

300

(Gods of War)

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WGAE 2004

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FADE IN:

SUPER: IN 490 BC, ATHENS MANAGED TO FEND OFF PERSIAN INVASION AT THE BATTLE OF MARATHON. DARIUS I, "GOD-KING" OF PERSIA, INTENDED REVENGE, BUT HIS ATTENTION WAS DIVERTED TO REBELLIOUS EGYPT.

1 EXT. THERMOPYLAE PASS -- DAY

1

It is mid-afternoon on the third day of battle at the Pass of Thermopylae, the "Hot Gates".

SUPER: FOR 10 YEARS DARIUS WAS DISTRACTED WITH QUELLING REBELLION, GIVING TIME FOR ATHENS TO ORGANIZE THE CITIES OF GREECE UNDER THE CORINTHIAN LEAGUE. ALL JOINED EXCEPT SPARTA.

The remains of the Greek resisters are being cut down by the overwhelming Persian army.

SUPER: NOW XERXES, SON OF DARIUS, HAVING Re-ESTABLISHED PERSIAN CONTROL IN EGYPT, SEEKS TO REALIZE HIS FATHER'S AMBITION - TO SUBJUGATE THE GREEK WORLD UNDER THE POWER OF THE GREAT GOD-KING.

Thousands of Persian soldiers attack and cut into the few hundred Thespians and Spartans that still live.

LEONIDAS (V.O.)

Many in this world believe a Spartan to be a madman, possessed of demons. We are not mad. We are Spartan.

The Spartans fight desperately vicious. Most have lost their weapon, but all fall victim to the greater Persian numbers.

LEONIDAS (V.O.) (CONT'D)

Know that a Spartan is the greatest of all men, the most perfect creature.

Spartans without a weapon use anything they can; rocks, sticks, fists, nails, even their teeth.

LEONIDAS (V.O.) (CONT'D)

The Gods have chosen us above all others as their weapon. Every day we train and work our bodies to be as solid and as strong as rock.

Amidst the battle scene, the Spartan King, LEONIDAS (39) fights ferociously against the Persian General, ABROCOMES (38). His dreadlocked hair and long beard drip with dirty sweat and foamed spit. His short sword gleams scarlet red in the sun and his red cloak and armor are wet with blood.

LEONIDAS (V.O.) (CONT'D)

Our minds and our will are made as sharp as a spear's tip.

Abrocomes fights Leonidas with a sword in each hand. Leonidas, skilled in his weapon, parries and returns each attack. But, in the end, fatigue leaves Leonidas out matched. Abrocomes finds a hole in Leonidas' form and stabs him through the chest.

LEONIDAS (V.O.) (CONT'D)
 We do not fear death nor pain. We are
 death. We are fear.

The sword passes through him, sticking out of his back.
 Leonidas falls to his knees, grimacing from the great pain.

LEONIDAS (V.O.) (CONT'D)
 We are Spartan.

ECU LEONIDAS.

Leonidas lets erupt a scream of hate from his Spartan heart.

TITLE: 300

DISSOLVE TO:

2 EXT. SPARTA, TRAINING CAMP -- EARLY MORNING -- BEFORE SUNRISE 2

**SUPER: SPARTA. LATE DECEMBER, 481 BC. LESS THAN A YEAR
 BEFORE THERMOPYLAE.**

The camp sleeps except for a pack of 7 year old boys sitting
 around EURYBIADES (57), a large, proud warrior with long,
 graying dreadlocked hair and raspy beard. Hew tells them
 the story of the Boy and the Fox Cub.

EURYBIADES
 -- The boy proved his worth in death.
 Had he lived, this feeble boy *would*
 have become a great man, worthy of the
 title "homoioi". Equal. *This* is what
 it is to be a Spartiate.

He looks down upon the boys with stern eyes.

EURYBIADES (CONT'D)
 All of you this day have reached the
 age of seven, so it is now come time
 for you to enter your Agoge. Such
 wilderness training is the first step
 to becoming a warrior of Sparta. Should
 you survive, you'll have earned an
 honored place among our ranks as a
 full citizen. And on that day, it
 shall be your duty to train until
 battle; then to battle until victory.
 Or death. For once you enter battle,
 you may only return to Sparta with
 either your shield in hand, or on your
 back upon it, dead. Do you understand?

The boys nod. Even at this age, they are more hardened than
 other children.

EURYBIADES (CONT'D)
 Very well. Go to the river. Collect
 materials for your barrack beds. On
 the morrow, you abandon the shackles
 of boyhood and enter the wild from
 whence only men emerge.

BOYS

Yes, Father.

The children rise and walk to the river in the Taygetos woods.

DIENECEES (O.S.)

Your skills are wasted on soldier
duties, "old father".

Eurybiades turns to DIENECEES (36), a tall man of muscle and
sweat, dreaded brown hair and strong beard flowing long.

DIENECEES (CONT'D)

Perhaps you're suited better as a nurse
maid, telling your old, "dusty" tales...

EURYBIADES

I recall you liked them well enough
when I spoke them to you at *your* Agoge.
(Stepping up to him)
And if you call me "old" once more,
whelp, you'll not live to reach even
this "old father's" age.

They grab the other by their robes. Eurybiades pulls a dagger,
and Dienecees responds with a cooked boar's leg. They burst
into laughter. Eurybiades takes a bite of the leg.

EURYBIADES (CONT'D)

Dienecees, I swear, you will speak a
joke even upon your own death.

DIENECEES

To make laughter at death is as potent
as any prayer to the Gods.

Eurybiades picks up his spear and shield. A Lambda is carved
on the shield, as it is carved on all Spartan shields.

EURYBIADES

I see now why you were made Captain of
the 300 guard. A head of heavy stone
is quite a weapon to wield in battle.

DIENECEES

(Chuckling)
Enough, old man. If I wished to be
treated by lips of honey, I'd seek out
my wife.

EURYBIADES

Oh, but would that your wife's lips
were truly like mine.

Eurybiades grabs Dienecees by the cheeks and kisses his lips.

DIENECEES

(Laughing)
Leave off! I had no desire to kiss
dead bear's dusty arse this morning.

They walk by the soldier barrack tents filled with sleeping
Spartans.

ARISTODEMUS (52), wakes to their voices. He glowers at them as they pass and grumbles himself back to sleep.

EURYBIADES

The wiles of my charms have brought me
much pleasure in the bed, my friend.
I have the wives to prove it.

DIENECES

(Eating his leg)

I noticed a few sheep at your home...

Eurybiades grabs Dienece's around the neck, squeezing food from his mouth. After a laugh, Eurybiades releases him.

EURYBIADES

And where is the King, this morning?
Why is he not subjected to your
"Athenian" wit?

DIENECES

With how the winds of Boreas pass your
cheeks in the morning hours, old
teacher, the wise Leonidas knows to
keep a distance of you.

3 EXT. FOREST, FOOT OF THE PARNON MOUNTAINS -- CONTINUOUS 3

DIENECES (V.O.)

So he engages himself as every morning.

The forest is still dark. LEONIDAS (39), King of Sparta, swims nude in a hot spring at the foot of the Parnon Mountains. It is fed by boiled water from underground and also by a small waterfall from the mountains. The hot and cold create a thick rising steam.

He lifts himself out, dripping wet. As he collects his dagger and red cloak from a rock, he hears a stir in the woods. He looks about with predator eyes and finds a white wolf staring at him. He slowly draws his dagger.

The rest of the wolf's dark furred pack trot up.

Leonidas looks deep in the pack leader's eyes and sees a kindred spirit. He loosens his grip on the dagger and nods to it. The leader trots off, his pack trailing.

Leonidas whips his cloak on and returns to Sparta as the sun rises.

4 EXT. SUSAN CITY -- MORNING 4

SUPER: THE CITY OF SUSAN. THE PERSIAN EMPIRE

5 INT. DAMARATUS' CHAMBER 5

DAMARATUS (46), exiled former King of Sparta, enters his chamber. He approaches a wood tablet, the front covered in red wax, and pulls his knife. He has a look of concern.

6 EXT. OUTSIDE SPARTA, THE TAYGETOS RIVER -- AFTERNOON 6

GORG0 (30) finishes a bath under the sun in the Knakion River. She steps out and dons a tunic. She mounts her horse and rides out onto the hills with expert skill.

She gallops over the Babyka Bridge and on to a hill high above the Evr0tas Valley where the far off bustling city of Sparta lies. After a beat, she rides on to it.

7 EXT. SPARTA, THE TEMPLE OF ARTEMIS 7

Gorgo rides her horse to a stall and dismounts, leaving the horse with another woman. An ELDER LADY approaches her.

ELDER LADY

My Lady. The girls await you.

GORG0

Good. I shall be there shortly.

8 EXT. SPARTA, TRAINING CAMP -- SAME 8

The Spartans train, spar, exercise and conduct scrimmages.

BUCOLI trains his "Agelai" herd of teenage TRAINEES by the barrack tents. 12 surround, in a semicircle, two sparring with staffs. One Sparer loses his grip and drops his staff.

BUCOLI

HALT!

The Trainees stand erect. Bucoli picks up the staff and cracks the CLUMSY TRAINEE in the knees. He drops. Bucoli then savagely kicks and beats him with the staff.

BUCOLI (CONT'D)

Do you feel pain, Spartan!?

CLUMSY TRAINEE

(mouth full of blood)

No, Father.

Bucoli kicks him again.

BUCOLI

Use your tongue, boy! Do you feel pain!

CLUMSY TRAINEE

(Louder)

No Father!

BUCOLI

(To the other trainees)

Look at him! See there your Agelai Brother! He is rotting meat! Worms eat his flesh because he could not hold his weapon!

He walks into the face of one of the erect TRAINEE spectators.

BUCOLI (CONT'D)

Do you know what that means, boy?

TRAINEE

(Hesitant)

N-no, Father!

Bucoli jabs him in the gut with the staff. He drops, winded.

BUCOLI

It means you are dead! All of you!
Dead! Spartans fight as a body! If
one should fall, the body falls with
it! You NEVER release your weapon!
Unless it is broken or your arms are
cut from you body, your weapon remains
a part of you! Is that understood?!

TRAINEES

Yes, Father!

Bucoli grabs the beaten Trainee and pulls him up.

BUCOLI

Get up! You will run the perimeter of
this city until the sun reaches its
apex. Until then you will not eat,
you will not shit, you will only know
the sound of your breath. GO!

He kicks him in the ass and the Trainee runs off.

BUCOLI (CONT'D)

The rest of you! Sing! Sing until
Apollo tires of the squeals of useless
pig filth!

The Trainees line up and start singing a song to Aries.

9 EXT. TEMPLE OF ARTEMIS -- DAY

9

Gorgo exits with a flock of naked girls. She directs them
in exercise. Her notice is drawn by a commotion at

THE MESS TENT - Leonidas is arm-wrestling with KITTOS (35),
son of Eurybiades. They are watched by many around them,
each cheering for their preferred competitor.

LEONIDAS

(Grunting)

Eurybiades breeds strong stock, Kittos.

KITTOS

(Struggling)

Thank you, my Lord.

Leonidas wins the match. Everyone cheers Leonidas' name.

EURYBIADES

(Smacking Kittos)

Ach! Boy! How could you lose to one
such as he!

Leonidas rises and takes a swig from his cup.

LEONIDAS

Be careful, old one, lest I take your words as a challenge. I'd have to grind your brittle bones to powder.

EURYBIADES

Ha! But I invite you to try, young pup. You've not the strength to hold even my manhood by two hands.

The men laugh. Leonidas and Eurybiades mock the start of a fight, but then throw their arms up and embrace as "brothers".

Leonidas sees Gorgo sneaking peeks at him. He begins to subtly stalk her. Gorgo notices this and walks away, a smirk on her face as she leads Leonidas behind the temple.

10 EXT. REAR OF TEMPLE OF ARTEMIS

10

Leonidas catches her and pins her on the wall.

GORGO

My Lord.

He touches her face.

GORGO (CONT'D)

It's forbidden by Rhetra to fraternize while the sun still hangs in the sky.

LEONIDAS

(Kissing her neck)
And I am King, wife.

GORGO

(Pushing him back)
Not even the King is above the law.

She stares in his eyes and touches his cheek.

GORGO (CONT'D)

(Whispering)
Husband.

She succumbs to her own passion. They kiss.

Suddenly, a SPARTAN GIRL flies around the corner.

SPARTAN GIRL

Forgive me, my Lord. I did not know you were here.

Leonidas smiles to Gorgo and walks away.

GORGO

(Stern)
You saw nothing.

Gorgo walks past her.

SPARTAN GIRL

Yes, my Lady.

11 EXT. SPARTA, TRAINING CAMP -- CONTINUOUS

11

Captain ARISTODEMUS, trainer for the Spartan Olympic team, is engaged in a wrestling match.

Two of the soldiers of the Olympic team, KIMON and XUTHOS, wrestle naked, covered in oil. The others look on, cheering.

Dieneces stands with PLEISTRACHUS (27), son of Leonidas.

ARISTODEMUS

Fool boy! Get under him!

DIENECES

You've got him, Kimon! Yes!

PLEISTRACHUS

Take him, brother!

Xuthos maneuvers under Kimon and gets leverage.

ARISTODEMUS

Now you have him, boy!

DIENECES

Oh, no! Idiot!

Leonidas approaches.

LEONIDAS

Aristodemus.

ARISTODEMUS

King Leonidas!

Everyone stands at attention.

LEONIDAS

How goes the training, Aristodemus?

ARISTODEMUS

I've managed to gather in this lot a few stones from the dirt.

Leonidas grabs Xuthos' crotch.

LEONIDAS

Small stones, it would seem.

Everyone laughs.

LEONIDAS (CONT'D)

And what say you, my son? Have we the strength to take the Greeks?

PLEISTRACHUS

Our victory is not at issue, father. The only question is whether the opponent will be worth the effort.

They all chuckle.

LEONIDAS

Kimón. Pleistrachus tells me you soon honor your duty to Sparta with a son.

KIMON

My brother speaks true. In a month's time. It will be a son, I'm certain of it. Though I won't be present to confirm my belief. We make journey to the Olympics in a few weeks.

LEONIDAS

There will be an able man to judge what you have wrought upon the world when the time comes.

Kimón smiles and nods. Leonidas pats Xuthos.

LEONIDAS (CONT'D)

Fine Spartans, Aristodemus. You train them well. I know you will do us all honor at the Games.

ARISTODEMUS

My thanks, good King.

The proud Spartans salute their King and return to their training with Aristodemus as Leonidas walks off.

Dieneces walks with Leonidas through the camp.

LEONIDAS

The Athenians will recruit the whole of Greece and still find no man worthy to stand against us.

DIENECESES

It seems almost unfair to break the backs of the Greeks every year.

LEONIDAS

Is that pity I hear from you old friend?

DIENECESES

I did say "almost", my Lord. But we cannot say they have not anything at which they excel. They speak with such a knack, one wonders what others skills of the mouth they possess. Perhaps they could teach my wife a thing or two. For our "nightly" matters.

LEONIDAS

(Laughing; slightly revolted)
Gods, Dieneces! The paths your mind takes! I'm certain I could find my way straight to Hades if I were to journey in there.

DIENECEES

Always at your service, my King.

12 EXT. ATHENIAN ACROPOLIS -- SAME 12

SUPER: ATHENS

13 INT. ATHENIAN ACROPOLIS 13

Themistocles reviews maps and documents at his desk with his general, ARISTEDES, discussing supply problems with building the fleet. A SOLDIER enters.

SOLDIER

(Bowing)

My Lord. The messenger has returned.

THEMISTOCLES

(Excited)

Quickly!

The Soldier hands him a scroll, bows and exits.

Themistocles unrolls the scroll, reads it and crushes it in his hand, slamming his fist on the desk. He walks to his window, looking out on Athens.

ARISTEDES

Again the Spartans say no?

THEMISTOCLES

(Frustrated)

"They wish to thank us for including them, but they regretfully decline their participation, and will unfortunately not be able to attend the Assembly in Corinth." Of course, the letter wasn't quite so polite.

ARISTEDES

We do not need the Spartans, Lord.

THEMISTOCLES

The Spartans are craftsmen of war, Aristedes. You don't fashion a statue without the hands of a sculptor.

ARISTEDES

We have the might of the other Cities in our League. And we've proved ourselves against Persia's strength at Marathon without Sparta. When the invaders come--

THEMISTOCLES

We don't know the strength we are to face this time!

Themistocles sighs heavily.

THEMISTOCLES (CONT'D)

I fear, old friend... Even with the League, without Sparta, we may not defeat this threat from the east.

He returns to his desk to continue preparations of war.

14 EXT. PERSOPILOS, PERSIA -- DAY 14

SUPER: PERSOPILOS, THRONE CITY OF THE PERSIAN EMPIRE.

15 INT. THRONE HALL OF XERXES 15

XERXES (42), tall, regal and jovial stands with his brother, HYPERANTES below a large wall map of the Mediterranean. He leans over a large table of more maps with his military council, Damaratus, HYDARNES, TIGRANES, and MARDONIUS.

HYPERANTES

-- More will be added when at Sardis. It shall be an army of a size unlike anything in history, Brother.

DAMARATUS

Numbers are well and good, Hyperantes, but what of their skill before a trained Soldier?

TIGRANES

They are able-bodied and can hold a sword. Numbers oft overcome skill.

HYDARNES

And we are not without skill, Damaratus. Our Immortals are well trained and fierce.

XERXES

Enough useless prattle. In one year, my armies shall swarm from the north, and Greece *shall* come under my rule, as it should have been under my fathers.

DAMARATUS

With respect, my King. There is a flaw in this plan.

XERXES

What flaw?

DAMARATUS

Here.

(Pointing at the map)

The Hellespont. An army as grand as yours will take months to carry over the waters. Even with the great navy Mardonius has built.

HYDARNES

That has already been considered. There are enough ships to carry the men across.

Xerxes rubs his chin in thought and approaches the wall map.

DAMARATUS

To do it requires many of the supply ships to be recommissioned, Hydarnes.

TIGRANES

Hardly a problem.

MARDONIUS

Not so, Tigranes. I have mentioned this before. The waters are treacherous. Making supply runs is difficult already. To reduce the numbers of supply ships may result in loss of men to disease.

HYPERANTES

Then we simply conscript more.

XERXES

A bridge.

MARDONIUS

Pardon, my Lord?

Xerxes walks to the table and points to the map.

XERXES

We shall bridge the waters. Here.

HYPERANTES

Brilliant, brother!

TIGRANES

Is that possible? Mardonius?

MARDONIUS

Perhaps... with a chain of small ships. It would take, maybe a month.

DAMARATUS

(Hiding displeasure)

Very inspired, great King.

ABROCOMES (38), Xerxes' other brother, enters with his CAPTAIN.

ABROCOMES

(Determined)

My King!

Abrocomes walks up to Xerxes and bows.

XERXES

Abrocomes, I've told you, you needn't be so formal. We are brothers.

ABROCOMES

My King, please. We've discovered Greek spies at the City's edge.

XERXES

Spies. Hmm. Bring them forth.

The Captain waves in guards who push two Athenian SPIES before Xerxes. They crack their knees to make them kneel.

XERXES (CONT'D)

So, you have come to spy on me. Who has sent you? Thessely? Athens?

CAPTAIN

(Bashing one's head)

Answer your God!

The Spies don't look up. They stay silent.

XERXES

It matters not, I suppose. If you wish to discover what is planned for your Greek brothers, Come. I will show you.

Forced by the guards, Xerxes escorts them to the Balcony

16 EXT. PALACE BALCONY -- MOMENTS LATER

16

XERXES

Come. See what awaits your country.

The Spies look out with awe on an army of 250,000 men at the rear edge of Persopilos, the largest army ever assembled.

XERXES (CONT'D)

This is what Greece is to expect. I will permit you to leave here. Return to Greece and speak of what you have seen. Tell them, if they do not submit to my rule as their God, they shall face this and perish.

Xerxes starts back inside and stops a moment.

XERXES (CONT'D)

As I think on it, two are not needed to carry a single message. Take the head of one, Abrocomes. I care not which. Send it back with the other.

ABROCOMES

(Bowing his head)

By your command, my Lord.

Abrocomes nods to the Captain and trails Xerxes. The Captain pulls his sword.

17 INT. THRONE HALL OF XERXES

17

XERXES

Damaratus. You are of Greece. Counsel me as you did my father. Will these disunited Greeks really fight?

DAMARATUS

Do you wish truth, my King, or would you rather I make you feel at ease?

XERXES

Only truth, if you have any to give.

DAMARATUS

As you command truth, my King, here it is. Greece is a land of courage and laws. They won't submit easily. They *shall* stand against you.

ABROCOMES

They cannot hope to defeat us...

DAMARATUS

But of all the Cities, my King, it is Sparta you need worry most about. The Spartans shall never accept your terms. They'll fight for their freedom even if all Greece surrenders.

XERXES

But what damage could one small city do against the might of my glory?

DAMARATUS

Their number is unimportant, for they SHALL fight, be they a hundred or a thousand.

XERXES

(Laughing)

What wild words, Damaratus! A thousand men against an army as mine!

DAMARATUS

One against one, they are no better than any Soldier; but in a body, they are the best of all armies. But more than discipline, the Spartans have a master to which they submit all will: Their law. And they respect this master more than your subjects respect you.

HYDARNES

Mind your tongue, Greek.

XERXES

Let him speak, Hydarnes.

DAMARATUS

I mean only to explain: Spartan law forbids them to flee. It forbids them to fear. It requires them to stand. To conquer or die.

XERXES

(Laughing)

Such hubris, these Greeks. All men fear, Damaratus. So shall the Spartans.

ABROCOMES

Brother, send an envoy to give these Greeks chance to surrender. Show them you are a merciful God.

XERXES

Hmm. Very well. Make it so.

ABROCOMES

By your command.

They all bow as Xerxes rises to leave. Damaratus is dismayed.

XERXES

At month's end, we depart for Greece.

18 INT. MESS TENT -- EARLY EVENING

18

Several Mess Tents around are filling with Spartans, each separated by fraternity. At the edge, there is a disgraced Spartan, half his beard shaved off, snatching at scraps tossed at him like an animal by other mocking Spartans.

In the King's Mess Tent, Eurybiades takes food onto his plate and stands about with the rest at their tables. Kittos, Kimon and Pleistrachus are among the feasting men. Dienececes regales them all with another of his tails.

DIENECECES

...And what a roar the creature makes!
I could feel it resonate deep in my
stomach.

SPARTAN 1

Did it resonate like a shiver up your
spine as well, Dienececes?

Light chuckles carry between the men.

DIENECECES

(Jokingly)

I only know of the shivers your wife
had after our time last night.

The men shout their awes at the harsh return, encouraging more for their amusement.

SPARTAN 2

Perhaps not for the reasons you believe,
eh, Dienececes? If you smelled then as
you do now...

The men laugh.

Leonidas walks up, dressed in full armor, carrying his spear and his helmet. Several other Spartans, trainers and trainees, follow, only a few joining the mess with him, the rest passing by to their own mess.

The men all salute their King.

EURYBIADES

My King. How went the day's training?

LEONIDAS

(Sighing)

I sometimes wonder if there is a future for Sparta, old friend. This new stock of Agelai lacks patience and discipline...

EURYBIADES

All can be trained into them. I can recall a young warrior, new and determined, believing he could do no wrong. Full with the blood of his ancestor and thinking himself as invulnerable.

LEONIDAS

(Smiling)

Was I truly that young?

EURYBIADES

More to the point, am I truly now that old?

DIENECESES

(Matter-of-factly)

Yes. You are.

Eurybiades scowls at him as he walks away. Leonidas holds his laughter.

SPARTAN 2

Continue the story, Dienececes.

SPARTAN 3

Yes, finish it.

DIENECESES

Where was I? Ah, yes. The bear. It stood up, towering over us, roaring its fury and hunger--

LEONIDAS

This story again? How many times can you tell it?

DIENECESES

Am I not permitted to tell my own story?

EURYBIADES

But how often are we to hear it? Our ears bleed now at it's sound. You are like the walking dead, always emerging from your tomb to befuddle us with ages old stories.

DIENECESES

Then perhaps I should take your bed tonight, old one. Your wives seem to have an appeal for lying with dead, dusty things.

Everyone laughs.

EURYBIADES

Their appeal lies with the great spear
I carry, Dieneces.

(Pointing at Dieneces' crotch)

What use would they find for your small
dagger?

They all laugh, enjoying the insults, but before the two can
entertain more, a SPARTAN GUARD enters the mess to Leonidas.

SPARTAN GUARD

My Lord.

LEONIDAS

Speak.

SPARTAN GUARD

The Queen and the Ephors request your
presence at the Acropolis.

LEONIDAS

(Joking)

As much as it pains me to leave such
entertainment, brothers, duties of
state beckon.

Everyone bows their head as Leonidas leaves to meet the Ephors.

19 INT. SPARTAN ACROPOLIS -- AFTERNOON

19

Gorgo stands with the Ephors, CINEAS and PEIROS stand
observing a large wooden tablet with red wax on the face.

Leonidas enters.

GORGO

My Lord.

CINEAS

Leonidas.

LEONIDAS

What business does the Ephorate wish
to waist breath on now, Cineas?

GORGO

It was I who sent for you and the
Ephors, my Lord. We've received a
messenger.

LEONIDAS

And what message does he bring. Is it
Athens again?

PEIROS

It's not Athens.

CINEAS

We don't know who the sender is. Nor
do we know the message.

LEONIDAS
You speak riddles. If no message,
then what was brought?

PEIROS
Only this waxed wood tablet.

GORGO
A puzzle, perhaps...

Leonidas peers at the waxed tablet and then looks to the MESSENGER standing at the rear of the room.

LEONIDAS
Are you the one who brought the message?

MESSENGER
I am, my Lord.

LEONIDAS
Who gave it to you?

MESSENGER
I don't know, my Lord. The message
was passed to me by another Messenger.

LEONIDAS
And you were not told its meaning?

Gorgo looks closer. She notices at the corner scrape marks with lighter colored wax in it. She fingers it.

MESSENGER
No, my Lord. I was only told to wait
for winter's end to deliver it.

CINEAS
Peiros and I have thought on its riddle
for some while now.

Leonidas waves the messenger off. He bows and leaves.

GORGO
Scrape the wax from the tablet and
you'll surely find writing upon the
wood.

Her words surprise. Leonidas scrapes the wax with his dagger. Writing appears as wood is exposed. He finds a message in Greek. It says: "The Persians build a great army. They come for Greece. They come for Sparta - Damaratus".

20 INT. ASSEMBLY HALL -- EVENING

20

Leonidas stands at the middle of a large, high domed, oval hall with big, open balcony doors. At the center is a big, lit fire basin widely framed by five pillars. The Ephors, Peiros, Cineas, TENES, DURIS and NUMA, stand at each pillar.

Eurybiades is at the rear with the other Spartan king, LEOTYCHIDAS. Dieneces stands at the entrance.

Gorgo lurks in the shadows, observing.

Leonidas, angry, struggles with the screaming rambles of the arguing Ephorate.

LEONIDAS

This cannot be denied!

DURIS

We cannot be certain Damaratus sent this message.

PEIROS

And what if he did, Duris? We cannot trust a traitor's word!

TENES

Why would he warn us, Peiros, if only to lie?

PEIROS

Damaratus was found by the Gods themselves to be unfit as King of Sparta, Tenes. His flight to the service of Persia only proved his disgrace. I would not now guess his treacherous motives.

LEONIDAS

Long have I heard rumor of these Persian's build-up of force. This message only confirms them true!

LEOTYCHIDAS

What would you have us do, Leonidas?

LEONIDAS

As fellow King, Leotychidas, I would think you'd find obvious your duty.

LEOTYCHIDAS

(Insulted)

I know my duty!

LEONIDAS

Then stand against these invaders!

TENES

The Athenians meet with their League of Cities to plan a defense against the Easterners. We are invited. I say we join with them.

NUMA

You'd have us fight an enemy we've never seen with Greeks we barely know? There is nothing to say these Persians mean to invade us! Only the word of a fallen King--

LEONIDAS

They've tried for Greece before, Numa!

DURIS

Against Athens, never us.

LEONIDAS

Have you forgotten their attempt to
cause insurgence those years ago!?

PEIROS

There was never proof of Persian
influence. We discovered only Greeks.

NUMA

Likely Athens..

PEIROS

We are Spartans first, Leonidas. If
Persia attacks the Greeks, that is
their problem. We must keep our
attentions to our own lands. Krypteia--

CINEAS

Yes. Our yearly war against the Helots
must remain a first concern. They
rumble constantly with rebellion.

LEONIDAS

And should the Persians turn their
sights to Sparta after they have
finished with the Greeks?

LEOTYCHIDAS

Then, by the length of our spears shall
they reach our lands.

21 EXT. SPARTAN ACROPOLIS -- MOMENTS LATER

21

Leonidas storms from the Assembly Hall, down tall stairs to
the streets, passing a large WELL under the Hall balcony,
two levels up. Eurybiades, Dienececes and Tenes follow.

LEONIDAS

(Infuriated)

Damn fools! They refuse to see the
sword before it is in their bodies.

TENES

I'll keep on the others, Leonidas.
Try to convince them--

DIENECECES

Ephorate be damned, Leonidas. Whatever
action you take, the whole of the
Spartiates will follow you.

EURYBIADES

The Ephorate has made its decision,
Dienececes. It cannot be defied. Not
even by the King.

GORGO (O.S.)

The King need not defy the Ephors, old
warrior.

Gorgo descends the stairs.

GORGO (CONT'D)

He may still go to Corinth to meet
with Athens and the other Cities.

TENES

How can he? It goes against the
decree...

EURYBIADES

Yes, lady. Would that not be seen as
defiance?

GORGO

Corinth would only be a stop in his
journey.

LEONIDAS

What are you suggesting?

GORGO

Go to Delphi, my Lord, and seek audience
with Apollo's Oracle. And as you
journey to Delphi, you could stop in
Corinth for a respite in your long
pilgrimage.

Eurybiades laughs.

GORGO (CONT'D)

The Ephors will not go to war on the
word of a traitor, nor on the instinct
of its King, but they would by Apollo's
decree. And Sparta is the jewel of
his eye. Can you imagine that he would
not have us act to protect it?

TENES

It is a flawless plan. The others
would accept this reasoning, Leonidas.

Leonidas smiles with pride and nods to Tenes. Tenes bows
and goes to the Ephors.

LEONIDAS

We go with Aristodemus and his sportsmen
when they journey for the Olympic games.
Dieneces, send word to Athens. But do
so in secret.

Dieneces bows and leaves.

Leonidas approaches Gorgo and touches his head to hers.

LEONIDAS (CONT'D)

You are wisest of us all. Go, I'll
come to you in a moment.

Gorgo bows and leaves.

Leonidas peers at the moon with Eurybiades.

LEONIDAS (CONT'D)

What say you, old teacher. Do you think I act wisely as King?

A beat.

EURYBIADES

You act with the honor of a Spartan. And that means more than a title.

LEONIDAS

It will take more than my honor to sway the others.

(Frustrated)

Gods! They are every bit the warrior as I. How can they not see the danger before them?

EURYBIADES

Cleomenes before you brought Sparta into many battles from from our lands. They remember well the blood cost of his ambition to spread Spartan freedom; how it drove him to madness. They'd not see it happen again.

LEONIDAS

I am not my brother, Eurybiades. I, too, was present for some of those times. I watched my brothers die on the battlefield. I do not act on whimsical ambition. I only seek to protect this land and its people.

EURYBIADES

I know the purity of your heart in this. And so the suggestion of the Queen is well suited here, for the Gods will know it as well.

LEONIDAS

Lest I be cursed... I hope my faith remains as strong as yours, my friend.

Leonidas is reassured. Eurybiades pats his back.

DISSOLVE TO:

22 EXT. SARDIS -- DAY

22

SUPER: THE CITY OF SARDIS

Xerxes sits on his throne caravan at the center of his DEPARTING army. His brothers, his Generals and Damaratus ride by horse at his side.

ZOOM OUT REVEALING THE FULL, ARMED ARMY OF PERSIA.

23 EXT. CORINTH -- DAY

23

SUPER: SPRING, 480 BC. CORINTH, HOME OF THE OLYMPIC GAMES.

Dieneces walks through the crowded streets chewing on a cooked Ox leg. The elimination games for the Olympics are in full swing. Thousands of spectators watch different competitions: running, boxing and wrestling, among other events.

Dieneces works his way through the crowd and joins Aristodemus and other Spartans at the side of a wrestling ring to cheer Xuthos in his wrestling match.

24 INT. CORINTH, ACROPOLIS ASSEMBLY HALL -- CONTINUOUS

24

Leonidas (bored), with Eurybiades and Gorgo, stands to the side of a seated Assembly of arguing Greek city representatives, including PEDASUS of Thespia, LYCUS of Thebes, POLYBUS of Corinth, BRYGOS of Arcadia, SOCUS of Argos, and OENOPS of Phocia. Themistocles is at the floor center, Aristedes a few paces away.

THEMISTOCLES

(Struggles to be heard)

If we make defense at the Isthmus of Corinth, we leave open the entire of central Greece to pillage!

SOCUS

The Isthmus has been an effective line of defense before. Argos would support this plan.

THEMISTOCLES

It is a fool's effort, Socus, and Athens will not commit fleets to it!

POLYBUS

And if Athens will not commit, Corinth shall not agree to it either!

LYCUS

Is this how you intended the league to be, Themistocles? Athens commands and we are to obey?

THEMISTOCLES

I command nothing, Lycus. But I'll not waist resources in a losing action! Thebes is one to be left vulnerable by this plan. I cannot understand why you would agree to it!

The Assembly outbursts. Themistocles tries to control them.

BRYGOS

King Leonidas! King Leonidas!

The Assembly quiets.

BRYGOS (CONT'D)

Leonidas, you have said very little.

A beat.

LEONIDAS

Many words are poverty.

Some chuckle.

ARISTEDES

Words are a weapon, Spartan. Speech
is the most powerful of all things.

LEONIDAS

Then, Athenian, when you are silent,
you are worthless. For in battle, no
words are spoken.

Some laugh. Aristedes is insulted.

POLYBUS

Themistocles is right, Brygos. Defense
at Isthmus is out of the question!

The Assembly shouts at each other.

THEMISTOCLES

(Trying to be heard)
My Spies..!

The Assembly quiets.

THEMISTOCLES (CONT'D)

My spies report an army of great size!
Isthmus would NOT stop them!

PEDASUS

How large could they be?

ARISTEDES

They've reported 2 million armed men.

The Assembly bursts out, most in fear, some in disbelief.

THEMISTOCLES

(Calming them)
An exaggeration, I'm sure! But the
army must have been great to the eyes
as to seem so big.

LYCUS

If the army IS that great, perhaps we
should consider surrender!

The Assembly erupts, most refusing such a suggestion.

Leonidas steps to the center floor and loudly draws his short
sword. The sound of it and his angry eyes quiet the Assembly.
Aristedes reacts to defend; Eurybiades matches him. Both
calm when Themistocles waves Aristedes to stand down.

LEONIDAS

These invaders come and you spit breath
as though it were infinite. If Sparta
must meet them alone, we shall. We
will go to Thermopylae. And there we
will show these foreigners what resolve
free men carry in their hearts.

Grumbles.

POLYBUS

But we have already sent soldiers to hold the Tempe Gorge at Mt. Olympus.

EURYBIADES

Remove them. The Hot Gates are a better place of defense. One thin strip of land to Tempe's many valleys.

Murmurs.

THEMISTOCLES

Very good, King Leonidas. With the fleet at Artemisium, we draw a line in the sand. Athens supports this plan.

Murmurs.

OENOPS

If Sparta will lead our armies in this, Phocia shall follow them!

BRYGOS

So shall Arcadia!

PEDASUS

And Thespia!

The others cry out their allegiance to Leonidas as well, all except Lycus.

Themistocles moves next to Gorgo as they cheer Leonidas.

THEMISTOCLES

(Pleased)

I did not expect *this*. Your husband's quite inspiring.

GORGO

He is Spartan. They know he'll not turn from Battle when it comes. No Spartan would. You do well to consider this when choosing a general for your fleets.

Themistocles nods. There is wisdom in her words.

DISSOLVE TO:

25 EXT. BAZAAR CELEBRATIONS -- EVENING

25

Bright fires and smoke from cooked meat rise into the night sky. The whole of the city celebrates the day of sport. Leonidas walks with Gorgo, Eurybiades and Dienececs to a food table set for the League delegates.

DIENECECS

I have never seen such intelligence in Greeks before this.

GORGO

The Greeks know what is to come,
Dieneces. And they know that victory
can only be had if Sparta stands at
the front line.

EURYBIADES

Would that the Ephorate be so easily
swayed...

LEONIDAS

You have said yourself, old teacher,
the Gods know the right of what we do.
My visit to the Oracle shall only
confirm their will for it.

Themistocles approaches with his wife XANTHE.

THEMISTOCLES

I, too, visited the Oracle of Delphi,
Leonidas. She said that the enemy
would not conquer a "wall of wood".
Many believed this riddle to mean we
should build a wooden wall as high as
the clouds--

Polybus appears.

POLYBUS

But wise Themistocles said stoutly:
"The Gods would not have us waist trees
on a wall a child could destroy with
kindling. Our wall must be of Ships."

THEMISTOCLES

I doubt I was so poetic, Polybus.

XANTHE

Nonsense. You have always been given
well to words.

THEMISTOCLES

Forgive me my manners, Leonidas. This
is my wife, Xanthe.

XANTHE

(Bowing)
I'd heard Spartans to be a fierce
looking lot, but never did I think
them so handsome.

Leonidas looks to Dieneces, smirking. Dieneces returns it.

GORGO

You act wisely, Themistocles. You
cannot kill your enemy with a wall.

POLYBUS

You permit your *woman* to speak of state
matters, Leonidas?

THEMISTOCLES

The Spartans encourage their women,
Polybus. They're even allowed to hold
property.

POLYBUS

I'd heard this, but thought it only
tails.

Gorgo separates from the conversing group to the food table.
Polybus steps up. She ignores him.

POLYBUS (CONT'D)

We are honored your husband would lead
our armies.

(Swaggering, flirting)

I'm told the men of Sparta are given
to... exchanging wives with one another.
Have I heard true?

GORGO

(Matter-of-factly)

Away with you. You cannot play even a
female role.

Aristodemus approaches with ATYS, Xuthos and Kimon.

DIENECEES

(Eating; Embracing Atys)

Atys! My love! What say you, friend.
A feast, eh?

ATYS

I say these fools fill themselves fat.

ARISTODEMUS

(Saluting)

You sent for me, my Lord.

LEONIDAS

Aristodemus. You and the other are to
return to Sparta on the morrow.

ARISTODEMUS

By your command, my King.

Aristodemus leaves immediately to carry out his orders.

THEMISTOCLES

That is a shame your men will not stay
for more of the games. Athens has
assembled quite an impressive bunch of
sportsmen this year. A strong team
that can rival even the undefeated
Spartans.

DIENECEES

(Sarcastic)

Truly? Equal you say?

LEONIDAS

There is much to prepare in the coming
months.

(MORE)

LEONIDAS (CONT'D)

Games should be far from thought,
Athenian.

Suddenly, the crowd grows louder, cheering for THEAGENES, a tall, hulking man. Themistocles points to him.

THEMISTOCLES

Ah. Leonidas. See there. He is
Theagenes of Thassos. *That's* one who
could be equal to a Spartan.

EURYBIADES

That lump of rock?

DIENECES

A boxer. He comes for his first
Olympics in the Summer. I saw him
today in the elimination games. They
say he's never lost a fight to a living
man.

Some League delegates direct Theagenes to Leonidas. Leonidas turns his back to him and feeds on some grapes from the table.

Theagenes walks up behind Leonidas, his tall stature looming above. The crowd grows quiet. Leonidas senses him and turns.

THEAGENES

You are the Spartan King, yes? It is
said you claim to be of the blood of
Heracles.

Leonidas turns his back to him.

LEONIDAS

You didn't say it speaks, Dienece.

DIENECES

(Laughing)
Yes, my King.

THEAGENES

My father is a priest of Heracles. I
have prayed in his temple all my life.
And you do not look as the statue before
which I have kneeled.

Some in the quiet crowd gasp. Leonidas turns to him and looks him coldly in the eye.

LEONIDAS

Well perhaps, little one, you should
kneel before me. I might look a little
more familiar from below.

Eurybiades and Dienece laugh.

THEAGENES

If you truly are descended of Great
Heracles, you should be able to easily
best me in a fight.

Leonidas turns away and eats more grapes and drinks water.

LEONIDAS

And what would make you think I would
waist the breath in my chest on you?

THEAGENES

I thought Spartans never turned a nose
from a fight. Or perhaps the claims
are lies of cowardly men who would
claim kinship to the Gods.

Dieneces grabs his dagger, but Leonidas stays his hand. He
turns to Theagenes, his face stiff as stone.

LEONIDAS

I give you one chance, small one. A
chance Spartans never give. You have
one strike, free.

Theagenes laughs. Others join him.

THEAGENES

One strike from me has killed, Spartan
King. You wager your life.

LEONIDAS

We shall see. Do you accept?

THEAGENES

I accept.

The gasping crowd make room for the men. Leonidas stands
stiff, waiting. Theagenes hesitates.

THEAGENES (CONT'D)

Am I tricked? Is my throat to be cut
in my sleep for this?

LEONIDAS

You are given leave by Sparta's King.
That should be enough. Or do you fear
me? Are you nothing but mouth?

Angered, Theagenes throws a deadly punch, cutting Leonidas'
eye and sending him back a good distance. The crowd gasps
with surprise as he shakes it off and steps to Theagenes again.

LEONIDAS (CONT'D)

My turn.

Theagenes laughs.

THEAGENES

Only one strike? I'll give you four.

Theagenes bends and sticks out his chin, smiling confidently.

Leonidas smiles and punches him in the groin. Theagenes grunts
and drops to a knee, gasping. Leonidas punches him in the
face, breaking his lip, but he doesn't fall. Leonidas swings
again - Theagenes catches it, but is too dazed to do more.

Leonidas pulls his fist back for another strike when Gorgo calls out to him:

GORGO
Spartan!

LEONIDAS
Yes, my Lady?

GORGO
(Smiling, superior)
I believe he's gotten the point.

LEONIDAS
Yes, my Lady.

Leonidas extends his hand to Theagenes and helps him up.

LEONIDAS (CONT'D)
Perhaps you'd make for a fine Spartan
after all.

The crowd cheers and the men make merry together.

XANTHE
Gorgo. How is it you women of Sparta
are the only ones who can rule men?

GORGO
Because we are also the only ones who
give birth to *men*.

DISSOLVE TO:

26 EXT. GATE OF DELPHI CITY -- AFTERNOON 26

SUPER: DELPHI. HOME OF THE SACRED ORACLE OF APOLLO.

Leonidas leads his envoy into the city and up its main street to the temple of Apollo. The men walk their steeds as Gorgo rides beside them on hers. Crowds quickly develop, celebrating the King's visit.

27 EXT. TEMPLE OF APOLLO 27

At the temple, Leonidas leaves the Envoy and enters the Temple.

28 INT. TEMPLE OF APOLLO 28

After the ceremony of water and fire, Leonidas follows the temple priests into the underground cave of the Pythoness.

29 INT. PYTHONESS CAVE 29

At the center of the large cave is a pool of water framing a small rock fire pit blazing flame. Five PRIESTS surround it, murmuring chants.

The robed PYTHONESS emerges from the far end of the cave. A long snake drapes over her. She dances about in prayer until she is prepared to contact the Gods.

The Priests disrobe her. She sits on a rock pedestal over the water and enters a trance. A Priest interprets her grunts.

PRIEST

The Gods speak. They say... you are wise to seek their word... You come to ask if you should fight. Apollo, says that Sparta is most unworthy.

Leonidas scowls. He knows this to be false.

PRIEST (CONT'D)

He says you cannot fight until you have proven--

The Pythoness suddenly grabs the Priest's throat and opens her eyes, showing red orbs. She tosses the Priest across the cave. The others cringe and crawl to the walls.

The Pythoness walks across the water into the flames. They part for her. Her feet sizzle on the burning embers. She feels nothing. She speaks in a deep man-like voice with a Godly echo.

PYTHONESS

You seek the word of Apollo. You seek my guidance for coming danger.

LEONIDAS

(Amazed; Unafraid)

Yes. I wish to know: Is Sparta to fight? Can we defeat the invaders?

PYTHONESS

Hear thy fate, O ye men who dwell in the streets of brave Sparta! Either your glorious town shall be sacked by the children of Perseus, or must all of Laconian country mourn the loss of a King, descendant of great Heracles. He cannot be withstood, the one of the East, by the courage of bulls nor lions, strive as they may; he is mighty as Jove; there is nought that shall stay him, 'til he have got for his prey your King, or your glorious city.

DISSOLVE TO:

30 INT. SPARTAN ASSEMBLY HALL, LATE SPRING -- DAY

30

Leonidas argues with the Ephorate.

LEONIDAS

Our duty has been made clear!

DURIS

How many more days will you harass us, Leonidas? Has our decision not been stated clearly?

LEONIDAS

I will come every day if need be.
(MORE)

LEONIDAS (CONT'D)

You defy Apollo!

NUMA

You dare accuse us of blasphemy--

PEIROS

We know our duty, Leonidas. Apollo's word shall be honored. But Karneia looms. By his decree, we are to show homage in celebration at the appointed time.

TENES

Do you believe the foreigners shall stop their advance in respect of our faith?

LEONIDAS

They will reach our cities unopposed to slit our throats as our bellies are filled!

DURIS

A defense so far North as you propose would mean conflict with Persia during Karneia. Hostilities during the celebration are absolutely verboten. This is why we've decided a defense is better mounted at the Isthmus.

NUMA

The Persians would not arrive there until after Karneia...

Dieneces enters urgently. Leonidas talks to him privately.

DIENECESES

My King.

LEONIDAS

Speak.

DIENECESES

The scouts report that strangers walk our Lands. They journey to Sparta.

LEONIDAS

How many?

DIENECESES

12 soldiers escorting the one. Not a sufficient threat. Likely an envoy.

LEONIDAS

Athenians?

DIENECESES

As they're described, they have not the look of Greeks.

LEONIDAS

How far?

DIENECESES

They should reach the city by midday.

Leonidas thinks a beat, looking at the murmuring ephorate.

LEONIDAS

Send out 12 to escort them. And bring them to this Assembly.

DIENECESES

By your command.

31 EXT. SPARTA -- LATER

31

12 PERSIAN SOLDIERS and a HERALD messenger of Xerxes rides by horse to Sparta.

Their dress is very ceremonial. An escort of 12 armed Spartans jog in line beside the soldiers at either side of the group.

They reach the city edge and are met at the gate by Dienecees and other Spartans, including Atys and Bucoli.

HERALD

I am the Herald of Great Xerxes, God-King of Persia and all the world.

DIENECESES

Sounds impressive.

HERALD

I bring for your King a message from his God, for *all* of your people.

DIENECESES

The Gods of *my* King rarely dress as a woman. Perhaps you'd care to speak to his wife?

The Spartans laugh.

HERALD

(Angry)

You make jokes. I stand between this city and the abyss. You would do well to heed me and present me to your King, before your mouth brings about the death of all you hold dear.

DIENECESES

Such stern words. My wife sings songs as scolding. Do you flirt with me, Persian? With that smell, it will take more than pretty words to seduce me into *your* bed.

The Spartans laugh.

HERALD

You insult me! You bring about wrath--

DIENECESES

Yes-yes. You and the abyss. Very well. I see you are serious on the matter. Dismount and follow me.

The arrogant Herald and soldiers dismount. Dienececes leads them to the Assembly Hall. The Spartan escorts stay close.

32 INT. ASSEMBLY HALL

32

Leonidas stands at the center of the Assembly Hall, walking around the large fire basin. He passes his hand over the flames, challenging them to burn him. The Ephorate surrounds him. Eurybiades stands at the rear by Leotychidas.

Dienececes enters and takes his place by a balcony doorway.

The Herald follows in quickly after, slightly taken by the lack of formality in his presentation. The Ephorate scowl.

HERALD

(To Leonidas)

Are you the king of this city?

Leonidas doesn't speak or look up, he only plays with the fire.

HERALD (CONT'D)

Are you King?

Still, Leonidas ignores him.

HERALD (CONT'D)

I seek the king. Are you--

LEONIDAS

This fire. It is never permitted to die. It is the representation of this city. See how they rage? They burn as hot as the soul of each Spartan. And today, they ride high.

(Stalking the Herald)

A Spartan in battle is like a fire that consumes a field. Our enemies are as kindling, laid waist before us. And our fires do not quell until there is nothing left to burn.

(locking eyes)

You now stand before the heart of the flame. Tread lightly.

The Herald is silent, arrogant. Leonidas circles him once.

LEONIDAS (CONT'D)

You have journeyed far. And accompanied by those who carry with them weapons into our City. I assume you have a reason for this visit.

The Herald dismissively waves his hand over the fire.

HERALD

I am Herald, sent by your God, the
Great King, Xerxes. I bring his word
to you and your people.

CINEAS

Blasphemy!

PEIROS

You dare claim your king a God?!

DURIS

We should split you open as you stand--

LEONIDAS

Enough!

(The Ephors quiet)

Let the errand boy speak.

The Herald smirks, looking down on the "inferior" Spartans.

HERALD

You are wise, good King. You all do
well to listen to my words.

LEONIDAS

My patience has limits, Messenger.

The Herald bows his head to Leonidas, almost mocking. He
turns to the Ephors and paces by them, looking in their eyes.

HERALD

Great King Xerxes IS your God, as he
is the God of the world.

The Ephors grumble.

HERALD (CONT'D)

He has sent me to bring you his mercy.
To give you opportunity.

LEONIDAS

Opportunity.

HERALD

To avoid destruction. Even now, the
God-King marches an army of a size
never before seen. Those who do not
submit to his authority shall be wiped
from the face of the Earth--

LEONIDAS

Is there a point to this ramble?

HERALD

The point is this, wise king. Your
God shall not raze your city to the
ground-- if Sparta gives up its freedom
and submits to its master from across
the sea.

Leonidas looks to Eurybiades, humored. The Ephorate grumbles.

LEONIDAS

Very generous.

HERALD

Your God IS generous, to all who show fealty to his law. You need but present to me traditional tokens of surrender. Earth and Water. Supply these to me, and I shall return with it to Persia and present them to the God-King on your behalf.

Leonidas walks right up to the Herald.

LEONIDAS

Earth and Water.

HERALD

Yes. That's all. Such a simple thing, to ensure the continued existence of your city.

The Persian smiles arrogantly. Leonidas thinks a moment.

LEONIDAS

Very well, Persian. You shall have what you've traveled so far to claim.

Leonidas grabs him by the neck and drags him to the balcony.

33 EXT. ASSEMBLY HALL BALCONY

33

LEONIDAS

Here is your Earth and Water!

Leonidas throws the screaming Persian into the giant well.

Dieneces steps out and signals to the Spartan escorts. Before the Persian Soldiers can draw their weapons, they are stabbed and tossed in after the Herald.

ZOOM OUT ON Leonidas standing above the well - King of Sparta.

34 INT. ASSEMBLY HALL -- MOMENTS LATER

34

Leonidas stands before the Ephorate to make his decree. Anger is in his voice.

LEONIDAS

We had been warned of the danger of these foreigners, and you would do nothing. By the word of Apollo, we have been told to fight, and still you would wait. And now these arrogant creatures enter our lands and threaten us to our faces... If you will do nothing, then it is left to me to act.

LEOTYCHIDAS

You would defy the decision of this Ephorate!?!

LEONIDAS

I defy nothing, Leotychidas. I am merely put in the mood for a walk.

DURIS

But to where do you walk, King Leonidas?

LEONIDAS

I will let the Gods guide my feet. I feel their inspiration directing me to the north. And so, there I shall walk. And should I meet the invaders in my journey, it shall be a happy coincidence.

Grumbles.

PEIROS

You mock our word, Leonidas! This walk--

LEONIDAS

Is my right by Rhetra! It is my right by the laws of the Karneia!

TENES

Karneia does permits this, Peiros. The King may make pilgrimage in Apollo's name and not offend his will.

Gorgo emerges from the shadows, amidst the murmuring Ephors.

GORGO

If you go on this walk, husband, I will have you protected. I insist you take with you your 300 knives.

The Ephors grumble loudly.

TENES

This, too, is permitted. Rhetra requires any number of the King's 300 bodyguard to be with you when you leave the city.

Grumbles.

PEIROS

(Begrudgingly)

Very well. But there shall be no re-enforcement by ANY man of Sparta until AFTER the Karneia feast. Do you understand my words?

LEONIDAS

(Emotionless)

We leave at the dawn.

Leonidas exits, leaving an overwhelmed Ephorate. Eurybiades and Dieneces follow.

35 EXT. ASSEMBLY HALL, BY THE LARGE WELL -- CONTINUOUS

35

Leonidas looks into the large Well's dark depths. He kicks in one of the Persian swords left at the edge.

DIENECESES

I will gather the guard. We shall be ready.

LEONIDAS

Dieneces. I wish the guard to be ranked *only* with fathers of sons.

DIENECESES

Many by law are still not of age for making children...

LEONIDAS

I know this, Dieneces.

Dieneces looks in his solemn eyes and understands. They go to fight and not return.

DIENECESES

(Nodding)

By your command.

He goes to do his duty.

EURYBIADES

The journey to Thermopylae will be long. I'll have collected the Helot slaves to carry our supplies--

LEONIDAS

Eurybiades...

(Jaw clenched, hesitant)

A Spartan is to be General of the Athenian fleets. I would have you be that General.

EURYBIADES

Leonidas, I am no sailor. My feet belong upon the ground, trampling the enemy.

LEONIDAS

It is important that the Persians do not use their ships against us. Else we are doomed in this campaign. The Athenians submit this role of leadership to us because they know we would not retreat from the enemy.

EURYBIADES

There are others better suited--

LEONIDAS

It is you, my wise teacher, who I trust with this important task. You must leave tonight. It is my command.

Eurybiades looks back to the well and nods.

EURYBIADES

By your command. My King.

Leonidas pats his friend's shoulder and walks off.

36 INT. KIMON'S HOUSE -- AFTERNOON

36

Kimon stands a few paces from his bed where his WIFE lies in labor. A NURSE MAID assists her as a MIDWIFE prepares for the birth. Dienesces enters and stands next to him.

Kimon's wife screams from the labor. After much effort, a boy is born. The Midwife cuts the umbilical with a knife.

MIDWIFE

A son.

Kimon smiles with pride. Dienesces puts his arm around him.

The Nurse Maid takes the child up in a blanket and looks at him. Her face becomes long. Kimon and Dienesces see her expression and lose heart. She presents the baby to them.

DIENECES

I'm sorry, Kimon. You are not to be among the 300.

Dienesces leaves. Kimon only stares at his newborn son.

37 INT. LEONIDAS' BED CHAMBER -- EVENING

37

Gorgo stands peering out an open window overlooking the quiet Spartan city. A storm begins to blow in from the horizon.

Leonidas enters and goes to his wife, wrapping his arms around her.

GORGO

I know your look, Husband. You believe this task shall be your death.

LEONIDAS

I have said no such thing.

GORGO

But it walks in your thoughts.

LEONIDAS

You cannot know that.

GORGO

Who else in this world knows your mind more than myself.

LEONIDAS

I would think myself that wise.

GORGO

(Coy)
Leonidas...

Leonidas chuckles.

LEONIDAS

My wife. What a chore you are. Yet I love you more than Law permits. On the day of our marriage, your father, Cleomenes, said it was the will of the Gods themselves I was to wed. He told me Sparta's fire raged within your heart. It would take me no matter my intent, thus I could fight it and be burned to my death, or I could permit the fires to consume me, and raise me to the stars.

She takes Leonidas' hand and places it on her breast.

GORGO

And have my fires consumed you?

LEONIDAS

Blissfully so.

Leonidas kisses her hard. He scoops her up to the bed. As they begin their lovemaking, the storm pours out on the city.

INTERCUT

Leonidas and Gorgo make passionate love as the storm rages.

Carrying his baby, Kimon walks through the rain to the top of a high and steep, rocky hill.

ECU BABY

The wet, naked baby in his hands has a malformed arm.

Kimon lifts the baby above him, as if presenting it to the Gods. And then, with no remorse, he tosses his baby on the rocks far down the vertical side of the hill.

FADE OUT:

38 INT. LEONIDAS' BED CHAMBER -- DAWN

38

Gorgo and Leonidas lie naked in bed. Gorgo rubs her stomach.

GORGO

We have again done our duty for Sparta, Husband. A son. I feel it.

LEONIDAS

You are the most loveliest of things. Perfection in this world... My wife.

He rubs his hand up and down her body, feeling her with adulation.

GORGO

I do love you, Leonidas. I love you as you love me. More than the Law would say I should.

LEONIDAS

Then we are cursed, you and I. Breakers
of the law of our lands.

She touches his cheek.

Leonidas rises from the bed and dons his armor. Then, with his helmet under his arm and his shield and spear in his hands, he walks to the chamber door. Gorgo steps in front of their bed and calls to him in a low voice.

GORGO

Leonidas.

Leonidas stops. He does not turn to her.

GORGO (CONT'D)

What shall I do?

A beat.

LEONIDAS

Marry a good man... and bear good
children.

Leonidas leaves. Gorgo chokes back her tears and despair.

39 EXT. ACROPOLIS -- MOMENTS LATER

39

Leonidas passes the ranks of the chosen armored 300, among them, Kittos, Bucoli, Aty's, Xuthos, Aristodemus and others of various ages between 30 and 60. They stand at attention, spears at their sides, wearing their shields on their backs, over their capes.

DIENECE'S

By your command, my King. Your 300
knives.

LEONIDAS

(Nodding pridefully)
Fine Spartans.

Kim'on appears behind Leonidas.

KIMON

(Bowing his head)
My Lord, Leonidas...

LEONIDAS

Kim'on.

KIMON

My Lord, I have unjustly been excluded from the chosen. I earned by Krypteia a place among the 300 knives, yet now I am left behind in dishonor at the time of Sparta's need of me. I beseech you to permit me to walk with you. To fight by your side for Sparta's honor.

LEONIDAS

My decree was made, Kim'on.

KIMON

My King--

LEONIDAS

Kimon!

Kimon silences himself, bowing his head. Leonidas walks Kimon from the 300.

LEONIDAS (CONT'D)

Kimon. When I found you those years ago, I saw you as a tiny pup stealing your way through the wild of the world. But in truth, you were a message from the Gods, sent with the warning. By you, rebellion was undone. You've already done enough your duty for Sparta.

(Hands on his shoulders)

Against Rhetra, I've valued you more than any other man; as a son. Always, have you made me proud as a father. You have earned your place among my 300 knives, but my decree was clear. Fathers of sons only. The Gods deemed it necessary to deny you a son. Their plans cannot be known, but it is by their will that you are to remain from the battle to come.

Leonidas gives Kimon a long hard look in the eyes and then returns to the 300 - without Kimon.

Dieneces stomps his spear butt on the ground. The Spartans stomp in response and wait for their order.

GORG0 (O.S.)

SPARTAN!

Leonidas turns to Gorgo on the Acropolis steps.

LEONIDAS

Yes, my Lady?

GORG0

Return to me. With your shield... or on it.

LEONIDAS

Yes, my Lady.

Leonidas begins his walk. The 300 file in behind him. They pass a column of other wives with their children, each saying to her husband: "With your Shield or on it."

Pleistrachus steps up behind Kimon.

PLEISTRACHUS

(Sympathetic)

Brother...

A HILL - As the Spartans leave, Kimon joins a gathering on a hill of Spartan men who were not fortunate enough to be chosen for the 300.

Beside him stands PAEDARETUS, smiling.

KIMON
(Immensely disappointed)
Why do you smile, Paedaretus?

PAEDARETUS
I smile because I am glad, Kimon. I
am glad the State possesses 300 citizens
better than I.

Kimon watches the departing Spartans with determined eyes.

40 EXT. OUTSIDE SPARTA -- CONTINUOUS 40

The 300 walk.

CUT TO:

41 EXT. ABYDOS CITY -- DAY 41

The camp fires and shelters of the armies of Xerxes surround
the City of Abydos.

42 INT. ABYDOS ACROPOLIS 42

Xerxes stands with Abrocomes, Damaratus and the ABYDOS RULER.

ABROCOMES
-- The bridge progresses as planned.
It won't be long before we can begin
the crossing.

XERXES
Very good, brother.

DAMARATUS
The men shall be glad for it. The
idleness here in Abydos has made them
ill-at-ease.

XERXES
(To Abydos Ruler)
Have you not been affording my army
your hospitality?

ABYDOS RULER
Of course, my God-King. But there are
so many... We are but a small city--

DAMARATUS
Abydos has been most generous, my King.
Though, it has not stopped the
occurrence of... incidents.

ABROCOMES
'Tis true, my King. Men are men.
Still, as we approach the day, I would
think a celebration for the finish of
the bridge may be in order. To lift
morale.

XERXES
 You are always wise, brother.
 (To Abydos Ruler)
 It shall be done.

ABYDOS RULER
 (Bowling; not happy)
 Yes, Great God-King.

Hyperantes enters with their other brother, ACHAEMENES.

HYPERANTES
 Brother! Look who comes from Egypt!

XERXES
 Achaemenes!

ACHAEMENES
 Brother!

They embrace.

XERXES
 It pleases me that you join us, brother.

ACHAEMENES
 I would not sit out this glory you
 make in our father's name. But my
 eyes have never seen such a thing.
 Your will has wrought a sight in the
 window.

Xerxes smiles and exits to the Acropolis balcony. Everyone
 trails him.

43 EXT. ABYDOS ACROPOLIS BALCONY

43

Xerxes and his entourage look out onto the HELLESPONT BRIDGE.
 The bridge they build stretches out from the shore into the
 distance; many ships put together, side by side, with
 platforms laid across the decks to connect them. Men walk
 along the platforms with idling materials.

ACHAEMENES
 This shall only be among the many great
 things to come of your reign.

ABYDOS RULER
 Yes, great Xerxes. It is a glorious
 achievement.

XERXES
 (Reveling)
 It is only the beginning of my Glory.
 (To Abrocomes)
 Eh, brother?

ABROCOMES
 (Pleased for him)
 Yes, my King. My brother.

The brothers enjoy the moment. Damaratus does not.

44 INT. KIMON'S HOUSE -- NIGHT

44

Kimon's Wife sits in the warmth of the fireplace. Kimon is behind her cutting the last of his locks from his head, tossing it into the flames. Leaving his armor, cape, helmet and shield, he takes only his spear as he walks to the house door. Before he leaves, he stops a moment, looking back to his Wife. Her eyes glitter with angry tears she refuses to release. She turns away from him and stares into the fire.

WIFE

With it, or on it. I care not which.

Kimon leaves.

45 EXT. SPARTA -- CONTINUOUS

45

Kimon walks to the edge of the sleeping city and then, dressed only in his robe and carrying only his spear, he departs Sparta.

46 EXT. PLAINS OF ARCADIA, EARLY JULY -- AFTERNOON

46

The Spartans march silently in formation. As they walk, they come upon 1000 Arcadians, a vagabond band who carry various types of swords and shields with different pictures painted on the faces. HYPERENOR leads them

HYPERENOR

King Leonidas. Greetings. I am Hyperenor.

LEONIDAS

Who are these that walk with you, Arcadian?

HYPERENOR

Warriors, all, my King.

Dieneces snickers.

HYPERENOR (CONT'D)

Tegea and Mantinea has emptied its cities to join you in this noble endeavor. We are all willing men who submit to your command.

DIENECEES

These men? Is this all?

HYPERENOR

(Put off)

We are one thousand men, my Lord. All will stand at your side and fight.

DIENECEES

Stand? More run. And trample our backsides as you retreat in fear.

The Spartans laugh. A few of the close-by Arcadians grumble.

HYPERENOR

(Insulted)

We *will* fight.

LEONIDAS

Yes, Arcadian. I see that you will.
But are we to expect more like these.

HYPERENOR

All of Greece acts to come to the call.
Talk of your journey North has spread
swiftly. There is word from many a
city who will join. I know Orchomenia
journeys even now. And I've heard
Corinth, Phlius, Thespia and Mycenae
make ready to join with you as you
pass toward the "Hot Gates".

Hyperenor looks over the 300.

HYPERENOR (CONT'D)

Is this the advance of your army? How
many days behind are the rest?

LEONIDAS

This is the force of Sparta.

The entire Arcadian contingent mumbles in shock.

HYPERENOR

(Shocked)

I don't understand. I was led to
believe Sparta would commit more
soldiers to this fight.

LEONIDAS

And we have.

HYPERENOR

(Outraged)

Arcadia has put forth 1000 soldiers...

LEONIDAS

Have you?

(Pointing to an
Arcadian)

You. Arcadian. What is your craft?

ARCADIAN

Ah... Sculptor, sir.

LEONIDAS

(Pointing to another)

And you. What is your craft?

ARCADIAN

Carpenter, sir.

LEONIDAS

And you?

ARCADIAN

Farmer, sir.

LEONIDAS
And you.

ARCADIAN
Blacksmith.

LEONIDAS
(Without turning)
Spartans! What is your craft!

The Spartans thump their spears on their armor and present them.

LEONIDAS (CONT'D)
See? I have brought more soldiers
than you.

Hyperenor grinds his teeth in spite.

LEONIDAS (CONT'D)
Perhaps you'd care to test them?

HYPERENOR
(Hesitant)
That... that's not necessary. Whomever
were to win, it would be the waist of
a man's life needed for the coming
fight.

LEONIDAS
You speak wisely, Captain. It *would*
be a waist of a man's life. And the
waist of a Spartan's breath to take
it.

Leonidas walks on, his Spartans trailing him. The Arcadians begrudgingly follow.

47 EXT. ZEU PORT HARBOR AT PIRAEUS, ATHENS -- DAY 47

SUPER: ZEU PORT HARBOR. PIRAEUS, ATHENS

The large Athenian fleet prepares for voyage.

48 INT. ZEU PORT STABLE AT PIRAEUS 48

A stable hand feeds Eurybiades' horse. Eurybiades' shield hangs from the horse's side with the Lambda insignia displayed.

THEMISTOCLES (V.O.)
And with the Triremes of Athens, Corinth
and the others, we shall meet the
Persian fleet with the strength of 271
ships.

ARISTEDES (V.O.)
A fine fleet.

Themistocles confers over maps with his war council, Aristedes, ADEIMANTUS, Captain of the Corinthian fleet, and Eurybiades.

ADEIMANTUS

Have we information yet as to the number of Persian ships?

THEMISTOCLES

Nothing firm as yet.

ARISTEDES

Many priests ask to join our crews. They believe their presence will be looked on favorably by the Gods.

ADEIMANTUS

I've allowed this with many of the priests of Corinth. They could provide heart to the men in the hard days to come.

THEMISTOCLES

I see the wisdom of it, Adeimantus. Very well, then. But one priest per ship. No more. Prayers will have less effect against the enemy than bone and gristle. And they shall WORK, Aristedes.

ARISTEDES

As you say, my Lord.

They smile in satisfaction of their preparations. They look to serious Eurybiades.

ADEIMANTUS

Be joyous, Spartan. We have a powerful fleet at the ready.

THEMISTOCLES

What say you, Eurybiades. Are you able to lead this fleet to victory?

EURYBIADES

I am no sailor, Themistocles. You know better than I the effectiveness of this fleet and where best to deploy. But this is not my role here. You sought a Spartan to lead because you knew that above all men, a Spartan would not permit the line to falter. Victory or death.

Eurybiades leaves.

ADEIMANTUS

A jolly fellow if ever I met one.

ARISTEDES

My Lord. I implore you.
(MORE)

ARISTEDES (CONT'D)

Do not let this fool lead us. He does not know the first thing of a ship--

THEMISTOCLES

You have my decision, Aristedes. I will supply him with all he need know as his second.

(Looking at the maps)

On the morrow, we set sail. As the Spartan said: To victory or death.

50 EXT. OPEN PLAINS -- EVENING 50

Kimon comes across 80 Mycenaeans camping for the night. They eat and talk of their journey and of life in their city. Kimon is careful to stay hidden in some brush. His stomach rumbles with hunger as he watches and waits.

DISSOLVE TO:

51 EXT. MYCENAEAN CAMP -- LATER 51

After the Mycenaeans have drunken themselves to sleep, Kimon sneaks into their camp and scrounges, eating whatever meat and drinking what water he finds. Any wine he spits out. He also looks for clothes and armor in which to disguise himself. One of the drunken Mycenaeans awakes, catching him as he steals a ragged cape from under him. He tackles Kimon, but one fist to the face returns him to unconsciousness. Kimon then notices a helmet, similar in design to a Spartans helm. He takes this, too, and sneaks away successfully.

DISSOLVE TO:

52 EXT. HELLESPONT BRIDGE -- MORNING 52

Abrocomes walks through the filed ranks of the assembled army and approaches the King's caravan. At his side, on horse back, are his other brothers and generals, including Damaratus. Abrocomes mounts his own steed and nods to Xerxes.

Xerxes sits in his chair and the caravan is lifted.

XERXES

And so, my brothers. Let our father's impetus be realized.

Xerxes waves his hand. Abrocomes screams for his men to "move out", the order repeated down the ranks so all soldiers will know it. And the army begins its cross of the Hellespont.

53 EXT. PERSIAN FLAGSHIP -- CONTINUOUS 53

Mardonius stands on the bridge of the Persian Flagship at the head of the departing fleet. He nods to Achaemenes who looks out on the fleet from atop his horse on the Hellespont shore. Achaemenes returns it and rejoins his brothers.

ZOOM OUT TO SHOW THE PERSIAN ARMY MARCHING ACROSS THE 2 BRIDGES OVER THE HELLESPONT AND THE PERSIAN FLEET SAILING UP THE STRAIGHT.

CUT TO:

54 EXT. AEGEAN SEA 54

MCU EURYBIADES

Eurybiades stands on the bow of the Athenian flagship trireme, Themistocles at his side.

ZOOM OUT TO SHOW THE 271 SHIP ATHENIAN FLEET SAILING ON THE TAIL WINDS TO MEET THE PERSIAN ARMADA.

CUT TO:

55 EXT. OPEN PLAINS OF GREECE 55

MCU LEONIDAS

Leonidas and his 300 Spartans walk the plains of Greece to meet the Persians.

ZOOM OUT TO SHOW THE MARCH OF THE 300 SPARTANS LEADING 2,000 OTHER GREEKS THAT JOIN THEM FOR THE FIGHT.

56 EXT. ROCKY GREEK HILLS -- AFTERNOON 56

Kimón walks in the Mycenaean armor and helmet. Suddenly, he hears a stirring in some brush. He watches the foliage carefully.

A large boar emerges. The boar sees him. It snorts and digs its hoof in the dirt. Kimón smiles and drops his spear. The boar digs again. Kimón pulls his dagger. The boar darts at him. It travels surprisingly fast, but before Kimón can kill his prey, an arrow pierces the swine, bringing it to the ground.

Two Thespians emerge from the brush, DITHYRAMBUS, sword in hand, and PODUS, his arrow trained on Kimón. They approach.

DITHYRAMBUS

You are either a fool, stranger, or
love the Gods too much to desire to
visit them so soon.

Kimón stares at them for only a moment before making his move; kicking up his spear into his hand, and taking down both men; disarming them, causing Podus to shoot his arrow into the sky.

Both Thespians lie below him, Dithyrambus at his spear tip and Podus at the point of Dithyrambus' sword.

KIMON

The Gods shall know you before me.

Dithyrambus eyes the spear point and then bursts out laughing.

DITHYRAMBUS

This one has fire, eh, Podus?

PODUS

I think this one has made me swallow a rock through my arse. OW.

DITHYRAMBUS

(Cheerful)

You impress, stranger. We mean you no harm, friend. Permit us to rise?

After a beat, Kimon lets them stand.

DITHYRAMBUS (CONT'D)

You have ability. What is your name?

Kimon is silent.

DITHYRAMBUS (CONT'D)

From what land do you hail?

Again, Kimon won't answer.

PODUS

Apparently from a land with no manners.

DITHYRAMBUS

Patience, Podus. Trust is earned. He will speak it in his own time.

(To Kimon)

I am Dithyrambus. He is Podus. We are of Thespia. We travel with 700 of our fellow citizens for Thermopylae, to join in the fight against the Easterners.

KIMON

I am bound for the "Hot Gates" as well.

DITHYRAMBUS

The Gods have written our paths to cross. We could use your skill. Would you join us?

Kimon inspect them to determine their worthiness.

PODUS

Thermopylae is but a day's travel. We'd arrive together anyway. But if you prefer to walk alone...

Kimon thinks a moment and then nods his assent.

DITHYRAMBUS

Very good. Come. Our camp is but a kilometer away. Podus. Bring our meal.

Kimon points the spear at the boar as Podus reaches for it. Dithyrambus laughs. Podus puts his hands up and backs away, following Dithyrambus.

Kimon lifts the dead boar over his shoulders and trails the pair.

DISSOLVE TO:

57 EXT. SPARTAN CAMP -- EVENING

57

The Greeks have camped for the evening. The Spartans, however, having segregated themselves, engage in exercise. The Greeks sneer and glower at the "superior" Spartans.

Bucoli leads a group in "chair" squats, where Spartans lean back-to-back as if sitting in a chair, and hold a rock straight out in front of them.

BUCOLI

You lot are a miserable sight! Spartan wives possess more spirit and strength!

He gets in the face of two brothers, ALPHEUS and MARO.

BUCOLI (CONT'D)

Do you tire, Alpheus!? Do you wish rest!?!

ALPHEUS

No, Master!

BUCOLI

I see pain in your eyes, Maro! Are you as weak as your brother here!?!

MARO

No pain, Master!

Atys walks by with the Corinthian Captain, OLIS.

NEARBY - Leonidas, Dienece, Aristodemus, Kittos and Hyperenor discuss plans for the coming fight over a map of Thermopylae.

DIENECE

The wall has not been used in so long.

ARISTODEMUS

Aye. It'll need shoring to make it as it once was.

Atys and Olis join them.

ATYS

(Saluting)
My Lord.

LEONIDAS

Atys.

ATYS

My Lord. This is Olis of Corinth.

OLIS

(Presenting himself)
My Lord. It is an honor.
(MORE)

OLIS (CONT'D)

I bring with me 400 men of Corinth who
pledge to stand with you at your
command.

LEONIDAS

Very good.

OLIS

We've also sent ahead word to Phocia
and the rest of Boeotia to join us.

LEONIDAS

What of the Thebens? Have they yet
committed?

OLIS

I've heard nothing of Thebes.

Leonidas thinks on this a moment.

ARISTODEMUS

Not surprising. There are whispers of
their affinity for the Persian Medes.

LEONIDAS

And their response was lacking at the
assembly. Yet, they have committed
to the alliance and I will see them
keep to it. Select from the Greek
ranks a fast runner, Kittos. Send him
to Thebes with a call to arms.

KITTOS

By your command.

A ruckus nearby draws their attention. The council look and
see MEGISTIAS, an old Magi and Seer, arguing with Bucoli and
Xuthos. Spartan spectators hover.

MEGISTIAS

-- You poison me, foul smelling
Laconian!

BUCOLI

A Spartan does not take well to insults,
old man. Nor to clumsy thieves we
catch.

MEGISTIAS

You call me thief of that which you
should freely give!?!

Megistias throws his thick, red drink in Bucoli's face. The
Spartans laugh and mock. Bucoli pulls his dagger.

LEONIDAS

STAY YOUR HAND, BUCOLI!

BUCOLI

But, my Lord--

Bucoli doesn't hear his King's order through his anger. Leonidas rushes at Bucoli and bashes his face, knocking him down. He never repeats his orders.

LEONIDAS

(To Megistias)

What is your business here, old man.

MEGISTIAS

(Recognizing Leonidas)

You are Leonidas.

LEONIDAS

Do I know you, Grandfather?

MEGISTIAS

I know you, King of Lacedaemia. You were revealed to me in a vision.

LEONIDAS

Vision?

MEGISTIAS

In a dream, my ancestor, Melampus, came to me with a message from the Gods. They command I join with you in your journey to battle.

LEONIDAS

(Humored)

Do they. And why would that be?

MEGISTIAS

To aid you, my Lord, obviously. I am a Seer. A Magi of the Gods. I speak their words so that you will know their will and act wisely.

The Spartans around them laugh. Even Leonidas chuckles.

DIENECES

You don't truly intend to allow this one to join us, Leonidas?

(Low voice)

He's obviously touched.

MEGISTIAS

(Outraged)

Touched!?!

LEONIDAS

The Gods have sent him, Leonidas. It is a good omen. And he can be useful. One as he is usually knowledgeable in herbs of healing.

MEGISTIAS

Of course.

LEONIDAS

Very good. Then you may join with us.

MEGISTIAS
Do you see? Already you act wisely.

LEONIDAS
Do you have a name, old one?

MEGISTIAS
I am Megistias. I am of Arcanania.

LEONIDAS
(Ushering Megistias)
Megistias of Arcanania. Come. I invite
you to eat with me.

MEGISTIAS
I wish more a drink than food.
Something with kick! Not that swill
drunken by your fool soldier.

LEONIDAS
We drink no wines, Seer. It was a
drink of me you imbibed. Boiled pigs
blood mixed with vinegar and herbs--

MEGISTIAS
By the Gods! Demons! No wine!?!

DISSOLVE TO:

58 EXT. SPORADES OCEAN, COAST OF EUBOEA -- DAWN

58

Themistocles and Aristedes sit on the deck, eating their
breakfast and discussing the most recent intelligence.

ARISTEDES
-- scout ships from Olynthus brought
conflicting intelligence. They say
the numbers lie in the thousands, not
hundreds.

THEMISTOCLES
(Frustrated)
By the Gods! Can we not get a clear
count?
(Considering a beat)
Very well. We'll plan accordingly.
At worst, we would be over-prepared.
(Looking starboard)
What say you, Eurybiades? Will you
eat nothing this morning?

PAN TO EURYBIADES

Eurybiades leans over the deck side in nausea.

EURYBIADES
Ugh. How you Greeks can stomach this...
(Gags)
This unnatural method of travel. Two
feet on the ground is the way the Gods
intended it.

ARISTEDES
 (Under his breath)
 So, Spartans are not as invincible as
 they believe.

THEMISTOCLES
 (Amused)
 Aristedes. Please.

Themistocles rises from the table to Eurybiades.

THEMISTOCLES (CONT'D)
 Fear not, Spartan. The sickness will
 pass. Besides, see there. Our
 journey's end.

He points his attention to land in the distance.

THEMISTOCLES (CONT'D)
 The Cape of Artemisium.

EURYBIADES
 (Unenthusiastic)
 Well and good. I am happy for it.

Eurybiades turns quickly and vomits over the side.
 Themistocles cringes and Aristedes hides his smile.

59 EXT. THESSELY -- DAY 59

SUPER: THESSELY, NEWLY ANNEXED LAND OF PERSIA.

A large party is put on throughout the entire city of
 Thessely. Many soldiers and commanders enjoy the food and
 women.

60 INT. THRONE TENT OF XERXES 60

Xerxes and his brothers, Achaemenes and Hyperantes, watch a
 horse show made by the Thesselians (renown for their horse
 skills). Their every whim is tended to.

Damaratus enters with HYLAS, the general of Thessely's army.

DAMARATUS
 Great Xerxes.

XERXES
 Damaratus! Enter! Join us, friend!

DAMARATUS
 This is Hylas, My King. General of
 Thessely's armies. He's received a
 message from a City in central Greece.

XERXES
 Bring him forward.

Hylas steps forward and bows.

HYLAS
 Great God-King.
 (MORE)

HYLAS (CONT'D)

Forgive this interruption, but I believed you would want this immediately.

Hylas claps his hands and two soldiers present a platter with a pitcher of water and a mound of black earth.

HYLAS (CONT'D)

Tokens of surrender, my Lord.

Xerxes laughs. He pours the water onto the dirt.

XERXES

What say you now, Damaratus? These Greeks are not as mighty as you said them to be!

HYPERANTES

You succeed where our father failed, brother. And with no blood spilled...

DAMARATUS

With respect, General, the conquest is not yet done. I'm informed that Greeks make defense at Thermopylae. Only a day's walk from here.

ACHAEMENES

They had also made defense at your Mt. Olympus, and retreated from that place before we could ever meet them.

XERXES

Please. Damaratus. Sit at my side.

Xerxes waves Hylas off. Damaratus sits by Xerxes.

HYPERANTES

Damaratus. Look about you. The Greek cities surrender at the mere sight of the King's army.

DAMARATUS

The Greeks at Thermopylae are led by the Spartans. And with them, their King, Leonidas.

(To Xerxes)

As I told you, my Lord. The Spartans are a race of fierce warriors. They will not fear your army. And the other Greeks will follow them into battle.

ACHAEMENES

You are of Sparta, are you not Damaratus?

XERXES

More than a mere Spartan, brother. He was once their King.

HYPERANTES

Truly?

DAMARATUS

I was a King, Hyperantes. I ruled the great city of Sparta with my fellow King, Cleomenes.

ACHAEMENES

Your city has two Kings? What a novelty.

DAMARATUS

It is law handed down by the father of our Rhetra, Lycurgus. Sparta is to have two kings so that no one man may have power more than any other.

HYPERANTES

Such backward thinking, eh brother?

Xerxes laughs.

ACHAEMENES

And so how did you come into the service of the God-King, wayward Spartan?

DAMARATUS

My brother King fueled his obsession for making wars in far-off lands with the lives of our men. I was his most outspoken opposition, demanding he'd be stopped or stripped of his crown. But it takes more than words to depose a King of Sparta.

XERXES

Then how did he manage it with you, poor Damaratus.

DAMARATUS

A Spartan is a man defined by duty; to law and to faith. As tightly as we hold to our law, so, too, do we hold to the word of the Gods. Yet, it seems even a God's will may be bought with gold. Cleomenes bribed the Delphic Oracle to speak that Apollo found me unworthy of rule.

XERXES

What outrage.

DAMARATUS

Rather than live my life in a prison, I fled to Persopilos and pledged my will to your father, great God-King.

HYPERANTES

You made out the better, I'd say.

ACHAEMENES

Yes. Advisor to a God instead of King of a city soon to fall under our feet.

XERXES

Yes. You'll soon have retribution,
Damaratus.

DAMARATUS

Retribution has been had, my King.
Cleomenes' obsession became insanity
and he was jailed for it. He came to
death by his own hand soon after.

Achaemenes laughs hysterically at the sound of this.

XERXES

Well, my friend, when Greece comes
under my control, I will return Sparta
to you. In fact, you will have the
whole of the Peloponnesus. To rule
alone. My gift for your loyalty to me
and my father.

DAMARATUS

(Sincere, yet not happy)
My thanks, my King. Your generosity
is boundless.

XERXES

Do not think on it. Now. Enjoy
yourself. These Thespians have made
wonderful celebration. Put away your
worries. I command it.

As Xerxes and his brothers re-engage themselves in the
celebration, tasting the many foods and women put before
them. Damaratus stands and leaves unnoticed.

61 EXT. ENTRY TO THERMOPYLAE PASS -- AFTERNOON

61

SUPER: AUGUST, 480 BC. THERMOPYLAE ("THE HOT GATES").

The Greek army finally reaches Thermopylae. All of them
pass under the shadow of Mt. Oeta as they enter. Leonidas
looks up at the mountain in solemn contemplation.

KITTOS

(Reverent)
Mt. Oeta, Leonidas. Where your
ancestor, Heracles, fell in battle.

62 EXT. THERMOPYLAE PASS -- MOMENTS LATER

62

The army is met by the Phocians and Locrians. TIRO, their
general, steps forward with his LOCRIAN CAPTAIN.

TIRO

King Leonidas.

Tiro presents his arm and Leonidas takes it in greeting.

TIRO (CONT'D)

I am Tiro. The men of Boeotia greet
you and pledge to you their loyalty.

LEONIDAS

What news have you of the Persians?

Through the Phocian camp, the Spartans pass by the Greeks with no greeting, trailing Leonidas.

TIRO

The Persians walk the Greek north.
Unassailed.

BUCOLI

No one fights!?

TIRO

When the Greek force left Olympus, the Northern Cities believed they were abandoned. And the enemy's numbers are so great...

ARISTODEMUS

Cowards.

KITTOS

Better for us. It leaves a proper challenge.

They reach the old Phocian wall. It is a tall structure of rock and dirt, dilapidated and eroded by age and the elements.

TIRO

The wall of the Phocians. Our defense against Thessely so long ago.

ARISTODEMUS

A ruin of rock and dirt.

Leonidas looks on the wall a moment and formulates his plans.

LEONIDAS

Dienece, the wall is to be rebuilt.
Gather all you need to see it done.

DIENECE

By your command.

LEONIDAS

The Greeks shall take station behind the Phocian Wall. The Spartans shall be encamped at its front.

TIRO

As you say, my Lord.

LEONIDAS

Aristodemus, you will have prepared a place for the injured. Have the Seer aid you and assign for him a group who will gather whatever materials he will need for medicines. Use Greeks.

ARISTODEMUS

I obey.

LEONIDAS

Bucoli, you are to test the abilities of the Greeks. Hold exercises to determine their skill with a weapon and their strength in a fight.

BUCOLI

By your command, my King.

LEONIDAS

Kittos, take count of the weapons carried by the Greeks. Determine their use in battle conditions. Any Greek without a weapon is to be supplied one, and any weapon found lacking is to be replaced.

KITTOS

By your command.

Everyone disperses to do their duty. Leonidas finally has a moment alone. He finds a hot spring burbling from the mountain side and dips his hand in, remembering his spring at home.

He notices a small path through the rocks.

63 EXT. SHRINE OF HERACLES

63

He walks the short path up the mountain to a shrine made to Heracles. He looks on it with reverence at first and then regret. Standing before the statue, he prays to his ancestor.

LEONIDAS

I give them hope, ancestor. Gods help me, by my words they think that we will survive what is to come.

64 EXT. CHALCIS -- DUSK

64

The fleet is anchored just off shore. Small boats are rowed back and forth from the ships to the shore carrying supplies and the sails off the ships to lighten them.

Eurybiades stands at the ocean edge looking out at the fleet and setting sun. He's slightly peaked, but feeling better.

Themistocles walks up beside him.

THEMISTOCLES

How do you feel?

Eurybiades lets out a loud belch.

THEMISTOCLES (CONT'D)

(Humorously put off)

Better, I see.

EURYBIADES

I'll be better still when the enemy comes.

THEMISTOCLES
 Patients Spartan. They'll be here
 soon enough.

Themistocles looks over his shoulder and notices a dozen of
 the priests from the ships huddled together giving prayer.

THEMISTOCLES (CONT'D)
 What's this?

EURYBIADES
 (Looking)
 The Priests pray to the Wind God.

They begin an animal sacrifice.

THEMISTOCLES
 (Incredulous)
 Waist of time. And of an animal better
 suited to eating.

EURYBIADES
 (Slightly outraged)
 Those who doubt the power of the Gods
 find themselves beset by their wrath.

THEMISTOCLES
 I believe in the power of the Gods,
 Spartan. If I did not, I'd never have
 consulted the Oracle whose words
 inspired the fleet before you. It is
 their inclination to involve themselves
 I question. If I believed prayer would
 be the difference in the coming battle,
 I'd have us all on bended knee back in
 Athens.

Adeimantus approaches.

ADEIMANTUS
 Themistocles.

THEMISTOCLES
 Adeimantus. How goes the evacuation?

ADEIMANTUS
 The Euboeans haven't enough vessels to
 carry them all from this island. I
 thought perhaps a few of our smaller
 ships could be used.

THEMISTOCLES
 (Sighing)
 I can't take the risk to spare them.
 Have those who remain hide where they
 can. Tell them to hide WELL.

Adeimantus bows his head and leaves to do as told.

THEMISTOCLES (CONT'D)
 And where be the Gods now, eh? When
 their people need ships to escape death?

A beat.

EURYBIADES

It is not for the Gods to do for us.
If it were, what purpose is there of
living.

They look out on the last bit of sun at the Horizon.

65 EXT. THERMOPYLAE, THE GREEK CAMP -- CONTINUOUS

65

Great tension rises above the camp.

SOUTHERN EDGE OF CAMP - Hyperenor approaches to greet
LEONTIADES (30s), Captain of 400 Theben soldiers that follow
behind him.

HYPERENOR

(Shaking arms)
Greetings, Friend.

LEONTIADES

And to you. I am Leontiades. The
City of Thebes commits these 400 men
to this noble effort.

HYPERENOR

I am Hyperenor. Welcome.

They walk together into camp as the Thebens mingle with the
rest.

LEONTIADES

Where is the Spartan King. I would
have a word with him.

HYPERENOR

All are engaged in the readiness of
this army. But come, there is one
first with whom you should speak.

Hyperenor leads Leontiades through the silent, yet busy,
encampment filled with worried, wide-eyed soldiers.

THE PHOCIAN WALL - The Spartans, Maro, Alpheus and Atys among
them, toil hard, gathering rocks to refit and fortify the
nearly repaired wall.

Leonidas walks with Kittos along the pass in the near
distance.

ATYS

The Greeks will now have a proper place
to cower, eh?

They chuckle. Aristodemus approaches.

ALPHEUS

It should be them tasked to toiling on
this wall. A Spartan's lot is to
destroy the enemy, not build cowards'
holes.

ARISTODEMUS

Your lot, young one, is to do as you are tasked by your betters. Question the orders of the King once more and I'll have your tongue for it.

ALPHEUS

(Contrite; head bowed)
Forgive, Master. I repent my insolence.

MARO

I beg you, ignore him, Aristodemus. He merely tires of this lifting of rock when his blood boils for a fight.

SPARTAN

We all do. In truth, this be Helot work.

ARISTODEMUS

It is Spartan work, and well suited. You are young and have never experienced true battle, so you cannot appreciate this time before the storm. Through hard work does a warrior find focus. It sharpens one's thoughts for wars such as these. A fight is first won in the mind before it can be won in the field. The King knows this well, and it is by his wisdom that we may yet have a chance at what is to come.

THE PASS - Leonidas walks the sandy pass outside the Greek camp, Kittos at his side.

Leonidas looks over the path and points to the narrowest spot.

LEONIDAS

Sparta will deploy there. At the narrow of the pass. Every Spartan is to become intimate with this land. How progresses the wall?

KITTOS

It is near completion now. General Dienece has doubled efforts and put Aristodemus to oversee additional men.

LEONIDAS

What of the state of the Greeks?

KITTOS

They are armed well enough. And Bucoli trains them as best he can. They lack discipline.

Leonidas sighs, trying to make due with what he has.

LEONIDAS

Have companies of the Greeks assembled by city for station behind the wall. They'll be released in rotation as needed.

KITTOS

By your command.

Olis approaches with Xuthos. They bow and salute.

XUTHOS

My Lord, a messenger has come by boat from Artemisium. He brings word of the Athenian fleet.

LEONIDAS

Very good. As your father controls the sea, Kittos, we shall know well what mettle these Persians truly have without their warships.

KITTOS

He will not fail you, my King.

He puts his hand on Kittos' shoulder.

LEONIDAS

Of this, I'm certain.

(To Olis)

And what have your Corinthian scouts to say, Oils? Is there sign yet of the enemy?

OLIS

No sign as yet, my Lord. However, we must speak of the camps. Our supplies are beginning to grow thin. I have organized groups who will make regular trips to the local villages--

LEONIDAS

Very good, Olis. I'm certain you'll handle all that needs to be done.

OLIS

But my King. That is not the only problem to occur. There is much we must discuss regarding the--

LEONIDAS

That is all, Olis. Carry on.

Leonidas walks off. The other Spartans follow, snickering at Olis. He stands stunned at how he has been dismissed.

LEONIDAS (CONT'D)

A week and still nothing of these foreigners.

KITTOS

My hope is they've not decided to turn back. I have a mind for a fight with these Easterners.

XUTHOS

Perhaps the Gods finally bless them with the intelligence to turn before we hand them their death.

KITTOS

Either that or they've caught whiff of you, Xuthos. You rank a smell more potent than the animal pens.

They chuckle. Leonidas cracks a smile.

MED TENT - Bucoli barges through the crowded camp to Megistias' medical tent holding a soiled sandal. Megistias stumbles about inside, drinking a skin of wine as he rummages around the many gathered herbs on a large, make-shift table. At the front of the tent is a shabby corral filled with several sheep.

BUCOLI

Stupid old man! You've lost your animals again!

MEGISTIAS

My animals!?! These creatures are placed here without my consent. I am no sheep herder, fool Spartan.

Bucoli steps up to Megistias and snatches the skin from his hand.

BUCOLI

You are a decrepit old fool! That the King tolerates you--

MEGISTIAS

The King knows respect! You do well to learn it. The Gods speak through me, Spartan. To insult me is to insult them.

BUCOLI

The Gods speak though the mouth of a useless drunkard as they do through the flatulent arse of a horse.

MEGISTIAS

If so much were true, Spartan, you would channel their voice yourself.

BUCOLI

You test me, goat--

MEGISTIAS

Again, I hear only the passing of gas, so I *must* speak to a horses backside. I will try a different approach for reason.

(Leaning to Bucoli's ass)

Tell me, Spartan, why are you so stupid?

Greeks around him laugh. Bucoli kicks Megistias to the ground and would continue striking him but for Dithyrambus stepping up in an imposing manner.

DITHYRAMBUS

Hold, Spartan!

Bucoli turns to him.

DITHYRAMBUS (CONT'D)
You will not strike him again.

BUCOLI
And who is to stop me, Greek?

DITHYRAMBUS
I will. If you force my hand.

Bucoli moves closer to Dithyrambus.

BUCOLI
You are one of the Thespians. I know
of your city. I've seen them fight.
(Chuckling)
My wife has better skill in her
seductive dance.

Spartans around him laugh.

MEGISTIAS
Then perhaps, Spartan, your venom comes
from missing her face. As I am a
healer, I shall help ease the pain of
her absence.

Megistias leans over and lifts his robe, showing his bare
ass to Bucoli. He shakes it about and slaps it, saying:

MEGISTIAS (CONT'D)
Give us a kiss now, eh?

Angry, Bucoli starts toward the old seer, but Dithyrambus
stops him. Without thought, Bucoli attacks. A commotion of
cheers and instigations from Spartans and Greeks rise.

Podus, Kimon and three other Thespians run up. Podus and
the Thespians dive in to aid their friend and Commander.
Kimon stays back, careful to stay hidden from the Spartans.

THE SOUTHERN EDGE OF CAMP - Dieneces, engaged in preparations,
is approached by Hyperenor with Leontiades.

HYPERENOR
General.

DIENECES
(slightly dismissive)
What is it now, Hyperenor.

HYPERENOR
This is the captain of Thebes.

LEONTIADES
(Extending his hand)
I am Leontiades.

DIENECES
(Ignoring him)
So, Thebes finds courage to fight, eh?

LEONTIADES

(Insulted)

I wish to speak with your King.

DIENECEES

The King occupies himself. I'll relay your request, and he shall fulfill it in his time.

Leontiades looks to Hyperenor in outrage.

DIENECEES (CONT'D)

For the time being, camp where you wish behind the wall. A lieutenant shall come to your men and test their abilities.

LEONTIADES

(Outraged)

We are not servants to you, Spartan. We have come to fight, not--

HYPERENOR

(Attempting diplomacy)

Please. The General means not to imply the unworthiness of Thebes, it is only--

DIENECEES

I speak well for myself, Arcadian.

(Looking Leontiades
in the eyes)

It is Sparta that leads this effort, Theben, and as so, it shall be we who determine your worth. Every man of this army shall be tested and used at our discretion. Do you have issue with this?

LEONTIADES

(Biting his tongue)

And how many bodies make up this army?

HYPERENOR

With your soldiers added, over 4000.

LEONTIADES

(Shocked)

That's all? Have you not heard of the force we are to face?

HYPERENOR

(Solemn)

We're well aware of it, I promise. Look about you. Not a soul is ignorant. See it in their eyes. Hear it in the silence.

DIENECEES

So long as you all do as told, and keep under our order and discipline, we shall have a force against the invaders.

Leontiades notices the grouping Greeks and shouted cheers around Bucoli's fight with the Thespians.

LEONTIADES

And is this the order you bring,
Spartan?

Dieneces looks to Leontiades and then to the fight. Angry, he rushes to investigate, Leontiades and Hyperenor trailing.

THE MED TENT - Bucoli is fighting the gang of Thespians effectively, maintaining the upper hand.

Dieneces pushes through the crowd. Without hesitation, he walks, almost calmly, through the fighting Thespians, tossing them aside as if they were nothing, and takes down Bucoli in 4 quick moves, knocking him unconscious. The Thespians freeze, stunned at the ease with which Dieneces brought down Bucoli.

Dieneces points to a Spartan.

DIENECES

You. The Captain sleeps. Carry his
carcass to the wall for punishment.

The Spartan bows his head and does as he is told. Dieneces then turns to the others.

DIENECES (CONT'D)

Discipline shall be maintained!

He looks to Leontiades, who tries to maintain a veneer of obstinacy and superiority instead of the intimidation he feels.

DEMOPHILUS (40s), Captain of the Thespian army, runs up.

DEMOPHILUS

What goes on, Dieneces?

DIENECES

It is nothing. All has been settled.

Demophilus looks to the bruised Dithyrambus and Podus.

DEMOPHILUS

Dithyrambus?

Dithyrambus can think of nothing to say.

Dieneces turns from the scene, but Demophilus grabs his arm to stop him.

DEMOPHILUS (CONT'D)

We came here to fight the invaders,
Dieneces. Not other Greeks.

DIENECES

And so you shall, Demophilus. So shall
we all.

Dieneces tries to walk off again, but Demophilus won't let go.

DEMOPHILUS
The King will hear of this.

DIENECESES
I will make certain that he does. Be assured of that.

Dieneces yanks his arm away and walks off. Leontiades and Hyperenor follow.

DEMOPHILUS
You are my second, Dithyrambus. I expect more of you. You will act as a captain of this force... or I will find another better suited for the role.

Demophilus huffs and walks away.

DITHYRAMBUS
(Slightly embarrassed)
Yes, Demophilus.

THE PASS - Leonidas stands with his counsel. Dieneces walks to them. Leonidas sees him and winds up the conversation.

LEONIDAS
That's all for now. Carry out my orders.

They bow and walk off as Dieneces steps up.

DIENECESES
(Smirking)
The Thebens have finally arrived. Their leader asks for your "audience".

LEONIDAS
So. They've chosen to honor the pact.

DIENECESES
(Humorous)
And that is a good thing? In truth, I have doubt any of these Greeks are worthy of the air they use.

LEONIDAS
They are here to fight, Dieneces.

DIENECESES
But will their weapons be pointed in the right direction? I fear this rabble could not find their own backsides if their lips were attached.

They chuckle.

LEONIDAS
You are the fool, old friend.
(MORE)

LEONIDAS (CONT'D)

We'll soon know what resolve they carry
in their hearts.

DIENECEES

(Joking)

Or the weight of their feet as they
stride in fearful retreat up our chests.

They chuckle again and look out at the half set sun.

LEONIDAS

It is the resolve of Spartan freedom
that will be our greatest weapon.

DIENECEES

For freedom. Victory or death.

LEONIDAS

(Reticent)

Time would be victory enough.

DIENECEES

Time. Yes.

(Prideful)

For once Karneia ends in the days to
come... Sparta will empty its streets
of all its warriors, and these
foreigners shall know what is the will
of free men.

A beat.

LEONIDAS

How are the spirits of the men?

DIENECEES

The anticipation weighs heavily on the
Greeks. The camps are beset by an
eerie quietness. Our Spartans fare
better, though. Confidence is high
with them. But, there have been...
encounters with the Greeks. I myself
have just gave punishment to Bucoli
for such a crossing.

LEONIDAS

(Surprised)

Bucoli?

DIENECEES

Yes. He again locked horns with the
old one.

LEONIDAS

The Seer.

DIENECEES

Do you truly believe he is so well
connected?

LEONIDAS

I believe his intentions good.

(MORE)

LEONIDAS (CONT'D)

And if his words bring comfort to those who wish to listen, then his presence is well meant by the Gods. Especially in this wretched quiet of the world.

DIENECESES

This time of calm does have an effect... How can it not?

LEONIDAS

As well it should. I don't want overconfidence. There is much work and struggle ahead for us all.

DIENECESES

The confidence of Sparta is found in following your word, my King. My friend. We live and die by it.

Leonidas simply looks him in the eye a moment and returns to the camp. Dienececes follows.

THESPIAN CAMP - Dithyrambus, Podus and the Thespians return to their camp to lick their wounds; Kimon following behind, always at a distance.

PODUS

Blasted Spartans.

THESPIAN

They act as if they rule all of Greece.

THESPIAN 2

Someone should put those arrogant creatures in their place.

DITHYRAMBUS

It is a waist to think on it.

PODUS

How can you say that? They treat us as filth..!

DITHYRAMBUS

It is Sparta, Podus. What more had you expected of them?

THESPIAN 3

They are the filth!

THESPIAN 1

Such high and mightiness. Masters of the universe they think themselves. If Sparta is such a power, where were they when Athens faced these Persians at Marathon?

DITHYRAMBUS

This talk is foolishness.

KIMON

(Barking)

You should not speak of things you know nothing about, Thespian.

PODUS

(Outraged)

You are not part of this conversation, stranger. You are not even one of us.

DITHYRAMBUS

Podus...

PODUS

How can you trust this one, Dithyrambus? See how he sides with the Spartans. Perhaps he should camp with them...

THESPIAN 3

Yes. He is not of our city, just a stray dog following for scraps off our tables. Does he truly fight for us? I did not see him come to your defense against the Spartan, Dithyrambus.

He walks to Kimon in a threatening manner.

THESPIAN 3 (CONT'D)

We know nothing about this. He always keeps a distance. He does not eat with us, he does not tell us his name, he will not even show his face. Why do you hide behind your helm, stranger? Perhaps you are a SPY.

The Thespian shoves Kimon. Kimon slaps him and throws him to the ground in one quick, instinctual action. Podus and the others are quick to respond, but Dithyrambus jumps between them.

DITHYRAMBUS

I said that's enough!

They back off.

DITHYRAMBUS (CONT'D)

Have we not soiled the name of Thespia enough this day!?! You act as children! You will be as men or I will have you clapped in chains and sent back to your homes in disgrace.

They all stare each other down.

DITHYRAMBUS (CONT'D)

Have you not heard my words!?!

Podus looks into Dithyrambus' angry eyes and acquiesces. Kimon turns away and walks off.

PODUS

Why do you permit his presence, Dithyrambus--

DITHYRAMBUS

(Angry)

Because I have a mind to do it, Podus,
and I'll not be questioned on the
matter. And as for the Spartans, you
will keep their order and distance.
We fight under *their* banner. If this
displeases you, leave this place and
be quick about it. Else, keep your
tongue behind your teeth and do as you
are ordered!

Podus, insulted his long time friend treats him so, submits.

PODUS

Yes, my Commander.

He returns to his friends. Dithyrambus looks off to Kimon.

66 EXT. TRACHIS TOWN MARKET -- EVENING

66

The last of the sun peaks over the horizon on the large town market. It bustles with a celebration for the Olympics. EPHIALTES wanders through, picking pockets of easy prey and stealing goods from the tables and booths of distracted merchants.

One MERCHANT spots his theft and calls attention to him.

MERCHANT

Thief! Stop him! Thief!

Two town guards give chase. Ephialtes runs, losing himself in the crowd. He believes he has escaped, but is stopped in his tracks by Abrocomes' Captain, on his horse, at the edge of the town. The Captain sits above him and looks down over the city.

CAPTAIN

Greeks!

The locals turn and give their attention to the Captain.

CAPTAIN (CONT'D)

You are conquered by the Great God-King, Xerxes! This territory is now of Persia! Submit peacefully and you'll not come to harm!

The mounted cavalry comes galloping into the city from behind him, and beyond them, the foot soldiers are in view, marching toward them in waves. The citizens run about and scream in fear.

Abrocomes gallops up beside his Captain. The sight of him throws Ephialtes from his feet. Trachis is now overrun by Persia.

67 INT. GREEK CENTRAL COMMAND TENT -- NIGHT

67

All the various leaders of the Greek armies are gathered in heated debate, talking over each other.

Among them are General Olis, General Tiro, the Lociran Captain, General Demophilus, General Hyperenor with the MANTINEAN and ORCHAMENIAN CAPTAINS, the PHLIUS GENERAL, the MYCENAEAN GENERAL, and General Leontiades. Leonidas, Dieneces standing behind him, considers their words carefully.

ORCHAMENIAN CAPTAIN

-- We cannot stay, now!

HYPERENOR

It is suicide!

LEONTIADES

We must turn from this place while we can.

DEMOPHILUS

We have come here to fight! You would have us now flee?

LOCRIAN CAPTAIN

Cowards!

HYPERENOR

How dare you--

PHLIUS CAPTAIN

You've heard what the scouts have told! The Persians loom at the other end of the pass!

LEONTIADES

I will not just sit here waiting for massacre!

MYCENAEAN GENERAL

We are beset by numbers that far outweigh our own--

MANTINEAN CAPTAIN

And what defense have we? An ancient, dilapidated wall from a long forgotten war--

OLIS

We should return to the Isthmus! There a proper defense can be made--

LEONTIADES

Yes! The Isthmus. Coming here was folly--

HYPERENOR

King Leonidas. Please. It was foolish to have thought this plan could work. We will not hold ground.

LEONTIADES

Yes. Listen to reason, Leonidas.

TIRO

I will not leave this post!

(MORE)

TIRO (CONT'D)

Phocia stood ground against Thessely here, and again we will stand against *this* enemy!

PHLIUS CAPTAIN

Phocia stood NO ground. Your city LOST to Thessely!

LOCRIAN CAPTAIN

Locria stays as well! We will not give our lands to this invasion so easily!

LEONTIADES

You are fools! At Isthmus, all invasions of the past have been staved off! We have the forces and the fortifications--

TIRO

And what of *us* as you run for your miserable lives? Are we just sit by and allow ourselves to be enslaved by these outlanders!?!

DEMOPHILUS

We cannot just leave them for slaughter!

LOCRIAN CAPTAIN

Defense at Isthmus makes fine for you Peloponnese, but all the lands between this place to that will fall prey to their army--

LEONTIADES

I will not hear this! You cannot speak for Thebes!

TIRO

And you would speak for Phocia!?!

HYPERENOR

We do not speak for any one city! We must take a course of action that will save ALL of Greece! Casualties must be tolerated as we pursue the long run--

TIRO

Tolerated!?!

LEONIDAS

(Infuriated)

ENOUGH!

The group quiets.

LEONIDAS (CONT'D)

(Cold, intimidating)

We do not abandon this place.

HYPERENOR
 (Approaching Leonidas)
 Leonidas, surely you can't--

Dieneces steps up, presenting his spear. Hyperenor backs off.

LEONIDAS
 We do not abandon this place to the enemy.

OLIS
 Leonidas, be reasonable.

LEONTIADES
 How do you propose to take on the entire of Persia's armies with just these few men?

DIENECESES
 Sparta is but 300, and yet none cower as you lot. If we must, we will stand alone against the enemy.

OLIS
 300 against 2 million?

DEMOPHILUS
 You believe the words of fools? Could you think that many men in the world?

MANTINEAN CAPTAIN
 2 million or 20 thousand, not even Sparta can stand against the invaders with only 300--

DIENECESES
 You will see how but a few men can stop an entire army, Greek.

LEONTIADES
 Spartan bravado! Words will not strike fear in the Persians. And what IS Spartan strength. When last the Persians came to our lands at Marathon, you made excuse of your religion to avoid battle against them with Athens--

Dieneces, drops his spear, draws his dagger and grasps Leontiades by the neck, holding the blade to his chin. The others gasp.

DIENECESES
 You dare, Greek--

LEONIDAS
 DIENECESES!

Dieneces stares angrily into Leontiades eyes. He breaths heavily and then lets him go, taking his place by his King.

LEONTIADES

Now you insult by permitting your
servant to touch his better--

LEONIDAS

Dieneces is no more my servant as you
are a man, Theben. Or any man's better.

LEONTIADES

You dare--

LEONIDAS

We will not leave this place! Your
cities have put you under my command,
and by my word, you will all STAY.

TIRO

We thank you, King Leonidas--

HYPERENOR

But the Persians, good King. How can
we stand against them with such small
numbers?

Leonidas thinks a moment.

LEONIDAS

Have envoys sent for reinforcements to
the cities close by.

LEONTIADES

No one will *fight*, Spartan King. It
is the holy time of the Olympics. It
is forbidden of all cities to make
battle--

LEONIDAS

Send the envoys. In the mean time,
prepare yourselves.

Leonidas exits the tent, Dieneces trailing him. He leaves
behind a group of flabbergasted Greeks.

68 EXT. GREEK CAMP, CENTRAL COMMAND TENT -- CONTINUOUS

68

As Leonidas walks away, Leontiades exits the tent to catch
up.

LEONTIADES

King Leonidas.

Dieneces, clearly expressing his disdain for the Theben,
steps in his path, presenting his spear.

LEONIDAS

You have heard my word, Theben.

LEONTIADES

Leonidas, this is insanity! I do not
permit my men to be put to slaughter.

Leonidas returns to Leontiades, glowering over Dieneces'
shoulder.

LEONIDAS

Sparta shall be at the front when battle comes. You and your... "Men" may cower all you like behind the wall. But when you are called to do battle, Theben, you will do it. Else you need not fear death from a Persian blade. For it shall be the spear of the Spartan you now look upon that takes your life.

Leonidas turns from him and walks off. Dienececs sneers, shoves Leontiades back a foot and follows his King.

CAMP CENTER - Kimon stands at a distance from the Central Command Tent and watches Leonidas walk off.

Dithyrambus walks up behind him. Kimon hears his approach.

DITHYRAMBUS

Who are you, Stranger. What are you doing here?

Kimon is silent, but Dithyrambus won't be put off any longer. He grabs his arm and asks intensely:

DITHYRAMBUS (CONT'D)

Who are you?

Kimon stares him in the eyes defiantly, but finally relents.

KIMON

My name is Kimon. I am a citizen of great Sparta.

DITHYRAMBUS

I don't understand. If you're Spartan, why do you hide it?

A beat.

KIMON

Because... I am not supposed to be here.

A beat.

DITHYRAMBUS

What?

KIMON

The King decreed no Spartan without a son born could join in this battle. I... was left with no son by my wife.

DITHYRAMBUS

(Sympathetic)

I... I see.

KIMON

But I defied my King and came anyway. I left behind all that identifies me as a Spartan.

(MORE)

KIMON (CONT'D)

I did this so that I could fight by the side of my King, though he would not know it. So that I could fight as a Spartan.

DITHYRAMBUS

But... Why? For glory?

KIMON

Glory is not why a Spartan fights. We fight for honor. We fight for... I fight for my King... my father.

DITHYRAMBUS

The King is your father?

KIMON

Not by blood. He found me as a boy. He saw in me all things that make a Spartiate. He took me in and taught me side by side with his own son. With all of Sparta's sons.

DITHYRAMBUS

I thought Spartans discouraged such familial bonds? That all are to love each other the same. As brothers.

KIMON

They do.

A beat. Dithyrambus understands.

DITHYRAMBUS

I see.

(A beat)

Well. Kimon. When you are ready, join us again by the fire.

Dithyrambus leaves Kimon alone to his thoughts.

THE PHOCIAN WALL - Leonidas walks with Dieneces at his side to the Spartan camp. His face is stern and intense with thoughts of the re.

DIENECESES

These fools will be the death of us.

LEONIDAS

Enough of that, Dieneces. There is much to prepare.

DIENECESES

Aye. The enemy will be many, but it is these trained "Immortals" the deserters told of that will be a chore.

LEONIDAS

(Forming a plan)

Yes. They'll have to be dealt with...

DISSOLVE TO:

69 EXT. THE SPARTAN CAMP -- EARLY MORNING, BEFORE SUNRISE

69

A Persian SPY rides by horse on a tiny path above the pass. Past some large rocks, blocking his sight of the sandy pass is the Phocian wall. Wall is higher than he is able to see.

He dismounts for a closer inspection. Without noticing, he steps out from behind the large rocks and is expose to the camp of Spartans. Panicked, the Spy jumps back behind the rocks expecting an attack that never comes. The Spartans pay him no notice.

Curious, he musters the courage to approach them, making no effort now to conceal himself. Though he stands practically beside them, they still pay him no mind, engaging only in their exercises and a bizarre rituals. Confused, the Spy returns to his horse and rides back to the Persian camp.

PAN TO Leonidas on the wall ABOVE, watching the Persian ride off.

Dieneces steps out from among his men to watch as well, and turns to his King, meeting Leonidas' eyes with his own, exchanging silent communications.

70 EXT. THE PERSIAN CAMP -- DAY

70

The mood among the warriors is high and confident.

Persian Captains force armor on new conscripts at sword point. Among the recruits is Ephialtes.

Damaratus walks through the camp and up the mountain side to a perch where soldiers build an observation tent overlooking the sandy pass below. He gazes over the Gulf in solemn contemplation.

Abrocomes' Captain walks up behind him.

CAPTAIN

Lord Damaratus. You are summoned.

71 INT. THRONE TENT OF XERXES -- MOMENTS LATER

71

The Spy kneels before XERXES at his throne. Tigranes, Hydarnes, Achaemenes, Hyperantes and Abrocomes stand to either side listening to the spy's report. Damaratus enters.

XERXES

(Entertained)

Damaratus. Come. Hear this humor. Perhaps you can explain it.

Damaratus walks up and stands by Xerxes.

XERXES (CONT'D) (CONT'D)

Repeat to Damaratus all you told us.

SPY

My Lord. I ventured to the Greek camp as commanded and arrived to see only a small contingent at a wall.

(MORE)

SPY (CONT'D)

I had accidentally been exposed to their sight, but they took no notice. I then deliberately exposed myself, and still they did not act to look. I walked to them, stood by them, and still they ignored me.

ABROCOMES

How close did you get.

SPY

My Lord. As close as I am to you.

ACHAEMENES

Nonsense, I tell you.

SPY

I speak truth, Lord. I would not create this story. Not to my God-King.

XERXES

That is not what is most perplexing. Speak. Tell what engaged these Greeks.

SPY

My Lord, as I stood by them and watched, they groomed themselves and made exercise.

XERXES

Do you hear this, Damaratus? Madness.

DAMARATUS

(Recognizing)

Yes, my Lord.

Xerxes sits back in his throne, thoroughly entertained.

XERXES

(To the Spy)

You may go.

The Spy rises and backs out of the tent, always bowing.

ACHAEMENES

Such lies. How can you believe it?

XERXES

Damaratus. Have you knowledge of why these fools would act this way?

DAMARATUS

I do, my Lord. The spy describes the Spartans.

XERXES

Can you explain their strange behavior?

DAMARATUS

It is ceremony, my Lord. Ritual preparation for battle.

TIGRANES

These Spartans would make ceremony
while their enemy stands before their
face?

HYDARNES

Lambs to slaughter.

XERXES

How do you explain this bizarre
behavior, Damaratus?

DAMARATUS

They send a message to you, Great God-
King. They say they will defend this
place to the death. They are saying
they do not fear you. They command
that it is you who is to fear them.

HYPERANTES

Outrageous!

XERXES

(Laughing)

Oh, dear Damaratus! This is the great
city you said would meet us in blood?

TIGRANES

Suicide.

XERXES

If you give no consideration for their
clear insanity; they are but a few
hundred to my thousands. Would you
still say it possible so small an army
to contend with my own?

DAMARATUS

I swear it, my King. Let me be treated
as a liar if matters fall not out as I
say. You now deal with the first
kingdom and city in Greece, and with
the bravest men. If you take them,
they will make you pay heavily for the
privilege.

ABROCOMES

We should attack now. Take them quickly
and decisively. Be done with this.

HYDARNES

I agree. Let me take the immortals,
sire. We will show them bloodshed...

Xerxes considers for a moment.

XERXES

No.

HYPERANTES

But brother--

XERXES

It's alright, brother. I believe these Greeks are not the threat they are made to be. Touched, perhaps, but no more than nuisance. We'll wait. Given time to reflect, they shall come to their senses and surrender. As did the others.

DISSOLVE TO:

72 EXT. THE GREEK CAMP -- NIGHT

72

The night is filled with a deathly silence.

BEHIND THE WALL - The Greeks sleep restlessly, but make not a noise for fear of drawing danger.

FRONT OF THE WALL - The Spartans, still awake with nervous anticipation, sit quietly as well, staring into their fires, engaging in no banter, no comradery. The tension is thick. A few engage in grooming here and there, and some sharpen their spears, but all are beset by thoughts of what is to come.

Dieneces lies looking at the night sky with his mess, Aristodemus, Xuthos, Atys, Alpheus, Maro and others.

Suddenly, a noise is heard by them on the steep rocky slope that borders the pass. Like lightning they stand, spears pointed toward the threat. Other nearby camp groups quickly join them.

Two Greeks, TROS and LAGOS, wander into the camp fire light.

LAGOS

Hold, Greeks!

TROS

We do not attack!

They stumble forward and fall to their knees, out of breath, at the feet of the Spartans.

LAGOS

Please. We have escaped the Persians.

TROS

We have walked many hours. Have you food to spare? Water?

The Spartans don't move.

LAGOS

The Persians. They took us as conscripts, to fight in their army.

More Spartans join them to look down on these two. Lagos becomes fearful that they may think him a spy.

LAGOS (CONT'D)

(Nervous)

But we will not fight for them. Not against our brothers.

A beat.

DIENECESES

And what makes you think we would have you fight for us?

TROS

W-with respect, brother, we do not come to fight for you either.

LAGOS

We've come to warn you.

ARISTODEMUS

Warn us?

TROS

To turn back. You cannot fathom what you face.

LAGOS

The Persians. They are many soldiers, Persian and Greek. So many. Beyond sanity.

TROS

They would lay waste to you all in minutes.

ATYS

(Mocking)

Truly?

LAGOS

Yes. Heed us. Their archers... they are so numerous that the flight of their arrows eclipses the sun.

Dieneces looks at his fellow Spartans. Their faces are cold as stone. He turns back to the two Greeks, stoic and apathetic.

DIENECESES

So much the better... for then we shall fight them in the shade.

A beat.

Atys lets out a consuming laugh. The others join him, the sound of it rising up into the starry night sky.

DISSOLVE TO:

73 EXT. CHALCIS -- NIGHT

73

Eurybiades stands over an alter where a sheep has been laid out for sacrifice. Six of the priests aid him in the ceremony.

He pulls his dagger from its sheath and stabs the sheep. He cuts into its stomach and pulls out its liver. The priests gather about him to look for themselves. He cracks a smile.

ADEIMANTUS (O.S.)
Eurybiades! Eurybiades!

He turns to Adeimantus down the beach near the tent barracks.

ADEIMANTUS (CONT'D)
Quickly!

74 INT. THEMISTOCLES' TENT -- MOMENTS LATER

74

Eurybiades enters with Themistocles and Aristedes, who have only themselves just arrived, to Adeimantus and SCYLLIAS.

THEMISTOCLES
What goes on here, Adeimantus?

ADEIMANTUS
Masters. Providence is brought to us by this man. He is Scyllias. An escaped slave of the Persian fleet.

Themistocles and Aristedes perk up.

THEMISTOCLES
Speak, friend. Is this true?

SCYLLIAS
Yes, Master. 'Tis true. From Aphetae did I row in a boat to reach you.

ARISTEDES
What number are the Persians? What are their armaments? How far from here are they?

SCYLLIAS
Masters, the Persians were 1,200 strong, but a storm at the Squid Cape off Mt. Pelion has thinned their numbers by 400 and damaged the survivors.

ARISTEDES
That is still 800 ships to contend.

SCYLLIAS
I pray thee, Master, hear me. The Persian fleet-General, Mardonius knows of your presence at Artemisium. He seeks to eliminate your threat so he may continue to Athens unassailed. To that end, as he makes repair of his fleet, he has sent 200 more of his ships that are battle ready around Euboea for flanking.

A beat.

ARISTEDES
Do you hear this, my Lord?

THEMISTOCLES

They are as weak as we could ever hope.
Prepare a squadron.

Aristedes immediately turns and leaves the tent. His voice can be heard calling to his men.

Themistocles puts his arm around Scyllias.

THEMISTOCLES (CONT'D)

From where do you hail, friend Scyllias?
What occupation do you do there?

SCYLLIAS

I am from Scione, Lord. I am a fisherman and diver.

THEMISTOCLES

I know this City. Honorable men reside there. Well, Scyllias of Scione. You are now also of Athens. When this war is done, you will be invited to my great City to dine and be celebrated. A statue shall be made in your image and you will become adviser to me on all marine issues and actions.

SCYLLIAS

(Honored)
Thank you, Lord!

THEMISTOCLES

Adeimantus. Take him. Nourish and refresh him. Spare him nothing.

ADEIMANTUS

I obey.

Adeimantus leaves with Scyllias.

THEMISTOCLES

So, what say you, Eurybiades. Will you lead this fleet?

EURYBIADES

(Anticipating the fight)
If your rabble be led, Athenian, I will lead them.

Themistocles embraces Eurybiades in excitement.

EURYBIADES (CONT'D)

(Smirking)
What say you now, Themistocles? Would you still call prayer a "waist of time"?

Themistocles bursts out laughing and leaves. Eurybiades trailing.

75 EXT. EDGE OF THE MALIACUS GULF -- LATER 75

The ships pull out from the shore of Euboea to chase down the Persian fleet.

DISSOLVE TO:

76 INT. THRONE TENT OF XERXES -- CRACK OF DAWN 76

Xerxes stands at open tent flaps overlooking the Gulf, gazing out. Abrocomes stands behind him, Damaratus at the side.

ABROCOMES

My King.

Xerxes doesn't turn.

ABROCOMES (CONT'D)

Brother. It has been 5 days. They have sent no word of surrender.

Xerxes still doesn't turn.

XERXES

(Slightly annoyed)

These Greeks task me, brother. I *will* have an end to their reckless insolence.

Abrocomes bows and turns.

XERXES (CONT'D)

I want them alive, Abrocomes. As many as possible. Bring them before.

Abrocomes bows again and leaves to begin the war.

Damaratus looks to Xerxes with reservation.

77 EXT. THERMOPYLAE PASS -- LATER 77

SUPER: "THE FIRST DAY"

The rising sun bakes the sandy pass and the sound of the crashing ocean from below the coastal cliff that borders Thermopylae. The crash gets slowly louder until it becomes the sound of 3,000 Medean and Cissian soldiers of the Persian Army.

Tigranes leads them on his horse. He rides up onto a mound of rock and sand and draws his sword.

BEHIND THE WALL - The Greeks are assembled along the wall and up and down the mountain hills looking out at the pass.

A PERCH ABOVE THE PASS - Xerxes sits in his small observation tent. Hyperantes, Abrocomes, Hydarnes and Damaratus stand by him. Four tables with scribes sit below to observe as well.

THE PASS - The Persian army stands silent by Tigranes' side, those at the front filled with fear.

TIGRANES

Greeks! My Lord Xerxes has commanded
I give you just this last chance!
Deliver up your arms and swear fealty
to your God, and you shall be spared!

A beat.

LEONIDAS (O.S.)

PERSIAN!

PAN TO Leonidas at the 20 yard narrow of the pass, standing
a few paces in front of his Spartans.

Armored and helmed, the 300 bares their shields, overlapping
each other, each man covering himself and the man to his
left in the traditional phalanx. With their spears pointed
at the enemy, the Spartans look like a bristled pin cushion.

LEONIDAS (CONT'D)

Come get them!

Tigranes sneers at this with entertained surprise. He lifts
his sword and releases his battle cry.

The army wails with him, slamming their weapons on their
armor and shields.

Leonidas casually walks to the center of the pass and lifts
his shield and spear to the ready.

The sound of flutes rise and the 300 begin a steady pace
forward, enveloping Leonidas into their front ranks.

TIGRANES

Archers!

A line of archers gather in front of the Persian army. They
load an arrow and wait. After a beat:

TIGRANES (CONT'D)

Launch!

THE ARROWS FLY THROUGH THE AIR AT THE SPARTANS-

DIENECES

SHIELDS!

The Spartans lift their shields and cover themselves. A few
arrows get through, but only superficial injuries are
suffered.

The Archers are prepared for another volley.

TIGRANES

Launch!

Again they shoot, but the result is the same. Annoyed,
Tigranes lifts his sword and the archers vanish into the army.

TIGRANES (CONT'D)

(Waving his sword)

Take the field!

The Persians charge forward. The Spartans keep their pace. Some of the Persians fall over the cliff, into the sea. Others trip and are trampled.

And then with an EARTH SHATTERING CLASH, the two armies finally meet!

THE PERCH - Xerxes sits drinking and enjoying his first sight of true battle. The scribes are write the names of soldiers who perform badly.

THE FIRST DAY OF BATTLE AT THERMOPYLAE - VARIOUS SHOTS

THE PASS - The Persians fight fiercely, but their swords and short spears cannot outreach the spears of the Spartans, and their wicker spears offer little protection. They are cut down. Soldiers behind the front line hesitate to jump into this bloodbath.

TIGRANES (CONT'D)

Push forward! Take them! Take them!!

LIEUTENANTS whip the men on; soldiers are pushed on, trampling some of their fellows and throwing those at the front into the Spartan spears.

LEONIDAS

Left flank! Move forward!

BUCOLI

Forward!

The left flank steps into the Persian army, creating a crescent moon formation to the cliff edge.

LEONIDAS

Push them into the seas!

Using the narrow of the pass to their advantage, the Spartans dismember the Persians and shove many of them into the sea, their bodies breaking on the shoals below.

THE PERCH - Xerxes watches stoically, but growing angry.

XERXES

The Meeds seem unable to take these Greeks, brothers.

HYPERANTES

The fight only just begins.

Abrocomes is concerned. Damaratus hides his pride.

THE PASS - The Persians are losing ground to the Spartans.

BUCOLI

Ranks!

The front rank switches with the second and moves to the rear for rest and to tend injuries.

Tigranes kicks his horse forward and screams at his Lieutenants.

TIGRANES
FORWARD! MOVE THEM FORWARD!

The Lieutenants whip the soldiers harder. More are trampled.

THE PHOCIAN WALL - All except Kimon watch the Spartans in awe.

THE PASS - The Persian ranks are thinning. Angered, Tigranes kicks his horse into the fray, galloping over his own men. He weaves between the Spartan spears to their shields. He hacks and rears his horse down on them, but he can't breach their impenetrable wall.

TIGRANES (CONT'D)
Fall, damn you!

The Spartans try to stab him with their spears, but he parries them away.

Atys sees Tigranes at the far left of the ranks. He reaches down and takes up a bloody spear from a dead Persian's hand and tosses it, piercing the heart of Tigranes' horse. It falls dead, throwing Tigranes to the rocks. And with that, the Persian force begins to TURN from the field.

DIENECESES
They turn, Spartans! Press harder!
Move forward and take them!

The Spartans press forward.

Tigranes lifts himself up. A nasty gash on his head leaks into his eyes. He wipes the blood away and witnesses the the retreat of his troops.

TIGRANES
TURN AGAINST THEM! PRESS ON, DAMN
YOU!

Most ignore him.

TIGRANES (CONT'D)
COWARDS! TURN BACK!

The Lieutenants whip at them, but the soldiers risk the pain of the lash rather than face the Spartans. Tigranes takes the lives of a few of the cowardly, but still they run.

THE PERCH - Xerxes throws his goblet to the ground in frustration.

XERXES
Tell them to turn back! Force them
forward!

HYDARNES
The fear has taken them. They can't
be turned.

HYPERANTES
Be at ease brother.

XERXES

At ease, Hyperantes!?! The upstarts
have felled my soldiers in but hours!
A handful has done this!

ABROCOMES

Hyperantes is correct brother. These
Greeks are skilled, but they will not
keep up this pace.

XERXES

My soldiers flee, brother!
(Tossing a plate at a
scribe)
YOU! Do you see that one?

Cringing, the scribe takes note of the one Xerxes points out.

HYDARNES

They are not your only troops, my Lord.

ABROCOMES

Yes. The Greeks have been softened by
the Medians and Cissians. Now we give
them Susans. Let us see how they defend
against a more skilled foe.

XERXES

Then do it, Abrocomes. I will see
them fall before the sun moves any
more through the sky.

ABROCOMES

(Bowling)
Immediately, my King.

He nods to Hydarnes and Damaratus to come with him. They
bow and join Abrocomes down the path. WE FOLLOW THEM.

ABROCOMES (CONT'D)

Damaratus. These are the Spartans you
spoke of?

DAMARATUS

They are Lord.

ABROCOMES

(Suspicious)
You have pride for their skill.

DAMARATUS

I am Spartan, Abrocomes. But I serve
the God-King.

Abrocomes stops to look into Damaratus' eyes. Hyperantes
continues on.

ABROCOMES

If you are of them, advisor... You
have now found in me new depths of
respect. It shall be an honor to defeat
these brave warriors. And I know the
King will feel this too.

Damaratus bows his head with respect. Abrocomes rushes off.

THE PASS - Tigranes wanders in a daze, dragging his sword by its hilt, across to the middle of the sandy pass. He is dirty, haggard, and bleeding. The bodies of trampled Persian troops are lightly scattered about. Others that yet live are running from the pass back to camp. He turns to the Spartans and watches as they steadily advance the pass, tearing into the few hundred Persians still fighting. They will not be stopped, and the sight of it puts Tigranes in awe.

There suddenly comes another thunder of footsteps, but Tigranes doesn't notice it. 5,000, heavily armored Susans, led by Hyperantes, come upon the pass, bearing large shields and scimitar swords.

HYPHERANTES

Tigranes!

He looks about him and catches Hyperantes' gaze. He regains his wits and charges on foot with the Susans to the Spartans.

Leonidas and his Spartans continue to cut down those Persians who are foolish enough to still fight.

ARISTODEMUS

(Pointing to the Susans)

Leonidas! Look!

Leonidas and Dienece look over the left over Meeds and see the attacking Susans.

DIENECE

Spartans! Prepare!

The Spartans turn their attention to the Susans and prepare for a fresh attack.

LEONIDAS

Take shield formation!

DIENECE

Form up, Spartans! Position of lambda!

The Spartans skillfully reposition themselves in the form of a lambda, with their King and Dienece at the point of it.

LEONIDAS

Move forward! Cut into their heart!

BUCOLI

TAKE THEM, BROTHERS!

The Spartans press forward in their ordered stride over the injured stragglers on the field, their spears pointed toward the Susans. The Susans release a war cry and attack.

78 EXT. APHETAE COAST -- AFTERNOON

78

The Persian fleet is anchored off the coast of Thessaly making repairs. Mardonius confers with his ADVISORS.

ADVISOR 1
-- as the ships make their way through
the channel.

MARDONIUS
What is our progress?

ADVISOR 1
Repairs progress well.

ADVISOR 2
We should be under way in time to meet
our advance and flank the Greeks.

MARDONIUS
Good. We're to be under way by suns
apex.

ADVISOR 2
My Lord, repairs can't be made in that--

MARDONIUS
By the suns apex.

PERSIAN CREWMAN (O.S.)
(Urgently)
Lord mardonius!

Mardonius twists around anxiously. The Crewman points to
the sea and the Greek fleet rowing straight for them.

MARDONIUS
POSITIONS!

The order is repeated by the captains of each ship and all
drop their effort and quickly make for their battle places.

One Persian ship breaks ranks and runs for the Greek fleet.

GREEK FLEET - Eurybiades, his shield on his back and helmet
on his head, stands on the bow of his trireme, leaning against
the banister, his eyes fixed intently on the Persian fleet.

Aristedes and Themistocles ride their own ships to his left.
They stand on the bridge toward the stern, all the rowers
toiling in front of them.

The lone Persian ship surrenders to the Greeks and joins
them.

PERSIAN FLEET - Mardonius darts all over the ship, getting
his men into their position and screaming at the other ships
to make ready.

MARDONIUS (CONT'D)
Quickly! Be faster! Move on! Move
on!

The ships pull anchor and turn to the Greeks.

MARDONIUS (CONT'D)
GO FORWARD!

Quickly, they move to meet them, forming up surprisingly fast.

GREEK FLEET - Aristedes pulls his sword and jogs a few paces forward in anticipation of their imminent collision.

Themistocles stands stiffly. He whispers a prayer to the Gods as the Persians are seconds away.

ZOOM IN as the two armadas finally meet.

The skill of the opposing sailors manage to weave their ships so that an attempt to ram the enemy is narrowly avoided. The wood of the ships scrape against each other with a horrific tearing sound.

ARISTEDES

(Pointing his sword)

Fire the ships!

Greeks on his and a few other ships light torches doused in "Greek Fire" and toss them onto the bows of the Persian boats.

Mardonius cleaves off the arm of a Greek reaching for a rope that hangs from his stern.

MARDONIUS

Take your swords to them!

Some Persians jump onto the Greek decks when they are close enough. They are immediately attacked.

Eurybiades, with his men, fights Persians who try to board his ship. He stabs at them with great skill a precision. Though old, he moves like a cat and makes meat of the enemy. The Athenians fighting at his side are amazed.

A handful of Greeks jump from Themistocles' ship and bring the fight to the enemy.

THEMISTOCLES

Come about! Bows to their bellies!

A few Greek ships pull from the cluttered fray and turn about to ram the Persians. A few of the Persian ships give chase.

Aristedes and his men fight viciously against boarding Persians, suffering few casualties. More Persians board before they can have a breather. One tackles Aristedes, trying to stab his heart. They struggle, throwing each other about until they fall over the side.

IN THE WATER, the Persian struggles with Aristedes, pulling at him. Aristedes throws him off and swims back to his ship. There, he looks to see if the Persian follows. He doesn't. The Persian cries and thrashes about in panic and fear. Aristedes looks around and notices a few other dunked Persians who act the same. Realizing they cannot swim, he smiles and climbs back up to the deck. The Persian drowns.

ON THE SHIP, Aristedes is attacked by another Persian, but instead of fighting him, he tosses him into the ocean.

ARISTEDES

Throw them to the sea, men! Drown
these vermin!

The sailors start to toss Persians over.

SOME OF THE SHIPS that broke away to ram the Persians are cut off and engaged in direct battle. Two manage to get distance enough and make ramming speed. One is captained by LYCOMEDES. They move quickly before the enemy can recover and Lycomedes makes the first kill.

LYCOMEDES

Put into them!

His ship's bow-ram pierces a Persian ship and cuts it almost in half. The men of his ship cheer. As do Aristedes and his sailors, as do many Greeks, including on Eurybiades' ship.

EURYBIADES

Fool Greeks! There is still battle to
be done!

The Greeks around Eurybiades quickly return their focus to the battle and follow Eurybiades as he fights his way onto an attacking Persian ship.

Fire runs rampant on a few of the Persian boats, killing men and forcing them into the ocean to drown. Mardonius watches aghast as one begins to sink.

Eurybiades boards a Persian vessel, his men trailing. He reeks carnage on any in his path while more ships collide with one another, sinking or severely damaging both Greek and Persian ships alike.

As his men begin to overrun the ship, he grabs a rope dangling from the mast and uses it to swing over to another Persian ship, unloading its crew on a faltering Greek boat and attacks the combatants from behind.

He stabs into them with his spear and clubs them overboard with his shield. With his help, the Greek crew manages to regain their footing and turns the tide on the enemy.

GREEK CREWMAN

The Spartan turns the tide!

They cheer Eurybiades.

GREEK CREW

SPAR-TAN! SPAR-TAN! SPAR-TAN! there
is still battle to be done!

He fights past them and takes on more Persians. Still of high spirits, but stifling their thrill, they dive back into the fray with smiles of confidence.

STRUGGLING against the invaders on his ship, Mardonius fights against the Greeks that have boarded.

He strikes his opponent down and has a moment to look around. His fleet is overrun by the Greeks. Many of his ships are badly damaged or sinking.

He staggers about in shock. When he is able to regain his wits, he acts decisively.

MARDONIUS
MAKE DISTANCE!

He climbs to the highest point of the ship's deck and calls to all his men.

MARDONIUS (CONT'D)
Turn from the battle! Make distance
from the Greeks! Turn! Turn!

His order is repeated throughout the ranks and it is obeyed. The Persian fleet turns from the battle. Those Greek stragglers still on Persian ships dive off to return to their comrades.

EURYBIADES
(Pushing men to the oars)
Take after them!

The whole fleet turns about to follow him after the Persians.

80 EXT. THERMOPYLAE, THE PHOCIAN WALL -- SUNSET 80

The sun is low and close to setting.

Grumbling Megistias walks the edge of the empty camp to his fellows at the wall, wearing armor too heavy and loose for him.

MEGISTIAS
Blasted armor. How these fool warriors
do not have a proper armor available...

He passes through the Greeks to find his way to the front.

MEGISTIAS (CONT'D) (CONT'D)
Move. Out of the way. You huddle
like women?

He sees Leontiades standing with Olis and the Mantenaeon Captain.

Leontiades' eyes are fixed on the battle field. Megistias follows his gaze and sees it.

MEGISTIAS (CONT'D)
(Breathless)
By the Gods...

PAN TO THE PASS where the Spartans fight the Persian.

The Spartans slaughter the Susans, halving their size. The pass is completely covered with the bodies of dead Persians and their blood.

Everyone is beyond belief at what they witness.

MEGISTIAS (CONT'D) (CONT'D)
They... They are demons...

THE PERCH - Xerxes sits like pensively, fury in his eyes for what he watches Abrocomes and Hydarnes feel no better, but hide it from the King.

ABROCOMES
(Stepping to Xerxes)
Brother--

Xerxes slams his fist on his thrown armrest, almost snapping it. Abrocomes quiets. Hydarnes steps forward.

HYDARNES
My Lord. Release the Immortals.

Xerxes eyes him and returns his attention back to the battle. After a beat, he waves at Hydarnes to proceed.

THE PASS - Many of the Susans try to flank the Spartans by climbing along the cliff ledge above the ocean surf, but their heavy, cumbersome armor cause most to fall into the water below, their bodies breaking on the shoals or their armor sinking them quickly to drown. Those that make it to the flank are quickly killed or pushed into the water by the Spartans at the ledge.

Hyperantes sits on his horse NEAR THE NORTHERN BEND OF THE PASS with Abrocomes' mounted Captain. Tigranes lays on the ground beside them, injured.

Hydarnes rides up wearing his Immortal armor.

HYDARNES (CONT'D)
The time has come to end this.

AT THE FRONT LINE, the Spartans stand strong, though many have suffered light wounds and gashes.

Suddenly, the sound of a horn floats over the armies and the Susans turn away from the conflict.

The surprised Spartans watch the fleeing Persians suddenly part and run around a large troop of 10,000 Immortals ranked narrowly in rows of ten. Each spear bearing Immortal warrior is dressed in black, ornate armor with helmets shaped like ghostly demons to inspire fear. The Spartans are unimpressed.

DIENECES
These must be the "Immortals" the Greeks spoke of.

Leonidas squints his eyes at them.

DIENECES (CONT'D) (CONT'D)
I've never known a warrior to wear a dress to battle, let alone an entire army!

The 300 Spartans laugh at Dieneces joke. Leonidas stays focused.

The Immortals stand silent.

LEONIDAS

Dieneces.

DIENECESES

My Lord.

(Turning to Xuthos)

Prepare the Greeks.

Xuthos nods and runs to the Phocian wall.

81 EXT. APHETAE COAST -- CONTINUOUS

81

The Greek fleet still pursues the Persians. Themistocles walks the deck to the bow and shakes his head at the setting sun.

THEMISTOCLES

Eurybiades! We should return!

Eurybiades stands stoutly on the bow of his captured Persian ship and responds without doubt:

EURYBIADES

We take them now!

THEMISTOCLES

Be reasonable, Eurybiades!

He doesn't respond.

THEMISTOCLES (CONT'D)

Eurybiades, their ships are as fast as our own! We will not catch them! And the sun sets. We will have no vision for a fight!

A beat.

THEMISTOCLES (CONT'D)

There will be another day for battle and death, Spartan!

Eurybiades begrudgingly acquiesces and walks off.

THEMISTOCLES (CONT'D)

(To his fleet)

Break away! We return!

The fleet abandons the chase and turns back to Artemisium, sailing through an ocean filled with wreckage and debris.

THE PERSIAN FLEET - Mardonius watches the Greek fleet break off their pursuit.

Off in the distance, storm clouds begin to slowly roll in, lightly flashing with lightning.

82 EXT. THERMOPYLAE PASS -- EVENING -- CONTINUOUS

82

Hydarnes stands by his army.

HYDARNES

WARRIORS!

The Immortals stomp at attention.

HYDARNES (CONT'D) (CONT'D)

FORWARD!

The Immortals march forward. The Spartans stand in wait.

DIENECES

They say they are called immortals because if one is brought down, another takes its place after.

KITTOS

We will soon put that to a test.

ARISTODEMUS

If the last of them are killed, who will there be to take the place of that one?

Hydarnes keeps pace with his army.

HYDARNES

At the double!

The Immortals speed up to a jog.

LEONIDAS

SPARTANS!

The Spartans lift their shields and point their spears.

The Immortals are closer now, and Leonidas waits. Just a little closer...

LEONIDAS (CONT'D) (CONT'D)

NOW! Turn your backs to them!

With the immortals only yards away, the Spartans retreat.

THE PERCH - Xerxes and Abrocomes perk up at the sight of the Spartans retreat. Damaratus seems shocked and perplexed.

Hyperantes runs up, still fully armored, and smiles with success.

HYPERANTES

See, brother! These Greeks know fear after all.

ABROCOMES

The threat of trained warriors impresses better than the rabble of peasant conscripts.

XERXES

(Confident)

At last. Still, these Greeks have fought well to now. They will be shown proper honor when this is done.

THE PASS - Hydarnes smiles triumphantly.

HYDARNES
TAKE THE COWARDS!

The Immortals break ranks and run after the Spartans, howling with fury. After retreating a small distance:

LEONIDAS
NOW SPARTANS! TURN!

The Spartans turn back and quickly form the phalanx. The Immortals, caught in disorder, collide with the Spartan wall.

THE PERCH - Xerxes jumps up with surprise and outrage when he sees the Spartans' tactic. Abrocomes, Hyperantes, and even Damaratus, share his surprise.

THE PASS - The Spartans shred into them. The Immortals at the front try to fight back, but their spears are too short. Hundreds of the Immortals, bottle-necked by the thin pass, pile up on the Spartans and fall prey to their spears.

HYDARNES
Push harder! Take them!

The Immortals drive forward.

LEONIDAS
Turn, Spartans!

The Spartans turn once more. Again the Persians charge after with such disarray. A few Spartan is caught by Persian and are mercilessly killed.

The Spartans come within a short distance of the wall and then, again, turn to the Persians at Leonidas' command, forming the fearsome Spartan wall. And again, the Persians collide with them and come to slaughter.

This time, a few Spartans buckle under the force of the collision are severely wounded. After a few minutes of sparring with the Persians, Leonidas calls to Bucoli.

LEONIDAS (CONT'D) (CONT'D)
NOW BUCOLI!

Bucoli moves back from the front and stands above the Spartans and waves to the Phocian Wall.

THE PHOCIAN WALL - Bucoli stands with the Generals and Captains of the many Greek forces.

XUTHOS
NOW GREEKS! ATTACK!

The Greeks pour out with speed and rage from behind the wall. They swoop down the low mountain slopes onto the Immortals, stabbing and throwing many of them over the cliff to the ocean and jagged rocks below.

THE PERCH - Xerxes again leaps up from his throne at the sight of the full power of the Greek force.

He roars in angered surprise. Abrocomes and Hyperantes are taken aback. Damaratus fights his smile.

THE PASS - Kimon fights by Dithyrambus' side, exemplifying Spartan training, killing many Persians.

DITHYRAMBUS

PODUS!

One of the Immortals comes up behind Podus and is about to strike when Kimon takes him down. Podus is surprised by Kimon's act.

Leonidas sees Kimon through the fray. He recognizes the fighting skill and the spear, but cannot place the man.

Many of the Greeks are gravely wounded. They struggle hard and are barely a match for the Immortals without Spartan help.

FURTHER UP THE FIELD, Hydarnes is frozen. The size of the Greek army is unexpected, but he sobers quickly

HYDARNES

Pull back! Retreat to the camps!

Immortals still standing retreat back to the Persian camp.

THE PERCH - Xerxes, speechless, staggers back in disbelief and flops into his throne. The roar of Greek victory rises up from the pass into the final moments of dusk.

THE PASS - The Spartans cheer, but the Greeks find difficulty finding joy in the moment after suffering such harsh opposition and casualties.

Leonidas does not celebrate either.

CUT TO:

83 EXT. PERSIAN CAMP -- EVENING

83

Among the wounded army, two dozen Persian combatants are held in groups by guards. Scribes walk by checking their lists. Two are pulled out, the Spy and the SOLDIER Xerxes pointed at from the second retreat.

XERXES (V.O.)

-- FAILURE!

They are dragged crying to 2 EXECUTIONERS.

HYPERANTES (V.O.)

If we had but known the true strength of the Greeks...

Ephialtes, eating bread and wearing ragged Persian armor, walks by and witnesses the scene with wide-eyed fear.

HYDARNES (V.O.)

The Greeks can be taken, I swear it, Great Xerxes!

(MORE)

HYDARNES (V.O.) (CONT'D)
 And these Spartans will be as nothing
 if we commit the full force of the
 immortals--

The Executioners behead the Spy and Soldier.

84 INT. THRONE TENT OF XERXES -- CONTINUOUS

84

Xerxes paces by his counsel, glowering at them.

Damaratus stays in the shadows.

XERXES
 Do I look a fool, Hydarnes!?! My "well
 trained" bodyguard... Not one Spartan
 death! NOT ONE!

Hydarnes looks away in shame. Xerxes looks to the others.

XERXES (CONT'D)
 300 Spartans against 10,000 of my
 elite!!

ABROCOMES
 These warriors possess great skill,
 brother. It cannot be denied that
 we've suffered much by them, but they
 have suffered as well.

HYPERANTES
 And we are still with many more
 warriors. They cannot match our
 strength long.

XERXES
 Do you agree? Damaratus?

DAMARATUS
 (Hesitantly stepping
 forward)
 They fight only combatants, Lord
 Hyperantes. Most are conscripted
 farmers of Persia and Greece. A weapon
 held is nothing without skill.
 Especially against a Spartan contingent.

HYDARNES
 ANY force can be overtaken with numbers.

DAMARATUS
 Perhaps in an open field, Hydarnes,
 but we are forced to walk a narrow
 path with no footing save for that in
 front.

Xerxes bursts out with rage and throws his throne over.

XERXES
 I WANT SUCCESS, NOT DEBATES!! I WILL
 HAVE THIS PASS!!

They all bow their head. Xerxes calms himself.

XERXES (CONT'D)
 (Waving them off)
 Leave me.

They all leave.

85 EXT. THRONE TENT OF XERXES -- CONTINUOUS

85

ABROCOMES
 (Stopping Damaratus)
 Damaratus. You are Spartan and know
 their ways. Have you a method for
 dealing with them?

Damaratus is conflicted. He doesn't want to help destroy
 his brothers. Abrocomes senses his hesitation.

ABROCOMES (CONT'D)
 (Grabbing his arm)
 I know these are your brothers. But
 you've sworn loyalty to your God-King--

DAMARATUS
 I know my duty.

Abrocomes looks down on him, insulted at being interrupted.

DAMARATUS (CONT'D)
 (Humbly)
 Forgive me, Lord.
 (Abrocomes lets it go)
 A Spartan force rotates ranks in battle.
 Those at the front move to the rear to
 tend injury. This also permits a
 continued press of fresh strength to
 the enemy...

A beat.

ABROCOMES
 You suggest we apply such a strategy?
 A sound approach, but if it is their
 regular tactic, what advantage is afford
 us to use it?

DAMARATUS
 Hyperantes is correct for his part.
 Our numbers ARE an advantage. Most
 are rested, having seen no battle.
 The Spartans have fought a long day
 and have only untrained, injured Greeks
 as support.

Abrocomes nods. The plan sounds good to him.

ABROCOMES
 Very good, Damaratus. You serve well
 your God.

Abrocomes leaves Damaratus with regret for what he has done.

86 EXT. ARTEMISIUM -- NIGHT

86

A storm batters the Greek camp. Many tents, with the sounds of music and celebration, dot the beach.

87 INT. THEMISTOCLES' TENT

87

The large tent is filled with the eating and drinking crew of the Greek fleet. Themistocles, Aristedes, Eurybiades and Adeimantus sit at a long table with Lycomedes, ANTIDORUS and the troops.

ADEIMANTUS

Hear me, brave men of the fleet. Lift your wine.

The men quiet and raise their cups.

ADEIMANTUS (CONT'D)

Give praise to Lycomedes! The first kill of the Persian ships was his!

The men shout out Lycomedes' name.

CREWMEN

LYCOMEDES!!

Lycomedes blushes with pride and adulation. Adeimantus sits.

THEMISTOCLES

-- You will have land in Salamis, Antidorus. More fertile and beautiful than anything you could find in Ionia.

ANTIDORUS

(Overwhelmed)

Thank you, Lord.

THEMISTOCLES

To turned your ship against your slave masters and fight with your brothers as you did this day, deserves such a reward.

ADEIMANTUS

Eurybiades. You do not drink with us?

THEMISTOCLES

The Spartans do not imbibe fermentations, Adeimantus.

ADEIMANTUS

Truly? Why would you deny yourselves such pleasure?

EURYBIADES

So that others may not make decisions on our behalf, but we may for others.

Adeimantus is without a response. Themistocles laughs.

THEMISTOCLES

As blunt as a Spartan can be.

ARISTEDES

Never mind him, Adeimantus. The Spartans are a brooding and lifeless lot.

EURYBIADES

As always, Athenians speak, and we are made to suffer the stench of their breath.

ARISTEDES

Then pray tell us. How does a Spartan celebrate his victories.

EURYBIADES

I'd show you, Athenian, but 'ere I look upon you and find you a woman, but not woman enough.

Themistocles and Adeimantus laugh heartily. Eurybiades chuckles. Aristedes looks as if he is about to jump across the table.

THEMISTOCLES

Oh, come now, Aristedes. You must have a better sense of humor.

LYCOMEDES

How is it you come to be here, brave Spartan? I thought your city was given to land warfare and not sea battle.

ADEIMANTUS

He is here at the behest of the wise Themistocles.

THEMISTOCLES

Yes. Good Eurybiades is here to ensure Athens' fleet stands firm. And if there is one thing a Spartan is made well for, it is a pig's head for standing firm their ground.

(Patting Eurybiades)

Eh?

ARISTEDES

(Sarcastic)

Yes. Like lemmings, they toss themselves onto the swords of their enemy.

EURYBIADES

Better I see my death coming than only feel it in my back, running like a coward. Eh? *Athenian?*

Aristedes jumps up for a fight. Eurybiades matches him. The tent becomes quiet. Themistocles stands between them.

THEMISTOCLES

Enough! We are in celebration! I will not have it ruined by petty squabbles.

A beat.

EURYBIADES

Celebration... Only a Greek would
indulge such hubris before the enemy
has been killed.

(To Aristedes)

Death is coming for you, Athenian.
Pray it be not at my hand.

Eurybiades storms off.

Aristedes retakes his seat. Themistocles retakes his as well.

THEMISTOCLES

Eat, damn it! Drink! Enjoy the night.

Everyone tries to reclaim the lost joy.

88 EXT. THERMOPYLAE, THE SPARTAN CAMP -- CONTINUOUS

88

The Spartans celebrate, feeling pride and vindication. Greeks
watch and walk about them, keeping their distance.

A small group of Arcadians observe some Spartans.

SPARTAN

(Sitting and eating)

Here. I have a joke for you. What do
you call a Spartan man, ugly as a boar's
rear, and sings with a high voice?

SPARTAN 2

(Standing over Spartan)

What?

SPARTAN

Woman.

The Spartan punches the other in the groin. The second
squeals in pain and falls. The group laughs boisterously.

SPARTAN (CONT'D)

See! How he sings so pretty!

They all laugh even harder.

The Arcadians look to each other with fear-filled eyes.

ARCADIAN

They are demons...

Though the Spartans are reserved to celebrate, they still
look to enjoy the day's victory.

Leonidas walks among them, visiting the injured and taking a
moment to show his pride to as many as possible. The men
salute and drink to his name, but humble Leonidas won't let
them make the day about him.

THE THESPIAN CAMP - Kimon watches Leonidas in the distance.

Podus approaches beside him. Kimon doesn't acknowledge him.

PODUS

I suppose you expect my thanks.

KIMON

(Matter-of-factly)

I expect nothing.

A beat.

PODUS

I've treated you harshly. Though you've deserved it. But still, you helped me.

KIMON

What of it?

PODUS

I wish to know why?

A beat.

Kimon looks him the eyes.

KIMON

You fight at my side, Thespian. That is enough reason for my action.

He walks away shaking his head.

A beat.

PODUS (O.S.)

Stranger!

Kimon turns. Podus sits with Dithyrambus and other Thespians.

PODUS (CONT'D)

The food is hot. Eat with us.

Kimon approaches and looks down on them.

DITHYRAMBUS

(Smiling)

Well? Are you just going to stand there staring?

He smirks and then joins them, eating through his helmet.

THESPIAN

(Laughing)

Even at meals, he does not lift his helm.

They laugh.

THE SPARTAN CAMP - Leonidas approaches the edge of the camp. He looks out at the night. A foreboding, dark mass of clouds swirls low on the horizon, pulsing with dim strobes of lightning.

Olis and Leontiades approach.

OLIS
King Leonidas...

Leonidas doesn't face them.

OLIS (CONT'D)
Three of the envoys have returned.

LEONIDAS
And what word do they bring?

OLIS
(Regretful)
They return without success, my Lord.

LEONTIADES
It's as I told you, Leonidas. No one
will fight while the Olympics go on.

Leonidas turns and shoots him a stern stare. Leontiades
turns away in frustration.

Aristodemus walks up.

ARISTODEMUS
My Lord.

Leonidas follows Aristodemus to the EDGE OF THE PASS.

Four dead Spartans lay across their shields, wrapped in their
capes. Three attendant Spartiates stand at attention.

ARISTODEMUS (CONT'D)
They died well. They did not falter
once to the enemy.

OLIS
What were their names?

ARISTODEMUS
Their names, Greek, were Spartan. A
name of honor, duty and freedom.

A faint whisper comes from one of the bodies, barely audible.
Leonidas leans in a little, and then, suddenly, the bloody
face turns to him, eyes blackened, and speaks in a raspy,
deep voice.

DEAD SPARTAN
"There is nought that shall stay him,
'til he have got for his prey your
King, or your glorious city."

Leonidas steps back in surprise.

OLIS (O.S.)
King Leonidas?

Leonidas looks to Olis a moment and then back to the Dead
Spartan. It lies as it did before, having not moved.

LEONTIADES
Are you all right?

Dieneces approaches with Xuthos and Hyperenor.

DIENECESES

Leonidas.

Leonidas collects himself and nods to Aristodemus. The bodies are carried off.

LEONTIADES

What do you do with those bodies.

LEONIDAS

They will be prepared for return to Sparta.

OLIS

Is that not a waist of effort?

XUTHOS

(Put off)

A Spartan is never left behind.

DIENECESES

My Lord, Hyperenor brings news.

LEONIDAS

Speak.

HYPERENOR

Sire, this is Gelon, of the village Alpenus.

He presents GELON (62).

GELON

My greetings, good King.

LEONIDAS

Alpenus?

XUTHOS

A small village south of here. The locals help us with our supplies.

HYPERENOR

He has spoken to me of a pathway not marked on the maps. One the Persians may be able to use against us.

LEONIDAS

(To Gelon)

Is this true, old one?

GELON

Yes, my Lord. The Thespians used it against the Phocians in the war so long ago. It crosses safely Mt. Oeta to my village. *Behind* the camps.

OLIS

(Worried)

Is this pass well known?

HYPERENOR

It is known well enough to the locals.

LEONIDAS

Who among the Greeks is least skilled in battle?

XUTHOS

Most are found wanting in ability...

DIENECESES

The Phocians. Almost all are farmers and tradesmen with no experience at war. Bucoli kept them from today's battle believing them no match for the Immortals' strength.

LEONIDAS

Deploy them to the pass.

LEONTIADES

(Incredulous)

All of them? That's a thousand troops--

LEONIDAS

A thousand liabilities who don't know their way around a weapon. They'll be more effective fighting in the close quarters of mountain woods than bumbling about as targets on an open field.

LEONTIADES

We have lost nearly 600 in today's fight, with many others wounded, and you would weaken us even more!?

Leonidas grabs Leontiades by the throat and brings him close.

LEONIDAS

My patience with you grows very thin, Theben.

He tosses him into Olis' arms.

LEONIDAS (CONT'D)

Carry out my orders, Xuthos.

Xuthos bows and leaves with Hyperenor and Gelon. Leonidas walks off with Dienececes back to camp.

LEONTIADES

He is mad, Olis. He means to lead us all to our deaths.

Olis has no words, though he is worried as well.

89 EXT. ARTEMISIUM -- DAWN

89

SUPER: "THE SECOND DAY"

Themistocles and Aristedes walk to the water to meet IAMUS, Captain of the fleet re-enforcements: 53 Athenian ships.

THEMISTOCLES

IAMUS!

They embrace.

IAMUS

My Lord, Themistocles.

ARISTEDES

It's good to see you, Iamus.

IAMUS

And you, Aristedes. I present to you the ships of Attica, my Lord. They are strong, well manned and prepared for your order.

THEMISTOCLES

Well met, Captain. With our force restrengthened, we'll deal a blow against these Persians...

IAMUS

A greater blow than you think. I bring also word of good fortune.

THEMISTOCLES

Oh yes? Please, share with us...

IAMUS

Last night's storm has done away with 200 Persian ships sailing the canal to your western flank. We passed their remains in our journey.

THEMISTOCLES

Truly, that is wonderful news! Quickly, we must take advantage of this luck. Aristedes...

ARISTEDES

Yes, Lord.

Aristedes runs off, calling to the crew to hurry their embarkation to the ships off shore.

THEMISTOCLES

I hope you have a mood for a fight this morning, Iamus.

IAMUS

For certain.

The two rush off to the row boat to return to the fleet.

90 EXT. THERMOPYLAE PASS -- DAY

90

THE SECOND DAY OF BATTLE AT THERMOPYLAE - VARIOUS SHOTS

The battle is in full swing. Xerxes' Persian and Greek conscripts are, again, being slaughtered by the Spartans. They use Damaratus' strategy this time, so pressure is maintained against the Spartans.

AT THE GREEK CAMP, hundreds of injured and dying cry in pain. Megistias, aided by many Greeks, help them as best they can.

MEGISTIAS

(To one)

Put pressure on the wound, blast you!

(To another)

You! Take that yarrow leaf to his wound! Pour the honey over it!

QUICKLY!

He hovers over another wounded man with his face bandaged and slices all over.

MEGISTIAS (CONT'D)

WHERE IS THE BLASTED MEDICINE!

One of the Greeks run up and hand him a skin of wine. He gives it a quick swig and tends to the screaming Greek.

More wounded are carried in.

MEGISTIAS (CONT'D)

(Under his breath)

Gods. What Hell has Hades brought?

ON THE PASS, Kimon fights with Demophilus and other Thespians and Greeks against overflow of Persian soldiers who try to climb the steep mountain flank. At the center, Leonidas fights by Kittos and his Spartans.

KITTOS

RANKS!

The Spartans step back to the rear for a breather and to tend their wounds. Arcadians take their place.

Two Helots approach Leonidas and Kittos with water and bandages.

KITTOS (CONT'D)

There is no end to these dogs!

Bucoli runs up with the Phlius detachment.

BUCOLI

Move faster, you lot!

LEONIDAS

Bucoli. Give me a report...

Before Bucoli can speak, the coastal flank is breached and dozens of Persians pile through. Shouts and screams call everyone's attention.

The Phliuseans turn from the center to attack.

BUCOLI

NO! RETURN TO THE CENTER!

The Spartans run to give support. Many help keep the strength of the center while several go with Leonidas, Bucoli and Kittos to help the Phliuseans.

Aristodemus leads in more Greeks from the wall to help.

Bucoli grabs a few fighters and commands them to the front lines. Then he is attacked by three Greco-Persian soldiers.

ACROSS THE FIELD, Kimon fights hard by the Thespians, Podus and Dithyrambus only yards away among the thick of them.

Podus cries out when a Persian cuts his sword hand off.

DITHYRAMBUS

PODUS!

Dithyrambus tries to work his way through to his friend, but he can't get there.

A Persian sees Podus vulnerable and dashes for the kill, but much to his surprise, the Persian falls dead at his knees. Kimon, with a spear from a dead Persian at his feet, impales the attacker, saving Podus' life.

AT THE COASTAL FLANK, Kittos and Leonidas slowly fight through the Persians. One runs up behind Leonidas and lifts his spear to stab Leonidas, but Kittos jumps between them and takes the blow. He roars from the pain.

Leonidas turns and sees Kittos drop to his knees. Without thought, he quickly kills the Persian. He moves to help his friend, but more attack him, and he suffers a slash through his helmet across his eye.

ACROSS THE FIELD, Kimon sees Leonidas take the blow.

KIMON

NO!

Leonidas struggles to fight, one eye filled with blood.

Kimon runs for Leonidas. On his way, a Persian tackles him, throwing his helmet off. Keeping a constant eye on Leonidas, he rages against the Persian until he is free.

AMIDST THE BATTLE, Bucoli is in blood lust, moving from one kill to the next. From behind, a Persian stabs him through the thigh. Roaring more in anger than pain, Bucoli kills the attacker and carries on, the sword still in his thigh. He then sees his King vulnerable and acts to his defense.

Focusing through his haze vision, Leonidas sees Kimon approach.

LEONIDAS

(Shocked)

K-Kimon?

Leonidas pulls his helmet off. Around him, he sees his army, Spartan and Greek alike, fight like animals against the enemy.

The Persian incursion is overtaken, but a heavy price is paid for it in death and heavy injuries. Many wounded crawl about, suffering large gashes and cut limbs. Many more lie on the ground crying for help. Some simply kneel and pray.

And as the front lines barely keep their foothold, Xuthos rushes out with more reinforcements.

XUTHOS
Go! Men of Corinth bolster the center!
The rest strengthen the coastal flanks!

He stops a moment and sees Leonidas crawl over to Kittos and cradle him.

XUTHOS (CONT'D)
Leonidas!

The Water Helot runs past, bow over his shoulder, and picks up a spear and shield from the ground. He jumps into the ranks of the re-enforced coastal flank and fights hard next to his Spartan masters and Greek brothers.

Finally relieved of opposition, Kimon runs to help Leonidas.

KIMON
My King!

LEONIDAS
Kittos!

KITTOS
(Gurgling blood)
My K-King...

LEONIDAS
Hold fast, Captain. Your duty is still left undone in this fight.

KITTOS
(Coughing and choking)
T-'tis just.... 'tis just a scratch.

Kittos rattles a few more breaths and then dies.

KIMON
(Pulling him)
My Lord. You must leave the field.

Leonidas grabs him by his collar with anger and anguish.

KIMON (CONT'D)
King Leonidas! You must come!
(Pulling)
COME!

Dieneces runs up and together with Kimon, they drag the disoriented Leonidas away.

91 EXT. PERSIAN CAMP -- CONTINUOUS

91

Achaemenes rides up on his horse and quickly dismounts. He hands the reins to a soldier and hurries his way through the camps.

There are many wounded lying about and being carried in from the battle field. Fresh soldiers are arranged into contingents to enter the battle.

Achaemenes passes the execution corral as he enters Xerxes' Throne Tent.

92 INT. THRONE TENT OF XERXES -- AFTERNOON

92

Xerxes is furious. He paces erratically, waving a scimitar about as he chastises. Abrocomes, Hydarnes and Damaratus keep a distance.

XERXES
WHY HAVE I NOT YET CLAIMED THIS PASS!

They do not answer. He waves the sword about.

Achaemenes hesitantly approaches, and kneels.

ACHAEMENES
Great Xerxes.

XERXES
(Fuming)
Speak!

ACHAEMENES
I return from the scout of the gulf.
(Hesitant)
There is no sign of the fleet. I have word the Greeks do battle with them on the seas with an armada lead by Athens.

HYDARNES
Without those ships, we cannot resupply.
We are barely sustaining on rations as it is...

Xerxes shakes with anger and frustration.

XERXES
Am I not God!?! Have I not assembled a force unparalleled on Earth OR Heaven!?!

No one looks him in the eye. Achaemenes backs away.

XERXES (CONT'D)
And STILL these vermin, who are NOTHING to my power... *humble* me!

ABROCOMES
It's the terrain, Great Xerxes. It hinders our progression. The Greeks were wise to pick this place--

XERXES
Wisdom!?!
(Stepping into his face)
Wisdom may well be used to *not* show such admiration for those that vex me so. Brother.

Abrocomes bows his head contritely.

XERXES (CONT'D)

This Spartan King, this Leonidas, he
openly defies me. Thwarting my will!
(Pointing the sword)
Explain this, Abrocomes!

ABROCOMES

What would you have me say, my Lord?

XERXES

I would not have you speak, brother, I
would have you act! Bring me the body
of Leonidas! For this humiliation, I
WILL HAVE HIM DEAD!

Abrocomes gulps his fear down. Xerxes paces away from him.

ABROCOMES

Do you not think I feel frustration as
you do?

XERXES

FRUSTRATION!

He chops at his table and leaves the sword stuck in the wood.

XERXES (CONT'D)

You do not begin to know the depths of
my anger...

Hyperantes enters dragging Ephialtes.

HYPERANTES

Brother.

XERXES

You play with fire if you bring more
ill tidings, Hyperantes.

HYPERANTES

On the contrary, my King. This one
has come to me with information that
bares some considering.

He shoves Ephialtes forward a step.

HYPERANTES (CONT'D)

Speak to the King of what you told me.

Nervously, Ephialtes avoids the King's angry eyes and drops
to his knees.

XERXES

Speak. What is your name?

EPHIALTES

My Lord. I am a man of this territory
of Mails. I am called Ephialtes, son
of Eurydemus.

XERXES

And what information do you bring me?

EPHIALTES

Forgive my impertinence, my Lord. I spoke to the General of a path that may take a contingent of your army to a place behind the Spartans.

Xerxes' face lightens. He lifts Ephialtes by his shoulders.

XERXES

A path?

EPHIALTES

Yes, my King. A small sheep's pass that runs through the mountains over the Anopia ridge.

XERXES

You know this pass? Are you able to guide the way through it?

EPHIALTES

It has been many years, Great King, but I'm certain I can remember the way. If a contingent of your army were to leave at dusk, and walk the night, they could arrive close to dawn tomorrow. If the Great God-King were to wait until that time, the Greek force would fall, outflanked by your force.

Xerxes smiles triumphantly, but then becomes suspicious.

XERXES

Tell me, man of Malis. You aid me against your fellow Greeks. Why?

EPHIALTES

Not Greeks, my Lord.

(With a hint of hate:)

Spartans. When I was but a boy, my father, brother and I lived among them as their slaves. Helots. Forced to farm fields and tend their needs while they treated us as filth and hunted us for sport.

XERXES

(Feigned sympathy)

How terrible.

EPHIALTES

My father and brother joined a rebellion formed among a few of the coastal villages. They sought to fight for their freedom, but the Spartans somehow caught wind of it and attacked. My brother fell to a Spartan spear, and my father was greatly injured in the struggle. He carried it with him in our escaped to Malis. He died of his wounds a few years after.

XERXES

So, you do this for revenge.

EPHIALTES

(Humble)

In part, Great God-King. I do want revenge. But for my part, I don't believe I would do well against them in battle and would hope to be left out of the fighting. But more than that... it is... Known how Persia rewards those who show loyalty.

Xerxes lets out a huge laugh.

XERXES

Reward. Yes. You shall be showered in gold. Upon your return from guiding my army, you will receive a chest filled with all the gold you could spend.

Ephialtes smiles with excitement.

XERXES (CONT'D)

Hydarnes. Take this one and my Immortals through the pass of which he speaks.

HYDARNES

(Bowling)

By your command, Great Xerxes.

XERXES

Know this, Hydarnes. I will not accept another failure. Do you understand?

Hydarnes bows and takes Ephialtes out of the tent.

Xerxes smiles to Hyperantes and squeezes his shoulders.

XERXES (CONT'D)

You've done well, brother.

HYPERANTES

(Proud)

Thank you, Brother.

XERXES

Now these Spartans shall know my wrath.

Damaratus clenches his jaw.

93 EXT. APHETAE COAST -- DUSK

93

The Greek fleet maintains the advantage against the Persians, but at a hard cost. There has been an equal exchange of conquered and destroyed ships and bodies dot the red ocean.

Aristedes lies with Adeimantus, out of breath. He has an arrow through his shoulder. He reaches behind snaps the arrowhead off and pulls the shaft out.

ADEIMANTUS

Come about quickly!

The ship aims to ram an Egyptian Trireme. Aristedes sees another Greek ship too close to his starboard bow.

ARISTEDES

(Pointing at the ship)
Adeimantus!

ADEIMANTUS

EVASIVE!

Too late. His boat smashes the other. It Begins sinking.

ARISTEDES

Get them aboard, Adeimantus!

The crew scurries to help the sunken crew aboard before the ship completely submerges. Aristedes rises and helps.

ELSEWHERE IN THE BATTLE Eurybiades fights with his men to gain control of a Persian ship.

He suddenly hears the retreat call of a GREEK CAPTAIN from a ship rowing away from the battle.

GREEK CAPTAIN

Retreat! We are lost!

A few Greeks fight a fire on its bow while the rest fight off the last of a Persian invading force.

Eurybiades runs the length of the Persian ship to the stern and onto the other as it passes. He walks with authority up the deck, helping to do away with the last two Persians and comes to the Greek Captain. He grabs him by his hair and whips him about.

EURYBIADES

You do not retreat!

GREEK CAPTAIN

We are undone. The Persians are too powerful, we will be killed!

Eurybiades throws him to the deck.

EURYBIADES

(To the crew)
Turn about! Take this ship into them!

The crew hesitates, conflicted by fear and doubt.

Eurybiades punches out one of the Lieutenants.

EURYBIADES (CONT'D)

I SAID TURN ABOUT! Aim for the center of the battle!

Another LIEUTENANT snaps to and repeats the order. They turn.

LIEUTENANT
General, we must put out the fires.

EURYBIADES
Leave it.

LIEUTENANT
But it will consume the ship--

EURYBIADES
I said leave it be!

AT THE CENTER OF THE BATTLE Iamus fights along side Themistocles to maintain control of their ship.

A Persian trireme is tied to their ship, unloading warriors, overwhelming the Greeks.

As they fight, Eurybiades collides into the Persian ship, punching a hole into it, below the water line. As it begins sinking, the fires from the Greek vessel also catch on it and spread quickly. The Greeks on both ships cheer.

Eurybiades leads his men onto the Persian ship and across to safety with Themistocles and Iamus, killing as they go.

Iamus and Themistocles laugh with amazement.

THEMISTOCLES
Wretched Spartan!

IAMUS
He is a beast, that one!

Themistocles sees the sun has begun to set.

THEMISTOCLES
(Serious)
The day is ended. Pull the fleet back!

IAMUS
ATHENS! RETURN!

The order to "Pull back" and "return to camp" is repeated loudly across all the Greek ships.

IAMUS (CONT'D)
(To his crew)
Quickly now, pull away!

They turn as the last of the Persians are killed or thrown into the ocean to drown.

Eurybiades follows his men onto Themistocles' ship, cutting the ropes that hold the two ships together. The burning Persian ship drifts away, slowly sinking.

Eurybiades and Themistocles exchange a moment of pride.

FADE OUT:

FADE IN:

94 EXT. THE GREEK CAMP -- NIGHT

94

The camps writhe with thousands of wounded and dying soldiers. Many are without limbs, others suffer from infection and blindness. Those who are able, help as best they can. Even Spartans tend to their fallen brothers.

As Leonidas sits among his men, receiving Helot aid for his superficial cut on his eye. He looks about with a heavy brow at his Spartan children setting on Maro and his brother Alpheus.

Maro helps his blinded brother, wrapping his head with new dressing and cooling his fever with a wet rag.

ALPHEUS

(Tired)

Maro?

MARO

I'm here, Alpheus. Stay still. You'll make the pain worse.

ALPHEUS

Worry not for me, my brother. I feel no pain.

MARO

(Smiling, Proud)

Forgive me my moment of weakness.

ALPHEUS

Has there come word from Sparta?

A beat.

MARO

(Hesitant)

No, brother. No word from anyone. No reinforcements come.

A beat. Maro tends to Alpheus' more superficial wounds.

ALPHEUS

(Feigned pride)

More's the better. I wouldn't want to share victory with any more than I had to.

Alpheus laughs through his pain. Maro is taken by it and laughs with his brother.

Leonidas looks away from them with remorse. He pushes the Helot away from him and walks off.

95 INT. THESPIAN MED TENT

95

Dithyrambus and a few Thespians sit about observing Kimon dress Podus' stump. Kimon pulls the dressing tight, causing sting. Podus bleats in pain.

KIMON

You sing as a woman, Thespian.

PODUS

I'd show you a gesture, stranger, if I
but had a hand to make of it.

The Thespians chuckle.

KIMON

Kimon. I am called Kimon.

Podus looks to Dithyrambus in amazement.

THESPIAN

You no longer wear your helmet, Kimon.

KIMON

(Slightly regretful)

I no longer have a use for it.

Kimon finishes the dressing. Podus feels it out.

PODUS

(Angry)

Those accursed Persian pigs. I'd have
their bellies cut open for this.

KIMON

You still live. And one hand remains
for your weapon.

THESPIAN 2

(Squeezing a fist)

Yes, and other engagements can still
be satisfied.

The Thespians laugh.

Demophilus enters the tent. They stand at attention.

DITHYRAMBUS

Lord Demophilus.

Dieneces enters with several armed Spartans. They cover the
Thespians. Kimon knows what is to come, as does Dithyrambus.

PODUS

What goes on here?

DITHYRAMBUS

Captain. What is this?

DEMOPHILUS

The Spartans have issue with this one.

DIENECEES

This tent is to be cleared.

The Spartans grab the Thespians, but they resist.

PODUS

I go nowhere! If the Spartans have
issue with him, then they have issue
with me.

DITHYRAMBUS
 (Trying to defuse)
 Podus--

THESPIAN 2
 I as well.

THESPIAN 3
 And I.

Leonidas enters. All fall silent. He walks to Kimon and glowers at him. Kimon looks to the ground. He snatches his hair and inspects it. It disgusts him. He looks kimon dead in the eyes and, with one punch throws him to the ground.

The Spartans hold Podus and Dithyrambus back.

DEMOPHILUS
 Keep your place, damn you!

Kimon rises.

LEONIDAS
 You defy me.

KIMON
 (Humble)
 Yes, my King.

LEONIDAS
 And you defile your heritage. Look at yourself. You are no Spartan.

DITHYRAMBUS
 Demophilus, you must stop this--

Dieneces punches him in the stomach.

PODUS
 BLAGGARD!

DEMOPHILUS
 Be silent!

Silence. Leonidas hides his admiration for the loyalty Kimon inspires.

LEONIDAS
 You know the punishment for disobeying an order. Least of all from your King.

KIMON
 I am ready, my Lord.

Leonidas walks around him once.

LEONIDAS
 I would have you beaten within an inch of your life, Kimon. I might well administer punishment myself, if not for the fact that this force is weakened.

Leonidas walks to Dieneces and does not look on Kimon again.

LEONIDAS (CONT'D)

(To Dieneces)

This Greek is no Spartan.

DIENECEES

Yes, my Lord.

LEONIDAS

He's found home here. Leave him to it.

DIENECEES

By your command, my Lord.

Leonidas leaves. Dieneces and the Spartans trail him, followed by Demophilus.

Kimon stands humiliated and regretful. Dithyrambus walks to him and places a consoling hand on his shoulder.

PODUS

(To Kimon, confused)

You are Spartan?

96 EXT. THE PHOCIAN CAMP, THE ANOPIA RIDGE -- NIGHT

96

Camp fires dim in the PHOCIAN CAMP. Only eight keep night watch. One of them ducks into the brush to piss. Suddenly, he falls dead with an arrow in his chest. A few jump in response, they are quickly shot down also. The rest scream the alarm to their fellows.

PHOCIAN

Wake up! Rise! The enemy..!

More arrows come, injuring those awake and asleep. One of the Phocians wakes Tiro.

PHOCIAN 2

My Lord, quick! We are attacked!

Tiro jumps up. Another volley of arrows lands around him.

The whole Phocian force is now awake. And the volley of Arrows increases, injuring and killing more. Suddenly, the Immortals appear from out of the dark, thick woods.

TIRO

Retreat! Retreat!

The Phocians escape up the ridge. The Immortals chase them.

Ephialtes, wearing Immortal armor, exits the brush to observe. There is a glint of guilt in his eye.

97 EXT. SHRINE OF HERACLES -- LATER

97

Leonidas stands below the Statue of Heracles, looking into its eyes. The words of the Delphic Oracle ring in his ears.

Dieneces comes up the path, in his normal, noisy fashion.

DIENECESES

You've picked well this place for the breeze. The smell of rotting death and shit that reeks from the pass staggers...

LEONIDAS

Yes. The aroma of it would bring tears if I could be capable of them.

Leonidas looks back to the statue, mourning the dead.

DIENECESES

He would be proud to call you his blood.

LEONIDAS

Very soon, my blood will mix with his in this place. The blood of us all.

DIENECESES

A bit fatalistic.

LEONIDAS

Look about you. I am Spartan, DieneceSES. I do not have an Athenian's talent for playing with words.

DIENECESES

Nor do we play with the lives of our men. Your Spartans are *here*, Leonidas. They fight because it is their duty and purpose. As it is yours. They are men of will, as you are, and their will is to follow their King. And should they die in doing so, they know they die by word of Rhetra. They die with honor and freedom. They die as Spartans.

Leonidas looks deep into the eyes of his old friend and knows he speaks the truth. Still it doesn't console him.

Xuthos Walks up the path.

XUTHOS

You sent for me, my Lord?

LEONIDAS

Yes, Captain. There is something I would have you do.

98 EXT. MEGISTIAS' SACRIFICIAL ALTER -- LATER

98

Megistias washes his hand in a water bowl.

Leonidas approaches.

LEONIDAS

Seer.

MEGISTIAS

Ah. King Leonidas. Good.

LEONIDAS

I am unaccustomed to being sent for,
old one.

MEGISTIAS

It's important you've come. We are
undone. The Gods have shown me.

LEONIDAS

What do you mean?

MEGISTIAS

I saw it first in the blood of the
wounded. But I needed to be certain.

He walks to the sacrificial alter where lies a freshly killed
sheep. He picks up its liver and presents for inspection.

MEGISTIAS (CONT'D)

(Pointing to the liver)
See there? The signs are clear.

Leonidas is slightly puzzled.

MEGISTIAS (CONT'D)

Don't you see it? The Persians have
found the path through the mountains.
The Phocians will fail to defend it.

A beat.

LEONIDAS

Are you certain.

MEGISTIAS

It is there. See it for yourself.

Leonidas looks away. He is not entirely surprised.

Atys, carrying a wounded arm, runs up.

ATYS

My Lord. The scouts return. They've
brought with them a Phocian.

Leonidas grinds his teeth. The time has come.

99 EXT. MT. OETA

99

Xuthos and two other Spartans climb over Mt. Oeta in the
moonlight.

100 EXT. EDGE OF THE PASS -- LATER

100

The leaders of the cities have gathered once more with
Leonidas. The fear is rife among them.

PHLIUS CAPTAIN

-- what else can there be done? The
"Hot Gates" will fall!

LOCRIAN CAPTAIN

Blasted Phocians! Cowards!

OLIS

We could not stand another day with
just those at our front. But now...

LEONTIADES

There is nothing further to be done.
Retreat is the only choice left to us.

HYPERENOR

I agree. King Leonidas, we must flee
this place.

They wait a beat for the words they hope to hear from Leonidas.

LEONIDAS

(Sternly)

I agree.

LEONTIADES

At last...

OLIS

You act wisely, King Leonidas.

LEONIDAS

Do not misunderstand, Corinthian. I
am in agreement that retreat is the
correct action... for you. For Sparta,
there is but one action only. Sparta
stays.

The men are quiet.

LEONTIADES

You are insane!

Leonidas back hands him to the ground.

LEONIDAS

The sympathies of your city for the
enemy are know, Theben. Since the
making of the league, Thebes has made
half-hearted effort for the cause.
They send a token force as pretended
allegiance when secretly you communicate
with the invaders for their favor.

LEONTIADES

You lie!

LEONIDAS

Do I? We shall see. When the enemy
comes this day, you shall have your
chance to prove me wrong.

LEONTIADES

You think I will permit my men to stay
to their deaths at the word of a madman?

Leonidas pulls his spear and holds it to his neck.

LEONIDAS

They *will* die this day. Be it by the sword of the enemy... or by the spear of Sparta as they flee. You decide.

(To the others)

The rest of you, go to your men. You're given leave to take them from this place.

The others turn from Leonidas and walk off. Only Demophilus remains.

Leonidas nods to a pair of Spartans. They collect Leontiades and carry him off.

DEMOPHILUS

Thespia will stand at your side.

(Bowing)

My King.

Leonidas nods and returns to his camp.

101 EXT. SPARTAN CAMP -- MOMENTS LATER

101

Leonidas stands upon the Wall to speak to his men.

LEONIDAS

SPARTA!

The men turn their attention to Leonidas.

LEONIDAS (CONT'D)

The enemy, this day, makes their final move against us. They to enslave the fires of our souls. But they will learn by the tips of our spears what is the law of Sparta. We are free! And we shall fight to the last to keep it so! And if we are marked by the Gods to die, then let it be known by every soul for all time: that here by Spartan law we lie! So make ready your breakfasts, brothers, and eat hearty. For tonight we shall dine in Hades!

Everyone, even the suffering, cheer Leonidas' name.

SPARTANS

LEONIDAS! LEONIDAS! LEONIDAS!

102 INT. MED TENT -- LATER

102

Megistias ushers Leonidas in. The tent is filled with injured soldiers. Those not Spartan are being evacuated.

Megistias points out Aristodemus sitting at the end; He has a bloodied dressing over his right eye and is overcome by fever.

LEONIDAS

How is he?

MEGISTIAS

He is with fever. An infection has set in the wound.

Megistias hands him a tiny bottle of liquid.

MEGISTIAS (CONT'D)

Here is what you requested. It's very potent. Douse your knife with it, and a cut will bring effect in seconds.

LEONIDAS

You've done well, Seer. Now, I'll have you leave with the others.

MEGISTIAS

Forgive me, Spartan King, but that is not for you to decide. The Gods have wished me here. And here I shall stay until they say differently.

Leonidas nods with respect, and then approaches Aristodemus.

LEONIDAS

Aristodemus.

ARISTODEMUS

(Coughing)
My King.

He tries to stand.

LEONIDAS

Stay at ease, my friend. I've come with a mission.

ARISTODEMUS

You have but to ask, my Lord.

Leonidas pulls a scroll out from under his cape.

LEONIDAS

I have for you a message to deliver. My last orders to Sparta.

ARISTODEMUS

(Upset)
My Lord, do not ask this of me. I beg you. Why do you dishonor me so by sending me away from battle?

LEONIDAS

You are not dishonored, Aristodemus. You act under the order of your King.

ARISTODEMUS

But my Lord--

LEONIDAS

(Stern)
It is my wish. And it will be done.

Aristodemus sees that Leonidas will not be dissuaded.

ARISTODEMUS

Yes, my King.

LEONIDAS

(Sympathetic)

Fear not, brave Spartan. There shall come another time to prove your worth. For now, you shall make good this mission for me.

(Hands him the scroll)

There is... another thing I would have you do for me, Aristodemus.

103 EXT. THE GREEK CAMP -- BEFORE DAWN 103

Many Spartans armor themselves for battle. Those that are injured force themselves up, defying their pain.

Meanwhile, the other Greeks begin their exodus from Thermopylae, lead by their respective leaders on horse back.

The Thespians stand watching their allies leave.

Hyperenor passes by them and shakes the hand of Demophilus.

104 INT. THESPIAN MED TENT -- CONTINUOUS 104

Kimon enters and collects his gear. As he turns to leave, he meets Leonidas. Leonidas looks at him sternly and cuts his arm with poison tipped dagger. Overcome by poison, Kimon falls unconscious.

105 EXT. THESPIAN MED TENT 105

Leonidas exits with Kimon over his Shoulder. Aristodemus sits on a horse just outside. He tosses Kimon over Aristodemus' lap. They nod to each other and Aristodemus gallops off with the departing armies.

Leonidas stands reticent, watching them leave.

106 EXT. THE SPARTAN CAMP 106

All Spartans walk to the battlefield. Even those who are blind or lame, are helped, at their own behest, out onto the pass.

Maro lifts his brother, handing him his spear and shield, and directs him out to the pass.

Bucoli, hops about with his good leg, struggling to gather his gear. Megistias, armored and armed, comes up and takes his spear.

BUCOLI

Damn you, old man! You will return my weapon, or I swear--

MEGISTIAS

Shut up, Spartan fool!

Megistias puts the helmet on Bucoli's head, hands him his spear and helps him to the field.

BUCOLI

This changes nothing. I still hate
you.

MEGISTIAS

And you still smell as a horse's arse.

All the Spartans, Thespians and Thebens walk out onto the
pass.

107 EXT. THERMOPYLAE PASS -- DAWN

107

SUPER: "THE THIRD DAY"

The Greeks march forward in ranks collected by city. At the
front stands the Spartans, behind are the Thebens, kept in
front of the Thespians and Helots at the rear to ensure they
do not retreat.

They continue onward through the narrow of the pass toward
the other, more open end. Each step is a labor not to walk
on the bodies of the dead from the previous day's carnage.

The Persians emerge from beyond the turn of the pass.
Hyperantes, Abrocomes and his Captain lead them on horseback.

THE PERCH - Xerxes walks confidently to his Throne behind
his scribes and sits to observe the coming battle.

THE PASS - The two armies stop a good distance from each
other. The Spartans glower through their helmets, defying
their enemy to act.

The Persian force stands silent with fear rising up their
spines. Some pray to whatever god they worship.

Hyperantes gallops across the distance to the Spartans.
Leonidas steps forward several paces to meet Hyperantes.

Hyperantes gallops up and stops a few yards away. He tosses
a parcel bound by rope at his side to Leonidas' feet. It is
the heads of Xuthos and the other two Spartans he sent on a
mission across the mountains.

HYPERANTES

Your attempt to assassinate the Great
Xerxes has failed, Spartan.

Leonidas looks at him through his helmet with unwavering
confidence. He turns from Hyperantes and walks back to his
Spartans.

HYPERANTES (CONT'D)

Greeks! Know this! You cannot hope
to oppose the power of your God. If
you surrender and swear fealty to the
Great Xerxes, you will find mercy, and
be permitted to live. Should you stand
here and fight against his will... you
will die this day! Choose wisely.

Hyperantes turns his horse and gallops back to his army.

DEMOPHILUS

Thespians! What is our answer to this offer!

The Thespians raise their swords and spears and cry havoc at the Persians. The Helots behind them join in.

Leontiades keeps his focus forward as his Thebens look to each other in fear and doubt.

The Spartans stand strong and unmoved by the words.

Dieneces, standing next to his King and life-long friend, smiles.

DIENECESES

(To Leonidas)

I would show that one my backside for his offer, but 'ere I think he'd find Aphrodite's kiss seducing him.

Leonidas forces out a small chuckle.

LEONIDAS

Death stands at the length of a spear and your thoughts are only of jokes.

DIENECESES

I commune with my Gods, Leonidas. Would you deny me that?

LEONIDAS

(Smiling)

Never, old friend.

ACROSS THE FIELD, Hyperantes rides up next to his brother and stands with him looking out at the Spartans.

HYPERANTES

I saw no sign of the Immortals.

Abrocomes considers a moment.

ABROCOMES

Our King has ordered this field taken. We will wait no longer.

He nods to his Captain. The Captain nods back and gallops to the center of the army. He raises his sword.

AT THE GREEK SIDE, Leonidas gives the order to prepare for battle.

LEONIDAS

SPARTANS!

Without hesitation, in one unified motion, the Spartans assume the Phalanx position, pointing their spear out at the enemy.

Megistias stands by Bucoli, sword in hand.

MEGISTIAS

What do you say, Spartan? It is a
good day to die, no?

Bucoli looks at Megistias with some surprise. There is an inkling of respect for the old one beginning to grow within him.

Demophilus takes a deep breath, as if to smell the world for the last time.

DEMOPHILUS

Weapons, brothers!

The Thespians, Thebens and Helots follow suit, presenting their spears and swords, covering themselves with their shields.

Everyone is ready. Atys, Maro and Alpheus, the Helots, even the Thebens, though most have not their heart in what is to come.

ON THE PERCH, Xerxes leans forward with anticipation, squeezing his armrests with tension.

AT THE PERSIAN SIDE, The Captain lowers his sword. The whip masters snap and bark at the soldiers. The first wave of the Persian army starts its march forward.

THE THESPIANS are stout and ready. Dithyrambus stands by Podus, who grips his sword with his good hand and has tied to his stumped arm his shield.

The Persian force speeds up its pace.

DITHYRAMBUS

Fight well, my brothers! May our names
may be sung in the halls of Mt. Olympus!

The Persians approach faster and faster until finally,

THE PERSIANS COLLIDE WITH THE GREEKS AND THE FINAL BATTLE
BEGINS.

The Persians are once more faced against the impenetrable Spartan wall. The Spartans tear into them vigorously. The bodies quickly fall about as the Spartans slowly press forward.

Persians that manage to slip by the front spears and move between the soldiers find themselves quickly impaled by those in the following ranks. Even the blinded and sick have opportunity to kill the enemy.

The bodies pile up quickly, making it difficult for either side to get footing; having to kick the bodies out of the way. This sometimes leaves open a space for a lucky Persian spear to find Greek flesh.

LEONIDAS

Keep close ranks! Maintain shields!

Most bare the pain and keep their position, but a few, already war-torn from battle, falter and fall back, being replaced quickly by the following ranks.

Again the Persians are pushed into the ocean, their bodies snapping against the rocks below.

ON THE PERCH - Xerxes is again vexed by the view of his army's failure. Still, he does not allow his temper to flare. He, instead, patiently waits for the arrival of his immortals.

AT THE PASS - The Persian force begins to panic. Many try to turn back from the fight as still more others make their advance into it at the crack of a whip. Hundreds are trampled.

The Greeks push forward into the widening pass.

LEONIDAS (CONT'D)

Spartans! Form up!

Strong Spartans in the rear ranks begin to move forward to cover the gaps forming to the left and right flanks.

DIENECES

Strengthen the flanks!

BUCOLI

Greeks! Fill the Spaces! Helots, Thespians, move forward!

DEMOPHILUS

You heard him! Move up the ranks!

DITHYRAMBUS

Quickly now!

The Thespians move forward. Dithyrambus stays close to Podus.

The Thebens spread out among the ranks, mixing in with the Thespians and Helots.

Some of those Spartiates who carried their sickly brothers must leave them to fill the gaps in the flanks as ordered. They are handed over to other wounded to stay in the rear ranks

AT THE PERSIAN END, Hyperantes, Abrocomes and the Captain observe from their horses.

The Captain kicks his horse forward onto a higher perch and focuses on the advancing Greek army. He finds a weakness.

CAPTAIN

My Lords! The Greeks thin themselves. If we focus an attack at the mountain flank, we can break their ranks.

ABROCOMES

Prepare the advance!

Hyperantes rides over to the contingent in wait.

HYPERANTES

Weapons ready!

Abrocomes stays to the mountain side of the contingent, while Hyperantes rides at the coastal flank and the Captain leads at the front.

ABROCOMES

(Pulling his sword)

ATTACK!!!

The Persian force dashes forward, to the Greek mountain flank.

Dieneces sees the Persians' staggered attack.

DIENECESES

My King!

Leonidas looks and now sees it himself.

LEONIDAS

Strengthen the left flank! Move to the left!

ATYS

(To the Greeks)

To the left flank! Advance!

Thebens, Helots and a few Thespians try to move to the right, but the bodies of the dead make it difficult to get there.

108 EXT. PERSIAN CAMP -- CONTINUOUS 108

Damaratus stands on a high rock above the coastal ridge. He looks out on the horizon, eyes filled with regret, and bows his head in remorse, as if he senses what is about to happen.

109 EXT. THERMOPYLAE PASS 109

THE PERSIANS BASH INTO THE MOUNTAIN FLANK OF THE GREEK ARMY.

The Persians swarm, piling up onto the foot of the mountain. The Greeks put up a hard fight, but they are just too weak to hold without a strong Spartan presence there. The Greek line is penetrated.

The Persian force pushes in and mixes into the Greek ranks. It is now a fight of one man against the other.

DIENECESES

Spartans! Greeks! SLAUGHTER THEM!

Every Greek attacks the nearest Persian.

Abrocomes, Hyperantes and the Captain jump into the fray on their horses, chopping into Greeks with their swords from above

The Spartans kill with great skill, even those that are lame.

The Greeks, themselves, hold their own against the enemy, exhibiting admirable skill and great luck.

The first to fall are the blinded and sickly Spartans, and with them some of those that support them for the fight.

The Persians fight with desperation, but the Greeks with reckless abandon. They know that there are more Persians to come from behind, so they have accepted that they will die.

Leonidas fights courageously. Many Persians falling at his feet. He then catches glimpse of Hyperantes fighting at the side of the Captain. He tries to push toward him, but another wave of Persians pushes in on him, burying the sight of Hyperantes among the crowd of warriors.

Dithyrambus and Podus hold their own against the Persians. One enemy strikes down on Podus with his scimitar, breaking the shield. Podus screams in pain and drops his sword. The wooden shards dig into his tender stump. Dithyrambus jumps in and kills the attacker.

DITHYRAMBUS

Are you alright!?

PODUS

(Gritting his teeth)
I'll live!

DITHYRAMBUS

Are you sure!

PODUS

(Insulted)
Yes, yes! Just... hand me a weapon!

Dithyrambus hands him a weapon and they rush back into the fight.

Atys cuts through the enemy, moving from one to the next with great speed. He relishes in the death of a Greek traitor fighting for the Persians, and so does not see a Persian running up behind him. Before the Persian can strike, an arrow penetrates his spine and he falls at his feet.

Atys looks to where the arrow came from and finds the Water Helot standing on a rock mound loading another arrow from his quiver. The Helot shoots him a proud look and returns his attention to the battle, shooting down more of the enemy. Atys spits in spite and returns to the fight.

Dienececs fights several at a time, beating them all. Through the fray, he meets Atys. They fight back to back.

ATYS

Better challenge than a match at the games!

DIENECECS

Ha! This lot!? They can barely hold a weapon! At least there'd be food at the Olympic stadium!

ATYS

It's best you have the exercise! Always eating yourself fat as an Athenian!

Just then, Abrocomes slashes his way through, killing several less skillful Thespians, and reaches Atys.

IN SLOW MOTION, Abrocomes quickly gets the upper hand on Atys, breaking Atys' spear, and cutting him along his torso.

Atys stumbles back without a cry of pain; Abrocomes moves on.

Atys flops into Dienece's arms.

DIENECE
(Still fighting)
ATYS!

Atys spits blood and is turning quickly pale.

DIENECE (CONT'D)
Atys!

ATYS
Dienece...

Dienece keeps fighting as his friend hangs from his arm.

ATYS (CONT'D)
Dienece. Let me go.

DIENECE
You can still fight!

ATYS
Dienece...

Dienece looks down at his friend. Atys smiles at him.

ATYS (CONT'D)
Let me go.

Dienece begrudgingly heeds his friend's words. He lets Atys go and moves further into the battle. Atys dies.

Leonidas makes quick work of the enemy. Suddenly, he's in an empty pocket in the battle. The battle rages about him and the many dead lay at his feet. Then his eyes meet with Abrocomes at the other side of the pocket.

LEONIDAS
Come Persian. Let us see what you are made of.

After a beat, they run at each other. When they meet, the skill each has with his weapon is extraordinary. It is almost like watching a dance; the two are equally matched.

Leonidas DRAWS FIRST BLOOD. Abrocomes becomes enraged and draws a second sword and the dance continues. Abrocomes strikes, breaking Leonidas's spear and gashing his arm.

Leonidas draws his short sword and attacks. The fight is fierce, but fatigue leaves Leonidas out matched. For a moment, he leaves himself open. Abrocomes takes advantage and stabs Leonidas through the chest.

Leonidas falls to his knees, grimacing from the great pain. His sword falls from his hand. He releases a howl that carries over the battle. Abrocomes lifts his other sword to bring the final blow, but Leonidas grabs a broken spear handle from the ground and jams it into Abrocomes' neck.

Through the fight, Hyperantes sees his brother take the fatal blow.

HYPERANTES

BROTHER!

He frantically fights through the battle to his brother, but the fight is too thick.

Leonidas sits slumped over. He takes hold of the sword in his chest and prepares to pull it out. Just then, a spear is stabbed through his shoulder. He lets out another cry of pain.

The spear is held by Abrocomes' Captain. He thrusts forward more, pushing Leonidas down to the ground.

Suddenly, Dienececs jumps in, snapping the spear with his shield. He swipes his spear, but the Captain deflects it with his shield.

DIENECECS

Coward!

The two fight hard, but the Captain is no match for Dienececs' skill. By luck he manages to deflect a fatal blow, but it strikes him through his thigh, the shaft shattering. He falls.

110 EXT. THE PHOCIAN WALL -- CONTINUOUS

110

Hydarnes appears with his 10,000 Immortal warriors at the Phocian wall. He looks out on the battle and draws his sword.

HYDARNES

Immortals! ATTACK!!

The Immortals run into the fight screaming their battle cry.

111 EXT. THE BATTLE -- CONTINUOUS

111

Dienececs draws his sword. The Captain waits for his death, but Dienececs sees the advance of the Immortals and leaves him, giving the order for retreat.

DIENECECS

GREEKS! SPARTANS! PULL BACK!

The Spartans and Greeks turn their heads at these words.

DIENECECS (CONT'D)

PULL BACK BEHIND THE WALL!

All the Greeks heed his command and turn from the battle, running for the western end of the wall along the coastal ridge.

DIENECEES (CONT'D)
Spartans! To me!

Five Spartans run to Dieneeces.

DIENECEES (CONT'D)
We must defend the King! Carry him
with us!

They carry their King with them, defending against attackers.

Hyperantes runs up to his brother and leans down to him. He grits his teeth in fury for his death.

The Captain cuts the Spartan spear tip with his sword and pulls the shaft out.

Hyperantes dashes to the Captain and grabs him from the ground.

HYPERANTES
I want the body of the Spartan King!
NOW!

He tosses the Captain.

Dieneeces and the Spartans rush to the Phocian wall. They are attacked over and over again. If a Spartan falls while defending the King, another runs over to quickly take his place.

Four times the Spartans are overwhelmed and the Persians take Leonidas, but the Spartans quickly rally and get him back. Lead by Dieneeces, they make it to the Coastal side of the wall.

Bucoli and Megistias defend themselves as they make for the wall. A pair of Persians rush rush them; Megistias manages to defend a fatal blow, but he is thrown to the ground by it.

Bucoli comes to his rescue, quickly dispatching one attacker. However, the other knifes Bucoli in the neck. For this, Bucoli beheads him as he falls to the ground.

Megistias crawls to him.

MEGISTIAS
Fool Spartan! Damn you!

BUCOLI
(Gurgling blood)
I die for you, old goat? I am truly
cursed.

Bucoli dies.

MEGISTIAS
(Under his breath)
Damn you Spartan. May the Gods see
you to Elysium.
(Standing)
Damn you.

Megistias runs off to join the Greeks.

THE THEBENS ARE LAST off the field. As they run to the wall:

LEONTIADES
THEBENS! HALT!

They stop at his order.

Leontiades turns to the chasing Persians and lifts his arms.

LEONTIADES (CONT'D)
PERSIANS! WE SURRENDER! STAY YOUR
ATTACK!

The Persians run up and kill a few Thebens.

LEONTIADES (CONT'D)
No! Don't attack us! We surrender!
We are your allies!

PERSIAN LIEUTENANT
Halt, Persians!

The Persians stop their attack. A PERSIAN LIEUTENANT steps to Leontiades.

LEONTIADES
My thanks, friend.

PERSIAN LIEUTENANT
Friend!?! You call me friend as if it
should mean something?

LEONTIADES
But we are friends. Friends and allies.

PERSIAN LIEUTENANT
(Laughing)
Allies!?

LEONTIADES
Yes. My men and I were forced to fight
you. We did not want to challenge the
will of Great Xerxes, but the Spartans
held their spears to our throats. We
cannot be blamed for the slaughter.

PERSIAN LIEUTENANT
And what makes you think I will not
command my men to kill you all anyway?

LEONTIADES
Because my City has already given earth
and water to King Xerxes. He has
granted Thebes safety from harm.

PERSIAN LIEUTENANT
You expect me to believe this?

HYLAS (O.S.)
It's true.

Hylas, Captain of the Thesselian contingent, steps forward and removes his helmet.

HYLAS (CONT'D)
I myself received their tokens of
surrender, and did personally deliver
them to King Xerxes.

The Persian Lieutenant looks to Leontiades with disgust.

HYLAS (CONT'D)
Thebes and its citizens are protected
by Persia.

The Persian Lieutenant huffs angrily.

PERSIAN LIEUTENANT
Take their weapons. Return them to
the camps.

The Thesselians take the weapons of the Thebens and escort them back to the Persian Camp.

112 EXT. HILLOCK, BEHIND THE PHOCIAN WALL -- AFTERNOON 112

The Greeks are surrounded. The Persians have torn apart the wall in their pursuit. The Greeks pull together on a hillock.

DIENECESES
Form up. Bare shields!

The Greeks gather tightly and lift their shields.

Leonidas lies at Dienececes feet watching his friend fight.

Hyperantes rushes forward, killing any Greek he can.

HYPERANTES
KILL THEM ALL! Retrieve the body their
King!

The water Helot is left only with a sword. He fights as best he can, but he falls prey to a Persian blade.

Maro fights with revenge in his heart for dead Alpheus.

Megistias is stabbed brutally by two Persians spears. He drops to the ground and crawls into the Greeks to die.

Leonidas breaths heavily, but through his pain he smiles.

LEONIDAS
Sparta is saved, Dienececes. Sparta is
saved.

Dienececes looks down and sees his old friend and King die. Fury overcomes him. He grabs a Spear from one of the Spartans and tosses it, striking down Hyperantes.

Hyperantes drops to his knees. He can scarcely believe he has been slain. He falls over and dies.

Leaning on one of his soldiers, the Captain approaches from behind his men and sees Hyperantes dead on the field. He looks about at his advancing horde and decides to end this battle now.

CAPTAIN
Bring forth the Archers!

The order is repeated back through the ranks. Archers run up beside the Captain, lining the length of the pass and the top of the ruined wall. The ARCHER LIEUTENANT steps forward.

CAPTAIN (CONT'D)
Release onto the Greeks.

ARCHER LIEUTENANT
But, my Lord. Our men will be killed as well.

The Captain grabs him by the hair.

CAPTAIN
Kill the Greeks! NOW!

ARCHER LIEUTENANT
Prepare a volley!

The archers load their bows.

ARCHER LIEUTENANT (CONT'D)
Release!

The Archers release their volley. It flies through the air, a large mass that blots out the sun, and it falls on the Greeks like rain. Many Greeks and Persians are killed.

CAPTAIN
Again!

Another volley is released.

Dithyrambus is struck down. Podus turns to help, but he is fatally hit as well. More and more fall to a continuous pouring of arrows. Dieneces is last to die before he sees the destruction of the entire Greek army.

CAPTAIN (CONT'D)
Hold volleys.

The Archers stop, as does the whole army. There is no one left to fight. Any Greek still alive is killed. Any Persian still alive is ignored.

The Captain just observes his handy work, satisfied that it is finally over.

113 EXT. OPEN PLAINS OF GREECE -- AFTERNOON

113

Kimón suddenly awakes. He looks around to get his bearings. He sees Aristodemus by a fire cooking up some meat.

KIMON
What is this? Where am I?

Aristodemus rises. He's wobbly as he still suffers from fever.

ARISTODEMUS
Calm yourself young one. You are here
by order of the King.

KIMON
You took me from battle!?!

ARISTODEMUS
You were not to be at battle! Now be
calm. There is food--

Kimon jumps up and grabs Aristodemus by the neck.

KIMON
DAMN YOU, OLD MAN!

He throws Aristodemus to the ground and jumps on the horse,
riding frantically back to Thermopylae.

114 INT. THRONE TENT OF XERXES -- LATER

114

Xerxes stands over the bodies of his brothers. He mourns
their death, as does Achaemenes at the rear of the tent.

Damaratus enters with a pair of soldiers carrying a body
covered in a tattered, red cape on a big Spartan shield.
The soldiers place the body on the ground and leave.

DAMARATUS
My King. As you commanded, I have
found the body of the Spartan King.

Xerxes doesn't look at him. He touches the head of Abrocomes
as if giving him a blessing.

XERXES
All unfolded as you said, Damaratus.

DAMARATUS
(Hesitant)
Yes, my King.

Xerxes approaches Achaemenes and holds him by the shoulders.

XERXES
They are dead, brother.

ACHAEMENES
We will have our revenge. I swear it.
We will burn their city from existence.

XERXES
Such a small force has hurt me so.
And there is an entire city like them.

He walks to Leonidas's body. He kicks the cape off to look
in Leonidas' face.

XERXES (CONT'D)
That such men exist.

A beat.

Suddenly, in a fit of fury, Xerxes pulls the sword from Damaratus' sheath and chops the head from Leonidas' body.

115 EXT. REAR OF XERXES THRONE TENT -- CONTINUOUS 115

Xerxes staggers from the tent to the edge of the mountain ridge over the ocean Gulf of Maliacus. He lifts his arms in the air, holding in his hand a pike with Leonidas' head at the end, and roars to the afternoon sun with rage and sorrow.

116 EXT. ARTEMISIUM -- DAY 116

The wounded are being brought in on row boats to the beach from damaged ships anchored just off shore. A fare ways beyond the ships is a battle between the Greek and Persian Fleets

Themistocles is coordinating with his commanders and Iamus.

IAMUS

-- We've been lucky thus far. Their numbers work against them. The narrow of the channel has limited their ability to maneuver. But the casualties are mounting.

COMMANDER

We've dealt them equal blow for everyone they have given.

COMMANDER 2

They still outnumber us. And they caught us by surprise this time...

ADEIMANTUS (O.S.)

(From a distance)

Themistocles!

Themistocles and the others look to Adeimantus. He stands at the shore by a small row boat. A Greek man hops out of the boat and the two of them run to Themistocles.

117 EXT. THE OCEAN, FLEET BATTLE -- LATE AFTERNOON 117

Eurybiades fights to gain a footing on a Persian ship. Aristedes floats by on his boat and calls to Eurybiades.

ARISTEDES

Spartan! We are ordered to retreat!

Eurybiades looks to Aristedes and sneers and fights on.

Aristedes jumps to Eurybiades' ship and comes up behind him.

ARISTEDES (CONT'D)

We must retreat, Spartan! Now!

EURYBIADES

To Hades with you, coward Athenian.

Eurybiades kills the Persian in front of him and is about to board their ship when Aristedes grabs him from behind and pulls him back.

ARISTEDES

The "Hot Gates" have fallen, Eurybiades!

Eurybiades turns to him in shock.

ARISTEDES (CONT'D)

Leonidas has failed. We must go, now!

Aristedes turns and gives the order of retreat. Stunned Eurybiades lets him.

118 EXT. THERMOPYLAE PASS -- CONTINUOUS

118

Kimon comes riding up. He hops off his horse and runs out onto the pass. The bodies of the dead are everywhere. He looks about, searching over faces known and unknown.

EURYBIADES (V.O.)

In that time of battle at the "Hot Gates", 300 Spartans stood with 4000 Greeks against the entire force of Persia. The battle was hard and long drawn over three days. Much was suffered in the defense of that place, and ultimately the Gates fell to the enemy. Many may well have called it a failure.

119 EXT. ARTEMISIUM -- CONTINUOUS

119

The Greek Fleet rows west away from Artemisium with the plan to escape through the channel between Euboea and the mainland. The two fleets split sailing in different directions.

EURYBIADES (V.O.)

But all who spoke so were fools. For, though Thermopylae did fail to hold the enemy back, there was done in that place such a thing as has become legend.

Eurybiades stands on the stern of his ship and looks back at the Persian fleet conquering Artemisium. He mourns Leonidas.

EURYBIADES (V.O.) (CONT'D)

So small a force lead by Sparta did meet upon Persia's King such death as has never been heard of in Heaven or on Earth. 20,000 felled by 300.

120 EXT. THERMOPYLAE PASS -- CONTINUOUS

120

Kimon runs up the pass searching everywhere and then he sees it. Up on the perch where Xerxes had built his observation tent, there is the headless body of Leonidas, crucified for all to see. He falls to his knees with grief and pounds the sands.

EURYBIADES (V.O.)

All of them gave their lives, not just for Sparta, but for Greece. For freedom. And the legend of what was done there has inspired.

He looks up again and notices an influx of Greeks coming from the wall. They grieve as well and begin to bury the dead where they lie. Kimon gathers himself and begins to do the same.

EURYBIADES (V.O.) (CONT'D)

On the lips of every Greek who has since stood against the invader were the words: "Remember Thermopylae"!

121 EXT. PLATAEA -- DAY

121

Eurybiades, fully armored, with shield and spear in hand, stands at the front of a large Spartan force of 40,000 men. Aristodemus stands at his side, wearing an eye patch.

EURYBIADES

And so we have gathered with our brother
Greeks to fight our common foe.
Together, in this ragged plain of
Plataea do we fight and die as free
men!

(Raising his Spear)

For Sparta! For law! FOR LEONIDAS!

The Spartans cheer at the tops of their lungs.

THE CAMERA PULLS BACK TO REVEAL THE SPARTANS AT THE CENTER OF A GREEK ARMY OF 110,000 MEN. At the distance, quickly rolling over hills like crude oil, is the Persian army, numbering 300,000 men.

Organized, the Greek army begins its march forward, with the Spartans leading the way from the center.

SUPER: ONE YEAR AFTER THERMOPYLAE, WITH ONLY ONE THIRD THE FORCE OF THE PERSIANS AND THE NAME OF LEONIDAS AND HIS 300 SPARTANS ON THEIR LIPS, THE GREEKS DEFEATED XERXES' ARMY AT THE BATTLE OF PLATAEA AND FORCED HIM FROM THEIR LANDS FOREVER.

FADE TO BLACK...

SUPER: "...AND DYING, DIED NOT."

FADE OUT:

THE END.