

"CLEOPATRA: QUEEN OF KINGS"

BY

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FADE IN:

EXT. DESERT - EVENING

A vast and foreboding desert, nothing but emptiness for miles.

A vicious SANDSTORM blows across the desert sands.

Crawling through the desert, we see a YOUNG WOMAN, late teens, impossibly beautiful.

She looks tired, ragged and worn down as she fights against the fury of Mother Nature.

Before the YOUNG WOMAN, we see something appear. Almost like a mirage, an OLD WOMAN appears and the SANDSTORM begins to calm down.

The OLD WOMAN stands over the YOUNG WOMAN.

OLD WOMAN

Child, one such as you does  
not belong on the ground like  
a beast.

The YOUNG WOMAN is dazed and confused as she stares into the eyes of the OLD WOMAN.

YOUNG WOMAN

Who are you?

OLD WOMAN

I come before you to remind  
you of who you are.

The YOUNG WOMAN continues to crawl.

YOUNG WOMAN

I am no one.

The OLD WOMAN shouts at the YOUNG WOMAN.

OLD WOMAN

Rise!

The YOUNG WOMAN ignores her.

OLD WOMAN

I will not pick you up child.  
You must do that for yourself.

A GUST OF WIND suddenly blows up at the YOUNG WOMAN.

She begins to lift herself to her feet.

The YOUNG WOMAN looks at the OLD WOMAN. It is hard to discern her appearance in the low light.

YOUNG WOMAN

What do you want from me?

OLD WOMAN

For you to be able to find the strength that I know you possess. The strength to inspire, to lead, to rule.

The YOUNG WOMAN turns away.

YOUNG WOMAN

Then you know nothing of me.

The SANDSTORM slowly begins to return.

OLD WOMAN

In time, a man will appear to you. You will follow him and he will follow you and you shall live as gods.

The SANDSTORM is nearly in full swing again. The OLD WOMAN is walking into the distance.

The YOUNG WOMAN watches her leave.

YOUNG WOMAN

You are mad!

OLD WOMAN

Make them remember who you are.

The OLD WOMAN is gone.

The SANDSTORM is back to full force. The YOUNG WOMAN struggles to walk through it.

Suddenly, we can hear the HOOVES of HORSES running across the sand.

THREE MEN ON HORSEBACK appear through the wind and sand. They are shrouded in rags like Bedouin or nomads. The leader, DEMETRIUS, steps forward.

DEMETRIUS

Take her.

The other men dismount from their horses.  
They take the YOUNG WOMAN, who is too weak to fight.  
They ride off through the SANDSTORM.

CUT TO:

EXT. ENCAMPMENT - EVENING

A large tent enclosure in the desert wilderness.

INT. ENCAMPMENT - EVENING

A dark tent. We can hear activity coming from various areas in the encampment.

The YOUNG WOMAN awakens.

A LEERING MAN stands over her.

He picks her up.

He sniffs her.

LEERING MAN  
You smell foul.

He gropes her breasts.

LEERING MAN  
(CONT'D)  
But you have your uses.

The YOUNG WOMAN struggles against his advances.

YOUNG WOMAN  
Take you're disgusting hands  
off me you filthy dog!

LEERING MAN laughs.

He picks up a VIAL filled with a STRANGE LIQUID.

He forces the liquid down her throat.

LEERING MAN  
This should make you  
more...agreeable.

The YOUNG WOMAN begins to look tired.

LEERING MAN carries her into a corner, the corner is full of DRUGGED WOMEN.

He drops her into the pile of flesh and then leaves.

The YOUNG WOMAN falls into a deep trance as the bodies of the other women mingle with her own.

CUT TO:

EXT. ENCAMPMENT - EVENING

In the distance we can see a huge procession of INFANTRY and CAVALRY. As they near, we see that they are ROMANS.

A GROUP of MEN exit the MAIN TENT, led by DEMETRIUS.

The lead Roman Soldier, RUFIO, rides towards the group.

RUFIO  
Who is in charge here?

DEMETRIUS steps forward.

DEMETRIUS  
I am.

RUFIO looks at the storm clouds brewing in the sky.

RUFIO  
Your food and water will now  
become our food and water.

DEMETRIUS looks angered.

DEMETRIUS  
Says who?

RUFIO empties a BAG OF GOLD COINS in front of DEMETRIUS.

RUFIO  
Says Julius Caesar of Rome.

DEMETRIUS bows.

INT. ENCAMPMENT - EVENING

A large group of ROMAN SOLDIERS enjoy the hospitality of DEMETRIUS who has prepared a banquet.

RUFIO approaches DEMETRIUS.

RUFIO  
Caesar wishes to confer with  
you.

DEMETRIUS  
As Caesar commands.

INT. CAESAR'S TENT - EVENING

A luxurious tent, decorated in Roman riches. Seated at a table is JULIUS CAESAR, early fifties, powerful and noble looking.

DEMETRIUS enters.

CAESAR  
Ah, our generous host! Please  
join me.

DEMETRIUS sits across from CAESAR.

DEMETRIUS  
I had heard of your campaign  
here in the east great Caesar.  
However, there is not much in  
the desert for you to conquer.

CAESAR  
Nothing but sand. I see you  
have made a home here for  
yourself in spite.

DEMETRIUS  
Not of my choosing great  
Caesar.

CAESAR is curious.

CAESAR  
Really?

DEMETRIUS  
I am descended from the  
Seleucid dynasty.

CAESAR understands.

CAESAR

I see. Then perhaps you and I  
share common goals.

DEMETRIUS

If your goal involves the  
removal of Ptolemy from  
Alexandria then, yes, we share  
common ground.

The LEERING MAN enters the tent followed by an  
ASSORTMENT of DRUGGED WOMEN.

CAESAR looks upon the women.

CAESAR

Ah, your hospitality knows no  
bounds Demetrius.

The DRUGGED WOMEN begin to dance for CAESAR and  
DEMETRIUS.

Among the group, is the YOUNG WOMAN.

DEMETRIUS

Anything for you great Caesar.

SERVANTS pour wine for CAESAR and DEMETRIUS.

CAESAR

I hear Ptolemy has decided to  
renew past histories with your  
people.

DEMETRIUS

Yes, we seek only peace but  
since his rule, Ptolemy has  
continued to drive my people  
further back from these  
regions.

CAESAR

And I seek only the  
unification of the free world.  
But enough talk of business.  
I must retire for the evening.

DEMETRIUS points to the WOMEN.

DEMETRIUS

Perhaps Caesar would like his evening to end on a more pleasurable note?

CAESAR scans the WOMEN. He notices the YOUNG WOMAN.

CAESAR

Perhaps.

LEERING MAN takes a hold of the YOUNG WOMAN and escorts her into CAESAR'S PRIVATE AREA.

CAESAR

(CONT'D)

We shall reconvene in the morning Demetrius. Consider our options.

DEMETRIUS

As you command great Caesar.

DEMETRIUS leaves.

INT. CAESAR'S PRIVATE AREA - EVENING

The YOUNG WOMAN is seated on the edge of the bed. She is trance like.

CAESAR enters.

He sits next to the YOUNG WOMAN.

CAESAR

My, you are quite beautiful.

He strokes her face.

He runs his fingers through her hair.

She suddenly SLAPS CAESAR in the face.

YOUNG WOMAN

How dare you handle me in such a manner!

CAESAR seems amused.

CAESAR

I had heard tales of women  
such as you but now that I see  
you...

The YOUNG WOMAN backs away from CAESAR.

CAESAR

My dear...I mean you no harm.

She is very aggressive in her tone.

YOUNG WOMAN

I do not fear you.

CAESAR is surprised.

CAESAR

Then why do you recoil so?

YOUNG WOMAN

Because you smell.

CAESAR laughs.

CAESAR

Yes, well, days of travel  
through desert heat and sand  
does tend to gather a little  
sweat.

CAESAR now seems curious of the YOUNG WOMAN, observing  
her poise.

CAESAR

You carry yourself differently  
from the other women. Your  
poise is more elegant, more  
refined. Where are you from  
originally?

YOUNG WOMAN

I am from nowhere.

CAESAR

Do you have a name?

YOUNG WOMAN

I give my name only to those  
who are fit to hear it.

CAESAR stands up.

CAESAR

Very well, I must retire for the evening. I will send for a chaperone to escort you back to your encampment.

The YOUNG WOMAN changes her tone.

YOUNG WOMAN

Why have you come here?

CAESAR

Perhaps if you feel more inclined to offer a little information to me then I may in return offer some to you.

The YOUNG WOMAN hangs her head.

YOUNG WOMAN

My name is Cleopatra.

CAESAR

Cleopatra?

CLEOPATRA

(quietly)

Yes.

CAESAR

That name would not be welcome around here.

CLEOPATRA

No, it would not. And now, tell me, why you are here.

CAESAR

To spread the word of Rome. To enlighten the peoples of the world, uniting them under the common banner of freedom and knowledge.

CLEOPATRA

So, you are here to invade.

CAESAR

I said nothing of the sort.

CLEOPATRA

You need not. There are many people in this world who would wish to remain as they are and as they were, free of the intrusions from others.

CAESAR now looks very interested in CLEOPATRA.

CAESAR

You sound very wise for a vagabond girl.

CLEOPATRA is angered.

CLEOPATRA

How dare you insult me so!

CAESAR takes hold of CLEOPATRA.

CAESAR

Who are you? Where do you come from?

CLEOPATRA fights against his strength.

CLEOPATRA

Unhand me!

CAESAR let's go of CLEOPATRA.

CAESAR

I am no fool. I know of Ptolemy and the exile from Alexandria of his sister, Cleopatra.

CLEOPATRA hides her face, as if she is ashamed.

CAESAR holds a hand out to CLEOPATRA.

CAESAR

I am not here to invade nor to force myself upon you. But I do seek settlement in areas of injustice.

CLEOPATRA looks at CAESAR.

CLEOPATRA

What do you mean?

CAESAR

I have heard the rumours of your brother and his cruelty. These people who shelter us now are also subject to his unfairness. I seek to rectify the situation. Rome was the executor of your father's will. He would not be best pleased at the decline in reputation.

CLEOPATRA looks concerned.

CLEOPATRA

These people will kill me if they discover who I am.

CAESAR

I forbid it. You are now under the protection of Rome. Demetrius will do as I command.

CLEOPATRA

You are certainly a man of many words, but action is the requirement here. Not talk.

CAESAR

And you shall have it.

CLEOPATRA closes in on CAESAR.

CLEOPATRA

Tell me great Caesar, why do you wish to help me?

CAESAR

I told you so.

CLEOPATRA

And I too, am no fool. A man of your great power does not travel half the world to settle squabbles not of his making. Egypt has many riches.

CAESAR

Indeed.

CLEOPATRA

Then we can settle upon this.  
Reseat me on the throne of  
Egypt, and you, in return  
shall have the foundation of  
Egypt with which to continue  
the growth of your great Rome.

CAESAR

You certainly do not waste  
time on negotiation. I admire  
that in a man, but from a  
woman doubly so. It is agreed  
then. I shall arrange for my  
servants to tend to your needs  
for the evening.

CLEOPATRA

Thank you.

CAESAR

I must now take my leave of  
you, your majesty. Good  
night.

CAESAR exits.

CLEOPATRA stands, she takes one of Caesar's robes and  
drapes it over her shoulders.

CUT TO:

INT. CAESAR'S TENT - MORNING

CAESAR is writing on parchment at his table.  
DEMETRIUS is seated across from him.

DEMETRIUS

To think, she was in my midst  
all this time and I never  
knew. The Queen of Egypt,  
dancing before me like a  
wanton harlot! Ha!

CAESAR

I will enjoy less of that talk  
Demetrius. Whilst Cleopatra  
is here, she will remain in my  
charge.

DEMETRIUS seems wary.

DEMETRIUS

What of Ptolemy?

CAESAR

If you are suggesting that we  
arrange some sort of deal...

DEMETRIUS

I'm merely considering our  
options.

CAESAR hears people approaching from outside.

CAESAR

I think we will discover  
momentarily just how limited  
our options are, Demetrius.

Entering the tent is RUFIO, he is followed by MARK  
ANTONY, late thirties, strong and handsome.

Following ANTONY is OCTAVIAN, early twenties, lanky  
and arrogant looking. OCTAVIAN is accompanied by his  
Admiral, AGRIPPA.

ANTONY

Hail Caesar!

CAESAR

Antony, what news do you  
bring?

ANTONY

As we had assumed, Pompey  
sought refuge in the house of  
Ptolemy.

CAESAR seems eager at hearing the news.

CAESAR

And?

OCTAVIAN stands in front of ANTONY.

OCTAVIAN

And he is dead Caesar.

CAESAR slumps in his chair.

ANTONY presents POMPEY'S RING to CAESAR.

CAESAR holds POMPEY'S RING in his hand.

CAESAR  
(sighs)  
Pompey.

OCTAVIAN is oblivious to CAESAR'S dismay.

OCTAVIAN  
I thought it would please you  
Caesar?

ANTONY steps forward.

ANTONY  
And so did Ptolemy. The  
circumstances behind Pompey's  
passing were...undignified.

CAESAR waves his hand.

CAESAR  
I need hear no more.

OCTAVIAN is insistent.

OCTAVIAN  
Great Caesar, Pompey was a  
traitor to you and to Rome.  
Do not pity him.

CAESAR snaps.

CAESAR  
That is no reason to forget  
the man's memory. Yes, Pompey  
had his failings but he at  
least deserved an honourable  
end. Not to be bandied about  
as some kind of bargaining  
chip. Like some piece of meat  
to be auctioned between greedy  
farmers.

DEMETRIUS stands before ANTONY and OCTAVIAN.

DEMETRIUS  
Ptolemy and his advisors are  
diseased men, not fit of the  
mind.

ANTONY  
(to CAESAR)  
What course of action then  
great Caesar?

CAESAR sighs.

CAESAR  
Why else have we travelled the  
world Antony? To wage war.

OCTAVIAN seems pleased.

OCTAVIAN  
Great Caesar, Agrippa has our  
armada prepared, ready to  
strike at the Egyptian fleet  
based at Alexandria.

ANTONY is in disagreement with OCTAVIAN.

ANTONY  
(to CAESAR)  
My infantry can attack the  
palace from the land.

ANTONY points to a map.

ANTONY  
(CONT'D)  
These positions will make  
suitable vantage points for an  
assault against the city.

CLEOPATRA (O.S.)  
Then your men will be crushed  
before they even have a chance  
to flee.

Everyone turns to face CLEOPATRA as she enters the  
tent.

She is now cleaned up and far more regal looking than  
her previous appearance.

CAESAR rises.

OCTAVIAN is the only man who does not notice her  
beauty.

OCTAVIAN  
Who is this?

CAESAR bows before CLEOPATRA.

CAESAR  
Your majesty.

CLEOPATRA walks towards the map of Egypt.

CLEOPATRA  
I am Cleopatra, kindred of  
Horus and Ra, daughter of Isis  
and rightful heir to the  
throne of Egypt.

DEMETRIUS smiles through his teeth.

DEMETRIUS  
And sire of the Ptolemaic  
dynasty.

CLEOPATRA addresses DEMETRIUS sternly.

CLEOPATRA  
I, Demetrius, am not my  
brother. He has declared his  
own authority. Not mine.

ANTONY looks on, stunned by CLEOPATRA'S beauty.

OCTAVIAN looks ignorant, dismissive of CLEOPATRA.

OCTAVIAN  
Anyway, we have matters not  
befitting of a woman to  
discuss. So if you'll please.

CLEOPATRA is not amused by OCTAVIAN'S blatant sexism.

CLEOPATRA  
Matters that will see you the  
laughing stock of Ptolemy's  
forces.

CLEOPATRA points to the map.

CLEOPATRA  
(CONT'D)  
Your map is as old as your  
antiquated ways.

OCTAVIAN is offended.

OCTAVIAN

How dare you address the heir  
to Caesar in such a manner!

CAESAR interrupts.

CAESAR

Enough. Cleopatra, please,  
indulge us.

CLEOPATRA points to various areas of the map.

CLEOPATRA

The positions you suggest for  
attack are directly in the  
path of garrisons belonging to  
Ptolemy's mercenary hordes.

CLEOPATRA now points to different areas of the map.

CLEOPATRA

(CONT'D)

I suggest these areas in order  
to flank the garrisons. This  
will distract the enemy,  
allowing a surprise attack on  
the palace.

OCTAVIAN laughs.

OCTAVIAN

A foolhardy approach. My  
assault from the sea is more  
than adequate to defeat  
Ptolemy.

CLEOPATRA

On the contrary, it is  
overkill. You will waste time  
and effort better suited to a  
land attack.

OCTAVIAN

Nonsense!

ANTONY interrupts.

ANTONY

She could be right Octavian.

CAESAR enters the group.

CAESAR

Ptolemy is prone to bouts of hubris. He believes himself untouchable. He will not be as well defended on land as he is at sea. I will not risk the unnecessary destruction of the armada.

AGRIPPA bows before addressing CAESAR.

AGRIPPA

My lord, there will be no unnecessary destruction. The Egyptian flotilla will be devastated.

CAESAR is decided, swayed by CLEOPATRA.

CAESAR

I have made my choice.

OCTAVIAN bows.

OCTAVIAN

Very well, your word is final my lord.

CAESAR

Antony, you and Rufio shall prepare your divisions for the attack.

DEMETRIUS bows before the group, including CLEOPATRA.

DEMETRIUS

I too, offer my services Caesar. I owe much to Ptolemy. I am eager to repay him in kind.

CLEOPATRA

I will lead your men into the attack.

CAESAR approaches CLEOPATRA.

CAESAR

Your majesty, I must object to your involvement in this campaign.

CLEOPATRA

Object all you want Caesar. I have been denied my throne for far too long. I will not be denied any longer.

CUT TO:

EXT. ENCAMPMENT - AFTERNOON

We see the ROMAN INFANTRY and ROMAN CAVALRY preparing to march out.

ANTONY inspects the troops accompanied by RUFIO.

RUFIO

Do you believe Caesar is committing more than is worth for Egypt?

ANTONY

There is much to be gained in an alliance between Rome and Egypt Rufio.

ANTONY notices CLEOPATRA entering CAESAR'S TENT.

ANTONY

(CONT'D)

Much indeed.

INT. CAESAR'S TENT - AFTERNOON

CLEOPATRA enters.

CAESAR motions to his SERVANTS.

CAESAR

Please, leave us.

The SERVANTS leave.

CLEOPATRA

Your men do not hold me in high regard.

CAESAR

(sarcastic)

You must excuse us poor, uncivilized, Roman barbarian's majesty. We are too busy squabbling over scraps of meat and coins of silver and gold to be concerned with the place of women in society. Other than in preparing food and housecleaning of course.

CLEOPATRA takes a seat.

CLEOPATRA

I cannot say that such ignorance causes me any distress. My beliefs do not permit it.

CAESAR

And what are your beliefs?

CLEOPATRA

Whilst I was in the desert, a woman came to me in a vision. I thought her mad at the time but have since changed my opinion.

CAESAR

How so?

CLEOPATRA

She said that I would meet a man. A man who would help me rise from the ashes that I had reduced myself to. I now believe the old woman to be Isis, in human form.

CAESAR

Your god?

CLEOPATRA approaches CAESAR.

CLEOPATRA

Yes. She proclaimed that I would follow a man who would in turn follow me.

CAESAR nears CLEOPATRA.

CAESAR

I follow no-one other than my  
own free will.

CLEOPATRA laughs.

CLEOPATRA

And who says I was referring  
to you?

CAESAR stands close to CLEOPATRA now.

CAESAR

You enter my quarters as if  
you were already Queen. You  
flaunt yourself to me, begging  
my help in returning you to  
past glories reminiscent of  
your kings of old. Yet you do  
not offer me any gratitude in  
return.

CLEOPATRA stands firm before CAESAR.

CLEOPATRA

How dare you!

CAESAR grabs CLEOPATRA.

CAESAR

No, how dare you!

CAESAR kisses CLEOPATRA.

CLEOPATRA pulls herself away.

CLEOPATRA

I thought women were good only  
for preparing food and  
housecleaning?

CAESAR holds CLEOPATRA firmly in his arms.

CAESAR

They have other uses also.

They kiss each other passionately.

CUT TO:

INT. OCTAVIAN'S TENT - EVENING

OCTAVIAN paces back and forth. His tent is decadent and opulent in its decoration.

AGRIPPA is seated at a table.

OCTAVIAN

I would think him a madman if he did not hold the will of all Rome.

AGRIPPA

But you know that is not so, sir.

OCTAVIAN

True, the Senate has been restless of late.

AGRIPPA

Brutus and Cassius grow weary of their positions. They believe Caesar wishes to be proclaimed Emperor soon.

OCTAVIAN takes a seat at the table.

OCTAVIAN

There will no sooner be a king in Rome than their will be in Egypt. I know what that whore thinks. Luring him into her spider's web of mysticism and deceit. I know her plans. She has already ensnared the will of Caesar. Even the fool Antony listens to her...counsel.

AGRIPPA

What do you suggest?

OCTAVIAN

We will take Egypt as Caesar commands. We will take her and burn her to the ground.

CUT TO:

INT. CAESAR'S PRIVATE AREA - EVENING

CAESAR and CLEOPATRA are in bed together.

CAESAR

I am envious of your youth.  
This old body is not what it  
once was.

CLEOPATRA

You are strong.

CAESAR

But I will not last forever.

CLEOPATRA

Isis proclaims that you and I  
will live as gods.

CAESAR

And I am sure we will in the  
afterlife. It is the during  
life that I am concerned with.

CLEOPATRA

You have lived life well.

CAESAR

But yet I have no legacy to  
leave upon this world. It is  
Octavian who is to carry on my  
name.

CLEOPATRA

You have no son's?

CAESAR

More than anything do I desire  
a son to carry on my name. To  
carry the glory of Rome to the  
world.

CLEOPATRA holds CAESAR'S hand.

CLEOPATRA

Then it shall be so.

They kiss.

INT. CAESAR'S TENT - EVENING

ANTONY enters. He is greeted by a SERVANT.

ANTONY  
I must speak with Caesar.

INT. CAESAR'S PRIVATE AREA - EVENING

CAESAR is now robed.

CLEOPATRA is still in bed.

ANTONY stands in the doorway, as CAESAR approaches him, he sees CLEOPATRA in the bed. The two briefly make eye contact.

CAESAR  
Yes Antony, what is it?

ANTONY  
Caesar, Octavian has returned to his armada.

CAESAR  
His childish strops tire me.  
Let him huff as he pleases.  
What of your divisions?

ANTONY  
Rufio is preparing our men to march. We shall be in Alexandria within two days.

CAESAR  
Good. Then let me not keep you from your duties Antony.

ANTONY bows.

ANTONY  
Thank you Caesar.

ANTONY leaves.

CAESAR returns to the bedroom. CLEOPATRA sits up in the bed.

CLEOPATRA  
Problems?

CAESAR

My nephew has seen fit to take  
leave of his duties. We shall  
set out for Alexandria come  
dawn.

CLEOPATRA

And then I shall be Queen  
again.

CAESAR

Indeed you shall.

CUT TO:

EXT. DESERT - DAY

The ROMAN INFANTRY march in formation as the sun beats  
down heavily upon them.

DEMETRIUS leads his NOMAD WARRIORS.

The ROMAN CAVALRY is led by RUFIO.

In front of RUFIO, rides ANTONY.

At the front is CAESAR, on horseback, wearing his  
ceremonial battle armour. CAESAR is wearing POMPEY'S  
RING around his neck.

CLEOPATRA rides by his side. She is also wearing  
battle armour.

EXT. RIVER NILE - AFTERNOON

The ROMAN ARMY reach the vast expanses of the River  
Nile.

CAESAR looks on in amazement.

CLEOPATRA

Beautiful is it not?

CAESAR

Not as beautiful as you,  
majesty.

CUT TO:

EXT. MEDITERRANEAN SEA - EARLY EVENING

A HUGE ARMADA of ROMAN WARSHIPS sit restlessly on the open sea.

EXT. OCTAVIAN'S WARSHIP - EARLY EVENING

AGRIPPA, standing up on deck, scans the horizon.

He goes below deck.

INT. OCTAVIAN'S CABIN - EARLY EVENING

OCTAVIAN lounges, eating grapes and drinking wine.

AGRIPPA enters.

AGRIPPA

Sir, we are ready to begin  
upon your command.

OCTAVIAN

Then I command you.

AGRIPPA bows and leaves.

OCTAVIAN continues to eat and drink.

CUT TO:

EXT. ALEXANDRIA - EVENING

The ROMAN ARMY march over a hill and we finally see ALEXANDRIA, a large walled city.

It is glorious to behold, except for the FLAMES we can see licking at the city from the sea.

ANTONY

Fire! In the city!

RUFIO

Who attacks?

CAESAR looks furious.

CAESAR

Octavian.

In the distance, we see OCTAVIAN'S ARMADA on the harbour.

CLEOPATRA charges out towards the city.

CAESAR  
Cleopatra, wait!

ANTONY rears his horse and rides out after her.

CLEOPATRA charges at great speed now, towards the city.

CLEOPATRA  
My city will not burn!

CAESAR looks on at the city. RUFIO and some LIEUTENANTS prepare BATTLE FORMATIONS amongst the ROMAN ARMY.

CAESAR  
(to RUFIO)  
March out.

RUFIO nods and shouts commands to the LIEUTENANTS, who in turn command the ROMAN INFANTRY and ROMAN CAVALRY.

The ROMAN ARMY move onwards to the city.

DEMETRIUS shout orders to his troops. They are less structured in formation than the Romans but that does not make them any less dangerous.

ANTONY catches up with CLEOPATRA.

ANTONY  
My lady, we must fall back  
behind the line!

He points towards the CITY WALLS, something is approaching ANTONY and CLEOPATRA. Fast. A HUGE CLOUD OF SAND is created by whatever it is.

We hear the sound of HUNDREDS OF HOOVES RUNNING. As the HUGE CLOUD OF SAND gives way, we see PTOLEMY'S CAVALRY. They charge towards ANTONY and CLEOPATRA.

CLEOPATRA rides out to meet them. ANTONY follows behind her.

She is a woman possessed. She draws her SWORD, hacking and slashing wildly into her attackers.

ANTONY does his best to keep them off CLEOPATRA'S back.

RUFIO, leading the ROMAN CAVALRY charge as fast as they can towards ANTONY and CLEOPATRA'S position.

They soon overtake ANTONY and CLEOPATRA, the ROMAN CAVALRY clashing against PTOLEMY'S CAVALRY like crashing waves upon rocks.

ANTONY and CLEOPATRA become lost in the sea of horse and man.

DEMETRIUS and his troops enter the fray.

ANTONY orders DEMETRIUS.

ANTONY  
Demetrius! Take your men out  
on the left flank!

DEMETRIUS nods, understanding. He leads his men around PTOLEMY'S CAVALRY.

On the BATTLEMENTS of the city, BALLISTA'S are being loaded by PTOLEMY'S ARMY.

HUGE SPEARS are fired from the BALLISTA'S into the ROMAN INFANTRY. They pierce through three, five, six men at a time. The ROMAN INFANTRY must briefly break formation to avoid the huge missiles.

CLEOPATRA is still fighting wildly against PTOLEMY'S CAVALRY.

ANTONY grabs CLEOPATRA by the arm.

ANTONY  
My lady, there will be a time  
for fighting but not when you  
are like this!

CLEOPATRA continues to strike out.

CLEOPATRA  
I will not allow my people to  
die!

ANTONY reassures her.

ANTONY

And they shall not! But we  
need your head on its  
shoulders, where it belongs!

CLEOPATRA regains herself and nods.

She and ANTONY return to RUFIO and CAESAR at the rear  
of the ROMAN ARMY.

CAESAR

(to CLEOPATRA)

My dear, are you okay?

CLEOPATRA

Not at all.

The BALLISTA assault continues from the city wall.  
There appear to be hundreds lined on the BATTLEMENTS,  
firing missile after missile into the ROMAN ARMY.

ROMAN ARCHERS return fire against the BALLISTA'S but  
are outmatched by sheer firepower.

PTOLEMY'S ARMY roll out CATAPULT'S on the TOWERS of  
the wall and propel LARGE ROCKS at the ROMAN ARMY.

We follow the LARGE ROCKS as they CRASH and SMASH into  
Romans and Ptolemites alike. MEN and HORSES are  
thrown through the air by the devastation.

CLEOPATRA looks to the LARGE GATE leading into the  
city.

CLEOPATRA

We must breach the gates!

CAESAR

Send out the turtle.

ANTONY smiles.

ANTONY

Send out the turtle!

DEMETRIUS and his troops attack PTOLEMY'S CAVALRY from  
the left flank, distracting their attention.

Soon, the TURTLE is revealed from the midst of the  
ROMAN ARMY. It is a formation of at least ONE HUNDRED  
SOLDIERS, protecting their bodies with their shields,  
creating a shell around them not unlike that of a  
turtle's shell.

Then another TURTLE emerges. And another. And another.

There are now FOUR TURTLES, marching forward.

The TURTLES smash through PTOLEMY'S CAVALRY and PTOLEMY'S INFANTRY. They CUT and STAB through spaces in their shields. PTOLEMY'S INFANTRY cannot pierce the shell of the TURTLE.

PTOLEMY'S CAVALRY charge at the TURTLES, but SPEARS are revealed through the body of shields, goring the HORSES as they approach.

The TURTLES march forward, taunting in defiance of PTOLEMY'S ARMY.

The TURTLES reach the LARGE GATE.

The front shielding of the FRONT TURTLE is lowered and BATTERING RAMS are revealed. They begin to smash through the gate.

ANTONY

We have them! Charge!

The combined ROMAN ARMY charges towards the LARGE GATE.

On the run, PTOLEMY'S CAVALRY and PTOLEMY'S INFANTRY begin to scatter, fear of the might of Rome has gripped them.

As the LARGE GATE is torn apart, the ROMAN ARMY begin to spill into the streets of the city.

DEMETRIUS leads his troops in first.

DEMETRIUS

To the palace! To the palace!  
We shall have vengeance!!

As CLEOPATRA enters the city, she is shocked to see the fire raging through the LIBRARY OF ALEXANDER.

She sees CITIZENS fleeing in panic from the blaze.

CLEOPATRA

We must help them!

CLEOPATRA rides out to the flames.

A SMALL CHILD is separated from her MOTHER by the flames.

CLEOPATRA leaps her HORSE through the flames. She bravely swoops the SMALL CHILD into her arms and places her in the SADDLE.

CLEOPATRA returns the SMALL CHILD to her MOTHER.

MOTHER

Thank you! Thank you!

ANTONY rides to the side of CLEOPATRA.

ANTONY

It is much too dangerous here,  
we must retreat from the  
flames before they spread.

CLEOPATRA

If my people suffer it then so  
shall I! Water! We need  
water!

CLEOPATRA rallies troops to action.

They gather as much water as possible to help douse the flames.

The battle continues in the streets of the city.

The PALACE is now swarming in the shapes and sounds of battle as DEMETRIUS leads his troops into combat against PTOLEMY'S ROYAL GUARD.

The fires in the city are now coming under control thanks to CLEOPATRA.

A united front of SOLDIERS and CITIZENS combine under CLEOPATRA'S leadership, bringing water to and fro.

CAESAR rides next to ANTONY. He admires CLEOPATRA as she continues to help put out the fires.

CAESAR

A born leader.

ANTONY

She simply cares for her  
people.

CAESAR

To think Antony, what Rome  
could do with a woman of her  
stature. Her glory.

ANTONY

Rome, Caesar? Or you?

RUFIO approaches CAESAR and ANTONY.

RUFIO

My lords, Ptolemy has been  
killed.

CAESAR

I did not give orders for  
this.

RUFIO

Demetrius, sir...

CAESAR

Very well, it is done, no more  
can be said of it. To the  
palace then.

CLEOPATRA returns to ANTONY and CAESAR.

ANTONY

Well done, my lady.

CLEOPATRA is distressed by the damage done to the city  
in the battle.

CLEOPATRA

There will need to be much  
rebuilding. People's homes,  
the great library...

CAESAR

In time. Now we must attend  
to other matters.

CLEOPATRA

Ptolemy?

ANTONY

Slain. Demetrius.

CLEOPATRA

I did not wish it, but  
Demetrius and his people  
deserved their vengeance.

They ride out to the PALACE.

EXT. PALACE - EVENING

We see a LARGE GROUP OF SOLDIERS, led by AGRIPPA and  
OCTAVIAN. They approach the PALACE.

They meet with CAESAR.

CAESAR dismounts from his horse and approaches  
OCTAVIAN.

CAESAR

Explain yourself.

OCTAVIAN

My lord, I had been tracking a  
contingent of Pompey's  
remnant. They were plotting  
an attack on the city. They  
set alight the flotilla in the  
harbour thus in turn burning  
the city.

CAESAR

(suspicious)

And this...contingent. Where  
are they now?

AGRIPPA

Perished, great Caesar. In  
the fire.

CAESAR stands before the entrance of the PALACE, his  
back to OCTAVIAN.

CAESAR

Octavian, you are to return to  
Rome at once.

OCTAVIAN is shocked.

OCTAVIAN

But Caesar, Egypt will require  
administration in its hour of  
need.

CAESAR

Do not question my authority  
Octavian! I have asked of you  
to return to Rome, do not have  
me insist.

OCTAVIAN bows.

OCTAVIAN

Very well, Caesar. I shall  
return at once.

OCTAVIAN signals to AGRIPPA. They leave the PALACE.

ANTONY approaches CAESAR.

ANTONY

Do you think Oct -

CAESAR

No more will be spoken of it  
Antony. I will also require  
of you to return to Rome soon.  
In my stead.

ANTONY

You are staying in Egypt my  
lord?

CAESAR looks at CLEOPATRA.

CAESAR

For the time being, yes.

CUT TO:

EXT. PALACE - DAY

CLEOPATRA stands on the steps of the palace, looking  
out at the city.

She is approached by two advisors, TOTH and  
APOLLODORUS.

TOTH

Your majesty! It fills my heart with joy to see you return to your people. Where you belong.

APOLLODOROUS

Much has changed since you were last here highness.

CLEOPATRA

Yes, and I intend to change it once more. For the better.

CUT TO:

INT. CLEOPATRA'S THRONE ROOM - DAY

A grand and overpowering chamber, its scale is enormous. There is a THRONE AREA at the far end of the chamber. Today, a glorious ceremony is taking place.

HUNDREDS OF PEOPLE are in attendance.

CLEOPATRA is seated on the throne.

Presiding over the ceremonies is CAESAR.

CAESAR

By the will of the Senate and the people of Rome, I hereby declare Cleopatra, kindred of Horus and Ra, daughter of Isis... Queen of Egypt.

CAESAR places the REGAL HEADDRESS upon CLEOPATRA.

Everyone, including CAESAR, kneel before her.

CAESAR

Hail Cleopatra! Hail the Queen of Egypt!

The PEOPLE cheer.

ANTONY looks at CLEOPATRA, she looks more beautiful than anything imaginable.

CUT TO:

INT. ALEXANDER'S TOMB - EVENING

CAESAR stands before the tomb of the legendary Alexander.

CLEOPATRA enters.

CLEOPATRA

Many times have I seen you stand before him.

CAESAR

He conquered the world at thirty two. I, at fifty two, now seek only for the world not to conquer me.

CLEOPATRA

What do you mean?

CAESAR

There are many in this world who would seek to destroy that which I have worked and fought so hard to achieve. Even in Rome itself, I am not without opposition. Squabbling delegates in the Senate fighting for power as a pack of hungry dogs would, fighting for a scrap of meat.

CLEOPATRA looks to the tomb.

CLEOPATRA

Alexander sought to rule the world from Egypt.

CAESAR

Yes, but I am not from Egypt.

CLEOPATRA

Does it matter where you are from? What matters are your dreams, your ambitions.

CAESAR

Age replaces ambition with cynicism. Believe me Cleopatra, ambition fades in time.

CLEOPATRA

But not kingdoms. A kingdom united under the common banner of freedom and knowledge. You said it yourself. One world. One people. It is your divine right.

CAESAR seems hesitant.

CAESAR

I am an old man Cleopatra, the ties that bind me have become too entwined with the hopes and dreams of others. Many in Rome have opposed my desire to rule as Emperor. My destiny it seems will not be fulfilled.

CLEOPATRA

Your destiny is no longer your own. It also belongs to me...and the life I now carry.

CAESAR looks surprised.

CAESAR

What do you mean?

CLEOPATRA

I am with child, Caesar. Your child. A child that will carry on your legacy. A son to fulfil your destiny. Our destiny.

CAESAR sounds hopeful at the thought.

CAESAR

A son to rule Rome after I have passed.

CLEOPATRA

A son to rule Rome, Egypt...the world.

They embrace each other.

CUT TO:

EXT. ROME - FORUM - DAY

The streets of ROME are cluttered with activity.

In the FORUM, stands a GROUP of SENATORS, amongst them are OCTAVIAN, BRUTUS and CASSIUS.

CASSIUS

It is true then?

BRUTUS

A boy.

OCTAVIAN

He and his Egyptian whore have named their son Caesarion. Little Caesar! What better name for one to sit upon the throne of Rome.

BRUTUS

There is no throne of Rome. Nor shall there ever be. Rome is a republic, and it shall remain so. Caesar can choose to remain a god in Egypt if he desires, but let his godly intent remain there along with his bastard and his...Queen of the Nile.

OCTAVIAN points to ANTONY, who approaches the group.

OCTAVIAN

(to BRUTUS)

The right hand of god approaches.

ANTONY stands before OCTAVIAN.

OCTAVIAN

Anyway, why would Caesar shame us poor mortals with his godly presence when he can send his servants to carry his word? A word that would have the freedom of our great republic removed.

ANTONY glares at OCTAVIAN.

ANTONY  
(to OCTAVIAN)  
Mind your tongue Octavian, it  
will likely have your head  
removed.

OCTAVIAN  
More likely your sword Antony,  
for it is sharper and quicker  
to obey the will of its  
master...wherever he may be.  
Rome? Egypt? Who knows.

ANTONY steps closer to OCTAVIAN. Intimidating.

ANTONY  
Does the news of Caesar's son  
upset you?

OCTAVIAN  
(defiant)  
Of course not.

ANTONY  
The way you talk suggests  
otherwise.

OCTAVIAN stands closer to the SENATORS.

OCTAVIAN  
Antony, I use my words where  
they are worth most. To the  
people of Rome. Remember  
that.

ANTONY walks after OCTAVIAN as the group disperse.

ANTONY  
(To OCTAVIAN)  
Octavian, the air is clean and  
fresh today. Might I suggest  
that for once in your life you  
breathe it in. Deeply.

CUT TO:

EXT. ALEXANDRIA - DAY

We can now see the city in the full light of day. Its scope is magnificent.

The fire damage has long since been repaired.

We can see the great lighthouse, the PHAROS, out on the HARBOUR.

INT. CLEOPATRA'S THRONE ROOM - DAY

CLEOPATRA looks out at the thriving city of Alexandria.

CAESAR approaches her.

In the background, we can see a young boy, CAESARION (aged 4-7), playing with the HANDMAIDENS.

CAESAR  
(to CLEOPATRA)  
Beautiful, is it not?

CLEOPATRA  
There is no place greater.

CAESAR  
Ah, but you have not seen Rome.

CAESAR points to CAESARION.

CAESAR  
(CONT'D)  
Our son has not yet seen Rome.  
Caesarion, come forth!

CAESARION runs to his father.

CAESAR  
A lesson for you my son.

CAESAR reveals POMPEY'S RING.

He places it on CAESARION'S FINGER.

CAESAR

(CONT'D)

What you do not let go, no-one  
can take from you. Remember  
that little king.

CAESARION

Thank you father.

CAESAR

Run along now, play.

CAESARION returns to the HANDMAIDENS.

CAESAR

Look at him, born to become a  
leader of men.

CLEOPATRA

Born to become a king.

CAESAR

I told you, that word is not  
tolerated in Rome.

CLEOPATRA

What do we have to fear  
Caesar? We seek only to  
enlighten and share.

CAESAR

Sharing is not something my  
associates are prepared to  
consider nor do very well even  
when prompted. I receive news  
daily from Antony, the Senate  
is not pleased at the state of  
affairs here.

CLEOPATRA

Let them bicker amongst  
themselves. Bring the power  
of Egypt to the people of  
Rome, show them the will of  
gods. The way the world could  
be and will be.

CAESAR is clearly smitten with CLEOPATRA.

CAESAR

You are a woman after my own  
heart.

CLEOPATRA

I thought I already had it?

CAESAR

You do my dear. You do  
indeed.

They embrace and look out at Alexandria.

CUT TO:

EXT. ROME - FORUM - DAY

The sun blazes down as HUNDREDS UPON HUNDREDS of  
CITIZENS line the streets.

At the steps beneath the Senate building, a THRONE has  
been erected.

Standing next to the THRONE on one side is ANTONY, on  
the other is OCTAVIAN.

Behind the THRONE are seated the MEMBERS OF THE  
SENATE. BRUTUS is amongst their number. Sitting  
beside BRUTUS is CASSIUS.

The SOUND OF THE MOB is deafening.

Something approaches.

We can hear a DEEP RUMBLE.

Soon, through the ARCH OF TITUS appear ONE HUNDRED  
EGYPTIAN CAVALRY.

They are pulling something behind them.

It soon appears through the arch.

A FIFTY FOOT GOLDEN SPHINX, an elaborate float  
constructed to present the majesty of Egypt to the  
people of Rome.

Seated upon the SPHINX FLOAT is CLEOPATRA, decorated  
in her most beautiful royal finery. Next to her is  
CAESAR, sitting between them is CAESARION.

The CITIZENS ROAR AND CLAP in celebration.

CASSIUS does not look pleased.

CASSIUS

This is in poor taste.

BRUTUS

I see no complaints from the  
mob Cassius. And in Rome, the  
mob makes all the difference.  
Not one man...or woman for  
that matter.

The SPHINX FLOAT approaches the THRONE.

OCTAVIAN looks on, unimpressed.

ANTONY is stunned by CLEOPATRA.

The SPHINX FLOAT soon stops.

CAESAR, followed by CLEOPATRA and CAESARION walk down  
the steps of the huge float.

CAESAR approaches the THRONE.

ANTONY and OCTAVIAN bow before him.

CAESAR takes his seat on the THRONE.

The CITIZENS cheer.

BRUTUS and CASSIUS look displeased.

ANTONY bows his head before CLEOPATRA and CAESARION.

OCTAVIAN bows only slightly.

CLEOPATRA and CAESARION kneel before CAESAR.

The CITIZENS cheer again.

CLEOPATRA gestures for CAESARION to approach the  
THRONE.

CAESAR lifts CAESARION and places him on his knee.

There is an EVEN LOUDER CHEER from the CITIZENS.

OCTAVIAN tries to hide his disgust.

CUT TO:

EXT. CAESAR'S VILLA - EVENING

CAESAR'S VILLA is a beautiful sight to behold. It  
overlooks the River Tiber and gives off a cool glow in  
the evening light.

INT. CAESAR'S VILLA - MEETING CHAMBER - EVENING

CAESAR paces through the room. He looks impatient.

CLEOPATRA is seated in the middle of the room.

Surrounding her are MEMBERS of the SENATE, including BRUTUS and CASSIUS.

ANTONY and CLEOPATRA make eye contact. They smile ever so slightly at each other.

CAESAR

Must I ask the permission of the Senate every time the people of Rome require tending to? Like a child begging to his parents for a treat?

CASSIUS stands.

CASSIUS

Are you, Caesar, suggesting that the Senate no longer debate the welfare of Rome? Are you suggesting an end to the process of Roman law, an end to democracy?

CAESAR

No one has strived harder for Roman law and democracy than I. I make the law Cassius. I debate the welfare of Rome and its people! Else you can remove this meaningless title of dictator that you have pinned to me like some merit badge for good behaviour.

BRUTUS stands.

BRUTUS

Surely Caesar recalls the symbolic nature of the title bestowed upon him? Honouring himself above all men. Indicating your willingness to put your people before even you. To serve Rome.

CAESAR

I have served all of my life  
in the name of Rome, Brutus.  
I have brought half of the  
world under the rule of Rome.  
Most of you owe your fortunes  
and your lives to me.

CAESAR sits on the THRONE.

CAESAR

(CONT'D)

And now, you will owe me as I  
command. You will appoint me  
Emperor of Rome.

The SENATORS stand in shock. ANTONY breaks the  
silence.

ANTONY

(to CAESAR)

Might I suggest great Caesar,  
the day has been long and the  
hour is now late.

CASSIUS exits along with BRUTUS.

CASSIUS

(to BRUTUS)

Too late for Rome.

The SENATORS leave the room.

ANTONY bows before CLEOPATRA.

ANTONY

On behalf of all, gracious  
majesty, I thank you for your  
generous hospitality.

CLEOPATRA rises.

CLEOPATRA

They resent my presence here.  
That is why they deny Caesar  
what is rightfully his.

CAESAR laughs.

CAESAR

My divine right? Let us see  
the Senate debate that.

CAESAR leaves the room.

ANTONY  
(to CLEOPATRA)  
Are you sure of what Caesar  
wants, of what he really  
wants?

CLEOPATRA  
I do not speak for Caesar.

ANTONY  
But your gods, it seem, do.  
Goodnight, your highness.

ANTONY leaves.

CLEOPATRA stands alone.

CUT TO:

EXT. CAESAR'S VILLA - GARDEN - DAY

CLEOPATRA sits in the garden.

CAESARION plays with the HANDMAIDENS. He runs right  
into OCTAVIAN who is entering.

OCTAVIAN  
Careful little Caesar, you'll  
do yourself an injury.

CLEOPATRA stands.

CLEOPATRA  
Caesar is not here.

OCTAVIAN  
Yes, I can see that.

OCTAVIAN walks around the garden.

OCTAVIAN  
(CONT'D)  
So, how does the splendour of  
Rome compare to your Egypt?

CLEOPATRA  
I consider both a home to  
myself and my son.

OCTAVIAN steps closer.

OCTAVIAN  
You really shouldn't.

CLEOPATRA stands firm.

CLEOPATRA  
I don't like your tone  
Octavian.

OCTAVIAN  
Why, I'm merely implying that  
Caesar does not like to sit  
still these days. It seems he  
makes his home wherever he  
lays his sword to rest. Or is  
that Antony's sword? Or yours  
perhaps?

CLEOPATRA  
I would like very much for you  
to leave now.

OCTAVIAN smirks.

OCTAVIAN  
I shall not keep you...Queen.  
Tell uncle I was looking for  
him.

As he leaves, he gestures to CAESARION who runs  
through the gardens.

OCTAVIAN  
(CONT'D)  
Lovely little boy, isn't he?  
He shouldn't run very far.  
Rome is very large, many  
places to become lost and  
alone.

CAESARION smiles to OCTAVIAN.

CLEOPATRA looks fearful for the first time.

CLEOPATRA  
Caesarion, come to me.

CAESARION runs to CLEOPATRA.

OCTAVIAN laughs to himself and leaves.

CUT TO:

INT. CAESAR'S THRONE ROOM - EVENING

CLEOPATRA is seated.

CAESAR, followed by ANTONY, enters the room.

CAESAR does not look pleased.

CAESAR

They test my patience Antony.

CLEOPATRA stands and approaches CAESAR.

CLEOPATRA

What has happened?

CAESAR laughs to himself.

CAESAR

They have declared me Emperor,  
dear. Emperor of all the  
world! Ha ha!

CAESAR sits on his throne.

ANTONY approaches CLEOPATRA.

ANTONY

The Senate have granted Caesar  
position of Emperor for  
anywhere other than Rome.

CAESAR sighs.

CAESAR

I am tired of these  
meaningless titles!

CLEOPATRA puts her hand on CAESAR'S shoulder.

CLEOPATRA

Do not let this defeat you  
Caesar. Accept the Senate's  
offer.

CAESAR shakes his head.

CAESAR

And to what end? What awaits  
me after this other than a  
pointless existence,  
satisfying men weaker than I?  
To redo everything that I have  
already done? I cannot.

CLEOPATRA now stands strongly before CAESAR, sounding  
like the true leader she really is.

CLEOPATRA

It is what you have never done  
that awaits you! What you  
have yet to conquer! Caesar,  
kings and gods are not  
elected! They are born!

ANTONY steps forward, energised by CLEOPATRA'S  
passion.

ANTONY

She is right, Caesar. Let me  
serve at your side, with our  
combined might we can conquer  
a world so powerful and great  
that we can achieve a dream  
even beyond that of Alexander!

CLEOPATRA admires the enthusiasm in ANTONY.

CAESAR shakes his head again. His will deflated.

CAESAR

There was a time when Rome  
would have begged of me to  
rule absolute, but I was too  
stubborn or stupid to accept.

CLEOPATRA tries to reassure CAESAR.

CLEOPATRA

Caesar, what is Rome now  
except one jewel in a crown of  
many.

CAESAR snaps.

CAESAR  
 Rome is everything!  
 Everything to me! Please,  
 both of you, leave me. I wish  
 to be alone a while.

ANTONY and CLEOPATRA exit.

CAESAR sits in silence.

CUT TO:

INT. ROMAN BATH - EVENING

OCTAVIAN bathes, accompanied by VARIOUS SENATORS,  
 including BRUTUS, CASSIUS and DECIMUS.

OCTAVIAN  
 Has he accepted the offer?

BRUTUS  
 He will attend the Senate  
 tomorrow. Then we shall know.

OCTAVIAN  
 And if he refuses?

CASSIUS  
 I have said it before and say  
 it again. Rome is a republic,  
 no one man is an empire! We  
 shall hold firm by our beliefs  
 even if Caesar does not share  
 them!

BRUTUS nods his head in agreement.

OCTAVIAN leaves the pool.

DECIMUS  
 (CONT'D)  
 You would stand to gain much,  
 Octavian.

OCTAVIAN  
 Nevertheless, I will become  
 involved. It would be  
 difficult for me to  
 remain...impartial. Good  
 evening gentlemen.

CUT TO:

EXT. CAESAR'S VILLA - GARDEN - MORNING

CLEOPATRA sits in the early morning light.

She watches as CAESARION plays on a WOODEN ROCKING HORSE.

ANTONY enters.

ANTONY

May I join you, majesty?

CLEOPATRA

Please do.

ANTONY sits next to CLEOPATRA.

CLEOPATRA

You have known Caesar longer than I. Did last night seem strange to you also?

ANTONY

Yes, it is not becoming of Caesar to give in so easily to the demands of others. Saying that, he has fought so very hard for these very same people. And for which he is rewarded very little, other than the meaningless titles he despises so.

ANTONY takes notice of CAESARION.

ANTONY

He is a strong boy. Egyptian and Roman blood. Quite a mixture. He will make a good leader.

CLEOPATRA

He will. The gods have said so.

ANTONY

You have strong beliefs in your gods?

CLEOPATRA

Of course, they have guided me throughout my life by their divine wisdom.

ANTONY

In my experience, there is not much luck to be had in hoping for divine intervention when the cold steel of a sword is inches from your heart.

CLEOPATRA

You hold little faith then?

ANTONY

Only in myself, majesty. Only in myself. Highness, forgive me, but I find that instead of looking to the skies above for guidance or hope even, it pays better to look a little closer to home.

CLEOPATRA

Right now, I am not sure of where my home is. I have tried very much for Caesar's sake to be happy here in Rome.

ANTONY

And you are not?

CLEOPATRA

There are many...individuals who it would seem go out of their way to make my time here very difficult. I should feel happy here with Caesar and my son, but right now, I feel very alone.

ANTONY points to CAESARION.

ANTONY

(CONT'D)

You have a strong son. He looks to you for that strength. Be not alone for the love he holds for you could blossom a thousand flowers for a thousand years. He has you to thank for that love. Care not what these fools think. Octavian, Cassius. The only love they know is dependant upon how much they pay. Or are paid. You are stronger than that.

CLEOPATRA

Thank you, Antony.

ANTONY

No, your majesty. Thank yourself. Each of us has the strength within us to overcome anything. You just have to know where to look.

ANTONY and CLEOPATRA smile at each other.

CAESAR enters the garden, accompanied by SERVANTS.

CAESAR

There you are!

ANTONY and CLEOPATRA rise.

CLEOPATRA

You seem different this morning.

CAESAR

Yes, I slept rather well last night. I have decided to reject the offer of the Senate.

ANTONY and CLEOPATRA look shocked.

ANTONY

You are sure, Caesar?

CAESAR

Of course I'm sure, I've never been more sure of anything in my life. The Senate must accept my role as Emperor of Rome.

CAESAR takes CLEOPATRA aside.

CAESAR

Since you came into my life you have changed me. Awoken my eyes to possibilities hitherto unseen.

CLEOPATRA

What do you mean?

CAESAR

You told me of your vision. Of your prophecy from the gods. That you would follow a man and he in turn would follow you. To become gods themselves.

CLEOPATRA smiles.

CLEOPATRA

Yes. I am so far from home now that I sometimes forget of myself.

CAESAR

Cleopatra, the whole world will be our home now. And our son...the future.

CAESARION runs to CAESAR.

CAESAR

(to CAESARION)

And you my little king, little Caesar, do you remember what I once told you? What you do not let go -

CAESAR points to POMPEY'S RING on CAESARION'S hand.

CAESARION

No-one can take from you.

CAESAR laughs.

CAESAR  
Spoken like a true king. Run  
along now and play. Upon my  
return this evening I shall  
read more to you of the great  
Alexander.

CAESARION  
Goodbye father.

CAESAR  
Goodbye my son.

CAESARION returns to the WOODEN ROCKING HORSE.

CAESAR walks to ANTONY.

CAESAR  
Come Antony, let us have this  
over and done with.

CLEOPATRA holds CAESAR'S ARM.

CLEOPATRA  
Be careful.

CAESAR  
Gods fear nothing. You have  
taught me that much. Goodbye  
my love.

CLEOPATRA  
Goodbye.

They kiss each other.

CAESAR leaves.

CLEOPATRA approaches ANTONY.

CLEOPATRA  
Do not leave his side.

ANTONY BOWS AND LEAVES.

CUT TO:

EXT. SENATE - DAY

CAESAR and ANTONY approach the entrance to the grand SENATE building.

ANTONY  
(to CAESAR)  
The fate of all Rome lies in  
your hands Caesar.

CAESAR  
Then let us not dawdle.

They climb the steps.

DECIMUS appears and approaches ANTONY.

DECIMUS  
Antony! Antony! I must speak  
with you at once!

DECIMUS takes ANTONY to one side.

CAESAR continues to the SENATE.

ANTONY  
(to DECIMUS)  
Is this really necessary?

DECIMUS  
It is a matter of great  
urgency. Come.

ANTONY  
Very well.

DECIMUS and ANTONY leave.

As CAESAR enters the SENATE, he is greeted by BRUTUS and CASSIUS.

BRUTUS  
Welcome, Caesar.

The doors to the SENATE are closed shut as CAESAR enters.

CUT TO:

INT. CAESAR'S VILLA - AFTERNOON

CLEOPATRA sits with CAESARION. Together they study books and an ATLAS ENCASED IN GLASS which is on the TABLE.

CLEOPATRA  
And one day my son, you shall  
rule all of this.

CAESARION  
I wouldn't know what to do  
with it all, mother.

CLEOPATRA laughs.

CLEOPATRA  
You will one day. You will.  
You are as wise as your  
father.

CAESARION  
And as strong as you, mother?

CLEOPATRA  
You have more strength within  
you than I could ever know,  
dear Caesarion. You have  
strength enough for all the  
world.

RUFIO enters. He looks distressed.

RUFIO  
My lady...

CLEOPATRA  
(to CAESARION)  
Go off and play now my child.

CAESARION leaves.

RUFIO hurriedly approaches CLEOPATRA.

CLEOPATRA  
What is it Rufio?

RUFIO  
My lady...my lady. Caesar.  
Caesar has been murdered.

CLEOPATRA is speechless. She slumps to the floor.

RUFIO tries to help her to her feet.

CLEOPATRA  
I...I...do not believe it.

RUFIO  
It is true. Killed in the  
Senate by Brutus, Cassius and  
other senators who now flee.

CLEOPATRA  
Where is Antony?

RUFIO  
He seeks them now even as we  
speak.

CLEOPATRA takes a seat at the TABLE.

RUFIO  
(CONT'D)  
My lady...can I do anything  
for you?

CLEOPATRA  
No. Thank you Rufio. You may  
leave.

RUFIO bows and then leaves.

CLEOPATRA sits for a moment and then SMASHES the ATLAS  
ENCASED IN GLASS against a wall.

She breaks down into tears.

CUT TO:

EXT. ROMAN - FORUM - EVENING

HUNDREDS OF CITIZENS are gathered as CAESAR'S BODY is  
set at a FUNERAL PYRE.

ANTONY, accompanied by many CENTURIONS and SENATORS,  
throws a LIT TORCH onto the PYRE.

The FUNERAL PYRE ignites. The flames illuminate the  
forum in the darkness.

The CITIZENS are cheering and crying in equal measure,  
their sounds soon become a cacophony, drowning out the  
sound of funeral fire.

In the shadows, we can see CLEOPATRA.

She wears a DARK ROBE which shrouds her face.

She stands alone as she watches her great Caesar burned.

CUT TO:

EXT. HARBOUR - EVENING

CLEOPATRA'S GOLDEN BARGE is being loaded by SERVANTS with SUPPLIES, EQUIPMENT and FURNITURE.

The majestic PURPLE SAIL of the barge blows lightly in the breeze.

CLEOPATRA is being attended to by HANDMAIDENS.

She looks out at the sea.

ANTONY appears behind her.

ANTONY

Why do you run away?

CLEOPATRA

In Egypt we build monuments worthy of the gods themselves to honour our dead kings. Here you burn them. I have never felt more alone than I do now.

ANTONY

You have nothing to fear. I will protect you and Caesarion both.

CLEOPATRA

(scathing)

Protect us! Ha! I know that you declared Octavian as rightful heir to Caesar. He must be delighted.

ANTONY tries to justify.

ANTONY

It was Caesar's will! If Octavian had not been named, how long do you think it would have been before they came for you and your son?!

CLEOPATRA turns her back to ANTONY.

CLEOPATRA

What does it matter now? The  
dream of Caesar's was murdered  
along with him. I have  
nothing now except for my  
people in Egypt. Where I  
belong.

ANTONY holds CLEOPATRA'S arm as she tries to walk to  
her ship.

ANTONY

And what if Caesarion could  
lay claim to Caesar's legacy?

CLEOPATRA

Ha! Who in Rome would settle  
that dispute?

ANTONY

I will present it to the  
Senate myself if I must.

CLEOPATRA

You would be laughed out of  
court!

CLEOPATRA continues towards her ship.

ANTONY watches as she walks away.

ANTONY

Is this how Cleopatra, Queen  
of the Nile, stands before her  
enemies? In defeat, cowering?  
That is not the woman I saw in  
Egypt, fighting so hard to  
protect her people. Defiant,  
strong. A goddess.

CLEOPATRA stops in her tracks, her back to ANTONY. We  
can see tears swell in her eyes.

CLEOPATRA

I thank you for your kindness  
Mark Antony. Farewell.

She boards her ship.

ANTONY watches as she leaves.

EXT. MEDITERRANEAN SEA - EVENING

CLEOPATRA'S FLOTILLA sails out across the rocky waters.

EXT. CLEOPATRA'S BARGE - EVENING

CLEOPATRA looks out at the fading coastline of Italy.

She cradles CAESARION in her arms. She weeps to herself.

FADE TO BLACK

CUT TO:

EXT. ALEXANDRIA - DAY

We move across the skyline of Alexandria.

INT. ALEXANDER'S TOMB - DAY

CLEOPATRA stands before the tomb. Next to her side is her advisor, TOTH.

TOTH

The crops have prospered since your return highness. Truly, the gods shine down upon us.

CLEOPATRA seems distant.

Another advisor, APOLLODOROUS, enters.

APOLLODOROUS

News reaches us of Rome, highness. The triumvirate has suffered a blow. Octavian has forced Lepidus into exile. It seems he is now only one step away of assuming sole control of Rome. His ambition, it would seem, knows no bounds. Antony's legions do not have strength enough if Octavian forces his hand.

CLEOPATRA does not seem concerned.

CLEOPATRA

And what business is this of mine?

APOLLODOROUS steps forward.

APOLLODOROUS

Majesty, with the wealth of Egypt behind him, Antony could take the fight to Octavian. It will not be long before Octavian convinces the Senate that Egypt poses a threat to Rome's stability. We must be prepared for such inevitability.

TOTH interrupts.

TOTH

Talk of such things is not wise. Rome should be an ally of Egypt. Warmongering leads to only one fate.

CLEOPATRA begins to walk away. Disinterested.

CLEOPATRA

I have little interest in the affairs of Rome.

APOLLODOROUS

But highness, it could bring Caesarion one step closer to his rightful place as heir to the Roman Empire.

CLEOPATRA

Caesarion's rightful place is here. In Egypt. With me.

CLEOPATRA now seems curious to APOLLODOROUS' eagerness.

CLEOPATRA

(CONT'D)

I sense an ulterior motive behind your eagerness to inform me of Roman politics Apollodorous. What is your real reason for disturbing me?

APOLLODOROUS bows.

APOLLODOROUS

My apologies, majesty. Mark Antony wishes an audience. He is on his way to Alexandria even as we speak.

CLEOPATRA laughs.

CLEOPATRA

To beg at my feet? To crawl before me, begging forgiveness, when it was he who allied himself to Octavian's destiny and not Caesarion's? I will entertain Antony, if only for my own personal amusement.

CUT TO:

INT. CLEOPATRA'S THRONE ROOM - DAY

Seated on TWO THRONES are CLEOPATRA and CAESARION (now aged 10-14). They are surrounded by SERVANTS and ADVISORS, including TOTH and APPOLODOROUS.

Approaching the throne is ANTONY accompanied by RUFIO, another General CANIDIUS and a SMALL GROUP OF SOLDIERS.

ANTONY stands before the joint rulers of Egypt.

CLEOPATRA looks unimpressed.

CLEOPATRA

The great Mark Antony.  
Defender of the people.  
Defender of Rome. Champion of  
the late, great Caesar. On  
whose authority do you stand  
before the rule of Egypt?

ANTONY

By the Pro Consul of Rome.

CLEOPATRA

Ah, the Pro Consul of Rome.  
And you are the lap dog?

ANTONY is insulted.

ANTONY

How dare you!

CLEOPATRA

No, how dare you! You come to me under a pretence, when all you really want from me is wealth. You are a whore Antony. Is Caesar's name worth so little to you now? That you come before me now expecting gratitude, accepting Rome's offer of allegiance? In the name of Octavian, the great Caesar Octavian?! Oh yes, I have heard his blasphemies travel afar.

Everyone in attendance seems uncomfortable at the lack of CLEOPATRA'S restraint.

ANTONY remains calm.

ANTONY

Might we discuss of this in private?

CLEOPATRA

Might we? Perhaps. I shall treat you to the wealth of Egypt. A glorious banquet in your honour, Mark Antony.

CUT TO:

INT. CLEOPATRA'S PRIVATE CHAMBER - EVENING

A huge chamber, luxurious beyond comparison. Bedroom, study and dining room in one.

ANTONY is seated across from CLEOPATRA at a LARGE DINING TABLE.

A SERVANT pours wine for the two.

The SERVANT leaves.

There are TWO EMPTY PLATES in front of ANTONY and CLEOPATRA both.

ANTONY

Are we to dine this evening?

CLEOPATRA

But of course.

CLEOPATRA removes TWO PEARL EARRINGS.

CLEOPATRA

I received these as a tribute  
from Eastern Kings.

She removes the PEARLS from the EARRINGS.

They shine miraculously in the light.

ANTONY

They are marvellous. They  
must be worth a hundred  
servants at least.

CLEOPATRA SWALLOWS a PEARL and takes a drink of wine.

ANTONY is stunned.

CLEOPATRA

At least.

CLEOPATRA takes the remaining PEARL and places it on  
ANTONY'S PLATE.

ANTONY stares at the PEARL.

CLEOPATRA looks amused.

CLEOPATRA

Are you not hungry?

ANTONY

I cannot eat this!

CLEOPATRA

Of course not. You hold  
wealth above all. To me, it  
is without worth. It is  
nothing. To you it is  
everything.

ANTONY stands.

ANTONY

I did everything I could for  
you. I stood before the  
Senate, I laid claim for  
Caesarion. I tried with all  
my might.

CLEOPATRA

Your might it seems was not strong enough. Not as strong as your greed. A three way split of the empire. My, it surely must have tested your might then! And this, triumvirate, you call it? This three way rule. Tell me why you agreed so easily to share with the likes of Octavian?

ANTONY hammers his fist down on the table.

ANTONY

Do not speak to me of matters you have no involvement in! Rome tore itself apart after Caesar's death. What could I do? What could I do? Octavian's allies are many. I had no choice but to offer my support to Octavian!

CLEOPATRA

And now that Octavian has chased away your last remaining ally, Lepidus, you come crawling back to Caesar's last hope? Caesar's Egyptian whore Queen.

ANTONY is now enraged.

ANTONY

I showed you nothing but respect! Respect! When the swine's of Rome looked down upon you, I was there to hold you high! To hold you as the goddess Caesar proclaimed you.

CLEOPATRA sits down.

CLEOPATRA

And therein lays the problem. I am no goddess. I believed in the vision of my gods. That Caesar and I would live eternal. They were wrong. I am no goddess.

ANTONY resumes his seat. And his calm.

ANTONY  
You are a woman. Nothing  
more. Nothing less.

CLEOPATRA  
And what are you Antony?

ANTONY hangs his head in shame.

Averting his gaze from CLEOPATRA.

ANTONY  
A coward.

CLEOPATRA looks ANTONY in the eyes.

There is an indescribable electricity between the two.  
A magnetism.

A chemistry that was not evident even between  
Cleopatra and Caesar.

CLEOPATRA  
I remember the first time I  
saw you. I was very young.  
You had helped my father,  
Auletes, reclaim his throne.  
You were a hero. I was very  
much impressed.

ANTONY  
And I was very much younger.

CLEOPATRA  
(smiling)  
Now you are starting to sound  
like Caesar.

ANTONY  
If only I was half the man.  
Caesar taught me everything I  
know. He was like a father to  
me. I would love for nothing  
more than to see his dreams  
fulfilled.

CLEOPATRA

There is nothing to stop you.  
Antony. I remember the  
passion in your voice when you  
spoke to Caesar of exceeding  
the dreams of even the great  
Alexander. I realise now that  
the dream did not die with  
Caesar. It lives on in people  
like you and me. Antony, I  
will offer you the wealth of  
my kingdom. In return, offer  
Caesarion your share of Rome.

ANTONY laughs.

ANTONY

And declare war against  
Octavian in the process?

CLEOPATRA

How long before he declares it  
against you?

ANTONY

And you, Cleopatra, what do  
you get out of this?

CLEOPATRA

To see the future of this  
world as Caesar had hoped. A  
world united. A world as one.

ANTONY

I see why Caesar admired you  
so. You have such passion.  
Your eyes hold hope  
and...faith.

CLEOPATRA

I thought you did not have  
faith?

ANTONY is now looking deeply into CLEOPATRA'S eyes.

ANTONY

Well, I suppose it's like I  
told you one time. You just  
have to know where to look.

ANTONY leans forward. He kisses her. CLEOPATRA  
hesitates slightly, but soon let's herself go.

They kiss passionately, throwing themselves onto the  
LARGE DINING TABLE.

CUT TO:

EXT. RIVER NILE - AFTERNOON

An exotic looking FISHING BOAT sails on the Nile.

EXT. FISHING BOAT - AFTERNOON

ANTONY and CAESARION are fishing in the Nile.

CLEOPATRA sits and watches them. She is tended to by  
her HANDMAIDENS and SERVANTS.

CAESARION catches a fish.

ANTONY

Little Caesar. You impress  
even me! That's the sixth  
fish you have caught this  
afternoon and yet I have  
caught none!

CAESARION laughs.

CAESARION

That's because you hold the  
fishing rod like a sword! You  
should not be fighting the  
fish! Let the fish come to  
you.

ANTONY looks back at CLEOPATRA.

ANTONY

He has much of his father in  
him.

CAESARION hooks another fish.

ANTONY

Ah, another one! Show me  
little Caesar, I am but a  
simple brute with a sword.

CAESARION places ANTONY'S hands around the rod.

CAESARION

Hold like this.

CLEOPATRA whispers into the ear of one of her SERVANTS.

The SERVANT smiles and leaves.

CAESARION continues to teach ANTONY.

CAESARION  
Now, you must be patient.

ANTONY throws a glance to CLEOPATRA.

ANTONY  
Definitely not one of my virtues.

Suddenly, ANTONY'S fishing line tugs.

ANTONY  
I...I've got one!

ANTONY and CAESARION both pull on the line. A LARGE FISH is pulled up.

ANTONY  
My goodness! He's enormous!

Except the fish isn't moving.

CLEOPATRA is joined again by her SERVANT, who appears somewhat wet.

ANTONY prods the fish.

ANTONY  
(to CAESARION)  
I'm sure their still supposed to be alive when you pull them out of the water!

CAESARION  
This one looks ready to cook!

ANTONY looks at CLEOPATRA and smiles.

ANTONY  
Indeed.

CLEOPATRA laughs and smiles back.

CUT TO:

EXT. CLEOPATRA'S MAUSOLEUM - EVENING

CLEOPATRA and ANTONY walk around the huge mausoleum.

ANTONY

So, these are the great  
monuments you build to honour  
your kings.

CLEOPATRA

Or Queens.

ANTONY smiles.

ANTONY

Or Queens. I must be very  
privileged. Seeing all the  
great secrets of Cleopatra.

They walk around to the back of the mausoleum.

CLEOPATRA

Here, let me show you another  
one.

CLEOPATRA pushes a stone in the wall of the mausoleum.

A SECRET DOOR opens.

They enter.

INT. CLEOPATRA'S MAUSOLEUM - BURIAL CHAMBER - EVENING

ANTONY and CLEOPATRA emerge into a marvellous room  
decorated in gold, laden with Egyptian treasure.

In the centre, is a LARGE SARCOPHAGUS.

ANTONY is awestruck.

ANTONY

Truly befitting of the Queen  
of Kings. This is where you  
will be laid to rest when your  
time comes?

CLEOPATRA

Both of us. If you wish it.

ANTONY kisses CLEOPATRA.

ANTONY  
I wish it.

INT. CLEOPATRA'S MAUSOLEUM - EVENING

ANTONY and CLEOPATRA emerge from the BURIAL CHAMBER into the main chamber of the mausoleum.

It looks like the wealth of Egypt is kept here.

ANTONY approaches a FRUIT BASKET.

ANTONY  
(to CLEOPATRA)  
Hungry?

CLEOPATRA sees ANTONY open the FRUIT BASKET.

CLEOPATRA  
No! Don't open that!

As ANTONY opens the lid, an ASP rears, ready to strike.

CLEOPATRA runs over to the FRUIT BASKET.

CLEOPATRA  
Do not move.

She stares at the ASP, drawing its gaze from ANTONY.

She almost seems to be controlling it, the snake begins to coil itself back up and return inside the FRUIT BASKET.

CLEOPATRA replaces the lid.

ANTONY wipes the sweat from his brow.

ANTONY  
Fond of snakes are you?

CLEOPATRA  
They are revered in Egyptian society. It is said that if one is to receive the bite of an asp that they shall be granted immortality.

ANTONY

Well, I'd rather not put that  
to the test.

CUT TO:

EXT. ROME - DAY

Business as usual in Rome. Large rain clouds appear,  
briefly blocking out the sun.

INT. OCTAVIAN'S HOME - DAY

A flamboyant residence full of BUSTS OF OCTAVIAN. Ego  
centric.

OCTAVIAN is being attended to by many FEMALE SERVANTS.  
The height of decadence being displayed before our  
eyes.

Enter AGRIPPA, followed by his captain GALLUS. GALLUS  
is a brooding hulk of a man. Not much for talking.

They are escorting Cleopatra's advisor, TOTH.

OCTAVIAN

Ah, the Alexandrian.

TOTH bows before OCTAVIAN.

TOTH

Caesar.

OCTAVIAN

My ears do bleed every time  
you speak to me. Please be  
brief.

TOTH produces a SILVER COIN.

OCTAVIAN examines the coin. His expression soon turns  
to one of anger.

OCTAVIAN

This is the final insult.

TOTH looks like a dog expecting a treat.

TOTH

My family and I? We may have  
the villa you promised?

OCTAVIAN stands.

OCTAVIAN  
Indeed you may, Toth. You  
have served your Caesar well.

TOTH kisses OCTAVIAN'S hand repeatedly.

TOTH  
Thank you great Caesar, thank  
you!

OCTAVIAN  
(disgusted)  
Yes, yes, enough. You're not  
in Egypt anymore. We have  
manners here.

TOTH bows and then leaves.

AGRIPPA  
What now?

OCTAVIAN grins.

CUT TO:

INT. SENATE - DAY

Every tier of the Senate is crammed full of SENATORS.  
Amongst them is a prominent senator, GERMANICUS.

This morning's debate is being held by OCTAVIAN.

OCTAVIAN  
Rome has reached the end it  
would seem.

GERMANICUS  
What do you speak of August  
Caesar?

OCTAVIAN  
I speak of the people who  
would see her name and glory  
fall for the sake of their  
own. I speak of the people  
who desert their birthright,  
their heritage in order to  
honour the heritage of others.  
I speak of the traitor Mark  
Antony!

GERMANICUS

This is not true, Mark Antony  
is a hero of the Roman people!  
Avenger of Julius Caesar!

OCTAVIAN

True, he did avenge the death  
of my illustrious predecessor.  
Antony, it would seem, is  
quite intent on following in  
the footsteps of the great  
Julius Caesar. Would it shock  
you, fellow Romans, to learn  
that Antony has taken the  
Egyptian slut for his wife?

A DISPLEASED SENATOR stands.

DISPLEASED SENATOR

Nonsense! We will not have  
the same problems we had  
before!

GERMANICUS mediates.

GERMANICUS

If Mark Antony has taken  
Cleopatra for his wife then  
what right do we have to  
oppose that? He is his own  
man. He at least has that  
right.

OCTAVIAN

But not the right to give  
Roman land to the bastard who  
has no rights under Roman law.

GERMANICUS

What?

OCTAVIAN presents a SACK.

He empties the SACK out onto the SENATE FLOOR.

DOZENS OF SILVER COINS pour out.

GERMANICUS examines one of the coins.

It is a ROMAN DENARI bearing the face of Antony and  
Cleopatra.

OCTAVIAN

It seems this is legal tender  
now in various Roman  
provinces. Yes, it seems an  
Egyptian owns one third of our  
great Republic. The Egyptian  
whore Queen has tangled yet  
another of Rome's heroes into  
her web of deceit and lies.  
She is a witch! A witch. And  
soon this witch will come for  
you all. All of Rome. Unless  
we take action now!

The DISPLEASED SENATOR is looking through the COINS.

DISPLEASED SENATOR

This is an outrage!

The SENATORS stand, angered by this news. They now  
become very rowdy.

GERMANICUS punches his arm in the air.

GERMANICUS

There can be only one course  
of action.

OCTAVIAN bows before the Senate.

OCTAVIAN

The people of Rome demand it.  
And I will deliver it.

CUT TO:

EXT. TOTH'S VILLA - EVENING

A serene looking villa in the countryside.

The downpour of rain is tremendous. CRASHES of  
lightning followed by the LOW RUMBLING GROWL of  
thunder.

We see HORSES and CENTURIONS approaching the villa.

INT. TOTH'S VILLA - BEDROOM - EVENING

TOTH sleeps with his WIFE.

A BABY is cradled in a COT.

TOTH'S eyes open.

OCTAVIAN hovers menacingly above him.

TOTH  
Caesar?

OCTAVIAN plunges his SWORD into TOTH'S heart. TOTH suddenly gasps for air as the life is sucked out of him.

We see some CENTURIONS enter accompanied by the brute GALLUS.

OCTAVIAN  
(to CENTURIONS)  
Egypt is an enemy of Rome.  
Leave none alive.

OCTAVIAN leaves as the CENTURIONS draw their weapons.

TOTH'S WIFE awakens.

She screams as she sees her dead husband.

GALLUS stands above the BABY in the COT. He draws his sword.

EXT. TOTH'S VILLA - EVENING

OCTAVIAN climbs up onto his HORSE.

From inside the VILLA we can hear the sound of CHILDREN screaming.

AGRIPPA approaches OCTAVIAN.

OCTAVIAN  
Have the armada ready for  
launch. Prepare for war.

They ride out together.

The screaming from TOTH'S WIFE stops.

EXT. ALEXANDRIA - HARBOUR - DAY

CLEOPATRA and ANTONY walk out along the harbour. There is a huge assembly of ships docked. They are approached by RUFIO, CANIDIUS and Antony's ship captain, MARCUS.

MARCUS marvels at the size of the fleet.

MARCUS

It is true then?

ANTONY embraces MARCUS in a hug.

ANTONY

I'm afraid so, my old friend.

RUFIO

To be at war with Rome is madness.

CLEOPATRA

Octavian declared war first Rufio. Not us. We merely answered the call.

CANIDIUS

Then do we invade Italy? Take the fleet straight to Rome?

ANTONY

We will meet them at Actium. If Octavian wants war, then we shall give him a war worthy of remembrance. Marcus, you shall serve with me, my good friend. Rufio, Canidius. You already have your orders.

RUFIO and CANIDIUS bow. They leave, followed by MARCUS.

CLEOPATRA

I want to stand by your side.

ANTONY

No. You must remain at the rear of the fleets. Hold the line. One thing I have learned about war, it does not pay to wear your heart on your sleeve. Swords first, hearts second.

CUT TO:

EXT. ACTIUM - DAY

FOUR HUNDRED WARSHIPS sit on the sea of Actium. This is ANTONY'S ARMADA. Comprising of Roman and Egyptian ships, they are led by ANTONY'S WARSHIP.

EXT. ANTONY'S WARSHIP - DAY

ANTONY looks out at the armada.

CLEOPATRA stands by his side.

ANTONY

That it has come to this. I am full of sorrow.

CLEOPATRA

This is not of your making.

ANTONY

Perhaps.

RUFIO approaches with CANIDIUS.

RUFIO

The fleet is ready.

CANIDIUS

They will be here by dawn.

ANTONY

Then we shall meet them.

CANIDIUS points out to various areas of the ocean.

CANIDIUS

Agrippa will try to outflank us. A vice manoeuvre.

RUFIO

He will use this as a distraction, whilst he leads a detachment out to reach Egypt.

ANTONY

He shall not set foot on Egypt's shores. Rufio, you will take your fleet on the left flank and force them back. Canidius, you will take the right flank and push their ships into Rufio's fleet. I shall feign a withdrawal, but will then take my fleet behind Agrippa, pushing him into our combined fleets. We will crush them into each other.

CLEOPATRA

And Octavian, will he rear his head?

ANTONY

He is a coward. He will not show his head lest I remove it.

CUT TO:

EXT. ACTIUM - DAWN

The ocean is calm. The sun rises bringing with it a golden sheen to the cold blue water.

On the horizon, we can see OCTAVIAN'S ARMADA. There are at least THREE HUNDRED SHIPS. They are smaller in size than their opponents but are faster and more nimble.

There are THREE SECTIONS of ships, one hundred ships per section.

ROMAN FLEET ONE is on the left and ROMAN FLEET THREE is on the right.

ROMAN FLEET TWO, led by OCTAVIAN'S WARSHIP, is in the centre section.

The flag of OCTAVIAN'S INSIGNA, A GOLDEN EAGLE, blows in the wind.

EXT. ANTONY'S WARSHIP -DAWN

ANTONY sees OCTAVIAN'S WARSHIP.

ANTONY  
You are full of  
surprises...Caesar.

MARCUS approaches ANTONY.

MARCUS  
Antony. We are in position  
now to fall back.

ANTONY  
Captain, move the fleet out  
now! Straight down the middle  
towards that bastard!

MARCUS looks confused.

MARCUS  
But my lord, that was not part  
of our plan?!

ANTONY  
I am changing the plan!

EXT. ACTIUM - DAWN

ANTONY'S ARMADA is split into FOUR SECTIONS.

ANTONY'S FLEET is in the centre. RUFIO'S FLEET and  
CANIDIUS' FLEET to his left and right respectively.

CLEOPATRA'S FLEET brings up the REAR FLANK.

ANTONY'S WARSHIP begins to move out, followed by his  
fleet.

EXT. CLEOPATRA'S FLAGSHIP - DAWN

CLEOPATRA looks out at the vastness of the Roman  
fleet.

She is approached by her commander, RAMOS.

RAMOS

My lady, lord Antony, he moves  
out ahead of the fleet.

CLEOPATRA

Why? He was supposed to fall  
back, to convince Agrippa that  
he was retreating.

EXT. RUFIO'S WARSHIP - DAWN

SOLDIER'S use MIRRORS to communicate between the  
ships. Flashing light like not unlike a Morse code.

RUFIO watches as ANTONY'S WARSHIP races out.

RUFIO

(surprised)

What is he doing?

EXT. CANIDIUS' WARSHIP - DAWN

CANIDIUS spots the reason ANTONY'S WARSHIP moves with  
haste. He spots the central warship with the GOLDEN  
EAGLE flag.

CANIDIUS

Octavian. He is here.

A SHIP CAPTAIN approaches CANIDIUS.

SHIP CAPTAIN

General, what orders?

CANIDIUS

We will proceed as planned.  
Send the fleet out to meet the  
right flank.

EXT. ACTIUM - DAWN

CANIDIUS' FLEET moves out to the right flank to meet  
ROMAN FLEET THREE.

EXT. RUFIO'S WARSHIP - DAWN

RUFIO looks frustrated, confused at Antony's actions.

He shouts to his CAPTAIN.

RUFIO

We have our orders. Take the  
left flank!

EXT. ACTIUM - DAWN

RUFIO'S FLEET moves out to the left flank to meet  
ROMAN FLEET ONE.

ANTONY'S WARSHIP followed by his fleet continues on  
into the centre, straight towards OCTAVIAN'S WARSHIP  
and ROMAN FLEET TWO.

EXT. CLEOPATRA'S WARSHIP - DAWN

CLEOPATRA watches as the fleet break out into their  
battle formations.

RAMOS

My lady, what do you command?

CLEOPATRA

We must hold this position at  
whatever cost. That fleet  
must not reach Egypt.

RAMOS

Yes, my lady.

RAMOS moves out, shouting orders to his men.

CLEOPATRA looks out at ANTONY'S WARSHIP.

CLEOPATRA

Antony.

EXT. ANTONY'S WARSHIP - DAWN

ANTONY does not remove his gaze from OCTAVIAN'S  
WARSHIP. There is a look of solid determination in  
his eyes.

MARCUS approaches. He is pleading in his tone.

MARCUS

My lord, at least let me order  
half our fleet into our  
original position.

ANOTNY snaps.

ANTONY

No!! If we kill Octavian  
here, now, we can end this war  
before it even begins!

MARCUS looks unconvinced.

INT. OCTAVIAN'S CABIN - DAWN

The DOOR to the cabin opens. AGRIPPA enters.

OCTAVIAN sits with his feet up on a table, relaxing  
while TWO WOMEN play HARPS.

AGRIPPA

Great Caesar. Antony has  
taken the bait.

OCTAVIAN

Then turn the ocean red with  
the blood of treachery,  
Agrippa.

AGRIPPA bows and leaves.

EXT. ACTIUM - DAWN

RUFIO'S FLEET moves closer to ROMAN FLEET ONE.

EXT. CANIDIUS' WARSHIP - DAWN

The SHIP CAPTAIN approaches CANIDIUS.

SHIP CAPTAIN

Rufio's ships are in position  
General.

CANIDIUS

We can not crush this armada together, not with Antony in the middle. What is he thinking!

EXT. ACTIUM - DAWN

ANTONY'S FLEET clashes with ROMAN FLEET TWO.

EXT. ANTONY'S WARSHIP - DAWN

ANTONY shouts orders to his men.

ANTONY

Fire ballista's!!

BALLISTA'S are fired from the warship at the enemy.

EXT. ACTIUM - DAWN

We see HUGE SPEARS firing from ANTONY'S FLEET into ROMAN FLEET TWO.

However, ROMAN FLEET TWO is made up of smaller and faster ships. They are able to sail quickly in order to avoid too much damage.

EXT. RUFIO'S WARSHIP - DAWN

RUFIO watches as ANTONY'S FLEET engages with the enemy.

RUFIO shouts to his CAPTAIN.

RUFIO

Bring the archers out! We cannot use the ballista's for fear of hitting Antony's fleet.

The CAPTAIN nods.

We soon see ARCHERS lining the sides of the ship.

They open fire upon ROMAN FLEET ONE.

EXT. ACTIUM - DAWN

HUNDREDS OF ARROWS are loosed from RUFIO'S FLEET into ROMAN FLEET ONE.

We see ROMAN SOLDIERS falling from their ships as they are hit with the arrows.

Meanwhile, ANTONY'S FLEET continues its reckless assault on ROMAN FLEET TWO.

EXT. ANTONY'S WARSHIP - DAWN

The BALLISTA'S continue to fire. And they mainly miss their targets.

MARCUS

My lord, they are too fast.  
We cannot do damage enough!

ANTONY shouts to MARCUS.

ANTONY

Then we shall slow them down.  
Overshoot with the ballista's!

MARCUS nods in acknowledgment.

EXT. ACTIUM - DAWN

Now the HUGE SPEARS from ANTONY'S FLEET begin to make contact with the ships of ROMAN FLEET TWO.

They violently pierce the hulls of the ships, breaking and splintering wood in all directions.

In the distance, we see CANIDIUS' FLEET moving towards ROMAN FLEET THREE.

EXT. CANIDIUS' WARSHIP - DAWN

CANIDIUS shouts to the SHIP CAPTAIN.

CANIDIUS  
Do as Rufio. Use the archers!

EXT. ACTIUM - DAWN

The ARCHERS of CANIDIUS' FLEET open fire on ROMAN FLEET THREE.

EXT. ANTONY'S WARSHIP - DAWN

They are closing on OCTAVIAN'S WARSHIP.

ANTONY  
Faster! Faster! Row this tub  
faster!!

EXT. ACTIUM - DAWN

We can now see a large aerial perspective of the battle.

There is chaos and mayhem everywhere. The blue of the ocean water can barely be seen for the barrage of boats assailing each other.

RUFIO'S FLEET is forcing ROMAN FLEET ONE back.

CANIDIUS' FLEET is unable to perform the intended plan of pushing the Roman fleet into each other and now tries to push them back instead.

OCTAVIAN'S ARMADA seems more concerned with leading ANTONY'S ARMADA astray, like a game of tag.

ANTONY'S FLEET is in the midst of chaos amongst ROMAN FLEET TWO.

EXT. ANTONY'S WARSHIP - DAWN

They are right on OCTAVIAN'S WARSHIP.

ANTONY  
Ram them! Ram their fleet!

EXT. ACTIUM - DAWN

ANTONY'S FLEET has encircled ROMAN FLEET TWO.

The large ships of ANTONY'S FLEET begin to ram the smaller ships of ROMAN FLEET TWO.

Behind this carnage, we can see CLEOPATRA'S FLEET. They are waiting.

EXT. CLEOPATRA'S FLAGSHIP - DAWN

CLEOPATRA watches the mayhem unfold.

CLEOPATRA  
(to RAMOS)  
Something is not right. The  
Roman's offer little contest.

RAMOS points into the distance, we can now see a fourth Roman fleet appear, led by a LARGE FLAGSHIP. This fleet, ROMAN FLEET FOUR, is made up of about TWO HUNDRED SHIPS.

EXT. CANIDIUS' WARSHIP - DAWN

There is pandemonium as fire is returned between opposing ships.

CANIDIUS spots ROMAN FLEET FOUR.

They are heading straight for CANIDIUS' FLEET.

CANIDIUS  
More Roman ships attack!

EXT. ANTONY'S WARSHIP - DAWN

SOLDIERS throw large HOOKS and ANCHORS into the hull of OCTAVIAN'S WARSHIP.

They begin to raise planks in order to board.

While this is happening ARCHERS from both ships fill the air with arrows.

The SOLDIERS try and duck out of the way but many are hit.

ANTONY gets ready to board OCTAVIAN'S WARSHIP. He draws his sword.

INT. OCTAVIAN'S CABIN - DAWN

OCTAVIAN continues to sit in a state of utter relaxation.

We can hear the sounds of battle surround him but he appears unperturbed.

The TWO WOMEN continue to play gentle music on their HARPS. OCTAVIAN reads to himself the affairs of Rome.

OCTAVIAN

(to himself)

Drop the levels of taxation in the eastern district?! Are they mad?! Honestly, I turn my back on Rome for one second and they seek to drain us dry!

OCTAVIAN laughs to himself.

EXT. ANTONY'S WARSHIP - DAWN

ANTONY in full swashbuckling mode, swings from a rope onto -

EXT. OCTAVIAN'S WARSHIP - DAWN

ANTONY lands on deck. He is followed by his SOLDIERS who climb aboard.

ANTONY cuts his way through the ENEMY ARCHERS and ENEMY SOLDIERS, making his way to Octavian's cabin.

INT. OCTAVIAN'S CABIN - DAWN

OCTAVIAN is smooching with the TWO WOMEN, pouring wine over them.

EXT. ACTIUM - DAWN

Again, we have another aerial perspective of the battle.

RUFIO'S FLEET successfully keeps ROMAN FLEET ONE at bay.

CANIDIUS' FLEET appears muddled amongst ROMAN FLEET THREE. We can see ROMAN FLEET FOUR closing to join with ROMAN FLEET THREE. As it does, at least ONE HUNDRED SHIPS split off and head towards CLEOPATRA'S FLEET.

EXT. CLEOPATRA'S FLAGSHIP - DAWN

CLEOPATRA sees the ships headed for her fleet. She shouts to RAMOS.

CLEOPATRA  
Prepare for battle!

EXT. OCTAVIAN'S WARSHIP - DAWN

ANTONY hacks and slashes his way through the enemy, truly demonstrating his skill with a blade

INT. OCTAVIAN'S CABIN - DAWN

OCTAVIAN continues to laugh and play with the TWO WOMEN.

EXT. OCTAVIAN'S WARSHIP -DAWN

Blood splashes and limbs fly as ANTONY cuts a swathe of devastation down to where the main cabin is.

Seizing his sword handle in a tight grip, ANTONY approaches the CABIN DOOR. He can feel his hour is at hand. He kicks the door open.

INT. OCTAVIAN'S CABIN - DAWN

The door opens.

OCTAVIAN casually turns his glance towards the door.

Standing in the doorway is not Antony as we expected but is instead AGRIPPA.

AGRIPPA

My lord, I have dispatched  
half of our fleet to join the  
battle. We head now for their  
rear flank. Egyptian ships.

OCTAVIAN

Cleopatra. Good.

OCTAVIAN exits the cabin and climbs up the stairs to -

EXT. OCTAVIAN'S FLAGSHIP - DAWN

We can see the battle raging in the distance.

We now realise that this ship belongs to ROMAN FLEET  
FOUR and not ROMAN FLEET TWO as we were led to  
believe.

OCTAVIAN

Agrippa, bring me Egypt.

AGRIPPA smiles.

AGRIPPA

With pleasure.

They speed towards CLEOPATRA'S FLEET.

INT. CABIN - DAWN

ANTONY stands in the cabin, surrounded by FIVE  
PRAETORIAN GUARD, led by GALLUS.

These men are the best of the best and ANTONY knows  
it. They draw their swords.

They simultaneously launch into attack towards ANTONY.

ANTONY defends himself in the confined space as best he can. He parries each attack, unable to return the violent gestures as the onslaught is too much.

ANTONY picks up a TABLE to block the attacks.

GALLUS, the brute, lunges with his sword and carves through the table but becomes stuck.

Using this to his advantage, ANTONY kicks the table, sending GALLUS flying into the PRAETORIAN GUARD.

GALLUS kills a PRAETORIAN GUARD in anger.

In the confusion, ANTONY manages to kill one of the guards leaving only three.

ANTONY quickly dives out of the cabin and runs back up to deck.

EXT. ACTIUM -DAWN

ROMAN FLEET TWO has now surrounded OCTAVIAN'S WARSHIP.

HUNDREDS OF ROMAN SOLDIERS begin to pour out of each ship onto the deck of OCTAVIAN'S WARSHIP.

EXT. OCTAVIAN'S WARSHIP - DAWN

The battle rages. MARCUS is now amidst the conflict, rallying the SOLDIERS as they continue to defend themselves.

ANTONY is chased onto the deck by GALLUS and the remaining PRAETORIAN GUARD.

They continue to fight, their bodies lost in the tide of soldiers in combat on the ship.

EXT. ACTIUM - DAWN

We see CANIDIUS' FLEET. His large ships are sinking into the ocean as they are overwhelmed. They are in trouble and are being obliterated by the combined forces of ROMAN FLEET THREE and half of ROMAN FLEET FOUR.

They fire CATAPULTS at the ships of CANIDIUS'S FLEET. The hulls are blasted apart by the force of the CATAPULT attack.

EXT. CANIDIUS' WARSHIP - DAWN

CANIDIUS is fighting with ROMAN SOLDIERS who have boarded his vessel. His men are outmatched by the sheer number of ROMAN SOLDIERS.

CANIDIUS

We are lost!

CANIDIUS is violently stabbed to death by several ROMAN SOLDIERS.

EXT. ACTIUM - DAWN

RUFIO'S FLEET is still in a stable position, fending off ROMAN FLEET ONE.

EXT. RUFIO'S WARSHIP - DAWN

RUFIO looks sorrowful as he sees the devastation which has been unleashed.

CANIDIUS' FLEET is destroyed.

ANTONY'S FLEET is devastated, their leader lost amongst the carnage.

RUFIO reluctantly orders his CAPTAIN.

RUFIO

Retreat. Fall back.

EXT. ACTIUM - DAWN

We see RUFIO'S FLEET begin to fall back.

EXT. OCTAVIAN'S FLAGSHIP - DAWN

OCTAVIAN and AGRIPPA survey the battle.

AGRIPPA

We have them on the run.

OCTAVIAN seems unconcerned as to the rest of the fleet.

OCTAVIAN

Antony is aboard my warship  
you say?

AGRIPPA

Yes sir.

OCTAVIAN

Then burn it.

AGRIPPA looks shocked.

AGRIPPA

But sir, our own men will be  
killed.

OCTAVIAN

A noble sacrifice to destroy  
the traitor of Rome. Burn it.

AGRIPPA gives orders to his men.

Using mirrors, they signal the other fleets of the armada.

EXT. ACTIUM - DAWN

ROMAN FLEET THREE and half of ROMAN FLEET FOUR are upon the remnants of ANTONY'S FLEET and ROMAN FLEET TWO.

They begin to fire CATAPULTS containing BLAZING FIREBALLS.

The FIREBALLS smash into every ship in their path, igniting flames not only upon the ships but also on the water, so strong is their power.

OCTAVIAN'S WARSHIP is hit.

EXT. OCTAVIAN'S WARSHIP - DAWN

FLAMES ERUPT onto the deck, many soldiers are caught in the blaze and burn, running about madly, jumping from the ship into the water.

ANTONY is fighting for his life. He catches a PRAETORIAN GUARD off balance and runs him through.

GALLUS lunges forth and slashes ANTONY across the leg.

ANTONY recoils in pain.

GALLUS lifts his sword to strike another blow but is blocked by MARCUS, who intervenes.

A HUGE FIREBALL smashes down onto the deck, killing the remaining PRAETORIAN GUARDS. GALLUS dives out of the way. MARCUS pushes ANTONY out of the way.

MARCUS

My lord, our fleet is  
finished. We must retreat.

FLAMES surround them.

ANTONY

Retreat to where?

EXT. CLEOPATRA'S FLAGSHIP - DAWN

CLEOPATRA watches as the ocean burns.

She sees ROMAN FLEET FOUR, led by OCTAVIAN'S FLAGSHIP heading for them.

She is in turmoil. OCTAVIAN'S WARSHIP is sinking, consumed by flames.

CLEOPATRA

Ramos! Set sail for the fire.  
We must rescue as many as we  
can.

RAMOS

But my lady, Octavian will  
slip through!

CLEOPATRA sighs.

CLEOPATRA

Yes, I know. But if we do not act now then there will be no-one left to defend Egypt!

RAMOS

Are you sure you do this for the right reasons majesty. To abandon all for one man...it is -

CLEOPATRA

Say no more Ramos. Do as I command.

RAMOS bows and gives orders to his men.

EXT. ACTIUM - DAWN

We begin to see CLEOPATRA'S FLEET move out, towards the raging fires of battle.

EXT. OCTAVIAN'S FLAGSHIP - DAWN

AGRIPPA watches as CLEOPATRA'S FLEET move towards the battle.

AGRIPPA

Cleopatra, she leaves.

CLEOPATRA

Let her. Let her burn with her lover.

EXT. ACTIUM - DAWN

OCTAVIAN'S FLAGSHIP and ROMAN FLEET FOUR leave the battle and head out to sea.

CLEOPATRA'S FLEET is closing in on the carnage.

EXT. OCTAVIAN'S WARSHIP - DAWN

The ship is slowly sinking.

The deck is now consumed in fire and water.

SOLDIERS are now more concerned with saving their own lives than taking the lives of others.

Except GALLUS, who continues to pursue ANTONY and MARCUS up the MAST of OCTAVIAN'S WARSHIP.

GALLUS is like an animal, he hacks and hacks relentlessly. MARCUS is kicking at GALLUS as ANTONY continues to climb, looking for a way to escape. He spots CLEOPATRA'S FLAGSHIP approaching.

OCTAVIAN'S WARSHIP is tugged at violently from the pull of the ocean. It sinks further into the depths.

ANTONY and MARCUS slip from the MAST, catching a hold of the RIGGING.

GALLUS leaps from the MAST onto the RIGGING.

It's two against one now as they sword fight on the ship's RIGGING.

GALLUS, with his sheer strength, cuts through the rope and cleaves a chunk out of MARCUS.

MARCUS screams and falls from the RIGGING, plummeting into the fiery ocean below.

ANTONY

Marcus!!

ANTONY is now enraged. He swings wildly for GALLUS.

EXT. CLEOPATRA'S FLAGSHIP - DAWN

CLEOPATRA stands with her sword drawn as they approach the burning hulk that was once OCTAVIAN'S WARSHIP.

CLEOPATRA'S FLAGSHIP pushes through the remains of burning hulls and flags, almost untouchable. A golden fist punching through the wreckage.

Her SERVANTS and SOLDIERS help any survivors from ANTONY'S ARMADA up onto the ship.

CLEOPATRA spots ANOTNY, fighting with GALLUS upon the RIGGING.

EXT. OCTAVIAN'S WARSHIP - DAWN

The flames have caught onto the RIGGING now, burning it quickly.

ANTONY and GALLUS climb to avoid the flames, still fighting each other.

GALLUS loses his footing and plummets into the flames below.

ANTONY leaps from the rigging towards the PURPLE SAIL of CLEOPATRA'S FLAGSHIP. He stabs his sword into the sail, sliding down it.

EXT. CLEOPATRA'S FLAGSHIP - DAWN

ANTONY tears his sword through the purple cloth and hits the deck.

CLEOPATRA turns to face him.

As she does, GALLUS, now a human fireball, climbs up onto the deck, screaming, charging towards CLEOPATRA and ANTONY.

ANTONY runs towards him but CLEOPATRA can handle herself.

She quickly spins with her sword, decapitating the burning GALLUS. He drops to the deck. RAMOS and some men kick his burning body overboard.

ANTONY looks out at the ocean.

Fires rage as ships sink into the waters below. The air is filled with thick black smoke. So much destruction and all for nothing.

ANTONY slumps.

ANTONY  
I have failed.

CLEOPATRA pulls him to his feet.

CLEOPATRA

Not while Alexandria stands.  
Not while Cleopatra and Antony  
still live. Not while the  
dream of Caesar still  
survives. Ramos?

RAMOS

Yes, majesty?

CLEOPATRA

Set sail for Egypt. It's time  
to end this.

EXT. ACTIUM - DAWN

The battle now over, CLEOPATRA'S FLEET set sail  
towards Egypt.

CUT TO:

EXT. ALEXANDRIA - HARBOUR - EVENING

We can see the remains of RUFIO'S FLEET docked in the  
harbour.

CLEOPATRA'S FLEET is docking.

ANTONY walks out along the dock. He sees RUFIO  
approaching.

ANTONY punches RUFIO in the face.

ANTONY

Coward! What do you think you  
were doing!

RUFIO

(angered)

No, Antony! No! What were  
you doing?! We had a plan of  
attack which you broke as soon  
as you saw Octavian.

ANTONY

I am well aware of what I did  
Rufio. Octavian was not part  
of the plan. I took a chance,  
which is more than I can say  
for you.

RUFIO regains his composure, remembering that he is talking to his superior.

RUFIO

Yes, lord Antony. I can only say that I was concerned for the lives of my men.

ANTONY

And their loss will be remembered appropriately.

RUFIO bows his head.

RUFIO

Yes.

RUFIO walks away.

CLEOPATRA appears behind ANTONY.

She puts her hand on his shoulder.

ANTONY

He's right. I was a fool. So many lives lost in a moment of madness.

CLEOPATRA

It is too late now to dwell on it. They were brave men who died for what they believed in. They died for you Antony?

ANTONY

And not because of me?

CLEOPATRA

And if you had a second chance? Would you do the same?

ANTONY does not answer.

CLEOPATRA walks on.

ANTONY stands in the middle of soldiers tending wounds. His army is a wreck.

CUT TO:

INT. CLEOPATRA'S THRONE ROOM - EVENING

APPOLLODOROUS approaches ANTONY and CLEOPATRA.

APOLLODOROUS  
Octavian is based on the  
island of Samos. He is  
preparing a large army.

CLEOPATRA  
We have two full legions here.

ANTONY looks in despair.

ANTONY  
It is not enough. Octavian  
has allies from here to Rome.  
We cannot match his strength.

CLEOPATRA  
But we will nevertheless. We  
will meet Octavian.

CUT TO:

EXT. PALACE GARDEN - MORNING

CLEOPATRA and CAESARION sit in a small garden area.  
In the centre of the garden grows a LARGE TREE.

ANTONY is watching them both from a distance.

CAESARION  
I wish I had known my father  
better.

CLEOPATRA  
You already have much of him  
in you.

CAESARION  
I am sad that he is not here.

CLEOPATRA points to a FRAIL LEAF which blows from a  
branch of the LARGE TREE.

CLEOPATRA  
Your father was like that leaf  
there.

CAESARION  
What do you mean?

CLEOPATRA

That leaf has neared the end  
of its life. It is ready to  
fall.

CAESARION

But, is that not a sad thing?

CLEOPATRA

Let's ask the leaf.

CLEOPATRA stands next to the FRAIL LEAF.

CLEOPATRA

Little leaf. Are you sad?

CLEOPATRA turns to her son and shakes her head.

CLEOPATRA

(CONT'D)

The leaf is not sad.

CAESARION

Why?

CLEOPATRA

Because the leaf has lived its  
life well, passing its  
strength and nourishment into  
this great tree. And this  
great tree will stand for a  
long time yet.

The FRAIL LEAF falls from the tree and joins a small  
pile of LEAVES on the ground.

CLEOPATRA

(CONT'D)

You see, now the leaf lies  
with others. They have all  
helped to make the tree  
strong. The leaf would be  
very happy.

CLEOPATRA puts her arm around CAESARION.

ANTONY watches and smiles to himself.

CUT TO:

INT. CLEOPATRA'S PRIVATE CHAMBER - DAY

ANTONY looks out at Alexandria.

CLEOPATRA approaches.

CLEOPATRA  
You seem distant.

ANTONY  
Have I been a fool Cleopatra?  
Have I doomed us all? The  
people expect me to act as a  
god would but I am no god. I  
am not even Caesar.

CLEOPATRA  
You are a man. Nothing more.  
Nothing less.

APOLLODOROUS enters.

CLEOPATRA  
Majesty, an emissary from the  
army of Octavian wishes an  
audience.

CLEOPATRA looks at ANTONY.

ANTONY  
Bring them before us.

INT. CLEOPATRA'S THRONE ROOM - AFTERNOON

CLEOPATRA is seated with CAESARION and ANTONY.  
Standing to their side is RUFIO and APOLLODOROUS.

Approaching the throne is DEMETRIUS accompanied by  
some of his NOMAD WARRIORS and a small detachment of  
ROMAN SOLDIERS.

CLEOPATRA  
Demetrius. The king with no  
home.

DEMETRIUS  
I do not declare myself to be  
any king, majesty.

ANTONY points to the ROMAN SOLDIERS.

ANTONY

But you declare yourself an ally of Octavian?

DEMETRIUS

I ally myself only with those who have this kingdoms best interests at heart.

CLEOPATRA laughs.

CLEOPATRA

And you believe this of Octavian? That he has your best interests at heart?

DEMETRIUS

The wealth of my people has increased ten fold since we allied ourselves with Rome.

ANTONY

Money is not everything Demetrius.

DEMETRIUS steps closer.

DEMETRIUS

Great Caesar offers -

CLEOPATRA

I will not hear that name mentioned in association with your...master.

DEMETRIUS

Octavian...offers the great Cleopatra, Queen of Kings, a chance to end this dispute.

CLEOPATRA

Continue.

DEMETRIUS

Bring him the head of Mark Antony and he shall cease all hostilities against Egypt.

CLEOPATRA looks at ANTONY.

CLEOPATRA

Demetrius, go to your master  
and tell him that I will see  
my own head upon a spike  
before I treat with the likes  
of him.

DEMETRIUS smiles.

DEMETRIUS

I was hoping you would say  
that.

DEMETRIUS nods to his NOMAD WARRIORS.

They suddenly spring into action and kill the ROMAN  
SOLDIERS.

DEMETRIUS bows at the feet of CLEOPATRA.

DEMETRIUS

I am yours to command majesty.

ANTONY steps forward.

ANTONY

How many men do you have?

DEMETRIUS

I command one thousand men. A  
mere pip in the field of  
Octavian's tens of thousands.

ANTONY

How soon can they be here?

DEMETRIUS

As soon as humanly possible.

ANTONY

Then bring them as fast as  
humanly possible.

DEMETRIUS bows and begins to leave with his NOMAD  
WARRIORS.

CLEOPATRA

(to DEMETRIUS)

Thank you Demetrius.

DEMETRIUS turns.

CLEOPATRA

No, majesty. Thank you. You have restored the honour and glory of Egypt. For that, I am eternally grateful.

DEMETRIUS and his men leave.

CUT TO:

INT. ANTONY'S CHAMBERS - EVENING

ANTONY sits looking at a MAP OF EGYPT.

RUFIO enters and approaches ANTONY.

RUFIO

My lord, do you really believe that this will work? Octavian musters all of Rome behind him.

ANTONY

If Octavian falls then his numbers will count for nothing.

RUFIO

(doubtful)

And then what? You and Cleopatra will simply pick up the reigns and resume control?

ANTONY

Rufio, just have your men ready for battle. Leave the politics to me.

RUFIO

Politics was never your speciality sir.

ANTONY

True, but politicians rarely have to stand on the battle field. I will. And I will make it count.

CUT TO:

INT. CLEOPATRA'S PRIVATE CHAMBERS - EVENING

CLEOPATRA watches as CAESARION sleeps.

ANTONY enters.

ANTONY

He looks so peaceful.

CLEOPATRA

I wish I could say the same.

CLEOPATRA walks over to the window and looks out at the city.

SOLDIERS are preparing for battle.

CLEOPATRA

(CONT'D)

The city is so quiet tonight.  
Yet, I find no peace in it.  
For I know the quiet precedes  
the noise of war. The sound  
of death. I do not want it  
Antony. I did not want any of  
this.

ANTONY

Are you saying that you regret  
all of this? That you regret  
Caesar? Myself? Caesarion?

CLEOPATRA

Of course not! I loved...I  
love you all. My people. My  
blood. My very soul. And  
tomorrow, it will stand for  
nothing!

ANTONY grasps a hold of CLEOPATRA.

He has a strong look of determination in his eyes.

ANTONY

Not while we still stand.  
Remember your words? Not  
while there is breathe in us  
enough to strike out. Yes, I  
know that Octavian outnumber  
us. But let us lead by  
example. What we do not or  
cannot finish, others surely  
will! I told you once that  
the strength was within us  
all. Not in the hands of  
gods, or kings or queens. In  
the hands of simple men.

CLEOPATRA

And women.

ANTONY

(smiling)

Yes. And women. We all have  
that strength.

CLEOPATRA

We just need to know where to  
look.

ANTONY points out through the window.

ANTONY

And tomorrow, my love, it is  
out there. Our destiny is out  
there. That is where we will  
find it.

ANTONY and CLEOPATRA embrace and kiss each other.

CLEOPATRA

I love you.

ANTONY

And I love you too. With all  
of my heart.

CUT TO:

EXT. ALEXANDRIA - CANOPUS GATE - DAY

Outside the city is the army of Antony and Cleopatra, TWELVE THOUSAND STRONG, consisting mainly of INFANTRY but also a strong CAVALRY presence.

The army is led by ANTONY and RUFIO.

RUFIO

I see the nomad has deserted you.

ANTONY

Have faith, Rufio.

ANTONY rides out. RUFIO follows.

The TWELVE THOUSAND STRONG ARMY march out into the sand dunes of the DESERT.

EXT. DESERT - DAY

ANTONY and RUFIO ride up a LARGE SAND DUNE, as they come over the dune they see it -

We can not see the sand of the desert anymore for it is alive with the might of OCTAVIAN'S ARMY. HUNDREDS OF THOUSANDS STRONG, stretching for as far as the eye can see.

RUFIO

This is madness Antony! We should fall back to the city. At least there we can use its walls to hold them off.

ANTONY

I told you Rufio, I need only see Octavian, and then we can end this once and for all.

CUT TO:

EXT. ALEXANDRIA - DAY

The city is deserted bar the EGYPTIAN ARMY which is lined on the walls and patrolling in the streets.

INT. CLEOPATRA'S THRONE ROOM - DAY

CLEOPATRA is looking out at the eerily quiet city.

CAESARION stands by her side.

APOLLODOROUS enters.

APOLLODOROUS  
Majesty, Antony has met  
Octavian's forces. They shake  
the earth with their march.

CLEOPATRA  
We will hold this city.  
Octavian shall not enter it.

CUT TO:

EXT. DESERT - DAY

OCTAVIAN in battle armour leads his horse out into a clear spot of the desert, accompanied by his GENERAL.

ANTONY and RUFIO approach them.

Both armies remain still.

OCTAVIAN  
Rufio. Rome has need of you.

RUFIO looks at ANTONY.

RUFIO  
I'm sorry.

ANTONY rides towards OCTAVIAN. As he does, we can hear the TWELVE THOUSAND STRONG ARMY behind ANTONY march.

They march straight past ANTONY, and join up with OCTAVIAN'S ARMY.

ANTONY remains calm.

OCTAVIAN dismounts from his horse and approaches ANTONY.

ANTONY dismounts.

OCTAVIAN

I have granted Rufio leniency.  
I will offer you the same. I  
will not kill you. Instead, I  
shall parade you and your  
whore to all the territories  
of Rome. There you shall be  
mocked and shamed until you  
can no longer bear to look  
upon one another again. The  
shame will be so great that  
you'll wish I killed you. You  
see? I, the great Caesar, am  
a forgiving...king. A god  
even.

ANTONY

Would he forgive you though  
Octavian? The true Caesar?

OCTAVIAN

I am the true Caesar.

ANTONY points back in the direction of the city of  
Alexandria.

ANTONY

No, the true Caesar is there.  
In Alexandria.

OCTAVIAN begins to circle ANTONY.

OCTAVIAN

Well, that will be dealt with  
accordingly.

ANTONY

And Julius Caesar, was he  
dealt with accordingly?

OCTAVIAN

Your insinuations are tinged  
with the bitterness of a sore  
loser, Antony.

OCTAVIAN is standing behind ANTONY.

ANTONY

Your hands may not have held  
the dagger that killed him,  
but you played your part. Of  
that I have no doubt.

Suddenly OCTAVIAN PLUNGES A CONCEALED DAGGER into ANTONY' back.

ANTONY drops to the ground, gasping for air.

OCTAVIAN

You have no doubt do you?  
Well, I have no doubt about  
the fate of your Egyptian  
Queen and her son. Perhaps I  
will take her as my mistress  
and her son as I my dog.

OCTAVIAN steps closer to ANTONY, playing with the DAGGER.

OCTAVIAN

(CONT'D)

I read your will Antony. In  
it you wrote of how you wish  
to be buried by her side,  
here, in great Alexandria. A  
Roman funeral here in Egypt.  
For that, I would indeed be  
happy to play my part.  
Believe me when I say this  
Antony, I would rather see  
myself dead than see your last  
will and testament granted.  
I'll see you dragged to the  
farthest reaches, spat on and  
despised with all the venom  
you so richly deserve. You  
will never rest in peace with  
her! Never! I would rather  
die than see it!

ANTONY suddenly LUNGES forth, his SWORD drawn in a blur.

The blade catches OCTAVIAN on the neck, slicing into his skin.

OCTAVIAN staggers back, blood dripping from the flesh wound.

The strength has fallen from ANTONY as he collapses onto the sand.

In the background, we can hear a DISTANT RUMBLE, like thunder.

OCTAVIAN looks over the sand dunes. The sound is not thunder.

It's DEMETRIUS' ARMY, ONE THOUSAND STRONG, mainly consisting of CAVALRY. ANTONY weakly smiles.

OCTAVIAN pulls himself back onto his horse and returns to his own troops.

OCTAVIAN shouts to his GENERAL.

OCTAVIAN

Wipe these vermin from the  
face of the earth!

The GENERAL shouts orders, which are repeated by COMMANDERS throughout OCTAVIAN'S ARMY.

They begin to move.

DEMETRIUS watches, he is not intimidated. He is willing to sacrifice his life.

He draws his sword and rears his horse.

DEMETRIUS

Charge!!!

DEMETRIUS' ARMY charge out to meet OCTAVIAN'S ARMY. The odds are not good for DEMETRIUS.

SWORDS, SPEARS, SHIELDS and BODIES are broken in the massive clash of flesh upon steel. However strongly they are outnumbered, DEMETRIUS' ARMY fight with a passion not shared by OCTAVIAN'S ARMY.

Separated from battle, ANTONY crawls weakly through the sand dunes.

He sees someone on horseback approaching him from the battle.

It is DEMETRIUS. He is pierced with TWO ARROWS. He reaches down for ANTONY, helping him up onto his horse.

DEMETRIUS

Go, be with your people.

DEMETRIUS jumps from the horse and makes sure that ANTONY is secure in the saddle.

ANTONY

Thank you, my friend.

DEMETRIUS slumps to the ground, the life draining out of him.

DEMETRIUS

Go!

He hits the horse.

The horse carries ANTONY away from the battle.

CUT TO:

INT. CLEOPATRA'S THRONE ROOM - DAY

CLEOPATRA waits patiently with her HANDMAIDENS and CAESARION.

APOLLODOROUS enters.

APOLLODOROUS

Your highness, our scouts  
bring news of the battle.

CLEOPATRA

(hopeful)  
Antony?

APOLLODOROUS shakes his head.

APOLLODOROUS

No, my lady. I'm sorry.  
Octavian's army now march upon  
our city.

CLEOPATRA stands firm despite the bad news.

CLEOPATRA

Apollodorous, take Caesarion.  
I want you to leave the city  
with him.

APOLLODOROUS nods.

APOLLODOROUS

He will be safe with me,  
majesty.

CLEOPATRA kneels beside CAESARION.

CLEOPATRA

Be brave, my son.

She kisses POMPEY'S RING on the finger of CAESARION.

CLEOPATRA

(CONT'D)

Be strong. For your people.  
For me. I love you.

CAESARION

I love you too, mother.

APOLLODOROUS escorts CAESARION from the throne room.

CUT TO:

EXT. ALEXANDRIA - THE WALL - DAY

RAMOS is preparing his troops upon the battlements of the great wall which surrounds Alexandria.

They stand by BALLISTA'S and CATAPULT'S, ready.  
Waiting.

In the distance we see the sandy horizon turn black.  
The black horizon grows closer as we reveal it is  
OCTAVIAN'S ARMY.

RAMOS hesitates as he becomes aware of the size of the  
opposition.

RAMOS

May the gods have mercy upon  
our souls.

CLEOPATRA (O.S.)

Gods will not decide the  
outcome of this day.

RAMOS turns.

CLEOPATRA is now in full battle regalia.

She marches out to the main battalion of troops upon  
the wall.

CLEOPATRA

No, gods will not decide our fate. Our fate is in our own hands. Our fate is decided by mere mortal hands and by mere mortal will. Our destiny is forged by mortal men and women. Men and women who stand defiant even before the might of a false god. Free men and women standing united for a free world!

The SOLDIERS shout and cheer.

SOLDIERS

(in unison)

Hail Cleopatra! Hail the Queen of Kings!

CLEOPATRA

No! Hail yourselves...and let the enemy be the one to beg for mercy. Remember this my people! What you do not let go, no-one can take from you!

EXT. ALEXANDRIA - CANOPUS GATE - DAY

OCTAVIAN'S ARMY approach.

They begin to break off into FOUR DIVISIONS, surrounding the four walls of the city.

The GENERAL is shouting orders to his men.

OCTAVIAN is sat upon his horse at the rear of the army. He has a SCARF wrapped around his neck. It is blood stained from his wound.

EXT. ALEXANDRIA - THE WALL - DAY

CLEOPATRA paces the length of the wall.

RAMOS is ordering his men.

RAMOS

Archers ready!

The EGYPTIAN ARCHERS load arrows into their bows.

RAMOS  
Prepare the ballista's!

The BALLISTA'S are loaded.

RAMOS  
Prepare the catapult's!

The CATAPULT'S are loaded.

CLEOPATRA draws her sword.

CLEOPATRA  
Prepare for war!

RAMOS shouts to his men.

RAMOS  
Fire! Fire!

EXT. ALEXANDRIA - CANOPUS GATE - DAY

SPEARS are fired from the BALLISTA'S.

BOULDERS and ROCKS are fired from the CATAPULT'S.

They collide with OCTAVIAN'S ARMY.

OCTAVIAN remains calm. His GENERAL rides next to him.

GENERAL  
Sir, our frontline is too  
close. They are being  
crushed. We must move them  
out of range.

OCTAVIAN  
And you and I General? Are we  
out of range?

GENERAL  
Well, yes sir.

OCTAVIAN  
Then that is all that matters.  
Continue the attack as  
planned.

GENERAL

We are readying the siege ladders.

OCTAVIAN

Very well. I want turtles equipped with battering rams to take the gates.

GENERAL

Yes, sir.

As the attack from the wall continues, TEN TURTLES emerge from the army.

Some are hit with SPEARS and BOULDERS, breaking the shields.

Arrows bounce harmlessly from others.

EXT. ALEXANDRIA - THE WALL - DAY

CLEOPATRA sees the TURTLES approach the wall.

CLEOPATRA

Their going to use ladders!

EXT. ALEXANDRIA - CANOPUS GATE - DAY

SIEGE LADDERS emerge from the remaining TURTLE formations.

The SIEGE LADDERS are placed against the wall.

The troops from the TURTLES begin to climb the ladders.

EXT. ALEXANDRIA - THE WALL - DAY

EGYPTIAN ARCHERS try to shoot as many men from the SIEGE LADDERS as possible.

RAMOS sees more and more TURTLES emerging from OCTAVIAN'S ARMY.

RAMOS

There are too many!

ROMAN SOLDIERS begin to climb up onto the walls.

CLEOPATRA fights wildly. Swinging her sword into the enemy, unafraid.

EXT. ALEXANDRIA - CANOPUS GATE - DAY

The TURTLES continue to emerge from OCTAVIAN'S ARMY.

There are now HUNDREDS of SIEGE LADDERS being placed against the wall.

TURTLES have reached the gate and are breaking through with their BATTERING RAMS.

EXT. ALEXANDRIA - DAY

HUNDREDS OF EGYPTIAN SOLDIERS run through the streets, running to each of the four gates which are being assailed.

The soldiers try and brace the gates with LARGE BEAMS OF WOOD.

EGYPTIAN SOLDIER  
We must hold them! We must  
hold the gates!!

EXT. ALEXANDRIA - THE WALL - DAY

The wall is now swarming with ROMAN SOLDIERS.

The BALLISTA'S and CATAPULT'S are now unable to be fired as the men manning those machines find themselves defending their own lives against the Roman horde.

CLEOPATRA and RAMOS continue to fight against the onslaught.

CLEOPATRA is pushing SIEGE LADDERS down from the wall.

EXT. ALEXANDRIA - CANOPUS GATE - DAY

The SIEGE LADDERS fall into the mass of ROMAN SOLDIERS gathered at the base of the wall.

OCTAVIAN and the GENERAL watch CLEOPATRA on the wall. She is truly marvellous.

GENERAL

She fights well.

OCTAVIAN

For a woman.

The CANOPUS GATE is cracking under the sheer brute force of hundreds of ROMAN SOLDIERS.

EXT. ALEXANDRIA - DAY

The CANOPUS GATE gives way, collapsing and crushing all in its path as it falls.

EGYPTIAN SOLDIERS begin to fight in the streets with the ROMAN SOLDIERS who pour in like rats.

EXT. ALEXANDRIA - THE WALL - DAY

RAMOS sees the GATES OF THE CITY. They have all been breached. ROMAN SOLDIERS are pouring in.

RAMOS

They have broken through!

The wall is now swarming in Romans. The Egyptians are outnumbered.

CLEOPATRA

Down to the streets! We must not let them take the city!

CLEOPATRA climbs down a LARGE ROPE LADDER and throws herself into the battle below.

EXT. ALEXANDRIA - CANOPUS GATE - DAY

OCTAVIAN'S ARMY begin the hard push, shoving their way in through the gate.

OCTAVIAN calmly watches the proceedings as if he was attending a day in the Senate.

EXT. ALEXANDRIA - DAY

The battle rages.

The Egyptians clash against the full might of OCTAVIAN'S ARMY. The streets are like a sea of Romans.

CLEOPATRA is now on horseback. She is stunning as she charges through waves upon waves of Romans. Hacking and slashing, it appears that nothing can stand in her way.

She rallies Egyptians left, right and centre.

However, it seems for every ten Romans who fall, another twenty appear in their place.

RAMOS rides next to CLEOPATRA.

RAMOS

The city is lost, majesty.  
You must seek refuge.

CLEOPATRA is no fool. She accepts the inevitable.

CLEOPATRA

Draw them away from the  
streets. Keep them away from  
the people.

RAMOS

Where shall we lead them to?

CLEOPATRA

The mausoleum.

CLEOPATRA rides out towards her mausoleum.

EXT. ALEXANDRIA - CANOPUS GATE - DAY

OCTAVIAN'S ARMY surround the walls of the city.

The GENERAL approaches OCTAVIAN.

GENERAL

We have taken the city my lord. We are pushing the Egyptian forces back. The Queen has taken refuge.

OCTAVIAN

Tell your men to fall back. Do not attack. I will deal with Cleopatra myself.

The GENERAL rides into the city.

AGRIPPA appears on horseback, accompanied by some SOLDIERS. He approaches OCTAVIAN.

OCTAVIAN

Agrippa, my old friend. How goes the war at sea?

AGRIPPA laughs.

AGRIPPA

What war?

AGRIPPA orders one of his soldiers.

AGRIPPA

Bring them up.

OCTAVIAN

What do you have for me Agrippa?

AGRIPPA

A gift. We caught these two trying to escape.

The soldier returns with the two captives, APOLLODOROUS and CAESARION.

OCTAVIAN approaches APOLLODOROUS.

OCTAVIAN

(to APOLLODOROUS)

This is her son?

APOLLODOROUS remains silent.

OCTAVIAN  
Very well.

OCTAVIAN orders a soldier.

OCTAVIAN  
(CONT'D)  
Soldier, it would appear that  
this man has no further use  
for his tongue. Take him away  
and cut it out.

The soldier leads APOLLODOROUS away.

OCTAVIAN kneels down next to CAESARION.

OCTAVIAN  
My, you have grown into a  
strong one.

OCTAVIAN notices POMPEY'S RING on CAESARION'S finger.

OCTAVIAN  
That's a nice ring. I knew  
someone once who had one  
similar. Who gave it to you?

CAESARION  
It was a gift from my father.  
Caesar.

OCTAVIAN chokes slightly at the mention of the name.

OCTAVIAN  
Well, you know what they say.  
Two Caesars is one Caesar too  
many.

Behind OCTAVIAN'S back, we can see the DAGGER he used  
to stab Antony. It is caked in dry blood.

CUT TO:

EXT. CLEOPATRA'S MAUSOLEUM - DAY

The remaining Egyptian forces hold defensive positions  
around the structure.

The ROMAN SOLDIERS wait at the gate to the mausoleum.

INT. CLEOPATRA'S MAUSOLEUM - DAY

CLEOPATRA stands with her HANDMAIDENS.

RAMOS looks out at the ROMAN SOLDIERS.

RAMOS

Why do they wait?

CLEOPATRA

Octavian. He is coming. Go out to your men Ramos. They need you.

RAMOS

Yes majesty.

RAMOS exits the MAUSOLEUM.

EXT. CLEOPATRA'S MAUSOLEUM - DAY

As RAMOS leaves the MAUSOLEUM, we see OCTAVIAN approach the gate accompanied by PRAETORIAN GUARDS.

RAMOS orders one of his soldiers.

RAMOS

Open the gate.

The gate to the mausoleum opens.

OCTAVIAN enters.

CUT TO:

EXT. ALEXANDRIA - CANOPUS GATE - DAY

The remains of the Canopus gate are guarded by a small group of ROMAN CENTURIONS.

From the distance we see a ROMAN CENTURION approach on horseback. We cannot see his face as he approaches the LEAD CENTURION.

LEAD CENTURION

Halt!

The ROMAN CENTURION on horseback slows his horse.

ROMAN CENTURION

I bring news from Rome to the great Caesar Octavian. It is of the utmost importance that I relay this message to his Excellency in person.

The LEAD CENTURION looks at the ROMAN CENTURION, who sags uncomfortably in his saddle.

LEAD CENTURION

Very well. Proceed into the city.

The ROMAN CENTURION enters the city.

CUT TO:

INT. CLEOPATRA'S MAUSOLEUM - DAY

OCTAVIAN admires the treasure which surrounds him. His PRAETORIAN GUARD stand watch over the door.

OCTAVIAN

Quite a monument you have erected in your name.

CLEOPATRA

It serves one's memory better than a funeral pyre.

OCTAVIAN

Cleopatra, here are the terms. I saw how you fought today, how your people look upon you. To make a martyr of you would not do me any favours. However, I do not intend any form of relationship, negotiation or reconciliation with you. You are not in a position to barter. I hold the lives of your people in my hand.

CLEOPATRA

Get this over with.

OCTAVIAN

I will make a slave of you. I will publicly humiliate you and destroy any semblance of respect you might have garnered during your tenure as lover of Rome and saviour of Egypt. I will see to it that history does not remember it the way it was. Your name will mean nothing. A fallen goddess.

CLEOPATRA

I have learned one thing Octavian. I know now that I am no goddess. That Julius Caesar and Antony too, were not gods. We are just human beings. Human beings who aspire to live the dreams of gods. A human being can be killed, their memory and reputation destroyed. But a dream cannot. Not while other people believe in it.

OCTAVIAN

Your sentimentality bores me. Save it for the weak. You have learned of Antony then? I am truly sorry that he has fallen this day. It must be terrible for you to know that you will not be buried side by side. That his corpse rots and festers amongst the dead of so many of your kin. Have you come to a decision yet? Would you prefer a slow and meaningless death instead? As Antony did?

CLEOPATRA remains calm. She does not let the insults of OCTAVIAN get to her.

CLEOPATRA

I will make my decision when I am ready. My people will be safe?

OCTAVIAN

Yes. I give you my word.

CLEOPATRA notices OCTAVIAN'S HAND. Upon his finger is POMPEY'S RING. She chokes briefly, realising what this means.

CLEOPATRA

And my son? You will grant him rule over the people of Egypt?

OCTAVIAN

Indeed. I will see to it myself before my return to Rome. Your son will rule in your stead.

CLEOPATRA

Very well, I will prepare myself. I will need time.

OCTAVIAN points to her sword.

OCTAVIAN

I am not a fool. Relinquish all your weapons. I do not want you harming yourself in any way. I will not be denied the pleasure of degrading you.

CLEOPATRA

Very well.

CLEOPATRA throws her sword to the floor.

The PRAETORIAN GUARD remove any more weapons they find in the mausoleum.

CLEOPATRA

I am at least granted permission to dress myself in the appropriate attire?

OCTAVIAN grins.

OCTAVIAN

Of course.

He signals to the PRAETORIAN GUARD.

They leave the mausoleum, closing the door behind them.

CLEOPATRA signals to her HANDMAIDEN.

CLEOPATRA

Bring me the fruit basket.  
And my burial robes.

The HANDMAIDENS begin to dress CLEOPATRA in her BURIAL ROBES.

Another HANDMAIDEN brings the FRUIT BASKET to CLEOPATRA.

CLEOPATRA removes the lid.

She places her hand inside the FRUIT BASKET.

She grits her teeth as she receives the bite of the ASP.

CLEOPATRA

(to HANDMAIDENS)

Bring me to my burial chamber.

The HANDMAIDENS open the door to the BURIAL CHAMBER.

CLEOPATRA leads the way inside.

INT. CLEOPATRA'S MAUSOLEUM - BURIAL CHAMBER - DAY

As CLEOPATRA enters she sees the ROMAN CENTURION who rode in on horseback bearing news for Caesar.

He is slumped against the LARGE SARCOPHAGUS.

He removes his helmet.

It is ANTONY.

CLEOPATRA runs to him.

CLEOPATRA

Antony! Antony!

She holds him.

CLEOPATRA  
(CONT'D)

I was told you were dead?!

ANTONY

I am.

ANTONY reveals the wound in his back, blood has leaked out onto the floor of the chamber.

ANTONY

I live only to hold you in my  
arms one last time...my Queen.  
You are all that is left to  
me. All that matters to me.  
I die for you Cleopatra.

CLEOPATRA starts to feel the grip of the poison coursing through her veins.

CLEOPATRA  
And I for you Antony.

ANTONY  
Together again. A King and a  
Queen.

CLEOPATRA  
A man and a woman.

They kiss each other gently one last time before they die in each other's arms.

CUT TO:

EXT. CLEOPATRA'S MAUSOLEUM - DAY

OCTAVIAN looks impatient.

OCTAVIAN  
Enough waiting.

He leads his PRAETORIAN GUARD into the mausoleum.

INT. CLEOPATRA'S MAUSOLEUM - DAY

OCTAVIAN is shocked as he enters.

HANDMAIDENS lay about the floor. Dead.

OCTAVIAN steps towards the BURIAL CHAMBER entrance.

The LEAD PRAETORIAN points to the ASP on the floor.

OCTAVIAN kicks it away.

He pushes open the door to the BURIAL CHAMBER.

INT. CLEOPATRA'S MAUSOLEUM - BURIAL CHAMBER - DAY

OCTAVIAN drops to his knees as he sees the sight before him.

EXT. CLEOPATRA'S MAUSOLEUM - DAY

RAMOS and several EGYPTIAN SOLDIERS barge their way past into the mausoleum.

INT. CLEOPATRA'S MAUSOLEUM - BURIAL CHAMBER - DAY

As RAMOS and the EGYPTIAN SOLDIERS enter they see the following.

OCTAVIAN, on his knees in a heap of disbelief.

TWO HANDMAIDENS lay slumped at the base of the SARCOPHAGUS.

OCTAVIAN

(to RAMOS)

Is this well done of your lady?

RAMOS and the EGYPTIAN SOLDIERS kneel before the SARCOPHAGUS.

RAMOS

Extremely well done. And so befitting a Queen of Kings.

Inside the SARCOPHAGUS lay ANTONY and CLEOPATRA, hand  
in hand.

Untouchable. Immortal.

TITLE CARD:

"Be it known, that we, the greatest, are misthought  
For things that others do; and, when we fall,  
We answer others' merits in our name,  
Are therefore to be pitied."

WILLIAM SHAKESPEARE'S ANTONY AND CLEOPATRA

FADE OUT:

THE END