

MAN'S WORLD

Written by

Alexander Julian III

103 Mary St.
Carrboro, NC 27510
919-619-8664

FADE IN:

EXT. TENNESSEE MOUNTAINS - SECLUDED VALLEY - DAY

Three YOUNG PEOPLE seed a large garden. They wear old clothing and scuffed boots. They walk in a line, divide the work.

At the head of the line is JOE, (19, muscular, good-natured face). He digs out divots in the earth with a small post-hole device.

His sister LANE (14, cute, tomboyish, just reached puberty), follows behind him as she dumps a handful of seeds in each hole.

Last in line, their brother JIMMY, (17, solemn, undersized for his age), fills the holes and tamps them down with a trowel.

Behind them, fifty yards in the background, is a small cabin made of cinder blocks and wood. A wisp of smoke drifts up from a chimney.

Off to one side of the cabin, a fenced enclosure holds a dozen goats and twice as many chickens.

JIMMY

Lane, you're putting too many darn seeds in those holes. You don't need but two or three.

LANE

Pa said to put in half dozen, Jimmy.

(SNIFFS)

I'm going to do it his way.

JIMMY

You two always got each other's backs, don't you.

Lane holds the bag of seeds out to Jimmy.

LANE

If you think you can do it better, then -

JOE

Ya'll quit your bickering. Let's get this done. Sun's going down soon and I ain't up for working in the dark.

LANE

I ain't bickering, Joe. I just
can't do nothing right in his eyes.

JIMMY

Yeah, well that's no wonder, is it?
You -

Someone Hammers loudly on a pan from the direction of the
cabin.

JOE

Supper's up. Maybe he'll be OK with
us finishing tomorrow.

LANE

Let's go!

Lane dumps the bag of seeds on the ground, bolts toward the
cabin.

JIMMY

We can't just let the dang seeds
sit out here.

Joe and Lane are off and running. They LAUGH together, pay
Jimmy no mind.

Jimmy angrily scoops up the bag of seeds.

JIMMY (CONT'D)

(mutters)
Spoiled brat.

EXT. TENNESSEE MOUNTAINS - MOUNTAIN TOP - DAY

From a mile away, a huge unkempt man and gang BOSS uses a
telescope to watch the scene between the three siblings play
out.

He drops the scope, wipes saliva from his mouth with the
sleeve of a filthy shirt.

Behind him, a dozen MEN mill around, waiting for his word.
Except for one, they are dressed like mountain men, and
haven't bathed or groomed in way too long.

A tall, scrawny, long-haired MAN IN A TORN CANVAS DRESS
mills around among them, looking sad and used up. His legs
are shackled together.

Two mules, packed with supplies and blankets, roam around
near them.

BOSS

I'll be good god-damned, boys.

The men behind him gather close, and clamber for information.

WEIVEL (40s, a one-eyed, mean-looking wretch with a crossbow strapped to his waist) reaches for the scope.

WEIVEL

Can I see, Boss?

BOSS RIPPY slaps the scope into the Weivel's open hand.

BOSS

Gander that, Weivel. A young bitch, could be around bleeding age.

Weivel glues his good eye to the scope, SMACKS his nasty lips.

WEIVEL

Mmmm, mmm! She ought to bring us a very purty penny, boss. After we've had our fill of her, of course.

Boss snatches the scope back from Weivel.

BOSS

That depends, cockroach. If she's still a virgin, no one touches her. Not even me. The Empress will make us all rich just to get her on her cadre. Virgin or not, won't matter none. She still looks the part.

WEIVEL

You think those boys have already had them a piece, Boss?

BOSS

Who knows? Back in these sticks, some folks try to live by the old rules, where the Empress won't know about it. Only one way to find out.

Boss turns to look back at the man in the torn canvas dress.

BOSS (CONT'D)

We'll have Georgina there take an 'up close look to make sure. And ya'll can watch for entertainment.

GEORGINA drops his eyes, looks mighty glum about the prospect.

The men around Boss HOOT and HOLLER, jacked up about the idea.

WEIVEL

There was one lad I saw was growed up. Strong-looking. But the other 'un was fair and nubile. Could be a changeling candidate, eh, Boss? The Guild would pay decent money for him, too.

Weivel rubs his nasty paws together in excitement.

WEIVEL (CONT'D)

And it wouldn't be no harm to try him out first, now would there, Boss?

Boss grins sickly.

BOSS

I s'pose not.

His men ERUPT in a frenzy of celebration again.

BOSS (CONT'D)

OK, now all you fools need to calm down. We got to move up on them quietly, minimize the fight. If any talking gets done, I do it. Act friendly. Might be more we don't know about inside that cabin.

Boss moves forward to start down the mountain. His men quiet down and follow him. Their eyes gleam in anticipation.

INT. TENNESSEE MOUNTAINS - SECLUDED VALLEY - CABIN - DAY

Joe, followed closely by his sister, storms in the front door, which swings shut again behind them.

Their father, KONRAD BLOUNT, (early 50s, greying, bearded) stokes a robust fire beneath a large cooking pot.

Konrad turns to his children with a grin.

KONRAD

Ya'll must be mighty hungry to come at a run. Either that, or darn tired of working.

LANE

It's both for me, Pa.

Konrad LAUGHS.

KONRAD
Always is!

Konrad motions to a wooden table with benches on the far side of the room.

KONRAD (CONT'D)
Take a seat, then. I'll dish this out.

Joe and Lane rush to the bench, scoot in.

KONRAD (CONT'D)
Where's your bro-

The cabin door SLAMS open. A sour-faced Jimmy slouches in. Without a word, he tosses the sack of seeds into a corner, then stalks to the table, plops down unhappily across from his siblings.

KONRAD (CONT'D)
You got a problem, son?

Konrad carries the pot to the table, starts to ladle out stew into the bowls in front of his kids.

Jimmy sulks, points an accusing finger at Lane.

KONRAD (CONT'D)
Jesus. You two at it again?

LANE
Pa, he's always on my back about something. I can't do nothin' right.

JIMMY
I'm always havin' to fix what you mess up.

KONRAD
Son, you know that's an exaggeration.

Jimmy SLAPS his hand down on the table top.

JIMMY
Why you always got to stick up for her, Pa?

LANE
'Cause you're mean.

JIMMY

It's 'cause you're a damn girl, is why. A rare thing we are all supposed to be thankful for.

JOE

Calm down, Jimmy. You know you don't mean -

JIMMY

But I do mean it. Why we got to treat her with kid gloves?

KONRAD

We aren't treating her with kid gloves. We have to be protective of our women folk. There's been word of gangs out there stealin' them for purposes -

Konrad looks over at Lane, who hangs on his words.

KONRAD (CONT'D)

- I won't mention.

Jimmy drops his head, frowns.

JIMMY

We ain't had no visitors out here in three years, 'cept for our neighbors across the lake.

He scowls at Lane.

JIMMY (CONT'D)

Nobody's bothering her.

LANE

'Cept you!

JIMMY

(to himself)

I hate this life.

(to Konrad)

How are me and Joe supposed to get by? You say there's just one woman for every twenty of us out there? And I heard about them "man made" women. That's disgusting to me.

Joe stirs his stew. He doesn't like the idea either.

KONRAD

That's why she's got to be protected. Life can't go on without real women.

JIMMY

But they die.

KONRAD

Maybe not every time. It's a big world and we know little of it. Perhaps its different somewhere else.

JIMMY

I don't believe it. Baby girls don't come much, and when they do, they're always deadly.

LANE

I ain't deadly!

Jimmy throws his spoon down on the table.

JIMMY

You damn sure are. You killed Ma.

Konrad rises up from his seat, truly pissed.

KONRAD

That'll well be enough.

JIMMY

Damn you. And her.

Jimmy launches up from the bench and charges out the front cabin door.

Konrad and Joe reach out consoling hands to Lane, who WEEPS softly.

EXT. TENNESSEE MOUNTAINS - SECLUDED VALLEY - DAY

The sun sits low on the horizon.

Jimmy runs back toward the garden, then slows to an angry walk as he MUTTERS to himself.

He regards the planting area bitterly, shakes his head "no", then stalks up over a rise in back of the large garden.

Before him, the vista of a flat valley surrounded by a bowl of mountains. A small lake is nestled in the center. Trees line its far side.

Jimmy heads for the lake, but wait...are those VOICES he hears? Jimmy freezes in his tracks, eyes and ears wide open.

Ahead of him, at the back of the small lake, foliage rustles and the VOICES get louder, now distinctly male.

Boss and his band emerge through the trees, then stop at the lake before them.

Jimmy backs up very slowly to position himself out of their sight, then turns to sprint for home. He tears back up over the rise, runs through the garden and hurls himself through the cabin door.

INT. TENNESSEE MOUNTAINS - SECLUDED VALLEY - CABIN - DAY

Jimmy charges inside, PANTING with fear.

His family are nearly finished their meal, and startle to see him in such a state.

KONRAD

Son?

Jimmy braces himself on the dinner table edge, almost out of breath.

JIMMY

Luddites! I seen them coming
through the woods at the lake.
They're headed straight this way.

JOE

Damn. They can see our chimney
smoke for sure from where they are.

Konrad is scared as hell. He runs to a small chest in the corner, flings it open.

INSIDE THE CHEST

Are two rifles and some ammo.

Konrad grabs up a rifle.

KONRAD

Joe, you and Jimmy get over here
quick.

The boys run over. Lane remains frozen where she is.

KONRAD (CONT'D)
Joe, take that other rifle and the
longs that go with it.

Konrad runs to look out the front

WINDOW, where Boss's and Weivel's heads have just come over
the horizon line.

Konrad runs to the center of the room, pulls back a
threadbare rug to reveal a trap door.

KONRAD (CONT'D)
Jimmy, take your sister and climb
down there. Lock the door from
underneath like I showed you.

LANE
Noooo, Pa!

Jimmy bucks up.

JIMMY
I'm staying up here for the fight.

KONRAD
You need to protect your sister.
Maybe we can hold them off up here,
lead 'em to think it's just two
grown men. Even if they get
inside...

JIMMY
But if they get inside, you'll be -

KONRAD
Go! If they don't see you two,
could be they won't look any
further.

Konrad runs back to peek out the tattered curtain of a front

WINDOW, where the whole Luddite gang has trooped most of the
way through the garden, their many rifles and pistols held
loosely.

KONRAD (CONT'D)
Looks like they might be coming for
trouble. Hurry!

Joe half drags Lane to the open trap door. Jimmy stands there
waiting. Joe gives Lane a big hug.

In the background, Konrad lights a large candle from the fireplace. He hands the candle to Lane.

KONRAD (CONT'D)
Now, don't make a sound, whatever
you hear going on.

Lane starts downstairs. Joe reaches for Jimmy to hug. Jimmy shies away, starts to head down behind Lane.

JIMMY
I should be fightin' with you.
(to Joe)
Why don't you go down and protect
your precious while I stay up here?

Konrad points a demanding finger at Jimmy.

KONRAD
We only got two rifles. So, go now,
son. Obey me.

Jimmy gives his dad and brother one more long, ambivalent look, then reluctantly heads down the stairs.

Jimmy closes the trap door and as it CLICKS SHUT, Konrad and Joe rush to spread the old rug over it. Just as they do,

FROM OUT FRONT, Boss and his crew casually amble up into the cabin's front yard.

BOSS
(hollers)
Hello in there. Having a nice day?

Konrad dives to the side of one of the front windows. Joe rolls over to the other.

They both lean to peek around the corners of tattered window curtains.

BACK OUTSIDE THE CABIN

Boss's men joke among themselves as a few pretend to shoot into the cabin. The Boss motions for them to quit fooling around.

Weivel stands just behind Boss.

BOSS (CONT'D)
(softly)
Weivel, you sidle around, see if
these hicks gotta back door.

(MORE)

BOSS (CONT'D)
Pick off anybody that ain't worth
selling if they come out that way.

WEIVEL
You got it, Boss.

Weivel trots around to the side of the cabin, as the rest of their crew continues to mock and CATCALL those inside.

Boss waves a hand, signals his men to quiet down again.

BOSS
(shouts in a friendly
tone)
We figure you got a girl in there,
brothers. Send her on out here and
no one gets hurt. In fact, she'll
have a damn good life workin' for
the Empress.

Boss looks around at the small farm in disdain.

BOSS (CONT'D)
It's gotta beat squatting way out
here in these sticks.

BACK IN THE CABIN

Joe and Konrad crouch to the side of the windows.

JOE
Work for the Empress? Those stories
for real, Pa?

KONRAD
Real or not, she ain't going with
them.

UNDER THE TRAP DOOR

In the flickering candlelight, Lane starts to WHIMPER when she realizes she's the target. Jimmy scowls, "hushes" her with a finger to his lips.

BACK OUTSIDE THE CABIN

BOSS
Come on, boys. Don't be so quiet.
How many you got in there? Three?
Maybe four?

Boss looks around at his crew, now scattered behind various objects for partial cover.

BOSS (CONT'D)

I got me twelve men out here, and twice as many rifles. Plenty of food. We can wait you out if-

Weivel scuttles around from the back of the cabin to where Boss stands.

WEIVEL

They're screwed, boss. Ain't got but one way in or out.

Boss considers this tidbit of information.

BOSS

I got a job for ya. Get a blanket off one of them mules. Then have one of the boys hoist you up on that roof. Throw the blanket over the chimney. We'll smoke those farmers out.

Weivel grins. He motions for ONE OF THE MEN nearby to join him.

Boss turns back to the cabin.

BOSS (CONT'D)

Come on, in there. Surely we can work this out in a friendly fashion? I'd hate to see this turn into some kinda hassle...

At one side of the cabin, Weivel gets a boost from his HELPER high enough up for him to get a grip on the rooftop. He pulls himself up, then turns to the helper who tosses him a thick blanket.

BACK IN THE CABIN

Konrad and Joe hear someone on the roof.

KONRAD

The fire. We have to put it out.

Joe crawls to the sink and looks into the bucket beneath it.

JOE

We used all the water to clean up dinner.

WHOOMP from above. Something has clogged up the chimney. Smoke starts to pour into the room.

Konrad and Joe exchange helpless looks.

JOE (CONT'D)
Pop, what will we do?

KONRAD
Only one thing we can do. If we run
out of here firing, they're going
mow us down like dogs.

Konrad swallows hard, He hates to say this next part.

KONRAD (CONT'D)
We'll have to surrender and hope
they don't look too hard for anyone
else.

The two men look at each other sadly for a long beat, then
Konrad raises his head up to the level of the window sill.

KONRAD (CONT'D)
(shouts)
OK, OK! There's just two of us.
We're comin' out.

BOSS
(shouts)
Come out with your rifles held up
high over your heads.

BACK OUTSIDE THE CABIN,

After a few seconds, the cabin door opens. Konrad, followed
by Joe slowly exit, their rifles held high. Wifts of smoke
follow them out.

Boss motions for Weivel to remove the blanket from the
chimney.

Konrad and Joe stand side by side, ten feet outside the cabin
door.

Boss and his dozen men carefully approach them, weapons
trained. Weivel joins Boss.

WEIVEL
(whispers low, to Boss)
Where's the two young 'uns?

BOSS
(to Weivel)
We'll get to that.
(to Konrad and Joe, still
sounding very friendly)
(MORE)

BOSS (CONT'D)
All right. You done the smart
thing. Now, drop them rifles at
your feet, easy, so you don't bust
'em up.

Konrad and Joe reluctantly lay down their weapons. Boss and
the rest close in. Boss emits a sick grin.

BOSS (CONT'D)
So, just the two of you fellas,
right?

KONRAD
That's right. Me and my son here.

Boss decides to have some fun.

BOSS
So...where's the boy's mom?

KONRAD
(hesitates)
...She's dead.

BOSS
(falsely sympathetic)
That's a shame, brother. Had you a
real woman, did you? She die givin'
birth?

Konrad and Joe exchange quick glances.

KONRAD
No. Got the flu a few years back.

Boss takes another step closer. Taps the periscope that hangs
from his belt.

BOSS
Just you two. Damn. My eyes must be
getting bad...

Joe knows the jig is up. He lunges for his rifle on the
ground. As he rises, Boss BLASTS him in the gut!

KONRAD
Noooo!

Konrad rushes to his son's side. Joe's hurt real bad. He
writhes on the ground.

JOE
Pa...Pa...

Konrad cradles his head.

KONRAD
(cries)
I'm so sorry, son.
(to Boss)
You crazy bastards!

Boss cocks his head, appears thoughtful and concerned.

BOSS
Well, sir. He's been gut-shot.
He'll need a Guild doc pretty
quick, I reckon. Now, we can sit
here and wait for him to bleed out,
or you can call those other two we
seen earlier on out here. Then
we'll all go visit the Guild
together. Just a day from here. He
might make it.

Konrad cradles Joe's head and weeps. He shakes his head "no".

BOSS (CONT'D)
(with faux sadness)
Ya'll gonna make me play hardball
on this, I guess.

Boss swings his rifle to bear on Joe.

BOSS (CONT'D)
(hollers)
You young ones in there best come
out now. I'm gonna give you thirty
seconds. If you don't, I'm gonna
put another bullet in your brother.
His head this time.

Boss loudly CHAMBERS a round. He walks over to stand above
Konrad and Joe.

BOSS (CONT'D)
(hollers)
Then I'll start putting a few in
your old man. So, come on out of
there.

IN THE ROOM UNDER THE TRAP DOOR

Lane clutches Jimmy, eyes wide with fear. Jimmy pushes her
off, but gently.

JIMMY
We got no choice.

OUTSIDE THE CABIN, TEN SECONDS LATER

Jimmy, followed by Lane, edges out of the front door of the cabin. When they see Joe, they run to his side.

LANE
Joe. No!

She grasps Joe's head in her hands, SOBS.

Konrad applies pressure to Joe's gut wound, tries to staunch the bleeding.

LANE (CONT'D)
Joe. Please don't die...

Joe struggles to breathe, his face ashen.

BOSS
Ain't she sweet? She'll make
someone a real nice soother.

Boss focuses his attention on Konrad.

BOSS (CONT'D)
(to Konrad)
Now, daddy, we don't want no more
of your children to get hurt, do
we. So, you tell them to get up
nice and slow, walk on over there
to my man by them mules.

Weivel stands near the mules. He holds rope and several rusted pair of handcuffs. He grins with naked lust.

Konrad fights back tears while he tends to Joe.

KONRAD
Jimmy, Lane...do as he says.

Lane and Jimmy won't leave Joe's side.

Boss brings the muzzle of his rifle to bear on Joe's forehead.

BOSS
Ya'll best listen to dear old
daddy, for your brother's sake.

With tremendous reluctance, Jimmy and Lane rise and slowly approach Boss's henchman.

Weivel pulls their arms behind their backs, secures them both in handcuffs.

BOSS (CONT'D)
Tie them both to those mules.

Weivel starts the process.

Boss levels his nasty gaze back down on Konrad. He then swivels to see both kids are fastened to mules, with ropes around their necks. He turns back to his quarry.

BOSS (CONT'D)
You strike me as a daddy that cares a lot about his kids. Enough to follow us out of here, I believe.

Boss spits out of the side of his mouth.

BOSS (CONT'D)
Shame, really.

BLAM!

Boss casually puts a bullet between Konrad's eyes. Jimmy and Lane SCREAM in the background.

Joe PANTS as Boss turns the rifle on him.

BOSS (CONT'D)
Now, I'm not a cruel man. Can't leave somethin' sufferin'.

BLAM!

Boss coolly puts another bullet through Joe's skull. He turns back to his men with a grin. Jimmy and Lane continue to WAIL.

BOSS (CONT'D)
Let's get a move on, fellas. We march until nightfall, then set up camp. Should be in Chatnugga by midday tomorrow.

WEIVEL
We gonna check their particulars, have some fun tonight, Boss?

BOSS
We'll have us some laughs, brother.

EXT. CHATNUGGA CITY/STATE - OUTSKIRTS - DAY

This was once Chattanooga, Tennessee. Most of the old city is abandoned and in ruin, but close to the Tennessee river, a few buildings remain in use.

At a long bridge that crosses from the old city to an island that once housed a large state hospital complex, ARMED BRIDGE GUARDS carry rifles, and check the identification and goods of people, almost all men, wanting to cross over to the

EMPRESS'S COMPOUND on the other side of the water. The compound is comprised of a large shanty town, now called Chatnugga. In the center, a larger structure, the

EMPRESS'S FORTRESS, built of concrete, brick and cinder block, five stories tall, looms over its rustic surroundings.

Through the streets of Chatnugga, a barter economy thrives. Men bargain at a variety of stalls, trade goods of all types, including livestock, vegetables, eggs and weaponry.

A few ride mules or horses down the dirt streets. Wooden shacks where the town folk live are sprinkled throughout the area.

A few bedraggled MEN IN WOMEN'S CLOTHES, who wear leg chains similar to Georgina's, stand at the periphery of small Luddite gangs involved in trading.

CLOSER IN TO THE FORTRESS

The buildings get sturdier, made of brick, concrete and cinder block. Those folks that are better off live here.

The streets are paved with loose gravel. A horse-drawn carriage passes by. Less trade is plied in this area, although what appears to be an attractive, feminine-looking

MAN WEARING A DRESS AND HIGH HEELS loiters in front of a wide set of double-doors leading into what looks like a saloon. A wooden plaque out front proclaims it to be

TUBBY'S PUB.

As a GROUP of Luddites approach, the man in a dress grins lasciviously.

The MAN IN THE LEAD of the group grins back.

MAN IN THE LEAD
 (to the guys behind him)
 Getting hard to tell the real from
 the Changelings these days, ain't
 it, lads?

MURMURS of agreement as the men ogle the beautiful
 "Changeling."

MAN IN THE LEAD (CONT'D)
 (to his men)
 If you volunteer to cross over, you
 get to walk free these days.

The man in the lead motions to the saloon behind the
 Changeling.

MAN IN THE LEAD (CONT'D)
 How much does it cost in there,
 honey?

CHANGELING
 My name's Mads. And it's twenty
 each to get in. Another hundred for
 the soothing.

MAN IN THE LEAD
 (LAUGHS)
 Walk free, but charge a damn
 fortune!

MADS
 Ah.

Mads looks with sympathy at a miserable-looking RED-HEADED
 MAN in a flowered dress, clad in leg chains, in the back of
 the group of men.

MADS (CONT'D)
 But here, you'll have a beauty that
 will give herself willingly. That's
 worth a penny or two, isn't it?

Some of men in the group LAUGH. They agree.

MAN IN THE LEAD
 Ha. We'll be back after our
 business with the Empress.

The Luddites head on, while Mads smiles behind them.

The red-headed man turns back to look at Mads who spins away,
 distressed by the sight of him.

EXT. CHATNUGGA - FORTRESS - DAY

In front of the Fortress is a large square, packed with people. At the head of it is a long, raised platform, where the EMPRESS, (a striking woman in her 40s), sits in an elevated Lazy Boy chair.

She wears a sexy, low-cut black evening dress. In one hand, she holds a cane with a brass cougar's head at its top. Behind her,

A HALF DOZEN GUARDS wear the same guard outfit. They stand at attention. They all have short swords at their belts and hoist weapons, mainly rifles, except for a guard at one end of the platform who holds a loaded

BAZOOKA.

In front of the Empress and to the sides of her chair, another dozen WOMEN kneel to face outward toward the crowd.

They are veiled in thin, semi-transparent mesh head to toe, and wear only small chastity belts underneath.

These NATURAL GIRLS and YOUNG WOMEN form part of the Empress's elite cadre. Their faces behind the semi-transparent veils are somber.

In the square in front of the Empress, perhaps three hundred PEOPLE stand while they listen to her. At the edges of the crowd, a FEW sit on the ground.

Just before the Empress's platform, a space has been cleared where FIVE MEN of various ages are crowded together in a tight group with their hands cuffed behind them.

A SIXTH MAN, dressed as another guard, holds a tablet out in front of himself and waits, ready to address the Empress and her entourage.

EMPRESS

Tell your tale, Nexus.

The guard NEXUS CLEARS HIS THROAT.

NEXUS

My Empress, the men before you today have been found guilty of the rape of one of your cadre.

The crowd GROANS in dismay when Nexus retrieves a broken Chastity Belt from a man near him, and holds it high in the air for all to see.

NEXUS (CONT'D)
She clearly gave no consent, and
more importantly -

The crowd hushes.

NEXUS (CONT'D)
- they were unprotected.

The crowd seethes with anger.

The Empress glares down at the convicted men.

EMPRESS
(to the perpetrators)
You dared to break a safety belt
and rape one of my cadre? And
worse, to possibly impregnate her?
(to Nexus)
And where is my poor flower now?

Nexus hangs his head. He hates to bring her more bad news.

NEXUS
My Empress, she feared she would be
useless to you after this, and
thought she might be sent to the
Sex Pens. Sadly, she took her own
life.

The Empress POUNDS her cane down on the wooden platform,
furious.

EMPRESS
You damnable wretches. This is not
only a crime against her, and me,
but a crime against all the men out
there your actions will deprive.

The crowd HOWLS for the perpetrator's heads.

The five men are scared to death. One of them has pissed down
his own leg.

The crowd NOISE starts to escalate, and several groups of men
inch closer to the five with violent intent.

The Empress HAMMERS her cane down three times in sharp
succession to control them all.

EMPRESS (CONT'D)
I will have order!

Her guards take a step forward, weapons shift to 'present arms' position.

The crowd settles down quickly. The guards return to stand at attention.

The Empress scans the five guilty men carefully. Two of them appear to be over forty years old, the other three are much younger.

 EMPRESS (CONT'D)
Here is my holding.

Dead quiet through the crowd, breathless with anticipation.

 EMPRESS (CONT'D)
 (points at the older two
 men)
For those two, there is no
recourse. They will be impaled here
to die slowly in the eyes of those
they have cheated and wronged.

AT THE FAR SIDE OF THE SQUARE

Is a thirty foot square area in which a dozen carved stakes stick out of the ground, sharp points up.

The two older men sink to their knees, and MOAN in despair.

 EMPRESS (CONT'D)
 (points to the younger
 three men)
These three can still be of some
use to us all.
 (to the three men)
You have a choice. You can become
Changelings through the Guild and
be sold into service to the highest
bidder. Or, you can ride the stakes
with your friends here.

The crowd CHEERS.

Two of the young men bow their heads and nod, acquiescing to the Guild sentence. They WEEP as they sink to their knees.

The third, a muscular LAD of about twenty, edges back a half step. He stares up at the Empress.

LAD

A nutting? And teats? I'll die
first.

He spins to kick the guard in the groin, disables him, then sprints for the street at the far end of the square.

Rather than close in on him, the crowd backs away to give him a very wide birth.

The Empress raises an arm back, motions to the guard holding the Bazooka.

EMPRESS

Take him down!

The lad runs in a panic, his arms pinned behind him.

On the platform, the guard sites the Bazooka, finger on the trigger. Just as the lad looks back at the platform, the guard fires.

CLOSE UP, the Bazooka shell hits the running lad square in the back and EXPLODES to send his body parts flying in all directions.

A number of people in the crowd CHEER and APPLAUD.

The Empress quiets them with a raised hand.

EMPRESS (CONT'D)

That death was too quick for him.

She motions to her guards.

EMPRESS (CONT'D)

Dispatch the others as I have
decreed.

Guards drag the convicted men away as the Empress BANGS down her staff once again.

EMPRESS (CONT'D)

Next order of business.

A group of four men, dressed in what look like grey monk's robes with cowls, come forward. They are members of

THE GUILD.

They herd a half-dozen, recently converted young CHANGELINGS before them. Each changeling sports a pair of leg cuffs that prevents them from running.

Their leader, GUILD CAPTAIN HONUS, (50s, portly, bearded, balding) CLEARS HIS THROAT with self importance.

HONUS

My Empress, we have new stock we'd like to sell today. As is custom, we sell them here so you may exercise your tithes.

The Empress looks quite skeptical.

EMPRESS

Guild Captain Honus, more rumors reach me of unauthorized sales away from Chatnugga. Assure me these are only rumors.

Honus swallows hard. He wants no part of the Empress's wrath.

HONUS

Rumors. Just rumors, ma-am, from those that would have us undone.

EMPRESS

Who might they be? Do we not all enjoy the fruits of your labors?

The crowd MURMURS assent.

HONUS

There are those in the mountains that won't let go of the old ways. They don't understand that we have so many in need.

The Empress is only partly appeased. But she waves her hand, puts the issue aside for now.

EMPRESS

Get on with it, then.

Honus nods, and he and his men direct the Changelings to climb up one side of the platform. Once the six are arranged in a row in front of the crowd, Honus propels a BLONDE-HAIRED CHANGELING nearest him front and center.

The changeling can't lift her eyes off the ground as the crowd in front of her TALKS and ARGUES excitedly.

HONUS

Here is our first item for sale today, friends. Only eighteen, and freshly converted. Never used. What will you give us?

BIDS are shouted in as the auction continues.

EXT. OUTSKIRTS OF CHATNUGGA - DAY

Boss, his crew and captives approach the foot of a steep mountain. A hundred yards ahead of them is an old Tramway that runs up the side of the mountain from top to bottom.

A creaky cable car wobbles as it slowly descends the cable. The Tram is still operational.

Boss leads the group. Near the rear, Lane and Jimmy stagger along, roped together and cuffed. They are also tied to a slow moving MULE, who meanders forward ahead of them.

The mule is led by Georgina in leg chains. She has to shuffle-step to keep up the pace.

Weivel is in the rear and trails closely behind Lane and Jimmy. He drools a bit, and has a crazy gleam in his good eye. He carries a cross bow in front of him, fondling the point of its sharp bolt.

From a view behind them, JIMMY'S BACK is speckled with shallow puncture wounds from the bolt.

LANE

(softly, to Jimmy)

Please don't keep aggravating him.
He'll kill you if he gets the
chance.

JIMMY

(mutters)

Damn one-eyed weasel.

Unfortunately, Weivel has been eavesdropping. He steps forward, jabs Jimmy in the back again.

Jimmy GRUNTS in pain, but won't give Weivel any more satisfaction than that.

LANE

Leave him be, you nasty pig.

In response, Weivel jabs Jimmy again.

WEIVEL

Keep talkin', Missy. Boss has put
you off limits for pain, but I'll
give your brother what you got
comin', if you keep sassin' me.

Jimmy shoulders stoically on in silence. Lane bites her tongue.

Weivel grins at Jimmy's back.

WEIVEL (CONT'D)
 'Sides, I ain't gonna kill him. Not
 'til I have me a good taste after
 they've changed him.

Weivel chortles nastily, spits.

WEIVEL (CONT'D)
 Then, I'll kill him.

The group trudges forward toward the Tram platform.

A FEW MINUTES LATER

They arrive at the foot of the Tramway. A GIGANTIC GUARD with a long saber stands waiting for the Cable Car to arrive.

UP THE RISE fifty yards, the rickety Car eases its way down.

BOSS
 Good day, fine sir.

The guard nods. Boss observes no one else waiting.

BOSS (CONT'D)
 Looks like you'll be able to take
 us all up.

The guard scans the group, frowns.

GUARD
 Nope. The Guild Master put a limit
 of six for the car last week.

BOSS
 Six? Why only six?

GUARD
 We're trying to nurse it to last as
 long as we can. So six is the max,
 brother.

Boss sizes up the odds, decides to play it safe. He turns to Weivel, who has stepped up to his side.

BOSS

OK, here's how we play it. Weivel, you take four of the boys and that runt we gonna sell for changin' up top. Do the transaction. The rest of us are headin' over to see the Empress, make us some real money on the young virgin.

WEIVEL

Will do, Boss.

BOSS

We'll figure to meet you back here around midday, two days from now. You got it?

WEIVEL

Got it.

Weivel leers back at Jimmy while the old cable car shudders to a halt at the bottom of the platform.

Lane clutches Jimmy, scared to death.

LANE

They're gonna separate us.

JIMMY

You'll be OK. No harm is gonna come to you. You're young,
(hesitates)
And pretty, I guess. I don't think they want you ruined.

Lane breaks down in tears as Weivel approaches to separate them.

LANE

Jimmy, I can't bear it. For me or you.

JIMMY

Be strong.

Lane SOBS. Jimmy looks away, comes to a decision.

JIMMY (CONT'D)

I'll come for you.

Lane looks at him beseechingly.

Weivel grabs Jimmy, and with the tip of his crossbow bolt, slices through the rope that connects him to Lane.

JIMMY (CONT'D)

I promise.

Jimmy and Lane hold somber eye contact as Weivel pulls him away.

INT. CHATNUGGA - EMPRESS'S FORTRESS - THRONE ROOM - DAY

The Empress reclines on another old Lazy Boy chair, surrounded by thirty adolescent GIRLS and young WOMEN of various ethnicities. They all wear cadre outfits.

Their number fills one end of a large, otherwise sparsely furnished chamber.

A dozen GUARDS hover nearby, and two more stand at the sides of the room's entrance way.

An OLDER WOMAN, (60, white-haired but still attractive), stands to one side of the Empress. She holds a tablet and pen in her hands.

EMPRESS

(to the older woman)

Lilith? Who is on the roster for soothing this week?

Lilith consults her paperwork.

LILITH

Outside of a few wealthy merchants, it is the Compound Police that are due their turn, ma-am. There's twenty-four of them, last count.

The girls squirm. Most of them will be called upon.

LILITH (CONT'D)

As you know, that necessarily includes Captain Tull. And after the long wait, he'll want something special, of course.

A few of the girls GROAN softly. The Empress glares them down.

EMPRESS

This is a good life you have here. And most of you will have an easy time with these fools. They're young and wantin' to fall in love.

LILITH

(to the Empress)

Except for Captain Tull. Could we not pawn off one of the more beautiful Changelings on him?

EMPRESS

Tull is cruel, no doubt, but not stupid. He'd know. Probably kill the changeling. He nearly killed that little Asian girl last year.

For a brief second, the Empress looks guilty.

One of the girls, DARCY, musters up the courage to speak.

DARCY

He cut her up something awful, didn't he, mum? So bad disfigured, she couldn't soothe no more. The Mad Bull, they call him.

The rest of the girls WHISPER anxiously among themselves.

The Empress swallows bile, then holds up a restraining hand.

EMPRESS

Enough chatter. I will have a talk with Tull, make sure he understands that can't ever happen again. And whoever draws him gets special treatment after. She won't have to soothe anyone for sixty days as a reward.

The girls shift around ambivalently as they digest the good of this with the bad.

EMPRESS (CONT'D)

You'll get your assignments tomorrow, before the Soothing Banquet.

The Empress makes a dismissing motion.

EMPRESS (CONT'D)

You may go.

The girls rise, and, WHISPERING to each other, leave the room.

The Empress turns to Lilith.

EMPRESS (CONT'D)

We will need to put much thought into who gets assigned to soothe Tull. If he doesn't like our choice, he'll want to pick himself. And he'll pick the youngest and greenest among them.

LILITH

Might I suggest Denise? She's our most experienced...and our oldest. Perhaps more expendable than a younger girl?

EMPRESS

None of you are expendable, Lilith. You're all needed to keep the upper hand we very precariously hold.

Lilith nods in agreement, then squats on her haunches to review the list with the Empress.

EXT. LOOKOUT MOUNTAIN - UPPER TRAMWAY PLATFORM - DAY

Weivel, his men and Jimmy get off the cable car. Another HUGE ARMED GUARD waits at the top, along with THREE MEN ready to board the car back down.

Ahead of Weivel and the others in the distance is the

CONCLAVE OF THE GUILD, a complex built at the top of the Lookout Mountain, which overlooks Chatnugga far below.

It consists of a half dozen inter-connected, sterile-looking buildings, several stories high. It is surrounded by a high barb-wire fence, except for a guarded entrance gate.

A few PEOPLE walk around on the grounds behind the gate, including SEVERAL IN CHAINS, who wear women's clothing.

Weivel prods Jimmy ahead.

WEIVEL

(SINGS to the tune of
"Cryin' Time")

Soon, it will be nuttin' time!

EXT. CONCLAVE OF THE GUILD - COURTYARD - DAY

A GUARD allows Weivel's group through the gate into the courtyard. The Conclave complex is directly ahead of them.

INT. CONCLAVE OF THE GUILD - DAY

The group troops down a long hallway. One side is lined with glass windows, which reveal a makeshift medical laboratory to one side, where a group of three Guild SURGEONS operate on SOMEONE strapped to a gurney.

Further down the long hall is an area lined with barred cells. Inside them are BOYS as young as six up through BOYS IN THEIR TEENS. The YOUNGEST BOYS are in large cells together, but the OLDER BOYS have smaller compartments to themselves.

A few of the older boys appear to have budding breasts.

A gorgeous, young, ASIAN CHANGELING, who could easily pass for a natural woman, pushes a tray with medication vials and syringes down the aisle adjacent to the cells.

She stops to hand an ADOLESCENT BOY several pills through the bars. She does not wear leg chains. She makes brief eye contact with Jimmy as he is prodded past her by Weivel and his crew.

Someone WHISTLES appreciatively at her. She turns away, her eyes sad.

Jimmy stares behind himself at the changeling and the prisoners in their cells.

EXT. CONCLAVE OF THE GUILD - ADMINISTRATIVE WING - DAY

Weivel propels Jimmy into another hallway, then turns back to his men.

WEIVEL

You boys can take a break. I'll handle this from here. Enjoy the town. And its treats. Should be dark soon and the saloons will be rockin', big time.

MAN IN WEIVEL'S CREW

You ain't plannin' on pocketing the pay for this kid for yourself, is you, Weivel?

WEIVEL

What you think, fool? Boss would have my ass if I done that. I just want to reserve me a spot with this piece of dung when they finish cuttin' on him.

The men GRUMBLE. Jimmy looks sick to his stomach.

WEIVEL (CONT'D)
I'll find ya'll in a bit. At that
big saloon we passed. And each will
get a taste of what we make on this
one.

The men like this better. They turn back to head out.

Further down the hallway, Weivel and Jimmy pass half dozen
GUILD MEMBERS who wear grey robes. A few scrutinize Jimmy as
they go by.

Ahead of them, A GUILD MAN stands to one side of a large door
with his hands folded.

A plaque above the door reads GUILD MASTER.

WEIVEL (CONT'D)
I got one for your master.

The Guild man looks Weivel and Jimmy up and down, considers.
Then, he RAPS on the door.

FROM INSIDE

GUILD MASTER (V.O.)
Come in.

The Guild man opens the door to allow Jimmy and Weivel
through.

INT. CONCLAVE OF THE GUILD - GUILD MASTER'S OFFICE - DAY

The old GUILD MASTER, (early 70s, tall, gaunt, sharp-
featured), crouches behind a large desk covered with
paperwork, folders and various documents.

He looks up, winces at the sight of Weivel, then scrutinizes
Jimmy.

GUILD MASTER
You, again? Without your boss this
time?

WEIVEL
He had bigger doin's in town, Guild
Master. Sent me in his stead. I've
proved myself solid to him.

The Guild Master is highly skeptical.

GUILD MASTER

Indeed.

He returns his focus to Jimmy.

GUILD MASTER (CONT'D)

You've brought this one for a changing? He's a bit old...

WEIVEL

Ah, but he's a fair lad, sir. Not big. Will make a fine woman.

JIMMY

I will never -

Weivel RAMS the butt of his crossbow into Jimmy's gut, sends him to his knees, GROANING.

GUILD MASTER

And he's already aggressive, I see. I'm not sure we can manage him through the therapy stage.

WEIVEL

Can't you nut him first, Guild Master? I heard you do that sometimes. Then do the titty drugs? The nuttin' ought to calm him down plenty.

Jimmy stumbles to his feet, tries to draw a breath to protest. Weivel RAMS him in the stomach again and Jimmy hits the ground and RETCHES.

GUILD MASTER

Those goods won't be worth much if you keep that up.

WEIVEL

So, what say you?

The Guild Master rubs his chin, considers his options.

At that moment, another KNOCK on his door.

GUILD MASTER

(impatiently)

What is it?

The door opens, and the gorgeous ASIAN CHANGELING sidles demurely in. She carries a tray with a cup of hot tea on it.

ASIAN CHANGELING

Your tea, Guild Master.

She sets the tray gently down on the table, briefly turns her eyes to Jimmy on the floor.

Jimmy locks eyes with her, unable to speak, his face full of despair.

The Guild Master leers at the Changeling, but his smile becomes more affectionate when he speaks.

GUILD MASTER

Thank you, Panda.

PANDA bows slightly, glances down at Jimmy as she turns away, then quietly leaves the room.

Weivel's one eye follows her beautiful form all the way out.

WEIVEL

You can't tell me that ain't a real woman.

GUILD MASTER

If we get them at the right age, and they have the appropriate genetic background, it's almost impossible to tell.

WEIVEL

Wow! I'd sure like me a -

The Guild Master holds up a "be quiet" hand.

GUILD MASTER

That's out of the question.

Weivel hesitates a second, ponders, then smirks knowingly.

WEIVEL

Yours, eh?

The Guild Master glares at Weivel.

GUILD MASTER

(motions to Jimmy on the floor)

We were discussing this. Here is what I propose.

(MORE)

GUILD MASTER (CONT'D)

As we will have to neuter him in the morning to prevent further maturation, then treat him with hormones for months, I am prepared to offer you the sum of one hundred Silvers.

WEIVEL

But the usual is three hundred!

GUILD MASTER

Take it or leave it.

Weivel shuffles his feet, doesn't like what he hears.

WEIVEL

OK. On one condition. I get first use when he's ready.

The Guild Master has a bad taste in his mouth, but swallows it down.

GUILD MASTER

Agreed. You come back here in three months and he'll be somewhat suitable for...use, as you put it.

Weivel SPITS in his hand to offer a shake on the deal.

The Guild Master regards Weivel's soiled mitt with disgust. He pulls open the desk drawer to reveal pouches full of silver coins.

He pulls out five pouches. Leans to hand them to Weivel.

GUILD MASTER (CONT'D)

Five pouches, twenty Silvers in each. That's a hundred, in case you were wondering.

Weivel snatches the pouches out of the Guild Master's hand, stuffs them into a pocket in his tunic.

He starts to leave, but turns back to Jimmy crouched on the floor.

WEIVEL

I'll see you again, bitch.

Weivel departs. The Guild Master folds his hands, regards Jimmy like a side of beef.

GUILD MASTER
 (loudly)
 Guard.

The Guild man enters quickly, waits for orders.

GUILD MASTER (CONT'D)
 Get some men to take him to a
 preparation cell. He'll be having
 surgery tomorrow.

GUILD MAN
 Yes, sir.

He turns to go.

GUILD MASTER
 And tell Panda I want to see her
 now.

The Guild man nods, smirks when the Guild Master isn't
 looking, then leaves.

INT. CHATNUGGA - EMPRESS'S FORTRESS - THRONE ROOM - DAY

The Empress and Lilith converse about business ahead. The
 cadre girls are gone but her GUARDS are still in attendance.

ANOTHER GUARD appears at the entrance-way, with an
 announcement.

GUARD
 My Empress, a Luddite comes with
 what he claims to be a young
 virgin, looking to sell her into
 your cadre.

Her eyes widen. She is always interested in rare finds.

EMPRESS
 Send them in.

Boss enters the room with the handcuffed Lane, who trails
 behind him at the end of a rope. He's all grins.

The Empress frowns at the rope and cuffs.

Boss struts up before the Empress, pulls Lane roughly up to
 his side by the rope around her neck. Lane averts her eyes,
 frightened to death.

EMPRESS (CONT'D)
 What have we here?

The Empress rises, steps down from the platform and approaches Lane. She cups Lane's chin gently in her hand, raises her face to meet her eyes.

EMPRESS (CONT'D)
Aren't you a young beauty.

The Empress looks hard at Boss. Then back at Lane.

EMPRESS (CONT'D)
(to Boss, while she looks
at Lane)
Free her immediately.
(to Lane)
Has he hurt you in any way, my
sweet?

Lane shudders. Boss rids her of rope and cuffs as quickly as he can.

EMPRESS (CONT'D)
If he has, I'll have his balls for
dinner.

BOSS
I can assure you, mum, no man has
touched her. Only my Georgina to
check her particulars. She's a real
virgin, my Empress.

EMPRESS
(sweetly, to Lane)
Is everything this oaf says true,
princess?

Lane shakes her head affirmatively. Then SOBS.

LANE
But he killed my Pa. And my brother
Joe.

EMPRESS
(looking grim)
I'm so sorry he upset you.

LANE
And took my brother Jimmy away to
change him.

Boss gets worried.

BOSS

Mum, last time you gave us fifteen hundred Silvers for that ginger-headed girl, and she weren't no virgin. This one's gotta be worth twenty-five hundred, minimum.

EMPRESS

I'm trying to decide if it's worth your life, toad.

LILITH

Mum, wouldn't it be bad precedent not to pay the Luddites for the girls they bring?

Boss sweats, nods vigorously in agreement.

EMPRESS

Do you have a crew with you?

BOSS

I do indeed, mum. Good men, good scouts, good hunters all. They know the mission.

EMPRESS

Excellent. Lilith, see that these men are paid twenty-five hundred Silvers for this precious young girl.

BOSS

(wheedles)

Thank you, mum, thank you -

EMPRESS

I said your men, toad. Not you...

Boss GASPS in shock. The Empress motions for her Guards to take Boss down. Boss tries in vain to unstrap his rifle from his back before they get to him.

The Empress gently turns Lane away from the action, covers Lane's ears with her hands.

As BOSS BABBLES in protest, he's surrounded by Guards with short swords drawn. He flails in agony as he's stabbed over and over again.

The guards back away to leave the bloody heap of Boss on the floor.

EMPRESS (CONT'D)
 (to her guards)
Get rid of that trash and clean up
the mess quickly.
 (to Lane)
Fools like him need to learn our
value.

The Empress draws Lane up on the platform where the two of them face Lilith.

 EMPRESS (CONT'D)
This is Lilith. She is your cadre
matron. She'll show you to your
luxurious quarters. You are as
precious as gold and will be
treated as such here.

The two older women smile at Lane, who is still dumbstruck by the events she's just witnessed.

INT. CONCLAVE OF THE GUILD - GUILD MASTER'S OFFICE - DAY

The Guild Master shuffles through papers on his cluttered desk. To the side of his desk, there is an open door into his BEDCHAMBER.

His office door opens and Panda enters, a question in her eyes.

 PANDA
Guild Master?

The Guild Master motions her forward.

 GUILD MASTER
Come closer, my dear. And please,
in privacy, call me Walter. Come
closer still.

Panda hesitates. She doesn't like where this is going. Regardless, she comes to the side of the Guild Master's desk.

He reaches over to cup her forearm with a hand covered in liver spots. His eyes glitter with lust.

 GUILD MASTER (CONT'D)
I can't stop thinking about you. I
must have you again tonight.

Panda slowly slides her arm from under his loathsome touch.

PANDA

Did we not agree that thrice was the price for my changing? And last night was the third time. I was planning to leave tomorrow. I have urgent business in Chatnugga town.

GUILD MASTER

Ah, but the expense, my dear. I took lots of extra time and trouble. You wanted this for yourself so we took every precaution. Did everything slowly, carefully. And you came out so beautifully, don't you agree?

PANDA

I have no complaints with your work, Guild Master. But as you well know, the law holds that voluntary Changelings walk free among men. Freedom is my right.

GUILD MASTER

Yes, yes, of course it is. But you must pay your debt to me first. For all my extra work.

Panda looks over at the doorway to the Guild Master's Bedchambers and shudders inside.

PANDA

And when do you see my debt as being paid?

GUILD MASTER

With good and sincere effort on your part, I would think by this coming Spring...

PANDA

(shocked)

But it just turned October!

GUILD MASTER

(with a loving smile)

The months will fly by, my sweet.

Panda turns away so he won't see her face. She is devastated. Sensing her displeasure, the Guild Master's face hardens.

GUILD MASTER (CONT'D)

You are dismissed, for now. Deliver the sedatives to tomorrow's surgery candidate, then make yourself comely. And I will see you back here at nine o'clock. Sharp.

As the Guild Master turns back to his work, a stone-faced Panda walks stiffly to the door and leaves.

INT. CHATNUGGA - EMPRESS'S FORTRESS - FORTRESS HALLWAY - NIGHT

Lilith leads Lane down a long, wide hallway. More hallways branch off to the left and right ahead of them. Torches attached to the sides of the walls light the way.

Lilith looks serene, almost detached. Lane is mesmerized.

LILITH

We'll need to get you cleaned up and fitted with traditional cadre garb. The other girls will help you get sorted out. We've got our weekly soothing banquet tomorrow.

Lane looks at her, puzzled.

LILITH (CONT'D)

The banquets are our burden. And our blessing. A tradition for five generations.

LANE

I don't understand.

LILITH

It's a delicate balance, girl. Men must elevate, protect and enshrine us. Otherwise, we'd be exploited by the worst of them, raped and killed. Used up. Then, the human race would slowly die out.

Lilith glances at Lane with a sly smile.

LILITH (CONT'D)

Have you started your bleeding?

Lane doesn't trust her yet, says nothing.

LILITH (CONT'D)

So you have, then. You will draw a soothing assignment. Since you're...inexperienced, I'll try and make it an easy one, with a green police cadet. How does that sound?

Lane doesn't understand.

LANE

Soothing?

LILITH

(CHUCKLES)

It's the art of calming beasts. And controlling them. With so few of us compared to them, we have to keep the men, the important ones at least, in line the only way we can.

LANE

Beasts?

LILITH

All men are beasts, my dear.

LANE

(defiant)

Not the men in my family. My Pa was a good man. Never hurt me, not once.

They near the hallway juncture to other areas.

LILITH

I guess you'll have to find out for yourself, girl.

Lilith stops at the juncture, faces Lane squarely.

LILITH (CONT'D)

Maybe you'll get one young enough this time, he won't know what to do yet. But you will eventually find out...

LANE

I won't do it. I'll run away. Or if I can't do that, I'll fight. I can bite and scratch hard if I have too.

Lilith looks to her right, then down to her left, nods.

Down the hallway to the right, several CADRE GIRLS chat and LAUGH in the distance.

LILITH

Before I take you to the cadre quarters, I think you need to see something.

Lane follows her eyes down the hall to the left.

LILITH (CONT'D)

Come with me.

Lane trails Lilith as she strides off to the left. Lane looks back over her shoulder at the laughing girls. As they walk on, the hallway curves, leading to a set of

STAIRS DOWN.

At the bottom of the stairs, the women follow another

NARROW PASSAGEWAY, where a DIN of voices, mainly male, can be heard in the distance. A sharp female SCREAM pierces through the BABBLE. Lane jerks back in fear.

Lilith guides Lane around a corner into a room which was once a gymnasium, but was long ago converted into the

SEX PEN.

Lane sees a half-dozen long lines of MEN, all ages, most very scruffy, dirty, poor. They TALK, LAUGH and JOKE excitedly amongst themselves.

At the head of each line, a GUARD allows men to enter the area at the back of the room as other men leave. A row of several dozen large cages are lined side by side, across the width of the room.

Inside the cages, Lane can make out a number of MEN as they have sex with chained WOMEN and CHANGELINGS. Often, several engage one prisoner at a time.

The prisoners are either silent or MOAN in despair.

Lane is stunned. Lilith takes her hand and pulls her further into the room. When the "consumers" and guards see them, a hush falls.

The Sex Pen Guard CAPTAIN approaches Lilith.

CAPTAIN

Mum?

The Captain eyeballs Lane hungrily.

CAPTAIN (CONT'D)
This a new one for us?

LILITH
I don't think so, Captain.
(beat)
Not yet, at least.

The Captain executes a short bow and returns to his station.

LANE
What is this terrible place?

LILITH
We call this the Sex Pen, my dear.
This is where Changeling
criminals...and those natural women
that rebel against the Empress, are
punished. In a way that also
provides a very useful service, of
course.

LANE
This is horrible!

LILITH
You'll never need to see this place
again. If you behave.

Lilith smiles sweetly.

LILITH (CONT'D)
And I should add, the penalty for
running away is a month in the Pen.

Lane's eyes bulge.

LILITH (CONT'D)
Which many don't make it through,
with their sanity at least. You are
better off soothing the cleaner
ones, just once a week.

In the background, HOWLS of male laughter as a Changeling
SCREECHES in short, staccato bursts.

LILITH (CONT'D)
Now...are you ready to meet the
cadre?

Lane nods her head "yes" slowly, still in shock. Lilith takes
Lane's hand, gently leads her out of the Sex Pen area.

INT. CONCLAVE OF THE GUILD - MEDICAL FACILITY - NIGHT

Panda enters a long hallway. She pushes a cloth covered trolley with medicine bottles and syringes on top of it.

She nods to a GUILD GUARD at entrance to the hallway, then walks past a long row of fairly well-appointed cells where those being primed for sex change operations are housed. Some sleep, others read or talk to each other.

In one large cage, three, eight to ten-year-old BOYS play catch with an ancient nerf football.

Near the end of the row, close to a set of double doors which lead to an OPERATING THEATER is the cage which contains Jimmy.

Jimmy sits on a cot, in despair. There is a chair, small table, sink and toilet in the cell with him. Overhead, several water pipes run across the ceiling.

He raises his head to see Panda as she pushes the trolley in the direction of his cell. Panda stops out front, looks solemnly in at Jimmy.

PANDA

You look better than the last time
I saw you.

Jimmy can't believe how beautiful Panda is.

JIMMY

There's no way you are a man.

Panda shrugs.

PANDA

You might not be a man for long
yourself.

Jimmy rises from his bunk to approach the cell bars. He grasps two in his hands.

JIMMY

Please. I don't want this. I'll die
first.

Jimmy lifts his shirt up to show he has a rope belt on. He looks up at a pipe overhead, then back at Panda, dead serious.

JIMMY (CONT'D)

They forgot my belt. I'll hang
myself.

Panda feels badly for him. She looks at her trolley.

PANDA

I don't know what to tell you. But they want you to take some medicine so you'll be...calm in the morning.

Jimmy drops his head down into the bars, forlorn.

JIMMY

How can you stand this place?

PANDA

I can't. Any longer. I have to get out. I made a promise...

Panda stares off to one side, tears forming in her eyes.

FLASHBACK

A very young Asian GIRL struggles to free herself from the grasp of a huge, scar-faced MAN at a banquet table. He LAUGHS cruelly and squeezes her cheeks roughly between his gnarled hands.

In the distance, a young Asian SERVING BOY holds a tray of food and trembles in fear for her.

CLOSE UP on the boy, it is PANDA prior to her sex change surgery.

BACK IN THE PRESENT

JIMMY

But you're not wearing chains. You can just walk out.

Panda snaps out of her memory.

PANDA

The Guild Master has...other plans for me. He lied to me, broke our deal.

JIMMY

Deal?

Panda glances down the hall at the Guild guard, who sits on a short bench at the exit. She returns to size up Jimmy carefully, mulls something over in her mind, decides.

PANDA

I can't just walk out alone. It's not safe out there for me at night.

Panda looks Jimmy straight in the eye.

PANDA (CONT'D)

Do you want to get out of here with me? The two of us could make it together.

JIMMY

What? Sure! But how?

Panda focuses in on the Guild guard's grey robe and cowl, then looks back at Jimmy.

PANDA

With one of those on, no one would know.

Jimmy nods understanding.

PANDA (CONT'D)

I'm going to walk down to the last cell next to yours, stay there a minute, then come back this way. Are you still willing to use that belt?

Jimmy is confused.

PANDA (CONT'D)

While I'm there, I want you to hang yourself.

JIMMY

What?

PANDA

We've got to get him down here to cut you down. You won't be up there long enough to die.

Jimmy swallows hard.

JIMMY

But what if he won't help me?

PANDA

He will. You're worth money to his master.

JIMMY

I guess I've got nothing to lose.

PANDA
Nothing besides what's between your
legs.

Jimmy's lips clench in determination.

JIMMY
I'll die before I let them change
me into one of those freaks.

Panda looks at Jimmy hard. He's talking about her.

Jimmy looks abashed.

JIMMY (CONT'D)
I, uh, didn't mean -

Panda frowns disapproval, then nods at the pipe above Jimmy,
motions to the chair in his cell.

PANDA
Save the apologies.

Panda pushes the trolley to the next cell, stops, fiddles
with the vials for a moment. In a few seconds, she hears a
PIPE GROAN from Jimmy's cell, does an about face and heads
back his way.

INT. CONCLAVE OF THE GUILD - GUILD MASTER'S OFFICE - NIGHT

The guild master stacks the papers on his desk into a neat
pile, finished with his work for the day. He pulls out an old
pocketwatch, which reads 8:55PM.

He smiles in anticipation.

INT. CONCLAVE OF THE GUILD - MEDICAL FACILITY - NIGHT

AT THE FRONT OF JIMMY'S CELL, Panda SCREAMS.

The Guard jumps to his feet.

INSIDE THE CELL,

Jimmy swings from the neck at the end of his rope belt. A
chair is overturned at his feet. His face is red as his hands
claw to keep the noose from tightening.

PANDA
Come quickly! He's hanged himself.

The guard runs to Jimmy's cell, paws for his keys, opens the cell and rushes inside.

In the background, Panda pulls something from a shelf underneath the trolley cover. As she gets closer behind the Guard, the

LARGE WRENCH she is holding comes into focus.

PANDA crushes the guard's skull in from behind. He goes down like a sack of wheat.

Jimmy kicks and flails in desperation, his face turns blue.

Panda rights the chair under him. Jimmy finds purchase with his feet, raises himself up high enough to remove the belt. He stumbles to the floor, GASPS for breath.

JIMMY
(coughs out the words)
You could have let him help me down
before you hit him.

Panda ignores this remark, points down at the dead guard.

PANDA
Quick. Get that robe on.

INT. CONCLAVE OF THE GUILD - GUILD MASTER'S OFFICE - NIGHT

The guild master frowns at his pocket watch. It's 9:05PM. He drums his fingers impatiently on his desk. He then MUTTERS to himself, and struggles to rise from his chair.

INT. GUILD COMPOUND - CELL CORRIDOR - NIGHT

Inside his cell, Jimmy yanks on the dead guard's robe. He lowers the cowl to cover most of his face. He cinches the scabbard around his waist.

Panda holds the guard's short sword out to him.

JIMMY
I don't know how to use that thing.

PANDA
You have to wear it. It's part of
the uniform.

Jim takes the sword from her with little confidence, then slides it into the scabbard.

PANDA (CONT'D)

Good. You look the part. Let's go.

Panda steps out

INTO THE CORRIDOR to see the Guild Master, who hobbles down the hall toward her.

GUILD MASTER

Panda. Where's the guard? And why are you still here?

Jimmy steps out behind Panda, sword drawn.

The Guild Master GASPS, takes a step back.

PANDA

Get inside the cell, Walter.

Jimmy circles around Panda to threaten the Guild Master with his weapon. The Guild Master reluctantly heads into the cell.

GUILD MASTER

I...I don't understand...

Panda and Jimmy follow him

BACK INSIDE THE CELL, where the Guild Master GROANS at the sight of the dead guard on the floor.

GUILD MASTER (CONT'D)

What is the meaning of this?

PANDA

You broke our deal, you filthy old goat.

(to Jimmy)

Bring that trolley in here.

The Guild Master collapses down to sit slumped over on the side of the cot.

Jimmy wheels the trolley up to Panda. She looks down at one of the vials, picks it up and scans the label.

PANDA (CONT'D)

These will do.

She empties four tablets into her hand, thrusts them out to the Guild Master.

PANDA (CONT'D)

Sedatives. Swallow them.

The Guild Master lets Panda dump the pills into his trembling hand.

GUILD MASTER

The usual dose is two. And my heart
is old...

Jimmy steps closer to the Guild Master, his hand on his sword. He pulls it out an inch. The Guild Master stares at the blade.

Panda hands him a flask of water from the trolley.

PANDA

(snarls)
Swallow them. Now.

The Guild Master complies, his face ashen.

Panda thinks, then reaches back for a different vial. Turns it over in her hand as her eyes glitter with anger. She empties half dozen tablets into her hand, then leans down to peer into the Guild Master's frightened face.

PANDA (CONT'D)

Now these.

The Guild Master trembles.

GUILD MASTER

Those are for...chemical
castration. They might damage me.
Or kill me.

Panda looks back at the sword in Jimmy's hand. He rubs the haft, then grips it.

PANDA

If you don't take them, you'll be
dying for sure.

The Guild Master starts to WEEP, but with tremendous effort, makes himself swallow down the tablets. He cries quietly and curls up on the cot in fetal position.

PANDA (CONT'D)

(to Jimmy)
Let's go. He's in no shape to make
problems. Maybe ever. But it won't
take them long to find him.

The two make haste to leave the cell and lock it behind themselves with the guard's keys.

IN THE CORRIDOR, Jimmy and Panda tip-toe quietly to the end and peek outside the door to the

COURTYARD, where a few MEN in Guard robes walk to and fro on various errands.

EXT. GUILD COMPOUND - NIGHT

Panda tucks her arm under Jimmy's.

PANDA
Act like you're drunk.

Panda steers a staggering Jimmy across the large courtyard to the gate, where a sleepy GUARD waves them through. Fifty yards ahead of them is the

CABLE CAR PLATFORM, where another FEROCIOUS-LOOKING GUARD is posted. The cable car sits idle in front of him. Business is slow this late at night.

Jimmy and Lane stumble up to the guard's post. He looks at them quizzically, with particular attention to Panda. He likes her looks, grins.

PANDA (CONT'D)
We need a lift down.

GUARD
Do you, now? It's kinda late to be leaving the safety of the compound, ain't it?

PANDA
My man has business with the Empress first thing in the morning. Can't risk a long line here at daybreak.

GUARD
Some might say you are taking a risk now, darlin'.

PANDA
We'll have to chance that.

The guard hesitates a moment, smirks, then walks to the cable car entrance. The door on this car has been removed.

He slaps the side of the car near the door with a BANG.

GUARD

Chance it, you will. But it's just
me on tonight, so I'll be riding
with you.

Panda crab walks the faux drunk Jimmy into the car. The guard follows them on.

INT. CABLE CAR - NIGHT

The guard punches a button; the car LURCHES forward and down. It GROANS as it sways out over the tree line, forty feet below.

The guard ogles Panda's form, then sizes up Jimmy.

GUARD

It is a fifteen minute ride down,
doll. Your man there is out of
commission. Let's say you and me
have some fun?

The guard pats the pocket of his tunic.

GUARD (CONT'D)

I won't cheap you none. Got good
coin here.

PANDA

No...thanks.

The guard takes a threatening step toward her.

GUARD

I ain't takin' "no" for an answer,
doll.

The guard approaches grimly. Jimmy straightens up suddenly, pulls his sword loose from it's scabbard, almost drops it in panic.

The guard LAUGHS.

GUARD (CONT'D)

Well, looky here. Your man weren't
so drunk after all.

The guard points at Jimmy's trembling sword hand.

GUARD (CONT'D)

But he don't have much use for that
sword, regardless, does he?

Panda wrenches the sword out of Jimmy's grasp, faces off against the guard.

PANDA
I can use it.

The guard SNARLS, rips his own sword from his belt.

GUARD
Don't think being cut up will stop
me from having you.

Panda squares off against the guard as Jimmy circles to the side. She moves with the flourish of a Muay Thai fighter.

The guard SNORTS LAUGHTER, then lunges, swings his sword in a huge arc.

Panda rolls under the blade, spins, and slashes the guard's calf, leaving a modest cut. He HOWLS, more in anger than pain, turns to attack Panda again.

Jimmy looks desperately around the car for something to use as a weapon. Nothing.

The guard spreads his long arms wide, and edges toward Panda, who has her back to the open door. There really isn't enough room to run around him. He gets closer, twirls his sword in glee.

GUARD (CONT'D)
Ha. Even if you stick me with that
thing, doubt you've got the
strength to drive it home.

Panda chokes down her fear. She backs up to the edge of the open doorway, breaths heavily.

GUARD (CONT'D)
What'll it be, doll? A stabbing? A
jump? Or a swiving! Your choice...

Panda raises her trembling sword, out of options. But then she notices something over the guard's shoulder.

Jimmy SLAMS into the guard from behind and propels him forward. Panda rolls under his legs, slashes at his Achilles tendon on one side as she passes beneath him.

The guard SCREAMS, this time in real pain. He tries to turn, but stumbles backwards on his bad leg. He drops his sword to grab the sides of the open door frame just before he falls out of it backwards.

Panda launches forward, shoves her short sword under his chin.

PANDA
(mocks him)
What'll it be, doll? A stabbing or
a jump? Your choice.

The guard turns his head slightly and cuts his eyes to the rocky, tree-lined ground thirty feet below him.

PANDA (CONT'D)
You might make it. But you won't
live long if I open your throat.
Choose!

Panda pushes the point of her sword a half inch into the guard's throat, opens a bleeding wound.

The guard MOANS, then drops down out of the doorway. He bounces off the side of a tree and hits the ground hard. He's down, and totally out of commission.

Jimmy joins Panda at the doorway to see what happened.

JIMMY
Damn. You know how to fight.

PANDA
My father taught me. He was a Muay
Thai champion. He knew I'd need it
to live in this world I chose.

JIMMY
He was OK with...

PANDA
In my old culture, there is no
shame in becoming a woman, if that
is your nature.

Jimmy nods, tries to understand.

The cable car SHUDDERS, sways, then rights itself.

Panda and Jimmy sigh in relief.

PANDA (CONT'D)
It is very late. We'll need a place
to stay tonight before we head
anywhere else. I've got a friend in
town who might help us.

JIMMY
I have to find Lane.

PANDA
Lane?

JIMMY
My sister. They were going to sell
her to the Empress.

PANDA
How old is she?

JIMMY
She just turned fourteen.

Panda stares off into space for a second.

PANDA
I had a little sister once.

Panda swallows back pain, reluctant to share more.

PANDA (CONT'D)
It's Friday. Tomorrow is the
soothing banquet. If she's been
sold as cadre, she'll be required
to pleasure one of the selected men
at the ceremony. Its how the
Empress controls things.

JIMMY
You mean, she'll be raped?

PANDA
If she resists, probably.

JIMMY
I've got to get her out of there
before that happens.

Panda mulls things over. They've been a team so far...

PANDA
You'll never get in there alone on
banquet night. They only let
Changelings, Eunuchs and a few boys
in to serve the banquet guests.
(beat)
I know. I used to do it.

JIMMY
Will...will you help me? Help her?

PANDA
You helped me. Twice.

Panda smiles slightly at Jimmy for the first time.

PANDA (CONT'D)
In my life, that's been a rare
thing.

Panda swallows hard, looks away.

PANDA (CONT'D)
(to herself)
And, there's something I have to do
myself...

The cable car GRINDS to a halt at the bottom of the mountain.

INT. EMPRESS'S FORTRESS - SOOTHING ROOMS - OUTER CHAMBER -
NIGHT

Lilith leads Lane into a large chamber, fifty by fifty feet square, decorated like a Harem room with ornate furniture, small wading pools, side tables, and oil lamps. Around the room are doors on all four walls leading to sleeping chambers for each of the three dozen cadre members.

Guests receive "soothing" there.

A dozen WOMEN lounge around the main chamber. A few OTHERS can be seen through open doorways to their individual rooms.

DENISE, (mid-30s, shapely, beautiful, mixed-race cadre member) relaxes on a couch near the entrance, where she has her feet rubbed by an old EUNUCH.

She looks up as Lilith and Lane approach, curious.

DENISE
What have we here, a new arrival?

Denise dismisses the Eunuch with a wave.

LILITH
Lane, meet Denise. Denise fancies
herself queen bee as she's been
here the longest now.

Denise rises to greet Lane. She gives Lane a hug, which isn't reciprocated. Denise turns back to Lilith.

DENISE
Queen bee since you left, anyway.
You miss it?

LILITH
Like a toothache.

Lane winces hearing this comment. Lilith notices.

LILITH (CONT'D)
Relax, dear. It isn't that bad.
Soothing some fool once a week, and
otherwise being treated like a
goddess.

DENISE
You'll get used to it. Can you
imagine trying to live out there?

LANE
I was living out there until
yesterday. It was fine.

LILITH
That's hardly a life, child. And
you are near a woman. Weren't you
around men folk?

LANE
My father. And my two brothers.
They loved me; spoiled me even, I
think.

LILITH
With your changes coming, they'd
have been spoiling for something
else, soon.

LANE
They would never have hurt me. They

-

Denise lays a placating hand on Lane's shoulder.

DENISE
Sweetheart, don't worry about her.
You are going to be fine here.
We'll break you into this slowly.
The Empress got me word to fix you
up with the most inexperienced lad.
She wants this to be easy for you,
unlike...well, he will be happy
enough just to hold hands with you.

Lane is partly relieved.

DENISE (CONT'D)

Let me show you to an empty soothing room that you can make your own.

LANE

Soothing? I'm still not sure...

DENISE

That's what we call entertaining those we are charged with.

LILITH

Soothing means -

DENISE

I'll explain more later.

Denise takes Lane gently by the arm to lead her toward a soothing room.

LILITH

We will look for you both at the banquet tomorrow.

EXT. CHATNUGGA - NIGHT

Jimmy and Panda wind their way down the dirt streets of Chatnugga town, to enter the more upscale district near the Empress's fortress. The streets are relatively empty.

Ahead, Mads stands in front of the Tubby's Pub double-door entrance. Panda takes Jimmy's hand to reassure him as they approach.

For a second, Mads regards them suspiciously, then recognizes Panda. The two stride rapidly toward each other, then embrace.

MADS

Panda. You did it! You're a woman now.

Panda steps back a bit to show off her beautiful figure.

PANDA

Not bad, huh?

MADS

I'm dead jealous, that's how "not bad" you look.

(MORE)

MADS (CONT'D)

But what brings you back here,
sweetheart? There's better places
for you out there now. And who's
the boy? A client?

PANDA

(LAUGHS)

No. This is...my new friend, Jimmy.
We need to go to the banquet
tomorrow. His sister's stuck in
there.

Mads looks at Panda sympathetically, then gives Jimmy a
serious once-over, notices he has problems taking his eyes
off of Panda.

MADS

(aside to Panda)

He knows he's only ever gonna be a
friend, right?

Panda gives Mads a long look, but says nothing.

MADS (CONT'D)

You used to work the banquets, so
that's easy enough. But how you
gonna get him in?

PANDA

He'll need a disguise.

Panda looks Mads up and down, drinks in his get-up. Jimmy
wonders what is going on with them.

JIMMY

So, what are we doing here?

PANDA

(to Mads)

We need a place to stay tonight.

MADS

You can't have your old room back.
It's "in use" now, so to speak. And
we are pretty damn full...

Panda is crestfallen.

MADS (CONT'D)

But I think there's enough room for
you to crash on the floor next to
my bed. It's sure to be real noisy
in there, though.

PANDA
(relieved)
That will work. Thanks.

MADS
And I want to hear all about the
procedures. I can almost afford
them myself now.

Panda nods "OK", then she and Jimmy follow Mads inside the saloon.

INT. TUBBY'S PUB - NIGHT

A big room full of old round tables, with a long bar at the back. MEN of all races from various walks of life party with free, unfettered Changelings or Changeling wannabees.

A few of the men wear guild robes, a number of the others are in guard uniforms. Those entertaining them are in various forms of feminine dress, but some are much more obviously men than others.

Panda, Mads and Jimmy generate little attention, except a few lust-filled glances Panda's way.

Mads leads her friends to a stairway to the next landing. They troop up to Mads's room halfway around a rectangular balcony that overlooks the main barroom.

She opens her door, beckons them to enter.

INT. TUBBY'S PUB - MADS'S ROOM - CONTINUOUS

It's a tiny bedroom, with a single cot, and just enough space on the floor for two other people to crash.

Mads pulls a few old blankets out of a meager closet, tosses them to Panda.

MADS
All I can offer, I'm afraid.

PANDA
Its enough. We appreciate your
help.

Panda spreads one blanket on the ground to sleep on, grabs two musty pillows off the only chair in the room for their heads.

MADS
So...about tomorrow.

Mads checks out Jimmy's body.

MADS (CONT'D)
We're about the same size. I think
I can fit him up with something
that will pass.

JIMMY
Pass?

MADS
As one of us, sweetie. You'll be
found out otherwise.

JIMMY
I gotta dress up like you?

MADS
(in a huff)
I'm not dressed up. This is what I
always wear.

Mads does a dramatic twirl around the room.

MADS (CONT'D)
And I wear it damn well.

JIMMY
I'm not going to do it.

PANDA
You'll have to if we want to save
your sister.

Jimmy starts to protest, stifles it, frowns.

PANDA (CONT'D)
We'll put something together in the
morning.

LATER

Mads SNORES on his cot. On the floor in front of him, Jimmy
and Panda lie side by side, covered by thin blankets. Panda
has her back to Jimmy.

JIMMY
Thanks for helping me and my
sister.
(beat)
But how come you are?

Panda turns her head to look up at the ceiling, takes a deep breath, remembers.

PANDA

It's no place for a young girl. Or anyone that wants to be a young girl.

(hesitates)

My mother was on the cadre there. She got pregnant with me in the fortress.

JIMMY

Did she die when she had you?

PANDA

No. She died having my sister four years later.

JIMMY

Your sister. Where is she now?

PANDA

(disgusted)

She was only thirteen. The Empress put her on the cadre at thirteen.

Panda goes quiet.

JIMMY

She's on the cadre?

PANDA

Was. She got mauled by a beast named Tull at a soothing ceremony last year. He cut up her face. And her body.

Tears well in Panda's eyes.

PANDA (CONT'D)

She couldn't handle the prospect of another soothing. Or the Sex Pens if she refused.

(chokes back tears)

She hung herself. I was a server. The Empress knew I might try to get revenge, so they threw me out.

JIMMY

You want revenge!

PANDA

I'm hoping they won't recognize me.
I was a boy when I left...

Panda turns her back to Jimmy. She's done talking.

A wide-eyed Jimmy digests what he's just heard. He reaches over to touch Panda's shoulder, but freezes, unable to accept his attraction to her.

He eases back to regard her with concern.

INT. EMPRESS'S FORTRESS - THRONE ROOM - NIGHT

The Empress and Lilith pore over lists of names, to assign cadre soothing assignments for the upcoming ceremony.

A GUARD appears at the entrance door with Denise in tow. The guard starts to announce her, but Denise strides right in. She locks hard eyes with Lilith, but breaks that contact when the Empress looks up at her.

DENISE

You summoned me, ma-am?

EMPRESS

I have a very sensitive assignment for you tomorrow. One that will require all your skills, but one you will be highly rewarded for.

DENISE

What is it?

EMPRESS

You will sooth Captain Tull tomorrow. He's been on probation for misbehaving at his last ceremony.

DENISE

Misbehaving? He almost killed that poor girl. Did kill her, really...

LILITH

That's not your concern.

The Empress raises a quieting hand.

EMPRESS

He will behave tomorrow. He tires of jaded Changelings quickly and will want a real woman. He knows the consequences of more violence.

DENISE

But he's the head of the police. Won't -

EMPRESS

He will mind my rules. As will you. You are the best soother we have. You can manage him, I am sure. And, as a reward, you will not be required to sooth again for another six months.

That offer somewhat appeases Denise.

Lilith smirks.

LILITH

Unless you want to, of course.

Denise curls her lip at Lilith.

DENISE

(to the Empress)

All right, mum. I will do my best.

LILITH

Your very best.

The Empress returns to her paper work. Denise and Lilith exchange scowls as Denise takes her leave.

INT. TUBBY'S PUB - MADS'S ROOM - DAY

A glum Jimmy sits in the room's only chair. He wears one of Mads's dresses. Mads and Panda fuss around him as they apply makeup to his face.

On a small table near the cot is a wig stand with a woman's blonde wig on it.

Mads backs away from his work to observe Jimmy's face with a smile.

MADS

Not bad.

Mads reaches for the wig, carefully pulls it down over Jimmy's scalp and pats it into place. Mads's grin broadens. Panda nods approval. Mads hands Jimmy a small mirror.

MADS (CONT'D)
Not bad at all. Take a look.

Jimmy glances at himself in the mirror, quickly jerks his head away.

JIMMY
I look a fright.

Panda steps in close in front of Jimmy. She's never gazed at him like this before. She kind of digs what she sees and Jimmy feels it.

PANDA
You actually just might do.

Jimmy's not sure how to take the compliment.

PANDA (CONT'D)
Do well enough to get us through the service entrance. I hope.

EXT. CHATNUGGA - DAY

In front of Tubby's, Mads gives Panda and Jimmy a send off. He LAUGHS at Jimmy's discomfort at being dressed in drag.

Panda and Jimmy then weave their way through crowds on market day. Some turn and stare at, or after them. A grizzled Luddite CATCALLS Jimmy from across a crowded street. Jimmy frowns and throws him the bird.

CLOSE TO THE FORTRESS

It is even busier. In the large square where women and men are sold, people barter anything and everything.

In the far corner of the square, a familiar face. It is Weivel, who argues over the price of a bottle of rot-gut with an ANCIENT CHANGELING, who squats behind a wooden booth with his wares on display.

Out of the corner of his eye, Weivel notices Panda and Jimmy pass. He stares after them, wondering...

He shakes his head, decides it is nothing, and goes back to arguing with the changeling.

AT THE SIDE OF THE FORTRESS

Is a busy merchant's and servant's entrance. PEOPLE bustle in and out with goods for the evening's ceremony ahead.

PANDA

Good. Security is still pretty lax here. Who would want to bother coming this way unless they were selling something?

Panda leads Jimmy inside.

INT. EMPRESS'S FORTRESS - PREPARATION AREA - DAY

The huge room is alive with activity. COOKS roast chickens and pigs in huge ovens to one side of the room. On the other side, BAKERS prepare various pastries, cakes and pies for cooking. In the center, numerous tables are attended by MORE COOKS who fuss over various items.

IN THE BACK OF THE ROOM

is a long table, where two lines of EUNUCHS, CHANGELINGS and a few BOYS wait to be checked in as servers. Panda and Jimmy weave through the preparation stations to get in line.

A FEW MINUTES LATER

They stand together in front of the CLERK in charge of serving assignments.

PANDA

We are here to serve the banquet tonight. I have done so many times before.

CLERK

You, I vaguely recognize. But not your friend here.

PANDA

He's not my friend. He's my assistant.

Jimmy bristles with this description.

CLERK

Assistant?

PANDA

I'm quite experienced serving the main courses. I'll need him to keep my trays full. It saves time.

CLERK
He'll only get half pay for that.

PANDA
He'll take it.

The clerk nods, then hands them wooden identity tokens.

CLERK
You know the drill. Keep these with you at all times until you come back through here at the end of the banquet.

The clerk motions them further inside.

INT. EMPRESS'S FORTRESS - BANQUET ROOM - DAY

A series of banquet tables are lined up side-by-side, but separated by spaces to facilitate serving. They would accommodate about one hundred people.

Lilith supervises a group of KITCHEN WORKERS as they set up the tables with glasses and silverware.

LILITH
(loudly)
Let's get moving, people. We've only got ninety minutes.

Panda and Jimmy join another two dozen SERVERS who occupy smaller circular tables to one side of the room, as they wait for the party to start.

The two take empty chairs together at one of the tables.

PANDA
When it starts, you'll go back and forth from the kitchen to the entrance here, bringing me fresh food and drink on one of those trolleys.

Panda motions to a stand of small, portable tables covered by tablecloths. On one, the cloth is crooked, and reveals shelves for food trays to be placed, similar to those found on airplanes in the past.

JIMMY
(whispers)
How are we going to get Lane out of here?

Panda looks at the trolleys, thinks hard.

PANDA

I don't know yet. But first, we have to find out if she's even part of the soothing ceremony tonight.

Panda points to another entrance at the far side of the room.

PANDA (CONT'D)

The guests and their assigned soothers will enter the hall from that door. So, we'll know soon enough.

JIMMY

What happens after the banquet?

Panda grimaces, doesn't want to tell him the next part.

PANDA

They'll head back out the same way. It will lead them to the Soothing rooms where they will...retire for the evening.

Panda looks hard at Jimmy.

PANDA (CONT'D)

One of us may need to follow them.

JIMMY

How?

PANDA

I don't know yet. Hopefully, I'll think of something.

Jimmy frowns at her.

JIMMY

I may not handle a sword well, but I can help. Even plan a little.

PANDA

Be patient. This is my world, and I know how it works.

Jimmy bites off a sarcastic response.

LILITH

(in the background,
SHOUTS)

All right, servers!

(MORE)

LILITH (CONT'D)
Familiarize yourselves with the
kitchen staff and kitchen areas you
will be working with.

She CLAPS her hands above her head, authoritatively.

LILITH (CONT'D)
Let's go!

Panda and Jimmy rise to return to the preparation room.

LATER

The banquet hall is almost full. Forty MEN of various ages feast while being attended to by the women of the Empress's CADRE.

All cadre wear skimpy harem outfits without chastity belts.

Some chat with their selected company, some flirt and some engage in heavy petting. A few girls new to the experience look frightened and standoffish.

A number of SERVERS take food and wine to and from the long banquet table. Panda blends in among them, as she totes a tray of roast chickens for distribution.

People CHATTER and LAUGH, as servers fill glasses with water and wine.

LILITH appears at the side entrance, with a megahorn.

LILITH (CONT'D)
(through the megahorn)
All rise for Empress Moriah.

Cadre and guests rise to their feet, some already wobbly from too much drink.

The Empress makes her grand entrance. She's dressed in a low-cut, blood-red, skin-tight evening gown which leaves little to the imagination. She enjoys the INTAKE OF BREATH and the leers as she languidly strolls to her seat at the middle table.

She sits primly, then Lilith motions to everyone that they may sit back down.

The Empress CHIMES the side of a water glass sharply with a serving knife, hushes the room around her.

EMPRESS

Tonight, as we have done every week for many years, we will reward those selected men who have protected us, and who have recognized our worth in this hard world where so few of us still exist.

THROATS CLEAR, but no one speaks.

EMPRESS (CONT'D)

And the reward, as always, is a night of soothing.

The male guests CHEER WILDLY, raise glasses in toasts.

EMPRESS (CONT'D)

So, I say as always, eat your fill, drink your measure and take pleasure where you may.

A ROAR of approval from the crowd. The party continues as the Empress settles in.

There are still two empty chairs to Lilith's side, and a few more empty ones toward the far end of the row of tables.

The Empress eyeballs the empty seats close to her.

EMPRESS (CONT'D)

Where are Tull and Denise?

At that moment, CAPTAIN TULL, (40, massive, burly, heavily bearded with a deep scar running down the side of his face), strides into the room.

Denise clutches one of his arms as he half drags her along to their seats.

Tull nods to the Empress, who smiles back at him.

EMPRESS (CONT'D)

Welcome back, Captain. We hope you find our choice favorable tonight.

TULL

(suppresses a snarl)
Let's hope so, madam.

Tull gruffly beckons a server near him.

TULL (CONT'D)
Wine, girl. Or boy. Whatever you
are, bring it quickly.

Denise looks worried. The Empress and Lilith share a concerned glance.

From the far side of the room, Panda scowls deeply at the sight of Tull. She clearly hates him.

PANDA
(mutters)
Filthy bastard.

AT THE SIDE ENTRANCE,

Lane appears, dressed like a princess. A gawky LAD of sixteen is her escort, and is clearly overwhelmed by her beautiful presence. He wears the uniform of a police cadet.

The Empress notices the couple, motions them to a spot at the far end of the long row of banquet tables.

Tull's eyes widen as the couple get closer to him. He licks his thick lips at the sight of the nubile Lane.

Denise playfully tries to feed Tull a bite of food in an effort to distract him. He bats her hand away and scowls, first at her and then around him, unhappy with his lot.

His eyes keep returning to Lane.

The empress frowns, watches Tull closely.

EMPRESS
The Bull doesn't look happy with
Denise.

LILITH
She's the most experienced soother
in the cadre. And the toughest.
She'll handle him.

EMPRESS
That's what worries me. I think he
knows that.

In the distance, Panda observes with much worry. She anticipates disaster.

BACK AT THE TABLE,

Tull leans aggressively forward.

TULL
 (to the cadet)
 You!

The cadet freezes in his tracks, swallows hard. Lane keeps her eyes on the floor.

The Empress and Lilith tune in closely to what's happening, worried.

TULL (CONT'D)
 Come over here.

The cadet drags Lane behind him, quick-steps up to the table to stand across from Tull. He snaps to full attention, salutes.

CADET
 Yes, sir!

TULL
 At ease, fool.

The cadet halfway sags, tries to relax but his hands shake.

Tull scrutinizes Denise, smirks, then returns his attention to the cadet.

TULL (CONT'D)
 This is your first soothing banquet, if I'm not mistaken. You ever been with a woman before, boy?

The cadet squirms, his face a crimson red. He MUMBLES something.

TULL (CONT'D)
 Speak up, idiot.

The hapless cadet fights for words.

CADET
 N...no, sir.

TULL
 Didn't think so. Well. I'm going to do you a huge favor tonight, son. You're going to take this lovely lady off my hands. She's known many, many lads, and will surely teach you the ways of the world.

Tull stares at Denise menacingly.

TULL (CONT'D)
 Won't you?

Denise glances at the Empress for direction. The Empress drops her head, can't meet Denise's eyes. Denise is on her own.

DENISE
 As you wish, sir. But you'll be giving up the best soother in the cadre.

Tull leers at Lane, who can't meet his eyes.

TULL
 It ain't the best I'm looking for.
 I like 'em green...and teachable.

The Empress opens her mouth to speak, but, observing Tull's determination, thinks better of it. She very reluctantly resigns herself to bad news.

TULL (CONT'D)
 (to the cadet)
 You and me are switchin' up.
 (to Denise)
 You are with him now.

Denise heads to a space between tables to join the cadet.

TULL (CONT'D)
 (to Lane)
 And you, little miss, come on up here next to me.

Lane stares beseechingly at the Empress, her eyes beg salvation. The Empress turns away, unhappy with herself and the situation, but unwilling to intervene.

Panda slows down serving nearby, assesses the situation.

TULL (CONT'D)
 Come now, girl. You don't want displease me, do you?

Lane forces herself to join him. She crouches in her chair. Tull scoots right up next to her, puts an arm around her slim shoulders.

TULL (CONT'D)
 Say your name, lass.

LANE
(barely audible)
Lane.

Tull shakes her shoulder roughly.

TULL
Louder, Lass. Don't be shy.

Lane stares straight ahead, terrified.

LANE
Lane!

Panda freezes in her tracks. She recognizes the name. It's Jimmy's sister. She looks around her wildly, but no Jimmy.

Tull points at the food in front of Lane.

TULL (CONT)
Best eat some food, girl.

Tull LAUGHS loudly, leers at his men around him.

TULL (CONT'D)
You are going to need your energy
to keep up with me tonight.

Tull's men LAUGH heartily at his "joke,". They know better than not to.

Panda clears empty plates nearby, and keeps a careful eye on Tull. She sees Jimmy appear at the preparation room entrance with a full trolley of chickens.

His mouth drops open when he recognizes his little sister. He cringes at the caricature of her, painted with heavy makeup and wearing a scanty outfit. He feels sick to his stomach; experiences an awful empathy for her plight.

Panda rushes to his side.

PANDA
That's her, right?

Jimmy, teary-eyed, takes a deep breath, prepares to yell out to Lane. Panda grabs his arm.

PANDA (CONT'D)
(hisses)
No!

A few SERVERS near them turn to see what Panda is worried about. Panda notices, leans in close to Jimmy.

PANDA (CONT'D)

(harsh whisper)

No. If they think you're here to take her, they'll kill you. We need to find a different way.

Panda watches a drunk guest stumble out of a restroom door at the side of the hall.

PANDA (CONT'D)

I have an idea. If I can switch out with the woman sitting at the end down there with the young policeman, I can get him back into the soothing rooms.

JIMMY

Switch out how?

PANDA

That's where you come in. You keep an eye on her. She's putting away a lot of wine.

Denise slugs down another glass of wine.

PANDA (CONT'D)

I'll keep her cup to the brim. When she gets up to go to the bathroom, you follow her inside. Make sure she doesn't come out.

JIMMY

How am I supposed to do that?

PANDA

If you want to save your sister, you'll find a way, but a good punch to the jaw ought to do it. I'll take her place.

Jimmy looks uncertain, but finds resolve, nods a tentative "OK".

JIMMY

But, I need to help get her out of here. What do I do next?

PANDA

Just play the part I give you and we might make it. All right?

Jimmy hesitates, unhappy with his role in the rescue.

JIMMY
(mutters to himself)
Just play the part.

With reluctance, he heads in the direction of the restrooms.

Panda approaches Denise's table, refills her wine mug to the top.

LATER,

Tull is in his cups, but still focused on Lane. He watches her pick at her food. He pulls her close.

TULL
It's time, girl.

Lane cringes.

AT THE FAR END OF THE ROOM,

Denise rises, half drunk, from her seat.

From a distance, Panda signals Jimmy to pay attention.

Denise mumbles apologies to her guest, then makes her way to the restroom entrance.

Panda watches Tull as he whispers unpleasantries to Lane.

PANDA
Thank the gods, timing is with us.

She nods in Denise's direction.

PANDA (CONT'D)
Go after her.

Jimmy swallows hard, steals up his nerve. He heads to the restroom as Denise disappears inside. At the restroom door, Jimmy looks back and forth apprehensively. No one else approaches. He slips inside.

Panda waits a few seconds, then heads toward Denise's seat at the table. She glides up to it, stands in front of the young police cadet, and looks like she could eat him alive.

He stares up at her, thunderstruck.

PANDA (CONT'D)
Hi, darling. Poor Denise had too much to drink. She's throwing up her dinner in the bathroom. She asked me to take her place.

Panda seductively presses her legs into the cadets knees.

PANDA (CONT'D)
Are you OK with that?

The cadet blushes a deep scarlet.

CADET
(stammers)
Ye...yeah...sure, I guess.

Panda takes Denise's seat, pulls it up close to the cadet and puts her hand on his upper thigh. He looks like he might pass out with excitement.

Panda looks over his shoulder down the array of tables at Tull, who whispers something nasty into Lane's ear. Lane looks like a deer caught in headlights.

Tull yanks Lane to her feet, motions toward the soothing rooms with his head, grins like a wolf.

The Empress and Lilith watch transfixed, but say nothing.

PANDA
I think you and I need to get to know each other a lot better.

CADET
(chews food)
Uh, sure! Just let me finish -

Panda's hand slips up the Cadet's thigh to his groin.

PANDA
I mean now.

The cadet CHOKES down his mouthful.

Panda helps him to his feet and, her arm under his, leads him out and around the table toward the soothing rooms.

AHEAD OF THEM, Tull pulls a terrified Lane behind him through the entrance to soothing room area.

FROM AFAR, Jimmy comes out of the bathroom and watches the four disappear down the hallway.

INT. EMPRESS'S FORTRESS - HALLWAY TO SOOTHING AREA - NIGHT

Torches on the side walls illuminate the long hallway with flickering light.

Panda and the cadet are fifty feet behind Tull, who drags Lane along behind him. She UTTERS feeble protests.

Tull comes to the entrance of the soothing room outer chamber and yanks Lane through the door.

A FEW SECONDS LATER

Panda and her charge follow.

INT. EMPRESS'S FORTRESS - SOOTHING ROOMS - OUTER CHAMBER - NIGHT

It's shadowy and quiet. Still too early for soothing for most. The doors to many private soothing rooms around the side of the large chamber remain open.

Tull stops in the middle of the room.

Panda and the cadet step inside the doorway into the shadows. The cadet opens his mouth to say something, but Panda quickly covers his mouth with her hand.

PANDA
(whispers)
Quiet. We don't want to disturb the Bull, do we?

The cadet nods in frightened agreement and she removes her hand. Tull hasn't noticed them.

TULL
(gruffly to Lane)
Which one is yours?

Lane quakes in fear, says nothing. Tull leans down to put his nasty face three inches from Lane's.

TULL (CONT'D)
You want to do it right here?

Lane halfheartedly points to a room off to the right.

TULL (CONT'D)
Ahh. Let's go.

Tull drags Lane through her soothing room door and SLAMS it shut.

Panda propels the cadet further into the room, searches for a spot to park him. She sees an open door two down from Lane's.

PANDA
This is my room.

Panda leads the awestruck cadet inside.

INT. EMPRESS'S FORTRESS - PANDA'S SOOTHING ROOM - NIGHT

The room is well furnished with a huge bed, several chairs, a dressing table with a large mirror, and the possessions of one of the cadre members.

Through an open door, there is a small bathroom at the end of the room.

Panda listens, on high alert, hears nothing from the nearby rooms. She turns back to the cadet, strikes a sexy pose.

PANDA
Ok, sweetheart. Are you ready for your soothing?

The cadet squirms in happy anticipation.

CADET
I sure am!

PANDA
Good. Well, this is how it works. You go to the bathroom, shut the door and take off all your clothes. You hand them out to me, and then you take a nice, hot shower. I like my men clean and sweet smelling.
(beat)
Can you do that for me?

The cadet's grin almost splits his face.

CADET
I sure can!

PANDA
Do it, then. And hurry. I'm so ready.

The cadet rushes to the bathroom, shuts the door in a near frenzy.

Panda chews her nails, worries.

INT. EMPRESS'S FORTRESS - LANE'S SOOTHING ROOM - NIGHT

This room is much like the others, but looks much less lived in.

Lane stands with her back to the bed. Tull towers over her, enjoys her fear.

TULL
(as if Lane isn't in the
room)
Let's see. How should we go about
this?

Tull looks into Lane's eyes, like he just realized she was there.

TULL (CONT'D)
What do you think, doll? How do you
want to do this? The easy way?...or
hard.

Lane tries to buy time.

LANE
I've...I've never soothed a man
before. I don't know what to do. I
won't be any good at it.

Tull's eyes go wide.

TULL
You're a virgin?

LANE
I think so.

Tull LAUGHS uproariously.

TULL
You think so. Well. This might make
a bit of a mess. Here's what you'll
do, girl.

Tull points to the bathroom.

TULL (CONT'D)
You are going to go in there, shed
your garments, and wrap yourself in
one of those big, thick towels.
You'll need it to clean up the
blood afterwards.

Tull shoves Lane in the direction of the bathroom.

INT. EMPRESS'S FORTRESS - PANDA'S SOOTHING ROOM - NIGHT

The cadet sticks his head out of the bathroom door, his clothes in hand.

CADET

Here are my -

Panda snatches the bundle of clothes away from him.

PANDA

Shoes, too.

The Cadet reaches back for something, hands out his shoes, grins like a donkey.

Panda winces.

PANDA (CONT'D)

Now, a long, hot shower. I want you super-clean, got it?

The cadet salutes her with his visible hand. She pushes him back inside the bathroom and shuts the door firmly.

PANDA (CONT'D)

(shouts)
Super-clean.

Panda listens at the doorway for a moment, hears the shower turn on. She scoops up the cadet's clothes and shoes, tiptoes to the door and very quietly exits.

BACK IN THE OUTER CHAMBER,

She runs over to Lane's soothing room door, puts her ear to it, listens.

All is quiet.

She gently tries the door knob. It is unlocked. Panda pushes the door open a crack, peeks inside.

Tull sits on the edge of the bed, back to the door. He faces the bathroom at the rear of the room. He is clad in underpants only, and displays an upper torso full of scars.

The rest of his clothes, including his sword, are piled on a nearby chair.

TULL

(shouts at bathroom door)
Hurry up, missy! You're taking too long!

Panda slides silently into

LANE'S SOOTHING ROOM.

She edges her short sword from its scabbard, tiptoes closer to the bed. She readies to rush Tull and stab him in the back. Just as she coils to spring into action, the bathroom door swings open.

Lane stands there wrapped in a towel. When she sees Panda behind Tull with weapon drawn, her mouth drops open in surprise.

Tull realizes there is someone behind him. He quickly rolls off the bed sideways and springs to his feet. Unfortunately for Tull, he has rolled away from the chair where his sword lays.

Panda places herself between Tull and the chair, points her own sword at him with two hands.

PANDA
(to Lane)
Run!

Lane edges around Panda and the chair, out of sight.

Tull LAUGHS heartily, amused.

TULL
Who the hell are you? Come to make
this a threesome?

Tull appreciates Panda's form.

TULL (CONT'D)
Works for me, gorgeous. But unless
you want it even rougher than my
usual, you best drop that pig
sticker.

PANDA
You bastard. Do you remember
Nadeenth?

FLASHBACK

TULL hurls a thirteen-year-old Asian girl onto a bed in one of the soothing rooms. As she quakes in fear, he pulls his sword.

TULL
Let's just cut you loose from those
garments, lass.

He bends down, aims his sword tip and the girl SCREAMS.

BACK IN THE PRESENT

TULL (CONT'D)
Some little slut that wouldn't
cooperate. What's it to you?

Tull edges sideways, tries to get closer to his weapon. Panda moves to keep him cut off. Tull glances down at a long Persian rug they both stand on.

TULL (CONT'D)
You do look mighty familiar.

PANDA
I served the banquets. Nadeenth was
my sister. You destroyed her.

Tull's eyes widen in sudden understanding.

TULL
I got it, now. You used to be her
brother.

Tull SMACKS his lips.

TULL (CONT'D)
And now you've come to take her
place.

A sick grin spreads across Tull's face.

TULL (CONT'D)
I...accept.

As the last word escapes his lips, Tull takes a quick step back off the carpet, reaches down and YANKS it hard.

Panda is hurled into the air, and lands hard on her back on the floor. Her sword flies off to the side. Tull charges over as he ROARS victoriously.

Panda tries to sit up, but Tull punches her in the jaw and knocks her back, almost unconscious.

Lane stands frozen a few yards away. Tull strides over, grabs Lane by the towel wrapped around her and throws her violently onto the bed.

TULL (CONT'D)
Well, now. Why don't we get to the
fun I promised you, eh?

From a view waist up, Tull pulls down his underwear while he CHORTLES. He looks down proudly at his crotch, obviously admiring his own erection.

TULL (CONT'D)
Will you look at that. Nothing
turns me on like a bitch fighting
back.

O.C., Panda MOANS nearby, fights to find her wits.

Tull mounts the bed, on his knees. He rips aside the towel and wrenches Lane's legs apart.

From the waist up, Tull sweats, in a frenzy of lust.

TULL (CONT'D)
So, let's get started by -

A SWORD suddenly swings down. The SOUND OF CHOPPED MEAT is followed by a light THUD on the bed covers.

Tull's face goes ashen. He stares down. He's been unmanned in more ways than one. Tull grabs his bleeding groin area, staggers backwards off the bed. He falls against a far wall, BABBLES in pain.

Lane grabs her towel and sits up.

Panda stands stiffly at the side of the bed. She stares at Tull. A bloody short sword is in her hand.

Tull continues to MOAN pitifully, rocks and holds his crotch to stem the bleeding.

Lane gets out of bed, comes to Panda's side. Tears of relief roll down her face.

LANE
Th-thanks.

Panda nods, then walks over to stand above Tull, who can't meet her eyes. She places the sword at the side of his neck as he MOANS AND CRIES.

She draws back the sword to deliver a death blow, but at the last second, hesitates.

PANDA
I got a better idea, Bull. Or
should I say steer, now. You cut
off my sister's tits, and then left
her to decide if her life was worth
living.

She pats Tull on the side of the face with the bloody sword.

PANDA (CONT'D)
I'll give you that same option.
Changelings walk free, you know. At
least, that's what they say.

LANE
What if he alerts the others?

PANDA
If he lets go of what little is
left of his manhood, he'll bleed to
death in sixty seconds. He won't be
going anywhere.

Panda looks at the walls around her.

PANDA (CONT'D)
And these walls are extra padded
for privacy. He won't be doing any
loud screaming in his condition
either.

Tull emits another SPUTTERING MOAN of AGONY.

Panda takes Lane's arm and leads her out of the soothing
room, shuts the door behind her.

INT. EMPRESS'S FORTRESS - SOOTHING ROOMS - OUTER CHAMBER -
NIGHT

LANE
How are we going to get out?

Panda retrieves the cadet's clothing from a chair.

PANDA
Get your clothes on. You'll be
leaving here with the cadet.

LANE
You...?

Panda starts to pull the cadet's uniform on.

IN THE HALLWAY OUTSIDE,

the distant sounds of FOOTSTEPS and LAUGHTER. Panda rushes to
finish changing. She jams the policeman's cap down on her
head.

Two YOUNG POLICEMEN and their assigned CADRE WOMEN drunkenly reel into the chamber as they grope and fondle each other. The four look up to notice Panda and Lane across the dimly lit room.

Without ado, Panda embraces Lane feverishly, and gives her a long, lingering kiss while she presses into her. Lane is shocked, but only feebly resists.

The police officers HOWL with glee.

OFFICER ONE
Way to go, young brother.

The two pair of couples amble toward separate private soothing rooms.

OFFICER TWO
You're a real man now.

They LAUGH as they enter soothing rooms and SLAM the doors shut.

Panda releases a flabbergasted Lane.

PANDA
Let's go before more start arriving.

INT. EMPRESS'S FORTRESS - BANQUET ROOM - NIGHT

Jimmy watches anxiously from the doorway of the preparation room. He has a near empty trolley before him. More "guests" and cadre start to retire for "soothing".

He's in a quandary, what to do?

SUDDENLY,

Lane and Panda appear in the far doorway, with arms wrapped tightly around each other. They sway there way back to take the cadet's seats at the far table. The party is in full swing and no one gives them much notice.

Panda and Lane huddle close together at the table. Panda makes eye contact with Jimmy, points at the trolley cart, motions for him to bring it over.

Jimmy wheels the cart through guests as some mill around and others depart for soothing. He brings it to the front of Lane's table.

Lane GASPS when she recognizes Jimmy, then recovers her composure.

JIMMY

Can I help you folks? I don't have much left in my trolley.

Jimmy tilts his head toward Panda to ensure her attention.

JIMMY (CONT'D)

In fact, it's nearly empty...

Panda catches his drift.

PANDA

(as low as she can pitch her voice)

I understand.

Panda sneaks a look around.

Lilith and the Empress are engrossed in deep conversation with a pair of wealthy merchants, and no one else pays attention to them.

PANDA (CONT'D)

(whispers to Lane)

Drop a fork under the table. Go under to fetch it, but when you are down there, empty what's left out of that trolley. Leave the trays and get inside it.

LANE

That's crazy.

Jimmy, tries to be as subtle as possible, pushes the trolley up flush against the table.

PANDA

It's our only chance.

Panda scans the room. Everyone is preoccupied.

PANDA (CONT'D)

(to Lane)

Now, do it.

Lane looks uncertainly at Panda, then Jimmy, but drops her fork with a CLATTER. She ducks out of sight.

The trolley rocks slightly as Jimmy holds it in place. After a few seconds, it stills.

PANDA (CONT'D)

She in?

Jimmy nods.

PANDA (CONT'D)

I'm going to shuck these clothes in the bathroom. I'll meet you at the preparation room entrance in two minutes.

Jimmy wheels the trolley around to head toward the preparation room as Panda takes off for the rest room nearby.

INT. EMPRESS'S FORTRESS - SOOTHING ROOMS - OUTER CHAMBER - NIGHT

With a BANG, the door to Lane's soothing room swings open. Tull staggers out. He clutches a torn sheet he has wound tightly between his legs. Blood seeps through the sheet and Tull's teeth CHATTER in pain.

From Panda's soothing room, the police cadet cautiously enters the outer chamber, clad only in a wrap-around towel. He GASPS at the sight of Tull.

The cadet holds his towel in one hand and attempts to salute with the other.

CADET

Ca-ca-captain!

TULL

(through clenched teeth)
Fool! Get me a Guild doctor quickly. And notify the Empress that someone has kidnapped her newest cadre.

The cadet runs back out as Tull sinks into a chair. Tull GROANS in pain.

INT. EMPRESS'S FORTRESS - BANQUET ROOM - NIGHT

Panda, dressed as a woman again, walks briskly up to Jimmy.

PANDA

Let's get out of here.

Jimmy pushes the trolley to follow Panda into the preparation room.

A FEW SECONDS LATER,

The cadet policeman rushes into the banquet room from the soothing hallway, still clad only in a towel.

He spots the Empress in deep conversation with Lilith and TWO FAT MERCHANTS at her table. He charges over to stand before her at attention.

CADET

Ma-am, I -

Lilith bridles at the hasty intrusion. Her mouth drops open in amazement at the ludicrous sight before her.

LILITH

Hush, Fool. How dare you interrupt the Empress. And in that state!

CADET

But, I need -

LILITH

You will wait, if you value your balls, until she has finished her present conversation.

The cadet bites his lips, sweats out the delay.

EXT. CHATNUGGA - NIGHT

Jimmy and Panda turn a corner at the end of the preparation room to come to the Fortress entrance.

Panda sees no one around, SLAPS the side of the trolley.

PANDA

Come on out. We need to run.

Lane scrambles out of her hiding place.

INT. EMPRESS'S FORTRESS - BANQUET ROOM - NIGHT

The Empress smiles, then dismisses the Merchants with a hand motion. She casually turns to the cadet, who stands at rigid attention in front of her.

She looks with disdain up and down his near naked form.

EMPRESS

(coldly)

Well?

CADET

Ma-am, I'm sorry. But someone has wounded Captain Tull. He needs a Guild doctor's aid immediately!

EMPRESS

What a shame. Did the new girl kick him in the privates?

Lilith LAUGHS at her mistress's joke.

CADET

Worse than that, I think, mum. He's bleeding something awful...down there.

The women are taken aback.

EMPRESS

What?

The cadet swallows hard, continues.

CADET

Captain Tull says someone has kidnapped your new soother.

The Empress jumps up.

EMPRESS

(to Lilith)

Give me that horn.

Lilith quickly hands the Empress the megahorn.

EMPRESS (CONT'D)

(thru the horn)

All policeman! Return to me at once. We have an emergency.

MEN drop what they are doing to rush to her table. More MEN stream back in from the soothing area.

EMPRESS (CONT'D)

(thru the horn)

We have a kidnapping. Someone has taken my newest cadre member against my will. They may have already left the fortress.

(best)

We must find them. Bring the cadre back alive. Kill the others if they resist.

A RACKET ensues as the men take up arms for the chase.

The red-faced and badly shaken cadet slinks back away from the table to disappear into the crowd.

EXT. CHATNUGGA - NIGHT

Jimmy, Lane and Panda race through the streets as they try to escape town. Jimmy tosses off his blond wig as they run.

In the distance, they hear the CLAMOR of many male voices in pursuit.

Panda points down an alley; maybe a shortcut? They charge in. Several seedy taverns line the alley sides.

The trio race up to one identified as THE MUSTY FOOT on a clapboard sign. It has a large, cracked and dirty window next to its entrance.

Panda glances in. It is pretty crowded.

PANDA

Too many people. Let's try and make
Mads's place.

INT. - THE MUSTY FOOT - CONTINUOUS

Someone notices Panda and companions when they look in the window. It's Weivel! He recognizes Jimmy this time.

OUTSIDE,

The trio bolts further down the small street.

WEIVEL

Son of a bitch.

Weivel springs from his chair, SLAPS a coin down on the table and runs to the exit.

OUTSIDE

Weivel sees the trio turn a corner fifty feet ahead. He pulls out his crossbow and trots after them.

ON THE NEXT STREET

The swinging doors of Tubby's Pub are open. As Jimmy, Lane and Panda near the pub, a DRUNK stumbles out of the doorway, falls in the street.

LOUD MUSIC and the SOUNDS of LAUGHTER emanate from within.

PANDA

It's too busy in there. We'll get too much attention. And I don't see Mads. We've got to keep going.

Weivel peeks at them from around a corner further down the street.

PANDA (CONT'D)

I think we can make the river. If we can get across, we can hide in the ruins.

Panda frowns.

PANDA (CONT'D)

But it's guarded twenty-four hours.

In the distance, the SOUNDS of pursuit.

PANDA (CONT'D)

There's private boats along the bank. We'll take one of those.

LANE

Do we have money for the fare?

Panda grips her sword handle, pulls it a few inches out of the scabbard.

PANDA

We've got this.

Panda snaps the sword back. The group lopes off in the direction of the river.

Weivel follows in the shadows.

EXT. CHATNUGGA - NIGHT

Around two dozen policemen trot through the streets, with weapons drawn. Behind them, the Empress and Lilith ride horses.

EMPRESS

To the river. They'll try to cross.

EXT. CHATNUGGA - OLD TENNESSEE RIVER BRIDGE - NIGHT

Two BRIDGE GUARDS stand at the city side of the bridge, two more at the far side leading to the ruins of the old town.

The guards are in conversation with each other. They don't pay much attention to their surroundings on a quiet night.

Along the banks on the city side, several old rowboats and small barges are moored.

Panda leans around a building on a side street near the bridge, lifts a finger to her lips to signal "quiet". Jimmy and Lane creep up silently next to her.

They see the guards talk to each other in the distance.

PANDA

If we stay in the shadows, I think
we can make the bank where those
boats are.

The trio creeps around the side of the building, watch to make sure the guards are occupied, then dash across the street to the river bank.

They are almost out of the guard's sight. Only the head of the nearest guard is visible above the bridge railing next to them.

The boats are unattended. Jimmy points to a rowboat secured by a single rope. Panda nods, sneaks forward and saws through the rope with her short sword.

FROM BACK ACROSS THE STREET,

Weivel observes their progress.

The DIN of approaching footsteps and chatter of the Empress and her crew get closer.

AT THE BOAT

Lane, Jimmy and Panda carefully climb on board. Jimmy takes the oars and gently dips them in the water, guides the boat slowly out into the river.

Weivel charges out of the shadows, crossbow drawn. He jogs across the street, CURSES under his breath as the rowboat moves further out into the water.

One of the bridge guards sees him.

BRIDGE GUARD

Who goes there?

Both guards move to hone their attention in on Weivel.

Weivel points to the rowboat.

WEIVEL

I've got property trying to escape me!

BRIDGE GUARD

Hold off. We will take care of it.

Weivel doesn't want interference. He runs to the river bank where the rowboat is now forty feet out on the water and moves downstream.

The Empress and her entourage turn the corner onto the street facing the bridge.

Weivel takes hasty aim at the rowboat. He tries to line up his sight on Jimmy's back, but he's tough to target as he bobs up and down with the effort of rowing.

Panda and Lane sit behind him. Panda spots Weivel as he aims, clutches Lane protectively and tries to shield her.

EMPRESS

(to Weivel)

What are you doing, fool?

Weivel SNARLS to himself. He launches a bolt.

The shot arches slightly.

Jimmy bobs down just as it's about to strike him in the upper back. The bolt passes an inch over his shoulder to pierce Panda in the chest. She collapses.

Lane holds her upright.

LANE

Oh God, oh God, no!

Jimmy HOWLS in frustration, but keeps rowing frantically.

The Empress and her entourage are almost on top of Weivel, who is focused on notching another bolt to his crossbow.

EMPRESS

Stay your hand, varlet.

Weivel looks up at her, disappointment etches his features.

WEIVEL

But that's my property, mum.

EMPRESS

That's MY property, you oaf.
 (to her guards)
 Arrest this idiot.

The two bridge guards grab Weivel and try to rip the crossbow out of his arms.

Weivel punches one of them hard in the face, spins around to run straight into the butt end of the other Guard's rifle. Blood spews from his crushed nose and Weivel goes down like a sack of wheat.

The Empress rides her horse up to the bridge entrance, then CLOPS along, follows the progress of the rowboat below.

She watches intently as Lane WEEPS while she attempts to comfort Panda. The Empress's face twitches as she processes her emotions.

The policemen behind her take aim at the rowboat occupants and wait for the Empress's command.

Lane looks directly up at the Empress. The two lock eyes. Lane's are full of tears.

The Empress's lips tighten. After a few seconds, she slowly raises her hand high above her head for all to see.

EMPRESS (CONT'D)

(shouts)
 Hold your fire.

The Empress and Lane keep their eyes on each other as the rowboat moves slowly down the river, and closes in on the other bank.

Lilith pulls her mount up next to the Empress and watches Lane also.

LILITH

Mum?

FLASHBACK

The smiling, innocent face of Nadeenth fills the Empress's view.

BACK IN THE PRESENT

Stone-faced, the Empress watches the rowboat near the far shore.

EMPRESS

She's borne enough. I won't be part
of another child's undoing. Let her
go.

The Empress pulls the reins back on her steed, U-turns, and
heads back to the city with her entourage in tow.

EXT. CHATNUGGA - OLD TENNESSEE RIVER - CITY SIDE RIVER BANK -
NIGHT

Jimmy and Lane struggle to help the slumping Panda out of the
boat and up the river bank.

EXT. CHATNUGGA - NIGHT

Between them, they half drag, half carry Panda down a
deserted street surrounded by dilapidated store fronts.

Jimmy sees an open door to an old furniture shop on one side.
The three come to a stop.

Panda's breathing is shallow, but she's still conscious. Her
blouse is soaked through with blood.

LANE

She's dying, Jimmy. We have to
stop.

Jimmy sees the silhouettes of several old couches and arm
chairs through the broken store window. A few are covered
with moldy tarps.

JIMMY

Let's get her in there.

The two carry Panda inside.

INT. CHATNUGGA - OLD FURNITURE STORE - NIGHT

Jimmy and Lane deposit Panda as gently as they can on an
tattered couch. Panda GROANS in pain.

PANDA

(fights for breath)
You two...go on. You can make the
mountains. They aren't following
us.

JIMMY

Not without you, Panda. We are in this together now.

PANDA

I'll get us all killed. The Luddites have better noses for blood than vultures.

LANE

(to Jimmy)

We can find a Guild doctor to heal her.

Jimmy knows this won't work.

JIMMY

We'd have to get her to the mountain top. She'd never make it that far, even if we are lucky enough to avoid scumbags.

LANE

You could go. Bring one back. I'll stay here and watch her.

Panda shakes her head feebly 'no', but is touched by the offer. She reaches out to squeeze Lane's hand.

PANDA

No, sweetheart. You need to go.

JIMMY

We need to rest here tonight first. You can't travel like this.

Panda smiles at him.

PANDA

(jokes)

You think I'll make it?

LANE

You gotta try!

PANDA

I'll try, darlin', I'll try. Now get some sleep if you're gonna help carry me tomorrow.

Lane looks at Panda tearfully, then slinks off to find another couch to lie down on.

Jimmy kneels at Panda's side, takes her hand in his.

JIMMY

I want to thank you for all you
done to help Lane. And me.

PANDA

I wish I could have done it for my
sister. And, it was the right thing
to do.

Jimmy fights to express his feelings.

JIMMY

You're a hell of a...woman.

Panda COUGHS up some blood. She chokes a bit, but recovers.

PANDA

You think?

JIMMY

I know.

(beat)

I've got feelings for you.

Panda gazes at Jimmy with wonder, but her eyes fight to stay
focused. With an effort, she remains conscious.

PANDA

And you...like a brother to me. But
you gotta understand...

Panda's eyes drift in the direction of Lane's couch.

PANDA (CONT'D)

You're not my type.

Jimmy sits back, shocked, then gets it. He recovers, then
smiles at her tenderly.

Panda smiles back at him, feebly.

Jimmy puts his other hand over the one he holds hers in.

JIMMY

That still works. Sister.

Jimmy and Panda share a teary-eyed smile. Panda's eyes
flutter and shut.

LATER

In the old furniture store, through the front window, day
breaks.

From a view slightly above, Lane sits on a chair near Panda, who lies on a couch. Lane weeps.

Jimmy, with a tarp in hand, comes to stand over Panda.

JIMMY (CONT'D)

You want to help me with this?

Lane looks up at him, eyes full of tears.

LANE

I should have done more for her.

Jimmy gently covers Panda's head and body with the tarp. He turns to Lane, lifts her up to a standing position before him.

JIMMY

You did fine.

Jimmy suddenly hugs Lane hard. She at first stands frozen, then she SOBS, hugs him back.

After a few seconds, they release each other.

They pay respects to Panda for a moment more, then, hand in hand, head out of the store to

THE STREET IN FRONT.

Jimmy and Lane turn to look at the mountain range ahead of them in the distance.

The song "It's a Man's World" plays and the credits roll.

FADE OUT.