

THEME AND CREDITS

FADE IN:

AN AZURE SKY FILLS THE SCREEN... CAMERA DROPS DOWN to an ESTABLISHING SHOT of a ROMAN AMPHITHEATER...

INSERT TEXT -

"2000 years ago... Ladies Day."

A crowd ROARS...

EXT. ARENA - CONTINUOUS - CLOSE ON

A STONE WALL... A GLADIATOR SLAMS against it and jumps clear, just as...

A LONG SWORD BLADE SLASHES DOWN, its tip sparking and gouging the stone -- if he hadn't scrambled, it would have sliced him in half.

The CAPACITY CROWD on its feet, thrilled by the action!

This the main event, a ferocious title match between two major stars, a "Thracian", lightly armed and agile, and a "Hoplomacus", the bulldozer of the Roman arena, heavily armored with a huge sword and a massive shield. Both fighters wear elaborate, plumed helmets with visors that conceal their faces.

The Thracian prances around the Hoplomacus -- dancing, taunting, showing off, rope-a-doping him...

THE LADIES in the crowd watch, eyes riveted to the Thracian -- they adore him.

But something is wrong. His footwork is sloppy, too showy.

His timing is off...

The Hoplomacus knows it... and bides his time...

A PAIR OF LADIES watch, enthralled, sighing with the Thracian's every delicious move, oblivious to his sloppy technique...

But their HUSBANDS are disgusted by his performance. One of them tips an imaginary cup to his lips, indicating "He's been drinking again". His bud nods in agreement.

On the main dais the wealthy SENATOR sponsoring the games watches, while his overly bejeweled, elaborately coifed WIFE munches off the head of a candied sparrow on a stick, as she follows the action raptly.

The Thracian ducks in, blade cutting and flashing, dazzling the fans with the panache that got him here...

But it's too little, too late...

The Hoplomachus makes his move, BODY SLAMMING him with his heavy shield. The Thracian flies back, SPRAWLING in the sand, losing his sword and helmet...

As one, the ladies in the stands howl in dismay...

And now we see the Thracian's handsome, if somewhat puffy face. He tries to roll out -- but he's too slow -- A BIG FOOT STOMPS DOWN on his chest, pinning him to the sand...

A SWORD POINT at his throat.

The fight is over.

The amphitheater goes dead silent as the Thracian raises his hand in sign of supplication and request for mercy.

AS ONE the ladies in the stands shout...

LADIES
NOOOOOOOO!

Their thumbs all pointed UP!

But a deep chorus of boos rises up from the men...

MEN
BOOOOOOOO!

Their thumbs unanimously pointed DOWN.

THE TWO LADIES, thumbs held high...

WIVES
LIFE!... LET HIM LIVE!... SPARE
HIM!

THEIR HUSBANDS, their thumbs thrust down

HUSBANDS
Kill him!... Send the bum to Hades!

Back on the dais, the senator must decide. He glances over at his Senatorial CRONIES and sees...

THEIR THUMBS pointed down to a man.

He extends his hand, about to join them... but suddenly...

HIS FACE CONTORTS in TREMENDOUS PAIN... He looks down at his groin, sees...

HIS WIFE'S HAND, slipped under his toga, obviously vice gripping his nuts...

She stares at him stonily, the thumb on her other hand pointed UP...

He hesitates -- she SQUEEZES harder -- he stifles a scream -- and shoots his thumb...

UP!

The ladies in the stands scream with relief... The men groan and boo.

HUSBAND
(to his pal)
I hate ladies day.

The Hoplomachus grunts his disgust at his fallen adversary and walks away, saluting the crowd...

The Thracian, utterly disgraced, picks himself up out of the dirt and staggers out, head hung low, as the women shout his name, one last time...

WOMEN
Antonius!... Antonius!

And the men hurl down insults and refuse...

HUSBAND
Go back to Greece! BOOOOO!

The Thracian staggers out from the scene of his many triumphs and final disgrace, as derision, fruit rinds, and god knows what rain down on him... and the CAMERA RISES to the...

AZURE SKY

INSERT TEXT -

"Five Years Later... Greece"

CLOSE ON -

A simple drawing (in classic Hellenistic style) of a lovely naked girl... CAMERA WIDENS TO REVEAL...

AN IDYLIC SCENE - LATE AFTERNOON

On a ridge overlooking a beautiful valley a fluffy, perfectly groomed little flock of sheep graze contentedly... as their lonely young SHEPHERD (16) longingly contemplates the girl on the scrap of papyrus...

But his private moment is disturbed by a distressed bahhh...

THE SHEPHERD

Chloe, stop biting your sister!

Chloe bahhhs at him.

THE SHEPHERD (CONT'D)

I don't care who started it.

Another sheep scampers away... munching the piece of papyrus.

THE SHEPHERD (CONT'D)

Daphne, give that back!

He chases after her, but stops when he hears...

A *CLANKING, METALLIC SOUND*...

A moment later the shepherd peers over the cliff and sees...

A long line of SOLDIERS moving along the mountain trail below, their heavy armor clashing as they march...

GRUFF SERGEANT'S VOICE

Move it, you slugs! Pick up the pace!

THE SHEPHERD

(terrified)

Macadamians.

(to his sheep, in a whisper)

We'd better hide in the cave...
Come on.

As he leads them away CAMERA HOLDS and FOCUSES ON the city of Ipidus, nestled in the valley below.

EXT. OUTSIDE IPIDUS - DAY

A caravan of MERCHANTS trudges toward the city. One of their robes opens slightly, revealing burnished armor glinting underneath.

EXT. THE PALACE OF IPIDUS - CONTINUOUS - ESTABLISHING

INT. PRINCESS PENELOPE'S ROOM - CONTINUOUS

KING PENUS, a noble old philosopher king, confronts his beautiful, high strung daughter, PENELOPE.

PENELOPE

Oh, Father, you're so frigging liberal about everything -- except me!

PENUS

Penelope, you're almost sixteen. You have to marry for the good of the state.

PENELOPE

But I want to have lovers!

PENUS

You can have lovers AFTER you're married.

EXT. THE CITY GATE - CONTINUOUS

The caravan approaches the gate. A friendly IPIDIDIAN SOLDIER steps out to greet them.

IPIDIDIAN SOLDIER

Isn't this a gorgeous day?

MERCHANT

Well... don't lose your head about it.

IPIDIDIAN SOLDIER

Hmm?

The merchant whips out his sword and SLICES OFF the soldier's head. The other merchants draw their swords and slaughter the other guards.

BACK IN THE PRINCESS' ROOM - CONTINUOUS

PENELOPE AND PENUS, still arguing

PENELOPE

I'm not marrying anyone unless I'm totally in love with them!

PENUS

Your mother said the same thing -- but she married me and was perfectly happy.

PENELOPE

Then why did she run off with a centaur?

PENUS

She didn't run off -- she rode off-- I mean she was carried off.

PENELOPE

Yeah, right.

BACK AT THE GATE - CONTINUOUS

The Macadamians SLAUGHTER the Ipididian guards and take control of the gate. The merchant puts an ox horn to his lips and blows.

The Macadamian army charges over the hill...

BACK IN PENELOPE'S ROOM - CONTINUOUS

PENUS

What about Prince Porus of Sparta?

PENELOPE

Ewww! He's so hairy!

PENUS

Or King Garth of Gaul?

PENELOPE

He's sixty!

PENUS

But he looks fifty.

PENELOPE

I'd rather cut off my breast and become an Amazon!

PENUS

Penelope!

Clashing swords and horrible death screams are heard outside.

PENELOPE

What's that?

She rushes to the window.

In the courtyard below, Macadamians butcher the household guard.

PENELOPE (CONT'D)

Macadamians!

PENUS

That's impossible! I just signed a treaty of eternal friendship with King Rufus!

PENELOPE

Oh, Father, you are such a pussy!

EXT. A MOUNTAIN PATH - LATER

The Shepherd hurries his flock along.

THE SHEPHERD

Come on, guys.

In the b.g. smoke rises from the city, and the distant clamor of battle is heard.

THE SHEPHERD (CONT'D)

Never mind those flowers, Deborah... Chloe, move your chops!

Suddenly, we hear pounding hooves...

A troop of Macadamian OFFICERS rides up. A highly militaristic race, bent on enslaving anybody they can get their hands on, they are dressed in absurdly macho Graeco-Roman armor. Their LEADER raises his hand... and they pull to a halt.

He stares at the little flock of sheep. A huge muscle man with a thick black beard, he carries a big German broadsword and wears an eye patch over one eye. He is known as "THE WOLF".

THE WOLF

What a pretty little flock.

The Macadamians chuckle. They know their commander's peculiar sexual preference.

THE WOLF (CONT'D)

Take them.

The sheep baa, afraid... but the Shepherd bravely steps in front of them, a sling twirling in his hand.

The Macadamians laugh at him.

The Shepherd FIRES!

The stone ZOOMS THROUGH THE AIR...

And hits the Wolf RIGHT BETWEEN THE EYES...

The Macadamians gasp as their general reels back in his saddle... but then... he sits back up, grinning, a trickle of blood dripping from the wound.

THE WOLF (CONT'D)

Kill him.

The sheep scatter, baaing in panic... as the Shepherd turns and runs for his life, pursued by a pair of soldiers.

A moment later he scrambles out onto an outcropping of rock... There's nowhere else to run. He turns to face his pursuers, sling twirling...

He shoots... but they easily deflect the stone with their shields... and close in for the kill.

It's over. The Shepherd backs up to the very edge of the precipice... Better to leap and end it quickly. He closes his eyes... ready to jump into oblivion... when he suddenly hears...

A deep BAHHHHH

C.U. THE SHEPHERD, his eyes alive with hope

AN UNKNOWN POV -

CHARGING out onto the precipice, STRAIGHT TOWARD the soldiers...

ANGLE FROM BELOW THE PRECIPICE -

We hear A THUMP, and Soldier 1 SOARS screaming off the cliff...

ANOTHER THUMP, and the Soldier 2 sails off...

A moment later the Shepherd embraces...

HECTOR, a gorgeous big horned ram.

THE SHEPHERD

Thanks, Hector.

Hector baas...

A moment later they stand together gazing down at...

The grassy plain below, where the flock, baaing forlornly, is led toward the city by the Wolf and his soldiers.

EXT. INSIDE THE GATES OF IPIDUS - DAY

The battle is over, but carnage and body parts are everywhere. The blood soaked Macadamian soldiers line up in formation... as a procession enters the city. First a few raggedy looking out of sync KETTLE DRUMMERS, then TRUMPETERS without trumpets, but making cheesy trumpet noises through their fists, then several trampy looking MAIDENS strewing rose petals.

Finally, RUFUS THE WORST, King of the Macadamians, rides in on a sedan chair carried by half a dozen dusty, exhausted LITTER SLAVES.

Rufus, a greasy little despot with an absurdly curlicued beard, wearily raises his bejeweled little finger.

VOICE

ALTO!

The slaves stop, set his chair down with an ungraceful thump, and collapse, exhausted.

LITTER SLAVE

(barely able to speak)

Water.

RUFUS

Hmm? Don't mumble.

LITTER SLAVE

Water!

RUFUS

I gave you water yesterday. What are you, a sponge?

Rufus' bald, obsequious, EUNUCH SLAVE gets down on his hands and knees, making a step. Rufus steps down.

The Wolf snaps his fingers at the army, who snap more or less to attention.

MACADAMIAN ARMY
(in semi-unison)
Hail, Rufus, Tyrant of Macadamia!

Rufus bends down and picks up... A DISMEMBERED HAND.

RUFUS
Did somebody lose this?

The soldiers chuckle. Rufus improves.

RUFUS (CONT'D)
Can I give you a hand?... How many fingers am I holding up?... I'm a manicurist. Here's a sample of my work...

The laughing soldiers bang their spears against their shields with jolly appreciation. Rufus tosses the hand aside.

THE WOLF
Majesty, the city is yours.

RUFUS
You've made a nice mess of the place as usual... And how is the delectable Princess Penelope? Still... in one piece?

THE WOLF
You'll have to check for yourself, Sire.

RUFUS
You're such a sleaze.

THE WOLF
Takes one to know one.

INT. THRONE ROOM OF THE PALACE - DAY

Penelope and King Penus stand before Rufus, who lounges on the throne, the Eunuch serving as his footstool. His GENERALS stand around, grinning, revealing an dazzling assortment of rotten and missing teeth.

PENUS

What about our treaty of
friendship?

RUFUS

If you can't screw your friends,
who can you screw?

The Eunuch and the generals chuckle on cue.

PENUS

USURPER!

GENERALS

(mockingly)

Ooooooooooooo.

RUFUS

Penus, you're a senile old
geezeball, but I like you, and when
I like a guy, there's nothing I
won't do for him. That's why I'm
going to take that useless lump of
baby fat off your hands.

PENUS

My daughter?

RUFUS

By Zeus, he's quick... I'm going to
marry the little slut, pop a bun in
her oven. What do you say?

PENUS

I'd rather die than see her married
to low life Macadamian scum like
you.

RUFUS, that hit home

PENELOPE, terrified for her father

RUFUS

Suit yourself.

(snaps his fingers at
the Wolf)

Have you met the Wolf? He was a
famous gladiator in Rome before he
joined my staff. He killed over two
hundred men in the arena... but
what made him famous was the way he
did it. He'd split them right down
the middle... into two equal
halves.

PENUS
Absolutely equal?

RUFUS
Um-hmm.

PENUS
Even the...?
(points to his groin)

RUFUS
One ball per.

The generals wince at the thought.

The Wolf draws his huge sword, and we immediately recognize it and the way he handles it... He was the Hoplomachus in the opening scene.

PENUS
You can kill me, but you'll never rule this city. The gods won't allow it, and the people won't stand for it!

RUFUS
The gods don't exist, and the people are sheep.

He gives the nod. The Wolf draws back his sword. Penus closes his eyes, stands bravely, ready to die.

PENELOPE
WAIT!
(throws herself in front of her father)

Rufus signals halt.

PENELOPE (CONT'D)
(drops to her knees)
I'll... marry you.

PENUS
Penelope!

PENELOPE
Shut your pita hole, Father!
(to Rufus)
But there are two conditions.

RUFUS
Natch.

PENELOPE

One, that you do not harm my
father...

RUFUS

And two?

PENELOPE

That you spare the city from rape
and pillage.

A groan of protest from the generals. Rufus holds up his hand
for silence... and gets it.

RUFUS

And if I agree to these terms
you'll marry me... willingly?

PENELOPE

(suppressing her
revulsion)

Yes.

RUFUS

Deal! Dad!

He gives Penus a hug.

EXT. ROAD - DAY

The Shepherd and Hector trudge along a Cyprus lined road.

THE SHEPHERD

We've got to save the girls... but
who's going to help us? I'm just a
shepherd boy.

Hector baas.

THE SHEPHERD (CONT'D)

I'm hungry, too.

Up ahead they see a tavern... In the b.g. a group of
boisterous characters approach from the other direction.

INT. TAVERN - MOMENTS LATER

A dark, smoky room... The Shepherd and Hector approach the
TAVERN OWNER, a kindly man.

THE SHEPHERD

Excuse me, sir, but we're hungry.

TAVERN OWNER
(looks them over)
No money?

The Shepherd shakes his head no.

TAVERN OWNER (CONT'D)
Can you chop wood?

The Shepherd nods, starts for the woodpile.

TAVERN OWNER (CONT'D)
Eat first, son. Sit down. I'll fix
you up.

He sits at a table and looks around... He is the only
customer in the place, except for...

A DRUNK, empty wine cup knocked over, snoring into his folded
arms at a table in the far corner.

Suddenly, raucous laughter is heard. Five SLAVE DEALERS enter
the tavern... dressed in black leather, manacles and swords
dangling from their belts.

SLAVE DEALER 1
So I dismembered him and sold him
for parts!

They laugh. The Tavern Owner sides up to the Shepherd.

TAVERN OWNER
(a whisper)
Slave dealers. Hide yourself.

SLAVE DEALER 1
Bring us wine! And be quick about
it.

SLAVE DEALER 2
Business will be brisk in Ipidus.

SLAVE DEALER 1
Nobody sacks a city like Rufus.

The Shepherd slips under the table with Hector.

SLAVE DEALER 2
(sniffs)
Do you smell something?

SLAVE DEALER 3
(sniffs)
Sheep!

They see... The Shepherd and Hector creeping towards the door.

SLAVE DEALER 1

Well well well, I could use a new fleece.

SLAVE DEALER 3

And you can always sell a boy.

The Shepherd BOLTS for the door, but Slave Dealer 5 gets there first and blocks his way, laughing like a demented idiot, which is exactly what he is. The Shepherd backs against the wall, fumbling with his sling...

But a calm, slurry voice speaks from the corner...

VOICE

Hey, why don't you leave the kid alone?

The slave dealers slowly turn and stare into the corner where the drunk, now awake, looks at them. He's dirty, bleary-eyed, unshaved, dressed in a threadbare, stained old tunic... but we recognize him as...

The Thracian from the opening fight. His name is ANTONIO ANTONIUS.

SLAVE DEALER 1

Well well well, a hero.

ANTONIO

Not really. I'm just a concerned, in touch with his feelings sort of a guy, who thinks that slave dealers are feces in human form. But I love your outfits.

SLAVE DEALER 1

A comedian, huh?

They start closing in on him...

ANTONIO

(stands)

I used to be in show biz...

SLAVE DEALER 1

Really?

ANTONIO
(gives them "the look")
But I was more into the "We who are
about to die salute you" stuff.

SLAVE DEALER 1
A gladiator?

ANTONIO
Uh-huh.

SLAVE DEALER 1
(sees he's unarmed)
Gladiator... you need a sword.

ANTONIO
Not a biggie...

Slave Dealer 1 LUNGES -- Antonio deftly catches his hand...

ANTONIO (CONT'D)
I'll just use yours.

And RAMS the blade into the slave dealer's guts.

SLAVE DEALER 1
AHHHHH!
(dies)

SLAVE DEALER 2
(enraged)
HE WAS MY BROTHER!

ANTONIO
(indignantlly)
Oh, and I'm not?

Slave Dealer 2 attacks! Antonio easily parries his blows,
"chatting it up" while he fights.

ANTONIO (CONT'D)
Nice thrust!... Good backhand!...
You've got the hubris! You've got
the blood lust!
(holds sword out)
Don't run on my sword though...
Don't run on my sword!... Don't run
on my -- !

Slave Dealer 2 lunges forward -- right onto Antonio's sword.

ANTONIO (CONT'D)
Works every time.

Slaves Dealers 3 and 4 attack Antonio together.

ANTONIO (CONT'D)

Two at once, my fave!

He fights them both, completely relaxed, dancing, fighting with either hand... He rolls over a table, grabs up a wine cup, and sips while he duels.

ANTONIO (CONT'D)

Ummm, the Etruscan... or is it a Numidian?

THE SHEPHERD, watching, amazed... He's never seen anything like this.

The slave dealers slash and thrust... but Antonio effortlessly parries all their blows.

ANTONIO (CONT'D)

Good slice! Nice groin chop!... You guys could turn pro -- I'm serious-- but here's a pointer!

(stabs Slave Dealer 3)

And one for you!

(stabs Slave Dealer 4)

They slump over... dead. Antonio turns and faces Slave Dealer 5, who stares at him with a blank look of terror. Antonio holds out his blade.

ANTONIO (CONT'D)

Don't run on my--

Slave Dealer 5 flees out the door.

ANTONIO (CONT'D)

Hmmm... losing my touch.

Antonio bends down, and strips the money purses and valuables from the corpses... one of which twitches convulsively.

ANTONIO (CONT'D)

Don't be silly. You're dead.

While the Shepherd looks on, dazzled.

THE SHEPHERD

Thank you.

ANTONIO

Not a biggie.

Antonio throws a few coins on the table, drains the wine cup...

ANTONIO (CONT'D)
(to the owner)
The Numidian, right?

The Tavern Owner nods. Antonio goes out.

TAVERN OWNER
Do you know who that was?

The Shepherd shakes his head no.

TAVERN OWNER (CONT'D)
Antonio Antonius.

The Shepherd looks blank.

TAVERN OWNER (CONT'D)
He was the most famous gladiator in Rome... until he turned drunk.

THE SHEPHERD, getting an idea...

EXT. OUTSIDE THE TAVERN - CONTINUOUS

Antonio strides down the road, stretching out the painful kinks in his neck and sword arm.

ANTONIO
Oh... getting old.

The Shepherd and Hector come running after him.

THE SHEPHERD
Wait! Sir!
(catching up with him)
Were you really a gladiator?

Antonio just stares at him.

THE SHEPHERD (CONT'D)
I need your help.

ANTONIO
And you are...?

THE SHEPHERD
I am... I am...
(puffing himself up)
Prince Ajax of Ipidus.

ANTONIO
(not buying it for a
second)
Oookay.

THE SHEPHERD
A few hours ago my city was overrun
by the Macadamians. I fought my way
out and am now raising an army of
rebel gladiators to overthrow them.

ANTONIO
And how many "rebel gladiators"
have you raised so far.

THE SHEPHERD
Well... you were first on my list.

ANTONIO
Pardon my impudence, Your
Highness... but you look an awful
lot like a shepherd boy.

THE SHEPHERD
It's... my disguise.

ANTONIO
(leans in close,
sniffs him)
Very authentic.
(meaning Hector)
And your brother's got a heck of a
disguise... I'd like to help you
out, but... I'm retired. Good luck!

Antonio walks away. The Shepherd watches him go. It's just
all too much; his face scrunches up, and he collapses on the
ground, in tears.

Antonio, still walking, hears... wailing... He turns and
sees... the Shepherd, sitting in the dirt, crying his eyes
out. Antonio wants to walk away...

But he just can't do it...

THE SHEPHERD, his face streaked with dirt and tears...

ANTONIO (O.S.) (CONT'D)
Kid?

He looks up and sees... Antonio, standing over him.

ANTONIO (CONT'D)
You want to talk about it?

A moment later, sitting under a tree, the Shepherd pours out his soul.

THE SHEPHERD

You're right -- I'm not a prince --
I'm just a shepherd boy -- and the
Macadamians stole my flock -- I've
had them since they were lambs --
he's gonna do terrible things to
them -- I know it! I've got to save
them! I've just got to save them!
(sniffles)

ANTONIO, moved

ANTONIO

I know how you feel. I used to have
a dog. Gods, I loved that little
stinker. Then one day a chariot ran
him over, didn't even stop... and
it was a Macadamian chariot.
(wipes away a tear, makes
a decision)
Okay, kid... you've got yourself a
gladiator.
(hands him a leaf)
Here, blow your nose -- wait.
(blows his own nose first)
Here.
(hands it to him)

EXT. A MANGER - NIGHT - ESTABLISHING

INT. THE MANGER - CONTINUOUS

Antonio and the Shepherd lie in hay, surrounded by sleepy chickens, a horse, an ass, a cow, some goats...

ANTONIO

The girls, the money, the massages--
I'm talking a full hour with feet,
buttocks, the works. Man, I had it
all.

THE SHEPHERD

What happened?

ANTONIO

Got too cocky...stopped going to
the gym... partied every night.
(sadly)
One day I fought this new guy...
(MORE)

ANTONIO (CONT'D)

and I pissed myself... That's life though, right? You win some. You lose most of 'em.

(closes his eyes for sleep)

'Night, kid... Hey, I don't even know your name.

THE SHEPHERD

I... don't have one.

ANTONIO

(shocked)

What?

THE SHEPHERD

My parents both died before I was born.

ANTONIO

That's a neat trick. Who raised you?

THE SHEPHERD

My step uncle.

ANTONIO

He must call you something.

THE SHEPHERD

(ashamed)

Dunghead.

ANTONIO

(indignant)

Dunghead? Dunghead! You're a sensitive, more or less intelligent kid. Your step uncle's a jackass!

The JACKASS brays indignantly.

ANTONIO (CONT'D)

(to the ass)

Sorry, no offense... Tomorrow, we give you a name.

(closes his eyes)

'Night, kid.

THE SHEPHERD, thrilled

INT. PENELOPE'S ROOM - NIGHT

PENELOPE, surrounded by her bevy of HANDMAIDENS, all very upset

HANDMAIDEN 1
Do you really have to marry him,
Mistress?

HANDMAIDEN 2
He's just so...

HANDMAIDEN 3
Repugnant!

HANDMAIDEN 4
And odious!

HANDMAIDEN 5
And greasy!

HANDMAIDEN 2
And... his beard!

They shake their hands, shiver, and "Ewww" in disgust!

Handmaiden 5 rushes in.

HANDMAIDEN 6
He comes!

HANDMAIDENS
Ewwwww! Don't say that!

A *beat* later Rufus and the Wolf enter, and see...

The handmaidens, posed indolently around their mistress.

Rufus kisses Penelope's hand. She treats him like dirt... He loves it.

RUFUS
I've sent to Macadamia for a high
priest. We'll be married in the
morning.

PENELOPE
(horrified)
Tomorrow?

A suppressed "Ewww!" from the handmaidens.

RUFUS
Why wait?

PENELOPE, getting an idea

PENELOPE

You know, Rufie, I want to get this wedding shit over with as much as you do. But a lot of people are saying that you're just a vile Macadamian upstart unworthy of a high born Ipididian princess.

RUFUS

Are they?

PENELOPE

If you were to marry me in the right way -- I mean a traditional Ipididian ceremony, with all the trimmings -- then that would shut them all up... and make me very happy.

RUFUS

And what does this traditional wingding entail?

PENELOPE

Oh, nothing much... It doesn't have to be as Babylonian as my cousin Leona's wedding, but we'll need an Egyptian caterer, and a Persian florist. Oh, and I've simply got to have Phoenician wine goblets with matching finger bowls and bud vases...

THE SAME - TEN MINUTES LATER

RUFUS, glazed over... as Penelope winds down

PENELOPE

With Alpine fruit ices, and hand embroidered Dalmatian dessert napkins with little scarab napkin rings that everyone can take home. And... that should do it.

RUFUS

This all sounds... a bit pricey.

PENELOPE

Duh.

INT. CORRIDOR - MOMENTS LATER

Rufus and the Wolf leave Penelope's room.

THE WOLF
Who's conquering who?

RUFUS
It's called... foreplay.

THE WOLF
I say just grab 'em by the wool and
stuff it in.

RUFUS
I'll keep that in mind.

BACK IN PENELOPE'S ROOM - MOMENTS LATER

Penelope stands in her window, gazing at the stars, and
praying.

PENELOPE
Oh Gods, if you're up there, we
could use a little help.

EXT. OUTSIDE THE MANGER - MORNING

Disheveled, hair and fur matted with straw, Antonio, the
Shepherd, and Hector step out into the blazing morning
sunlight.

THE SHEPHERD
Did you come up with it yet?

ANTONIO
(hungover and irritable)
Huh?

THE SHEPHERD
My name.

ANTONIO
Don't start bugging me until I've
drunk my breakfast.

Antonio takes out a pair of tinted rose colored glasses, puts
them on. The Shepherd chuckles at his appearance.

ANTONIO (CONT'D)

What? You've never seen shades before? Everybody in Rome wears them.

The Shepherd chuckles.

A moment later they approach the public fountain, where several LOCAL GIRLS collect water.

THE SHEPHERD

So, what's our plan?

ANTONIO

Plans. You know why I hate plans? You've got to come up with one, then you've got to refine it, then everyone else has to put their two cents in, and then, just when you've got it all worked out -- it always goes wrong. The key to success is to skip the plan and just go with your gut until you die trying... or succeed... Hi, girls.

The girls react with disgust, put the water pots on their heads, and walk away. Antonio looks at his reflection in the water... It's pretty scary.

ANTONIO (CONT'D)

Whoa! Okay, first thing we've got to do is improve our image.

THE SHEPHERD

How?

ANTONIO

Hmmm. I've got a friend. Her husband is just about my size.

He draws his sword... twirls it... and cuts a bunch of flowers from a flower pot.

EXT. A HOUSE - MOMENTS LATER

The Shepherd and Hector watch... as Antonio, carrying his bouquet, approaches the door and knocks. He gives the Shepherd a wink. The front door opens.

A HOUSEWIFE opens the door.

ANTONIO
(turning on the charm)
Remember me?

She checks to make sure no one is watching... and YANKS him inside.

THE SAME - AN HOUR LATER

The Shepherd and Hector, still waiting. The front door opens.

The Housewife checks to make sure no one's watching... and shoves Antonio out.

But now he's looking sharp, shaved, dressed in a new tunic and carrying a bundle of clothes.

EXT. BY A STREAM - DAY

The Shepherd wears a fancy embroidered tunic that's a couple sizes too big for him. Antonio lounges by the stream, sipping from a wineskin.

ANTONIO
Our problem is that we need to recruit fighters, but nobody's going to join up with a washed up gladiator and a nameless shepherd boy.

THE SHEPHERD
It's too bad I'm not really a prince.

Antonio studies him for a moment... gets an idea.

ANTONIO
Hmmmmm.
(draws his sword)
This won't hurt a bit.

THE SAME - MOMENTS LATER - CLOSE ANGLE ON

The Shepherd's hair, in a pile on the ground.

THE SHEPHERD, his hair shorn into a short, princely cut
Antonio and Hector admire his new look.

ANTONIO

Not bad... Not bad at all... but it
still needs... something.

He gets another inspiration... takes off his gladiator
armband, pries it open, bends it into a good looking crown...
and sets it on the Shepherd's head.

ANTONIO (CONT'D)

Now we're talking!
(bows)
Sire.

THE SHEPHERD

But... how does a prince behave?

ANTONIO

Like anybody else, only he eats
more pomegranates than most people,
and he's kind of smug about it.

The Shepherd adopts a haughty, slightly idiotic expression.

ANTONIO (CONT'D)

That's it! Perfect!... but now...
you need a name. Something short
and sexy... Regal, but not
snotty...
(after a moment)
Hero... Prince Hero... What do you
think?

The Shepherd beams -- he LOVES it.

EXT. A ROAD - DAY

Antonio, the Shepherd (now called THE PRINCE) and Hector
march over the top of a hill where they see...

A walled villa in the valley below.

ANTONIO

There it is, my old alma mater,
Marcus' Gladiator School For Boys.

Antonio bends down and fills his empty coin purse with
pebbles from the road.

ANTONIO (CONT'D)

Remember, just look princely. Let
me do all the talking. I know
Marcus' weakness.

EXT. THE ARENA IN THE SCHOOL - DAY

TWO GLADIATORS fight in the school's arena, a "Mirmillo", armed with short sword and shield and a "Retiarius" with trident and net. The fighting is fierce, expert, very professional. Antonio and the Prince enter, then stand watching. Antonio grins, enjoying this, like a former quarterback watching his old team practice.

The Mirmillo catches the net on his sword and gives it a yank, pulling the Retiarius off balance, then knocking him to the ground. He puts his sword to the trident fighter's neck then looks up to...

MARCUS, a gruff, seventy year old gym teacher type, the master of the school. Marcus grunts, then gives a thumbs down. The sword fighter stabs.

BLOOD SPURTS!

A horrible groan!

The dying gladiator's legs kick like a chicken, then go limp...

The Prince turns away, mortified... as we hear a gruesome death rattle.

ANTONIO, grinning, enjoying this immensely

Marcus walks out to the center of the arena.

MARCUS

Okay, not bad, not bad. Good kill.
How do you feel, Gracchus?

GRACCHUS

Not bad. Pretty good. Got some
tension in my rotator cuff, but I
feel good.

MARCUS

(to the dead gladiator)
How 'bout you, Pete?

PETE

(opens eyes)
I feel okay.

MARCUS

Nice legwork. Lighten up on the
pigs blood. Less is more.

PETE

'kay.

MARCUS

And the death rattle. It should be more basso profundo. Like this.

(does it)

Try it, everybody.

The dozen or so assembled GLADIATORS all do a death rattle.

MARCUS (CONT'D)

Remember, make it look real and the fans won't know the dif.

ANTONIO (O.S.)

Hi, Marcus.

Marcus turns, sees him.

MARCUS

(after a beat, delighted)

Androcules!

ANTONIO

Antonio.

Marcus embraces him with rough affection.

MARCUS

You're still alive! You're still alive!

(pulls him out into the arena)

Class, this is, uhhh...

ANTONIO

Antonio.

MARCUS

That's right! He was my student, uhhh... When was it?

ANTONIO

Twelve years ago.

MARCUS

Twelve years ago!

(amazed)

And he's still alive! He's still alive!

The gladiators murmur, very impressed.

MARCUS (CONT'D)
Weren't you famous or something?

ANTONIO
For a minute.

MARCUS
So what are you doing now?

ANTONIO
I'm a drunk.

MARCUS
(very impressed)
He's a drunk!

THE GLADIATORS, very impressed

ANTONIO
A very rich drunk.

Antonio shakes his pebble filled purse...

MARCUS, eyeing it greedily

ANTONIO (CONT'D)
(puts his arm around
Marcus)
And I'd just like to say, that this
guy made me what I am today.

He gives Marcus a BIG FAT KISS.

GLADIATORS
(touched)
Awww...

MARCUS
(wiping a tear from
his eye)
Okay, okay.
(to the gladiators)
Six thousand push-ups. Go!

The gladiators groan, drop to the ground, start doing push-ups.

MARCUS (CONT'D)
Let's have a drink.

ANTONIO
Brilliant!

They walk arm in arm to a canopied table.

MARCUS

So you've come back for the
refresher course?

ANTONIO

Not exactly.

MARCUS

You could start an Alumni
Association!

ANTONIO

Maybe... maybe.

They sit at the table. Marcus claps his hands.

LUCINDA, a tall, athletic type with a more than slightly
hostile attitude, approaches. Antonio can't take his eyes off
her.

MARCUS

(treats her like dirt)
Wine.

Lucinda turns to get it.

ANTONIO

She's... incredible.

MARCUS

(sotto voce)
Been here about a year. Wants to be
a gladiator.
(snickers at her)

Lucinda comes back, brusquely clunks down wine cups, starts
to pour. Antonio gives her his most irresistible smile...
which she easily resists... while... Marcus greedily eyes
Antonio's bulging money purse.

ANTONIO

Marcus, this is Prince Hero of
Ipidus.

The Prince smiles haughtily.

MARCUS

(bowing, a sucker for
royalty)
Oh.

ANTONIO

The Prince would like to purchase
some gladiators.

MARCUS
(rubbing hands greedily)
I'm honored, Your Majesty.

ANTONIO
His city's been infested with
Macadamians and he wants to shoo
them out.

MARCUS
How many gladiators would you like?

ANTONIO
As many as you can spare.
(shaking his purse)
Money... is no object.

LUCINDA, listening, keenly interested

MARCUS
Well, I'm a little light on
inventory right now, but I could
give you a nice discount on ten of
my best for say, oh... Eighty-five
thousand sesterces.

ANTONIO
Eighty-five thousand?
(slaps the table)
Done!

The Prince looks shocked. Lucinda knows that Marcus is ripping them off. Marcus and Antonio laugh heartily. Antonio drains his cup. Marcus leaves his untouched... but refills Antonio's.

MARCUS
Will that be cash or jewels?

ANTONIO
Marcus, tell you what... I remember
you as a sporting man. It's such a
paltry sum, eighty-five thousand,
I'll flip you for it, double or
nothing.

MARCUS
(after a beat)
Why not?

They laugh again, then clink their glasses.

MARCUS (CONT'D)
And may the best man win!

ANTONIO
He always does.

Antonio drains his cup. Marcus refills it.

IN A CLOSE ANGLE we see Marcus slip a pair of special coins from his belt.

MARCUS
(flips a coin)
Call it!

ANTONIO
Heads.

MARCUS
(beat, looks at it)
It's tails! You owe me one hundred
and seventy thousand sesterces!

ANTONIO
A pittance!

Marcus and Antonio laugh uproariously... The Prince looks stunned... Antonio starts to open his purse, stops.

ANTONIO (CONT'D)
Let's do it again!

MARCUS
Why not?
(fills Antonio's cup)

ANTONIO
I'll flip this one.

MARCUS
No no no, you're my guest -- I
insist!
(flips it)
Call it!

ANTONIO
Tails!

MARCUS
It's... heads! You owe me three
hundred and forty thousand
sesterces!
(fills Antonio's cup)

THE SAME - TEN MINUTES LATER

Antonio is smashed. Marcus pretends to be.

MARCUS

Tails!

You owe me forty-three million five hundred and twenty thousand sesterces!

THE PRINCE, horrified

ANTONIO

Forty-three million! Lunch money!
Once more!

Marcus is suddenly cold stone sober.

MARCUS

Nope.

ANTONIO

Where's your school spirit?

Marcus just stares at him.

ANTONIO (CONT'D)

Let's... have some more wine.
(reaches for it)

MARCUS

(pulls away the pitcher)
After you pay me.

Marcus holds out his hand.

ANTONIO

Uh, didn't I say tails on that last
one?... I'm sure I said tails.

Marcus just stares at him, his palm held out for payment.
Antonio puts his purse in his hand.

ANTONIO (CONT'D)

Keep the change. Don't even bother
to count it.

Marcus opens the purse and dumps the pebbles out onto the
table. He glowers at them.

ANTONIO (CONT'D)

Ah, I can see that you've never
seen uncut Chaldean emeralds
before.

EXT. FRONT DOOR OF THE SCHOOL - A MOMENT LATER

Hector grazes outside as the heavy wooden door is thrown open. The Prince runs out, followed immediately by Antonio, carried bodily by Gracchus and Pete.

ANTONIO

There are things more important
than money, Marcus!

They HEAVE him through the air. Antonio lands in an undignified heap in the dirt.

MARCUS

Don't come back!
(SLAMS the door shut)

ANTONIO

Some mentor, Marcus! Some father
figure you turned out to be!

The Prince and Hector walk down the road away from the school. Antonio catches up with him, puts his arm around the Prince.

ANTONIO (CONT'D)

Don't sweat it, kid. A minor
setback. Not a biggie.

THE PRINCE

(shucks his arm off,
near tears)
YOU'RE JUST A STUPID DRUNK!

ANTONIO, that hit home

THE PRINCE (CONT'D)

We're never going to rescue the
flock.
(walks away)

ANTONIO

Kid... wait up.
(follows him)

Behind them, through the following, we see a bundle thrown over the wall of the gladiator school. Someone leaps over the wall, drops to the ground, grabs the bundle, and jogs after them. It's Lucinda.

ANTONIO (CONT'D)

Look, this whole thing was a bad
idea. You're right, I am just a
drunk...

(MORE)

ANTONIO (CONT'D)

and let's face it, nobody's going to believe that you're really a prince...

LUCINDA

Prince Hero, wait!

She catches up with them and drops to her knees at the Prince's feet.

LUCINDA (CONT'D)

I want to join you.

Antonio and the Prince share a surprised take.

ANTONIO

Look, honey, we appreciate the offer -- really -- but we were looking for someone a little more hairy and muscular.

LUCINDA

(draws her sword)

Test me.

ANTONIO

That's school property you've got there.

THE PRINCE

(firmly)

Test her.

ANTONIO

(surprised by this new tone)

But, Your Highness--

THE PRINCE

Do as I command, you drunken cur!

ANTONIO

(miffed)

Ooookay.

(draws his sword)

But don't blame me if somebody gets hurt --

Lucinda ATTACKS. Antonio barely parries a couple of lightning thrusts, then she kicks him in the shins, expertly knocks him to the ground, puts the sword to his throat... and looks to the Prince.

THE PRINCE

Well done! What is your name?

She turns to the Prince, leaving Antonio lying in the dirt.

LUCINDA

Lucinda.

THE PRINCE

Join us, Lucinda.

LUCINDA

Thank you, Your Highness.

THE PRINCE

But we must raise more fighters.
Where would you suggest we go?

LUCINDA

Pugnasium... I've heard that it is
rife with mercenaries.

ANTONIO

(dusting himself off)
Don't you mean "ripe" with
mercenaries?

THE PRINCE

We march to Pugnasium!
(to Antonio)
And YOU... are not to take another
drop of wine... on pain of death.

ANTONIO

(shocked)
What? Whoa whoa whoa whoa -- that
was not part of our deal --

THE PRINCE

(to Lucinda)
If he drinks again... kill him.

She nods... and the look she gives Antonio leaves him no
doubt that she'll do it.

The Prince strides down the road. Lucinda follows him.

Antonio follows her.

ANTONIO

Hey, congrats on making the team.

She ignores him.

ANTONIO (CONT'D)

Where did you learn to fight like that?

LUCINDA

I had twelve brothers.

ANTONIO

Ah... My name is Ant--

LUCINDA

I know who you are. I saw you fight many times.

ANTONIO

(very pleased)

Really? What did you think?

LUCINDA

I thought you were a good upper middle range fighter with a considerably overblown reputation.

ANTONIO

So you weren't... a huge fan?

LUCINDA

I was there the day you fought the Wolf.

ANTONIO

Not my Thermopylae, I'll admit. But we're all human, and to fail, to fall on your face, to utterly humiliate yourself in a totally abject manner... is very human.

LUCINDA

You were stinking drunk.

She strides on ahead, following the Prince.

END OF SAMPLE