

FADE IN:

EXT. RURAL ROAD - DAY (1865)

Sooted with battle smoke, eyes dead ahead, Confederate MAJOR GENERAL JOSEPH SHELBY, a lean athlete with an auburn beard, rides with determination in front of his mounted men, the black ostrich plume in his hat guiding them.

EXT. DESERTED CONFEDERATE BATTLE FIELD - DAY

Eerie silence except for the CAWING OF CROWS. A row of unattended cannons. Abandoned rifles lean against a fence. Empty tents. Smoldering fires.

A few Confederate soldiers, filthy, threadbare, some barefoot, are scrounging about, shooing crows out of the way.

The quietness is pierced by Shelby's Iron Brigade thundering out of a stand of woods. A menacing, clamoring mass of brandishing swords and pistols.

The destitute Confederates stare at them as if they are an apparition.

Shelby's men halt once they realize they are in an abandoned battle field.

Shelby pivots his horse, his voice deep with fury as he yells at the stragglers.

SHELBY

We are NOT done for yet!! Do NOT
GIVE UP HOPE!

A vacant-eyed OFFICER steps out of his tent with a whiskey bottle. He squints at the whirling silhouette of Shelby backlit by the sun.

OFFICER

War's done over, sir. Since Lee
surrendered and all. Fact is,
General Johnston left just this
mornin'.

SHELBY

This war is NOT OVER, GODDAMMIT!
Get these men to Marshall, Texas.
We are regrouping there.

Shelby indicates to his officers to spread out over the littered ground.

SHELBY (CONT'D)

Bring the wagons 'round.
Confiscate all the munitions you
can find. We need every damn
bullet and ounce of gunpowder you
lay eyeson.

Shelby's visual sweep stops on a soldier galloping out of the woods. A grin creases his grimy face as COLONEL ALONZO SLAYBACK, a thickly muscled cossack of a courier, gallops towards him. Shelby continues to look around. When Slayback reaches him;

SHELBY (CONT'D)

You heard from Blackwell or Rugby?

SLAYBACK

I have.

Silhouettes of cannons along the horizon. Shelby spurs his horse towards them, followed closely by Slayback and COLONEL BENJAMIN ELLIOT (30's), his second-right hand man and bodyguard. Colonel Elliot's ghostly pale hair, scared face, light skin and faded blue eyes gives him the look of an albino grim reaper.

Ten brand new mammoth Napoleon cannons gleam in the sun. Next to each are stacked rounds of shell and cannister. Elliot dismounts for a closer inspection.

ELLIOT

They're French Napoleons. Haven't
even been fired.

Slayback squints at the polished sun-reflecting barrels.

SLAYBACK

Damn. Why in the holy hell didn't
General Johnston make use of them?

SHELBY

They are beauties, aren't they?
(to Elliot)
Tell Jurgen to harness horses for
two of these beasts. Destroy the
rest.

Elliot points at empty harnesses on the ground.

ELLIOT

Looks as if they need six horses each. Sure you want them, sir? Seem to be mighty heavy. Might slow you down some.

Shelby nods.

LATER

Side-by-side, Slayback and Shelby walk their horses, draining their canteens, wiping sweat and dirt from their faces.

SHELBY

So what's your report, Colonel?

SLAYBACK

Blackwell has discovered a warehouse of gunpowder in Tyler and is in the process of procuring it. And Rugby did find that storehouse in Corsicana the drunk was ramblin' about. Says he filled up at least ten wagons. Flour, bacon, medical supplies and
(smiles)
Some one thousand Enfield rifles still in their crates.

SHELBY

Nice to hear good news for a change.

In b.g. Captain Boswell, aka JURGEN, a huge giant of a man who moves more nimbly than people would expect, is harnessing horses to the cannons.

EXT. CAMP AT MARSHAL TEXAS -ESTABLISHING SHOT

Rows of tents, milling men in mostly partial uniforms distinguishable as Confederates mainly by their caps.

Shelby leads his men into the camp.

INT. FIELD TENT - SUNSET

Shelby enters and salutes. Before him sits GENERAL JOHN KIRBY SMITH (late 50's), the white bearded commander-in-chief of the Trans-Mississippi Confederate Army, who stands with fatigue to greet Shelby.

Behind Smith stands GENERAL JOHN B. MAGRUDER (late 20's) tall with a dark drooping mustache and debonair goatee. He has the haughty self-confidence of a stage actor, which he was before the war.

Next to him stands GENERAL SIMON B. BUCKNER (late 20's) handsome clean shaven blue-eyed blonde who possesses elite social airs. He speaks with a slow Southern blue-blood drawl.

Magruder and Buckner return Shelby's salute. Smith wearily nods and sits.

GEN. KIRBY SMITH
So, what say you, Shelby?

SHELBY
DO NOT SURRENDER, General Smith!

Shelby leans forward, knuckles on Smith's desk.

SHELBY (CONT'D)
Do not be deceived. Lee was overpowered, flanked on two sides. We must not allow our men to become demoralized!

He straightens, his eyes fierce with conviction.

SHELBY (CONT'D)
Sir, me and my men have *never lost a battle* - so surrender is not a possibility for us.

GEN. KIRBY SMITH
Your command is a different breed of men, Shelby. They are wild cavaliers. The least award I can afford my men now is parole so they might return to their homes and families.

Shelby's whole being finds this unacceptable. He salutes curtly.

SHELBY
Then I bid you good day... sir.

EXT. CAMPSITE - MARSHALL, TEXAS - NIGHT

Shelby approaches a dozen Confederate officers and statesmen mumbling around a campfire.

Tension fills the air. Firelight reflects on sweat.
Collars are pulled open.

Buckner is the only one who sits straight-backed in a camp chair in full dress, legs crossed, appearing to have taken on the roll of commander-in-chief. All others stand sipping whiskey, fingering cigars or pipes.

As Shelby approaches the men open their circle to allow him through.

BUCKNER

(to Shelby)

Ahh, Shelby, we have been
a'waitin' your presence. Seems
General Smith has declined to join
us this evenin', so I reckon you
ought go ahead and speak your
mind.

Shelby removes his hat and takes his time shaking the hand of each man in the circle. THREE governors are in civilian clothes, the rest SIX MEN in Confederate general uniforms.

SHELBY

Even' Governor Allen. Even'
Governor Reynolds, Governor
Flanagan, General Preston,
Parsons. Even' Fagan, Hawthorne,
Curchill. General Price.

(to Magruder with
amusement)

Prince John, I mean General
Magruder.

When done he moves to the center of the circle.

SHELBY (CONT'D)

(nods to Buckner)

As I said earlier, surrender is a
word neither myself nor my
division understands.

Some "here, here's". He indicates the expanse of Texas with his hat.

SHELBY (CONT'D)

Texas is but a huge arsenal of
artillery being left behind. And
there are still Confederate
warehouses - such as the one I
just confiscated in Corsicana, to
supply us.

An AIDE hands Shelby a drink and cigar; he lights the cigar for Shelby. Shelby nods his thanks, takes a sip of whiskey, draws on the cigar.

SHELBY (CONT'D)

So since we *all* concurrently have prices upon our heads - I propose we gather what we can and march as one into Mexico...

(drags on his cigar)
and there form a new colony of brave and moral men.

Surprised humphs and raised eyebrows.

BUCKNER

(with aloof contempt)
And how do you propose to finance this endeavor?

SHELBY

We offer our services as mercenaries - to which ever side provides the better deal.

BUCKNER

Mercenaries?!

SHELBY

Our money is useless now and I have little gold left.

Magruder auspiciously claps, then gallantly bows.

MAGRUDER

You, Shelby, have always stood by the impossible and remain our most chivalrous knight. For that reason alone, I will join you.

Shelby's eyes smile a quick thank you.

BUCKNER

(to Shelby)
You are not tired of fighting?

Shelby's back straightens.

SHELBY

No, sir. I am a soldier first. A cavalryman who has yet to be defeated.

(MORE)

SHELBY (CONT'D)

And I aim to keep on fighting
until I have achieved the goal of
building a new place in which to
live that will not be under the
Yankee's yoke.

GOVERNOR ALLEN of Louisiana, curly haired and round-faced
in a brocade vest raises his hand.

GOV. ALLEN

General Shelby, would you be
willing to escort those of us who
wish to join your endeavor?

SHELBY

Of course, Governor Allen. I will
gladly escort any man who wishes
to cross the Rio Grande with me.
All I ask is that he be self-
sufficient as I have little to
spare.

Others acknowledge they too wish to follow Shelby.

MAGRUDER

Jo, I'll catch up with you after
Galveston. I still aim to break
that blockade. While there, I
shall inquire as to Napoleon's
response to your proposal.

Eyebrows raise.

SHELBY

Give them hell, John, least they
forget how a true Southerner
fights.

Magruder flashes his musketeer grin.

GENERAL HINDMAN, a black bearded man with dark eyes,
takes a step forward.

SHELBY (CONT'D)

General Hindman.

GEN. HINDMAN

I recommend you think heavily on
which side you plan to affiliate
with, Jo. Granted the French
helped us, but on the other hand,
President Lincoln will never
forgive them or tolerate their
presence so close.

(MORE)

GEN. HINDMAN (CONT'D)

He will surely be sending forces
to bolster Juarez.

SHELBY

We will just have to wait and see
which side has the better offer
then.

BUCKNER

And who is to make the final
decision? You?

SHELBY

No. My men. For it is they who
will be doing the fighting. I owe
them that much, to chose their
destinies.

EXT. MEXICAN MILITARY FIELD CAMP - DAY

GENERAL ESCABEDO, a tall gaunt man with black hair and beard, dark sunken eyes and hollow cheeks, wearing an elaborate Mexican uniform, is talking with BENITO JUAREZ over a map spread out on a table. Juarez, with his drooping mustache, is shorter and stockier and tends to smile, while Escabedo does not. The unemotional coldness in Escabedo's eyes is terrifying.

An EMISSARY approaches the table and hands them a letter. The two generals read it and lower their heads in deep discussion.

INT. SHELBY'S TENT - NIGHT

KRITZER, a tall (6 ft.+) lanky weathered outdoorsman (late 30's), the master scout and company bugler, stands ready at the tent's flap with his bugle.

MAJOR YANDEL BLACKWELL, a grizzled bear of a man whose eyes twinkle and is prone to bawdy laughter, approaches the tent and salutes Kritzer.

FOLLOW INTO TENT

BLACKWELL

(saluting)

All is well in Tyler, sir. We now
have an extra six wagons of
gunpowder.

SHELBY

I commend you once again on a job well done, Blackwell. Was there much resistance?

Blackwell has one of his belly-laughs.

BLACKWELL

No, sir. Not after I ran fuses and offered a quick trip to Kingdom-Come to whoever felt it their right to intervene.

Shelby chuckles with him.

SHELBY

Then you are dismissed, Major, and send in Edwards. I wish him to write a letter.

LATER

Bespectacled MAJOR JOHN EDWARDS, war adjunct and correspondent, (20's), enters with a leather valise full of paper and writing implements. He takes Shelby's place at the desk. Edwards has the bespectacled temperament of a man whose life revolves around recording all on paper.

Shelby paces, hands behind his back. His right hand has an UGLY SCAR that extends from the back of his wrist over his thumb and into the palm. The fingers do not curl the same as those of his left hand - which holds a locket with a picture of his wife.

SHELBY (CONT'D)

Darling, please forgive me for not writing amorous salutations but I am short of time and must ask you to begin a burdensome task.

(beat as paces)

Please divide our fields into twenty-five acre parcels and lease each parcel to any man willing to farm it. There is no use in leasing the whole of it as no man can produce without slaves.

(beat as paces)

It is my hope that by the time you have accomplished this onerous feat, I shall be in Mexico with answers as to our future. I will then send for you and the boys.

Shelby waits for John Edwards to catch up. Edwards nods when he is ready to proceed.

SHELBY (CONT'D)
I miss you honestly. With love,
Jo.

Edwards finishes and hands Shelby the quill to sign.

JOHN EDWARDS
You think her capable of handling
such a request, Sir? She's rather
young.

SHELBY
Hell, yes. Don't you worry, she
has an awfully sharp mind. And
tongue to match. Takes after her
father I reckon, whom I am sure
will help her.

It is hard for Shelby to sign the letter due to the severity of his right hand's wound. Shelby waits for the letter to be folded and inserted in an envelope, then starts pacing again, hands behind his back.

SHELBY (CONT'D)
Now for today's military
correspondence...

JOHN EDWARDS
Ah, sir...

The sudden realization there is no more need for such reports is jolting to Shelby. Edwards waits a beat, then pulls out a yellowed crumpled newspaper article from his notebook and hands it to over.

SHELBY
What's this?

JOHN EDWARDS
It was given to me last night by a
man who reports to be the lady's
uncle. He ask that you keep an eye
out and bring her back if
possible.

Shelby puffs on his cigar while reading the article then takes the cigar out of his mouth as he folds the torn paper and sticks it inside his top jacket pocket.

SHELBY

Damn. Does he think she still
lives?

JOHN EDWARDS

He surely hopes so, sir.

EXT. TEXAS HILLS - DAY

The Iron Brigade's Guidon flaps beside a Confederate flag
ahead of a long supply column.

Shelby, bespectacled John Edwards, black bearded
Blackwell and pale Elliot are trotting abreast. All have
set jaws and hard looks.

Slayback gallops up with a telegram and puts it in
Shelby's out-stretched waiting hand. He notices their
faces.

SLAYBACK

What?

ELLIOT

Buckner surrendered.

SHELBY

(reading the note
with a grin)

Magruder has taken Galveston.
He'll be joining us in a day or
two.

Blackwell has a deep belly laugh.

BLACKWELL

They ought know better than to
engage Magruder.

ELLIOT

Does he mention Yanks coming after
us?

SHELBY

Yes. A full battalion.

BLACKWELL

(interrupts and
points)

There's Bryan and the Brazos.

SHELBY

(side smile)

Which is good since a full
battalion's pace is far slower
than ours.

They all spur their horses forward.

SHELBY (CONT'D)

We shall continue on through
Austin and head straight for San
Antonio - where a better defensive
line can be made.

EXT. BRYAN, TEXAS - DAY

It's a destitute sun-baked small town of weathered and
adobe structures along the Brazos River.

The four horsemen enter at a trot, their scabbards and
spurs clattering. They halt in the middle of the street.

A drunk LOOTER emerges from a store. He wears a fedora
on top his Confederate cap and carries several loaves of
bread under on arm. The other hand holds a whiskey
bottle. He salutes the forboding stare of Shelby with the
bottle.

Blackwell chuckles as he shakes his head at the man's
stupidity.

SHELBY

What regiment you in, boy?

LOOTER

I ain't in no reg-i-ment! And I
ain't no boy! I'm a free man now,
just like 'em niggas. Now, outta-
my-way. You got no command over me
no more. War's over so you can go
to hell.

Shelby shoots the man dead between the eyes with his LEFT
hand.

The violator timbers backwards. The townspeople, lining
the street, stare in shock.

John Edwards pulls paper and takes notes.

Shelby looks around, gun pointed skyward.

SHELBY

If any man disrespects another's property or commits a cowardly and inappropriate act on another, he will answer the same. Renegading and molesting will not be tolerated!! Is that clear? So you spread the word. If any of my men are witness to such as this, they have orders to shoot the offender dead on the spot.

BYSTANDER

Who are you, sir?

SHELBY

I am General Joseph Shelby, a name you least not forget, leader of the First Brigade of Missouri, the Iron Brigade, all good and moral men! And we have yet to surrender, so that man's behavior remains under my military jurisdiction.

(to Blackwell and
Elliot)

You two may proceed on with the needed purchases.

He cues his horse into a military reverse pivot and trots out of town with John Edwards.

LATER

Trotting along, John keeps glancing over at him.

SHELBY (CONT'D)

What?

JOHN EDWARDS

Sir, that could be construed as murder. The man was not holding a weapon or even threatening you.

Shelby halts to take a drink from his canteen.

SHELBY

You are wrong there, John. He was threatening all that I stand by, all that I believe in. That is far worse than threatening me with a gun.

EXT. TEXAS HILLS - DAY

Double columns of UNION CAVALRY, led by GENERAL JOHNSON, travel at a trot.

EXT. SAN ANTONIO, TEXAS - DAY - ESTABLISHING SHOT (1865)

Sentinels at every corner. Men with guns walk roofs and watch from high windows. Wagons block the incoming road, behind which calvary cannons are aimed for action. Behind them sit the two giant French cannons.

Roaming the streets are Indian half-breeds, cowboys, farmers come-to-town and women, both modestly dressed and not.

Jurgen is in a barn working as a blacksmith, hammering out horseshoes.

The MENGER HOTEL, now Shelby's headquarters, has officers coming and going. Directly across from the hotel is the Alamo.

EXT. THE ALAMO - DAY

John Edwards stands alone contemplating the Alamo.

Shelby approaches, whiskey glass and cigar in hand. He faces the Alamo beside John.

SHELBY

What's on your mind, John?

John Edwards shrugs.

JOHN EDWARDS

You're lack of self-doubt is well known sir, but you'll be fighting in unfamiliar territory without reliable maps or rules of engagement. No reliable supply line either.

SHELBY

Still a chance I plan on taking. Far better than the indignity of living under Yankee rule.

Shelby finishes off his drink.

JOHN EDWARDS

Are you really going to let your men decide which side to take? The French or Mexican?

SHELBY

As I said, since they're the ones going to be doing all the fighting, that decision is up to them. I owe them that much.

(beat))

You know John, I've never left a job unfinished and that goes for this damn war interfering with my farm and freight business. I aim to build back all I lost, pure and simple. And I aim to do it where blue bellies won't be ownin' the banks and throwing up road blocks every chance they get.

EXT. MENDER HOTEL, SAN ANTONIO - DAY

Shelby sits on the balcony smoking a cigar. On a small table beside him sits a bottle of whiskey and a glass. His languid grin says he has enjoyed more than a few. Elliot sits smoking beside him.

Young CAPTAIN KIRTLEY (19) proudly stands guard behind Shelby, who is his idol. This young man has the makings of a fine soldier.

Slayback and Blackwell emerge on the balcony. Slayback hands Shelby a telegram. While Shelby reads the telegram;

SLAYBACK

Johnson's definitely following us.

SHELBY

Elliot, leave immediately with fifty men and Captain Kirtley here. Travel fast to Eagles Pass. There plan an offensive rear attack if General Johnson should follow us all the way to the Rio.

Young Captain Kirtley's face expresses pride at being chosen. He goes to walk away with Elliot, but both pause to hear what Slayback has to say.

SLAYBACK

Seems we will be escorting every escaped officer and governor of the entire Confederacy.

SHELBY

Make sure they know I want no man who cannot be depended upon to carry his own weight and that of his neighbor. Make damn sure they know that.

SLAYBACK

What of our families, sir?

SHELBY

Once we have secured land and built homes, we will send for them. I don't wish to impose any further hardships on our women. They have endured enough.

SLAYBACK

Yes, sir.

BLACKWELL

Sir?

SHELBY

Yes, Blackwell?

BLACKWELL

I came to ask permission to purchase six horses from the Rosser Ranch. Best damn horseflesh I've ever seen. Appear to be Andalusian.

Shelby's eyebrows raise at the word "Andalusian", a great warhorse breed. He whistles as he nods.

SHELBY

Andalusian? By damn. Tell the Corporal Rugby I agree to the purchase. And Colonel, if the asking price is too high, do leave a fair price in gold and make sure you have a bill of sale. I will not be called a horse thief.

BLACKWELL

Understood, sir.

SHELBY

Pick me out a good sorrel,
Blackwell, plus the biggest
stallion you can find for Jorgen.
The other horses will be most
appreciative.

Blackwell laughs as he exits.

BLACKWELL

A sorrel it will be, sir.

Elliot, Blackwell and Kirtley leave together.

KIRTLEY

Why does Shelby prefer sorrels?

BLACKWELL

Well, son, he's had some twenty
horses shot out from under him,
yet never was hit himself and they
were all sorrels. He was on a
palomino when he took the bullet
that ruined his hand. Too close a
call in his judgement. So now he
figures the color of his mount got
something to do with livin'.

EXT. TEXAS ROAD - DAY

Early morning light reveals Shelby's Iron Brigade leaving
San Antonio.

Shelby, Blackwell, Elliot and big Jorgen ride the big
fancy horses, while Slayback sticks with his sleek
thoroughbred and young Capt. Kirtley his mustang.

LATER

The Brigade keeps a steady pace. As the sun sets they are
in plains of thigh-high grass. Shelby turns to Kritzer.

SHELBY

Signal to camp here. Might be the
last decent meal the stock gets.

EXT. SHELBY'S TENT - TEXAS GRASSLAND - NIGHT

Shelby is mumbling to his horse while *packing* saddlebags
by firelight.

Magruder rides in and frowns.

MAGRUDER

You leaving already?

SHELBY

Just caught us a bunch of Yankees tryin' to steal our horses. Reckon there'll be retaliation when they don't report back for breakfast.

Shelby pulls a bottle from his saddle bag and drapes an arm over Magruder's shoulder once his friend dismounts.

SHELBY (CONT'D)

Come on. I want to hear all that transpired.

He leads Magruder to camp chairs facing the fire and hands him the whiskey bottle.

SHELBY (CONT'D)

Well?

Magruder gives one of his enticing smiles.

MAGRUDER

I whupped them, aright. Hell've a fight, but I damn whupped 'em good and got us a wagon of goods to boot.

As Magruder raises an arm to take a sip, Shelby notices his friend's ribs are bandaged and there's an oozing red spot. Magruder smiles.

MAGRUDER (CONT'D)

Aah. Bullet went clean through and missed anything important. Fact 'tis I went dancing afterwards. By the way - Napoleon agrees to your contract. General Jeanningros is to pay you and your men in Monterrey.

Shelby smiles with satisfaction, takes a sip and re-corks the bottle.

SHELBY

Ride in Doc Tillsdale's wagon for the remainder of the night... and that's an order, Magruder.

Magruder nods his appreciation.

EXT. ARID TEXAS - DAY

Covered wagons of politicians and unemployed officers with their FAMILIES, along with farming equipment and household furniture, roll over sandy hills.

The ex-military officers still wear their uniforms, but with defeated demeanor. General Hindman and Sterling Price are among them.

There is also COMMODORE MAURY who was in charge of the Confederate Navy. He wears his triangle commodore hat and naval coat with gold shoulder tassels.

John Edwards sits his horse in the shade of a mesquite tree alongside Elliot and Slayback watching Shelby gallop up and down the line on his new flashy horse.

JOHN EDWARDS

He is like Moses, leading his people to the promised land.

EXT. EAGLES PASS - TEXAS - DAY - (ESTABLISHING SHOT)

Eagles Pass sits atop sandy hills overlooking the Rio Grande. A road winds down between sandy arroyos out across a high-water flat to the river and a ferry dock.

EXT. BANKS OF THE RIO GRANDE - TEXAS - DAY

Downstream is a large cotton bailing contraption and warehouse next to a makeshift pier. Wagons of cotton are parked in a long line waiting to be bailed and loaded onto boats.

The two French cannons sit on the flats facing the canyon road exit.

The river is wide, fast and deep, marked by foaming waves.

On the other side, Mexican soldiers and townspeople have stopped to watch the Americans.

SHELBY

sits waiting on his horse. He eyes his pocket watch then scans the distant sandy cliffs where the road exits. Blackwell waits beside him. Magruder approaches.

Shelby snaps shut the watch.

SHELBY

Damn the coward!

Blackwell has a deep belly-laugh.

BLACKWELL

He's no fool, sir.

SHELBY

He's a lilly-livered coward!

(indicating the
cannons - to
Blackwell)

Go on! Fire one of those damn
things! I've been waiting far too
long to see if hauling them was
worth the effort.

Blackwell, laughing, rides over and gives the order.
Jurgen lights the fuse. One of the monstrous cannons
bucks backwards as a shell is sent sailing over the
flats. There is a HUGE EXPLOSION of sand.

YELLS come from within the canyon as Union soldiers pour
out onto the flats.

Once they are completely out of the canyon, Shelby's men
flank them from the left and right, led by Elliot and
young Capt. Kirtley.

General Johnson halts his troops.

JOHNSON

(yells out)

The war is over, Shelby! No reason
for any more men to die. I ask
only for your surrender and that
of your officers.

Blackwell laughs.

An uneasy air as Shelby's men stare down the trapped
Yankees. Shelby yells back.

SHELBY

The war is NOT over as far as I'm
concerned - as I have yet to
surrender. But I give you my word,
if you retreat back from whence
you came, I will leave you be!

JOHNSON

I will not have men die over your
foolishness!

Johnson pivots his horse and gives the signal to retreat.

LATER

Once the Union soldiers have left, Shelby walks his horse along the river's edge, now and again defiantly eyeing watching Mexican officers across the river.

SHELBY

Who speaks Spanish?

A young recruit, TOMAS, steps forward. Tomas is a gangly, half-Mexican boy-man.

TOMAS

I do, sir.

SHELBY

Can you swim, Sergeant?

TOMAS

Yes, sir.

SHELBY

Any other swimmers?

Ten men dismount and dash down to the water's edge. Capt. Kirtley is among them. Shelby nods for Kirtley to join Tomas.

SHELBY (CONT'D)

(to Tomas)

What's your name, Sergeant?

TOMAS

Tomas. Tomas Franklin, sir.

SHELBY

Once on the other side, Sergeant Franklin, tell them I wish to speak with Juarez's emissary.

The young men remove their jackets and boots, enter the water and start swimming.

Blackwell brings his horse up beside Shelby. Shelby indicates the Napoleons.

SHELBY (CONT'D)

Turn one around and load the cannister. If one hair on those boy's heads is hurt, leave no wall standing.

The troops hold their breath watching the swimmers battle the current. The boys barely make it.

In b.g. Jorgen turns one of the cannons around so it faces Mexico.

Gasping, the young men crawl out on the other side and Tomas talks to a MEXICAN OFFICER. The officer nods and leads the boys away.

EXT. RIO CROSSING - MEXICO - DAY

Shelby, Elliot, Magruder, and Blackwell disembark from the wooden ferry on their high stepping Andalusians.

EXT. PIEDRAS NEGRAS PLAZA - MEXICO - DAY

Cafes resound with BAWDY LAUGHTER and MARIACHI MUSIC.

We watch from a distance as:

Shelby is ceremoniously greeted by GOVERNOR BIESCA, an elegant man with an everlasting smile and italicized gestures. His staff smiles beside him in white uniforms with colorful sashes.

A heavily armed bandit stands beside Biesca. His eyes study Shelby's every move. This is Juarez's EMISSARY.

Gov. Biesca introduces the two men then leads them into a cantina.

Through the door of a cantina we see Shelby and Magruder discussing business with the emissary. Now and then Biesca interrupts, but stops talking whenever Shelby or the Emissary give him warning looks.

Outside Blackwell, Elliot and Kritzer stand guard.

EXT. BANKS OF THE RIO GRANDE - TEXAS - DAY

Shelby stands in the back of a wagon talking to his men.

SHELBY

Well boys, it comes down to this.
The French have promised us
salaries in gold and will provide
adequate food and ammunition. They
also have ships and ports which
means an ongoing supply line.

(MORE)

SHELBY (CONT'D)

As to land, that is to be seen,
although Sonora is a possibility
if we agree they are to be
partners should we find gold.

(beat)

Now as to the Mexicans, today I
learned Juarez will give us
military control of the states of
Nuevo Leon, Coahuila and
Tamaulipas. Our headquarters will
be there...

(points across the river)
in Piedras Negras. We will remain
there until enough men have joined
us from the states to form a
sizable army, then we will march
south and help Juarez push out the
French. I am also told President
Lincoln will give any man a pardon
who helps remove the French from
this hemisphere.

(a bit testy)

And that he has already ordered
down some Yanks.

Blackwell steps forward.

BLACKWELL

What of the Californians?

SHELBY

They have sided with Juarez.

Elliot steps forward.

ELLIOT

Does that mean if we chose to help
Juarez we'll be expected to fight
alongside damn Yankees?

SHELBY

Most likely.

Spitting and growls of disgust. Shelby holds up a hand to
quiet them.

SHELBY (CONT'D)

Now take some time to think on it.
From here on out your future is of
your own choosing. And I will not
hold malice against any man for
his decision.

(beat)

(MORE)

SHELBY (CONT'D)

And know I stand by my word that I will lead the majority. It is the least I can offer you for your loyalty these last years.

INT. CANTINA - PIEDRAS NEGROS - MORNING

Shelby, Magruder, Biesca and Juarez's emissary are sitting at the same table as the day before.

Kritzer, Elliot and Langhorne stand guard in front of the cantina, keeping a vigilant eye on passing folk. Their horses are tied beside Blackwell's.

OUTSIDE

Blackwell sits with one leg crossed over the saddle of his Andalusian lazily smoking while keeping an eye on Shelby through a side window.

A VAQUERO in a tasseled sombrero walks by, stops and studies the brand on Blackwell's horse. Blackwell watches him. The man walks on.

BACK INSIDE

The emissary has a cold hard look. Biesca is shaking his head.

GOV. BIESCA

I had hoped you would have chosen differently.

SHELBY

(eyes the emissary)

If Juarez had better means by which to provide us with guns and ammunition - and food - I'm sure my men would have given him more thought. But they have been without for far too long.

(to Biesca)

So will it be the cannons in return for safe passage as far as the Salinas.

Gov. Biesca nods.

SHELBY

(MORE)

SHELBY (CONT'D)

But know, if we are fired upon
before reaching the river, I shall
turn back and destroy this city.

Biesca nods he understands. The emissary continues his
cold stare. Shelby watches his body language.

SHELBY (CONT'D)

(to the emissary -
translated by
Magruder)

Do you know of a bandit named Don
Luis Enrico Rodriguez?

Biesca purses his lips, shrugs. The emissary's eyes
remain silently menacing.

GOV. BIESCA

Why do you ask?

SHELBY

He holds an American woman, a Miss
Inez Walker, hostage.

EXT. PIEDRAS NEGRAS PLAZA - DAY

A young MEXICAN CAPTAIN leads FIVE SOLDIERS towards
Blackwell. The VAQUERO in the tasseled sombrero walks
beside the Captain. The vaquero points at the same brand
on all the Andalusians.

MEXICAN CAPTAIN

(to Blackwell)

He says these horses belong to
senor Alfanzo. They are his brand.
They were stolen by Americans from
Texas last winter.

BLACKWELL

Tell the man I am sorry for his
boss' loss, but I paid one hundred
American dollars for each horse on
the Rosser Ranch in Texas and I
have a bill of sale to prove it.
Senor, me and my men are not horse
thieves.

He tosses his smoke and slides his legs back into
stirrups.

The vaquero protests the interpretation grabbing
Blackwell's reins.

VAQUERO

(in Spanish)

This is senor Alfanzo's horse.
Under Mexican Law a brand has no
appeal.

BLACKWELL

(to the Mexican
Captain)

Tell the man to unhand my horse.

MEXICAN CAPTAIN

Under Mexican law a brand is like
the Bible - its truth has no
appeal. These horses belong to
senor Alfanzo.

BLACKWELL

(growls)

HE BEST LET GO MY HORSE!

The Captain indicates for the vaquero to let go of
Blackwell's reins, but instead the vaquero jerks them.

Blackwell rises in his stirrups and in a flash pulls free
his sword and with one fell swoop removes the arm that
holds his reins.

The vaquero's stump sprouts blood as he falls to his
knees, grabbing his wound, screaming.

The Captain yells for his men to arrest Blackwell, but
they are frozen in shock.

In that split second Blackwell spurs his horse and
charges through them with a blood curdling rebel yell -
waving his sword.

The young Captain shoots a dragoon pistol after him.

Elliot dashes inside the cantina and knocks over a table
to protect Shelby.

Kritzer and Langhorne holster their guns, raise their
hands and side-step towards their horses.

LANGHORNE

(to the young
Captain)

What seems to be the problem,
senor?

The vaquero screams in agony. Bystanders hurry to carry
him off to a doctor. One man retrieves the severed limb.

The Captain, still in shock, points at their horses.

MEXICAN CAPTAIN

These are stolen horses.

LANGHORNE

Not to our knowledge, senor. We
paid a good price for them and
have a bill of sale to prove it.

Kritzer steps behind his horse and grabs his bugle. BUGLE
RALLYING CALL.

INSERT

Shelby's men scramble to the call. Some are in bed with
prostitutes, some are playing cards, some are bathing in
the river. The familiar call sobers all.

BACK TO PLAZA

Shelby, Magruder, Governor Biesca and the bandit emissary
walk out of the cantina as Shelby's men come flooding
into the courtyard.

Shelby signals for them to halt and wait while he talks
to Langhorne and Kritzer. Meanwhile Governor Biesca
listens to his people explain what happened.

Blackwell trots back into the plaza, sword sheathed but a
pistol ready in his hand. He trots over to Shelby and
reports his side of the story while Governor Biesca
listens.

SOUND OF BOOTS MARCHING. A larger militia of Mexicans
enter the plaza led by an OLDER MEXICAN OFFICER.

Biesca instructs the Mexican officer to halt. He then
waves for the bystanders to leave.

Shelby eyes Blackwell with fury.

SHELBY

HOLSTER YOUR DAMN WEAPON!! And for
Godsakes keep your sword sheathed!
Surely this is not the time for it
Blackwell!

(to Kritzer)

Sound the retreat. Have every man
report back to the other side - on
the double.

Biesca steps close to Shelby. With arrogant imprudence he
indicates the emissary galloping away.

GOV. BIESCA

Know that the man whose arm your soldier took is the godson of General Escabedo. *Your fate is now sealed, senor. Vaya con dias.*

EXT. BANKS OF THE RIO GRANDE - TEXAS - DAY

Shelby walks his horse in front of his men.

SHELBY

All has been settled. I have traded those behemoths
(indicates the
cannons)
for safe passage past Piedras Negras to the Salina River. I doubt any raft can carry them without sinking.

There's some snickering.

SHELBY (CONT'D)

Tomorrow we leave our country and begin anew. Again, there is no blame accorded to those of you who wish to go home. Corporal Rugby has your paroles.

There is stirring among the men. A good number of them step away and head for Rugby's table.

Eyeing those that remain, Shelby swallows hard to keep his eyes from watering.

SHELBY (CONT'D)

I wish to thank each of you gallant boys for your service. None but you - the Iron Brigade - has covered as much real estate, marched and countermarched the distances we have, starved more days and gone without sleep as we have, yet we were still able to slice through enemy lines and WIN by-God! No unit exists - on either side - with more iron hearts than you boys!

Whistles, yells.

SOLDIER

And there is no leader such as
yourself, Ol' Jo!

The regiment cheers. Shelby holds up a h.

SHELBY

Alright then, first thing tomorrow
morning report to Corporal Rugby
who will issue each of you two
Enfield rifles and two Navy
revolvers. You may also have
derringers and horse pistols. This
time we shall be duly armed and
want not.

EXT. BANKS OF THE RIO GRANDE - NIGHT

Campfires reflect in the moving water as men busy
themselves packing gear.

Shelby sits alone in the sand near the river.

INSERT SILENT FLASHBACK - LIFE BEFORE THE WAR

A bird's eye view of a sprawling farm tended by slaves
alongside the Missouri River overlooked by a large
hilltop home.

Young and pretty MRS. MARY SHELBY (20'S) and his TWO
YOUNG BOYS wave and welcome him from the front porch.

Shelby is sitting with his family at a dining table being
waited upon by house slaves who serve heaping plates of
food.

His FATHER enters, a well dressed imposing man. He shoos
the house slaves out of the room before eyeing Mrs.
Shelby in such a manner that she excuses herself. He then
indicates for the boys to move closer to the end of the
table near he and Shelby. Time for men talk.

LATER

The sun peaks over a ridge.

Hats are off and heads are bowed. Blackwell ceremoniously
removes the tattered Confederate flag from its staff,
folds and places it within it's worn velvet case.

LANGHORNE, a man with a soft voice and cool demeanor whose close association with God is genuine, holds a bible and prays as the flag is passed through the ranks until it reaches Shelby who walks his horse into the Rio, dismounts and lowers the case beneath the water.

Kritzer BUGLES "TAPS". There is not a dry eye.

Before Shelby puts his hat back on, he removes his famous black plume and drops it into the moving water. All eyes follow it downstream. Once it sinks out of site, Kritzer BUGLES "MOVE OUT".

The troops form up and cross the river on a series of rafts leaving behind the two damnable massive cannons.

EXT. HILLS BEYOND PIEDRAS NEGRAS - DAY

Shelby signals a halt to wait for the last of his troops to cross the river.

Back across the Rio the huge Napoleon cannons sit abandoned on the beach.

EXT. EAGLES PASS, TEXAS - DAY

From the high ground of Eagles Pass, General Johnson watches them through a telescope as a Union flag is hoisted behind him.

EXT. HILLS BEYOND PIEDRAS NEGRAS - DAY

Shelby's jaw clenches at the sight of the Union flag being raised.

The last of Shelby's forces cross the river.

Shelby signals to move forward.

EXT. MEXICAN GUERILLA FIELD CAMP - DAY

General Escabedo is talking with an officer when the emissary approaches him and hands him a report. Escabedo reads it, then angers. He pounds a map table as he barks orders.

EXT. MEXICAN CANYONS - DAY

A Mexican RIDER gallops towards Shelby. Blackwell pulls his gun.

RIDER
Senor! Amigo!

BLACKWELL
In English.

RIDER
A warning sir, for I have a
daughter married to a Confederate
in Texas.

SHELBY
Go on.

The rider's eyes are grave.

RIDER
Beware the Salinas, senor.
Escabedo has sent the Lipians to
stop you there.

SHELBY
The Lipians?

RIDER
Si, senor. The Lipian Apache.

The rider makes the sign of the cross, spins his horse and disappears.

SHELBY
(to Elliot)
Fetch John Edwards.

LATER

John Edwards walks his horse alongside Shelby.

JOHN EDWARDS
The Lipians are related to the
Mescalero Apaches in Texas. They
are even more cruel when it comes
to the butchery of captives.

EXT. THE SALINAS RIVER - DAY - ESTABLISHING SHOT

It's moving swiftly through a deep canyon.

EXT. SALINAS RIVER SHORE - DAY

Shelby and his officers are in conference upon their horses under the shade of a tree. The column has halted behind them.

Shelby points to where the river is wide and shallow with sandy banks.

SHELBY

They would expect us to cross there.

The points to a narrow down river between high spires of rock.

SHELBY (CONT'D)

(to Langhorne)

Have your men charge through that narrow, ten paces behind one another. They must not stop, no matter how deep the water. Once on the other side flush out any ambush and cover the rest of us who will follow, twenty soldiers at a time.

(to all)

Tell the men not to leave behind an injured comrade and keep one bullet for themselves.

A flash of quizzical concern on the officer's faces. They've never known Shelby to express fearful foreboding.

SHELBY (CONT'D)

(to Magruder)

Take forty men and feign a crossing at the beach. Keep the men beyond range but draw as much fire as possible.

(to Langhorne)

Charge across at will upon hearing Magruder's skirmish.

The officers salute and take charge of their units.

SERIES OF SHOTS: SALINAS RIVER BATTLE

Langhorne leads his men towards the gorge, pistol in hand at a trot, then at the sound of GUNFIRE from the sandy beach behind them, leads at a full gallop. Bullets spray the roaring water around them. Their rebel yells echo in the canyon.

Langhorne's horse struggles up broken and slippery rock on the far side, blood flowing from its neck. Langhorne's thigh is also saturated in blood.

Blackwell follows Langhorne, reins in his teeth since his right arm is bleeding profusely. He fires a pistol with his left hand.

Once out of the water, Langhorne's horse falls dead, pinning him under it. Trapped, Langhorne empties his rifle before firing his Colt.

Shelby swings off his horse and pulls Langhorne free.

Elliot grabs Shelby's horse and covers Shelby and Langhorne as they both swing up on Shelby's horse. Elliot continues to fire while pivoting his horse to protect them.

Courageous beyond his teen years, Capt. Kirtley leads his men across with a blood curdling rebel yell.

Whenever a soldier's saddle is emptied, the fallen soldier is caught-up by a comrade.

The Lipians keep coming - and coming. But Shelby's men are trained not to shoot wild. Each shot drops an Apache.

The last of the Lipians are chased up to the timberline and killed.

Shelby finds a hidden herd of tethered mustangs which makes him smile.

LATER

The wagons with statesmen and their families safely cross the Salinas' shallow sandbanks as the sun sets beyond the gorge.

EXT. CAMP ABOVE THE SALINAS GORGE - NIGHT

Shelby sits by a fire, wrapped in a blanket, his breath visible in the night air. Edwards sits beside him, heavily jacketed, writing in his journal. Across the fire, Rugby reads notes from his ledger.

CORPORAL RUGBY

Forty dead, thirty-seven wounded,
twenty critically including Major
Blackwell and Colonel Langhorne.
Eight unaccounted for, last seen
in the river.

SHELBY

What of the Apache toll?

CORPORAL RUGBY

Elliot's reported five to eight hundred but says it's really hard to tell, sir. Their dead are spread out from the river clear up into the mountains.

Shelby stares into the campfire. Rugby closes his ledger and stands to depart.

SHELBY

Give orders to all officers to double their sentries and not to fire unless fired upon. We need to conserve what is left of our ammunition. I cannot afford such losses without replacements... and Monterrey is still two weeks away.

Rugby waits for further instructions.

SHELBY (CONT'D)

You're dismissed, Corporal.

Rugby nods and leaves. Shelby eyes settle on John Edwards.

SHELBY (CONT'D)

Write a letter to General Jeanningros informing him of our situation and send Slayback ahead with it. I pray he sends reinforcements in due time.

JOHN EDWARDS

Sir, maybe we should turn back. Especially with Major Blackwell and Colonel Elliot so severely wounded.

SHELBY

My deal with Biesca was for safe passage out of *Piedras Negras*. And Johnston's most likely still waiting for us on the other side. We cannot return.

John Edwards reluctantly pulls out pen and paper. Shelby waves him off.

SHELBY (CONT'D)

Go on. Just make sure that letter
leaves with Slayback tomorrow
morning.

Edwards nods, leaves.

INT. MEDIC WAGON - NIGHT

Shelby sticks his head in the back of a canvas covered
medic wagon where Tillssdale is working by lantern on
Blackwell who is gritting his teeth and moaning.

SHELBY

How is he?

TILLSDALE

Bone's shattered.

Blackwell raises his head.

BLACKWELL

Don't you goddamn cut off my arm!

TILLSDALE

Well, I'm about to if you don't
shut up. Stop a' yellin' at me all
the damn time.

SHELBY

What about Langhorne?

TILLSDALE

Bullet missed bone plus he's got
the Lord. Which is a good thing
cause he's suffering more over the
loss of that gelding of his. Might
have to gag em' both 'fore the
night is over.

SHELBY

Well, losing a good horse is 'bout
worse than losing a good limb.
Just give them both a little extra
morphine. Blackwell, you rest up
and quit giving the doc such a
hard time.

Shelby reaches under the side canvas and pats Blackwell's
shoulder as he leaves.

LATER - Shelby's campfire

Alone, Shelby tugs out his whiskey from his saddle bag.
To his horse;

SHELBY (CONT'D)
Glad you made it today, ol' boy.
Me too, for that matter. That was
one hell've a fight. Far worse
than I reckoned on.

Shelby pulls the cork free with his teeth and paces,
taking a sip now and then. His eyes are moist over the
loss of his men. When he talks, it's to his horse.

SHELBY (CONT'D)
Misjudgment is a sorry thing. Puts
a heavy guilt on a man. Times I
wish I was a simple beast like
yourself.

Elliot, on guard duty, observes from the shadows.

EXT. MEXICAN BADLANDS - DAY

The Iron Brigade moves slowly in oppressive heat.

INT. COVERED MEDICAL WAGON - DAY

Blackwell and Langhorne bump and bounce on blood stained
boards. Flies torment them. Blackwell's arm is wrapped in
red-black soaked bandages. Blood seeps through
Langhorne's leg splint and drips on the floor boards.

BLACKWELL
Can you tell God something for me?

LANGHORNE
What?

BLACKWELL
I wished I had not taken that
vaquero's arm.

LANGHORNE
Why don't you tell him yourself?

BLACKWELL
'Cause I ain't friends with the
man like you.

LANGHORNE
(smiles)
I'll see what I can do.

Langhorne closes his eyes and prays. Then he looks over at Blackwell.

LANGHORNE (CONT'D)

God said he had nothin' to do with the destruction of your arm, Major. Heathen Indians are to blame. But he appreciates you asking for forgiveness anyway.

Blackwell doesn't answer.

INT. GENERAL JEANNINGROS'S QUARTERS - MONTERREY - DAY

GENERAL JEANNINGROS (50's) is balding with a smart white goatee and wears a resplendent uniform with medals from the Crimean War and Algeria. He paces.

GEN. JEANNINGROS

You are saying this man Shelby, who pronounces to serve Napoleon, traded our cannons to Governor Biesca, a loyal follower of Benito Juarez?!!

He stops pacing, frowning deeply.

The MESSENGER nods.

GEN. JEANNINGROS (CONT'D)

How dare he! Let me get my hands upon des canaille! He shall be shot!

(to attending officer)

Order he and his men arrested before they are allowed to enter my city.

FRENCH OFFICER

Yes, General.

GEN. JEANNINGROS

I feared as much when I was first approached with his name. Shelby is a known guerrilla, same as the Mexicans who steal from us. Bah! He cannot be trusted!

EXT. HIGH MESA - MEXICO - DAY

The horses are walking as if in slow motion. Tillsdale moves along the outside of the column calling out;

TILLSDALE
It's all right lads. Just this
high elevation. We'll all be
a'justin' soon enough.

A horse stumbles and falls to its knees.

Another horse, unusually lathering and sweating, his eyes wild, also stumbles and falls, then rolls on his side baying.

The men become alarmed as they realize a good number of their horses are falling, seriously ill.

EXT. HIGH MESA CAMPSITE - NIGHT

The atmosphere is heavy with trepidation as each soldier is deeply concerned over the welfare of his mount.

Soldiers' somber eyes follow Dr. Tillsdale as he makes his rounds. Tillsdale nods to some, shrugs at others.

John Edwards walks beside Tillsdale as does Corporal Rugby with his ledger and pencil. In the distance a large smoky fire burns outside of camp.

JOHN EDWARDS
What of Langhorne's leg?

TILLSDALE
He'll heal in time if God so
wishes.

JOHN EDWARDS
Blackwell's arm?

TILLSDALE
Tis another story. Don't reckon
he'll be able to use it ever
again. Might lose it still.

Tillsdale crouches beside a downed, blanketed horse and inspects it. A WORRIED SOLDIER, sits beside the animal Indian fashion fighting back tears, one hand stroking his trusted mount's side.

TILLSDALE (CONT'D)
(whispers to Edwards)
Best keep an eye on the major.
He's likely to take out the loss
of that arm on someone, maybe even
hissself.

Shelby overhears as he approaches.

SHELBY
What condition do you find the
stock Tillsdale?

TILLSDALE
Some are worse than others, sir,
but the men are keeping close
vigilance.

Tillsdale smiles at the worried soldier and nods all will
be okay as he pats the man's shoulder.

Tillsdale continues his round. Shelby, John Edwards and
the Corporal walk with him.

TILLSDALE (CONT'D)
(to Shelby)
Tis taking time for some to
acclimate to this elevation -
along with the night's bitter
cold. Others seem to have
contracted a disease of some sort
from that Indian herd.

SHELBY
Elliot has culled the Lipian
stock.

He indicates the distant burning pile of horse carcasses.

SHELBY (CONT'D)
I surely hope Slayback returns
soon.

INT. BLACKWELL'S TENT - NIGHT

Shelby enters to find Blackwell staring into a lantern by
his cot. Blackwell glances at Shelby, then away.

SHELBY
Are you in need of more morphine?

Blackwell shakes his head.

SHELBY (CONT'D)

Then stop remorsing your loss
major or you'll find yourself in a
gloom you can not shed.

Blackwell's dark eyes stay heavily lidded, not moving.

SHELBY (CONT'D)

You're a far better shot than me
with your left hand as is. It
might take a bit more time to get
the hang of swinging a sword with
the left, but...

BLACKWELL

(interrupts)

Do not allow Tillsdale to take my
arm. I WILL NOT BE A HALF-MAN!

SHELBY

That's what's got you so dark?

Blackwell's eyelids answer. Shelby nods.

SHELBY (CONT'D)

What if it should go gangrene?

BLACKWELL

Then let me die with it.

SHELBY

So be it then.

Shelby touches the tip of his hat in a salute and exits.

EXT. BLACKWELL'S TENT - NIGHT

As Shelby exits Blackwell's tent, Slayback gallops
towards him, hard-reins his horse to a stop and hands
down a message. The expression on Slayback's face is
concerning but Shelby doesn't notice as he grabs the
letter.

SHELBY

By God, am I glad to see you.

As Shelby reads, his expression changes. It is not good
news.

SHELBY (CONT'D)

Who gave you this?

SLAYBACK

A Legionnaire, sir. He stopped me.
Told me to go no further. He's a
Brit and said you best be warned
Jeanningros's men lay in wait for
us outside of Monterrey. You are
to be arrested for trading the
cannons with General Biesca.

INT. GENERAL JEANNINGROS'S QUARTERS - MONTERREY - DAY

General Jeanningros looks out a window into a courtyard
where a firing squad executes a group of Mexicans. An
AIDE enters and salutes.

GEN. JEANNINGROS

Bahh! These damn Mexicans will
never be able to follow orders! It
is worthless time spent trying to
teach them. Bah! Imbeciles! What
is it?

AIDE

There are two Americans, sir, from
San Francisco who wish to have a
word with you.

GEN. JEANNINGROS

Californians? Humph. Send them in.

The aide salutes and retreats.

Slayback and Shelby, in fancy civilian clothing, are
escorted into the room. They remove their hats and bow
slightly.

Jeanningros squints, who the hell are they?

GEN. JEANNINGROS (CONT'D)

What are your names? What do you
wish of me?

Slayback bows and presents a note.

SLAYBACK

Sir, we are civilians who have
found escort with General Jo
Shelby and he has asked us to give
you this.

Slayback hands Jeanningros the note.

As Jeanningros reads, Shelby remains poker-faced standing beside Slayback, although his attention diverts for a second to what is happening outside the window.

INSERT: Dead bodies are being removed from in front of a bloody wall.

Jeanningros hands the note back to Slayback with a look of puzzlement.

GEN. JEANNINGROS

Read it aloud. I understand English better than I read it. I wish to confirm what I believe it says.

Slayback reads the note.

SLAYBACK

General Jeanningros, Commander of Monterrey. Dear General, I have the honor to report I am within one mile of your fortifications with my command. Preferring exile to surrender, I have left my country to seek service with you and Napoleon III with whom I have a contract. Yet I hear you wish to arrest and shoot me over reasons not made clear to you. Shall it be peace or war between us?

Slayback pauses to read the general's face.

GEN. JEANNINGROS

Go on.

SLAYBACK

If the former, with your permission, I shall ride with ten men into your compound and speak with you with the courtesy due one soldier to another. If not, I propose to attack you immediately. Very respectfully yours, Jo Shelby.

Jeanningros is greatly amused by the audacity of the letter. He goes from frowning to laughing heartily, waving his hand around.

GEN. JEANNINGROS

Tell your general he and his men are invited to dinner tonight.

(MORE)

GEN. JEANNINGROS (CONT'D)

He is the only true soldier I have
yet come across from Yankeedom!

Shelby smiles and bows.

SHELBY

Then I gratefully accept your
invitation, General Jeanningros.

Genuinely surprised, General Jeanningros stands and
shakes Shelby's hand, a wide smile creasing his face.

INT. BANQUET HALL - MONTERREY - NIGHT

Jeanningros is a superb host. At his table the men enjoy
good conversation and food.

Shelby sits to Jeanningros' right.

SHELBY

What is your opinion of Emperor
Maximilian? I have yet to meet the
man.

Jeanningros is a bit drunk.

GEN. JEANNINGROS

He is a dreamer too pure for the
deeds that must be done. In a
nation of thieves and cut-throats
he goes to sleep as a little
prince. Bah! His days are
numbered. He whines for more money
for his grandiose plans with blind
eyes to the rabble that defies
him. He seems to care not that
soon he will be left with only his
precious Austrians to guard him.

SHELBY

*What do you mean? He'll be soon
left with only...*

GEN. JEANNINGROS

(interrupts)

Napoleon is fed up with his
foolish little prince. He finds
him a disobedient fool and wishes
for us to depart and leave the
buffoon to defend for himself.

Shelby is stunned. He broods over this serious turn of
events.

Jeanningros leans back in his chair and cocks his head.

GEN. JEANNINGROS (CONT'D)

Especially since your Confederacy
lost, General Shelby. Napoleon
knows full-well President Lincoln
now plans to dispose of him.

Jeanningros refills his wine glass while keeping an eye
on Shelby.

GEN. JEANNINGROS (CONT'D)

And as far as training these
Mexicans to ever become an
Imperial Army fit to protect the
Emperor, it is useless! Bah! It
would be beggars ruling over
beggars, cut-throats lying in wait
for cut-throats, traitors turning
on traitors. Bah!

Shelby leans forward.

SHELBY

What of my contract

GEN. JEANNINGROS

You are free to do as you wish -
which I would presume is march
northwest ...

(sly smile)

Towards Sonora perhaps? But I
have no way of knowing if General
Bazaine will agree to that ploy or
not. He feels no kindness towards
you since you gave our cannons to
the Mexicans and most surely does
not wish for you to join Juarez in
Sonora - although I will inform
Marshall Bazaine of this most
pleasant visit and my positive
recommendation.

Shelby slams his fist on the table.

SHELBY

What of my contract?!

GEN. JEANNINGROS

I am instructed your contract with
us has been countermanded
monsieur, nullified.

Shelby's voice is low and threatening.

SHELBY

*Our contract has been nullified?!
I marched men over two thousand
miles at great expense and loss of
life to uphold my side of that
agreement. WHERE IN GOD'S NAME IS
YOUR HONOR?! Napoleon's honor!? A
soldier's honor?!*

The room has gone quiet.

GEN. JEANNINGROS

I am sorry, Gen-er-al Shelby, but
it was not my decision.

(shrugs and smiles)

Maybe his Majesty, the Emperor,
might now employ you and your men
in our stead.

Shelby's jaw muscles flinch. His eyes are menacing and
lethal.

Gen. Jeanningros summons one of his men and whispers in
his ear. The man nods, salutes and leaves.

GEN. JEANNINGROS (CONT'D)

Come, all of you. I wish to show
you something.

Shelby's men mentally telegraph each other to be on
guard.

Jeanningros leads the dinner party out to the courtyard.
The Americans remain on the fort's steps, leery of a
surprise attack, especially since they are aware of the
blood darkened wall to the rear of the parade ground.

With precision steps, Jeanningros's FOREIGN LEGION
dressed in white uniforms emerges and parades before
them. The torch lights of the garrison highlight the
faces of Arabs, Turks, Germans, Negros, Irishmen,
Englishmen, and Americans.

SHELBY

(surprised)

Some of them are Americans?

GEN. JEANNINGROS

Yes, of course. They come to us
from ships mostly, having grown
tired of maritime drudgery.

He indicates for the Foreign Legion to march off and the
THIRD FRENCH ZOUAVES to parade in.

GEN. JEANNINGROS (CONT'D)

Now for my Creme de la Corp.

The ZOUAVES are giants, tall with thick beards, and tasseled stocking caps, blousened shirts over which are worn tapestry vests with wide sashes from which curved sabers and knives of various description hang. Their red pantaloons are loose as a Moroccan pirate's.

GEN. JEANNINGROS (CONT'D)

Ahh! There is no regiment upon
this planet unsurpassed for
courage and discipline as these,
mes Third Regiment de Zouaves.

The Americans remove their hats and bow to this elite corp knowing full well their reputation.

Kritzer is the one most impressed with these men.

GEN. JEANNINGROS (CONT'D)

So when we are gone,
(winks)
Do you think your men capable of
replacing men such as these? I do
not think so. You should return
home, n'cest pa?

Shelby retains a poker-face.

INT. MILITARY QUARTERS - MONTERREY, MEXICO - DAY

Shelby, Blackwell, Elliot, Langhorne and Magruder are deep in conversation at a table. Blackwell's arm is in a sling, still heavily bandaged. He is irritable due to pain. Elliot's leg is also still bandaged and crutches lean near him.

SHELBY

Fate seems to have turned tables
on us.

MAGRUDER

Seems to be her way lately.
(to Langhorne)
Tell God he's got to rein her in a
bit, would you?

BLACKWELL

To hell with these Frenchies.
Truth be told, I've always leaned
towards joining the Californians.

Elliot and Langhorne nod in agreement.

SHELBY

We barely have food enough for the
brigade.

Hits the table.

SHELBY (CONT'D)

(to Magruder)

Explain to the others the
situation. They will have to
proceed to Mexico City on their
own. John, since you speak the
language, go with them and
introduce them to the Emperor...

Shelby stands and looks out a window.

SHELBY (CONT'D)

As exemplary farmers, railroad men
and telegraph engineers. I hear
that is what he desires most. To
modernize Mexico.

EXT. MESA AND DISTANT MOUNTAINS - DAY

Without the slow wagons, what's left of Shelby's brigade
moves northwest at a crisp pace. Most, like pale Elliot,
now wear sombreros in place of confederate caps. They are
looking less and less like an elite core of soldiers and
more like Mexican bandits.

Langhorne rides with Doc Tillsdale in the buckboard seat
of the medic wagon.

Dark clouds forebodingly brew over the mountains in front
of them.

EXT. MOUNTAIN CAMP - HEAVY RAIN - NIGHT

Sheets of rain. Its hard to see. GUNSHOTS. Pouring Rain,
thunder and lightning.

Slayback, Blackwell, Kritzer stand back to back while
young Kirtley kneels behind their knees reloading rifles
as fast as they are handed down to him. Tethered horses
panic near them.

Elliot, shouting orders in his longjohns, leads undressed
soldiers running across the camp.

Their torches go out in the heavy rain, still they run in darkness to protect the stock.

Shelby, half-dressed, is also firing away from atop his horse.

Soon there is nothing but the hiss of rain on hot barrels. Its still hard to see and hear in the heavy rain so Shelby hollers.

SHELBY

All is well?

ELLIOT

All is well.

SHELBY

Doc Tillsdale?

TILLSDALE

Yes, sir.

SHELBY

Upon completion of your rounds,
report to me.

In a flash of lightning Shelby sees a drenched ghostly Elliot in his long-johns holding onto a wounded bandit.

ELLIOT

General Escabedo sent them. Seems
there is now a price on your head.
In gold.

Boom of THUNDER. Lightning reflects concern in Shelby's eyes.

EXT. PARRAS OUTPOST, MEXICO - DAY -(ESTABLISHING SHOT)

The French flag flies from a parapet high in the mountains.

INT. DU PREUIL'S QUARTERS - PARRAS OUTPOST, MEXICO - DAY

COLONEL Du PREUIL (30's) is a sloven alcoholic. He glances down at a paper in his hand and smirks.

Shelby is ushered in. Du Preuil arrogantly eyes him. When Shelby puts out his hand to shake, the man ignores him. He does not even offer a chair.

Shelby removes his hat.

SHELBY

I have called to inform you I laid waste to over three hundred bandits last night who presumed they could steal my horses. In return, I ask for ammunition and food for my men.

Du Preuil shrugs.

DU PREUIL

Mexicans cannot fight. Everyone knows that. So what if you shot a couple hundred greasers in pajamas?

Shelby's eyes shoot sparks.

SHELBY

Then I shall take my leave.

DU PREUIL

No, you shall not.

He holds up the paper and mockingly waves it.

DU PREUIL (CONT'D)

Major General Bazaine has ordered you to report at once to Mexico City. The Emperor wishes to speak with you.

SHELBY

What date is that communication? General Jeanningros just released me two days ago.

Du Preuil is infuriated.

DU PREUIL

What do I care what Jeanningros's orders are?! You shall obey Bazaine and report to the Emperor in Mexico City immediately!! Or I shall arrest you and give you over to Escabedo myself!

Shelby's face darkens. He walks several paces until he is nose to nose with Du Preuil. His voice is cold and unnatural;

SHELBY

YOU? Give me over to Escabedo?

A sick smile crosses Du Preuil's face.

DU PREUIL

Why not? He offers one thousand pieces of gold for you. All of Mexico seeks to gain by it. Every bandit, every peasant, every Liberal soldier. So why not me?

Du Preuil empties a goblet of wine, wipes his mouth with the back of his hand.

DU PREUIL (CONT'D)

There is even a larger sum for the man who cut off his godson's arm.

Blackwell's face blanches. Shelby's rage is barely contained.

SHELBY

I imagined when an American officer called upon a French officer, he would at least be speaking with a gentleman! I henceforth wash my hands of you because you are nothing but a drunken coward!

Shelby slightly bows and puts his hat on.

Du Preuil, shocked and affronted, waves a drunken hand at Shelby's hat.

DU PREUIL

Remove that!!

SHELBY

Only to beauty and to God. To a drunken coward, never.

Du Preuil, wild eyed, looks to his guard, then grasps the hilt of his own sword.

Shelby unflaps his pistol scabbard. His men within the room and out in the hall fall into battle stance.

Du Preuil hisses.

DU PREUIL

Leave me this minute!!

Shelby defiantly nods as he and his men leave.

EXT. PARRAS OUTPOST YARD - NIGHT

Langhorne walks with crutches beside Shelby.

LANGHORNE

The man is a drunk.

SHELBY

So? He is a disgrace to any uniform.

LANGHORNE

You, yourself never allowed duels, Jo. It remains illegal - even down here. You could be arrested.

SHELBY

What would you have me do instead?

LANGHORNE

Ignore the man.

Shelby can't do that.

LANGHORNE (CONT'D)

Why must you be so hard-headed?
Jo, you aren't your father. Times have changed.

INT. DU PREUIL'S QUARTERS - NIGHT

Du Preuil jumps out of bed to the sound of CLATTERING SABRES AND GALLOPING HOOVES.

LATER

By lamplight General Jeanningros is listening to the rant of Du Preuil with no emotion. Once Du Preuil has quieted, he motions to a CHASSEUR D'AFRIQUE. This Sudanese African soldier wears a yellow turban and a brightly decorated sash made from an animal skin draped over a shoulder.

JEANNINGROS

Arrest this man.

EXT. PARRAS OUTPOST YARD - DAWN

The outpost's gates open and Shelby rides in with Langhorne and his Bible, Dr. Tilldale and his medical bag and Elliot, all prepared for the duel.

They are startled to find the courtyard filled with brightly dressed CHASSEURS D'AFRIQUE, all in yellow turbans, animal skin sashes and white pantaloons, standing at attention.

Du Preuil emerges, alone, looking downcast. General Jeanningros appears behind the man and nudges him forward.

Shelby approaches and dismounts. He salutes Jeanningros. Jeanningros nods.

Du Preuil steps forward, bows to Shelby, removing his hat.

DU PREUIL

I apologize, to you sir, for my discourteous behavior last night.

Shelby lays cold eyes upon the man for what seems eternity. Finally;

SHELBY

(to Jeanningros)

So there is to be no duel?

Gen. Jeanningros shakes his head. No duel. Shelby gives a curt nod of acceptance, but there is no forgiveness for du Preuil in his eyes.

INT. DU PREUIL'S QUARTERS- DAY

Shelby drinks coffee while looking out the window at the African soldiers in the courtyard.

Within the room, Jeanningros eats breakfast.

JEANNINGROS

I pray you forestall Sonora - for General Bazaine's orders are imperative and over-rule mine. I do not wish for us to meet in bloodshed should least you disobey. It is for that reason I sought to over-take you.

SHELBY

How is it you control them?

Jeanningros pours himself wine and peels an orange.

JEANNINGROS

Who? My chasseurs d'Afrique? I would fear them only if I were to make them stoop and pick cotton. They are splendid soldiers as most were warriors in their villages.

He smiles at Shelby.

JEANNINGROS (CONT'D)

In fact, their captain, Abdu DuBois, was educated in Paris. He loves poetry and Shakespeare.

SHELBY

Humph. I never thought blacks had such interest.

JEANNINGROS

Why not? They have brains.

Jeanningros eats more orange slices.

JEANNINGROS (CONT'D)

In fact, one of his sergeants is an engineer. Very capable at building bridges.

Shelby has deep thoughts for a beat, then;

SHELBY

When do you leave here?

JEANNINGROS

I shall be departing for Saltillo tomorrow. Beware on your journey south a man named Don Luis Rodriquez. He is a Patron who owns a large plantation known as Encarnacion which he funds by thievery. He will most certainly seek Escabedo's reward if he learns of your whereabouts.

SHELBY

Did you say Don Luis Rodriquez!?

JEANNINGROS

Why? Do you know this man?

SHELBY

Do you know if he holds an American woman captive? A Miss Inez Walker?

A beat as Jeanningros thinks.

JEANNINGROS

There was a story once. But it was a long time ago. She refused his advances and offer of marriage so he kidnapped her as she left the opera with her father. A very theatrical gesture, n'est pa?

SHELBY

How far is Encarnacion?

JEANNINGROS

About fifty kilometers south at the base of these mountains. Be careful. As I said, he is a thief who would gladly sell you to General Escabedo.

SHELBY

What of Escabedo's last reported whereabouts?

JEANNINGROS

He was last seen six hundred kilometers north west of here. My guess is he plans to stop you from reaching Sonora. Word is he lusts to kill you. Luckily for us, we both are now headed in opposite directions.

SHELBY

I need ammunition and food. We spent most of what we had these last few days.

JEANNINGROS

I am sorry, my friend, but I have been personally instructed not to supply you or sell you arms as both General Bazaine and the Emperor are unsure of your intentions. They fear you may yet decide to join Juarez.

SHELBY

Didn't you just say General Esacabedo "lusts' to kill me" ?

JEANNINGROS

Ah, true, true.

(beat)

(MORE)

JEANNINGROS (CONT'D)

Then I will give you six crates of ammunition. That at least should get you to Mexico City, n'cest pa?

EXT. HACIENDA ENCARNACION - DAY - (ESTABLISHING SHOT)

A large hacienda rests on steep mountain slopes protected by high stucco walls. Solid wooden gates block the entrance from the valley below.

INT. HACIENDA ENCARNACION - NIGHT

There is much opulence. Tiled fountains, tiled floors, a crystal chandelier.

DON LUIS ENRICO RODRIGUEZ, a handsome robber baron, languishes in a heavily carved chair.

He is speaking with a shady half-breed bandito.

HALF-BREED

No worries. Du Preuil has been given ample wine and stock not to intervene during our raid on San Marcus.

The Don nods.

DON RODRIGUEZ

What of Escobedo and Juarez? I do not wish to share with them this time.

HALF-BREED

No worries. Benito is in Sonora attacking a railroad and Escabedo is out looking for some gringo who cut off his godson's arm.

DON RODRIGUEZ

Ah, good. That leaves many doors open for us this winter.

EXT. STEEP ARID MOUNTAINS - DAY

Shelby's men are taking their time making their way down a mountain trail with sharp drop-offs. Shelby, Edwards, Langhorne and Elliot wait at the bottom under mesquite and cottonwood trees.

A peasant herds goats towards them. Shelby watches him through binoculars.

SHELBY

He carries no weapons. Elliot,
fetch him, please.

(to John Edwards)

Summon Tomas.

Elliot gallops down the road, presents his pistol and drives the man towards Shelby.

LATER

The nervous peasant keeps his head down as Tomas questions him.

The peasant sadly nods and mumbles his answers, occasionally glancing up at Shelby.

TOMAS

(to Shelby)

He says she is still alive and he keeps her locked in a bell tower because she managed to escape once. Only she was thrown from a horse and the mountains were too much for her with a sprained ankle.

SHELBY

How does he know this?

Tomas ask the question. The peasant answers.

TOMAS

Her maid is this man's sister. He implores upon the Virgin that you free her.

SHELBY

What health is she in?

LANGHORNE

You would forsake her?! By-God,
she is one of us, an American!

SHELBY

Calm yourself, Langhorne. I only wish to know better the circumstances.

Tomas questions the goat herder, then to Shelby.

TOMAS

She is thin but she not ill.

Shelby nods.

EXT. ARID MOUNTAINS - NIGHT

From a ledge, Shelby and Elliot study the compound below through binoculars. The main gate is open.

INSERT

Close on bell tower that rises from the rear of the main adobe building. A light shines through two small windows.

SHELBY

There's no watchword being spoken
and no sentries.

EXT. ENCARNACION - NIGHT

Shelby, Slayback, Blackwell with a heavily bandaged and dangling arm, Tomas, young Kirtley, Elliot, Jorgen and fourteen other men approach the settlement on foot wearing Mexican ponchos and sombreros. Being sunburnt by the Mexican sun and dirtied by tireless marching, they blend in well at this late hour.

Inquisitive eyes of poor villagers watch in silence as the intruders make their way towards the hacienda gates which are now closed.

Shelby's men stop to silently study the formidable obstacle.

Slayback indicates a large beam that serves as the back of an irrigating basin. Big Jorgen helps the men wrench the timber free and it becomes a battering ram.

The men batter the hinges and then the center lock. The gate gives way.

They split and charge along the inner courtyard stables, shooting surprised guards.

The front door of the hacienda is kicked in and the dark house is soon swarming with Americans.

The intervening half dressed Mexicans SHOOT wildly at an unknown force. Their girlfriends/wives and children SCREAM as they run for cover.

There is light from a door opening above the central gallery. The Don looks over a balcony, gun in hand.

Slayback props his rifle through a candelabra and takes careful aim at the shirtless Don who is silhouetted by the light in his room.

Flash of a muzzle. A furious epithet in Spanish is heard, then the SOUND of a man falling down the steps.

Remaining Mexicans flee through shattered windows and doors.

SHELBY

Light some damn candles!

Slayback strikes a match and lights the candelabra.

Shelby looks over his men. His eyes quickly count them and acknowledge their bravery.

Tomas rushes forward with the goat herder who leads Shelby and Elliot up the stairs.

INT. BELL TOWER - NIGHT

The goat herder points at a door. Shelby tries the door. Its locked.

PEASANT

Maria! Es Antonio.

SHELBY

Stand back, Miss Walker. I am about to shoot the lock.

He fires once, then kicks the door open.

Facing him is INEZ WALKER, a beautiful woman (30's) with a long blonde braid down her back. She is in a night gown sitting on the edge of a four poster canopy bed, staring at him in shock.

INEZ WALKER

You're American?

Shelby removes his hat and bows slightly with a nod.

SHELBY

Are you well enough to travel, ma'am?

She nods. He goes to her and reaches for a hand. She stares at him, unable to say what needs being said, that she won't hold out her hand because it is shackled by a length of chain to the bed post.

After a beat of puzzlement, he becomes aware of the situation.

In blind fury he slashes the post with his sword then kicks it, cracking it in two, and slides off the holding ring of iron the chain is attached to.

FOLLOW

He escorts her down the wide marble steps. She has an arm through his and holds the chain in front of her. His men remove their hats as if their king is escorting a queen. She carries her chin high although seems stunned she is free.

She halts beside the dead body of her tormentor. Waves of pure hatred flash across her face. As her hands clench and she seems ready to strike, Shelby gently pulls her past the dead man and continues down the steps.

Once they reach the bottom, she tearfully curtsies to the men who still hold their hats in their hands.

As Shelby leads her across the floor towards the front door she notices the dead and wounded.

INEZ WALKER

General, may I speak with you and your doctor?

SHELBY

Of course, ma'am. Col. Tilldsdale, approach, you others return to camp post-haste and bring wagons. Save for Elliot who shall remain with me.

LATER

Dr. Tilldsdale saws off Inez's wrist manacle, then talks with her in earnest.

Elliot and his men stand out of hearing range, intrigued by their leader's unusual submissive stance.

LATER

Dr. Tilldsdale treats wounded Mexican servants assisted by Miss Walker.

Still in her nightgown, now soiled with the blood of the wounded, Inez speaks comforting words in Spanish to crying wives and girlfriends of the dead and injured.

MEAN WHILE

Shelby oversees his men raid the kitchen and store rooms grabbing chickens, tortillas, baskets of grain etc.

They also snatch guns from the dead and search rooms for weapons and supplies.

EXT. ENCARNACION COURTYARD - NIGHT

Shelby's men lead the Don's horses out of the stables.

EXT. ENCARNACION VILLAGE - NIGHT

Wagons and carts are loaded with cages of chickens and SQUEALING HOGS.

The PITIFUL PLEAS of the poor villagers are ignored.

Two boys cower behind their mother's skirt. *The look on their faces causes Shelby pause.* The boys' terrified eyes hold his. Shelby diverts his eyes and continues on.

EXT. ENCARNACION COURTYARD - NIGHT

Inez says tearful good-byes as she climbs in a carriage that was once the Don's. A small trunk is shoved onto the floor board.

Shelby trots up. He hands her a canteen through the window. She takes a sip, then uses some of the water to clean her bloody hands.

INEZ WALKER

General Shelby, I wish to thank you again. I am most grateful for my freedom.

SHELBY

Ma'am, I would not leave any American in such circumstances, much less a lady such as yourself. Do you need food?

INEZ WALKER

No. But these people...

Shelby spurs his horse, gives the signal to head out, avoiding her plea for the villagers. He has now become the pillager.

EXT. OPEN ROAD - DAY

Shelby and his men travel at an easy canter, escorting the carriage as the sun comes up.

The white blazing sun crosses the sky.

The mountains grow distant behind them.

The sun nears the horizon.

Shelby signals his men to halt and make camp.

He trots over to Inez Walker's carriage. The shades are drawn.

SHELBY

Miss Walker, how are you doing?

INEZ WALKER (O.C.)

I am fine, General. Thank you.

SHELBY

I wish to invite you to supper.

INEZ WALKER (O.C.)

I, I, ah, I lack proper attire.

SHELBY

There should be a small trunk. I instructed your girl to grab you some things.

She opens the shade and nods.

INEZ WALKER

Thank you. I wasn't sure if it was for me or not.

He tips his hat. He trots past John Edwards who is staring at the setting sun with a troubled look, his journal tucked under his arm.

SHELBY

Something wrong, Edwards?

JOHN EDWARDS

We are not at war, sir. Therefore all that transpired last night was but murder and thievery. Something you once found intolerable.

SHELBY

It was the rescue of an American hostage. A woman no less.

JOHN EDWARDS

And the taking of guns, food and animals from the poor?

SHELBY

I am not proud of what happened John, but it had to be done least we not reach Mexico City.

Shelby stares at Edwards as if telepathically asking him not to record the incident. Edwards looks away.

EXT. ENCARNACION - DAY

GENERAL ESCABEDO studies with deadly calculation Shelby's damage as he slowly walks his horse through the courtyard of Encarnacion.

Huddled peasants tremble.

He turns his horse towards a group of Rodriguez's remaining bandits who hang their heads in disgrace, the half-breed among them.

ESCABEDO

Who did this?!

HALF-BREED

American gringos. Three days ago. Before dawn. The gringo who led them is named Shelby. He came for the American woman.

Escabedo's lip curls.

ESCABEDO

Shelby!! And you were not able to stop him?! Kill him?!

The half-breed lowers his eyes.

Behind Escabedo is an army of waiting guerillas sitting on their horses. Escabedo orders them over his shoulder;

ESCABEDO (CONT'D)

Hang these cowards. Then we travel swiftly. There is no longer a need to rest here.

INT. SHELBY'S TENT - NIGHT

A table is set for two with a candle and cravat of wine.

Shelby is nervous and often checks his beard and mustache in a shaving mirror.

BLACKWELL (O.S.)

Sir, may I escort the lady in?

SHELBY

You may, Major.

Blackwell enters with Inez on his left arm. She wears a long sleeved dress and is solemnly beautiful.

Shelby hurries to pull out a camp chair for her. He scoots her in once seated then awkwardly takes his seat opposite her.

There is mirth in Blackwell's eyes. He is not used to seeing the effects of a lady on his boss. He tips his hat and steps outside to stand guard.

SHELBY (CONT'D)

May I offer you some wine?

Inez barely smiles.

INEZ WALKER

French, no doubt?

He smiles while pouring.

SHELBY

I don't believe the Mexicans have yet conquered the art of venting.

He holds up his glass.

SHELBY (CONT'D)

To Mexico City and the Emperor.

INEZ WALKER

And Empress Carlotta.

SHELBY

You know her?

INEZ WALKER

I have heard of her. It is said she tended to the people of Veracruz when the yellow fever was rampant.

(sips wine)

I do hope to meet her once we reach Mexico City.

SHELBY

I shall see to it. I will have General Magruder make the arrangements. He writes there is another American woman in the palace who has befriended the Empress.

Inez doesn't seem to be listening although she is staring at Shelby.

SHELBY (CONT'D)

Seems she married a Belgian prince... She is from New York I believe... it is said she rode horses standing on their rumps in the circus and that is where he first laid eyes on her. She is now called Princess Salm-Salm.

There is still no reaction from Inez.

Plates are brought in by an AIDE. Her blank stare makes him uncomfortable.

SHELBY (CONT'D)

Ma'am?

INEZ WALKER

I'm sorry. My mind has not yet comprehended my freedom. Are you married, sir?

SHELBY

Yes, ma'am, I am. To a most beautiful and honest woman. I regret horribly having to leave her behind while I make arrangements for our future down here.

INEZ WALKER

Oh, do not blush so. I just wished to know you better.

Then something flashes in her averting eyes.

INEZ WALKER (CONT'D)
Oh, I am being delusional. The
Empress will never receive me. Nor
her American friend. I shall never
again be accepted into society.

Tears start to well.

Shelby stands to come around and offer comfort.

INEZ WALKER (CONT'D)
NO!!

He stops, palms up.

INEZ WALKER (CONT'D)
I am sorry, but I have been
contaminated by a filthy beast
whose backhand and bullish needs I
have suffered far too long. I fear
I am presently repulsed by the
thought of any man touching me and
I fear any decent man would be
likewise repulsed.

Her words cause an internal fury. It takes a lot of self-control for Shelby not to show it.

INEZ WALKER (CONT'D)
I pray to go to where no-one knows
of my ordeal. To where I might
start anew and learn to behave as
if nothing ever happened.

She bites her lip, lowers her eyes.

Shelby lets out a deep breath before sitting.

SHELBY
Ma'am, if I may say so, in time
your wounds will heal, just like
those of every brave soldier who
has been part to things which he
prefers to forget and of which
should never be spoken.

Her wet eyes question him.

INEZ WALKER
You have such wounds General? Tell
me.

She has caught him off-guard, touched a spot he keeps well protected. He avoids her gaze yet she keeps staring into his soul.

INEZ WALKER (CONT'D)

I think. I think what haunts you most is not the men you have killed - but those you saw die because they followed you.

SHELBY

You are very perceptive, Miss Walker.

INEZ WALKER

Not really. My worst nightmares are about those who died because of me.

Her eyes well-up again.

SHELBY

I am sorry about your father.

INEZ WALKER

There are others that haunt me more.

Her jaws clench, trying to hold in the pain but her hands begin to shake and tears begin to run.

Shelby offers his napkin.

She ignores the gesture, instead pulling out a handkerchief tucked under her cuff.

While she wipes her face, Shelby notices the raw manacle cuts around her wrist.

She quickly lowers her wrist below the table. In a scolding whisper;

INEZ WALKER (CONT'D)

I do hope you no longer believe in slavery. Bondage is most inhumane.

Shelby clenches his jaw.

Miss Walker's voice changes.

INEZ WALKER (CONT'D)

Your hope of starting anew here in Mexico...

She stares hard at him.

INEZ WALKER (CONT'D)
Is insane! I warn you that down
here you will soon become the
object of contempt. And ironically
it will be because of *the color of
your skin!* "Death to all gringos!"
That is what they say.

Her chin goes up as sparks fly from her eyes.

INEZ WALKER (CONT'D)
Especially if you remain friends
with the French! You do not know
the people of Mexico anymore than
you knew the hearts of those you
oppressed before the war.

(beat)
*Why is it that you do not
understand every man, every woman,
every child deserves freedom of
spirit? Why does being born poor
or darker mean one is destined to
be treated as a lesser human
being?*

(beat)
I am half brown. Did you know
that? My mother is Mexican. So am
I to work in the fields or become
a gringo's house maid because of
it?

She's trembling. Shelby shows signs of resignation.

INEZ WALKER (CONT'D)
Aren't you yet aware that down
here things like chivalry, honor
and mercy are but figments of *your*
imagination! Here the law consist
of nothing but corruption, greed,
and brutality. Here *there is no
justice!! None at all!* I warn you,
General, life here will be far
worse than anything you ever
imagined.

She furiously points at the tent's front flap.

INEZ WALKER (CONT'D)
For God's sake, swallow your
pride. Go home! Go back while you
are still able. Go back to your
family!

SHELBY
I cannot. And will not.

She stares at him. Why not?

SHELBY (CONT'D)
There are warrants for my arrest
and I will never succumb to living
under Yankee rule.

After a beat, Inez turns her face away.

INEZ WALKER
I should like for your major to
escort me back to my tent. Please
apologize to your cook.

SHELBY
No. You stay. You need to eat. I
will go.

He stands, slightly bows and leaves.

FOLLOW OUTSIDE

Shelby joins Major Blackwell who has been listening.

BLACKWELL
If Slayback had not shot the
bastard, I would have made him pay
dearly for his sins.

SHELBY
As I would have.

Kritzer reins-up in a whirlwind of dust.

KRITZER
Sir, General Escabedo is but
three, maybe two days, north of
us. He moves fast with no wagons.

SHELBY
(to Blackwell)
Have Slayback ride hard to Mexico
City and make sure Magruder is
aware of our situation.
(to Kritzer)
Sound muster.

Shelby sticks his head back in the tent. To Inez;

SHELBY (CONT'D)
Eat quickly.

He is gone.

EXT. SHELBY CAMPS- NIGHT

With a sense of urgency, camp fires are doused, girths and saddle bags tightened, and guns checked for full loads of ammunition.

Shelby, mounted, leans over and knocks on the carriage door. No answer. He knocks again.

From behind him, mounted and wearing men's clothing with her hair hidden in hat is Inez. She makes a noise in her throat to get his attention.

He tips his hat.

SHELBY
Stay with Dr. Tilldsdale's unit
then.

LATER - EMPTY CARRIAGE IN DESERTED CAMPSITE

Mexican guerillas circle the abandoned carriage, firing into it from all directions. One checks inside. Nothing.

Another man, studying tracks, points.

Escabedo turns his horse, whipping and kicking the animal into a full gallop. His army follows.

EXT. MEXICO CITY - DAY(1867)

French and Austrian troops are maneuvering to protect the city.

EXT. OUTSKIRTS OF MEXICO CITY - DAY

Shelby and his men furiously gallop towards the city's walls. Inez rides low and fast as the men.

Behind them some three-to-four miles, comes Escabedo's army.

As they near the city walls, Shelby sees French Legionnaires face them with cannons.

Shelby signals to jump their horses over the line of cannons and earthen bulwarks. Inez jumps her horse clear as well.

Escabedo's eyes are full of frustration and hatred as he turns his horse away amid exploding cannon balls.

EXT. INSIDE MEXICO CITY GATES - DAY

Shelby tips his hat to Inez for a ride well done. She ignores him.

Magruder, in a red velvet shoulder-tasseled uniform, rushes to greet him. Both men are glad to see each other.

Magruder notices Inez.

MAGRUDER

Who is that?

SHELBY

That, sir, is Miss Inez Walker.

MAGRUDER

You found her? Hell, it was supposed to be me who rescued her, not an ol' married fool like yourself.

INT. IMPERIAL PALACE (1867)- MEXICO CITY - DAY

EMPEROR MAXIMILIAN sits at a gilded desk. He appears passive with drooping lids over bulging blue eyes and a fat lower lip, under which his thick blonde beard is parted in the middle.

GENERAL BAZAINE, a short stocky man going bald with a white goatee and mustache, dressed in a splendid uniform adorned with the large Golden Cross of the Order of Guadalupe and rows of other medals, sits against a wall with other French officers. General Magruder and Commodore Maury sit with them.

Shelby is escorted through double doors and shown a seat opposite the Emperor.

Shelby removes his hat, bows, takes his seat.

SHELBY

Your Majesty...

Maximilian indicates for him to speak.

SHELBY (CONT'D)

It seems the French are going to leave you defenseless against the likes of Escabedo and Juarez.

MAXIMILIAN

I have my personal guard along with both an Austrian and Prussian legion and the newly trained Mexican Imperial forces.

SHELBY

That may be, but now that the war between the States is over and President Lincoln has been replaced by Johnson, there is concern over your presence so close to the United States. In fact I heard tell that General Grant is enjoying champagne with Juarez as we speak.

Maximilian blinks at the news, but remains silently aloof. He waves for Shelby to continue.

MAXIMILIAN

Allez.

Shelby's voice deepens;

SHELBY

I think it absolutely necessary that you have a corps of seasoned fighters to protect you. As you know, Escabedo with some one thousand men now lurks right outside of this city. What would you have done if the French were not here?

Maximilian's face pales.

SHELBY (CONT'D)

I have under my command two hundred tried and experienced calvary men. All I ask is that my men be paid in gold and allotted suitable land in Sonora. If you agree, then I can soon provide forty thousand men from California and the South who will answer my call.

Commodore Maury stands, hat in hand. Maximilian nods to him.

MAXIMILIAN

Commodore Maury, you wish to speak?

COMMODORE MAURY

Yes, your Highness. As your Commissioner of Immigration, I can attest to what he says is true. And his *allegiance to a cause is without compare.*

Gilded double doors swing open and in comes the EMPRESS CARLOTTA (late 20's) with Miss Inez Walker and PRINCESS SALM SALM, all in the finest of gowns and splendidly bedecked in jewels. Princess Carlotta is small and dainty with dark hair while Princess Salm Salm has fiery red hair, green eyes and voluptuous curves. About her is an air of gypsy free-will.

EMPRESS CARLOTTA

Excuse me, gentlemen, but I wish for my husband to meet my newest friend. May I present, Senorita Inez Walker.

Inez curtsies to Maximilian who stands and bows slightly.

MAXIMILIAN

Ah, senorita, your beauty is truly unmatched, save for my dear wife's.

He kisses the back of her hand.

Inez and Shelby exchange quick glances. He is dumbstruck by her noble appearance. She hardly recognizes him in full dress uniform, although his beard and hair still need to be washed.

Inez's smile is a trained one, coquettish and benevolent.

INEZ WALKER

Your Highness, my freedom and presence here is due only to the braveness of General Shelby here.

Maximilian nods politely.

MAXIMILIAN

Ladies, you must please excuse us
as we were in discussion over some
most important matters.

EMPRESS CARLOTTA

Oh, I am so sorry, Ferdinand. I
had no idea, this not being your
formal chamber. Please excuse us,
sirs.

The ladies curtsey and leave.

SHELBY

So, Your Majesty?

Maximilian summons General Bazaine and whispers with him
for a minute or two. Bazaine nods and indicates for
Shelby to exit with him.

FOLLOW

onto a wide balcony overlooking the Grand Plaza.

EXT. PALACE BALCONY - MEXICO CITY - DAY

Shelby smokes a cigar with Marshal Bazaine.

MARSHALL BAZAINE

I am sorry, but his Excellency
declines your offer.

SHELBY

I surmised as much. He has little
realization of what it will take
to keep his throne.

Bazaine nods, his eyes on the city below.

MARSHALL BAZAINE

I could not agree with you more.

He looks over at Shelby.

MARSHALL BAZAINE (CONT'D)

The only officers of the Imperial
Mexican Army that might be relied
upon are General Meja and Moromone
and maybe the commander of his
wife's personal guard, Colonel
Lopez. They total less than five
thousand men.

SHELBY

Knowing all this, may I ask why you ordered me to Mexico City instead of allowing me to proceed to Sonora?

MARSHALL BAZAINE

Because you were his - Mexico's - last hope, General. But it seems my entreaties, along with those of General Magruder and Commodore Maury have failed to persuade him so. His refusal to listen to reason is exactly why Napoleon chooses to no longer support him.

SHELBY

Why didn't Napoleon declare himself Emperor - like his older brother, Bonaparte? I thought it all along *his* wish to rule Mexico.

MARSHALL BAZAINE

Because Napoleon is not Catholic and to control Mexico, one must be Catholic. Therefore, he had to choose a Catholic, such as the Emperor, to run things in his stead, only he was not thinking his choice would turn out to be such an imbecile.

Magruder joins them on the balcony and slaps Shelby on the back.

MAGRUDER

Shelby, I did appeal to him on numerous occasions.

Commodore Maury joins them on the balcony.

MAGRUDER (CONT'D)

But he supposes he will not be able to control you any more than he could the French.

SHELBY

Even if it means he might stay alive and proceed with his dreams?

Magruder shrugs.

COMMODORE MAURY

But all is not lost. When you return to your men, tell those who are *willing to give up the sword* that he agrees to a colony in the Cordoba Valley where Americans may bring their farming implements, seeds and families to start a modern movement of business and agriculture - without taxes.

Maybe this isn't the end after all.

SHELBY

What sort of land is it?

COMMODORE MAURY

Cordoba has rich soil fed by two rivers and is close enough to Veracruz to export your crops easily. So far, Juarez's Liberals have not yet infiltrated the region.

Maury rest his hands on the balcony railings.

COMMODORE MAURY (CONT'D)

The Colony shall be called Carlotta Colony after the Queen. Each man with family will receive six hundred and forty acres of land at a price of one dollar per acre and men without families three hundred and twenty acres at the same price. One fifth down will be required; one fifth more on an annual basis thereafter. That is what we came for, is it not? Our own colony?

SHELBY

But my men and I are mostly penniless, Commodore. What monies we had were spent on the march down here.

COMMODORE MAURY

(to Bazaine)

I would think then, consideration is due, since it was upon your orders that they marched here.

Bazaine purses his lips, shrugs and smiles.

MARSHALL BAZAINE

(to Maury)

Then I shall pull from my military chest fifty dollars in gold apiece for all your men - officers and enlisted alike. You may then share and share alike in your destiny.

Bazaine's eyes lock on Shelby.

MARSHALL BAZAINE (CONT'D)

General. You were born a soldier. Are you sure you wish to pursue a civilian life?

Shelby bows slightly.

SHELBY

My sincerest gratitude for the gold, General. I must admit, I do not look forward to life without fighting by my men, but I will do whatever is necessary to begin anew.

MARSHALL BAZAINE

Only time will tell if thanks are truly in order. By the way, Escabedo has returned north to join Juarez so you might breathe easy for awhile.

EXT. GRAND PLAZA - MEXICO CITY - DAY

The elite of Mexico City are walking about. Fancy horses pull fancy carriages.

Shelby speaks from his saddle. His soldiers stand in formation on the plaza, shading their eyes in the strong sunlight.

SHELBY

If you have no intention of becoming a civilian or farming in the Cordova Valley, you are free to return home, as President Johnson has declared you clemency.

(beat)

Otherwise I pray you have learned enough Spanish to get yourself a Mexican wife with an acre of bread fruit and handful of corn, so as not to starve.

A few chuckle, most look disappointed.

Blackwell steps forward. His ability to laugh went with the use of his arm.

BLACKWELL

I wish to head for Sonora and join the Californians.

SHELBY

You destiny is yours Blackwell.
Choose as you please.

(side smile)

Send for me if all goes well.

Blackwell nods as some of the men gather around to follow him.

Langhorne limps forward on his cane.

LANGHORNE

What if we wish to travel to the Gulf of Mexico and sail for California?

SHELBY

The Emperor and Bazaine have granted that any of you may find passage home. But no more than twenty men may travel together with arms.

Several men join Langhorne.

Kritzer steps forward.

KRITZER

I wish to join the Zouaves, sir.

SHELBY

You are free to try, Kritzer, but know they have a height requirement of six feet.

KRITZER

I am above the mark, sir.

SHELBY

Then I wish you the best.

Elliot steps forward.

ELLIOT

Sir, I wish to remain as a guard
for your freight business.

Kirtley and Jurgen join him. Corporal Rugby scurries over
as well. Twenty or so other men join the group.

CORPORAL RUGBY

Cain't be startin' no business
without me, sir... see'ns how you
cain't write worth a damn.

Shelby gratefully nods.

SHELBY

Thank you. But know a wage might
be long in coming until a profit
is made. I can promise only food
and a horse until then.

They shrug. They are used to it.

Shelby looks up at the Iron Brigade Guidon, now bleached
by the Mexican sun and threadbare. There is no breeze, so
it hangs as limply as Blackwell's mangled arm. Shelby
indicates for the flag to be lowered. Shelby unsheathes
his saber and pulls the banner across the blade, cutting
it into strips.

Blackwell steps forward, takes a strip, kisses it and
tucks it into a breast pocket. Others follow suit until
there is nothing left of the Iron Brigade Guidon.

INT. SHELBY'S HOTEL ROOM - MEXICO CITY - NIGHT

Shelby solemnly fingers his strip of the Brigade's guidon
under lamp light. On the table in front of him is his
wife's locket. Elliot sits across from him, drinking
straight from a bottle.

SHELBY

I'll surely miss them.

Elliot nods in solemn agreement, than after a beat,
smiles.

ELLIOT

I'm hopin' there'll be bandits
enough who'll try and help
themselves to whatever we're
hauling.

(winks)

(MORE)

ELLIOT (CONT'D)

So hopefully life won't get too boring. Otherwise I'll be joining Blackwell.

SHELBY

You're love of fighting is a bit scary at times, Elliot.

ELLIOT

Welp - being born near albino I can't rightly remember there ever being a peaceful time.

KNOCK at the door. Both men pick up their pistols. Elliot goes to the door.

ELLIOT (CONT'D)

Name yourself.

INEZ WALKER

It's Miss Walker, sir. I've come to discuss something with the general. A business matter.

Elliot opens the door. Inez enters. Elliot nods to Shelby as he exits, closing the door behind him.

Shelby quickly slips his wife's locket into his pocket as Inez approaches. He stands and slightly bows.

SHELBY

Miss Walker.

She nods.

INEZ WALKER

General.

He indicates Elliot's chair. She shakes her head. Shelby's eyes question her costume.

INEZ WALKER (CONT'D)

I did not wish to draw attention carrying this.

She sets a tapestry bag on the table.

SHELBY

You should not be out at night unescorted, Miss Walker.

She opens her shawl enough to reveal a pistol tucked in her sash. She closes the shawl.

INEZ WALKER

I hear you wish to ignore my advice and instead plan to remain and start a freight business.

SHELBY

You heard correctly.

Inez holds his eyes for a beat, then indicates the bag.

INEZ WALKER

In that bag is enough money for six wagons and mules enough to pull them. That should make for a good start.

SHELBY

I cannot take your money.

INEZ WALKER

It is not my money. It belonged to Don Rodriguez. And it is repayment for my rescue. Now you can use what Bazaine allotted to build a decent house for your wife and family.

Shelby's morals are at war with his heart. She fascinates him.

SHELBY

Thank you. But...

Her look says she is not taking no for an answer.

SHELBY (CONT'D)

Your gesture shall not be forgotten.

INEZ WALKER

Nor yours.

Shelby notices the bottle of tequila still on the table. He quickly removes it to a dresser where there is a bottle of wine and glasses.

SHELBY

Do sit. May I pour you some wine?

With a sly smile, she shakes her head.

INEZ WALKER

I pray you return to Missouri
before you transgress any further
from being the Southern gentleman
you proclaim.

SHELBY

I offer you a good ear only, for I
am still - regrettably at times -
a gentleman...

INEZ WALKER

You barely resemble a gentleman.

SHELBY

Really?

INEZ WALKER

When is the last time you had a
decent bath and trim?

He feels his scrubby beard.

INEZ WALKER (CONT'D)

I seriously doubt even your wife
would recognize you. So I shall
say good night and ask that
Colonel Elliot escort me back to
the palace.

SHELBY

You seem to have been readily
accepted there.

INEZ WALKER

I have.

SHELBY

So I assume your fears have been
quelled?

INEZ WALKER

Somewhat. Good night, sir. And the
best of luck to you.

She heads for the door.

SHELBY

I shall consider you a silent
business partner then, Miss
Walker. And retain half the
profits in your name. Therefore
you must leave me your future
address.

At the door she looks over her shoulder.

INEZ WALKER

I have not yet decided where I shall end up. Again, the best of luck in your endeavors, Jo Shelby. I really do wish you the best. I feel I shall never be able to adequately repay you for my freedom.

SHELBY

Before you go - there is something I need to say - ask.

INEZ WALKER

And that is?

SHELBY

What I am about to ask you is the same as I would ask of any of my men - had they been held captive.

INEZ WALKER

And that is?

SHELBY

Well, ah, it might seem a delicate question.

INEZ WALKER

Is there such a thing?

SHELBY

What?

INEZ WALKER

As a delicate question. Go on.

SHELBY

Might Doctor Tillsdale exam you?

INEZ WALKER

What? Why?

SHELBY

To make sure there is no injury or affliction that might still need addressing.

She turns her back on him.

SHELBY (CONT'D)

Your wrist does not seem healed.

Her back still turned, her breathing deepens.

SHELBY (CONT'D)

He need not report to me. I only want for you to be properly cared for. Know that he has birthed many a child so I am sure he is most familiar with female anatomy... Plus he is a married man. Again, I would require the same from any of my men had they been held captive and thought to have been mistreated.

She turns and faces him.

INEZ WALKER

If it is to be just between the doctor and myself, then yes, I will agree. Thank you.

Their eyes hold for a beat, then she leaves.

INT. ROWDY CANTINA - MEXICO CITY - NIGHT

Shelby is drinking with Elliot in a corner, observing drunk French officers trying to score Mexican whores.

Doc Tillssdale enters, sees and joins them. He orders a bottle of tequila, which raises Shelby's eyebrows.

After a couple downed shots, Doc Tillssdale stares into his drink.

SHELBY

I won't say anything.

TILLSDALE

You were right. The lass has endured more than most men could'da survived. Goddamn son-of-a bitch. Mary Mother of Jesus.

Shelby silently waits for more. Tillssdale looks hard into Shelby's eyes.

Beat of silence. Elliot keeps his eyes on Shelby, ready to hold him back if need be.

TILLSDALE (CONT'D)

Bottom of her feet been burnt. So as she couldn't be runnin' off again.

(MORE)

TILLSDALE (CONT'D)

Her back's been quirked with something cuts deeper than a goddamn bullwhip. Couple ribs feel like they been broke'. Only saving grace is I didn't see signs of syphilis and such which has been a deep worry to her. Surely wish Slayback hadn't a' killed the bastard with one shot. Man deserved far worse. Far damn worse.

Tillsdale downs another shot. Shelby downs a shot. After a beat, Shelby stands and leaves the bar. Elliot follows.

FOLLOW

Shelby unties the reins of his horse and goes to put a foot in a stirrup, but doesn't. He just leans his face against his horse's neck, one hand on the saddle pommel. His shoulders indicate he's trying not to explode.

Elliot leaves him be, but Tillsdale appears and places a big hand on Shelby's shoulder.

TILLSDALE (CONT'D)

She's a damn strong woman. I've seen men go bat crazy after far less. She'll be okay. Don't you be worryin' bout her.

Shelby nods, then mounts and rides off into the darkness.

EXT. CARLOTTA COLONY - DAY - ESTABLISHING SHOT

Tropical vegetation with stands of bamboo and banana trees and newly cleared land. Snow peaked mountains in the background make it seem like a tropical paradise. Surveyors lay out streets. Sounds of SAWS and HAMMERS.

Shelby instructs workers building his house.

A CARLOTTA CANTINA sign hangs from the only completed stucco building.

INT. CARLOTTA CANTINA - DAY

The place is filled with American expatriates, most wearing loose fitting cotton shirts, Panama hats, Confederate uniform pants and high riding boots. Governor Allen holds up a newspaper.

GOV. ALLEN

Aright gentlemen, I have published your confessed line of businesses in this issue of *Mexican Times*.. Copies of which have been sent back to the States so to inform your relatives of our success. Hopefully they will soon be joining us.

Clapping.

GOV. ALLEN (CONT'D)

And now a word from General Hindman.

General Hindman stands.

GEN. HINDMAN

Thank you, Governor Allen.

(to the room)

His Majesty has written a letter to President Andrew Johnson saying that...

(reads from a paper
in his hand)

"the state he is erecting is not intended to be an empire based on European model, but a state of freedom and modern progress and home to learned institutions."

(looks up)

"His Majesty wishes only to befriend and become an ally of the United States."

Some "here, heres".

All eyes turn towards the doorway where a thickly bearded Zouave stands at attention in a spotless picturesque uniform, eyes straight ahead.

The Zouave march-steps into the room, does a heeled turn, then marches two paces and halts before Shelby.

Shelby eyes the man. The man salutes him with palm forward.

SHELBY

By damn, Kritzer, is that you?

KRITZER

It is, sir.

Shelby salutes his most trusted scout.

SHELBY

Where shall you be posted? How many of my boys have followed you?

KRITZER

France, sir. There are twenty-two of us, sir.

SHELBY

France... When do you leave?

KRITZER

Within the week, sir.

The men in the room exchange worried looks.

SHELBY

A week?... Have you still your bugle?

Kritzer swallows hard and meets Shelby's eyes.

KRITZER

I do, sir.

SHELBY

Good. Good. I shall miss your calls, Kritzer. You saved many lives with that damn horn of yours.

He slaps Kritzer on the shoulder and whispers in his ear.

SHELBY (CONT'D)

I would have liked to join you, Kritzer, but I am not near tall enough, so I am to be stuck with wagons instead.

KRITZER

I am sure there will be skirmishes enough to keep you happy, sir.

Shelby smiles with a wanton look and salutes the man.

EXT. MEXICO CITY PLAZA - DAY

Shelby exits a bank. He notices Inez and Princess Salm-Salm walking ahead of him and quickens his pace to join them. Tips his hat.

SHELBY
Miss Walker. Princess.

INEZ WALKER
General. So how is Carlotta Colony
coming along?

He walks beside Inez.

SHELBY
It is fairing well, thank you.
Miss Walker, would you be
available for dinner this evening?

Princess Salm-Salm's smile is implicating.

SHELBY (CONT'D)
I wish to report on our business.

PRINCESS SALM-SALM
"Our" business? Really? I do
declare.

INEZ WALKER
Thank you. But regarding this
evening...

SHELBY
I leave tomorrow for Veracruz.

INEZ WALKER
In that case, tell me where I am
to direct my carriage.

SHELBY
Le Chablis. Eight then?

INEZ WALKER
Eight it is.

INT. LE CHABLIS - NIGHT

Shelby and Inez sit at a small table.

Elliot keeps an eye on his boss from a bar.

There is an envelope on the table which Shelby pushes
towards Inez.

SHELBY

I am sorry there isn't more. It seems freight goes out of Mexico City far less than it comes into it.

INEZ WALKER

So what are your plans once the French have totally left?

SHELBY

There'll still be a need for the transportation of goods.

INEZ WALKER

Pride is digging your grave. You know that, don't you?

SHELBY

I know that the fields of the Cordoba Valley are doing well, the lumber mill stays busy, Hindman's newspaper is read both here and in the States and I have finished building my home.

INEZ WALKER

Good Lord, you still think to bring your wife and sons down here?! Now?! With Juarez moving South, Escabedo after you personally and pestilence soon to follow the rains? What, do you wish them dead?

Shelby's face darkens.

SHELBY

I find that remark offensive, ma'am.

INEZ WALKER

It was meant to be. For even I am not that stupid. For godsakes, chose to stay alive for a change and return to your family in Missouri.

SHELBY

I cannot and will not exist under the Yankee's yoke. My home is now here. Here in the Cordoba Valley.

Inez grabs the envelope and walks away. Shelby stares after her.

Inez hands Elliot the envelope as she passes him.

INEZ WALKER

You and the boys need this more
than I do. Just don't tell the
idiot.

And she is gone.

EXT. CARLOTTA COLONY - MONTHS LATER - DAY

Streets are lined with stucco and wood houses. Signs on storefronts indicate the expatriates' businesses.

Outer fields' crops are growing.

EXT. SHELBY'S HACIENDA - DAY

Shelby - hair wet, beard trimmed and in a clean white shirt - proudly helps his wife down from a carriage in front of his new adobe house. Young MARY, Shelby's wife (mid 20's) has the self-sufficient bearing of a woman who has survived war on the home front.

His two SONS scramble down. They are followed by peasants with their luggage as they approach the front door.

It is hard to read Mary's face. She slips her arm through Shelby's and smiles up at him.

He opens the front door for her.

INT. SHELBY'S HACIENDA - DAY

After peering into rooms she hugs Shelby.

MARY

It is better than I expected, Jo.

SHELBY

Come look, I added a garden.

Shelby leads them out to an enclosed garden with a simple fountain. He hands his boys toy boats that are floating in the base. Still, they are a bit leery of the deeply tanned man they haven't seen in years.

Elliot appears. He nods to Mary who nods back. She doesn't care for Elliot.

SHELBY (CONT'D)

Would you excuse me? Rest up and tomorrow I shall show you Mexico City.

As soon as Shelby has left, Mary's face loses its enthusiasm as she watches a huge bug crawl across the wall. This is not at all what she expected.

EXT. GRAND PLAZA - MEXICO CITY - NIGHT

The city is teeming with nightlife.

Miss Inez leaves the Opera House with the Empress and Princess Salm Salm.

Shelby is promenading his wife along the plaza and tips his hat to the ladies. They all nod back, but it is Inez's eyes that hold his.

Mary notices.

MARY

Who is that with the Empress?

SHELBY

Whom are you referring to? Miss Walker or Princess Salm-Salm?

MARY

The one who stared at you.

SHELBY

I failed to notice. Princess Salm-Salm is in green. The other is Miss Walker from California.

MARY

Miss Walker? She is the one you rescued, is she not?

SHELBY

She is.

MARY

I should like to meet her.

SHELBY

Why?

MARY

I find her story most intriguing.

SHELBY

It is not something she cares to discuss, Mary.

MARY

I'm not referring to her ordeal, rather her sudden inclusion in the Emperor's court. Rags to riches it seems.

SHELBY

Hmph. You are wrong on that note. Her father mined gold and left her a solid account. Plus her mother was Mexican and of a good family. Sadly both her parents are now dead.

MARY

Oh.

Mary continues to stare after Inez Walker.

MARY (CONT'D)

I would still like to meet her.

Magruder and a SPANISH LADY in a black lace manteau along with Commodore Maury and his WIFE head across the plaza towards the Shelbys.

Before they reach them, Mary looks into her husband's eyes.

MARY (CONT'D)

There is something I have been meaning to ask you.

The question puts him on guard.

SHELBY

Go on.

MARY

It is not at all respectable - the way you toil so in this heat. And I could use more assistance myself around the house. Remember we have sons, not daughters. Might you soon purchase us a few negros?

SHELBY

My dear, I thought you knew.
Emperor Maximilian forbids slavery
in Mexico.

Shelby resumes walking but Mary remains frozen. So Shelby stops.

MARY

Whatever do you mean?

SHELBY

And truth be told, I have begun to
see the wrong in it myself.

Shelby faces her.

SHELBY (CONT'D)

I have witnessed a most elite unit
of African soldiers and I am told
their captain can read
Shakespeare. Plus I have had
dealings with a negro merchant I
find most astute. It seems I have
underestimated the race.

MARY

Jo! You knew this before coming
here?

SHELBY

I can arrange for an additional
housemaid if need be and if it
would make you feel better, I will
change my clothes before returning
from work.

MARY

Jo, we cannot survive like this.
It is impossible. I thought all
along...

SHELBY

(interrupts)

I beg to differ, my dear. Look at
England and France, all of Europe
for that matter. They seem to have
survived just fine without
slavery.

MARY

But Jo! My God Jo, why didn't you
tell me before...

Magruder and company arrive. Magruder and the Commodore tip their hats to Mary Shelby.

MAGRUDER

Miss Mary.

SHELBY

John, Mary here wishes to meet Miss Walker. Would you please see to the introduction? I have to leave early tomorrow. Mary is remaining for the week to shop for our home.

Magruder senses trouble.

MAGRUDER

Of course. I shall see to it.

INT. HOTEL LOBBY - MEXICO CITY - DAY

Mary enters carrying packages. A bell man indicates someone is waiting for her in the parlor and relieves her of the packages.

FOLLOW

Inez is waiting on a settee, elegantly dressed. She stands and nods her head at Mary who takes a seat opposite her. Tea is brought to them both.

INEZ WALKER

I was told you wish to meet me.

MARY

(flustered)

Ah, yes, I do wish to meet you, Miss Walker.

INEZ WALKER

Then sit. You should be very proud of your husband. I would not be here if it weren't for him. Plus I doubt I would have lasted much longer if he had not arrived when he did.

MARY

I am proud of him. Very proud.

INEZ WALKER

So what has he told you about me?

MARY

Not much. Only that you were held captive by a bandit - for years it seems - and you and his men barely made it to Mexico City safe from General Essa... Essa

INEZ WALKER

Escabedo. Did he confide in you of my condition?

MARY

Your condition?

INEZ WALKER

Hmph. I'm referring to my body. It is horribly scared you see, most repulsive, so there is no need for you to be jealous, although he has not seen it, my body that is, only the doctor.

MARY

Miss Walker, I am, I am not jealous. I am truly sorry for your ordeal. I really am.

INEZ WALKER

There is - one thing though - that I believe your husband should have told you.

MARY

That is?

INEZ WALKER

It is not safe here. Not any more. You must talk your husband into taking you and your children back to the States.

MARY

What? I don't understand.

INEZ WALKER

The people of Mexico are tired of foreigners trying to run their country. They hate the Emperor and the French. They aren't fond of Americans either, especially when they've befriended the French.

(MORE)

INEZ WALKER (CONT'D)

And now that the French are leaving there will soon be no one to protect Carlotta Colony from Juarez and General Escabedo.

Mary stares in shock.

INEZ WALKER (CONT'D)

I have done my best to persuade your husband to return home, but he is too prideful a man. Now that you are here, I leave that task to you because I do not wish for him to die. I truly don't. He saved my life. I myself plan to leave as soon as my father's accounts are in order.

MARY

The French are leaving?

INEZ WALKER

Yes, Mrs. Shelby, they are. Can I rely on you to persuade your husband to leave this place? Before you are all killed?

MARY

I will, I will do my best. My God, why didn't he tell me all this before we came?

INEZ WALKER

There are some men more complete than others. They don't realize other's concerns or fears. I'm afraid your husband is such a man.

EXT. CARLOTTA COLONY - DAY

All is good. Bright blue sky, trade winds, birds of all colors, tropical plants. Women hang laundry or sit in the shade sewing, chatting away. Blonde children play in banana and lemon groves.

Tobacco and cotton crops are taking hold.

EXT. SHELBY'S GARDEN - DAY

Shelby's boys play with the toy boats in the fountain.

Shelby reads a morning paper while sipping coffee from a porcelain cup. Mary pretends to read a book, but is actually trying to get up enough nerve to bring up Inez's warning.

Suddenly Shelby closes the paper and walks away to light a cigar.

Frowning, Mary leans over the table and reads the headlines;

INSERT HEADLINES: GENERAL ESCABEDO AMBUSHES AUSTRIAN CONVOY taking two million dollars worth of goods. Only six Austrians escaped alive.

MARY

Shelby!?

He indicates for her to be quiet as he exits.

EXT. CARLOTTA COLONY- RAINY SEASON - DAY

A dense curtain of rain falls.

The streets are rivers of mud. Sand bags are stacked to prevent mud from entering doorways and women swat at large insects that swarm around lamps and crawl up walls.

Crops are flattened by mud and rain.

Mary is very worried and miserable wiping perspiration off the back of her neck with a towel.

INT. CARLOTTA CANTINA - RAINY SEASON - DAY

Male expatriates have found shelter from the deluge (and their wives) in the cantina. The air is thick with cigar smoke.

Shelby leans back against a wall in his chair, sipping whiskey, smoking and listening.

HINDMAN

My servant girl informs me there
are men in the surrounding
mountains who aim to kill or rob
our stock at night and drag logs
over our crops.

SHELBY

Does she speak of bandits or
Juaristas?

HINDMAN

They are but the same nowadays.

GOV. ALLEN

Word is Escabedo randomly picked one hundred and seven of his prisoners - French, Prussian and Austrian - and had them shot. He declared it a warning against all foreigners.

SHELBY

I will ask Bazaine for protection.

HINDMAN

He won't come. He is too busy deploying the last of his troops back to France. In fact, Queen Carlotta left last week.

SHELBY

Did Miss Walker go with her?

The men in the room are more aware of his attraction than he is. Hindman shrugs he doesn't know. Shelby comes down on all four legs of his chair.

HINDMAN

I have no idea, but I would hope so.

SHELBY

(to Maury)
Commodore, have you still contact with the *Shenandoah*?

COMMODORE MAURY

I do.

SHELBY

Then I propose we send our families home on her.

Slayback looks up.

SLAYBACK

It is not the Mexicans I fear. It is yellow fever. General Stevens is now stricken with it. I wish to return with my family now - before another pestilent summer. I am haunted still by what typhoid did to my troops in Louisiana.

Shelby nods.

SHELBY

(to Slayback)

Would you be so kind as to take my
wife and sons back with you,
Major?

SLAYBACK

Most certainly, sir.

HINDMAN

(to the Commodore and
Slayback)

I shall be joining you gentlemen
as well. All visions for the
future I once had are now gone.
And I fear the color of my skin
will get me killed.

EXT. PIER AT VERACRUZ - DAY

Slayback and his family, along with Mary and her sons
board the Confederate ship *Shenandoah* from a long wooden
pier.

John Edwards with his leather writing valise follows them
up the gang plank. He is followed by more inhabitants of
Carlotta Colony.

From a wagon on the pier, Shelby waves goodbye to his
sons who lean over the railing waving back at him. Mary
finally shows her face and tearfully waves goodbye.

EXT. DIRT ROAD - MEXICO - DAY

Scraggly bearded and deeply sunburnt in sweat stained,
faded clothing, Shelby (far from a pristine plantation
master or commanding general) along with Elliot, Jurgen
and the *last fifteen men* of his brigade, push and pull
heavy freight wagons under a boiling sun over a deeply
rutted road.

Corporal Rugby drives the rear wagon, his ledger beside
him on the seat. His skin is burnt as red as his hair
even though he wears a tattered straw hat. There is a
crazy smile on his face as they pass an abandoned
hacienda.

RUGBY

I was just thinkin' if I had me a
bull whip I could get ya niggas to
move a bit faster.

Shelby, shoulder against a wheel, pushing as hard as
physically possible, glares at Rugby.

RUGBY.

Sorry.

Young Kirtley gallops towards them hollering;

KIRTLEY

Juaristas! A hundred of them!

SHELBY

Round up! There!

He points back at the abandoned hacienda.

The men quickly round the wagons within the crumbling
walls.

Shelby looks through binoculars at the oncoming Mexicans.

A heavy breathing Capt. Kirtley stands close by waiting
for orders with Jürgen.

SHELBY (CONT'D)

Both of you ride hard out of here.
Inform Jeanningros of our
situation. Tell him it is the
priest Guiterrez with a force far
greater than our own.

Capt. Kirtley and Jürgen jump their horses over a low
spot in the crumbling rear wall and disappear into a
stand of trees.

LATER

GUI TERREZ, a pot-bellied man, arrogantly approaches with
a truce flag. Shelby stands behind a low wall.

GUI TERREZ

I ask for your surrender, senor.

SHELBY

Before I will think of surrender -
and you receive Escabedo's gold
for my head - I need to see
evidence of your force.

Guterrez looks over Shelby's shoulder and sees nothing but empty wagons in front of the hacienda.

GUI TERREZ

Bien.

Guterrez returns to his men, then proudly parades them at a safe distance. Several turn in the wrong direction. Shelby's men shake their heads, snickering.

SHELBY

We just need more time, is all.

Guterrez returns with a white flag. Shelby shakes his head. No. He will not surrender. Guterrez lopez back to his men.

The Mexicans begin firing on the Americans.

The Americans are far outnumbered. Shelby's men take careful shots, dropping a man every time they fire. Still, some of Shelby's boys are hit during deafening return volleys.

Shelby and Elliot roll a log and prop it between wagons wheels in a stable so it looks like a cannon.

SHELBY (CONT'D)

Magruder's cannon my boys. Lets just hope Guterrez doesn't have binoculars.

When Guterrez finally decides to charge en-mass, Elliot opens the stable doors.

Guterrez falls for the ruse. His men cantor forward, fire, then gallop back, wanting to keep out of cannon ball range.

THE SUN MOVES OVERHEAD.

Not a drop of water comes out of canteens anymore. Bullets continue to hit dirt around Shelby's men.

LATER

Six men remain and are desperately thirsty plus they have run out of bullets. They hold their rifles as clubs. Only Shelby and Elliot have remaining ammunition.

Shelby's expression is one of a man realizing this is the end. His eyes water a bit as he looks over his courageous men.

SUNDOWN

The Mexicans are forming together. It seems they will finally charge as one unit since the cannon has not yet been fired.

SHELBY (CONT'D)

(to Elliot)

Sight Guiterrez. Hopefully he will be man enough to lead the charge.

Guiterrez does so with a wild yell and is shot off his horse as soon as he is within range.

The charge splits into unorganized fragments, some actually retreating, others gallop to and fro utterly without command.

Shelby and Elliot carefully pick off those daring to ride too close.

Shelby runs out of bullets!

Elliot tosses him his secondary revolver. The two men pause and nod "farewell" to each other as another rain of bullets kick up dirt around them.

FRENCH BUGLE CALL

The CHASSEURS De'AFRIQUE emerge from the trees galloping straight and beautiful in yellow turbans and animal skin sashes, firing from their horses.

LATER

Shelby's men drink thirstily from the black soldiers' canteens. It is only Elliot who refuses to do so. He does drink after Shelby hands him the canteen he was drinking from.

Kirtley hands Shelby a dispatch. After reading it, Shelby looks to Kirtley with a puzzled frown. Kirtley shrugs.

ELLIOT

What, sir?

SHELBY

I have been ordered by General Jeanningros to lead this squadron to Cesnola to aid Colonel Du Preuil who is under siege.

ELLIOT

The drunk Frenchy?!

CAPTAIN ABU DuBOIS bows to Shelby, awaiting orders. He is dignified, tall and slender in an exotic uniform. He appears to look down his nose at the filthy white men before him.

Elliot's body language says he's against riding with blacks. Shelby's eyes say get over it.

EXT. OPEN ROAD - DAY ROAD, MEXICO - DAY

Shelby and Capt. DuBois ride abreast. Behind them rides Elliot and Kirtley and Jurgen. Behind them the remaining Americans. The Sudanese ride off to the sides of the road as protective flanks.

DuBois exhibits perfect marksmanship while at a full gallop when he shoots a Mexican scout he flushes out of hiding along the road. Shelby is impressed.

EXT. CAMPSITE - NIGHT

Shelby and his men sit in the dirt around a small fire, looking like poor white trash in comparison to the brightly dressed Chasseurs sitting on small carpets around their fire a couple yards away.

Capt. DuBois is reading a book while leaning against his saddle. He looks up, feeling Shelby's eyes on him. He offers Shelby a book from the small pile beside him. Shelby shakes his head.

EXT. CESNOLA GARRISON, MEXICO - DAY

Du Preuil, very frightened, face blackened with gun smoke, hears FRENCH BUGLES and makes the sign of the cross.

INT. CESNOLA GARRISON QUARTERS - DAY

Shelby, Capt. Abu Dubois, Kirtley, Jürgen and Elliot stand before wretched Du Preuil.

DU PREUIL

I am indebted to you, sir. I could not believe my eyes upon seeing it was you who led my rescue. I pray you have truly forgiven my past transgressions.

Shelby nods, his eyes not forgiving the man one bit. Du Preuil looks to Capt. DuBois for support. There is none. Du Preuil bows.

DU PREUIL (CONT'D)

Upon Jeanningros's orders, I respectfully hand over my command to you, General Shelby.

EXT. OPEN ROAD - MEXICO - DAY

Shelby and Dubois lead the CHASSEURS De'AFRIQUE along with Du Preuil's French troops out of Cesnola.

EXT. JEANNINGROS' GARRISON - DAY

Jeanningros watches proudly - along with the entire garrison - as Shelby and the troops approach. There is an ovation, saluting slanted swords, presented arms and roll of triumphant MUSIC as Captain DuBois and Shelby lead the columns into the safety of the garrison.

INT. JEANNINGROS' QUARTERS - DAY

Jeanningros and Shelby are dining.

JEANNINGROS

I demand the privilege of paying you for your time and losses. But I cannot do so now. Meet me in Havana in August. I will then have access to the Treasury before I leave for France. The devil take Napoleon and Bazaine.

SHELBY

Thank you. It will be greatly appreciated. Between the closing of businesses and raids by bandits I am not gaining by much.

JEANNINGROS

So are you returning to your country?

SHELBY

Perhaps.

(beat)

Captain DuBois's abilities were most impressive. He is, as you say, a fine soldier.

Jeanningros knowingly smiles.

INT. CARLOTTA CANTINA - NIGHT

Shelby raises a glass to his remaining men.

SHELBY
To surviving yet another day.

They drink to that. Shelby turns somber.

SHELBY (CONT'D)
Since the French have left, it
seems more than half the
businesses we supply are
closing...
(beat)
So I have decided to sell the
business. Wagons, mules and all.

There is silence.

SHELBY (CONT'D)
Objections?

RUGBY
Well, we sure as hell ain't makin'
any money.

More silence. Then;

JURGEN
(to Shelby)
What will you do?

SHELBY
I am not sure yet. But know that,
according to a message from
Hindman, we've all been pardoned.
Even me for killing that renegade
in Brazos. So at least there is
the option of returning home.

The men nod.

JURGEN
Best place to sell the mules and
wagons would be Orizaba.

SHELBY
I agree. So Elliot, take the boys
and the wagons and try and get the
best deal you can.
(MORE)

SHELBY (CONT'D)

Then meet me in Mexico City at the
bank - say in a week?

ELLIOT

Week should be good.

MONTAGE OF SHOTS - MEXICANS GAINING CONTROL

A) Deserting Imperial Mexican forces strip off their
uniforms and run into trees.

B) Cheering band of guerillas as railroad tracks and a
train is blown up. Escabedo and his men raise their
rifles in celebration.

C) Telegraph lines are pulled down by Mexican guerillas.

EXT. SHELBY'S HOME - STORMY NIGHT

A fierce tropical storm drenches the colony. The streets
are filled with flowing mud.

INT. SHELBY'S BEDROOM - STORMY NIGHT

Shelby reads by lantern under mosquito netting, wearing
only longjohn pants. WIND and RAIN rattle banana tree
fronds outside his window. A moth struggles against the
light.

There is a slight noise. Shelby grabs the pistol lying
beside him, cocks it while blowing out the lantern. He
listens. Night insects and the storm.

In a flash of lighting Shelby sees who it is outside.
Inez.

He relights the lantern and quickly lets her in through
French doors.

She pulls off a drenched shawl. A thin, wet peasant
blouse clings to her breast.

INEZ WALKER

Do you mind? I am soaked.

Not grasping her intent, he goes into military alert
mode.

SHELBY

What's happened? What made you
ride on a night like this?

She pulls the wet blouse off over her head and faces him with no modesty. He's shocked, freezes.

When she leans over to step out of her skirt, he sees the lash marks on her back.

She stands before him, totally naked.

INEZ WALKER

Escabedo is outside of Mexico City. Everyone has left.

She gets in his bed and pulls the sheet over her shivering body.

SHELBY

What of Bazaine? Magruder?

INEZ WALKER

The French have been gone for two weeks at most. Magruder sailed a week ago. He said he tried to contact you.

SHELBY

He did not offer to take you?

Shelby sits on the bed beside her. She smiles at him.

INEZ WALKER

He did. But I declined. Who knows where I might have ended up?

She touches his arm.

INEZ WALKER (CONT'D)

I feared - yet hoped - you had left.

SHELBY

I am about to. Soon as Elliot and the boys return from Orizaba. They're selling the wagons and mules as we speak.

INEZ WALKER

Finally. You have gained some sense.

SHELBY

Why didn't you leave? What keeps you?

Her eyes communicate that bonding between wounded souls.

INEZ WALKER

You. I needed to know if you were able to leave safely.

He runs a finger along the scar around her wrist. He looks away.

SHELBY

And I had hoped you had left safely as well.

INEZ WALKER

So here we are. Alive, yet both unsafe.

There is no question he wants her, yet something is holding him back.

INEZ WALKER (CONT'D)

I should not have come, but...

SHELBY

(interrupts)

No. No. For Godsakes no. I, I just...

He frowns with concern as he looks deep into her eyes.

SHELBY (CONT'D)

Are you sure? After all you have been through?

She puts a finger against his lips to quiet him. He kisses it softly. She pulls him down beside her.

INEZ WALKER

People such as you and me - we must allow at least one person in - someone who truly understands our dark side - or we will never be able to exist among ordinary people.

SHELBY

You are a most remarkable woman.

He slides into bed next to her.

INEZ WALKER

Promise me to never forsake your wife... for I will never agree to that. I am far too damaged to replace her.

SHELBY

Shh. You are not damaged.

The passion fades.

INEZ WALKER

Yes, I am.

He softly touches her, wants to return to where they were, but she sits up, frowning.

INEZ WALKER (CONT'D)

My scars are visible, unlike yours
- and will always remind both me
and any man I might encounter of
the humility of my ordeal.

SHELBY

I see them as badges of bravery.

INEZ WALKER

No. That is where you are wrong.

(beat)

You will never understand because
you have never had to surrender.
You don't know what it is like to
be forced to do so. My spirit, my
soul, it is broken, Jo. I shall
always be half-dead inside...

Tears well. He pulls her slowly back down, kisses her, holds her. She clings to him.

INEZ WALKER (CONT'D)

Why didn't you leave? I don't want
you to die, Jo. I don't want you
to die.

LATER

She moves on top while looking into his eyes. He goes to turn off the lantern but she stops him.

INEZ WALKER (CONT'D)

No, I need to see your face - so I
will not see his.

They make slow, passionate love by lantern light. His eyes seek permission before any move.

Sweat and rain. Gust swirl the mosquito netting around them. Rolling distant thunder.

LATER

Ground shaking THUNDER and blinding lightning wakes them.

INSERT: INT. STABLE

Shelby's Andalusian whinnies in alarm, repeatedly striking the ground with its hoof.

BACK

Shelby hears him and hurriedly pulls on pants and boots, buckles his holster with revolver, grabs his rifle and saddlebag of ammo then runs across the yard towards the stable.

Inez quickly pulls on her skirt and blouse and follows.

INT. STABLE - STORMY NIGHT

Shelby, bare-chested, tries to calm his horse as GUNFIRE and SCREAMS pierce the stormy night.

THUNDER and lightening. Gail force winds bang items on hooks in the stable.

Shelby hurriedly bridals his horse, helps Inez up onto its bare back, hands her the saddle bag and rifle, then swings himself up behind her.

They disappear into the rainy dark.

EXT. CARLOTTA COLONY - STORMY NIGHT

Mexican guerillas burn Carlotta Colony to the ground, shooting all who exit a building. A dog whimpers as bullets hit him. A wagon topples when the donkey pulling it is shot.

ESCABEDO

looks on, the bearded Skeleton of Death, with the flames of the colony reflected in his deep set eyes and the blinding ghoulis glow of lightning highlighting his face.

INT. SHELBY'S HACIENDA - NIGHT

Escabedo thrashes through Shelby's house, shooting through a wardrobe cabinet, pulling back rugs to look for trap-doors and firing through the roof. When there is no sign of Shelby, he sets the place on fire.

ESCABEDO
Find me dis Shelby!!

EXT. MUDDY ROAD - STORMY NIGHT

A fierce wind whips trees and branches. Shelby's horse jumps a fallen tree, seeing it at the last second during a flash of lightning. Inez holds on for dear life.

Escabedo rides after them with two hundred men.

EXT. THE SEAPORT OF VERACRUZ - STORMY NIGHT - (1868)

Wind tossed lanterns light the long wooden pier that stretches out into the ocean where three anchored ships pitch and toss in the storm. Two of the ships are on fire despite the deluge.

Shelby reins up on a hill to assess the situation before him. He chooses a street which leads to the pier several blocks over from the center avenue.

SERIES OF SHOTS OF DESTRUCTION

The passengers of the nearest ship scream as they jump, burning, into the ocean.

Along the main avenue, businesses with foreign signs are up in flames.

Two American seamen running down a street towards their ship are slashed with swords.

MOB OF GUERILLAS
Viva le Liberte'!! Viva Mexico!
Death to the Gringos!

Escabedo charges down the main avenue towards the pier.

EXT. WOODEN PIER - VERACRUZ, MEXICO - STORMY NIGHT

Mexican soldiers stand guard at the entrance of the pier.

Shelby reins up hard before coming around the last building along the waterfront - slides off his horse and knocks out a peasant with his pistol. He puts on the man's poncho and sombrero. He knocks out another running peasant and pulls off his poncho; throws it up to Inez who pulls it on. He grabs a shawl off a passing old woman and tosses it up. Inez covers her hair and face with it.

Shelby cautiously leads his horse around the corner towards the pier. His poncho hides his rifle, the sombrero hides his intense eyes.

The CAPTAIN in charge of guarding the pier hardly takes notice of the barefoot senorita sitting bareback on a horse led by a poor peasant.

As he passes a crab crate, Shelby steps up then swings up behind Inez and in a flash, bulldozes through the guards down the pier.

The horse slips and slides down the rain slick pier as the guards yell in alarm and start shooting after Shelby and Inez.

Shelby pulls Inez off his horse just as the animal slips over the edge of the pier into the stormy ocean. The rifle and saddlebag fall with it.

With only his revolver, Shelby shoots at banditos as he and Inez run past the second ship (which is now being boarded by guerillas and set on fire) towards the last ship.

The last ship has drifted far enough from the pier that it can't be boarded, but is having difficulty raising it's sails in the storm.

Shelby and Inez stare at it. So close, yet so far!

SHELBY

Jump!

INEZ WALKER

I can't swim!!

When Shelby goes to push her, she clings to him.

INEZ WALKER (CONT'D)

No! No! I can't swim!

Escabedo bears down on them, pistol raised and firing, his horse also slipping and sliding on the rain slick pier. Behind him are thirty men.

Below them, in the inky water, Shelby's horse swims in terrified circles.

SHELBY

Grab his mane!

Shelby pushes Inez off the pier. She SCREAMS as she falls.

Shelby faces Escabedo and fires. Escabedo rears his horse just in time. Hit in the chest, the horse falls dead. Escabedo uses the dead animal as a barricade, firing back at Shelby.

Shelby scrambles over the end of the pier and stands on a cross-tie underneath holding on with one hand, peeking over the top just enough to see - his revolver in the other hand.

Bullets rain over him. He looks over his shoulder.

INSERT:

Through the rain he sees deck hands pulling Inez, who clings to a life-ring, aboard the ship. His horse swims near the ship, eyes filled with panic.

The jib sail finally grabs wind and off she goes.

BACK

Shelby checks his revolver's chamber. *One bullet left.*

ESCABEDO

(hollers)

Senor Shelby! Finally we meet! An
eye for an eye? An arm for an arm,
no? Then I kill you. Slowly.

A bandit starts unfurling a rope.

Shelby contemplates that last bullet then closes the chamber. He waits as JANGLING SPURS step closer and closer above him. Will or won't he end his life?

At the last minute, Shelby scrambles through the cross-tie and jumps into the inky water among dead bodies being tossed about on the stormy waves.

Bullets missile into the water along the pier's sides. Shelby takes a deep breath and dives under a bloated form as Escabedo's men lay on their bellies to shoot at him under the pier.

EXT. SHORE OF VERACRUZ - DAY

The air HUMS WITH FLIES.

The sun comes up over a wasteland of bloated and bobbing dead humans and animals washing onto a marshy beach where vultures and buzzards feast.

All that remains of the burnt ships are their masts sticking out of flat blue-green water.

Veracruz is filled with smoldering smoke. There is no sound save the CALL of BUZZARDS and SEAGULLS.

Shelby sits huddled under the pier on a crossbar staring at the horizon - which is empty.

A swell comes in. He recognizes his beloved horse, now grossly bloated, rising on it. He leans his head back, bites his lip so hard it bleeds, as tears of anger and sorrow stream down his salt crusted face. Then he screams. He screams from the depths of his soul.

EXT. CARLOTTA COLONY - DAY

Shelby, under a filthy poncho shaded by a wide sombrero, rides a donkey through Carlotta Colony. His feet almost touch the ground. Total humiliation.

As he passes dead friends, the blanket of guilt grows heavier upon his tortured soul.

He passes the pile of ashes that was once his home; the garden fountain all that remains.

He kicks the donkey in the direction of a road sign pointing towards Mexico City.

EXT. ROAD TO MEXICO CITY - DAY

Riders charge up behind Shelby's slow plodding donkey. He reaches under his poncho and cocks his revolver.

The riders start to pass him. Its Elliot, Kirtley, Rugby and Jorgen!

SHELBY

Halt, you damn fools!

They rein their horses hard, surprised as hell its Shelby.

LATER

The men sit under a tree waiting for Shelby to finish wolfing down food and draining a canteen.

ELLIOT

We were still in Orizaba when the attack occurred.

RUGBY

We sold all the mules.

SHELBY

Thank God you were not present.

JURGEN

I thought they got you. Your house...

KIRTLEY

Can we still get a ship?

Shelby solemnly nods.

SHELBY

Yes, in Tampico.

Elliot looks off.

SHELBY (CONT'D)

(to Elliot)

What?

ELLIOT

I will not be joining you. The war being over, I fear I will have no use back in the states.

SHELBY

So you're off for Sonora?

ELLIOT

Yes.

SHELBY

What about you, Jurgen?

JURGEN

I'm all for return' home, sir - but only if Gunnar here can join me.

He rubs the forehead of his faithful stallion.

SHELBY

I'm sure there will be room enough for him in the ships hold - I just hope to hell he doesn't kick a hole through its sides and sink us.

KIRTLEY

What happened to your horse?

Elliot eyes him to shut up.

INT. MAXIMILIAN'S CHAMBERS - IMPERIAL PALACE - DAY

Maximilian is pacing in front of Shelby.

MAXIMILIAN

Thank you for coming. When I heard you arrived at the bank I was much relieved. I prayed you were not among the colony dead. How many of you are left?

SHELBY

None but me and three of my men.

MAXIMILIAN

Can you still gather me at least two thousand of my Imperial Mexican Army?

SHELBY

No. I would urge you to abdicate and set sail immediately.

Maximilian looks out a window with the weight of impending doom.

SHELBY (CONT'D)

If you do not set sail, then at least leave immediately for Queretaro as it will be much easier to defend with your reduced force.

Maximilian nods in agreement.

MAXIMILIAN

What of you?

SHELBY

I shall be setting sail out of Tampico.

MAXIMILIAN

I should have listened to you, General Shelby. I deeply regret I did not.

The Emperor detaches the Golden Cross of the Order of Guadalupe from his breast and hands it to Shelby.

MAXIMILIAN (CONT'D)

Here, take this in parting. *From one king of a lost cause to another.* I owe you at least this.

Their eyes hold for a beat. Shelby bows and accepts the medal.

SHELBY

I am honored, your Highness. I shall not forget you.

As Shelby leaves, he passes the commander of the Empresses' Lancers, COLONEL LOPEZ, dressed in a midnight blue velvet uniform with gold shoulder tassels. Colonel Lopez has a haughty bearing and speaks with a heavy Latino accent.

SHELBY (CONT'D)

You command the Empresses' Lancers?

COL. LOPEZ

Si. Why do you ask?

SHELBY

You will look after his Majesty?

COL. LOPEZ

Of course.

EXT. WATERFRONT PIER - TAMPICO, MEXICO - DAY

Flanked by a tall sailing ship, Shelby and Elliot solemnly shake hands and hug in parting on a wide, busy, cobblestone waterfront.

Then Elliot mounts his steed and places a sombrero on his head, shading his pale eyes and scarred face. Three rifles are strapped to his saddle and a two-pistol hostler is buckled around his waist. Crisscrossed on his chest are ammo belts. He is a man to be avoided.

SHELBY

We never did lose a skirmish, did we, Colonel?

ELLIOT

No, sir. We did not.

The men solemnly salute each other.

SHELBY

Say hello to Blackwell if you
should find him.

Shelby's face tells us he shall deeply miss this man -
his dearest friend, along with the lifestyle. Elliot
rides off in the midst of pier activity.

Just as Shelby turns towards the gang plank, he hears his
name being called. A SOUTHERN GENTLEMAN in a clean white
Panama hat is calling him.

SOUTHERN GENTLEMAN

Wait, wait, sir! General! Mr.
Shelby!

Shelby faces the man.

SOUTHERN GENTLEMAN (CONT'D)

Oh, thank God. I thought I had
missed you! Please do not depart
until you have listened to my
proposal.

Shelby politely waits.

SOUTHERN GENTLEMAN (CONT'D)

Sir, I have one hundred thousand
acres of mahogany and rubber trees
in the Yucatan. That is larger
than your Missouri. And I wish to
offer you a partnership in my
enterprise.

Shelby tilts his head.

SHELBY

Why do you need me?

SOUTHERN GENTLEMAN

For keeping the jungle tribes at
bay, for they pester us
constantly. It would be an easy
task for a man of your reputation.
And the Yucatan is to be separated
from Mexico by the Emperor's
decree so you no longer need be
concerned with Juarez and
Escabedo.

Shelby stares apathetically at the man.

SHELBY

I shall never again be a fool over such ambitions. I suggest you heed my warning and return to the United States while you are still able.

Shelby boards his ship.

SOUTHERN GENTLEMAN

No, wait, wait!

EXT. PATIO DINING AREA - HAVANA, CUBA - DAY

Ferns enclose an exclusive open-air gentleman's bar that overlooks Havana's bay. Shelby enters, hardly recognizable having taken a bath, shaved and put on clean clothes.

Jeanningros stands and greets him. They sit at a small table where a bottle of champagne awaits.

JEANNINGROS

I am glad to see you still breath.
Word was Escabedo killed you in Veracruz.

SHELBY

He came damn close.

A waiter pops open the champagne and pours the men a glass. They raise their glasses in a toast.

JEANNINGROS

Good riddance to Mexico.

Shelby couldn't agree more as he taps his glass.

SHELBY

Would you know if the American woman, Miss Walker, made it through here?

JEANNINGROS

I thought you were a happily married man?

SHELBY

I only wish to know if she is safe.

Jeanningros raises a doubting eyebrow.

SHELBY (CONT'D)
I owe her a business debt. She
escaped Veracruz aboard the *Eagle*.

JEANNINGROS
That ship sailed directly to San
Francisco.

Shelby lets out a sigh of relief.

JEANNINGROS (CONT'D)
Now for my debt to you. How does
one thousand gold pieces sound?
(smiles)
Exactly what your head was worth,
n'cest pa?

Shelby laughs with surprise.

SHELBY
Thank you, General. Thank you very
much. That is much more than I had
hoped for. My wife will be most
grateful I do not return a pauper.

Shelby is offered a cigar. After lighting it;

SHELBY (CONT'D)
Have you word of Maximilian? Has
he set sail yet?

Jeanningros studies him.

JEANNINGROS
You have not heard, then?

Shelby shakes his head.

JEANNINGROS (CONT'D)
He was executed by a firing squad -
under the orders of General
Escabedo.
(beat)
Betrayed by Colonel Lopez it
seems.

The news affects Shelby. He stares across the bay.
Jenningros waits a beat, then smiles.

JEANNINGROS (CONT'D)
And ah, our fair Princess Salm-
Salm, she managed to save both
herself and her husband by begging
at the feet of Juarez.
(MORE)

JEANNINGROS (CONT'D)

One cannot blame him for being
seduced, n'est pa?

SHELBY

Hmph.

(becomes somber)

I never imagined Mexico such hell.
I am glad to be done with the
place. It'll be good to set foot
on American soil again.

JEANNINGROS

Will you face arrest?

SHELBY

No, I have been pardoned. It seems
the railroad is in need of my
services - to protect it's
westward endeavors, so they are
going to make me a US Marshall.

JEANNINGROS

Ah, good. Good. I would hate to
think of you as a farmer. You are
too fine a soldier.

EXT. SAILING SHIP - DAY

Shelby stands alone at the bow of a ship. He never looks
back at the disappearing tropical shore.

He glances over at Corporal Rugby, Captain Kirtley and
Jurgen playing cards on deck. Rugby whistles "Dixie" as
he studies his cards.

FLASHBACK

of Shelby's speech to his men along the shores of the Rio
Grande. He remembers their faces. He whispers, his eyes
wet.

SHELBY

I am sorry, my brave fellows. May
God one day forgive me.

He turns his face into the wind. After a beat, from a
breast pocket, he produces a folded check.

He opens it. The check is made out to Inez Walker. His
face contorts with her loss as he carefully refolds and
replaces the paper in his pocket.

His scarred hand reaches in his coat's outer pocket and brings out the Golden Cross of Guadalupe. He wraps his fingers tightly around it as he leans against the railing. He allows the pain of it to cut into his palm and enter his body, then throws it with all his might into the sea.

After regaining composure, he pulls out his wife's locket and studies her picture. He turns his face into the wind, ready to go home.

FADE TO BLACK.

DENOUEMENT - ACTUAL PHOTOS OF THE MAJOR CHARACTERS WITH SHORT EXPLANATIONS OF WHAT HAPPENED TO THEM.