

TRIPOLI

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June 25, 1998

First Draft

FADE IN

EXT. HILLS ABOVE DERNA - DAY - 1805

Atop the crest of a rocky ridge, an Arabian-robed WARRIOR sits proudly astride a silver-grey STALLION, staring down toward us. In the distance, we hear the steady popping of GUNFIRE.

CLOSE-UP ON

The Warrior. Despite the Arab robes, he is a white man, his skin deeply tanned. His eyes are but a narrow slit of fierce intensity, staring immovably into the distance.

The Warrior is WILLIAM EATON.

EATON'S POV

of a grassy plain, currently a battlefield. Beyond the plain, about a mile distant, the city of Derna, a well-fortified North African city surrounded by an ancient Roman Wall.

EXT. BATTLEFIELD OUTSIDE DERNA - DAY - CONTINUOUS

At the top of the city wall, SOLDIERS OF DERNA fire at a group of ATTACKERS who are pinned down, crouching behind rocks and palm trees for the pitiful shelter they provide.

A GREEK SOLDIER on the battlefield tries to run closer to the wall. Before he can dive behind yet another rock--

--He's CUT DOWN mid-stride by an enemy bullet. He falls. Just one more body among the dozens already littering the field of battle.

The attack has clearly failed. The Attackers' situation is hopeless.

SUPER TITLE: "North Africa -- 1805"

EXT. HILLS ABOVE DERNA - DAY

Eaton remains motionless, watching the slaughter.

A robed Arab Lieutenant -- ASHRAF -- approaches on horseback.

ASHRAF

General Eaton, perhaps it is time to sound the retreat.

EATON

No! We are not retreating. *Mush tazkarit!*

He wheels his horse around and gallops back over the ridge. Ashraf takes a last look at the battle below, then follows.

EXT. CANYON OUTSIDE DERNA - DAY

Eaton sits on horseback on the rim of a shallow canyon addressing, below him, 100 HORSEMEN, Arabs with a few Europeans.

Eaton's voice ECHOES thunderously through the canyon. As he speaks, Ashraf simultaneously repeats his exhortations in Arabic.

EATON

I believe that words have power! God created the universe with a word. He said "Light!" And light blazed forth!

Eaton brandishes his sword for all to see.

EATON

I believe that even a single word inspired by heaven can give a man the speed of a cobra and the strength of a lion as he faces his enemy!

He begins to ride back and forth along the rim of the canyon.

EATON (cont'd)

Today, at morning prayers, I asked the Almighty Creator what our battle cry should be. As I meditated, the desert wind began to howl. And in the wind was a word. The word was not "Yusef," the name of your enemy. Nor was the word "Hamet," the name of your future king. Instead, the word was... "Philadelphia."

Glances among the men in ranks. Has the General lost his mind?

EATON (cont'd)

You do not understand. Neither did I understand. But who am I to deny the wind?

Eaton ignores the doubt as he presses forward.

EATON (cont'd)

And so I thought of the ancient city of Philadelphia. Caravans from east and west and north and south crossed there. It was a place of enlightenment, a city of learning, of noble ideas. Such was the glory of the Philadelphia of old.

Ashraf's voice reflects his own growing confidence.

EATON (cont'd)

And then my thoughts turned to another city: the new Philadelphia, where a great bell rang out to declare war on the most powerful empire on earth! That bell of liberty spoke for a people who would fight to the death for freedom! And that's when I knew that the wind spoke the truth!

(CONTINUED)

CONTINUED:

The men start to grasp where he's going now. Excitement builds.

EATON (cont'd)
And then, of course, we remember a ship.
We know its name too well. As I speak,
the men and officers of the U.S.S.
Philadelphia -- they are your brothers!

A few shouts of affirmation from the crowd.

EATON (cont'd)
As we are all brothers-in-arms, gathered
today on a common battlefield, fighting a
common enemy. Old World, New World,
together! That's what the word
"Philadelphia" means! Brotherhood! We
have marched across the face of hell
itself, all to face this moment as
brothers! "Philadelphia" is our word!
The wind was right! The wind spoke the
truth! Do you believe me?!

The troops yell and whoop, their fervor building. Eaton presses on.

EATON (cont'd)
The enemy lacks strength! They lack
purpose! Why? Because they lack a noble
word worth fighting for! The only word they
can call on is the name of a wicked tyrant.
I pity them, for they are forced to fight
for Yusef the Evil One! Today they will die
for their word, because our word is
stronger! Our word will instill fear in
their weak hearts! Our word will break open
their gates! Our word will drive them into
the ground screaming for mercy!

The men scream, whipped into a near-hysteria! Eaton doesn't let up.

EATON (cont'd)
Every man needs a word to fight with!
Ours is Philadelphia! Say it with me!
PHILADELPHIA!

TROOPS
PHILADELPHIA!

EATON
PHILADELPHIA!

TROOPS
PHILADELPHIA!

The chant begins, Eaton and the Troops roaring the word together.

EATON AND TROOPS
PHILADELPHIA! PHILADELPHIA! PHILADELPHIA!
PHIL - A - DEL - PHI - AAAAA!

EXT. BATTLEFIELD OUTSIDE DERNA - DAY

Half a dozen U.S. MARINES crouch in a gully, firing desperately at the city walls. One Marine glances around as something catches his eye.

COMING FROM THE HILLS

A single HORSEMAN gallops over a ridge straight toward the battlefield, then dips down into a gully out of sight.

A few seconds later, the Horseman appears again, riding over a new crest. It's Eaton, his white robes flying behind him, firing a rifle as he rides.

EATON
FOR THE PHILADELPHIA!

ON THE CITY WALL

An enemy soldier falls. In the distance, we hear the sound of THUNDERING HOOFBEATS roaring nearer --

BACK ON THE BATTLEFIELD

Eaton's horse pounds straight at us. As he LEAPS over us --

Behind him, ONE HUNDRED MORE HORSEMEN rise up out of the gully, galloping straight toward us, screaming "Philadelphia" at the top of their lungs.

The horses gallop straight for us as if to run us down. At the last instant, they LEAP right over us, continuing on to the battle. As horses' legs rise up and PLUMMET DOWN INTO FRAME--

MATCH CUT TO:

Roiling WAVES as the PROW OF A SAILING SHIP CRASHES DOWN right in front of us, slicing through the water.

TILT UP TO REVEAL

EXT. MEDITERRANEAN SEA - DAY - CONTINUOUS

The ship is a three-masted American Naval FRIGATE, its mighty sails filled with wind.

From on deck, we hear a cascade of yells "Run out your guns!," answered by repeated hollerings back of "Run out your guns, aye!."

The bow and fore sides of the frigate instantly bristle with cannons thrust forward through gun portholes.

The great ship crests another swell. As she crashes down again -- the command resounds on deck: "Fire!"

BOOM! A dozen cannons explode at once, straight toward us. The SMOKE fills the entire screen.

(CONTINUED)

CONTINUED:

SUPER TITLE: "TRIPOLI"

As the SMOKE CLEARS, we find the frigate has passed us, REVEALING her name proudly emblazoned across her stern: U.S.S. PHILADELPHIA. Flying from her stern rail, the AMERICAN FLAG (15 stars).

EXT. QUARTERDECK OF THE PHILADELPHIA - DAY

CAPT. WILLIAM BAINBRIDGE, 30, peers hard through a spyglass at his target dead ahead. Manning the helm is LT. PORTER.

BAINBRIDGE
They're turning about.

BAINBRIDGE'S POV, THROUGH SPYGLASS

Ahead, a Tripolitan XEBEC (a small three-masted square-rigged ship) flees before the wind. At the stern of the xebec flies the scarlet TRIPOLITAN FLAG, bearing a crescent moon and a single star.

SUPER TITLE: "The Barbary Coast of North Africa --
One Year Earlier"

BAINBRIDGE
Bear up the helm hard-a-lee. Let's catch
the rascals 'afore they reach harbor.

PORTER
Sir?

BAINBRIDGE
(shouting down to the deck)
Shot your guns!

FOLLOW THE COMMAND -- "Shot your guns!" -- FROM THE QUARTERDECK TO THE BOW, as it is echoed by every sailor in earshot.

WE STAY IN THE BOW as "Shot your guns, aye" now travels back to the quarterdeck -- standard procedure for all commands from the Captain.

Behind us, over 100 SAILORS crowd the Philadelphia -- pulling ropes, manning guns, hanging from the rigging.

Another command echoes down from the quarterdeck -- "Prime!"

GUNNERS
Prime, aye!

Gunners sprinkle gunpowder into the touch holes of the cannons. Tacklemen wedge the cannons into place, aiming them with brute force.

A CANNONEER kneels by his cannon, blowing a long lighted fuse into a hot glow, waiting intently for...

BAINBRIDGE
Fire!

(CONTINUED)

CONTINUED:

Our Cannoneer brushes the fuse over the touch hole. BOOM!

EXT. ABOARD THE XEBEC - DAY

The Mideast-garbed PIRATES wince as the American cannonballs SPLASH into the water just off their stern. The XEBEC CAPTAIN shouts orders in Berber, steering his little ship toward TRIPOLI HARBOR -- a skyscape of minarets and spires on the tip of a peninsula.

The XEBEC HELMSMAN turns his wheel hard to port. The xebec tacks suddenly, heading straight toward rocks well outside the harbor.

EXT. ABOARD THE PHILADELPHIA - DAY

JUNIOR OFFICER

She's tacking away from safe harbor. Wind must be changing.

BAINBRIDGE

If we cross the tee, we can cut her off.
Helm to port two points -- don't let her
luff! Unreef all the tops!

(smugly)

We're going in, boys. She's ours.

Most officers and men within earshot are startled and exchange looks... but no one wants to second-guess the captain. The mast crew quickly unfurls additional topsails to increase speed.

EXT. OCEAN - DAY - CONTINUOUS

The Americans with superior sailpower are practically flying through the water. The gap between the two vessels is closing fast.

The xebec desperately tacks again towards harbor.

The Philadelphia turns, keeping full speed to cut off the xebec's escape route.

EXT. ABOARD THE PHILADELPHIA - DAY

IN THE BOW

The Gunners, too, are startled.

GUNNERS

Is he daft? / We're too close to shore!

From the stern, a cry resounds down the ship -- "Soundings!"

IN THE FORECHAINS

hanging from the bowsprit, men are casting the lead -- dropping a weight attached to a long chain overboard and pulling it up to learn the sea's depth.

(CONTINUED)

CONTINUED:

AHEAD

The xebec is less than a hundred yards ahead. It's losing the race.

ON DECK

A sailor pulls up the port side lead.

SAILOR

Eight fathoms!

FOLLOW THE CRY -- "Eight fathoms" -- as it's repeated back to...

THE QUARTERDECK

where the Officers are more than nervous.

MIDSHIPMAN

Sir, we'll be shoaling up if we don't turn.

BAINBRIDGE

There's no danger, ensign. I've a chart in my head. Keep 'er full and bye.

Bainbridge sees his prize ahead. Just fifty yards more.

FROM THE BOW, passing back to the quarterdeck.

SAILORS

Seven fathoms!

Now even Bainbridge is nervous.

BAINBRIDGE

Porter! Up to the mizzentop. Tell us what you see. Ensign take the helm!

Porter immediately shimmies up the mizzenmast, while, from the bow...

SOUNDING SAILOR

Six fathoms!

PORTER

(from the mizzentop)

CAPTAIN! SHOAL DEAD AHEAD!

BAINBRIDGE

WHAT?!

Bainbridge is frozen as he realizes for the first time he's in trouble.

PORTER

CAPTAIN!

BAINBRIDGE

(snapping out of it; panicked)

HELM HARD-A-PORT!

(to the mast crew)

BRACE THE YARDS! PREPARE TO COME ABOUT!

(CONTINUED)

MAST CREW
Coming about aye!/Coming about aye!

DECK OFFICER
HELM'S A-LEE-FORESHEET-FORETOPBOWLINE-
JIBANDSTAYSAILSHEETS---LET GO!

The Crew releases all sails at once, letting them flutter free. The Helmsman jams the wheel left as far as she can turn. The sleek hull still races forward, not responding yet to the rudder.

SOUNDING SAILOR
Five fathoms!

EXT. OCEAN - UNDERWATER - DAY

The hull of the ship speeds along, skimming sand off the bottom until --
The *Philadelphia* PLOWS VIOLENTLY into a sand bar!

EXT. ABOARD THE *PHILADELPHIA* - DAY

ON DECK

A horrific JOLT as the *Philadelphia* RUNS AGROUND on the shoal!

ON THE MIZZENMAST

Porter is pitched off. He grabs a corner of sail, saving himself from a 40' fall.

ON THE DECKS

Loose cannons go rolling, knocking over seamen left and right.

Bainbridge races from the quarterdeck to the bow. He leans over.

BAINBRIDGE'S POV

The water is clear here, REVEALING the bow of the *Philadelphia* digging itself into a reef of sand.

BAINBRIDGE
My God.

He looks back the length of his ship. The men are watching their captain, starting to murmur. Meanwhile the xebec passes around the reef safely towards harbor, crossing the *Philadelphia*'s bow.

Porter leaps the last few feet from the mizzenmast onto the deck and rushes forward to his Captain.

PORTER
She's struck solid, sir.

(CONTINUED)

CONTINUED:

BAINBRIDGE
I see that, Lieutenant. Call my officers
to the quarterdeck.

PORTER
All officers to the quarterdeck!

Bainbridge and Porter scurry back up to the quarterdeck.

ANGLE ON

A clutch of seamen amidships -- among them Private WILLIAM RAY, 32, a lean, bitter man, and the Boatswain, HODGE, who is looking over the rail, examining their predicament.

RAY
That bloat of a captain! What's 'e thinkin'?!

HODGE
Won't do no good to set the sails back.
We should cast off a stern anchor and haul
ourselves off the bar.

RAY
Tell 'em, Boats. Tell the blowhard!
Tell 'im to cast off the stern anchor!

HODGE
You tell him.

ON THE QUARTERDECK

Bainbridge is now surrounded by his JUNIOR OFFICERS. He is desperate to appear still in command.

BAINBRIDGE
It's important to remain calm in a
situation such as this.

The Officers don't want to remain calm. They want to do something.

OFFICER
We must lighten the ship.

ANOTHER OFFICER
Perhaps if we set the sails back,...

A good idea. Why didn't he think of it?

BAINBRIDGE
SET THE SAILS BACK! FLOAT HER OFF!

IN THE RIGGING

"Set the sails back, aye!" Dozens of seamen scramble up into the rigging to reset the sails backward so the wind can blow the frigate back into deeper water.

YELPS of dismay as the ship suddenly CANTS TO PORT, REVEALING...

(CONTINUED)

CONTINUED: (2)

TILTED ANGLE

Three Tripolitan GUNBOATS sailing toward the ship from the mouth of Tripoli Harbor.

JARRING ZOOM PAST the gunboats all the way to...

EXT. TRIPOLI, THE BASHAW'S CASTLE - DAY - CONTINUOUS

An oppressive ninth-century fortress dominates the city and waterfront.

CONTINUE ZOOM TO

EXT. CASTLE ROOFTOP - DAY - CONTINUOUS

Tripoli's dictator, the Bashaw YUSEF KARAMANLI, watches the action on the seas. At his side stands MURAD REIS, High Admiral of the Fleet.

Yusef -- peering through a spyglass -- can hardly believe his good fortune: an American frigate trapped! He spouts orders in Berber to Murad, who rushes from the rooftop.

YUSEF'S POV

Out past the harbor, the Philadelphia hasn't moved.

EXT. ABOARD THE PHILADELPHIA - DAY

Everyone has seen the approaching gunboats. The mood is frantic.

AT THE WATERLINE

SPLASH! One half-ton cannon is pitched overboard!

SPLASH! Another!

SPLASH! And another!

EXT. OCEAN - UNDERWATER - DAY

The cannons drift to the bottom and sink into the sand.

EXT. ABOARD THE PHILADELPHIA - DAY

Seamen trundle more cannons to the stern, hoping to lighten her bow.

ON THE QUARTERDECK

BAINBRIDGE

Cut loose her anchors, fore and aft!

Hodge, vying for Bainbridge's attention, is distraught at this command.

(CONTINUED)

CONTINUED:

HODGE

No, sir! Please! Belay that order! If we cast off a stern anchor in a boat--

BAINBRIDGE

You're giving me orders?

HODGE

No, sir. But I'll wager we can pull her free--

BAINBRIDGE

We haven't a boat that can do it.

HODGE

Two boats lashed together then, sir, carrying an anchor--

But Bainbridge has moved on to watch...

AT BOTH BOW AND AFT

Seamen team up to heave the enormous anchors overboard. Meanwhile other Seamen pull furiously on ropes, trying to swing the yardarms around to catch a breeze blowing aft.

The three Tripolitan gunboats keep coming. In the distance, SIX MORE GUNBOATS have now put to sea.

FOLLOW BAINBRIDGE

to the bow, rushing through the bedlam on the ship as everything that can be moved is pushed to the stern. A MIDSHIPMAN meets him at the bow, where men continue to swing the lead.

BAINBRIDGE

Is she lightening?

MIDSHIPMAN

Still one fathom and a butt, sir. She hasn't budged.

Bainbridge can't hide his desperation as enemy gunboats continue to close in. He looks up at the foremast, 145' high.

BAINBRIDGE

Get some men to chop down the foremast.

Before the Midshipman can respond -- BOOM! BOOM! BOOM! BOOM! Several Tripolitan gunboats are firing 3-lb. CANNONS. Their small shots blast through the *Philadelphia's* rigging.

EXT. THE PIRATE GUNBOATS - DAY

The gunboats cautiously take positions surrounding the *Philadelphia*. They aren't moving in to board... not yet.

EXT. ABOARD THE PHILADELPHIA - DAY

AXES pound at the foremast, hammering at it until, with a CRASH --

The ENTIRE FOREMAST TUMBLES OVER THE SIDE, dragging the main topgallant mast with it. Crewmen and junior officers alike put shoulder to mast to push it into the water.

Light cannon fire from the Gunboats continue. The Philadelphia's sails are now in tatters. None of the shots are aimed at the deck.

ON THE QUARTERDECK

Bainbridge stands aloof, almost as if unaware of the mayhem around him. He turns slightly to a Midshipman standing near him.

BAINBRIDGE
(softly)
Summon my officers.

MIDSHIPMAN
Officers to the quarterdeck!

ON THE MAIN DECK

A bunch of seamen cluster together, watching the 30 Officers on the spar deck above them, murmuring disgruntledly.

A GRIZZLED SAILOR
Tide'll lift her if we but wait for it.

ANOTHER SAILOR
You knows that.
(nodding at Bainbridge and spitting)
That puppy -- pah!

ON THE QUARTERDECK

In front of his men, Bainbridge affects a statesmanlike demeanor.

BAINBRIDGE
Fate has left us no choice but to surrender.

Though Porter nods sagely, most of the Officers show dismay and shock.

ON THE MAIN DECK

CLOSE-UP ON

Private Ray, hearing the news, incensed.

RAY
Surrender??!

SAILOR
But they haven't hit us with a shot! Not a shot!

(CONTINUED)

CONTINUED:

ON THE QUARTERDECK

BAINBRIDGE

Scuttle the ship. Flood the powder magazine and block all the pumps. Mr. Keith, hand me the code signal book.

Officers race off to carry out orders.

The Midshipman produces the code book. Bainbridge, steely-eyed, begins tearing pages out and handing them to the Midshipman.

BAINBRIDGE (cont'd)

Burn these.

INT. THE PHILADELPHIA, POWDER HOLD - DAY

A Lieutenant opens water cocks. Water floods in, destroying the tons of gunpowder in storage.

EXT. ABOARD THE PHILADELPHIA - DAY

AT THE RAIL --- CLOSE-UP ON

Pages of the code book burning. As each page burns to the Midshipman's fingers, he tosses it into the sea below.

INT. THE PHILADELPHIA - DAY

INSIDE THE HULL

The SHIP'S CARPENTER pounds with an auger, striking holes in the bottom of the ship. The auger punches through. Water begins to leak in.

EXT. ABOARD THE PHILADELPHIA - DAY

ON THE QUARTERDECK

Bainbridge looks around. The beautiful frigate, proud and seaworthy such a short time ago, is in ruins -- tilted to one side, her foremast down, her sails shredded, her guns tossed overboard.

Seamen near Bainbridge look up at him with dread and disgust, wondering with dread what their irrational captain might do next.

Bainbridge turns to a waiting ENSIGN.

BAINBRIDGE

Haul down the colors.

A collective gasp from the crew, officers and enlisted alike. The Ensign turns toward the stern flag, ready to comply... then turns back.

ENSIGN

No sir.

(CONTINUED)

BAINBRIDGE
(what did he just hear?)
I beg your pardon.

ENSIGN
(louder, for everyone's ears)
No sir.

Bainbridge explodes with the anger of the proven coward.

BAINBRIDGE
Run him through! Porter! Richardson!

The other officers hesitate. The Ensign flinches, but doesn't move toward the flag.

BAINBRIDGE (cont'd)
A sword! Give me a sword!

Rushing past Bainbridge's fury, a MIDSHIPMAN seizes the halyards and quickly hauls down the flag. He hands it to Bainbridge.

ON THE QUARTERDECK

The crew is aghast. As Bainbridge stalks through the crowd toward the port fall, they beseech him on every side.

SAILORS
Captain, please! // Raise the colors
again, sir! // They won't board us, not
those cowards, sir! // We haven't received
any injury from 'em, sir! // Don't
surrender, sir! Please! // We'd rather
fight, sir! // We'd rather die than be
slaves to the likes of those pirates!

But Bainbridge ignores them all. He strides to the rail, waves the American flag over his head toward the Pirate Gunboats.

REVERSE ANGLE, FROM THE GUNBOATS

As Bainbridge flings the American flag overboard.

ANGLE DOWN, INTO THE WATER

As the Stars and Stripes sink down, down, out of sight.

EXT. UNDERWATER - DAY, CONTINUOUS

FOLLOW THE FLAG

SINKING... We sink with it, into darker water, as the hubbub above is swallowed by the sea around us. A moment of peace.

Then slowly, a hubbub of raucous VOICES breaks into the quiet. Shouting. Fighting. We begin to rise toward the surface.

EXT. THE PHILADELPHIA - TWILIGHT

PIRATES sweep over the deck of the *Philadelphia*, whooping and yelling, their arms full of booty. Sailors clutch their watches, their rings, their money -- all to no avail, as the Pirates snatch them all.

ON THE QUARTERDECK

Bainbridge squirms with humiliation as a Pirate, already wearing the Captain's cocked hat, rips the brass buttons off his jacket.

The Pirate seizes a small gold locket hanging around Bainbridge's neck. Bainbridge finally fights back, falling on the deck himself.

BAINBRIDGE

No! You can't have that!

A SCIMITAR slaps itself between Bainbridge and the pirate. MURAD REIS, whom we saw on the castle rooftop earlier, reaches forward to pluck the locket away. He is quite amused.

Murad, 28, is a red-headed Scotsman who years ago gave up his birth name of Peter Lisle to become Muslim and marry Yusef's daughter. As Admiral of the fleet, his very existence is a matter of Yusef's whim.

MURAD

You surrender your ship, your officers, your men. But you will not surrender the picture of your wife.

BAINBRIDGE

(astonished)

You're English.

MURAD

I am Murad Reis, High Admiral of the fleet of His Excellency Yusef Karamanli, Bashaw of Tripoli. And you?

BAINBRIDGE

I am Captain William Thomas Bainbridge, the commander of this vessel!

MURAD

No longer. This is my ship.

Murad disdainfully flicks the locket back to Bainbridge.

MURAD (cont'd)

And you are now my slave.

HOLD ON

Bainbridge's reaction, stunned.

EXT. STREETS OF TRIPOLI - NIGHT

Double rows of guards with drawn sabers line the streets -- but they're doing a poor job of keeping back the jeering, spitting Berber crowds.

The entire city has turned out to mock the more than 300 American prisoners trudging up the steep winding streets of Tripoli toward...

The Bashaw's CASTLE, a half splendid, half-decayed fortress towering ominously over the city.

ON BAINBRIDGE

heading the march of humiliation. He is the first to see the heavy iron-bolted castle gates, 14' high. From within, the SOUND of the giant bolt sliding. The gates begin to swing open.

INT. YUSEF'S CASTLE, PASSAGEWAY - NIGHT

A dark winding tunnel. Castle GUARD DOGS, chained to one side of the passage wall, fiercely lunge at the captives as they pass through. Bainbridge is on the verge of collapse.

MURAD (V.O.)

Which are you? A coward or a traitor?

INT. YUSEF'S THRONE ROOM - NIGHT

MURAD (cont'd)

Any man who, with a frigate of 36 cannon and hundreds of men at his command, would strike his colors to a handful of gunboats must surely be one or the other!

A vast, lavish space. Patterned marble floors laid with rich Oriental carpets. Porcelain walls covered with elaborate enamel designs.

In the room's center, the throne: four feet off the ground, inlaid with mosaic, covered with velvet, gold fringe, and jewels. Seated there, the usurper of that throne...

YUSEF KARAMANLI, 34, the reigning Bashaw of Tripoli. Handsome, majestic, with a long black beard. He wears an ornate silk robe, a diamond-studded belt, gold-handled saber and pistols, and a white turban bedecked with ribbons.

Surrounding Yusef is his ENTOURAGE of ministers, officers, his male children, his treasurer (complete with two treasure chests full of jewels)... and of course, countless bodyguards.

ON THE CREW

RAY

(muttering)

Coward. No choice there.

(CONTINUED)

OTHER SAILORS
(mumbling in agreement)
A coward, aye. A lily-livered coward.

Right now, Yusef is in a good mood as he counts the prisoners.

MURAD
Had you not struck your colors, we never
would have boarded you.

BAINBRIDGE
I had no choice, as my officers will agree!
Once we had thrown overboard our guns--

MURAD
Ah! Then that makes you traitor. Your
ship would have floated at the next tide.
Any fool would have known--

YUSEF
(interrupting)
Three hundred and six. Is that correct?

Murad immediately shuts up and steps back into place.

BAINBRIDGE
Your Excellency?

YUSEF
(to Bainbridge)
Three hundred six men. That is the
standard for the ship, the...?

BAINBRIDGE
The Philadelphia, sir.

YUSEF
How many ships in this size has your
United States Navy?

BAINBRIDGE
Three frigates, sir. Twenty-one ships
total in the Mediterranean.

Yusef is startled at this. The number's far higher than he expected.

YUSEF
(to Murad)
This is true?

Murad leans in to confer with Yusef. Meanwhile, Bainbridge's crew are
shocked to see their captain give up tactical information so easily.

ON PRIVATE RAY

RAY
(muttering)
Just as well we surrendered. Who'd want
to die for that turd?

(CONTINUED)

CONTINUED: (2)

BACK TO Bainbridge

BAINBRIDGE
Sir, my ship is but one of--

YUSEF
You have no ship.

BAINBRIDGE
The Philadelphia, sir, that we've been discussing--

YUSEF
(quite reasonable)
You have no ship. You have no goods.
You have no men. You have handed them
over to me. How much will the king of
America pay for your release?

BAINBRIDGE
Our President, sir. We do not have kings.
We have presidents.

YUSEF
You do have a king! You bow to me and serve
me. I am your king.

A whip CRACKS.

EXT. STREETS OF TRIPOLI - NIGHT

By TORCHLIGHT, the captive ENLISTED MEN are herded along a narrow street. Guards crack WHIPS if any men lag or stray.

ON ANOTHER STREET

The 31 officers of the Philadelphia are escorted a little more politely -- but still under guard -- through the streets of Tripoli.

Ahead of them, an empty, whitewashed house. A brandished TORCH illumines a tarnished brass plate marking the building as the abandoned American consulate.

INT. AMERICAN CONSULATE - NIGHT

The place stands spookily empty. The officers filter slowly through the rooms, prodded by their guards until they find...

INT. DINING ROOM, AMERICAN CONSULATE - NIGHT

A rough table is set, with food waiting: couscous, bread, meat, water. The officers immediately start eating.

But Bainbridge doesn't sit. He beseeches the TRIPOLITAN OFFICER in charge of the captives.

(CONTINUED)

BAINBRIDGE
Paper. Please. I must have some paper.

The Officer doesn't understand. Bainbridge mimes writing.

BAINBRIDGE
Paper for writing. And a pen. For
writing, see? Please. I beg of you.

INT. WAREHOUSE PRISON - NIGHT

The enlisted men are being jammed into a small, filthy warehouse, only 50' by 20', stinking with rotting debris. Already the room is filling up. The men have absolutely no breathing room whatsoever.

Murad Reis appears, flanked by his Guards. He shouts at the prisoners.

MURAD
I need skilled seamen. You can rot to
death in this prison. Or you can sail
the open sea with me. As an officer.

A BUZZING among the men. Is this a real offer? What does it mean?

MURAD (cont'd)
Renounce your servitude to your former
land, and you shall walk free.

No other response from the crowd... then one man steps forward.

TURNCOAT
Navy never did anything for me.

The Guards continue to shoo-horn the men into the warehouse. The Prisoners begin a low hissing at the Turncoat.

MURAD
Your loyalty will be rewarded.

A second TURNCOAT steps forward. Murad looks the crowd over, waiting for more... Then barks at the Guard in Berber.

The Guards close the door. The men are trapped inside. A moan of fear rises involuntarily from the crew.

INT. AMERICAN CONSULATE - NIGHT

Most of the officers are sleeping -- or trying to. They lie on the hard tile floor, wrapped in blankets. No one is remotely comfortable.

BAINBRIDGE (V.O.)
Some fanatics might say that blowing up the
ship would have been the proper course.

PAN TO

(CONTINUED)

CONTINUED:

Bainbridge, by a window, writing a letter by MOONLIGHT. He struggles to maintain his composure.

BAINBRIDGE (V.O.)

I thought such conduct would not stand acquitted before God or Man, and I never presumed to think I had the liberty of putting to death 306 souls because they were placed under my command.

(hesitating, then writing)
Commodore Preble, I must place the fortunes, even the lives, of my officers and men in your hands.

He bows his head, the disgrace too much to bear.

EXT. TRIPOLI - DAWN

The North African sun comes up over the desert.

INT. WAREHOUSE PRISON - DAWN

No one has slept much here. Each man only has about 3 square feet of space. Men are draped all over each other, even standing, leaning on the walls. Men shiver, cry out from nightmares.

Private Ray is cramped right under the windows. His feet are bloody and swollen. He hasn't slept.

Light is beginning to poke through the window above. Ray pulls himself up to the windowsill. His CRY of abject dismay wakes most of the men.

EXT. WAREHOUSE PRISON - DAWN

LOOKING IN AT THE WINDOW

A dozen men scramble over each other, only to curse what they see.

EXT. AMERICAN CONSULATE - DAWN

LOOKING IN AT THE WINDOW

Bainbridge and the officers also look with shock at the harbor where...

EXT. TRIPOLI HARBOR - DAWN

The Philadelphia is being towed in to shore. Her foremast is down and her sails are tattered. But she's floating.

INT. WAREHOUSE PRISON - DAWN

Men fight to get to the windows, tearing their fellows down to take their places. Ray hangs on to the windowsill with a death grip.

(CONTINUED)

RAY
Coward of a captain can't even sink the
damned ship!

OTHER SAILORS
We're doomed. // Aye, dead. // Dead as
billy-be-damned.

Ray, furious and despondent, drops to the floor.

RAY
'F our own captain can't even save us,
who else'll give a damn?

EXT. MARYLAND DIRT ROAD - DAY - MOVING

A wagon wheel SPLASHES through a muddy pothole.

WIDEN, TRACKING WITH

A TWO-HORSE STAGECOACH, wobbling along a rain-soaked dirt road. A well-dressed PASSENGER pokes his head out the window, more than impatient. It's WILLIAM EATON, whom we saw earlier at the battle of Derna.

EATON
Driver! Let's kick up some gravel here!

DRIVER
Horses is run out, Mister.

EATON
I have an appointment to keep! Get
a-moving!

A crack of the whip! A "Hee-awww!" The horses quicken to a trot.

INT. STAGECOACH - DAY - MOVING - CONTINUOUS

Eaton pulls his head back inside. At 40, he is as fit and dashing as any soldier of 25. Some call him a heroic warrior. Others call him a pain in the ass. Take your pick.

Eaton glowers at his traveling companion, a young SENATOR'S AIDE.

EATON
This rate, Jefferson will be buried at
Montecello before we weigh in.

EXT. MARYLAND DIRT ROAD - DAY

As Eaton's Stagecoach rattles past, a BALD EAGLE perched on a nearby tree branch takes off and SWOOPS UP high into the skies over...

EXT. WASHINGTON, D.C. - DAY - 1804

AERIAL SHOT -- FOLLOWING BALD EAGLE HIGHER AND HIGHER

Down below, Eaton's Stagecoach rushes past the still domeless U.S. CAPITOL BUILDING, covered by construction scaffolding.

AERIAL SHOT CONTINUES, FOLLOWING THE EAGLE HIGHER STILL

Below us, a PANORAMA of "The Federal City" being built piecemeal across 40,000 acres of marshland. The city is barely more than a street layout at this point, but the pattern is elegant and pure.

STILL FOLLOWING THE EAGLE, WE REVERSE DIRECTION TO REVEAL

THE MALL. A grassy promenade one mile long. No reflecting pool. No Washington Monument. No people. Just grass.

A FAST, GRACEFUL DESCENT

brings us to the EXECUTIVE MANSION, soon to be known as the White House, surrounded by 1000 acres of empty land. Only the center section of the Mansion is standing -- no wings yet. The house is white-washed and stylish.

The EAGLE SWOOPS in front of us, filling our view, as we

WIPE TO:

EXT. THE WHITE HOUSE, CABINET ROOM - DAY

LOOKING IN A WINDOW

into a large meeting room. A huge CHANDELIER showers golden CANDLELIGHT upon a dozen or so gentlemen POLITICIANS quarrelling around a long table headed by...

...a TALL, RED-HAIRED GENT trying to command everyone's attention. He slaps down a five-page letter. The debaters quiet.

INT. THE CABINET ROOM - DAY - CONTINUOUS

The red-haired gentleman -- PRESIDENT THOMAS JEFFERSON, 61 -- is surrounded by his CABINET: Postmaster General GIDEON GRANGER, Secretary of State JAMES MADISON, Attorney General LEVI LINCOLN, Secretary of the Navy ROBERT SMITH, Secretary of War HENRY DEARBORN, and Secretary of the Treasury ALBERT GALLATIN, plus several UNDERSECRETARIES and Speaker of the House NATHANIEL MACON.

GRANGER

Ten thousand per prisoner?!

JEFFERSON

(amused at the sheer gall of it)
He wants to keep the ship as a spoil of war.

(CONTINUED)

DEARBORN
Unacceptable! Never!

GRANGER
...Three hundred and six prisoners,
times...times...That's -- why that's more
than three million dollars! That's half
the federal budget!

JEFFERSON
I'm pleased you can multiply, Mr. Granger.
Perhaps I should move you over to Treasury.

Chuckles around the table break the tension.

MADISON
Karamanli is deranged.

LINCOLN
Deranged and rich, if we meet his terms.

MACON
Mr. President, if you think Congress gave you
hell over the Louisianas, just you wait until--

LINCOLN
(cutting in)
--One thousand dollars per prisoner. I
believe I could sell that to the Senate,
provided we get back the ship.

DEARBORN
(also cutting in)
--I recommend we recall Commodore Preble at
once and send in a full admiral to command
the squadron.

SMITH
(shocked)
Preble?! How can you blame--

DEARBORN
--He's been on station 14 months! What's
he accomplished? Nothing!

SMITH
He's protected our merchant fleet!

DEARBORN
He's the one who failed to keep Bainbridge
in tow! That makes him responsible for
losing a Constellation-class superfrigate!

The meeting devolves into chaos, with all 12 men in the room shouting
at each other. Jefferson throws up his hands -- he's had enough! He
looks down near the far end of the table, his eyes meeting those of...

TOBIAS LEAR, 42, impeccably turned out. Smooth doesn't begin to
describe him. Lear views the disorder around the table as comical. He
lifts one eyebrow to Jefferson.

EXT. THE MALL - DAY

MOVING WITH THE STAGECOACH

as it squeaks over the muddy road, horses at full gallop. Eaton leans out the window -- How close are they?!

EATON'S POV, MOVING

Ahead, the White House.

INT. THE CABINET ROOM - DAY

Lear rises to his feet. The room hushes the second he starts to speak.

LEAR

Mr. President. May I have the floor?

Lear's mellifluous voice works the room like David's harp soothing King Saul's rage. No wonder the man's a diplomat.

JEFFERSON

Certainly, Mr. Lear. I think we'd all benefit by hearing from one who has actually been to the theater of operations.

Lear is slick, commanding, and eminently reasonable. How could anyone disagree with this man?

As Lear speaks, he moves smoothly to a map of the Mediterranean brought in for the discussion and indicates his countries of service.

LEAR

Thank you, Mr. President. As you point out, I have served my country as consul to all four of the Barbary powers -- Morocco, Tunis, Algeria and, of course, Tripoli. Being somewhat versed as to how things work in that part of the world, may I venture we're taking all of this a little too personally?

SMITH

(leaps to his feet, incensed)
Pirates seize a United States warship and hold prisoner 300 American citizens? Be assured, sir, I do take it personally!

LEAR

Mr. Secretary, let me clarify my meaning.
(roaming around the Cabinet table)
These type of negotiations follow a pattern, a kind of Levantine symmetry. Almost a beautiful thing, really. We are in the "posturing" stage. His Imperial Highness Yusef Karamanli, Bashaw of Tripoli, asks for \$1000 per man. We must refuse. We counterpoise as low as, say, \$10 per man, a humiliating offer. Naturally, he must refuse.

(CONTINUED)

CONTINUED:

MADISON

Where is this leading?

LEAR

The Bashaw revises his demand downward.
But even if the terms approach reason, we
must not insult Karamanli by accepting his
second offer.

JEFFERSON

Naturally.

DEARBORN

Nonsense! He'll slit the captives'
throats if we dilly-dally too long!

LEAR

Never! Murdering prisoners would be a
despicable sign of weakness! No no no.
Ultimately, the Bashaw of Tripoli must
get something for his trouble, even if it
is much less than he demands.

GALLATIN

How much less?

LEAR (cont'd)

Just enough gold to appear victorious. In
return we get back what's ours for so
little comparatively that we too can claim
a victory. It's a dance, gentleman. The
music ends, America and Tripoli bow to one
another, and we go our separate ways. A
bit like the Virginia Reel.

GALLATIN

It's extortion!

LEAR

It's tradition. Piracy along the Barbary
Coast has been going on for 700 years, and
it will probably continue for 700 more.

Another voice thunders out from the edge of the room, behind Lear.

EATON

Unless we put a stop to it!

All heads turn to see Eaton striding powerfully through the door.

LINCOLN

(startled)

What the blue blazes--?!

JEFFERSON

Gentlemen, this is Captain William Eaton,
our former Tunisian consul and the hero
of Fort Recovery. Senator Worthington
requested his presence with us today.
Welcome, sir, to our little sewing circle.

(CONTINUED)

CONTINUED: (2)

Eaton's eyes target the Bashaw's ransom demand lying on the table.

EATON

I take it that is the blackmail letter?

JEFFERSON

The Bashaw of Tripoli declares all the prisoners are unharmed and well cared for.

EATON

And all of you believe that?

GRANGER

Sir! He is a head of state--

EATON

Do you know how he became the head of state? In front of his own mother, the Bashaw of Tripoli shot his oldest brother Hassan in the chest and then hacked off his head with a scimitar.

The stuffy cabinet members are suitably dismayed at this news.

MADISON

Mr. Lear here has made the case that all can be solved by process of negotiation.

EATON

How are you, Tobias? Still selling your brand of shellac to the hawbucks?

LINCOLN

Sir, you are most out of order!

EATON

Has he told you how well negotiation has worked out for England? They pay Tripoli tens of thousands in gold per year as "tribute." In return, Tripoli promises to leave England's ships unmolested. Yet English vessels are still captured for ransom two or three times a year.

LEAR

Our situation is unique.

EATON

There is only one way to respond to a terrorizer. You must hunt him down with a superior force of men and arms and put him out of the terror trade.

DEARBORN

An attack is out of the question. Tripoli is too well fortified.

EATON

From the sea, yes. Not from the desert.

(CONTINUED)

LEAR

Gentlemen, I've heard this tune before.
The idea's been rejected numerous times,
and for good reason.

LINCOLN

What idea?

EATON

A march from Egypt to the shores of
Tripoli with an army of Tripolitanian
patriots who want Yusef off the throne.

SMITH

Is such a thing practical?

Eaton moves to Lear's map, begins tracing his intended route.

EATON

We will capture the fortress city of Derna.
From there, we will proceed along the coast
to the capital city of Tripoli itself. We
shall strike from the desert whilst the
Navy bombards them from the sea.

DEARBORN

Then Yusef will retaliate by slaughtering
the American captives!

EATON

Never!

/

LEAR

No!

Eaton and Lear look at each other, surprised to be in agreement.

JEFFERSON

What do we do if we actually capture the city?

EATON

We restore to the throne Hamet Karamanli,
Yusef's remaining older brother and the
rightful heir and Bashaw. Think of it,
gentlemen. Yes, we want our men back.
And the ship too, of course. But what if
we could do more? What if we could
depose a tyrant? We would then make a
declaration to the world: Oppressors,
beware! America will not stand for your
actions! And we put the Barbary pirates
out of business! And instead of a
vengeful enemy, America would at last
have a friend and ally in North Africa!

SMITH

Where is this Hamet Karamanli now?

(CONTINUED)

LEAR

I can answer that. Hamet is hiding in the Egyptian wilderness, deathly afraid of his little brother's assassins. This is the pathetic crawfish on whom Captain Eaton calls us to stake our hopes. Personally, I trust in diplomacy.

JEFFERSON

Captain Eaton, if you could raise this army, what distance would have to be crossed?

EATON

Five hundred miles.

LEAR

Mr. President, the desert from Egypt to Tripoli has not been crossed by an army since Alexander the Great in the year 335 B.C. If Mr. Eaton is through entertaining us--

Jefferson waves Lear quiet.

JEFFERSON

What say you, sir, to Mr. Lear's charge? Are you another Alexander the Great?

EATON

No, Mr. President. But I know the desert and I know the people of North Africa. I know their courage. All they need is someone to rally around.

LEAR

(unable to contain himself)
Hamet Karamanli will cut and run at the first bullet! The man hasn't the strength to hold his throne without us propping him up!

EATON

All I ask are 400 Marines. One battalion, Mr. President. The North Africans will do the rest. This is our chance to put an end to piracy and give the Tripolitarians the freedom they hunger for.

DEARBORN

Perhaps the Tripolitarians have the government they deserve. What right have we to--

EATON

What right?! What right, sir?!

Eaton moves to a copy of the Declaration of Independence on the wall.

(CONTINUED)

CONTINUED: (5)

EATON (cont'd)

This right!

(running his fingers along the words)
 "We hold these truths to be self-evident,
 that all men are endowed by their Creator
 with certain inalienable rights."
 Tell me, Mr. President, that I was not
 wrong to believe the nobility of your
 words, penned by your hand, that having
 discarded our own dictator and declared
 ourselves a beacon of liberty, we took upon
 ourselves an obligation to nurture the
 rights of good men everywhere. Is that not
 what your own words mean? "All men."

Eaton moves over behind Lear.

EATON (cont'd)

Or shall we side with Mr. Tobias Lear,
 the famous accomodationist? Shall we
 instead hold that these God-given rights
 to "life, liberty, and the pursuit of
 happiness" do not apply to "all" men,
 but only to Americans and to hell with
 the rest of the world?!

Lear is furious, but tries to maintain his dignity. The rest of the
 Cabinet looks to Jefferson for wisdom.

HOLD ON

Jefferson, half-fuming, half-pondering how to respond gracefully.

INT. THE PRESIDENT'S OFFICE - DAY

Jefferson spills some brandy as he attempts to pour two glasses.
 His nerves are rattled.

JEFFERSON

We had a strategy in place. How in the
 world did I manage to let William Eaton
 gain the upper hand?

LEAR

Simple. You let him into the room.

JEFFERSON

(sourly)
 Thank you, Tobias.

Jefferson hands Lear his drink.

LEAR

Eaton is your proverbial bull in a china
 shop, Mr. President. The sheer brunt of
 his personality wins him a modicum of
 respect. But do you want to entrust
 American policy to a rampaging bull?

(CONTINUED)

CONTINUED:

JEFFERSON

The Barbarees are unbeaten because no one has challenged them. I've said so myself a dozen times.

LEAR

You cannot send American troops to fight on foreign soil when there is no chance of success.

JEFFERSON

How do we know that until we try? My own father said the rebellion against England was hopelessly doomed. Yet we somehow won the war.

LEAR

By the skin of our teeth.

JEFFERSON

Maybe we won because we were too young and brash and unsophisticated to believe we couldn't win. Maybe this bull of a captain, for all his faults...

LEAR

Men like Eaton destroy themselves. Incapable of compromise, blind to shades of gray--

JEFFERSON

Tom Paine was blind that way. They call him great because of it.

LEAR

Mr. President, I beg you, do not act precipitously. Extremists on both sides of this issue will drag you down. There is a safe middle ground.

JEFFERSON

Is that what the Revolution was about? The safe middle ground?

Jefferson pours himself another drink.

JEFFERSON (cont'd)

Less than thirty years ago, Tobias, this country wasn't even a declaration on a piece of paper. And yet we all knew exactly what America stood for and why we were prepared to die for it. Now that we exist, pray tell me -- what do we stand for?

LEAR

You're starting to sound like Eaton.

JEFFERSON

Maybe that's not a bad thing.

EXT. THE WHITE HOUSE - DAY

Lear trots down the front steps and into a waiting closed carriage.

INT. CARRIAGE, OUTSIDE THE WHITE HOUSE - DAY

Livid, Lear sits down next to Vice-President AARON BURR, Jefferson's arch political enemy.

BURR
How did it go?

LEAR
He's lost his buttons. Jefferson
actually wants to conquer Tripoli.

BURR
Eaton's doing?

LEAR
Who else?

The driver cracks the whip and the carriage takes off as the two men continue talking.

WIPE TO:

EXT. SYRACUSE HARBOR - DAY

We're in a bobbing LONGBOAT crossing the harbor, which is dominated by large fort. Behind us, the grand flagship of the U.S. fleet, the U.S.S. CONSTITUTION.

Ahead of us, the U.S.S. PRESIDENT, a frigate virtually identical to the downed Philadelphia.

SUPER TITLE: "Syracuse, Greece"

The handsome young lieutenant coxswaining our longboat, LT. JAMES DECATUR, 22, steps to the bow as the boat approaches the President's starboard boarding ladder.

EXT. ABOARD THE PRESIDENT - DAY

James salutes the flag the instant he sets foot on deck. Waiting for him is Eaton, now wearing a U.S. Army captain's uniform and carrying a monogrammed leather diplomatic satchel. James snaps a salute to Eaton.

JAMES
Captain Eaton? Lieutenant Decatur.
Commodore Preble requests your presence
aboard his flagship, sir.

(CONTINUED)

CONTINUED:

EATON
(returning the salute)
I'm all yours.

He follows James back down the ladder.

EXT. SYRACUSE HARBOR - DAY

As the longboat is rowed back across the harbor, Eaton looks James up and down.

EATON
Decatur. Would you be the son of Admiral--

JAMES
Yes sir.

James's face is blank. He knows what's coming next.

EATON
So you're the hotspur who captured the Mastico. Your exploits are quite the talk of Congress, Lieutenant. I'd love to hear the real story of how you--

JAMES
You're thinking of Lieutenant Stephen Decatur. I'm James Decatur.

EATON
Oh. Any relation?--

JAMES
My older brother.

EATON
I see. My apologies.

JAMES
It's a common mistake. Two officers, same name, same rank, same squadron....

But vastly different reputations. James doesn't say it, but the thought hangs in the air awkwardly.

EATON
I certainly didn't intend to imply--

JAMES
It's all right, sir. Stephen has earned his renown.

Eaton doesn't know what to say. He turns his face back to look at--

EATON'S POV

The Constitution. What a grand vessel she is. 204' long, with three 200' high masts, an acre of sails, and not a halyard out of place.

EXT. ABOARD THE U.S.S. CONSTITUTION - DAY

Eaton is welcomed aboard the Commander of the American Squadron in the Mediterranean, COMMODORE EDWARD PREBLE, 42.

Preble is a strict commander, but smart and intensely loyal. So much so that he's earned the undying affection of his men, who will do anything for him.

Also greeting Eaton are the junior officers of the American squadron -- or PREBLE'S BOYS, as they're proud to be known. Not one of them a day over 30, they're all hot-blooded, fiery spirits.

Eaton pauses in front of one of the men. He steals a glance back at James Decatur, just stepping on board. The resemblance is obvious.

EATON
Lieutenant Stephen Decatur?

Even at first glance, it is clear that STEPHEN DECATUR, 25, has all the dash and natural charisma that his brother longs for.

Stephen remains at attention, but his eyes flick ever so slightly in James's direction.

STEPHEN
Yes sir.

Eaton notices the minute glance.

PREBLE (O.S.)
Well, boys, President Jefferson has finally decided...

INT. CONSTITUTION, OFFICERS' WARDROOM - DAY

PREBLE (cont'd)
...to let us do what we came here for.
We're going to take the war to the Bashaw!

Loud cheers at this announcement, mixed with grunts of "About time!"

Preble and his Boys -- including Stephen and James Decatur, LT. HULL, LT. SOMERS, and LT. STEWART -- are now clustered around Eaton, who has a large map of North Africa spread across the mess table. Chalk drawings on the map indicate Eaton has already presented his plan.

PREBLE
I do question whether you can cross that amount of desert in 40 days. You can't possibly carry enough water.

EATON
I intend to grow humps like a camel.

A burst of laughter from Preble's Boys. Even Preble cracks a smile.

(CONTINUED)

CONTINUED:

PREBLE

We can send a ship to rendezvous with you and your forces at Bomba. Here. We can deliver your artillery, all your munitions, medical supplies, food... everything but dancing girls.

SOMERS

Oh, don't stint on the dancing girls, sir.

More laughter. Preble reins his Boys back to business.

PREBLE

All right, boys, settle down.

STEPHEN

Commodore. Not meaning to put in my oar, sir, but why sail all the way to Bomba and leave?

PREBLE

Your suggestion, Lieutenant?

STEPHEN

(stepping up to the map)

Sir, if I were attacking on land, I'd want a frigate or two lobbing iron right into the town, whilst Captain Eaton and his turban friends rush the back door.

EATON

(grinning)

And who might you suggest to command those frigates? Yourself?

STEPHEN

Sir, any man in this room would gladly stand at your back.

EATON

Any man in the room, eh? Tell me, Decatur, are you ambitious?

STEPHEN

No, sir. Just bored.

The officers laugh in agreement. They're all bored and hot for action.

EXT. ABOARD THE CONSTITUTION - DAY

The young Officers, delighted with the thought of impending battle, josh with one another as they disperse into their longboats, returning to their own ships.

Stephen and James stand slightly apart from the others, bidding each other good-bye.

ON THE QUARTERDECK

Eaton and Preble watch the Officers below.

(CONTINUED)

CONTINUED:

EATON
Speaking of Mr. Decatur.

PREBLE
Stephen? Don't be put off by his manner.
He's got all his buttons, all right. He
commanded a merchant brig at the age of 16.

EATON
I'm not put off at all. I like that he
speaks his mind.

PREBLE
He has his father's hot blood. It'll
either make him famous or get him killed.
Probably both.

EATON
How do you rate the other Decatur?

PREBLE
(surprised at the question)
James? Hm. A fine officer. Getting
there slowly. I'm sure he has a bit of
his older brother in him. I just keep
waiting for his fire to light.

WIPE TO:

EXT. CAIRO, STREET - DAY

The U.S. flag hangs limply over the American Consulate.

SUPER TITLE: "Cairo, Egypt"

Cairo in 1804 is a filthy maze of a town, with palaces and minarets
crowded onto tiny streets. Signs are in Arabic and French.

COMING UP THE STREET

Eaton strides confidently toward the U.S. Consulate.

INT. U.S. CONSULATE, CAIRO - DAY

CLOSE-UP ON

A large chest, as the lid swings open, REVEALING a staggering trove of
gold coins. GASPS O.S. from the men in the room.

REVERSE ANGLE, REVEALING

Eaton crouching over the chest.

O'BANNON
Twenty thousand dollars, sir. We counted it.

(CONTINUED)

CONTINUED:

Marine Lieutenant PRESLEY O'BANNON, 29, is an raffish combat vet with an easygoing manner that belies his bold, impulsive streak. He stands behind Eaton, looking at the gold along with his seven comrades: SIX MARINE PRIVATES and ONE NAVY MIDSHIPMAN.

EATON

(rising)

It's a good thing I asked for forty, then. But we'll make do with this.

(motioning to two Marines)

Now. Lieutenant O'Brian--

O'BANNON

O'Bannon, sir. Presley O'Bannon.

EATON

O'Bannon. Post a guard over the money, and then take me to the rest of my men. I assume they're stationed outside the city.

O'Bannon looks at his comrades. None of them have a clue what Eaton is talking about.

O'BANNON

What other men, sir?

EATON

(growing impatient)

My battalion, supposed to meet me here in Cairo. So where are they?

Slowly it dawns on Eaton what the truth must be.

EATON

Damn that Jefferson! He lied to me!

O'BANNON

President Jefferson, sir?

EATON

Yhat, or there's a boatload of Marines either lost at sea or lying dog-drunk on the floor in a bar in Barcelona.

O'BANNON

I'd bet on the bar, sir. Marines don't get lost.

EATON

Does it not bother you that the United States government sent me eight Marines to go fight 2,000 Barbary pirates?

O'BANNON

I know the odds don't seem fair, sir. But the Pirates will just have to take their chances.

Eaton grins. He likes O'Bannon. He nods at the chest of coins.

(CONTINUED)

EATON

There's our army right there, in coin.
Cairo's always been crawling with
soldiers of fortune. Can't imagine
that's changed much.

O'BANNON

No, sir.

Eaton slams the lid down on the chest of gold. Damned if this little setback is going to get him down.

EATON

Let's go shopping.

EXT. CAIRO SQUARE - DAY

Eaton explains his plan to a few GREEK SOLDIERS. They seem intrigued.

From across the square, O'Bannon brings over a couple more European MERCENARIES to chat with Eaton.

INSERT: Money changes hands.

EXT. FIELD OUTSIDE CAIRO - DAY

Several dozen Greek soldiers are lined up to shoot muskets at miniscule targets across the field. Eaton watches carefully.

As the next set of soldiers steps forward for their turn, Eaton calls the best shots among the Greeks over to his side.

INT. COFFEE HOUSE, CAIRO - DAY

Eaton sips coffee politely as he negotiates with an ARAB CHIEF. There is a stack of gold coins already on the table. The Chief doesn't seem too receptive.

Eaton adds to the stack of coins. The Chief brightens up. He nods.

EXT. FIELD OUTSIDE CAIRO - DAY

A melee of HORSES' HOOVES as a line of Arabs charges at the same targets, shooting as they ride. Their accuracy is impressive.

They finish their run and turn back toward Eaton. He applauds as he walks toward them.

INSERT: Money changes hands.

EXT. ROAD OUT OF CAIRO - DAY

Eaton's Army rides out. Eaton in front, O'Bannon and the Marines right behind. Then 30 Greek soldiers, set apart by their distinctive dress, and about 50 other Mercenaries, both Arab and European.

BEGIN QUICK SERIES OF OVERLAPPLING DISSOLVES BETWEEN

the march out of Cairo and CLOSE-UPS of Arabs seen along the way.

ARAB

Hamet Karamanli is in Alexandria.

The march continues.

2ND ARAB

Hamet Karamanli is in Cairo.

EATON

We just came from Cairo.

3RD ARAB

Hamet is in Damanhur.

Still the march continues.

4TH ARAB

(laughing)

Hamet Karamanli is anywhere that his brother Yusef is not.

Eaton is frustrated.

5TH ARAB

Hamet Karamanli? He is hiding in Minyeh, outside Cairo.

(beat)

I wish him good luck.

EXT. OASIS OF MINYEH, OUTSIDE CAIRO - DAY

A dozen or so tents are camped at the edge of the oasis.

With their ragtag army waiting behind, Eaton and O'Bannon ride graceful Arabian horses toward the tents.

O'BANNON

How long's it been since Hamet lost his throne?

EATON

Nine years. I've never understood why he's waited so long to make his move.

EXT. HAMET'S CAMP - DAY

LONG SHOT

Eaton and O'Bannon dismount, handing their reins over to a bowing Servant. Another, more officious Servant leads them into the camp.

AHEAD OF THEM

Hamet's tent, by far the grandest in this well-appointed camp.

HAMET (O.S.)

I think... this is not the right season
to mount a land campaign.

INT. HAMET'S TENT - DAY

The silken tent is startlingly opulent. Eaton and O'Bannon sit cross-legged on pillows, sipping coffee, across from HAMET KARAMANLI.

Hamet, the 37-year-old rightful heir to the throne of Tripoli, comes across as a meeker, milder version of his younger brother. He's gracious and handsome, but doesn't have Yusef's dark sparkle. At least not at this moment.

HAMET (cont'd)

Perhaps next year, after the monsoons.

Eaton is not happy with the turn this conversation is taking.

EATON

Six months ago at Tunis, you swore to me
that if I found the means to raise an army--

HAMET

We were speaking of dreams, William my friend.

EATON

A war chest of \$20,000 American in gold.
You call that a dream?

HAMET

Eight Yankee soldiers and some mercenary
outcasts from the gutters of Cairo. Do
you call that an army?

EATON

(waving his arm)
The army is out there, Your Highness, in
the desert. Thousands of your own people
waiting, praying for a leader to inspire
them to battle. They are waiting for you.

HAMET

My brother's troops are too well armed.

(CONTINUED)

EATON

His army fights with 30-year-old Turkish muskets. Hardly a match for 2,000 of the newest American rifles.

Now that's an intriguing concept. Hamet glances around, almost as if expecting to see Eaton's rifles hiding in the tent somewhere.

HAMET

You have brought these rifles with you?

EATON

No, Your Highness. But when we reach Bomba, American ships will be there to supply us with rifles, yes, and with food, rolling field artillery, endless amounts of ammunition--

But Hamet is shaking his head.

HAMET

Next year perhaps.

Eaton rises to his feet, looming threateningly over Hamet. O'Bannon, who's been watching Hamet like a hawk, is alarmed.

EATON

You gave me your solemn promise! And I, your friend, acted on that promise in good faith! You and I are going to Tripoli!

O'BANNON

Sir -- may I speak to you outside?

EATON

(thoroughly disgusted)
Whatever you have to say, say it right here.

O'Bannon squirms.

EATON

Out with it! You can be frank.

O'BANNON

Well, sir, I say if he hasn't the guts to fight for what's his, to hell with him!

Eaton is displeased. O'Bannon's cursing Hamet is out of line.

O'BANNON (cont'd)

All the way from Cairo, he told me I was going to meet a great man. I'm still waiting to meet him.

EATON

I think that's enough frankness for one afternoon, Lieutenant.

(CONTINUED)

O'BANNON

(on a roll)

I didn't sign up to mollycoddle a spoiled child who whimpers in a corner because some bullyragger took away his toys. Come on, General, let's get out of here.

Hamet is startled at the word "General." Actually, Eaton is, too. He just doesn't show it.

EATON

(bowing formally to Hamet)

My apologies, Your Highness. Perhaps it's time to look for someone other than a Karamanli to take over the throne of Tripoli.

Eaton leaves the tent abruptly, O'Bannon in tow.

Hamet sits anxiously for a beat, then starts to rise.

EXT. HAMET'S CAMP - DAY

Hamet scurries out his tent after Eaton and O'Bannon.

HAMET

William! Wait!

Eaton stops and turns around.

HAMET (cont'd)

In Tunis, you told me you were only a captain.

Before Eaton can respond--

O'BANNON

He's a Brigadier General, sweetpea. You don't think the United States of America would send a mere captain to command an expedition this important.

Eaton's eyes bore darkly right through O'Bannon. It's hard to tell what he's thinking.

O'BANNON (cont'd)

...Provisional Brigadier General.

HAMET

(to Eaton)

This is true?

EATON

I think my first officer is trying to convey how serious my government's intentions are.

O'BANNON

But if you'd rather spend your days out here in cobra-land, just a half step ahead of your brother's assassins, instead of becoming a king--

(CONTINUED)

HAMET

Do not go.

EATON

Why shouldn't I?

Hamet, conscious of his Entourage's presence, lowers his voice and steps closer to Eaton.

HAMET

I am afraid. If I do as you say and take up arms against Yusef, I fear he will then strike a bargain with your President Jefferson to release your prisoners.

EATON

That won't happen. The United States has already rejected any payment of gold for the hostages.

HAMET

So it is today. Tomorrow the wind may blow differently.

EATON

The United States has made a solemn vow: We will no longer bargain with pirates, kidnappers and terrorizers. Congress has said it, President Jefferson has said it, and now I say it to you. Would I be here risking my life if I did not believe this?

Hamet is in a turmoil. He knows he is facing the most important decision of his life. And he has about 30 seconds to make it.

Eaton and O'Bannon wait. But they're not going to wait much longer.

Time's up. Eaton catches O'Bannon's eye. They turn to leave.

HAMET

--I will do it.

(to Eaton, about O'Bannon)

But you tell him my name is not "Sweetpea"!

EXT. EGYPTIAN DESERT ROAD - DAY

The seeds of the army are beginning to sprout. O'Bannon rides point, with Eaton behind him, then Hamet. Following are the other Marines, Hamet's servants, and the mercenaries, with the Greeks riding separate from the others.

Eaton lopes up beside O'Bannon.

EATON

By the by, Lieutenant, thank you for the promotion.

Oops. O'Bannon knew he was going to get in trouble for that sooner or later. Maybe he can justify his actions.

(CONTINUED)

EATON (cont'd)
I would have just gone for "colonel."

O'Bannon grins, relieved. Hamet rides up alongside them. Astride his Arabian stallion, his robes flowing, Hamet already looks more princelike. He points ahead.

HAMET
Damanhur.

Sure enough, in the distance is a small town, dominated by what some might consider a palace.

O'BANNON
El Tayib's place?

HAMET
Yes.

EATON
How well do you know him? Will he be agreeable?

HAMET
For the right amount of gold, he will be your lifelong friend.

EXT. SHEIK EL TAYIB'S PALACE GROUNDS - DAY

Eaton and Hamet stroll around the palace grounds with SHEIK EL TAYIB, with O'Bannon behind Eaton. Hamet and El Tayib also have their entourages trailing behind them, as befits their status as princes.

El Tayib, 40s, is a very proud, very slick local potentate. Right now he's showing off his prize camel herd, one of the largest in all Egypt, as it grazes on several acres beyond his palace.

EL TAYIB
Ten thousand in gold or silver.

O'BANNON
(in Eaton's ear)
Does he think we're noodles?!

EATON
(shushing O'Bannon away)
How much for the men alone?

EL TAYIB
The men are free. It is the camels that will cost you.

O'BANNON
Suppose we just want to hire the men?
Forget the camels.

(CONTINUED)

CONTINUED:

EL TAYIB
(laughing at the naiveté)
My young friend, you can cross the desert
without extra men. You cannot cross the
desert without camels.

EATON
I will pay you \$2000 for 200 camels and
100 camel drivers.

El Tayib howls at this offer. He repeats it to some of his entourage,
who also break out laughing.

EL TAYIB
My camels are not for sale. They may go
with you as far as Massouah. And I will
go with them. Then they -- and I -- must
return home.

EATON
No. I need them for the entire journey.

EXT. EL TAYIB'S PASTURES - DAY

As they continue to negotiate, El Tayib leads Eaton and his party
amongst the prize camels themselves. But the bargaining isn't going so
well. Suddenly El Tayib explodes.

EL TAYIB
Then go to Cairo! Go!

Eaton stalks away. O'Bannon, unable to contain himself, yells back.

O'BANNON
We will! Where we won't get bit by some gully-
guttred, nick-'em-six-ways-to-Sunday gouger!

EL TAYIB
May you get the diseased camels you deserve!

Hamet throws up his hands, looking at El Tayib apologetically. What
can you do with these Americans?!

HAMET
William!

Eaton turns around.

HAMET (cont'd)
(a bit imperiously)
You may return to your men. I will talk
with my friend here for a time.

Hamet turns back to El Tayib.

HAMET (cont'd)
El Tayib my friend. We have no desire to
insult your fine camels.

(CONTINUED)

CONTINUED:

Hamet and El Tayib continue to stroll out toward the grazing herd.

EXT. EGYPTIAN DESERT - DAY

CLOSE-UP ON

a camel, loping awkwardly across the sand.

PULLBACK CONTINUES TO REVEAL

The Expedition is finally underway. Their standard marching order: Eaton heads the column on horseback, O'Bannon and Hamet at his sides...

Followed by the Marines, guarding the war chest. Then the Mercenaries, with the 30 Greeks continuing to keep themselves separate...

Followed by Hamet's followers and servants straggling along...

Followed by El Tayib, leading a retinue of 107 camels, laden with food, water, tents, ammunition... driven on by 60 CAMEL DRIVERS.

CONTINUE PULLBACK, RISING TO AERIAL SHOT

With the sun at their backs, Eaton's Army begins its trek into the Sahara desert, which seems to stretch into infinity.

WIPE TO:

EXT. CITY OF TRIPOLI - NIGHT

Beneath a FULL MOON, the city seems like something out of a storybook.

EXT. AMERICAN CONSULATE - NIGHT

All is dark.

INT. AMERICAN CONSULATE - NIGHT

Bainbridge squeezes a lemon into an inkwell. His desk is littered with used-up lemon peels. He dips a pen into the inkwell, then writes meticulously between the lines of an already-finished letter.

BAINBRIDGE (V.O.)

The Philadelphia may, and no doubt will,
be repaired.

CLOSE-UP ON

the letter. Bainbridge's pen leaves no discernible marks on the paper. Yet he keeps writing by MOONLIGHT.

PREBLE (V.O.)

(overlapping Bainbridge)

"It will be impossible to move her from
her anchorage..."

(CONTINUED)

CONTINUED:

The words Preble is reading magically begin to appear on the paper.

PULL BACK TO REVEAL

INT. ABOARD THE CONSTITUTION, PREBLE'S QUARTERS - DAY

Preble is holding Bainbridge's letter cautiously over an open candle flame, which brings the INVISIBLE INK to life. He reads the letter to Stephen Decatur, as well as Lieutenants Somers and Stewart.

PREBLE (cont'd)

"... owing to the difficulty of the channel."

SOMERS

So the pirates use our ship and our guns to guard their harbor against us. Now that's cheek.

STEPHEN

Then we have to destroy her, sir. I say we sneak in and burn her to Davy Jones' locker!

Preble is smiling. Stephen doesn't get it.

STEPHEN (cont'd)

Sir?

PREBLE

Captain Bainbridge suggested the same thing. Burn the ship so the Tripolitarians can't use her against us.

(to Stephen)

Tell me how you'd do it. How would you get your men?

EXT. ABOARD THE CONSTITUTION, MAIN DECK - DAY

Stephen, eyes gleaming with excitement, rallies his men, over 200 of them, standing at attention, in ranks. James is in the first row, with the other officers.

STEPHEN

If you're lucky, you'll die quick. Being blown to cabbage with your ship -- now there's a good death! You want it, this is the duty for you. Who has the ginger to volunteer?

Every single man on the deck steps forward instantly. Stephen starts to laugh. He begins to move down the ranks, picking out the biggest, toughest men.

STEPHEN (cont'd)

You, you, you.

Stephen comes to James. His eyes slide past, moving to the next man.

(CONTINUED)

STEPHEN (cont'd)

You, you...

James holds himself together. Only a slight flicker of his eyes reveals the depth of his sense of betrayal.

EXT. THE U.S.S. INTREPID, AT DOCK - DAY

Stephen's crew swarms over the U.S.S. INTREPID (a lateen-rigged ketch captured from the Tripolitans). Men scrub down her decks, while others haul her guns ashore.

Stephen strides through the boat, checking the progress of the work. James tags after him.

JAMES

You had a duty to pick me.

STEPHEN

I had a duty to choose the men most fit for the mission..

JAMES

(ashamed)

You think I'm afraid. Don't you? I'm not afraid

STEPHEN

Well, I'm afraid. All of us are afraid. What I need are men who admit to their fear, say to hell with it, and do their jobs anyway.

(to a passing sailor)

Keep the food on deck, combustibles below.

SAILOR

Not much room left down there, sir.

STEPHEN

Well, pack 'em in. As much as you can fit.

JAMES

I am a good officer, Stephen. The fact that I'm your brother shouldn't play a role--

STEPHEN

A minute ago you said I had a duty to pick you because you were my brother. Which is it?

JAMES

It kills you to allow anyone else to have a piece of the glory. The great Stephen Decatur must get it all.

STEPHEN

Are you done?

(CONTINUED)

CONTINUED:

JAMES

I think my career's done as long as we're
in the same squadron.

He walks away. Stephen, exasperated, knows he's just blown it with his brother once again.

WIPE TO:

EXT. DESERT - DAY

Eaton's Expedition moves along. Far ahead, a stand of PALM TREES -- a village, maybe, or an oasis -- shimmers in the heat.

Eaton drills Hamet mercilessly as they ride. Hamet doesn't look too happy about it.

EATON

You are their true king.

HAMET

I am their true king.

EATON

Your brother Yusef is a usurper.

HAMET

He is a usurper.

EATON

Say his name.

HAMET

Yusef is a usurper. A wicked usurper.

EATON

"Wicked," good. He has brought shame on
the people of Tripoli.

HAMET

He has brought shame on the people of
Tripoli. A true king does not bring shame.

EATON

Good. Start from the beginning.

But Hamet has already lost the beginning of his speech.

EATON (cont'd)

(frustrated)

"Friends! People of Tripoli!"

HAMET

(nodding, catches up)

Sahibeenee. Tripoliyeen--

SOUND DISSOLVE TO:

EXT. SMALL ARAB VILLAGE SQUARE - DAY

Hamet stands atop a low wall in the tiny village square, speaking in Arabic to the local villagers. He is miserably uncomfortable.

HAMET (cont'd)
Esma* fee Ha'ee'ee malik!...

His speech continues. But his delivery is so milquetoast, most of the villagers can't even hear him. They shout out their complaints.

VILLAGERS
(in Arabic)
What? // What is he saying? // Speak up!

Hamet stops abruptly. He opens his mouth as if to start again, then simply shakes his head and steps down from the wall. He slinks embarrassed around the side of a building.

The Villagers don't know what to make of this. Is he crazy? Is that all he was going to say? What's going on?

EXT. SMALL ARAB VILLAGE, BEHIND BUILDING - DAY - CONTINUOUS

Hamet walks straight into Eaton, whose eyes spew lava. Eaton holds out his arm, stopping Hamet cold.

EATON
Where the hell do you think you're going?

HAMET
I am not their true king.

EATON
Then why has Yusef spent nine years trying to kill you?

HAMET
They do not want to follow me.

EATON
They will want what you make them want.

HAMET
You do it. Your Arabic is good enough.

He starts to wriggle around Eaton. Eaton grabs his sleeve and shoves him against the wall.

EATON
You get your royal arse back up on that wall, or in the next 15 seconds one of us will be missing some teeth. Inta Fehim?
("Understand?")

(CONTINUED)

HAMET

(shocked at the threat)

You would not dare strike me. I am royalty.

EATON

(backing off amiably)

You're right, Your Highness. What was I thinking?

Eaton lets go. Hamet relaxes. Eaton slams a fist into Hamet's gut, knocking the wind out of him. Hamet gasps for air.

EATON (cont'd)

The next clip goes to your royal face.
One... two... three... four...

EXT. SMALL ARAB VILLAGE SQUARE - DAY

The Villagers are starting to disperse when Hamet and Eaton walk back into the square together. Hamet steps up onto the wall and begins his speech again.

His delivery is tentative, but at least he's loud enough to be heard. The Villagers listen respectfully. Every couple of sentences, Hamet glances at Eaton -- which provides a new jolt of energy to the speech.

As HAMET'S SPEECH CONTINUES...

DISSOLVE TO:

EXT. SMALL BEDOUIN OASIS - DAY

Hamet is still giving the speech, now sitting atop a camel. About 200 BEDOUINS listen raptly. Hamet's performance is much better.

As HAMET'S SPEECH CONTINUES...

DISSOLVE TO:

EXT. LARGER VILLAGE - DAY

Hamet's speech continues. He's throwing more of himself into it, getting smoother by the minute. Villagers -- about 300 of them -- hang on his every word. MEN in the village are getting riled up, shouting back, as if ready to fight.

As HAMET'S SPEECH CONTINUES...

DISSOLVE TO:

EXT. LARGE BEDOUIN OASIS - DAY

Hamet stands on a large boulder, still giving his speech. His performance is now sterling. He has the BEDOUIN AUDIENCE, his largest yet, in the palm of his hand.

(CONTINUED)

CONTINUED:

Hamet finishes his speech with a rousing cry to arms! The Young Men in the audience whoop and cheer!

Hamet looks over at Eaton. Eaton is pleased. Very pleased.

EXT. OUTSKIRTS OF LARGE BEDOUIN OASIS - DAY

The Expedition marches away from the oasis and back into the desert...

Except now the Expedition has grown by 250 BEDOUIN HORSEMEN, riding behind El Tayib's men. They holler and SHOOT THEIR MUSKETS into the air as they leave the village.

At the head of the column, MARCHING TOWARD US, Eaton and Hamet ride side by side, all smiles. Hamet rides tall in the saddle. He looks like a new man.

The sound of HUNDREDS OF MEN CHEERING begins.

WIPE TO:

EXT. SYRACUSE HARBOR - DAY

The CHEERING comes from the crews of the Constitution, the VIXEN, and the ENTERPRISE saluting two smaller ships about to leave port: the U.S.S. INTREPID and the U.S.S. SIREN. The men on the Siren look sharp in their uniforms.

ON THE INTREPID

ANGLE ON THE MASTHEAD

where the American flag is being lowered. A Maltese flag is raised in its place.

TILT DOWN TO REVEAL

Here on Stephen's boat, men swarm the deck disguised in the loose outfits of Maltese merchants.

Stephen stands by the wheel with his hired pilot, SALVADOR CATALANO, a dour Sicilian. Stephen, exhilarated by the prospects of battle, can hardly stand still.

CATALANO

(strong Sicilian accent)

Hope they're cheering as loud for us when we return.

STEPHEN

Salvador, that's much too hopeful for you. Don't you mean to say "if" we return?

Catalano, watching the tides, just grunts. As the Intrepid passes the Constitution, Stephen spots his brother. He waves all the harder.

EXT. ABOARD THE CONSTITUTION, MAIN DECK - DAY

James stands at the rail, his face a mix of emotions as he waves goodbye to Stephen. He's achingly proud of his brother, wishes him success -- yet he's oh so tired of being left behind.

EXT. BASHAW'S CASTLE, ROOFTOP - DUSK

The Tripolitan flag with its crescent moon waves lightly in the breeze. Behind it, a CRESCENT MOON is rising over the city.

Out in the harbor, all is quiet. A ketch is sailing slowly in to harbor, her sails flapping messily. From here, no one could spot her as the *Intrepid*.

EXT. AMERICAN CONSULATE, ROOFTOP - DUSK

Bainbridge and his SHIP'S SURGEON stand atop the rooftop of their prison, looking out at the incoming ship. Bainbridge squints at it.

BAINBRIDGE

English, most likely. A merchantman.

The door to the roof opens. An OFFICER sticks his head out urgently.

OFFICER

Captain! They're starting the count.

Bainbridge sighs and turns to go inside.

EXT. WAREHOUSE PRISON - DUSK

Several dozen of the captured CREW are lined up to re-enter the prison after a day at hard labor. Burly GUARDS count them off roughly, shoving a small loaf of bread into each man's hands before thrusting him into the darkness of the prison.

Ray lags at the end of the line with a couple of his buddies. They surreptitiously watch the *Intrepid* out in the harbor, whispering as they shuffle forward.

RAY

I'm telling you, she's American.

1ST SAILOR

Come to sue for peace, I'll wager, and get us out of this rathole.

2ND SAILOR

Or come to fight for us.

RAY

(contemptuously)

No one's coming to fight for the likes of us.

EXT. TRIPOLI HARBOR - NIGHT

The *Intrepid* is now drawing closer to the *Philadelphia*, less than a quarter mile away.

THE INTREPID'S POV, APPROACHING

Ahead, Tripoli is a quiet city of flickering lights, with the Castle looming ominously overhead. The only sounds are the CREAK and GROAN of block and tackle, and the FLAPPING of sails let loose for the night.

The *Philadelphia* rises out of the harbor as a dark silhouette, blocking the city's lights. Her main mast and bowsprit are missing, and she has no sails up.

Off the *Philadelphia*'s starboard quarter are 2 GUNBOATS, fully manned.

EXT. ABOARD THE INTREPID - NIGHT

Catalano is at the helm, Stephen at his side. A few other officers lounge around the deck, trying to look unconcerned.

INT. THE INTREPID, BELOW DECKS - NIGHT

PAN ACROSS

60 MEN laying flat to the deck, tense, ready to explode into action. Each man clutches an unlit sperm-oil candle.

EXT. ABOARD THE INTREPID - NIGHT

The *Intrepid* passes by the cannons of the city, all pointed out at the harbor. Any one of them could sink the small ketch in an instant.

Ahead, the *Philadelphia*'s cannon are all in place, pointing straight at the *Intrepid*.

CLOSE-UP ON

Stephen, staring hard at the *Philadelphia*. This is the moment to step beyond fear.

The *Philadelphia* now looms immediately above the *Intrepid*. All is quiet except for the lapping of water against the hulls. And then--

TRIPOLITAN OFFICER

(in Arabic)

Bear off!

Stephen glances at Catalano, nods ever so slightly. Catalano shouts back in a combination of Arabic and English, all bluster.

CATALANO

Who the hell are you to tell me where I can go? There's a storm coming!

(CONTINUED)

CONTINUED:

TRIPOLITAN OFFICER

Then drop your anchor and we'll deal with you in the morning.

CATALANO

We've lost our anchor, you mudhead! I need to make fast to you to ride out the night.

Stephen keeps an eagle eye on the *Philadelphia*.

STEPHEN'S POV

Gunners on the *Philadelphia* are removing the tampions from the cannons and making ready to fire.

AT THE STERN OF THE *PHILADELPHIA*

A rowboat is being lowered. If it reaches them, the game is up.

Stephen whispers to Catalano.

STEPHEN

Keep them distracted.

He strolls casually away as Catalano continues to babble in Arabic.

Stephen wanders toward the *Intrepid's* stern, where Lawrence is leaning on the rail. As he walks by...

TILT DOWN TO REVEAL

A dozen or so men are hidden under a tarp on the deck.

Stephen leans against the rail next to Lawrence.

STEPHEN

(under his breath)

Lower a boat. Take out a line. Don't let them reach us.

Lawrence nods.

EXT. TRIPOLI HARBOR, AT THE *PHILADELPHIA* - NIGHT

A ROWBOAT approaches the *Intrepid*, a lantern hanging in her bow.

Then, blocking her way, Lawrence and a couple of other Officers appear in a ROWBOAT from the *Intrepid*. Lawrence tosses a rope to the *Philadelphia's* boat.

The *Philadelphia's* boat reverses direction, trailing the rope back to the *Philadelphia*.

EXT. ABOARD THE *INTREPID* - NIGHT

Stephen is standing by Catalano again, who's continuing to harangue the Tripolitans in Arabic.

(CONTINUED)

CONTINUED:

Lawrence reboards the *Intrepid*. The *Intrepid* is now tied to the *Philadelphia*: her bow to the *Philadelphia*'s forechains, her stern to the *Philadelphia* herself.

Lawrence kneels at the stern as if coiling the rope. Instead...

CLOSE-UP ON

Lawrence, as he hands the rope off to the men under the tarp.

CLOSE-UP ON

their hands, as they begin to pull the rope.

The *Intrepid* inches closer and closer to the *Philadelphia* with each pull of the rope.

EXT. ABOARD THE *PHILADELPHIA* - NIGHT

The Tripolitans aboard the *Philadelphia* relax a bit as Catalano jaws away. As the *Intrepid* (seemingly) floats closer to the *Philadelphia*, the frigate's lights shine down on the deck.

A TRIPOLITAN SAILOR looks down puzzledly at the *Intrepid*. He murmurs something in Berber to his OFFICER. The Officer glances down.

HIS POV

The *Intrepid*'s anchor, now visible in the *Philadelphia*'s lantern lights, peeks out from below a tarp.

Sailor and Officer look at each other, put the pieces together. Then--

TRIPOLITAN OFFICER

Amerikani!

The cry is taken up all over the *Philadelphia*: "Amerikani! Amerikani!"

EXT. ABOARD THE *INTREPID* - NIGHT

A final pull of the stern line. The two ships' hulls touch.

STEPHEN

BOARD!

A SWOOSH of steel as Stephen's men draw their swords. Stephen and two other OFFICERS all leap for the *Philadelphia* at the same instant.

EXT. ABOARD THE *PHILADELPHIA* - NIGHT - CONTINUOUS

Stephen pulls himself up on deck after almost slipping.

More and more men flood onto the *Philadelphia* from the *Intrepid*.

EXT. ABOARD THE INTREPID - NIGHT

The Intrepid comes alive as the crew races up from below decks, a forest of cutlasses, pikes and daggers.

EXT. ABOARD THE PHILADELPHIA - NIGHT

Stephen is at the center of a line of men slashing their way across the Philadelphia.

TRIPOLITANS' POV

as the Americans rush them, fire in their eyes, steel in their fists.

Tripolitan Officers scream at their men to stand and fight.

A quick CLASHING of swords. Stephen fights two enemies at once, sword in one hand, dagger in the other. His foes are good, but Stephen's faster. He kills one with his sword, then turns to his second enemy.

Fast, mean swordplay -- and then the second Tripolitan is down as well.

All around Stephen, similar battles are being fought. Another Tripolitan falls. Then another.

And now we hear a new sound -- SPLASH! Stephen whirls to see--

--Scores of Tripolitans flinging themselves overboard!

As Stephen spins back, however, he finds A HUGE TRIPOLITAN OFFICER blocking his way, standing his ground.

Stephen snatches a pike and charges the Officer, the pike aimed right at his belly. The Officer grabs the pike, wrenches it right out of Stephen's hand.

Stephen slashes at the pike with his cutlass. The cutlass breaks off at the hilt.

Now it's the Tripolitan's turn. He plunges fiercely at Stephen, sword slashing. Stephen tries to dodge, but the sword gashes his arm.

Stephen dives past the Officer's sword, lunging right for his throat with both hands. The Officer drops his sword. The two men fall to the deck, wrestling, Stephen on top.

TRIPOLITAN OFFICER'S POV, PAST STEPHEN

Another Tripolitan races to the fray, SCIMITAR raised to hack off Stephen's head.

A very young Lieutenant, CHARLES MORRIS, also spots the fight. He dives between the Scimitar Tripolitan and Stephen.

SLASH! The Scimitar slams into Morris's scalp, cutting him, but bouncing off.

(CONTINUED)

CONTINUED:

As Morris falls, he aims his dagger up. The Scimitar Tripolitan falls right onto the dagger.

Stephen and the Tripolitan Officer, meanwhile, are still wrestling on the deck. And now the Officer rolls on top. He pulls a knife out of his belt and stabs straight at Stephen's throat.

Stephen grips the Officer's wrist. A standoff.

ANGLE ON

Stephen's other hand, as it gropes down toward his ankle... where he pulls out a tiny pistol.

Stephen is still pushing the Officer's knife away from his throat with one hand. He struggles to get the other hand into position to shoot the Officer from the front -- but his arm is pinned.

Still pushing the knife away -- Stephen reaches behind the Officer, aims the gun straight down at his back.

GUN'S POV

as it wavers, pointing at the Officer's back... and then, at Stephen's own heart.

Stephen fires. The Officer collapses.

All around, Stephen's men freeze momentarily. Who fired the gun?!

EXT. TRIPOLI WATERFRONT - NIGHT

Guards manning the Castle's guns jolt upright. Who fired that gun?! They begin to shout at one another.

EXT. ABOARD THE PHILADELPHIA - NIGHT

Stephen, expecting to find himself dead, wriggles cautiously out from under the Officer. As he stands, the bullet he just shot clatters from his own jacket to the deck.

The fighting is over. Any remaining Tripolitans have leapt overboard.

STEPHEN

All men to your stations! Go!

The Americans begin to split up in different directions, leaping over the bodies littering the deck.

EXT. TRIPOLI WATERFRONT - NIGHT

Up on the quays, people shout, spreading the alarm. Torches are lit. Soldiers on the waterfront battery rush to their cannon.

EXT. ABOARD THE INTREPID - NIGHT

The small crew left behind passes gunpowder and kindling up to their mates on the Philadelphia.

FOLLOW A SMALL KEG OF GUNPOWDER

as it's passed from man to man, from down in the hold, up and over to the rail...

EXT. ABOARD THE PHILADELPHIA - NIGHT - CONTINUOUS

...and up onto the Philadelphia.

FOLLOW THE KEG OF GUNPOWDER

as it's handed man to man, forward and down into...

INT. THE PHILADELPHIA, STOREROOM - NIGHT - CONTINUOUS

...the forward storerooms, where Lawrence is commanding his men. They're laying out kindling, wadded paper, and other flammable materials quickly and systematically.

LAWRENCE

Show a leg, boys, or you'll blow us all to kingdom come!

A seaman cracks open the keg of gunpowder. Hands dive into it, begin to line it out through the storeroom.

EXT. ABOARD THE PHILADELPHIA - NIGHT

Dead Tripolitans litter the decks. Stephen's men are everywhere, setting (but not yet lighting) the fire. Stephen runs to the stern...

AT THE STERN

...where he hauls down the Tripolitan flag as a prize. He tucks it into his belt and turns to run back through the ship.

FOLLOW STEPHEN, RUNNING

as he checks on his men. All are in position, spaced in groups throughout the ship. Gunpowder is laid, fires are set. Each officer holds a LANTERN, each man holds his candle.

STEPHEN (cont'd)

(running)

Lawrence?

LAWRENCE

Ready, sir!

(CONTINUED)

CONTINUED:

STEPHEN
MacDonough?

MACDONOUGH
Ready, sir!

Echoes of "Ready, sir!" resound from every corner of the ship.

STEPHEN
Blow your matches, boys!

Every man tosses his candle into the flammable debris simultaneously.
FIRES spring up throughout the ship.

STEPHEN (cont'd)
Dig out! Make it lively!

Stephen's men race for the *Intrepid*. Stephen stations himself at the rail of the *Philadelphia*, counting them off as they leap to safety.

STEPHEN (cont'd)
One! Two! Three, four, five! Six!

INT. THE *PHILADELPHIA*, STOREROOM - NIGHT - CONTINUOUS

Morris and his men are still setting their fires. They're ready.

MORRIS (cont'd)
And... fire!

The men toss their candles. The FLAMES surge up frighteningly in such a small space.

MORRIS (cont'd)
Out! Go! Go!

Morris shoos his men out ahead of himself.

EXT. ABOARD THE *PHILADELPHIA* - NIGHT

AT THE RAIL

Stephen is still counting his men off.

STEPHEN
43! 44, 45, 46! And 47-- easy now! 48,
Lawrence! 49, Thorn! And 50, 51--
(looking around)
Where's Morris?

No one knows. Stephen grabs the next man, shoves him to the rail.

STEPHEN (cont'd)
Count! 52--

SEAMAN
52, 53, 54!

(CONTINUED)

CONTINUED:

Stephen is off towards the bow, pushing his own men aside. As he runs, the flag falls from his belt to the deck.

INT. THE PHILADELPHIA, BELOW DECKS - NIGHT

Morris struggles through thick smoke as he feels his way toward the ladder. He hears someone approaching, draws his sword.

MORRIS
Who goes there?

He slashes forward with his sword until--

STEPHEN
Philadelphia! Philadelphia, Charlie, it's me!

Stephen appears through the smoke and grabs Morris by the collar.

STEPHEN
Frog it!

EXT. ABOARD THE PHILADELPHIA - NIGHT

The entire ship is IN FLAMES. The fire is starting to climb the masts. Gusts of flame SHOOT OUT from the Philadelphia toward the Intrepid, snatching at her sails.

The whole city is lit up by the brilliance of the Philadelphia.

Flames burn down the ropes holding the Philadelphia to the Intrepid.

Stephen and Morris race to the rail, where the last men have boarded.

SEAMAN
67, sir.

Stephen motions for the Seaman to make the leap.

STEPHEN
And 68!
(to Morris)
And 69! Go!

As Morris jumps for the Intrepid, the ropes tying her to the Philadelphia burn through and drop into the water.

EXT. ABOARD THE INTREPID - NIGHT - CONTINUOUS

Morris barely lands on deck. Hands reach out to haul him to safety.

EXT. ABOARD THE PHILADELPHIA - NIGHT

Stephen is the last one left on board. He clutches at his belt.

(CONTINUED)

CONTINUED:

STEPHEN
The colors!

He looks around. He must have dropped it -- no time to go back! He turns to the *Intrepid*--

--But she's drifted even further away. His men are yelling for him. He's not going to make it.

Determination in his eyes, Stephen backs up, takes a running leap off the Philadelphia deck, and goes flailing through the air toward--

EXT. ABOARD THE *INTREPID* - NIGHT - CONTINUOUS

--the RIGGING of the *Intrepid*. He grasps blindly for a sail, a yardarm, anything--

--and grasps a rope. He hangs there for an instant, then slides gracefully to the deck.

And then BOOM! A BARRAGE OF CANNONFIRE roars out from the shore. Every gun in the castle's battery is aimed at them.

STEPHEN
Let's get out of here, boys!

But Catalano shakes his head. He yells at Stephen.

CATALANO
No wind! Fire's blocking her off!

Sure enough, the force of the Philadelphia's fire is literally SUCKING the *Intrepid* back toward the burning ship.

STEPHEN
Man the sweeps!

Men rush to the oars and begin to pull for all their life. Fear is palpable on the small ship. Stephen is lit by a fierce joy.

MORE CANNONFIRE. Most is badly aimed -- after all, the gunners have to shoot through the burning frigate -- but one cannonball RIPS THROUGH the topgallant sail.

OFF THE *INTREPID'S* STERN

GUNFIRE from the gunboats, now chasing the *Intrepid*.

EXT. ABOARD THE NEAREST GUNBOAT - NIGHT

Murad Reis grips the bow rail in a rage.

INT. WAREHOUSE PRISON - NIGHT

The walls of the prison SHAKE with the blast of the cannon. Outside, women SCREAM, men SHOUT. Prisoners scramble all over each other to try to get to the two tiny windows.

From the men on top of the scramble..

PRISONERS

FIRE! // "American!" They're yelling,
"American! American!" // "American!"
// They're a-comin' to save us!

One of the prisoners up by the window loses his grip and falls down right next to Private Ray.

PRISONER

They're coming to save our bacon!

RAY

Put a gun in our hands a night like this,
we could save our own bacon!

EXT. TRIPOLI HARBOR - NIGHT

The men at the *Intrepid's* oars pull for all they're worth. Wind begins to fill her sails. They're halfway into the harbor now. Cannon fire continues from the shore, but the balls fall far short of the *Intrepid*.

CATALANO

(scanning ahead)
There she is.

CATALANO'S POV

The *Siren* is waiting just outside the harbor, ready to aid the overloaded *Intrepid*.

But Stephen isn't watching the *Siren*. He's looking back the other way, back into the harbor.

STEPHEN

No, Pilot. There she is.

STEPHEN'S POV

THE *PHILADELPHIA* is a thing of glory. The flames up her masts form beautiful columns of fire, with blazes shooting off wherever the tar catches. Fire glows through all her portholes and shoots off in sprays away from the ship.

As Stephen watches, the *Philadelphia* begins to spin in the water.

EXT. THE PHILADELPHIA, IN FLAMES - NIGHT

The frigate's bow and stern lines have burned through, setting her adrift. She SPINS IN CIRCLES.

ON THE DECK

Fire burns up to the cannons, begins licking around them.

EXT. TRIPOLI WATERFRONT - NIGHT

The Philadelphia's CANNONS begin to fire, set off by the flames on the ship. BOOM!... BOOM!... BOOM-BOOM-BOOM-BOOM...

Panic from the Soldiers manning the waterfront as their own prize, the captured ship, begins to fire on them!

EXT. TRIPOLI HARBOR - NIGHT

The spinning CANNONS are also firing crazily at Murad Reis and his squad of Tripolitan Gunboats. They veer away from the Philadelphia -- in doing so, abandoning their chase of the Intrepid.

EXT. ABOARD THE INTREPID - NIGHT

Stephen stands awestruck by the awesome beauty of the burning ship.

STEPHEN
(softly)
Glory!

STEPHEN'S POV

The Philadelphia stops spinning for a second. She seems to rise out of the water slowly, then--

BOOM! The SHIP EXPLODES into a billion pieces! The RETORT echoes painfully. FIREWORKS shoot out in every direction!

EXT. THE PHILADELPHIA, IN FLAMES - NIGHT

SLOW MOTION

as she explodes, SPRAYING FIRE everywhere.

ANGLE ON

the Tripolitan flag Stephen dropped on the deck. The flag is on fire.

FOLLOW IN SLOW MOTION

as the flag is flung far from the ship, still in flames. By the time the burning flag hits the water, there's nothing left of it but ash.

EXT. TRIPOLI - NIGHT

Burning debris RAINS DOWN all over the city.

SOMERS (O.S.)
Three cheers for Lieutenant Decatur and
the brave lads of the good ship Intrepid!

EXT. ABOARD THE CONSTITUTION - DAY

The entire ship erupts in cheers for the returning heroes. Stephen is mobbed by his men. They pile up in a single exuberant hug.

Everyone pulls back as Preble wades in. Preble formally salutes Stephen, then -- oh, to hell with protocol! -- gives him a crushing bear hug. He becomes just another shipmate on cloud nine celebrating the victory.

Watching Stephen's golden moment is...

James. He gulps down his envy, digs out a smile, and steps into the crowd to go congratulate his big brother.

WIPE TO:

EXT. DESERT, SAND DUNES - DAY

LONG SHOT, as the Expedition straggles across the desert.

We're in the worst heat yet. The column slogs at a snail's pace through the sand dunes. To go easy on the horses and camels, the entire company is on foot.

SERIES OF CLOSE-UPS ON

the Marchers. Everybody looks ready to drop. Men's beards are getting longer.

AHEAD OF THEM

Burj El Caesara, a crumbling ancient Roman castle atop a rocky hill overlooking the Mediterranean.

EXT. BURJ EL CAESARA - DAY

The Expedition is making camp at the foot of the hill.

EXT. BURJ EL CAESARA, INSIDE THE CASTLE - DAY

All that's left of the castle are the foundation and a few walls and columns. No roof overhead.

And a few wells, brimming with water.

(CONTINUED)

CONTINUED:

O'Bannon draws a bucket from the top of a well. Eaton cups a handful of water to his lips. Drinks. Then SPITS IT OUT.

EATON
Salt. Sea water.

HAMET
(dismayed)
No. This is not possible.

He tastes for himself. Spits the water out.

HAMET (cont'd)
El Tayib promised--

EATON
Obviously there's been a leak in the aquifer. The ocean has seeped in.

O'BANNON
Probably why the castle was abandoned in the first place.

HAMET
We cannot continue. We must go back.

EATON
Hold your horses.

HAMET
I did not come to die in the desert. There is no other oasis for a hundred miles.

EATON
How do you know?

HAMET
El Tayib says it is true.

EATON
Maybe he just wants more money to tell us where the real wells are. Come on.

EXT. BURJ EL CAESARA, OUTSIDE THE CASTLE - DAY

Eaton strides out of the castle, but stops short when he sees--

EATON'S POV

At the bottom of the hill, El Tayib and his men and camels have loaded up their gear and are headed back towards the sand dunes... and back toward Egypt.

EATON
Damn him! O'Bannon, get your men.

Eaton sprints down the hill.

EXT. DESERT, SAND DUNES, OUTSIDE BURJ EL CAESARA - DAY

Eaton, O'Bannon and the Marines GALLOP after El Tayib's forces. The horses quickly overtake El Tayib's camels.

Eaton swings around right in front of El Tayib, cutting him off.

EATON

Going for a little stroll, Sheik? Now where would you get the water to do that?

EL TAYIB

I have kept my word. I have brought you to the Roman Castle.

EATON

You said there would be water.

EL TAYIB

(waving his hand at the ocean)
And so there is.

EATON

Did you know the wells were bad?

EL TAYIB

Did you ask if the wells were bad?

O'BANNON

I should rip your throat out, you egg-sucking bastard--

He starts to dismount. Eaton restrains him.

EL TAYIB

Why do you curse at me? His Highness Sidi Hamid told you I would only go this far for the price you offered.

O'BANNON

He told us no such thing.

EATON

Hamet negotiated with you to take us to Derna. I have heard it from his own lips.

EL TAYIB

Then his lips lied. I'm afraid your friend Hamid has some of his brother in him.

EXT. BURJ EL CAESARA - DAY

Back up at the ruins, Eaton now confronts Hamet. O'Bannon watches, a short distance away.

In the b.g., at the foot of the hill, El Tayib's forces have returned to camp. However, they have not yet unloaded their camels.

(CONTINUED)

CONTINUED:

HAMET

You wanted men. You wanted camels. I got them for you.

EATON

I wanted them to go to Derna. You lied to me.

HAMET

It is not my failing. El Tayib is a hard man to bargain with.

EATON

He bilked you, and you didn't have the guts to tell me.

HAMET

How could I know it would come to this?

EATON

What are you talking about?

Hamet is silent.

EATON (cont'd)

Was I not supposed to learn of this? Did you have a bargain with him on the side? What? You tell me or I'll--

HAMET

(confessing)

El Tayib promised me we would never get this far. That you would turn back. Crossing the entire desert cannot be done. You should have learned this by now.

EATON

You thought I would turn back?

(laughing uproariously)

I'm not turning back, Hamet. More to the point, you're not turning back. El Tayib has vowed to be my lifelong friend. He and his men are now in this all the way to Derna.

HAMET

(with fear)

Derna?

EATON

I knew you'd be thrilled

HAMET

But without water...

EATON

Oh, there's water, all right. We just have to find it.

Hamet looks around. The mountains surrounding them are nothing but bone dry badlands.

(CONTINUED)

HAMET
(his heart sinking)
But it is impossible.

EATON
You're going to be king of Tripoli,
Hamet, if I have to shove the crown down
your throat.

He turns and stalks away, back down the hill to camp. O'Bannon flashes Hamet a look of contempt, then follows.

EXT. ENCAMPMENT, FOOT OF HILL BELOW BURJ AL CAESARA - NIGHT

All is quiet. Men sit around campfires. Lanterns flicker in tents.

O'Bannon approaches Eaton's tent.

EXT. EATON'S TENT - NIGHT - CONTINUOUS

O'Bannon sticks his head in.

EATON
Enter.

Eaton is lying back, reading a rather thick volume -- "The History of the Ottoman Empire" -- by the light of an oil lamp. O'Bannon twists his neck to read the title.

EATON (cont'd)
There are days when I almost think I
understand these people.

O'BANNON
And then there's today.

EATON
(still reading)
What can I do for you, Presley?

O'BANNON
(sitting down)
Is Hamet really worth all this trouble?

EATON
He's the rightful king of Tripoli.

O'BANNON
If he's the best we can do, maybe Yusef
should stay Bashaw. At least he's got
the spine for the job.

Eaton lays his book aside and sits up just a bit sternly.

(CONTINUED)

CONTINUED:

EATON

I know you don't see it, but Hamet has many colors in him. When the time comes, he will perform his duty.

O'Bannon feels suddenly awkward being here. He starts to back out.

O'BANNON

Right. Sorry to trouble you, sir.

Eaton starts to read again... but puts the book down. He stares into the flickering of the lamp, his face troubled.

He stretches out to sleep. Pulls up his blanket. Turns down the lamp.

The last of the lamp flame FLICKERS OUT. Darkness.

A frantic COMMOTION begins outside. People running and carrying on in Arabic and Berber.

MATCH DISSOLVE TO:

INT. EATON'S TENT - DAY

O'Bannon rips aside the tent flap, letting in a flood of BRIGHT SUNLIGHT. Eaton sits up, wide awake. What is going on outside?

O'BANNON

We may have a problem. Hamet just showed one of his many colors.

EXT. ENCAMPMENT, FOOT OF HILL BELOW BURJ AL CAESARA - DAY

Eaton paces through the camp, O'Bannon at his side. They're checking inside tents. They're not finding what they're looking for.

EATON

Did anyone see him leave?

O'BANNON

No one's saying. It's my fault. I should have posted a guard. But my men were in such bad shape--

EATON

It's not your fault. I'll handle this.

AHEAD OF THEM

In the center of the camp, an UPROAR of Arabs and Bedouins, all protesting at the top of their lungs.

Eaton wades right into the center of it all, where he finds...

Two angry young Arab TROUBLEMAKERS hurling wild insults and allegations in Arabic against Eaton.

(CONTINUED)

EATON
Quiet! Hidoo' lowsamaht! Ekhrus! ("Be
quiet! Shut up!")

The crowd quiets a little, but they're still hostile. Bedouins press in on Eaton, demanding an answer.

EATON (cont'd)
I don't speak Berber. Where's Ashraf?

ASHRAF, an Arab adamantly loyal to Eaton, pushes through the throng.

ASHRAF
I am here, General. They want to know if it
is true that Hamet Karamanli has run away.

Eaton's eyes meet O'Bannon's. They're in for it now.

Eaton steps up on a rock to address the mob. Ashraf translates.

EATON
Hamet Karamanli has not run away! He has
not returned to Egypt! Anyone who has
said that is lying to you!

One of the Troublemakers shouts a challenge at Eaton in Berber.

ASHRAF
Young Salah asks why all Sidi Hamid's
servants are gone.

EATON
(shouting to the crowd)
Listen to me! The wells here at Burj al
Caesara have been fouled by the ocean.
The water is bad. Do you all know this?

Some nods, more jeering. Eaton pushes on with his story.

EATON (cont'd)
I have a map -- a personal map, a
military map -- that shows there are
freshwater springs not one day's journey
from here, high in the mountains. Some
to the east of here, some to the south.

What does this have to do with Hamet? The crowd is getting uglier.

EATON (cont'd)
Last night, His Royal Highness Prince
Hamet -- Sidi Hamid -- did leave camp,
yes. But he left at my personal request.
He took my map and went to the mountains
in the east to find the springs of good
water! He knew nothing is more important
than finding water! This was the act of
a brave man, wishing to serve his people!

The two Troublemakers don't buy this for an instant. But many of the
others are listening.

(CONTINUED)

CONTINUED: (2)

O'Bannon has his poker face on. He's taut, ready to protect Eaton at a second's notice.

EATON (cont'd)

I will also leave Burj al Caesara today to search for the spring in the south. Be patient! Keep faith with me! I will not betray you! I will return and Hamet will return! We will lead you to water!

More jeers from the Troublemakers and their friends. But everyone else is buying it. Even a few cheers. O'Bannon can't believe how far Eaton is pushing his luck.

EATON (cont'd)

I give you my word of honor! Prince Hamet will return in three days! Will you pray for your prince? Will you ask the blessing of God on our mission?

Shouts of affirmation in Arabic and Berber!

KHALED

Inta kallim kizbeen! ("You are lying!")

EATON

I tell the truth! Three days! It need iyeem! Biestannaboo! ("Three days! Wait!")

INT. EATON'S TENT - DAY

O'Bannon helps Eaton finish packing.

O'BANNON

Hamet has a good five, six hours on you. And he started in the cool of the night.

Fresh-faced PRIVATE THOMAS, at 17 the youngest Marine, enters loaded down with 12 canteens.

THOMAS

These are for you, General. Do you really know where another spring is?

O'BANNON

A private doesn't ask a general certain questions.

EATON

That's all right, Private. I have almost the exact coordinates. Just a matter of rutting around a bit. I'll find us water. Count on it.

Thomas leaves. Eaton grabs a canteen, drinks a big jolt. He starts packing the rest of the canteens.

(CONTINUED)

EATON

So much for standing on principle. I really should have my tongue cut out.

O'BANNON

You're worried about principle?! After that tall tale you just told?!

EATON

I will find water. Hamet will return to camp in three days.

He grabs his bags and steps out of the tent.

EXT. ENCAMPMENT, EATON'S TENT - DAY - CONTINUOUS

O'Bannon follows Eaton out of the tent.

O'BANNON

If you come back empty-handed, they won't let you live five minutes.

EATON

Hell, if I come up empty-handed, I plan to keep on riding. You're in command, Lieutenant.

EXT. DESERT, SAND DUNES - DAY

Eaton rides his grey stallion out to the beginning of the dunes. Behind him, in the distance, Burj al Caesara is visible.

Eaton turns his face into the desert wind and starts to ride, following camel tracks.

AHEAD OF EATON

Nothing but sand forever.

HIGH LONG SHOT, FROM BEHIND EATON

Eaton's quest is impossible. A single man and a horse lost in an ocean of sand, as far as the eye can see.

WIPE TO:

EXT. CAPITOL BUILDING - DAY

The Capitol Dome is almost finished now.

SENATOR PICKERING (O.S.)

How much money have we already expended on this undeclared war?

INT. FLOOR OF THE U.S. SENATE - DAY

SENATORS on both sides of the floor -- all 34 of them -- debate the merits of continuing the Tripolitan War. Pickering is trying to be heard over the non-stop ARGUMENT going on.

SENATOR WORTHINGTON, across the aisle from Pickering, leaps from his chair. He's loud enough to quite the crowd somewhat.

SENATOR WORTHINGTON
I quote the estimable Charles Pinckney,
in his refusal to pay the fix to these
same Barbary pirates: "Millions for
defense but not one cent for tribute!"

SENATORS
Hear, hear!

The CACOPHONY begins again. The PRESIDENT PRO TEM OF THE SENATE, presiding in the absence of the Vice-President, slams down his gavel. Not that it ever does any good.

PRO TEM
There will be order in this chamber!

UP IN THE SENATE GALLERY

Tobias Lear is watching the debate intently. As Senator Pickering is gaveled back to his seat, Lear sniffs contemptuously.

BACK ON THE FLOOR

SENATOR PICKERING
"For defense!" But not millions merely
to slake Thomas Jefferson's
interventionist ambitions! The President
has failed! Congress must exercise our
authority!

UP IN THE GALLERY

Lear rises to his feet. He's heard enough.

BACK ON THE FLOOR

BEGIN A LONG SWIFT PULLBACK UP THE CENTER AISLE

as SENATOR LOGAN rises from the Republican side. The Senators' voices grow dimmer as we retreat from the fray.

SENATOR LOGAN
Let us recall that the Bashaw of Tripoli
declared war on us!

PULLBACK CONTINUES, as the voices on the Senate floor FADE to unintelligible bickering.

(CONTINUED)

SENATOR WHITE

Will the Senator yield to the people of Delaware?

SENATOR PICKERING

I do not yield! Nor do I yield to the spirit of war-mongering so persistent among these walls...

INT. SENATE ANTEROOM - DAY - CONTINUOUS

As PULLBACK CONTINUES toward the outside

Lear steps into frame, walking toward us, toward the exit.

EXT. CAPITOL BUILDING STEPS - DAY - CONTINUOUS

STILL TRACKING WITH LEAR

As HE trots down the Capitol Steps, whom does he see coming up towards him but Vice-President AARON BURR. Rather than just passing by politely, the two men stop to chat.

LEAR

Mr. Vice-President. Coming to see the gladiators at battle?

BURR

Good morning, Mr. Lear. How go the Tripoli negotiations?

LEAR

(shaking his head)
My hands have been tied. "Millions for defense..." You know the drill.

BURR

That must change. What do you need?

LEAR

(pondering)
Perhaps removal of Preble as commodore of the fleet.

A handful of SENATORS are coming down the Capitol Steps. Lear and Burr are extremely aware of the Senators' presence. They hush their voices.

BURR

I'll see what I can do. But you have to put the kibosh on Captain Eaton.

LEAR

Agreed.

He shifts to a normal tone of voice as the Senators come within speaking distance.

(CONTINUED)

LEAR (cont'd)

Thank you for your position, Mr. Burr,
but I'm afraid we must once again agree
to disagree.

BURR

Exactly what I would expect from the
President's lapdog. Good day, Mr. Lear.

Feigning indignation at the insult, Lear turns in a huff, then breaks into a smile as he greets the now passing Senators. He joins them as they walk away from the Capitol.

CLOSE-UP ON

Lear, a twinkle of smug self-satisfaction in his eye.

WIPE TO:

EXT. DESERT - NIGHT

Eaton rides, slow but steady, with mountains to his left. He keeps his head down, trying not to lose the tracks in the moonlight.

DISSOLVE TO:

EXT. DESERT - SUNRISE

CLOSE-UP ON

Something has happened here. There's a confusing set of tracks in the dirt. One set continues to head east, along the mountains. Others break off chaotically in multiple directions. What's going on here?

Eaton crouches over the tracks, trying to figure out the mystery, while in the b.g., his HORSE laps water out of a goatskin.

EXT. DESERT - DAY

Eaton rides alongside the mountains, shadowing his eyes from the blazing sun. He's following FOOTPRINTS.

He stops to scan the territory ahead with a spyglass. He spots something.

He takes off at a brisk canter.

EXT. DESERT - DAY

Eaton gently approaches a lone figure huddled on the desert floor with his back to Eaton. He slows to a walk.

EATON

This is a terrible place to die.

(CONTINUED)

HAMET
...They were like animals. They took my
water, my food...

EATON
(figuring out the rest)
And your money. And your horse.

Hamet nods. He's fighting back tears.

HAMET
They were my friends.

EATON
(with compassion)
No, Hamet. They were your servants.

HAMET
They stayed with me all the way from
Tripoli. They swore their loyalty to me
many times. They loved me.

EATON
As long as you could pay them, they loved you.

HAMET
But how could they leave me to rot in the sun?!

EATON
They will eventually get their just deserts.
As will we all.

Hamet, suddenly galvanized with righteous fury, leaps to his feet.

HAMET
Yes! Yes! They will get what they
deserve! I did not let them get my
sword! And you have a rifle! Together
we will find them, and we will kill them
all! Shoot them, then chop off their
heads, then shoot them again!

He starts to pull his royal scimitar out of its sheath. Eaton stays
his hand and resheathes his sword.

EATON
(gently)
Hamet, Hamet, no. We're going back to
Burj al Caesara.

HAMET
The traitors must be punished! My honor
must be avenged! They must--

Eaton grabs Hamet and shakes him.

EATON
Listen to me! You - have - no - honor!
Do you understand?!

(CONTINUED)

HAMET

What do you say?!

EATON

You gave your honor away when you ran away like a scared lizard. You have no honor to defend.

HAMET

How can you say these things?! I thought you were my friend!

EATON

I am your friend! You don't know what I've done for you! I'm the only friend you have on the whole damned planet! We're going back!

HAMET

No! Better I die here! No one will give me the respect my title deserves! Everyone takes it from me! My brother! My people! Even my servants!

EATON

Get on the horse, Hamet.

HAMET

I did not ask you to find me and save me!

Eaton makes a move toward him. Hamet jerks away angrily.

HAMET (cont'd)

And don't hit me! I have taken all the hitting from you I am going to take!

He draws his sword and points it threateningly at Eaton.

Eaton stands frozen at Hamet's swordpoint. Then, slowly, he smiles.

EATON

Good for you, Hamet. Maybe you have learned something from your brother after all.

DISSOLVE TO:

EXT. DESERT HILLSIDE - NIGHT

Eaton and Hamet have made camp on the flat of a bone dry creek bed. Nothing here but rocks and dirt and a little fig tree tucked on the side of the wash. They eat the last of their food next to a small CAMPFIRE.

HAMET

Where are these hidden springs you talk about? You must trust me with this knowledge.

Eaton tosses Hamet a fig from the tree.

(CONTINUED)

EATON
Good night, Your Highness.

He rolls away from the fire, wrapping himself in his robes.

HAMET
Do you not even have a plan? Do you know
where to look?

As the CAMPFIRE BURNS DOWN...

EATON
("enough, already!")
Good night, Your Highness.

DISSOLVE TO:

EXT. DESERT HILLSIDE - DAY

Hamet is ready to mount up and ride.

HAMET
So in what direction do we find your
springs of water?

Eaton is pulling some sort of equipment from his saddlebags.

EATON
Down, mostly.

He turns and tosses Hamet a military shovel, the handle screwed into the spade.

HAMET
What is that?

Hamet lets it drop at his feet.

EATON
Start digging.

HAMET
(horrificed)
I do not do servants' labor.

EATON
Well, you don't have any servants left to
do it now, do you?

He forcibly thrusts the shovel into Hamet's hand.

EATON (cont'd)
I provided your men. El Tayib provided
your camels. The United States
government provided your food, your
horses, your guns, you name it. It's
time you contributed a little something
the expedition that bears your name.

(CONTINUED)

CONTINUED:

Hamet stares at the shovel in his own hands as if it were repulsive.

Eaton pulls a second military shovel out of his saddlebag and screws it together. He starts digging, ignoring Hamet entirely.

Hamet watches Eaton working. He re-examines the shovel in his hand... and then, feeling a little shamed, awkwardly begins to dig.

CLOSE-UP ON

the shovel, turning over spade after spade of earth, as...

The SOUND of many men and animals WALKING OVER GRAVEL AND ROCKS begins and grows louder.

DISSOLVE TO:

EXT. DESERT HILLSIDE - DAY - LATER

50 men from the Expedition gather around the creek bed. The spot where Hamet was digging is now BUBBLING up with a clear freshwater stream.

WIDEN TO REVEAL

El Tayib's men are digging in several more spots. Camels and horses are drinking deeply from already-uncovered waterholes.

El Tayib walks up to Eaton, pulling him aside for a private word.

EL TAYIB

General Eaton my friend, I would like very much to buy this military map of yours. I will give you a very good price.

EATON

I'm sorry, El Tayib, but my map is the property of the U.S. Government.

EL TAYIB

I will make you the better offer. Do not decide too soon.

He pats Eaton on the shoulder and strolls away, convinced he'll have a deal before the day is out.

O'Bannon, watching, sidles up to Eaton.

O'BANNON

So how did you really do it?

EATON

(grinning)

I listened to the voice of the prophet.

Well, that was helpful. O'Bannon's more confused than ever.

(CONTINUED)

CONTINUED:

EATON

The prophet Jeremiah. "Blessed is the man that trusteth in the Lord, and whose hope the Lord is, for he shall be as a tree planted by the waters and that spreadeth out her roots by the river."

Eaton plucks a branch off the tree with a baby fig on it.

EATON (cont'd)

Creek probably runs for a month or two at monsoon season, then drops underground the rest of the year. This fig tree knew that.

O'BANNON

(chuckling)

So you were never looking for water at all. You were looking for a tree.

EATON

Don't tell El Tayib. If he asks for more money, I may want to sell him that map.

WIPE TO:

EXT. YUSEF'S CASTLE - NIGHT

LOOKING OUT OVER THE HARBOR

A LOOKOUT spots something, raises a spyglass.

HIS POV, THROUGH SPYGLASS

Far out in the harbor, the white of sails catches the MOONLIGHT. Two BOMB KETCHES, two GUNBOATS, and the U.S.S. ARGUS are taking up positions. Behind, outside the harbor proper, the Constitution looms over the entire squadron.

The Lookout lowers the spyglass and starts to shout an alarm when WHOOSH! A ROCKET shoots up from the Constitution! At its signal--

--BOOM! Every American boat in the harbor FIRES at once!

EXT. CITY OF TRIPOLI - NIGHT

A sleeping city suddenly comes to life. Soldiers race to man the batteries of guns protecting Tripoli.

EXT. WATERFRONT GUN BATTERIES - NIGHT

With precision, the pirates touch their matches to their cannons.

BOOM! Shots roar out to sea.

INT. YUSEF'S THRONE ROOM - NIGHT

Yusef is surrounded by his usual coterie of Ministers, Officers (including Murad Reis), Bodyguards, and, of course, his Treasurer. Yusef is the only one who seems calm.

A MARABOUT -- a Tripolitan holy man -- skitters around Yusef, muttering strange incantations over him. He writes a spell on a piece of paper and wraps it in a velvet bag.

FEARFUL MINISTER

Your Highness, please hear me. You would be so much safer in the country.

As Yusef takes the spell from the Marabout...

YUSEF

I am safe wherever I go.

Yusef snaps his fingers at his Treasurer, who hastily digs a couple of gold coins out of a treasure chest.

As Yusef bows to the Marabout with respect, handing him the money--

--A bomb blast ROCKS the throne room. Yusef is unfazed.

YUSEF (cont'd)

Come.

He heads for the door. His Ministers and Officers scurry after him.

EXT. YUSEF'S CASTLE, BATTLEMENTS - NIGHT

Yusef stands beside some furiously-working Gunners, his Entourage at a safe distance behind him, only Murad Reis at his side. He holds the velvet bag with the charm on the top of his head.

YUSEF'S POV

Shells from the American ships curve overhead, fall into the city. Waterfront buildings are already in flames. Out on the water, a bomb lands precisely on a Tripolitan gunboat, blowing it up.

Murad Reis is shocked at the toll his pirate fleet has already paid in this bombardment. Yusef turns coldly to him.

YUSEF

I believe your duties require you to be elsewhere, Admiral.

Murad races for the harbor. Yusef cranes his neck to follow a bomb flying over the castle. A second later, we hear the BOOM as it explodes somewhere in town.

(CONTINUED)

CONTINUED:

YUSEF (cont'd)
(shaking his head in disbelief)
The fools will kill their own people.
(to a quaking Minister)
Bring the American officers to the
castle. It seems I am the only one with
regard for their safekeeping.

EXT. STREET OUTSIDE AMERICAN CONSULATE - NIGHT

Bombs STREAK toward us. People run through the street looking for safety.

INT. AMERICAN CONSULATE - NIGHT

Bainbridge crouches resolutely in his bed, facing the wall. He's determined to ignore all this noise as long as possible.

SLAM! A 36-pound cannonball blasts through the outside wall! It ricochets off an inside wall and falls right into Bainbridge's bed! The wall collapses all over him.

EXT. TRIPOLI HARBOR - NIGHT

Shots continue to fly from the American boats. But now the Tripolitans are shooting back.

EXT. BOMB KETCH, IN TRIPOLI HARBOR - NIGHT

James Decatur is electrified by the battle.

BOMB KETCH CAPTAIN
Fire!

BOOM! Bombs fly high into the air from the boat. They leave a sizzling streak in the night sky.

But now a WHISTLE grows louder -- a shot coming the other way! James strains to see in the dark. His eyes grow wide with shock. He drops to the deck!

ZOOM! The cannonball whizzes right by him, SNAPPING OFF the flagstaff he was standing in front of.

James, still on the deck, measures the height of the shot with his eyes. He would have been killed.

He rises slowly, looking back to the city. But now the excitement in his eyes is replaced by a growing fright. This battle is real.

INT. AMERICAN CONSULATE - NIGHT

Bainbridge tries to get up, but is pinned by debris. He howls in pain and anger. Porter and a couple of other Officers race in to help him.

(CONTINUED)

CONTINUED:

PORTER
Captain! Are you hurt?

BAINBRIDGE
(furious)
What does that codfish Preble think he's doing?!

EXT. TRIPOLI HARBOR - NIGHT

FOLLOW A CANNONBALL

as it arches out from the Castle, high above the ships...

STILL FOLLOWING THE CANNONBALL

streaking down... down... now headed straight for an American gunboat.

EXT. GUNBOAT, TRIPOLI HARBOR - NIGHT - CONTINUOUS

The men on board have only a split second to look up and see--

BOOM! The cannonball lands square on the boat, blowing it to bits. Bodies fly everywhere. The stern of the boat sinks immediately.

AT THE BOW OF THE BOAT

The bow deck is thrown high in the air. MIDSHIPMAN SPENCE clings to the bow gun for dear life.

As the BOW DECK HITS THE WATER, Spence is already reloading the gun. He struggles to keep his gunpowder pouch clear of the water.

The bow deck is sinking fast. Spence is up to his waist in water. He scrambles to shove the match down the touch hole of his gun.

SPENCE
Your cake is dough, you bastards!

The gun FIRES. Spence leaps defiantly into the water as the deck submerges, shaking his fist at Tripoli.

The smoking muzzle of the gun is the last part of the deck to go under.

Spence sinks... then flails, gasping, to the surface. Now there's fear in his eyes -- He can't swim.

SPENCE (cont'd)
Help! Save me!

ON A NEIGHBORING BOMB KETCH

James hears Spence's cry.

JAMES
(shouting at his men)
Get a boat out!

EXT. CITY OF TRIPOLI - NIGHT

Bombs continue to SHRIEK overhead, crashing down all around.

EXT. PRISON WAREHOUSE - NIGHT

The prison's walls have holes blown out, but the building is standing.

INT. PRISON WAREHOUSE - NIGHT

Prisoners grip the bars of the windows, struggling to get a glimpse of what's happening. Down below, Private Ray is trying to push his way to the window, but the crowd won't let him through.

PRISONER
Are they landing?!

EXT. YUSEF'S CASTLE, BATTLEMENTS - NIGHT

The American Officers, under guard, intensely uncomfortable, stand with Yusef's Entourage on the battlements, looking out to sea.

Bainbridge stands unwillingly at Yusef's side, right at the edge of the battlement. Yusef laughs when Bainbridge visibly quails at a particularly loud blast.

YUSEF
(to Bainbridge)
You are safe here, my Captain.

BAINBRIDGE
(irritated)
Of course we're safe here. My brothers-in-arms are shooting too high.

YUSEF
I am sure your "brothers" would benefit from your advice.

Bainbridge squirms.

YUSEF (cont'd)
But perhaps not. I now ask only 1000 American dollars for you, but your countrymen are not willing even to pay that small amount.

Bainbridge doesn't even know how to respond.

YUSEF
As a captain, you clearly are of little worth, you see. As a slave -- ah!
(to his Treasurer)
I would not take less than 20,000 American dollars for him, do you agree?

(CONTINUED)

CONTINUED:

TREASURER
Most assuredly, Your Excellency.

BAINBRIDGE
(offended)
At such a price, I should expect to
remain a slave for life.

YUSEF
Ah, good, good.
(patting him on the shoulder)
I am glad you are content to do so.

Even Yusef pauses just a beat as a particularly loud BLAST echoes through the Castle.

EXT. YUSEF'S CASTLE - NIGHT

BOOM! A shell smashes into a battery of guns, taking it out completely. Men scream as they're hit.

BOOM! Another direct hit blows a 40' hole in the side of the castle. The floor collapses under a battery of guns. Men yell as they fall, landing crushed by their own weapons.

EXT. TRIPOLI WATERFRONT - NIGHT

The city glows with the flames of burning buildings everywhere. The fires REFLECT across the water toward the American boats.

On the city walls, Marabouts shriek curses at the Americans and exhortations at the Tripolitan soldiers.

Men WAIL over fallen comrades. Whole sections of the town are reduced to rubble.

Overhead, shells continue to fly. Each burst lights up the town. However, the bombs aren't coming as fast as they were earlier.

EXT. TRIPOLI HARBOR, STEPHEN'S GUNBOAT - NIGHT

The Gunners are almost out of ammo. The Lead Gunner calls to Stephen.

LEAD GUNNER
(to Stephen)
Last shots, sir.

STEPHEN
Give 'em a blizzard, and then let's go home. Fire!

BOOM! The last shots echo across the harbor.

EXT. TRIPOLI HARBOR - NIGHT

Throughout the harbor, American boats withdraw. The Argus helps tow out the bomb ketches and gunboats. Behind them, Tripoli is in flames.

EXT. YUSEF KARAMANLI'S CASTLE, ROOFTOP - NIGHT

Yusef stands on the rooftop, surveying the damage to his city. He looks out at the departing American ships. He's not happy.

EXT. CITY OF TRIPOLI - NIGHT

AERIAL SHOT

of the whole city. Patches of flames are everywhere, as moans of loss and distress echo up from the streets below.

DISSOLVE TO:

EXT. CITY OF TRIPOLI - DAY

Flumes of smoke rise throughout the town.

SPYGLASS POV

PAN ACROSS THE CITY TO THE CASTLE, HOLDING ON THE FLAGSTAFF

The Tripolitan flag still flies.

EXT. ABOARD THE CONSTITUTION - DAY

Preble lowers his spyglass, frustrated.

PREBLE

I'd send him a white flag of embroidered silk if he'd only fly the damn thing.

EXT. YUSEF'S CASTLE, BATTLEMENTS - DAY

Ray, heavily chained along with other Prisoners, strains his eyes out to sea. The Prisoners are emaciated, weak. In the b.g., the Constitution and other ships are no longer visible.

The Prisoners are dragging huge bags of cannonballs to replenish the batteries of guns on the castle walls. Ray and a couple of others tug at huge crates filled with gunpowder. Prisoners unload the cannonballs, sullenly stacking them up in neat pyramids.

Ray's eyes narrow as he spots...

Two of the TURNCOATS wearing turbans, riding fine horses alongside other Tripolitan Soldiers. One of them we've never seen before.

(CONTINUED)

CONTINUED:

Ray nudges his fellow PRISONER, whom he's chained to. The Prisoner looks at the Turncoats, shocked at the sight of the new one.

PRISONER

When did Lewie turn Turk? That makes four.

Ray rises up and starts shouting.

RAY

Lewis Heximer, you turncoat! Look at me!
You're a-going to hell as sure--

The new Turncoat keeps his eyes glued ahead as he passes by.

A GUARD barks orders at Ray, knocks him to the ground. Ray lands face down in a pile of gunpowder. He spits forcefully into the gunpowder and pulls himself up to his elbows. He's got one last curse in him.

RAY (cont'd)

A man who gives up his country and his God
has got no soul! There's special demons in
hell waitin' t' get their claws into you!

WIPE TO:

EXT. WASHINGTON, D.C., THE MALL - DAY

Early morning. Crisp sunshine. Lear and Jefferson stroll along the Mall. No walls for anyone to listen at. No keyholes to peep through.

TRACKING WITH THEM

LEAR

...Then there's the matter of William Eaton.

JEFFERSON

He should be halfway to Derna by now,
wouldn't you think?

LEAR

With all due respect to Captain Eaton, Mr. President, wouldn't it be...how shall I put it?... prudent. Wouldn't it be prudent to send someone -- I'm not suggesting myself, you understand -- but someone to North Africa who is prepared to negotiate with Yusef Bashaw in the case that Eaton's campaign falters?

JEFFERSON

Which you think it will do. Be honest with me, Tobias. You've opposed Eaton's venture from the beginning.

LEAR

I'll not deny it. I do pray nightly for his success, naturally. However...
(choosing his words carefully)
I would not like to see you caught off guard should the military solution fail.

(CONTINUED)

CONTINUED:

JEFFERSON

Tactfully said. But you're the pessimist here. I'm an optimist. I happen to believe we're going to win. I think Eaton will surprise you.

LEAR

I simply believe diplomacy is a weapon you should keep in your arsenal. Unless, of course, you'd like this crisis to drag on to the next election, when you can hand Aaron Burr the glory of bringing the captives home.

Now this is a thought that disturbs Jefferson. He frowns.

JEFFERSON

That would not be... desirable.

LEAR

I hope to God Eaton does bring Yusef Karamanli to his knees. But if he doesn't... And so far as we know, the Navy under Preble hasn't accomplished a thing--

JEFFERSON

He hasn't been as effective as I'd hoped.

LEAR

--Of course, he could have had great victories in the past month, and we wouldn't yet know of them, naturally--

JEFFERSON

Would you be willing to go yourself, Tobias? As an observer, perhaps? Unless and until your skills were needed.

LEAR

(a mock protest)

Ah. And I was just getting used to being back in civilization again.

WIPE TO:

EXT. HIGH DESERT - DAY

The SUN is blisteringly hot. Nothing but sand as far as we can see.

In the distance, a tiny GLINT of sun off metal.

SLOWLY MOVING CLOSER, we see...

It's Eaton and O'Bannon with a sextant, taking measurements of the sun.

Behind them, the Expedition is halted in yet another stretch of pure purgatory. 120 degrees in the shade -- if there were any shade.

They're not setting up camp. They're just stopped. Waiting.

(CONTINUED)

CONTINUED:

Eaton and O'Bannon compare their readings with a military map laid out on the ground. They're trying to figure out where the hell they are.

STILL MOVING CLOSER

Eaton searches the horizon and points off slightly to the left. O'Bannon points to the right, seeming to argue for an alternate route.

STILL MOVING CLOSER, now close enough to hear them.

O'BANNON

...we could do some fishing, then head back inland.

EATON

If we head to the ocean, we'll miss our rendezvous at Bomba.

O'BANNON

We need the fish. An army has to eat.

EATON

In 12 days, we'll need the guns more.

O'Bannon folds up the map, grim.

EXT. DESERT - SUNSET

The Expedition slogs forward. The setting sun on the desert sands is breathtakingly beautiful, but no one has the energy to notice.

Eaton glances ahead. He narrows his eyes.

EATON'S POV

Is that something ahead? A palm tree? Or two?

He squints... then decides he's seeing things. Not the first time.

Eaton lowers his head and plods on.

Behind him, a MURMUR runs through the column. They too see the mirage.

Eaton glances back, sees the men pointing ahead. He looks forward again, straining to see.

LONG SHOT

The Expedition quickens their pace.

EXT. DESERT WELL - SUNSET

The Expedition climbs the hill toward a stand of a few palm trees and... yes, it is a well, basically a deep hole in the ground surrounded by a pile of rocks. There are even a couple of abandoned buckets sitting on the rocks.

(CONTINUED)

CONTINUED:

A buzz of excitement. Eaton reaches the well and looks in.

AT THE BOTTOM OF THE WELL

A couple of dead bodies are decomposing in one foot of dirty water.

Eaton backs away... as does everyone else who looks in.

The dismay of the men is starting to turn to disgruntled mutters.
Eaton looks at El Tayib.

EATON

Do your men need to stop for a while?

EL TAYIB

(looking at the well, with a shudder)
Not here.

EXT. DESERT - NIGHT

The Expedition trudges on. With the cooler night air, they're back on horse- and camel-back again.

Hamet rides up alongside Eaton. Hamet looks worried.

HAMET

William my friend, how many more days
until we reach Bomba?

EATON

Twelve.

Hamet shakes his head. This isn't good.

HAMET

You must give the men more food.

EATON

(a short laugh)
Fine. I'll give them yours.

HAMET

You do not understand. They are asking
for more food to be able to march--

EATON

You do not understand. We have no more food.

HAMET

How many days of food do we have?

EATON

Nine days. On half-rations.

HAMET

That is not acceptable. Twelve days of
march on nine days of food--

(CONTINUED)

CONTINUED:

EATON

If I hadn't had to chase after you for three days, Your Highness, we'd only have nine days of march left.

Hamet feels some blame starting to slide his way. He hurries to scramble away from it.

HAMET

Then we must go back.

EATON

Go back where, Your Highness? How many days march? Remember, we have no food.

HAMET

We cannot march when our stomachs cry with hunger.

EATON

The human body can't march without water. But it can march without food.

A merry FIDDLE TUNE begins.

EXT. DESERT CAMP - SUNRISE

The Expedition has made camp. Dozens of SOLDIERS are in two lines waiting for their tiny ration of food. Greek Soldiers hand out the food under the watchful supervision of two Marines.

CLOSE-UP ON

a wooden bowl being filled with a half cup of rice and four dates.

The Soldier getting the bowl is less than impressed with his ration. He grumbles as he walks away, already scooping the food into his mouth.

The FIDDLE MUSIC continues, in sharp counterpoint to the tense scene.

CLOSE-UP ON

water being measured out precisely -- 10 oz., no more.

Wait!-- The Greek Soldier doling out the water overpoured. He carefully pours about a tablespoon back into the waterskin -- and gets a snarl for his troubles from the waiting Mercenary.

AWAY FROM THE FOOD LINES

Now we see where the Fiddle Music is coming from. It's O'Bannon, scraping away for the enjoyment of the remaining Marines and a few of the Europeans. He's not bad at all.

Eaton moseys over to join the Marines. Even claps along a few times. The Marines applaud heartily as O'Bannon reaches the end of his ditty.

ACROSS CAMP

(CONTINUED)

CONTINUED:

The American cheer is not universally appreciated. Arabs grumble darkly over their meager rations.

O'Bannon, still playing his fiddle, has to duck as a soldier's hat COMES FLYING at him on the wind. He stops playing abruptly. Eaton rises to his feet.

There's an odd HUM in the air. The camp grows still for an instant.

ON THE HORIZON

A dark blurry CLOUD.

An Arab just getting his food freezes in his place.

ARAB WITH FOOD
El Shatain.

He shoves one date in his mouth and drops the rest of his food to sprint across the camp, shouting. Other Arabs take up the cry.

ARABS
El Shatain! El Shatain!

Instantly the entire camp is a commotion of activity:

-Bedouins drop their tentpoles to leave the tents flat on the sand.

-El Tayib's Camel Drivers race to wrap pieces of cloth around the heads of the camels.

-Other Arabs do the same with the horses.

-O'Bannon runs to his tent, opens the flap, shoves his fiddle back in its case.

The Cloud is getting closer. It's low to the earth, moving visibly toward them, a living WALL OF SAND, bigger and darker by the second.

Shouting and fear everywhere, as men abandon what they're doing and drop to the ground, covering their heads with their robes.

O'Bannon emerges from his tent -- hardly able to stand with the force of the approaching wind. He shouts orders to his men -- orders ripped away by the wind.

The SANDSTORM hits.

And suddenly THERE IS NO SKY. Only SAND, flying. And then--

A PURPLE WHIRLWIND streaks toward them out of the sand.

Eaton knocks O'Bannon to the ground, throws his robes over his own head and O'Bannon's.

The Marines try to bury their faces in their arms. All the Arabs have already hit the ground. They are only visible as piles of robes.

(CONTINUED)

CONTINUED: (2)

The sound of the SHAITAN is deafening, throbbing. More PURPLE WHIRLWINDS appear here and there, then are drawn back into the storm.

The wind RIPS A TENT away from the earth, sucking it into nothingness!

The BEDOUINS inside are DRAGGED ACROSS THE GROUND by the wind, toward a new PURPLE WHIRLWIND. They grip each other for dear life, and the whirlwind, unable to lift their combined weight, dances on by.

AT THE ABANDONED FOOD LINES

The storm scatters the deserted bags of rice and dates. A whole bag of rice BURSTS OPEN. The rice SPINS UP to join the swirling sand.

ANOTHER PURPLE WHIRLWIND

low to the ground, digs a path across the camp, pulling up the very sand from under the crouched men.

WATERSKINS

blow over and spill their precious fluid into the sand.

CAMELS

are pushed about by the wind. Because their eyes are bandaged, they don't run. Some struggle to fold their legs and sit down.

ONE CAMEL loses his footing under the power of the storm. He starts to fall, but is sucked up into the storm.

A BLAST OF SAND fills the frame, obscuring everything.

DISSOLVE TO:

EXT. DESERT CAMP, AFTER THE SANDSTORM - DAY

Dead quiet. Not a sound.

AERIAL VIEW

The camp is devastated. Nothing moves. Tents and equipment are scattered everywhere.

And then a pile of linen on the ground lifts its head. It's El Tayib.

Another man rises. And another.

Eaton rises. He heads straight to the spot where the food lines were.

Some bags of food are still intact. But empty rice bags are everywhere. Their supplies have been decimated.

Eaton picks a sandy date out of the ground. He looks at it, worried.

WIPE TO:

EXT. YUSEF'S CASTLE, ROOFTOP - DAY

The Tripolitan flag snaps in the breeze, as if thumbing its nose at the Americans.

PREBLE (O.S.)
Boys, I want to terrify him.

PAN AROUND 180 DEGREES TO REVEAL

EXT. OUTSIDE TRIPOLI HARBOR - DAY - CONTINUOUS

In the far distance, the American warships -- the Constitution, the Argus and the Enterprise -- float at anchor.

PREBLE (cont'd) (O.S.)
We cleared the way with the Philadelphia.
We hurt him with the bombardment.

EXT. ABOARD THE CONSTITUTION, QUARTERDECK - DAY

Preble stands aboard his quarterdeck with his officers -- Stephen, James, Somers, Stewart, Hull and the rest.

PREBLE (cont'd)
Now I want to see him lower his flag. The Argus will be sailing off to resupply Captain Eaton next week. Wouldn't it be grand if we had a surrender from Yusef Karamanli to show him!

The Officers murmur in agreement.

PREBLE (cont'd)
Therefore, I'm going to send in a fireship.

The Officers are surprised at this extreme action from the Commodore. Only Stephen nods in approval. Without being overly cocky, he exudes a confidence that of course he will be chosen to command this mission.

PREBLE
We'll use the Intrepid again. We'll lay 100 barrels of gunpowder in her hold, 100, even 150 shells--

STEPHEN
Sir, begging your pardon, sir, but I'm sure we can pack much more into her.

PREBLE
I want someone left alive to effect a surrender, Lieutenant.

SOMERS
(looking at Stephen)
Who's going to command the mission, sir?

(CONTINUED)

CONTINUED:

Stephen's a bit surprised at the implicit dare from Somers.

STEPHEN
(stiffly)
I'm certain any man here would be up to
the challenge, sir.

PREBLE
I'm certain that's true.

He looks over his officers, each of them eager to be chosen. Preble catches the tiny glances the men throw at Stephen. They clearly all expect him to be the one.

Instead, Preble turns to James.

PREBLE (cont'd)
How do you feel about gunpowder, Lieutenant?

JAMES
Love the smell, sir. Sweeter than roses to me.

PREBLE
Get to work then.

Stephen restrains his astonishment at Preble's choice.

EXT. ABOARD THE INTREPID - DAY

The Intrepid is tied to the Constitution. A stream of men carry barrel after barrel of gunpowder aboard.

FOLLOW ONE BARREL down into the hold.

INT. THE INTREPID'S HOLD - DAY - CONTINUOUS

James, as sooty as any of his men, is firmly in command. The entire hold is tightly packed, stem to stern, with gunpowder, already about 3' deep. Behind James, CARPENTERS board up the stern section of the hold.

JAMES
Rest of the powder in the stern. Save
room forward for the shells.

SAILOR
Aye sir.

James looks around. He's pleased with the progress.

FOLLOW JAMES UP THE LADDER TO

EXT. ABOARD THE INTREPID - DAY

James climbs out to the deck, calling down to his men.

(CONTINUED)

CONTINUED:

JAMES

Bully for you, boys! She'll blow high as nine!

On the deck, men now haul over heavy bags of pig iron and shells.

ON THE STERN DECK

A Sailor hangs over the side, holding a paintbucket.

AT THE STERN OF THE INTREPID

The *Intrepid's* name has been crossed out with paint. Over the nameplate, the Sailor paints the words: "U.S.S. *Infernal*."

ON DECK

James laughs and spins in a circle with exhilaration.

EXT. ABOARD THE CONSTITUTION - DAY

Stephen stands at the rail, watching solemnly as...

James stands in the midst of a group of Officers, joking and laughing. He enjoys being the center of attention.

JAMES

Sail 'er in, blow 'er up, row 'em out.
What could be simpler?

STEWART

Here's what you should do -- sail her
right in to shore, beach her by the
castle and set her off there.

SOMERS

No, first you should call the Bashaw down
for an inspection!

JAMES

"Mr. Great Imperial Bashawness, sir, I've
got a prize for you!"

HULL

A little something to replace the Philadelphia.
(mimicking an explosion)
Poof!

SOMERS

Now that's one way to get a surrender!

JAMES

I'll be taking her right up to the
castle! Karamanli might as well be
sitting in the bow!

Stephen has heard enough boasting. He turns on his heel and marches away. James is all too aware of Stephen's leaving.

(CONTINUED)

CONTINUED:

SOMERS
You go in that close, the shore guards'll
get you.

JAMES
Then it's light the match and go to glory!

EXT. ABOARD THE CONSTITUTION - NIGHT

CLOSE-UP ON

a glowing fuse.

PREBLE
What's the matter, Lieutenant?

PULL BACK TO REVEAL

Preble and Stephen stand at the rail overlooking the *Intrepid*. Preble has a long wick of hemp burning in one hand, his watch in the other.

PREBLE (cont'd)
You begrudge a little glory to your brother?

STEPHEN
No sir, but... well, I just don't know
that James has the grit for this job.

PREBLE
Then we have to give him a dog's chance
to find out.

STEPHEN
I suppose that's so, sir.

The wick is about to burn down to Preble's fingers. He tosses it overboard and checks his watch.

PREBLE
Fifteen minutes. Still not fast enough.
(calling to a Sailor)
Fetch me another portfire. Shorter this time.
(to Stephen)
11 minutes, I think. Enough time for
them to row away, not enough time for the
enemy to extinguish the fire.

STEPHEN
Yes sir.

PREBLE
(sighing)
You've got a promotion coming, Stephen.
Next ship from America should bring it.
That'll keep you ahead of your brother.

STEPHEN
Thank you, sir, but I'm--

(CONTINUED)

PREBLE (cont'd)
I know it won't be your last promotion.
If you want a flagship of your own
someday, it's time you started to learn
something about command.

STEPHEN
(was that an insult?)
Sir?

PREBLE
Command's not about one man's courage.
It's about getting every man on your ship
to put down his cannon fever and gladly
throw his heart into the line of fire at
a snap of your fingers.

STEPHEN
Yes sir.

PREBLE
(gesturing around the ship)
If I hoard the glory away from the rest
of them, I'll have them fighting duels
just to prove their bravery. What a
waste of good men that would be.

Preble nods down to the Intrepid, where James is going over the
preparations one last time.

PREBLE (cont'd)
No commander worth his salt would let his
brother -- hell, any man on his ship --
go into battle on the outs with him.
Make it up, Captain.

Stephen knows an order when he hears one.

EXT. ABOARD THE INTREPID - NIGHT

James looks up as Stephen steps aboard. He's instantly guarded.

STEPHEN
Permission to come aboard.

James likes the sound of that. He responds nonchalantly.

JAMES
Permission granted.

Stephen looks around. James gestures below decks proudly.

JAMES (cont'd)
I've got 150 shells ready to blow down
there, you know. Chain shot, grape, you
name it. How's that for high?

STEPHEN
You're fit to kill, all right...

(CONTINUED)

CONTINUED:

JAMES

By this time tomorrow, the Bashaw'll be nothing but mincemeat!

STEPHEN

James... aren't you taking a mess of credit for bravery you haven't shown yet?

James should have known nothing would be different. Stephen just can't stand that James is in command here.

JAMES

There we have it again. You're afraid I'm going to get some glory.

STEPHEN

Glory is something that comes on you in an instant. It's not something you dream for.

JAMES

And it's obviously in limited supply.

STEPHEN

No. You're on a dangerous mission, James. Look, I've never sailed a fireship before--

JAMES

Bet you'd like to.

STEPHEN (cont'd)

You could be boarded. Your men could row away too slowly--

JAMES

Or I could carry it off hollow and end this war once and for all.

STEPHEN

Yes, you could. But for those of us waiting behind, that's not the chance we'll be holding to.

JAMES

I guess you've just never been left waiting behind before, have you? Mr. "Damn-you-Jack-I'm-all-right," aren't you, thinking all of us "left behind" are only there to throw you roses when you sail back.

Stephen sighs. This is not going well. And he's all too aware of Preble still leaning on the rail of the Constitution up above.

STEPHEN

James, I just came down to wish you good luck. And to warn you not to funk it.

JAMES

(cold)
I'll take the luck. That's all I need.

(CONTINUED)

CONTINUED: (2)

He turns his back on Stephen, busies himself. Stephen knows he's blown it. He hesitates a minute, then turns back to the Constitution.

EXT. ABOARD THE CONSTITUTION - NIGHT

Preble's not pleased that Stephen and James didn't make up.

WIPE TO:

EXT. DESERT PLATEAU - DAY

The Expedition marches. The Camels with the food now march immediately behind the Marines. Heat shimmers on the ground.

CLOSE-UP ON

the Arabs closest to the Marines. They mutter to one another, clearly saying something nasty about the Marines.

FOLLOW THE RUMOR

as it spreads down the column of Arabs.

ONE ARAB, listening, pulls a filthy date, covered with sand, out of his robes. He starts to chew on it, then surreptitiously hands another off to his buddy.

El Tayib, on his camel, watches and listens. He does nothing.

CLOSE-UP ON

A mere 4 oz. of water being squeezed out of a skin into a waiting cup.

PULL BACK TO REVEAL

EXT. DESERT CANYON - DAY

The Expedition is finishing a water break. The Marines and Mercenaries are reassembling, ready to march on.

But the Arabs and Bedouins haven't fallen into formation. There seems to be a major gathering at the far end of the column. A lot of unfriendly noises.

Eaton doesn't like the looks of this.

EATON
(to O'Bannon)
Come with me.

AT THE REAR OF THE COLUMN

Eaton and O'Bannon stride up to El Tayib, who seems to be the spokesman for all the unrest. El Tayib is angrier than we have ever seen him.

(CONTINUED)

CONTINUED:

EATON (cont'd)

Sheik, why haven't your people fallen into formation?

EL TAYIB

They refuse to move until you give them back their food. They know you and your Marines are hoarding for yourselves.

EATON

That's a crock of nonsense. We have the same rations as everyone else.

EL TAYIB

You lie!

The crowd shouts at Eaton, hurling insults and rabid accusations.

EL TAYIB (cont'd)

Give us back our food or we will take it ourselves!

EATON

El Tayib, what's got into you? I thought we understood each other.

EL TAYIB

I thought this too until my people began to starve. But you cannot fool us any longer. We know you have more food and we want our share!

Men in the crowd point to the food camels at the front of the column. They begin to run, surging past El Tayib in their effort to reach the camels.

Eaton and O'Bannon are caught in the crush. They must run or be trampled.

RUNNING WITH EATON AND O'BANNON

As they reach the front of the column, O'Bannon yells at his Marines.

O'BANNON

Fix bayonets! Protect the food!

Eaton reaches his horse. He mounts up, pulling his rifle from its saddle holster.

The crowd is almost to the camels. Eaton RIDES straight into the mob, using the butt of his rifle to knock a few heads and force people back.

The MERCENARIES follow Eaton's lead. Some ride to protect the camels. Most ride into the crowd with Eaton. Together, Eaton and the Mercenaries use the bulk of their horses to push the mob back.

O'Bannon and his Marines quickstep between Eaton and the camels. They fan out and form a deadly line of defense, bayonets thrust outward.

(CONTINUED)

The Mob retreats back a few steps. They keep yelling and cursing the Americans.

A couple of foolhardy Arabs rush the Marines. The Marines jab them back into place. No one else dares to try.

EATON (cont'd)
(in Arabic)
Stay back! Do not come any closer!

El Tayib and 70 Arabs wade through the mob from behind. The Arabs all have loaded muskets. They form an offensive line in front of their people, directly opposite the Marines and Mercenaries.

Gun for gun, the Americans are slightly outnumbered. Man for man, they're incredibly outnumbered. The Mob may not have guns, but they have fists and knives, which they wave at the Americans. The odds for Eaton are hopeless.

EL TAYIB
Order your men to lay down their weapons.

EATON
No.

EL TAYIB
Then we will shoot you.

EATON
And we will shoot back? How many people do you wish to kill today, El Tayib?

EL TAYIB
I do not want to kill anyone. I want my people to eat. Let us have the food.

EATON
No.
(to O'Bannon)
O'Bannon!

O'BANNON
Yes sir!

EATON
Kill anyone who attempts to seize the provisions. Understood?

O'BANNON
Yes sir!

O'Bannon and his men raise their rifles straight at the heart of their adversaries. The Mercenaries follow suit.

El Tayib orders his men to do the same. All the Arab muskets are raised, also aiming for the heart. A standoff.

Eaton calmly dismounts. He raises his rifle, aiming the muzzle at El Tayib's heart.

(CONTINUED)

El Tayib stands his ground. But he's nervous.

EL TAYIB

Give us the extra food. That is all we demand.

EATON

And I keep telling you there is no extra food. If your people take possession of it, all the food will be devoured at once and then there will be nothing left. Can you doubt that?

EL TAYIB

You are lying! There is extra food. Your men are not suffering as we are!

EATON

We are all suffering alike.

EL TAYIB

They laugh and play music while my people wail in tears.

EATON

My men's spirits are high because they choose to keep them high.

EL TAYIB

I warn you for the last time -- move away from the food!

Eaton spots Hamet skulking in the ranks of El Tayib's men.

EATON

Hamet Karamanli! What do you say?

A beat. Then a rustle in the mob behind El Tayib. Hamet timidly comes and stands alongside El Tayib. Eaton trains his rifle on him.

EATON (cont'd)

Is this the spot where the prince of Tripoli should die?

HAMET

Do as El Tayib asks. My people will not harm you. All they want is the food.

EATON

If we had more food, I would gladly give it to them. Why don't you tell your people to lay down their weapons?

HAMET

(in agony)

I cannot do that.

(CONTINUED)

EATON

I can get all of us out of this desert alive. You know that. El Tayib is thinking only of today. I am thinking of the end of the journey. His way leads to death.

HAMET

...I must stand with my brothers.

EATON

(exploding)

No! They must stand with you! That is what it means to be a king! If you ever wanted to be king of a people, here's your chance. Be a king.

The entire Expedition seems to be holding its breath.

HAMET

...Is it true? There is no hidden food?

EATON

When have I lied to you?! Hamet... Your Highness... Put a stop to this. Order the guns to come down.

Hamet hesitates.

EATON (cont'd)

Or if you can't do that, then at least choose how you will die! In a place of honor... or there
(waving at El Tayib's side)
in a place of stupidity!

Hamet looks long at El Tayib.

HAMET

...Put down your guns.

EL TAYIB

(in disbelief)

No! Don't listen to him! He is lying!

Slowly Hamet takes a step. Another. He crosses the battle line and stands at Eaton's side. He turns to face El Tayib.

HAMET

William Eaton is my general. If you kill him, you must also kill me, your rightful king!

A pause. El Tayib is the first to lower his rifle.

Slowly, the other Arabs do the same. The Marines keep their rifles up.

El Tayib turns to his men, shouting to the crowd.

EL TAYIB

His Highness Prince Hamet has spoken.
Let us be on our way swiftly!

(CONTINUED)

CONTINUED: (5)

El Tayib leads his warriors back through the crowd. The Arabs and Bedouins all disperse to form themselves into the column.

Hamet and Eaton look at each other. Eaton is very proud of Hamet.

WIPE TO:

EXT. MEDITERRANEAN SEA - SUNSET

Stephen is only one of hundreds of men waving and CHEERING from the Enterprise, the Constitution, and the Argus as...

The Intrepid sails off.

EXT. ABOARD THE INTREPID - SUNSET

James's crew shouts and waves back at their buddies. But James stands alone and solemn by the mast. There's a frozen fear in his eyes, as if he's at this moment realizing the odds he's up against.

EXT. ABOARD THE ENTERPRISE - SUNSET

Stephen waves furiously, but can't get James's attention. Meanwhile, a MIDSHIPMAN by Stephen's side is counting the crew of the Intrepid.

MIDSHIPMAN

Preble muffed it. They've 13 on board.

STEPHEN

You have a quarrel with the Commodore's orders?

MIDSHIPMAN

Well, it's bad luck, sir.

STEPHEN

(sternly)

A man makes his own luck.

EXT. OUTSIDE TRIPOLI HARBOR - NIGHT

The Intrepid approaches the entrance to the harbor. Behind her, the Argus and Enterprise sail for the shelter of the large rocks serving as a breakwater. All is still. The night is FOGGY.

EXT. ABOARD THE INTREPID - NIGHT

The Intrepid sails forward silently through the FOG. Every man on board seems to be holding his breath.

EXT. ABOARD THE ENTERPRISE - NIGHT

Stephen is halfway up the mast, watching after James with a spyglass.

(CONTINUED)

CONTINUED:

SPYGLASS POV

as the last hint of the *Intrepid's* mast disappears into the fog.

EXT. ABOARD THE *INTREPID* - NIGHT

The boat glides smoothly forward. Then --

Out of nowhere, FOUR TRIPOLITAN GUNBOATS suddenly loom up out of the fog! Immediately, the *Intrepid* is surrounded.

PIRATES swarm onto the *Intrepid*. The *Intrepid's* tiny crew fights back as best they can -- but they're outnumbered by the dozens of Pirates.

ON THE QUARTERDECK

James is frightened. Almost panicked. He swallows it down. Fear still in his eyes, he knows what he has to do. He draws his sword.

JAMES
(to the Pilot)
Tie the helm down.

The Pilot scurries to obey, parrying off the attackers now flowing back to the stern.

James grimly fights his way to the entrance to the hold. His back to the ladder, he stumbles down, fending off THREE PIRATES at once. He's never fought so well in his entire life.

INT. THE *INTREPID'S* HOLD - NIGHT

Sword still slashing, James lurches into the hold. The three Pirates dive after him -- then freeze as they look around at the tons of gunpowder surrounding them.

James, fearful yet determined, looks them straight in the face. He strikes a match.

EXT. OUTSIDE TRIPOLI HARBOR - NIGHT

POV FROM THE WAITING SHIPS

The entire harbor, the city beyond, the entire sky are LIT UP by a massive EXPLOSION. Blinding. Overpowering.

A second later, the ROAR of the EXPLOSION hits. Men cringe at the concussion, covering their ears, their eyes.

POV TOWARD THE HARBOR

The *Intrepid's* MAST AND RIGGING fly skyward hundreds of feet, ON FIRE, backlit by the glory of the explosion. 150 SHELLS shoot through the air, mostly toward the city, in a horrific display of FIREWORKS.

And then silence. Only the lapping of the waves.

EXT. ABOARD THE ENTERPRISE - NIGHT

Stephen is frozen in place, horror in his eyes.

INT. YUSEF'S CASTLE, STAIRWAY - NIGHT

Yusef and his retinue race to the rooftop.

EXT. YUSEF'S CASTLE, ROOFTOP - NIGHT

Yusef stands on the rooftop, looking out over the harbor. There's nothing left to see.

INT. AMERICAN CONSULATE - NIGHT

Bainbridge and his Officers lean out the windows, straining to see what's happened. They're all stunned. Finally...

LIEUTENANT

A fireship. It must be. God help them.

The other Officers murmur as they draw back into the room. One OFFICER picks up a carafe of water, lifts it high.

OFFICER

Here's to their grit. The guts to go down with their ship.

LIEUTENANT

To go up with their ship.

OFFICER

(pouring glasses all round)
God rest their souls.

Bainbridge takes a cup, but can't bring himself to drink it. The Officers drink, murmuring "God rest their souls."

DISSOLVE TO:

EXT. ABOARD THE CONSTITUTION - DAY

The Constitution is under full sail, speeding away from Tripoli.

ON THE QUARTERDECK

Stephen argues with Preble.

STEPHEN

If you'd let me return with a small boat, sir, I could slip into the harbor. They could be injured, sir, languishing on the rocks perhaps--

(CONTINUED)

CONTINUED:

PREBLE

Stephen.

Stephen stops. The daring joy has gone out of him, replaced by an overwhelming sorrow and grimness.

PREBLE (cont'd)

You knew where it could lead.

STEPHEN

I should have been in command, sir.

PREBLE

James preferred a fine death to his own captivity and slavery. You couldn't have done it any better.

STEPHEN

Yes sir.

PREBLE

The war's not over, Lieutenant. Your brother's set a high mark, but you'll have time to best him.

STEPHEN

(grim)

I'll do my duty, sir.

PREBLE

Good. You can start now. You're to take the Argus out to Bomba to resupply Captain Eaton.

STEPHEN

Yes sir.

PREBLE

I'm sorry James couldn't do in Yusef. Maybe you'll get to help the man who will.

WIPE TO:

EXT. CITY OF TRIPOLI - DAY

SLOW PAN ACROSS THE CITY

Damage is visible everywhere. Buildings destroyed. Rubble in the streets. People in the streets with bandages, with missing limbs.

PAN CONTINUES

to the Castle. Even it shows signs of the attacks.

LEAR (O.S.)

One hundred thousand dollars American.
In gold.

INT. YUSEF'S THRONE ROOM - DAY

LEAR (cont'd)
And the lifting of the naval blockade,
naturally.

Lear stands before Yusef, who is at his most imperious. Unusually,
there is no one else in the room.

YUSEF
Pfh! You waste my time.

LEAR
Do I? Your city is a shambles. Your
people suffer.

YUSEF
(with an accusing finger)
Because your country makes war on us day
and night!

LEAR
(calmly continuing)
And your place on the throne is... how
shall I put it?... less than secure.

Infuriated, Yusef leaps to his feet.

YUSEF
My city stands! I stand! I take all the
blows your pathetic United States Navy
levels against me and I survive! Tripoli
survives, because we are STRONG!

LEAR
Strong enough to withstand a land invasion?

YUSEF
Your Navy now has ships that sail on land?

Yusef finds this very funny indeed. Lear remains unperturbed.

LEAR
As we speak, an army led by your older
brother Hamet--

YUSEF
(this is even funnier!)
Hamet?!

LEAR
--an army commanded by William Eaton... You
remember Eaton, don't you, Your Highness?

YUSEF
Yes. A hateable man.

(CONTINUED)

LEAR

Eaton's army is marching, at this moment, to Derna, with the goal of placing Hamet on your throne.

YUSEF

Derna is well defended. The Governor is my cousin. He would send word if he was under attack.

LEAR

I didn't say Eaton had arrived. Only that he is on his way. And if you know Eaton, Your Highness, you know he is unstoppable.

YUSEF

...I am listening.

LEAR

Once Derna falls, as it will, Eaton comes here. To Tripoli. He will take this city just as he took Derna, he will hang you, and your brother Hamet will be Bashaw.

YUSEF

You lie. All you Americans do is lie. Lie-lie-lie-lie-lie.

LEAR

Every word I have said is true. A peace treaty right now would be a brilliant investment.

YUSEF

Lie-lie-lie-lie-lie.

LEAR

I do not lie to you, Your Highness. Either we end this diplomatically like civilized people, or you will be destroyed. Will you not take my generous offer?

YUSEF

Go back to your ship! Do not come again without my million dollars! Go! Go-go-go!

Lear bows, still unflustered. He doesn't even seem to notice the GUARDS who appear to escort him out.

The second Lear leaves, Murad Reis steps out from behind a marble column. He has heard everything.

MURAD REIS

Tobias Lear is a pompous fool.

YUSEF

Send a messenger to Derna and warn my cousin. I am sending him 1000 men to fortify the city. Tell him I want William Eaton.

(CONTINUED)

CONTINUED: (2)

As Murad bows and starts to leave...

YUSEF (cont'd)
Not all of him. Just his head.

WIPE TO:

EXT. DESERT MOUNTAINS - DAY

The Expedition seems endless. Over 500 warriors are strung out for a mile, trudging along at the base of a steep mountain. They are exhausted, barely able to put one foot in front of the other.

Eaton and O'Bannon, both weak from lack of food, are off to one side of the moving column, taking their sextant readings. O'Bannon marks a position on the military map.

EATON
Is that right?

O'Bannon rechecks the readings.

O'BANNON
I think so.

FOLLOW O'BANNON'S FINGERS along the map, following the Expedition's path to their current location... a few miles from Bomba and the ocean.

O'BANNON (cont'd) (O.S.)
That's where we are.

TILT UP TO REVEAL

O'Bannon's and Eaton's faces over the map. They've made it.

EATON
Don't tell anyone. I want to see their faces.

EXT. SUMMIT OF THE MOUNTAIN - DAY

FROM THE SUMMIT, LOOKING BACK DOWN TOWARD THE DESERT SIDE

Eaton and O'Bannon slog up the mountain trail, panting for breath. Hamet and El Tayib follow more slowly. The Expedition is camped at the bottom of the mountain.

O'BANNON
The first thing?... Rum. I haven't had a sip of rum since Alexandria.

EATON
I'm astonished you found some there.

O'BANNON
What about you?

(CONTINUED)

CONTINUED:

EATON
Letters from home.

O'BANNON
(almost teasing)
Anyone special?

EATON
(all business)
The President of the United States.
Perhaps you've heard of him?

O'BANNON
How many rifles is Commodore Preble
giving us?

EATON
One to a man. And four pieces of field
artillery. At least four.

O'BANNON
What do we do with all those guns when
the war's over?

EATON
The men will keep them, of course.
Except for the cannons. A soldier's gun
is like a wife. You take care of it for
the rest of your life.

O'BANNON
I like that. Maybe I should set it to music.

A chuckle between them as they reach the summit.

TRACKING FROM BEHIND THEM

The ground seems to slide away, giving way to a magnificent expanse of
sky. They're on top of the world.

THEIR POV

The shore along Gulf of Bomba is lush, green, and inviting. The
Mediterranean Ocean SPARKLES, almost close enough to touch. The small
town of Bomba is only a few miles away, a tiny indentation in the high
cliffs which continue on for miles.

But Eaton and O'Bannon aren't smiling anymore. Their joy evaporates as
they look at the view. Something is terribly wrong.

There are no ships.

Hamet and El Tayib reach the crest. They also do a doubletake: relief
at seeing the ocean, dismay at the lack of American ships.

EL TAYIB
Where are the ships?

(CONTINUED)

EATON
(stunned)
Where are they?

EL TAYIB
That is what I am asking you!

O'BANNON
(unfolding the map)
Maybe this isn't Bomba.

HAMET
This is Bomba. I have been to Bomba.

O'BANNON
Are you sure about the date?

EATON
Yes! The ships should have been here two days ago! Something is wrong!

EL TAYIB
(exploding)
Yes, something is wrong! You have brought us here all the way from Egypt for nothing! That is wrong! You said there would be ships! You said there would be guns! You promised all these things and there is nothing here! You lied to us. That is wrong! I shall tell go back and tell my men you led us here for nothing! NOTHING!

He spits on Eaton and tromps back down the trail to tell the others.

Eaton stares out to sea.

HIS POV

Nothing. Still no ships. Time passes. The SUN BEGINS TO SET.

PAN AROUND 180 DEGREES TO REVEAL

EXT. CLIFF OVER GULF OF BOMBA - SUNSET

O'Bannon and Eaton sit by the fire, looking out to sea. O'Bannon cooks some sort of meat on a skewer over the fire.

The sea is still empty.

EXT. BEACH AT GULF OF BOMBA - SUNSET

At the bottom of the cliff, men relax under the shade of olive trees. Horses splash in the surf, graze on the grass.

Arab and Greek men stand side by side casting nets for fish. Bedouins bargain with the inhabitants of this small valley for goats and fruit.

(CONTINUED)

CONTINUED:

NEAR A CAMPFIRE

Hamet is finishing the most sumptuous meal they've had in two months. El Tayib approaches. He addresses Hamet quite formally.

EL TAYIB

My men will leave in the morning to return to Egypt. I am sorry, Your Highness.

(glancing up the cliff)

I cannot fight for a man who does not keep his promises.

A few days ago, Hamet would have found El Tayib's defection a relief. Now he's amazed to find himself saddened instead.

EXT. CLIFF OVER GULF OF BOMBA - SUNSET

O'Bannon throws some more branches on the fire. Eaton still stares blankly out to sea. O'Bannon's worried about him.

O'BANNON

I'll watch for a while. You can sleep first.

EATON

No. You sleep first.

O'Bannon doesn't know what to do.

HOLD ON

Eaton, his eyes fixed on the horizon.

The SKY BEGINS TO GROW DARK around Eaton. The STARS COME OUT. He doesn't move.

As NIGHT PASSES, slowly Eaton's eyes start to sag. His eyelids close. He still doesn't move.

DAWN begins to glow around him. The sun is rising.

CLOSE-UP ON

Eaton. His eyelids start to flutter. He involuntarily puts up a hand to shield them from the sun as he opens them. He blinks.

EATON'S POV

Out of focus, then resolving. The ocean is still empty... Or is it?

There's something white on the horizon. Very, very tiny, and very, very white.

Eaton scrambles for a spyglass. He stands up.

EATON'S POV, THROUGH SPYGLASS

It's the sails of a ship.

(CONTINUED)

CONTINUED:

Eaton WHOOPS! O'Bannon awakens sharply, rolls to his feet -- Are they under attack?

Eaton dances deliriously at the edge of the cliff, pointing out to sea!

EATON
They're here! They're here!

EXT. BEACH AT GULF OF BOMBA - DAY

El Tayib looks up at the sound of Eaton's shouts. He turns to look out to sea.

EXT. MEDITERRANEAN SEA - DAY

The Argus, under full sail, speeds straight toward us. A mile or so behind her, the U.S.S. HORNET follows.

EXT. BEACH AT GULF OF BOMBA - DAY

IN THE BAY

The Argus and the Hornet float at anchor. Sailors are rowing longboats to shore, hauling crates of rifles up onto the beach.

Stephen's Officers are busy explaining the loading of a rifle (as opposed to a musket) to El Tayib's men. SCATTERED GUNSHOTS echo through the camp as the Arabs practice shooting toward the cliff.

The mood is boisterous and triumphant.

STEPHEN (O.S.)
We've been staying out to sea.

INT. CAPTAIN'S WARDROOM, ABOARD THE ARGUS - DAY

Stephen is briefing Eaton and Hamet in what seems to them the lap of luxury. Hamet is in heaven to be sipping some coffee and munching away on a plate of cookies.

STEPHEN (cont'd)
We haven't wanted to take the risk of having a boat out of Derna spot American warships in their waters. But when we spotted Capta-- um, "General" Eaton's fire, we sailed in closer.

HAMET
(taking the last cookie)
Are there more of these, Captain?

Stephen, a bit surprised at Hamet's priorities, motions to his Steward.

STEPHEN
Yes, of course, Your Highness.

(CONTINUED)

CONTINUED:

EATON

And your brother, Captain? Will I have the pleasure of seeing him as well?

Stephen's open face shuts right down.

STEPHEN

I'm afraid not, General. Shall we discuss the attack on Derna?

EXT. BEACH AT GULF OF BOMBA - NIGHT

By a small campfire, under bright MOONLIGHT, Eaton and Stephen have built a very rough model of the city of Derna out of piles of rocks.

The model "city of Derna" has the "ocean" (a sand trough filled with water) to the north, a large "fort" some distance away to the south, and a giant ditch (the Wadi Derna) running up the middle of the city from south to north.

Eaton "sails" a rock across the ocean toward "Derna."

EATON

So you bring in the artillery in a boat or two.

He lets the "boat" rock sink into the "ocean."

STEPHEN

I hope my boats are a little more seaworthy.

Eaton continues to act out the "battle" with various rocks and stones.

EATON (cont'd)

Artillery lands here, around the point.
You start the shelling from here, and that'll be our signal for attack.
O'Bannon will lead the attack against the southeast gate, while Hamet ("galloping" a rock around) leads his men down and around to the fort here.

STEPHEN

(studying the "battle plan")
You're not giving me much to do.

EATON

Just take out those guns (indicating the northeast sector) and you've done your part. We take the gate, Hamet drives up the Wadi, we meet at the Governor's Palace, and the battle's be over.

STEPHEN

It sounds so simple.

(CONTINUED)

CONTINUED:

EATON
(a sharp look at Stephen)
How did it happen?

Stephen understands what Eaton's asking about.

STEPHEN
...A fireship into Tripoli. They didn't
make it all the way.

EATON
James would have won the war. A brave
stroke.

STEPHEN
But at what cost?

EATON
This is what war is, Stephen. You think
you've never killed anybody's brother before?

STEPHEN
No one's ever killed mine.

EATON
He counted the cost before he sailed.
You should just pray you die as bravely
as James did.

Stephen knows Eaton's right. He kicks over the "city" of Derna.

STEPHEN
Let's go to Derna.

EXT. ROAD TO DERNA - DAY

Eaton's Army is on the move again, now on a well-maintained road.
Hamet now rides in the front of the Army, as befits his position.

But Hamet hesitates. Far in the distance he can see...

Flags. Horses. A small group of men galloping toward them.

HAMET
...William?

EXT. ROAD TO DERNA, FURTHER DOWN THE ROAD - DAY

We are RACING FORWARD with THREE ILLUSTRIOUS SHEIKS on beautiful
Arabian horses. Behind us, a small group of WARRIORS and FLAGBEARERS,
no more than 30 total.

AHEAD OF US

Eaton's army, blocking the road. Guns and swords are drawn, facing us.

(CONTINUED)

CONTINUED:

The Sheiks slow to a trot, then stop a safe distance away. One Sheik -- SHEIK EL LAYYAS -- rides forward, calling out in Arabic.

EL LAYYAS
We seek the Prince Hamet Karamanli,
Bashaw of Tripoli.

WITH EATON'S ARMY

Hamet isn't too sure about this.

FIRST SHEIK (cont'd)
I am Sheik Muhammed el Layyas of Derna.

EATON
It's up to you, Your Highness.

Slowly Hamet moves forward from safety and rides toward the Sheiks.

EATON'S POV

as El Layyas draws his sword and lays it ceremoniously at Hamet's feet.

EXT. ROAD TO DERNA - DAY

The Three Sheiks ride at the head of the army along with Eaton, Hamet, and El Tayib.

EL LAYYAS
Governor Mustifa only has 1000 men
holding the city against you, Your
Highness, and there are many more in
Derna ready to fight for you--

EATON
Wait a minute. How does Governor Mustifa
know we're coming?

EL LAYYAS
Ah. He was so informed by Yusef Karamanli.

EATON
How does Yusef know we're coming?

EL LAYYAS
I do not know. But his army marches
toward Derna as we speak, ready to fight
with you.

Eaton is completely floored by this unexpected news.

EATON
(alarm slowly building)
Yusef's army is marching to Derna.

EL LAYYAS
Yes. Two thousand men. Or so I am told.

(CONTINUED)

CONTINUED:

EATON
This is not possible. How far are they
from Derna?

EL LAYYAS
Two days.

EATON
And we are...?

HAMET
Two days.

Eaton and Hamet look at each other with consternation. Eaton kicks his horse into a canter.

EATON
Let's scratch some gravel, men! Double
time to Derna!

As horses begin to gallop, the DUST they raise fills the screen...

DISSOLVING TO:

GALLOPING HOOVES racing across a grassy field.

TILT UP TO REVEAL

EXT. VALLEY BETWEEN DERNA AND CLIFFS - DAWN

An Arab SCOUT speeds on horseback away from the city of Derna and toward rugged hills a mile away.

We recognize the hills. This is where Eaton rallied his troops.

EXT. EATON'S CAMP, CLIFFS OVER DERNA - DAWN

Eaton stands at the brink of a cliff, watching the Scout's approach intently. Behind him, his Army's camp is well-ordered and busy.

As Eaton gazes down, we see how beautiful Derna is, filled with gardens, cobblestoned streets, and large houses made of rock.

The GOVERNOR'S PALACE sits atop a hill on the other side of the Wadi Derna dividing the city. A large HARBOR FORT overlooks the ocean. The plain between our cliffs and the city is filled with orchards.

Behind Eaton, the Army prepares for battle. The Mercenaries sharpen and polish their swords, as the Arabs bow as one to the east for morning prayers.

The Scout gallops up the hill. He dismounts before Eaton, breathless. As he makes his report in Arabic, O'Bannon rushes to Eaton's side.

(CONTINUED)

CONTINUED:

EATON
 (to O'Bannon)
 No sign of Yusef's army yet. Get me some paper.
 (to the Scout)
 Go find some water for your horse.
 (to O'Bannon and El Tayib)
 Let's give Governor Mustifa a chance to open his gates to his legitimate king.

El Tayib snorts. He doesn't think much of this idea. Hamet just stares out at Derna, almost paralyzed as the reality hits that he's actually going to have to fight for his title.

EXT. VALLEY BETWEEN DERNA AND CLIFFS - DAY

Private Thomas rides toward Derna between two Arabs, one of whom holds a white flag on a pole. Thomas grips a sealed letter in his hand.

The three Couriers are halfway across the plain toward the city gate.

EXT. EATON'S CAMP, CLIFFS OVER DERNA - DAY

Eaton and Hamet watch the Couriers.

EATON
 Wish you were back in Egypt?

HAMET
 ...Yes.

Eaton claps Hamet on the back.

EATON
 You're going to have a great day, Your Highness.

EXT. THE EASTERN GATE OF DERNA - DAY

The gates are closed as the Couriers approach.

THEIR POV

Guns poke out of LOOPHOLES on both sides of the gate. All is quiet.

One of the Arab Couriers shouts out a challenge. Thomas lifts the letter, holds it up for the unseen eyes behind the gate.

A moment of silence. Then the gate cracks open. A hand reaches out. Thomas hands over the letter.

EXT. EATON'S CAMP, CLIFFS OVER DERNA - DAY

Eaton sits in a circle with O'Bannon, Hamet, El Tayib, El Layyas, the other Sheiks from Derna, a few of El Tayib's Lieutenants, a couple of the Greek Mercenaries, and several Bedouin Chiefs.

(CONTINUED)

CONTINUED:

Eaton is holding his war council. He is utterly serene. Ashraf translates into Arabic as he speaks.

EATON

We must attack immediately, if we are to hold the city before Yusef's army arrives.

(pointing to the city)

Let us start at the north end. The guns in that fort can be turned to the ocean or toward us on the battlefield. Captain Decatur will take them out for us.

EXT. DERNA STREETS - DAY

An Arab RIDER gallops up the narrow cobblestone streets, holding Eaton's letter in his hand. Every man on the street is armed. This is a city ready for battle.

EXT. EATON'S CAMP, CLIFFS OVER DERNA - DAY

EATON

Moving south. Lieutenant O'Bannon, you'll lead the first wave across the battlefield. Your object is the gate.

EXT. THE EASTERN GATE OF DERNA - DAY

A few SOLDIERS looking over the wall are starting to spew nasty comments the Couriers' way. The Arab Couriers answer back.

Thomas is getting nervous.

EXT. OUTSIDE THE GOVERNOR'S PALACE, DERNA - DAY

The Rider with the letter gallops across a BRIDGE over the Wadi Derna.

LOOKING DOWN THE WADI

The river gorge which bisects the city. From here, we can see the ANCIENT FORT on the hills to the south of the city.

The Rider pulls up at the gate to the Governor's Palace. He dismounts.

HOLD ON

the Ancient Fort.

EATON (O.S.)

Hamet, the fort is yours.

PULL BACK TO REVEAL

EXT. EATON'S CAMP, CLIFFS OVER DERNA - DAY

Eaton is pointing out the Ancient Fort from a different angle.

HAMET
Is it defended?

EATON
Probably. Now, El Tayib, your men--

EL TAYIB
My men fight with Hamet Karamanli.

Eaton hesitates. That's not in the battle plan.

EATON
That's very generous of you, El Tayib, but
your men are more needed on the battlefield--

EL LAYYAS
We are also here to fight for Hamet Bashaw.

Eaton looks at Hamet for support. But one glance tells him Hamet isn't giving up a single defender at his side.

EATON
After you take the fort, Your Highness, you
will divide your column, sending half around
the west side of the city
(pointing)
to defend against your brother's forces
from Tripoli.

O'Bannon's jaw drops. He's just had a few hundred of his fighting men taken away from him.

O'BANNON
Beg your pardon, sir. How many men does
that leave me with?

EATON
(plainly honest)
About 80 in the first wave. I'll hold
100 more here in reserve.

O'Bannon's not happy about this at all.

O'BANNON
Oh, that'll make Mustifa roll over!

INT. GOVERNOR'S PALACE, DERNA - DAY

CLOSE-UP ON

Eaton's letter as the wax seal is broken and the letter is opened.

PULL BACK TO REVEAL

(CONTINUED)

CONTINUED:

The letter is in the hands of GOVERNOR MUSTIFA, ruler of Derna and Yusef's picked man.

He reads the letter -- and laughs. He picks up a pen.

CLOSE-UP ON

the letter as Mustifa scribbles an answer in Arabic.

PULL BACK TO REVEAL

EXT. CLIFFS OVER DERNA - DAY

The letter is in Eaton's hand. Everyone from the war council has followed Eaton to the edge of the cliff to hear Mustifa's reply. Thomas and the other Couriers hover nearby, with their horses.

Eaton opens the letter.

EATON
"My head or yours. Mustifa."

Hamet's eyes meet Eaton's. Eaton grins. This is it.

EATON
We're going to win you a throne today,
Your Highness.

EXT. EATON'S CAMP, CLIFFS OVER DERNA - DAY

Eaton strides through the camp toward the oceanside cliffs. The camp is in a flurry of last-minute preparations, with Arabs mounting up their horses everywhere.

O'Bannon follows at Eaton's heels.

O'BANNON
Eighty men and one cannon?

Eaton stops at his tent. He pulls out a leather satchel embossed with his initials.

EATON
I don't like the odds either, but here.

He pulls a large, well-folded American flag out of the bag.

EATON (cont'd)
Hamet only gets a throne.

He hands O'Bannon the flag. O'Bannon shoves it inside his jacket.

O'BANNON
I'll try to find a bang-up spot for it.

BOOM! SMOKE clears from a cannon, REVEALING

EXT. BATTLEFIELD / CITY WALLS - DAY

We're looking out at the BATTLEFIELD from behind the city walls of Derna. We're behind the cannon that just fired.

Arrayed along the hills across the battlefield is Eaton's Army. ONE THOUSAND MEN, mostly Arabs, most on horseback. The Marines are in the center, easy to spot in their navy uniforms with scarlet trim.

The Army starts to move. An impressive force indeed.

BOOM! The cannon in front of us fires again. SMOKE fills the screen.

EXT. BATTLEFIELD - DAY

Hamet rides resolute at the head of his forces. The look on his face tells us he has come to grips with what it means to die in battle.

His forces, 800 men, veer southward, heading for the Ancient Fort.

WITH O'BANNON

As he leads his men -- the Marines, the Greek Soldiers, the European Mercenaries, and some Bedouins -- onto the battlefield. Four men drag their one brass cannon. They advance in perfect formation.

ATOP THE CITY WALLS

Dernan DEFENDERS begin to line the walls, muskets at the ready.

ON THE BATTLEFIELD

As soon as O'Bannon's forces are within rifle range, the Defenders begin to fire.

O'Bannon quickly deploys his men behind the ridge of a small hill in the middle of the valley.

O'BANNON

Aim--!

His men aim their guns.

BOOM! Another CANNON BLAST--

EXT. HARBOR FORT, DERNA - DAY

And we're behind the firing CANNON again. The cannon is located at the Harbor Fort, right where the valley/battlefield meets the ocean.

TRACK WITH THE CANNON

As it's swiveled around to face out to the OCEAN -- and the American ships waiting there.

BOOM! More cannon fire.

EXT. ABOARD THE ARGUS - DAY

Stephen stands proud and joyful on his deck, heedless of any danger from shore.

STEPHEN
Blow your matches!

BOOM! Cannon fire returns from the Argus.

Stephen's Gunners are very good. Already chunks of the Harbor Fort are being blown out.

EXT. CLIFFS OVER DERNA - DAY

Eaton, on horseback in his Arab robes, aims a spyglass toward the Ancient Fort.

SPYGLASS POV

Hamet's Army gallops toward the Fort amid a rain of bullets. Some of Hamet's men fall.

DERNAN WARRIORS with swords wait at the entrance to the fort.

EXT. ANCIENT FORT - DAY

Hamet leads the charge, scimitar in hand, screaming a battle cry that we never would have expected from him. He is truly alive for the first time in his life.

Hamet slices his scimitar down -- DECAPITATES an enemy warrior with one blow. He wheels his horse around, fighting heroically.

His men behind him, inspired, shriek as they too set on the enemy.

The battle is ferocious. Horses whirl. Swords clash. Men die.

EXT. CLIFFS OVER DERNA - DAY

Eaton withdraws the spyglass, more than pleasantly surprised. So Hamet had some grit in him after all.

His attention's drawn back to the battlefield.

EXT. BATTLEFIELD - DAY

O'Bannon's men are pinned down. His Bedouins hide behind palm trees, firing and reloading.

Thomas rams powder and shot down the cannon, then steps back as another Marine drops a burning quill down the touchhole.

(CONTINUED)

CONTINUED:

BOOM! The Cannon fires. A hit on the wall. It doesn't seem to do much, though. Thomas immediately starts to reload.

The rest of the Marines fight as a disciplined unit, loading and firing their rifles as one.

A Bedouin falls. Then a Mercenary.

As Thomas reloads the cannon, O'Bannon notices...

Some of the Mercenaries are slipping backwards down the hill. Still firing, but not holding their line.

O'Bannon scrambles back to them.

O'BANNON

Get your cow-hearted arses back on that line! We came to fight!

The Mercenaries aren't going to argue with O'Bannon with a gun in his hand. They scoot back to the firing line and continue shooting. But now O'Bannon has two lines to pay attention to.

EXT. ANCIENT FORT - DAY

Hamet whirls around on his horse, looking for another enemy. But there are none left. He has won his battle.

Exuberant, Hamet tosses his sword in the air in joy. He urges his horse through the gate. His men follow.

EXT. TOP OF ANCIENT FORT - DAY

Hamet climbs to the topmost point of the fort, surveying his domain. Yes, there's still hot fighting going on down on the battlefield, but somehow that doesn't seem to matter right now.

El Tayib, huffing a bit with the exertion, joins him.

EL TAYIB

You haven't won yet, Your Highness.

HAMET

(high with his victory)

But we will! We will! I'm going to be the Bashaw!

EL TAYIB

Not unless you set a guard against your brother's army. My men are ready to ride. Do you want to give the order?

HAMET

I'll ride with you!

El Tayib shakes his head as he follows the newly-brash Hamet back into the fort.

EXT. BATTLEFIELD -- DAY

Over half of O'Bannon's men are dead or injured now. O'Bannon, grim, continues to load and fire as fast as he can move.

Thomas starts to reload the cannon. He jams the rammer in, shoving the powder deep into the cannon. His partner lights the match.

O'Bannon grunts to the nearest Marine, pointing ahead.

O'BANNON

We need to get out of here. If we can
get down into that ravine--

But as he looks across the battlefield, O'Bannon sees--

HIS POV

The gates to the city are opening. SOLDIERS slip out, taking up positions in the very ravine O'Bannon was hoping to hide in.

O'Bannon's men fire fast and furious. But more and more Soldiers come out of the gates, firing back. The odds are getting worse and worse.

EXT. ABOARD THE ARGUS - DAY

Stephen has almost destroyed the Harbor Fort.

ON HIS QUARTERDECK

STEPHEN

Aim 'er low and sweet, boys, and let's
see the bear dance!

BOOM! Another barrage of CANNON FIRE from the Argus--

TRACK WITH ONE CANNONBALL, heading straight for the Harbor Fort.

We SPEED straight for the heavily damaged battlement which--

EXPLODES into pieces all around us as we hit!

EXT. HARBOR FORT, DERNA - DAY

Men scatter in fear, as half the fort SMASHES DOWN around them.

Many men are already dead. Others are trapped inside the partially-collapsed building. COMMANDERS wave their men out of the Fort.

The Fort Gunners begin to run for the streets.

EXT. ABOARD THE ARGUS - DAY

As another volley of cannonballs streaks out from the Argus, Stephen holds up his hand.

(CONTINUED)

CONTINUED:

STEPHEN
Hold your firing, boys!

All the Gunners stop what they're doing. Stephen waits.

There's still plenty of GUNFIRE sounding from the battlefield. But the guns from the Harbor Fort have stopped.

STEPHEN (cont'd)
We got 'em! First-chop work, boys!

Cheers from Stephen's men.

EXT. STREETS OF DERNA - DAY

TRACK BEHIND

The Fort Gunners continuing to run, their Commanders in the lead.

AS THEY ROUND A CORNER

We realize we've arrived behind the battlelines at the eastern gate.

Muskets are shoved in the Fort Gunners' hands. The Gunners are pushed up toward the gate.

EXT. BATTLEFIELD - DAY

O'Bannon's heart sinks as he sees dozens more Defenders -- the Fort Gunners -- crowd out the gate and join the already overwhelming force firing on them. O'Bannon keeps firing.

A choked scream O.S. O'Bannon turns to see--

Thomas has been hit. He spots O'Bannon, tries to speak. But all that comes out of his mouth is blood.

Thomas dies.

But the other Marine Cannoneer lights the quill anyway. He drops it in the touchhole.

O'BANNON
No--!

BOOM! The cannon fires -- complete with Thomas's rammer, which sails up and over the city walls.

O'BANNON (cont'd)
(furious)
You bloody jackass!

The Marine Cannoneer starts to rise.

MARINE CANNONEER
I'm sorry, sir, I--

(CONTINUED)

CONTINUED:

And he's hit, too. He falls across his cannon.

O'Bannon keeps firing.

EXT. HILLS ABOVE DERNA - DAY

On his horse, Eaton stares down at the battlefield. He realizes the desperateness of the situation.

EATON'S POV

of the battlefield. A GREEK SOLDIER tries to run closer to the wall. Before he can dive behind yet another rock--

--He's cut down mid-stride by an enemy bullet. He falls. The battlefield is littered with dozens of bodies already.

CLOSE-UP ON

Eaton, motionless. Ashraf approaches on horseback.

ASHRAF

General Eaton, perhaps it is time to sound the retreat.

EATON

No! We are not retreating. *Mush tazkarit!*

He wheels his horse around and gallops back over the ridge

EXT. BATTLEFIELD - DAY

O'Bannon looks around, desperate. Where's that second wave of men?

O'BANNON'S POV

of the hills hiding Eaton. Maybe we see just a glimpse of Eaton riding back and forth before his men. Maybe we're not sure what we see.

O'Bannon turns back to the firing line. The Defenders ahead are slowly starting to advance toward them, ducking from tree to tree, from rock to rock. But always advancing.

O'Bannon fires grimly. It'll be over soon.

A strange sound begins O.S., behind O'Bannon. He ignores it at first. Then, as the weird chant grows...

CHANT (O.S.)

PHILADELPHIA! PHILADELPHIA! PHILADELPHIA!
PHIL - A - DEL - PHI - AAAAA!

...O'Bannon turns around.

HIS POV

COMING FROM THE HILLS

(CONTINUED)

CONTINUED:

A single HORSEMAN gallops over a ridge straight toward the battlefield, then dips down into a gully out of sight.

The Horseman appears again. It's Eaton, his white robes flying behind him, firing a rifle as he rides.

EATON
FOR THE PHILADELPHIA!

Behind him, ONE HUNDRED MORE HORSEMEN rise up out of the gully, galloping straight toward us, screaming "Philadelphia" at the top of their lungs.

O'Bannon half rises, shocked. This is no time for a charge!

WITH THE DERNAN DEFENDERS

They, too, are shocked! If the enemy is charging, that must mean he has hundreds, even thousands, more men!

The Defenders are thrown into chaos. They stop firing. They don't know what to do.

WITH EATON

as he gallops forward, twirling his scimitar over his head! Gunshots fly around him, shooting holes through his robes. But he keeps coming.

BEHIND EATON

His 100 men continue charging, "FOR THE PHILADELPHIA!" on their lips! They start to fire as they ride.

WITH THE DERNAN DEFENDERS

in a panic. They start to retreat. A few keep trying to shoot at these invaders. Most just run.

EXT. STREETS OF DERNA - DAY

BEHIND THE GATES

Men flee from the loopholes.

EXT. BATTLEFIELD - DAY

Eaton reaches O'Bannon's men, who are on their feet. They begin to charge on foot, joining the battle cry.

Eaton spots O'Bannon, reins up for a split second. O'Bannon waves him on. Eaton powers forward. Then--

He howls in pain as he's shot in the wrist. Blood spurts all over his white robes. He loses his scimitar, which flies away.

(CONTINUED)

CONTINUED:

Still riding, Eaton pulls his headscarf off his head. Twisting the reins around his good wrist, he manages to wrap his bleeding wrist in the headscarf. He keeps riding.

Eaton twists the reins around his injured wrist. He draws his pistol.

O'Bannon charges on foot at the head of his men. They leap over dead bodies, with only one goal in mind -- the city gates.

EXT. THE EASTERN GATE OF DERNA - DAY

The Defenders flee as fast as they can, pouring into the city, falling all over each other. Anything to get out of the way of this charge!

A few Defenders try to make a last stand at the gate, turning to face

EATON

as he charges right through the gate. He begins to fire with his pistol. The Arabs on horseback are right behind him, scimitars glinting in the sun.

O'BANNON

catches up to the battle. He starts to fight, sword to scimitar. His enemy falls, shot by --

Eaton, who rides over to him.

EATON

Keep going! Take the harbor fort, and
I'll meet you at the Palace!

O'BANNON

Yes sir!

(hollering)

Marines! All my men! With me!

He dashes up the hill toward the Harbor Fort.

EXT. STREETS OF DERNA - DAY

The Defenders are a mob now, fleeing in dread through the city. More and more Soldiers, seeing the retreat, join in. They're all racing for the western gate.

EXT. STREETS OF DERNA, OUTSIDE HARBOR FORT - DAY

O'Bannon and his men are still running. Up ahead, the Harbor Fort.

INT. HARBOR FORT, DERNA - DAY

O'Bannon and his men pick their way through the Fort. They're more than eager to find someone to fight. But the place is deserted.

(CONTINUED)

CONTINUED:

O'BANNON
We got 'em, men! She's ours!

One of O'Bannon's remaining Marines checks out the abandoned cannons.

MARINE
They're still shotted, sir. Bastards ran
so fast they couldn't even get off their
last crack.

O'BANNON
Let's give 'em a hand, then!

Through the rubble, where a wall used to be, the GOVERNOR'S PALACE is clearly visible on its hill over the Wadi.

BOOM!

INT. GOVERNOR'S PALACE - DAY

Governor Mustifa reels back as a cannonball knocks down part of his wall. Panic in his eyes, he starts to back away.

INT. HARBOR FORT, DERNA - DAY

As the Marines continue to fire, O'Bannon spots a stairway.

O'BANNON
Keep firing, men.

He charges up the staircase.

FOLLOW O'BANNON

up the stairs...

EXT. HARBOR FORT, ROOFTOP - DAY - CONTINUOUS

...And out onto the roof of the Fort, where the Tripolitan flag is still waving defiantly over the city.

O'Bannon lowers the flag. From out of his jacket he pulls a now-wrinkled STARS AND STRIPES. He attaches it to the flagpole.

FOLLOW THE FLAG

as O'Bannon hauls it to the top of the flagpole.

FROM THE CITY BELOW

A shower of musket fire bursts up toward O'Bannon. He hits the floor. He's not hit, but the flag is -- one shot through a stripe, another through one of the stars.

EXT. ABOARD THE ARGUS - DAY

Stephen and his men, spotting the American flag, CHEER.

EXT. THE EASTERN GATE OF DERNA - DAY

Eaton sees the flag. He shouts with joy.

EATON
Follow me! Men! To me!

He forces his horse through the throng of Soldiers, up the hill toward the Governor's Palace.

EXT. STREETS OF DERNA, AT THE WESTERN GATE - DAY

The fleeing Soldiers of Derna -- hundreds of them now, all trying to escape -- flood to the gate. They start to shove their way through.

EXT. FIELDS SOUTH OF DERNA - DAY

Hamet and El Tayib lead their men at a moderate pace across the fields. Hamet spots a commotion ahead.

HAMET'S POV

of the crowd thronging out the Western Gate, fleeing for their lives.

HAMET
No!

He goads his horse into a gallop. El Tayib and his men follow.

LONG SHOT

A beautiful sight, as 1000 Arab Horsemen gallop across a field of grass, their robes CATCHING THE WIND, their horses' tails streaming out behind them.

EXT. THE WESTERN GATE OF DERNA - DAY

The fleeing Defenders aren't prepared to meet --

Hamet, riding like a spirit of vengeance, his scimitar slashing, straight toward them.

The Defenders push backwards on themselves, falling over each other in their rush to get back into the city!

Hamet arrives, sweeping people out of his way. His men are right behind him, fighting fiercely.

Hamet rides into the city.

INT. GOVERNOR'S PALACE - DAY

Governor Mustifa, still sneaking out of his palace, glances outside.

HIS POV

of O'Bannon's flag flapping over the Harbor Fort.

Governor Mustifa winces. He slips out a door.

EXT. GOVERNOR'S PALACE, DERNA - DAY

Eaton rides across the bridge over the Wadi Derna. He can hardly contain his excitement.

One of Mustifa's GUARDS rushes to meet Eaton. He holds out his sword, hilt forward.

GUARD
(in Arabic)
You are with Sidi Hamid?

EATON
Yes. I'm his general. Is he here?

The Guard bows to Eaton, offering him his sword. Eaton, a bit bemused, takes it.

EXT. STREETS OF DERNA, OUTSIDE GOVERNOR'S PALACE - DAY

Hamet rides up the hill to the Governor's Palace from the other side. He rides only at a trot now, amazed at what's happening around him...

No more fighting. Instead, ordinary people are beginning to flow into the streets from their homes, calling out to him as if to a savior.

ADORING PEOPLE
(in Arabic and Berber)
Hamet Bashaw! // Welcome, Sidi Hamid! //
Thank you, Hamet Bashaw!

The people begin to throw flowers at Hamet. Hamet can't believe this.

EXT. OUTSIDE THE GOVERNOR'S PALACE, DERNA - DAY

Hamet reaches the plaza before the Governor's Palace. He spots Eaton.

Eaton and Hamet ride across the plaza to each other, each beaming with victory. Hamet raises his scimitar.

Eaton, in turn, raises his sword.

CLOSE-UP ON

the two swords CLASHING overhead, with O'Bannon's flag in the b.g.

(CONTINUED)

CONTINUED:

The sounds of a PARTY begin.

EXT. GOVERNOR'S PALACE - NIGHT

BONFIRES light the plaza, which is packed with people. Exotic Arabian instruments play. Men dance in victory. (No one drinks, of course.)

Eaton tries to shove his way through the crowd, but he's having a rough time. Too many people want to thank him, want to kiss his hand, even kiss his feet. It's a little embarrassing, frankly.

Eaton spots Stephen. Pushes to reach him.

EATON

Bet the real party's out on your ship.

STEPHEN

(a knowing laugh)

I'll save you a tankard of ale.

EATON

How long will you stay here?

STEPHEN

A day or two, make some repairs, mend some sails. Then it's back to Tripoli.

EATON

I'll be right behind you. Two weeks at the most.

WIPE TO:

EXT. YUSEF KARAMANLI'S CASTLE, ROOFTOP - DAY

The Tripolitan flag still flies.

O.S., a WAIL of grief.

INT. YUSEF'S THRONE ROOM - DAY

Yusef yowls with pain at the news he's just received. He rips his robe savagely, again and again. Tears roll down his face.

Murad Reis kneels before Yusef, head bowed. Yusef's Entourage also turn their eyes from Yusef, not wanting to trespass on his anguish.

EXT. STREETS OF TRIPOLI - NIGHT

Lear strides toward the castle, quiet triumph in his eyes.

YUSEF (O.S.)

I have decided to accept your offer.

INT. YUSEF'S THRONE ROOM - NIGHT

YUSEF (cont'd)
One hundred thousand dollars in gold. In return--

LEAR
I beg your pardon, Your Highness. I am
only authorized to pay you \$50,000.

YUSEF
(shocked)
You lied to me again.

LEAR
What I told you was true at the time that I
said it. Now the truth is that Eaton has
reached Derna. Fifty thousand dollars.

YUSEF
YOU LIED TO ME!

Lear's enjoying this quite a bit. Outwardly, of course, he remains the consummate professional.

LEAR
In another week, I expect the price will
drop to \$25,000. Beyond that, who can say?

YUSEF
(forcing himself to calmness)
Eighty thousand dollars and the return of
all captured territories.

LEAR
I do apologize, Your Highness. My hands
are tied. Fifty thousand dollars.

YUSEF
(a conciliatory tone)
I am such a poor host. You stand here,
hungry, and you say nothing. Let us have
dinner. We will discuss this as
civilized men. No?

Lear knows he's won.

EXT. MEDITERRANEAN SEA - DAY

Two American frigates bob side by side. A rendezvous. A longboat with
two passengers is being rowed from the President to the Constitution.

EXT. ABOARD THE CONSTITUTION - DAY

As sailors hang out the boarding ladder, Preble stands at the rail to
receive the visitors. Like his crew, he is in full dress uniform.

(CONTINUED)

CONTINUED:

Preble appears a bit anxious about what's coming.

ON THE LONGBOAT, now alongside the *Constitution*.

LONGBOAT COXSWAIN
Permission to come aboard.

ON THE CONSTITUTION

OFFICER OF THE DECK
Permission granted.

As the FIRST PASSENGER from the Longboat climbs on deck, Preble snaps into a salute. His men do the same immediately.

LOOKING PAST PREBLE...

We notice on the sleeve of Preble's saluting arm the THREE STRIPES OF A COMMODORE.

The First Passenger onboard salutes the colors, then returns Preble's salute. He stretches out his arm for a handshake... an arm wearing the FOUR STRIPES OF AN ADMIRAL.

PREBLE
Welcome aboard, Samuel.

ADMIRAL SAMUEL BARRON looks around.

BARRON
I see you haven't sunk my new ship.
Always a good sign.

The Second Passenger climbs on deck. It's Tobias Lear, an unctuous smile on his face.

BARRON (cont'd)
I believe you know Mr. Lear. He's
assisting me in putting an end to this
Barbary nonsense.

PREBLE
We've made great strides in the campaign.

BARRON
Good, good. We'll discuss the transfer
of command in one hour in my dayroom.

He stalks off to the quarterdeck as if he rules the ship... which, in fact, he now does.

HOLD ON

Preble, quietly seething.

WIPE TO:

EXT. HARBOR FORT, DERNA - DAY

CLOSE-UP ON

Eaton's American flag fluttering proudly, despite its two bullet holes.

PULL BACK TO REVEAL

Eaton standing at the foot of the flagpole, his Arab robes billowing in the wind. He looks out to sea through his spyglass.

EATON'S POV

A Navy frigate is coming to call. It's the U.S.S. *CONSTELLATION* (the sister ship to the *Constitution*).

Eaton whoops with pleasure and dashes down the stairs.

INT. GOVERNOR'S PALACE - DAY

Hamet sits impatiently, listening to two angry local Merchants accusing each other of high crimes. Hamet is bored. Being Acting Governor of Derna isn't as much fun as he expected.

Eaton strides into the room. He claps his hands, startling Hamet out of his ennui. Eaton's joyous voice fills the room.

EATON

The wheels of justice will have to wait, Your Highness. Deliverance is come upon you!

Hamet happily rises to follow Eaton.

EXT. DERNA HARBOR - DAY

The *Constellation* is anchored in the harbor. A longboat rows in bearing Stephen Decatur. He leaps to the wharf and envelops Eaton in an embrace.

CLOSE-UP ON

Stephen, as he pulls away from Eaton.

STEPHEN

(quietly)
I need to talk to you. Immediately.

Eaton's eyes narrow. What's this all about? Stephen turns to greet Hamet ceremoniously.

INT. EATON'S QUARTERS, GOVERNOR'S PALACE - DAY

CLOSE-UP ON

a letter in Eaton's hand.

(CONTINUED)

STEPHEN

The prisoners are free. That's paramount.

EATON

And in exchange for them, we've traded away our national honor! The treaty neglects to mention that! What did they finally sell for, by the way? What was the market price on human flesh?

He tosses the letter contemptuously across the room and sits down at a small writing desk.

STEPHEN

Sixty thousand dollars. What are you doing?

EATON

(surprised at the good price)
Sixty thousand? Well, good for Lear.
He's still the best trader at the bazaar.
(starting to scribble on paper)
I'm going tell "Admiral" Barron exactly what I think--

Stephen stays Eaton's writing hand.

STEPHEN

Don't, William. It will do no good, and will only earn you enemies.

EATON

(exploding out of his chair)
WE WON!

STEPHEN

Yes, you did.

EATON

Not just me! Hamet! You! Preble! We won! And now we have to evacuate? One more march, and we'd have been to Tripoli. Our attack from the land, yours from the sea -- that was the plan!

Stephen doesn't like this any more than Eaton does. He's just had more time to get used to it.

STEPHEN

The plan has been changed.

EATON

Thanks to Judas himself! Because of Lear's treachery, we -- the victors! -- we have to skulk out of town in the middle of the night, leaving these people--

He flings his arm wildly toward the window and the city outside.

(CONTINUED)

EATON (cont'd)

Do you know what will happen to those who sided with us? Who swore allegiance to Hamet? Once Yusef retakes Derna, he'll have the ceremonial "Slaughtering of the Enemies"! What a good show that will be! Those people believed in us! In the American promise! We told them we would march onward to Tripoli, and they BELIEVED us!

STEPHEN

I know.

EATON

We lied to them, Stephen! We gave them hope and now we're going to take it away! Without even the decency of warning them! They will go to bed tonight, believing America came along and rescued them from a monster. And when they wake up tomorrow, they will discover the monster never went away! And that America -- their savior! -- paid the monster \$60,000 to stay where he is! Hell, I should become a pirate king! It certainly pays well!

Eaton crumples the letter he was starting to write. He fights to bring himself under control. He looks out the window, his resolve growing.

EATON (cont'd)

I'm going to tell them.

Stephen blocks his way.

STEPHEN

You can't. Admiral Barron's orders--

EATON

I don't have to follow his orders!

STEPHEN

But I do.

The two men are locked in a stare.

STEPHEN (cont'd)

I'm to remove you and your party in secret at midnight. And Hamet, should he wish it.

EATON

(sarcastically)

No, I'm sure he'll prefer to fight for his throne with no American guns, no American soldiers--

He breaks off and stomps over to the window. Over his shoulder...

(CONTINUED)

CONTINUED: (3)

EATON (cont'd)
What about El Tayib and his men? They're
part of "my party."

STEPHEN
(carefully)
Admiral Barron gave me no orders
concerning El Tayib.

Eaton nods. He understands what Stephen is saying. Stephen joins him at the window. They look down at the ordinary day outside.

LOOKING IN AT THE WINDOW, FROM THE OUTSIDE

EATON
I wanted to leave a memory here of what
Americans are like. They'll certainly
remember us after this.

EXT. THE EASTERN GATE OF DERNA - NIGHT

El Tayib's men and camels stretch out across the valley, ready to begin the long trek back to Egypt.

El Tayib bows low before Hamet. We can't hear their final words. Hamet has tears in his eyes.

Eaton turns away, back to the city. He can't watch.

EXT. HARBOR FORT, ROOFTOP - NIGHT

O'Bannon waits by the flagpole. Eaton and Hamet come up the stairs to join him. Eaton nods.

O'Bannon solemnly lowers the American flag. As he removes it...

O'BANNON
Comes down a hell of a lot easier than it
went up.

Eaton and O'Bannon fold the Stars and Stripes with military precision. O'Bannon starts to hand it to Eaton...

But Hamet reaches out to touch it. Then he lowers his head to kiss a corner of the flag.

Eaton takes the flag. He turns for the stairs.

EXT. DERNA HARBOR - DAY

The last longboat pulls out from the dock. Silently, with no lights, it rows toward the Constellation.

Eaton looks ahead to the Constellation. Hamet looks back at Derna.

EXT. ABOARD THE CONSTELLATION - NIGHT

Eaton, Hamet, O'Bannon, and the remaining five Marines stand at the stern rail watching Derna growing smaller as the ship heads out to sea.

EATON

I never realized how beautiful she was.

DISSOLVE TO:

EXT. TRIPOLI WATERFRONT - DAY

The PRISONERS push past each other in their eagerness to be free. They're gaunt and tired, all of them, and they seem much older than when they went into captivity... but none of that matters right now.

AT THE WHARF, where longboats wait to ferry the Prisoners out...

Lear is standing, chatting with Bainbridge and the other Philadelphia Officers. Lear smiles proudly as the Prisoners approach. This is the moment he's waited for.

WITH THE PRISONERS

PRISONERS

That's him! // There he is! // Didn't think he'd actually be here!

The Prisoners shove right past Lear...

to Stephen Decatur, busy ordering the evacuation with his men. Decatur is swamped with grateful Prisoners, thanking him, kissing his hand.

HOLD ON

Private Ray, looking past Stephen and out into the harbor. For once, his bitterness is overcome by pure emotion.

RAY

There's the prettiest sight I've ever seen in my life!

RAY'S POV

The Constellation and the Constitution are anchored just outside Tripoli Harbor.

INT. YUSEF'S THRONE ROOM - DAY

The four Turncoats from the Philadelphia stand before Yusef's throne.

YUSEF

So I ask you, where is your heart today? Are you a son of America or a son of Tripoli?

The Turncoats squirm. They're not sure how they're supposed to answer.

(CONTINUED)

CONTINUED:

FIRST TURNCOAT

...I got a wife at home. If you let me,
I'm a-goin' back.

The others nod. They all want to go home.

TURNCOATS

Me, too. // I'm a-going back, too.

YUSEF

Have I not been good to you? Have I not
kept my promises?

He looks at them sorrowfully. He sighs with disappointment.

YUSEF

You may go. Speak well of me when you
reach America.

(to Murad)

Take them to their ship.

EXT. OUTSIDE TRIPOLI HARBOR - DAY

The *Constellation* and *Constitution* are side by side, bowsprit to bowsprit. Both ships are in the flurry of preparations for departure. At the water line, longboats ferry Prisoners out to their freedom.

WE GLIDE ON PAST the *Constitution* and toward the *Constellation*.

INT. STEPHEN'S DAYROOM - DAY

Hamet faces Eaton and O'Bannon. Through the porthole, we continue to hear the frenzied activity up on deck.

Hamet holds a tiny wooden puzzle box in his hands. A child's toy, one would think. Nothing more.

HAMET

You gave me the greatest gift of my life.
For a short while, you made me a king.

He hands the puzzle box to Eaton. Eaton, fiddles with the puzzle box, then opens it. Inside: the Imperial Seal of Tripoli.

HAMET (cont'd)

This is my royal seal. I will never use
it again as Bashaw.

For once, Eaton doesn't know what to say. Hamet turns to O'Bannon.

HAMET (cont'd)

I have a gift for you as well.

He unsheathes his royal scimitar. He turns it to O'Bannon hilt first.

HAMET (cont'd)

Our father gave this to me.

(CONTINUED)

CONTINUED:

O'BANNON

I-- I can't take this! It's a prince's sword!

But Hamet won't take it back.

HAMET

It is the sword for a great warrior. You have many battles ahead. I will not fight again.

EATON

(stubbornly)

You could continue to fight. This war should not end in this way--

HAMET

No, William, no. It is over. I know what you did.

(gesturing outside)

They will know what you did. They will know they would not have their freedom without you.

(a sly smile)

Even more, you humbled my brother. You showed him shame. Be content with having achieved the impossible.

EXT. ABOARD THE CONSTELLATION - DAY

Eaton comes topside into a hive of activity near the bow. He starts to thread his way toward the stern, through dozens of crew and officers.

The Constellation and Constitution are still bowsprit to bowsprit, only 20' of water separating the ships. The Constellation starts to sail.

The Constellation's bowsprit begins to move past the opposite-facing bowsprit of the Constitution. The effect is as if it were the Constitution moving, not our ship.

Eaton notices something on the Constitution. His face darkens.

EATON'S POV, LOOKING ACROSS THE WATER

ON THE CONSTITUTION

Tobias Lear is standing next to Admiral Barron on the quarterdeck, laughing and joking.

Eaton, not ready to let his adversary slip away, begins marching sternward on the Constellation, keeping even with the Constitution's quarterdeck.

ON THE CONSTITUTION

Lear notices Eaton. He stops laughing.

ON THE CONSTELLATION - MOVING

Eaton still walks, staying dead even with Lear and Barron.

(CONTINUED)

CONTINUED:

ON THE CONSTITUTION

Lear, always the politician, waves to Eaton and gives an exaggerated "thumbs up" tribute to a job well done. Barron follows suit.

ON THE CONSTELLATION - STILL MOVING

Eaton is not going to return a "thumbs up" to Lear. But now he's running out of ship. He's on the quarterdeck, even with the Constitution's quarterdeck. And he still hasn't made his statement.

Eaton looks around... for something... anything...

He spots something. A Sailor tarring the rail with a small can of pitch and a paintbrush. Eaton snatches them away.

Eaton starts climbing the mizzenmast. Sailors in the rigging stare at him as he climbs.

ON THE TOPSAIL YARDARM

Eaton grips a rigging line and his can of pitch with one hand. Hanging precariously, he starts to paint huge letters on the sail.

EXT. ABOARD THE CONSTITUTION - DAY

ON THE QUARTERDECK

Lear sees what Eaton is painting. His face curls in anger.

ON THE MAIN DECK

Sailors and freed Prisoners start to laugh as they see Eaton's sail. The Prisoners especially start to applaud and cheer.

EXT. ABOARD THE CONSTELLATION - DAY

Eaton hops off the mizzenmast and onto the quarterdeck. Stephen is at the helm.

Stephen glances up, but the sail is almost straight overhead. He can't see what Eaton has done.

STEPHEN

Pitch doesn't come out of canvas, you know.

EATON

I'll buy you a new sail.

STEPHEN

(calling out orders)

Trim fore and aft main staysails! Slack the topgallants!

As the orders are repeated up the ship...

(CONTINUED)

CONTINUED:

STEPHEN (cont'd)
You do know Yusef Karamanli will never
keep Lear's treaty. We'll have to go
back and fight this same war again.

EATON
I don't plan to be back for the second
act. I'm done with North Africa.

EXT. DESERT OUTSIDE TRIPOLI - DAY

The four Turncoats have been gagged and lashed to wooden poles stuck in
the burning desert sands. Horror is in their eyes.

Murad Reis steps forward. He raises his pistol. He fires point blank
at the first Turncoat's head.

EXT. ABOARD THE CONSTELLATION - DAY

STEPHEN
Someone's got to come back and finish the
job someday.

EATON
Have at it, Captain. Karamanli's all yours.

Stephen strains back again, trying to see the topsail over his head.

STEPHEN
What did you tell Lear, anyway? Or do I
have to climb up and see for myself?

EATON
I told the Honorable Mr. Lear how very pleased
I was that his diplomacy had won the day. I
told him what his masterful bargaining with a
tyrant means for our country. What the
consequences will be for our future foreign
policy. And so on and so forth.

STEPHEN
You said all that.

EATON
More or less.

The Constellation starts to sail away from us, taking Stephen and Eaton
forward into their futures.

As she sails off, we finally see the mizzen topsail...

Where Eaton has painted in pitch a giant skull and crossbones...

With the crossbones crossing out the word *HONOR*.

The Constellation continues to sail out of sight.

EXT. WASHINGTON, D.C., THE MALL - DAY

Lear walks morosely alone down the Mall.

CLOSING SCROLL BEGINS TO ROLL:

"TOBIAS LEAR lost his diplomatic career due to the controversy over the Tripolitan treaty. He committed suicide in 1816."

EXT. AMERICAN HARBOR - DAY

Bainbridge, in his Captain's uniform, stands on the dock, watching the hustle and bustle around a frigate preparing to sail.

"WILLIAM BAINBRIDGE resigned from the Navy. He re-enlisted and fought bravely in the War of 1812, but he never lived down his surrender of the Philadelphia."

EXT. BOSTON SHIPYARD - DAY

Preble leans over gunboat blueprints. Behind him, several gunboats are under construction.

"EDWARD PREBLE returned to America to find himself celebrated as a war hero. He began to design ships for the Navy, but died of tuberculosis two years after returning home."

INT. SENATOR'S OFFICE - DAY

O'Bannon, now in his 50s and a Kentucky State Senator, greets visitors to his office. His Marine sword hangs on the wall behind his desk.

"PRESLEY O'BANNON's sword, given to him by Hamet Karamanli, became the model for the U.S. Marine Corps sword of today."

EXT. EGYPT, THE PYRAMIDS - DAY

Hamet sits apart from his servants, eating dates under a palm tree, with the Pyramids in the background.

"HAMET KARAMANLI never saw his family again. He died in exile."

INT. MASSACHUSETTS SMALL TOWN - DAY

Eaton rides a horse slowly down the main street, oblivious to what's around him. He's immersed in a letter written partly in English, partly in Arabic.

(CONTINUED)

CONTINUED:

"WILLIAM EATON was awarded the pension of a Brigadier General by Congress in thanks for his valor in the War. He refused the money. Six years later, he died penniless."

HOLD ON

Eaton's diplomatic satchel, draped across his horse's neck.

"He remained friends with Hamet Karamanli until his death."

PULL BACK TO REVEAL

EXT. ABOARD THE CONSTITUTION - DAY

Stephen, now wearing an Admiral's uniform, commands from the quarterdeck as the Constitution chases a pair of pirate CORSAIRS.

"STEPHEN DECATUR returned from the Tripolitan War a hero. He won even greater renown in the War of 1812, and was made an Admiral."

EXT. STREETS OF TRIPOLI, OUTSIDE YUSEF'S CASTLE - DAY

Stephen marches resolutely to the castle, a satchel under his arm.

"In 1815, after Yusef Karamanli broke the treaty he had made with Tobias Lear, Stephen returned to Tripoli to finish the war against the Barbary pirates."

EXT. YUSEF KARAMANLI'S CASTLE, ROOFTOP - DAY

CLOSE-UP ON

the satchel, as Stephen takes an American flag out of it. We see Eaton's faded initials on the satchel.

Stephen raises the American flag. It catches the breeze, revealing a BULLET HOLE shot through the stripes.... another through the stars.

"THE UNITED STATES never paid tribute to Tripoli... or to any other nation... again."

SLOW PUSH IN TO

The bullet hole in the flag, as we...

FADE TO BLACK

THE END