news from my sorceress today?

She turns at the sound of his voice. Memnon strides towards her accompanied by Takmet and Thorax.

CASSANDRA

Queen Isis's forces are scattered to the four winds.

(MORE)

(CONTINUED)

CASSANDRA (cont'd)

Pheron's people are reeling from the death of their king. They are evacuating their villages without direction. Leaderless.

MEMNON

And the Nubian?

CASSANDRA

Balthazar's people are still hidden to me.

Memnon smiles and glances at Takmet and Thorak. *

MEMNON

Give the Generals the news. Have them make their armies ready.

Takmet and Thorak exit. Memnon crosses to Cassandra. *

MEMNON

You think me cruel, don't you?

Memnon rips a shank of venison from a platter.

CASSANDRA

I am here to fulfill a purpose. Which means I need rarely think of you at all.

MEMNON

Is that so? Perhaps you've forgotten what it's like outside these walls.

Memnon tosses the venison across the room and his YOUNG LION AND TIGER immediately begin to fight over it... snapping and tearing at the meat and each other.

MEMNON

...heartless, ignorant and savage.

Memnon waves to his guards, who pull the lion and tiger apart. *

MEMNON

But I can change all that. Right now...in our life times. Just as the prophecy says.

Cassandra pours herself a goblet of wine.

(CONTINUED)

CASSANDRA

I know the prophecy.

He stares hard into her eyes.

MEMNON

Then say it.

CASSANDRA

"By tolling bell, and thunder's
swell. A flaming star falls from
the sky. By a full moon's glow, in
House of Scorpio, Kneeling men bow
to the King on High"

*
*
*
*
*

MEMNON

I am that King, Cassandra. The men
of this land will kneel before me
as king if I have to chain every
last one to the ground.

*

She stares at him. Her eyes betray nothing.

CASSANDRA

Chains cannot bring peace.

MEMNON

They bring obedience. It's a start.

He reaches for her, pulling her close.

MEMNON

And when I am the king of Legend --
celebrated by the Gods themselves --
then you shall take your place
beside me. On a throne, of
course... and in my bed.

*

CASSANDRA

My Lord, in your bed I would lose
my gift of sight. And you would
lose your advantage in battle.

*

MEMNON

Ah, My beautiful sorceress. When I
am King of the known world, I will
no longer need... your sight.

He runs the back of his hand up her bare arm, savoring it --
illustrating what he will need.

(CONTINUED)

23 CONTINUED: (3)

23

CLOSE - CASSANDRA as she pulls away, flinching. Her hand BRUSHES the hilt of Mathayus' THROWING KNIFE which is now in Memnon's belt.

FLASH TO - HER VISION

24 EXT. DESERT - DAY

24

Arpid runs across the expanse of dunes, keeping up with Mathayus as best he can.

ANGLE ON: MATHAYUS'S FACE. GRIM, DETERMINED.

25 FLASH BACK TO - CASSANDRA

25

Her eyes register her surprise.

MEMNON

What is it?

CASSANDRA

I am... tired from the journey.

He looks at her a moment longer.

MEMNON

Then you should rest.

(beat)

I will have need of you tomorrow when my Generals come calling.

CASSANDRA

Thank you, my Lord.

She turns and walks away.

MEMNON

Cassandra...

Without turning, she stops.

MEMNON

Your well-being is of the utmost importance to me. You know that, don't you?

CASSANDRA

Yes, my Lord. You are most generous.

She walks out.

(CONTINUED)

25

CONTINUED:

25

Memnon watches her go, his eyes drinking in her body, like an alcoholic who has foresworn the bottle.

26

OMITTED

26

27

EXT. GOMORRAH - AFTERNOON

27

With Arpid at his side, Mathayus leads his camel to the crest of a rocky pass...and the camera CRANES UP to reveal the legendary CITY OF GOMORRAH.

Carved into a massive hilltop, the fortress is both imposing and spectacular...a wonder of the ancient world. The heavily fortified walls are manned by squadrons of Red Guard.

Memnon's palace stands at the pinnacle of the great city, its castellated turrets reaching to the sky.

ANGLE ON: MATHAYUS, looking down at the city. Memnon is in there -- and we can tell that Mathayus wants nothing more than to crack the city open and shake him out.

MATHAYUS

So this is the house of the hollow king.

ARPID

Gomorraah. The grandest city in the world. Let me tell you, after a hard day of looting and pillaging, there's no better place than Gomorraah.

(beat)

Except maybe Sodom.

Mathayus starts arming himself from the arsenal in his camel's backpacks. Bow, arrows, knives... Arpid gets nervous.

ARPID

Yep, it's something alright. I wish I could join you.

Ignoring him, Mathayus pulls a long CLOAK from his pack.

Arpid plucks a long knife from the camel's pack and tries a few mock slashes.

(CONTINUED)

ARPID

I mean believe me, I'd like to even up the score with a few of those Red Guards myself, but with the price on my head, I'd never make it through the gates.

MATHAYUS

I've got faith in you, thief.
You'll get us in.

CUT TO:

EXT. THE GATE -- DAY

A detachment of RED GUARDS are checking the people entering, searching the carts and scrutinizing the people and their baggage.

But the real threat comes from above. From a ledge overlooking the gated entryway, ARCHERS line the wall. In case of trouble, they will turn any troublemakers into an instant pincushion.

Mathayus and Arpid stand by the camel a short distance away.

ARPID

You see? They got the place locked up tight. I wish there was something I could do.

MATHAYUS

Oh, there is.

Mathayus suddenly PUNCHES Arpid full in the face, KNOCKING HIM CLEAN OUT.

CUT TO:

ANGLE ON THE GUARDS STATION

Mathayus, his face obscured by the long CLOAK, steps up to the guards, leading the camel by its reins. They eye him suspiciously.

RED GUARD

What business do you have here?

MATHAYUS

I've come for a bounty...
(indicates Arpid)
Horse thief.

(CONTINUED)

One of the Red Guard lifts Arpid's head up for inspection, then nods to the other guards.

RED GUARD

I know this dog. They'll behead him for sure this time.

MATHAYUS

(pats Arpid's head)

He'll be all the prettier without it.

The guards laugh and wave him through the gate.

EXT. CITY OF GOMORRAH - THE BAZAAR - AFTERNOON

Mathayus stops by a HORSE TROUGH, pulls Arpid down and dunks his head into the water. Arpid comes around suddenly.

ARPID

(sputtering)

What...what happened?

MATHAYUS

You got us in.

Mathayus lifts Arpid by the scruff of his neck and deposits him on a crude wooden stool outside a rough looking bar. Mathayus calls out to the merchant.

MATHAYUS

A jug of your finest wine for my road weary friend here.

Mathayus ties up his camel beside Arpid. Then he reaches into his saddle bag and checks the pouch containing the rubies. He glances around at the rough crowd and ties the pouch safely beneath his belt.

MATHAYUS

(to Arpid)

Watch Hanna for me...

Mathayus walks away. Arpid tenderly tests his sore jaw.

ARPID

(growing angry)

Wait a minute...the last thing I remember was this enormous Akkadian fist...

A rubenesque serving girl appears from the bar.

(CONTINUED)

GIRL

Your wine, sir. Please let me know
if there's anything else you'd
like.

Arpid stares at her. She smiles coquettishly.

ARPID

It's good to be back in the big
city.

EXT. GOMORRAH BAZAAR - DAY

Mathayus takes in the sights and sounds of this exotic,
decadent place. It's buzzing with life, flame-blowers, sword-
swallowers, belly-dancers, and fire-walkers. Vendors are
hawking everything known to man, and even some things not
known to him.

SWORD'S SALESMAN

Here they are...the finest swords
in the world...you can't get
respect in Gomorrah without a
quality blade at your hip!

He walks on toward the palace gates.

31

EXT. MAIN SQUARE - DAY

31

Mathayus looks up at the INNER CITADEL of Memnon's palace. A squadron of heavily armed Red Guard guard the palace doors. A group of street Urchins (6-10 years old) suddenly appear swirling around Mathayus.

URCHINS

Guide, Mister? You need a guide to find your way in Gomorrah.

Mathayus kneels down and speaks to the lead Urchin.

MATHAYUS

A good guide might be able to show me a way into the palace.

URCHIN

But a smart guide wouldn't, or he'd get a tour of lord Memnon's dungeon.

The Urchins laugh, then a knife FLASHES as one of them suddenly cuts the BAG OF RUBIES from Mathayus' belt and sprints away.

Mathayus races after him, but then the URCHINS engineer a dazzling SIX HAND SWITCH OFF - the bag flying between their hands leaving Mathayus desperately trying to figure out who's the bagman.

He sprints through the stalls after one of the Urchins, upending tables of vegetables and fruit...until he finally catches the Urchin, picking him up by the ankles. He holds him upside down and shakes, but nothing falls out but a few coins.

URCHIN

He's got it! He's got it!

The boy points and Mathayus sees one another street Urchin -- a twelve-year-old boy darting through the carts. *

He drops the boy and runs after the other street Urchin. *

He starts to run that way, when he sees another boy dart past him on the far side of a cart. For a moment, Mathayus is twisted this way and that. *

Then -- He stops running. Standing next to a cart, he focuses. *

(CONTINUED)

31

CONTINUED:

31

From beside him, there is a FLICKER OF MOVEMENT. *

Mathayus' hand SNAPS OUT, catching a boy just as he darts from behind the cart. He catches the boy by the shirt collar and lifts him, one-handed up to face level. *

The Urchin thief smiles, sheepishly holding out the bag of rubies. *

Mathayus takes it and smiles. He takes the Urchin's jaw in his hand, reaches into his mouth and pulls out a HIDDEN RUBY. *

The Urchin shrugs -- Got me.

MATHAYUS

You want to keep this one?

(Urchin nods
enthusiastically)

Then I hope you're a better guide
than you are a thief.

32 OMITTED

32 *

33 OMITTED

33 *

34 OMITTED

34 *

35 EXT. PALACE GARDENS - DAY

35 *

A BEAUTIFUL GARDEN, the setting sun bouncing off the marble pathways leading to a small central arena.

MEMNON holds TWO QUARTER STAFFS and faces off with an ASIAN MASTER.

The Asian master also holds two staffs.

Memnon CHARGES him, SPINNING the staffs in a remarkable display of martial skill. He disarms and STRIKES DOWN the man.

The surrounding courtiers clap delightedly.

An ARCHER pulls a bow from a large, ornately carved ARCHERY WEAPONS CACHE -- a WOODEN BOX filled with various bows.

Memnon throws the staffs to the side where they are retrieved by two slaves.

(CONTINUED)

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*

(CONTINUED)

35

CONTINUED: (2)

35

Memnon stands in the center and stretches out his arms wide. *

Then he slowly draws them together until his open palms are about a foot apart in front of his chest.

He looks over at the ARCHER who draws back his bow.

36

OMITTED

36

37

EXT. PALACE GARDENS ROOFTOP - DAY

37

Mathayus emerges from a small doorway set into a balcony overlooking the gardens. He hands the boy the ruby and the boy disappears back through the door.

Mathayus creeps out onto the precipice. *

Mathayus stares over at the unfolding scene as Memnon breathes deeply, centering himself.

PUSH IN ON: MATHAYUS, with Memnon finally in his sights, his rage is almost uncontrollable. This has gone far beyond a simple job.

But seeing the OTHER ARCHER aiming at Memnon, he pauses. What is happening here? *

37A

EXT. PALACE GARDENS - DAY

37A

ANGLE ON: THE RED GUARD, who stand silent, awestruck by their Lord and master.

Memnon nods to the ARCHER who lets fly...

ARROW TIME - WHIPPING THROUGH THE AIR

MEMNON'S HANDS snap shut CATCHING the arrow before it can pierce his heart. He bows to the archer. The crowd applauds.

37B

EXT. PALACE GARDEN ROOFTOP - DAY

37B

Mathayus notches an arrow into his own bow. Finally, Memnon is in his sights. *

There is a commotion below. Mathayus ignores it, concentrating only on Memnon. He draws a bead, pulls the string back... *

The guards drag a struggling prisoner into the courtyard to face Memnon. *

Mathayus is going to fire anyway, until he sees the prisoner. *

37C EXT. PALACE GARDENS - DAY 37C

It is the BOY -- the young thief who showed him up here.

The guards hand the RUBY to Memnon, who examines it. He speaks to his guards, but looks directly at the boy.

MEMNON

Why test my patience? You know the penalty for thievery.

The boy is forced to a table, his small arm outstretched. A guard steps forward and raises a VERY LARGE AXE. He aims for the boy's wrist.

37D EXT. PALACE GARDEN ROOFTOP - DAY 37D

Mathayus's face darkens. He aims instead at the Axe-man. *

He fires. The arrow HITS THE AXE HANDLE hard enough to blow it from the guard's hand and PIN IT TO A TREE.

37E EXT. PALACE GARDENS - DAY 37E

The Red Guard turn, instantly aware of the intruder.

SOLDIER

ALARM!

In a scene reminiscent of the Secret Service, the Guard mobilize for action as Memnon is whisked away.

Mathayus runs.

38 OMITTED 38

39 OMITTED 39

40 OMITTED 40

41

OMITTED

41

42

OMITTED

42

43 EXT. WALKWAY/TOWER - DAY 43

Mathayus hurries down the walkway, and spots a SMALL TOWER ENTRY at the end of it. *

43A INT. PHILOS' HALLWAY - DAY 43A *

Mathayus walks down a hallway, spotting a door. He SMASHES OPEN THE DOOR with his shoulder. *

44 INT. PHILOS' LABORATORY - DAY 44

He brings down the wooden beam across the door, securing it. He turns, taking in the interior. *

IT'S AN INCREDIBLE PRE-HISTORY LABORATORY.

Filled with strange looking inventions reminiscent of Da Vinci. Various potions and mixtures are brewing over a series of oil lamps.

ANGLE ON: A large wooden CATAPULT. *

Mathayus is momentarily struck by the scientific oddities. *

Suddenly, there is a loud HISS/POOF! and the room FILLS WITH SMOKE. *

Mathayus tries to look everywhere at once. *

From behind him, a man COUGHS. *

In a blink, Mathayus SPINS, PLACING THE TIP OF HIS SWORD TO THE ADAMS APPLE of an ECCENTRIC LOOKING MAN who until second was waving away the smoke. This is PHILOS. *

PHILOS

Good Lord! Can I help you? *

Mathayus looks into the man's eyes, making sure he is no threat. *

He decides to trust the man. *

MATHAYUS

I need a way out of here. *

THEN, from the door... *

BANG BANG BANG! *

45 OMITTED

45 *

46

INT. PHILOS' LAB - DAY - CONTINUOUS

46

*

The guards HAMMER on the doors. Mathayus squares off, ready to fight.

*

*

PHILOS

Oh my.

MATHAYUS

Open it.

PHILOS

No no no! There'll be none of that. Here... this way.

(CONTINUED)

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*

47

INT. PHILOS'S HALLWAY - DAY

47

*

WE JUMP TO - PHILOS AS HE OPENS THE DOOR, to find the Red
Guard led by Thorak. They march in.

*

*

PHILOS

(sighs)

Can't you leave me in peace,
Thorak?

*

48

INT. PHILOS' LAB - DAY

48

The guards search the room, treating Philos' inventions roughly. *

THORAK

Guard your tongue, Philos. My
patience is thin today.

PHILOS

(under his breath)

How unusual.

Thorak sees a DISH of BLACK POWDER. He pinches some and
smells it. *

PHILOS

Careful, there! That's extremely
dangerous! It's a magic powder
from China! *

Thorak regards Philos disdainfully. He blows the powder on a
CANDLE -- where it POOFS! with a minor reaction. *

Thorak gives him a look. *

PHILOS

Well, I haven't quite discovered
the proper formula yet. *

Thorak knocks the dish of powder to the floor where it
SHATTERS. *

Thorak steps to Philos until they are nose to... well, chest. *

THORAK

You're lucky Lord Memnon has a
taste for your "science."

Thorak walks past the CATAPULT. The 'LAUNCHING SPOON' is now
COVERED BY A TARPAULIN.

THORAK

But come the day when his patience
for idiocy runs out... I will see
your bones bleach in the sun. *

PHILOS

Good day to you as well.

They slam the door. Their footsteps die away. Mathayus
peels back the tarp on the catapult's spoon.

(CONTINUED)

MATHAYUS

Thank you.

Philos nods, deeply saddened and frightened.

PHILOS

Dark times, my friend. More heads
have rolled in the age of Memnon's
"peace" than I've seen in all my
days.

(beat, turning to
Mathayus)

Can we yet face ourselves if we
simply throw our fellow man to the
winds.

*
*
*
*
*
*
*
*
*

He sits down heavily on the catapult.

And leans back against the RELEASE LEVER.

(CONTINUED)

48

CONTINUED: (2)

WHUMP! The CATAPULT'S CENTRAL ARM rockets forward and MATHAYUS disappears straight through the window into the air.

PHILOS

Oh dear.

CUT TO:

49

THROUGH THE AIR - DAY

49

Mathayus hurtles over the towers and minarets of the Palace before...

50

EXT. HAREM WALL - DAY

50

CRASHING into a large awning, which collapses downward sending him...

51

INT. HAREM DEN - DAY

51

SMASHING straight through a FILIGREE SET OF WOODEN SHUTTERS. Mathayus looks around.

It's a large circular room, the ceiling hung with drapes, the marble floor covered with loose cushions around a small central fountain.

But the furnishings are really beside the point. A dozen or more BEAUTIFUL WOMEN are arranged on them, all of them staring in wonderment at this male apparition.

One of them runs across to him.

HAREM GIRL #1

A man!

Mathayus places his hand over her mouth. He draws his Scimitar.

MATHAYUS

Quiet now. What is this place?

(CONTINUED)

HAREM GIRL #1

Lord Memnon's harem.

Other girls approach, taken with this handsome stranger.

HAREM GIRL #2

But you'd never know it, he visits
so rarely.

HAREM GIRL #3

Always off on his campaigns. It
gets so lonely.

The harem girl #1 takes the scimitar away from him and places
his hand on her covered breast. She squeals in delight.

MATHAYUS

(faltering, re the breast)

That's -- well that's just terrific
but --

Mathayus pulls his hand away.

MATHAYUS

This really isn't a good time.

HAREM GIRL #2

How do you know? It could be a
very good time.

The women surge forward, crowding him.

CONCUBINES

Stay here. Stay with us! We know
how to please!

MATHAYUS

I'm sure you do, ladies, but...

As the WOMEN fawn over him, they seem to be trying to disrobe
him, but are actually disarming him, removing his knives.

HIS BOW AND QUIVER slip away behind his back.

HAREM GIRL #4

Stay with us and we will make your
every fantasy come true.

One of the girls suddenly yanks the scimitar out of his hand.
Another Girl quickly pulls a large tassel, which CHIMES a
huge GONG.

(CONTINUED)

All the girls suddenly become incredibly vicious; clawing, scratching and biting Mathayus. In one swift move, Mathayus disentangles himself from all the girls, sprawling them ass-over-teacups into the pillows.

(CONTINUED)

And that's when Thorax runs in with a half dozen ARCHERS.

THORAX

Akkadian. -- Kill him.

The Archers FIRE. Mathayus leaps behind the huge gong. Cuts all the ropes holding it to it's pedestal with one sweep. He quickly starts rolling it across the room, hiding behind it as arrows ping and dance off the outer hull. The huge metal gong CRASHES through the brass harem doors.

52

INT. PALACE HALLWAY - DAY

52

The guards race into the hallway as the gong rolls along until at the last moment Mathayus dives out behind it and charges through the doors at the end.

53

INT. CASSANDRA'S QUARTERS - BATHING POOL - DAY

53

Mathayus slams the doors and pulls an ORNATE CHEST in front of them.

He turns and sees Cassandra lying in a huge bath covered with rose petals. Cassandra stares at him, dumbstruck by his sudden appearance.

Her hand maidens scream and run for their lives.

Cassandra quickly rises to her feet, we don't get to see her naked body because Mathayus is blocking our view, but he sure gets a good look.

CASSANDRA

Well, are you going to kill me, or just stare at me?

MATHAYUS

(sigh)

Decisions.

And that's when the guards start RAMMING the door. Mathayus turns to the door.

CASSANDRA

Akkadian...

Mathayus turns back to Cassandra. He again feels the pull of her magic entrancing him.

MATHAYUS

Oh no. Not this time.

He DIVES FORWARD, sweeping them both UNDER THE BATHWATER'S SURFACE. Cassandra's cry of surprise is cut off abruptly as she disappears under the rose-petaled water.

(CONTINUED)

53

CONTINUED:

53

ANGLE ON: THE DOORS

Thorax smashes through the door...followed by his guards.
Memnon is behind him. The rose petal covered surface of the
bath appears empty.

54

THE BATHING POOL - UNDER WATER - DAY

54

Mathayus slips his sword tip under an iron grating at the
base of the tub and pops it open. The water instantly begins
to rush down a narrow spillway and they slide in.

55

INT. CASSANDRA'S QUARTERS - DAY

55

As the water suddenly begins to drain, their shadowy forms
are visible beneath the surface.

MEMNON

(furious)

KILL HIM!!

The Red Guard rush towards the bathing pool...too late.

56

INT. DRAIN - DAY

56

Cassandra and Mathayus ROCKET down the twisting drainpipe,
swept along in a tide of water.

57 INT. UNDERGROUND WATER CHAMBER - DAY 57

Mathayus and Cassandra fly out of a hole in the wall and SPLASH LAND inside some dank water chamber.

57A INT. PHILOS' LAB -- DAY 57A

Philos stares out the window. The GUARDS below point up at the window and a couple of them are dispatched toward Philos's lab.

PHILOS

Oh my. I'm going to assume my
tenure here is finished.

*
*

He reaches for his carpet bag and begins to pack feverishly.

ANGLE ON: THE CHINESE PARCHMENT, as it is whisked into the bag.

58 OMITTED 58 *

59 EXT. GOMORRAH BAZAAR - DAY 59

Arpid meanwhile, is still in the wine merchants tent.

He's startled as HORNS AND TRUMPETS start blowing the alarm.

ARPID

(sighs)

Well, I warned him.

(rises)

A toast. To my friend the Akkadian
who at this moment, no doubt rests
in pieces.

Others raise their glasses. Then several vicious-looking Red Guards race through the bazaar brandishing their weapons. Arpid hides his face.

ARPID

Alas... I must leave you now.

60 EXT. GOMORRAH STREETS - DAY 60

Bedouin women wash their clothes in a large, central fountain.

ANGLE ON: A LITTLE BOY, holding a tarnished coin tightly in his hand. He tosses it into the fountain.

(CONTINUED)

Suddenly, from beneath a linen robe, CASSANDRA BURSTS from the water. She leans on the edge of the fountain (right over the boy) heaving for breath. The boy takes in her lithe form.

BOY

Gods be praised.

From behind her Mathayus BURSTS from the water as well.

The boy draws in a concerned breath.

BOY

One too many.

Cassandra whips around on Mathayus -- her hands flying to claw at his face.

CASSANDRA

How DARE you touch me. Your head
will roll. Your entrails will be
strung from the highest --

Mathayus CATCHES her hands and he holds her wrists tightly. He pulls her very close so that he can speak quietly -- but firmly.

MATHAYUS

Sorceress. I am an Akkadian,
hired to kill you. Now I find
myself in a position where you're
of more use to me alive. Don't
give me reason to change my mind.

PAGE INTENTIONALLY LEFT BLANK

*

61 EXT. MAIN GATES - GOMORRAH - DAY

61

Several gate guards grab their weapons and respond to the general alarm, leaving only two at the busy post.

Mathayus and Cassandra, with Bedouin scarves hiding their faces, walk past the guards in a lovers embrace.

CLOSER - CASSANDRA

Mathayus presses a hidden dagger tight to her side.

ANGLE - GATES

They glide past.

62 EXT. BEYOND THE GOMORRAH GATES - DAY

62

Arpid is desperately trying to pull Mathayus' camel behind him as he chases a WEALTHY LOOKING MAN on a horse. The man is doing his best to ignore ARPID.

ARPID

Did I say forty duranas? Sir, what I meant was thirty.

The man keeps riding. Arpid can pull the stubborn animal no further.

ARPID

At that price, this camel is practically stolen!

(CONTINUED)

62 CONTINUED:

62

He pulls on the reins and the CAMEL bellows out.

63 EXT. BEYOND GOMORRAH - DAY

63

MATHAYUS AND CASSANDRA trudge across the harsh landscape.

The sound of Hanna's BELLOW reaches them. Mathayus listens. Another snort.

That's his camel all right. He smiles.

64 EXT. BEYOND GOMORRAH - DAY

64

ARPID still trying to get the camel to move.

ARPID
Come on, PLEASE!

Then, from a distance -- a LOUD, FIRM WHISTLE.

Hanna's head SNAPS around at the sound.

ARPID
What is it now, you -- HEY!

Arpid is PULLED FROM HIS FEET as the camel SPRINTS OFF toward the sound of her master.

64A EXT. BEYOND GOMORRAH -- CONTINUOUS

64A

Mathayus grins as the camel comes POUNDING over a rise. He squints to see ARPID being dragged behind by the reins.

Arpid SLIDES to a stop at Mathayus's feet. He looks WAY up at the Akkadian's face.

Arpid throws on a big smile. He tries to talk while coughing up dust.

ARPID
Well hey there! (cough) We were just talking about you!

Arpid sees the Sorceress behind Mathayus.

ARPID
Who's your friend?

MATHAYUS
Memnon's Sorcerer.
(to Cassandra)
Get on.

(CONTINUED)

64A

CONTINUED:

64A

Mathayus lifts her onto the camel.

ARPID

(quiet)

Great gods...

Mathayus checks Hanna to make sure she's all right.

MATHAYUS

You running off with my camel,
thief?

Arpid brushes himself off.

ARPID

Actually, if you take a closer
look, I think you'll find that your
camel was running off with me.

Mathayus swings up into the saddle behind Cassandra.

(CONTINUED)

64A

CONTINUED: (2)

64A

Arpid notices that they've trotted away, leaving him behind -- again. He trots after them.

ARPID

So, where to now?

MATHAYUS

The Valley of the Dead. *

ARPID

Are you insane! Nobody enters the
Valley of the Dead. That's why
it's called the Valley of the Dead.
Even the army wouldn't go there. *

Mathayus and Cassandra begin to ride away.

MATHAYUS

To get her back? Memnon will send
his men to the ends of the Earth.

(beat)

To their deaths. *

ARPID

What about ours?

But Mathayus has no answer for this. He rides on in silence.

(CONTINUED)

64A

CONTINUED: (3)

64A

CUT TO:

65

INT. MEMNON'S PALACE - THRONE ROOM - NIGHT

65

CLOSE ON: A MULTITUDE OF SCORPIONS, crawling over each other
in a glass bowl. *

A KNIFE STABS DOWN INTO THE BOWL, coming up with a WRITHING
SCORPION. *

CUT WIDE: To reveal MEMNON, sitting on his throne, examining
the dying arachnid. *

Thorak stands by for orders. Takmet sits at a table sipping
wine. *

MEMNON

Take a dozen of your best men...
track him down, kill him and bring
her back to me.

THORAK

Yes, my lord. *

Memnon draws the sharp, thin blade down the scorpions
abdomen, splitting it open to the tail. *

The scorpion stops struggling. *

MEMNON

Send me word as soon as he's dead.

Memnon pulls out an arrow. He pokes it's tip into the dead
scorpions VENOM SAC. *

TAKMET

My Lord, rumors are spreading to
the armies that she is gone.

MEMNON

(to Thorak)

Is that true? *

Thorak glares at Takmet for causing trouble. *

THORAK

Yes, my lord. *

MEMNON

Silence them. They must believe she
is here, if only for a short time.
And when you see the Akkadian -- *

(CONTINUED)

Memnon hands him the poisoned arrow, which Thorak judiciously places in a leather cover.

MEMNON

Give him this for me.

Memnon steps across to a heavy STONE TABLET that rests in a GOLDEN FRAME near to his throne. It's clearly very old, even by our story's standards... a crude form of hieroglyphics chiselled into it.

(CONTINUED)

65

CONTINUED: (2)

65

Memnon's fingers slowly run across the symbols... Which includes an etching of a man -- arms raised in triumph with FLAMES rising behind him. Memnon's finger comes to rest on a CARVED MOON EMBLEM at the bottom of it.

MEMNON

A very short time, now.

*

66

OMITTED

66

67 OMITTED 67
68 EXT. GOMORRAH - MAIN GATE - NIGHT 68

Thorak and twelve Red Guard explode out of the fortress at full gallop.

69 EXT. THE NOMAD PLAINS - DAY 69 *

Mathayus, Cassandra and Arpid pull to a stop astride Mathayus' camel at the crest of a rugged hilltop. Cassandra is seated directly in front of Mathayus on the nomad style saddle.

Three twelve foot high FETISH POLES stand along the ridge before them, left as a warning to those who would enter this land. Each pole bears human skulls intertwined with snake bones and the dried skins of those that have gone before. *

ARPID

I'm guessing this means we've gone far enough.

Beyond them lies a harsh landscape of unearthly mud hills leading to a desolate horizon. Mathayus checks a map etched on lambskin, then rolls it up and puts it back in his saddle bag.

MATHAYUS

No. We're just getting started.

ARPID

Oh sure. Why not? She's a sorceress and you're a huge barbarian assassin. Who could possibly get hurt? THE SKINNY THIEF, MAYBE?

Mathayus gently brushes back a lock of Cassandra's hair.

Cassandra CATCHES his hand.

(CONTINUED)

69

CONTINUED:

69

Gently -- but firmly -- he slips the golden hoop from her ear.

She tries to grab it, but Mathayus deftly places it on top of the fetish pole.

MATHAYUS

To mark the way for your Lord and master.

*
*
*

CASSANDRA

No man is my master.

*
*

DISSOLVE TO:

70

EXT. DESERT - DAY

70

A WAVERING IMAGE dances across frame. A heat distortion that finally resolves into a shot of our heroes trudging along across the blazing sand.

Camera PULLS FOCUS to foreground... revealing a human skeleton half buried in the shifting sands.

A scorpion crawls from its eye socket.

DISSOLVE TO:

71

EXT. FETISH POLES - SUNSET

71

CU. GOLD HOOP

A coarse hand plucks Cassandra's golden hoop from the skull on the fetish pole.

WIDER - The Red Guard Tracker rides up the line of men to Thorak and delivers the jeweled hoop. Thorak, enraged at being baited by the Akkadian, spurs his horse forward.

71A

EXT. MONTAGE DESERT - DAY

71A

Helicopter shot - camera races over the vast empty desert... discovering our heroes slowly making their way under the burning sun.

72

EXT. DESERT SAND DUNES - NIGHT

72

Arpid lies to the side of the fire, snoring loudly.

Mathayus sleeps, a sword crossed on his chest, ready for a sudden attack.

(CONTINUED)

ANGLE ON: CASSANDRA, eyes closed in deep sleep.

THEN -- Her eyes open. She looks over to Mathayus, who doesn't stir.

Silent, she gets up. Mathayus continues to sleep.

Her feet lightly brushing across the sand, Cassandra RUNS, hoping to get as far away from Mathayus as possible before daybreak.

She gets fifteen feet before the SILK LINE that is tied around her ankle PULLS TAUT. She falls into the sand face-first.

CAMERA FOLLOWS THE LINE: To reveal that the other end is tied around MATHAYUS'S ANKLE.

Like the night wind, he appears behind her.

MATHAYUS

Where are you going, Sorceress?
Back to your lover, the king?

Her eyes widen with outraged anger. Mathayus has just gone too far.

She SWINGS at him. He CATCHES her hand, but she CLAWS at him with the other. Her ferocity is so intense that she almost overwhelms him.

To subdue her, Mathayus is forced to THROW HER OVER HIS SHOULDER. She LANDS with a rolling THUMP.

CASSANDRA

Memnon is not my lover. Apologize
to me -- NOW.

Mathayus regards her silently -- impressed with her conviction.

MATHAYUS

I'm sorry. Truly.

Beat. She bows her head.

CASSANDRA

When I was eleven, Memnon heard
stories of the girl with the eyes
of the Gods. He came to my village
and lined four soldiers before me.

(MORE)

*
*

(CONTINUED)

CASSANDRA (cont'd)

He said "Tell me the names of these men. Each wrong answer means that man's death." I was afraid, but I told him all four names.

(beat)

Those four men killed my family as I was taken away.

*
*
*
*
*
*

Mathayus takes her in. She has suffered by Memnon as much as anyone.

MATHAYUS

Memnon's taken something from all of us, hasn't he?

He unties the line from her ankle.

He goes back to his blankets and goes back to bed. He rolls away from her.

MATHAYUS

Run if you like -- There are worse dangers out there than me.

She sits in the sand, staring at him.

Who is this man?

79

EXT. DISTANT DESERT - DAY

79

MATHAYUS P.O.V. - A distant cloud of dust. The Red Guard are trying with some difficulty to walk their horses up the shifting sands of a large dune.

80

EXT. VAST DESERT - DAY

80

Mathayus wheels Hanna about.

MATHAYUS

Thorak...

*

ARPID

Mm, how could he ever have found us? Oh yes, you left them that clue.

MATHAYUS

Yes. And he's walking right into the storm.

*

*

ARPID

Pardon me for saying, but... you're not a storm. You're just one man.

*

*

*

Mathayus grins at him and reins Hanna forward.

*

(CONTINUED)

ARPID

This is without a doubt the worst
situation I've been in yet!

He looks up.

An ominous brown line appears along the distant horizon.

ARPID

Why is it I can never keep my mouth
shut?

(CONTINUED)

81 OMITTED

81 *

82 OMITTED

82

83 BACK TO SCENE

83

CASSANDRA

Sandstorm.

MATHAYUS

Right on time.

*

ARPID

Of course. Who wouldn't want this?

Mathayus turns to Cassandra.

MATHAYUS

I'm going to give you a blanket,
Sorceress. Cover up.

He swings up into the saddle and spurs Hanna off.

While riding, Mathayus reaches into his saddle bag and takes out an ODD LOOKING STRIP OF GREASED LEATHER with ties on either side. A NARROW SLIT has been cut across it.

He ties the deadly looking SAND MASK across his face and spurs Hanna even harder.

SMASH CUT TO:

84

EXT. VAST DESERT - DAY

84

Mathayus and Hanna POUND across the desert.

ANGLE ON: A RED GUARD SOLDIER

RED GUARD

There!!

Thorax looks ahead and sees MATHAYUS AND THE CAMEL heading straight towards them...charging like a one man light brigade.

The Soldiers can't believe the Akkadian's nerve.

RED GUARD

He's attacking? Alone?

TRACKER

The sun has fried his brain.

THORAX

A THOUSAND DURANAS TO THE ONE WHO
BRINGS ME HIS HEAD.

The men draw their swords and gallop towards Mathayus, bellowing out WAR CRIES.

85

ANGLE - MATHAYUS

85

Galloping full speed. Cresting a rise...as a sandstorm the length of the horizon now appears behind him. Miles wide and three stories tall, the wall of churning sand rages forward.

86

ANGLE ON THE GUARDS

86

The lead riders panic, reigning in their horses.

87

MATHAYUS

87

CLOSE ON - HIS FACE - Wearing the leather mask with the narrow eye slit. He looks like some kind of strange knight as he draws his scimitar and leans into his charge...

Then the sandstorm rolls past him. Camel and rider don't break pace as they disappear from sight...still heading straight for;

88

THE RED GUARD

88

Now breaking their charge, panicking in the face of the storm.

THORAX

Shocked, as he realizes Mathayus' bold plan. He pulls his battle ax in a rage.

THORAX

Akkadian bastard!

Then the whirlwinds hit and his world EXPLODES TO BROWN OUT.

ANOTHER ANGLE - SOLDIERS ARE BLOWN FROM THEIR SADDLES as the storm hits like a freight train.

89

EXT. SANDSTORM - QUICK CUTS - DAY

89

THE WORLD has suddenly turned into a terrifying, blinding blur of falling bodies, whipping sand and stampeding horses...

Red Guard - wheel about in the blinding storm...some still on horseback...all isolated in zero visibility. Suddenly;

Mathayus appears astride Hanna, looming over his adversaries like grim death. He leaps from the saddle camel and tackles two Soldiers to the ground. His blade flashes.

THREE MORE SOLDIERS - wheel about at the sound of slicing and SCREAMS cut short. Mathayus bursts up from below them, scimitar and dagger flashing. More bodies drop away into the tearing wall of sand.

ANGLE - THORAX, straining to see as another wave of his men rush towards MATHAYUS.

Incredibly, HE BECOMES THE STORM slaying one adversary after another.

THORAX - blinded by the stinging sand, spinning around in rage and frustration as he hears the bloodcurdling SCREAMS of his men above the shrieking wind. He brandishes his battle ax in rage.

He SPURS his horse into the storm.

(CONTINUED)

Then Mathayus answers him with steel...a force of nature, cutting and ripping like the whirlwinds around him.

Amazingly, Thorak takes it and give some back, hacking with his battle ax. Mathayus disarms him.

Thorak hits the ground, dying...but he manages to pull an arrow from his quiver and takes off the leather cap that covers the tip. He stabs upward...

THE ARROW, thuds into MATHAYUS'S THIGH. He grimaces in pain and drops to his knees.

Finally, the sandstorm consumes all.

BROWN OUT:

The storm has passed...the restless dunes lie silent once more. The field of battle is still.

Fingers protrude from an impression in the sand. A single DEAD EYE stares up, the rest of the face covered over.

ANGLE ON: ARPID, surveying the scene from a distance.

CASSANDRA

(coughing)

Arpid... Help me. Please.

Arpid turns to see Cassandra, half buried in sand, trying to pull herself up. He runs to her and gets her to her feet.

CASSANDRA

The Akkadian... is he...

FADE TO:

The two of them walk through the battlefield, viewing a dozen or more half buried bodies. Suddenly the sand in front of Arpid appears to shift, and a HORSE rises up.

Another horse breaks out and another and then HANNA THE CAMEL rears up.

Arpid runs forward, but there's no sign of Mathayus.

ANGLE ON: HANNA, standing over a rounded hump of sand. She BELLOWS.

(CONTINUED)

SLOW MOTION - a SHAPE rises...the sand pouring off of him. Mathayus lives. Battered and bruised. Beneath him is the body of Thorak...wide eyed in death.

MATHAYUS

(to Cassandra)

Are you all right? Did they hurt you?

And she wonders -- Did he go through all of this for his mission -- *

Or simply to save her?

The vision fades but...

There is more to this man than she thought.

CASSANDRA

No. But you...

MATHAYUS

I'm okay.

Mathayus reaches for the arrow still embedded in his thigh, grits his teeth and RIPS IT FREE, SCREAMING IN PAIN.

Cassandra turns away from his pain.

Mathayus drops the arrow and reaches for Thorak's amulet... the insignia of the Red Turban troops. He rips it from Thorak's cold throat.

Mathayus struggles to his feet and walks across to Thorak's HORSE. The falcon is attached to the saddle, its head covered by a cowl. *

(CONTINUED)

He takes the Falcon and attaches Thorak's INSIGNIA to the metal band around the its foot. *

CASSANDRA
What are you doing?

MATHAYUS
(weak)
Sending a message.

He pulls the cowl off, then launches the bird into the air. It wheels around for a moment, then flies away.

Mathayus is DOUBLED OVER as all of his abdominal muscles CRAMP AT ONCE.

CASSANDRA
What's wrong?

He touches the arrow wound...

MATHAYUS
Poisoned...

Then his legs buckle under him and he pitches forward.

SMASH CUT TO:

91 EXT. GOMORRAH - SUNSET

91

Camera flies towards Gomorrah...the carrier falcon now appears, flying with us towards his destination.

92 INT. MEMNON'S THRONE ROOM - SUNSET

92

Memnon pours over his maps with a gathering of his ARMY GENERALS. Takmet paces nearby. A FALCONER enters from the balcony with the bird in hand.

FALCONER
A message from Thorak.

(CONTINUED)

MEMNON

Finally. The Akkadian is dead.

Memnon unwraps the bird's leather satchel...to discover Thorax's bloody insignia. He crushes it in his fist. The Generals stare at him. One of them steps forward.

GENERAL

Is something wrong?

Memnon controls his anger and looks back impassively at his high command.

MEMNON

Not at all. Everything is in order.

He smiles.

MEMNON

And I think this meeting is at an end, gentlemen.

The Generals glance at each other and then walk across the room to the doors. The General who spoke up turns as they reach them.

GENERAL

My Lord, it is customary for the sorceress to be present at these meetings.

Takmet glances over at Memnon.

GENERAL

Why is she not here today?

The other Generals all nod their heads in agreement. A beat.

MEMNON

She is indisposed.

The Generals glance at each other again.

GENERAL

(suspicious)

It is nothing serious, I hope.

MEMNON

If it was serious... You'd know it.

93

EXT. DESERT CAMP - NIGHT

93

Arpid is building a small campfire. Mathayus lies on a blanket, lost in a fever. His body is bathed in sweat. Cassandra kneels beside him, tending his wounds.

CLOSER - MATHAYUS

His head tosses as he mumbles in a sleep of delirium.

(CONTINUED)

CONTINUED:

Arpid watches her.

Arpid lies down and tries to get comfortable. Cassandra wrings out a rag and wipes it across Mathayus's forehead.

ARPID

Can you save him?

CASSANDRA

His fever is strong. The poison is made from scorpion venom. Even if he survives, it will always be within him.

Cassandra wrings out the rag again.

ARPID

He's our only way out of this place. He dies, we die.

Cassandra sits back for a moment. She looks up at the MOON.

She lets its light bathe her face and listens as if hearing a voice we cannot hear.

She makes a decision.

(CONTINUED)

CONTINUED: (2)

CASSANDRA
He won't die.

ARPID
But you said...

CASSANDRA
(kindly)
Hush now, little thief.

She closes her eyes and FOCUSES. She lays one hand over the wound and one hand over his heart.

She begins to heal him.

It's not easy for her, but she focuses every part of her being into curing him through magic.

93A EXT. DESERT -- A QUARTER MILE AWAY -- CONTINUOUS 93A

PHILOS walks through the desert, a large PACK on his back. In his hands, he holds a STRANGE INSTRUMENT. It has a crude dial on it, like a PRIMITIVE COMPASS.

ANGLE ON: THE COMPASS -- affected by Cassandra's magic even at this distance, the needle of the compass begins to waver.

Slowly, it is PULLED from magnetic North. The needle now points off to the East.

CLOSE ON: PHILOS, looking off into the direction of the needle.

Something is happening out here in the dark desert night.

Something big.

93B OMITTED 93B *

94-95 OMITTED 94-95 *

96 EXT. DESERT CAMP -- CONTINUOUS 96

CASSANDRA falls back into the sand... reeling from the intensity of the healing. *

ANGLE ON: ARPID, watching her wide-eyed. He has never seen magic so plainly at work and he is a little afraid to speak.

ARPID
Is he cured?

(CONTINUED)

Cassandra is completely depleted from the effort. Plus, the things she has seen in Mathayus's soul have given her a lot to think about.

She gets up and goes to her bedroll to lie down.

CASSANDRA

It's in the hands of the Gods.

97 EXT. THE NOMAD PLAINS - DAWN

97 *

CLOSE ON: MATHAYUS. He blinks, opening his eyes blearily. Though he looks as if he's suffering the worst hangover in pre-history, he will survive.

His eyes focus to find ARPID staring down at him. He reels back in surprise.

MATHAYUS

AHH!

ARPID

She cured you. I knew it. I felt her magic.

*

*

MATHAYUS

Cured me? She...

Slowly, he gets up on one elbow. He looks over to Cassandra.

ANGLE ON: CASSANDRA, asleep. She feels his eyes on her and she awakes. Their eyes meet.

Her relief that he has survived is clear. A small smile crosses her face.

97A EXT. THE NOMAD PLAINS -- DAY

97A *

Mathayus, Arpid and Cassandra ride together through the Nomad Plains.

*

*

MATHAYUS

(to Cassandra)

I want to thank you.

Cassandra smiles to herself. She is happy that he's grateful, but she's not going to let him see that.

CASSANDRA

Don't bother. It was self-preservation. If you had died...

BOOM

From just over the next rise, an EXPLOSION rocks the desert floor.

*

ARPID

Thunder?

*

*

(CONTINUED)

MATHAYUS

That's not thunder.

*
*

BLACK SMOKE billows over the dune.

*

And through the smoke we hear a voice.

*

PHILOS (V.O.)

IT WORKS.

PHILOS emerges through the smoke, coughing, choking, but elated.

He sees the trio and is even happier.

PHILOS

Ah, I knew it! I knew you were close my Lady! I felt it last night and headed this way.

(he bows low)

My Lady Oracle. And barbarian! You see? I've figured out my Chinese formula. My magic powder works!

They all look at him in stunned silence.

PHILOS

By the way.... Would any of you happen to have any water?

(CONTINUED)

97A

CONTINUED: (2)

97A

CUT TO:

98

EXT. DESERT OASIS - DAY

98

BIRDS, circling in the sky. CAMERA PANS DOWN TO:

A beautiful oasis, ringed by palms. Mountains rise steeply
away from it.

Cassandra, Arpid, Mathayus and Philos approach the oasis. *

PHILOS

(pointing out the oasis)

There. You see? The birds know
where there's water.

Mathayus is still shaky, but clearly on the mend. *

CUT TO:

98A

EXT. OASIS WATERSIDE -- DAY

98A

*

(CONTINUED)

98A

CONTINUED:

98A

Cassandra cups some of the crystal water in her hands.
Mathayus walks up beside her.

She looks to him.

CASSANDRA

What do you think? Is it poisoned?

ARPID

Whee hee hee!

ARPID sprints past them both and THROWS his fetid body
straight into the water, submerging himself.

MATHAYUS

It is now.

She drinks the water down. Mathayus squats beside her and
fills his water bottle.

Cassandra smiles, then sees his anxious eyes scanning the
surroundings.

MATHAYUS

Quiet...

SUDDENLY - ALL AROUND THE WATER HOLE

The sand explodes upwards...TEN BANDITS rise up from
foxholes...their head and shoulders covered by RATTAN SAND
MATS. They're pointing CROSSBOWS and SLINGS.

Then Arpid bursts up out of the water.

ARPID

(joyous)

I'm alive, I'm alive!

He looks around...sees the bandits.

ARPID

(clears his throat)

For the moment.

CUT TO:

99

EXT. BANDIT HIDEOUT - DAY

99

The BANDITS lead Mathayus and the rest of the party into the base of the mountains. Then as if by magic...they suddenly seem to MORPH into rocks.

Camera dollies 180 degrees to reveal the completely hidden entrance to a series of caves. A natural hidden passage of rocks has been further camouflaged with hanging vines and vegetation of the oasis.

An entire caravan could spend a night at the oasis and never come across the entrance of the bandits' hideout.

100

INT. CAVES / EXT. BANDIT HIDEOUT - DAY

100

The caves lead to a natural amphitheater opened to the afternoon sun, but hidden by sheer rock walls, hundreds of feet high. Here the bandits have built a rabbit warren of tents and walkways filled with the booty stolen from Memnon's caravans. It's an incredible cathedral-like space.

Mathayus and the others stand on a natural rock platform, surrounded by armed guards before the ONE HUNDRED people in the central clearing... their eyes filled with suspicion and fear. *

CLOSER - CENTRAL TENT

A curtain is pulled back...revealing Balthazar, the Nubian warrior who clashed with Mathayus at Ur.

A dark anger rises in Balthazar as he recognizes Mathayus.

BALTHAZAR

Assassin... the Gods are good to me. When we last met, you offered to kill me.

(sits)

Now I have the chance to return the favor.

(CONTINUED)

Cassandra glances at Mathayus... but he keeps his eyes straight ahead.

BALTHAZAR

My scouts tell me you failed in your mission.

Mathayus stays silent.

BALTHAZAR

How was it you survived?

MATHAYUS

Give me a sword and I'll explain.

BALTHAZAR

Bold words! You're trespassers here. Our survival depends on keeping this place secret. So we have a problem...as long as you're alive.

ARPID

Uh, excuse me. Just so you know, I have no idea how we got here. In fact, I'm pretty much totally blind.

Arpid begins to feel the rock walls around him.

PHILOS

What my friend is trying to say, kind sir, is that if you would spare our lives we'd be perfectly happy to forget we ever saw this... charming little enclave of yours, and be on our way.

BALTHAZAR

That is not an option.

He gets up, but suddenly ISIS and her remaining warrior women push through the crowd.

ISIS

Balthazar! This place is sanctuary for all of Memnon's enemies, you know that.

He stares at her.

(CONTINUED)

ISIS

I am not fond of the people of the western mountains...

She gestures to a group in the crowd.

ISIS

And I know you do not care for my tribe... but we accept those who come here and give them shelter, whatever our personal feelings.

Balthazar shakes his head.

BALTHAZAR

This man is different. He is dangerous.

ISIS

Your judgment is clouded...

BALTHAZAR

(angry)

My judgment keeps all of you alive!

He gets up and strides towards Mathayus.

BALTHAZAR

Take the woman and the other two away.

Mathayus steps in front of her.

MATHAYUS

I'll give you fair warning: The first man to touch her comes through me.

Cassandra sees the passion in Mathayus's voice, his eyes.

Balthazar strides towards him, drawing his sword.

BALTHAZAR

I had hoped for nothing less.

Mathayus suddenly darts to the side and disarms one of the guards. He charges towards Balthazar and the two men collide...their swords clashing with the force of sledgehammers.

They shatter on impact. Both men reel backwards...stunned to see they're holding swords broken at the hilt.

(CONTINUED)

The crowd roars as both men toss them aside and go at it hand to hand. They exchange a flurry of blows. But neither is capable of gaining the upper hand.

Balthazar grabs an iron pot from an open fire and cracks it across Mathayus's face. Mathayus tumbles back into a tent, collapsing it. One of Balthazar's men tosses him a TIGER STICK...

Balthazar charges Mathayus, who rolls back and forth across the fallen tent dodging the stick. Another stalemate.

Suddenly Mathayus comes up holding the tent pole like a staff and the two of them go at it in a series of expert attacks and parries.

With a primal scream, Mathayus LAYS INTO Balthazar. Hacking away at him, his ferocity outweighing Balthazar's strength.

Mathayus DISARMS Balthazar, SNAPPING HIS OWN STAFF in the process.

Now armed only with a demi-staff, ragged and pointed at one end, Mathayus DRIVES BALTHAZAR back against the wall.

The place goes dead silent as Balthazar SLAMS into the wall (his bulk seeming to rock the very walls) and Mathayus puts the pointed, jagged staff to Balthazar's throat.

He could kill him in an instant. Balthazar knows it. Everyone knows it.

(CONTINUED)

MATHAYUS

We are brothers in the same cause.

BALTHAZAR

Brothers? You have brought death to my people. Memnon will follow you. He will come for his Sorceress.

He points to Cassandra. A fearful whisper breezes through the crowd. Anyone standing near her backs away in fear.

BALTHAZAR

Yes. I know who she is. And Memnon will stop at nothing to see her returned.

MATHAYUS

And you think he'll stop if he has her?

Mathayus throws his staff down and turns to the watching crowd.

MATHAYUS

MEMNON WILL STOP FOR NOTHING. Hide here as long as you can, but believe me when I say that he will find you. If he is not stopped, he will sweep across this land and kill you all.

Balthazar begins to laugh.

BALTHAZAR

And who will stop him, Akkadian? You? Will you stand alone before the fury of his armies?

Mathayus looks over the faces of the refugees.

PUSH IN ON: CASSANDRA -- Watching the birth of a king.

MATHAYUS

Yes.

Silence.

Even Balthazar can't deny the Akkadian's bravery.

(CONTINUED)

BALTHAZAR

One night's sanctuary... and then
pray our paths never cross again.

CUT TO:

101 OMITTED

101

102 INT. BANDIT HIDEOUT - NIGHT

102

The sound of primitive FLUTES and DRUMS echoes across the hideout. A more peaceful atmosphere has developed since sundown, the enmity of the fight now muted into some sort of detente.

A group of people has gathered near a cooking fire where three pigs are roasting on one long skewer.

Arpid is struggling with a woman warrior in an arm wrestling match as Philos and Isis cheer them on. Hanna, the camel, is grazing from a feeding bag next to them.

(CONTINUED)

PHILOS

Leverage, my son! Leverage!

Arpid's fist is SLAMMED to the table top. He flexes his aching hand as Philos chuckles...

ARPID

(defensively)

A gentleman always let's a lady win.

(to warrior woman)

Best two out of three?

ANGLE ON: CASSANDRA, walking past the scene. She smiles at Arpid's antics and moves on.

A LITTLE BOY runs up to her with a WIDE BOWL full of DATES. He tugs timidly at her dress. She turns.

The boy is THE CUTEST CHILD WE HAVE EVER SEEN. He looks up at her with wide, black eyes and offers the dates. She smiles and takes one.

At ease for maybe the first time since we've seen her, she tousles the boy's hair.

And is instantly SLAMMED into:

A VISION

102A THE BANDIT HIDEOUT -- NIGHT

102A

CASSANDRA is kneeling in the same spot. Her hand is still on the boy's head, but now she is cradling it as the BOY LIES DEAD.

SMOKE rolls past her. We hear FIRE and PEOPLE SCREAMING.

She looks up. *

ANGLE ON: THE MOON. FULL, BLAZING. *

Everyone around Cassandra is dead. She sees ARPID'S body sprawled over a rock, eyes wide in death.

She hears POUNDING HOOFBEATS and turns.

From the hideout's entrance, MEMNON rides STRAIGHT AT HER, four Red Guard horsemen in his wake. Memnon is glaring, intent -- coming to retrieve his Sorceress. *

(CONTINUED)

CONTINUED:

He reaches down from his racing horse to grab her AND RIDES STRAIGHT INTO CAMERA.

102B SHE TURNS AWAY -- 102B

... And finds herself back in the hideout, PRESENT-TIME.

The little boy now looks at her with fear and backs away.

103 OMITTED 103

103A INT. BANDIT HIDEOUT -- TENT -- NIGHT 103A

Just outside the hideout, Mathayus enters a tent which is perched on the rocks.

He finds Cassandra staring up at the ALMOST-FULL MOON through the open tent flap.

MATHAYUS

What's wrong?

CASSANDRA

Memnon knows I'm here. At least he will. Soon.

Cassandra points up at the moon.

CASSANDRA

The moon is entering the House of Scorpio. Tomorrow is the night of the prophecy. Memnon will release his armies and they will come straight here.

Mathayus kneels down beside her.

MATHAYUS

The moon is just the moon. And Memnon will die -- prophecy or no.

She looks at him, admiring his bravery. But then, her face darkens.

She has to know.

So she touches him.

103AA FLASH 103AA

We see her VISION -- MEMNON stands on an altar, the city of Gomorrah spread out behind him.

*
*

(CONTINUED)

103AA CONTINUED:

103AA

He raises his hands to the sky, where a HUGE, FULL MOON
GLOWS, RINGED WITH A SILVER HALO.

Grim, determined, Memnon calls out to the sky.

MEMNON
GREAT GODS ABOVE, LOOK DOWN UPON
ME...

(quiet)
And make me one with you.

The vision CUTS --

-- TO a lone ARCHER, running through halls of FLAME. CUT TO:

MATHAYUS, SWORD in hand, walking toward the steps that lead
up to Memnon.

FROM BEHIND MATHAYUS: THE ARCHER BURSTS IN.

CLOSE ON: THE ARCHER'S FOOT, as it crushes a SMALL YELLOW
FLOWER that grows before the door.

The archer sees Mathayus going after Memnon.

The archer notches an arrow and FIRES...

CLOSE ON: THE ARROW, HITTING MATHAYUS BETWEEN HIS SHOULDER
BLADES.

Mathayus FALLS TO THE GROUND.

CASSANDRA SCREAMS.

CASSANDRA
NO!

In a RUSH OF SOUND AND COLOR, we find ourselves...

103AB BACK IN THE TENT -- PRESENT-TIME.

103AB

Cassandra turns away from Mathayus, squeezing her eyes shut.
A tear runs down her cheek.

MATHAYUS
What? What did you see?

CASSANDRA
If you face Memnon... You'll die.
That is your destiny.

(CONTINUED)

103AB CONTINUED:

103AB

MATHAYUS

Cassandra...

He takes her chin in his hand and turns her face to him. She looks at him, her lashes wet with tears.

Mathayus looks at her without fear. In fact, we see the faint hint of a smile at the challenge of the prophecy.

MATHAYUS

I make my own destiny.

For a moment, it's as if she can't understand what he is saying. All her life, men have been terrified of her prophecies.

(CONTINUED)

103AB CONTINUED:

103AB

But to this man... the word of the Gods is something tractable -- Something that can be changed.

He takes her in his arms and kisses her passionately.

They embrace and fall together in the firelight.

103B EXT. BALTHAZAR'S HIDEOUT -- NIGHT

103B

The MOON, nearly full -- shines down on the oasis.

103C INT. MATHAYUS'S TENT -- NIGHT

103C

Cassandra lies in Mathayus's arms. He is asleep.

The moonlight washes over her face and she looks through the tent flap to the moon.

She gets up. She walks out onto a precipice.

103CAA EXT. BANDIT HIDEOUT -- NIGHT -- CONTINUOUS

103CAA

She is different. But she is content.

Ceremoniously, she lights a small candle and sets it on a rock. She kneels before it, whispering an unheard prayer.

*
*

CASSANDRA

(quietly, to the moon)

This man... believes that the future you show me can be changed. Guide me, mother. Tell me what to do.

As if she has heard a response, she smiles...

*

And blows out the candle.

*

103CAB EXT. BANDIT CORRAL -- NIGHT

103CAB

ANGLE ON: HANNA the camel. Quietly, Cassandra approaches her. She strokes Hanna's soft nose thoughtfully.

CASSANDRA

You love him too, don't you?

Cassandra WHISPERS SOFTLY in the camel's ear.

CASSANDRA

Then help me guide him.

Hanna bends down docilely to allow Cassandra to climb on.

(CONTINUED)

103CAB CONTINUED:

103CAB

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*

(CONTINUED)

103CAB CONTINUED: (2)

103CAB

It is the first time we have seen her do this for anyone but Mathayus.

103CA EXT. DESERT -- NIGHT

103CA

Unseen by anyone, Cassandra gallops away from the Oasis.

103CB INT. MATHAYUS' TENT -- DAWN

103CB

*

The dawn light crosses Mathayus's face. He wakes.

And finds that Cassandra is not there.

103D EXT. OASIS RIDGE/INT. BALTHAZAR'S TENT -- DAWN -- LATER 103D

*

Balthazar, lying in bed with an arm around a BEAUTIFUL WOMAN, wakes. He sits up -- revealing that he is actually in bed with TWO BEAUTIFUL WOMEN.

Balthazar walks out onto a precipice and looks down on his sleeping tribe.

Except not everyone lies sleeping. Balthazar spots MATHAYUS, ARPID AND PHILOS conferring around a fire.

Sensing trouble, Balthazar growls to himself and heads down the path.

103E EXT. OASIS -- DAY

103E

Balthazar, prepared for a fight, steps up to Mathayus.

BALTHAZAR

What mischief are you up to now,
Akkadian?

Mathayus does not respond. He continues arming himself.

Isis steps up beside Balthazar.

ARPID

The Sorceress is gone. Returned to
Gomorra.

BALTHAZAR

Back to Memnon's bed, no doubt.

Mathayus turns on Balthazar, eyes blazing.

(CONTINUED)

MATHAYUS

No. She is braver than all of us. She saw your people destroyed in a vision. -- She went back to her cage to prevent that. I'm going to get her back.

Mathayus continues to arm himself.

BALTHAZAR

I see. And now you will expect me and my people to help you. Isn't that right, Assassin?

Mathayus finishes arming himself. He turns to Balthazar.

MATHAYUS

I don't expect anything from you.

He walks away to saddle a horse.

BALTHAZAR

The fool. Is he going to face Memnon alone?

PHILOS

(nods)

As he said he would. He is a man of his word.

Isis and Balthazar exchange a look.

ANGLE ON: MATHAYUS, He spurs his horse toward the opening in the rocks which leads to the desert.

As he rides up, he finds, Balthazar blocking his way. He is lit by firelight, imposing.

MATHAYUS

Move aside. I have no time to continue our petty argument.

Isis steps up beside Balthazar.

BALTHAZAR

Akkadian. You are riding to your death. If I let you go alone...

(a grim smile)

What glory will be left for me?

CUT TO:

103F	OMITTED	103F
103G	OMITTED	103G
103H	OMITTED	103H
103I	OMITTED	103I
103J	OMITTED	103J
104	OMITTED	104
105	OMITTED	105
106	OMITTED	106
107-116	OMITTED	107-116

A117	EXT. GOMORRAH -- SUNSET	A117
	Establishing shot of THE SUN setting over the legendary city.	
117	EXT. MEMNON'S PALACE - COURTYARD - NIGHT	117

A huge party - the tables are arranged in a square and are groaning with food and drink.

In the center of the courtyard a BEVY OF BEAUTIFUL DANCING GIRLS is performing in front of MEMNON'S GENERALS.

ANGLE ON: TAKMET, sitting near to Memnon, two voluptuous women on his lap.

We see that he is playing with MATHAYUS'S BOW.

CLOSE ON: MEMNON -- Though everyone else is partying, Memnon sits in tense concentration. Cassandra is still out there somewhere and he knows it.

The girls finish their dance and Memnon rises from his golden throne.

MEMNON

Tonight is the is the first night
of the House of Scorpio...

He points to the HUGE FULL MOON.

MEMNON

...and the bell will toll at dawn,
so eat and drink your fill. But be
ready to fight tomorrow.

(CONTINUED)

One of the GENERALS gets to his feet.

GENERAL

My Lord, there is something that is troubling our soldiers.

MEMNON

How distressing. Pray tell, what troubles the men?

The General looks at the others, then back to Memnon.

GENERAL

It's been said the sorcerer is no longer by your side.

MEMNON

Soldiers often fall prey to palace gossip. You have my word that she is safe.

GENERAL

If the men are to fight, to die, they may need more than that.

Memnon steps down from his throne. He crosses to the General.

MEMNON

My word is not enough?

The General begins to backpedal. He is treading dangerous waters here.

At the same time -- he doesn't back down.

GENERAL

It is not that, Sire... It is just -- she is a symbol from which the men derive courage.

(beat)

Symbols are most effective when seen.

MEMNON

It concerns me that the men have so little faith that they --

CASSANDRA (V.O.)

My Lord?

(CONTINUED)

Memnon turns, in shock -- as Cassandra enters the courtyard, dressed in a fantastic gown, decorated with ancient runic symbols.

CASSANDRA

I am here at your request.

(to the Generals)

Forgive my absence. I was not well. -- But our impending victory has lightened my spirit.

The Generals all stare at her.

MEMNON

Is this sufficient to placate your men?

He looks at Cassandra.

MEMNON

Tell my generals what you see, my sorceress.

She stares round at the assembled company.

CASSANDRA

I see a great victory. Your enemies will reveal themselves before you.

The Generals look at each other with confident smiles.

The General who spoke out looks back at Memnon.

GENERAL

My sincerest apologies Lord.

Memnon waves this off.

MEMNON

I understand. You are fearful, weak...

SUDDENLY HE PLUNGES HIS DAGGER straight through the man's heart. He pitches back onto the table, stone dead.

MEMNON

No use to me as a General.

He looks round the other Generals.

(CONTINUED)

MEMNON

Any others who doubt my word?

The Generals all look askance.

MEMNON

Ah, how reassuring... The feast is over. To your beds now men. -- Tomorrow we conquer.

The crowd ROARS its approval.

He walks to Cassandra.

MEMNON

Go to my chambers.

She looks at him.

MEMNON

There is something we need to discuss.

She nods and walks away.

Memnon follows her with a cold gaze. He speaks quietly to Takmet.

MEMNON

Fortify the palace guard.

117AA EXT. GOMORRAH GATES - NIGHT

117AA

Philos and Arpid arrive outside the main gates.

SIX RED GUARD walk over to their horse-drawn cart. A rough tarp covers the top of the cart.

RED TURBAN

What's in the cart?

Arpid looks back at him.

ARPID

What's in the cart? You want to know what's in the cart?

The other guards walk over.

ARPID

Actually, it's kind of a surprise...

(CONTINUED)

The Guard eyes him suspiciously.

ANGLE ON: THE ARCHERS, on the ledge above. Sensing trouble, they go to the edge to watch the cart.

ANGLE ON: ONE ARCHER IN PARTICULAR. He hears a soft CLINK of metal on stone off in the shadows of the ledge. The others do not hear it, so he moves off to investigate it alone.

ANGLE ON: ARPID, who pulls the tarpaulin back revealing THE WARRIOR WOMEN. Except now they're dressed for the bedroom not the battleground. The guards drink them in... mesmerized.

ARPID

A royal gift for tonight's revelry.
Prince Takmet's request.

He bows pompously and the guards laugh.

RED TURBAN

Lucky bastard...

The guards begin to check out the ladies.

ANGLE ON: The ONE ARCHER. IN the shadows of the ledge, he spots a small GRAPPLING HOOK. He runs to it.

Looking over the wall, the guard sees a ROPE. No-one is near it, but it is swinging as if it has just been let go.

The guard turns to CALL OUT to the other archers...

Only to find a HUGE HAND CLAMPED OVER HIS MOUTH.

MATHAYUS, wearing his sand mask, kills him quickly and silently, tossing the body over the edge.

ANGLE ON: THE ACTION BELOW.

One guard spots a VERY LARGE WOMAN wearing a veil. He walks over to her.

RED TURBAN

Well now, finally a woman with some
meat on her bones. Let's see her
pretty face.

He lifts the veil, revealing BALTHAZAR.

BALTHAZAR

Satisfied?

(CONTINUED)

117AA CONTINUED: (2)

117AA

Balthazar DRIVES a fist into the guard's stomach.

The guards REACT in panic as the warrior women -- all of whom have positioned themselves next to a different guard -- quickly kill the Gate guards.

LEAD ARCHER

ATTACK!

Lined up in a row, the remaining THREE ARCHERS draw back their arrows. But from the darkness of the ledge, MATHAYUS WHIPS THROWING KNIVES, one after the other.

THUNK -- One archer goes down.

THUNK -- The next.

The third archer realizes what is happening and turns, FIRING at Mathayus.

ANGLE ON: MATHAYUS, who grabs a ROUND, WOODEN DRAIN COVER from the floor and holds it up, BLOCKING THE ARROW.

Before the archer can fire again, Mathayus throws his last knife.

THUNK -- The archer FALLS OVER THE EDGE OF THE WALL.

PUSH IN ON: PHILOS, watching this incredible display of death.

PHILOS

(amazed)

By the gods...

Mathayus, the silent killer, stands -- making sure they have not been heard.

He WHISTLES.

117AB EXT. BAZAAR -- NIGHT

117AB

HANNA, stands tied to a post in the middle of the bazaar.

Hearing the WHISTLE, her head TURNS. She turns back to the post to which she is tied.

REARING UP ON HER HIND LEGS, the HUGE camel BRINGS HER FRONT HOOVES DOWN ON THE HITCHING POST, SMASHING IT.

She runs into the dark.

117AC EXT. GOMORRAH - MAIN GATE -- NIGHT

117AC

Mathayus slides expertly down the rope to the ground, at the last second, he LETS GO, dropping onto Hanna's back as she runs up to the gate.

He strokes her neck.

MATHAYUS

(to the group)

Everyone know what to do?

Mathayus looks at Balthazar.

BALTHAZAR

Cripple the Guard.

Mathayus looks to Isis.

ISIS

Secure the door.

Mathayus looks to Arpid and Philos.

PHILOS

Seal them in.

Philos answers with confidence, but Arpid is looking down at his sandals.

MATHAYUS

(to Arpid)

Something wrong?

Arpid shuffles his feet, not wanting to meet Mathayus' eyes.

When he finally looks up, his eyelashes are wet. He still won't look directly at Mathayus.

ARPID

I just... No one's ever trusted me with something this important before.

MATHAYUS

Arpid.

Mathayus looks at him with simple and absolute confidence.

MATHAYUS

I trust you.

(CONTINUED)

117AC CONTINUED:

117AC

Arpid finally meets Mathayus' eyes. The strength in them
fills Arpid with confidence.

*
*

MATHAYUS

Okay. This is it. Be careful and
keep your eyes open.

*
*
*

BALTHAZAR

Watch yourself, Akkadian.

MATHAYUS

(looking at Balthazar's
dress -- with a grin)

No need for concern miss. Hyah!

He rides into the city.

BALTHAZAR

He's going to pay for that.

Philos slaps the reins and the cart pulls forward as well.

CUT TO:

117A INT. THRONE ROOM -- NIGHT

117A

Memnon leads Cassandra into the throne room. He waves away the attending servants so they may be alone. *

MEMNON

I am relieved to see you unharmed.
I'm surprised the Akkadian did not
kill you.

CASSANDRA

He was after you. I was a pawn.

MEMNON

But you escaped his grasp.

CASSANDRA

I am not without my own wiles.

MEMNON

Yes... I'm well aware of that. *

118-121 OMITTED

118-121

121A EXT. PALACE GATES - MAIN SQUARE - NIGHT

121A

The cart trundles past the bazaar where the stalls are shuttered for the evening.

FOUR GUARDS are stationed by the palace gates. Philos pulls the cart to a stop nearby.

PHILOS

(pointing)

That's it...over there.

ANGLE - A LARGE METAL GRATE.

ANGLE - ISIS AND THE REST OF HER WARRIORS

Jump down from the cart. One of the guards strides across to them.

GUARDSMAN

You there! *

Isis stares back at him. The guard draws his sword and rests the point under her chin. *

GUARDSMAN (CONT'D)

What are you up to? *

(CONTINUED)

121A CONTINUED:

121A

ISIS
(glances at sword)
I wouldn't do that.

GUARDSMAN
No woman tells me what to do!

She leans forward.

ISIS
(whispers)
Well there's a first time for
everything.

Too fast for the guard to register, Isis KICKS the guard in the wrist. His sword FLIPS UP INTO THE AIR and she CATCHES IT by the pommel. The guard gasps as she plunges his own sword into his chest.

ISIS (CONT'D)
And a last.

The second Guardsman draws his sword... but is dispatched with equal grace and silence, taking control of the courtyard.

Philos starts to unload the sacks of powder they were sitting on.

ANGLE ON: BALTHAZAR -- now dressed as a man -- grips the metal grate in his powerful hands. He PULLS IT OPEN with a creak.

Arpid drops down beneath the street.

ARPID
(looking up)
Okay, let's go.

The women warriors pass him the bags of powder.

Arpid takes out a pinch and flicks it on a torch. It FLARES into brief flame. Arpid is delighted.

ARPID
Did you see that?

PHILOS
Yes, wonderful.
(mock-jovial)
Keep lighting it for fun and who
knows who'll end up dead?

(CONTINUED)

121A CONTINUED: (2)

121A

Philos turns to Balthazar.

PHILOS

Do you think he'll get her out in time?

BALTHAZAR

Depends on the Akkadian's skill.

PHILOS

Well, it better be sharp indeed, or he'll be trapped inside by the explosion. -- We are going to shake the gates of Gomorrah and we'll take the Sorceress out in the confusion.

OMITTED

121B EXT. GOMORRAH MAIN SQUARE -- NIGHT

121B

ANGLE ON: HANNA, standing next to one of the walls of the palace alone. *

CAMERA PANS UP -- and we see MATHAYUS, A HUNDRED FEET IN THE AIR -- free-climbing toward the palace, his bare fingers digging into the rock. *

MEANWHILE --

121C OMITTED

121C

121D OMITTED

121D

121E OMITTED

121E

121F OMITTED

121F

122-125 OMITTED

122-125

126 INT. THRONE ROOM - NIGHT

126

Memnon sits in his throne, regarding Cassandra.

MEMNON

So tomorrow my victory will be complete. *

(beat) *

That's your vision.

CASSANDRA

(looking away) *

As I said, I've seen it. *

He searches her face.

MEMNON

Have you? *

The two of them regard each other like poker players. *

MEMNON

I sense a change in you. You seem somehow... *

(searches for the right word) *

...diminished. *

He pulls back a hanging curtain beside the throne. *

(CONTINUED)

CASSANDRA

I assure you, I am myself.

ANGLE - A LARGE CIRCULAR TABLE ON A GIMBAL. A version of a 'Lazy Susan'. Set into the top of it are SIX HEAVY STONE URNS, each with a lid.

MEMNON

Then a small demonstration
shouldn't trouble you.

He gestures with his hand and TWO SLAVES appear, carrying a HUGE WICKER CAGE.

It's filled with DEADLY SNAKES... cobras, asps, vipers... They wriggle and thrash over one another, a boiling, sinuous mound of death.

One of the slaves reaches in and plucks out a COBRA, hooking its head on a rope loop at the end of a long stick. He drops the twisting, spitting reptile into one of the urns and slams the lid on top.

Memnon grins at her, mockingly reminiscent.

MEMNON

Just like old times.

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*

126AA INT. CATACOMBS - NIGHT

126AA

Arpid and Philos hurry through the halls, each carrying four small sacks. They reach a fork in the passageway. Philos stops.

ARPID

Which way?

PHILOS

(pointing to the right)

This one.

ARPID

You're sure?

PHILOS

Of course I am.

126A OMITTED

127 OMITTED

126A *

127

128

INT. THRONE ROOM - NIGHT

128

The two slaves step back from the revolving table and Memnon waves them off. The slaves exit.

Memnon guides Cassandra forward. He spins the table in front of her...the urns turning like a roulette wheel.

MEMNON

So, my sorceress... let us see what you can see. Which two of these urns are empty?

Cassandra watches as the table comes to a halt. Then she steps forward.

She closes her eyes, reaches out and touches one of the urns.

Memnon is intent. Then she opens her eyes.

CLOSE ON HER - SOMETHING IS WRONG. She cannot "see" anything. She closes her eyes again and touches once more. Nothing.

She glances over at Memnon who looks back, inquiringly. But she gives nothing away. Then she reaches out and lifts the lid on the urn.

CLOSE - THE BLACK HOLE OF THE INTERIOR staring back at her.

(CONTINUED)

128

CONTINUED:

128

She plunges her hand into the urn. Nothing. Empty. She pulls her hand out.

MEMNON

Excellent!

He takes the empty pot away... leaving five, four of which contain cobras. He spins the table again.

MEMNON

Just one left.

128A	OMITTED	128A
128B	OMITTED	128B *
128C	OMITTED	128C
129	OMITTED	129
130	OMITTED	130
131	INT. THRONE ROOM - NIGHT	131

Memnon is now standing close beside Cassandra as her hand hovers between two of the urns.

MEMNON

You know what I see.

She ignores him and finally places her hand on one of the urns. She turns to look at Memnon.

EXTREME CLOSE UP: ON THE EDGE OF THE URN -- We can see a small opening at the lid.

And -- this close -- we can hear a the shift of SCALES AGAINST STONE.

MEMNON

Fear.

She looks at him, AND PLUNGES HER HAND INTO THE URN.

(CONTINUED)

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*

(CONTINUED)

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*

(CONTINUED)

Silence. Memnon watching, intent.

Cassandra stands frozen. Has she been bitten?

Finally she turns, pulling her hand from the urn.

The hooded cobra is COILED AROUND HER FOREARM. IT SPITS AND HISSES AT MEMNON.

Memnon backs away from her, momentarily off-balance.

MEMNON

What magic is this?

CASSANDRA

My magic.

He circles around her.

She moves toward him, eyes blazing.

CASSANDRA

I am a daughter of the Furies,
Memnon. I see the world's fate in
the stars.

Memnon has circled around, his back to the window. He DRAWS HIS SWORD.

MEMNON

Threaten me not, witch! Unless you
wish to test magic against steel.

Cassandra glances over Memnon's shoulder to the window behind him.

Through the shuttered windows, she can see MATHAYUS'S EYES lock with hers.

ANGLE: OUTSIDE THE WINDOW -- Mathayus, gripping the upper window-ledge, SWINGS AWAY FROM THE WALL -- With the soles of his feet aimed at the window, the muscles of his legs bunch for the imminent impact.

ANGLE ON: CASSANDRA.

CASSANDRA

(quiet, determined)

I see your fate, hollow king -- and
its time has come.

(CONTINUED)

CRASH -- Mathayus SMASHES THROUGH THE WINDOW, SLAMMING INTO MEMNON.

Memnon ROLLS across the throne room floor with the impact. HIS SWORD GOES FLYING.

The TWO SLAVES, seeing Mathayus, run -- one for the door -- the other to a long BELL-CORD. The slave YANKS on the cord and A SERIES OF BELLS RING OUT.

The alarm is raised.

Mathayus glares at Memnon. His eyes flick to Cassandra -- making sure she is alright -- and Memnon sees this.

He sees their connection.

Mathayus draws his sword.

MATHAYUS

I'm here for two things Memnon.
The oracle... and your head.

Memnon glances up, noticing TWO ANCIENT SWORDS which hang from the walls.

With the reflexes of a snake, Memnon grabs them and spins toward Mathayus.

He's not beaten yet.

MEMNON

The Assassin and the Sorceress.
How romantic. -- I'll bury you together.

Spinning both swords with deadly skill, he ATTACKS MATHAYUS.

Their swords CLASH.

CUT TO:

131AA EXT. PALACE -- NIGHT

131AA

Balthazar and Isis both look up, hearing the alarm bells. The shouting of men rings out from the palace.

ISIS

Oh no.

Then -- A PHALANX OF TEN GUARDS COMES RUNNING AROUND THE CORNER.

(CONTINUED)

131AA CONTINUED:

131AA

Isis and her warrior women take their positions on the steps.

Balthazar stands, THROWING OFF HIS CLOAK TO REVEAL HIS BATTLE OUTFIT.

Seeing him, the guards STOP DEAD.

Balthazar raises his sword with eager anticipation.

BALTHAZAR

All right then. -- Who dies first?

Beat.

With a YELL, the GUARDS ATTACK.

The battle is swift and spectacular. We see the first glimpse of Balthazar's frightening skill as a warrior.

In moments, the guards lay dead.

Balthazar RUNS TO THE PALACE DOORS.

ISIS

Wait! Where are you going?

BALTHAZAR

Philos' powder should have gone off by now. I'm going to help the Akkadian.

*
*

ISIS

Alone?

BALTHAZAR

Do I have a choice? Guard the door!

131A-F OMITTED

131A-F

131G	OMITTED	131G
132	OMITTED	132
133	OMITTED	133
134	INT. LOWER HALLS - NIGHT	134

Finally Arpid and Philos are stacking the powder at the appointed place.

Arpid picks up another sack. He moves to Philos to be told where to place it.

THEN -- THE ALARM BELLS SOUND FROM ABOVE.

ARPID
What was that?

PHILOS
That's the alarm for the Red Guard.
Hurry!

Arpid SPINS around. BLACK GUNPOWDER SPRAYS PHILOS'S FACE from a small HOLE in the bag.

PHILOS
Be careful. There's a hole in that bag.

ARPID
What?

He takes a TORCH from the wall with one hand and tries to see the hole in the bag, twisting like a dog chasing its tail.

PHILOS
NO, DON'T ---

A RUNNER OF FLAME DRIPS from the torch. The trailing line of gunpowder LIGHTS and Arpid panics, running from the TRAILING, SPARKING LINE OF GUNPOWDER -- which of course follows him.

ARPID
AHHHHHHH

He runs past Philos, who grabs the sack out of his hands and STOMPS OUT the sparking powder.

Irritated, he looks at Arpid flatly.

(CONTINUED)

134

CONTINUED:

134

PHILOS

I should've teamed up with the camel.

Philos slices the top of the last sack and starts to lay a FUSE TRAIL back from the sacks out of the halls.

PHILOS

Come on. I hope we're not too late.

*
*

Arpid hurries after him.

CLOSE ON: ARPID'S BOOT AS IT CUTS THE POWDER TRAIL.

135

OMITTED

135

136

INT. THRONE ROOM - NIGHT

136

Memnon PRESSES his attack on Mathayus. Fueled by each man's hatred, the swords FLY, SPARKING OFF EACH OTHER.

ANGLE ON: CASSANDRA. Surreptitiously, she slips a NARROW, FILIGREED SWORD from the wall and slips it behind her back. She tries to move into position behind Memnon.

CUT TO:

136A INT. LOWER HALLS - NIGHT

136A

Back at the entrance, Philos LIGHTS THE FUSE with his lamp.
It SPARKS AND RACES AWAY.

136B EXT. PALACE - NIGHT

136B

Philos and Arpid are helped out of the grate by Isis.

PHILOS

It's done.

(to himself, re: Mathayus
and Balthazar)

Come on, boys. Time to go.

He takes out a SMALL HOUR GLASS and turns it over.

The sand starts to run.

137 OMITTED

137

137AA INT. THRONE ROOM - NIGHT (FORMERLY SC. 139)

137AA

Mathayus SLASHES at Memnon, who is forced back.

Then, from outside the room -- something THUMPS INTO THE DOOR
HARD. The sound of men trying to knock down the door.

Memnon grins ferally at Mathayus.

MEMNON

A noble effort Akkadian, but my
palace guard are the fiercest
warriors alive. How will you fight
them all, eh?

The throne room door CRASHES OPEN and BALTHAZAR stumbles in,
his huge form nearly obscured by FOUR GUARDS who hang onto
him, trying to bring him down.

Balthazar THROWS THE MEN OFF HIM as OTHERS pour in to protect
their king.

ANGLE ON: TWO GUARDS in particular -- ONE runs at Mathayus,
while the OTHER spots Cassandra. He marches toward her
menacingly.

GUARD

You! Get out of here! This is no
place for a woman. It's not safe.

(CONTINUED)

137AA CONTINUED:

137AA

CASSANDRA

I think you're right.

Like liquid, the sword APPEARS from behind her back. She kills the guard with two silent swipes. He slips to the ground.

The mayhem continues.

Memnon is shaken.

Mathayus has not come alone.

Mathayus DRIVES FORWARD, HACKING AT MEMNON, pressing him back.

137A OMITTED

137A

137B EXT. FRONT OF PALACE - NIGHT

137B

Arpid looks over at Philos.

The sand has run out in the hour glass.

ARPID

Doesn't that mean that it should
have gone off?

*

PHILOS

(frowns)

How can this be...

*

ARPID

Let me explain. You're a screwy old
muttonhead who doesn't know the
first thing about magic powder!

PHILOS

How can this be?!

Philos runs back into the palace. Arpid shakes his head, then
follows.

ARPID

Well, this is going well.

138 OMITTED

138

139 OMITTED

139

140 OMITTED

140

140A INT. CATACOMBS - NIGHT

140A

*

Philos has now reached the broken line of fuse powder. He immediately fixes and relights it with his lamp. The powder BURSTS BACK INTO FLAME AND RACES AWAY.

*

PHILOS

It was your big stupid feet!

ARPID

Look, casting blame won't solve --

*

PHILOS

Go. GO!

Arpid runs, getting ahead of the older Philos. He turns back to Philos.

(CONTINUED)

140A CONTINUED:

140A

ARPID

Come on! If you don't hurry you're
going to get hurt --

*

WHAM -- Arpid crashes FACE-FIRST into a low-hanging BEAM,
knocking himself clean out.

Philos throws up his hands in frustration.

PHILOS

Unbelievable.

*

141 INT. THRONE ROOM - NIGHT

141

Memnon and Mathayus continue their apocalyptic sword fight.

Balthazar continues to fight with the Palace guard. Someone
bumps into him from behind. Balthazar, gripped by killing
frenzy, spins to kill the next guard.

He finds himself SWINGING HIS SWORD AT MATHAYUS'S BACK as
Mathayus has been driven back into Balthazar.

Without even looking, Mathayus swings his sword up to BLOCK
Balthazar's sword over his head.

CLANG

Mathayus calls to Balthazar over his shoulder.

MATHAYUS

Try just to kill them, okay?

Balthazar turns back to the soldiers -- Mathayus and
Balthazar fight back to back.

*

BALTHAZAR

Hey, you bumped into me. --

(to himself)

Clumsiest assassin I ever saw.

*

*

Mathayus flicks him a look.

*

BALTHAZAR

LOOK OUT.

*

*

Mathayus turns back to a guard who is presently swinging a
SWORD AT HIS FACE. He jumps back -- only to realize that
what Balthazar was really warning him about was the VERY
LARGE KING COBRA AT HIS FEET.

*

*

*

*

(CONTINUED)

Memnon and the cobra both STRIKE at the same time. Mathayus
deftly dodges both. He is now fighting off Memnon while
trying to protect his naked calves from the snake.

*
*
*

Mathayus's counter blows are weakened as he tries to avoid
the venomous killer.

*
*

Memnon by contrast lands SLICING BLOWS into his opponent's
body, blood runs from Mathayus's wounds.

ANGLE ON: BALTHAZAR, who fights the guards back toward the
door. He kills them left and right -- but they keep coming.

*
*

(CONTINUED)

ANGLE ON: MATHAYUS, who kicks over an OIL LAMP. A wave of BURNING OIL washes toward the snake. It quickly slides away.

Immediately, Memnon is on him again. *

ANGLE - the fire ignites one of the HUGE TAPESTRIES that hang down from the wall.

IT BURSTS INTO FLAMES -

ANGLE - THE ROOM - THE OTHER TAPESTRIES AND HANGINGS have now burst into flames.

ANGLE - MEMNON as HE KNOCKS THE TOP OFF ANOTHER OIL LAMP. He runs the blades of his sword in the oil.

Mathayus looks up as MEMNON comes SOMERSAULTING THROUGH THE AIR at him. He lands in front of him and slices his swords together... a SPARK flying off. *

The OIL from the lamp catches and they burst into FLAMES.

Memnon surges forward slashing and parrying, the burning blades ARCING FIRE SPECTACULARLY AROUND MATHAYUS. He is driven back... back. *

ANGLE ON: BALTHAZAR, fighting at the doorway. *

The guards keep coming, overwhelming him -- pushing him back into the room. *

CASSANDRA *

MATHAYUS. *

Mathayus dodges a flaming sword and turns. *

Balthazar is fighting as hard as he can but the odds are against him. *

One of the soldiers SLASHES BALTHAZAR'S LEG, wounding him badly. *

Balthazar HOWLS IN FURY, slashing, cutting. *

ANGLE ON: MATHAYUS -- he has to help him. *

He SWINGS at Memnon, who is forced to parry with both swords -- and Mathayus KICKS HIM IN THE CHEST. *

Memnon FLIES BACKWARD. *

Thinking fast, Mathayus spots a SIX-FOOT GOLD STATUE. *

(CONTINUED)

141

CONTINUED: (3)

141

In an incredible display of strength, he LIFTS IT. Holding it over his shoulder like a telephone-pole thrower, he CHARGES into the midst of the guards which are attacking Balthazar.

He SMASHES INTO THEM, scattering the guards, allowing Balthazar to get his footing again.

ANGLE ON: CASSANDRA, who watches this move with admiration. THEN, she turns.

As in her vision, MEMNON IS CHARGING AT HER, teeth bared in a grimace of hate.

Memnon hits her in the mid-section with his shoulder, sweeping the winded sorceress onto his shoulder in a fireman's carry.

He races from the throne room, which is now a blazing inferno. Flames climb the tapestry that hangs before the exit... trapping Mathayus and Balthazar inside.

MATHAYUS

Are you alright?

BALTHAZAR

I'll hold them back. Go.

He looks into Mathayus's face. The pain has intensified his resolve.

BALTHAZAR

Save her Akkadian.

142 OMITTED

142

142A EXT. FRONT OF PALACE - NIGHT

142A

Philos struggles up through the grate with Arpid on his shoulders, still out for the count.

142B INT. CATACOMBS - NIGHT 142B

THE SPARKING FUSE RACES THROUGH THE HALLS.

143 OMITTED 143

143A EXT. COURTYARD -- NIGHT 143A

Memnon faces Cassandra in the courtyard. They are both breathing hard -- him from the fight, her from the blow to her stomach.

MEMNON

All these years -- LYING TO ME.
Guarding your chastity like a rare
Jewell -- when it was nothing more
than cheap glass.

He looks into the sky, where the moon has very nearly reached its apex. *

MEMNON *

Well, your deception has come to nothing. *

Quick like a snake, he grabs her, spinning her into his arm until his forearm presses into her trachea. *

He drags her roughly toward the altar. *

MEMNON *

The time has come. I will ascend the steps and become one with the Gods. *

Choking, Cassandra pulls futilely at his arm. *

MEMNON *

Let your eyes bear witness. *

But as soon as his feet hit the steps... *

ANGLE ON: THE BURNING TAPESTRY -- SLOW MOTION

With one mighty slash, Mathayus BURSTS THROUGH THE BURNING TAPESTRY INTO THE COURTYARD.

Surrounded by smoke and flame, Mathayus BARRELS AT MEMNON LIKE A FREIGHT TRAIN.

(CONTINUED)

143A CONTINUED:

143A

Memnon turns to see the mammoth assassin running toward him. He barely has time to THROW Cassandra to the side before Mathayus is upon him.

ANGLE ON: CASSANDRA, hitting the ground, knocking the wind out of her. Trying to breathe, she watches as Mathayus attacks.

Memnon is barely able to block Mathayus' crushing blow.

Their SWORDS CLASH.

143AA INT. THRONE ROOM -- NIGHT

143AA

Balthazar pulls himself to his feet. His leg is badly wounded but he is able to stand.

Guards lie dead and wounded all around him. He limps toward the hall, sword at the ready.

143AB INT. THRONE ROOM -- HALLWAY - NIGHT

143AB

Balthazar steps into the hall.

WHACK

Balthazar is hit IN THE FACE by a long STAFF.

PUSH IN ON: TAKMET, RIDING A NIGHT-BLACK STALLION UP THE HALLWAY. He holds a LANCE WITH A HOOK THAT CURLS FROM ITS POINT. He JABS it at Balthazar who ROLLS at the last second.

Balthazar climbs painfully to his knees.

TAKMET

Why Lord Balthazar -- I am no king.
So why are you kneeling?

143AC EXT. COURTYARD -- NIGHT

143AC

In a FURY, Mathayus HAMMERS at Memnon.

But Memnon is fast, brutally so. He slips under Mathayus' strike and ends up below him on the altar steps.

Memnon presses his attack, his dual swords driving Mathayus up onto the altar. He fights Mathayus back into a FLAMING BRAZIER.

Mathayus side-steps it deftly and Memnon takes his half-second to run his swords through the flaming oil.

(CONTINUED)

143AC CONTINUED:

143AC

His swords catch fire.

He spins the flaming swords, slashing at Mathayus. FLAMING OIL SPRAYS onto Mathayus' arm, adding to the difficulty of the battle.

Mathayus shakes off the FLAMES, ducking back from Memnon's blades until he is at the very edge of the precipice.

For a brief second, Mathayus looks over his shoulder.

A loooong way down.

ANGLE ON: CASSANDRA, pulling herself to her feet, anxiously watching the fight.

143B OMITTED

143B

144 OMITTED

144

145 OMITTED

145

145A INT. CATACOMBS -- NIGHT

145A

The FUSE races on, nearing the powder sacks.

146 OMITTED

146

147 INT. THRONE ROOM -- NIGHT

147

ANGLE ON: BALTHAZAR, who is being driven back DOWN THE HALLWAY by the repeated JABS of the lance.

Takmet is a man possessed.

147A EXT. COURTYARD -- NIGHT

147A

Memnon strikes hard with his right sword, driving into Mathayus with his shoulder. Mathayus counters, catching Memnon's sword and spinning him around toward the ledge...

Memnon's fall is halted by his back, slamming into one of the stone outcroppings that line the altar.

Even Memnon has to admit that was close. He grins ferally at Mathayus, impressed.

But Mathayus is all business. He swings his sword side-arm in an attempt to cut Memnon in half.

(CONTINUED)

147A CONTINUED:

147A

Mathayus ducks the blow and drives his foot into Mathayus' kidney. Mathayus doubles in pain and Memnon kicks the same foot UP INTO MATHAYUS' DESCENDING JAW.

Mathayus falls back OFF THE ALTAR where he CRASHES into a table below, crushing it under his weight.

For a moment, he is dazed.

ANGLE ON: MEMNON, who looks up at THE MOON.

It is now RINGED with a SILVER HALO. The outline of a SCORPION is becoming visible in its face.

The time of the prophecy has arrived.

Memnon steps to the middle of the altar. Grim, determined, he calls out to the sky.

MEMNON

GREAT GODS ABOVE, LOOK DOWN UPON ME...

(quiet)

And make me one with you.

ANGLE ON: CASSANDRA. Her vision is coming true.

Frightened, desperate, she looks to the courtyard DOOR.

Then... she turns.

TWO MORE DOORS enter the courtyard from opposite sides.

Where will the archer emerge?

147AB INT. HALLWAY - CONTINUOUS

147AB

The ARCHER from Cassandra's vision pelts down the smoke-filled hallway. He draws an arrow as he runs.

147AC EXT. COURTYARD - CONTINUOUS

147AC

Cassandra looks from door to door. Which one? Which one?

CLOSE ON: THE LEFTWARD DOOR -- And the small, YELLOW FLOWER that pokes out of the ground before it.

That's the one.

147B INT. THRONE ROOM -- NIGHT

147B

ANGLE ON: BALTHAZAR, the HOOK end of the lance GRABS HIS CALF, TRIPPING HIM BACKWARDS INTO THE WALL.

No way out now.

ANGLE ON: TAKMET, WHO RIDES HIS HORSE RIGHT UP TO BALTHAZAR.

Balthazar faces the horse -- hands held up in defense.

TAKMET

Force me to kneel before you? What gives you the gall, dog? WHAT GIVES YOU THE RIGHT TO ASK ME TO KNEEL BEFORE YOU?

Furious, Takmet DRIVES THE LANCE AT BALTHAZAR.

And Balthazar CATCHES IT.

Eyes burning, Balthazar pulls the lance TIGHT.

BALTHAZAR

About two hundred pounds, traitor.

With all of his might, he YANKS THE LANCE. Takmet FLIES FROM THE SADDLE --

-- And hits the stone wall -- hard. The horse gallops away in panic.

A VERY LARGE SHADOW falls across Takmet and he turns.

Balthazar looms over him. Takmet DRAWS HIS SWORD... but this fight is over. Balthazar GRIPS his wrist, slowly forcing the sword from his hand.

He raises a HUGE FIST -- its shadow falling over Takmet's face.

BALTHAZAR

For your father.

And brings it down with a sickening CRUNCH.

147C EXT. COURTYARD -- NIGHT

147C

ANGLE ON: MATHAYUS, rising to his feet, moving toward the staircase, determined to finish Memnon.

*
*

(CONTINUED)

147C

CONTINUED:

147C

CASSANDRA

MATHAYUS!

Mathayus turns. Cassandra faces him solemnly.

Behind her, the Archer appears in the doorway.

ANGLE ON: THE ARCHER -- who notches his arrow.

CLOSE ON: MATHAYUS -- as he realizes what Cassandra is going to do.

Resigned, Cassandra turns.

The Archer FIRES.

Cassandra DIVES IN FRONT OF THE FLYING ARROW...

... Only to be CAUGHT by Mathayus, who spins her into the safety of his arms, turning his back to the Archer...

The ARROW SLAMS INTO HIS BACK BETWEEN HIS SHOULDER BLADES. Just as Cassandra had seen.

CASSANDRA

NO.

(breaking)

No...

The Archer runs toward the fallen Mathayus, intent on ensuring that the King's foe is dead.

Mathayus falls to the ground, his hand slipping from Cassandra's.

Mathayus' SWORD drops as well.

ANGLE ON: MEMNON, seeing that all his enemies are finally vanquished -- his path to ascension is clear.

Blazing anger rising in her, Cassandra grabs the sword.

She turns and DRIVES FORWARD, PLUNGING the sword into the Archer's chest.

ANGLE ON: MATHAYUS, hurt now. Badly.

A few feet away, he sees his BOW, leaning against a table.

Painfully, purposefully, he crawls to it.

(CONTINUED)

147C

CONTINUED: (2)

147C

ANGLE ON: MEMNON, who raises a fist to the sky. The MOON now
GLOWS with SILVER.

MEMNON
HEAR ME GODS! I AM MEMNON! SON OF
OSIRIS, RULER OF THE WORLD. AND
YOU WILL OBEY!

Memnon looks down. Mathayus has grabbed his bow.

ANGLE ON: MATHAYUS, he searches the ground. No arrows. The
quiver attached to the bow.

Empty.

Turning to Memnon, his hatred makes his decision for him.

Gritting his teeth, he reaches back over his shoulder, and in
one fluid move --

HE TEARS THE ARROW FROM HIS BACK, SPINNING IT IN HIS FINGERS,
AND NOTCHES IT.

Fighting the pain, he DRAWS BACK the mighty bow.

Memnon is almost impressed.

But afraid? No.

This is his favorite trick.

Just then, more GUARDS rush into the courtyard. They FREEZE,
seeing the King standing against the sky, an arrow pointed at
his chest.

BALTHAZAR emerges from the now smoking tapestry and takes in
the scene.

Cassandra watches.

Time stops.

148 OMITTED 148

149 OMITTED 149

(MOVED TO SCENE 151D)

150 OMITTED 150

151 OMITTED 151

151A OMITTED 151A
151B OMITTED 151B
151C INT. LOWER HALLS - NIGHT 151C

The FUSE is moments away from the powder sacks.

151D EXT. FRONT OF PALACE - NIGHT (FORMERLY SCENE 149) 151D
Arpid staggers to his feet and looks over at Philos.

ARPID
(woozy)
Face it, it's not gonna happen...

Just then, MEMNON'S ENTIRE ARMY COMES SCREAMING AROUND THE CORNER.

PUSH IN ON: ISIS

They are going to be slaughtered.

152-154 OMITTED 152-154

155 EXT. BELL PARAPET -- NIGHT 155

Memnon opens his ARMS WIDE, AS AT THE DEMONSTRATION... and
draws them together until they are a foot apart. *

MEMNON
Do you dare interfere with the
Gods' prophecies?

MATHAYUS
Let me tell you something I've
learned about prophecies...

With A HERCULEAN EFFORT, MATHAYUS TAKES THE BOW STRING BACK
AN EXTRA FOOT.

RACK FOCUS: From Mathayus' grim, set face -- to the SHINING
TIP of a VERY SHARP ARROWHEAD, DAPPLED WITH MATHAYUS' BLOOD. *

A flicker of doubt crosses Memnon's face. *

MATHAYUS
Don't pin your hopes on them.

He lets fly...

ARROW TIME - SLICING FORWARD *

(CONTINUED)

155 CONTINUED:

155

SAME TIME - Memnon's hands SLAP SHUT.

155AA INT. LOWER HALLS - NIGHT

155AA

The fuse hits the powder...

SETTING OFF A MASSIVE EXPLOSION.

155AAA EXT. PALACE - NIGHT

155AAA

The charging army STOPS, unhinged by the explosion.

155AB EXT. BELL PARAPET - NIGHT

155AB

THE HUGE BLAST rolls across the city... filling the sky with a terrifying THUNDER.

It's echoing blast SHAKES the foundation of the Bell parapet and the BELL TOLLS.

And Memnon is BLOWN OFF THE PARAPET BY THE ARROW -- THROUGH THE FLAMES OF THE EXPLOSION.

155AC EXT. PALACE - NIGHT

155AC

The army's LEAD SOLDIER sees Memnon, falling from the Parapet.

*

*

*

155A EXT. PALACE FRONT STEPS - NIGHT 155A

MEMNON FALLS, HIS FLAMING ROBES BLAZING LIKE A FALLING STAR.

ANGLE ON: ARPID, turning away at the moment of MEMNON'S IMPACT.

155B EXT. BELL PARAPET - NIGHT 155B

ANGLE ON: MATHAYUS, who staggers to the edge and stares down at Memnon's broken, BURNING body lying below. *

From below, Mathayus appears to stand amidst the flames, framed by a HUGE MOON.

A beat. Then Cassandra runs to him. He takes her in his arms, crushing her to his chest.

155C EXT. BELL PARAPET - NIGHT 155C

ANGLE - BALTHAZAR at the top of the stairs staring at the last TWO SOLDIERS. The soldiers are staring at Mathayus.

They fall to their knees in supplication. They know an unfolding legend when they see it.

Cassandra looks down at the smoke and flames.

Balthazar walks towards them, limping from a wound to his leg.

BALTHAZAR

"By tolling bell and thunder's
swell,

Cassandra looks at them both.

CASSANDRA

(realizing)

A flaming star falls from the sky.

156 EXT. PALACE FRONT STEPS - NIGHT 156

Isis, Arpid and Philos are staring up through the smoke and flames at the parapet where MATHAYUS is standing back-lit against the enormous MOON...

Isis looks to MEMNON'S BODY, which is now a FLAMING PYRE.

THE PEOPLE ALL AROUND THEM GAZE UP, CAPTIVATED BY THE IMAGE.

The ENTIRE ARMY DROP THEIR WEAPONS and fall to their knees.

(CONTINUED)

156 CONTINUED: (3)

156

ARPID

I knew that.

156A OMITTED

156A

157 OMITTED

157

158 EXT. GOMORRAH - DAY

158

Smoke is still rising from the city... the sun now high in the sky. Mathayus strides out of the main city gates with Cassandra by his side.

*

He stops by Balthazar who is about to leave with Isis and her remaining warriors.

MATHAYUS

Stay... there's much to be done here.

*

BALTHAZAR

I have to look after my own people.

*

Isis nods.

Balthazar steps to Mathayus. He looks straight into his eyes.

*

BALTHAZAR

You are a King now Akkadian. And a good one, I think. Don't forget how you got here -- or the people you came from.

*

MATHAYUS

Balthazar, I am the last of the Akkadians. My people will live on through me. There will always be a place for you here.

*

*

*

*

*

(beat)

Live free.

They clasp fists.

BALTHAZAR

Rule well.

Balthazar sizes him up, at first grinning. Then, dead serious, he says this last --

*

*

(CONTINUED)

BALTHAZAR

Nubian eyes will be watching you,
Scorpion King.

Mathayus nods, thinking.

Balthazar climbs up onto his horse and trots away.

Isis and her warriors wave and then follow him.

Mathayus looks back at Cassandra.

MATHAYUS

What do you see, my sorceress?

A beat.

CASSANDRA

Peace... Prosperity.

MATHAYUS

For how long?

Her brow darkens a little.

CASSANDRA

Ah well, my King. Nothing lasts
forever. That is the truth of all
kingdoms.

Mathayus hears this. Understands that it's true.

He looks thoughtfully out over the horizon. BLACK CLOUDS
loom and roil in the distance.

But that is another story. For now he is King.

Might as well enjoy it.

Smiling slyly, he turns back to Cassandra.

MATHAYUS

And how is it you see all of this?
Don't the legends say...

She smiles at him.

CASSANDRA

Can you think of a better lie to
keep a king from taking advantage?

(beat)

Neither could my ancestors.

(CONTINUED)

MATHAYUS

Ah. Well --

He grins, impressed with the ancient deception. With a warrior's speed, he grabs her firmly by the shoulders.

MATHAYUS

Lucky for me...
(beat)

We'll make our own destiny.

He sweeps her into a wonderful embrace.

And as they KISS, the CAMERA RISES TO THE SUN...

Which FLARES BRIGHTLY AS WE:

FADE TO WHITE

THE SCORPION KING

Alternative Ending Beat:

Cassandra pulls out of the kiss, seeing a vision.