

DARK HORDE

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EXT. BEACH - NIGHT

A gentle surf licks the rugged coastline. The MOON casts a luminous spell on the shadowy water. The RAPID SPLISH SPLASH of tiny footfalls grows louder now.

A PACK OF RATS scurries through puddles left from the tide.

EXT. HILLSIDE - NIGHT

The rats dart across a section of scorched earth as they continue on. SMALL PATCHES OF FIRE crackle around them, but they are undaunted as they approach an ENORMOUS CAVE MOUTH.

INT. ENORMOUS CAVE - MOMENTS LATER

Glistening walls rise to a cathedral ceiling. Stalactites loom like sinister claws... on the sodden FLOOR far below, the rats scamper into an unshakable darkness.

INT. ENORMOUS CAVE - MASSIVE CAVERN

A LONE RAT wanders across the floor, stops just feet from a HOLLOW IN THE FLOOR. It is twenty feet in diameter. No telling how deep it goes.

A DIM YELLOWISH LIGHT comes from somewhere inside it.

The rat inches up to the hollow as an INTERMITTENT CLICKING SOUND, like a lazy metronome, comes from the depths. The curious rodent cranes its neck to see... God only knows.

The CLICKING SOUND intensifies as a SHARP TALON cuts across the light, follow by a PAINED SQUEAK and flecks of BLOOD.

The rat's limp body, impaled on the talon, is dragged into the hollow as the LIGHT FADES.

EXT. MEDIEVAL CITY WALL - DAY

FLAMES consume a Genoese flag (RED CROSS ON WHITE B.G.).

Mongol and Genoese soldiers engage in savage combat. SWORDS CLASH, ARROWS whiz by, BLOOD flows over stones, VOICES CRY.

SUPER: The Silk Road, Kievan Rus'

ZENJIN BATOR, 34, a face more Turkic than Asiatic, shouts as he runs a Genoese soldier through with his sword.

ZENJIN
 (Mongolian; subtitled)
 Advance!

A second Genoese soldier swings a MACE at Zenjin. He steps out of the way, readies his sword.

A Mongol archer on horseback shoots the Genoese soldier. Zenjin looks angry with the horseman. He wanted this kill.

A weary GENOESE OFFICER waves his men on.

GENOESE OFFICER
 Condottieri! Fall back!

The MONGOL COMMANDER, 37, sits on a horse, confident as he watches the fighting from a distance. His angular Asian face, steely eyes reveal a man on a mission.

A burning banner on the city wall reads:

GENOVA

EXT. HILLSIDE - LATE DAY

The sky is somber. The SUN, mostly obscured by black smoke, is a haunting shade of grim.

A dead Mongol soldier is tossed onto a large pile of the deceased. A Muslim cleric kneels on a prayer rug, recites a mournful chant over the corpses.

Zenjin walks past sick soldiers. Many are delirious. BLACK BOILS on their faces weep purulence. Their throats are bloated, red, hideous. Welcome to plague central.

SUPER: By A.D. 1346 the Bubonic Plague, or Black Death, had wiped out almost half of Central Asia's population. Carried by infected rats and humans, the disease had not yet spread to western Europe.

TOP OF THE HILL

The Mongol commander watches distant FIRE consume the city he sacked. Zenjin stops beside him, wears a purposeful look.

ZENJIN
 (Mongolian; subtitled)
 Jani Beg, the fever is spreading.
 More will die tonight.

SUPER: Jani Beg Khan, Ruler of the Mongol Golden Horde

JANI BEG (THE COMMANDER)
 (Mongolian; subtitled)
 We have seen this Death before. It
 has not stopped us yet.

ZENJIN
 (Mongolian; subtitled)
 The men are weak. Many of them can
 not fight.

Jan Beg Khan turns to Zenjin, assured.

JANI BEG
 (Mongolian; subtitled)
 They will fight, Zenjin. With God's
 grace. Until no Genoese are left in
 my Khanate.

Zenjin nods in deference, but he looks conflicted.

EXT. MEDIEVAL WALLED CITY - DAWN - ESTABLISHING

A BRONZE CHRISTIAN CROSS is prominent atop a high wall.

The city sits perched just above a busy BLACK SEA PORT.

SUPER: Genoese City of Caffa, Crimea

The MAIN GATE on the north wall has a sizable drawbridge and
 faces a large flatland. Hills rise in the distance.

INT. SMALL VILLA - BEDROOM - SAME TIME

FRANCO RAVENNA, 33, handsome, rugged features, changes into
 the armor of a Genoese army officer. He is the type of guy
 you want on your team.

MOMENTS LATER: Franco sharpens a SWORD on a stone. He is
 precise, efficient. Not a wasted movement.

Now he bows before a SMALL ALTAR.

FRANCO
 Grant me strength to fulfill my
 oath... and deliver me from
 darkness.

He sheathes the sword in a belt scabbard.

INT. DARK UNDERGROUND TUNNEL - DAY

Franco walks with a GENOESE SOLDIER, 30, who holds a torch.

GENOESE SOLDIER

He arrived from the east two days ago. I would not get too close.

They stop at a heavy wooden door. The soldier pulls it open to reveal a man with plague. His throat is bloated, red.

Franco look unsettled, grips his sword handle.

FRANCO

Are there more signs of pestilence in the city?

GENOESE SOLDIER

(shakes his head; a beat)
But two merchants arrived with him.

As Franco walks on, the soldier pushes the heavy door shut.

EXT. MARKET SQUARE - DAY

Franco watches Genoese soldiers confront two merchants.

FRANCO

Quarantine them. One month.

The struggling merchants are led away by the soldiers.

Franco notices ALESSIA ADORNO, 29, magnetic to the eye, approaching him. She is a woman of standing, watches the merchants get hauled away.

ALESSIA

What have those wretched slave traders done now?

FRANCO

It's well under control, my lady.

ALESSIA

My lady? Come now, Franco. We've known each other far too long for such formality.

Alessia's smile is heavily flirtatious.

FRANCO

You're right, Alessia. Perhaps I'm too cautious in some ways.

ALESSIA

Caution, temperance... words I've heard all my life. Words I've grown tired of.

They share a wistful look as LORD SILVIO FAUSTI, 35, insipid type, lays a hand on Alessia's shoulder, sneers at Franco.

LORD FAUSTI

It is so terribly noble of you to look after my betrothed for me, soldier.

FRANCO

With all due respect, Lord Fausti, the lady does fine on her own.

Alessia smiles at Franco, appreciative. Lord Fausti sees it.

LORD FAUSTI

She does tend to stray though. Like a wayward cat, if you ask me.

ALESSIA

I don't believe anyone asked you, my dear Silvio. But few know more about straying than yourself.

It gets awkward as Alessia pulls away from Lord Fausti. As they walk away she sneaks a coy look back at Franco.

MALE VOICE (O.S.)

Ravenna!

Franco turns as a YOUNG OFFICER, 26, approaches him, stops.

YOUNG OFFICER

Captain Delio and Bishop Cabrini have requested you. At once.

Franco looks intrigued.

INT. CATHEDRAL - DAY

A STAINED GLASS WINDOW bears an image of Saint George on horseback spearing the dragon.

Franco walks with CAPTAIN RAFAELE DELIO, 47, and BISHOP GENNARO CABRINI, 58, kind face, wears a plain white cassock.

CAPTAIN DELIO

Vosporo was taken by surprise. The local force there was overwhelmed.

FRANCO
We should send a relief force, yes?

CAPTAIN DELIO
It would be futile.

FRANCO
Sir, those men are our brothers.

CAPTAIN DELIO
The city is lost. We must focus on our interests here.

FRANCO
Our oath is to protect *all* Genoese.

CAPTAIN DELIO
(bristling)
This discussion is over, Ravenna!

BISHOP CABRINI
My, son, if Jani Beg plans to lay siege to this city the Holy Father needs to be informed at once.

Franco acknowledges the Bishop, but he looks incensed.

FRANCO
I will assemble a party at once to locate his army.

CAPTAIN DELIO
Ride to the Valley of Ghosts. If the Khan is already there then war is a certainty.

Franco is still agitated with Captain Delio but salutes him, now bows to Bishop Cabrini and walks on. CANDLES create heat waves all around him.

EXT. CITY OF CAFFA - MILITARY TRAINING AREA - DAY

NICOLAS GUERRA, a black Spaniard, 30, fearless type, crosses wooden training swords with another Genoese soldier. He has a clear advantage as Franco approaches them.

FRANCO
Nico. Finish up.

Nicolas nods casually and overwhelms the soldier, knocks him to the ground. Several other soldiers cheer.

EXT. CITY OF CAFFA - ARCHERY TRAINING AREA - DAY

PIERRE BROUSSARD, a Frenchman, 28, boyish face, looses an arrow with great confidence.

THE ARROW LANDS IN A TIGHTLY PACKED CLUSTER OF ARROWS.

Pierre nocks another arrow as Franco and Nicolas approach. He lowers the bow. Franco nods to him like "come with us."

QUICK SERIES OF SHOTS - THE SOLDIERS PREPARE TO LEAVE

- A.) Franco holds up a spear, tests the feel of it.
- B.) Nicolas sheaths a large sword in a belt scabbard, then a dagger in a shoulder scabbard.
- C.) Pierre fastens a quiver of arrows to his thigh.
- D.) ENZO SELLAN, 32, average looks, adjusts his chest armour.
- E.) The four soldiers mount their horses.

EXT. CITY OF CAFFA - MAIN GATE - DAY

The four soldiers ride slowly. A young boy steps out from the crowd, salutes them.

Franco stops his horse, pulls a soldier's handkerchief from a leather pouch. He hands it to the delighted boy.

Now all four soldiers salute the boy, rein their horses, and ride out through the OPEN DRAWBRIDGE.

EXT. HILLSIDE - DAY

HORSE HOOVES tear at the ground as Franco and the men ride across the unforgiving terrain. TREE BRANCHES are stripped of leaves, twist like distorted human limbs reaching downward.

EXT. PRAIRIE - LATE DAY

With a CRIMSON SKY behind them, Jani Beg and the Mongol army ride across this massive stretch of land.

A sick Mongol soldier, throat swollen, falls off his horse.

Jani Beg ignores it. Zenjin looks troubled and signals to another soldier.

ZENJIN
(Mongolian; subtitled)
Help him!

Jani Beg's eyes remain fixed ahead with steely determination.

EXT. RIVER BED - SUNSET

Nicolas and Pierre sit on their horses, stare intently ahead.

NICOLAS
He should have been back already.

Franco crouches beside the river and rinses his hands.

FRANCO
There's still daylight.

NICOLAS
He could be in distress. Captured.
Or worse.

FRANCO
Give him time, Nico.

Pierre turns to Nicolas.

PIERRE
The Khan is said to have murdered
his brothers. Impaled them no less.

NICOLAS
What do you expect from a Muslim
savage, Broussard? I'm surprised he
didn't have them racked as well.

PIERRE
He's conquered half the world. Is
that not enough for him?

Franco mounts his horse.

FRANCO
He will never be satisfied. But no
one can conquer everything. I'd say
Rome taught us that.

A HORSE approaches at high speed. Next, Enzo appears around a bend, stops his horse, nods "You need to see this."

EXT. OPEN PLAIN - DUSK

Franco and the men ride hard against the darkening sky.

EXT. LARGE VALLEY - NIGHT

A FULL MOON illuminates JAGGED ROCK FORMATIONS that resemble gargoyles, even ghosts - this is the Valley of Ghosts. Beyond the rocks there is a large Mongol ENCAMPMENT.

EXT. ADJACENT HILLSIDE - SAME TIME

Franco and the men sit on their horses, eye the encampment.

ENZO

Perhaps their army will continue marching west and bypass Caffa.

NICOLAS

(sarcasm)

And perhaps fairies will protect us with magic dust.

FRANCO

The Khan has seized four of our ports. Caffa is all that remains. He will not overlook it.

Enzo is concerned. Nicolas sees his reaction, grows defiant.

NICOLAS

Jani Beg's men cannot breach our walls anyway. Let him try to take Caffa with arrows alone.

ENZO

You can boast, Guerra, but we are still outnumbered three to one.

NICOLAS

Words of a coward, Sellan! God's grace will guide us.

ENZO

Oh, tell me you have no fear --

FRANCO

(cutting him off)

It is not our number that will determine the outcome. Nor is it providence. It is *how* we fight... now let's not waste more time.

He flashes them a stern look, reins his horse and rides off. Nicolas shoots Enzo a bellicose glance as they follow.

EXT. OPEN PLAIN - DAY

Franco and the men look tired from riding all night.

FRANCO
(signals to his right)
We'll cut through the western
hills. It will save us time.

The men turn their horses and ride on.

EXT. HILLSIDE HORSE PATH - DAY

The horses walk in single file across charred earth. Franco glances down the hill, looks relieved as he eyes the BLACK SEA in the distance. They are almost home.

The horses stop now and paw nervously at the ground. The men try to coax them to go forward, but the animals back up.

NICOLAS
What's in hell is spooking them?

Franco nods toward an ENORMOUS CAVE MOUTH just up ahead.

FRANCO
Something in there.

ENZO
Perhaps it's just a bear.

Franco looks suspicious, slides his boot out of a stirrup.

FRANCO
Perhaps.

A BLOOD CURDLING HIGH-PITCHED ROAR -- neither human nor bear-like -- comes from the cave. The startled horses rear. The men try to control them. Franco eyes the cave determined.

INT. ENORMOUS CAVE - DAY

Nicolas holds a torch. The FLICKERING LIGHT reveals a dark, empty passage up ahead.

NICOLAS
I'd say it ran off.

Franco isn't satisfied. His eyes are focused on the passage as the TINNY DRIP-DRIP of water echoes around them.

The men wait for an indication from Franco. He finally turns to leave.

FRANCO

Alright, let's get back.

The men follow him toward the cave mouth. The INTERMITTENT CLICKING SOUND prompts them to stop in their tracks. Glance back at the passage.

INT. CAVE PASSAGE - MINUTES LATER

The men take cautious steps as the CLICKING continues.

Franco sees a DIM YELLOWISH LIGHT about a hundred feet down the passage.

FRANCO

This way.

The men walk toward the light. Now TINY FOOTFALLS approach from the darkness.

The men stop. Unsure what exactly they are hearing. They ready their weapons as the FOOTFALLS draw closer.

A pack of rats scurry past them, disappear quickly into darkness.

The men share a relieved sigh before they continue to walk.

INT. MASSIVE CAVERN - A MINUTE LATER

The men are dwarfed by the enormity of it. The DULL YELLOWISH LIGHT is brighter. The CLICKING persists.

Pierre runs his hand over a wall, looks surprised.

PIERRE

It's dry.

Franco is focused on something up ahead. Soon Nicolas, Pierre and Enzo also become aware of the

HOLLOW IN THE FLOOR

The YELLOWISH LIGHT comes from inside it, illuminates them.

Nicolas raises his sword.

Now the yellowish light alternates now between INTENSELY BRIGHT and COMPLETE DARKNESS every second or so.

NICOLAS
What in God's name?

Franco grows more alarmed.

FRANCO
Come on! We're leaving. Now!

He backs away from the hollow. Nicolas and Pierre follow.

Enzo is mesmerized by the light, lags behind. He turns to Franco as the yellowish light fades to black... as it pulses on again...

Franco, Nicolas and Pierre look dumbstruck as TWO LONG ARMS rise from the hollow. They are the color of dried blood with a vaguely human musculature. There are no hands. Instead, there are two EIGHTEEN INCH LONG TALONS, like spearheads.

The light fades, now pulses on again as the talons bend toward Enzo. He turns toward them, terror washes over him.

Franco raises his spear.

FRANCO (CONT'D)
Enzo! Get out of there!

The men run as a talon stabs at them like a sting ray barb.

INT. CAVE PASSAGE - MOMENTS LATER

Franco, Nicolas and Pierre SPLASH through puddles as they run as fast as their legs will carry them.

Franco realizes something now and stops.

FRANCO
Where is he?!

The men listen now as UNEVEN FOOTFALLS approach.

Enzo runs out of the shadows. Eyes are glazed, breathing is shallow.

A LOW ROAR draws the men's attention down the passage to the

OUTLINE OF A LARGE FIGURE

What stands out most are its BLOOD RED EYES.

ENZO

KILL IT!

Franco raises the spear, but he realizes it is gone.
The men back away now as they brandish their weapons.

EXT. HILLSIDE - DAY

Franco and the men mount their horses with urgency.

PIERRE

Until now I didn't think dragons
existed.

NICOLAS

That was no dragon, Pierre. It was
the devil himself.

Franco notices that Enzo holds his neck in pain.

FRANCO

What is it?

Enzo removes his hand, reveals a PUNCTURE WOUND a quarter
inch around with CHARRED EDGES.

Franco looks perplexed, glances back at the cave mouth as he
reins his horse and rides on.

EXT. CITY OF CAFFA - MAIN GATE - DAY

Franco and the men ride over the drawbridge at a full gallop
as they enter the city.

CAPTAIN DELIO (PRE-LAP)

Your report will include only
matters related to the Khan.

INT. ELEGANT COUNCIL HALL - DAY

Franco and a serious Captain Delio enter through a door.

CAPTAIN DELIO (CONT'D)

There will be no mention of beasts
living in the hills. Understood?

Franco looks like he wants to argue, but he relents.

FRANCO

Yes, sir.

They approach a LONG TABLE. Seated at it are Bishop Cabrini, Lord Fausti, Alessia, and her father, LORD FABBIO ADORNO, 65. Captain Delio and Franco stop before them.

CAPTAIN DELIO

My Lords, my Lady... we have news from the field.

He signals to Franco "you're on." Franco bows to the lords.

FRANCO

Jani Beg will be at our gate by morning. We must prepare for war.

BISHOP CABRINI

You are certain of this?

Franco nods. Everyone shares a look of concern. Now Lord Adorno raises a hand to get their attention, smiles bravely.

LORD ADORNO

Our glorious victories in Meloria and Curzola proved our resolve as Genoese. It should be no different against this army of savages.

Alessia smiles, takes Lord Adorno's hand in hers.

ALESSIA

Well said, father.

LORD FAUSTI

While we all cherish Lord Adorno's undying faith, I propose we leave this cursed land and renew our ties with Constantinople.

CAPTAIN DELIO

My lord, you know as well as I the Byzantines are not our allies.

BISHOP CABRINI

Their treachery has been on display time and again.

Lord Fausti ignores them as a SLAVE GIRL, 21, serves wine. He eyes her cleavage with hungry eyes, strokes her buttocks with two fingers as she walks by. She is used to this.

Alessia sees it, revolted as she turns to Captain Delio.

ALESSIA

What's your guidance to the council then, Captain?

CAPTAIN DELIO

I am confident, my lady, that we have the advantage. The Khan's army is weakened by the pestilence, and our men are ready.

LORD FAUSTI

Our men? We rely on mercenaries, captain. Many of whom are not even Genoese: Spaniards, Corsicans and, God help us, even Frenchmen.

(to Franco)

Have we all gone mad, mercenary?

Franco remains composed, clears his throat.

FRANCO

To the contrary, my lord. I don't believe you'll find more capable or faithful mercenaries anywhere, and that includes our Frenchmen.

Lord Fausti glares at him, drinks his wine. Franco bows to the lords and exits. Alessia watches him go and smiles.

EXT. PIAZZA - SUNSET

Franco speaks with TWO SOLDIERS. He notices Alessia standing in a LARGE FLOWER GARDEN. He finishes up with the soldiers.

EXT. LARGE GARDEN - MOMENTS LATER

The FADING DAYLIGHT creates a soft glow around Alessia as Franco walks up beside her.

ALESSIA

The soldiers are instructing people to return to their homes.

FRANCO

We don't want anyone on the roads. It's a precaution. But there will be no fighting tonight.

Alessia eyes the shadows that grow longer around them.

ALESSIA

When I was a girl I never liked day's end. I always dreaded it.

FRANCO

The night.

ALESSIA

(nods softly)

I wanted to hold onto the light as long as I could. Because once it was gone there was only darkness.

Alessia takes Franco's hand discreetly. These two really want each other.

FRANCO

The darkness can't hold on forever.

Franco and Alessia share a fleeting moment of serenity. Now an ominous CHURCH BELLS TOLLS.

SERIES OF SHOTS AT DAWN - THE GENOESE ARMY PREPARES FOR WAR

- A.) Archers, including Pierre, and crossbowmen hurriedly pass recurve bows, crossbows, bolts and quivers of arrows down a line from one man to the next.
- B.) A SMITH, weathered face, forges a sword, brings a hammer down, strikes the red hot metal with a THUNDEROUS CLANG.
- C.) Franco directs soldiers as they roll LARGE ROCKS against a small secondary city gate to seal it.
- D.) The DRAWBRIDGE is slowly raised. The CHURCH BELL TOLLS.
- E.) Nicolas and other soldiers hoist Black Powder Barrels up the city's north wall with ropes and pulleys.
- F.) The Smith brings the HAMMER down again with a CLANG.
- G.) High atop a wall, Captain Delio directs soldiers to move catapults across a raised platform.
- H.) Soldiers march across a wall walk and assume battle positions.
- I.) The DRAWBRIDGE closes with an EMPHATIC THUD.

EXT. FLATLAND - DAY

Jani Beg sits atop his horse as the CHURCH BELL continues.

JANI BEG

(Mongolian; subtitled)

Proceed!

His army moves forward. TREBUCHETS (catapults) are pulled by horses.

EXT. TOP OF NORTH WALL - DAY

THE CHURCH BELL TOLLS again as Franco signals to Nicolas and the other canon operators.

FRANCO
Move the canon into range!

The operators push CRUDE EARLY CANON into position, load them with SMALL STONES and METAL SHARDS.

EXT. FLATLAND - DAY

Zenjin rides his horse past Mongol soldiers.

ZENJIN
(Mongolian; subtitled)
Fight with honor for the Khan and
God will bless your families a
thousand times over!

EXT. TOP OF NORTH WALL - DAY

Captain Delio walks past soldiers who stand at attention.

CAPTAIN DELIO
Free army of Genoa: we face an
enemy that has sacked cities from
the Great Steppe to Syria. But they
will not take this city! They will
not take Caffa! Not on this day!

The soldiers CHEER. Captain Delio holds up a hand now.

CAPTAIN DELIO (CONT'D)
Wait on my command.

As the soldiers prepare to fight, Franco notices Enzo. He is sweating, his throat is red and bloated from plague. Franco looks troubled by this.

EXT. FLATLAND - DAY

Jani Beg sits at the rear of a column of soldiers. The CHURCH BELL TOLLS one last time. It is followed by a long moment of silence.

JANI BEG
(broken English)
City of Caffa! Surrender now!

THE GENOESE ARMY

listens intently.

JANI BEG (O.S.) (CONT'D)
Lay down your arms! Remove your
flags! And you will be unharmed.

JANI BEG

strokes his horse's neck.

JANI BEG (CONT'D)
Choose insolence and you will see
only the darkness of death!

EXT. CITY OF CAFFA - TOP OF NORTH WALL - DAY

The Genoese soldiers watch Captain Delio expectantly. But he just stands there, expressionless. Franco steps up.

FRANCO
Captain?

Captain Delio waits a moment, now turns to the LEAD ARCHER.

CAPTAIN DELIO
Ignite!

The lead archer dips a nocked arrow tip into FLAMING OIL, draws back, shoots the arrow over the wall.

EXT. FLATLAND - DAY

Jani Beg watches the FLAMING ARROW soar through the air and then stick in the ground. His expression turns dark.

JANI BEG
They choose to die.

EXT. CITY OF CAFFA - TOP OF NORTH WALL - DAY

Genoese soldiers hurriedly load catapult buckets with BLACK POWDER BARRELS, tie off the restraining ropes.

CAPTAIN DELIO
Archers, bowmen nock! Catapults,
canon ready!

Pierre and other archers, crossbowmen nock arrows and bolts, then draw back in a precise, regimented manner.

EXT. FLATLAND - DAY

Zenjin rides up to Jani Beg with a concerned look.

ZENJIN

(Mongolian; subtitled)

Should we not order the archers to draw? We are exposed, my Khan.

Jani Beg turns to Zenjin, looks confident.

JANI BEG

(Mongolian; subtitled)

The archers can save their arrows. We will draw the Genoese out.

Zenjin looks unsure what Jani Beg means.

EXT. CITY OF CAFFA - TOP OF NORTH WALL - DAY

Genoese archers and bowmen stand with their weapons drawn. Catapult operators hold torches, ready to fire on command.

A SOLDIER in a nearby tower shouts unintelligibly, gestures toward the flatland.

Franco and other soldiers step up to the wall and look out. They can hardly believe their eyes.

EXT. FLATLAND - DAY

Jani Beg's men load a dead plague-ridden Mongol soldier onto a trebuchet... reveal that ALL of the trebuchets are loaded with dead plague-ridden bodies.

JANI BEG

Release!

A long row of trebuchets launch bodies, one after the other, until the SKY is darkened by the dead.

EXT. CITY OF CAFFA - TOP OF NORTH WALL - DAY

Franco eyes the incoming bodies, raises his shield.

FRANCO

Shields up! Shields up!

Soldiers raise their shields. But the impact is too much for those who absorb a direct hit. They are knocked off the wall walk and fall to their death inside the city.

CITY STREET - SAME TIME

Plague-ridden Mongol bodies, sticky from decomposition, pile up as Genoese soldiers scramble to avoid them.

BACK ON THE NORTH WALL - SAME TIME

Bodies glance off the top and careen all over the place.

Captain Delio signals to the soldiers to take cover.

Amid the confusion, Franco watches as a Mongol body hits the top of the wall and slam into Captain Delio.

FRANCO (CONT'D)

CAPTAIN!

Captain Delio is knocked off the wall walk.

Franco rushes to the edge, eyes the Captain's broken and bloodied body on a street below, looks shocked.

EXT. FLATLAND - DAY

Jani Beg wears a self-satisfied look as he eyes the city.

JANI BEG

(Mongolian; subtitled)

Load!

The Mongols load more dead bodies onto the trebuchets.

EXT. CITY OF CAFFA - TOP OF NORTH WALL - DAY

A Genoese soldier is trapped under a Mongol body, screams in pain. Another GENOESE SOLDIER, thirties, recoils as he sees the black boils on the Mongol's neck.

GENOESE SOLDIER

Pestilencia!!

OTHER VOICES (O.S.)

Pestilencia!!

A growing panic starts to consume the soldiers.

FRANCO

Do *not* abandon your posts!

Franco looks dismayed as he views the plague-ridden bodies all around him.

INT. SMALL VILLA - SUNSET

Franco looks exhausted, dispirited as he slowly unsnaps his chest plate.

A KNOCK at the door. Franco considers not answering, but he relents and opens the door. Alessia stands on the other side. She looks fearful, uncertain.

Without a word, Franco steps aside as she enters. They eye each other silently. Now she reaches out to him, helps to unsnap his chest armor. Franco's face softens. Her touch excites him.

The chest armor comes off. Franco sets it aside. Now Alessia takes his hand, places it just below her breast.

Franco pushes the door closed. All inhibitions are gone. Alessia removes his shirt. Franco slips her dress down to reveal her naked shoulders. And they start to make love.

EXT. CITY STREET - SUNSET

A RAT scurries across infected bodies, continues on to the DOOR of a home, squeezes itself under as it enters.

FADE TO BLACK

FADE UP FROM BLACK

EXT. CITY OF CAFFA - CITY STREET - DAY

It is deserted, minus the rats scurrying around. A lonely CHURCH BELL TOLLS.

SUPER: SIX WEEKS LATER

SERIES OF SHOTS - AROUND THE CITY OF CAFFA

A.) In the Market Square dead soldiers -- both Mongol and Genoese -- are stacked in piles, covered with cloth. One cloth slips away to reveal ENZO'S LIFELESS FACE.

B.) Two women walk down a narrow street, cover their mouths with scarves, react to the horrible stench.

C.) Lord Adorno lies in bed, his throat bloated and red, as ALCHEMIST DANTE REGGIO, 48, treats him with brightly colored potions. A weeping Alessia stands nearby.

D.) A Genoese soldier collapses on a street, black boils dot his neck, eyes are wide open.

INT. CATHEDRAL - DAY

Franco stands before the altar with Bishop Cabrini.

BISHOP CABRINI

There are more signs of pestilence every day. Alchemist Reggio suspects the rats are carrying it.

FRANCO

We can not remove bodies for fear of an attack.

BISHOP CABRINI

But if this continues...

FRANCO

... we'll all be dead within weeks.

Bishop Cabrini rinses his hands in holy water as they exchange a resigned look.

EXT. FLATLAND - DAY

Franco holds a white flag tied around his spear as he rides with Nicolas, Pierre. They stop before Jani Beg and Zenjin.

FRANCO

Our merchants must be allowed to board the ships without incident.

ZENJIN

The Khan will not harm your people.

NICOLAS

We are to trust a man who uses his own as weapons?!

ZENJIN

This dog was not told to speak!

Nicolas glares at Zenjin. Franco watches Jani Beg.

FRANCO

Are we in agreement?

Jani Beg eyes Franco for a moment, finally nods.

JANI BEG

I accept your terms... but you must do something for me.

EXT. SEAPORT - DAY

Most of the Genoese ships have set sail. Only three ships remain in port and are tied to long wharfs.

Lord Fausti and a downcast Alessia walk amid women, children and merchants as they approach the ships. Lord Fausti's salacious eyes are on a FEMALE SLAVE, 20, who walks a horse.

EXT. HILLSIDE - DAY

Franco leads Nicolas, Pierre and fifteen Genoese soldiers, as their horses pull dead plague-ridden soldiers in carts.

Franco holds up a fist and signals the soldiers to stop. The carts CLATTER to a halt.

EXT. GENOESE SHIP - DAY

It cuts through waves as it departs the seaport. LIGHT RAIN starts to dot the water.

A GENOESE SOLDIER stands on the deck, coughs as a rat runs over his feet. He scratches his neck to reveal a BLACK BOIL.

EXT. HILLSIDE - DAY

The dead Mongol and Genoese soldiers, many in advanced stages of decay, are stacked in piles. Most of the piles are BURNING, but a few of them have not been touched.

Franco attempts to light a body as the rain intensifies. The FLAMES hiss as they go out. Franco looks around, sees that about two dozen bodies have not been burned yet.

MONGOL HORSEMAN - SAME TIME

He watches Franco and the soldiers from a distance. Suddenly, he rides off in another direction.

EXT. SEAPORT - DAY

Genoese soldiers stand on a dock and help merchants board a SHIP. The rain makes the process move slower.

ON LAND - SAME TIME

Alessia stands with a group of children, women, and merchants waiting to board. Lord Fausti throws his hands up, flustered.

LORD FAUSTI

For godsake, what is the hold up?!
I am a Lord after all.

Now the ground starts to TREMBLE. Alessia feels it. She looks through the rain toward the flatland, sees ZENJIN AND SEVERAL MONGOL SOLDIERS approaching on horseback.

INT. ENORMOUS CAVE - DAY

A LARGE CREATURE, obscured in darkness, scales a wall. A LONG TALON scrapes against the rocks as it ascends.

EXT. FLATLAND - DAY

Franco squints through the rain, sees ZENJIN AND THE MONGOLS as they ride to the seaport. He signals urgently to his men.

FRANCO

Go! Go! Go!

The Genoese soldiers respond and start to ride faster.

EXT. HILLSIDE - DAY

An unburned dead Mongol soldier, his neck red, bloated, lies on a pile of more unburned bodies.

A long black talon, just like the one in the cave, spears his neck. The wound SIZZLES, cauterizes, just as Enzo's did.

The talon is removed now from the dead Mongol's neck. The PITTER-PATTER of RAIN falls on his lifeless face...

... now his eyes open. The pupils burn red.

MOMENTS LATER: The DEAD MONGOL is standing. Eyes are vacant. He is undead.

More undead Mongols and Genoese stand behind him. All of them have the same impassive expression, the same red pupils.

EXT. SEAPORT - DAY

An angry Franco rides up, as Zenjin's men harass the remaining merchants, women and children.

FRANCO

What is this?! The Khan said they
could leave without incident!

ZENJIN
We are seizing these ships.

FRANCO
On what grounds?

ZENJIN
The bodies of our dead must be
burned according to custom. All of
them. You have failed, Genoese.

FRANCO
Let these people go! You cannot
hold them here!

ZENJIN
The conquered do not make demands.

The Mongol soldiers reach for their swords. Franco, Zenjin
are locked in a stare down. Things are ready to blow.

MONGOL SOLDIER (O.S.)
(Mongolian; subtitled)
Commander!

Zenjin holds his glance on Franco for a moment, now turns to
a Mongol soldier, who gestures toward the flatland where

UNDEAD MONGOL AND GENOESE SOLDIERS

run toward the seaport. The ones that were not burned. It is
not a sprint, but rather a steady, ominous running march.

The horses start to grunt. Zenjin looks baffled.

Franco recognizes the red pupils of the undead soldiers. A
dumbstruck Nicolas lays a hand on his shoulder.

NICOLAS
Franco, those men...

FRANCO
I know.

Franco sees the other soldiers are not reacting, because
they've never seen this before!

A MONGOL SOLDIER, thirties, dismounts his horse and walks
toward the undead.

ZENJIN
(Mongolian; subtitled)
Return to your horse!

The soldier ignores Zenjin, wears a hopeful smile.

Franco raises his spear, gestures to his men.

FRANCO
Prepare to engage!

The Genoese draw swords, but they are not yet sure *why*.

The Mongol soldier who left his horse opens his arms to an undead soldier with large black boils.

MONGOL SOLDIER
(Mongolian; subtitled)
My brother. You were dead.

His "brother" plows into him, knocks him to the ground, bites his cheek off. The Mongol soldier screams in agony.

Franco signals urgently to his men.

FRANCO
Form a line!

The Genoese soldiers line up to guard the fearful civilians.

ZENJIN
(Mongolian; subtitled)
Swords!

The Mongols draw their swords, but they also look mystified.

Rain falls harder as the undead and living clash. Horses rear. SWORDS strike. Men shout. The dead bite at flesh like rabid dogs.

Franco spears an undead Mongol through the chest, but its teeth keep chomping at him relentlessly.

A Mongol soldier is pulled off his horse by several undead. He screams as they tear at him with yellowed teeth.

Nicolas slashes an undead Mongol across the chest. Much to his dismay, it keeps coming at him.

Pierre looses an arrow into a dead Mongol's chest. No effect.

A Genoese soldier is bit on the arm by an undead Genoese. He tries to beat it away with his sword.

Franco is thrown from his horse. Dazed, he is unable to get up right away. The undead Mongol he speared bites wildly at him. He pushes it away, but it keeps coming. He tries again to stand, as the undead soldier lunges at him.

An ARROW pierces the undead Mongol's skull and it collapses.

Franco looks relieved, sees that Pierre just saved him.

Bishop Cabrini clutches his chest, overwhelmed, falls to the ground. Alessia rushes to his aide, signals to Lord Fausti.

ALESSIA
Help me! Silvio!

Lord Fausti is terrified, pushes a woman and child aside, runs toward a ship. Alessia is appalled by his cowardice.

Franco gets to his feet as Enzo, or what was Enzo, grabs the spear. Franco tries to push him away.

FRANCO
Enzo! Stop now! Enzo!!

Enzo doesn't relent. His physical strength is incredible. He swings Franco around using the spear. Franco yanks the spear away now shoves it through Enzo's skull. Enzo collapses.

Franco eyes the dead Mongol Pierre shot, realizes something.

FRANCO (CONT'D)
Strike them in the head! The head!

Zenjin runs his sword through an undead Mongol's head.

More Mongol, Genoese soldiers attack the heads of the undead.

Franco sees that FOUR UNDEAD MONGOLS have breached the line, run toward the ships as terrified civilians scatter.

EXT. GENOESE SHIP - MOMENTS LATER

The undead Mongols overwhelm Genoese soldiers, run up a gang plank, jump onto the ship's deck.

INT. GENOESE SHIP - STORAGE AREA - MOMENTS LATER

An undead Mongol lunges on a soldier. They fall against an OIL LAMP that shatters. Flames spread rapidly across the floor, creep toward BLACK POWDER BARRELS.

EXT. SEAPORT - SAME TIME

Franco, Nicolas stand back-to-back, fight off the undead.

Pierre looses an arrow into an undead Genoese's head.

Zenjin drives his sword up through an undead Mongol's chin. It comes out through the top of its head.

Alessia nurses the ailing Bishop Cabrini. Now she sees an undead Genoese stalking a terrified little girl.

As the undead Genoese prepares to make the little girl its lunch, Alessia smashes it in the head with a rock.

ALESSIA
Get away from her!!

The undead Genoese knocks Alessia down, steps on her as it chomps at her. She kicks at it desperately.

A SPEAR pierces the undead Genoese's skull. It falls away. Alessia glances up at Franco, who holds the spear.

FRANCO
Did he bite you?

Alessia is stunned, but shakes her head "no."

Franco consoles the little girl. It prompts a thin smile from Alessia.

Suddenly, a SHIP EXPLODES in fireball. Wood and other debris surge into the air, splash down into the water.

Everyone on land is startled. Before they can fully react a

SECOND SHIP EXPLODES

The fire rips through the last ship, jumps to sails. Lord Fausti, consumed by flames, falls into the water.

Franco, Alessia watch helplessly as the ships bend on their sides. Masts break, sails burn, and the boats sink, slowly.

FADE TO BLACK

A JARRING CACOPHONY of VOICES overlap almost randomly.

FADE UP FROM BLACK

EXT. SEAPORT - DAY

The rain has stopped as twenty confused women, children and older merchants eye the DESTROYED SHIPS. Black smoke swirls around. Several children whimper. Women console them.

Five Genoese soldiers are helped with their bite wounds. An INJURED SOLDIER cries out in pain.

Franco walks through the ragged, dazed crowd of survivors.

FRANCO

Gather your possessions. Whatever
is left. We must leave now.

Nicolas walks alongside Franco, agitated.

NICOLAS

Not one ship turned back. Not one.

Franco eyes Alessia who kneels by the dead Bishop Cabrini. He turns to a soldier.

FRANCO

Make sure Lady Adorno's horse is
prepared for her.

He joins other soldiers as they toss the bodies of the undead Genoese and Mongol soldiers onto a pile for burning.

Franco and Nicolas lift a dead Mongol together. The Mongol's chest armour slips down to reveal a PUNCTURE WOUND on his. Franco notices it, nods sharply to Nicolas.

FRANCO (CONT'D)

Set him down.

They set the Mongol down. Franco crouches over the body.

NICOLAS

What is it?

FRANCO

Enzo had the same mark. After the
creature attacked him.

Curious now, he walks over to a dead Genoese soldier, pulls his armour down to reveal a similar puncture wound.

Nicolas checks a dead Mongol soldier, signals to Franco.

NICHOLAS

This one has it as well.

Pierre and Alchemist Reggio join them. They eye more undead Genoese and Mongols who all have the same puncture wound.

EXT. CITY OF CAFFA - MAIN GATE - DAY

Zenjin and his Mongol soldiers approach the open drawbridge. Half of them have bloody bite marks wrapped with cloth.

Zenjin wears a trouble expression as he rides into the city.

EXT. MARKET SQUARE - MINUTES LATER

Zenjin dismounts his horse, approaches an indignant Jani Beg.

JANI BEG
(Mongolian; subtitled)
You were ordered to seize the
ships. Why were they destroyed?

ZENJIN
(Mongolian; subtitled)
The Genoese were storing black
powder. It ignited somehow.

Jani Beg scrutinizes him.

JANI BEG
(Mongolian; subtitled)
Is there something else?

Zenjin considers this.

ZENJIN
(Mongolian; subtitled)
There is nothing.

He is distracted as he walks on. Jani Beg watches him go.

EXT. FLATLAND - LATE DAY

Franco leads a slow procession of soldiers, women, children
and older merchants: It is about thirty five people in all.

Franco glances at Alessia who rides near him.

FRANCO
I'm sorry about your father, and
Lord Fausti.

ALESSIA
My father was a good man. Silvio
was... an arrangement. And I pity
every slave girl who ever had to
serve him.

It hangs there.

ALESSIA (CONT'D)
Where will we go now?

FRANCO

There's a Genoese village not far from here. We can get food and provisions.

ALESSIA

And then?

FRANCO

I haven't thought that far ahead.

He wants to assure her, but he is uncertain himself.

EXT. SHORELINE - LATE DAY

The SURF licks the rocks as Franco spots something up ahead.

EXT. SMALL VILLAGE - MOMENTS LATER

It is nestled just above a beach. SMALL HOMES, a CHURCH are clustered around a TOWN SQUARE. ROCKY HILLS rise in the b.g.

FIRES crackle here and there in the grass. Smoke swirls in bands. The place is hauntingly quiet.

Franco dismounts his horse, signals to the other soldiers.

FRANCO

Check it out.

SERIES OF SHOTS - THE SOLDIERS SEARCH THE VILLAGE

A.) In the CHURCH, Nicolas walks past rows of empty pews.

B.) In a HOME, Franco eyes chairs that are knocked over.

C.) In the TOWN SQUARE, two soldiers find a pair of men's sandals, as if someone ran right out of them.

D.) In ANOTHER HOME, Pierre notices curtains are CHARRED.

EXT. VILLAGE SQUARE - MINUTES LATER

Franco meets up with Nicolas, who looks perplexed.

NICOLAS

They left in haste. But it's not clear why.

Now a BANGING draws their attention to a home. A breeze makes a SHUDDER strike the outside wall. Franco watches it, intent.

FRANCO
Did anyone look in there?

INT. SMALL HOME - MOMENTS LATER

Franco grips his spear as the BANGING persists. He takes cautious steps toward a CLOSED DOOR.

He stops, listens.

In between BANGS, he hears SCRAPING behind the door. Franco raises the spear. Waits... now all at once he pushes the door open to reveal a terrified OLD MAN, 70.

OLD MAN
Mercy! Please! I beg you!

His eyes are wild with fear. He grabs Franco's forearm.

FRANCO
What are -- what are you doing?!

He pushes the man's hand away.

OLD MAN
Please, signore. Mercy! Mercy!

FRANCO
Where are the other villagers?

The old man rocks in place, murmurs to himself. Franco grows impatient.

FRANCO (CONT'D)
Come on then! What happened here?

The old man pulls his shirt collar down, reveals a PUNCTURE WOUND with charred edges -- identical to the earlier ones.

OLD MAN
It walked out of the shadows.

Franco can hardly believe what he's seeing.

MALE VOICE (O.S.)
(yelling)
Boats! There are boats!

Franco reacts to the voice, turns to a window.

EXT. BEACH - LATE DAY

An excited YOUNG SOLDIER, 21, waves at TWO THIRTY FOOT BOATS. The other soldiers gather around. Franco smiles.

FRANCO
They're not ships, but they should
fit all of us.

A Genoese soldier, CLAUDIO BORGHINI, 31, looks concerned.

CLAUDIO
And what about our horses?

FRANCO
We can't go overland. Jani Beg's
army runs patrols all the way to
Hungary.

PIERRE
We need to leave them behind.

A HEAVYSET SOLDIER, 40, blustery, looks doubtful.

HEAVYSET SOLDIER
How do we know these boats will
stay afloat once we get out to sea?

NICOLAS
If there are any more in your size
they certainly won't.

A few soldiers chuckle.

HEAVYSET SOLDIER
Go to hell, Spaniard!

FRANCO
We can follow the shoreline to
Galata. From there we will book
passage on a Genoese ship.

A few soldiers look hesitant, but they finally agree.

FRANCO (CONT'D)
Good. We will depart at first
light.

EXT. HILLSIDE - NIGHT

Franco, Nicolas and Pierre sit together on rocks. CRICKETS
CHIRP. THE MOON illuminates the landscape.

Nicolas shares orange wedges with Pierre, Franco.

NICOLAS

You are our acting captain, Franco.
One of those young fools should be
up here on first watch. Not you.

PIERRE

Why are you so dour, Nico?

NICOLAS

Just eat, Broussard. Preferably in
silence.

Franco eats a wedge of the orange.

FRANCO

It's alright. I can't sleep anyway.

They continue to eat. Now TWIGS crack nearby. Nicolas touches
his sword handle. Pierre reaches for his bow.

FRANCO (CONT'D)

Hold on.

He listens... now it becomes quiet again... Nicolas removes
his hand from the sword handle... now TWIGS crack louder.
Franco turns to his right and sees a

LARGE DARK FIGURE

walk into a cluster trees nearby. Franco stands up.

INT. HOME - NIGHT

Alessia lies on a small bed, eyes are open. She turns on her
side, glances over at a window as a

LARGE DARK FIGURE

walks past it. Alessia sits up, alarmed.

EXT. SMALL VILLAGE - NIGHT

The young soldier who found the boats urinates. Something
APPROACHES HIM FROM BEHIND, but he is unaware.

The young soldier continues to pee as the heavysset soldier
walks up from behind. He glances down at the young man's
private area, flashes a crooked smile.

HEAVYSET SOLDIER
 Are you sure you're not English
 with that little prick? Huh?

YOUNG SOLDIER
 Little? You are as bloated as you
 are blind, man.

He scoffs, turns away as a LONG TALON pierces his eye socket and SIZZLES. He moans in stunned agony.

The heavysset soldier stumbles backward in horror.

HEAVYSET SOLDIER
 Holy Christ!
 (shouting)
 SOLDIERS!

He fumbles for his sword as a talon pierces his throat.

EXT. HILLSIDE - MOMENTS LATER

Franco, Nicolas and Pierre approach the village as SOLDIERS SHOUT nearby.

EXT. SMALL VILLAGE - MOMENTS LATER

Soldiers run from all directions with swords drawn. Amid the confusion, a few curious children step outside.

Franco waves to the women standing with the children.

FRANCO
 Back inside! Get the children
 inside!

He sees the heavysset soldier on his knees, grabs his arm.

FRANCO (CONT'D)
 What happened? Who did this?

The heavysset soldier clutches his throat, unable to speak, bleeds from his mouth.

Franco watches soldiers run past him. Now SCREAMS of agony draw his attention toward the water.

EXT. BEACH - MOMENTS LATER

Three soldiers hold their necks as their wounds SIZZLE. One falls to his knees, barely conscious.

Franco joins Claudio, Nicolas and Pierre as they see a
LARGE DARK FIGURE

like the one from the cave, but it's not fully revealed.

NICOLAS
What in Hell?!

The figure levels two long talons at the men and FIRE surges from them like flamethrowers.

FRANCO
Get down!!

The men hit the ground as the flames fly over them.

An injured soldier is set ablaze. Another soldier knocks him to the ground, throws sand on him to douse the flames.

Franco looks through the flames and sees the

CREATURE IN ITS ENTIRETY

It is well over six feet tall with skin like crimson leather, a vaguely human head and musculature, clawed feet, red eyes, and no discernible nose or mouth. It's ABSOLUTELY TERRIFYING!

Franco and the men look on in shock. This is something beyond their worst nightmares.

The FLAMES continue to spray from the talons. They reach the two boats, which start to burn.

Alessia stands at a distance, mesmerized by the creature.

Franco and the soldiers are on their feet as the fire fades, but the creature suddenly disappears.

NICOLAS
Where is it?! Where did it go?!

The men form a tight circle. Their weapons are raised. Their fear level is off the charts.

Franco scans the area with his eyes, spots something.

FRANCO
There!

He leads the men toward a SMALL DUNE. Just as they start to ascend it the creature rises before them.

Franco shouts as he spears the creature in the chest. A talon whips around, knocks the spear from his hands.

FRANCO (CONT'D)
Finish it!!

Nicolas swings his sword, slices the creature's chest, but the WOUND HEALS immediately.

Confounded, Franco unsheathes his sword quickly, brings it down and severs one talon.

The creature releases an EAR SPLITTING ROAR and disappears.

EXT. SMALL VILLAGE - NIGHT

Franco watches soldiers help the wounded to walk.

FRANCO
Bring them to the church. Alchemist
Reggio will tend to them.

He approaches a shaken Alessia.

ALESSIA
What was that *thing*?

FRANCO
It's not safe here. You should be
inside. At least until we return.

ALESSIA
Return?!

Franco waves Nicolas over.

FRANCO
Find two men who can ride. The
creature is injured. I want to end
this. Tonight.

He eyes Alessia whose face says "are you kidding me?"

EXT. CLUSTER OF TREES - NIGHT

The creature is silhouetted by the moon as it takes labored steps. Its injured arm oozes a BLACK LIQUID and BLOOD.

The creature stops walking, raises its good talon, presses it against the wound, which starts to SIZZLE as it cauterizes.

The creature let out a series of short, pained roars. Now it swings its talon around, slices a SMALL TREE right in half.

EXT. HILLSIDE - NIGHT

Franco rides with Nicolas, Pierre, Claudio and a TALL SOLDIER. He signals ahead. The men ride faster.

EXT. CLUSTER OF TREES - NIGHT

The men dismount and eye a patch of BURNING MOSS. The dim flames highlight black ooze on nearby rocks.

NICOLAS

It was here.

BRANCHES BREAK nearby. Franco realizes something.

FRANCO

It never left.

A RUSTLE of LEAVES prompts the men to raise their weapons.

PIERRE

Do you see anything?

FRANCO

Stay close.

Suddenly a talon pierces the darkness, stabs the tall soldier right through the temple. His eyes lose life, his body drops to the ground. The other men are startled, jump back.

NICOLAS

Bastard!!

The men turn in slow 360s, unsure which of them will be the next to go.

Franco listens to a RUSTLING in the distance, like something is running away.

EXT. HILLSIDE - NIGHT

Franco and the others ride at full speed.

FRANCO

Don't let it get to the cave!

Nicolas readies his sword as they near the CAVE MOUTH.

Franco raises his spear, lines it up to throw.

The creature turns back to the men, levels its talon, shoots FLAMES along the ground in front of them.

The horses rear as a wall of flames rises before them. Franco looks through the flames and sees the

CREATURE'S RED EYES

They are fixed on him: furious, hateful.

Franco rides to the end of the flame wall, turns toward the cave mouth again and...

... the creature is gone. Frustrated now, Franco throws his spear into the ground.

EXT. SMALL VILLAGE - DAWN - ESTABLISHING

A BLAZING RED SUN rises over the Black Sea. Smoke swirls in the air from the two burned out boats.

INT. CHURCH - DAWN

Franco stands with Alchemist Reggio, eyes the five soldiers who were injured by the undead Mongols and Genoese. They lie on pews, delirious, their throats bloated from plague.

ALCHEMIST REGGIO

They showed the first signs of the fever after you left. It's grown worse by the hour.

FRANCO

Can you do anything for them, Reggio?

ALCHEMIST REGGIO

God has the final say here. My capabilities are limited.

A moment of silence.

ALCHEMIST REGGIO (CONT'D)

The soldiers who attacked these men had all died of pestilence, yes?

FRANCO

(nods grimly)
Their bodies were to be burned.

ALECHEMIST REGGIO

And all of them bore the same wound
on their skin.

Franco looks distracted, starts to walk on.

FRANCO

See that they are comfortable.

ALCHEMIST REGGIO

Something awakened those men from
the dead, Ravenna.

Franco stops walking, impatient now.

FRANCO

I am aware of this, Alchemist. But
what can I do about it now?

ALCHEMIST REGGIO

Perhaps you can find out *how*.

Franco considers this.

EXT. VILLAGE SQUARE - DAY

Franco straps a canvas sack to his horse's saddle. Nicolas
and Pierre look concerned.

PIERRE

There has to be another way.

FRANCO

We have lost five men, and more are
injured. There *is* no other way.

NICOLAS

You could be walking into almost
certain death, Franco.

Franco turns to Nicolas, resolute.

FRANCO

You saw what that beast did, yes?
Next time we'll have half the men
to defend against it... I am
willing to take this chance.

He mounts his horse. Nicolas shakes his head.

NICOLAS

You're not dying alone then.

He mounts his horse. Pierre does the same.

EXT. ENORMOUS CAVE - DAY

The creature descends into the hollow. Its movements are fluid, effortless, despite the missing talon.

TWO LARGE SLITS in its upper chest vibrate open as it makes the INTERMITTENT CLICKING SOUND.

Now the creature stops. Waits. Now an IDENTICAL, MORE DISTANT CLICKING SOUND can be heard -- like something is responding.

EXT. CITY OF CAFFA - MAIN GATE - DAY

Franco, Nicolas and Pierre sit on their horses outside the closed drawbridge. They exchange an uncertain look.

TOP OF NORTH WALL - SAME TIME

Jani Beg stands with Zenjin, scrutinizes them.

JANI BEG

(Mongolian; subtitled)

What tricks are these Genoese up to?

ZENJIN

(Mongolian; subtitled)

They have no army behind them. Perhaps we should hear them out.

Jani Beg signals to three Mongol archers, who nock arrows, aim them downward.

Franco, Nicolas and Pierre notice the archers who are poised to shoot them.

PIERRE

This will not be a dignified death.

FRANCO

I'm aware of that, Pierre.

Nicolas blesses himself. Franco takes a long, deep breath.

The Mongol archers lower their bows, disappear from view.

A TRUNNION engages, the drawbridge starts to lower.

Franco, Nicolas and Pierre realize they won't die just yet.

INT. COMMANDER'S QUARTERS - DAY

Franco, Nicolas and Pierre are led by Mongol soldiers to a long table where Jani Beg sits. Zenjin stands to his right.

JANI BEG
Don't waste my time, Genoese.

FRANCO
Very well then.

He lifts the canvas sack, turns it over. The severed talon drops onto the table. Black liquid and blood ooze out. The Mongols jump back. Jani Beg stands up, furious.

JANI BEG
You come *here* and show insolence?!
I will have you impaled!

FRANCO
I meant no disrespect, but I did not think my words alone would convince you.

Jani Beg eyes him intensely, nods for him to continue.

FRANCO (CONT'D)
Before we went to battle, these men and I discovered a creature living in the hills, deep inside a cave.

JANI BEG
A creature...

FRANCO
It wounded one of my men.
(points to the talon)
With *this*. That man died of the pestilence within two days.

JANI BEG
Take them! Now!

Mongols grab Franco, Nicolas and Pierre. Franco struggles to break free, leans over the table, more passionate.

FRANCO
Yesterday, men that you ordered us to burn awoke from the dead, attacked us, and destroyed our ships. Many people died.

Jani Beg signals his men to back off, looks Franco over.

JANI BEG
Dead men attacked you.

Franco nods, albeit self-consciously. Jani Beg stares at him. The silence becomes deafening. Now Jani Beg laughs. His men laugh with him. Franco is not amused as he nods at Zenjin.

FRANCO
He was there.

The laughter stops abruptly. Jani Beg glances at Zenjin.

JANI BEG
Is it true, Zenjin? This tale of
men rising from the dead?

Zenjin does not confirm or deny. Franco is incredulous.

FRANCO
The fact is many more will die if
nothing is done --

JANI BEG
(cutting him off)
Why have you come here?! Why?

FRANCO
Because I don't have the men to
hunt the creature. But you do.

Jani Beg's eyes narrow as he looks Franco over.

EXT. CITY OF CAFFA - MAIN GATE - DAY

Franco, Nicolas and Pierre ride over the drawbridge. Their faces are bruised, like they've been beaten up.

Jani Beg watches them go. He glances at Zenjin, tosses the talon near his feet.

JANI BEG
(Mongolian; subtitled)
Bury it. Hang them if they return.

He walks on. Zenjin's eyes remain on Franco and the men.

EXT. BEACH - DAY

Franco stands in a burned out boat, feels the charred wood.

FRANCO
It is burned right through.

Nicolas stands in the other boat.

NICOLAS

This one as well. It cannot be repaired.

Franco kicks his boat in frustration. Now something down the beach catches his eye. He steps out of the boat.

MOMENTS LATER: The old man Franco discovered sits against a rock. The surf washes over his feet. He is dead, his throat is bloated and red. But he looks at peace.

Franco turns toward the village, wears a bleak expression.

EXT. FLATLAND - DUSK - ESTABLISHING

Five Mongol soldiers ride across the flatland toward Caffa.

EXT. CITY OF CAFFA - MAIN GATE - MOMENTS LATER

The five Mongol soldiers approach the open drawbridge. The last soldier in line is suddenly yanked from his horse.

A grunt from his horse prompts the next soldier in line to glance back. Now he is yanked from his horse.

A THIRD MONGOL SOLDIER turns back, eyes widen.

THIRD MONGOL SOLDIER

(Mongolian; subtitled)

Arm yourselves!!

A talon strikes him in the jaw, SIZZLES on contact. His horse rears and throws him.

The two remaining soldiers are struck with the talon in quick succession, cry out in pain. There is SHOUTING now from inside the city walls.

CITY OF CAFFA - MARKET SQUARE - MOMENTS LATER

Zenjin exits the Citadel as Mongol soldiers shout and run in all directions. He grabs a MONGOL ARCHER and stops him.

ZENJIN

(Mongolian; subtitled)

What is going on here?!

MONGOL SOLDIER
 (Mongolian; subtitled)
 We're under attack!

Zenjin watches as a HORSE WITH NO RIDER canters past him. He turns toward the drawbridge and sees a

CREATURE

It is just like the one earlier but this one has TWO talons. Several cautious soldiers stand before it with swords drawn.

Zenjin signals to soldiers up on the walls.

ZENJIN
 (Mongolian; subtitled)
 Archers! Archers!

The creature's talons ignite and spray flames. Several Mongol soldiers are set ablaze. Zenjin looks horrified.

ZENJIN (CONT'D)
 NO!

He draws his sword, runs at the creature. Burning soldiers scream, fall around him. Zenjin raises his sword to strike as

BRIGHTLY COLORED WINGS, like on a wing suit, unfold on the creature's back.

Zenjin looks dumbstruck, as the creature flies straight up the north wall.

TOP OF NORTH WALL - MOMENTS LATER

Mongol archers ready their bows. Suddenly, a talon goes down the row of them, stabbing them in their heads, necks, chests.

A SWORDSMAN screams as he rushes the creature. A talon whips around, severs his head.

TOP OF STONE STAIRWELL

Zenjin is winded as he gets runs up and sees the creature standing on a guard tower.

Now a ROAR behind Zenjin draws his attention to the CREATURE WITH THE MISSING TALON. It stabs a Mongol soldier.

Zenjin realizes now there are two of these things!

MARKET SQUARE - SAME TIME

Jani Beg looks shocked as he sees the

CREATURE ON THE TOWER

It is illuminated by the FLAMES rising from below.

TOP OF THE WALL - SAME TIME

Zenjin pushes past soldiers, makes his way toward the creature with the missing talon. It suddenly turns around, glares at him with its blood red eyes.

Zenjin stops, sword shakes in his hands. Now the creature with the missing talon spreads its own wings, which are not colorful at all. Both creatures fly away.

Zenjin lowers his sword, sees Jani Beg who stands nearby, wears a grave expression.

INT. UNDERGROUND QUARANTINE AREA - NIGHT

Zenjin, Jani Beg eye a dozen Mongols lying on cots, including the one whose undead brother bit his cheek off. All of them have bloated throats, putrid black boils. TORCHES flicker.

ZENJIN

(Mongolian; subtitled)

It happened just as the Genoese said. The dead awoke.

Jani Beg grabs his arm, bristling.

JANI BEG

(Mongolian; subtitled)

And you chose to say nothing?!

Zenjin wears a remorseful look. Jani Beg shakes his head.

JANI BEG (CONT'D)

(Mongolian; subtitled)

I can not risk what is left of my Army to chase monsters.

ZENJIN

(Mongolian; subtitled)

Then allow me to.

Jani Beg looks surprised by the request.

EXT. SMALL VILLAGE - NIGHT - ESTABLISHING

CHILDREN SING a gentle lullaby (o.s.) as thousands of FIREFLIES light up the darkness.

INT. HOME - NIGHT

Delighted children sing as they watch fireflies enter through open windows and land on their palms.

Women hold the smallest children, who shriek and giggle in reaction to their silent, bioluminescent visitors.

Alessia smiles as she watches this serene moment play out. Now she excuses herself and leaves.

INT. ANOTHER HOME - NIGHT

Franco is out of his armour, washes his hands in a small basin of water. CANDLES flicker in nearby sconces.

He flicks his hands to dry them off, rubs his tired eyes.

Now he sees Alessia in the doorway. She smiles lightly.

ALESSIA

The children are asking how long we
will be here. I suppose I am
wondering the same.

She walks slowly toward Franco, runs a hand over a flame.

FRANCO

Genoese ships still sail this way.
One could arrive before long.

ALESSIA

That could take weeks. Even months.

Franco acknowledges this. Alessia stops walking.

ALESSIA (CONT'D)

My father once told me his biggest
regret was not following his heart.

FRANCO

Your father was a wise man.

Alessia continues to walk closer to Franco.

ALESSIA

What does your heart tell you?

FRANCO

(short pause)

That I should not wish for things
that cannot be.

ALESSIA
Why so little faith, Franco?

FRANCO
I am in love with the daughter of a lord, yet I am only a common soldier. It would be unacceptable.

ALESSIA
Unacceptable... hmm... well, I must let you know that tradition is the least of my concerns...

She takes his hand, places it against her stomach.

ALESSIA (CONT'D)
... and I do not wish to live with regrets.

Franco looks surprised as he feels her stomach.

FRANCO
You are certain?

ALESSIA
There is no doubt... and I never let Silvio touch me. Not in that way.

Franco looks inspired now. He takes her in his arms.

FRANCO
I will move worlds to see that you return safely home. Both of you.

Alessia presses herself against his chest. They share a look of love, passion. Their hands are all over each other. Now they go in for a kiss, just as Franco notices

Pierre standing in the doorway, looking pretty awkward.

FRANCO (CONT'D)
What is it?

PIERRE
You should see for yourself.

Franco's expression says "what now?"

INT. CHURCH - NIGHT

Twin soldiers lift the dead body of the young soldier whose eye was injured by the creature. His throat is red, bloated. Franco, Alchemist Reggio stand nearby.

ALCHEMIST REGGIO

I have not seen the fever work this fast. Not one of them survived.

Franco eyes the dead heavysset soldier.

FRANCO

The bodies should be burned. We can not have the children going near them.

Franco glances over at Nicolas, Pierre, Claudio and the twin soldiers.

FRANCO (CONT'D)

This is all that's left of us?

The men share a collective moment of uncertainty.

Suddenly, Nicolas draws his sword and assumes a defensive stance.

NICOLAS

Franco!

Franco glances toward the entrance and sees

ZENJIN AND FOUR MONGOL SOLDIERS

They stand just inside the church entrance.

Franco reaches for his sword, but realizes he's not wearing it. A moment of tense silence before.

ZENJIN

We are not here to fight.

Franco's caution becomes curiosity.

EXT. CHURCH - MINUTES LATER

Zenjin, Franco walk away from the church. The other solders walk several yards behind them.

ZENJIN

You will lead my men and I to the cave. The one you spoke of.

FRANCO

It is not safe to go in there. I told you my man was attacked --

ZENJIN

I am not asking, Genoese!

They stop walking. Zenjin's energy is menacing. Franco looks conflicted, eyes the homes where the Genoese survivors are, where Alessia sleeps with his unborn child.

FRANCO

Your army must bring everything at its disposal. I would not take any chances.

ZENJIN

We ride at dawn. I want to destroy these creatures where they live.

Franco looks unsure now.

FRANCO

What do you mean *creatures*?

EXT. ROCKY CLIFF - NIGHT

The creature with two talons eyes the BLACK SEA, makes the CLICKING SOUND, as the creature with one talon approaches.

The creature with one talon, THE MALE, touches his talon to the abdomen of the creature with two talons, THE FEMALE.

The female's abdomen lights up with upon male's touch, like an MRI scan, reveals the outline of several round objects in her belly. She is pregnant.

The male releases a short roar, like a celebratory shout, but far more terrifying. The female lets out a louder roar.

The creatures' roars become frenzied. They stretch their arms out like two dark overlords presiding over their kingdom.

EXT. SMALL VILLAGE - DAWN

Franco, Nicolas Pierre and Claudio walk to their horses. The twin soldiers walk behind them. Nicolas looks agitated.

NICOLAS

So we are supposed to trust these Muslims?

FRANCO
Trust has nothing to do with it.

PIERRE
They'll cut our throats before the
creatures have a chance.

FRANCO
If I refuse the request they will
hang us. Or have us impaled.
Depending on the Khan's mood.

NICOLAS
They are godless men.

Franco stops walking, looks impatient.

FRANCO
Our oath is to protect our people.
That is what I plan to do.

Now he sees Alessia standing nearby, walks over to her.

FRANCO (CONT'D)
I'm leaving two men here. They
should help with any daily chores.

ALESSIA
How long will you be gone?

Franco shrugs with uncertainty.

FRANCO
If a ship arrives see that the
people get on it. Don't wait for
us.

ALESSIA
Stop. I won't hear that.

FRANCO
We can not risk lives, Alessia

Alessia covers his mouth with her fingers to quiet him. Now she takes his hand, turns the palm up, places a PINK AZALEA on it.

ALESSIA
The flower is said to ensure a safe
return. I expect nothing less from
you, Franco Ravenna.

She smiles bravely, but her concern is palpable. Franco looks touched, closes his fingers around the flower.

FRANCO

I will not disappoint you.

He strokes Alessia's face gently. Now their moment is interrupted as Zenjin approaches on horseback with the four soldiers from the previous night.

MOMENTS LATER: Franco walks up to Zenjin, looks curious.

FRANCO (CONT'D)

Where are the rest of your men?

ZENJIN

You are wasting my time, Genoese.

Nicolas shakes his head, incredulous.

NICOLAS

You mean to say the Khan commands an entire army and he sends only five of you?

ZENJIN

Do not disregard him if you value your head!

FRANCO

My man is right. Just *one* of those creatures killed six of our men. How do you expect to defeat more of them with just us?

ZENJIN

By fighting harder.

Franco looks incensed by Zenjin's dismissive manner. He glances back at Alessia, wears a grave expression.

EXT. FLATLAND - DAY

The Genoese and Mongol soldiers ride toward the hills.

Franco and Zenjin ride side by side. In a competitive move, Zenjin reins his horse, pulls ahead of Franco.

Franco's face says "you want to play?" He pulls up alongside Zenjin, who looks annoyed, does not acknowledge him.

EXT. HILLSIDE - DAY

DORGI GHAZAN, 29, one of Zenjin's men, kneels and recites a Muslim prayer in Mongolian. Zenjin signals to his other men.

ZENJIN
Argun! Houlun!

ARGUN TIMUR, 34, and HOULUN CHINBATYN, 31, remove powder horns from their saddle bags. Franco looks alarmed.

FRANCO
Wait! You're not seriously going to bring black powder in there?

ZENJIN
My men are skilled, Genoese. They have done this before.

FRANCO
I don't care if they're the best in the entire world! They could blow us all to pieces.

ZENJIN
Swords and spears will not be enough. We both know this. The powder comes with us.

He walks on. Nicolas steps up alongside Franco.

NICOLAS
With any luck they'll blow themselves up right now.

Franco shakes it off, grabs a length of rope off his horse.

FRANCO
(to Zenjin)
Two men should remain here.

Zenjin gestures to a fourth Mongol, BATBAYAR SHATAR, 32.

ZENJIN
(Mongolian; subtitled)
Batbayar. Stand guard.

Franco turns to Claudio.

FRANCO
Use caution, Borghini.

Claudio acknowledges. Franco pats his chest encouragingly.

Dorgi finishes his prayer. The men stand together now as they take a long, uncertain look at the cave mouth.

INT. ENORMOUS CAVE - MOMENTS LATER

Dorgi, Nicolas hold torches as the men enter. WATER drips from stalactites. Franco nods straight ahead.

FRANCO
It's this way.

The Genoese and Mongol soldiers eye each other suspiciously as they continue on.

INT. CAVE PASSAGE - DAY

Dorgi, Argun and Houlun walk ahead of the others. Franco looks bothered by it.

FRANCO
They are getting too far ahead.

ZENJIN
(Mongolian, subtitled)
Keep an eye on these men.

Dorgi, Argun and Houlun slow down, keep their eyes locked on Franco, Nicolas and Pierre.

FRANCO
What did you tell them?

ZENJIN
To be careful.

Franco looks doubtful as they walk on.

EXT. HILLSIDE - DAY

Claudio, Batbayar stand just down the hill from the cave.

CLAUDIO
We are exposed here. I think we should move up by those rocks.

Batbayar eyes him blankly. Claudio looks exasperated, walks up to a pile of LARGE ROCKS. His horse is tied to a nearby tree, grunts and paws at the ground.

CLAUDIO (CONT'D)
Easy now.

Batbayar listens to HEAVY FOOTFALLS, like something is running through a nearby small forest.

Claudio reaches for a dagger in a shoulder scabbard.

Batbayar slowly unsheathes his sword.

The FOOTFALLS in the small forest get closer.

INT. MASSIVE CAVERN - DAY

Franco, Zenjin and the others stand before

THE HOLLOW

There is no yellowish light now; the torches provide the only illumination.

Argun takes a sudden step forward. Franco throws an arm in front of him, blocks his path.

FRANCO

Wait!

Argun is indignant, tries to push ahead anyway.

ZENJIN

Argun.

He shakes his head like "listen to him." Franco signals for the men to move forward, but slowly.

The torches reveal the hollow's JAGGED ROCK WALLS. The light quickly drops off into darkness.

NICOLAS

How far down does it go?

Without hesitating, Dorgi tosses his torch into the hollow. Two seconds later it reaches the bottom, FLICKERS almost a hundred feet below.

MOMENTS LATER: A LENGTH OF ROPE is secured to a large stone. Franco tosses it down into the hollow. Now the men glance at each other like "who's first?"

INT. HOLLOW - DAY

The men cling to the rope as they descend in the following order: Dorji, Pierre, Argun, Nicolas, Zenjin, Franco, Houlun.

HOLLOW FLOOR - MOMENTS LATER

Dorgi picks up his torch. Pierre, Argun, Nicolas, Zenjin and Franco reach the floor in quick succession.

Houlun loses his footing, hits the floor hard and groans.

FRANCO
(trying to whisper)
Quiet! He'll wake the dead!

ZENJIN
You don't give my men orders!

NICOLAS
You Muslim fools will get us all
killed!

An angry Argun gets in Nicolas' face, but Nicolas won't back down. Franco steps between them.

FRANCO
Enough! This is not what we came
here to do.

Argun, Nicolas are still ready to fight.

ZENJIN
He's right.

Zenjin signals to Dorgi to help Houlun. Argun finally backs away from Nicolas, who CRACKS his own neck.

INT. LARGE PASSAGE - MINUTES LATER

The men are dwarfed by its enormity as they walk on.

Nicolas and Dorgi approach a cave wall, raise their torches in unison. The men look spellbound as they view

CAVE DRAWINGS: VARIOUS SYMBOLS AND SOPHISTICATED RENDERINGS

PIERRE
What is this?

Dorgi runs his hand over a drawing.

DORGI
(broken English)
It is a story.

NICOLAS
So men have lived here before?

Dorgi holds his torch closer to the wall.

DORGI
Not men.

A DRAWING OF CREATURES LIKE THE ONES THE MEN ARE FIGHTING.

DORGI (CONT'D)

A tribe came many years ago from a place that was dying...

A DRAWING OF SEVERAL PLANETS. ONE PLANET IS MORE PROMINENT.

DORGI (CONT'D)

... a place far from here, not of this world...

A DRAWING OF CREATURES KILLING CHINESE WARRIORS, WHO HAVE BLOATED THROATS, BOILS ON THEIR NECKS.

DORGI (CONT'D)

... they brought with them a death that consumed men from the inside.

Franco scrutinizes the drawing, realizes.

FRANCO

The pestilence... *they* brought it here?

Zenjin nods to himself as he recalls something.

ZENJIN

As a young man I watched men die of fever. Their throats were red, their bodies smelled of rot. Some spoke of creatures attacking them in the night. We all believed them to be mad. The elders would ask "why have we not all seen these creatures?"... as years passed I heard nothing more of the fever, until our men started dying of it.

FRANCO

You're saying the creatures have been here all this time.

The men share a look like "holy shit."

A DRAWING OF THE CREATURES: MANY LOOK SICK, THEIR SKIN IS DISCOLORED.

Dorgi holds his torch up now to see better.

DORGI

Most of the tribe died.

ZENJIN
What killed them?

Dorgi shakes his head like "I don't know." Now he points to something further up the wall.

DRAWING OF HUNDREDS OF THE CREATURES STANDING TOGETHER.

DORGI (CONT'D)
Now those of the tribe that remain
will grow their numbers and make
this world their home...

**DRAWING OF HUMANS LYING DEAD, COVERED IN WHAT LOOKS LIKE
BLACK SOOT**

DORGI (CONT'D)
... and before long men will be
consumed by the great death, until
there are none left to fight.

The men share a weighty look.

EXT. HILLSIDE - DAY

The footfalls in the small forest have stopped. Batbayar lowers his sword. Claudio looks guarded as he scrutinizes something.

CLAUDIO
I can see something in there.

Both men are distracted now by the CLICKING SOUND, which comes from behind them in a cluster of trees. A DARK FIGURE, concealed by foliage, approaches at high speed.

A moment later the male creature runs out and roars.

Claudio stumbles and falls behind the pile of rocks.

The male overwhelms Batbayar, the lone talon stabs his chest over and over, lifts him in the air, throws him several feet.

Claudio is dazed, struggles to pull himself up.

Batbayar staggers to his feet, bleeds from his chest, faces the male. Now he hears the CLICKING SOUND right behind him. As he turns around the

FEMALE CREATURE

emerges from the small forest, stabs him in the back with both talons, which go right through him. He cries out.

Claudio watches in horror from behind the rocks.

The creatures stand over Batbayar's body, make the CLICKING SOUND. Now the male stabs a talon into Batbayar's neck.

The female suddenly looks around. Her movements are sharp, like she senses something. She turns toward the cave mouth and releases a furious roar.

INT. CAVE PASSAGE - DAY

Franco and the men walk toward the DULL YELLOWISH LIGHT, which partially illuminates the passage.

Franco sees something on the cave floor, signals to Nicolas.

FRANCO
Nico. Your torch.

Nicolas holds out his torch, reveals hundreds of dead rats. Their bodies are completely sunken in.

Nicolas moves the torch to reveal a dead Mongol soldier. The man's skin is ashen, his face, body are sunken in, just like the rats. A hideous sight.

Zenjin is shocked as he looks the body over.

Dorgi holds out his torch to reveal more dead Mongol and Genoese soldiers. They all have the same gaunt appearance.

NICOLAS
What happened to them?

Franco sees a pool of dried blood near his feet, realizes.

FRANCO
They've been drained.

EXT. HILLSIDE - DAY

Claudio struggles to stand up, sees that Batbayar is not on the ground anymore.

Now Claudio staggers out from behind the rocks, holds his rib cage. A low MOAN prompts him to turn.

Batbayar stands a few yards away. His posture is normal, but his eyes are lifeless, the pupils are red.

Claudio looks wary. He has seen this before.

The undead Batbayar does not move, just stares at Claudio.
 Claudio raises his dagger in his shaking hand.

CLAUDIO
 Dear God. Give me strength.

Now Batbayar charges him. Claudio raises the dagger, shouts as the undead Batbayar lunges at him.

INT. CAVE PASSAGE - DAY

The men are spaced out as they walk. Zenjin walks with Dorgi who prays quietly to himself.

Franco walks apart from the others, follows the YELLOWISH LIGHT to a WIDE CREVICE IN A WALL. He looks through it, sees murky yellowish lighting on the other side.

Now he glances at the floor just inside the crevice, sees a COCOON-LIKE OBJECT. It is nearly a foot in length, dark reddish in color, and its outer skin glistens.

Franco steps through the crevice. Curious, he reaches down toward the cocoon. His hand brushes the skin. A clear film comes off on his fingers. He recoils at a touch.

The cocoon twitches. Franco backs up. It twitches again.

CAVE PASSAGE - MOMENTS LATER

Franco joins the other men, signals back toward the crevice.

FRANCO
 I think you should see this --

He stops, realizes they are all focused on something further down the passage in the direction of the hollow.

FRANCO (CONT'D)
 What is it?

Nicolas nods at what looks like a LARGE SHADOW ON A WALL, as the YELLOWISH LIGHT SUDDENLY FADES TO BLACK.

The men stand in darkness, continue to watch whatever it is until the YELLOWISH LIGHT PULSES ON again.

PIERRE
 It could just be a shadow.

Zenjin eyes it carefully.

ZENJIN

Shadows don't move on their own.

THE SHADOW moves as the YELLOWISH LIGHT FADES TO BLACK. The INTERMITTENT CLICKING SOUND can be heard in the darkness.

Franco, Nicolas, Pierre know that sound. A look of terror overwhelms them.

FRANCO

We need to move. Right now!

THE YELLOWISH LIGHT PULSES ON AGAIN to reveal that the male and female stand side by side facing the men. The male acts first, levels its talon at the men.

Franco backs up quickly.

FRANCO (CONT'D)

Run! RUN!

The men run as the male's talon unleashes a stream of FIRE.

INT. CAVERN - A MINUTE LATER

The men stumble and slip as they run. ROARS echo from behind them.

They stop now as they come to a MOUND OF BROKEN ROCKS, which block the passage completely.

NICOLAS

We're trapped! It's impassable.

The ROARS get closer. Zenjin signals to Argun, Houlun.

ZENJIN

(Mongolian; subtitled)

Prepare the powder.

Argun, Houlun grab their powder horns and rocks flints.

FRANCO

Wait! Wait!

ZENJIN

There is no time, Genoese!

(to his men)

Do it!

As the Mongols continue, Franco raises a hand sharply.

FRANCO
Do you feel that?

Zenjin's face says "what do you mean?" Now the torch flames start to flicker from a current of air.

PIERRE
I feel it. There must be another way out.

Nicolas and Dorji's torches now reveal a SECOND PASSAGE. This one is passable.

INT. PASSAGE - MOMENTS LATER

The men climb a twenty foot ROCK WALL and use small ledges for footing. Daylight streams through an opening at the top. The opening is small, but a man could fit through it. WATER washes in and dribbles down to the floor.

Houlun stands below on the floor, adjusts his powder horn, grabs the rock wall to start climbing.

A LOW ROAR prompts Houlun to turn around and face

THE MALE CREATURE

standing in the shadows watching him.

Franco pulls himself to the top of the wall, glances down, sees the creature. He signals urgently to the other men.

FRANCO
Come on! Quickly!

Zenjin looks down and sees Houlun.

ZENJIN
Houlun!

Houlun considers trying to climb, but the male moves in closer. Houlun draws his sword.

The male steps toward Houlun like a large cat stalking its prey.

Houlun swings his sword, just as the talon stabs at him.

Zenjin reaches the top of the wall, sees Houlun with the talon in his neck.

ZENJIN (CONT'D)
NO!

Pierre shoots an arrow, strikes the male in the chest. The male roars, slices the arrow in half with the talon.

Houlun staggers as the male's talon stabs him again.

Franco and the men watch helplessly.

Houlun is stabbed in the back now, but this time the male lifts him off the ground. Houlun moans in pain.

The male roars at the men, as if to say "come and get him."

Zenjin is furious, starts to climb down. Franco grabs him.

FRANCO

Don't do it! You'll die as well!

Zenjin pushes him away.

ZENJIN

I can't just stand by!

Houlun's feet dangle in the air. He is weak, but he is able to pull the top off his powder horn, holds a stone flint in his shaking hand, glances up the wall.

Zenjin realizes what Houlun is doing, signals to the other men as he quickly climbs back up the wall.

ZENJIN (CONT'D)

Get down!!

The men hit the deck.

Houlun strikes the flint against his sword. SPARKS fly as he touches it to the powder. An EXPLOSION rocks the cave...

... it is followed by an eerie silence...

The men watch in anticipation as the smoke clears.

FRANCO

Do you see it?

NICOLAS

No. It could not have survived that.

They eye the dissipating smoke, which reveals the

MALE CREATURE

is still alive and stands right where he had been.

THE MEN

look crestfallen. Now a low roar turns their attention to the

FEMALE CREATURE

as she appears through the smoke, stops near the rock wall.

THE MEN

ready their weapons.

THE FEMALE

Her colorful wings suddenly open.

FRANCO

looks shocked.

FRANCO

It flies?!

ZENJIN

Both of them do.

Franco gives Zenjin a wary look.

FRANCO

Is there anything else I should
know?

A SURGE OF WATER splashes through the opening and rushes past the men as it cascades down the rock wall.

THE FEMALE

starts to take flight as water splashes off the wall, douses her waist and legs. She shrieks as her SKIN STEAMS upon contact, MELTS AWAY. She suddenly retreats into the darkness.

The men look stunned by what happened, but they waste no time as they file out through the opening.

EXT. ROCKY CLIFF - MOMENTS LATER

The men inch along a slippery rocky ledge. Water from the Black Sea splashes against rocks just below them.

EXT. HILLSIDE - LATE DAY

Franco kneels over Claudio, eyes BITE MARKS on his arms.

FRANCO
 Claudio, what happened?

Claudio is too weak to reply. Franco sees the bloody dagger on the ground nearby, signals to Nicolas and Pierre.

FRANCO (CONT'D)
 Help me get him up.

Nicolas, Pierre help him to lift Claudio to his feet.

Zenjin kneels over the dead Batbayar, eyes a bloody knife wound in his temple. He glances over at Claudio, agitated.

Zenjin looks back at Batbayar and sees SEVERAL HOLES BURNED into his armor.

MOMENTS LATER: Franco walks toward his horse. A HAND touches his arm. He turns around sharply to face Zenjin. They share an uneasy glance. Zenjin nods toward Claudio.

ZENJIN
 What did he tell you?

FRANCO
 Your man was already dead when he took the dagger to him.

It hangs there. Zenjin's face says "I get it."

ZENJIN
 We should make camp.

Franco nods in agreement.

INT. ENORMOUS CAVE - CAVERN - LATE DAY

The YELLOWISH LIGHT is steady. The female, her skin scarred from the water, drags a dead Genoese soldier with black boils on his neck. His body appears normal otherwise.

A LARGE GLISTENING STONE

It is reddish, translucent, flat on top, unlike anything we've seen before. The YELLOWISH LIGHT glows from within it.

The female drops the soldier on the flat stone. The yellowish light responds to this, grows brighter. The female raises her talons. FINGER-LIKE extremities appear from her inner wrists.

The male enters, makes the CLICKING SOUND. The female replies with a SHORT BURST of CLICKS.

The female uses her 'fingers' to remove the soldier's chest armor and tosses it aside.

THE YELLOWISH LIGHT starts to alternate between BRIGHTNESS and DARKNESS.

Long TUBE-LIKE STRUCTURES grow out of several of the cocoons that sit immediately around the flat stone. They snake their way toward the soldier, as if drawn by the light.

As the tube-like structures reach the soldier SHARP, NEEDLE-LIKE ends protrude as they jab him in the chest.

A SUCKING SOUND as the tube-like structures draw blood from the soldier, expand as the blood flows down through them.

The soldier's body and face start to appear sunken, as the blood is drained from his body and travels to the cocoons.

EXT. RIVER BED - NIGHT

Nicolas, Pierre, Argun and Dorgi lie on mats near the BABBLING WATER. Dorgi and Argun share a cured meat product. It looks disgusting, but they devour it with gusto.

Nicolas eyes them with contempt. Dorgi and Argun offer him some of the meat. He frowns.

NICOLAS
(to himself)
Savages.

He rolls over on his side facing away from them. Dorgi and Argun are amused and chuckle.

Claudio lies by himself. He is sweating, shakes quietly.

Franco sits by a CRACKLING FIRE. He reaches under his armour, removes the Azalea that Alessia gave him, smiles gently.

Zenjin sits down across from Franco, nods at Claudio.

ZENJIN
He won't last another day, Genoese.

Franco acknowledges this, stokes the fire with a stick.

FRANCO
Call me Franco. Genoese is not a name.

Zenjin looks Franco over.

ZENJIN

Do you have a family? Children?

FRANCO

(short pause)

I will soon be blessed.

ZENJIN

That is a good thing... my son bears my name: Zenjin. He will be a greater warrior than I someday.

FRANCO

This is your wish for him?

ZENJIN

There is no greater honor than to serve the Khan. My son will carry on my legacy, conquer our enemies in God's name. Not live as a common carpenter like your Jesus.

Franco bristles at this, stokes the fire harder.

FRANCO

Mine is not a God of war. I do not vanquish enemies in his name. For that, I rely on what I can see.

He touches his sword handle. Zenjin eyes him more intensely.

ZENJIN

God's light is everywhere. He will reward those who remain strong in his name.

(then)

Do you know why I came to you?

FRANCO

I had no choice but to accept.

ZENJIN

You believe in what you do, Franco. You don't wait around for others to tell you what is right.

Franco nods to himself, considers something.

FRANCO

You could have stayed in the city with your army.

ZENJIN

What concern is that to you?

FRANCO

What I mean is it's far safer to
stay there than to venture out here
with only a handful of men.

(short pause)

Perhaps we are not so different.

They share a look of mild respect. RAPID FOOTFALLS approach.

A DEER springs out from the trees, SPLASHES through the river
at high speed.

Franco watches the deer run off, now turns back as BRANCHES
BREAK in the forest. His eyes widen as he realizes --

FRANCO (CONT'D)

GET UP! GET UP!

Nicolas and the other men grab their weapons as they scramble
to their feet.

The female creature steps out of the forest and walks into
the stream. The water has no effect on her skin as she roars.

Pierre and Argun shoot arrows into the female's chest and
arms. She spreads her wings, flies straight up in the air.

Argun nocks an arrow. He does not see RED EYES right behind
him. Now the male creature stabs him in the base of his
skull. His body jerks violently.

Zenjin looks on in horror.

ZENJIN

Argun!!

Claudio struggles to his feet as the female lands and stabs
him in the chest with both talons. He screams.

Franco spears the female in the side. She jerks her talons
across Claudio's chest, opening two large wounds. Claudio
drops to his knees and dies.

The female stabs at Franco. He blocks her with his spear.
Nicolas slashes her back, but the wound heals immediately.

Zenjin and Dorgi swing their swords furiously at the male,
but they are unable to injure him.

The female takes a step back from Franco and Nicolas, levels
her talons.

FRANCO

Retreat!

The men scatter as the female sprays FLAMES everywhere.

MOMENTS LATER: Franco and Nicolas mount their horses as the flames approaches them.

NICOLAS
Where is Pierre?

FRANCO
He will find his way! Come on!

They ride off, barely escape the fireball.

EXT. FOREST - MOMENTS LATER

Franco, Nicolas ride on. Nicolas glances over at Franco.

NICOLAS
Your sleeve!

Franco sees his shirt sleeve is partially on fire. He taps it out as they ride on.

EXT. LARGE CLEARING - MOMENTS LATER

Franco and Nicolas rein their horses. Turn back now. Listen as HORSES approach.

A moment later Zenjin and Dorgi ride out from the forest and stop. Franco glances behind them expectantly.

FRANCO
My man Pierre. Was he behind you?

Zenjin shakes his head no. Franco, Nicolas wear grim looks.

EXT. HILLSIDE - NIGHT

A man's lifeless body, visible only from the waist down, is dragged along. Slowly reveal it is Argun.

The female uses her 'fingers' to drag his body as they disappear into the CAVE MOUTH.

EXT. RIVER BED - NIGHT

Leftover FIRES from earlier continue to burn.

Now someone rises into frame, slowly turns to reveal it is Claudio. His PUPILS are the bright red hue of the undead.

EXT. PRAIRIE LAND - NIGHT

Franco and the others ride up to a BUNKER-LIKE STRUCTURE built into a small hill. You would miss it if you weren't looking for it.

INT. HILLSIDE BUNKER - MOMENTS LATER

A rat scurries off as a DOOR opens. Dorgi holds a torch as the men enter. COBWEBS hang everywhere.

ZENJIN

What is this place?

FRANCO

Our army used it for storage. But it's been deserted for years.

Torch light reveals: HAND TOOLS, DUSTY RECURVE BOWS, BATTLE AXES, AND THREE BARRELS OF BLACK POWDER.

FRANCO (CONT'D)

We can sleep here. I want to get an early start. We'll enter the cave the way we came out.

Zenjin looks confused.

ZENJIN

What madness makes you think we're going back?

FRANCO

I saw something in there.

ZENJIN

And I saw something. Men. *Our* men. Drained of blood. Shadows of what they had once been.

FRANCO

Ride back to Caffa then. Tell the Khan you have failed.

ZENJIN

You do not speak of *my* Khan --

FRANCO

Those creatures will come back! And when they do they will kill us. We can not fight them out here. The men we lost should be proof enough.

ZENJIN

I could have you hanged!

FRANCO

Then hang me! From the city walls!
Or from a tree of your choosing!
But before that I am going back to
that cave. Whether or not you join
me is your choice.

He brushes past Zenjin, who looks furious.

EXT. ENORMOUS CAVE - DAWN - ESTABLISHING

Sunlight illuminates the cave mouth, which looks tranquil.

EXT. ROCKY LEDGE ABOVE THE BLACK SEA - DAWN

The TIDE splashes on rocks as Nicolas and Franco fill leather
field flasks with sea water.

FRANCO

Something in the water disagrees
with the creatures.

Zenjin kneels nearby, tastes the water on his finger.

ZENJIN

The salt?

Franco tastes it for himself, shrugs like "maybe."

ZENJIN (CONT'D)

Perhaps it is what killed their
tribe.

Franco looks intrigued by this idea.

FRANCO

Carry as much as you can.

Franco finishes up, turns back and sees Pierre standing on a
ledge above them. He looks surprised, delighted.

FRANCO (CONT'D)

How did you make it out of there?

PIERRE

A fast horse and many prayers.

He steps down from the ledge. Franco and Nicolas embrace him.

NICOLAS

It's good to see your miserable
French face.

They smile together, but the reunion ends as they walk toward
the OPENING in the rock wall.

INT. CAVE PASSAGE - MINUTES LATER

The men climb down the ROCK WALL as daylight spills in.

MOMENTS LATER: The men stand on the floor, eye the darkness
ahead of them.

Dorgi lights a torch. Franco raises his spear.

FRANCO

Alright then. Let's go.

He leads the way. The other men follow.

INT. DARK PASSAGE - MINUTES LATER

The YELLOWISH LIGHT is dim as the men walk slowly along.
Franco gestures ahead.

FRANCO

It's down here.

The men walk more cautiously now.

Dorgi sees something to one side, holds the torch out to
reveal

ARGUN

His body is propped against a wall. His face is sunken,
grayish. He's been drained of his blood.

ZENJIN

No!

FRANCO

(loud whisper)
Quiet!

Zenjin now contains his anger and sadness as he calms down a
bit. Franco eyes him with empathy "are you ready?" Zenjin
nods like "I'm okay." The men turn and continue on.

INT. LARGE CAVERN - MOMENTS LATER

The YELLOWISH LIGHT is brighter. The men stand around the BLACK COCOON Franco found earlier. Zenjin shakes his head doubtfully.

ZENJIN

This is what you came to see?

Franco shoots him an irritated look.

Dorgi holds up the torch to reveal a THOUSAND BLACK COCOONS arranged in long, precise rows.

The men now look awestruck and confused.

DORGI

Are they rocks?

Franco pokes the skin of one cocoon with his spear, sees it is pliable.

FRANCO

These are no rocks.

Franco presses the spear down more as the YELLOWISH LIGHT starts to alternate between BRIGHTNESS and DARKNESS.

A SUCKING SOUND prompts the men to turn and face the

LARGE FLAT TRANSLUCENT ROCK

A dead Mongol soldier lies on it. Many cocoons are attached to his flesh by the tube-like structures. He appears gaunt.

Zenjin realizes something now.

ZENJIN

They're feeding off him.

The cocoon Franco poked with his spear starts to twitch. The men step back from it.

The YELLOWISH LIGHT FADES to BLACK. As it pulses ON again, the SKIN of the cocoon splits open.

The men step back again.

A SMALL TALON pierces the skin. A second talon follows as the cocoon splits open to reveal a BABY CREATURE. It is a mini version of the adult creatures.

A sticky membrane covers the baby's face. Its eyes are closed as the talons stab instinctively at the air.

Pierre looks around at the other cocoons.

PIERRE

The story on the cave wall was right. They're growing their numbers.

Franco nods in agreement.

FRANCO

They're creating an army.

The men share an ominous look.

INT. CAVE - DAY

The female hangs upside down like a bat. Her clawed feet cling to a rock ledge. Her eyes are closed as she sleeps.

Suddenly, her red eyes open. She lets out a low growl.

INT. LARGE CAVERN - DAY

Franco and Zenjin look disgusted as they cut the tube-like structures away from the dead Mongol with their swords. Blood runs all over the floor.

Nicolas stands near the baby creature, but he doesn't notice that its RED EYES open suddenly.

The yellowish light fades to BLACK. It pulses ON again.

The baby creature starts to move. Nicolas sees this, notices its red eyes now.

NICOLAS

Look!

The men gather around the baby, unsure what to expect. Now TWO SLITS in its chest contract and expand as a SINGLE CLICK is emitted: its first utterance.

Suddenly, the baby's talons strike at Nicolas, barely miss him. Zenjin raises his sword.

ZENJIN

Kill it!

The baby creature stabs at them over and over. Franco drives the spear through its chest. The baby stops stabbing, its eyes close, it lies motionless.

Franco moves the spear around... the baby creature doesn't respond... Franco waits... now he starts to remove the spear.

The baby's eyes open again and it stabs furiously at Franco. He plunges the spear into its chest again, struggles to hold it down.

FRANCO

The water! Pour the water on it!

The baby pushes itself up with tremendous force. Franco can barely hold it down.

Zenjin holds up his flask of water, but a talon slices it open. The water runs out on the floor.

Franco desperately tries to hold the baby down.

FRANCO (CONT'D)

Grab the spear!!

Pierre, Dorgi grab the spear and help him. All three men can hardly keep the baby down.

Nicolas opens his flask, pours water all over the baby, which starts to shriek. Its SKIN SIZZLES and peels away. A layer of light gray flesh underneath emits BLACK OOZE.

Franco and the men step away.

The baby's body heaves. The gray flesh turns CRIMSON and collapses in on itself. The baby gurgles as it dies in a pool of blood and black ooze.

The men look amazed, but it is short-lived as a DISTANT ROAR snaps them back to reality.

ZENJIN

Come! We must leave!

They start to file out. Franco stops now, looks back at the cocoons one more time before he goes.

INT. DARK PASSAGE - MOMENTS LATER

The men run hard.

The YELLOWISH LIGHT pulses on to reveal the female is running at a crazy fast speed behind them. Her motions are fluid and effortless. She is gaining fast.

Franco sees the female approaching.

FRANCO
Go! GO! GO!

Dorgi slips on rocks and starts to fall. Nicolas grabs him by the arm and helps him regain his footing.

The female lets out a horrific roar and stops suddenly at the WIDE CREVICE IN THE WALL.

INT. LARGE CAVERN - MOMENTS LATER

The female approaches the cocoons. She releases a series of LOW CLICKS, seems to wait for a reply. But there is nothing.

She looks down, sees the dead baby creature. It is just a pile of mangled flesh.

The female releases a pained shriek. She looks over and sees the male. He watches her grieve, emits a growl.

The female stops shrieking... now she releases the most INSANE ANGRY ROAR WE'VE EVER HEARD!

EXT. ROCKY LEDGE ABOVE THE BLACK SEA - DAY

THE ROAR FADES as Franco crawls through the opening in the rock wall. He has never looked so relieved.

INT. HOME - DAY

Alessia holds a basket, grabs a pruning knife off a table as she walks out.

EXT. SMALL VILLAGE - DAY

Alessia watches women, children and the old merchants pick figs and oranges and drop them in small baskets.

ALESSIA
Fill up all of the baskets. There's
enough here for weeks.

She uses the pruning knife to cut figs off a tree. Now she hears BRANCHES CRACKING in nearby cluster of trees.

A few other people hear the sound. They look to Alessia with uncertainty.

Alessia grips the pruning knife, looks anxious as she eyes the trees intently.

One of the twin soldiers steps out from the trees now.

Alessia looks relieved and lowers the knife. She goes back to work... now a CHILD SCREAMING prompts her to look up and see

CLAUDIO

running toward terrified children as they scatter.

Alessia watches in disbelief.

ALESSIA (CONT'D)

Claudio?

Now she notices his red eyes, the impassive look on his face, realizes he is undead. And she doesn't waste another second.

ALESSIA (CONT'D)

(shouting)

Get the children inside!

The women, children and merchants run as Claudio closes in.

Alessia sees Claudio is catching up with a SMALL BOY. She steps in Claudio's path, yells at him to divert him away from the boy.

Claudio stops chasing the boy and starts to stalk Alessia. She clutches the pruning knife, frightened yet composed, and starts backing up.

The twin soldier who stepped out from the trees sees Claudio, draws his sword, but he is too far away to help Alessia.

Alessia raises the pruning knife as Claudio bears down on her. She suddenly side-steps him and slashes his face with the knife.

Claudio is undaunted, by the gaping wound in his cheek.

Alessia raises the knife again. Claudio comes at her as the second twin soldier jams a SWORD through his skull. He collapses to the ground.

Alessia stands over Claudio, but her anxious eyes are on the hills where Franco and the men are.

EXT. RIVER - DAY

Franco and the men wash their faces. Zenjin looks troubled.

ZENJIN

There must be hundreds of them in that cave.

DORJI

Thousands, sir.

FRANCO

Once they're born it will be too late.

NICOLAS

There is not an army in the world that could defeat them.

FRANCO

They will spread the pestilence, or use our own against us to do it. There will be more death than any of us have ever known... everyone we have ever known or loved. Gone.

The men share a serious look. Franco wades in the water until it is around his calves.

ZENJIN

We know what they will do. But how do we stop them?

Franco watches the water flow around his legs.

FRANCO

We start to build.

The other men look confused.

EXT. HILLSIDE BUNKER - DAY

SERIES OF SHOTS - THE MEN WORK TOGETHER

- A.) Nicolas swings a battle axe, fells a small tree.
- B.) Zenjin uses a knife to whittle a short piece of wood into a peg. Several other pegs sit near his feet.
- C.) Pierre, Dorgi arrange several large tree branches laid out side by side.
- D.) Franco HAMMERS a peg into the center of a CIRCULAR WOODEN DISK.
- E.) Zenjin ties the large tree branches together with a leather cord.

- F.) Nicolas assembles smaller tree branches in a grid-like frame.
- G.) Franco pushes a long branch with circular wooden disks attached to either end of it. The disks roll like wheels.
- H.) The men lay the large tree branches on top of the branch with the two wooden disks attached to it.
- I.) Nicolas and Dorgi hold up the smaller grid-like frame, fasten it to the large branches using the leather cords.
- J.) Pierre, Zenjin stand across from Nicolas, Dorgi, fasten another smaller grid-like frame to the other side.
- K.) The men view the CART they built. The branch with the two wooden disks attached to it serves as the axle and wheels. The larger branches are the bed, and the smaller grid-like branches are the sides.

EXT. PRAIRIE LAND - DAY

The cart is loaded with the three black powder barrels. It is attached to Dorgi and Pierre's horses.

FRANCO

Make sure to ride slow. The powder is old. There's no telling how angry it is.

He glances at Zenjin who wears a self-satisfied look.

ZENJIN

Black powder, eh? I believe you said I was mad for using it.

FRANCO

I've had a change of heart.
(then)
And you were right. Is that what you want to hear?

Zenjin smiles, gestures for Franco to lead the way.

ZENJIN

After you, Franco.

Franco is amused enough, signals to Pierre and Dorgi. They start to ride ever-so-slowly. The cart starts to roll.

EXT. ROCKY HILLSIDE - DAY

The men continue their sluggish procession.

The black powder barrels are knocked around as the cart rolls over rocks.

Pierre's horse stops suddenly, one barrel starts to tip over.

FRANCO
Grab the barrel!

The cart jerks forward, the barrel tumbles over, begins to fall off the back of the cart.

Nicolas grabs the barrel, struggles to push it back up.

Franco and Zenjin help Nicolas now. They manage to get the barrel upright and share a collective sigh of relief.

INT. CAVE PASSAGE - DAY

CAVE FLOOR

Dorgi adds a fuse to one of the barrels.

TOP OF ROCK WALL

Franco, Nicolas lower the second barrel using rope.

CAVE FLOOR

Zenjin, Pierre await the barrel.

TOP OF ROCK WALL

Franco, Nicolas struggle to grip the rope. It burns the skin on their palms. Nicolas adjusts his hands.

FRANCO
Don't let go, Nico.

Nicolas groans in pain. The rope slips in his hands.

The barrel drops several feet and then stops suddenly.

CAVE FLOOR

Zenjin, Pierre look concerned as the barrel swings freely above their heads, scrapes against the rock walls.

ZENJIN
What is going on up there?!

TOP OF ROCK WALL

Nicolas regains control of the rope, nods to Franco.

NICOLAS
I've got it.

FRANCO
Are you certain?

Nicolas nods. Franco leans over the edge.

FRANCO (CONT'D)
(calling)
It's coming down!

CAVE FLOOR

Zenjin, Pierre receive the barrel and untie it. The rope retracts back up the rock wall.

EXT. ROCKY LEDGE ABOVE THE BLACK SEA - MOMENTS LATER

Franco, Nicolas tie the rope around the third black powder barrel.

FRANCO
We could use another pair of hands
for this one.
(there is no reply)
Nico?

Nicolas nods gravely at something up the hill.

NICOLAS
It's found us.

The male creature stands on a rock ledge twenty feet up the hill. His red eyes are as luminous here as in the dark.

Franco glances back at the opening in the cave wall, nods to Nicolas.

FRANCO
Move. Slowly.

They carefully inch toward the opening. Tide water splashes around their feet.

The male releases a low growl.

FRANCO (CONT'D)
Be prepared to jump.

NICOLAS

What?

The male levels the talon at them. Franco grabs Nicolas by the arm.

FRANCO

JUMP!

They jump together into the water as the male shoots a stream of FLAMES at them.

UNDERWATER

Franco, Nicolas hold their breath. Nicolas starts to go back up. Franco grabs his arm, shakes his head, gestures at the FLAMES above them.

ABOVE WATER

The male turns the stream of FLAMES on the powder barrel, which EXPLODES.

INT. CAVE PASSAGE - SAME TIME

Zenjin, Dorgi and Pierre react to the blast.

EXT. BLACK SEA - SAME TIME

Franco, Nicolas come up gasping for air.

The male roars at them, but he won't come down any further.

Franco and Nicolas keep themselves mostly covered in water up to their chests. They are trapped for the moment.

Pierre emerges from the OPENING, shoots an arrow into the male's neck. The male jumps down to a ledge just above the opening, stabs at Pierre as he ducks back inside.

INT. CAVE PASSAGE - CONTINUOUS

Pierre hurries back in. Zenjin is agitated.

ZENJIN

What happened? Are they alive?

Pierre pushes past Zenjin.

PIERRE

Move away from the opening!

Zenjin looks back at the opening as the talon strikes him deep in the chest. The wound SIZZLES. Zenjin spits up blood as he falls backward.

DORGI

Zenjin!!

He pulls the weakened Zenjin away from the opening.

EXT. CAVE OPENING - SAME TIME

The male stabs at the opening, but looks hesitant to climb any further down.

INT. CAVE OPENING - SAME TIME

The male's talon stabs at the air repeatedly.

EXT. CAVE OPENING - SAME TIME

The male responds to a LOW CLICKING from above, turns his attention to the

FEMALE

She stands on a ledge further up the hill.

The male responds to her with a SERIES of CLICKS.

The female spreads her wings and flies up the hill.

The male glances at Franco and Nicolas, as if contemplating what to do... now he spreads his wings and joins the female.

Franco and Nicolas pull themselves out of the water.

FRANCO

We need to hurry. They're coming back.

He gets to his feet and walks on.

INT. CAVE PASSAGE - MOMENTS LATER

Franco and Nicolas enter through the opening and see Pierre and Dorgi with their backs to them.

FRANCO

Why aren't you with the barrels?

Dorgi and Pierre move aside to reveal Zenjin, who sits against a rock. Franco sees he is mortally wounded.

FRANCO (CONT'D)

Zenjin. No!

He takes a knee beside Zenjin, looks crestfallen.

Zenjin's breathing is labored. They share a serious glance. Now a DISTANT ROAR distracts them.

ZENJIN

Help me up. Quickly! We have to finish this.

Franco and Dorgi help him to his feet.

INT. CAVERN - DAY

The YELLOWISH LIGHT glows brighter as a cocoon twitches just before it bursts open. Two small talons emerge from it.

Now a second cocoon bursts open in the same way.

The female stands among the cocoons, roars in short bursts. It sounds more like a chant.

One cocoon after the other bursts open now until ALL OF THE COCOONS open. Baby creatures emerge. Their talons stab at the air in unison.

The female's abdomen convulses. She stops chanting as she gives birth to SIX COCOONS that are about half the size of the other ones.

The female takes a moment... now she starts chanting again. The baby creatures rise from their gooey pods and chant with her. An overwhelming auditory experience.

INT. CAVE PASSAGE - DAY

Dorgi holds a torch as Franco, Nicolas and Pierre wedge the two barrels in the rock wall.

FRANCO

Make sure the barrels are secure.
If the blast takes down the wall it
should flood the whole cave. But
they need to be far enough in.

Zenjin leans against the rock wall, struggles to breathe.

ZENJIN

You believe this will work?

FRANCO

If not then we'll be seeing God
together.

WATER splashes down the wall. Nicolas signals to Dorgi.

NICOLAS

The fuses cannot get wet!

Dorgi attempts to block one black powder barrel as the water
rushes over it, wets the fuse.

Nicolas looks annoyed with Dorgi. Franco shakes his head.

FRANCO

Wrap it.

Pierre tears off a section of his shirt sleeve, wraps the
fuse with it.

A LOW GROWL prompts a look of dread from all the men.

THE MALE CREATURE

stands only forty feet away, partially obscured in shadow.

Franco carefully picks his spear off the floor.

FRANCO (CONT'D)

Light the fuses. Then start to
climb.

Dorgi touches the torch to the fuse of the second barrel, but
it HISSES and goes out.

DORGI

This one is also wet.

NICOLAS

Dammit!

The men realize together this may be their last stand.

Franco is angry, emotional, desperate. He raises his spear,
steps toward the male. Nicolas tries to grab him.

NICOLAS (CONT'D)

Franco!

Franco points the spear at the male.

FRANCO

You want us?! Huh?! You god damned Devil! Then come on! COME AND GET US!

The male just stands there. Now he releases a roar that would give you nightmares for weeks.

The men hold their ground. Weapons are drawn. They are ready to fight to the death.

A RUMBLING shakes the cave floor. The men look around, unsure what is going on.

The female emerges from the darkness. The RUMBLING is louder.

Franco realizes something.

FRANCO (CONT'D)

We're too late.

Now the BABY CREATURES fan out around the female and continue their chant from earlier.

The male glares at Franco. His eyes never looked so demonic.

Zenjin signals for the torch from Dorgi.

ZENJIN

I will light the fuses. Go on.

FRANCO

What?!

ZENJIN

I'm dying, Franco. You know that as well as I do. Now hand me the torch.

He removes his belt with difficulty, hands the scabbard and sword to Dorji.

ZENJIN (CONT'D)

See that my son gets this.

Dorgi bows in deference as he hands Zenjin the torch.

FRANCO

Zenjin...

ZENJIN

Go! It's not your time to die.

Franco extends a forearm to Zenjin. They shake like brothers.

MOMENTS LATER: Franco, Nicolas, Pierre, Dorji climb the wall.

THE FEMALE

stops her chant. The baby creatures fall silent.

THE MALE

walks past the baby creatures to the rear of the formation, takes his place behind them like a field general.

TOP OF ROCK WALL

Franco, Nicolas, Pierre and Dorgi stand together.

ZENJIN

holds the torch, barely able to stand.

THE MALE

His eyes widen as he raises his talon, lets out a blood-curdling roar.

THE BABY CREATURES

respond without hesitation. Their legion races toward the rock wall. It is like Pickett's Charge on speed.

ZENJIN

sees the army of creatures approaching, looks up at the men.

ZENJIN (CONT'D)

GOOOOO!!

He touches the torch to the fuse with the shirt fabric on it, but it won't light. Struggling to breathe, he holds the torch flame against it again.

THE BABY CREATURES

are almost on top of Zenjin. Several of them spread their wings, take flight up the rock wall toward the men.

FRANCO

sees the creatures flying toward them, signals to the men.

FRANCO

Get out! Go! Get out!

One of the creatures flies right in front of Franco. He knocks it away with the spear.

ZENJIN

holds the torch against the fuse. His strength is fading,
blood leaks from the wound in his chest.

ZENJIN
(Mongolian; subtitled)
Dear God, send me your light.

He holds the torch to the fuse again. This time it LIGHTS.

FRANCO

stands at the opening in the rock wall, glances back at

SEVERAL BABY CREATURES

flying at him. Their roars are young but bone chilling.

FRANCO

ducks out through the opening.

ZENJIN

closes his eyes, looks peaceful as dozens of baby creatures
overrun him, stab him with their talons.

EXT. ROCKY LEDGE ABOVE THE BLACK SEA - SAME TIME

Franco signals to the men as they run.

FRANCO
Get as far away as you can!

The men stumble over rocks, slip on standing water.

INT. CAVE PASSAGE - MOMENTS LATER

The LIT FUSE is almost to the barrel.

FLYING BABY CREATURES

approach the OPENING in the rock wall.

THE FEMALE

looks over and sees the LIT FUSE as it reaches the barrel.
She shrieks just as the BARREL EXPLODES!

The flames consume the SECOND BARREL, creates an even larger
EXPLOSION. ROCKS are sent hurtling through the air.

The baby creatures near the blast are blown all over the place.

A FIREBALL surges through the cave passage.

EXT. ROCKY LEDGE ABOVE THE BLACK SEA - SAME TIME

Franco and the men are knocked to the ground from the force of the blast. FIRE surges out through the opening.

As the flames recede, the men watch the rock wall intently...

... but nothing seems to happen.

PIERRE

Did it work?

Franco keeps watching, but his confidence is fading.

INT. CAVE PASSAGE - SAME TIME

The female stands amid the flames, undaunted by the blast. Her eyes remain fixed on the

ROCK WALL

which is still standing...

... but a LOW GROAN is followed by rocks shifting forward, as if they are being pushed from behind.

A stream of water sprays from between rocks. The GROANING gets louder as another stream of water appears, and then another, and then the entire

ROCK WALL

collapses as a torrent SEA WATER surges in.

EXT. ROCKY LEDGE ABOVE THE BLACK SEA - SAME TIME

Dorgi notices something, smiles with excitement.

DORGI

Look! The water is going in!

THE WATER FROM THE SEA IS RAPIDLY SUCKED INTO THE CAVE.

Nicolas smiles now.

NICOLAS

Not one of those devils came out.

Franco throws his arms around Nicolas and Pierre, overjoyed.

FRANCO

He did it! Zenjin did it!

The Genoese celebrate together. Dorgi smiles with them.

INT. CAVE PASSAGE - SAME TIME

The sea water overwhelms the flying baby creatures and those on the cave floor. Their skin and flesh melt away as the salt water destroys them.

THE FEMALE

runs toward the dying baby creatures.

THE MALE

roars at the female as she heads toward certain death.

THE WAVE OF WATER

crashes into the female. Her flesh is stripped away as she gets sucked under, disappears into a watery grave.

THE MALE

releases a pained, furious roar as the water rushes at him.

EXT. HILLSIDE - MINUTES LATER

Franco, Nicolas and Pierre stand with Dorgi.

FRANCO

It was an honor to fight alongside you. I wish only blessings on the men you lost.

Dorgi nods deferentially.

DORGI

God's light be with you.

FRANCO

And with you.

They share a look of mutual respect as Dorgi mounts his horse. Zenjin's scabbard, sword are attached to his saddle. He rides slowly away, glances back at Franco and the men.

Franco turns to Nicolas and Pierre as they mount their horses.

FRANCO (CONT'D)

Let us never visit these hills
again.

They smile in agreement as they ride off.

EXT. SMALL VILLAGE - LATE DAY

Alessia goes to enter a home and sees something through the

SETTING SUN

She squints. Seems to doubt her eyes for a moment, but then a big smile crosses her face.

Franco rides up slowly with Pierre and Nicolas on either side of him.

MOMENTS LATER: Franco dismounts his horse. Alessia throws her arms around him.

ALESSIA

Franco... I had unfortunately
expected the worst.

They hold each other tight now, like they may never let go. Alessia looks relieved, emotional. Franco smiles with assurance.

FRANCO

The darkness is over.

They share a tender kiss. Alessia doesn't want to let him go.

The twin soldiers, Alchemist Reggio, and the rest of the survivors circle around their conquering heroes.

INT. HOME - DUSK

Franco glances out a window.

THE SKY

is painted in brilliant strokes of blue and pink.

He wears a serene look, sets the Azalea on a night stand. Exhausted, he sits down on a cot, rubs his tired eyes.

CHILDREN'S VOICES (o.s.) elicit a smile. Franco takes a long, deep breath, enjoying the air for the first time.

He listens closer now, realizes the children aren't happy. They're terrified. The smile leaves his face.

EXT. HOME - MOMENTS LATER

Franco holds his spear, watches panicked, whimpering children run away from something. He turns toward the water.

EXT. BEACH - DAY

Franco meets up with Nicolas and Pierre.

FRANCO
Did you see anything?

NICOLAS
No. We just got here.

Now Franco glances down the beach and sees...

... the MALE CREATURE standing on a dune above the water. Large sections of skin are eaten away by salt water.

Screaming children run down the beach to get away from it.

Alessia runs up beside Franco, looks shocked.

ALESSIA
I thought it was dead.

FRANCO
(confounded)
It was.

The male points his talon directly at Franco and Alessia.

Franco steps in front of Alessia.

The male roars loudly. The talon starts to shoot FLAMES as Nicolas brings his sword down, severs the talon. The flames are cut short as the talon falls into the water.

NICOLAS
Fight us now you bastard!

The male releases a horrible shriek.

Franco charges the creature with his spear, runs him through at the waist.

The male thrusts his arms wildly about.

Pierre shoots an arrow into the back of the male's head. The creature lurches forward.

Franco tries to use leverage to lift the male on the spear, but he's struggling.

The male spreads his wings.

Franco starts to lose his leverage.

FRANCO

Don't let it escape! Keep it here!

Pierre shoots another arrow into a wing. The male shrieks.

Nicolas swings his sword and tears the other wing open, but the male continues to fight.

FRANCO (CONT'D)

Again! Again!

The male starts to elevate, despite its broken wings.

Franco struggles with every fiber in his being to keep the creature grounded, but he is losing the battle.

Alessia grabs the spear and pulls on it. She and Franco work together and apply every bit of combined strength they have.

Nicolas slashes the male's back with his sword, leaves a deep groove. Black ooze rushes out of the wound.

Pierre shoots yet another arrow into a wing.

The male looks weakened for the first time.

Franco sees they have the advantage, digs in harder.

FRANCO (CONT'D)

Pull! That's it. Pull!

He and Alessia pull on the spear again -- harder than ever -- and the male lurches forward off the dune, tumbles into the water, thrashes about furiously.

Franco signals to the others.

FRANCO (CONT'D)

Get back!

Blood and black ooze rush out of the male's disintegrating flesh as he goes under the water.

Franco keeps his spear ready, but the water soon becomes still. He turns to Alessia, who keeps her eyes on the water.

ALESSIA

Do you think it's dead?

Franco eyes the water again, unsure how to answer this.

Suddenly, the male surges from the water, unrecognizable, his skin completely gone, the CRIMSON flesh melting away.

Franco and Alessia step back. Franco raises the spear.

The male lets out a weak growl, more like a gurgle, before he crashes back into the water.

A layer of blood floats on the water, now quickly dissipates.

Franco, Alessia, Nicolas and Pierre keep their eyes on the water, just in case, as SKY darkens above them.

EXT. SMALL VILLAGE - SUNRISE - ESTABLISHING

The first rays of light peak over the horizon.

INT. HOME - SUNRISE

Franco lies in bed. His shirt is off, his eyes are open.

Alessia lies next to him as she sleeps, a blanket covers her just below her bare shoulders.

Franco watches Alessia. This is one happy guy. Now he gets up.

MOMENTS LATER: Franco stands at a window and sees something. A big smile crosses his face as he half turns to Alessia.

FRANCO

I think you should see this.

Alessia stirs, eyes flutter open.

ALESSIA

No more monsters. Okay?

She wraps the blanket around her and joins Franco at the window. She can't help herself, giggles excitedly as she looks out.

EXT. BEACH - SUNRISE

Franco and Alessia, clothed now, watch a SHIP just offshore. The sails bear the Genoese flag.

Franco holds Alessia close now. She rests her head on his shoulder. They wave to the ship, signalling it to finally take them home.

INT. CAVE PASSAGE - DAY

The demolished rock wall allows daylight in. It reveals the ruined bodies of the baby monsters, the female. They float aimlessly in the water.

INT. SMALL CAVERN - DAY

The translucent flat rock stands in several feet of stagnant water. There is no yellowish light anymore.

INT. RECESS IN THE ROCKS - SAME TIME

It is dark, dry, and quite deep. Tucked away, near the back of the recess, a BLACK COCOON sits motionless...

... now it twitches...

... and again...

Suddenly, a SMALL TALON bursts through the cocoon's skin and stabs at the air.

FADE OUT

THE END