

THE SERPENT AND THE EAGLE

By Brian Helgeland

FADE IN:

CLOSE ON CUAUHEMOC and FATHER OLMEDO as they walk side by side, picking their way through a rubble of fallen stone walls and upturned cobbles. Cuauhemoc with some difficulty: we're aware of an occasional metallic clink. Olmedo mumbles prayers under his breath.

They reach a set of wooden steps, start up. Olmedo takes Cuauhemoc under the arm to help.

CUAUHEMOC

The Mayan empire disappeared 1000 seasons ago. No one knows why.

As they rise, their surroundings begin to open up: the slag heap rubble of the once great city of Tenochtitlan. Nearly every building, temple and pyramid has been razed. A smoking pockmarked ruin. A 16th Century Stalingrad.

CUAUHEMOC

But their temples remain. That is more than we Aztecs can claim.

Struggling up the steps, we see his HANDS ARE CHAINED together. So are his ankles. Several strong arms reach down to lift him. We're on a landing 15 feet up.

A HANGMAN'S SCAFFOLDING. The hands belong to CONQUISTADORS. Cuauhemoc regards the full magnitude of the devastation.

CUAUHEMOC

We outlived our own temples. We outlived our own city.

FATHER OLMEDO

Will you make your confession?

Cuauhemoc looks past him to where HERNAN CORTES stands at the end of the platform. World weary, the last year has stripped something from him he'll never get back.

CUAUHEMOC

Will he?

Cuauhemoc is set in front of a NOOSE. His face a history of violence: deep battle scars, the pockmarks of disease. Dark, portentous clouds hang in the air. A gloomy day to die.

FATHER OLMEDO

Cuauhemoc, make your confession. Become a Christian that your soul might find admission to Heaven.

Cuauhtemoc considers Cortes, speaks to Olmedo.

CUAUHTEMOC

I have no use for your heaven for I
do not fear death.

CORTES

Let him burn in Hell if that's what
he wants.

CUAUHTEMOC

Can there be such a place beyond
this one? My children are dead, my
wife taken. The Mexico that was
shall never be again... Send my
spirit wherever you like.

CORTES

You've learned Castilian well.

CUAUHTEMOC

I wanted my last words to be my
own. Not hers.

Cuauhtemoc gestures off with his chin. Cortes looks in that
direction. Standing a ways off below is MALINALI. Sharing
their same renouncement of hope, she's come to bear witness.

CUAUHTEMOC

Did you know your child grows
inside her belly?

Indifferent, Cortes doesn't answer, but he knows.

CUAUHTEMOC

I prayed to my gods to put a curse
on it.

Olmedo 'crosses' himself. The conquistadors grip Cuauhtemoc.

CORTES

Your gods are dead. The sun still
rises without them.

Cuauhtemoc looks up at the dark clouds which obscure the sun.

CUAUHTEMOC

Even so, I would have liked to have
seen it shine one last time.

As a noose is slipped over Cuauhtemoc's head...

DISSOLVE TO:

CUAUHTEMOC

Proud, strong, face unmarked. About 1000 years younger than before. As a garland of FEATHERS is placed over his head...

SUPER: Tenochtitlan. Kingdom of Mexico. The Year One Reed.

AN AZTEC ARMY

10,000 strong. Led by Cuauhtemoc. Arriving in triumph down one of the city's broad avenues. Passing the PALACE of Moctezuma to the left, crossing a canal toward the great PYRAMID of Uitzilopochtli ahead. A dreamscape of a city.

The entire population has turned out. They CHEER the Eagle and Jaguar KNIGHTS, the SOLDIERS, the banners of the great captains, wildly arrayed in feathers and face paints.

The crowd JEER at PRISONERS driven before the army. Grouped by specific headdresses they wear. Shrinking in fear at the unimaginable size of the city around them. And high above...

THE EMPEROR MOCTEZUMA

Watches imperiously from a terrace of his palace. Alone, his RETINUE hanging far, far behind. While below...

CUAUHTEMOC

Scowls at the temple ACOLYTES as they sort prisoners. One is about to lead away FOUR PRISONERS all bearing a blue feather.

CUAUHTEMOC

Hold.

The Acolyte stops. Cuauhtemoc looks the four over. Above...

MOCTEZUMA

Joined by his high priest HOLMECA. His dreadlocked hair matted with filth. His ears have been self-mutilated into ribbons over time. He points down toward Cuauhtemoc as the warrior prince walks off with one of the four prisoners.

CUT TO:

EXT. COURTYARD - CUAUHTEMOC'S HOUSE - DAY

Cuauhtemoc arriving home. His Standard BEARER returning his featherwork standard to where it hangs on the wall.

Cuauhtemoc's daughter - little NILLI - rushes up, is scooped into her father's arms. And then here's her mother.

TECUICHPO greets her husband. Beautiful, an Aztec princess, she takes her husband's hands, looks intently at his face. He turns it from side to side. Nilli pats it.

CUAUHTEMOC

I'm unmarked. As always.

The standard bearer averts his eyes at their affection. Tecuichpo hugs him tight. He's home safe and unhurt. Then:

TECUICHPO

My father wants to see you.

CUT TO:

INT. ANTECHAMBER - MOCTEZUMA'S PALACE - DAY

Moctezuma sits behind a screen. Lunch. Thirty different dishes have been laid to the side. Moctezuma tastes a little of one, points at another. An ATTENDANT brings it over, careful not to make eye contact. Enough food to feed twenty.

Cuauhtemoc is shown in. He stops before the screen, stands, head held low. But not low enough to keep him from spotting the high priest Holmeca watching from the shadows beyond.

MOCTEZUMA

I envy you, Cuauhtemoc. I remember my own days of war. Extending the empire. Showing the Aztec banners on the borders. It went well?

Cuauhtemoc hesitates. Moctezuma pushes back the screen, makes rare eye contact.

MOCTEZUMA

Speak if you have something to say.

CUAUHTEMOC

I believe the further the empire is extended, the weaker it becomes.

MOCTEZUMA

How could this be possible?

CUAUHTEMOC

The conquered cities need to be made part of the whole. There is too much resentment. The taxes are too high. If the resistance were ever organized --

Moctezuma raises his hand. Cuauhtemoc stops talking.

MOCTEZUMA

Be content to win the wars. Let me worry about the peace.

Cuauhtemoc lowers his eyes, nods his acquiescence.

MOCTEZUMA

The high priest told me something interesting. He said in the last years, in all your battles, you personally always take the same number of prisoners. Four.

Cuauhtemoc flashes a look to the man in the corner.

CUAUHTEMOC

This is true.

MOCTEZUMA

You're capable of more. Brought many more in the past. Why four?

CUAUHTEMOC

It seems to me that there are enough prisoners for sacrifice.

As Holmeca reacts... Blasphemy.

MOCTEZUMA

It is not for you to decide the appetite of the gods. The High Priest also says that of these four, you then always spare one as a slave for your household.

Cuauhtemoc nods. It's true.

MOCTEZUMA

And you think these warriors can be trusted? In your home? Near my daughter? Near your children?

CUAUHTEMOC

I give them life when they expect death. I have found them to be embarrassingly loyal.

MOCTEZUMA

(after a beat)

As you are to me. Now, go. Return to the home you've been away from.

As Moctezuma pulls back the screen...

CUT TO:

EXT. SUNSET OVER THE CARIBBEAN

ELEVEN SHIPS under sail. Four are full fledged ships, the rest caravels and open brigantines. A little squadron.

ALVARADO'S VOICE

We are 508 soldiers, 16 horses, 32
crossbow men, 13 musketeers, 10
brass cannon and 4 falconets...

CUT TO:

INT. CAPTAIN'S CABIN - FLAGSHIP - SUNSET.

Cortes and his Captains enjoying dinner, the fleet visible out the stern windows. It's Cortes before his heart died.

ALVARADO

...not to mention a dozen dogs of
war. Eh, Perro?

PEDRO ALVARADO slips a piece of meat to his boon companion -- the mastiff PERRO, a ferocious sloppy thing.

The expedition's notary DUERO grins over his wine, teases.

DUERO

You, Hernan Cortes, are to make an
accurate survey of the coast,
barter with the natives and try to
convert them. Remember, you are a
representative of the Governor of
Cuba and --

ALVARADO

Hold. The Most High, Excellent and
Catholic Governor of Cuba.

The men LAUGH, including dashing PUERTOCARRERO.

DUERO

And as said representative under no
circumstances are you to settle,
place or establish a colony.

ALVARADO

(imitates; voice high)
Bring me back gold, Hernan. Not
rumors of it like Grijalba.

The men all LAUGH at Alvarado's imitation of the governor.
Especially handsome young SANDOVAL.

SANDOVAL

Will there be gold, Captain? And
not just rumors?

Alvarado grabs hold of Sandoval pinches his cheek.

ALVARADO

Leave the gold to us. Worry about
this young, pretty face! So
handsome, so unmarked!

More LAUGHTER. Perro HOWLS. As it settles...

CORTES

Sometimes I think God lives in an
orange.

Alvarado grins. Good old Cortes. He holds up a half of the
orange, points out sections with the tip of the knife.

CORTES

Here is his golden dome where he
turns the rays of the sun into
fruit. See? The flesh gathers
like stained glass.

Indeed the pulp is bunched not unlike stained glass. Cortes
squeezes it, the juice drips out.

CORTES

And out pours creation.

He begins tossing ORANGES to his captains.

CORTES

From my orchard in Santiago. Grown
from grafts of my father's trees in
Medellin. Oranges being the only
riches he enjoys. Martin Cortes, a
man of moderate circumstances but
unblemished honor. It is my
intention to reverse those two
conditions in my own self.

(to Sandoval)

There will be gold.

That's what they want to hear.

ALVARADO

Cortes. Show them the banner.
 (Cortes shakes his head)
 He's had a banner made. Show them.

Relenting, Cortes goes to the side, rummages, unfurls a
 BANNER: On a crimson field the royal arms and cross in gold
 thread. It's striking and obviously impresses the men.

At that moment, JUAN DE LEON enters. High ranking, but an
 outsider to the group assembled here.

DE LEON

My apologies, I was delayed.

De Leon pauses at the sight of the banner.

PUERTOCARRERO

It's beautiful, is it not?

De Leon reads the gold threaded Latin inscription.

DE LEON

"We shall conquer under the sign of
 the cross." Conquer? The terms of
 our expedition state very clearly
 our mission.

CORTES

A figure of speech. The men might
 not rally behind a banner which
 reads: To survey the coast and
 convert the natives.

More LAUGHS. Not from De Leon. Cortes sets down the banner.

CORTES

I meant no offense to you, De Leon,
 or to your kinsman the governor.

Cortes tosses De Leon the other half of his orange.

CORTES

A divided orange is just as sweet.
 A divided ship is not.

De Leon nods. He agrees. Cortes looks to them all.

CORTES

Know this, to the west lies a
 glorious prize. Be true to me as I
 will be to you and each man of us
 will find what he seeks.

Not a speech, but a promise. The men like what they hear.

CUT TO:

INT. KITCHEN - PROVINCIAL PILLI - TABASCO - DAY

MALINALI exits the kitchen carrying a crock of chocolatl. First seen awaiting Cuauhtemoc's hanging. A slave, she's smart, young and not afraid of what she should be afraid of. MOVE WITH her passing through what is essentially a palace in an outer city of the Aztec empire. Barefoot, graceful, an odd detachment about her. We study her enigma as she enters:

PILLI DINING AREA

Tabascoan noble MOLOTECATL presides over his family's meal. TWO of his WIVES, NINE of his CHILDREN surround him along with several meats, corn tortillas and fried grasshoppers.

Malinali stops behind him, carefully sets the drink to his left. He sips, watches Malinali's hips as she moves away.

Despite his hoary 70 years, Molotecatl has other appetites as well. Catching his older wife's disapproving look, he wipes the chocolatl froth from his top lip.

CUT TO:

INT. SERVANT'S QUARTERS - PROVINCIAL PILLI - TABASCO - NIGHT

Several SERVANT GIRLS asleep on their mats. Moonlight illuminates Malinali. Sitting in her bed slip, eyes closed, head back as another SLAVE GIRL combs her hair for her. A simple moment, but the air between them is electric. But...

A SHADOW and Molotecatl enters. He motions the slave girl off, looms. Malinali stares up at her master, not the first time she's found herself in a position like this.

OLD MOLOTECATL

What do they call you, girl?

MALINALI

Malinali.

OLD MOLOTECATL

(frowns at the name)

Malinali... When were you born?

MALINALI

As my name says: in the year One
Grass of Penance.

OLD MOLOTECATL

An unlucky year. Do you know the future your name foretells?

MALINALI

Those born on that date are said to prosper with dissension and strife and... The overthrow of old established things.

He nods. That's right. Then he opens his robe.

OLD MOLOTECATL

Is that how you see me? As an old established thing?

CUT TO:

MALINALI

On her back as Molotecatl grunts his way inside her.

OLD MOLOTECATL

A mocking name... Malinali... For a slave cannot prosper...

Malinali looks in the face of the slave girl who watches from her mat six feet away. Hope is gone. Only patience remains.

OLD MOLOTECATL

But I suppose the gods didn't name you... And they decide your fate.

Malinali turns the other way, looks up the wall at the WINDOW. The STARS are visible outside. The stars. And as Malinali focuses on them, we move deep into her face. Molotecatl cums with a little gasp, but she's barely aware.

CUT TO:

EXT. LANDING BOATS - WATER - DAY

The Spanish fleet at anchor. The jungle looms. A boat splashes down from the flagship. Others are rowed forward.

LEAD BOAT

Cortez, Alvarado, Perro, Father Olmedo and the notary Duero.

CORTES

We've embarked on an enterprise of unknown proportions.

ALVARADO
Against an enemy of unknown
strength and character.

Olmedo offers a hopeful little wave to the Indians on shore.

FATHER OLMEDO
They appear friendly to me.

SHORE - TABASCOANS

They brandish SPEARS, notch ARROWS. A shrill WHISTLE begins.

LEAD BOAT

Alvarado draws his sword. Perro BARKS. Cortes looks across
to the boat with De Leon, then back to Duero.

CORTES
Read the Requerimiento!

Duero steps up, unrolls a scroll, 'addresses' the shore.

DUERO
Beside me is Hernan Cortes, servant
of the high and mighty kings of
Castile and Léon! Being their
messenger and Captain, he hereby
notifies and orders you --

THWAK! An arrow embeds in the prow. Duero ducks as does
Olmedo. Alvarado simply shoves his helmet down tighter.

FATHER OLMEDO
They don't understand!

Cortes pulls Duero back to his feet, motions him to continue.

DUERO
He, he orders you to recognize the
Church of Rome as Governess of the
World and if you do not --

Another arrow falls short. Duero hesitates.

DUERO
Ah, do this -- We shall make a war
on you, and we shall subject you to
the yoke and obedience of the
Church and His Majesty.

More arrows as they come into range. They land in the water around the boat. Duero ducks again. Cortes and Alvarado both grab Duero, lift him to his feet.

CORTES

Finish!

DUERO

And all the deaths and destruction that result will be on your mortal soul and not ours!

Done, Duero drops back down.

CORTES

Note the Requiremiento was read.

DE LEON

Cortes!

They look over as a SECOND BOAT pulls alongside. De Leon and Sandoval are in the bow.

DE LEON

Now that we see the reception, should we go back, make a strategy?

CORTES

We are conquistadors. We go forward; we do not go back.

ARRGH! An arrow pierces one of the ROWERS in a bicep.

A CANNON FIRES from the flagship. The ball WHISTLES over Cortes' head, explodes into the trees beyond the beach.

That pauses the Tabascoans a moment. As they regroup, Cortes urges on the rowers who pull for shore.

Nearing the beach, Perro goes over the side, starts ashore.

Spears now join the arrows as the boats land. About thirty conquistadors hit the beach.

Cortes starts across the river silt. Stops short as his boot is SUCKED off his foot. It disappears as the mud closes over it. As Cortes looks down, an arrow SPLINTERS off his armor.

SCREAMING the charge, he reaches the Indians. They have no experience with swords. He quickly KILLS THREE MEN.

The other Conquistadors are nearly as successful. Though one man goes down with an arrow through his mouth.

Alvarado is surrounded. Oddly, though the Indians are armed, none of them attempt to kill him. They grab at him, trying to take him alive. As Alvarado hacks at their hands...

Perro leaps into the fray, tearing viciously at one of Alvarado's assailants, sending the rest of them into retreat. Any thoughts of this dog being cute are quickly dispelled.

The Tabascoan war party is routed. They head for the trees, Conquistadors on their heels. Wounded cut down from behind.

JUNGLE

Cortes leading the way, one boot and all. The Tabascoans 'melt' into the trees. And soon all we see are Spaniards.

A CLEARING IN THE JUNGLE

The Conquistadors stop. No Indians in sight. But they have come upon a TEMPLE: a low PYRAMID with a dark chamber inside.

As they heave for breath, Alvarado regards Cortes' bare foot.

ALVARADO

The bravest foot -- I've known --

CORTES

To move it in retreat -- Impairs
the men's confidence --

SANDOVAL

Captain!

Sandoval in the entry of the temple. He motions them over.

CUT TO:

INT. TEMPLE CHAMBER - DAY

Flies BUZZ. It stinks. The Spanish swords are drawn. Cortes watches Sandoval move forward through the gloom to point out the dark, encrusted walls.

SANDOVAL

It's blood.

They move deeper. Toward an altar. A brazier set before it. The men stop, exchange grim looks. Olmedo turns, crosses himself. We see the brazier holds THREE WET HUMAN HEARTS.

CUT TO:

INT. OUTER CHAMBER - MOCTEZUMA'S PALACE - DAY

Led by a ROYAL PAGE, Cuauhtemoc is about to enter the antechamber when the Page hisses for him to stop.

ROYAL PAGE

Lord Cuauhtemoc...

He takes a rough maguey PEASANT ROBE from a peg on the wall. There are several empty pegs, several more robes as well.

ROYAL PAGE

You must be humbled before the emperor.

CUAUHTEMOC

It's the mantle of a slave.

CUT TO:

INT. THRONE ROOM - MOCTEZUMA'S PALACE - DAY

His robe on, Cuauhtemoc takes his place along similarly 'humbled' AZTEC NOBLES. They stand, facing forward, waiting, MUTTERING to each other. Chafing under their coarse robes.

NOBLE ONE

His old humility has turned to intolerable arrogance.

NOBLE TWO

The priests have both his ears.

CUAUHTEMOC

Before I die from the itching, why are we here?

NOBLE FOUR

More of the strangers have arrived. Many hundreds this time. In eleven of the houses with wings.

Silence as Moctezuma and Holmeca enter. No one makes eye contact. Moctezuma hands several drawings - Aztec picture writing - to an ACOLYTE who displays them:

The SPANISH SHIPS, sails piled high. PERRO looking like a lion. CONQUISTADORS, helmets exaggerated.

MOCTEZUMA

What I've waited for has come to pass. The strangers whose arrival has long been predicted have come.

NOBLE ONE

We've had other strangers, other years. They come and go.

MOCTEZUMA

Yes, for they were merely heralds. This year is a One Reed year.

They exchange looks. One Reed holds significance.

MOCTEZUMA

The banished god of the air may be among them. The god Quetzalcoatl.

CUAUHTEMOC

And what if he's a man? What then?

MOCTEZUMA

What did you say?

CUAUHTEMOC

(looks at him)

What if this god is just a man?

HOLMECA

How dare you speak, Cuauhtemoc?

CUAUHTEMOC

How dare I speak? We have been called to council, haven't we? If you don't want our council, let us go back to our business, let us --

MOCTEZUMA

Enough.

Silence as Moctezuma consults in low tones with Holmecca. The assembled lords exchange bitter looks. Finally...

MOCTEZUMA

The strangers near the Tabascoans who prepare for battle. We shall await the result. Meanwhile, I shall also send an emissary.

(scans faces)

Guatematzin. If in three days they are still in our land, you will learn what is in this god's mind.

(to Cuauhtemoc)

Or this man's mind, Cuauhtemoc, if that is what he is.

CUT TO:

EXT. TABASCOAN BATTLEFIELD - DAY

Olmedo another PRIEST hear confessions behind the lines as the Tabascoan ARMY advances on the Spaniards. Sanctified, the soldiers cross themselves, pop on their helmets.

Duero is horrified to be out front again addressing the enemy. Alvarado and Sandoval stand behind him. No Cortes.

DUERO

...Emissary of the King of Spain!
Charles the Fifth, the greatest
sovereign in the world who is also
Emperor of the Holy Roman Empire!

ALVARADO

(aside to Sandoval)

Which is neither holy, Roman or an
empire.

DUERO

King Charles desires to extend his
protection to these lands! His
protection will bring a knowledge
of the true God, and of his Son and
Virgin Mother --

Duero is drowned out by the Tabascoan WAR DRUMS and TRUMPETS.
The Indians' faces are painted in black and white stripes.
Their banners wave. They loose a hail of ARROWS and CHARGE!

Duero throws himself flat. Alvarado raises his sword.

ALVARADO

Musketeers!

The thirteen MUSKETEERS level their weapons.

ALVARADO

Fire!

A DOZEN TABASCOANS

Go down SHOT, are trampled by the wave coming behind them.

SPANISH LINE

Unwavering as the Indians close. As the Musketeers begin
their laborious reloading, they're defended by HALBERDIERS.

ALVARADO
Crossbowmen!

Thirty-two CROSSBOWMEN step up, bolts notched. They aim.

ALVARADO
Fire!

THE TABASCOAN CHARGE

Hit by crossbow bolts, TWO DOZEN Indians fall. Slammed into and hurdled by those behind. 3000 INDIANS still on the way.

SPANISH LINE

ALVARADO
Gunners fire!

The GUNNERS set flame to the fuse holes of the 14 cannons and falconets. B-B-B-B-BOOOOM!

INDIAN CASUALTIES

SIXTY more men depart this earth. The charge continues, but slower. As it meets the Spanish steel...

TREES

Behind the Tabascoan left flank. Bursting through: the 16 horse Spanish CAVALRY led by Cortes and De Leon. Swords flash, lances thrust. Horses snorting, chomping. They wreak havoc, death and above all panic into the Tabascoan rear.

SPANISH LINE

Advancing as the Indians react in terror to the alien sight of mounted horse. The crossbowmen fire! Musketeers! The Indians are in disarray. And the WAR DOGS are released.

Perro and 12 more. Nearly rabid. It's a rout! As the Indians are mown down, the sound of death melts into a voice SINGING in LATIN. Incongruous. Beautiful.

CUT TO:

EXT. TABASCAN BATTLEFIELD - DAY

Olmedo SINGS a Mass. The Spanish wounded are tended to. Just a handful of dead. The Indian dead strewn in hundreds on the field where they fell. Cortes joins Alvarado.

CORTES

How do we stand?

ALVARADO

Four of us dead. But the savages: maybe four hundred. They panicked.

CORTES

Once they become accustomed to the horses, they'll grow stauncher.

ALVARADO

It's strange. They don't go for the kill at first. They try to overwhelm, to take prisoners.

CORTES

Then teach them the price to pinion a Castilian swordsman.

A commotion across the field. Several Conquistadors grab for their weapons as a TABASCOAN TROOP cross toward them. Numbering EIGHT, unarmed, waving their BANNER OF TRUCE.

CORTES

Give passage!

As the Tabascoans approach, Cortes and Alvarado are joined by De Leon, Sandoval, Puertocarrero and Father Olmedo.

The Tabascoans bow, touch their hands to the ground, then bring them up to their mouths in a greeting. One of them is quite heavy, resplendent in FEATHERS. A chief?

Cortes SALUTES them back. They make gestures to communicate.

DE LEON

It seems they wish to parlay.

CORTES

Give us a year to learn their language. Or them ours.

A RAGGED INDIAN steps up. Face tattooed. Holes from ear plugs in his lobes. But his enunciation is perfect.

RAGGED INDIAN

I assure you it would take more
than a year. Am I among Christians?

CORTES

How is it you speak Castilian?

RAGGED INDIAN (AGUILAR)

I learned it as a boy in Ecija in
Old Spain. I am Jeronimo de
Aguilar. Shipwrecked here these
past eight years.

As tears stream down nutty Aguilar's cheeks...

CORTES

Blessed Mary of Seville.

Cortes steps up, embraces him.

CORTES

You have been found. Are there any
others?

AGUILAR

My companions are dead. Some
unimaginably so. I alone survived.
Treated with great vigor, tempted
with women and strange drink. I
was a priest. As sorely tried as
Saint Anthony was by Satan himself.

ALVARADO

Women and strange drink you say?
May Christ save us.

As the other Captains try not to laugh...

AGUILAR

The Tabascoans sent me to sue for
peace. I speak the Maya dialect.

CORTES

What are their terms?

AGUILAR

In exchange for mercy, they will
surrender all to you. Shelter,
food, women. Boys if you require.

Father Olmedo 'crosses' himself. Cortes narrows his look to
the beefy Indian FEATHERS, makes an assumption.

CORTES
Is that their chief?

AGUILAR
No. A slave. They picked the
fattest one so that you might...

CORTES
Might what?

AGUILAR
Eat him. For your supper.

Father Olmedo 'crosses' himself again. The others react.

AGUILAR
Also, this gift...

He motions to an Indian who unrolls a bolt of cloth. Inside:
GOLD GLITTERS. Mostly small trinkets, but gold nonetheless.

CORTES
Tell them it will be mercy.

CUT TO:

INT. BEDROOM - PROVINCIAL PILLI - TABASCO - DAY

SCREAMS. His wife stands between Old Molotecatl (Malinali's
master) and their 17-year-old daughter.

OLDER WIFE
No! It cannot be...

OLD MOLOTECATL
It's commanded! Twenty girls must
be given! From the best families.
We are one of the best families!

He moves around her toward his daughter, but his wife drops
to her knees, wraps her arms around his leg. As she begs, he
shoves her away. A look at his daughter and he leaves.

CUT TO:

INT. KITCHEN - PROVINCIAL PILLI - DAY

Malinali. Sweat beads on her forehead as she GRINDS CORN.
She looks up as Molotecatl enters looking unhinged.

CUT TO:

INT. HALLWAY - PROVINCIAL PILLI - TABASCO - DAY

The older wife watches as Molotecatl marches Malinali down the hall. Now dressed in the finest featherwork, gold hangs from her throat and ears. Looking every inch a princess.

OLD MOLOTECATL
If you breathe one word of who you
really are, so help me I --

MALINALI
And why would I do that? To return
here? Why would I trade where I'm
going for where I have been?

As they pass the old wife, Malinali flashes a mocking smile.

CUT TO:

EXT. TABASCOAN TOWN SQUARE - NIGHT

Cortes sits at a feast with Aguilar and his captains on one side, the Tabascoan CHIEF and his high men on the other. Servants bring dishes of food. The Spanish taste cautiously.

CORTES
(to Aguilar; re: chief)
Ask him for more gold. Tell him we
Castilians have a disease of the
heart and gold is the only cure.

Aguilar translates it to Chief who listens, responds.

AGUILAR
Their treasury is empty or he would
have given you more. He said they
send all their gold to the Aztecs.
To Moctezuma their great lord.

CORTES
Are they vassals of this Moctezuma?

AGUILAR
All the tribes are his vassals. He
has conquered everyone except the
Tlascalans up in the hills. And
they are very hard pressed.

The Chief says something more to Aguilar. Quite indignant.

AGUILAR

He says every season the Aztecs take men from here to sacrifice to their gods. He says his own son was lost in this way.

CORTES

Tell him no more sons. As long as he stays my friend, I will extend my protection.

Aguilar translates. The Chief is pleased. He clasps Cortes by the hand, then shouts an order. DRUMS start to beat and:

TWENTY INDIANS PRINCESSES appear performing what can only be described as a courtship DANCE. They're beautiful. But there's something extra about Malinali. The Spaniards are now transported by other desires than a full stomach.

AGUILAR

He says to distribute the girls among your captains as you see fit.

While the dance grows in it's intent and intensity... Malinali appraises the Spaniards, trying to figure the hierarchy, pretty much narrows it to Alvarado and Cortes.

CORTES

(to Aguilar; re: Chief)

Ask him to tell me more of these Tlascalans. How is it they resist the Aztecs when others surrender?

Interrupting, Father Olmedo moves over. Out of joint.

FATHER OLMEDO

We cannot consort with these women! Cortes, they are not Christians!

Malinali watches the exchange, realizing Cortes is the man.

CORTES

You speak the truth, Olmedo. The sons of the church can have no commerce with idolators!

Relief from Olmedo. Disappointment from the Captains until:

CORTES

You must baptize them first!

CUT TO:

EXT. SPANISH CAMP - ALONGSIDE THE TABASCOAN CITY WALL - NIGHT

The festivities continue as Olmedo and the other priests perform baptisms at a makeshift ALTAR. Aguilar stands by to translate. As each girl is baptized she's escorted away by the captain who's been awarded her. Alvarado supervises.

Passing by, peeling an ORANGE, Cortes looks to Alvarado.

CORTES

The camp guards are posted?

Alvarado nods. Cortes is about to bite into his orange when he sees Malinali up next. Resigned, Olmedo looks to Alvarado.

ALVARADO

Hmm... Dona Marina!

(to Cortes)

Olmedo refuses to choose them
captains or even to name them, so
it's up to me. Father Alvarado.

ALTAR

The priests lay Malinali back. As Olmedo pours a pitcher of water over her head...

FATHER OLMEDO

I baptize thee in the name of the
Father, the Son and Holy Ghost.

They raise her back up, water streaming down. She looks stunning. She asks Aguilar in Mayan.

MALINALI

<What does it mean?>

AGUILAR

<It means your sins are gone.>

Malinali is charmed at the thought. She looks across to:

CORTES

Who lowers the orange. A moment in time. Until Puertocarrero is there, leading Malinali off. She takes a last look back, disappears into Puertocarrero's tent.

CORTES

You gave something so beautiful to
Puertocarrero?

ALVARADO

I owed him money. Now I don't.

CUT TO:

AMBASSADOR GUATEMATZIN - DAY

The Aztec noble chosen by Moctezuma. Carried on a BIER into the Spanish camp. Attended by his entourage. This guy stands out several cuts above his Tabascoan counterparts.

CUT TO:

EXT. SPANISH CAMP - DAY

Everyone's here. The Aztecs. The very nervous Tabascoans. The Spanish. Puertocarrero is here as a captain, but besotted, he keeps making moon eyes back at Malinali.

Cortes addresses Guatematzin, with Aguilar beside him. Aguilar translates every sentence or two.

CORTES

I am the representative of a potent king. A ruler so great that he has other kings and princes for his vassals. He has heard of the great Moctezuma and sends him a message of friendship...

Cortes waits for Aguilar to translate.

Malinali smiles at Puertocarrero, but listens in. Curious.

The Aztecs exchange confused looks. They respond to Aguilar who looks equally confused. He looks to Cortes, shrugs.

AGUILAR

They speak a different dialect...
I don't understand.

Malinali does. She shouts to Aguilar:

MALINALI

<They are Aztec nobles. They speak Nautatl not Mayan.>

AGUILAR

<And you speak Nautatl?>

She nods. Aguilar turns to Cortes.

AGUILAR

The Aztecs speak Nautatl, but so does this girl. And Mayan.

Pleased, Cortes motions her forward. Understanding the situation, Guatematzin speaks to her. Malinali translates it to Aguilar who, amused, looks to Cortes.

AGUILAR

They say their lord Moctezuma has been told by his priests that you are the god who was foretold. He wants to know if this is so.

CORTES

He wants to know if I'm a god?

Cortes LAUGHS. So do his men. A god. What a joke.

CORTES

Tell him no. Tell him there is but one true God and it's not Cortes.

Aguilar tells Malinali who hesitates. She asks Aguilar a question. Amazingly, they get into an argument.

CORTES

What?

AGUILAR

She asks... are you sure that is your answer?

CORTES

Yes! Tell them!

Aguilar confers heatedly with Malinali. She answers calmly.

AGUILAR

She says you should reconsider.

CORTES

Insolent whore!

AGUILAR

She says that Moctezuma thinks you're a god.

CORTES

I understood that.

AGUILAR

She suggests that your position may be stronger if you... allow him to maintain the misunderstanding.

Cortes looks at her thunderstruck. She has that effect.

CORTES

She said that?

Aguilar nods. Alvarado grins huge.

ALVARADO

The little slut may be right.

Father Olmedo, the human wet blanket, doesn't agree.

OLMEDO

It would be a sin. To present yourself as a false god would be a blasphemy. You yourself would deny Christ and therefore you would deny them a chance at salvation.

Cortes thinks this over. It's a tricky one. Finally...

CORTES

Have her answer as she sees fit.

As Olmedo tries to decide if this is a sin, Aguilar explains to Malinali. She listens, understands, looks to Cortes a beat before turning to the Aztecs.

MALINALI

<Yes. He is the god foretold.>

The Aztecs exchange astonished looks. As they BOW before Cortes, he looks to Father Olmedo, shrugs.

CORTES

Who knows what she said?

CUT AHEAD TO:

GOLD TRIBUTE

Is laid on mats. Five times the gold the Tabascoans gave. Finer workmanship. Jewelry, figures and then the coup de grace. THREE MEN carry it. It's set down, unveiled:

A DISC of GOLD five feet across. It must weigh 250 pounds. It's evenly divided, worked with fantastic characters.

AGUILAR

It's their calendar.

Cortes is impressed. Malinali translates to Aguilar.

AGUILAR

They say the Lord Moctezuma regrets his city is so far away. He says to take these gifts to remember him as you return east over the water.

Cortes studies Malinali, speaks low to Alvarado.

CORTES

They think I'm a god, but they ask me to leave.

(to Aguilar and Malinali)

Tell them their Moctezuma must be a great and rich prince indeed, but that one day we will go and visit him in his city.

ALVARADO

(eyeing gold)

We only wish we were visiting him right now.

Cortes motions to TWO SAILORS who set a CHAIR before the Aztecs. Beautifully carved, inlaid with hardwood & ivory.

CORTES

For your Lord. That he may sit and contemplate all that you tell him.

CUT AHEAD TO:

INT. THRONE ROOM - MOCTEZUMA'S PALACE - NIGHT

Eyes downcast, Guatematzin and the others stand before Moctezuma. Holmecca lurks in the background.

GUATEMATZIN

I said our city was too far. He said he would come all the same.

Moctezuma is clearly upset by this news.

MOCTEZUMA

Did he speak our language?

GUATEMATZIN

No. They are attended by a woman. An Aztec woman who speaks Nahuatl.

HOLMECA

Was the stranger's skin white?

Guatematzin nods. Holmecca gives Moctezuma a meaningful look.

GUATEMATZIN

He sent the emperor a gift.

They bring forward the chair: Cortes' gift. Moctezuma looks it over intently. Holmecca joins him. Finally, Moctezuma looks to him for illumination.

HOLMECA

It's a throne. From one god to... perhaps another.

Moctezuma as possible god has been a topic of theirs before. They lower their voices to exclude Guatematzin.

MOCTEZUMA

How would we know?

HOLMECA

If you sat and were not worthy, you may die, burst into flames even.

MOCTEZUMA

And if I didn't die, didn't burn?

HOLMECA

The augurs would need to be consulted... But it could be.

CUT TO:

EXT. SPANISH CAMP - NIGHT

Cortes outside his tent, staring into a campfire. Looks up as De Leon, SIX CAPTAINS and TWENTY MEN approach. Trouble. An uneasy silence. Cortes lets it stay that way until:

DE LEON

As you know I was entrusted to look after Governor Velasquez's interests. He is my uncle.

CORTES

I'm in charge of this expedition. I look after his interests. And those of every man here.

Malinali watches nearby, recognizes confrontation.

DE LEON

You know your orders. You do not have the authority to march in conquest or to treat with royalty.

CORTES

We marched to fight an enemy who attacked us first. If Moctezuma sends an ambassador, I must treat with him. Do I ask them to wait till word can be sent to Cuba?

Alvarado and Sandoval and another group of captains and men hurry over. In support of Cortes. This could get ugly.

DE LEON

You have yet to make mention of the governor to the natives. You are here by his authority.

CORTES

I've mentioned the King of Spain. Is that not enough?

DE LEON

You were appointed by Governor Velasquez who was appointed by the king. If you're against one, you're against the other.

CORTES

When did I say I was against them?

DE LEON

Your actions say so! And Castilian law is very clear.

CORTES

Have I brought lawyers with me? If so we are doomed.

That gets a LAUGH from some of the men. Not from De Leon.

DE LEON

I must ask what your intention is.

Cortes considers, looks at the men who still gather.

CORTES

Riches and renown. They lie inland.

DE LEON

Inland. In direct opposition to our orders. You have no authority.

CORTES

What do you propose?

DE LEON

That we return home and report what we have found. Besides there are not enough of us to march inland.

Cortes considers De Leon a beat. More men are arriving.

CORTES

You have property, family wealth in Spain. But like many of us, I will be bankrupt if we go home now. But I will go if that is what is right.

Alvarado steps up, seems to confront Cortes as well.

ALVARADO

If there is gold inland, one fifth of it is the king's. To go home and leave it there would be disloyalty to the king!

Many men like the sound of that.

DE LEON

The law is clear!

ALVARADO

(looks to Duero)

You're the notary; what say you?

DUERO

De Leon is quite correct.

Groans of disappointment.

DUERO

According to the Siete Partidas the law can only be set aside by the demands of the good men of the land. If this were to happen, we could decide among ourselves.

DE LEON

But there is no land.

CORTES

That is not entirely correct. Look around. If we were to incorporate this town, we would have a land.

DE LEON

What town? Tents set in the sand?

CORTES

To the pragmatic it may seem so. But the dreamer sees something else. The dreamer sees Villa Rica de Vera Cruz. The Rich Town of the True Cross. A great union of spiritual and temporal interests.

Alvarado runs with it from here.

ALVARADO

Vera Cruz. The soldiers would have to elect a mayor.

A SOLDIER

We choose Hernan Cortes!

Other Soldiers CHEER in agreement.

CORTES

No! It's impossible!

Cries of 'CORTES' grow louder. De Leon is drowned out.

CORTES

I cannot!

CORTES! Louder still. Cortes shakes his head. Malinali tries it out. Just under her breath.

MALINALI

Cortes...

She smiles, likes it. A final ROAR of his name. CORTES!

CORTES

Enough! I accept your election!
(to Duero)

Let the notary of Vera Cruz record in the official report that Hernan Cortes refused three times before the population forced him to accept the position of captain general and chief justice of the new colony.

The men celebrate. Disillusioned, De Leon walks off toward where his compatriots. As they grumble to themselves...

CUT TO:

INT. THRONE ROOM - MOCTEZUMA'S PALACE - DAWN

Cortes' chair. Set in front of Moctezuma's own throne. Moctezuma stands considering it. The Great Man. Alone as the light softens and breathes into the room.

He crouches, trying to find an action to take. He stands, walks a semi-circle, ends up no closer than when he started. Trembling, he squeezes his eyes shut. Whispers to himself.

MOCTEZUMA

Am I an emperor? Or am I a god?

He opens his eyes, resolved. And he sits. And nothing happens. He doesn't die. He doesn't burst into flames. Emotion overwhelms him. He's still an emperor and he may also be a god. And he weeps. As we leave him alone...

CUT TO:

EXT. VERA CRUZ - DAY

A CROSS is being RAISED. A city wall is going up even if there's no city. Cortes is meeting with his captains. About twenty-five in all. Their positioning says it all. Sixteen, including Sandoval and Puertocarrero, stand with Alvarado. The other nine stand with De Leon. Cortes is in the middle.

CORTES

We must open direct contact with the court in Spain. I'm sending a ship tomorrow. With a letter and all the gold we possess.

As they react to this...

CORTES

The King needs to see the value of this land. Sending all the gold instead of the Royal Fifth is an investment that will be repaid one thousand times over.

Cortes waits as the men discuss this among themselves. He notices something. Puertocarrero - distracted - looking back over his shoulder. Cortes follows his gaze to where Malinali stands. Watching the proceedings. Curious. Singular. With Puertocarrero obviously under her spell. It's broken as --

CORTES
Puertocarrero.

He turns, looks back to Cortes.

CORTES
I'm entrusting you with the letter.
You'll be our envoy to the king.

Puertocarrero cannot fight the urge to look back at Malinali.

PUERTOCARRERO
I'm... honored.

DE LEON
Why not send two boats? Three?
Let the men who want to return to
Cuba go home!

Many men grumble in approval. Alvarado and others get into it with them. Voices RISING all around. Several men put their hands on their sword hilts. The verge of mutiny. A SHRILL WHISTLE. Cortes. They look to him.

CORTES
What will you do in Cuba? Tell
your friends how you deserted?
Then wait until we return loaded
with Aztec gold? This is your
moment! Think past your petty
loyalties and take what you earn,
what some of you will die for.

Delivered words. They hang in the air. Are considered.
Even by De Leon. But Malinali only considers Cortes.

CUT TO:

EXT. SHORE - VERA CRUZ - DAY

A small dory waits to row Puertocarrero out to the FLAGSHIP.
Wanting a last look at that face, he scans the area. But
Malinali is nowhere to be seen. The PILOT paces.

PILOT
The tide. We must go.

PUERTOCARRERO
Damn all women to Hell...

He's about to turn for the boat when De Leon rides up.

DE LEON

Alonso.

De Leon dismounts, takes a sealed LETTER from a pouch.

DE LEON

I must ask a service. On your way to Spain you will pass near Marien on the Northern side.

PUERTOCARRERO

Of Cuba?

(De Leon nods)

Cortes has forbidden me to stop on the way. He was very clear.

DE LEON

You know my house there. My wife has cooked for you.

PUERTOCARRERO

I cannot.

DE LEON

It will cost you a few hours. No more. Please...

(holds out letter)

For love.

Puertocarrero sighs. For love. He takes the letter, turns and heads for the dory. As De Leon watches him board...

CUT TO:

EXT. TABASCOAN TOWN SQUARE - NIGHT

The Spaniards are being feted once again. A feast in progress. Alvarado swigs from a bladder of wine, crosses to where Cortes sits. Looking merry, Alvarado claps him on the back, leans in. Something is up between them.

ALVARADO

(low)

What the devil are we going to do if this goes wrong?

CORTES

Die I would think.

Malinali sits with the other 19 'gifts' to the Spanish. Watches as Alvarado laughs and shambles away. She's curious.

CUT TO:

EXT. WATER'S EDGE - NIGHT

The sounds of merrymaking drift down from town. On shore six small boats are being rowed out. A final two wait. Perro WHINES on the beach, doesn't want Alvarado to go. Nearly drunk, he hooks the bladder of wine over his elbow, kisses the dog on the head. Makes silly dog sounds to his love.

ALVARADO

Oooh, Perro, I'll be right back.

CUT TO:

EXT. FLEET - AT ANCHOR - NIGHT

Silhouetted SHAPES climb the ANCHOR CHAINS, the RAT-LINES off the rails. Up from the small boats. For mischief.

CUT TO:

EXT. TABASCOAN TOWN SQUARE - NIGHT

Casually, Cortes rises, moves to the side. He then slowly backs into the darkness. Unobserved? Not quite.

Malinali watches him go. She's beyond curious now.

CUT TO:

EXT. DECK - SPANISH SLOOP - NIGHT

A CONQUISTADOR sloshes 'spirits' from a cask onto the deck, then grabs a lantern set on a hatch cover. Tosses it --

The lantern pinwheels, smashes. Flames jump, catch the spirits, rise. As the Conquistador disappears over the rail.

CUT TO:

EXT. HEIGHTS ABOVE HARBOR - NIGHT

Cortes makes his way up. As he rises to the crest, the view drops down to reveal: A ship starting to BURN in the water below. Then another. Another. Cortes settles in to watch.

CUT TO:

INT. CARGO HOLD - SPANISH BRIG - NIGHT

Alvarado sloshes out more 'spirits'. Stumbling, laughing to himself, he tosses the cask aside. He then pulls a lantern off its hook and smashes it down.

WHOOOSH! The flames leap up, send Alvarado stumbling back on his ass. LAUGHING harder, he stands, but he WHACKS his head on a low BEAM. He pitches forward in a semi-conscious heap.

CUT TO:

EXT. HEIGHTS ABOVE HARBOR - NIGHT

Cortes sits, watching the blaze really catch. Malinali comes up behind him. But as she gets close and he is aware, she sees the fires burning below. She's transfixed by the sight.

CORTES

We wager fortune, fame and life
itself on one cast of the dice.
But... the first blow is half the
battle, eh, girl?

CUT TO:

EXT. WATER'S EDGE - NIGHT

Most of the small boats have returned. Perro runs back and forth along the shoreline, worrying about Alvarado.

CUT TO:

EXT. HEIGHTS ABOVE HARBOR - NIGHT

Malinali stands over Cortes, the flames dance in her big black eyes. She holds out an ORANGE. They're Adam and Eve.

MALINALI

Orange...

Pronounced perfectly. Smiling, Cortes takes it, splits it, takes a messy bite. She watches as he spits a few SEEDS into his hand. He rolls them in his palm, trades looks with her.

He pokes three holes in the dirt with his finger.

CUT TO:

EXT. SPANISH BRIG - NIGHT

Fully engulfed. Drifting pieces of burning sail in the air. Alvarado BURSTS up through a hatch. Fire all around.

CUT TO:

EXT. HEIGHTS ABOVE HARBOR - NIGHT

Cortes drops an orange seed inside each of the holes. It's erotic. Malinali's smile starts in her eyes and stays there.

CUT TO:

EXT. WATER'S EDGE - NIGHT

The returned arsonists turn at a roar from the brig.

ALVARADO
CASTILIANS!

Alvarado at the top of the mast. Perro HOWLS at his master.

CUT TO:

ALVARADO

Blood running down his forehead from where he hit his head.

ALVARADO
We now rely on only the blessings
of God and our own stout hearts!

HOWLING himself, he DIVES! The men CHEER!

CUT TO:

EXT. HEIGHTS ABOVE HARBOR - NIGHT

Malinali reaches across Cortes, sweeps a hand across the ground to cover the three little holes. Looks at him.

The earth slips off its axis as they come together. For Cortes a mystical, preordained completion to a monumental act. For Malinali a preordained beginning. She pulls her dress up as he pulls his breeches down. An urgency bordering on violence as he arches into her. On the threshold of a mysterious New World, she has come to usher him in.

CUT TO:

EXT. WATER'S EDGE - NIGHT

De Leon rides up on his horse. Staggered at the sight of the FLEET BURNING. Then in a rage looking for the culprit.

DE LEON
Cortes! Cortes!

CUT TO:

EXT. HEIGHTS ABOVE HARBOR - NIGHT

As Cortes moves deeper and deeper into her.

DE LEON'S VOICE

Cortes!

The sound of De Leon prompts her... She slips into the same cadence, except at a whisper...

MALINALI

Cortes... Cortes...

He loves it when they say his name. Cortes cums. Malinali just hangs on, pulling him further in. He buries his face in her throat. Like they're trying to pass through each other.

CUT TO:

EXT. SHORELINE - DAWN

Alone, De Leon sits desolate on a rock, the tide lapping at his boots. Debris washed up around him. The burning ships still smolder and smoke beyond. Burned to the water line.

Footfalls approach. Cortes. De Leon doesn't look over.

CORTES

You were looking for me?

DE LEON

In this strange new world I've been looking for someone to show the way. It isn't you.

CORTES

Governor Velasquez of Cuba then?

DE LEON

No... Why did you do it? Were you so worried we would desert you?

CORTES

I didn't burn them against the men who want to leave. I burned them against the men who want to stay. For when they change their hearts.

De Leon looks over. Who the fuck is this guy?

DE LEON

You do plan on going home one day. Don't you?

Cortes looks about: the ships, the dawn, the jungle, back at De Leon. No answer. As he walks away...

CUT TO:

EXT. CORTES' ARMY - DAY

Stretched out in a line. Marching. The baggage (carried by Tabascoan PORTERS) in the middle. A few of the crossbowmen eye the jungle ahead warily.

CROSSBOWMAN #1

We're going into nowhere with only 500 men?

CROSSBOWMAN #2

350. Cortes is leaving a 150 men here in Vera Cruz.

MALINALI

Malinali loves the excitement of it all. Could care less as several of the '19' make tearful farewells to their mothers and sisters who walk alongside.

CORTES

Rides with Alvarado. They watch as De Leon gallops past them up toward the head of the army. In a rank foul mood, De Leon shouts at some of the soldiers who are already out of line.

ALVARADO

Maybe you should leave him here in Vera Cruz.

CORTES

No. If I win De Leon, I win many others with him.

(spots something)

Hoy! Easy with those!

Four Tabascoan PORTERS, each with a small ORANGE TREE on his back, the root ball wrapped in burlap. The trees bouncing.

CUT TO:

TABASCOANS

Watching the army leave, wishing them well, glad to see their backs as well. One is the Slave Girl last seen combing Malinali's hair. She scans faces, sees Malinali!

She runs alongside, puts something in Malinali's hand. Her COMB, the handle wrapped with a little garland of flowers.

Malinali takes it, but that's all. Barely a goodbye. The Slave Girl slows, stops and watches Malinali go. Devastated. Malinali never looks back. It's forward now. With Cortes.

CUT TO:

INT. THRONE ROOM - MOCTEZUMA'S PALACE -DAY

Cortes' chair is set up in front of the throne. A council about to begin. The nobles wait, including Cuauhtemoc and Guatematzin, in the coarse maguey robes. They trade info.

NOBLE ONE

More messengers came in at dawn.
The strangers have burned their
houses with wings.

NOBLE TWO

What?

NOBLE ONE

Destroyed. They can no longer
return from where they came.

This news is confusing, portentous. Cuauhtemoc steps over to take a closer look at Cortes' chair.

NOBLE THREE

You met with the stranger,
Guatematzin. Tell us.

GUATEMATZIN

They call him Cor-tez. His skin is
white, his face bearded. As the
legend says. I asked if he was the
returning god foretold. He said
yes he was.

They all start talking at once.

CUAUHTEMOC

Did he seem like a god to you?

GUATEMATZIN

I've never seen a god.

CUAUHTEMOC

You've seen men. Did he seem like
a man to you?

Every one waits for the answer. Neither a fool nor a cynic, Guatematzin considers. Chooses his words carefully.

GUATEMATZIN

He seemed like a soldier. A soldier god? Perhaps. He defeated an army many times his size.

CUAUHTEMOC

(scornful)

The Tabascoans. I could defeat them with an army of our children.

Guatematzin smiles, but not at what Cuauhtemoc said.

CUAUHTEMOC

What so pleases you?

GUATEMATZIN

His movement, his face when he conferred with his captains. He reminded me of you, Cuauhtemoc.

The gossip ends as Holmecca arrives. Attended by COACATL, his ecclesiastic adjutant. He gives Cuauhtemoc an insolent look.

HOLMECCA

The emperor comes. Remember, you must not look into his eyes.

CUAUHTEMOC

How soon until we're ordered not to look into yours?

Holmecca bristles. He's about to respond when Moctezuma steps in. Cuauhtemoc backs away, eyes at his feet.

MOCTEZUMA

Our spies report that the strangers march for the Tlascalan frontier.

Even though no one's supposed to be looking, Moctezuma makes a bit of a show of sitting in the chair Cortes sent. A beat.

MOCTEZUMA

We know two things. The Tlascalans are our enemies and Tlascalans always attack. If the strangers are gods, I pity our enemies.

General agreement at this statement. Moctezuma is pleased.

MOCTEZUMA

Whatever happens will make us stronger. We simply need to wait til they finish killing each other.

Wait. The noble nod at the wisdom of Moctezuma. Cuauhtemoc thinks better of responding and then can't help himself.

CUAUHTEMOC

But what if they join each other?

MOCTEZUMA

Join?

CUAUHTEMOC

What if the strangers make an alliance with the Tlascalans?

Contradicted, unsettled and losing confidence, Moctezuma looks to Holmecca who glowers at Cuauhtemoc.

HOLMECCA

I am not sure we understand.

CUAUHTEMOC

I am saying there may be an outcome of this meeting that is not favorable to us.

HOLMECCA

You are saying the emperor is wrong.

CUAUHTEMOC

I simply look at all possibilities.

HOLMECCA

The emperor has already done so.

Cuauhtemoc looks directly at Moctezuma.

CUAUHTEMOC

Lord Moctezuma --

Moctezuma closes his eyes so he won't see Cuauhtemoc's. This stops Cuauhtemoc short. It's disconcerting.

HOLMECCA

Avert your eyes.

Cuauhtemoc looks down, but this nonsense has gone too far.

CUAUHTEMOC

Forgive me, my Lord.

Moctezuma opens his eyes again, looks not unkindly on him.

MOCTEZUMA

I do.

CUT TO:

EXT. TLASCALAN VALLEY - DAY

Broken rolling ground. VOLCANOS in the distance. One of them - POPOCATEPETL - is sending up a towering column of smoke. The Spanish army is getting ready for battle.

SUPER: tlascalan Frontier.

Sparks fly as a line of SOLDIERS run their swords over a foot pumped sharpening wheel. When satisfied they enter a second line of SOLDIERS waiting to 'confess' to Father Olmedo.

CORTEZ & ALVARADO

Their eyes glued to where DUST RISES on the other side of a hill. De Leon rides up beside them, unhappy.

DE LEON

I don't like this broken ground for the horses.

They don't answer. De Leon follows their gaze. The dust.

CORTEZ

Or for our returning ambassadors.

SIX SPANIARDS crest the hill: two captains, Aguilar, two soldiers, and Duero. Duero still holds the white flag of parlay. Too terrified to drop it. Running for their lives, the cause of the dust. Twenty spear wielding TLASCALANS on their heels. Fifty yards and closing.

The soldiers in camp begin URGING their comrades in. Some even start making wagers. The war dogs begin to bark.

ALVARADO

Crossbowmen!

Ten crossbowmen step up, eye the range as they notch bolts.

ALVARADO

Fire!

DUERO

Sees the crossbow bolts descend. Cringes, but they land beyond. Several Tlascalans are hit. As they stop to help fallen comrades, the chase ends. A CHEER from the Spanish.

CORTES

The envoys ramble up, bruised, banged up and out of breath.

CAPTAIN ONE

No parlay. They refuse parlay.

DUERO

They beat us. With their fists.

Cortes checks to see if Father Olmedo is in hearing distance.

CORTES

Did you tell them I was a god?

AGUILAR

God or not - they didn't care -
they want to fight you - in fact --
They seem excited - about it.

A ROAR goes up as the TLASCALAN ARMY begin pouring into the valley. THOUSANDS of them. Cortes looks over at Alvarado.

ALVARADO

What else would we have done today?

CUT TO:

EXT. TLASCALAN BATTLE LINE - DAY

The warriors are half naked, their bodies painted in yellow and white stripes. The Chiefs wear outrageous headdresses. Enormous banners emblazoned with herons are waved. These guys seem rougher, tougher than Tabascoans. Drums and trumpets. They charge! As they close...

ALVARADO

Musketeers fire!

TEN TLASCALANS

Are killed as the MUSKETEERS fire.

SPANISH LINE

The Musketeers reloading, defended by the Halberdiers. In their place thirty-two crossbowmen FIRE!

THE TLASCALAN CHARGE

Every bolt seems to hit something. Tlascalans are charging one moment, cartwheeling to the ground the next.

SPANISH LINE

The gunners holding their burning matches.

TLASCALANS

The cannons EXPLODE! Cutting pathways. The charge slows.

THE CAVALRY

Led by Cortes and De Leon, they ride into the center of the charge like a battering ram. Lances thrust.

THE INFANTRY

Bear down flanking the cavalry, swords flashing. Suddenly --

THE TLASCALANS

Fall back. Begin to retreat.

CORTES & DE LEON

Rein up to watch after the Tlascalans. Alvarado trots up to join them. He has Perro straining on a leash.

They see the Tlascalans retreat, but then stop. A bold WAR CHIEF shouting orders. The Tlascalans start to regroup.

Cortes, De Leon and Alvarado register the discipline.

DE LEON

They fall back in order. They're going to charge again.

WAR DRUMS pound. More Tlascalans pour into the valley.
Reserves. Their totals must be close to 10,000.

Cortes wheels, rides along the Spanish line.

CORTES

Infantry! Keep your ranks at all
costs! Cavalry! Short charges in
parties of three! Aim at the face!

CUT TO:

EXT. TLASCALAN CHARGE

Rumbling at the retreating camera, catching, overtaking us.
Till we're among them. These guys are not fucking around.
As the New World shakes hands with the Old...

SPANISH LINE

The Tlascalans fight with fury, the Castilians disciplined
and skilled. Again, the Indians seem more concerned with
trying to take prisoners than kill. Though they also kill.

CUT TO:

MUSKETEERS

Desperately reloading as the halberdiers defend them from the
pressing surge of the Tlascalans. Muskets jut out between
the halberdiers' shoulders. BOOM! They practically fire
into the face of the enemy.

CUT TO:

ALVARADO & PERRO

Wading into the fray. Alvarado holds the leash in one hand,
an iron MACE in the other. Slamming men into oblivion.
Perro is nearly rabid in rage. He pulls loose from Alvarado.
As he disappears into the Indians' midst.

ALVARADO

Perro! Perro!!

CUT TO:

DE LEON

On his horse, cut off as the RIDERS with him retreat back off
their charge.

The Tlascalans surround him, wrench his lance away. As he draws his sword, arms reach up, grab at him. A spear glances off his armor, cuts a gash across his chin.

He rears the horse, tries to shake them. The hooves comes down, trampling. More Tlascalans rush in. A club BREAKS across his back. He's fucked, but he never stops fighting.

And suddenly, the Tlascalans on one side are shoved hard aside as a RIDER bulls his horse in on them. It's Cortes! Grabbing De Leon's horse by the bit, he spurs his own horse on. BA-DA-BUMP, BA-DA-BUMP, they're through.

De Leon and Cortes regard each other. Then Cortes wheels, off to support the infantry on his left. De Leon watches after him, then wheels to support the infantry to his right.

CUT TO:

EXT. SPANISH CAMP - DAY

The baggage, the women, the tents. Guarded by the Tabascoan porters and a handful of Spanish. Battle sounds ring up from the valley. Malinali combs her hair. Aguilar beside her.

AGUILAR

<They must be exhausted by now.>

MALINALI

<If I were a man, I could kill all day without getting tired.>

Aguilar looks quite shocked by this. As HORNS sound...

CUT TO:

EXT. TLASCALAN VALLEY BATTLEFIELD - DAY

The Indians retreat. They leave the field, head after their banners, carry their wounded. A few furious Spanish kill the few wounded Indians left behind. The dead are everywhere. Dozens of Castilians. A thousand Tlascalans.

Alvarado steps over the dead, whistles for Perro. Alvarado has a cut over the bridge of his nose. Dried, caked blood all over his face.

ALVARADO

Perro! Perro --

There's Perro. On the ground. Eyes closed. An arrow in his shoulder. A long jagged cut across one haunch. Motionless.

The string goes out of Alvarado. He sinks to his knees.

CUT TO:

EXT. SPANISH TRIAGE

Surgeons at work. Not exactly Cedars Sinai. Father Olmedo reads last rites to a DYING MAN, several others waiting to die beyond. He looks over as his NAME IS CALLED.

Alvarado steps up, Perro hangs draped across his arms.

ALVARADO
Read him his rites.

OLMEDO
A dog? Are you mad?

Olmedo turns back to what he's doing.

ALVARADO
You must.

OLMEDO
Alvarado, it's dead.

As Alvarado carefully lays Perro on the ground...

ALVARADO
I've seen dead men receive rites.

OLMEDO
For the love of god, away.

Olmedo freezes at Alvarado's dagger at his throat.

ALVARADO
Do it.

Olmedo knows now he has to deal with this. Nodding, he dabs OIL onto his thumb, hovers over the dog. He runs the words.

OLMEDO
Through this holy unction may the
Lord pardon thee whatever sins or
faults thou hast committed.

His thumb dabbed in oil, Olmedo rubs it into Perro's forehead. As he moves on, the dog opens its eyes. Not quite dead after all. Alvarado can't believe his eyes.

ALVARADO
Perro.

Perro lifts his head toward Alvarado, whimpers. And Alvarado believes in God.

CUT TO:

INT. FIELD TENT - NIGHT

Cortes at a WASH BASIN set on a tripod. He splashes water on his face. His bare torso is bruised and cut. A lurid scrape across his throat. He sticks his head underwater. Several seconds pass before he lifts it. As the water runs free of his eyes he sees Malinali standing there watching.

CORTES

A few more victories like this and I'll be ruined.

Moving confidently, not waiting for permission, she brings over the field chair, gently guides Cortes down in it.

She takes a cloth, starts to wash him. Cortes watches her. She reaches a cut on his arm, dabs it gently, then leans in and kisses the wound. So softly. Her eyes flicker to his.

CORTES

For you... God needs to write an eleventh commandment.

CUT TO:

INT. THRONE ROOM - MOCTEZUMA'S PALACE - DAY

Moctezuma brooding in his chair. Reviewing stacks of Aztec picture writing that has been sent in from spies at the front: scenes of carnage between Spaniards and Tlascalans.

Cuauhtemoc, Guatematzin and the nobles receive the report.

MOCTEZUMA

The first Tlascalan attack was defeated. The second attack came at night.

GUATEMATZIN

(shocked)
At night?

MOCTEZUMA

They were desperate apparently.

CUT TO:

INT. FIELD TENT - NIGHT

His wounds bound and bandaged, Cortes asleep in his armor.
Malinali curled up alongside him. The sentry ALARM goes up.
A beat and he's on his feet. Gone as she opens her eyes.

CUT TO:

EXT. BEYOND THE CAMP - NIGHT

SCORES OF SILHOUETTES making their way up. Tlascalans.

CUT TO:

SHOTS - SPANISH CAMP

MEN - Waking up already in their armor.

MEN - Waking up, weapons in hand.

HORSES - Already saddled as their RIDERS rush up.

CORTES - Ordering the canon to 'FIRE'.

TLASCALANS - Die in heaps as the cannons spew SHRAPNEL!

CUT TO:

EXT. THE CAMP - NIGHT

The Tlascalans meet Spanish steel. They fight with obsidian
edged clubs, staffs, spears and knives. Fury along the line.

Alvarado grins at Sandoval who has a nasty gash across his
cheekbone. His handsome young face will never be the same.

ALVARADO

Any girl worth the trouble will
think you even more beautiful!

CUT TO:

EXT. THE CAMP - NIGHT

Arrows rain down. Aguilar is between tents with Malinali.
They hold a heavy woven mat over their heads. An arrow
STICKS it. Malinali pulls it loose, asks something in Mayan.

AGUILAR

Arrow.

MALINALI

Ar-row.

She points across to where a lone HORSE is picketed.

AGUILAR

Horse.

(switches to Mayan)

<Aren't you afraid?! I am.>

MALINALI

<My fortune foretold said I would prosper in dissension and strife.>

(gestures about)

<Tonight the gods smile on me.>

CUT TO:

INT. THRONE ROOM - MOCTEZUMA'S PALACE - DAY

Moctezuma flips through more sheets of picture writing.

MOCTEZUMA

This night attack was defeated as well. Though the strangers were greatly outnumbered.

As the nobles consider this bleak news...

MOCTEZUMA

There was a third and final attack the next day.

CUAUHTEMOC

Final?

MOCTEZUMA

The Tlascalans were defeated and the stranger broke their spirit.

CUT TO:

CORTES - BATTLEFIELD - DAY

Attended by De Leon, Malinali, Aguilar and a squad of soldiers. All the soldiers have a wound or two or three.

Cortes regards 20 TLASCALAN PRISONERS. One of them wears what's left of a FEATHER HEADDRESS, a chief of some sort.

MALINALI

<His envoys told you he does not wish to fight you. It is your enemies the Aztecs he seeks.>

She looks to Cortes for more. He holds out his hands.

CORTES

I said I wanted to join hands with the Tlascalans. Hands in hands. Friendship. But you say no!

Ominously, Cortes closes his hands into fists, lowers them.

CORTES

Now tell this to your chiefs. We will have peace in two days or I will kill the men first. The children I will kill after they bury their fathers. The women I will rape and leave to starve.

Cortes looks over at a SERGEANT OF THE GUARD.

CORTES

Cut off their hands, put them in a basket and send them back.

As a wave of shock runs through the Spanish, Cortes considers something, points out the feathered chief.

CORTES

Leave his hands so he can carry the basket.

Cortes strides off. The Sergeant stands with his mouth hanging open. De Leon gets in his face.

DE LEON

Are you deaf?! Move!

CUT TO:

INT. THRONE ROOM - MOCTEZUMA'S PALACE - DAY

Moctezuma holds up one last picture drawing. It shows twenty Tlascalans on one side. Forty hands on the other.

GUATEMATZIN

I don't understand what it means.

CUT TO:

EXT. TLASCALAN CAMP - DAY

A TLASCALAN SENTRY. His eyes narrowing. Then widening.

In the distance. A gruesome image. One Tlascalan carrying a large woven basket. Twenty more following, stumbling behind.

Twenty men with cauterized stumps where there hands should be. Holy god if there is one...

CUT TO:

INT. THRONE ROOM - MOCTEZUMA'S PALACE - DAY

The nobles receive the final bad news.

MOCTEZUMA

It is as Cuauhtemoc foresaw. The
Tlascalans and the strangers are
now allies.

CUT TO:

EXT. TLASCALAN CAPITOL - DAY

The Spanish army enters in triumph. A SOLDIER out front with
Cortes' BANNER, the design of which was seen on the ship.

Wreaths of flowers hang around the neck of Cortes' horse, a
chaplet of roses around his steel helmet.

Alvarado rides beside two Indians carrying Perro on a bier.

Tlascalans line the street, crowd on rooftops.

Cortes reins up, dismounts across from where the War Chief,
and Priests wait alongside XICOTENCATL. Their venerable
leader, his eyes opaque with cataracts:. His attendants turn
the blind king to face Cortes. He holds out the handle of an
obsidian dagger, speaks, then exposes his throat.

Malinali tells Aguilar who...

AGUILAR

He says the Tlascalans accept their
defeat. His life is yours to do
with what you will.

CORTES

I would not hold a knife on the
throats of the bravest warriors I
have ever seen!

Aguilar passes it to Malinali quietly, but she relates it to
the Tlascalans with the same level of passion as Cortes.

Cortes covers Xicotencatl's hand with his own, lowers it.

CORTES

I want friendship! Alliance! Will
we fight the Aztecs together?!

Malinali translates. As she finishes, the answer is ROARED back at them by the Tlascalans. Malinali looks at Cortes, 'mouths' the affirmative 'yes' over the tumult.

The Tlascalans surge forward, begin to mix in with the Spaniards, greeting them, touching them. Friends.

Clearly impressed with Cortes, De Leon looks to Sandoval.

DE LEON

Truly there is greatness in him.
Greatness and death.

And then the Leader motions. A Tlascalan PRINCESS steps shyly forward. She is fantastic. Spanish mouths drop.

The Leader says something to Malinali. She does not look pleased. A beat before she relays it to Aguilar.

AGUILAR

As a badge of friendship, he
bestows this gift, his daughter.

Cortes BOWS gallantly. The leader tells Malinali something else. The look on her face: "You have got to be fucking kidding me." She mumbles to Aguilar who passes it on.

AGUILAR

Your children will be the bond
between our two great people.

CUT TO:

INT. THRONE ROOM - MOCTEZUMA'S PALACE - DAY

The emperor sits. A strengthening beam of light cuts across the room, illuminates the DUST MOTES drifting by the throne. Moctezuma smiles to himself, extends a palm. A weird moment of tranquility as he waits for the dust mote to land there...

MOCTEZUMA

But peace is impossible. The gods'
goodwill demands blood. Only in
death is there safety.

CUT TO:

EXT. MAIN PYRAMID - TENOCHTITLAN - DAY

The PRIESTS pound on the huge gong. A line of prisoners await the sacrificial stone.

CUT TO:

INT. THRONE ROOM - MOCTEZUMA'S PALACE - DAY

Moctezuma meets with Holmecca, crippled with indecision.

MOCTEZUMA

The Tlascalans are their allies.
It's just as Cuauhtemoc foresaw.

(a beat)

And now Cortes will come here. It
may be that we should attack him.
Cuauhtemoc could lead the army.

HOLMECCA

Have you considered, Lord, that our
gods punish us because Cuauhtemoc
questioned them? Because he held
back men from sacrifice? Now you
would attack a god? Destroy him?
You may destroy the wind as well.

The thought weighs on Moctezuma; he's nearly in despair.

MOCTEZUMA

What do you suggest?

HOLMECCA

Invite Cortes here that we may know
him. Send Cuauhtemoc as emissary
if you wish.

CUT TO:

INT. MALINALI'S TENT - DAY

Malinali sits combing her hair. Aware of footsteps, as the
Tlascalan Princess enters, dressed in feathers and flowers.

MALINALI

Your wedding day is today?

She nods, something very much on her mind.

PRINCESS

They say you have been with Cortes.

Malinali pretends not to follow. The Princess looks down
demurely.

PRINCESS

In his bed.

MALINALI

No.

The Princess looks back up. Surprised.

MALINALI

If this were true, I'd be dead.
 (the Princess reacts)
 He is a god. Do you understand?
 When he is inside a woman, his...
 (lowers her voice)
 The hardness between his legs
 becomes fire. The woman is
 consumed. You will be consumed.

Malinali watches her words sink in. See the power of them.
 The terror. Then, as a matter of fact:

MALINALI

As for his bed, my job is simply to
 brush the ashes off of it.

The Princess nearly chokes, horrified.

MALINALI

Do you want to live?

She grabs Malinali by the arm, nods in earnest.

MALINALI

Then fly from here. As far as you
 can. It's the only way.

Overwhelmed, the Princess goes. Malinali combs her hair.

CUT TO:

A TLASCALAN RUNNER

Hauling ass up the road toward Tlascala. The city limits
 about a half mile beyond. As he nears...

A GUARD POST

Several SOLDIERS step out to meet him. Out of breath,
 exhausted, he drops to his knees, points back...

DOWN THE ROAD

AZTECS. Not an army, a DELEGATION. A white BANNER OF TRUCE
 being waved. With servants and soldiers, they total TWENTY.
 One is carried on a BIER. As HORNS are sounded...

CUT TO:

ALVARADO AND THREE OTHER HORSEMEN

They gallop up the road past the guardhouse, rein up across from the delegation. The Aztec on the bier is Cuauhtemoc. Dressed like the Prince he is. Even he can't hide his amazement at the stamping and snorting horses.

Alvarado is at eye level with Cuauhtemoc. They consider each other a moment. Finally, Alvarado gestures toward them.

ALVARADO

Aztecs?

Cuauhtemoc nods graciously, affirmatively.

CUAUHTEMOC

Castilians?

Alvarado answers by removing his helmet and offering a gallant little bow. The two sides have finally met.

CUT TO:

INT. GREAT HALL - TLASCALA - DAY

Cortes meeting with Xicotencatl, the War Chief and other Leaders. Olmedo is here. De Leon. Sandoval. Xicotencatl explains something to Malinali who passes it to Aguilar.

AGUILAR

He apologizes for his missing daughter. He says she will be found soon.

CORTES

Treat her kindly. She is merely a child. I bare no ill feelings.

Aguilar repeats this to Malinali who looks at Xicotencatl.

MALINALI

<The god Cortes never wants to see her again. And when she is found she must be punished.>

Xicotencatl nods his head; it will be so. A beat.

CORTES

Tell him... To compensate, we want a place in their temple. For a cross and image of the Holy Mother. And they must keep it clean.

This is translated back and forth. Finally...

AGUILAR

The Chief says he welcomes our gods
to stand with theirs.

Father Olmedo is pleased. Cortes as well. COMMOTION as a
MESSENGER bursts in.

MESSENGER

<The Aztecs are here!>

CUT TO:

EXT. TLASCALAN PUBLIC SQUARE - DAY

Parlay assembled. The Tlascalans on one side, the Aztecs on
the other. Cortes and his Captains to the right. Cuauhtemoc
and his Bearer eye them closely.

BEARER

<They seem like men to me.>

CUAUHTEMOC

<Their priests look as disagreeable
as ours do.>

They exchange a look as Malinali steps up, brash, bold.

MALINALI

<My lord Cortes welcomes you.>

Cuauhtemoc touches his hand to the ground, brings it up to
his mouth in greeting. Cortes bows back. Cuauhtemoc
addresses Cortes. Malinali translates to Aguilar.

AGUILAR

This is the Aztec prince
Cuauhtemoc. He brings greetings
and gifts from his lord Moctezuma.

The Bearer looks to the slaves who set before Cortes a small
treasure of items worked in GOLD. Finally, set apart: a
TURQUOISE MASK along with a gold & feather MANTLE and a
GOLDEN MITER. The three obviously belong together.

Cuauhtemoc is watching Cortes keenly. Aguilar explains.

AGUILAR

The ensign of Quetzalcoatl. The
god who they think you may be.

This gets Father Olmedo's attention as well.

CORTES

What am I supposed to do?

Aguilar shrugs, doesn't know.

CORTES

I should place the miter on my head
at least.

FATHER OLMEDO

We've already taken this too far.
You are a Christian. To represent
yourself as a false god --

CORTES

Yes, yes, is blasphemy denying them
a path to salvation. I know.

Meanwhile Cuauhtemoc has asked and Malinali translated...

AGUILAR

He would know if you are the god
Quetzalcoatl?

Cortes hesitates. All eyes on him. Malinali sees the
hesitation as well, can only wonder.

FATHER OLMEDO

Duero. You will record his answer
and all of us shall bear witness.

Father Olmedo's not fooling around. Cortes sighs.

CORTES

I am the emissary of King Charles
the Fifth who is a friend to the
Pope in Rome. The Pope being God's
representative on Earth.

Olmedo nods. Aguilar translates to Malinali. She looks to
Cortes. He raises his eyebrows ever so slightly. She
translates to Cuauhtemoc. Her version:

MALINALI

<There are five Kings. One of them
is a god upon this Earth. He is
that one.>

Cuauhtemoc looks at her a beat, gestures at Aguilar.

CUAUHTEMOC

<That's not what he said.>

Malinali just stands there. Oh fuck...

CUAUHTEMOC

*<You're not the only Aztec who
speaks Mayan.>*

Malinali is stunned. Busted.

CUAUHTEMOC

*<Tell them I will not allow my
words to pass through the mouth of
a whore.>*

Malinali goes on the offensive the only way she can think.

MALINALI

*<Why does Moctezuma send gifts
instead of his army?>*

Cauhtemoc just stares at her. She smiles.

MALINALI

*<At once he shows his wealth and
his weakness.>*

Then she turns toward the Tlascalans.

MALINALI

*<Gifts of gold. Is it not the very
gold taken from the Tlascalans over
the years? Forged by their blood?>*

As intended, this hits Xicotencatl where he lives.

XICOTENCATL

*<And still they squeeze us! Even
for passage to the sea! And so we
have no salt for our table. Salt!>*

Cauhtemoc's enormous pride gets the best of him.

CUAUHTEMOC

<Be quiet, old one.>

Xicotencatl goes ballistic. Drawing a dagger he goes in
Cauhtemoc's direction. Alvarado and De Leon intercept him.
The situation is on the verge of spilling over.

Cortes watches Malinali, turned on by whatever she's doing.

Cauhtemoc switches to Mayan, speaks directly to Aguilar.
His words stop the Tlascalans cold. Aguilar translates.

AGUILAR

Don't believe the Tlascalans are a strong ally. They only exist because we Aztecs allow it. We need somewhere to take the prisoners our temples require.

Even before Aguilar can finish, the words whip the Tlascalans into a frenzy. Like a Don King press conference. Cortes watches, actually pleased at the depth of animosity he sees.

The war chief moves at Cuauhtemoc, is blocked by the Spaniards. He spits his words at him.

WAR CHIEF

<One day you will taste our hatred.
And you won't be able to swallow.>

Cuauhtemoc would like to kill him, but his words have power. Finally, more than anything, Cuauhtemoc would like to get out of here. He looks to Cortes, speaks to Aguilar.

AGUILAR

He says his lord Moctezuma invites you to his city.

CORTES

Tell the Lord Cuauhtemoc that we accept the emperor's invitation.

CUT TO:

CORTES' BANNER

Held aloft, looking regal, martial. Pull back to show his army on the march again. Marching out of Tlascala. Still with their Tabascoan porters, but they've added something else: 1000 TLASCALAN WARRIORS, led by the War Chief.

Alvarado, De Leon and Sandoval have paused to watch them pass. Impressive, fierce. Perro is here as well!

SANDOVAL

Cortes says we're to drill them.

DE LEON

Teach them how to concentrate their numbers, sustain an assault.

ALVARADO

(laughing)

Train them to kill and not to die.

ON A DAIS

Cortes says goodbye to Xicotencatl. With Malinali, Aguilar, Duero and Olmedo. Above and beyond a 15-FOOT-CROSS has been raised alongside a painted image of the Virgin Mary. It has been draped in flowers, prayers scribbled on scraps of paper.

CORTES

Tell him we will return with gold.
And all the salt we can carry.

Salt. Xicotencatl reaches out. Cortes leans so the blind king can touch him. He speaks. Malinali translates.

AGUILAR

He says you are as a son to him and
a father as well.

Cortes takes his hand squeezes it tight. He's fond of this old guy. As they take their leave...

A CHIEF stops Malinali, points at the shrine to the virgin.

CHIEF

<The god's consort, who is she?>

Malinali folds her hands over her chest the same as the painting, tilts her head beatifically.

MALINALI

<Don't you have eyes?>

The Chief realizes. As she heads off, he explains to those around him that Malinali is the Virgin.

CUT TO:

EXT. ROAD OUT OF TLASCALA - DAY

Malinali walks alongside the banner. She really admires it. And she stands out as much as it does. Something bold and free about her. Seizing her moment in the sun as surely as Cortes is his. She looks back as he rides up.

Cortes extends his arm. She takes it, gasps in delight as he swings her up behind him. She rests her hands on his hips, smiles. Then speaks softly into his ear in Nahuatl.

MALINALI

*<From where I have been to where I
go, today is the greatest day of my
life.>*

He looks back, shrugs, doesn't understand. Her eyes shine.

MALINALI

Cortes...

CUT TO:

EXT. HARBOR - DAWN

A tiny harbor town with another hour to sleep. Cortes' FLAGSHIP at anchor. A BOAT rowing in. Puertocarrero bundled against the morning chill. De Leon's LETTER is in his hand.

SUPER: Marien, Cuba. The Year Of Our Lord 1519.

CUT TO:

EXT. SEASIDE FARMHOUSE - MARIEN, CUBA - EARLY MORNING

Chickens scratch at the dirt as Puertocarrero as heads down the path back toward the sea.

ISABEL DE LEON stands, her beauty undulled by life's travails. Maybe six months pregnant. Holding her husband's letter. Carefully breaking it, she unfolds. Smiles at a DRIED FLOWER inside. Pinching it out, she starts to read.

CUT TO:

INT. GOVERNOR'S OFFICE - SANTIAGO - DAY

DON DIEGO VELASQUEZ. The rotund Governor of Cuba. Trembling with rage as he reads the very same letter. Isabel stands across from him. Lounging in a chair looking bored and entitled is Velasquez's aide-de-camp PANFILO DE NARVAEZ.

VELASQUEZ

CORTES!

He's apoplectic. Narvaez sits up straight.

VELASQUEZ

How long to raise an army?

NARVAEZ

A month, at least... May I lead it?

Velasquez nods, continues reading. After a beat...

NARVAEZ

Where?

CUT TO:

THE AZTEC WAR GOD HUITZILOPOCHTLI

Enormous, wrought from gold. Rack focus to where TWO blood splattered PRIESTS drag a dead sacrificial victim to the edge of the pyramid. They heave him over the side.

Stay with the body as it tumbles down the near vertical 114 steps leading up the pyramid. We take the body down till it ends in a heap of similar dead.

Still living SACRIFICES are being marched tamely in groups up the more gradual inclines which angle the pyramid perimeter.

It's to this industry that the Aztec delegation returns. Cuauhtemoc and his Bearer are met by Guatematzin.

GUATEMATZIN

Welcome home.

CUAUHTEMOC

(re: sacrifices)

So many...

GUATEMATZIN

(sarcastic)

The gods must be appeased.

Cuauhtemoc sees TWO CAPTIVES fighting for all they're worth. In stark contrast to the others. He recognizes they are:

CUAUHTEMOC

Tlascalans.

GUATEMATZIN

Worry about the priests. They tighten their grip each day.

CUT TO:

INT. THRONE ROOM - MOCTEZUMA'S PALACE - DAY

Cuauhtemoc called on the carpet. Guatematzin alongside him. Moctezuma behind a screen, Holmeca looming beyond.

MOCTEZUMA

Once Cortes is within this city it will be decided. He lives if that is what should be. If it is that he should die, Tenochtitlan will be his house of the dead.

CUAUHTEMOC

My lord, I think that --

MOCTEZUMA

Do not think! To question the will
of the gods is a blasphemy!

Cuauhtemoc's eyes flicker over to Holmeca's, then back to the
screen. The tide has turned here.

CUAUHTEMOC

Tell me how I may serve and I will.

A long pregnant pause. Holmeca's eyes twinkle.

HOLMECA

It has become your habit to hold
back one prisoner each time you
return from battle. One prisoner
who should have gone to the Gods.
This is blasphemy as well.

Oh fuck... Cuauhtemoc sees where this is going.

HOLMECA

Before another sunset, these men
must be brought to the altar.

CUAUHTEMOC

But they are loyal to me --

MOCTEZUMA

Then they should be honored. And
it is my command. So you should be
honored as well.

CUT TO:

I/E. PALACE COURTYARD - DAY

Cuauhtemoc walking with Guatematzin. Cuauhtemoc doesn't say
a word, but he's ready to come apart. Anger. Despair. Then
Cuauhtemoc sees: his Bearer waiting loyally for him.

GUATEMATZIN

They are dear to you, I know.

CUAUHTEMOC

We are lost. As a people, lost.

CUT TO:

EXT. STREET - OUTSIDE CUAUHTEMOC'S HOUSE - DAY

PRIESTS and SOLDIERS wait as FIVE MEN step outside. Led by
the Bearer, off to be sacrificed.

Cuauhtemoc stands in the street wishing there was some way.
The Bearer looks to him, knows better.

BEARER

You gave us life past the time we
were meant to have it. We gladly
die now to keep you strong.

The priest Coacatl runs the show. As he begins to lead the
troop away, Cuauhtemoc moves to follow. Coacatl blocks him.

COACATL

It's an ecclesiastic ceremony. You
will stay away.

Cuauhtemoc wants to kill him. But he looks past to his men.
He reaches down, touches the earth, brings his hand back to
his mouth. They do the same and are led away.

As Cuauhtemoc watches, someone tugs on him. NILLI, his
little daughter. He scoops her up, watches after his men.
She looks at her father, touches the tears on his face.

CUT TO:

EXT. ROAD TO TENOCHTITLAN - DAY

Cortes' army on the march. Passing a stand of TREES covered
in a riot of BLOOMING VINES Wildly plumed PARROTS squawk
soar overhead. Outrageously colored BUTTERFLIES flutter.

Cortes rides at the army's head, Malinali sitting behind him.
He reins up as they crest a ridge.

The view: The VALLEY OF MEXICO opens 1000's of feet below.
Water, woodlands, cultivated plains. In the far distance,
sitting in the middle of a lake, connected to the mainland by
causeways - TENOCHTITLAN - the Venice of the Aztecs.

Cortes is joined by De Leon. Malinali states simply:

MALINALI

Tenochtitlan.

Both men deeply impressed even from this distance.

CORTES

The promised land.

DE LEON

(smiles)

And Moses to lead us.

Cortes smiles himself, considers the sun, low in the sky.

CORTES

The Israelites will set their camp here tonight. Make our arrival in the morning.

CUT TO:

EXT. PASS OVERLOOKING THE VALLEY - TWILIGHT

The distant sounds of the Spanish camp, but more present: the sounds of DIGGING. We find Cortes digging a hole, one of his ORANGE TREES set flat nearby.

Malinali watches as he removes the burlap from the roots, sets the tree in the hole. As he starts to hand-pack the dirt around it, she steps in to help.

Finished, he considers the tree's single white blossom.

CORTES

Did you know, Malinali, a fruit grown on one side of the tree can taste different than one grown on the other?

She recognizes her name, aches to understand. Cortes stands, looks down into the valley.

CORTES

One day, ten thousand days from now -- travellers after a journey will find this spot. And they will find a grove with fruit to hearten them. Guests of the trees of my father.

He reaches down, takes her hand, pulls her to her feet. As they stand perched at the edge of the world...

CUT TO:

INT. CORTES' TENT - NIGHT

Sweat glistens on Malinali's back as she and Cortes make love. A slow, powerful rhythm until Cortes cums. Looking at her looking at him, he suddenly realizes something. Turning, he SHOUTS.

CORTES

Guard! Have Aguilar brought down!

CUT TO:

AGUILAR

Hurrying along. Entering...

INT. CORTES' TENT - NIGHT

Aguilar stops short, see them lying there naked. He exits.

CORTES

Aguilar! Hold.

AGUILAR'S VOICE

I didn't go, sir, I'm just outside!

CORTES

Come closer, I don't want to shout.

AGUILAR

Moves around to the side of the tent. We see Cortes and Malinali's candlelit SHADOWS on the tent wall.

INTERCUT THE FOLLOWING:

CORTES

As you may realize, Malinali and I have 'knowledge' of each other.

AGUILAR

Yes. It seems to be so.

CORTES

Despite that knowledge, I remain ignorant as to, how should I say... how to quicken her.

AGUILAR

Quicken her?

CORTES

Yes. I think I please her to a degree, but I don't seem able to...

AGUILAR

Bring things to a conclusion?

CORTES

Yes.

AGUILAR

How is it my concern, sir?

CORTES

I don't speak Mayan. You do.

AGUILAR

I see. I will ask her.

(in Mayan)

<Malinali you strumpet, you whore.>

MALINALI

<No. Malinali the scholar. Bed is the best place to learn some things. Why did he call you?>

AGUILAR

<He wants to know how best... to pleasure you.>

She reacts, regards Cortes. Her pleasure? She finally makes her answer. Nearly blanching, Aguilar clears his throat.

AGUILAR

She says... she wants you to put your mouth on her.

CORTES

I've had my mouth on her.

Another exchange. Aguilar 'crosses' himself.

AGUILAR

She says you haven't had your mouth in the proper place. She says --

CORTES

I understand. Thank you, Aguilar.

Cortes regards her. She proves what a good listener she is.

MALINALI

Your mouth... On me...

CORTES

You're a baptized Christian woman, but so be it.

Hold on the tent shadow: Cortes kissing Malinali. As Cortes' shadow heads down, Aguilar re-crosses himself, hurries away.

CUT TO:

CLOSE ON MALINALI

Her face a mixture of pleasure and pride as...

She walks out at the head of the army. Malinali is holding aloft the BANNER OF CORTES. In front of Cortes and his mounted captains as they ride on one of...

THE CAUSEWAYS

Traversing the lake into Tenochtitlan. About fifteen feet wide, made of stone. Perro runs ahead, nose to the ground.

Armor gleaming, Cortes' battle scarred veterans look formidable. Their Tlascalan allies look like predators ready to pounce. The Tabascoan porters look terrified.

Keeping their distance, CANOES fill the water on both sides of the causeway. In the canoes: warriors, nobles and the curious, all come to see the strangers. Floating gardens. The city looms ahead. Pyramids. An urban sprawl.

CORTES & ALVARADO

Reacting to the horses hooves on wood. The stone ends and for 20 feet the causeway is built of wood, then stone again.

ALVARADO

See the pins. This wooden section can be removed.

CORTES

Getting in could be made much more difficult.

ALVARADO

As well as getting out... Never have I been so far from home.

CORTES

Home is simply where one starts from. Returning there means you have failed.

The causeway ends, opens to a PLAZA and the CITY ENTRANCE ahead. People are up on walls, rooftops. As Cortes and Alvarado pass through an archway into the city proper:

CORTES

He who does not come in by the door is a robber and a thief.

They rein up as JUGGLERS and TUMBLERS burst out from nowhere. A dizzying display. They sweep aside as...

The PROCESSION of Aztec nobles begins. EAGLE and JAGUAR KNIGHTS. In gala feathered costumes. Gold. Turquoise mosaic collars. Ears and lips plugged with more gold.

Then a closed BIER. Cuauhtemoc, Guatematzin and other nobles form Moctezuma's retinue. Cuauhtemoc can't believe he's looking at armed Tlascalans. Guatematzin disturbed as well.

GUATEMATZIN

Tlascalans in arms.

CUAUHTEMOC

And we ourselves opened the door.

The Tlascalan war chief stares back at them. As noble as they are. His hatred is palpable.

The bier is lowered down. Holmeca and his priests hover.

Cortes dismounts. The Aztecs marvel at the horse as it is led aside. Cortes and his captains step forward.

Moctezuma steps out of the bier. Resplendent. Servants roll out cotton tapestry ahead of him, scatter flowers across it as Moctezuma walks out. No Aztec makes eye contact.

Stirred by the pomp, Cortes steps forward to meet him. They face each other, look boldly upon each other. Moctezuma bends to the ground, touches it, brings his hand to his mouth. Cortes responds in kind. Moctezuma says a simple sentence. Malinali and Aguilar translate.

AGUILAR

He says, "I am Moctezuma, first among those who speak."

Cortes looks to the emperor. No translation needed as:

CORTES

I am... Cortes.

It may be the only exchange of like for like in the entire tale of the European invasion of America. Moctezuma motions, is brought a GOLD NECKLACE. He steps up, carefully places it over Cortes' head.

Cortes is brought a necklace of glass and pearls. He places it over Moctezuma's head. Moctezuma speaks, is translated.

AGUILAR

As was foretold you have come back from the ocean mists. You have come back to sit on your throne.

Cuauhtemoc looks very concerned as Moctezuma continues.

AGUILAR

My forefathers have guarded it,
preserved it. And now Quetzalcoatl
has come back to us. Mexico is
your city. Welcome home.

Cortes beams. A sidelong glance at Father Olmedo before:

CORTES

Tell him I am his friend and there
is nothing to fear.

Neither confirming or denying his godhood. Aguilar
translates to Malinali. She hesitates, feels Cuauhtemoc's
hard eyes and ears on her. He wants the correct translation.

MALINALI

*<Cortes is your friend. There is
nothing to fear.>*

CUT TO:

EXT. MAIN AVENUE - TENATCHTITLAN - DAY

Moctezuma aloft on his bier. Cortes rides beside him. They
exchange magnanimous looks. With a gold rod, Moctezuma
points out landmarks: a PYRAMID ahead, a ZOO to the right.

Behind them the conquistadors and Aztecs march. The streets
and rooftops are lined with people. Canals run through the
side streets. Water taxis. Flowers, banners, the city a
marvel to the conquistadors.

Unaffected by the sites, Alvarado laughs as Perro growls,
lunges at a group of priests. They try to hide their fear,
but can't. Perro doesn't like priests.

ALVARADO

Shush, Perro. We'll find you
someone better to eat than that.

Ahead, De Leon rides with a hand casually on his sword hilt.
He looks at the MONKEYS leaping through a tree at the zoo.

Strangely moved by the sights and sounds around him, Cortes
looks to Moctezuma, confesses:

CORTES

In this city my heart beats in a
rhythm it has never known before.

Moctezuma nods at the gist, smiles at his brother.

The procession comes to a halt before an enormous PALACE. It's in the shadow of one of the city's PYRAMIDS. The bier is lowered. Cortes dismounts, looks to Alvarado.

CORTES

Have you ever seen the like of it?

ALVARADO

You do realize we are now completely at the mercy of the kingdom we intend to pillage.

CORTES

Pillage? No. Stratagem, not force, will get us to our goal.

To the other side, Moctezuma steps out, looks to Cuauhtemoc who is careful not to look directly back. He speaks quietly.

MOCTEZUMA

<They are captives now. Unbound, unaware, but imprisoned on all sides by my own city.>

Cuauhtemoc is not so sure. The emperor turns, looks at Malinali a beat before he speaks. She tells Aguilar. Whatever it is does not please the Tlascalan war chief.

AGUILAR

He says for us to make this palace our home. He only asks that the Tlascalans camp outside the city. There they will be provided for.

Cortes glances at Alvarado and De Leon. It does not sit well with them either. Then a nod back to Moctezuma.

CORTES

Far be it for a guest to command his host.

CUT TO:

EXT. COURTYARD - CORTES' PALACE - NIGHT

Heave ho! Weary Spaniards haul ropes running through tackle. Raising a CANNON into position on the palace walls. Other cannon are going up around them. Suddenly they find Cortes joining them, grabbing a rope and pulling with gusto.

CORTES

Heave. You're Castilians. God's messengers.

Invigorated, they heave to. This cannon rising faster, steadier than any other. And Cortes moves down to the next crew, gets theirs going quicker as well.

CORTES

Your arms are iron. Your bodies show no fatigue.

Alvarado watches. Grins. This is the Cortes he knows.

AZTECS

Watch from the roof of an adjacent building. Cuauhtemoc and Guatematzin are among them.

CORTES

Steps over to join Alvarado, gestures toward the Aztecs.

CORTES

The greater our weakness, the greater the need to hide it under a show of strength.

ALVARADO

I'll keep the men mindful of their appearance.

Father Olmedo steps up.

FATHER OLMEDO

Cortes, the palace is enormous. May I claim a space for an altar?

CORTES

You can't get closer to God than under the sky.

FATHER OLMEDO

My head is sunburned so that it feels like somewhere else. .

CORTES

(smiles)

Find a place in the palace.

Cortes looks back to Alvarado who anticipates.

ALVARADO

I'll inform the ship's carpenter.
Father Olmedo requires an altar.

CUT TO:

INT. CORTES' QUARTERS - CORTES' PALACE - NIGHT

Malinali stands in the doorway leading out to a TERRACE. Covered in a shawl, she watches the stars. Twinkling in an endless expanse. A SHOOTING STAR zips across. This pleases her, seems to answer some internal question.

She turns at a sound behind her. Cortes has entered from his labors. A beat. Then slow, but perfect:

MALINALI

The stars greet you. And I.

Cortes is charmed. She points out on the terrace.

MALINALI

Your oranges are there.

Indeed Cortes' remaining orange trees have been set in pots.

CORTES

And suddenly you speak Castilian?

MALINALI

Language is an exile's gift. I have learned to surprise Cortes. To tell him he is the storm, the strife I have awaited, all my life.

Cortes opens his arms. Her shawl drops down to her ankles and she goes to him. Nude and somehow pure.

CUT TO:

INT. THRONE ROOM - MOCTEZUMA'S PALACE - DAWN

The emperor lost in thought on his throne. As dawn's early light streams in: the sound of LAUGHTER. Moctezuma listens. It comes from off to his left. Guileless, airy. Children.

CUT TO:

INT. FAMILY QUARTERS - MOCTEZUMA'S PALACE - DAY

SEVEN of the emperor's beautiful CHILDREN playing 'tag'. Having a blast. Moctezuma stands in the doorway watching. He lights up at the unexpected mirth, the frivolity. Then --

One GIRL runs right into him. Seeing it's her father, she averts her eyes. The laughter in the room disappears as the other kids stop, look away. Two of them drop prostrate on the floor. Two more begin to CRY. Moctezuma is stunned.

MOCTEZUMA

My children...

He lifts the girl's chin up. She squeezes her eyes shut.

MOCTEZUMA

I'm your father. Look at me.

LITTLE GIRL

My eyes will burn.

Tears start to roll down her cheeks.

MOCTEZUMA

Go...

They scramble out of the room. Moctezuma stands alone.

CUT TO:

INT. MAIN HALL - CORTES' PALACE - DAY

Work is under way to construct a proper Christian altar. The SHIP'S CARPENTER examines the plaster on the wall where the altar will stand. He frowns, picks at the plaster with his rigging knife. He feels along an area with his palm.

SHIP'S CARPENTER

Father Olmedo...

Olmedo steps over. The carpenter points out with his knife.

SHIP'S CARPENTER

There is a door here, only just covered. The plaster is still wet.

FATHER OLMEDO

It's an altar to our Lord. We should know what's behind it.

CUT TO:

INT. MYSTERY ROOM - DAY

Pitch black. A hole is being opened in the wall. About eight inches across when Olmedo's face is suddenly pressed up against it. He squints into the gloom then pulls away.

OLMEDO'S VOICE

I can see nothing.

A TORCH is dropped through. Flames flicker on the wall. Father Olmedo's face at the hole as he looks in. PUSH IN as he realizes what he looks at. His eyes widen in disbelief.

CUT TO:

INT. MAIN HALL - CORTES' PALACE - DAY

The opening is draped off. Much bigger now. Cortes enters with Malinali in tow.

MYSTERY ROOM

A TREASURY. De Leon and Sandoval are here holding torches. The flames flicker against heaps of articles worked in GOLD. There are also gold and silver bars. Baskets of gold ore. Not to mention jade, mother-of-pearl and other jewels.

SANDOVAL

The riches of the world.

ALVARADO

Why wouldn't they move it?

DE LEON

Perhaps they can't. Perhaps it belongs here somehow.

Cortes hasn't weighed in. He stands there, Malinali by him. He looks back at the door, realizes.

CORTES

It was found building the altar.
It's a sign. God has chosen us.

ALVARADO

Yes. He's chosen us to be rich.

The men LAUGH. Cortes looks around, his wheels spinning.

CORTES

This is not the main Aztec trove.
There are no gods, none of their
calendar wheels. This is simply
the trove of this one palace.

ALVARADO

Regardless, a trove is a trove.
Let's find a way to take it and go.

CORTES

Is that all you think of? To return to Spain to live the fat, lazy lives the conditions of your birth denied you?

ALVARADO

Yes.

DE LEON

What do you offer in its place?

CORTES

Men may be judged by the quality of what they command. I offer the true wealth, the magnitude of this city. Not a room full of jewelry.

DE LEON

But we are less than 500.

CORTES

And I am just one. Follow me and we will move a mountain.

(beat; to Alvarado)

A mountain of gold even, but follow.

DE LEON

We have been following, Cortes.

CORTES

And I have burned the ships I know.

Silence settles. A fleeting magic as Cortes looks them over.

CORTES

But I would burn the ships in your mind. I would burn that part of you that looks back; I would burn that part of you that looks for safety. For comfort. Burn it.

SANDOVAL

Are we not brave enough?

He winces as he asks. Cortes claps him on the shoulder.

CORTES

You are conquistadors. No men are braver. But I would burn that too. Seek gold and you may find poverty.

(MORE)

CORTES (cont'd)

Seek the death of what you are and
you may find life transformed.

Alvarado rolls his eyes. But De Leon looks quite thoughtful.

FATHER OLMEDO

Only through our Lord Christ are we
transformed.

ALVARADO

By Our Lady of the Pillar, someone
speak in a language I understand.

Cortes is handcuffed by inferior intellects.

CORTES

Til now I have subdued the enemy's
army without fighting. I have
entered their city without laying
siege. Be patient and you will see
me bloodlessly overthrow an entire
kingdom. Then we will make of it
what we wish. We will live lives
we never could dream of in Spain.

The men exchange looks. It sounds good but... One by one
they regard Cortes and he them. Finally...

CORTES

Seal this room. Build the altar.
Spend your wealth here or Spain.
Regardless I will find us a way.

CUT TO:

EXT. TLACHTLI STADIUM - TENOCHTITLAN - DAY

1000's CHEER as the players skillfully maneuver a rubber BALL
down the neatly stuccoed court. A precursor to soccer, the
ball is passed along off the elbows, hips and knees.

The stands are filled above the high walls of the court.
FANS eating, betting, enjoying the match. The surprising
urban verticals of the city looming beyond.

One of the players flicks the ball up toward a STONE RING set
about 12 feet up the wall. The crowd react as the ball hits
the ring, but doesn't go through.

The rebound is batted away, picked up by a player who moves
it forward expertly. It's Cuauhtemoc who's a crowd favorite.

MOCTEZUMA & CORTES

Watch from the royal box, screened so nearby spectators may not have contact with them. However, just behind them sit Malinali and Aguilar. Cortes loves the atmosphere.

CORTES

A fantastic game. The people of Rome could not have done better.

Malinali looks to Aguilar. 'Rome?' He translates. She passes it to Moctezuma as the action continues below.

MALINALI

He would know what is Rome?

CORTES

Another great empire. Gone now. Buried under its own weight.

With Aguilar's help, she passes this on. Moctezuma replies.

MALINALI

He says his burden is great as well. He must protect his people from an angry heaven. So that the rain will fall, the...

She consults with Aguilar.

AGUILAR

The corn will grow.

MALINALI

And the sun itself will rise.

Moctezuma looks to Cortes, decides to 'confess' something.

MALINALI

He says he is very tired.

CORTES

Tell him that if he wishes, I will share his burden. No, I will take it on completely.

She passes it on. Moved, Moctezuma takes hold of Cortes' arm, squeezes it in brotherhood.

TLACHTLI COURT

Cuauhtemoc avoids a DEFENDER by passing it to himself off the wall, then knees it skyward.

The crowd hold their breath as the ball heads toward the stone ring. They ERUPT as it passes through the hole.

MOCTEZUMA

Sees that Cortes enjoys it all. Is more than pleased.

CUAUHTEMOC

A chant rings. Women throw flowers. Cuauhtemoc appreciates it, but he's more curious about Moctezuma and Cortes.

CUT TO:

INT./EXT. CORTES' PALACE - COURTYARD - DAY

Aztec SLAVES deliver the morning repast: FOWL, FRUIT and CORN MEAL CAKES. Coacatl and two ACOLYTES are among them. Looking around. They pause as they see:

A temporary ALTAR. Father Olmedo singing a mass. Several Conquistadors lined up to receive communion. Olmedo turns from the cross, holds a wafer of BOST up in the air.

Coacatl and Acolytes comprehending the religious aspects, exchanging looks until...

GROW-RRROW!!! Perro lunges at them, his fangs bared, jaws looking like they could crush rocks. They leap back. Perro advancing. Looking like he's going to kill them.

Coacatl draws an obsidian dagger from his cloak. He holds it out in front of him just in time for...

Alvarado to arrive. He streaks in, chops down on Coacatl's arm, knocking the knife aside and sending Coacatl sprawling.

Olmedo stops his mass. Soldiers rush over along with Cortes. Malinali and Aguilar in tow.

CORTES

What is this, Alvarado!?

ALVARADO

This priest tried to kill Perro.

The priests cringe as Perro lunges against Alvarado's grip. Malinali smiling at it all as the Aztec priests beseech her.

Cortes gives Alvarado a look. Alvarado muzzles the dog with his hands, whispers in his ear.

Cortes finally looks to the priests and acolytes.

CORTES

What are they doing skulking here?

Aguilar starts. She waves him off, translates to Coacatl.

MALINALI

<Before the god Cortes feeds you to his hounds, why are you here?>

A venomous look at Perro from Coacatl as he answers.

MALINALI

They say, Moctezuma, invites Cortes, to step onto his...

Unsure of the last word, she says it in Mayan to Aguilar.

AGUILAR

To his pyramid.

CUT TO:

EXT. PYRAMID OF HUITZILOPOTCHLI - DAY

A CONTINGENT of Aztec and Spanish GUARDS escort Coacatl along with Cortes, Alvarado, De Leon, Sandoval, Malinali, Aguilar, Duero and Father Olmedo to the pyramid's base. They are met by other priests who have a carrying chair.

MALINALI

They would carry you.

CORTES

I will walk. Tirelessly. As we all will. We are Castilians.

Cortes takes the first steep stair. The others follow.

CUT AHEAD TO:

EXT. STEPS 60-70 - PYRAMID - DAY

Up they go. Duero suddenly straightens as the world turns around his head. He's about to pitch backwards when Sandoval and Alvarado catch him on either side. As they continue up:

DUERO

Leave me, Alvarado, let me die.

ALVARADO

Your legs are steel, Duero. Your heart is a furnace.

CUT TO:

STEPS 105 - 112

The last few steps to the top. They are starting to show signs of bloodstains. Cortes frowns, wonders. Then he looks out to see where he is. It takes his breath away.

TENOCHTITLAN:

Spread out like a map. Busy canals, markets, neighborhoods. It's alive! Terraced roof gardens. Pools and fountains. Pyramids and palaces. All surrounded by water connected by narrow causeways. In the distance: sister CITIES and VOLCANOS. Truly the seat of empire.

PYRAMID SUMMIT

Coacatl leads the amazed Castilians onto the 'flat' of the pyramid. A large area, covered with shrines and two main temples. The featured one to their war god Huitzilopotchli.

But nearest them, at the top of the steps a large concave-topped BLOCK OF JASPER. The dried blood leading to and running down the steps is heaviest on the block.

The Castilians exchange looks. It's obvious what it's for.

Coacatl beckons them, points ahead...

COACATL

Moctezuma.

They follow. Cortes alongside Father Olmedo.

FATHER OLMEDO

Here might be a good place for a cross. As in Tlascala.

CORTES

I'll speak to the emperor.

Nearing the gloomy shrine entrance, Alvarado looks back at the block of jasper. He stops short, a hand on Cortes' arm.

ALVARADO

Just twelve of us. Do we know
where we go?

CORTES

Yes. Through a door.

Cortes enters. Malinali right behind. Alvarado looks to De Leon, then to one of the Spanish Guard.

ALVARADO

Run and fetch a dozen sword and ten musketeers.

The guard takes off. The rest of them follow after Cortes.

CUT TO:

INT. HUITZILOPOTCHLI'S SHRINE - DAY

Ominous in shadow, carvings depicting the Aztec gods. As the others catch up with Cortes and continue deeper inside...

CUT TO:

MOCTEZUMA - SHRINE'S TEMPLE

Stands beside Holmeca. Before the sacrificial stone is a colossal image of Huitzilopochli, a chain of GOLDEN HEARTS around his neck. Holmeca's robes are freshly blooded.

The priests bring up a new VICTIM. Stripped to the waist, a fit young warrior. He moves heavily as though drugged.

Moctezuma shifts uneasily. He's really had enough of this for one day. Holmeca though is a zealot.

The priests lay the victim back on the stone. One priest each holds one of his limbs. A fifth restrains his head in a wooden yoke. Holmeca steps over, ceremonial dagger in hand.

FURTHER BACK

Coacatl leads them in, stops them as he sees a ceremony is in progress. They stop along CAGES holding more PRISONERS. They don't quite know what they've walked into.

HOLMECA

Solemnly offers the dagger up to the image of the god.

HOLMECA

*<Oh god by whom we live, under
whose wings we find repose and a
sure defense, guide us now.>*

The victim arches back as, with practiced skill, Holmeca cuts open his sternum. Reaching up, using the dagger, his hand jerks back holding the victim's HEART.

The victim blinks once. The arch in his back eases.

The Spanish react. These guys have seen a lot, are guilty of more than most, but this goes dead against their version of how the world should be run.

AGUILAR

Understand that they believe the
sun will not rise without it.

Moctezuma becomes aware of them even as Holmeca says catches the victim's BLOOD in an Eagle dish.

FATHER OLMEDO

One day we must find a way to stop
this. It dishonors our own faith.

Moctezuma and Holmeca (carrying the dish) step over.

CORTES

Then perhaps we should stop it now.

Before Alvarado can ask what this means, Holmeca offers the dish to Cortes. Cortes takes it. Moctezuma speaks.

MALINALI

He says now you hold his burden.

Quietly, Cortes pours the blood onto the ground practically between Holmeca's feet. A frozen moment. Holmeca is shocked.

CORTES

Tell him he bears this burden
alone. Tell him the God
Quetzalcoatl orders this to stop.

FATHER OLMEDO

Cortes, to proclaim godhood is
blasphemy --

CORTES

Silence, priest.
(to Malinali)
Tell him.

Malinali translates. Holmecca glowers. Moctezuma responds.

MALINALI

These gods have brought the Azteca
victory. They have...

Faltering, she switches to Mayan.

AGUILAR

They have made them a nation.

CORTES

These gods are against me. Will he
do as I command or won't he?

De Leon and Sandoval grip their swords. At the same time the
Aztec priests confer heatedly with each other. Holmecca
speaks urgently to Moctezuma. Malinali translates.

AGUILAR

The priest says the temple is
defiled. They must appease the
gods at once with more sacrifices.

Finally showing anger, Moctezuma says something to Malinali.

MALINALI

He is sorry he let you see this
place. He says we must leave now.

Cortes is furious at not being obeyed. De Leon and Alvarado
step up alongside.

DE LEON

Some fresh air, Cortes.

Alvarado grips him. Finally, Cortes nods curtly to
Moctezuma, turns and starts out. The rest follow.

CUT TO:

EXT. 'THE FLAT' - PYRAMID - DAY

Cortes trying to contain his rage as he marches to a spot.

CORTES

What kind of god am I if they
ignore me?!

He draws his sword. Sparks fly as he hacks at the stone.

CORTES

There! There our cross will stand!

Cortes strides to the edge, starts down the steps. Passing the MUSKETEERS and SWORDSMEN who have almost reached the top. Alvarado watches alongside De Leon.

DE LEON

Is it method or madness?

ALVARADO

Only he knows. I hope.

As they follow after Cortes, all are watched by Moctezuma and Holmecca. Holmecca who buries his bubbling rage.

MOCTEZUMA

We have angered him because we honor the other gods. It is a dangerous position. Choosing which gods to honor and which to offend.

HOLMECCA

The result could be catastrophic.

MOCTEZUMA

Then who? The gods who we know, under whom we have prospered? Or this new god?

HOLMECCA

He left once before. It may be that he leaves again. We will let Quetzalcoatl choose. To aid his decision we will point his attention outside the city.

CUT TO:

EXT. ROAD OUT OF VERA CRUZ - DAY

The city walls in the distance. Escalante, the conquistador left in charge by Cortes, rides out with his ADJUTANT to a little GUARD HOUSE by the edge of the jungle. Rain pours.

Dismounting, he's met by FOUR wet, scared SOLDIERS.

ESCALANTE

I'm trying to eat. What are these reports of warriors in the trees?

Before they can answer. A RUSTLING in the trees. The soldiers are spooked. Escalante picks up a rock.

ESCALANTE

It's nothing. A cat.

He flings the rock into the canopy. The rustling stops. As Escalante looks to his men; shrugs...

A HORDE bursts from the jungle. 100's of AZTEC WARRIORS. The men are enveloped in moments. Only the Adjutant has a chance. Rearing his horse, he gallops a path through, rides hard for Vera Cruz.

Escalante's skull is cracked open. His horse is dragged down and slain. As his men are carried alive into the jungle...

CUT TO:

EXT. 'THE FLAT' - PYRAMID OF HUITZILOPOTCHLI - SUNSET

Still it rains. Cuauhtemoc stands at the spot where Cortes 'hacked' the stones. He then walks over to the side. He looks down the sloping, but precipitous drop.

Below is Cortes' palace. Cuauhtemoc can see the Spanish in the courtyard. As he figures the distance in his head...

GUATEMATZIN

Cuauhtemoc.

Cuauhtemoc looks back, sees his friend approach. A SERVANT holds a frond umbrella over his head. Water runs off it.

GUATEMATZIN

I have news.

CUAUHTEMOC

Tell me.

GUATEMATZIN

Can we discuss it out of the rain?

CUAUHTEMOC

No. I am doing something.

Guatematzin sighs, motions his servant away so they can talk.

GUATEMATZIN

An Aztec patrol disguised as Cholans attacked the stranger's garrison by the sea in Cholua.

CUAUHTEMOC

What?

GUATEMATZIN

The high priest predicted it an astrologically favorable attack.

(MORE)

GUATEMATZIN (cont'd)

The garrison was to capture and sacrifice some of the strangers to appease the gods aligned against Quetzalcoatl.

CUAUHTEMOC

Does anyone really believe Cortes a god?! The high priest even!?

Guatematzin looks back at his waiting servant, at TWO ACOLYTES sweeping out the entrance to a shrine beyond.

GUATEMATZIN

Remember where you are.

(lowers his voice)

Some of the nobles do believe. Or at least aren't sure. The emperor certainly believes.

CUAUHTEMOC

He's willing to see the god in Cortes because it makes it easier to see it within himself.

They're bordering treason here. Cuauhtemoc turns back to look down on the Castilians. Guatematzin considers as well.

Suddenly, the sun's rays streak. Brilliant magic hour light as the sun dips below the encompassing cloud cover. The city of Tenochtitlan lights up. They are gripped by the sight.

CUAUHTEMOC

This is the only home I have ever known. All I desire is that my children's children say the same.

GUATEMATZIN

What could ever stand in the way?

CUAUHTEMOC

Only we Aztecs.

CUT TO:

EXT. TLASCALAN CAMP - MORNING

Across the water from Tenochtitlan. A RUNNER comes in. He carries a SACK. The causeway, the city visible beyond. As the runner heaves for breath...

The Tlascalan war chief is brought out of his tent. Looking ferocious as usual. The news is important.

CUT TO: !

EXT. VOLADOR POLE - TENOCHTITLAN - DAY

The top of which is 200 feet off the ground. FOUR MEN dressed as birds stand on each edge of a small platform. Each has a ROPE tied to his ankle. A DRUMMER beats a rhythm in the center. The city MARKETPLACE is spread out below. Suddenly, the four leap.

FOLLOW THEM DOWN as they spin around the pole, their ankle ropes unwinding, they soar further and further from the center as they drop.

And we're on the ground with the AZTEC CROWD that has gathered to watch. Among them: Cortes, Malinali and De Leon on horseback. Malinali sidesaddle on a horse tethered to Cortes' pommel. She holds on nervously, but very pleased.

MARKETPLACE

The economic hub of the empire. Everything from corn to slaves to brooms for sale. The currencies are cocoa beans, gold dust and barter. But commerce has come to a screeching halt. Everyone cranes for a look at the strangers.

DE LEON

(delighted)

They sell everything but sunshine and rain.

CORTES

And wind. I'd spend all I have to push Puertocarrero near to Spain.

De Leon is silent a beat, his delight fading fast.

DE LEON

If he had luck with the wind, he would be close by now.

CORTES

I pray our young king will favor us. If not, I still have time before the worst news could arrive: Clear out. Come home in chains.

DE LEON

And Cuba?

De Leon asks, trying to hide the guilt he feels.

CORTES

Velasquez is stupid. We'll be long overdue before he gets suspicious.

DE LEON

We should be ready for him. If he comes.

Cortes looks over. Something odd about the way De Leon said that. Malinali reads Cortes' reaction. He reins up; they all stop. De Leon can't hold his gaze as he confesses:

DE LEON

I gave Puertocarrero a letter. Begged him to stop at Marien to give it to my wife. But it was not for her. It was for Velasquez.

Cortes considers this an inscrutable beat. Malinali watches.

CORTES

Why did you do it?

DE LEON

I was afraid.

CORTES

Are you still?

De Leon meets his gaze.

DE LEON

No.

CORTES

Then you have won yourself. And I forgive you.

Forgiveness. De Leon is relieved. So is Malinali. They begin their ride again.

DE LEON

What's in your mind, Cortes?

CORTES

Perhaps I'm simply a madman.

DE LEON

No. A true madman would not seem... so obviously mad as you do.

They LAUGH, could be great friends. But Malinali's smile disappears as she catches a glimpse of someone in the crowd:

An AZTEC WOMAN just turning out of profile and moving away.

Malinali looks like she's seen a ghost.

CORTES

Opportunity is here. Despite the danger, my hour has arrived. I will conquer Mexico. I can already feel it in my grasp.

They are unaware as Malinali stops breathing, sits straighter to see further.

DE LEON

I will help you if I can. Tell you plain when I think you cannot.

CORTES

I could not ask for more.

Suddenly Malinali leaps to the ground, takes off into the crowd. Frantic. Cortes watches her go a beat.

CORTES

Malinali!

She doesn't look back. Cortes tosses his reins to De Leon, jumps down and follows after her.

MARKET CROWD

Malinali pushes her way through, shouting in Nahuatl. Closing on the Profile Woman ahead.

Reaching her, Malinali spins her around. The Woman reacts in surprise, fear even as Cortes comes up behind.

But Malinali looks suddenly mistaken, barren. She raises her hands, waves the woman off, mumbles something.

CORTES

What is it? Who is she?

MALINALI

No, I, I do not know her.

The woman backs away. Before Cortes can learn anything else, the sudden report of distant MUSKET FIRE.

CUT TO:

INT./EXT. COURTYARD - CORTES' PALACE - DAY

Across from Alvarado six musketeers lower their smoking guns.

CUT TO:

EXT. MARKETPLACE - TENOTCHTITLAN - DAY

De Leon and Cortes hurry out on their horses. Malinali is up behind Cortes, her horse now tethered riderless.

CUT TO:

INT./EXT. COURTYARD - CORTES' PALACE - DAY

Alvarado reports to Cortes who's just arrived.

ALVARADO

An attack in Vera Cruz. Eight men dead. One horse. Aguilar pieced it together, but we're not sure.

Malinali converses with the runner and War Chief.

CORTES

Did Escalante send any word?

ALVARADO

No more words from Escalante.

Alvarado reaches in the sack, pulls out ESCALANTE'S HEAD.

MALINALI

Some men were killed, some captured and carried away. His head was being carried by a Choluan runner. They don't know where it was going.

The war chief says something more.

MALINALI

The attackers were disguised as Choluans. But they were Aztecs.

CORTES

Moctezuma must have ordered it.

(turns)

Sandoval. Gather ten Castilians, a hundred Tlascalans. March to Vera Cruz and take command.

Sandoval nods, will absolutely do what he's told.

ALVARADO

If they attack us there, they will
attack us here as well.

CORTES

Can we keep word of this from the
men?

ALVARADO

They already know. And they're
nervous. The food has not been
delivered yet today. The rumor
spreads that the Aztecs want to
attack when our stomachs are empty.

As Cortes thinks, Alvarado says what everyone's thinking.

ALVARADO

We need to find a way out. There's
no shame in staying alive, Hernan.

CORTES

I will not proclaim to the world
that I am unequal to my own heart's
desire.

ALVARADO

But do we court danger for its own
sake?

Cortes scowls. De Leon is leaning toward Alvarado.

DE LEON

Is there a remedy or no?

CORTES

Remedy indeed. A desperate disease
calls for a desperate cure.

CUT TO:

EXT. BOULEVARD - LEADING TO MOCTEZUMA'S PALACE - DAY

The Wild Bunch. Cortes, Alvarado, De Leon, Sandoval, two
other Captains and THREE SOLDIERS striding down the street.
Accompanied by Malinali and Aguilar. Not to mention Perro on
his leash. Entering the outer courtyard of Moctezuma's
palace. The soldiers stop here, take position.

CUT TO:

INT. THRONE ROOM - MOCTEZUMA'S PALACE - DAY

Moctezuma looking at several pages of Aztec picture writing. They depict SEVEN SPANIARDS their HEARTS being cut out. PRIESTS hold them aloft. Moctezuma sighs, weary.

A COMMOTION outside. Then the Wild Bunch march inside.

Moctezuma claps his hands. A YOUNG NOBLE immediately steps over to collect the drawings. Moctezuma stands.

He says a word to the ATTENDANTS anxious to block Cortes. They step aside at once.

Moctezuma makes a graceful welcoming bow. The gesture is not returned. Cortes steps up. Malinali as well. Defiant.

MALINALI

*<The lord Cortes demands to know
who ordered his garrison attacked
at Vera Cruz.>*

Moctezuma nearly recoils at her tone. Like she was demanding an answer from a servant. He finally sputters a response.

MALINALI

He says he does not know, who would do this thing.

CORTES

Tell him that he will come and stay with us until the facts are made clear.

Malinali translates. Moctezuma answers angrily.

MALINALI

He says he is not a person to whom such orders can be given.

Moctezuma calls out. The Spaniards grip their sword hilts as a NOBLE of court hurries over. Moctezuma takes a signet from his wrist, hands it to him, barks an order.

MALINALI

He sends to Cholua to bring the guilty here. To him.

The court noble rushes off.

CORTES

They can report to my palace. We leave now. His household and servants may follow as they like.

She tells him. He can't believe it. He replies.

MALINALI

He says even if he consented, his subjects would not allow it. They will strike you down in the street.

Some of the PALACE GUARD make their way in.

ALVARADO

Let's take him.

Moctezuma clocks the high tension among the men. Cortes steps up, motions Malinali into a tight triangle.

CORTES

Come with me, as my guest, or die here. For I will strike you down.

She translates. Unafraid, Moctezuma's eyes sparkle as he looks into Cortes'. He likes this stranger really.

MALINALI

<Are you mad? A god commands it.>

And here comes Holmecca, Coacatl and his Under Priests from the far end. Perro starts a deep growl at the sight of them.

An odd beat as we isolate Moctezuma. He looks at Holmecca - the prospect of him suddenly distasteful - then to Cortes - who seems a holiday by comparison.

MOCTEZUMA

<Lead the way and I will follow.
But it cannot be by foot.>

CUT TO:

EXT. MOCTEZUMA'S PALACE - DAY

The emperor being carried on his open bier. Escorted by Cortes and the others. They are joined by the detachment of three soldiers they left outside. As they continue out...

ONTO THE BOULEVARD

They're joined by THREE MORE. Another FOUR wait ahead.

Moctezuma watches from on high as every ten steps or so, another FEW SOLDIERS appear from nowhere. Cortes has their passage cleverly covered. As the parade grows...

Moctezuma glances over his shoulder: Holmeca follows, not knowing what to think or do. Moctezuma looks ahead.

CUT TO:

EXT. SIDESTREETS - DAY

Word travels fast. Citizens crowd the sidestreets for a glimpse of their emperor. No one sure what it means. There! Moctezuma. High on his bier. Spaniards beneath. Who knows?

ALVARADO

Head on a swivel. Expecting to be attacked at any moment. Not afraid, just ready. The crowd thickens ahead. He slaps two men on the shoulders, starts for the head of the column.

Passing Cortes and the bier, Alvarado flashes a gallows grin.

ALVARADO

We've played our hand now, Hernan.

CORTES

A game of cards with God himself.

Malinali marvels, finds herself in exactly the moment her fortune foretold her. It's a moment of being alive. The captors, the crowds, the captive, the forward wedge, the following priests. A palpable sea change buzzing the air.

CORTES' PALACE

The 40 soldiers in the convoy can't quite reach the 100 waiting at the entrance. The crowds are now too heavy. As the procession halts, the time for trouble may have arrived.

Cuauhtemoc forces his way up. De Leon gets in front to block him. Blood is on the verge of flowing...

CUAUHTEMOC

<My lord! Shall we attack!>

MOCTEZUMA

<No rescue is necessary.>

And Moctezuma rises serenely on his bier, holds up his arms. A beacon above ground level. Near silence descends.

MOCTEZUMA

<I am no prisoner! I am the guest
of Quetzalcoatl! Stand aside!>

And the people do just that. Parting like the Red Sea. As the procession continues into the confines of Cortes' palace. He disappears from view as the crowd swallows up behind.

CUAUHTEMOC

(softly)

<You held him. Now he holds you.>

CUT TO:

EXT. 'THE FLAT' - PYRAMID OF HUITZILOPOTCHLI - DAY

HEAVE! An enormous WOODEN CROSS is raised up against the sky. Using block & tackle, supporting framework, the Spanish raise the symbol of their religion at the spot Cortes marked. The end of the cross is slotted into a hole cut deep into the rock. As it settles into place, hands reach up to steady it.

Holmecca can't believe the outrage. He's outsmarted himself.

CUT TO:

EXT. COURTYARD - CORTES' PALACE - DAY

SIXTY CONQUISTADORS guard the open gates. Alvarado and De Leon stand by a courtyard gold smelting operation. Baskets of jewelry being turned into GOLD BARS.

They watch from here as the cross atop the pyramid finally rocks steady and solid into place.

And here comes Cortes. Alvarado points skyward.

ALVARADO

There. It stands. You test your power and find you possess it.

CORTES

Now, to trade power for authority.
To persuade them to obey willingly.

ALVARADO

Send me to the top. I'll announce you as new emperor of the Aztecs.

He jokes, but Cortes doesn't laugh. Maybe being emperor is what he has in mind. Cortes points out the gold.

CORTES
Does it please you?

DE LEON
Tribute comes in from all over the city. We haven't even opened our own gold room yet.

ALVARADO
We're rich at last. If we can get it home.

CORTES
A home is four walls. Make your skull your home.

ALVARADO
If I could stack the gold between my ears? Gladly.

Cortes moves on. Alvarado and De Leon exchange a look.

CUT TO:

INT. THRONE ROOM - MOCTEZUMA'S PALACE - DAY

The council meets. Nobles, priests, and Cuauhtemoc. Holmecca stands by Moctezuma's two empty thrones. Here now without Moctezuma's support. He knows his power has weakened.

HOLMECCA
The emperor sends word... He desires that we build a temple for the stranger's. On top of the pyramid of Huitzilopotchli.

It is rather stunning news.

HOLMECCA
Our people will not tolerate this insult to their religion. It touches us all: the old, the young, slaves, masters, all!

The nobles exchange looks and words. Cuauhtemoc, who has been off to one side, steps forward.

CUAUHTEMOC
If building a temple is what Moctezuma commands, then that is what we will do.

Said with a strength, a finality that cannot be questioned.

HOLMECA

But -- It --

CUAUHTEMOC

He is the emperor. And this council is finished for the day.

An awkward beat before everyone starts making their way out.

HOLMECA

Cauauhtemoc.

Holmeca motions for him to stay, waits until they are alone. He moves portentously, considers the two seats.

HOLMECA

There are two thrones.

Holmeca sits in the Cortes throne, looks up at Cauauhtemoc. The air is heavy with intrigue and burgeoning betrayal.

HOLMECA

We could sit together.

Without warning Cauauhtemoc grabs the chair and heaves, sends Holmeca sprawling to the floor. Holmeca cowers as Cauauhtemoc SMASHES it against the floor around the high priest. Over and over until only splinters are left and all Cauauhtemoc holds are two chair legs. Fixing Holmeca with a look...

CUAUHTEMOC

There is one throne. And Moctezuma sits alone.

The chair legs CLATTER to the floor. Cauauhtemoc marches out. Holmeca watches, his eyes brim with hate.

CUT TO:

INT. MOCTEZUMA'S QUARTERS - CORTES' PALACE - DAY

Well appointed. Several of his children about. Moctezuma squats down among them, lines up a shot. He's playing TOTOLOQUE (Aztec marbles). Cauauhtemoc stands watching

TWO Spanish GUARDS maintain a low profile against the wall.

MOCTEZUMA

Are you well, Cauauhtemoc?

Cauauhtemoc steps closer, lowers his voice.

CUAUHTEMOC

Tell me and I will make war on them. Send for dancers tomorrow and they will be warriors to defend your escape.

Moctezuma shoots his marble, shakes his head.

MOCTEZUMA

Could I play totoloque with warriors about? I don't think so.

CUAUHTEMOC

Then it's true? You're here willingly?

An embarrassed beat. Moctezuma finally nods his head.

CUAUHTEMOC

Why?

MOCTEZUMA

To bribe the sun to rise, the Gods must be given what they covet most. Not empty worship, not praise or love... It's blood they want.

There are tears in his eyes.

MOCTEZUMA

The ground must be watered with it. Human blood and so human lives. I stopped breathing under the weight of them. And so I came here. And the sun still rises without me.

Relieved and embarrassed, Moctezuma considers his children.

MOCTEZUMA

How beautiful they are.

Moctezuma is in the middle of a nervous breakdown. Not that Cuauhtemoc puts those words to it, but he realizes it.

CUAUHTEMOC

You wish that the strangers may build a temple atop the pyramid?

(Moctezuma nods)

May I be the one to build it?

As one of Moctezuma's children climbs on top of the emperor, he seems suddenly content.

MOCTEZUMA
If you would like. Yes.

CUT TO:

EXT. 'THE FLAT' - PYRAMID OF HUITZILOPOTCHLI - SUNSET

PRIESTS scowl as load after load of BUILDING MATERIAL are hauled up the pyramid. Wood. Stone. Pitch. Supervising is Cuauhtemoc. A construction FOREMAN steps over.

FOREMAN
I was told you want more wood, more stone, lord.
(Cuauhtemoc nods)
We have more than enough already.

CUAUHTEMOC
You will bring more until I tell you there is enough. Understood?

The foreman wilts, nods his acquiescence. Cuauhtemoc turns, looks down at Cortes' compound. We get the ominous feeling that building a Catholic church is not what he has in mind.

CUT TO:

INT. CORTES' QUARTERS - CORTES' PALACE - SUNSET

Malinali sits on the edge of the terrace. Lost in thought, watching the people pass below. Watching faces go by. She's unaware of Cortes' arrival. Weary, he studies her a moment.

CORTES
Are you looking for her?

MALINALI
(back to reality)
Who?

CORTES
The woman you followed in the market. Who was she? Rather, who did you think she was?

MALINALI
My mother. I thought she was my mother.

CORTES
Your mother was Aztec?

Malinali simply nods, looks back out.

CORTES

From this city?

MALINALI

No. Jaltipan. A trading city to the south. That is how I speak Nahuatl. I was the only child of a noble family. My father died. My mother was beautiful and soon remarried. She had a son. To keep his inheritance, she sold me. To men from Xicalango who took me there. That is how I speak Mayan. I was nine years old.

She looks over, holds his gaze, relieved not to see pity.

MALINALI

In the market, when you forgave De Leon for his letter, I thought you truly were as fine as gold. I wonder if I could forgive my mother if I found her again.

CORTES

If you find her, your heart will decide. With a mother or father love usually wins the day.

Cortes considers his potted orange trees.

CORTES

When I was a boy my father fought in the Reconquista against the Moors. Under the flag of the Alcantara. Then later for a time against the crown.

He considers the hard green beginnings of an orange.

CORTES

I remember him coming home broken. His ancient lineage just as burdensome as his decayed fortune. To this day he commands only oranges.

(back to Malinali)

Did you know the boy King we have now is not even born in Castile. In fact, you speak the language better than he does. My blood is far truer than his and the king before him. Yet, he is the king.

MALINALI
 (steps over)
 But Cortes is a god.

He takes her in his arms.

MALINALI
 I wish I was a man. Though if I
 were I would love you just as much.

She kisses him. Hard. Jesus this girl's a turn on. As he
 kisses her back this can only end in one place.

CUT TO:

INT. CUAUHEMOC'S BEDROOM - NIGHT

Cuauhtemoc sleeps with Tecuichpo. Wrapped in each other's
 arms. A breeze flutters back a light cotton curtain covering
 a doorway leading to a garden.

A man enters along with the breeze. A WHIPCORD of a man.
 Lean and feral, a DAGGER in his hand. An assassin.

The next breeze seems to propel him forward. As he crosses
 toward the bed, the floor matting crunches ever so slightly
 underfoot. Whipcord freezes. Cuauhtemoc's breathing remains
 steady. Sleep undisturbed.

Whipcord moves, raises the dagger. As he brings it down --
 Cuauhtemoc kicks out, catches him in the side with his foot.

Cuauhtemoc rolls out of bed and onto his feet. Whipcord
 counters, arcing the knife through the air. The blade
 slashes across Cuauhtemoc's forearm.

Cuauhtemoc punishes Whipcord hard in the ribs. They slam to
 the wall -- Whipcord slashes the blade across Cuauhtemoc's
 shoulder and upper back. Cuauhtemoc reels --

Whipcord comes in for the kill --

Cuauhtemoc grapples with him, stabbed even as he gets the
 heel of his hand up under Whipcord's chin. He drives him
 back -- They go through the open door --

HALLWAY

-- Sprawl violently to the floor. The dagger skitters away.

Whipcord face down until Cuauhtemoc jerks him around.

CUAUHTEMOC

Who sent you...

No answer. Whipcord's neck is twisted. Broken.

Blood streaming, Cuauhtemoc sees Tecuichpo in the doorway. He tries to rise, stops. She hurries over to steady him.

CUAUHTEMOC

Bind me.

CUT TO:

EXT. A SECOND TERRACE - CORTES' PALACE - DAWN

Moctezuma takes in the sky. One half of it rose-colored, the other half dark, still bearing the imprint of a million stars. Moctezuma alone in the moment. And then, he sees...

CORTES' TERRACE

On the same wall across the palace. Cortes stepping out to do the same thing. Two legends out to witness the dawn.

As the sun is about to burst the horizon, the haunting sound of Father Olmedo SINGING MASS starts to echo. And then...

SUNRISE! The first rays streak across the city.

MOCTEZUMA

Sighs in relief. The gods have allowed another day. He looks back at Cortes, smiles sadly to himself.

MOCTEZUMA

Does it rise now by your command?

CUT TO:

EXT. CROSS - ATOP HUITZILOPOTCHLI - MORNING

Swinging an incense burner from a chain, Olmedo consecrates the site. Answering, a volcano huffs and puffs beyond.

Nearby, Holmeca is ready to erupt himself as he watches this 'pagan' ceremony. Coacatl arrives, whispers in his ear.

COACATL

Cuauhtemoc lives.

Holmeca scowls then straightens. And looks:

Cuauhtemoc crests the top of the pyramid. Behind him, LABORERS bring another load of STONE and TIMBER for the church. Cuauhtemoc knows they're there, suspects them, but never looks over. As he directs the morning industry...

CUT TO:

EXT. SHIP'S MASTHEAD - CARIBBEAN - DAY

As the LOOKOUT sees JUNGLE ahead. A FLEET of ships in the water below him. More Spaniards have arrived.

LOOKOUT

LAND!

CUT TO:

EXT. WALLS OF VERA CRUZ - DAY

THREE SPANISH MESSENGERS ride up to the gates. The GATE GUARDS obviously don't recognize them.

GATE GUARD

Who the hell are you three?!

MESSENGER ONE (GUEVARA)

I represent the expeditionary force of Admiral Panfilo de Narvaez. With a message for Hernan Cortes.

CUT TO:

INT. COMMAND POST - VERA CRUZ - DAY

Guevara and the other two messengers stand cooling their heels, look up as Sandoval strides in followed by a DOZEN SOLDIERS. The purple is fading from Sandoval's scar.

SANDOVAL

Cortes is not here. I am in command. What do you want?

All attitude, Guevara holds out a folded parchment with a wax seal. Sandoval makes no move to take it. Guevara stands there an awkward beat, then lowers it.

GUEVARA

It is an order. From Admiral Panfilo de Narvaez. For Cortes to surrender himself.

SANDOVAL

He's very busy. I'm not sure he'll consider it. Do you wish to be taken to him?

GUEVARA

Of course, you impertinent -- Take me to him.

Sandoval's scar lifts as the slightest smile plays. A nod from him and Guevara and the messengers are set upon by the soldiers. Grabbed, disarmed. Hands tied as their mouths are gagged. It only takes a moment.

A moment more and a group of TLASCALANS have the messengers cocooned tight in nets. Then, they're hung from poles which several stout INDIAN RUNNERS set on their shoulders.

Guevara struggles, tries to shout through his gag. Sandoval steps over, picks up the wax sealed parchment from where Guevara dropped it.

SANDOVAL

As you wish, you are to be taken to see Cortes.

As Sandoval tucks the parchment into Guevara's netting...

CUT TO:

EXT. WALLS OF VERA CRUZ - DAY

The gates open. The poles rest on the shoulders of the Indian Runners. Two in front and two in back. A Castilian following on horseback. As they trot off, carrying the messengers off to Tenochtitlan.

CUT TO:

EXT. CAUSEWAY - TENOCHTITLAN - DAY

The runners trotting down the causeway. Guevara twists as much as he's able to get a look at the strange city awaiting.

CUT TO:

EXT. MOCTEZUMA'S QUARTERS - CORTES' PALACE - DAY

Guatematzin waits as Moctezuma looks through picture writing of Narvaez's fleet. Finally, frowning, he folds them in two.

MOCTEZUMA

How many?

GUATEMATZIN

More than are here. Nine hundred.
The Choluans say they march on
Cortes' camp on the sea. Vera
Cruz. The Choluans also say they
march as foes, not friends.

CUT TO:

INT. ROOM - CORTES' PALACE - DAY

Guevara and the other messengers groaning as they stretch
some life back into their limbs. They look beat to shit.
Two GUARDS are positioned on either side of the door.

And Cortes enters, flanked by Duero and De Leon.

CORTES

You wanted to see me?

Guevara sits on his anger. Picking up his parchment...

GUEVARA

We are here on behalf of Admiral
Panfilo de Narvaez --

CORTES

Admiral? Because he sits in a boat
he calls himself admiral?

Cortes grabs the parchment, hands it to Duero.

DUERO

Do you have a warrant of authority
from the crown?

GUEVARA

On behalf of Admiral Panfilo --

CORTES

Do you have a warrant of authority
from the crown?

The messengers exchange looks, don't answer.

CORTES

I did not think so. I have men
petitioning the king at his court
in Spain. Official sanction may
have already been granted. It is
you who break the law. You who are
invaders of the king's land.

They seem very surprised at this. Cortes narrows his eyes.

CORTES

But I know you. Don't I?

Guevara nods, the young hidalgo suddenly embarrassed.

GUEVARA

Your horse. In Santiago. You bought it from my father.

CORTES

I have it still! Here! But this is no good. There must be men with Narvaez who have brothers with me.

GUEVARA

Si...

Cortes shakes his head in sorrow, but he's up to something.

CORTES

Have you been fed? Have you eaten?
Come.

CUT TO:

INT. MAIN HALL - CORTES' PALACE - DAY

They follow Cortes, passing the piles of GOLD INGOTS that have been melted down. Gold everywhere. The messengers exchange looks, but no one says anything. Cortes addresses two SOLDIERS finishing a stack.

CORTES

Where is Alvarado?

ALVARADO'S VOICE

He is in here!

They continue around Father Olmedo's altar, into...

THE TREASURY

Essentially the same as the last time we saw it. Alvarado is taking a tally. He looks up as they enter.

CORTES

Pedro, where do they cook today?

ALVARADO

In the courtyard, Hernan.

The messengers don't notice they're play acting. They're too busy standing there slack-jawed at the sight of all the gold.

GUEVARA

It's a king's ransom.

ALVARADO

Just one of our stores. Tell me, is Captain Sanchez with Narvaez?

GUEVARA

Si...

Alvarado picks up an ingot, hands it to Guevara.

ALVARADO

I owe him money. Give him this when you see him.

CORTES

Tell him, tell all the men: Leave Narvaez and come over to Cortes and they will all share equally.

Dissension in the ranks has already taken root.

CUT TO:

INT. CORTES' QUARTERS - CORTES' PALACE - NIGHT

Cortes, De Leon, Alvarado, Olmedo and other captains.

CORTES

There is one course only. March straight out and deal with them.

ALVARADO

The messenger said they were 900.

DE LEON

We've sent troops of men out to scout the land, others to inspect Moctezuma's gold mines. There are only 300 of us.

CORTES

And these 900? Think of it. A gift from god if we win them over. How is it you see opportunity and mistake it for disaster?

Only Cortes. De Leon finally starts laughing. Alvarado joins in. Finally, Cortes almost smiles himself.

CORTES

I will not lose a kingdom I have
yet to gain.

CUT TO:

INT. MOCTEZUMA'S QUARTERS - CORTES' PALACE - DAY

Moctezuma and Cortes. Malinali translates.

MALINALI

<Lord Cortes must leave awhile.>

Moctezuma nods that he knows. He retrieves his picture
writing, hands them to Cortes: Narvaez's fleet, horses being
unloaded, soldiers. He says something to Malinali.

MALINALI

He asks who they are.

CORTES

Outlaws. I go to destroy them.

Malinali relates this. Moctezuma considers thoughtfully.

CORTES

Until I return he will be the guest
of Alvarado who will remain with 80
of my soldiers. Some Tlascalans
will enter the city as well.

She tells Moctezuma who seems even more thoughtful.

MALINALI

What of Malinali? Where will I go?

CORTES

The one difficulty I don't expect
is language. You are needed here.

Malinali swallows back a sudden rising panic.

MALINALI

No, my fate must be yours. I must
go with Cortes. I can't --

CORTES

The desperation of parting does not
suit you. You will stay here.

CUT TO:

EXT. CITY ENTRANCE PLAZA - TENOCHTITLAN - DAY

Cortes has marshalled 220 men in the plaza by the causeway. Many Aztecs have gathered to watch. Including Cuauhtemoc. They scowl as the Tlascalan Chief comes off the causeway and into the city with his 400 lean and hungry looking SOLDIERS.

On horseback, De Leon starts to lead out the Castilians. Cortes converses with Alvarado. Malinali is nearby.

CORTES

I'll return as soon as can be done.

ALVARADO

Or you won't.

A beat between the old friends. Neither a sentimentalist.

CORTES

Hold Moctezuma at any cost.

Alvarado nods that he will. They clasp hands.

Malinali watches, knows a "goodbye" when she sees one. She waits now as Cortes approaches her.

CORTES

Serve Alvarado well.

MALINALI

I do not wish to stand alone.
Please. I would die with you.

CORTES

I'm not going to die. Not yet.

Ignoring her desperation, Cortes kisses her forehead, goes to his horse. Malinali tries to keep her shit together. She watches as Cortes mounts up, starts to ride up toward the head of the column already crossing the causeway.

CUAUHTEMOC

(behind her)

<He leaves. Done with his whore.>

(she turns)

<You are Nahuatl, Aztec, but you
know no loyalty.>

MALINALI

<Loyalty? To who? My family that
sold me? My country? Full of men
who can only see the hole between
my legs?>

Cuauhtemoc points a finger inches from her mouth.

CUAUHTEMOC

<This is the hole I worry about.>

Malinali gets her guts back, bats his hand away. Cuauhtemoc is shocked. No woman has ever done that to him before.

MALINALI

<You call Malinali a whore. You say she has no loyalty.>

She spits on the ground. Cuauhtemoc nearly hits her. It takes all his self-restraint.

MALINALI

<She is forever loyal. Loyal to Malinali. For Malinali will never sell her. Or rape her or betray her. And always will she love her. Malinali is my god.>

CUAUHTEMOC

<And Cortes?>

MALINALI

<I would die for him. What other man has treated me as he? What other man has allowed me this importance? Only Cortes.>

CUAUHTEMOC

<Cortez deserts you. He will die out there. By his own kind. And you here. By yours.>

We see doubt take hold. Doubt, the first step to despair.

CUT TO:

EXT. COMMAND TENT - NARVAEZ CAMP - DAY

Under a tropical deluge. The few soldiers on GUARD DUTY huddle miserably. Everyone else are in their tents, under lean-tos or canvasses rigged up on poles.

CUT TO:

INT. COMMAND TENT - DAY

Water drips through several leaks as Narvaez and his CAPTAINS listen to Guevara's report. Guevara is soaked to the bone.

SANCHEZ

Cortes demanded a warrant from the king in Spain. He said he was marching here. To arrest you.

Narvaez chuckles until his attention is taken by a new drip.

NARVAEZ

And what else?

GUEVARA

There is gold wherever you look.

NARVAEZ

What?

GUEVARA

Piles of it, too much to count.

Guevara sees a captain's face (SANCHEZ), remembers something.

GUEVARA

Sanchez. Pedro Alvarado sends you this. He said he owed you a debt.

He hands SANCHEZ the ingot. Sanchez's eyes widen.

SANCHEZ

Si... But not this much.
(wider as he realizes)
Alvarado has enough money to start paying his debts?

Narvaez snaps his fingers. Sanchez hands it over. He looks at it, his eyes then flicker up to Guevara.

NARVAEZ

I don't want anyone to speak to the men about this, hmm?

CUT TO:

EXT. OUTSIDE THE COMMAND TENT - NIGHT

Young RECRUITS huddle against the downpour. The news is out.

GREEN ONE

Cortes sits on a mountain of gold.

GREEN TWO

And any who go over will share.

CUT TO:

EXT. JUNGLE - TWILIGHT

Soaked to the bone, but seemingly unaffected, Cortes' little army moves along a muddy footpath.

A commotion on the flank. Men are approaching through the trees, horses. Swords are drawn, Cortes stands on tiptoes to see. The jungle breaks to reveal RIDERS at the head of a column of SOLDIERS. Just as the fighting is about to begin:

It's Sandoval and others from Vera Cruz! Maybe 40. Cortes pushes his way through. Water drips off their helmets.

SANDOVAL

The men of the city of Vera Cruz offer their swords.

CORTES

The men of Tenochtitlan accept.

CUT TO:

INT. COMMAND TENT - NARVAEZ CAMP - NIGHT

AH-CHOOO! Narvaez sneezes. He has a cold. A CAMP SERVANT makes tea. Sanchez waits for orders.

SANCHEZ

Should we double the sentries?

NARVAEZ

On a night like this? Whatever foolish thing he's done, Cortes is still a Castilian and at least he thinks he's a gentleman. He wants to stay as dry as we do. Tea?

Tea spills as cannons FIRE nearby...

CUT TO:

EXT. NARVAEZ'S CAMP - NIGHT

Cortes' men overrunning the artillery positions.

TENTS

As HALF DRESSED SOLDIERS step out, are cut down by strange Spaniards rushing through the camp.

One is pinioned, his arm up behind his back.

SPANIARD

Narvaez! Where is Narvaez?!

As the soldier points with his chin.

CUT TO:

EXT. COMMAND TENT - NARVAEZ CAMP - NIGHT

MEN rush to and fro. Narvaez exits, cinching his sword belt.

VOICE

Panfilo Narvaez?

Narvaez looks up. Sandoval stands there, sword in hand.

SANDOVAL

In the name of Hernando Cortes and
the King of Spain I arrest you.

NARVAEZ

Impudent upstart!

Narvaez pulls his sword, comes at him. Sandoval parries his
blow, comes across with his own. The blade slashes down
across Narvaez's forehead. He reels, drops his sword.

CUT TO:

EXT. NARVAEZ CAMP - NIGHT

Narvaez's men are in complete disorder, lined up in surrender
to a much smaller force. There are maybe 30 or 40 dead
strewn about. One after the next, the DEFEATED CAPTAINS step
up to KISS Cortes' hand. Last but not least...

Vanquished Narvaez. A bloody bandage wrapped clumsily over
one eye. As he kisses his new master's hand...

NARVAEZ

My compliments on a glorious
victory.

CORTES

Capturing you is the least glorious
thing I have done in Mexico.

(to De Leon)

Clap him in irons.

(to captains)

The rest of you and your men I
pardon on the condition you come
with me to Tenochtitlan where you
will receive a share of the gold.

Narvaez's men CHEER. Cortes turns on his heel, marches away.

CUT TO:

INT. MAIN HALL - CORTES' PALACE - DAY

Guatematzin waits impatiently with Malinali. Alvarado approaches from across the hall with Perro on a leash.

GUATEMATZIN

<Who is he to make me wait this way? He is not Cortes.>

MALINALI

<And you are not Moctezuma.>

That tears it. Hearing that from a woman! As he takes a step toward her...

ALVARADO

What does he want?

MALINALI

Tonight is the feast of The Smoking Mirror. It is when they move the idol of Huitzilopotchli from one temple to the other.

ALVARADO

They can throw it into the sea for all it matters to me.

MALINALI

The festival is held just outside the doors here. In the square before the pyramid. It is very important. He says that Moctezuma must be allowed to attend.

ALVARADO

Does he think me a fool? Moctezuma stays here until Cortes returns.

Malinali translates. Guatematzin is not happy.

GUATEMATZIN

<And what if Cortes is already dead. Who decides then?>

Malinali just stands there, can't bear to even translate.

ALVARADO

Ask him why the food has been so poor since Cortes left. There are far less of us to feed.

She passes on the question. Guatematzin's reply is curt.

MALINALI

He says he will discover why.

Pissed, Guatematzin nods a goodbye, strides away.

ALVARADO

When the food changes, the mood changes.

(to Malinali; an order)

Look into it. Speak to the kitchen.

Alvarado is about to continue when...

MALINALI

Cortes did not tell you to treat me as a servant.

ALVARADO

What are you if not a servant?

MALINALI

I am the consort of Cortes. One day I will be his queen.

ALVARADO

Queen whore.

She SLAPS his face. Alvarado grins. As she moves to hit him again, Alvarado catches her wrist, twists it.

ALVARADO

The Aztecs are many. And we are few. You may want to remember how to please them.

As she struggles, Perro growls, snaps at her. Alvarado shoves her away. Perro lunges, comes up short on his leash. As Alvarado strides off, Malinali has murder in her eyes.

CUT TO:

EXT. KENNELS - COURTYARD - CORTES' PALACE - DAY

A ONE-ARMED SLAVE listens, nervous as Malinali speaks to him. We see the Spanish war dogs in the kennel beyond. One-Arm finally nods. As Malinali slips GOLD into his hand...

CUT TO:

EXT. KENNELS - COURTYARD - CORTES' PALACE - SUNSET

One-Arm in the kennel. Holds a bowl of meat, starts ominously forward. Toward Perro. He shakes a piece of meat to the edge, drops it. Perro gulps it down. The slave flicks another. A second mastiff tries to muscle in.

ONE-ARM

<Not for you.>

And then another dog. Another. One of them rears up to get a snout in the bowl. It smashes to the ground and half-a-dozen dogs are soon fighting for the scraps. One-Arm panics. That wasn't supposed to happen. Not knowing what to do, he slips away. As the dogs lick their lips...

CUT TO:

INT. PALACE ROOF - NIGHT

Cannons and falconets are set up here. Drums pound. SPANISH GUARDS look down to the courtyard before the pyramid. The feast is going on, 100's of feathered dancers move to a beat. The idol of Huitzilopotchli being moved through the crowd.

Alvarado is up here drinking from a wine skin, watching the spectacle. The pressure of being here at the heart of the Aztec empire with just 80 odd men is taking its toll.

SOLDIER

Don Alvarado!

Alvarado turns to see a stricken looking soldier. As Alvarado realizes something is wrong...

CUT TO:

EXT. KENNELS - COURTYARD - NIGHT

A few live dogs. A few sick. Mostly dead. Alvarado rushes in, slows to a stop over Perro. He kneels down. We're on his back as he raises the limp body, then slowly sets it back down. Dead. Alvarado is aware, but does not look back as...

Soldiers hustle in One-Arm.

SOLDIER TWO

Someone saw him feeding the dogs.

ALVARADO

Fetch Malinali.

CUT TO:

MALINALI

Malinali arrives to find Alvarado still crouched by dead Perro. A terrified One-Arm is held roughly by the soldiers. Malinali appraises the situation on the fly.

ALVARADO

Ask him what he did.

Malinali looks at One-Arm. Disgusted.

MALINALI

<You were supposed to kill just the one. And not be seen.>

ONE-ARM

<Save me or I'll show the gold.>

A beat. Malinali decides, looks to Alvarado.

MALINALI

He gave the dogs poison.

ALVARADO

Why?

MALINALI

<I was born in the year One Grass of Penance. My stars said I would thrive in mischief, dissent and the downfall of established things.>

One-Arm wonders what the hell she's talking about. Malinali looks to heaven, beseeches whatever stars may make this so.

MALINALI

<Let it be true now.>

(to Alvarado)

So they could not fight the Aztecs.
They paid him gold.

Alvarado rises, turns. Madness has descended. Feeling the trouble he's in, One-Arm reaches in his tunic, pulls out the gold to show. Alvarado slits One-Arm's throat.

Twisting back, One Arm's blood splashes across Malinali.

ALVARADO

Castilians... Arm yourselves.

CUT TO:

EXT. PLAZA BEFORE THE PYRAMID - NIGHT

The drums pounding. The dancing becoming more frenetic. The idol being moved by priests toward the pyramid steps.

CUT TO:

EXT. ROOF - CORTES' PALACE - NIGHT

As the cannons are surreptitiously brought to bear.

CUT TO:

EXT. PLAZA BEFORE THE PYRAMID - NIGHT

Drums. Dancing. The idol.

Along the perimeter: FIFTY CONQUISTADORS. Spread in a line. Peeking around corners. Some looking like spectators. Moving casually into position. Hands on their sword hilts.

CUT TO:

EXT. ROOF - CORTES' PALACE - NIGHT

Fuses are lit. Burn slowly. Inexorably. BOOM!

CUT TO:

EXT. PLAZA BEFORE THE PYRAMID - NIGHT

Cannonballs explode. Shrapnel whistles through the air. Dozens are cut down. Men, woman, priests, children.

A moment of shock and confusion. And then the soldiers wade into the crowd. Swords slashing -- Stabbing -- The idol is dropped -- Panic ensues -- People are trampled --

Guatematzin stepping forward -- Unarmed though -- Alvarado's sword slashes -- Guatematzin goes down. SCREAMS rise and BLOOD runs over the paving stones.

CUT TO:

EXT. CAUSEWAY - TENOCHTITLAN - DAY

Cortes marches. 1000 Castilians, 1000 Tlascalans, 80 horses. A festive atmosphere. The veterans anxious to show the city to their new comrades. The line holds up as Sandoval rides in from the direction of Tenochtitlan. He stops at Cortes.

SANDOVAL

Something is wrong. The city seems deserted. There's no one.

Cortes considers, looks out onto the water.

CORTES

No canoes.

A moment of thought. Cortes shrugs, motions 'onward'.

CUT TO:

EXT. STREETS - TENOCHTITLAN - DAY

The head of the army is off the causeway and entering the city. Not an Aztec in sight. Only the cllop of hooves, the shuffle of feet. The neighborhood is deserted. Ghost town.

Cortes reins up again. Eerie. He motions to a soldier who unslings a trumpet, lets loose a long woeful note.

CUT TO:

EXT. CORTES' PALACE - DAY

Seen from a distance.. No sign of life as the trumpet note carries. But there are dead bodies outside the walls. A LONE SOLDIER appears on the roof. He lights the fuse of a falconet. It fires, the percussion echoing off the pyramid.

CUT BACK TO:

CORTES, DE LEON, SANDOVAL ET.AL.

Hear the sound. Exchanging looks. Cortes starts forward.

CUT TO:

EXT. CORTES' PALACE - DAY

The gates swing open as Cortes and De Leon ride in. Malinali rushes to the battlement for a look, can't believe her eyes.

CUT TO:

EXT. COURTYARD - CORTES' PALACE - DAY

Several wounded Spaniards in a courtyard triage. Cortes across from Alvarado, Malinali. Alvarado is still splattered in dried blood, looks like he hasn't slept in a year.

ALVARADO

There was a festival before the pyramid. We learned they would attack when it ended. So, I attacked them first. As you would have done. We killed six hundred of their nobles and priests.

CORTES

Six hundred?

ALVARADO

Si... The city rose up. We've been under siege for three days. Until a few hours ago.

CORTES

Did you think to have Moctezuma stop them? Order them not to?

Alvarado looks stricken, casts about for an answer.

CORTES

That is what I would have done!

ALVARADO

(softly)

They killed the dogs...

And Cortes just stands there looking at him, understands now. Still disgusted, but understands.

Malinali watches, trying to keep the guilt off her own face.

A strange voice calls out from somewhere beyond the palace.

VOICE BEYOND WALLS

Caz-teel-ians! Caz-teel-ians!

They listen as the voice echoes something further in Nahuatl.

MALINALI

The voice says the bridges on the causeways have been removed. It says you have only been let back in the city so you may die here.

A chill as they all consider this.

CORTES

De Leon, take a cavalry patrol.
Scout the causeways. Alvarado...

Alvarado isn't listening.

CORTES

Alvarado! Have we food? Water?

ALVARADO

Very little.

CORTES

Take men and wagons to the market.
See what you find. Do not linger.

Alvarado nods, heads off. Cortes looks to Malinali.

CORTES

Moctezuma.

CUT TO:

INT. MOCTEZUMA'S QUARTERS - CORTES' PALACE - DAY

Despondent, Moctezuma stares off. Cortes and Malinali stand before him. Finally Moctezuma speaks, ashamed.

MALINALI

He says he has no power now. He
says he is no longer able to
command anything of the Aztecs.

CORTES

Tell him this is true only if he
allows it to be true. His power
can be taken only if he allows it.

Hearing this, Moctezuma holds out a clenched fist, opens it
as if to say he does allow it. Then he speaks.

MALINALI

Power lives in motion. It lives in
the journey of the arrow. Not
where it falls.

(listens to more; then...)

My quiver is empty. My bow is
unstrung. I am at rest.

Cortes understands. Is completely unsympathetic.

CORTES

Tell him if he wants to eat again,
that he will eat when we eat.

Malinali translates. As Cortes wheels and starts out.

CUT TO:

INT. PASSAGE - CORTES' PALACE - DAY

Malinali hurrying to catch up.

MALINALI

Cortes!

He stops, looks back. Malinali tries to keep from crying.

MALINALI

I did not think you would return.

Softening, he reaches in his pocket, holds out an ORANGE.
Malinali just stands there as her tears fall. Cortes takes
her in his arms. She buries her face, soaks into him.

MALINALI

I thought you dead. I thought, I --

He pulls her closer, smothers her almost confession.

CORTES

We live or we die. Alive, let it
be as lions. Dead, let it be in
ashes, not in dust. Not in tears.

That calms her somehow. And then...

DE LEON

Cortes!

De Leon rushes down the hall. He's bloodied.

DE LEON

The causeway bridges have been
raised! Thousands of soldiers are
massing! We're trapped!

CUT TO:

EXT. PALACE ROOF - DAY

De Leon and Cortes hurry to the edge. De Leon points out:

A PLAZA beyond the pyramid is filled with Aztec soldiers in full feathered regalia. The plaza in front is still empty.

DE LEON

The men on the outward guard were overwhelmed. Two were taken alive.

Deep drums POUND from the top of the pyramid. Then a commotion on a STREET off to the left: The ROOFTOPS packed with AZTEC WARRIORS. They cast STONES, fire ARROWS to the street below. It's hard to tell at what. Until...

CORTES

Alvarado.

CUT TO:

EXT. STREET - DAY

Alvarado, his 20-man-patrol and six empty CARTS caught on the way to the market. Stones rain down. Arrows. They're pinned along one side of the street. Under an awning.

The fusillade only comes from one side of the street right now. One particular ROOFTOP INDIAN is directing the fire.

Alvarado raises a crossbow -- aims -- FWWITT! Skewered, the rooftop Indian PITCHES dead to the ground. As a rock clangs his armor, Alvarado looks to the carts. Has an idea...

CUT TO:

MARKET CARTS - STREET

Moving up the street in two columns of three. The Spaniards moving low between them for cover. A Conquistador Humvee. Down come the rocks and arrows, but so far so good. Until...

AZTEC WARRIORS ATTACK from a side street! The carts are yanked away, but the Aztecs face the fury of the Spanish swords. They are driven back. Abandoning the carts, Alvarado and his men make it around the corner.

STREET TWO

Alvarado sending the men up in groups of 3's and 4's. Zig-zagging the street from doorway to doorway. Urban warfare.

In the last group: One is violently knocked sprawling by a boulder. His two comrades try to drag him to safety. Arrows finish them off.

CUT TO:

EXT. WALL - PLAZA BEFORE THE PYRAMID - DAY

As Alvarado and his now 17 men inch along. The gates of Cortes' palace are 150 feet away. But the plaza is filling with Aztecs. It may as well be a mile. Until...

The gates are suddenly thrown back. Musketeers FIRE and the INFANTRY rush past. Cortes, De Leon and TWO DOZEN SWORDSMEN. As they swing their swords:

The Aztecs are pressed back.

CORTES

Alvarado!

Alvarado and his men have a clear shot. Make a run for it. With practiced skill, the infantry fall back through the gates behind them. And they SLAM shut!

CUT TO:

EXT. WALLS - CORTES' PALACE - DAY

Ladders are thrown against the lower wall. Warriors climb.

Spaniards work to shove the ladders back down. Grapple with the Indians who make it to the top.

PALACE HALLWAY

Aztec warriors climbing from a ladder in through a window. Swordsmen charge down the hallway, their steel again a huge advantage over the Aztec clubs.

COURTYARD - CORTES' PALACE

The Tlascalans suffer worse than the armored Castilians at a burst of arrows. Then more stones. Cortes is apoplectic.

CUT TO:

EXT. PALACE OUTBUILDINGS - DAY

It's from these roofs that the rocks are being launched. A side gate of the palace opens.

Muskets BANG and the Aztecs are mown down. Out rides the cavalry, led by Cortes and Sandoval. FIFTY RIDERS each holding a BURNING TORCH.

Trampling the Indians, they reach the outbuildings, hurl the torches through the windows, into the trees and courtyards.

MOCTEZUMA'S TERRACE

The emperor looks out, sees: The avenues dark massed with combatants. In a far courtyard the AZTEC WARLORDS assemble.

PALACE ROOFTOP

The gunners work to aim the cannons down into the courtyard. Expose themselves to fire. BOOM! As the cannon fires, a gunner is hit with an arrow.

COURTYARD - CORTES' PALACE

A breach in the wall as bricks collapse. Tlascalans led by their War Chief ferociously beat the Aztecs back.

PALACE OUTBUILDINGS

The lower floor on fire. The cavalry back through the gates.

MOCTEZUMA

Watches the missile attack fall apart. The building going up in flames. The bombardier Warriors leaping from the roof.

CUT TO:

EXT. COURTYARD - CORTES' PALACE - DAY

The fighting continues. Cortes looks to De Leon.

CORTES

Their fury will subside. Many still believe I am a god.

DE LEON

But a god who must be driven from their midst. So that the old gods will not abandon them.

CUT TO:

INT. PALACE HALLWAY - DAY

Masonry is pulled from a window to widen the view: the lengthwise run of a body strewn, but deserted avenue. A field of fire as... A CANNON is rolled up, chocked into place. Down the hall... a second CANNON is rolled up.

Loaded with SHRAPNEL, aimed at the boulevard below. Filling with warriors. B-BOOM! The cannons wreak havoc.

Dust sifts down from the ceiling. As the gunners reload, Cortes heads down the hall, Malinali in tow.

CUT TO:

INT. MOCTEZUMA'S QUARTERS - CORTES' PALACE - DAY

Moctezuma at the window witnessing the carnage. Cortes and Malinali enter. Cortes splattered in blood.

MALINALI

<You must tell them to stop.>

Moctezuma shakes his head. Then adds something.

MALINALI

He says no matter how many we kill,
we will not leave the city alive.

Cortes strides up to him, angry now.

CORTES

And you? You think you will live?

(grabs him)

Tell them to stop! Tell them if
they stop we will leave!

And... the ROOM EXPLODES! Malinali, Cortes, Moctezuma all thrown flat as the roof opens and the CROSS from the top of the pyramid crashes into their midst. Debris follows.

No one is killed though. As they cough against the dust, Cortes sits up, tries to wipe it from his eyes.

CUT TO:

EXT. TOP OF THE PYRAMID - DAY

As several TIMBERS are sent pitch-poling over the side. BOULDERS follow. Now we know why Cuauhtemoc wanted to build the church. So he could send it down on top of them.

CUT TO:

EXT. COURTYARD - CORTES' PALACE - DAY

A Castilian is CRUSHED as a TIMBER crashes down from above. The HORSES FREAK as BOULDERS SMASH through the stable roof. Sandoval rushes in, tries to calm them.

CUT TO:

EXT. ROOF - CORTES' PALACE - DAY

Cortes comes out for an overview. Cannons strafe the pyramid plaza. But no matter how many Indians die, more take their place. They're scaling the walls, trying to dig under them.

TOP OF THE PYRAMID

Three BURNING BARRELS of pitch are sent over the side.

ROOF - CORTES' PALACE

As the barrels bound down the side, picking up speed and finally -- SMASH onto the roof from above. Flames follow the splash of pitch in every direction. A napalm drop.

CUT TO:

INT. MOCTEZUMA'S QUARTERS - CORTES' PALACE - DAY

Shafts of light bore through the dust-laden air. Bruised and battered, Moctezuma stands as his BODY SERVANTS put on his blue and white mantle, his emeralds, his diadem. Surreal as it is beautiful. As they set his feathered headdress...

CUT TO:

EXT. ROOF - CORTES' PALACE - DAY

Men rush out to fight the fire, are driven back by arrows.

PALACE BATTLEMENTS

Serene, Moctezuma walks along the outside. A servant leads the way carrying his GOLDEN STAFF of office.

ALVARADO

Fighting at a new breach in the courtyard wall. Stopping short at the sight of the Emperor passing above.

PYRAMID PLAZA

As some of the Aztecs see him as well. He gives them the same pause even as the fury continues around them.

MOCTEZUMA

Ascends the steps leading to a turret at the corner of the palace. Things change like magic as...

PYRAMID PLAZA

A wave of recognition sweeps through the plaza. The attack actually stops. Some of the Indians prostrate themselves.

CORTES

Watches in amazement. His men work at controlling the fire.

MOCTEZUMA

Looking out. Realizing the effect he still has. He seems to regain some of his former authority.

MOCTEZUMA

*<Why do I see my people in arms
against the palace of my fathers?>*

CUAUHTEMOC

Caught up at the sight. The barrage has stopped.

MOCTEZUMA

Standing proud. He wasn't emperor for nothing.

MOCTEZUMA

*<Is it that you wish to release me?
For I am no prisoner. I am here as
a guest. I can leave when I like.>*

He lets the words sink in.

MOCTEZUMA

*<Have you come to drive them from
the city? It is unnecessary.
(MORE)>*

MOCTEZUMA (cont'd)
*They will leave on their own if you
 make a way for them. Lay down your
 arms. Show your obedience to me.
 Allow my friends to go and all will
 be well again.>*

You could just about hear a pin drop. Until...

HOLMECA'S VOICE
<Do you say friends?!>

HOLMECA

Stands at the edge of the pyramid, looking down at the
 turret. He holds a spear. His voice echoes.

HOLMECA
*<Are you so blind to the insults
 and injuries for which this nation
 is at war?!>*

A stirring through the crowd. Moctezuma raises his hands.

MOCTEZUMA'S VOICE
<My People -->

HOLMECA
<The strangers are your people!>

Holmecca flings the spear. It falls short, but the action
 speaks for itself. The illusion Moctezuma created shatters.

MOCTEZUMA

Rocks are flung. From above and below. Another spear passes
 to his left. Some people curse him. He stands destroyed.

A boulder from the pyramid SMASHES against the turret.

An arrow pierces his shoulder an instant before a rock
 strikes him in the head. Down the steps he topples.

CUAUHTEMOC

Aghast. He wheels: Holmecca in his sights. Drawing his
 dagger he strides forward. Holmecca sees him, backs away
 SHOUTING for help. Priests and acolytes intervene.

Several of them come away sliced and stabbed, but they slow
 him down, grapple him as Holmecca disappears into the temple.

A WAR CRY to Cuauhtemoc's left. Coacatl hurtling toward him with a dagger of his own.

Cuauhtemoc deflects the blade with one arm, catches Coacatl by the throat with the other. He drives him backwards.

Coacatl is slammed over the jasper block. Cuauhtemoc looms.

The acolytes are cut off by Cuauhtemoc's men.

Cuauhtemoc holds the dagger high. Defiant to the end, Coacatl pulls back his robe exposing his own bare chest.

COACATL

<Feed me to the gods.>

Instead, Cuauhtemoc hauls him to his feet, unceremoniously SLITS HIS THROAT. As Coacatl clutches his throat, Cuauhtemoc kicks him in the ass -- sends him stumbling, then sprawling to the paving stones. Bleeding like a pig.

Done, Cuauhtemoc starts down the pyramid steps.

CUT TO:

EXT. PALACE BATTLEMENT - DAY

Cortes and De Leon drag an unconscious Moctezuma to safety as the barrage from the pyramid resumes. Cortes eyes the top.

CORTES

Pick a hundred men. The very best.

De Leon follows his gaze to the top, knows why. He goes.

CUT TO:

EXT. COURTYARD - CORTES' PALACE - DAY

The one hundred men assembled. Cinching down their helmets, checking their armor. Cannons and musketeers standing by the gates. The cavalry led by Sandoval wait under as much cover as they can find. A bounding timber CRUSHES another man.

Father Olmedo has been hearing De Leon's confession off to one side. He makes the sign of the cross, blesses him. As De Leon takes his place at the head, Olmedo steps to Cortes.

FATHER OLMEDO

Cortes. Do you wish to confess?

CORTES

Does this moment seem so desperate?

Father Olmedo nods. Cortes considers him a grim beat.

CORTES

Is it a sin to search and find the
ground you were meant to stand on?

FATHER OLMEDO

No.

CORTES

Is it a sin to find the life God
meant you to lead?

FATHER OLMEDO

No.

CORTES

Then I, father, have nothing to
confess. Unless it is that I
killed a priest who refused to move
out of my way.

As Father Olmedo steps aside...

CUT TO:

EXT. GATES - CORTES' PALACE - DAY

Aztecs massed out front. THIRTY MUSKETEERS suddenly rise up
along the battlements on either side of the gate. FIRE down
in a crackling volley. The gates open. FIFTEEN CANNONS
FIRE, cut a swath nearly to the pyramid.

Emerging from the smoke of the guns, Cortes and his one
hundred. In a tight formation, moving toward the pyramid
steps. Making good speed at first.

As the Aztecs regroup close in behind them, a CAVALRY CHARGE
from the courtyard. Led by Sandoval. They trample the Aztec
rear. Rout them to the sides.

BASE OF THE PYRAMID

Cortes starts to climb. His men following. De Leon and
others are the rear guard. They back their way in. Once on
the steps, the Aztec numbers are nullified.

PLAZA

The cavalry ride back in the courtyard. The plaza is strewn
with bodies. More Aztec mass toward the pyramid steps.

PALACE HALLWAY

Alvarado commands. The cannons redirected in a cross-FIRE!

ROOF

Intrepid gunners face the barrage from above to FIRE below.

PLAZA

Cortes and his men go higher. The Aztecs move in again. But the covering fire drives them back.

PALACE HALLWAY

The two cannons are FIRED again! A SOLDIER rushes in.

SOLDIER

They've breached the North wall!

CUT TO:

EXT. PYRAMID STEPS - DAY

Halfway up. Cortes sees a TIMBER crashing at them. "Down!" He flattens himself as do the men. BOOM! BANG! The timber crashes down through them, but not on them. Cortes climbs.

CUT TO:

EXT. NORTH WALL - DAY

An eight foot breach. Aztecs pour in, grapple with Spanish and Tlascalan. Alvarado bounds down the courtyard steps.

ALVARADO

To me! To me!

Like a running back picking up blockers, soldiers rush to him. They pound into the Aztecs like a wedge.

MOUTH OF THE BREACH

Cuahtemoc ducks his way into the courtyard. He uses the chaos to dash further in. He stops long enough to kill a TLASCALAN in his way, then disappears into the palace.

CUT TO: ...

EXT. PYRAMID STEPS - DAY

Cortes and his commandos continue their ascent. More timbers fall. Boulders as well. This time a handful of men are slammed into, swept off the side. Then a flaming barrel of pitch bursts into them.

Two men are ENVELOPED IN FLAMES. Flailing, ablaze, they tumble down the side of the pyramid.

CUT TO:

INT. PALACE PASSAGE - DAY

A Spanish Guard on his way. Cuauhtemoc steps out from an alcove, breaks his neck. The soldier drops. Cuauhtemoc continues, looking through doorways as he goes. Searching.

CUT TO:

EXT. PYRAMID STEPS - DAY

A final charge up and Cortes reaches the summit. He wades into the Aztecs, gives his men a chance to come up behind.

CUT TO:

EXT. PALACE COURTYARD - DAY

The MEN CHEER as they see their comrades make the summit.

CUT TO:

INT. CORTES' QUARTERS - CORTES' PALACE - DAY

Light streams through breaks in the wall. Semi-conscious, wounds dressed, Moctezuma rests in the bed. Watching over him, Malinali hear the cheers. Curious she steps onto...

CORTES' TERRACE

Malinali watches the fierce fighting going on at the summit.

CORTES' QUARTERS

An eerie silence as Cuauhtemoc enters. Dust dances in the streaming sunlight. It feels like a holy place as he approaches his emperor. Kneels down beside him.

CUAUHTEMOC

My lord...

Moctezuma's eyes flutter open.

CUT TO:

EXT. SUMMIT - PYRAMID OF HUITZILOPOTCHLI - DAY

100 Spaniard infantry vs. 500 Aztecs. An aerial battlefield. All of them fighting with the desperate fury of men who have no hope except in victory. No quarter. Nowhere to run.

The edge of the summit unprotected by parapet or battlement. Spanish and Aztec, locked in mortal combat, tumble over the sheer sides together, fall to their deaths.

CUT TO:

INT. CORTES' QUARTERS - CORTES' PALACE - DAY

A sad smile as Moctezuma recognizes Cuauhtemoc. Cuauhtemoc sheathes his dagger. Reaches to lift...

CUAUHTEMOC

Come...

Moctezuma gasps in pain as Cuauhtemoc tries to get him to his feet. Realizing it's hopeless, Cuauhtemoc lowers him back.

Moctezuma looks up at the ash floating overhead. A fleck touches his cheek. Cuauhtemoc softly brushes it off.

MOCTEZUMA

Let it settle where it wishes.

Cuauhtemoc tries not to cry, doesn't know what else to do.

CUT TO:

EXT. SUMMIT - PYRAMID OF HUITZILOPOTCHLI - DAY

De Leon -- almost elegant in the way he deals out death.

Sandoval -- Bursting with youthful vigor.

Cortes -- Darker, more purposeful. A reckless disregard as he delves deeper into the enemy.

CUT TO:

INT. CORTES' QUARTERS - DAY

Malinali returns, stops short in the doorway.

Cuauhtemoc unaware of her as he ministers to Moctezuma.

MOCTEZUMA

When I was a boy, blood made me
sick. And yet the sun must rise,
must it not?

Moctezuma reaches a shaky hand, draws Cuauhtemoc's dagger.
He pulls it back against his own chest. The front edge just
pressed to his flesh. He looks to Cuauhtemoc, an entreaty.
Cuauhtemoc shakes his head, can't do what the emperor asks.

CUT TO:

EXT. TEMPLE ENTRANCE - SUMMIT OF HUITZILOPOTCHLI - DAY

The priests and acolytes defend the entrance as Cortes and
his Castilians close in. The clergy, though adept at death,
are out of their element here. They are slaughtered.

CUT TO:

INT. CORTES' QUARTERS - CORTES' PALACE - DAY

MOCTEZUMA

I must not outlive my own honor.

Moctezuma takes Cuauhtemoc's hand, places it over his own,
the hand holding the dagger.

MOCTEZUMA

The sun must rise...

MALINALI

Appointed by fate a witness, she holds her breath, watches.

CUAUHTEMOC & MOCTEZUMA

We feel it more than see as Cuauhtemoc slides in the blade.
Moctezuma lets go, arches back as Cuauhtemoc makes the cuts.

MALINALI

In wonder. In horror.

CUAUHTEMOC & MOCTEZUMA

A terrible beauty as Cuauhtemoc holds up Moctezuma's heart.
The heart of a man, a people, and a time out of mind.

A slash of sunlight seems there to hold it as Moctezuma looks up. Reaches. For just a moment it look like he may touch his own heart. Then his hand falls away. He's dead.

Cuauhtemoc holds the heart to his own chest, lowers his head.

MALINALI

Stunned. Frozen where she stands.

CORTES' QUARTERS

Cuauhtemoc looks up, looks right at her. Tucking the heart in his tunic, he rises. The dagger still in his hand. Malinali backs away onto the terrace as he advances.

TERRACE

She has nowhere to go. Cuauhtemoc's going to kill her. Until something else catches his attention --

TOP OF THE PYRAMID

The huge stone wheel with the image of Huitzilopotchli is poised at the edge of the pyramid. The Spaniards strap the bloodied Holmecca to it. Spread-eagled across. Upside down as the stone is rolled forward.

Holmecca howling in fear. Over the edge he goes.

TERRACE

Cuauhtemoc is transfixed. Malinali dashes past him into the quarters. He's aware but can't tear himself from the sight.

HOLMECCA

Down he comes, chunks of rock tearing off the wheel, gouging off the side of the pyramid. The end of the Aztec priesthood as two-thirds of the way down the wheel disintegrates, taking its priest with it.

CUAUHEMOC

No pleasure in watching his enemy's demise. He turns at shouts: SPANISH GUARDS motoring in from Cortes' quarters.

Cuauhtemoc jumps up on the stone railing, runs, leaps. He catches hold of a corner where the palace juts out.

One of the guards hurls a spear.

Cuauhtemoc lets go. Crashes through a WOODEN AWNING below. Standing, he drops one more story to the street. Gone.

CUT TO:

EXT. SUMMIT - PYRAMID OF HUITZILOPOTCHLI - DAY

The last knot of Aztecs fight valiantly. Forced to the edge, hemmed in on three sides. Some of them are forced off the edge. Others leap. Some fight to the last. All die.

Streaming blood, Cortes stands with De Leon, Sandoval and the rest. Half the men who came up here with him will not be going back down. Cortes looks about. The Aztec temples, the desecrated Catholic altar.

CORTES

Burn it. Burn it all.

CUT TO:

EXT. PYRAMID OF HUITZILOPOTCHLI - AERIAL VIEW - DAY

Blazing. A conflagration. It looks like the end of the world as we circle around it.

AZTEC BOULEVARD

The PEOPLE watch, horrified, something sapped out of them as the geographic center of their religious world burns. It would be like Catholics watching St. Peter's in flames.

CUT TO:

EXT. HORIZON ABOVE TENOCHTITLAN - SUNSET

The sun sinks out of sight.

CUT TO:

INT. CORTES' QUARTERS - CORTES' PALACE - SUNSET

Cortes looks at what remains of Moctezuma. Malinali sits staring as well. Not quite yet over what she witnessed.

Cortes finally pulls a blanket over the body, like he knows a chapter has ended, the story is about to change. They both react as DRUMS beat. Much more distant this time.

CUT TO:

EXT. ROOF - CORTES' PALACE - SUNSET

Work is underway. Debris dumped over the side. Shrapnel and powder being placed by the cannons. Cortes steps up beside De Leon who passes a skin of water as they peer into the distance. The drumbeats come from another PYRAMID across the city. Torch flames flicker along the top. Up the stairs.

A RUNNER brings a TELESCOPE. Cortes raises it to his eye.

DE LEON

They're blessing another attack.

CORTES

No. Tonight they honor Moctezuma.
Bury or burn what they have of him.
But the next time they attack, it
will be the end of us.

(to Runner)

Bring up the ship's carpenter.

The runner takes off. Cortes and De Leon turn at a PLAINTIVE CRY out in the night. Joined by another. Then from another part of the city. Cries of lamentation.

Malinali steps up alongside, translates as the cries rise.

MALINALI

Wise Moctezuma. The fragrant
flower is no more. Fate has
wrenched the spectre from thy hand.
And tears shall to an ocean swell.
Thy name remains, but you are fled.
Forever numbered with the dead.

RUNNER & SHIP'S CARPENTER

Motoring up to the roof. Rushing over to Cortes and the others. Cortes doesn't wait for them to catch their breath.

CORTES

Do you recall the wooden bridges on
the causeway?

SHIP'S CARPENTER

Si...

CORTES

Build one that we can carry. So we
may cover and cross the gaps.

He thinks, imagines the dimensions, nods.

SHIP'S CARPENTER

When do you need it?

CORTES

In one hour.

(as he reacts)

Go...

The carpenter takes off. Cortes looks to De Leon.

CORTES

We leave tonight at moonset.

CUT TO:

EXT. TEOCALLI PYRAMID - TENOCHTITLAN - NIGHT

The moon getting low as the service for Moctezuma continues.
The drums, the cries of mourning. Even a RUMBLE of thunder.

Cuauhtemoc is on his knees along with the other nobles, bowed
down in tribute. 1000's are lined up beyond.

Tecuichpo alongside her husband. She looks at him, worried
at the intensity in which he prays. Feeling it, he looks
over at her. For a moment they may as well be alone.

CUT TO:

CORTES & MALINALI

In his quarters. Armed up to the teeth. Staring out the
window at the city. She reaches up, touches his face, but he
shows no sign that he feels her touch.

MALINALI

The dream of Cortes is alive. Do
not despair.

...or that he hears her voice for that matter.

CUT TO:

INT. TREASURY - CORTES' PALACE - NIGHT

Cortes there with Duero and many of the Captains and their
men. Gold is stacked everywhere. More thunder rolls.

CORTES

(to Duero)

We'll load the Royal Fifth onto the wounded horses and do our best to get it out. Bear witness that I can do no more with the rest. It cannot be brought to safety. I now give it over to any soldiers who care to take it.

A surge ripples through the men. Cortes raises his voice to hold them.

CORTES

Remember! Those of you who travel lightest will have the greatest chance of getting out.

As he walks away, the men go for the gold.

CUT TO:

EXT. COURTYARD - MOCTEZUMA'S PALACE - NIGHT

Rain starts to fall. Men assemble: 900 Spanish and 850 Tlascalan. The horses hooves WRAPPED IN CLOTH. A WOODEN BRIDGE by the gates. Even several of Moctezuma's SMALL CHILDREN are here, attended by SLAVE GIRLS.

Cortes, his Captains, the Tlascalan War Chief. Final orders.

CORTES

Sandoval, you'll lead. Take the 200 ablest men, the best horses. Move to the front of the gates.

Sandoval moves into action, shouting out names as he goes.

CORTES

The bulk of us, Moctezuma's children, the wounded and the baggage will be in the center. I and De Leon will command two forces that can be called on to lend support either forward or to the rear. The Tlascalans will form the rear guard. They must hold off the Aztecs who follow.

Malinali translates. Alvarado is mortified; he's been left out of command. As the war chief nods he understands...

CORTES

They must also move the bridge up to the center when the last of the column has passed. The bridge will then be moved up to the next gap.

As Malinali passes this on, Alvarado steps forward.

ALVARADO

And what would you have me do?

CORTES

Stay to the center. There will be plenty to keep you busy.

ALVARADO

Nursemaid the children? No. I will command the rear guard.

CORTES

The rear will be attacked from the water and the causeway.

DE LEON

The rear will be slaughtered.

ALVARADO

These Tlascalans are fierce, but have no discipline. Discipline will hold. I will supply it.

He needs this. Consenting, Cortes grabs him, embraces him.

CORTES

I will see you again, Pedro.

ALVARADO

All we can know is, it won't be in heaven.

CUT TO:

EXT. PLAZA BEFORE THE PYRAMID - NIGHT

SIX AZTECS have been left to watch the palace. As they light a fire, they don't see the dark shapes descend from behind. Spanish and Tlascalan special forces. A moment of struggle and the Aztecs are dead. One of the Spanish WHISTLES --

The gates swing open. Sandoval rides out, followed by his 200 and the men carrying the BRIDGE. They're on their way.

CUT TO:

EXT. TENOCHTITLAN BOULEVARD - NIGHT

Puddles grow. The rain heavier. Muffled hooves, the dull shuffle of feet. Some of the soldiers are weighed down with gold. A bar CLANGS to the ground. As the SOLDIER bends to get it, he drops another. Curses as someone kicks it ahead.

CUT TO:

EXT. CANAL - NIGHT

Mist rises off the water. A DEAD WARRIOR floats face down in the canal. TWO AZTEC BOYS crouch low alongside. Fascinated. Trying to pull him in with a stick.

CUT TO:

EXT. TENOCHTITLAN BOULEVARD TWO - NIGHT

Sandoval rides at the head of the column. A lighter space opens between the building ahead. He stands in his stirrups to see. Is it the causeway?

CUT TO:

EXT. CANAL - NIGHT

The boys stop their mischief as they see up the alley:

Sandoval and his Spaniards passing. A moment of shock until:

AZTEC BOY
CAZ-TEEL-IANSSS!!!

His friend joins in. Several SWORDSMEN start down the alley. The boys scramble out of sight, raising the alarm as they go.

CORTES

Listens to the shouting ahead. It's joined by more shouting. A TRUMPET blows! And then... the DRUMS start.

CORTES
To the causeway!

Giving up stealth, the column doubles it's speed.

CUT TO:

EXT. TEOCALLI PYRAMID - TENOCHTITLAN - NIGHT

The Aztecs mobilizing. Cuauhtemoc at the center of it.

CUAUHTEMOC

Half the archers to the boats! The rest to me!

As he wheels to go, he finds himself facing Tecuichpo. She reaches up, strokes his face, scared but holding it together. And then, off he goes.

CUT TO:

EXT. TACUBA CAUSEWAY - NIGHT

At the city entrance. Sandoval rides onto the 12-foot-wide causeway followed by the men carrying the bridge.

CUT TO:

EXT. TENOCHTITLAN BOULEVARD TWO - NIGHT

Cortes, Malinali, De Leon and the mid-column empty into the plaza by the city entrance. A funnel of men narrowing onto the causeway. The drums pound.

Cortes takes the reins of Malinali's horse, puts them in De Leon's hand.

CORTES

Take her. Go.

As De Leon leads her onto the causeway to the far left, she looks back not wanting to be separated from Cortes.

CUT TO:

EXT. FIRST GAP - TACUBA CAUSEWAY - NIGHT

Water all around. Stripped of armor, MEN swim the break, climb up the other side. ROPES are thrown across to them, the other ends tied to one end of the portable bridge. The bridge is pushed across the gap. Past halfway, it tips down toward the water. Before it splashes, the ropes catch hold. As the men pull the bridge up and across...

CUT TO:

EXT. CAUSEWAY - NIGHT

Cortes rides. Ahead: the cart carrying Moctezuma's children.

CUT TO:

EXT. PLAZA/CAUSEWAY - CITY ENTRANCE - NIGHT

The men wait. Forward movement on the causeway has stopped. Alvarado is at the rear, supervising as SIX small FALCONETS are set up to sweep the plaza. To cover the retreat.

CUT TO:

EXT. FIRST GAP - TACUBA CAUSEWAY - NIGHT

A CHEER as the bridge drops into place. Sandoval rides across. The column follows behind. Clomping across.

CUT TO:

EXT. PLAZA/CAUSEWAY - CITY ENTRANCE - NIGHT

More Indians charge across the plaza. Alvarado gives the word. The falconets BOOM a deadly crossfire.

CUT TO:

EXT. TACUBA CAUSEWAY - NIGHT

Cortes looks back over his shoulder at the sound of the falconets. He's in the middle of the column. Not moving. But then a ripple runs through and the men begin to march.

CUT TO:

EXT. PLAZA/CAUSEWAY - CITY ENTRANCE - DAY

Cuauhtemoc arriving with more men. He directs ARCHERS to buildings on the south and north of the causeway.

Then he stands back with a warrior group armed exclusively with long lances and shields as...

Another CHARGE on the rearguard takes place.

The falconets are not reloaded yet.

The crossbows fire. Aztecs in the charge are literally knocked off their feet. Then the musketeers. As before, they drop behind the line to reload.

Still the charge comes. Finally... the FALCONETS!

Alvarado relieved the charge has stopped. And then... Through the retreating Aztecs, another WAVE comes.

Led by Cuauhtemoc. Lances and shields. Only the crossbows have time to reload and fire. The shields catch the bolts.

Screams as a THICKET OF SPEARHEADS plunge into the rearguard.

The column starts to move. The rearguard back their way onto the causeway leaving the plaza to the Aztecs. Limiting the point of attack to the width of the causeway.

Until... The WHIZ of ARROWS. Archers fire from the rooftops of the near buildings. Unarmored Tlascalans drop like flies.

PORTABLE BRIDGE - MALINALI & DE LEON

Malinali riding over with De Leon. They look back at the cries of the Tlascalans coming under arrow attack.

Malinali breaks away, starts to ride back the other way.

CAUSEWAY - ALVARADO

Alvarado roaring. They're moving now. Out of arrow range.

CUT TO:

EXT. SECOND GAP - TACUBA CAUSEWAY - NIGHT

Sandoval reins up as he reaches the second gap. He looks back over his shoulder as his men begin to pile up behind him. Nothing to do, but wait for the bridge.

CUT TO:

EXT. PORTABLE BRIDGE - NIGHT

As the army continues crossing. We see the strain on the wood, the grind against the stone as it settles a bit deeper.

Cortes waits on the near side. With the ship's carpenter and the bridge engineers. He looks over as Malinali reins up, smiles sheepishly.

CUT TO:

EXT. CUAUHTEMOC & HIS MEN - NIGHT

Start forward along a causeway section strewn with dead Tlascalans. The Aztecs pause only to skewer the wounded.

The rearguard retreat quickly ahead. Moving past to SUDDENLY REVEAL the falconets ready to fire. BOOM!

CUT TO:

EXT. SECOND GAP - TACUBA CAUSEWAY - NIGHT

Sandoval and his growing contingent still waiting. But they won't be bored. The sound of splashing. They peer into the gloom until: out of the mist on both sides -- 1000 canoes. Each carrying archers. A thousand ARROWS fly.

CUT TO:

EXT. CORTES - NIGHT

Hears the cries ahead. De Leon rides up after Malinali.

CORTES

(to De Leon)

See to Alvarado. Tell him hurry!

(turning)

My men! To me!

Cortes starts riding along the edge of the causeway, followed by his platoon. Shouting ahead for the traffic to make way.

De Leon does the same as he rides for the rear.

Malinali cannot keep up. Finally, Cortes stops, pulls her from her horse onto his and continues on.

CUT TO:

EXT. SECOND GAP - TACUBA CAUSEWAY - NIGHT

Canoe archer madness. Horses going crazy, plunging into the water. The sheer number of arrows working their way into gaps in the armor. Indian porters helpless.

The crossbowmen and musketeers fire back.

The other end of the causeway may as well be 1000 miles away. Sandoval sees that canoes reach the causeway stones below. Landing parties scramble ashore even as Cortes arrives.

CORTES

Lances! Aim at their faces!

CUT TO:

EXT. PORTABLE BRIDGE - NIGHT

The last of the army is across. The men strain at the ropes, but they can't lift the bridge from where it's settled.

The Aztecs close in on Alvarado and his muskets and falconets rear guarding the far side.

ALVARADO

FIRE!

The falconets and the musketeers fire, drive the Aztecs back.

De Leon rides up. Alvarado grins from across the bridge.

ALVARADO

The fit on the bridge was too close! It's jammed!

The ship's carpenter chops away with an axe at a point where things are jammed. Engineers force in pry bars, heave away. As the ship's carpenter raises the axe for a stroke, an ARROW pierces his throat. He pitches into the water.

CUT TO:

EXT. SECOND GAP - TACUBA CAUSEWAY - DAY

Mayhem as Sandoval's men repel causeway boarders. Cortes' incredible streak of luck has finally run out.

At the end of the causeway they're crowded forward to bursting. Men are jostled and bumped into the water.

SPANISH SOLDIER

Sinking to the bottom. Hands madly scrabbling to jettison the GOLD that weighs him down. Streaming bubbles, gulping water. Can't get lose the gold fast enough. As he drowns...

SANDOVAL

No room. Desperate, he shouts to his cavalry and rides his horse right off the edge. Followed by a dozen more. They swim the horses across. Reaching the other side of the causeway, the horses lumber and heave their way up.

Some of the soldiers follow their lead, start to swim. But the canoes now react, swoop in. The men are killed or hauled captive into the boats. Screaming either way.

CORTES

Looks ahead toward the gap, gets an idea.

CORTES

Everything into the breach! The dead, the baggage, into the breach!

As the fierce fighting continues on both sides, bodies are flung in. CARTS are driven off the edge loaded with baggage. Some loaded with GOLD.

CAUSEWAY FLYOVER

Cortes rides back, urging the baggage to be brought forward. Fighting everywhere, the canoes arrive like locusts. We leave Cortes behind as we continue down the line. Past Duero -- Father Olmedo as he stabs an Aztec cresting the causeway. Descending finally into the madness that is...

THE REARGUARD

A slaughter going on. A falconet FIRES. The gunner looks back at Alvarado.

GUNNER

That's all! We're out of powder --

He's cut down as the Aztecs advance. In a fury now. Alvarado pushed back across the bridge.

The engineers trying to free the bridge are overwhelmed.

De Leon's HORSES have been hitched to the ropes in an effort to pull it loose. No use. As the Aztec advance, Alvarado and De Leon hack the ropes apart with their swords.

ALVARADO

Forward! Forward! Leave it!

The column moves further down the causeway, leaving the bridge and 100's of dead behind.

CUT TO:

EXT. SECOND GAP - TACUBA CAUSEWAY - NIGHT

Everything but the kitchen sink. A defense of the position is made while the breach is filled. Baggage is dumped in, carts, dead, canoes. Finally, a soldier tests the footing.

SOLDIER

It holds!

And the exodus continues. The Spanish column scrambling over everything including their own dead to get to the other side.

CUT TO:

EXT. FURTHER BACK ON THE CAUSEWAY - NIGHT

The rearguard's progress is stalled as canoe warriors swarm up the causeway ahead of them. They are surrounded. 200 Tlascalans and 20 Spaniards. The fighting is merciless.

CUT TO:

EXT. SECOND GAP - TACUBA CAUSEWAY - NIGHT

Everyone has made it across. Cortes strains to see back the way they came. Sandoval alongside. The attack continues.

CORTES

Where are they?!

Sandoval shakes his head. Cortes decides something.

CORTES

Lead. Start for the shore. If God lives, may he be with you. If not...

(re: Malinali)

At least you'll have his Malinali.

That said, he hands Malinali off to Sandoval. A last look.

MALINALI

No...

But Cortes spurs his horse, gallops back the way he came.

CUT TO:

EXT. FURTHER BACK ON THE CAUSEWAY - NIGHT

The four remaining musketeers FIRE. Furiously reloading, but this time they're overwhelmed, disappearing into the horde.

Alvarado screams for the men to rally. They shove, push to break through at one end. Even as they're chopped down.

CORTES

Coming the other way. The proverbial hell bent for leather.

CAUSEWAY

Only a few men left. Alvarado and De Leon begin a furious assault to get some room. Their fury gets them out. They start a final fighting retreat down the causeway.

Finally they take off with a few Tlascalans including the War Chief. Literally running for their lives.

They're followed by a human avalanche. The Tlascalans are swallowed up one-by-one. Finally the War Chief. Gone.

And Cortes is riding in. Can see them. And then De Leon is gone. Swallowed whole.

Cortes brings his horse to a skidding stop. A hand grips a hand and he swings Alvarado up behind him.

Trades looks with Cuauhtemoc. As arrows are fired...

Cortes takes off. Past the Spanish dead who are everywhere. Blasting through Aztecs coming up from the water.

CUT TO:

EXT. SHORE - NIGHT

Sandoval has made it across with those who remain. They fight with the Aztecs who follow, others on the shore.

Malinali stares back down the causeway, wills Cortes to appear. And suddenly -- here he comes.

CUT TO:

EXT. SECOND GAP - TACUBA CAUSEWAY - NIGHT

Cuauhtemoc follows, passes his own heaped dead. And then he reaches one overturned cart. MOCTEZUMA'S DEAD CHILDREN - strewn about like dolls. Cuauhtemoc stops, stricken at the sight. He gently lifts a small boy, holds him.

An Aztec captain, a JAGUAR KNIGHT has come back for orders.

CUAUHTEMOC

He was a playmate of my little one.

JAGUAR KNIGHT

(after a beat)

Lord, how should we proceed?

The heat and heart of battle have been pulled from him.

CUAUHTEMOC

It's enough. They've been driven out. Let them bleed awhile. Let the sun rise up. We'll kill the rest in the daylight.

HORNS are sounded. The drums stop. A groaning nearby. Two Aztecs roll over a SPANIARD, one of the new men.

CUAUHTEMOC

Is he alive?

They nod, moving aside to let Cuauhtemoc see. The Spaniard blinks up at them, his face covered with wet pustules.

JAGUAR KNIGHT

What is on his face?

CUAUHTEMOC

The sins of his god.

Cuauhtemoc kills him. But it's not sins... it's SMALLPOX. They'll know soon enough.

CUT TO:

EXT. SHORE - NIGHT

The Aztecs hear the signal, fall back. The fighting is over for now. Urging each other to the limit, the Spanish continue their stumbling retreat.

CUT TO:

EXT. COUNTRYSIDE - DAWN

An enormous CYPRUS TREE silhouetted against the night. Cortes stands beneath it, watches his bloody, dying army march past. Throwing themselves down in a clearing beyond.

CORTES

Rest a moment! Then we march!

He starts to say something else, but the words choke off.

ALVARADO

(passing)

I'll see it done.

He just stands there. Cortes. The conqueror. Distraught, trying to hold it together. He turns toward the tree, rests his head against it. Tears start to fall to the ground.

MALINALI

Watches from nearby. More frightened at this than at anything she's ever seen.

CORTES

Looks up. At distant Tenochtitlan. As the dawn light steals over it. Breathtaking despite the smoke rising in spots.

More tears brim out. Cortes is beyond loss, pummeled by a shapeless grief. As it presses down on him...

MALINALI

Cortes...

CORTES

(waving her off)

I awake. I awake. There is no new world for me. No new life. Only the old. Death and the old.

He tears the words out of himself. She starts to cry as well, distraught as well to see him this way.

MALINALI

Forgive me. It's my doing.

He doesn't respond, doesn't look over. MOVE IN on her as...

MALINALI

I -- I only wanted to kill one dog. To punish Alvarado. And he went mad and I thought well enough. You were gone and I... Oh, Cortes, please forgive me. As I saw you forgive De Leon.

CORTES

God forgives... I am a man.

WHACK! Malinali hits the ground as Cortes backhands her viciously across the face.

He hauls her up, strikes her down again. Brutal, over with even as it starts. Malinali lies in a heap. Cortes standing over her. Trying to master himself. Finally...

CORTES

Where -- where do I go now?

Malinali looks back up at him. Blood streaming off her lip. One eye already swollen shut.

MALINALI

Beyond. Go beyond. To places no one else can imagine.

He weighs her words, looks back at the city. Darkness creeps in. Resolve floods into him. He stands taller, knows what he must do.

CORTES

I will raise an army of Tlascalans.
I will place this city under siege.
I will pull it down stone by stone.
I will replace the new with the
old. I will bring Spain here and
the screams that follow will be as
music to my ears.

As he looks out at Tenochtitlan there is a long slow dissolve. His words come to pass. The city that was is wiped forever from the earth and we find our way...

BACK TO:

EXT. GALLOWS - THE RUINS OF TENOCHTITLAN - DAY

Cortes watching as Cuauhtemoc is about to be hung. The now destroyed city in the background.

CUAUHTEMOC

Tenochtitlan was a dream. As
ruined now as our faces. The
sickness which killed us, killed it
as well.

Cuauhtemoc takes one last look at the clouds that cover the sun. Now we know where the pockmarks on his face came from.

CUAUHTEMOC

I should have finished you that
night. I did not know our first
victory would be our last.

CORTES

More of us would have come.

CUAUHTEMOC

Not like you. Most men destroy
what they don't understand. You
destroyed what you loved.

Those words find their way under Cortes' thick skin. He looks away. For a moment only Olmedo's prayers are heard.

CUAUHTEMOC

That sad night you left behind your
trees. Your or-ange trees.

(MORE)

CUAUHTEMOC (cont'd)

When the city was surrounded, and those of us who hadn't died from your disease were starving to death, I took an orange from the tree to give to my little daughter.

(a beat as he remembers)

It pleased her so. Despite her hunger she would not eat it at first. She thought she held the sun in her hand.

At that, Cortes looks back over. Cuauhtemoc smiles.

CUAUHTEMOC

I go to find her now.

That said, Cuauhtemoc steps out into the abyss. He falls. The rope goes taut and he's dead.

Cortes stands empty.

Malinali as well. As she turns, starts to walk away...

As the SUN FINALLY BLAZES OUT from behind the clouds, it's too late.

FADE TO BLACK.

The End.