

ZvG:

Zombies versus Gladiators

by

Gregg Ostrin & Michael Weiss

Revised by Lauri Donahue

FADE IN:

EXT. ROME - DAY

Ancient Rome. The Aurelian Walls ring the city. Travelers go to and fro through the huge city gates.

At the center of the city sits the massive oval of the Colosseum.

SUPER: ROME

INT. COLOSSEUM - GLADIATORIAL HOLDING CELLS - DAY

A dim, subterranean space.

The muffled sounds of an excited crowd, somewhere overhead.

Nearer, the growls and snorts of wild animals.

Hands tie combat sandals to iron-muscled calves.

A leather belt cinches over a dirty tunic.

A short sword slams into a scabbard.

A TRUMPET sounds and the crowd cheers.

TITUS, 28, looks up at the sound. His body's a hardened landscape of scars, cuts, and gouges, and his eyes are alert and intelligent.

He spots HERMANN, 20's, a huge Teutonic warrior with long blond braids and a droopy mustache.

TITUS

Hermann -- gather the men.

Hermann rounds up four other GLADIATORS. He and the other men wear metal rings around their necks -- slave collars.

Titus leads them in their oath. He wears no slave collar.

GLADIATORS

"I will endure to be burned, to be bound, to be beaten, and to be killed by the sword."

TITUS

Speak to your gods.

In a babble of languages, the men bow their heads and whisper prayers to Mars and Mithras, Nemesis and Baal, Christus and Adonai.

There's the rumble of heavy machinery. The gladiators adjust their equipment and form into a marching column. They squint at the bright light as doors open at the top of a ramp.

EXT. COLOSSEUM - DAY

As the gladiators parade into the arena, fifty thousand spectators stand and cheer.

IN THE IMPERIAL BOX

EMPEROR FLAVIUS lounges on his throne. He's in his late 40's -- a hawk-faced former general who looks like he's lately seen too many banquets and too few battles.

His dwarf, POMPEY, sits on a stool next to him, and Flavius strokes his hair absently, like he's petting a dog.

At Flavius's other side sits the EMPRESS LAVINIA, mid-30's -- a mesmerizing beauty, but over-ripe and over-dressed.

The rest of the box is occupied by SENATORS and their WIVES, COURTESANS, and WEALTHY GUESTS.

In the next box over are the VESTAL VIRGINS.

At the back of the box, CAPTAIN CAESO (30's), a Spaniard, and a dozen other PRAETORIAN GUARDS stand watch.

Flavius glances around and spots a SENATOR'S WIFE entering the box with her much older husband. She's lovely, fresh-faced, about 16 -- and very pregnant.

He catches her eye and smiles and nods at her. Startled, she smiles and nods in return.

EMPEROR FLAVIUS

I see that Gaius's new wife is with child... Didn't take HER long, did it?

He eyes Lavinia, coldly critical.

Lavinia stiffens and forces a smile. She puts her hand on her husband's arm, lovingly, but he pulls away and turns his attention to the Arena.

He spots a statute of his younger, trimmer self, in his general's armor, over one of the gates. He sits up straighter and sucks in his gut.

The gladiators line up below.

Lavinia studies them. Her gaze settles on Titus.

GLADIATORS

Hail, Caesar! We who are about to
die salute you!

They salute smartly.

The Emperor gives them a perfunctory salute in return.

The crowd cheers.

ON THE ARENA FLOOR

A gate opens.

A band in a box above the gate strikes up -- flutes,
trumpets, horns, drums, and a water organ.

Six armed PRISONERS are shoved out. They're a mixed lot --
captives of war, pirates, bandits -- some tough, some
terrified.

GLADIATOR HANDLERS stand behind them with whips, urging them
forward.

The Emperor leans forward, horny for blood.

EMPEROR FLAVIUS

(under his breath)

Let the games begin...

The prisoners move into the arena, wary and disorganized.

Titus and the gladiators have done this a hundred times
before. They circle around the prisoners, taking their
measure.

Hermann gives Titus a smile: these guys will be easy.

The gladiators attack! Weapons clashing, shields smashing,
bodies thrashing.

Whenever a wound's inflicted, the crowd cries out.

CROWD

A hit! A hit!

One gladiator uses a trident and net, trapping a prisoner and
then slamming the tines into his throat. He jerks the net
free, spraying drops of blood across the arena.

Another gladiator swings a triple ball flail -- three spiked
balls attached by chains to a handle, which he whips like a
maniac.

And another wears a pair of gauntlets with daggers attached
over his fists. Like a close-quarters martial artist, he
stabs and slashes his opponents.

The prisoners fight back, desperate and hopeless against these seasoned professionals.

Titus is a master with a sword and shield. Spinning, slashing, killing -- but without a hint of anger. In fact, he seems totally detached -- as if he were alone, practicing a series of moves.

Until -- a YELP snaps Titus from his zone. Hermann's been hit by a lucky blow. He's flat on his back, with a prisoner's foot on his throat.

Titus pulls a dagger and whips it back-handed at the prisoner. It hits him in the chest. The man falls.

The crowd cheers.

CROWD

A hit! A hit!

Hermann rolls over, pulls the dagger from the prisoner's chest and stabs him a few more times, the blood spurting into his face.

He wipes the dagger clean, gets up, and hands it back to Titus.

HERMANN

(German accent)

Another life I owe you. How many is that now?

TITUS

I've lost count.

He looks around. The prisoners are all dead or wounded.

One of the gladiators stands over a prisoner lying on his back in the sand. He looks to the Imperial Box.

IN THE IMPERIAL BOX

Flavius holds out his thumb, parallel to the ground.

The crowd goes quiet.

He turns his thumb down.

ON THE ARENA FLOOR

The gladiator stabs the prisoner through the throat.

The crowd roars.

Titus raises his arms in victory. The other gladiators follow suit.

Titus soaks in the adulation, turning in a circle so that all the fans can see him.

He gestures to acknowledge the other members of his team, and the crowd cheers ever louder. Fans throw flowers, bags of coins, and love notes into the Arena; a slave boy with a basket gathers them up.

The gladiators line up in formation.

Slaves rush on with hooks and ropes to drag away the dead prisoners. Other slaves bring rakes and buckets of sand to cover the pools of blood.

IMPERIAL BOX

The Emperor looks dissatisfied as he watches the gladiators march toward the exit.

EMPEROR FLAVIUS

Not much of a show today. The prisoners barely put up a fight.

He gestures at the marching gladiators.

EMPEROR FLAVIUS

And them! No strategy, no tactics...

LAVINIA

They're little more than trained bears, aren't they? You can't expect them to think like a general.

She stares at Titus with desire in her eyes.

LAVINIA

(half to herself)
But that one's always worth watching...

Flavius glances at her with a touch of jealousy.

EMPEROR FLAVIUS

He knows no one can touch him.
He's like a dancing master -- going through the motions. It's just a game to him -- nothing at stake.

INT. COLOSSEUM - GLADIATORIAL HOLDING CELLS - DAY

The gladiators slap backs, chug wine, and examine their minor wounds.

Titus stands apart, easing his muscles, coming down from his adrenaline high.

The slave boy comes in and presents Titus with the basket of offerings from the crowd.

Titus waves him away and indicates he should give it to the other gladiators.

HERMANN

You don't want to keep any today?

GLADIATOR #1

He's already free -- what does he need money for?

GLADIATOR #2

Banquets every night... women throwing themselves at his feet...

He indicates the folded up notes in the basket.

GLADIATOR #2

How many of those are marriage proposals?

GLADIATOR #1

You want him to give up his freedom to pleasure some rich old widow?

He yanks on his slave collar and makes a strangling noise.

The other men chuckle.

Hermann picks out a fat money bag and tosses it at Titus.

Titus catches it reflexively.

HERMANN

Here -- go build one of those palaces you're always drawing.

Titus just smiles and tosses the bag to the slave boy.

The boy's eyes widen. He stares at Titus with gratitude and tucks the bag into his tunic.

The HEAD GLADIATOR HANDLER approaches. He's a gruff, rugged man in his 50s.

GLADIATOR HANDLER

Titus?

Titus looks up, tired. Now what?

GLADIATOR HANDLER

They can't get the cursed giraffe out of the cage. You're on next with the girls.

HERMANN

But he just fought!

The other gladiators chime in.

GLADIATORS

Let him rest! It's not right!
Find someone else!

Titus waves off their concern and checks his armor.

Hermann gives Titus a friendly whack on the shoulder as he heads for the ramp.

EXT. COLOSSEUM - DAY

Titus re-enters and again is greeted by cheers.

He raises his arms to acknowledge the crowd.

An ANNOUNCER steps up to a huge brass funnel mounted on a stand -- an ancient megaphone.

ANNOUNCER

Citizens! Emperor Flavius presents
for your enjoyment -- Titus, Rome's
greatest gladiator, in the role of
Theseus, King of Athens!

Titus waves to the cheers, then looks toward a gate.

He looks eager -- not detached as he was before.

A gate opens and a chariot rushes into the arena.

The woman driving it is DARIA, early 20's. She's athletic, Eurasian, and armed with a bow and sword.

ANNOUNCER

And Daria, the Scythian princess!

A dozen women race into the arena behind the chariot. They wear skimpy Greek-style tunics and carry bows and arrows.

ANNOUNCER

In "The Battle of the Amazons"!

The crowd goes wild.

Daria drives straight at Titus.

He stands there until the last moment, then dodges away and slaps her backside with the flat of his sword as she passes.

The crowd laughs.

IN THE IMPERIAL BOX

The Emperor leers at the half-dressed women.

The Empress has eyes only for Titus.

ON THE ARENA FLOOR

Daria and the Amazons raise their bows and take aim at Titus.

As the blunted arrows rain down on him, they bounce off his shield.

The crowd hoots with laughter.

Titus charges. The Amazons on foot scream and scatter with exaggerated girlishness.

The crowd whoops.

Daria brings her chariot around and heads for Titus.

This time he grabs the reins. The horses stumble; the chariot swerves and tilts.

Daria tumbles to the sand, does a summersault, and comes up with a sword in her hand.

She and Titus duel. It's a masterful performance, choreographed to the last blow.

Finally Titus disarms her and gets her in a clinch. She struggles. He goes in for the kiss.

She yields at first -- then bites him.

He tosses her over his shoulder and carries her out of the arena, grinning and waving to the crowd.

The crowd loves it.

IMPERIAL BOX

The Emperor looks bored.

But Lavinia looks aroused. She signals for a SERVANT and whispers a message.

INT. COLOSSEUM - GLADIATORIAL HOLDING CELLS - DAY

Titus sets Daria down and wipes the blood from his lip.

TITUS

Do you always have to do that?

DARIA

(Central Asian accent)

It is the custom of my people -- to taste the blood of our enemies.

She stomps off, ignoring whistles and cat-calls from the other gladiators.

Titus calls after her.

TITUS

When do I stop being your enemy?

Lavinia's Servant appears.

SERVANT

Gladiator Titus? You and your men
are invited to a private dinner.
After the games.

Titus nods, still staring in Daria's direction with an expression of amused frustration.

INT. BATHING AREA - LATER

BATH ATTENDANTS with curved metal strigils scrape the blood and dust from the gladiators' oiled bodies.

SURGEONS stitch wounds and check for sprains and concussions.

Brawny MASSEURS work over the men on marble tables.

And weary gladiators soak in the steaming pool.

Titus, bathed and shaved, fastens a belt over his clean tunic.

He turns to Hermann and the four other gladiators in their team.

TITUS

They'll probably serve us peacock
tongues.

HERMANN

But at least the wine will be good.

Titus smiles faintly as he leads them out.

EXT. MANSION - NIGHT

Titus and his gladiators, escorted by guards with torches, approach a large but nondescript house. A guard knocks and the door opens.

INT. MANSION - NIGHT

The place is dimly lit and there's the sound of music and laughter from another room. Wisps of incense drift through the air.

As Titus and the gladiators step into the entrance hall, Captain Caeso of the Praetorian Guard steps forward to inspect them. He's armed but out of uniform.

He pats Titus down for weapons, including a poke between the legs.

Titus gives him a mock-threatening look but doesn't flinch.

Caeso jerks his head, indicating that Titus can enter.

TRICLINIUM

The dining room has an elaborate mosaic floor and six dining couches arranged around low tables full of silver dishes.

Musicians play from the adjoining garden.

Lavinia's Servant hands Titus a goblet as he enters. He sips, appreciatively.

On each couch, a woman lounges -- elegantly dressed and wearing a mask, only her mouth and eyes visible.

Hermann steps up next to Titus, spots the women, and grins.

HERMANN

It's going to be one of THOSE parties, I see...

He accepts a goblet of wine from the servant, takes a big gulp, then heads for the nearest woman.

Titus hesitates, considering the selection. A MASKED WOMAN on one of the couches pats the seat next to her.

He nods his head, gallantly, crosses to her, and sits.

TITUS

If you're our hostess, my men and I thank you for your invitation.

MASKED WOMAN

You are most welcome.

She sips her wine and eyes him through the holes in her mask.

MASKED WOMAN

So, gladiator -- tell me about yourself. How did you come to your... profession? Were you born a slave?

TITUS

I was free born, like my father.

MASKED WOMAN

Were you condemned as a criminal,
then?

TITUS

My father sold me to a gladiatorial
school... when I was ten.

The woman tut-tuts.

MASKED WOMAN

So young! Why? To pay his
gambling debts?

Titus bristles at the suggestion but keeps his voice polite.

TITUS

To save his family from starving.

His eyes go soft as he remembers.

TITUS

He was a master builder -- a poet
in marble, they said. But he was
crippled in an accident... And for
the first time, we knew hunger.

He stares at the multitude of silver bowls on the table.

MASKED WOMAN

And did your sacrifice save them?

TITUS

They died in a fire... some years
later. A neighbor brought me the
news.

MASKED WOMAN

What a pity! And such a waste.

She run a finger down his bare neck, then notes the slave
collars on the other gladiators.

MASKED WOMAN

You earned your freedom -- yet you
continue to fight -- why?

TITUS

What better life can a man have?
The challenge of the fight.. The
love of the crowd...

He gestures at the lavish surroundings.

TITUS

This...

He looks around the room. Each of his men is now on a couch with a woman, eating, drinking, laughing, groping.

TITUS

I tried giving it up once. But my days were... flat, tasteless... I didn't know what to do with myself. So I came back.

He shakes off his memories, smiles, and takes a deep drink of wine.

LATER

Everyone's very drunk -- including Titus. Some of the women and gladiators are asleep. Others are openly having sex.

One of the women stumbles from her couch to go vomit in the garden.

The Masked Woman stands, unsteadily, and offers Titus her hand.

He takes it, and she leads him off to a side room.

From the doorway, Captain Caeso, cold sober, watches them go and then follows at a discreet distance.

BEDROOM

The Masked Woman leads Titus into a bedroom, closes the door, pushes him onto the bed, and lies down next to him.

She lifts his tunic. He's wearing a loincloth underneath. She unfastens it and caresses him.

He closes his eyes and smiles.

She straddles him, then rocks slowly back and forth.

OUTSIDE THE DOOR

Captain Caeso stands guard, trying to ignore the sounds coming from inside the room.

BEDROOM

Titus lies there, happily spent, as the Masked Woman rolls off of him and lies panting at his side.

He looks at her, curiously, and slips off her mask.

IT'S THE EMPRESS LAVINIA.

TITUS

Empress!

He sits up. shocked.

She pulls her mask back on and straightens her clothes, then goes to the door and opens it to see Captain Caeso standing there.

The Praetorian snaps to attention.

LAVINIA

I will be leaving now. See that our "guests" get home safely.

She exits.

Caeso glances into the room and eyes Titus.

Titus stares back at him.

The door shuts.

INT. GLADIATORIAL SCHOOL - NIGHT

The door of a small lamp-lit cell opens. Titus enters.

The Head Gladiator Handler closes the door behind him.

Titus just stands there, thinking.

The walls of the cell are covered with charcoal sketches of buildings.

A voice comes from a grating high in the wall.

HERMANN (O.S.)

How did you like the wine? Did you taste the Falernian?

TITUS

I didn't notice.

HERMANN'S CELL

Hermann's stretched out on his bed, looking very satisfied.

HERMANN

The good life is wasted on you, my friend. If I was free and rich and back in Germania I'd drink the Falernian every night.

TITUS'S CELL

Titus smiles and goes to blow out his lamp.

EXT. THE FORUM - DAY

An excited crowd's gathered in front of a reviewing stand set up in front of the Senate House.

SUPER: Nine Months Later

The great doors of the Senate House swing open and Flavius steps out, looking pleased with himself.

Captain Caeso and the Praetorian Guards salute.

The crowd cheers.

Then Lavinia follows with a swaddled baby in her arms. The crowd cheers louder.

The Emperor takes the baby and raises him up to show the crowd.

EMPEROR FLAVIUS

Citizens! For the naming day of my son and heir, Marcus Flavius Maximus, I will give you the greatest games that Rome has ever seen!

The crowd cheers even louder.

CROWD

Hail Caesar! Hail Caesar!

ON A SIDE STREET

Titus is at the front of a procession, next to Hermann, waiting to march into the Forum.

ON THE REVIEWING STAND

The Emperor gives a signal and a trumpet sounds.

The procession enters the Forum. Titus and the other Gladiators march in polished armor, escorted by MUSICIANS with trumpets and drums.

DANCING GIRLS throw flowers and SLAVES throw bread and coins to the crowd.

Exotic wild animals roll by in wheeled cages. One of them is an enormous WOLF.

Next come the prisoners to be killed in the arena: GAULS and blue-painted BRITONS, JUDEANS and AFRICANS, all bound with chains.

Behind a group of tall AFRICAN WARRIORS, a short, old, West African man walks alone. He's dressed in colorful but tattered robes, and his body and face are marked with ritual scars and tattoos in the shape of snakes.

This is THE BOKOR.

He stops in front of the reviewing stand and salutes.

THE BOKOR
(West African accent)
Hail, Caesar!

The crowd jostles to get a look at him.

Even the Emperor's intrigued by this exotic-looking man.

The Bokor lets out a string of words in the African Fon language.

A soldier tries to hustle him along, but the Emperor, clearly in an indulgent mood today, waives him off.

EMPEROR FLAVIUS
Let the man speak. Does anyone
know his language?

One of the Africans steps forward: EZANA, a large man in his 30s.

EZANA
I am Ezana. I speak his language.

Again The Bokor speaks in Fon.

EZANA
He says he is a Bokor -- a
sorcerer.

A thrilled murmur goes through the crowd.

The Emperor looks interested.

EMPEROR FLAVIUS
Indeed? And will he show us his
magic?

The Bokor speaks in Fon.

EZANA
You do not want to see his magic.
It is a dark magic.

The crowd gasps, excited.

The Bokor speaks again.

EZANA
He says your soldiers killed his
people, and carried them into
slavery. He says he will have
vengeance.

The Emperor chuckles.

EMPEROR FLAVIUS

Let him show us his "dark magic" in
the Arena.

He indicates the caged animals.

EMPEROR FLAVIUS

But my money is on the wolf. Take
him away.

The soldier leads The Bokor away.

The sorcerer looks back at Flavius and mutters curses under
his breath. He reaches down and tries to pry up a
cobblestone from the street. The soldier yanks him up.

In the distance, thunder rumbles.

The Emperor looks up with a frown.

The sky is clear.

Thunder rumbles again....

INT. COLOSSEUM - ANIMAL QUARTERS - DAY

An armored WAR ELEPHANT trumpets as an ELEPHANT TRAINER
tries to sooth it.

The animal quarters are filled with other exotic, caged
animals -- giraffes, lions, bears, crocodiles, ostriches --
and that very large wolf.

INT. COLOSSEUM - GLADIATORIAL HOLDING CELLS - DAY

Again, Titus leads the oath.

GLADIATORS

"I will endure to be burned, to be
bound, to be beaten, and to be
killed by the sword."

TITUS

Speak to your gods.

The men pray.

The doors above open and they head up the ramp into the
bright light and the roar of the crowd.

EXT. COLOSSEUM - ARENA FLOOR - DAY

Again, the men line up in front of the Emperor and Lavinia in
the Imperial Box.

GLADIATORS

Hail, Caesar! We who are about to
die salute you!

They salute.

IN THE IMPERIAL BOX

Flavius looks happy today as he briskly salutes them back.

ON THE ARENA FLOOR

A gate opens on the other side of the arena.

Ezana and the African warriors run out, armed with spears and long, painted wooden shields.

They form up into a solid line, shields forward, spears ready. It's clear they're used to fighting as a unit.

IN THE IMPERIAL BOX

The Emperor sits up. This could be interesting.

ON THE ARENA FLOOR

The Africans and the gladiators size each other up.

Titus and Hermann exchange a look of concern. The Africans aren't going to be pushovers.

Then Hermann raises his sword, screams a challenge in German, and leads the charge.

The fight is brutal. The Romans are better armed, but the Africans are lightning fast and have deadly aim.

Titus can't afford to be detached this time -- he's fighting for his life, using all his skills.

One of the Africans tosses a spear, and the gladiator with the trident goes down, struck through the chest.

Another gladiator goes down.

IN THE IMPERIAL BOX

The Emperor sneers at the dead gladiators.

EMPEROR FLAVIUS

Serves them right. They've grown
fat and lazy.

He watches with approval as Titus signals and his remaining men retreat.

EMPEROR FLAVIUS
That's right -- retreat and
regroup. Draw them in....

Lavinia's staring at Titus, practically panting with desire.

Flavius notices this and his eyes narrow. He looks from
Lavinia to Titus. And he doesn't like what he sees.

He turns to the dwarf at this side.

EMPEROR FLAVIUS
Tell me, Pompey -- that gladiator
there --

He points at Titus.

EMPEROR FLAVIUS
Do you think he looks like my son?

Lavinia freezes when she hears this.

Flavius notices and smiles coldly.

POMPEY
All babies look alike to me,
Caesar. Though I must say yours is
uncommonly handsome.

Flavius stares at Titus, who is, indeed, much better looking
than the Emperor himself.

EMPEROR FLAVIUS
Yes, very handsome.

He takes a sip of wine and stares at Lavinia.

She's trying so hard to appear unconcerned that it looks like
her face will break.

EMPEROR FLAVIUS
Isn't it remarkable how the gods
have blessed us? For the Empress
Lavinia to have a son after all
these years...

Lavinia forces herself to smile and pat his arm.

LAVINIA
We are blessed indeed.

Flavius doesn't buy it. He pulls his arm away from her and
stares at Titus with hatred.

Lavinia thinks hard. She watches the Africans, still
battling the gladiators, and gets an idea. She signals to
her Servant and he comes to her.

LAVINIA
 (whispering)
 Have them send in the sorcerer.

The servant nods and leaves.

ON THE ARENA FLOOR

Ezana retrieves his spear from a dead gladiator's body and uses it as a vaulting pole to kick Hermann in the head.

Hermann falls, and Ezana raises his spear.

Titus sees this and back-hands his dagger. But Ezana blocks it with his shield.

Titus charges and takes on Ezana, sword against spear and shield, thrust and parry, pushing him away from Hermann.

IN THE IMPERIAL BOX

The Emperor's fury is building.

EMPEROR FLAVIUS
 I will see the dancing master meet
 his end today, if I have to send in
 every beast in Rome.

He glares at Lavinia.

EMPEROR FLAVIUS
 Perhaps I'll send YOU out there as
 well.

She tries to sooth him.

LAVINIA
 Caesar --

He holds up his hand to silence her.

ON THE ARENA FLOOR

A gate opens and a Gladiator Handler pushes The Bokor into the arena.

IN THE IMPERIAL BOX

The Emperor frowns.

EMPEROR FLAVIUS
 What's he doing there? He's no
 fighter. I was saving him for the
 wolf.

Lavinia stares at the Bokor, willing him to attack.

ON THE ARENA FLOOR

The Bokor looks around, spots Flavius, picks up a handful of sand, spits into it, and walks straight toward the fighters, muttering curses under his breath.

Again, distant thunder sounds from a clear sky.

IN THE IMPERIAL BOX

Flavius looks troubled.

Lavinia looks thrilled and hopeful.

ON THE ARENA FLOOR

As The Bokor reaches the fighters, they glance at him, curious.

He flings the sand at them with a curse.

Blinking and swearing, they stop fighting as he passes, as if he's drained their will. They lower their weapons and stare at him as he approaches the Imperial Box.

The Bokor plants himself just below the Emperor, glares up at him, and yells something in Fon, gesturing at the crowd in the stands.

IN THE IMPERIAL BOX

Flavius calls down to Ezana.

EMPEROR FLAVIUS

You there -- what is he saying?

ON THE ARENA FLOOR

Ezana hesitates before translating.

EZANA

He says... you are a king of monsters.

He indicates the crowd.

The Bokor says something else in Fon.

EZANA

He says you are worse than animals, for they eat what they kill.

IN THE IMPERIAL BOX

Flavius looks furious.

EMPEROR FLAVIUS
(to the Gladiators)
Enough of this. Kill him!

ON THE ARENA FLOOR

The gladiators don't move.

IN THE IMPERIAL BOX

The Emperor's face is red with rage.

EMPEROR FLAVIUS
KILL HIM I SAID!

ON THE ARENA FLOOR

Still the men don't move.

IN THE IMPERIAL BOX

Flavius stands up and shouts to the gladiators.

EMPEROR FLAVIUS
Freedom and gold to the man who
kills the African!

ON THE ARENA FLOOR

Titus slowly raises his sword and stares at it, like he doesn't remember what it's for.

IN THE IMPERIAL BOX

Flavius screams at an animal handler by a gate.

EMPEROR FLAVIUS
Unleash the wolf!

ON THE ARENA FLOOR

The gate opens, and the giant wolf bounds out. It sniffs and looks around. It sees the tall gladiators with their bloody weapons, and shies away.

Then it spots the small, unarmed sorcerer, and growls softly as it stalks toward him.

The Bokor turns and looks the wolf in the eyes.

The wolf crouches to spring.

The Bokor holds out one hand, palm outward, then squats and picks up another handful of sand.

The wolf freezes, drooling.

The crowd goes still. riveted.

IN THE IMPERIAL BOX

Lavinia leans forward.

ON THE ARENA FLOOR

The Bokor's words echo eerily throughout the hushed Arena.

Ezana translates.

EZANA

He calls on Dan Toxosu, who causes
the birth of monsters... On Ezi-
Aku, the loa of vengeance.

He indicates the snake scars on The Bokor's body.

EZANA

And on the python spirit --

THE BOKOR

Kimbundu Nzambi!

The word "zombie" reverberates through the arena.

Still holding the wolf at bay with one raised hand, The Bokor
spits into his handful of sand, then says an incantation.

He looks to the sky.

THE BOKOR

Kpe Mawu ton!

EZANA

"May God decide thus...."

The Bokor hurls the sand into the wolf's face.

The wolf snorts and shakes its head. Its eyes roll back. It
convulses.

Thunder rumbles and there's a crack of lighting.

The wolf HOWLS, and the sound fills the Colosseum.

People cover their ears. Some scream. Many head for the
exits.

Titus stares at the wolf.

The beast turns to face him.

Its eyes now glow red and its mouth foams.

The Bokor points at the Emperor and barks a command.

The wolf charges, and leaps up twenty feet--

RIGHT INTO THE IMPERIAL BOX!

EMPEROR FLAVIUS

No!!!

-- as the Wolf tackles him and bites him on the throat --
blood spraying onto the white togas of the Senators.

The Emperor screams, then gurgles blood.

LAVINIA

Guards!

She scrambles to get away, climbing over seats and stepping
on Senators' wives.

CAPTAIN CAESO

Get the Empress to safety!

Some of the Praetorians form up around Lavinia and hurry her
away, shoving aside panicked Senators and Courtesans.

The crowd is going nuts -- it's a full-blown riot. People
are being trampled, trying to get away from the wolf.

Pompey, the Emperor's dwarf, tries to escape, but he's
trapped in a forest of legs.

Praetorians led by Captain Caeso push through the crowd to
reach the Emperor and attack the wolf.

They strike at it, driving their swords into its body.

Its wounds leak a clear liquid.

GUARD

It doesn't bleed!

SECOND GUARD

It doesn't die!

They back off, afraid.

The wolf drops Flavius and turns toward the Praetorians,
bloody fangs bared.

Caeso hesitates, then charges the wolf and chops off its
head. Finally, it dies.

He kneels by the bloody, fallen Emperor.

CAPTAIN CAESO

Caesar?

Flavius rolls around, shuddering. His throat is ripped-open
and bloody. His skin goes deathly gray. He foams at the
mouth.

And then his eyes flash open -- BRIGHT RED.

He is now a Zombie.

The Captain backs away, horrified.

Flavius bolts up, lunging at the Captain.

Another Praetorian steps forward to defend his commander, and Flavius rips into his throat.

CAPTAIN CAESO

Forgive me, Caesar!

He swings his sword at Flavius. Flavius ducks and raises a hand to block it, and the blade LOPS OFF HIS PINKIE FINGER with its gold ring.

The finger and ring go flying.

Then, at his feet -- the fallen Praetorian shudders, convulsing. His skin goes grey, his eyes turn red.

He leaps up, a Zombie, and tackles a SENATOR, biting him in the face. Blood sprays all over the Senator's toga.

The Senator falls -- and turns into a Zombie!

The Senator turns and bites a COURTESAN, who turns into a Zombie. She leaps into the next box and bites a Vestal Virgin.

One after another, Romans attack each other and are transformed into Zombies.

ON THE ARENA FLOOR

The Bokor watches, troubled. He shakes his head.

THE BOKOR

Eo...

He shudders and sags, seemingly grower older by the moment.

He looks at his hands, which become more wizened as he watches.

THE BOKOR

Eo...

IN THE IMPERIAL BOX

Captain Caeso hacks his way through the zombies, trying to escape -- when he notices something on the ground.

FLAVIUS'S FINGER. The ring on it is the large IMPERIAL SEAL.

He grabs the ring. then runs after Lavinia and his men.

INT. COLOSSEUM - DAY

Captain Caeso catches up with the rest of the Praetorians as they rush Lavinia down a narrow, sloping corridor -- a private entrance to the Imperial Box.

They reach a spiral staircase leading downward.

The Captain looks back to see what's coming:

It's a swarm of zombie-fied women -- Courtesans, Senators' Wives, and Vestal Virgins -- heading for the Empress.

The Captain swallows hard, then hands Lavinia the Royal Seal Ring.

PRAETORIAN CAPTAIN

Go. We'll hold them off. May the gods protect you!

Lavinia hurries down the steps.

The Praetorians take up positions at the top of the stairs.

The eyes of the oncoming Zombie Women glow ruby red and their teeth drip blood.

Caeso and the Praetorians brace themselves.

EXT. COLOSSEUM - DAY

The contagion spreads in waves from the Imperial Box -- citizens run for their lives as Zombies attack. It's an orgy of blood and mayhem. What was already a panicked mob is now an angry, deranged... un-dead mob.

ON THE ARENA FLOOR

Titus and the other men watch in stunned awe. Titus shudders -- suddenly aware that he can move again.

TITUS

Quickly!

They run for a gate. But just before they get there, the Head Gladiator Handler steps through.

His eyes are red. He's a Zombie!

Titus readies his sword and steps forward.

The others move in to encircle the Zombie.

The Zombie-Handler charges at Titus.

Titus slashes the Zombie with his sword, cutting off his arm.

The Zombie hits the sand and rolls over, hurt. But there's no blood -- just clear fluid leaking from the stump.

Titus looks shocked. The other men murmur curses and prayers.

TITUS

By the gods...

HERMANN

Kill it, Titus! Kill the thing!

The Zombie gets up, seething like a wounded animal, red eyes blazing, foam flying from its mouth.

Titus backs away -- and his foot steps on something.

A GLADIATOR'S NET, buried in the sand from the last battle.

The Zombie charges again. Titus reaches down and at the last second yanks up the net and pulls it, tripping the Zombie. The Zombie gets tangled up and tumbles to the ground.

Titus raises his sword and STABS it down into the Zombie's chest with a loud CRUNCH. Over and over he strikes.

The Zombie falls still.

Titus steps back, leaving the sword embedded in the Zombie's body.

He notices that The Bokor is still in the Arena, unhappily surveying the carnage.

Titus strides toward him, angry.

HERMANN

Titus!

Titus turns.

He's shocked to see the Zombie-Handler stir to life.

It tears off the net and stands there, panting -- Titus's sword protruding from its chest. Then it yanks it out, the blade slicing its bare hands.

Hermann hands Titus his own sword.

TITUS

Fan out, surround it.

The men circle around the Zombie, weapons raised.

TITUS

Go!

They attack the Zombie. The Africans stick it full of spears. And Titus swings his sword, hacking over and over.

The Zombie gets batted and gouged and knocked about, falling down, losing body parts... but getting back up. Never stopping. It grabs one of the Africans.

AND BITES INTO HIS THROAT. The man groans and goes still.

The Zombie stands and turns, mouth dripping with blood.

Titus and the others bunch together.

TITUS

Fall back!

He and the other men cluster together, shields and swords up, backing toward the exit gate.

At that moment, Hermann sees something, his eyes widening.

HERMANN

Titus...

He points behind the Zombie --

The dead African is getting up.

His eyes are red and his head hangs at a grotesque angle, tendons and flesh barely holding it to his neck.

The men stare in shock.

The African-Zombie charges them.

Titus charges the Zombie and with one powerful sweep slices its head off.

The head drops with a thud to the sand. The tall body stands there a moment, headless, then tumbles next to it.

And with that, the African-Zombie finally goes still.

TITUS

Now we know how to kill them!

He turns back on the Handler-Zombie. But it's more interested in eating the dead African.

Titus and the men look up at the stands. There are now thousands of Zombies rampaging among the dead, the un-dead, and the dying.

Many have stopped to picnic on body parts, fighting each other for choice morsels.

Titus spots The Bokor again and runs to him, sword drawn, the others following.

They're shocked to see the man looks 20 years older.

TITUS

What happened to him?

EZANA

The magic -- it drains him.

TITUS

Tell him to stop it.

The Bokor looks up at the chaos in the stands as he answers.

EZANA

He says -- this is not what he intended. He says it is in the hands of God now.

The gladiators look at each other, unsure what to do.

HERMANN

Should we kill him?

Titus thinks about this and gets an idea.

TITUS

The wolf wouldn't attack him.
Maybe he's more use to us alive.

He grabs The Bokor and heads for the gate.

The others follow.

INT. COLOSSEUM - HYPOGEUM - DAY

Titus and the gladiators hurry through the Hypogeum -- the labyrinth of corridors and rooms under the Colosseum. It's chaos here as well, but not as crowded as in the stands.

They slash and shove their way through the mass of gladiators, prisoners, and handlers -- human and Zombie.

Titus sees that the Zombies won't attack him as long as he's holding onto The Bokor, and he uses him as a human shield, making a path for the others.

TITUS

Hold onto the sorcerer!

The others all reach for the old man. But the crowd overwhelms them. Titus, Hermann, Ezana, and The Bokor are separated from the others.

Titus looks back to see the rest of the gladiators and Africans overcome by a horde of Zombies.

He tries to turn back to help them, but the crowd sweeps him away.

Looking for a way out, he sees the open door of one of the wooden "elevator" cages that raise animals from the Hypogeum to the Arena floor.

TITUS

In here!

He shoves The Bokor into the cage and the rest of the men follow. Ezana jams the door shut with his spear, just as a mass of snarling Zombies hurl themselves against it.

Titus looks around for the controls, and sees that they're on the outside.

As the Zombies reach their bloody hands into the cage, Titus and Hermann hack at the ropes that run through the middle.

The ropes snap, and the cage crashes to the floor 12 feet below, knocking them all off their feet.

The Bokor swears in Fon and gives Titus a dirty look as he gets up.

Ezana pulls out the spear and they open the door; the top of the cage blocks the opening above.

This level seems empty, except for the animals in their cages, pacing wildly, growling, roaring, howling.

Titus leads the men down a dark corridor -- where they run into Daria and two "Amazons," armed with bows and arrows.

Titus, relieved, goes to Daria and grasps her arm. She shakes him off.

DARIA

What is happening?

TITUS

There's a plague of monsters. They
--

HERMANN

This is our chance to be free --
come on!

He turns to leave, dragging The Bokor with him.

LAVINIA (O.S.)

Wait!

They turn to see her approach, sweaty and dishevelled from running.

LAVINIA
(to Titus)
You and your men --

She gives Daria and the Amazons a disdainful look.

LAVINIA
-- can escort me there.

Hermann scoffs.

HERMANN
And why would we do that?

LAVINIA
Because I am your Empress!

Hermann spits at her feet.

HERMANN
I am no Roman. I spit on your
Empire.

LAVINIA
Even if you get past the monsters,
the guards on the gates will know
you're slaves.

She indicates the slave collars they wear.

LAVINIA
You're state property. They'll
kill you for trying to escape.

HERMANN
I'll take my chances.

LAVINIA
Get me safely to the palace and
your papers will be stamped with
the royal seal.

She holds up Flavius's bloody ring.

LAVINIA
You'll have safe passage to
anywhere in the Empire. And enough
gold to live like kings -- not
fugitive slaves.

DARIA
For all of us?

LAVINIA
Of course.

Hermann looks at Daria, Ezana, and the Amazons. They nod.

HERMANN

Agreed.

He turns to Titus and grasps his arm.

HERMANN

Goodbye, my friend. May the gods
protect you.

Titus looks at Hermann, then Daria -- missing them already.

TITUS

You'll get yourselves killed
without me...

HERMANN

I was hoping you'd say that.
So -- you have a plan?

There's a familiar trumpeting nearby. Titus looks and sees a
pair of WAR ELEPHANTS in their cages, growing restless.

TITUS

I do now...

EXT. COLOSSEUM - DAY

Panic fills the streets, people running everywhere, chased by
mindless, flesh-hungry Zombies. And BAM --

A large door flies open on the side of the Colosseum. And
the craziest herd of animals to ever hit Rome charges into
the streets.

A FULL ON STAMPEDE --

First come the ostriches. Then come the lions, tigers,
rhinos, and bears like a charging army. And the crocodiles --
slithering out, snapping away.

It's pure chaos. Animals attacking humans. Animals
attacking Zombies. Zombies attacking animals and humans.
Blood in the streets.

One Zombie leaps on the back of the ostrich, and bites its
long neck. The bird stumbles and falls. Moments later it
rises, a Zombie-Ostrich, its neck now bent.

People desperately try to get away. One man, seeing his way
blocked by Zombies, pries open a manhole cover and jumps into
the hole, landing with a SPLASH.

A crocodile slithers in after him, and a scream comes from
the sewer.

Finally, with another loud BLARE -- out come the pair of WAR
ELEPHANTS. their tusks outfitted with long iron spikes.

Titus sits in the passenger basket of the lead elephant, holding the reins, with Lavinia, Daria, and The Bokor behind him.

LAVINIA

Do you even know how to ride one of these beasts?

TITUS

It's like a horse. Just bigger.

Ezana drives the other elephant, with Hermann and the two Amazons riding behind him.

They rumble out into the chaos, the streets trembling under the weight of the enormous creatures. People and Zombies scatter in front of them. AND --

WHAM! The lead elephant stomps on a Zombie, crushing it.

BAM! The second elephant gores a zombie with its tusk, then flings it off like a rag doll.

WHACK! The first elephant swings its trunk, smashing a pair of Zombies against a building wall.

Titus pats the elephant's head.

TITUS

Good boy.

DARIA

What if it's a girl?

Then, from behind him --

LAVINIA

Titus!

-- on the side of their elephant, several ZOMBIES are CLIMBING UP THE ARMOR, toward Lavinia.

TITUS

Get behind the sorcerer!

Lavinia cowers behind The Bokor.

The first Zombie grabs for Daria, gnashing its teeth, spittle flying. She stabs it through the chest. Clear Zombie blood squirts out but it doesn't die.

So Daria kicks it in the head and it falls to the ground.

But more Zombies are climbing up and clinging to the elephant's trappings, on the side away from The Bokor.

DARIA

There are too many!

TITUS

Hang on!

Titus slaps the reins, sends the elephant marching toward a building like he's going to smash into it. At the last second, he jerks the reins again --

Turning the elephant. Crushing the zombies into the wall.

But the un-dead creatures keep hanging on. So Titus keeps the elephant moving, DRAGGING THE ZOMBIES ALONG THE WALL, tearing their flesh, finally scraping them off the side of the elephant. They fall to the ground.

HERMANN

Titus!!

ON THE SECOND ELEPHANT

Another mob of Zombies dangles from its armor.

Hermann and the Amazons beat at them with weapons, and Daria peppers them with arrows, but they drag the Amazons off the elephant and proceed to chow down.

Daria watches in horror, and aims at one of the Zombies eating her former teammates.

TITUS

Save your arrows and hang on!

Titus u-turns his elephant and charges right at the Hermann's elephant, playing chicken.

At the last minute he turns slightly so the elephants scrape side-to-side.

SQUELCH.

His elephant squishes the clinging Zombies on the other elephant, crushing them between plates of armor. They fall to the ground --

Where they're pounced on by crocodiles!

LAVINIA

Lovely. Now get us out of here.

Titus turns the elephant and whips it into a gallop.

EXT. COLOSSEUM - DAY

On the top-most level of the Colosseum, A LONE FIGURE STANDS:
Flavius.

Still in his royal robes, soaked with blood. His Zombie eyes a matching red. He stares at the statue of himself in armor, then looks out over the rooftops. In his infected, Zombie mind -- it's still his city.

Pompey, now a Zombie, is at his side. Absently, Flavius pets the dwarf and strains to put some thoughts together.

He holds up his hand, the one that's now missing a finger. He clenches it into fist, thumps it against his chest, raises it in a salute.

He lets out a grunt -- the Zombie equivalent of "Hail Caesar."

And sure enough, the dwarf and three Zombies nearby seem to pick up on his communication. They turn to face Flavius -- thump their own fists against their chests and salute.

EXT. THE FORUM - DAY

The reviewing stand is still set up in front of the Senate House.

The Forum is eerily quiet.

Dogs, cats, and rats forage in the trash left over from the morning's festivities.

Lavinia spots the Senate House.

LAVINIA

Stop here!

TITUS

I thought you wanted to go to the palace.

LAVINIA

I need to retrieve my husband's will. He left it with the Senate this morning.

Titus reins in the elephant. Hermann pulls up behind him.

TITUS

The place could be crawling with monsters... You'd risk your life for a piece of parchment?

LAVINIA

Without the will, the succession is in doubt. There will be civil war.

Titus looks doubtfully around the deserted plaza.

TITUS

That might be an improvement, I think...

Lavinia climbs down the side of the elephant.

LAVINIA

If you want your freedom, help me get that will! And bring the sorcerer!

Titus sighs.

EXT. THE SENATE - DAY

Titus tries the door. It's locked. He pounds on it.

LAVINIA

In the name of the Emperor, I command you to let us in!

The door creaks open and an OLD SENATOR peers out, holding a sword in his shaking hands.

He peers at Lavinia.

LAVINIA

Put that thing down!

OLD SENATOR

Empress! Forgive me! Those creatures...

He ushers them in, looking shocked to see Hermann, Daria, and the Africans, with the elephants in the background.

INT. SENATE CHAMBER - DAY

The Old Senator bolts and bars the door behind Titus and the others.

They all look around the senate chambers, impressed.

The Old Senator calls out.

OLD SENATOR

You may come out!

From around the room, about twenty SENATORS and five Senate GUARDS appear -- holding swords, chair legs, anything that could be a weapon.

LAVINIA

Where's the rest of the Senate?

MIDDLE-AGED SENATOR
 Many were at the games, Empress.
 We may be all that are left...

LAVINIA
 Caesar is dead. I've come for his
 will.

OLD SENATOR
 I'll bring it at once, Empress!

He shuffles away into another room.

LAVINA
 (to the Senators)
 You who remain must be strong
 enough to save Rome -- and to serve
 the new Emperor.

MIDDLE-AGED SENATOR
 The new Emperor?

LAVINA
 My son. Marcus Flavius Maximus...
Caesar.

The Senators look at each other, troubled.

MIDDLE-AGED SENATOR
 But Empress -- he is only an
 infant.

LAVINIA
 I will serve as regent until he
 comes of age. With the help and
 advice of the Senate, of course.

She holds up the Imperial Seal.

LAVINIA
 The Emperor gave me his seal before
 he died, and entrusted me with the
 preservation of Rome.

The Old Senator re-enters and hands her a scroll. She tucks
 it down the front of her gown.

LAVINIA
 (to Titus)
 Now to the palace. And my son.

BAM! BAM! BAM! There's a pounding on the main door.

BOOM! It crashes open. A ZOMBIE stumbles into the chamber.
 He shrieks and LEAPS right onto the Middle-Aged Senator.

MIDDLE-AGED SENATOR
 Get it off! Get it... arghhhh!!!

The Zombie bites into his throat. Blood sprays on a Shocked SENATOR nearby.

SHOCKED SENATOR

Run!!

He runs for his life, out of the room. Several other Senators follow suit, while the Guards barricade the doors.

Lavinia hides behind The Bokor, as the others angle for attack positions.

ZING! AN ARROW NAILS THE ZOMBIE THROUGH THE EYE.

The Zombie falls face-forward onto the floor. It stays dead.

DARIA

Now we know another way to kill them.

She yanks the arrow out of the Zombie's eye and wipes off the grey matter before replacing it in her quiver.

Titus looks at her with admiration.

Then the sound of POUNDING FILLS THE AIR.

Titus turns --

More Zombies are trying to get inside as the Guards strain to keep the doors closed.

HERMANN

That won't hold for long.

EZANA

It sounds like an army.

Titus goes to a barred window, looks out over the Forum.

TITUS

It is an army.

The others join him at the windows.

EXT. FORUM - DAY

Outside, the war elephants are going nuts, stomping on Zombies and spearing them with their tusks.

The Zombies keep trying to bite them, gnawing away, but can't get their teeth through the tough hides. But the Zombies keep piling on, more and more, until the elephants finally disappear beneath a seething pile of them.

The Zombie mob parts as a procession moves across the Forum:

At its head, riding in a chariot pulled by red-eyed Zombie stallions --

It's Flavius.

INT. SENATE CHAMBER - DAY

The Old Senator looks confused.

OLD SENATOR

But Empress -- you said Caesar was dead!

LAVINIA

He is dead. That... thing out there is not the Emperor.

EXT. FORUM - DAY

The Flavius-Zombie points at the Senate House and grunts a command.

Thousands of Zombies head for the doors.

INT. SENATE CHAMBER - DAY

The Old Senator gulps in horror.

Titus and Hermann exchange looks, apprehensive.

The Bokor slips away, but Daria grabs him.

EXT. FORUM - DAY

The Zombie army charges the Senate House and hurls against the doors.

INT. SENATE CHAMBER - DAY

Titus looks around.

TITUS

Is there another way out of here?

LAVINIA

(to the old Senator)

What about the secret passage?

OLD SENATOR

How do you know about that?

LAVINIA

You Senators are very free with
information -- especially after one
of my banquets.

Zombies make it up to the windows and reach through the bars.

Lavinia turns to the remaining Senators and Guards.

LAVINIA

(with fake sincerity)

You must stay here and hold them
off, give us time to escape.

The Senators look at each other, dubious.

OLD SENATOR

But if the Senate should fall...?

LAVINIA

(with fake sorrow)

Your names will live forever among
the heroes of Rome.

The Old Senator hurries Lavinia and the others out of the
chamber.

INT. SENATE HOUSE - CORRIDOR - DAY

The Old Senator, dragging his sword, leads the group to a
wall and PULLS ON A DECORATION.

A trap door pops open in the floor.

He takes a lit oil lamp from a niche and hands it to Titus,
then bows to Lavinia.

OLD SENATOR

Remember me to your son.

She smiles thinly and goes down the steps, the others
following.

The Old Senator pulls on the decoration and the trap door
closes.

INT. SECRET PASSAGE - DAY

A dark tunnel.

Titus takes a torch from a socket on the wall and uses the
lamp to light it, then leads the others down the tunnel.

INT. SENATE CHAMBER - DAY

BOOM!

The main chamber door blows open. Zombies push in, shoving the barricaded furniture aside.

They swarm over the few remaining Guards and Senators, devouring them.

Flavius enters with Pompey and looks around, trying to figure out what happened to his prey.

A SENATOR throws himself at the Emperor's feet.

SENATOR
Mercy, Caesar!

Flavius raises him up -- then takes a bite out of his face.

He chews contemplatively as he looks around.

INT. CORRIDOR - DAY

Flavius enters, his face covered in blood, wracking his Zombie brain.

Finally, he goes to the wall and PULLS DOWN ON THE DECORATION.

The trap door pops open. He grunts to his army and points to the opening.

The Old Senator steps out from behind a pillar, awkwardly brandishing his sword.

OLD SENATOR
For the Empress!

He attacks, but the Zombies swarm over him and run down into the underground passage.

The Flavius-Zombie waits above with Pompey, urging his troops to hurry.

INT. SECRET PASSAGE - DAY

Down in the tunnel, Titus and the group can hear the sounds of the trap door opening and the clamor and grunting of Zombies.

LAVINIA
Flavius. He still knows the secrets of this place.

They pick up their pace. Hermann picks up the flagging sorcerer and flings him, protesting, over his shoulder.

But the sound of the Zombies grows louder down the tunnel, getting closer.

HERMANN

We'll never outrun them.

Titus looks around, sees some barrels nearby. He hands his torch to Daria and gestures at Hermann and Ezana.

TITUS

Torch oil. Help me break it open.

Hermann hesitates as he sets down The Bokor.

HERMANN

But it's bad luck to spill oil...

Titus just gives him a look.

HERMANN

I suppose it couldn't get worse...

They tip a barrel on its side. Titus WHACKS it with his sword. The wood cracks, oil spilling out.

Hermann and Ezana do the same with more barrels.

The Bokor tries to slip away again. Lavinia grabs him and lashes his wrist to her own with her scarf, then drags him down the tunnel.

Titus kicks the barrels. They roll down the hall, leaking oil, headed right at the oncoming Zombies.

Titus waits until the barrels get near the Zombies.

Then he grabs the torch from Daria and throws it down the hall.

TITUS

Run!

The others follow as he dashes into the darkness, away from the Zombies.

Behind them, the torch hits the oil. It ignites. Then the barrels catch and EXPLODE IN BALLS OF FLAME.

The tunnel is engulfed in fire -- which the Zombies run right into. With a pop and a hiss, the creatures catch fire, their gray skin burning and their hair crackling.

More Zombies crash into one another. They burst into flame, one after another, falling into a smouldering heap.

Farther down the tunnel, Hermann grins as he runs.

HERMANN

Another way to kill them!

Titus glances back over his shoulder.

More Zombies are coming, climbing over the charred remains of the others, their clothes catching fire.

He spots another OIL BARREL, stabs it with his sword and kicks it over, leaving it to spill. He runs down the passage, stabbing other barrels.

The flaming Zombies run through the corridor, hit the patches of oil and BOOM! Their own bodies light it on fire, setting off more explosions.

BOOM!

BOOM!

BOOM!

BARREL AFTER BARREL EXPLODES.

ZOMBIE PARTS FLY, A FLAMING MESS.

But the mindless monsters don't stop.

Finally, up ahead, Titus notices a light above --

TITUS

There! An exit!

In the ceiling, there's a metal grate that allows air to come into the passage. A wooden ladder leads to it.

Lavinia's already up there, dragging The Bokor with her, hammering fruitlessly on the grate.

Hermann climbs the ladder next to them. A rung cracks under his weight and he almost falls.

He pushes the grate. It's stuck. He bashes it with the hilt of his sword.

Down the tunnel -- the charred Zombies approach.

Daria takes aim.

ZING!

She fires an arrow. It strikes a Zombie in the forehead.

And the charred Zombie dies.

TITUS

Good shot.

He readies his sword as Hermann bashes away at the grate above.

Daria re-loads, keeps firing.

Titus and Ezana stand guard at the bottom of the ladder.

HERMANN

Got it!

He knocks the grate open and climbs outside, then reaches down.

He pulls up Lavinia, then The Bokor.

Titus signals to Daria.

TITUS

Go!

She scrambles up the ladder.

Titus gestures at Ezana.

TITUS

You too.

Ezana climbs up and through, then reaches back for Titus.

Titus climbs up -- just as the Zombies arrive at the foot of the ladder.

Daria rains down arrows from above as Titus climbs.

He gets to the top of the ladder, grabs the rim of the opening and kicks the ladder away.

Titus hangs from the ceiling opening, dangling, straining to hang on.

Below, the Zombies pile atop each others, coming closer.

Titus glances down -- the Zombies can almost reach him.

He flexes his biceps, trying to lift himself higher.

Ezana and Hermann grip his wrists and pull him up.

EXT. STREET - DAY

Hermann and Ezana pull Titus up from the opening.

The men shove the grate back on.

Smoke curls through the opening and the Zombies' blackened and bony fingers poke through the grate.

Hermann and Titus exchange a look -- that was too close.

TITUS

Now I owe you a life.

Hermann grins.

HERMANN

You're still ahead.

They notice the grate lifting slightly.

Titus looks around and picks a direction.

TITUS

This way!

He runs off, the others following.

INT. SENATE HOUSE - DAY

Flavius waits with Pompey at the entrance to the tunnel, peering inside, muttering, growing impatient.

There's a BOOM of exploding oil.

Smoke and ash pour from the opening, blackening their faces. They step back, coughing.

Flavius makes an annoyed noise and stomps away, the dwarf following.

EXT. STREETS - DAY

Smoke rising behind them, Titus and the others run down a street. Screams echo in the distance.

They lean against a wall, in the shadows.

Titus looks around, lost.

TITUS

How do we get to the palace from here?

Hermann turns to Lavinia, who is still lashed to The Bokor.

HERMANN

Unless you want to make some more stops along the way? Maybe at your hairdresser? I want my freedom now!

Lavinia looks at him like he's stupid.

LAVINIA
You're free, then -- all of you.
Hand me some parchment and I'll
make it official.

She holds up the ring and waits, impatiently.

Hermann doesn't know what to do.

LAVINIA
What? No parchment?

Hermann looks at Titus, abashed.

TITUS
If we could get up on a roof, get a
better view...

He spots a ladder leaning against a building and climbs it.
Hermann and Ezana follow.

EXT. ROOFTOP - DAY

Titus and Hermann look around at the rooftops and monuments,
trying to get their bearings.

EZANA
It is a mighty city...

Titus points at a large building, not far away.

TITUS
There's an army garrison. If the
soldiers are alive they can escort
us.

He tenses.

HERMANN
What is it?

TITUS
We're being watched.

He turns slowly.

Sure enough, they see Flavius on a rooftop several houses
away, staring at Titus with hatred. Pompey's at his side and
they're surrounded by more Zombies.

Flavius grunts a command and the Zombies get a running start
and hurl themselves toward the next roof.

Most land with a thud below, but one makes it and keeps
going.

TITUS

Go!

They scramble down the ladder.

EXT. STREET - DAY

Titus and the others can hear the sounds of a Zombie mob approaching.

Lavinia sees a nearby doorway to a large building.

LAVINIA

In here!

They run inside.

INT. BUILDING - DAY

Titus bolts the door behind them, then turns to see where they are.

The building's as luxurious as anything in Rome. Black marble floors. Statues of naked women. Erotic frescoes.

HERMANN

Nice house.

LAVINIA

It's a brothel. For the Senate.

HERMANN

I should have gone into politics.

Outside, more Zombies shriek.

TITUS

(to Lavinia)

I don't suppose there's another secret passage?

LAVINIA

Not that I know of.

TITUS

There must be a back entrance, at least.

He moves on from room to room, the others following.

They pass an area set up for bondage games -- with toys, chains and spiked costumes.

A pair of crossed axes hang on one wall.

Hermann picks up a spiked collar, tied to a long chain, tied to a pillar. One of many.

HERMANN

And they call us Germans
barbarians?

A SOUND draws their attention: water splashing. They raise their swords.

TITUS

Someone there?

No response. They step ahead into the

BATH

Steam billows, hiding what's inside the dim room.

And from the bath, almost concealed by the steam --

Emerge the shapes of THREE NAKED WOMEN.

HERMANN

Ladies... We are here to save you!

The women undulate toward him.

Until they get closer and emerge from the steam --

THEY'RE ZOMBIES!

They launch themselves at Hermann. He goes down in a pile of naked Zombie bodies.

Lavinia grabs The Bokor and hides behind him.

Titus and Ezana try to see where to strike amidst the tangle of bodies.

Daria spots a grey female behind and shoots.

Hermann struggles under the Zombie-Whores.

Then the whole mass of bodies tumbles forward and --

SPLASH!

Hermann and the She-Zombies FALL INTO THE WATER, disappearing below, swallowed up by water and steam.

Titus, Daria, and Ezana rush over but can't see much through the roiling water. Just bodies popping up, splashing.

UNDERWATER

Hermann fights the Zombies, but everything is in hazy, slow motion. Sword swishing, Zombies thrashing, bubbles streaming.

Through it all, Hermann stabs away, but can't get enough force to actually cut a Zombie head off.

AT THE BATH EDGE

Titus glances around -- spots a pillar nearby -- and the spiked collars chained there.

AND A MOMENT LATER --

UNDERWATER

THERE'S A SPLASH AS TITUS, EZANA, AND DARIA jump into the pool.

Then CLICK-CLICK-CLICK! Spiked collars are CLAMPED around the necks of the Zombie-Whores.

Titus and the others help Hermann get out of the bath.

The German doubles over and gasps for breath.

The Zombies lunge for them -- but the chains on their collars pull tight and they stop short.

IN THE WATER

More thrashing as the Zombie-Whores struggle to get free.

Titus and Ezana help Hermann walk as Lavinia and Daria drags The Bokor along.

EXT. STREETS - ROME - DAY

Titus looks back to make sure the others are still with him.

Daria's dripping-wet tunic clings to her body, and he can't help but notice how great she looks.

They turn a corner, FIND --

A small fortress, with huge double wooden doors.

They don't hear anything, don't see any movement.

HERMANN

What if it's full of monsters?

TITUS

One way to find out... Stay back.

He goes to the door, banging on it, as the others step back into the shadows.

Daria raises her bow to cover him.

TITUS
Is anyone here?

There's the sound of a dozen bowstrings being pulled back.

Titus looks up, sees a dozen arrows aiming out defensive slits.

A CENTURION looks through an opening.

TITUS
We have the Empress with us! Let us in!

Lavinia steps forward and holds up the hand with the ring.

LAVINIA
I command you to open this door!

The Centurion's eyes widen.

CENTURION
Open the gate!

INT. GARRISON - LATER

At a large table, Titus and Lavinia look over a city map with the Centurion, discussing routes.

Lavinia's finally detached The Bokor, and he sits in a corner, eating bread, grumpy and wary. He looks another ten years older now.

Daria and Hermann sit near him with Ezana, having bread and wine.

Hermann looks at The Bokor.

HERMANN
Why doesn't he use his magic to escape?

EZANA
His power comes from the earth. But this is a city of stone. He cannot take the earth into his hands.

DARIA
But in Africa -- why did he let them take him?

Ezana asks The Bokor.

EZANA

To bring his vengeance to the great city of the Romans, after they killed and enslaved his people.

Hermann indicates The Bokor's snake scars and tatoos.

HERMANN

Are those your gods?

Ezana asks and then translates.

EZANA

There is only one god -- Mawu.

The Bokor points to one of the snakes.

EZANA

This is Kimbundu Nzambi -- the python loa.

He points to a different snake.

EZANA

And this is Ezi-Aku, the serpent of the waters. She is the loa of vengeance -- but also of love. She is the protector of women -- and she is fond of knives.

Daria smiles and fingers the hilt of her dagger.

DARIA

I like this loa.

The Bokor continues as Ezana translates.

EZANA

She is the loa of hopes and dreams. She makes us different from all other creatures. She makes us human.

Hermann gestures at the door.

HERMANN

But she made those creatures out there?

Ezana translates.

EZANA

He says, it is dangerous to call upon the loa. He only wanted to strike down the Emperor. But Mawu sent his son Sakpata, the vodoun of plague.

Hermann indicates a shrine niche in the wall, with a small figure of Mars and some offerings.

HERMANN

All gods are dangerous...

The Bokor scoffs.

EZANA

He says the gods of Rome are only statues. And those who look like men --

He indicates Titus and the Roman soldiers.

EZANA

-- are only animals.

Titus glances over at Daria and smiles.

TITUS

Yes, and sometimes the females bite...

She looks away, embarrassed and annoyed.

Hermann notices and speaks to her quietly.

HERMANN

Why don't you like him?

DARIA

(quietly)

He shames me in the arena. Makes me look weak.

HERMANN

Would you rather he killed you?

DARIA

Sometimes. But I do not wish to die a slave.

The Bokor says something and points to Lavinia.

EZANA

He asks why you obey this woman.

Hermann eyes Lavinia and the soldiers and speaks carefully.

HERMANN

She is the Empress. And we are her slaves.

Ezana translates.

The Bokor makes a noise of disgust and says something.

Ezana lowers his voice as he translates.

EZANA

He says the slaves of Rome should
rise up against this Empress.

Hermann also keeps his voice low.

HERMANN

They tried that once, years ago.
The leader was called Spartacus.
It did not end well....

A SOLDIER enters and salutes the Centurion.

SOLDIER

The bird came back with a message
from the palace. It hasn't fallen -
- but we'll have to fight our way
through the streets.

Titus turns to the other.

TITUS

Are you ready?

EXT. GARRISON - DAY

Large doors open. A platoon of GARRISON SOLDIERS marches
out, combat ready.

Then the chariots roll out, pulled by horses. Three riders
to a chariot:

Lavinia rides with Titus and The Bokor.

Hermann rides with Daria and Ezana. Daria gestures to
Hermann that she should drive, but he's not having any of it.

The Centurion rides with a driver and another soldier.

They roll along, flanked by marching foot soldiers. Hundreds
of men. An impressive convoy.

Faces appear in windows. But they are just humans, hiding.

Several humans run alongside the convoy, pleading.

YOUNG ROMAN

Please, take us with you. Save us
from those monsters!

LAVINIA

We are saving you, citizen! Rome
shall not fall!

The chariots move faster, soldiers jogging alongside. They come around a corner AND --

CENTURION

HALT!!

The convoy comes to a stop.

On the opposite end of the wide avenue --

It's Flavius.

Standing in his own chariot with his dwarf and Zombie stallions. Wearing a plumed helmet. Flanked by his Zombie army.

He locks his red eyes on Lavinia.

TITUS

He thinks he still owns this city.

LAVINIA

He thinks he still owns me.

Titus goes for his sword, then notices --

A PILUM. A lethal javelin, in a holder attached to the chariot. He takes it out, raising it high.

TITUS

Pilum!

The garrison soldiers all raise their own pilums.

TITUS

Aim between the eyes!

He snaps the reins and the chariot takes off, right at the Zombie blockade.

Flavius and his Zombie army charge forward.

The Romans let out a battle cry and charge.

TITUS

(to Lavinia)

Get down.

Lavinia squats on the floor of the chariot.

The two armies come at one another. Noise building to a fever pitch.

TITUS

Ready... Now!

Titus and the other soldiers hurl the javelins. They fly -- and impale several of the front-line Zombies in the head.

The Zombies go down, skewered. And stay down.

The soldiers cheer and rush forward to retrieve the javelins.

But more Zombies are filling the street ahead of them.

The drivers snap the reins, driving the chariots on.

CENTURION

Charioteers! Wheels!

The Charioteers pull handles in the chariots -- and LONG BLADES SPRING OUT FROM THE WHEEL AXLES. SPINNING LIKE JAGGED DRILLS. Ready to churn and slash everything alongside.

Titus draws his sword.

TITUS

Swords!

The soldiers draw their swords.

TITUS

Take off their heads!

The chariots head right for the army of Zombies --

And they COLLIDE IN BATTLE!

The AXLE BLADES cut into the Zombie's legs and torsos. They crawl and slither along the ground.

Foot soldiers follow, swinging swords and axes, hacking off heads.

But many of the Zombies get through, and attack the soldiers, who go down screaming -- and come up as Zombies.

Flavius urges on his Zombie-horses, but his chariot smashes into his own mob, getting stuck.

More Zombies rush toward the chariots, but draw back when they near the lead chariot carrying Titus and The Bokor, opening a path through the mob.

The rest of the convoy -- whoever's still human -- follows.

TITUS

Stay close! They won't attack the sorcerer!

But the "zone of protection" is only as big as the chariot. The Zombies move in on the other chariots and foot soldiers, cutting them off from Titus.

Titus sees the palace gates ahead and races toward them.

CENTURION

Blow the signal!

The TRUMPETER in his chariot blows the alert.

Titus sees the guards atop the palace walls.

TITUS

(to Lavinia)

Show them the ring!

She stands and holds up her hand with the royal seal. It glints in the last rays of the setting sun.

EXT. THE PALACE - DAY

Hundreds of guards line the walls, heavily armed.

They hear the trumpet signal in the distance.

A GUARD sees the chariots racing toward them, Titus in the lead, followed closely by Hermann, with the Zombies behind.

He squints at the sunlight flashing on gold, and his eyes widen as he recognizes the Empress.

GUARD

Open the gates!

EXT. STREET - DAY

Titus sees the gates open.

He glances behind them -- Hermann and his chariot are near.

But these Zombies just won't give up.

Their numbers growing now, with the Zombie-soldiers in the pack.

The chariots pick up speed, pulling away from the still-human garrison foot soldiers. The poor guys run, looking over their shoulders --

As Flavius and his Zombie army close in on them.

Titus glances back again and winces.

Flavius and his Zombies hit the wall of foot soldiers and plow through them. Biting some, knocking down others, tearing them apart. Never stopping, continuing to chase after the chariots.

Flavius rides over the bodies in his chariot.

Titus whips his horses.

TITUS

Faster!

Zombies leap off roofs and statues, diving onto the other chariots, biting the drivers. The garrison charioteers try to fight them off.

They're down to just a few chariots now, trying to outrun the Zombies.

UP AHEAD -- THE PALACE GATES ARE CLOSE.

A huge Zombie dives into Hermann's chariot. They wrestle. The chariot swerves and bounces.

It rams into Titus's chariot.

There's a CRACK as Titus's chariot wheel wobbles, broken.

The chariot slows.

Titus struggles to control the chariot as Ezana and Daria hack at the slaving Zombie.

They finally shove the Zombie off the back of the chariot --

But he grabs Hermann's ankle and drags him halfway off.

Hermann clings to the reins as his lower body jounces over the cobblestone.

The chariot wheel's wobbling, almost falling off.

Daria shoots the Zombie in the eye and he lets go of Hermann.

They help Hermann back into the chariot, but the German's legs are now scraped and bloody and he can barely stand.

Daria grabs the reins and struggles to control the careening chariot.

The wobbling right wheel of Titus's chariot comes off and they tilt. The axle scrapes the cobbles, sending up sparks.

TITUS

Left!

He, The Bokor, and Lavinia hurl themselves to the left side, balancing on one wheel.

DARIA

TITUS!

Titus looks back and sees her close behind -- and coming up fast behind her --

Flavius in his chariot, almost on top of them.

Hermann grabs the reins from Daria as Ezana fights off Flavius with his sword and spear.

HERMANN

Go!

He picks up Daria by her belt and throws her at Titus.

Titus yanks Daria into his chariot, which wobbles on its one wheel and almost tips over.

But at the same time Flavius closes and reaches out for Daria, clawing at her other arm and then grabbing her wrist.

Ezana chops off Flavius's hand, then leaps and clings to the back of Titus's tilting chariot.

LAVINIA

(from the chariot floor)

There's no room!

She tries to push him off.

The Bokor growls at her and she recoils.

Zombie gore gushes from Flavius's severed wrist. He falls behind.

Daria peels Flavius's fingers from her wrist and throws the severed hand out of the chariot.

The hand lies there on the cobbles, twitching.

A chariot runs over it. It spasms.

Titus glances back to see Hermann falling behind.

TITUS

Faster!

Hermann looks back to see Flavius gaining on them again.

HERMANN

(to Titus)

I still owe you a life.

He maneuvers his chariot to block Flavius's way.

Flavius curses in Zombie -- he can't get by.

Pompey climbs up and launches himself at Hermann, landing on his back and chomping down on his neck.

Hermann loses control and the chariot crashes, sending him and the dwarf flying.

Titus glances back to see this.

TITUS

Hermann!

But Hermann's already been overrun by Zombies.

With a look of pain, Titus whips his horses and pulls ahead.

He heads for the open gates and zooms inside.

The gates slam shut behind them.

Just as Flavius gets there.

WHAM!

He smashes his chariot into the gate, making a jumbled mess of squashed Zombie stallions, broken wood, and Zombie ooze.

He digs himself out of the wreckage, one-handed and battered.

A shower of arrows rains down on him from the walls. Some bounce off his helmet, some stick in his body.

He beats at the gate with his remaining fist as his Zombie minions approach. He gestures at the stump where his hand was, grunts orders, then points off down the street where he lost it.

INT. PALACE GATES - NIGHT

Daria stumbles from the damaged chariot and falls, dazed.

Titus goes to kneel beside her and sees the blood on her arm. He touches her, gently.

TITUS

You're hurt.

She looks up to him.

DARIA

You saved my life.

TITUS

(imitating her accent)

It is the custom of my people....

She smiles.

Lavinia looks at them both with disgust.

LAVINIA

You could have gotten us all killed!

TITUS

But I didn't.

Lavinia spots The Bokor heading for the gardens.

LAVINIA

Stop him!

The guards hurry to seize the sorcerer.

Lavinia indicates Ezana.

LAVINIA

Put both of them in the dungeon.

The guards grab Ezana.

LAVINIA

They can keep each other company.

Ezana gives Titus a look as the guards lead him off.

Titus gets up to protest but Lavinia holds up her hand to silence him and several guards step forward with drawn swords to protect her.

LAVINIA

I'll deal with YOU later.

She sweeps out, the guards escorting her.

Titus looks at Daria's arm.

FOUR DEEP SCRATCHES ARE CARVED INTO HER SKIN, FROM FLAVIUS'S ZOMBIE FINGERNAILS.

A wound that is now red, raw... and very disturbing.

Titus helps her to her feet.

TITUS

Let's see to your wound.

INT. SURGEON'S ROOM - DAY

Daria sits on a stool, her forearm laid across the table for examination.

The GREEK SURGEON hands her a goblet.

SURGEON

It will ease the pain.

She tastes it and grimaces.

DARIA

It tastes like goat piss.

The Surgeon probes the wound, as Daria winces. It seems to undulate and pulse. His eyes widen.

SURGEON

I have seen nothing like this
before...

TITUS

Can you cure it?

SURGEON

I could cut off the arm, before it
spreads...

TITUS

He only scratched her. Perhaps it
won't --

DARIA

I would rather loose my arm, than
be one of... THEM.

TITUS

(to the surgeon)

She hasn't.. turned yet. That's a
good sign -- isn't it?

SURGEON

(shrugging)

I cannot say...

Titus takes Daria's good hand and squeezes.

DARIA

(to the surgeon)

We will wait until morning. If it
spreads, you can cut me then.

She sees Titus's anguished look and indicates the goblet to
distract him.

DARIA

Now find me something worth
drinking!

INT. ROYAL NURSERY - NIGHT

Not exactly cozy. Marble and gold and eagles everywhere.

Lavinia enters to see a plump NURSEMAID sitting on a stool
nursing a swaddled baby.

The nursemaid gets to her feet and bows.

NURSEMAID

Empress!

LAVINIA

(re the baby)

Is he healthv?

NURSEMAID

He's perfect! And such a good eater. Would you like to hold him?

Lavinia hesitates, then holds out her arms and takes him awkwardly.

BABY MARCUS is nine days old and hearty-looking.

Lavinia looks at him without affection, wrinkles her nose, and shoves him back at the nursemaid.

LAVINIA

The child stinks. Have him changed.

The Nursemaid takes him and bows again as Lavinia sweeps out of the room.

INT. SURGEON'S ROOM - NIGHT

Titus enters, a wine jug in hand, and looks around for Daria.

He spots her asleep on a cot, her arm bandaged.

Her forehead is sweaty. He puts his hand on it and frowns, then caresses her hair.

He sets down the wine and lies down to sleep on the floor next to her.

He closes his eyes and whispers a prayer.

EXT. ROME - MORNING

The sun rises over the majestic city. Zombies roam the streets, looking for human flesh. Here and there, humans peer out from hiding spots.

Flavius is nowhere to be seen.

INT. SURGEON'S ROOM - DAY

Daria wakes and sees Titus asleep on the floor next to her. Her expression softens.

Then she looks at her arm:

The red streaks have spread.

As she looks at the marks, a guttural growl escapes her lips.

Her eyes widen -- where did that come from?

Titus wakes instantly at the sound, reaching for the sword at his side.

Daria indicates the arm.

DARIA
It's worse.

Titus's face is grim.

TITUS
I'll find the surgeon.

He gets up.

DARIA
What if it doesn't work? What if
he cuts off my arm and I still
become one of... them?

Titus thinks hard about this.

TITUS
I'll go see the sorcerer -- perhaps
he can tell me.

He heads for the door.

DARIA
Wait.

He turns back.

DARIA
Why do you care what happens to me?
I tried to kill you in the arena,
every time. But you were stronger.
I hated you.

TITUS
I know.

He thinks about how to answer.

TITUS
In the arena, I killed so many
men.... I didn't feel it any more.
I was like an animal, or a machine.

He looks at her with great affection.

TITUS
You were the only one I kissed.
You made me feel like a human being
again. Like a man.

He looks at her, then turns away.

She watches him go, her heart touched.

INT. DUNGEON - DAY

Titus makes his way through the dank dungeon by torchlight.
He finds a cell marked with the Roman numeral "V."

TITUS

Ezana?

Ezana's face appears at the small barred window in the door.

EZANA

I am glad to see you well.

TITUS

And I'm sorry to see you in there --
but you're probably the safest man
in Rome right now. Can you ask the
sorcerer a question for me?

EZANA

I can ask. He may not answer.

TITUS

Daria was scratched by a monster.
Her arm is red, and it spreads like
blood poison. If the surgeon...
cuts off her arm... will she still
become like... those things?

Ezana turns away and says something.

EZANA

He says, to cut the arm will not
help her.

Titus's face falls, then he gets angry.

TITUS

(into the cell)

Tell me the cure, damn you, or I'll
come in there and beat it out of
you!

The Bokor speaks calmly, from the darkness.

EZANA

He says, beating him will not help
her.

The Bokor approaches the window and says something.

EZANA

He asks, why do you care about this woman from the East? She is not of your people.

TITUS

Not all Romans are animals.

Ezana translates and The Bokor thinks about this before responding.

EZANA

He says, if you make the Empress set him free, he will save the young woman.

TITUS

Do you think he's telling the truth?

Ezana shrugs.

EZANA

I cannot say.

TITUS

I'll speak to the Empress.

He turns away, then turns back.

TITUS

Is there anything you need?

EZANA

Only freedom. That is enough for any man.

Titus thinks about this as he walks away.

INT. EMPEROR'S STUDY - DAY

Lavinia and the remaining members of the Praetorian Guard study a model of Rome on a large table.

The wall frescos include a double portrait of Lavinia and Flavius.

A SLAVE enters with a pigeon in a cage. A GUARD takes the bird out and carefully removes a tiny piece of parchment from around its leg. He unwraps it and reads.

GUARD

Twenty thousand men will be here by nightfall, commanded by General Strabo. I've sent orders to every soldier to report to the walls. No creature can escape.

LAVINIA

Well done.

She gives him a look that puts him under her spell.

GUARDSMEN

Thank you... Empress.

He steps back and salutes.

Titus comes to the door. A guard challenges him, but Lavinia waves the guard off.

LAVINIA

(to Titus)

I suppose you've come for the gold.
Forgive me, but I've had more
pressing matters to attend to.

TITUS

It's Daria -- The Emperor scratched
her. The poison spreads, but she
is not yet one of them. The
sorcerer says he can save her -- if
you set him free.

Lavinia snorts.

LAVINIA

And you believe him? If he has
such power, tell him to cure her
first. Tell him to cure all of
Rome, and then I will set him free.

TITUS

But if he could cure her... Then he
can cure others. Including the
Emperor.

He indicates the portrait on the wall.

Lavinia doesn't look entirely pleased at this prospect. But the Praetorians are watching. She forces a smile.

LAVINIA

Very well. Bring her to the
sorcerer.

Titus, relieved, salutes her and leaves.

INT. SURGEON'S ROOM - DAY

Titus enters to see Daria standing at the window.

TITUS

I have good news!

She turns to him with a growl, and her eyes flash red.

He steps back, startled, and puts his hand on his sword.

Her eyes return to their normal color. She gasps, breathing hard, and shows him her arm:

The red streaks are all the way up to the shoulder now.

DARIA

It is worse.

TITUS

The sorcerer says he can cure you.

She looks hopeful, then her face falls.

DARIA

But if he does not -- I want you to be the one to kill me.

TITUS

We will not talk of that. Come!

He gestures at the door, and she follows him out.

INT. DUNGEON - DAY

Titus hurries to cell V, Daria following. She looks around apprehensively at the grim setting.

TITUS

Ezana?

Ezana appears at the window in the door.

TITUS

She agreed.

There's the sound of marching boots above.

A dozen guardsmen appear, Lavinia with them.

LAVINIA

Open the door.

A guardsman takes a giant iron key and opens the cell door.

Ezana steps out, squinting in the torchlight.

The Bokor follows and says something in Fon.

EZANA

He says you must take him outside the walls to set him free. Then he will cure the woman.

Lavinia looks from Ezana, to The Bokor, to Titus.

LAVINIA

We'll take him with us.

She nods at the guard standing behind Titus.

He whacks Titus on the head with the hilt of his sword.

Titus staggers, dazed, and falls to his knees.

The guards disarm him, pin his arms, and drag him to the cell.

DARIA

What are you doing?!

The guardsmen grab her, too.

She fights back, but they overcome her and throw her into the cell after Titus.

The door slams on them and a guard locks it.

INSIDE THE CELL

Titus sprawls face down in a pile of filthy straw. He puts his hand on his head and grimaces.

Daria helps him sit up.

Lavinia appears at the door-window, blocking the light.

Titus and Daria look up at her, furious.

LAVINIA

I keep my promises.

She throws in a pouch that lands with a clink of coins.

LAVINIA

The woman will die free. And rich.

She indicates the pouch.

LAVINIA

By your standards.

Titus struggles to his feet and hurls himself at the door.

TITUS

Why are you doing this?

Lavinia speaks very softly, for his ears only.

LAVINIA

As the boy grows, he might come to
look like his father....

But people will soon forget the
face of a dead gladiator.

Titus's eyes widen as he realizes what she means.

TITUS
(whispering)
The boy...!

Lavinia steps back and speaks more loudly, for the benefit of
the guards.

LAVINIA
The woman is a danger to us all.
We will find someone else to cure,
once my son is safe.

Titus reaches through the bars, grabbing for her.

She steps back, then takes Titus's dagger from a guard and
slaps it into Titus's outstretched hand.

LAVINIA
I suggest you kill her before she
kills you.

She turns to go and the guards follow.

LAVINIA
(to the guards)
Send out patrols to find the best
route.

Titus tries to throw the dagger at her, but he can't with the
bars in the way.

Daria comes up to the window.

DARIA
Don't! We may need it.

Titus yells after The Bokor as the guards lead him away.

TITUS
Tell me how to cure her!

Ezana looks back at Daria.

EZANA
May Ezi-Aku protect you...

The guards drag him away.

INSIDE THE CELL

Titus watches him go and withdraws his arm, and the dagger,
into the cell.

EXT. IMPERIAL PALACE - DAY

A secluded postern gate opens.

Several small patrols head out. The riders wear dark cloaks to hide their armor, and the horses' hoofs are wrapped in rags to muffle the sound.

Archers line the palace walls above them, bows drawn, scanning for Zombies.

EXT. HILLTOP - DAY

From on top of a nearby hill, the Flavius-Zombie studies the palace, Pompey at his side.

He examines his recovered hand: it's now strapped onto his wrist at an odd angle and has tread marks across the palm. The fingers twitch slightly.

INT. DUNGEON - DAY

Only a little light comes into the cell from the torch outside.

Titus squats by the door, diligently chipping away with the knife around the door lock.

He looks to see Daria squatting in a corner, her arms wrapped around herself, sweating and sallow, slowly turning Zombie -- and fighting it with all her will.

Titus is shocked by her appearance, but covers by making conversation as he goes back to work.

TITUS

Is it true you were a princess?

DARIA

I was a warrior.

Titus snorts.

DARIA

You do not believe a woman can be a warrior?

TITUS

You girls in the Arena were just play-acting. The last Amazon died centuries ago.

DARIA

Not all of them.... When Theseus carried off the Amazon Queen Hippolyta, the Amazons went to war against the Greeks.

She gets a warlike look in her eyes.

DARIA

The Greeks defeated them and took them away on ships. But in the middle of the sea the women rose up and killed the Greeks.

Titus looks impressed as he continues to chip away.

DARIA

They knew nothing of boats, so they drifted until they reached the Scythian shore. They tamed the wild horses they found, and raided villages for food and weapons.

Titus stops working and looks at her, captivated.

DARIA

The Scythian men thought the Amazons would bear strong sons, so they camped near them. When a woman would go to make water in the night, a man would follow....

Titus grins suggestively. Daria scowls at him.

DARIA

But not to force her! The Amazon would kill him if he tried. He would tell her with signs --

She shows her empty hands, then puts them over her heart.

DARIA

-- that he desired her, for they did not speak the same language. And if the woman wished it, they would lie together.

TITUS

And what became of them?

DARIA

They went off together to the East, where we still live. The girls are raised as Amazons, and we do not marry until we kill three of our enemies.

She looks wistful.

DARIA

It is the custom of my people.

She looks at Titus, very fiercely.

DARIA

You should kill me now, while you still can. Later, it will be harder.

Titus doesn't respond but redoubles his efforts on the door.

DARIA

What if you free us, but I am a monster?

He still doesn't answer. She becomes angry.

DARIA

And what if I bite you, and we are prisoners here? We would both be monsters, eating each other's flesh.

Titus turns to her.

TITUS

At least I would be with you.

She's touched.

DARIA

I do not want that living death. Promise you will kill me, when the time comes.

Titus is silent.

DARIA

Promise! If you care for me, promise!

TITUS

(quietly)
I promise.

She gets up.

DARIA

Before I die, there is something I want to do.

She goes to Titus and raises him to his feet.

She stands very close to him and puts her hand on his chest. He puts his hand over hers and looks into her eyes.

DARIA

I would like to kiss you.

She smiles.

DARIA

I promise not to bite.

They kiss. It's a long, desperate, passionate kiss. They press their bodies together, wanting each other.

Daria growls, an animal sound of desire, and pulls herself away.

DARIA

It is soon now, I think.

EXT. ROME - DAY

The patrols move quietly through the streets.

The hooded guards are wary, some of them outright terrified.

Zombies scurry in the shadows, giving the guards only a glimpse before disappearing again.

FROM ABOVE

From an eagle's eye view, the situation is clearer:

The Zombies aren't interested in the patrols.

Tens of thousands are heading toward the palace from across the city, surging like a tsunami through streets and alleys and along rooftops.

INT. DUNGEON - DAY

Daria's crouched in the corner of the cell.

Her eyes gleam red in the darkness. Her skin is grey.

But Titus sees none of this.

He's almost chipped through the wood around the lock.

He steps back, then hurls his weight against the door.

There's a splintering sound, but the door holds.

He tries again, and again. The door gives slightly, but the lock still holds.

He steps back to consider the situation.

OOOOOMMMMMMPH! THUD!

Daria throws herself at him and he hits the door hard. It splinters a little more.

He fights back, reflexively, as Daria snaps at him with her teeth.

She grabs for the knife in his hand but Titus holds it out of reach.

She growls in frustration.

Titus looks at her, with love and pity.

Then he stands behind her and wraps one arm around her to restrain her.

She lifts her chin, looking up at him with glowing red eyes, mouth open in a snarling smile.

He bows his head over hers. Tears run down his face.

TITUS

I'm sorry, my love.

He presses the tip of the knife under her chin, preparing to drive it into her brain.

As he looks down at her, a tear rolls down his nose.

With infinite slowness, it falls into her open mouth.

There's the sound of a gentle wind, like a woman sighing.

The red fire fades from Daria's eyes. She shudders, and convulses -- becoming human again.

TITUS

What -- ?!

Daria looks at her human hands, then up at Titus with a radiant grin.

DARIA

(hoarse)

It's Ezi-Aku -- the serpent of the waters...

She touches Titus's tear-wet face.

DARIA

She is the loa of love --

She touches Titus on his chest, above his heart.

DARIA

-- the defender of women...

She indicates the dagger in Titus's hand.

DARIA
And she likes knives.

She looks at the door.

DARIA
Stand back.

Titus stands aside.

She backs up, runs, and makes a flying leap at the door, both feet aiming for the lock.

The wood splinters and the door swings open.

She lands hard. Titus helps her up.

She goes back to retrieve the pouch that Lavinia threw at them while he grabs a torch and swords from a rack outside the cell.

Daria grabs a bow and quiver.

They head for the stairs.

EXT. ROME - DAY

The Zombies converge on the palace.

Flavius rides up in his chariot, Pompey at his side.

He looks up at the guards on the walls.

He smiles a crooked Zombie smile, and croaks an order.

The Zombies around him race toward the palace walls.

Then the next Zombies run, and the next.

FROM ABOVE

It looks like the Zombies are doing "the wave" around the palace.

EXT. PALACE - DAY

From atop the walls, the guards look at each other, swallow hard, and take aim with their bows.

INT. PALACE - DAY

Titus and Daria run along a deserted corridor, looking into rooms as they go.

Titus spots an open door and runs into the

ROYAL NURSERY

He sees the Empress's terrified Servant.

TITUS
Where's the boy?

SERVANT
Gone...

Titus thinks about this, frustrated.

Titus and Daria go to the windows. They can see that the Zombies have the palace surrounded.

TITUS
(to the Servant)
How do we get to the kitchens from here?

EXT. PALACE - DAY

The Zombies are piling up around the palace walls, like a snow drift in a blizzard.

The guards on the walls shoot as fast as they can, but the writhing pile of Zombies grows ever higher, nearing the top of the walls.

When the Zombies are only ten feet below, the guards finally break and run.

But they're too late. Seconds later, the Zombies reach the top of the walls and sweep over the screaming guards.

INT. PALACE KITCHEN - DAY

Titus and Daria burst into the cavernous kitchen.

There are baskets of fruits and vegetables, slabs of cured meat...

Titus looks around in astonishment.

TITUS
This could feed the city for a year....

They the human screams, way too close.

TITUS
They've breached the walls.

Daria closes and bolts the kitchen door, jamming a bench against it for good measure.

Titus looks around for another way out. They're below ground level, with light coming from small barred windows high up in the walls.

There's another doorway on the other side of the room.

TITUS

This way.

WASHING ROOM

They enter a tiled room with a row of large stone sinks.

The floor slopes slightly toward a drain in the middle, covered by a grate.

Titus squats and grabs the grate. Daria helps him lift it off.

She peers down into the darkness, wrinkling her nose.

DARIA

The sewers?

TITUS

They let out in the Tiber --
outside the walls.

He sits on the edge, holds the torch above his head, and then drops into the hole with a splash.

Daria looks into the hole, then back at the barricaded door.

She holds her nose, holds her bow above her head, then jumps in.

EXT. CITY WALLS - DAY

A hooded patrol reaches one of the city gates.

The GUARD leading it pushes back his hood to show his helmet.

GUARD

Open the gate!

The guards atop the gate peer down and aim their arrows at him.

The gate swings open and the patrol rides through.

One blood-covered figure slips through behind the patrol just before the gates close.

GENERAL STRABO, a distinguished, grey-haired man in his 50's, sees this.

GENERAL STRABO

Stop him!

Soldiers grab him -- but he's not a Zombie.

He wipes the blood from his face so they can see who he is.

CAPTAIN CAESO

I'm Captain Caeso of the Praetorian
Guard. Take me to your commander.

He stares at the mounted patrol --

-- as Lavinia takes off her hood.

CAPTAIN CAESO

Empress!

He goes to her as General Strabo helps her dismount.

GENERAL STRABO

It warms my heart to see you well.
And I grieve for the loss of your
noble husband. He was a mighty
general -- in his time.

His look shows that he's got the hots for her. Her look encourages him.

LAVINIA

Thank you, General Strabo.

She takes his arm.

LAVINIA

Now I must rely on YOUR strength to
save Rome.

She turns to the Praetorian with a smile.

LAVINIA

And on yours, as always, Captain.

She looks him up and down with distaste.

LAVINIA

General, could you perhaps arrange
a bath and a clean uniform for the
captain of my guard?

The general signals to the soldiers and they lead Caeso toward the tents.

Lavinia indicates Ezana and The Bokor on their horses, chained.

LAVINIA
 (to the soldiers)
 Have the Africans brought to the
 general's tent.

She simpers at Strabo.

LAVINIA
 And perhaps he would offer me a
 goblet of wine?

As an afterthought, she calls back toward the horses.

LAVINIA
 Bring the child!

The General preens as he leads her toward a row of tents.

A soldier helps the nursemaid off her mule with the baby, and she follows behind Lavinia.

INT. PALACE - DAY

Flavius marches through the empty halls of the palace in a
 Zombie fury. Pompey trots to keep up with him.

He shoves open the door to the

NURSERY

And heads for the cradle.

Empty.

He shoves it over and kicks it for good measure, then shoves
 and throws and kicks everything else within reach.

INT. GENERAL'S TENT - DAY

Lavinia reclines on a couch in the General's luxurious tent
 as he hands her a goblet.

GENERAL STRABO
 How many of the creatures are
 there?

LAVINIA
 Countless thousands. All of the
 city may soon be afflicted.

GENERAL STRABO
 If that happens -- all the legions
 of Rome may not be enough to
 contain them within the walls.
 The safest course would be to burn
 the city.

LAVINIA

You'd make me another Nero?

GENERAL STRABO

He did build a splendid palace on
the ruins.

LAVINIA

And killed himself when the people
turned against him.

The soldiers bring in The Bokor and Ezana.

Lavinia stands.

LAVINIA

But perhaps it will not come to
that...

The Bokor looks very old and frail now, and he clings to
Ezana for support.

LAVINIA

Release them and leave us.

The soldiers hesitate.

Lavinia purrs at General Strabo, who is armed.

LAVINIA

I'm sure the general can protect me
from unarmed savages.

Strabo nods at the soldiers and they unfasten the chains,
salute, and leave.

LAVINIA

(to The Bokor)

You are free, and outside the
walls. Now tell me the cure -- or
die.

The Bokor speaks and Ezana translates.

EZANA

He says, if you kill him, you will
never find the cure.

The Bokor looks at her with contempt as he speaks.

EZANA

He says, you are a monster like
your husband. But he has seen that
some Romans are human. You may
condemn them all, but he will not.

The Bokor hesitates, then speaks again.

EZANA

He says he believes he can cure the Emperor. What will happen to the rest -- he cannot say.

Lavinia thinks about this and looks at Strabo.

LAVINIA

Perhaps it is time for Rome to have a NEW emperor.

In one swift motion, she takes Strabo's dagger and stabs The Bokor in the belly. His blood spurts all over her.

EZANA

No!

The Bokor slumps to the carpets, bleeding.

His strength fading, he whispers in Fon.

Ezana has tears in his eyes as he holds the dying sorcerer.

EZANA

With his last breath... he calls on Ezi-Aku...

He looks at Lavinia.

EZANA

...to avenge him.

The Bokor's head sags, and he dies.

Thunder rumbles.

Strabo looks spooked, but Lavinia's made of sterner stuff.

LAVINIA

Guards!

Two guards appear at the tent entrance. They stare at her blood-soaked gown. She indicates the dead Bokor.

LAVINIA

Have him burned.

GENERAL STRABO

(indicating Ezana)

What about him?

LAVINIA

Send him to the galleys.

Ezana glares at Lavinia as one of the guards leads him away, and the other drags out The Bokor's body.

Lavinia turns to Strabo.

LAVINIA
Gather the men while I change.

He gives her a look that's half appalled, half impressed, then salutes and leaves.

Lavinia stands there, alone, and lets out a deep breath.

INT. SEWER - DAY

Titus and Daria slog through the waist-deep water with floating sewage and offal and dead animals.

Titus's torch casts shadows on the curved walls.

They enter a junction with tunnels leading in various directions at different levels.

They peer down the different tunnels -- which one to take?

Daria points to a tunnel with ankle-deep water.

DARIA
This one.

TITUS
How can you tell?

DARIA
I can feel the breeze from the river.

She indicates the bow on her back.

DARIA
An archer must be able to read the wind.

Titus leads the way down the tunnel she picked.

A soft GROWL issues from a side tunnel as they pass it.

They turn toward it. Titus readies his sword. Daria draws her bow.

Another GROWL. Titus turns his torch light, catching --

A PAIR OF GLOWING RED EYES.

Titus jerks back.

It's a GIANT RAT, the size of a squirrel. Eyes red. Frothing at the mouth.

A ZOMBIE RAT!

Another GROWL. More pairs of red eyes --

-- it's a dozen Zombie rats!

They attack Titus, swarming up his ankles, trying to bite him -- but he's saved by his leg guards. He chops down, cutting one rat's head off.

Daria skewers a few with her bow, then kicks at the rest.

Titus stabs the others and flings them away.

They look down the side tunnel, and now the torch illuminates --

A SEA OF GLOWING RED EYES -- hundreds of Zombie rats!

TITUS

Run!

He takes off down the tunnel, splashing, Daria following, the rats scampering along the walls after them.

A strange croaking ROAR echoes off the walls -- dead ahead.

The Zombie rats scatter, squeaking.

Suddenly -- THE ROAR AGAIN.

Titus and Daria stop and stare.

It's a crocodile, swishing its tail back and forth, blocking the tunnel ahead of them.

DARIA

Is it a monster?

TITUS

Does it matter?

He waves the torch in its face.

It opens its mouth.

Daria looks back -- the Zombie rats are creeping toward them, the torchlight reflecting in their red eyes.

The crocodile lunges at Titus.

He dodges, then and slips and falls on the slippery sewer floor.

The beast chomps down, denting his leg guards.

Titus gasps and kicks, awkwardly whacking at the creature with his sword while flat on his back.

Daria shoots at its head, but the arrow just bounces harmlessly off the reptile's thick skin.

TITUS
Go for the eyes!

She aims again and nails the thing in its yellow eye.

It thrashes in agony, releasing Titus and flipping onto its back.

Titus gets up, limping and bleeding from his injured leg.

He looks back down the tunnel.

The Zombie rats are creeping forward.

He gets an idea, sticks his sword into the reptile's soft underbelly, and rips. The intestines spill out.

TITUS
Come on!

He jumps over the beast and runs down the tunnel, Daria following.

The rats swarm over the dying crocodile's guts, feasting.

INT. PALACE - DAY

In the banquet hall, Zombies swarm over a pile of the corpses of palace guards, gnawing at bones, scooping out eyes and brains and entrails.

The palace is now Zombie Central.

Flavius, sitting on his throne, drains his goblet and frowns.

He sees a palace guard, still alive and chained to a pillar, and saunters over to him.

He bites the man in the jugular. Blood spurts out. He fills his goblet from the fountain of blood.

Other Zombies sniff the air and get the scent. They leave the pile of corpses and gather around the dying guard to lap up the fresh blood.

Flavius sips his drink, then wanders off to the adjoining

EMPEROR'S STUDY

He examines the model of the city, tracing the course of the walls with his strapped-on hand.

Then he looks up at the fresco portrait of himself and Lavinia.

He stares at her in hatred, and flings the goblet at the wall.

The blood drips down her painted face.

EXT. ARMY CAMP - DAY

Lavinia rides in a chariot in a clean dress, inspecting the assembled legions.

General Strabo stands at her side, and a driver handles the horses.

They see people approaching from the direction of the river.

GENERAL STRABO
(to the driver)
Go see who that is.

The driver heads for the river.

Lavinia frowns to see Titus and Daria, soaking wet and under guard. Titus is limping badly and his leg's bleeding.

A GUARD leads them up to the chariot and salutes.

GUARD
Empress -- these gladiators say
they know you.

Lavinia eyes them with distaste, but Strabo studies them with interest.

GENERAL STRABO
You've come from the city?

TITUS
From the palace. The monsters have
gathered there.

Lavinia's intrigued by this.

LAVINIA
(to General Strabo)
If they're all in one place -- we
wouldn't have to burn the city!

GENERAL STRABO
It's too risky. Some of them could
escape. And I'd lose too many men.

LAVINIA
What is the army for, if not to
protect the people of Rome? Let me
speak to them.

The general signals to the driver, who takes them to a spot in front of the assembled ranks where Captain Caeso stands with what's left of the Praetorian Guard.

Caeso and the guards beat their swords against their shields in acclamation. The rest of the soldiers take it up.

Lavinia waves her hands to signal for silence and they quiet down.

LAVINIA

Citizens! Soldiers! Men of Rome!
I know I have the body of a weak
and feeble woman; but I have the
heart of an Empress, and of an
Empress of Rome!

The men cheer and beat their shields.

LAVINIA

And I know I can rely on you, the
strong men of Rome, to save the
Empire from this plague.

The soldiers cheer.

LAVINIA

Many of you have families within
the walls. If we burn the city, we
will destroy the monsters -- but
your families will die. Are you
willing to fight, street by street,
house by house, to save them -- to
save Rome?

SOLDIERS

Yes! Yes!

SOLDIER

Long live the Empress!

Lavinia smiles and waves at them, then gives Strabo an "I told you so" look.

She gets down from the chariot and walks toward the Praetorians.

LAVINIA

Captain Caeso? A word...

Caeso joins her and she takes him aside. She looks over at Titus and Daria.

LAVINIA

(quietly)

The gladiators are a threat to my
son. I believe you know why.

Caeso stares at Titus and nods.

LAVINIA

If they survive this -- have them
killed.

CAPTAIN CAESO

As the Empress commands... as
always.

The look he gives her betrays a smoldering passion.

EXT. PALACE - DAY

Flavius goes out on a balcony. The sounds of a loud Zombie
debauch come from within.

The sun is setting. The rays glint off the armor of the tens
of thousands of soldiers massed around the city walls. Smoke
rises from their cook-fires.

He growls a low growl, and smiles.

EXT. ARMY CAMP - NIGHT

Titus and Daria stroll around the bustling camp, getting out
of the way of wagons and chariots.

Titus's leg is bandaged now, but he's still limping.

Roman soldiers nod greetings to them, and a few pat Titus on
the shoulder or eye Daria's bare legs.

A SOLDIER calls out as he passes.

SOLDIER

I saw you fight, gladiator! There
was no one better!

Titus nods to acknowledge him.

A CENTURION comes up to them and puts his hands on Titus's
shoulders.

CENTURION

My family's still in the city.
They would've died in the fire. May
the gods bless you, gladiator.

Titus watches him go, touched, then looks at Daria.

TITUS

They already have...

They pass the General's enormous tent, glowing from within,
with Praetorians stationed outside.

They can hear Lavinia and General Strabo laughing.

The baby cries out from inside the tent. Titus takes a step toward the sound.

The guards at the door eye him with suspicion.

Captain Caeso spots them.

CAPTAIN CAESO
Have you eaten?

They shake their heads.

He leads them to a modest-sized but elegant tent nearby.

CAPTAIN CAESO
Please.

He gestures for them to go inside.

INT. TENT - NIGHT

The tent is beautifully appointed, with rugs, dining couches, lamps, and a table set with silver dishes.

The Captain eyes Titus and Daria. They're still bedraggled from the sewer and the river.

He indicates a hanging that acts as a room divider.

CAPTAIN CAESO
There's a bath back there, and
clean clothes.

He nods his farewell.

CAPTAIN CAESO
Until the morning, then.

TITUS
Thank the Empress for us.

The Praetorian pauses.

CAPTAIN CAESO
It wasn't her idea.

He smiles and leaves them.

LATER

Daria comes out from around the room divider, shyly.

She's bathed and wearing a fine silk gown.

Titus, already bathed and changed, sits on one of the couches, drinking a goblet of wine.

He stands when he sees her.

TITUS

You've always been beautiful...

He goes to her, puts his arms around her, and inhales.

TITUS

But you smell much better now.

She puts her face against his chest and breathes deeply.

DARIA

You too.

They giggle.

He leads her to one of the dining couches and they sit.

He points out the various dishes on the table.

TITUS

Eels, dormice, snails -- and something I think is peacock tongues.

Daria laughs.

DARIA

I'd rather have beans and barley.

She puts her hand on his chest.

DARIA

But I'm not hungry.

TITUS

Nor I, strangely enough.

Daria looks into his eyes, very serious.

DARIA

I have killed more than three of my enemies.

Then, very solemnly, she shows her empty hands, then puts them over her heart.

Titus is taken aback.

TITUS

Is that a proposal?

DARIA

If you will have me.

In answer, he takes her in his arms and kisses her, deeply.

When he finally releases her, they're both out of breath.

TITUS

But we don't seem to have a
priest....

DARIA

My people have no need.

She takes her knife and places it between the thumb and
forefinger of her left hand, then makes a shallow cut.

She reaches for his left hand and does the same to him.

She clasps his hand so that the cuts touch.

Then she takes off her scarf and wraps it around their joined
hands.

DARIA

Say after me.... "Blood of my
blood...."

TITUS

"Blood of my blood."

DARIA

"Flesh of my flesh."

TITUS

"Flesh of my flesh."

DARIA

"I bind myself to you."

TITUS

"I bind myself to you."

DARIA

Then we kiss.

He kisses her, gently this time.

She pushes him over on the couch and straddles him.

He flips her over so he's on top.

DARIA

But that is not the custom of my -
- !

He silences her with a kiss.

They make love in the lamp light.

EXT. ARMY CAMP - DAY

As dawn breaks, Titus walks through the camp with Captain Caeso and Daria. They all wear armor and swords, and Daria carries her bow.

CAPTAIN CAESO

You're a free man. Why not leave this to the army?

TITUS

I know what it means to lose a home, a family --

He sees Lavinia comes out of the general's tent with Strabo. The Nursemaid follows with the baby.

TITUS

-- a future.

He limps toward them.

CAPTAIN CAESO

We'll put you in a chariot, to spare your leg.

He eyes Daria.

CAPTAIN CAESO

And you'll want to drive, I suppose.

DARIA

I go where he goes.

Titus goes up to Lavinia.

TITUS

Empress. A word -- in private?

She hesitates.

TITUS

Or in public, if you prefer.

She takes him aside and keeps her voice low.

LAVINIA

What do you want?

Titus looks at the baby.

TITUS

I want my son.

Lavinia laughs, cruelly.

LAVINIA

And what would you do with him if
you had him?

TITUS

I'd raise him to be a man.

LAVINIA

And I'll raise him to be an Emperor
-- and a living god!

She sneers at him.

LAVINIA

You think only of yourself. But I
must think of Rome. When Caesar
dies, Rome quakes. And she can
have no rest until his successor is
named.

She gestures at the Nursemaid.

LAVINIA

Take the boy if you want. And the
slaughter of civil war will make
your Colosseum look like a picnic
ground. Would you have that on
your head -- and his?

Titus hesitates. She presses her advantage.

LAVINIA

And what kind of father would you
be? You kill to entertain the
crowd. Do you even know how to do
anything else?

Titus stares at the baby but doesn't move.

Strabo calls to them from his chariot.

GENERAL STRABO

Empress? We're ready.

She glares at Titus, then turns to go.

TITUS

This is not the end of this...

Lavinia climbs into the chariot next to Strabo.

CAPTAIN CAESO

Empress! This is no place for
a --

LAVINIA

My place is with my people. And I
will be well-protected.

She smiles at Strabo.

LAVINIA

Give the order to advance.

The General nods at a herald.

The herald blows a signal.

Other trumpets take up the signal and it circles the city.

The gates open.

The soldiers advance.

EXT. ROME - DAY

From above, the disciplined columns of soldiers can be seen marching through each of the city's gates, heading for the palace.

EXT. PALACE - DAY

Flavius comes out on the balcony to watch the sunrise.

He hears the distant trumpets and sees the soldiers pouring into the city.

He smiles.

EXT. ROME - DAY

Eighty soldiers led by a Centurion march down a narrow street.

Ahead of them fifty Zombies approach, blocking the road.

The Centurion looks back.

Another 50 Zombies are blocking their retreat.

AAAAAGGGGGHHHHHH!

One of the soldiers falls -- a Zombie's leaped on him from a housetop and is biting his throat.

CENTURION

Kill them both!

His men comply.

The Centurion looks up. Another 50 Zombies are on the rooftops.

CENTURION
Testudo formation!

The men in the center of the formation put their shields above their heads, edges overlapping, forming a solid wall.

The men creep forward, looking like a giant armored turtle.

The Zombies jump down on the shields.

Underneath the shields, the soldiers cringe and stumble as the Zombies land on them.

Some of the Zombies roll off the shield wall, but others cling to it. When the weight becomes too much, the shields collapse.

The soldiers strike, killing Zombies and anyone they bite.

EXT. ROAD TO THE PALACE - DAY

Titus rides in a chariot with Daria at the reins, next to another chariot with Lavinia and General Strabo.

Hundreds of mounted soldiers and Praetorians, including Captain Caeso, surround them.

They can hear the sounds of fighting in the distance ahead.

Titus frowns.

TITUS
I should be with them...

CAPTAIN CAESO
Not with that leg. You'd only slow them down.

Titus holds a spear and looks warily to the rooftops and alleyways.

But the streets are eerily empty -- except for the corpses. And pieces of corpses. And the flies. And the rats.

Lavinia holds a handkerchief to her mouth and looks ill.

The Centurion rides up to them from the direction of the palace. He's covered with blood and Zombie gore, and he looks exhausted.

CENTURION
We lost half our men -- but the way to the palace is clear.

GENERAL STRABO
Excellent. Ready the siege engines.

The Centurion salutes and rides off.

EXT. PALACE - DAY

Titus, Daria, Lavinia, General Strabo, Captain Caeso, and their escort of soldiers reach the palace.

It's already encircled by rows of troops -- a human wall.

Catapults and other siege engines are in place.

Burning braziers stand ready to light payloads.

ATOP THE WALLS

Flavius stands looking down at the soldiers. He wears the same armor he wore for his statue in the Coliseum. Even though he's too fat for it, he looks quite noble -- for a Zombie.

He spots Lavinia and growls softly.

OUTSIDE THE PALACE

The Centurion rides up again.

CENTURION

The men are in position.

GENERAL STRABO

Attack at will.

He gives the signal to the herald, who blows a signal.

Flavius disappears from sight.

THWAP! THWAP! THWAP! THWAP!

Catapults fire, lobbing flaming payloads over the walls.

More catapults fire from another direction, and another.

Smoke rises from inside the palace grounds.

The soldiers stand ready with drawn swords, staring at the palace gates.

Archers prepare to set fire to their arrows.

The catapult crews reload and fire, again and again.

Titus, Daria, Lavinia and the soldiers watch the huge palace doors slowly open.

Zombies pour through the gates to face the soldiers.

But they're no match for the armored, disciplined troops.

The archers fire, setting the first ranks of Zombies ablaze.

The soldiers cut the rest down, aiming for the heads. Soon the ground is littered with their remains.

One soldier gets bitten. The next one cuts off his head.

The fighting is fierce -- the Zombies surge forward, and the soldiers beat them back.

Soldiers fall, are pounced on by Zombies, rise up un-dead -- and are slaughtered by other soldiers.

And then it's over.

The soldiers stand with swords dripping Zombie ooze, but nothing un-dead is moving.

General Strabo smiles genially from his chariot.

GENERAL STRABO

(to Lavinia)

We've faced worse any number of
times -- in Germania, in Gaul, in -

-

He stops as he sees Flavius, in armor, accompanied only by Pompey, walk slowly through the open gate.

GENERAL STRABO

Should I offer him terms of
surrender? He was a great general
once...

Lavinia looks at Flavius with loathing.

LAVINIA

That thing is no general. It's not
even a man.

She indicates the archers.

LAVINIA

Shoot him down.

But before Strabo can give the order, Flavius howls --

-- and the sound repeats from hundreds of thousands of zombie throats...

Zombies and Zombie rats erupt from the sewer gratings and drag down the screaming archers.

Titus draws his own sword and Daria raises her bow. They see that every rooftop is suddenly lined with Zombies. They're streaming out from every doorway and alley.

Strabo looks behind them --

-- and sees that his reserve troops have already been turned into Zombies.

Caeso sees it too.

CAPTAIN CAESO
Defensive positions!

His men turn to face outward, shields locked, forming a circle around the chariots.

The rest of the troops are swept away under the Zombie tide -- outnumbered ten to one.

And the Zombie ranks are growing by the minute.

Daria shoots at Flavius, but he's out of range.

TITUS
Save your arrows...

General Strabo looks around in dismay. There's nowhere to go -- no escape.

Lavinia stares at Flavius, remembering his words.

LAVINIA
"Retreat and regroup. Draw them in."

She looks around at the Zombie horde.

LAVINIA
I should have burned them all when I had the chance.

In just a few minutes, all of the troops have fallen -- except for the small island of Praetorians and soldiers around the two chariots.

GENERAL STRABO
Why aren't they attacking us?

LAVINIA
Oh, I'm sure he has something special in mind...

Flavius points at her, and then at Titus.

He grunts a command.

The Zombies grab the bodies of dead soldiers and drag them aside, clearing a large circular space in front of the palace gates.

A giant figure strides out from the palace --

It's Hermann - a Zombie now. He still wears his armor but he doesn't carry a sword.

Titus stares at him, his heart sinking.

Flavius gestures at Hermann, then at Titus, impatient, pantomiming sword strokes.

DARIA

He wants you to fight him.

Lavinia's staring daggers at Flavius.

LAVINIA

He wants me to watch you die.

She sneers at Titus.

LAVINIA

The fool thinks I care for you.

Flavius grunts and the Zombies part, making a clear path from the chariots to the open space "arena."

Daria hands to reins to Titus.

DARIA

If we are closer, I can hit him.

Titus nods and slaps the reins.

The terrified horses move forward, shying from the Zombies. Titus struggles to keep them under control.

They reach the open "arena" and stop in the middle.

Daria takes aim.

But before she can let fly --

OOMP!

She loses her footing and falls on her face.

Pompey's grabbed her by the ankles and is dragging her from the chariot.

Titus drops the reins, jumps down, and beheads the dwarf.

The panicked horses run and crash the chariot into the crowd.

Titus kneels next to Daria. She's been knocked out, and her forehead's bloody.

Her bow and arrows are scattered on the ground.

He checks her pulse. She moans.

Flavius grunts at Hermann, and the huge German strides forward.

Titus gets up and draws his sword, defending Daria.

TITUS

Hermann? It's Titus. I know
you're in there somewhere....

The Zombie-German attacks.

Titus swings his sword, but Hermann grabs it with his bare hands and yanks it from Titus's grasp, then hurls it out of reach.

Titus draws his dagger and backs off, as Hermann comes toward him, forcing him toward the wall of Zombies.

Flavius grunts a command.

Hermann turns to look.

Flavius is holding his thumb out, parallel to the ground.

Flavius looks over at Lavinia and turns his thumb down.

Hermann moves in for the kill.

But as he bends down and opens his mouth to bite, Titus springs up and drives the dagger in under his chin.

Hermann falls on his face, almost on top of Titus.

TITUS

I'm sorry, my friend.

He turns to face Flavius.

Flavius grunts and the Zombies converge on Titus.

TITUS

You were a soldier once! Fight me
yourself!

Flavius holds up his hand and grunts a command.

The Zombies back off.

Titus goes to pick up his dropped sword.

Flavius takes a sword from a dead soldier, then strides out to confront Titus.

Titus salutes him, with only a touch of irony.

TITUS

Hail Caesar!

Flavius raises his sword and comes after Titus.

Titus parries, then goes on the attack.

He pushes Flavius back, then gets under his guard and slashes him on the leg. The wound drips goo, but it doesn't slow Flavius down.

Flavius attacks with all his fury.

Titus defends himself. But he's limping and weakened from loss of blood.

Flavius backs him toward Daria, raining down savage blows.

The Zombies move closer, for a better view.

AT THE CHARIOTS

The Zombies, moving toward the arena, are no longer surrounding the chariots.

Lavinia shows Strabo the opening behind them. He takes the reins and turns the chariot.

IN THE ARENA

Titus keeps backing, and backing --

-- and then he trips and falls over something on the ground, losing his sword.

It's Pompey's headless body.

He tries to get up, but Flavius is standing over him with his sword at his throat.

He gropes for something on the ground, and grabs one of Daria's arrows.

Flavius raises his sword for the final blow.

But then he sees the chariot turning -- and Lavinia escaping.

He runs toward her, grabs a spear from the ground, and hurls it.

It flies through the air --

And impales her through the back.

She slumps over the side of the chariot as Strabo urges the horses forward.

Flavius grunts with satisfaction.

But as he turns back, Titus is in front of him --

And rams the arrow into his eye.

Flavius lets out a sigh and collapses.

The sound is echoed by a hundred thousand Zombies.

The Zombies fall.

And Titus is the only one left standing in the "arena."

He limps over to Daria and picks her up in his arms.

Her eyes flutter open and she smiles weakly.

DARIA

Are we dead yet?

EXT. STREET - DAY (DAYS LATER)

Titus and Daria, bathed, bandaged, and in fresh clothes, ride a pair of fine horses toward the city gates.

While soldiers patrol, citizens and slaves sweep and scrub the streets.

Titus looks back over his shoulder.

Behind them is a bier on a cart. Atop the bier, Hermann's body lies in polished armor.

Somewhere, a baby cries.

Titus smiles.

DARIA

What is it?

TITUS

(indicating the sound)

Life. It sounds like life.

He looks at her lovingly.

TITUS

I think you'll make a good mother.

She snorts.

TITUS

Don't laugh. It may be sooner than you think. There's someone I want you to meet when we get back...

They pass through a city gate.

EXT. APPIAN WAY - DAY

Other carts with similar burdens, accompanied by mourners and musicians, are ahead of them on the road, heading for smoking funeral pyres in the distance.

EXT. CREMATION GROUND - DAY

Slaves take the bier from the cart and place it on a waiting pile of timber.

Daria sprinkles flower petals over the corpse. Titus pours oil on his friend's body, then picks up a torch and lights it.

He and Daria step back, solemn, as the body sizzles and burns.

There's the sound of riders approaching.

Titus and Daria look up, apprehensive.

It's Captain Caeso, with several dozen of his men.

Titus steps forward, and draws his sword.

Daria reaches for her bow.

Captain Caeso stops and studies them both.

CAPTAIN CAESO

The Empress gave me a task before she died. She considered you gladiators a danger to him. I think we both know why.

He and Titus hold each other's gaze for a long moment.

Caeso gestures to his men.

They part rank and a hooded figure on a mule rides forward.

Titus's eyes widen:

It's the Nursemaid. And she's holding Baby Marcus in a sling against her chest.

CAPTAIN CAESO

I believe you've met Marcus Flavius Maximus?

TITUS

(whispering)
Caesar.

CAPTAIN CAESO

No... Not any more.

He rides up close to Titus, so they can speak privately.

CAPTAIN CAESO

I was there that night. I know who his father is.

Titus stares at his son.

CAPTAIN CAESO

His life's not worth a brass obol in the city. Strabo's got his eye on the throne -- and grown sons of his own. It won't be pretty, the next few months. I may even end up Caesar myself.

Titus can't take his eyes off the baby.

CAPTAIN CAESO

So, do you want him?

In answer, Titus strides over to the Nursemaid. He reaches for the baby and the Nursemaid hands him over.

Titus studies the tiny face, so much like his own. Then he raises him over his head, presenting him to the others.

TITUS

This is my son. Marcus.

The soldiers smile.

So does Daria, but she also has tears in her eyes.

Titus kisses the baby on the head, then hands him back to the Nursemaid, who tucks him back into the sling.

Titus looks up as another man rides forward.

It's Ezana.

CAPTAIN CAESO

Someone else you know?

Ezana rides up to Titus and they grip arms.

CAPTAIN CAESO

It would be wise to put some distance behind you.

DARIA

(re the city)

I never want to see the cursed place again!

TITUS

No. When my son is grown we'll bring him here.

CAPTAIN CAESO

To see the Coliseum where his
father fought?

TITUS

He will never see humans killed for
sport. But I will show him where
brave men died.

He glances over at Hermann's pyre, then mounts his horse.

Daria rides up beside him, and Ezana joins him on the other
side. The Nursemaid follows on the mule.

The Praetorians watch them go, with admiration.

And we rise to see the horses and their riders head down the
wide road, past tombs and burning pyres, leaving the city
behind them.

FADE OUT.